

MANOTICK VILLAGE AND COMMUNITY ASSOCIATION, INC.

CONSTITUTION and BY-LAWS

1. ASSOCIATION ESTABLISHED

The MANOTICK VILLAGE AND COMMUNITY ASSOCIATION is established this 13 day of April, 2010.

2. OBJECTIVES OF THE ASSOCIATION

2.1 The objectives of the Association are directed towards advancing the interests of the Village and Community of Manotick and the quality of life of its residents. Examples of the activities of the association include but are not limited to:

- a) Respecting and promoting the quality of life in the community; and
- b) Advancing the cultural, social and recreational interests of its residents.

2.2 The Association is a community-based, not-for-profit organization to be incorporated in the Province of Ontario.

3. MEMBERSHIP

3.1 Any person 18 years of age or older will be considered a member-in-good-standing upon payment of the Association's annual membership fee.

3.2 Members in good standing on the date of the announcement of any Annual or Special General Meeting are eligible to vote at that meeting.

3.3 Membership fees will be established by the Board of Directors.

3.4 Membership in the association is valid within the fiscal year fees are received (i.e., Jan. 1 - Dec. 31).

3.5 A membership list will be maintained and kept current by the Board of Directors.

4. GOVERNANCE

4.1 The senior policy-making authority of the Association is the majority vote of the Membership present at General Meetings.

4.2 Casting of proxy votes by members or their representatives will not be permitted at either General Meetings or Meetings of the Board.

4.3 An Annual General Meeting of the membership shall be held in the third or fourth week of May of each year, at a time and place to be determined by the Board of Directors.

4.4. At any time a General Meeting of the membership may be held, following a resolution adopted by a quorum of the Directors.

4.5. Members of the Association shall be notified two (2) weeks in advance of all Annual or Special General Meetings, either by email or regular mail. An agenda may be posted on the website at least two (2) weeks prior to such a meeting.

4.6. Unless otherwise ordered by the Board of Directors, the fiscal year of the Association shall begin January 1 and terminate on the 31st day of December.

5. BOARD OF DIRECTORS

5.1 The Directors shall manage the affairs of the Association between Annual General Meetings and implement the direction of the membership as established by majority vote of Association Members present at the General Meeting(s).

5.2 The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from his position as such. All Directors are subject to a Conflict of Interest/Conflict of Commitment policy.

5.3 The Board will consist of a maximum of nine (9) Directors of the Association of which five (5) will be deemed Officers of the Board. Officers of the Board will be elected at the appropriate Annual General Meeting with the remaining Board members being elected by a simple majority of the Officers.

5.4 The nominal term of office of a Board member is two years.

5.5 A Director shall remain in office until the dissolution or adjournment of the meeting at which his/her successor is elected.

5.6 Each Director shall be 18 or more years of age and a current member of the Association.

5.7 Meetings of the Board of Directors may be held at any time and place to be determined by the Directors provided that:

- a) five (5) clear days notice of such meeting shall be communicated to each Director, and
- b) there shall be at least one (1) meeting per year of the Board of Directors.

5.8 No error or omission made in good faith in giving notice of any meeting of the Board of Directors or any adjourned meeting of the Board of Directors of the Association shall invalidate such a meeting or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

5.9 Every Director of the Association or other person who has undertaken or is about to undertake any liability on behalf of the Association or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Association, from and against:

- a) all costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability; and,
- b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

5.10 The Directors of the Association shall manage the affairs of the Association and may enter into any kind of contract for and on behalf of the Association that the Association may lawfully enter into and, except as otherwise expressly restricted by the constitution or a by-law of the Association, may do anything for and on behalf of the Association that the Association is authorized to do. The Directors shall have power to authorize expenditures on behalf of the Association from time to time and may delegate by resolution to an Officer or Officers of the Association the right to employ and pay salaries to employees. The Directors shall have the power to make expenditures for the purpose of furthering the objects of the Association.

5.11 The Board of Directors shall take such steps as they may deem requisite to enable the Association to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objectives of the Association.

5.12 The office of a Director shall be automatically vacated:

- a) if a Director shall resign his/her office by delivering a written resignation to the Secretary of the Association;
- b) if at a Special General Meeting a resolution is passed by two-thirds (2/3) of the Membership present at the meeting that he/she be removed from office;
- c) if at a Special Meeting of the Board of Directors a resolution is passed by the majority of the Members of the Board that he/she be removed from office;
- d) on death;

A vacancy on the Board of Directors so created may be filled by a Member of the Association following a majority vote of the Board of Directors.

6. OFFICERS OF THE BOARD

6.1 Officers of the Board include the President, two Vice Presidents, a Secretary and a Treasurer.

6.2 Normally, each Officer of the Association shall be elected by majority vote of members in good standing of the Association present at the a General Meeting of the Association held in the last year of the Officer's term of office.

6.3 The day to day affairs of the Association shall be governed by the Officers of the Board and such other Directors as the Board may from time to time appoint for the purpose.

6.4 The Directors shall see that all necessary books and records of the Association required by the by-laws of the Association or by any applicable statute or law are regularly and properly kept.

6.5 **The President** shall preside at all meetings of the Association and of the Board of Directors. He/she shall have the general and active management of the affairs of the Association. He/she shall see that all orders and resolutions of the Board of Directors are carried into effect.

6.6 **The Vice Presidents** shall assist the President in general and active management of the affairs of the Association and preside at meetings of the Association in the President's absence. They may take on specific responsibilities associated with the affairs of the Association from time to time.

6.7 **The Secretary** may be empowered by the Board of Directors, upon resolution of the Board of Directors, to carry on the affairs of the Association generally under the

supervision of the officers thereof and shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the Minute Books of the Association, to be kept for that purpose. He/she shall arrange for notice of all meetings of the Members and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President. He/she shall be custodian of the seal of the Association, and deliver it only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution.

6.8 The Treasurer shall have the custody of the funds and securities of the Association and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Association in the books belonging to the Association and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Association in such chartered bank or trust company or in the case of securities, in such registered dealer in securities as may be designated by the Board of Directors from time to time. He/she shall disburse the funds of the Association as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the President and Directors at the regular meeting of the Board of Directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Association. He/she shall also perform such other duties as may from time to time be directed by the Board of Directors.

6.9 Authorization of expenditures of the Association rests with the Officers of the Board, normally following a majority vote of the Board of Directors.

6.10 An Officer of the Board may authorize an extraordinary expenditure where the vote of the Board cannot be readily obtained. Documentation of such expenditures will be provided to the Treasurer as soon as possible. Each such expenditure will be limited to \$500.

6.11 Signing authority for the Association will be vested in the Treasurer with a co-signature required from one additional Officer of the Association.

7. CALLING OF GENERAL AND BOARD MEETINGS

7.1 There shall be an Annual General Meeting of Members of the Association. In addition to any other business that may be transacted, the report of the Directors, the financial statement and the report of the Auditors shall be presented and the vacant Officer positions on the Board of Directors elected as in 6.2 and auditors appointed for the ensuing year.

7.2 The Board of Directors or the President shall have power to call, at any time, a special general meeting of the members of the Association.

7.3 Fourteen (14) days prior notice shall be given to each member of any annual or special general meeting of members. Notice can be given by written or published

documentation and by email. No error or omission made in good faith in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, to any members of the Association shall invalidate such meeting or make void any proceedings taken thereat.

7.4 At all meetings of members of the Association every question shall be determined by a majority of votes of those present who were members at the time of the initiation of the meeting notice, as in 7.3.

7.5 Minutes shall be kept of each meeting in the Association's Minute Book. This will normally be accomplished by the Secretary and normally be made available for public viewing on the Association's website.

8. COMMITTEES

The Board of Directors may appoint Committees of the Association and specify their terms of reference.

8.1 The Chair of an Association Committee will normally be a member of the Board of Directors. Members in good standing may be appointed as Committee Chairs by a majority vote of the Board of Directors.

8.2 Committees report to the Board of Directors through the Committee Chair.

8.3 Committees report to the General Meeting through the Board of Directors.

8.4 Committees of the Association will keep minutes which, following approval by the Board of Directors, will be posted on the Association's website.

9. FINANCIAL DETAILS

The financial assets and liabilities of the Manotick Community Association (MCA) and West Manotick Community Association (WMCA) will be merged into a single account of the Manotick Village and Community Association, with signing authority vested in officers as detailed in paragraph 6.11.

9.1 Existing projects and/or financial commitments made by the Manotick Community Association (MCA) or the West Manotick Community Association (WMCA) in place upon the formation of the new Association will be assumed by the newly formed Association.

10. AMENDMENT OF THE CONSTITUTION

This Constitution may be amended by a two-thirds majority of those Association Members in good standing present at any Annual or Special General Meeting or

by the Board of Directors by a simple majority at a separate meeting, and ratified by a two-thirds majority of those Association members in good standing present at any Annual or Special General Meeting.

11. COMING INTO FORCE

This Constitution came into force upon a vote of adoption at a Community meeting in Manotick, Ontario on the 13 day of April 2010.

11.1 Upon coming into force the Constitutions and By-Laws of the Manotick Community Association and the West Manotick Community Association become null and void and both organizations ceased to operate and to exist.

_____ **President**

_____ **Secretary**