

# Briarbrook Brookside Morgan's Grant Community Association (BMGCA) By-laws

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## Detailed History of Changes

Ver.	Date	Who	Detailed description of Changes
1.0	October 16, 2018	BMGCA Committee	Based on BMGCA Executive Committee's edit of <a href="http://www.sse.gov.on.ca/mcs/en/Pages/onca6.aspx">http://www.sse.gov.on.ca/mcs/en/Pages/onca6.aspx</a>
1.1	October 18, 2018	BMGCA Committee	Updates based on meeting with constitution committee on October 16, 2018
1.2	October 25, 2018	BMGCA Committee	Last round of comments and updates
1.3	October 31, 2018	BMGCA Board	Based on BMGCA Board Member Comments on major rework of by-laws
1.4	Nov 15 2018	BMGCA Legal Council	Legal review of content, format, and table of contents, cleanup
1.5	Feb 06 2019	BMGCA: Exec Edits	Final grammatical error and editorial check for typos and consistency
1.6	Apr 4 2019	James Ramage	Updated elected director term from one year to two years as motioned during the BMGCA board meeting on March 6, 2019.
1.7	November 17, 2019	James Ramage	Added Director of Membership to the Executive based on a motion at a board meeting on June 5, 2019.

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# **1. SECTION 1 - GENERAL**

## **1.1 Vision, Mission and Purpose of the BMGCA**

### **1.1.1 Vision**

The vision of the Briarbrook Brookside Morgan's Grant Community Association (BMGCA) is to grow, foster and promote a vibrant, inclusive, safe and healthy community.

### **1.1.2 Mission**

BMGCA will engage and nurture our community by: facilitating community-building programs, projects, and events; advocating for issues that matter to residents; and fostering the unique characters of the Briarbrook, Brookside and Morgan's Grant Community (BMG Community).

### **1.1.3 Nature and Purposes**

- a. To generally do all such things as will promote the general welfare of the residents of the BMGCA communities and maintain and enhance the property value of the lands in the said area, all as permitted by law.
- b. To establish an effective administration and method of representation for all such residents as shall qualify for membership in the Association from time to time in accordance with the By-Laws of the Association in respect of all matters of common concern in the BMG Community.
- c. The BMGCA shall remain independent of political affiliations and shall be organized and carry out its purpose according to this By-law without financial gain for any of its members.
- d. To provide a forum for discussion of issues, and as far as possible, to reach consensus in the best interests of the community.
- e. To facilitate communication and co-operation between residents and government, established community groups, and businesses, in order to support community goals and community well-being.
- f. To encourage residents and businesses within BMG, and immediate surrounds to initiate collaborative projects that may improve the physical and social environment of our community.
- g. To inform residents and businesses within BMG about community issues, activities, and projects.
- h. To encourage the participation of businesses, residents, and organizations in community activities.
- i. For the objects aforesaid:
  - I. The Association shall operate as a not-for-profit organization in accordance to the Act. The Association may accept donations, membership fees, sponsorship fees, gifts, legacies and bequests, but any and all revenue shall be used exclusively to further the aims and projects of the Association, and not for the personal gain of any Directors.
  - II. No Director shall be paid a fee for services.
  - III. The Association shall not incur debts, nor loan funds.
  - IV. The Treasurer shall have discretionary authority for any Association expenditures under \$100.00. All expenditures more than \$100.00 must be authorized by at least

- 2 Executive Officers. Any expenditures of over \$200.00 must be authorized in advance by a motion passed by the Board.
- V. Reasonable administrative expenses with receipts will be reimbursed by the Treasurer at his discretion as per Schedule B.
- VI. The Board may raise or receive funds in contemplation of pursuing the activities, projects, purposes and objectives of the Association as set out in this Section 1.1.3, Nature and Purposes.

## 1.2 Definitions

In these by-laws, unless the context otherwise requires:

- a. "ACT" means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- b. "ASSOCIATION" shall mean this non-profit corporation, namely THE BRIARBROOK BROOKSIDE MORGAN'S GRANT COMMUNITY ASSOCIATION (HEREINAFTER REFERRED TO AS THE "BMGCA").
- c. "BOARD" means the board of directors of the Corporation;
- d. "BY-LAWS" means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force;
- e. "CHAIRPERSON" means the chair of the Board;
- f. "ASSOCIATION" means the community association that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;
- g. "DIRECTOR" means an individual occupying the position of director of the Association by whatever name he or she is called;
- h. "MEMBER" means a member of the Association;
- (a) "MEMBER" shall mean any resident of the BMGCA who pays their membership fee.
- (b) "HONOURARY MEMBER" shall mean any adult person granted membership for a specified period of time, including life, by resolution of the Board.
- (c) "ASSOCIATE MEMBER" shall mean any adult person granted limited membership upon such terms as the Board at its pleasure may from time to time, by resolution, decide.
- (d) "CORPORATE MEMBER" shall refer to a person, firm or corporation which operates a business within the jurisdiction and which is granted such form of membership as the Board at its pleasure may from time to time, by resolution, decide. A landlord owning a property or properties within the Jurisdiction will be considered a member with one vote only, regardless of the number of properties owned.
- i. "GUEST" shall mean any person or persons who are Non-Residents.
- j. "OFFICER" means an officer of the Association specifically the President, Vice-President, Secretary, Director of Communications, Director of Membership and Treasurer. Officers are also considered Directors for purposes of provisions of these By-Laws.
- k. "OWNER" or "OWNERS" shall mean such person or persons, firm or firms, corporation or corporations as shall be shown as having any registered proprietary interest in one or

more residences in any part of the Properties according to the records of the Regional Municipality of Ottawa- Carleton, Registry Office and the words "owned" or "owning" shall have the like import, but shall not include any person, firm or corporation taking title to any part of the properties as security for the payment of money or for the performance of an obligation.

- l. "RESIDENCE" shall mean any self-contained residence, whether detached, semi-detached or forming part of a multiple residence structure situated in and upon the Properties.
- m. "RESIDENT" shall mean any person dwelling within the BMG Community. (See Appendix A: BMGCA Boundary Description with map)
- n. "SPECIAL MEETING" shall mean a meeting not regularly scheduled.

### **1.3 Interpretation**

Other than as specified in Section 1.2, all terms contained in this by-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

### **1.4 Severability and Precedence**

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act shall prevail.

### **1.5 Execution of Contracts**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Association must be signed by any two of its Officers or Directors. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

## **2. DIRECTORS**

### **2.1 Election and Term**

The affairs of the Association shall be managed by a Board of Directors, consisting of two or more representatives from each of BMG (or from the general community if it is not possible to find nominees from each community), and officers. They shall be elected as herein set out and shall hold office until the election of their successors.

The Directors shall be elected by the Members. The term of office of the Directors (subject to the provisions, if any, of the articles) shall be from the date of the meeting at which they are elected or appointed until Annual General Meeting (AGM) two years thereafter or until their successors are elected or appointed.

All members in good standing shall be entitled to vote for the election of Members nominated to be Directors. The Board shall consist of 7 to 15 registered and eligible BMGCA Members. Six of these Directors shall be the Executive Officers, holding the individual offices of: President, Vice-President, Director of Communications, Secretary, Director of Membership and Treasurer.



## 2.2 Vacancies

The office of a Director shall be vacated immediately:

- a. if the Director resigns office by written notice to the Secretary, which resignation shall be effective at the time it is received by the Secretary or at the time specified in the notice, whichever is later;
- b. if the Director dies or becomes bankrupt;
- c. if the Director is found to be incapable of managing property by a court or under Ontario law; or
- d. if, at a meeting of the Members, a resolution is passed by at least a majority of the votes cast by the Members removing the Director before the expiration of their term of office.

## 2.3 Filling Vacancies

A vacancy on the Board shall be filled as follows:

- a. a quorum of Directors may fill a vacancy among the Directors;
- b. if there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Member;
- c. if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term; and
- d. the Board may fill any other vacancy by a majority vote, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director. After that, the appointee shall be eligible to be elected as a Director.

## 2.4 Committees

Committees may be established by the Board as follows:

- a. The Board may appoint from their number a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors excepting those powers set out in the Act that are not permitted to be delegated; and
- b. Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time. For further on the set-up and governance of committees, see Clause 2.6.5.

## 2.5 Remuneration of Directors

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; provided that:

- a. Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;
- b. Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is:

- (i) Is considered reasonable by the Board, and is approved by the Board for payment by resolution passed before such payment is made; and,
  - (ii) Is in compliance with the Conflict of Interest provisions of the Act.
- c. Notwithstanding the foregoing, no Director shall be entitled to any remuneration for services as a Director or in any other capacity as the Corporation is a not-for-profit corporation, unless the provisions of the Act and the law applicable to not-for-profit corporations are complied with.

## **2.6 Duties and Powers of the Board of Directors**

The duties of all Directors shall be to assist in the work of the BMGCA Board and the Association.

The following provisions will guide the activities of the Board of Directors:

- (1) The Board in managing the affairs of the Association shall have the power to:
  - (i) impose and collect dues from the membership; and generally,
  - (ii) do all things and exercise all rights and procedures normally and properly perform the function of the managing board, provided the same be not inconsistent with any restrictions or limitations, expressed or implied, contained in the BMGCA By-Laws; and,

Subject always to the following specific condition:

  - (iii) That all amendments to the BMGCA By-laws approved by the Board shall be referred to an AGM of the members for their consideration and final ratification.
- (2) Subject to and without limiting the generality of the foregoing, the Board may:
  - i Call special meetings of the members whenever it deems necessary;
  - ii Recommend courses of action, by-law amendments, and adoption of procedures, by the Association;
  - iii Establish, levy and collect annual and special dues and assessments against members;
  - iv Retain and discharge solicitors, engineers, builders and other professional and non- professional workers;
  - v Nominate or elect honorary and associate members;
  - vi Negotiate and contract with any relevant person, organization, governmental authority or board;
  - vii Purchase equipment and supplies for the performance of the Association's duties;
  - viii Purchase such fire, liability and general insurance as is necessary to protect the properties and interests of the Association and to indemnify the Directors, Officers and employees of the Association;
- (3) The Board shall cause to be kept all books, records, accounts, registers, rosters and other documentation reasonably necessary to record the financial operations and the state of membership of the Association and shall present a statement of the Association's affairs,

including a Financial Statement at each Annual General Meeting, or at any special meeting whenever requested in writing so to do by fifty (50) members in good standing.

- (4) The Board shall prepare for and present at each Annual General Meeting:
  - (i) A summary of the past year's activities and results; and,
  - (ii) A recommendation for the ensuing year including a forecast of the probable expenditures of the BMGCA Association.
  
- (5) The Board may designate one or more committees, each to consist of a Chairperson and Director Liaison to assist thereof, together with such other members as such Chairperson and Director Liaison may designate and the Board approve, to exercise such functions and adopt such procedures in developing and carrying out their mandate as the Board shall from time to time by formal resolution decide. Committees may be designated either:
  - Ad Hoc Committees: to help promote the participation of all BMGCA members in activities that support the purpose of the Association and improve community well-being; or,
  - Standing Committees: to deal with matters of ongoing long-term relevance to the BMGCA membership and community residents.
  
- (6) The President, Vice-President, Director of Communications, Secretary, Director of Membership and Treasurer of the Board, will jointly comprise an Executive Committee of the Board who shall supervise the day to day operations and activities of the Association, and to whom committees of the Board shall report and be directly responsible, and the Executive Committee shall render an account of its functions and the operations of all committees at all meetings of the Board whenever and to the extent required by any Director. The Executive may ask the Past President to act in an advisory capacity for a period of one year.

## **3. BOARD MEETINGS**

### **3.1 Calling of Meetings**

Meetings of the Directors may be called by the Chairperson, President or any two Directors at any time and any place on notice as required by this by-law, provided that, for the first organizational meeting following incorporation, an incorporator or a Director may call the first meeting of the Directors by giving not less than five days' notice to each Director, stating the time and place of the meeting.

### **3.2 Regular Meetings**

The Board shall meet at least once per year. All community residents are invited to attend Board meetings, and, when recognized by the Chairperson, address the meeting. The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.

A regular meeting of the Board should normally be held on the first Thursday of the month, or otherwise at any other time, frequency, and place as determined by the Executive.

A majority of the Directors with a minimum of one Executive Officer shall constitute a quorum for the transaction of business at any meetings of the Board, but if less than the majority be present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without notice. Directors who miss three consecutive Board meetings without offering regrets shall forfeit their position.

All decisions of the Board shall be by simple majority and in the event of a tie the issue under consideration will be deemed not to have been approved; the Chairperson shall not have the deciding vote as per Paragraph 3.6 below. Minutes shall be kept of every meeting and once minutes are approved by the Board and duly signed by the Secretary and another Executive member of the Board, the minutes as approved shall be kept as a permanent record of the Board.

### **3.3 Special Meetings**

Special meetings of the Board may be called by the President or any five (5) Directors, and in any event, there shall be a minimum, including the said regular Annual Meeting, of six (6) Board Meetings per annum.

Notice of all special meetings shall be given promptly by the Secretary and in any event, not less than seven (7) days in advance of any such meeting. Notice may be given orally, in writing or by email or other on-line means commonly in use and if any Director is not readily available, such notice may be left or given to any responsible person at the Director's place of business or at his place of residence.

In the event either the President, the Vice-President, Secretary, Director of Communications, Director of Membership or Treasurer, be of the bona-fide opinion reasonably held that an emergency exists requiring the immediate attention of or action by the Board, the aforesaid provision as to notice may be dispensed with and the meeting called at such time and place as any three of the five (5) Executive Officers shall agree upon.

Any action required by law to be taken at a meeting of Directors or any action which may be taken at a meeting of Directors may be taken without a meeting if the consent in writing (or by other methods including email) setting forth the action so taken shall be signed by all the Directors.

### **3.4 Notice**

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 10 of this by-law to every Director of the Corporation not less than seven (7) days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation.

### **3.5 Chairperson**

The Chairperson shall preside at Board meetings. In the absence of the Chairperson, the Directors present shall choose one of their number to act as the Chairperson.

### **3.6 Voting**

Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Chairperson shall not have a second or casting vote.

### **3.7 Remote Participation**

If all of the Directors of the Corporation consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

## **4. FINANCIAL Management and Fund-raising**

### **4.1 Banking**

The BMGCA shall not incur debt nor loan funds. No Director shall be paid fees for services.

Rules and policies regarding the authorization of payments, contracting of services and handling of other financial matters will be determined by the Treasurer in accordance with the By-law; as reported on a regular basis to the Board; and, as formally reported to the members at the AGM.

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Association shall be placed for safekeeping.

### **4.2 Financial Year**

The financial year of the Corporation ends on December 31 in each year or on such other date as the Board may from time to time by resolution determine.

## **5. OFFICERS**

### **5.1 Officers**

The Board shall appoint from among the Directors a Chairperson and may appoint any other person to be president, treasurer and Secretary at its first meeting following the annual meeting of the Corporation. The office of treasurer and Secretary may be held by the same person and may be known as the Secretary-treasurer. The office of Chairperson and president may also be held by the same person. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

### **5.2 Office Held at Board's Discretion**

Any Officer shall cease to hold office upon resolution of the Board.

### **5.3 Duties**

Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.

### **5.4 Duties of the Chairperson**

The Chairperson shall perform the duties described in sections 3.4 and 9.5 and such other duties as may be required by law or as the Board may determine from time to time.

## **5.5 Shared Duties of the President and Vice-President**

The President and Vice-President shall perform the duties described in Schedule A and such other duties as may be required by law or as the Board may determine from time to time.

## **5.6 Duties of the Treasurer**

The Treasurer shall perform the duties described in Schedule B and such other duties as may be required by law or as the Board may determine from time to time.

## **5.7 Duties of the Secretary**

The Secretary shall perform the duties described in Schedule C and such other duties as may be required by law or as the Board may determine from time to time.

## **5.8 Duties of the Director of Communications**

The Director of Communications shall perform the duties described in Schedule D and such other duties as may be required by law or as the Board may determine from time to time.

## **5.9 Duties of the Director of Membership**

The Director of Membership shall perform the duties described in Schedule E and such other duties as may be required by law or as the Board may determine from time to time.

# **6. PROTECTION OF DIRECTORS AND OTHERS**

## **6.1 Protection of Directors and Officers**

No Director, Officer or committee member of the Corporation is be liable for the acts, neglects, or defaults, of any other Director, Officer, committee member, or employee, of the Association, or for joining in any receipt or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Association or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Association shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

- a. complied with the Act and the Association's articles and By-laws; and
- b. exercised their powers and discharged their duties in accordance with the Act.

# **7. CONFLICT OF INTEREST**

## **7.1 Conflict of Interest**

A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Association shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.

## **7.2 Charitable Corporations**

No Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Association if it is a charitable corporation unless the provisions of the Act and the law applicable to charitable corporations are complied with.

## **8. MEMBERS**

### **8.1 Members**

The following shall be members of the Association:

All principal residents, while ordinarily resident in and upon the Jurisdiction, Honorary Members, Associate Members and Corporate Members, for whom the applicable membership fee for the current fiscal year has been paid.

Individual membership in the BMGCA shall be open to any person who resides in Briarbrook, Morgan's Grant and Brookside.

Voting members, those who have paid their annual membership fee, shall register with the Association at the Annual General Meeting (AGM) or throughout the year; and may: vote at all Board meetings; be a candidate for committees authorized by the Board; and, if over 18 years of age, be a candidate for the Board of Directors (hereinafter referred to as the Board).

Non-voting memberships shall be available to residents and any person who has an interest in our community. Non-voting members are restricted from holding positions on the Board of Directors or serving as Committee Chairpersons.

Member's fees and all other donations and sponsorships may be used for administrative and project costs of the BMGCA.

Elected officials of the federal, provincial, and municipal governments, who represent the residents of Briarbrook, Morgan's Grant and Brookside, shall be honorary members of the BMGCA. The Board of Directors may appoint other individuals as members of the BMGCA as they see fit. Community groups and community service organizations may also have one representative as an honorary member. Honorary members have no voting privilege.

### **8.2 Limitations on Membership**

Any Resident ceasing ordinarily to reside in and upon the Jurisdictions or any Honorary, Associate, or Corporate Members whose membership shall have terminated by the effluxion of time or have been terminated by the Board, shall cease to be a member and shall upon demand deliver up to the Board any card, certificates or token of membership in the Association which may have been issued to him. In any event any contention shall be made by any person other than an Associate or Honorary Member that he or she is still qualified as a member and in some manner or degree entitled to the rights of membership, she or he shall be entitled to be heard before a special meeting of the Board called for such purpose and the decision of the Board shall, in the absence of fraud or gross error, be final and binding.

### **8.3 Proof of Membership**

The Board may provide for issuance of certificates, cards or tokens evidencing membership, in such form or forms as the Board may from time to time determine, to be signed or stamped by or in the name of the President and Secretary of the Association. In the case that the Board does not issue such certificate, card or token, proof of membership would be some form of identification issued by any level of government showing an address within the bounds of the BMGCA as delineated in Appendix A.

At any meeting, the Board or any member thereof or any person designated by the Board, may require production of any such certificate, card or token evidencing such person's right to attend or vote at such meeting.

## **8.4 Conditions of Membership**

Membership in the Association requires compliance by all members with all the provisions of the By-Laws, Rules and Regulations and entitles each member to exercise the rights accorded thereunder and always with due regard for the rights and privileges of the other members.

No member may transfer or assign his membership in the Association, and such purported transfer or assignment shall be null and void.

## **8.5 Disciplinary Act or Termination of Membership for Cause**

- a. Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the articles or By-laws.
- b. The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

# **9. MEMBERS' MEETINGS**

## **9.1 Annual General Meeting (AGM)**

The BMGCA shall hold an Annual General Meeting. The AGM shall be held on a day and at a place within Ottawa fixed by the Board. Any Member, upon request, shall be provided, not less than 21 days before the annual meeting, with an electronic copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws or articles.

- A) The BMGCA shall hold an Annual General Meeting (AGM), no later than November 30.
- B) Notice of the AGM will be posted at the Community Centre, on the BMGCA web site and Facebook page, and delivered electronically to voting Association members at least 7 days before the meeting. For the purpose of sending notice electronically to voting members, the contact information shall be the last email contact information on record with the BMGCA.
- C) The AGM shall include at least the following items, to be listed on the agenda: President's report of the Board's and the Association's activities; the Treasurer's report; nominations and election of Directors; and a discussion period for members to ask questions, raise concerns or propose ideas.
- D) Registration of attending members will take place beginning 30 minutes before the AGM.

The business transacted at the annual meeting shall include:

- a. Receipt of the agenda;
- b. Receipt of the minutes of the previous annual and subsequent special meetings;
- c. Consideration of the financial statements;
- d. Report of the auditor or person who has been appointed to conduct a review engagement;



- e. Reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
- f. Election of Directors; and,
- g. Such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual meeting unless a Member's proposal has been given to the Secretary prior to the giving of notice of the AGM in accordance with the Act, so that such item of new business can be included in the notice of the AGM.

If at any Annual General Meeting of the Association the business thereof shall not be completed by midnight, the Chairperson shall have the right to adjourn the meeting and either fix a time and place for the completion thereof or to require the Board to notify members of the time and place to be fixed for such completion, but such time shall be not later than thirty (30) days after the date of such adjourned meeting

Annual General Meetings of the members may be called by any two (2) of the President, Vice-President, Secretary, Treasurer, Director of Communications, Director of Membership or by any person or persons entitled to cast in the aggregate of fifty (50) votes on any matter at an AGM, provided that in the event of any such request from the members, there shall be lodged with the Secretary a brief written statement of the reason or reasons for the calling of such Special Meeting and in the case of members, a petition with the fifty (50) names as specified above. This statement shall be set out in the Agenda accompanying the notice of the meeting.

Any members proposing to table a resolution at any meeting shall deliver a draft thereof to the Secretary at least seven (7) days prior to the date of the meeting provided that the President may, if the circumstances appear to him or her to warrant it, waive this requirement and may permit the tabling of any resolution notwithstanding.

## 9.2 Special Meetings

A Special Meeting may be held whenever Board or Association members have a reason to hold such a meeting.

- a) If Association members propose such a meeting, they must deliver a written notice to the Board, supported by at least 5 members, specifying the reason for the Special Meeting.
- b) Advance notice of 7 days is required, unless approval is given by 3 Directors of the Board. The notice will be communicated to Association members. One Director must be present at such a meeting.
- c) Quorum shall not be required for a Special Meeting.

The Directors may call a Special Meeting of the Members. The Board shall convene a Special Meeting on written requisition of not less than 50 of the Members for any purpose connected with the affairs of the Association that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within 21 days from the date of the deposit of the requisition.

## 9.3 Notice

Subject to the Act, not less than 10 and not more than 50 days written notice of any annual or special Members' meeting shall be given in the manner specified in the Act to each Member and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken.

Every notice of any meeting shall be accompanied by a general Agenda briefly setting forth the matters proposed to be tabled, discussed and voted upon, provided always that the Chairperson

of the Meeting may alter the Agenda if in his opinion there are reasonable causes for so doing. If challenged by any voting member, such alteration of the Agenda shall only be allowed upon a majority vote in support thereof.

## **9.4 Quorum**

A quorum shall be considered constituted at an Annual or Special meeting if the number of members exceeds the number of Directors present.

## **9.5 Chairperson of the Meeting**

The Chairperson shall be the chair of the Members' meeting; in the Chairperson's absence, the Members present at any Members' meeting shall choose another Director as Chairperson and if no Director is present or if all of the Directors present decline to act as Chairperson, the Members present shall choose one of their number to chair the meeting.

## **9.6 Voting of Members**

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the By-law provided that:

1. Only registered and eligible BMGCA members may be nominated.
2. No BMGCA members shall nominate themselves.
3. Every nomination must be accepted before being seconded.
4. Nominations will only be accepted from the floor.
5. Voting, if required, shall be by show of hands.
  - a. Proxies are prohibited.
6. Elections shall be for 5 Executive Officers and up to 10 Directors to a maximum of 15.
7. If insufficient nominations are received, the newly elected Board may, at their discretion, fill vacant positions with Directors or registered and eligible BMGCA members.
8. Each Member shall be entitled to one vote at any meeting;
9. Votes shall be taken by a show of hands among all Members present and the Chairperson of the meeting, if a Member, shall have a vote;
10. An abstention shall not be considered a vote cast;
11. Before or after a show of hands has been taken on any question, the Chairperson of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the Chairperson of the meeting shall direct;
12. If there is a tie vote, the Chairperson of the meeting shall require a written ballot and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
13. Whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the Chairperson of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

## **9.7 Voting Rights and Privileges**

Notwithstanding that all members (save for Associate and Honourary Members) shall have the right to express opinions at and to support or oppose resolutions, proposals or By-Laws placed before any general or special meeting of the Association, voting rights shall be determined as defined hereunder.

1. Where a residence is occupied by one principal resident he or she may cast one vote and where a residence is occupied by an additional principal resident, these persons may together cast two votes at or in connection with any meeting of the Association.
2. In the case where the residents described above do not own the property in which they reside, the landlord or property owner shall also be entitled to a vote. However, a landlord owning more than one property within the bounds of the BMGCA as described in Appendix A shall not be entitled to more than one vote
3. Matters which create a new expenditure or obligation by an amount in excess of
  - i. \$3,000.00 in the total in any fiscal year or change membership fees to exceed \$25.00 (but not fees for participation in an activity), shall when voted upon by the membership at large, require an affirmative vote of two-thirds of the votes cast.
4. Notwithstanding any other provisions of these By-Laws, voting rights shall exist only for residents whose annual membership fees have been paid, but for purposes of the Annual General Meeting voting rights shall also exist for residents who were members during the past year.
5. Any member qualified to vote as hereinbefore set out must vote in person.
6. The Board may from time to time make such regulations not contrary to the Association's By-Laws as they deem advisable in regard to evidence of the right to vote, the appointment and the duties of vote inspectors and generally such other matters as may relate to voting procedures including the taking of vote by mail.

## **9.8 Adjournments**

The Chairperson may, with the majority consent of any Members' meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

## **9.9 Persons Entitled to be Present**

The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any) and others who are entitled or required under any provision of the Act or the articles to be present at the meeting. Any other person may be admitted only if invited by the Chairperson of the meeting or with the majority consent of the Members present at the meeting.

## **9.10 Amendment to Rules Concerning Meetings**

The Board may make such regulations not contrary to these By-Laws or to the general law applicable to incorporations incorporated under Part III of the Ontario Corporations Act as it deems advisable for any meeting of members concerning the calling, holding and disposition of meetings, and such regulations shall be binding on the Association and its members.

## **10. NOTICES**

### **10.1 Service**

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Director at their latest address as shown in the records of the Corporation and to the auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address be given then to the last address of such Member or Director known to the Secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

### **10.2 Computation of Time**

Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

### **10.3 Error or Omission in Giving Notice**

No error or accidental omission in giving notice of any Board meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

## **11. ADOPTION AND AMENDMENT OF BY-LAWS**

### **11.1 Amendments to By-laws**

The Members may from time to time amend this By-law by a majority of the votes cast. The Board may from time to time in accordance with the Act pass or amend this By-law other than a provision respecting the transfer of a membership or to change the method of voting by members not in attendance at a meeting of members.

1. Any proposed amendment must be submitted in writing to the Board, signed by the proposer and 5 other eligible voting members. The Board may also propose amendments.
2. The Board may enact special resolutions to govern the BMGCA until such time as the proposed amendments have been ratified at the next AGM.
3. Advance notice of 14 days, including a statement of proposed amendment(s), must be delivered to all members.
4. All By-law amendments (except clerical errors) must be ratified at an AGM. For an amendment to be passed, fifty percent (50%) plus one of the voting BMGCA members present at the meeting must vote in favor of each amendment. Unless registered BMGCA members object, amendments may be grouped for voting purposes.

Enacted this \_\_\_\_30th\_\_\_\_ day of \_November\_\_\_\_\_, 2019.

Steven Nichols – President (Acting), BMGCA

Steven Nichols – Vice-President, BMGCA

Cliff Wardle – Director of Communications, BMGCA

Courtenay Treleaven – Treasurer, BMGCA

James Ramage – Secretary, BMGCA

Shelley Evelyn – Director of Membership

## **12. SCHEDULE A - PRESIDENT AND VICE PRESIDENT**

### **12.1 Role Statement**

The president provides leadership to the Board, ensures the integrity of the Board's process and serves to represent the Board to outside parties. The president co-ordinates Board activities in fulfilling its governance responsibilities and facilitates co-operative relationships among Directors and between the Board and senior management, if any, of the Association. The president ensures the Board discusses all matters relating to the Board's mandate.

### **12.2 Responsibilities**

#### **12.2.1 The PRESIDENT shall:**

1. Supervise and coordinate the affairs of the Board.
2. Chairperson any Board, Special, or Annual General, Meetings, or arrange for an alternate Executive Officer to chair any meeting if the Vice-President is unavailable as well. The President shall also provide an agenda for any of these meetings with the input and support of the Executive Officers and a majority of the Board.
3. Act as an official spokesperson of the Association, except when another Director is designated by the Executive to act as spokesperson.
4. Present a report on the activities of the Board and the BMGCA at the AGM.
5. Co-sign all minutes and official documents as required along with one or more designated Executive Officers and with the support of a majority of the BMGCA Board.

#### **12.2.2 The VICE-PRESIDENT shall:**

1. Perform the duties of the President on those occasions when the President is absent, or incapacitated, or is requested to do so by the Secretary, the Treasurer, and a majority of the Board.
2. Perform such duties as are, from time to time, prescribed by the Board, such as (but not limited to) representing the Association or Board at meetings with other organizations.

#### **12.2.3 Agendas**

Establish agendas aligned with annual Board goals and preside over Board meetings if also holding the office of Chairperson. Ensure meetings are effective and efficient for the performance of governance work. Ensure that a schedule of Board meetings is prepared annually.

#### **12.2.4 Direction**

Serve as the Board's central point of communication with the senior management, if any, of the Association; provide guidance to senior management, if any, regarding the Board's expectations and concerns. In collaboration with senior management, develop standards for Board decision, support packages that include formats for reporting to the Board and level of detail to be provided. To ensure that management strategies and planning and performance information are appropriately presented to the Board.

#### **12.2.5 Performance Appraisal**

Lead the Board in monitoring and evaluating the performance of senior management, if any, through an annual process.

### **12.2.6 Work Plan**

Ensure that a Board work plan is developed and implemented that includes annual goals for the Board and embraces continuous improvement.

### **12.2.7 Representation.**

Serve as the Board's primary contact with the public.

### **12.2.8 Reporting**

Report regularly to the Board on issues relevant to its governance responsibilities.

### **12.2.9 Board Conduct.**

Set a high standard for Board conduct and enforce policies and By-laws concerning Directors' conduct.

### **12.2.10 Mentorship**

Serve as a mentor to other Directors. Ensure that all Directors contribute fully. Address issues associated with underperformance of individual Directors.

### **12.2.11 Succession Planning**

Ensure succession planning occurs for senior management, if any, and Board.

### **12.2.12 Committee Membership**

Serve as member on all Board committees. Report to the Board as requested by its members at regular meetings of the Board and include a formal annual committee status report as part of his formal report to the membership on the activities of the Board and the BMGCA at the AGM.

## **13. SCHEDULE B - TREASURER**

### **13.1 Role Statement**

The treasurer works collaboratively with the President and the Executive Officers to support the Board in achieving its fiduciary responsibilities

1. Maintain an accurate, up-to-date record of Association membership registrations received.
2. Maintain an accurate record of the membership registration fees received.
3. Establish and maintain an account at a bank or trust company for the Association.
4. Co-sign, along with one other of the Executive Officers, all cheques and financial transactions requiring signatures.
5. Maintain an accurate record of expenditures and ensure that any payment authorized by the Board is made in a timely manner.
6. Prepare, as required, a financial statement for the information of the Board.
7. Prepare a proposed budget for the subsequent year, to be presented to a Board Meeting for their approval 30 days prior to the AGM.
8. Prepare, for the Board's approval, annual financial statements of funds received and expenditures made.
9. Approved statements will then be presented to the Association at the AGM.

## **13.2 Responsibilities**

### **13.2.1 Custody of Funds**

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 from time to time. The Treasurer 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 Chairperson and directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Association. The Treasurer shall also perform such other duties as may from time to time be directed by the Board.

### **13.2.2 Board Conduct.**

Maintain a high standard for Board conduct and uphold policies and By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

### **13.2.3 Mentorship**

Serve as a mentor to other Directors.

### **13.2.4 Financial Statement**

Present to the Members at the annual meeting as part of the annual report, the financial statement of the Association approved by the Board together with the report of the auditor or of the person who has conducted the review engagement, as the case may be.

## **14. SCHEDULE C - SECRETARY**

### **14.1 Role Statement**

The Secretary works collaboratively with the President to support the Board in fulfilling its fiduciary responsibilities.

1. Prepare the minutes of all meetings and provide draft copies to all Directors.
2. After approval by the Board, the minutes of each Board meeting shall be signed by the Secretary and one other Executive Officer and shall be kept as a permanent record.
3. Keep up-to-date on Association memberships in co-operation with the Treasurer.
4. Receive correspondence on behalf of the Board and the Association.
5. Maintain a record of Committee members, Chairpersons, and the progress of committee activities.

### **14.2 Responsibilities**

#### **14.2.1 Board Conduct**

Support the President in maintaining a high standard for Board conduct and uphold policies and the By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

#### **14.2.2 Document Management**

Keep a roll of the names and addresses of the Members. Ensure the proper recording and maintenance of minutes of all meetings of the Association, the Board and Board committees.

Attend to correspondence on behalf of the Board. Have custody of all minute books, documents, registers and the seal of the Corporation and ensure that they are maintained as required by law. Ensure that all reports are prepared and filed as required by law or requested by the Board.

### **14.2.3 Meetings**

Give such notice as required by the By-Laws of all meetings of the Corporation, the Board and Board committees. Attend all meetings of the Association, the Board and Board committees.

## **15. Schedule D - DIRECTOR OF COMMUNICATIONS**

### **15.1 Role Statement**

The Director of Communications works collaboratively with the President and the Executive Officers to support the Board in achieving its communications responsibilities.

1. Work with all board members to ensure that BMGCA information is accurate and timely across all media platforms:
  - community newspapers
  - signage
  - website
  - newsletter/email
  - Facebook.
2. Maintain, administrate and update the BMGCA website (bmgcakanata.ca) and Facebook page / groups.

### **15.2 Responsibilities**

#### **15.2.1 Board Conduct**

Support the President and Board members in maintaining a high standard for Board conduct and uphold policies and the By-laws regarding Directors' conduct, with particular emphasis on social media and communications responsibilities.

#### **15.2.2 Website and Social Media Management**

Keep the website up to date and ensure that social media posts are monitored.

## **16. Schedule E - DIRECTOR OF Membership**

### **16.1 Role Statement**

The Director of Membership works collaboratively with the President and the Executive Officers to support the Board in achieving its Membership responsibilities.

3. Work with all board members to ensure that members are well-served as follows:
  - Receive a membership card
  - Receive a welcome email
  - Receive timely communications regarding board meetings, minutes and events
  - Receive notice of membership expiry date
4. Maintain, administrate and update the BMGCA membership list via the e-commerce portal



5. Devise strategies and plans to increase and retain members.

## 16.2 Responsibilities

### 16.2.1 Board Conduct

Support the President and Board members in maintaining a high standard for Board conduct and uphold policies and the By-laws regarding Directors' conduct, with particular emphasis on attracting and retaining BMGCA members.

## 17. Appendix A – BMGCA Boundary Description with Map

The area served by the BMGCA shall be that part of the City of Ottawa known as Briarbrook, Brookside and Morgan's Grant.

The BMGCA boundaries are:

- To the north, the suburban area south of Old Carp Road on the west side of March Road and northernmost houses on Windance and Celtic Ridge Crescent on the east side of March Road;
- To the east the railway tracks;
- To the south, Terry Fox Drive;
- To the west. Second Line Road.

Reference map of BMGCA community area is shown below.



