

Blackburn Community Association Bylaws

(as approved at BCA Annual General Meeting on June 20, 2002)

Article 1 Name

- 1.1 The name of this organization shall be the Blackburn Community Association.

Article 2 Definitions

- 2.1 “Association” means the Blackburn Community Association.
2.2 “BANAR” means the Blackburn Area News and Reports, the publication of the Association
2.3 “Blackburn Community” means the area for which the Association is constituted, as set out herein.

Article 3 Boundaries

The Blackburn Community is that part of the part of the city of Ottawa commonly known as Blackburn Hamlet.

Article 4 Membership

- 4.1 The Association shall be composed of ordinary members, associate members and honorary members designated as follows.
- 4.2 Ordinary Members
- 4.2.1 Every adult (18 years and over) resident in the Blackburn Community and registered with the Association shall automatically be a member of the Association on payment of the applicable Association annual household fee. Every ordinary member shall be entitled to one vote at any members’ meeting.
- 4.3 Associate Members
- 4.3.1 Every adult (18 years and over) who is a non-resident of the Blackburn Community and who is registered with the Association shall automatically be a member of the Association on payment of the applicable Association annual fee. Associate members shall enjoy all the rights and privileges of membership in the Association but are not entitled to vote at members’ meetings.
- 4.4 Honorary Members

- 4.4.1 A member may nominate any adult resident of the Blackburn Community for honorary membership. Election requires the unanimous recommendation of the Board of Directors with ratification by a simple majority vote at the annual general meeting. Every honorary member shall be entitled to one vote at any members' meeting.
- 4.4.2 Honorary members shall enjoy all the rights and privileges of the Association but shall not be required to pay the annual household fee.
- 4.5 Termination of Membership
 - 4.5.1 Any member shall cease to be a member of the Association if the annual household fee is not paid.
 - 4.5.2 Any ordinary member shall cease to be an ordinary member of the Association when they no longer reside in the Blackburn Community.

Article 5 Membership Fees

- 5.1 The membership fee shall be composed of one fee per household. A household is defined as a city of Ottawa recognized street address.
- 5.2 The fee for all membership categories shall be established at the annual meeting.
- 5.2 When changes are proposed to the membership fee, the Board of Directors shall publish notice of intent in the BANAR at least 30 days prior to the annual meeting. The fee changes shall be effective on 1 January of the following year.

Article 6 Members' Meetings

- 6.1 The annual or any other general meeting of the members shall be held at a time and place to be decided by the Board of Directors. The time and place shall be announced to the membership in the BANAR as early as possible and at least 30 days prior to the meeting.
- 6.2 At every annual meeting, 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 auditors appointed for the ensuing year. The members may consider and transact any business at any meeting of the members.
- 6.3 The Board of Directors or the president or vice-president shall have the power to call, at any time, a general meeting of the members of the association. The Board of Directors shall call a special general meeting of members when petitioned to do so by more than 5% of the ordinary members. Notice of any meeting where

special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgement on the decision to be taken.

- 6.4 Each voting member present at a meeting shall have the right to exercise one vote.
- 6.5 A majority of the votes cast by the members present and carrying voting rights shall determine the questions in meetings except where the vote or consent of a greater number of members is required by the Bylaws.
- 6.6 No error or omission in giving notice of any annual or general meeting of the members of the corporation shall invalidate such meeting or make void any proceedings taken at such meeting. Any member may at any time waive notice of any such meeting and may ratify, approve or confirm any or all proceedings taken at any such meeting.

Article 7 Board of Directors

- 7.1 The property and business of the Association shall be managed by a Board of Directors, comprised of a minimum of four directors. The numbers, titles and roles of directors shall be determined from time to time by a majority of the directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members present at a meeting duly called for the purpose of determining the numbers, titles and roles of directors to be elected to the Board of Directors.
- 7.2 Directors must be individuals, 18 years of age, with power under law to contract. Directors must be members of the Association.
- 7.3 The Board of Directors shall consist of:
 - (a) the President, Vice-President, Past-President, Secretary, and Treasurer;and may consist of: (b) one director with responsibility for each of the following: Membership, Publicity, Civic Affairs, Environment, Sports, Recreation and Parks Board, Education, Culture, Community Groups Liaison, Children's Activities, Youth Activities, Seniors' Services, and Business Community.
- 7.4 The members at an annual meeting of members shall elect directors for a term of one year.
- 7.5 The office of director shall be automatically vacated:
 - (a) if at a special general meeting of members, a resolution is passed by a majority of the members present at the meeting that he or she be removed from office;
 - (b) if a director resigns office by delivering a written resignation to the Secretary of the Association;
 - (c) if the director is found by a court to be of unsound mind;

(d) on the death of the director;

provided that if any vacancy shall occur for any reason as outlined above, the Board of Directors by majority vote, may fill the vacancy with a member of the Association.

- 7.6 The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his position as such; provided that a director may be paid reasonable expenses incurred in the performance of his or her duties. Nothing contained in these bylaws shall be construed to preclude any director from serving the Association as an officer or in any other capacity and receiving compensation for such service.
- 7.7 A retiring director shall remain in office until the dissolution or adjournment of the meeting at which the director's retirement is accepted and a successor is elected.
- 7.8 No person elected to a political position or working in a politically appointed position shall be a member of the Board of Directors of the Association.
- 7.9 All directors shall take office at the annual meeting and shall hold office for one year from that date or until the next annual meeting or until their successor shall be elected.

Article 8 Powers and Duties of Directors

- 8.1 The directors of the Association shall be responsible for the administration of the affairs of the Association and may make or cause to be made for the Association, in its name, any kind of contract that the Association may lawfully enter into and, save as otherwise provided in these bylaws, generally may exercise all such other powers and do all such other acts and things as the corporation is by its charter or otherwise authorized to exercise and do.
- 8.2 In particular, but without restricting the generality of the foregoing the Board of Directors:
- a) shall authorize those expenditures that further the objectives of the Association;
 - b) shall approve the budget for the ensuing calendar year;
 - c) shall approve the investment policy of the Association on the recommendation of the Treasurer;
 - d) shall designate, on the recommendation of the Treasurer, a bank or banks or similar institution offering normal banking services for the deposit of the funds of the Association;
 - e) shall receive committee reports and recommendations, and shall submit to the Association at any annual or other general meeting recommendations that it

has approved affecting the administration, activities and policies of the Association;

- f) shall create and dissolve Standing Committees and appoint a chairperson to each standing committee;
 - g) shall consider and may approve the programs, budgets or subcommittees of any Standing Committee and shall request, at regular intervals, progress reports from each of them;
 - h) shall fill vacancies unless otherwise stated in these bylaws;
 - i) shall elect honorary members;
 - j) shall name the signing officers of the Association and indicate limits to their authority.
- 8.3 The directors shall present a budget at the annual general meeting of the Association for its approval, setting out the proposed revenues and expenditures for the following calendar year.
- 8.4 The directors may authorize expenditures over and above the annual budget approved at the annual general meeting with a 2/3 majority vote at a Board meeting.
- 8.5 The directors shall ensure that the annual financial statements and the proposed budget are published in the BANAR at least 15 days prior to the annual general meeting.
- 8.6 The directors shall see that all necessary books and records of the Association required by the bylaws or by any applicable statute or law are regularly and properly kept.

Article 9 Directors' Meetings

- 9.1 Meetings of the Board of Directors may be held at any time and place to be determined by the directors provided that 48 hours notice of such meeting shall be given to each director. A director may waive notice of or otherwise consent to a meeting. Each director is authorized to exercise one vote.
- 9.2 A majority of the directors present and voting at any meeting shall constitute a quorum for meetings of the Board of Directors.
- 9.3 The President of the Association shall act as Chair of the meetings of the Board of Directors. In the absence of the President, the Chair shall be the Vice-President and in the absence of both the President and Vice-President, those present shall select a Chair for the meeting.

Article 10 Officers

- 10.1 The officers of the Association shall be the President, the Vice-President, the Past-President, the Secretary and the Treasurer and any such other officers as the Board of Directors by bylaw may determine. Officers shall also be directors of the Association.
- 10.2 The President shall be the Chief Executive Officer of the Association. The President shall (a) ensure that regular elections are held in accordance with these bylaws (b) preside at all meetings and (c) issue the call for any members' meeting and meetings of the Board of Directors. The President shall be an ex-officio member of all committees and shall ensure that these committees function effectively and shall cooperate with the committee chairperson toward that end. The President shall require the Chair of each committee to provide regular reports to the Board of Directors. If, for any reason, the office of the President becomes vacant, the Vice President shall succeed in office followed by the Secretary and then the Treasurer.
- 10.3 The Vice-President substitutes and succeeds for the President in case of the President's absence or incapacity. The Vice-President shall, under the discretion of the President, oversee the functioning of any committees as the President may designate.
- 10.4 The Secretary shall record the minutes of all meetings of the Board of Directors and members and shall maintain such records of the Association as are from time to time deemed necessary and shall carry out such other duties as are related thereto.
- 10.5 The Treasurer shall (a) maintain a record of all financial transactions of the Association (b) ensure all Association funds are deposited to an Association bank account or similar institution offering normal banking services as approved by the Board of Directors (c) ensure that two approved signing authorities are required on all withdrawals from Association accounts and shall ensure all monies paid out are on the authority of the Board of Directors and (d) prepare and submit a financial report to the Board of Directors periodically and report to the members at the annual general meeting (e) prepare and present a budget for the following year.
- 10.6 The resignation of an officer shall become effective upon written notice being received by the President or Secretary of the Association.

Article 11 Standing Committees

- 11.1 There shall be such Standing Committees as are necessary to organize and carry out certain activities of the Association. The Standing Committees shall be created and dissolved by order of the Board of Directors.
- 11.2 In particular there may be the following Standing Committees:

- a) BANAR
 - b) Fun Fair
 - c) Recreation & Parks
 - d) Preserve the Greenbelt
- 11.3 The Board of Directors shall appoint a chairperson for each Standing Committee for a term of one year. The appointment may be renewed for successive one-year terms at the discretion of the Board of Directors. The Chairperson can be removed from their position with the consent of two-thirds of the members of the Board of Directors present and voting at any Board meeting.
- 11.4 The Chair of each Standing Committee shall be entitled to attend meetings of the Board of Directors but shall not be entitled to vote at such meetings.
- 11.5 Each Standing Committee shall contain as many standing committee members as are deemed necessary by the chairperson.
- 11.6 No person shall be eligible to be appointed chairperson on any standing committee unless he or she is a member of the Association.
- 11.7 No chairperson or member of a standing committee shall receive any compensation for any duties performed on behalf of the Association, although they shall be entitled to be reimbursed for any reasonable expense incurred in the performance of these duties.
- 11.8 The resignation of any chairperson shall become effective upon written notice being received by the President or Secretary of the Association.

Article 12 Nominations and Elections

- 12.1 Only members of the Association shall be eligible for nomination for a position on the Board of Directors.
- 12.2 When an election is required to be held for any of the positions on the Board of Directors the President shall appoint a member of the Association to be returning officer for the purpose of conducting said election, and the returning officer in turn may appoint such persons as is deemed necessary to assist them in carrying out this function.
- 12.3 An election for any position on the Board of Directors shall be by secret ballot, the form of which shall be at the discretion of the returning officer.
- 12.4 The following rules shall apply in determining the voting results at any election for positions on the Board of Directors:

- (a) where there is only one candidate, that candidate shall be declared acclaimed before the commencement of voting;
 - (b) where there in more than one (1) candidate, the candidate receiving the largest number of votes shall be elected;
 - (c) where an equal number of votes are received by each of the leading candidates the election shall be declared a nullity and a new election shall be held as soon as practicable.
- 12.5 Where an election that is required to be held pursuant to those provisions cannot be held within the time limits prescribed the President shall appoint a time and place with all due dispatch.
- 12.6 The Board of Directors shall make such other rules as it deems necessary for the fair and proper conduct of the election in so far as they do not conflict with the requirements for the holding of an election as expressed herein.

Article 13 bylaws

- 13.1 The Board of Directors shall make such bylaws as it deems necessary for the administration of the Association in accordance with the objects of the Association as set out in its Letters Patent. All bylaws made by the Board are subject to ratification by an affirmative vote of at least two-thirds of the members of the Association present at the next annual general meeting following the passing of the bylaw by the Board of Directors.
- 13.2 The Board of Directors may from time to time amend and repeal any of the bylaws of the Association subject to the ratification by an affirmative vote of at least two-thirds of the members of the Association present at the next annual general meeting following the amendment or repeal of the bylaw by the Board of Directors.
- 13.3 The members of the Association may at any annual general meeting make bylaws concerning the administration and policies of the Association. Such bylaws shall be ratified or rejected by a two-thirds majority vote of the members of the Association in the attendance at such annual general meetings.
- 13.4 Notice of any proposed change to the bylaws must be given to the members by means of publication in the issue of the BANAR preceding the annual meeting at which the change is to be voted on.

Article 14 Candidates for Elective Office

- 14.1 The Association shall not endorse, or otherwise support, any candidate for elective office.

Article 15 Financial Year

- 15.1 Unless otherwise ordered by the Board of Directors, the fiscal year of the corporation shall be the calendar year.

Article 16 Parliamentary Procedures

- 16.1 In the absence of rules in these bylaws all meetings of the Board of Directors, any committee meetings and any members' meetings shall be conducted in accordance with *Robert's Rules of Order*.

Article 17 Winding Up

- 17.1 In the event of the dissolution or winding up of the Association, it is specially provided that all the assets remaining after the payment and satisfaction of the Association's debts and liabilities shall be distributed to one or more organizations in Ottawa carrying on similar activities or having objects similar to one or more of the objects of the Association.