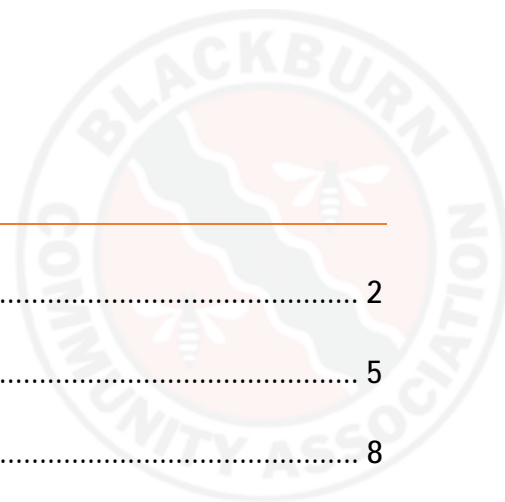




# Blackburn Community Association By-Law

EFFECTIVE JANUARY 2021

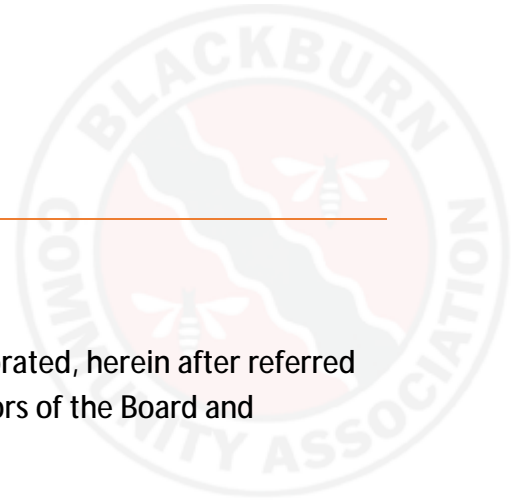
Version 21-Jan-21



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## Purpose, Application and Scope

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### 1.01 Purpose

This is the by-law of the Blackburn Community Association incorporated, herein after referred to as the BCA. This outlines the guidelines for membership, Directors of the Board and conducting meetings of the BCA.

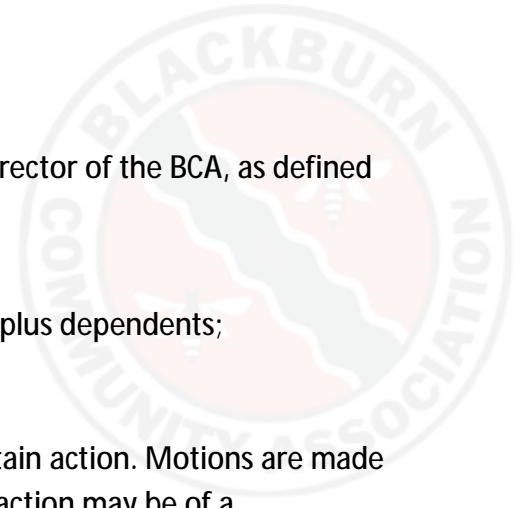
Other than as specified in Section 1.02, all terms contained in this by-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

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 such provisions are inconsistent with those contained in the Act, the provisions contained in the Act shall prevail.

### 1.02 Definitions

In this by-law, unless the context otherwise requires:

1. "Act" means the Not-for-Profit Corporation Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
2. "AGM" means Annual General Meeting;
3. "Associate Member" is defined in Section 9;
4. "BCA" means the Blackburn Community Association or the body that has passed this by-law under the Act, or that is deemed to have passed this by-law under the Act;
5. "Board" means the board of directors of the BCA as defined in paragraph 2.02;
6. "Chair" means the person presiding over a meeting. The Chair is to see that discussions remain focused on specific motions or issues of concern. The Chair must not only "keep order", they must be fair to everyone taking part in the discussion or vote.
7. "Community" means the residents and organizations of Blackburn Hamlet, within the boundaries defined in paragraph 1.04;
8. "Conflict of Interest" means that a conflict between the private interests of a person and the vote under consideration or the responsibilities of that person.



9. "Director" means an individual occupying the position of director of the BCA, as defined in Section 2;
10. "Executive" is defined in Section 2;
11. "Household" means two people, 18 years of age and older plus dependents;
12. "Member" is defined in Section 9;
13. "Members" means the collective membership of the BCA;
14. "Motion" means a formal proposal that the BCA take a certain action. Motions are made by a Member or Director, during a meeting. The proposed action may be of a substantive nature or it may express a point of view. For example, the motions for BCA to provide funding to another organization, or to accept minutes of a previous board meeting.
15. "Officer" means an individual that the Board may prescribe responsibility to perform specific duties from time to time.

### 1.03 Objective of the BCA

The objective of the BCA is to improve the quality of life in the Community by advancing the cultural, social, recreational, and safety activities that address the interests of its residents in cooperation with the City of Ottawa.

### 1.04 Blackburn Hamlet Boundaries

Blackburn Hamlet is that part of the City of Ottawa that falls within the following boundaries: Intersection of Bearbrook Road. and St. Joseph Boulevard extending to Greens' Creek, on the north side; Green's Creek on the west side; Innes Road and the Blackburn Bypass on the south side; and Bearbrook Road to eastern property line of Louis Riel, along Lafarge and RCMP boundaries to Blackburn Bypass, on the east side. See Appendix A – BCA Boundaries.

### 1.05 Seal

The seal of the BCA, if any, shall be in the form determined by the Board.

### 1.06 Execution of Contracts

Deeds, transfers, assignments, contracts, obligations, resolutions, by-law and other instruments in writing, other than financial transactions, requiring execution by the BCA may be signed by

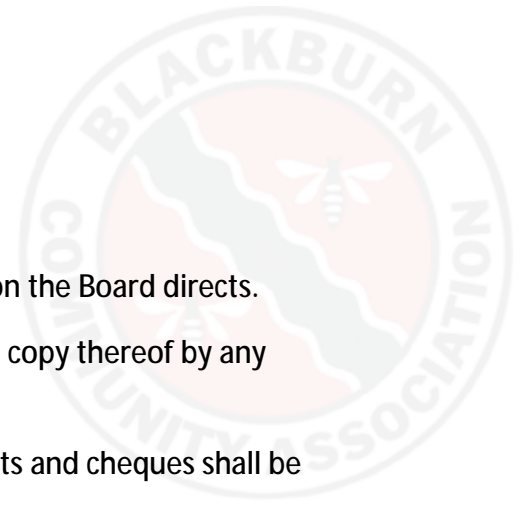
1. the President, or
2. a signing authority on bank documents, or

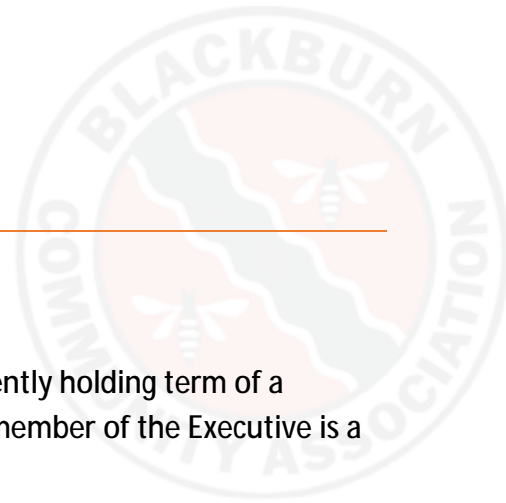
3. any two Officers of the Corporation, or
4. a person authorized by the Board to sign a document.

These contracts are then executed in the manner and by the person the Board directs.

Copies of such documents of the BCA may be certified to be a true copy thereof by any Director.

All originals and copies of financial transactions, banking documents and cheques shall be signed by two financial authorities.





## Director Elections and Appointments

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### 2.01 Categories of Directors

1. The term “Directors” refers to individuals elected and currently holding term of a currently elected position on the Board of Directors. Each member of the Executive is a Director.
2. The term “Executive” consists of Directors holding offices of the President, Vice-President, Secretary and Treasurer.
3. The “Immediate Past President” refers to the individual who was President of the BCA immediately prior to the current President. The Past President may participate as a member of the Board for a term of up to one year after stepping down as President.

### 2.02 Board of Directors

The Board of Directors may consist of up to 15 elected or appointed Directors, including the Executive, and the Immediate Past President.

### 2.03 Election

All Directors on the Board are elected and re-elected by Members at the Annual General Meeting. (see Section 4- Members’ Meetings).

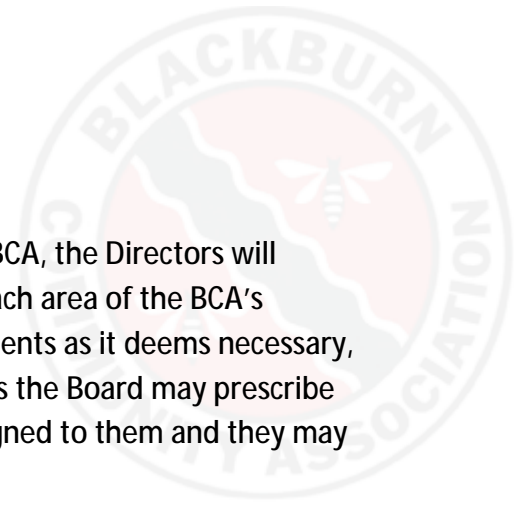
### 2.04 Eligibility to be Elected

For an individual to be eligible for election or appointment to the position of a Director, a person must be:

1. at least 18 years of age;
2. either a current Member or an Associate Member of the BCA; and
3. not be a person elected to a political office.

### 2.05 Term

The term of office of a Director (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 the earlier of the next Annual General Meeting or their position being terminated as described in Section 2.08.



## 2.06 Duties of the Directors

At the first meeting following the Annual General Meeting of the BCA, the Directors will determine the duties of the Directors and Committee Chairs for each area of the BCA's responsibilities. 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. 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.

## 2.07 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; subject to the following:

1. Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;
2. Directors may be paid remuneration and reimbursed for expenses incurred in connection with the services they provide to the BCA in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is:
  - a. considered reasonable by the Board;
  - b. approved by the Board for payment by resolution passed before such payment is made; and
  - c. in compliance with the conflict of interest provisions of the Act.

## 2.08 Vacancies

The position of a Director or Committee Chair shall be vacated immediately if:

1. the Director resigns office by written notice to the Secretary, in the case of the Secretary, written notice shall be given to the President, and resignation shall be effective at the time it is received by the Secretary/President or at the time specified in the notice, whichever is later;
2. the Director is found to be incapable of managing property by a court or under Ontario law; or
3. a majority at a Members' meeting vote to pass a motion to remove a certain Director before the expiration of the Director's term.

## 2.09 Appointments

Appointments are determined by the passing of motions for individuals to fill vacancies on the Board of Directors for the remainder of the unexpired portion of the term of the vacating Director. There must be in attendance at least 50 percent of the board, 2 of which are of the Executive, to pass the motion of appointment;

1. 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 appointed to fill the vacancy shall hold office for the remainder of the removed Director's term.
2. 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.

## 2.10 Committees

Committees may be established by the Board as follows:

1. the Board may appoint a managing Director or a committee of Directors and 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
2. 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.
3. each committee must be overseen by a Committee Chair, who must be a Member or Associate Member, appointed by the Board.





## Board Meetings

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### 3.01 Purpose

Board Meetings are for the Board of Directors to share information, discuss issues and vote on motions if necessary.

### 3.02 Persons Entitled to be Present

Anyone is welcome to attend BCA Board Meetings.

### 3.03 Notice

Board meetings are called by the President or any two Directors at any time. Notification of the place and time of Board meetings must be sent to the Board of Directors at least 48 hours before the time the meeting is to be held. This notification must be by the manner in Section 10 - Notices. Exceptions are when a quorum of Directors are present, and a quorum approves to have a meeting within 48 hours.

### 3.04 Quorum

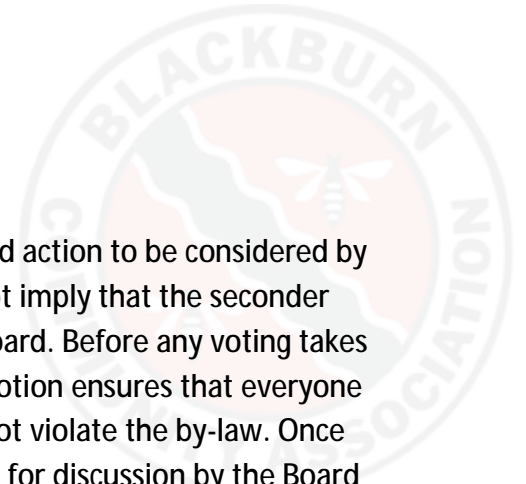
For a Board meeting to be valid, there must be in attendance at least 50 percent of the board, 2 of which are of the Executive.

### 3.05 Chair

The President shall be the Chair of Board meetings. In the absence of the President, the Chair shall be the Vice-President and in the absence of both the President and Vice-President, the Directors present shall choose one of their number to act as the Chair.

### 3.06 Standard Order of Business

A meeting begins when it is called to order by the Chair. The first item of each agenda is the approval of the minutes of the previous meeting. This approval makes the minutes the official record of what happened. The order of remaining items then follows the agenda determined by the Secretary and the Chair. There may be items carried over from the previous meeting and new items that were submitted to the Secretary to add to the agenda.



### 3.07 Handling of a Motion

A Motion is raised by a Director stating it. In order for the proposed action to be considered by the Board, another Director must second the motion. This does not imply that the seconder agrees with the proposal, but that it should be discussed by the Board. Before any voting takes place, the Chair must state the motion. Stating or repeating the motion ensures that everyone has heard it clearly, and that the Chair believes the Motion does not violate the by-law. Once the Motion has been stated by the Chair the proposed action is up for discussion by the Board Members and a vote to state if they favor or oppose the Motion.

### 3.08 Voting

Each Director has one vote. Decisions or motions arising at any Board meeting shall be passed by a majority of votes. In case of an equality of votes, the Chair shall not have a second or casting vote, and a tie vote constitutes a defeated motion or resolution to a decision.

### 3.09 Participation by Telephone or Other Communications Facilities

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.

### 3.10 First meeting of Directors

On the first meeting of Directors after the Annual General Meeting, Committee Chairs will be appointed and Directors will be assigned for each area of the BCA's responsibilities.

### 3.11 Adjournment

When a Board Meeting has completed its agenda, the chair adjourns or closes the meeting.



## Members' Meetings

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### 4.01 Categories

There are two distinct types of Members' Meetings

1. Annual General Meetings
2. Special Meetings

### 4.02 Annual General Meeting

The Annual General Meeting shall be held on a day and at a place within Ontario fixed by the Board under the guidelines of the Act. Any Member, upon request, shall be provided, not less than 21 days before the Annual General Meeting, with a copy of the approved financial statements. The business transacted at the Annual General Meeting shall include:

1. receipt of the agenda; and
2. receipt of the minutes of the previous annual and subsequent special meetings; and
3. consideration of the financial statements for the past fiscal year; and
4. presentation of the budget for the current fiscal year; and
5. reports from Directors and Committee Chairs; and
6. special business as may be set out in the notice of meeting; and
7. election of all Directors for the current term, up until the next Annual General Meeting.

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

### 4.03 Special Meetings

The Board may call a Special Meeting if

1. something important comes up that must be dealt with before the next AGM, or
2. some particular business matter(s) is important enough that it needs to be the exclusive reason for the entire meeting, or
3. at least 5% of the Members request a special meeting for any purpose connected with the affairs of the BCA that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act. The Chair will call the Special Meeting of the

Members. The Special Meeting, will be convened within 21 days from the date of receipt by the Secretary of the Members request.

#### 4.04 Notice

The time and place of meetings shall be publicly announced through both electronic and printed means. Specifically, such notices must be communicated

1. at least 21 days prior to the date of an Annual General Meeting, and
2. at least 10 days and not more than 50 days prior to a Special Meeting.

Such notices must contain sufficient information to permit the Members to form a reasoned judgment of all decisions to be taken.

#### 4.05 Persons Entitled to be Present

The only persons entitled to attend a Members' meeting are the Members, Associate Members, the Directors, the auditors of the BCA (or the person who has been appointed to conduct a review engagement, if any), residents of Blackburn Hamlet (see Article 1.04 – Boundaries) 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 Chair of the meeting or with the majority consent of the Members present at the meeting.

#### 4.06 Participation by Alternate Means

In the event that Annual General or Special Members' meetings cannot be held in person, the Board may pass a motion to hold a meeting using suitable alternate electronic means that permits all participants to communicate adequately with each other and to vote during the meeting. A Member participating by such means is deemed to be present at that meeting.

#### 4.07 Quorum

For a Members' meeting to be valid, there must be in attendance at least 50 percent of the board, plus a minimum of 5 Members.

#### 4.08 Chair

The President shall be the chair of the Members' meeting; in the President's absence, the Chair shall be the Vice-President and in the absence of both the President and Vice-President, **the Members present at any Members' meeting shall choose another** Director as Chair. If all of the

Directors present decline to act as Chair, the Members present shall choose one of their number to Chair the meeting.

## 4.09 Voting on Motions other than Elections

At Members' meetings, except elections of the AGM, motions raised, seconded, opened for debate by the chair, shall be decided by a majority of the votes of Members Eligible to vote, (see 9.05 – Membership Entitlement), that are in attendance of the meeting. Votes shall be taken by a show of hands. The Chair does not vote unless their vote will change the result in the case of a tie. If a written ballot is demanded, the Chair votes at the same time as other Members and in case of an equality of votes, the Chair shall not have a second or casting vote, and a tie vote constitutes a defeated motion or resolution to a decision. If no written ballot is demanded, the Chair will declare that the motion has been passed 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 favor of or against the motion.

## 4.10 Voting Restrictions

Motions raised at Members' meetings shall be decided by the votes, of all Members Eligible to vote (see 9.05 – Membership Entitlement) with the following restrictions:

1. voting Members must be present at the Members' meeting;
2. the Member had paid for membership at least 7 days prior to the date of the Members' meeting;
3. speaking and voting is restricted to two adults (18 years or older) per household of each membership;
4. Associate Members are not entitled to vote on the election of the Directors;
5. if it is perceived that a Member may have some "conflict of interest" as described in Section 8.01 – Conflict of Interest in a raised motion, the Member must refrain from seconding or voting on that motion;
6. an abstention shall not be considered a vote cast;

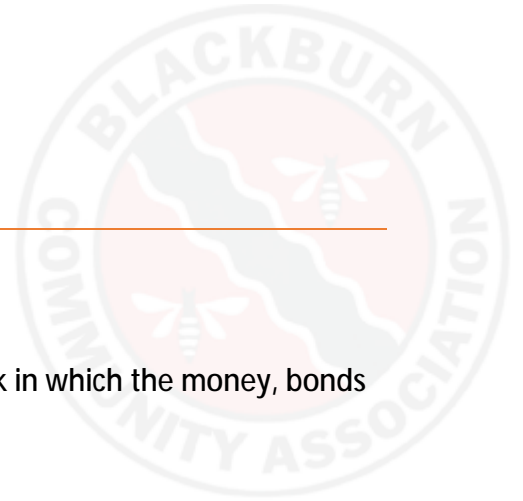
## 4.11 Election

The results of voting for election of Directors are determined by the following rules, unless otherwise required by the Act:

1. where there is only one (1) candidate, and no Member has an objection, that candidate shall be elected with unanimous consent. If an objection is raised, a vote will be carried out.
2. where there is more than one (1) candidate, the chair of the meeting shall require a written ballot. The President shall appoint a Member of the BCA to conduct the voting, and this Member in turn may appoint such persons as is deemed necessary to assist them in carrying out this function.
3. the candidate receiving the largest number of votes by the Members that participate in the voting, shall be elected. For example, if 22 Members are present, but only 20 votes are cast, the candidate that receives 11 or more votes, wins the election.
4. when no candidate for a position receives the majority of votes, the candidate with the least number is dropped and any candidate may choose to drop out of the election at this time; the remaining candidates are up for another round of voting. This continues until a candidate receives the majority of submitted votes, in which they declare victory.

## 4.12 Adjournments

An attending Member can raise the motion to adjourn the meeting, and with the majority verbal consent of the Members' meeting, adjourn the meeting.



## Financials

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### 5.01 Banking

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

### 5.02 Financial Year

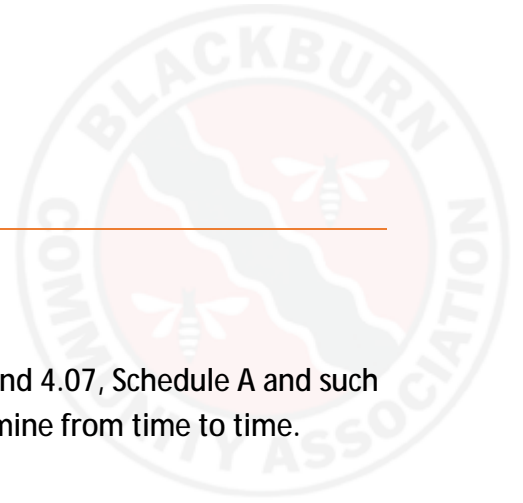
The 12-month time period for formal financial reporting of the BCA ends on December 31 or on such other date as the Board may determine by a motion approval.

### 5.03 Budget Amendments

The Directors may raise, second or vote motions to amend the Annual Budget. Directors must declare if they are in a position to derive personal benefit from such amendments when vote on the motion is called.

### 5.04 Community Grants

The Directors may authorize grants to community groups that benefit organizations that provide services to residents who live within the Boundaries of the BCA. In order to be considered for a grant, an organization must submit a completed grant application and provide sufficient details to show the benefits to the community. Grant requests for over \$5,000 must be posted publicly for 25 days before the request is voted on by the Directors.



## Officers Responsibilities

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### 6.01 Duties of the President

The President shall perform the duties described in sections 3.05 and 4.07, Schedule A and such other duties as may be required by law or as the Board may determine from time to time.

### 6.02 Duties of the Vice-President

The Vice-President 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.

### 6.03 Duties of the Treasurer

The treasurer 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.

### 6.04 Duties of the Secretary

The secretary 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.

### 6.05 Duties of the Directors

The directors 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.

### 6.06 Immediate Past President

The past President may participate as a Member of the Board for a term of up to one year after stepping down as President.



## Protection of Directors and Others

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### 7.01 Protection of Directors and Officers

No Director, Officer or committee Member of the BCA is liable for the acts, neglects or defaults of any other Director, Officer, committee Member or employee of the BCA or for joining in any receipt or for any loss, damage or expense happening to the BCA through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the BCA or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the BCA shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or BCA 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:

1. complied with the Act and the BCA's articles and by-law; and
2. exercised their powers and discharged their duties in accordance with the Act

## Conflict of Interest

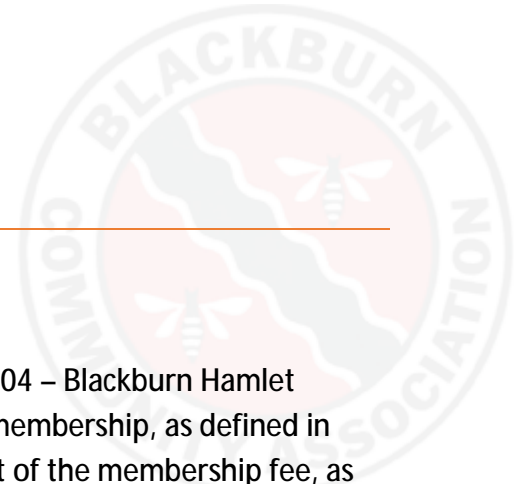
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### 8.01 Conflict of Interest

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

### 8.02 Political Positions

No Director shall be a person elected to a political position. If a Director is elected to a political position while serving on the BCA, the Director must resign their position as per Section 2.08 Vacancies.



## Membership of the BCA

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### 9.01 Membership Application

Every Household within Blackburn Hamlet, as defined in Section 1.04 – Blackburn Hamlet Boundaries, may apply for membership, and upon acceptance of membership, as defined in Section 9.03 – Acceptance of Membership, and receipt of payment of the membership fee, as defined in Section 9.04 – Membership Fees, shall be granted membership in the BCA. Each resident, of a Household with approved membership, is referred to as a Member. Memberships will be available for purchase up to seven days prior to the AGM and any time after the AGM.

### 9.02 Associate Members

Individuals who are not residents of Blackburn Hamlet, as defined in Section 1.04 – Blackburn Hamlet Boundaries, and who have registered with the BCA, shall become Associate Members of the BCA upon application and acceptance of membership, as defined in Section 9.03 – Acceptance of Membership, and payment of an annual membership fee, as defined in Section 9.04 – Membership Fees; such an individual, with approved membership, is referred to as an Associate Member.

### 9.03 Acceptance of Membership

Membership shall be accepted provided that the Household meets the criteria, as defined in Section 9.01 Membership Application, and that the Household's membership has not been terminated with cause, as defined in Section 9.06 – Disciplinary Act or Termination of Membership for Cause, within the previous two (2) years. Memberships are accepted upon receipt of a completed membership application and payment of the membership fee, as defined in Section 9.04 – Membership Fees. Membership is valid for the twelve-month period defined as the membership year. The membership year may be amended by a majority vote of the Board of Directors and shall become effective at the end of the current membership year.

### 9.04 Membership Fees

There is a membership fee to join the BCA. Any Member and Associate Member shall cease to be a Member of the BCA if the annual fee has not been paid in full. The membership fee amount may be amended by a majority vote of the Board of Directors and shall become effective at the start of the next membership year.

## 9.05 Membership Entitlement

All Members have the entitlement to join BCA activities and may vote as defined in Section 4.10 – Voting Restrictions.

## 9.06 Disciplinary Act or Termination of Membership for Cause

Upon 15 days' written notice to a Member, the Board may pass a motion authorizing disciplinary action or the termination of membership for violating any provision of the articles or by-law.

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.

## Notices

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### 10.01 Service

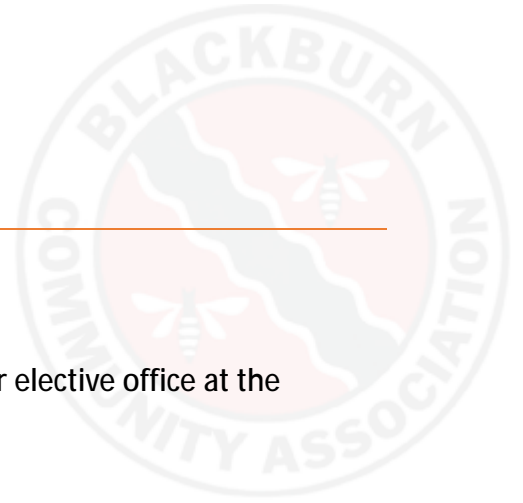
Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement shall be provided by telephone, delivered personally, posted publicly through electronic or printed means, or sent by email or other electronic means.

### 10.02 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.

### 10.03 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.



## Candidates for Elective Office

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### 11.01 Endorsement

The BCA shall not endorse, or otherwise support, any candidate for elective office at the municipal, provincial or federal level.

### 11.02 Board Members

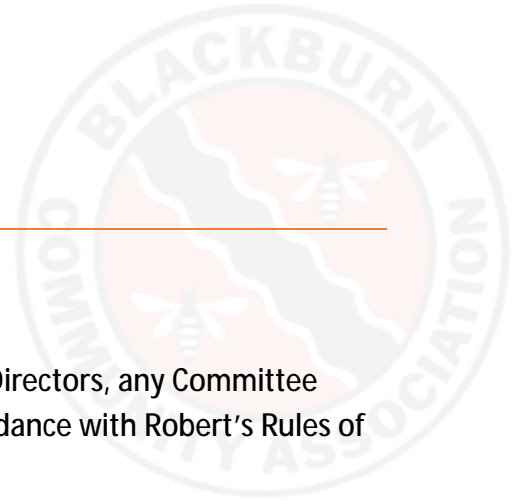
Board Members must take leave from their position while a candidate for election to a municipal, provincial or federal office.

## Parliamentary Procedures

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### 12.01 Meeting Conduct

In the absence of rules in this by-law 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.



## Winding Up

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### 13.01 Dissolution of the BCA

In the event of the dissolution or winding up of the BCA, it is specially provided that all the assets remaining after the payment and satisfaction of the BCA's debts and liabilities shall be distributed to one or more organizations in the City of Ottawa conducting similar activities or having objectives similar to one or more of the objectives of the BCA.



## Adoption and Amendment of By-Law

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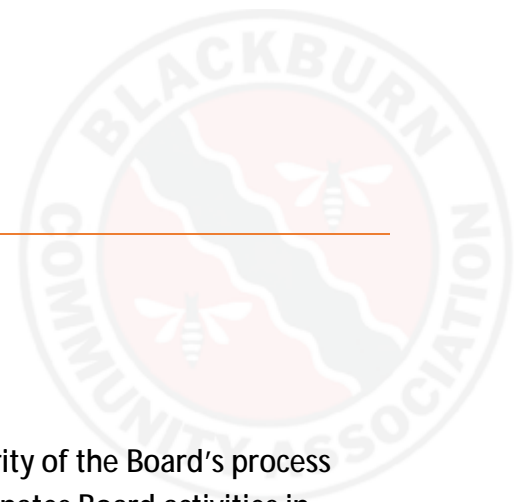
### 14.01 Amendments to By-law

The Board may from time to time amend this by-law by a majority of the votes cast at a Board Meeting and subject to approval by a majority vote at the next Annual General Meeting. Notice of any proposed change to the by-law must be given to the Members by means of public notice at least 25 days prior to the Annual General Meeting

Enacted 31 December 2020, except where the BCA is deemed to have passed this by-law under Section 18(1) of the Act.

Mark Lister, President

Lynn Lefevre, Secretary



## Schedule A

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### 15.01 Position Description of the President

#### 15.01.1 Role Statement

The President provides leadership to the Board, ensures the integrity of the Board's process and represents 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 BCA. The President ensures the Board discusses all matters relating to the Board's mandate.

### 15.02 Responsibilities

#### 15.02.1 Agendas

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

#### 15.02.2 Work Plan

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

#### 15.02.3 Representation

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

#### 15.02.4 Reporting

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

#### 15.02.5 Board Conduct

Set a high standard for Board conduct and enforce policies and by-law concerning Directors' conduct.

#### 15.02.6 Mentorship

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



### **15.02.7 Committee Membership**

Serve as Member on all Board committees.

### **15.02.8 Elections**

Ensure that regular elections are held in accordance with this by-law.

### **15.02.9 Vacancy**

If, for any reason, the office of the President becomes vacant, the Vice-President shall succeed in office followed by the Secretary.



## Schedule B

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### 16.01 Position Description of the Vice President

#### 16.01.1 Role Statement

The Vice-President works collaboratively with the President to support the Board in fulfilling its responsibilities.

### 16.02 Responsibilities

#### 16.02.1 Designate

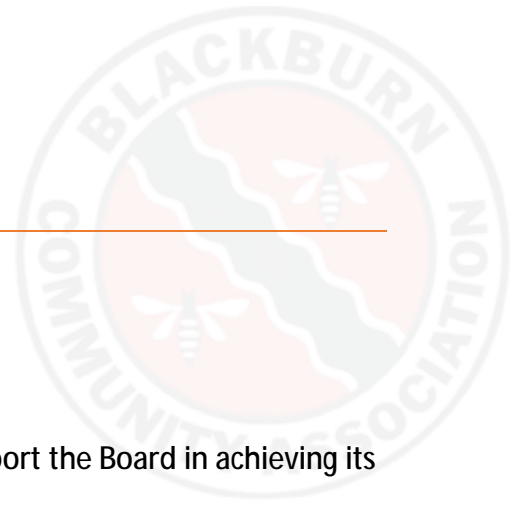
Substitutes and succeed for the President in case of the President's absence or incapacity. Under the direction of the President, oversee the functioning of any committees as the President may designate.

#### 16.02.2 Board Conduct

Maintain a high standard for Board conduct and uphold policies and by-law regarding Directors' conduct.

#### 16.02.3 Mentorship

Serve as a mentor to other Directors.



## Schedule C

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### 17.01 Position Description of the Treasurer

#### 17.01.1 Role Statement

The treasurer works collaboratively with the President and to support the Board in achieving its responsibilities.

### 17.02 Responsibilities

#### 17.02.1 Custody of Funds

The treasurer shall have the custody of the funds and securities of the BCA and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the BCA in the books belonging to the BCA and shall deposit all monies, securities and other valuable effects in the name and to the credit of the BCA 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 BCA as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Chair 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 BCA. The treasurer shall also perform such other duties as may from time to time be directed by the Board.

#### 17.02.2 Board Conduct

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

#### 17.02.3 Mentorship

Serve as a mentor to other Directors.

#### 17.02.4 Financial Statement

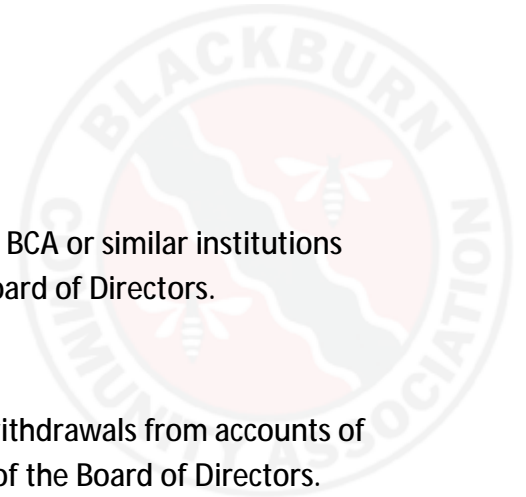
Present to the Members at the Annual General Meeting as part of the annual report, the financial statement of the BCA approved by the Board together with the report of the auditor or of the person who has conducted the review engagement, as the case may be.

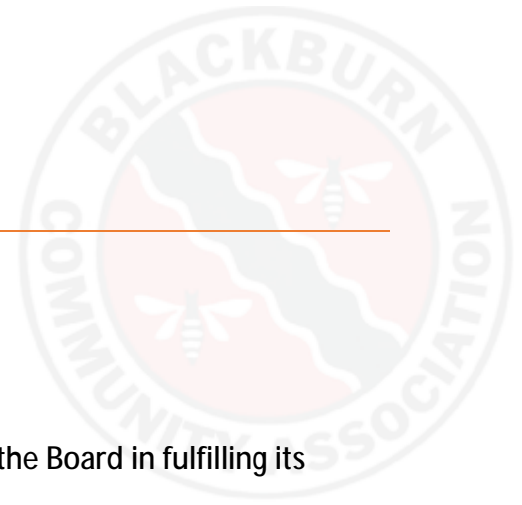
### **17.02.5 Banking**

Ensure all funds of the BCA are deposited to a bank account of the BCA or similar institutions offering normal banking services to the BCA as approved by the Board of Directors.

### **17.02.6 Signing Authority**

Ensure that two approved signing authorities are required on all withdrawals from accounts of the BCA and shall ensure all monies paid out are on the authority of the Board of Directors.





## Schedule D

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### 18.01 Position Description of the Secretary

#### 18.01.1 Role Statement

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

### 18.02 Responsibilities

#### 18.02.1 Board Conduct

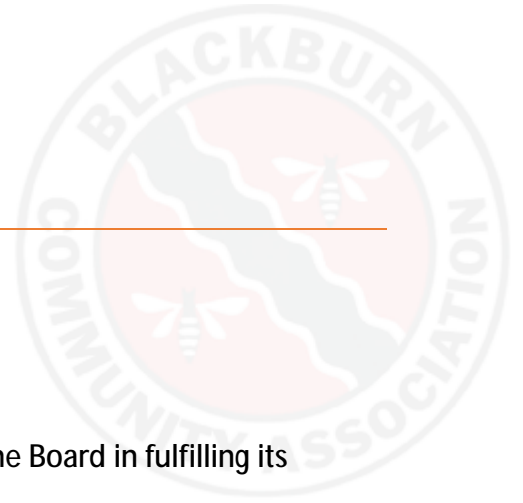
Support the President in maintaining a high standard for Board conduct and uphold policies and the by-law regarding Directors' conduct.

#### 18.02.2 Document Management

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

#### 18.02.3 Meetings

Give such notice as required by the by-law of all meetings of the BCA, the Board and Board committees. Attend all meetings of the BCA, the Board and Board committees.



## Schedule E

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### 19.01 Position Description of the Directors

#### 19.01.1 Role Statement

The Directors work collaboratively with the President to support the Board in fulfilling its responsibilities.

### 19.02 Responsibilities

#### 19.02.1 Board Conduct

Support the President in maintaining a high standard for Board conduct.

#### 19.02.2 BCA Budget

Approve the budget for the ensuing calendar year.

#### 19.02.3 Investments

Approve the investment policy of the Association on the recommendation of the Treasurer.

#### 19.02.4 Reporting

Receive committee reports and recommendations, and submit to the BCA at any annual or other general meeting recommendations that it has approved affecting the administration, activities and policies of the BCA.

#### 19.02.5 Committees

Create and dissolve Standing Committees and appoint a chairperson to each standing committee.

#### 19.02.6 Committee Budgets

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.

#### 19.02.7 Vacancies

Fill vacancies unless otherwise stated in this by-law.

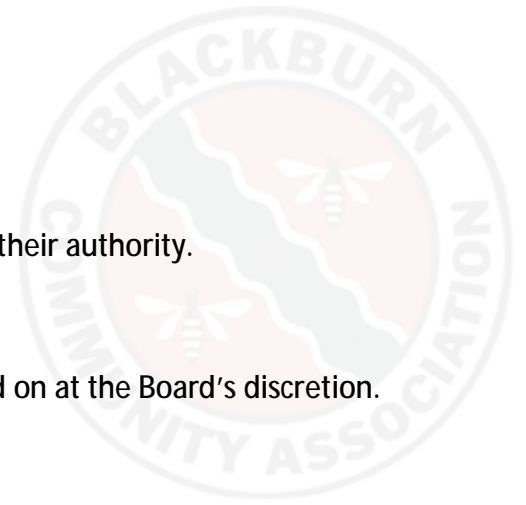


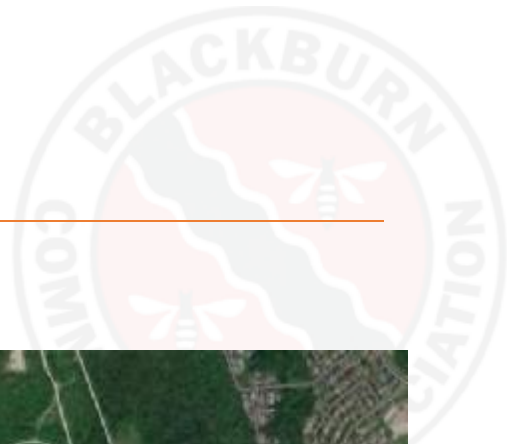
### 19.02.8 Signing Officers

Name the signing officers of the Association and indicate limits to their authority.

### 19.02.9 Operational Appointments

Appoint persons to fill the compensated operational roles as voted on at the Board's discretion.





# Appendix A – BCA Boundaries Map

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