

(Board approved May 14, 2024)
MANOTICK VILLAGE AND COMMUNITY ASSOCIATION, INC.
BY-LAWS, & INCORPORATION

Consolidates 2019 changes to 2010 articles.

MVCA By-Laws: **date pending Members approval**

Approved: April 13, 2010

Last Revision: May 30, 2019

1. DEFINITIONS

1.1 In these By-Laws

“Annual Meeting” means the meeting of the Members held each year to review the previous year, approve the previous year’s financial statement and elect Board and Officers of the Association.

“Association” means Manotick Village and Community Association (MVCA).

“Auditor” means a qualified person appointed to conduct a review engagement of the financial statement and provide a summary report.

“Board” means Board of Directors.

“Chair” means the Chair of the Board whose duties are to call and run Association meetings.

“Director” means an individual elected to occupy the role of Director of the Association.

“Manotick” means the village and surrounding area as defined by the geographic boundaries set out in Section 2.

“Member” is an individual who meets the criteria for Membership of the Association as set out in Section 4.

“Officer” **means a Director of the Association elected to fill a specific role on the Board; Chair, President, Vice-President, Treasurer or Secretary.**

“Ontario Not-for-Profit Corporations Act” or “ONCA” **means the provincial legislation under which registered not-for-profit organizations are governed.**

“Quorum of the Directors” means fifty per cent (50%) plus one (1).

“Simple majority” means fifty per cent (50%) per cent plus one (1).

“Special Meeting” means a meeting of the Members that is not regularly scheduled and is called for a specific purpose.

“Special Resolution” **means a resolution that,**

(a) is submitted to a special meeting of the members of a corporation duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast, or

(b) consented to by each member of the corporation entitled to vote at a meeting of the members of the corporation .

2. ASSOCIATION ESTABLISHED

2.1. The **MANOTICK VILLAGE AND COMMUNITY ASSOCIATION** was established the 13th day of April 2010.

2.2 The geographic boundaries for Manotick Village & Community Association are as follows. Manotick is divided by the Rideau River. On the west side of the river the northern boundary

begins at Maplehill Way to Rideau Valley Drive, then south on Rideau Valley Drive to Barnsdale Road and then west to Highway 416. The western boundary is Highway 416 from Barnsdale Road to Roger Stevens Drive. The southern boundary is Roger Stevens Drive from Highway 416 to Manotick Station Road. The eastern boundary is Manotick Station Road, north from Roger Stevens Drive to Mitch Owens Road, then west on Mitch Owens Road to Limebank Road, north on Limebank Road to Rideau Road and west on Rideau Road to the Rideau River.

3. OBJECTIVES OF THE ASSOCIATION

- 3.1 The objectives of the Association are directed towards advancing the interests of the Village and Community of Manotick and the quality of life of its residents.
Examples of the activities of the Association include but are not limited to:
- a) Respecting, promoting and advocating for the quality of life in the community; and
 - b) Advancing the cultural, social, and recreational interests of its residents.
- 3.2 The Association is a community-based, not-for-profit organization incorporated in the Province of Ontario **and therefore subject to the legislation under ONCA.**

4. MEMBERSHIP

- 4.1 The Association has three (3) classes of Members: Individual Voting, Family Voting and Individual Non-voting. Regardless of the class, individuals can only qualify to be a Member if they:
- a) are 18 years of age or older.
 - b) support the objectives of the Association.
 - c) have paid their non-refundable annual Membership fee.
- 4.2 Individual Voting Membership is available to any qualified adult residing at an address within the geographic boundary stated in Section 2.
- 4.3 Family Voting Membership is available to two qualifying adults residing at the same address within the geographic boundary stated in Section 2.
- 4.4 Non-Voting Membership is available to any qualified adult **not residing** within the geographic boundary stated in Section 2.
- 4.5 Individual and Family Voting Members are entitled to one vote per person, per motion at any Annual or Special Meeting of the Members.
- 4.6 Voting Members are eligible to vote at any Special Meeting if they are Members one month prior to the date of the announcement of the meeting.
- 4.7 Membership fees will be established by the Board and will be reviewed annually and amended as required.
- 4.8 Membership in the Association is valid for a calendar year from the date payment is received by the Treasurer of the Association. (i.e., May 30, 2019 – May 30, 2020) Should a Member choose to pay for more than one year at a time, Membership shall be extended accordingly.
- 4.9 A Membership list will be maintained and kept current by the Board.
- 4.10 Termination of Membership. A Member who is no longer compliant with the objectives of the Association may have their Membership terminated after an interview with the Member in question. If no resolution to the matter can be found, the decision to terminate will be decided by majority vote of the Board at a regular Board meeting. After a decision of termination has been made, a letter will be issued to the Member in question with a 30-day appeal period to the Board. If no appeal is made termination will commence at the end of the 30-day period. A Membership is automatically terminated when the:
- a. Member dies or resigns.

- b. Member is expelled, or the person's Membership is otherwise terminated in accordance with the Association's articles or by-laws.
 - c. Member's term of Membership expires or
 - d. Association is liquidated or dissolved.
- 4.11 No class of Membership is transferrable to another individual. If a Member cancels their Membership early or if the Membership is terminated, the Membership is transferred back to the Association.

5. GOVERNANCE

- 5.1 The senior policy-making authority of the Association is a simple majority vote of the Membership present at Meetings.
- 5.2 Quorum for the Annual or a Special Meeting is four per cent (4%) of the Membership.
- 5.3 Casting of proxy votes is not permitted at Board meetings or any meeting of the Members.
- 5.4 Any person entitled to attend a meeting of the Members may request to participate by electronic means. A person participating electronically is deemed for the purposes to be present at the meeting.
- 5.5 An Annual Meeting shall be held yearly in the month of May, at a time and place to be determined by the Board. Should circumstances arise where this timeline cannot be met due to a natural disaster, pandemic etc., the meeting will be rescheduled later in the calendar year.
- 5.6 The Directors, at any time, may call a Special Meeting of the Members.
- 5.7 Members may request a Special Meeting. Members who hold at least ten per cent (10%) of the votes that may be cast at a meeting of the Members sought to be held, may requisition the Directors to call the meeting for the sole purpose stated in the requisition. The requisition, which may consist of several documents of similar form each signed by one or more Members, must state the business to be transacted at the meeting and must be sent to each Director and to the registered office of the Association. If the Directors do not call a meeting within twenty-one (21) days after receiving the requisition, any Member who signed the requisition may call the meeting.
- 5.8 Members shall be notified two (2) weeks in advance of Special Meetings, either by email or regular mail.
- 5.9 Members may request to attend Board meetings. Requests to present to the Board must be submitted to the Chair at least two (2) weeks prior to the meeting.
- 5.10 Unless otherwise ordered by the Board of Directors, the fiscal year of the Association shall begin January 1 and terminate on the 31st day of December.

6. BOARD OF DIRECTORS

- 6.1 The Directors shall manage the affairs of the Association between Annual Meetings and implement the direction of the Membership as established by simple majority vote of Association Members present at the Annual or Special Meeting(s).
- 6.2 The composition of the Board shall consist of Officers and Directors at Large.
- 6.3 The day-to-day affairs of the Association shall be governed by the Officers and such other Directors as the Board may appoint for the purpose from time to time.
- 6.3 Officers include the Chair, President, a ~~minimum of one~~ maximum of two Vice Presidents, a Secretary and a Treasurer.
- 6.4 Usually the President acts as the Chair of the Board. However if these roles are to be separated the Board may assign the role of the Chair to an elected Director.
- 6.5 The Chair shall call and preside at all meetings of the Association and of the Board.

- 6.6 Each Director must be a Voting Member and independent and unrelated to the other Directors
- 6.7 The following persons are disqualified from being a Director:
- a) A person who is not an individual.
 - b) A person who is under 18 years old.
 - c) A person who has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property.
 - d) A person who has been found to be incapable by any court in Canada or elsewhere.
 - e) A person who has the status of bankrupt.
 - f) A person who does not qualify to be a Voting Member of the Association.
- 6.8 An individual nominated to hold office as a Director must be voted in by simple majority of the Members in attendance at the Annual Meeting or any Special Meeting called for such purpose.
- 6.9 An individual who is elected or appointed to hold office as a Director is not a Director and is deemed not to have been elected or appointed to hold office as a Director, unless the individual consents in writing to hold office as a Director before or within ten (10) days after the election or appointment.
- 6.10 The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from his position as such. All Directors are subject to a Conflict of Interest/Conflict of Commitment policy.
- 6.11 The Board will consist of a minimum number of five (5) and a maximum number of nine (9) Directors. The Directors will be elected at the appropriate Annual Meeting by a simple majority of Members in attendance.
- 6.12 The nominal term of office of a Director is two (2) years with a one term renewal. A Director may extend their term if no other Members stand for election. The Past President of the Board will be invited to serve as an advisory member of the Board. They must be a current Member and will be entitled to propose motions and have voting privileges at Board meetings.
- 6.13 If new Directors are not elected at a meeting of the Members, the incumbent Directors continue in office until their successors are elected.
- 6.14 Meetings of the Board may be held at any time and place to be determined by the Directors provided that:
- a) five (5) calendar days' notice of such meeting shall be communicated to each Director, and
 - b) there shall be at least one (1) meeting per year of the Board.
- 6.15 No error or omission made in good faith in giving notice of any meeting of the Board or any adjourned meetings of the Board shall invalidate such a meeting or make void any proceedings taken thereat, and any Director may at any time waive notice of any such meeting, and may ratify, approve, and confirm any or all proceedings taken or had thereat.
- 6.16 Every Director or other person who has undertaken or is about to undertake any liability on behalf of the Association or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Association, from and against:
- a) all costs, charges, and expenses whatsoever which such Director, Officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against them, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by them in or about the execution of the duties of their office or in respect of any such liability; and,
 - b) all other costs, charges, and expenses which he sustains or incurs in or about or in

relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default.

- 6.13 The Directors shall manage the affairs of the Association. Directors may enter into contracts for and on behalf of the Association that the Association may lawfully enter into and, except as otherwise expressly restricted by the by-laws of the Association, may do anything for and on behalf of the Association that the Association is authorized to do. The Directors shall have power to authorize expenditures on behalf of the Association from time to time and may delegate by resolution to an Officer or Officers of the Association the right to engage paid service providers. The Directors shall have the power to make expenditures for the purpose of furthering the objects of the Association.
- 6.14 The Board shall take such steps as they may deem requisite to enable the Association to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objectives of the Association.
- 6.15 The office of a Director shall be automatically vacated:
- a) if a Director resigns from their office by delivering a written resignation to the Secretary of the Association.
 - b) if a Director no longer qualifies to be a Director.
 - c) If the Members, by ordinary resolution at any meeting of the Members, remove from office any Director, except persons who are Directors by virtue of their office.
 - d) Upon death.
- 6.16 A Director is entitled to give the Association a statement giving reasons,
- a) for resigning; or
 - b) for opposing their removal as a Director if a meeting is called for the purpose of removing them.
- 6.17 The Association shall immediately give each Member a copy of the statement.
- 6.18 A vacancy on the Board so created may be filled by a Member following a majority vote of the Board. The Director may serve on the Board until the next meeting of the Members where they will stand for election by the Membership.

7.OFFICERS OF THE BOARD

- 7.1 The day to day affairs of the Association shall be governed by the Officers and such other Directors as the Board may appoint for the purpose from time to time.
- 7.2 The Officers shall see that all necessary books and records of the Association required by the by-laws of the Association or by any applicable statute or law are regularly and properly kept.
- 7.3 The President shall have the general and active management of the affairs of the Association. They shall see that all orders and resolutions of the Board of Directors are carried into effect.
- 7.4 The Vice President(s) shall assist the President in general and active management of the affairs of the Association and preside at meetings of the Association in the Chair's absence. They may take on specific responsibilities associated with the affairs of the Association from time to time.
- 7.5 The Secretary may be empowered by the Board, upon resolution of the Board, to carry on the affairs of the Association generally under the supervision of the Officers thereof and shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the records of the Association, to be kept for that purpose. They shall arrange for notice of all meetings of the Members and of the Board and shall perform such other duties as may be prescribed by the Board or President. They shall be custodian of the seal of the Association and

deliver it only when authorized by a resolution of the Board to do so and to such person or persons as may be named in the resolution.

- 7.6 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. They shall disburse the funds of the Association as may be directed by proper authority taking proper vouchers for such disbursements and shall render to the President and Directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Association. They shall also perform such other duties as may from time to time be directed by the Board. The roles of Treasurer and Secretary may be combined.
- 7.7 Authorization of expenditures of the Association rests with the Officers, normally following a majority vote of the Board.
- 7.8 An Officer may authorize an extraordinary expenditure where the vote of the Board cannot be readily obtained. Documentation of such expenditures will be provided to the Treasurer as soon as possible.
- 7.9 Each such expenditure will be limited to \$500. This amount may be increased annually by a Board decision by the rate of inflation expressed by the Consumer Price Index
- 7.10 Signing authority for the Association will be vested in the Treasurer with a co-signature required from one additional Officer or two Officers in the event the Treasurer is not available.

8. CALLING OF ANNUAL AND SPECIAL MEETINGS

- 8.1 There shall be an Annual Meeting held each year. In addition to any other business that may be transacted, the report of the Directors, the financial statement and the report of the Financial Auditor shall be presented and the vacant Directors and Officers positions on the Board elected and Financial Auditor(s) appointed for the ensuing year. Financial Auditor is a person who must be permitted to conduct an audit or review engagement of the corporation under the *Public Accounting Act, 2004* and be independent of the corporation, any of its affiliates, and the directors and officers of the corporation and its affiliates.
- 8.2 The Chair shall have power to call, at any time, a Special Meeting of the Members.
- 8.3 Fourteen (14) days prior notice shall be given to each Member of any Annual or Special meeting of Members. Notice can be given by written or published documentation or by email. No error or omission made in good faith in giving notice of any Annual or Special meeting or any adjourned meeting, whether Annual or Special, to any Members shall invalidate such meeting or make void any proceedings taken thereat.
- 8.4 At all meetings of Members every question normally shall be determined by a simple majority of votes of those present who were Members one month prior to the meeting notice.
- 8.5 Minutes shall be kept of each meeting in the Association's records. This will normally be accomplished by the Secretary and normally be made available for public viewing on the Association's website.

9. COMMITTEES

- 9.1 The Board may appoint Committees and specify their terms of reference.
- 9.2 The Committee Chair will be a Director unless a Member is appointed by the Board.
- 9.3 Committees report to the Board of Directors through the Committee Chair.

- 9.4 Committees report to the Annual Meeting through the Board of Directors.
- 9.5 Committees of the Association will keep minutes of each meeting and will present these to the Board at the next Board meeting. Committee minutes will then be managed and stored with the Association's records by the Secretary.

10. AMENDMENT OF THE BY-LAWS

- 10.1 These By-Laws may be amended by a simple majority of the Board and then ratified by the Members at the next Members' Meeting by a simple majority unless the changes constitute a fundamental change. If the change is a fundamental one, a Special Resolution is required, and two thirds (2/3) majority vote is necessary.
- 10.2 Amendments to the By-Laws do not come into effect until they are approved by the Members.
- 10.3 ONCA requirements have precedence where there is a conflict with any of these By-Laws. Where these By-Laws are silent relevant ONCA requirements pertain.

11 COMING INTO FORCE

- 11.1 These By-laws shall come into effect when properly adopted by those Members in attendance at the Annual or Special Meeting in which quorum is present. These By-Laws, as amended from time to time, will continue to be in effect until such time as the new By-Laws are approved.