

D R A F T - March 2024

RIVERSIDE PARK COMMUNITY ASSOCIATION

MISSION AND BY-LAWS

VERSION: OCTOBER 7, 2020



Riverside Park (Ottawa) Community Association

MISSION AND BY-LAWS

Ontario Corporation # 567-611

Originally incorporated as Riverside Park (Ottawa) Community and Recreation Association (RPCRA): November 7, 1983 Last

amended: October 7, 2020

draft amendments March 2024 are indicated by underlining and strikethrough

MISSION

1. To represent the interests of the community at all levels of government, as appropriate;
2. To create awareness within the community of issues affecting it and the City as a whole;
3. To facilitate the recreational and social life of the community;
4. To maintain a liaison and coordination with other community associations and groups; and
5. To maintain and enhance the character and quality of life of the community.
6. The Riverside Park (Ottawa) Community and Recreation Association is an apolitical body and shall not promote or oppose the candidacy of a person for elected office, or promote or oppose a question on a federal or provincial or municipal ballot.

BY-LAW 1

A by-law relating generally to the transaction of the affairs of Riverside Park (Ottawa) Community and Recreation Association (“Riverside Park Community Association” or “RPCA”). The provisions of these By-laws are in all cases subject to the provisions of the Ontario Not-for-Profit Corporations Act, S.O. 2010, c. 15 (“Act”), and should be understood and given effect accordingly. Similarly, all terms contained in these By-laws shall have the meanings given to those terms in the Act. Words importing the singular include the plural and words importing gender should include all genders. The term “in writing” includes eMail.

Head Office

1. The head office of the Corporation shall be in the City of Ottawa, in the Province of Ontario, at 3320 Paul Anka Drive, K1V 0J9.

Seal

2. The seal of which an impression has been made in the margin, shall be the corporate Seal of the Corporation.

Area

3. The area in which the Corporation operates is the neighbourhood located in the City of Ottawa bounded by the Rideau River on the North and West, the OCRR Railway right-of-way on the South and, on the East, the OC Transpo transitway until it intersects with Heron Road, west along Heron Road to the Airport Parkway and north along the Airport Parkway and then Bronson Avenue until it intersects with the Rideau River. This area shall be referred to as the “neighbourhood” throughout this document (see Appendix 1: Neighbourhood Map)

Membership

- 4.1.a Membership in the Corporation is open to residents of the neighbourhood.
- 4.1.b Associate Membership in the Corporation is open to any owner, manager, director or employee of a business, corporation, or association situated in or operating in the Riverside Park area being limited to one membership per group.
- 4.2 Membership shall be attained by payment of an annual membership fee. To be a member in good standing (referred to hereafter as a “member”) of the Corporation, membership fees must have been paid for the current year.
- 4.3 Changes in the amount of membership fees may be passed from time to time by the Board of Directors for recommendation to the members, but changes in membership fees shall become effective only after confirmed by majority vote at a meeting of the members of the Corporation.
- 4.4.a Every member of the Corporation shall be entitled to one vote on any matter raised and for any election held at a meeting of the members, except that in the case of a family membership, every family member over 18 years of age is entitled to one such vote. A member may appoint a proxy to vote on his or her behalf.
- 4.4.b An Associate Member of the Corporation, as in section 4.1b, shall be entitled to one vote on any matter raised and for any election held at a meeting of the members, except they shall not be entitled to be nominated or hold a position as a Director on the Board.
- 4.5 Members of the Corporation shall be entitled to attend any meeting of the Board of Directors or its committees and shall be entitled to have access to all minutes of meetings, correspondence and other official documents of the Association upon giving reasonable notice.

- 4.6 Members of the Corporation shall be provided with a membership card or other certificate of membership.

Board of Directors

- 5.1 The affairs of the Corporation shall be managed by a Board of Directors, consisting of between three (3) and ten (10) members, each of whom at the time of election, and throughout the term of office, shall be a member of the Corporation and shall satisfy the requirements of the Act to serve as a corporation director.
- 5.1(a) A resignation of a Director shall be provided in writing, and shall be immediately effective on receipt by the President, Vice-President or Secretary.
- 5.2 The members of the Corporation may, by resolution passed by at least two-thirds of the votes cast at a meeting of the members, remove for just cause any Director before the expiration of his or her term, and may, by a majority of the votes cast at that meeting, elect any member for the remainder of the term of that Director. Notice of such a meeting of the members must specify the intention to put such resolution before the membership for a vote and the portion of the meeting of the members dealing with the removal of a Director from office may be held in camera in accordance with Section 9.11.
- 5.3 No person shall act for an absent director at a meeting of directors. Notwithstanding Section 5.2, any member of the Board of Directors who has missed four consecutive regular meetings of the Board of Directors may be removed from office by the Board of Directors, without any notice of their intention to do so.
- 5.4 Vacancies on the Board of Directors may be filled by the Board of Directors from among members of the Corporation. Directors chosen by the Board may only serve until the next Annual Meeting of the Members of the Corporation. If there is no quorum among the remaining Directors, the Directors remaining in office shall, without delay, call a meeting of Members to fill the vacancies among Directors and, if they fail to call such a meeting or if there are no Directors in office, the meeting may be called by any Member.
- 5.5 The Board of Directors may exercise any power and do any act which the Corporation is by its Charter, or otherwise, authorized to exercise or do, including administering the affairs of the Corporation and entering into contract in its name.
- 5.6 Directors shall receive no remuneration for acting as such. However, they shall be compensated for reasonable, receipted expenses incurred in carrying out duties approved by the Board of Directors.

Committees

- 6.1 The Board of Directors may create committees to assist in administering the affairs of the Corporation. Where practicable, there should be Terms of Reference for each standing committee. The Board may dissolve any committee by majority vote at any time.
- 6.2 At least one Member of each committee, except the Financial Review Committee and the Nominating Committee described in Sections 9 and 11 respectively, shall be a Member of the Board. Additional Members may be appointed from the Corporation's Members or at the discretion of the Board, from residents living within the Corporation's neighbourhood.
- 6.3 Every member of the Board of Directors who is a member of a committee shall report regularly to the Board of Directors on the activities of that committee and, if requested by the Board of Directors, to each Annual Meeting of the Members of the Corporation.
- ~~6.4 A committee:~~
- ~~1. may request an appropriation of funds from the Board of Directors;~~
 - ~~2. may make expenditures from that appropriation, within the limits, if any, established by the Board of Directors; and~~
 - ~~3. shall submit an account of such expenditures, with receipts, to the Board of Directors.~~

Board Meetings

- 7.1 A regular meeting of the Board of Directors shall be held a minimum of four times per year.
- 7.2 A majority of the Directors in office shall form a quorum for holding a meeting.
- 7.3 The Board of Directors may hold its meetings at such place, date and time as it may decide; including in whole or in part remotely by telephonic or electronic means, provided that all persons attending the meeting, whether in person or remotely are able to communicate with each other simultaneously and instantaneously. A person who attends a meeting of Directors through telephonic or electronic means is deemed to be present at the meeting.
- 7.4 A meeting of the Board of Directors may be called at any time by the President or any two Directors. Notice of any such meeting of the Board of Directors must be communicated to members of the Board by telephone, or in writing, at least 48 hours prior to the meeting.
- 7.5 Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes of those Directors present at the meeting, excluding the

President, or the person chairing in his or her absence. In case of a tie vote, the President, or the person chairing in his or her absence, shall vote.

- 7.6 Voting will be by a verbal indication of assent or dissent, except that any vote may be taken by written ballot, or by polling individual members and recording the result, if so demanded by any Director.
- 7.7 A declaration by the President, or the person chairing the meeting in his or her absence, of the outcome of the vote, and a recording of this in the Minutes, shall be taken as proof that such results were obtained.
- 7.8 Any meeting of the Board of Directors may be adjourned to any time, and from time to time; and such business may be transacted as was on the agenda of the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.
- 7.9 Subject to Section 7.10, meetings of the Board of Directors are open to the public. Members of the Corporation may address the Board of Directors at any meeting, but may not vote.
- 7.10 The Board of Directors may decide at any time to conduct all or part of its meeting in camera. If it is known in advance of a meeting that all or part of the meeting may be held in camera, any notice given of the meeting shall so advise, or the President shall give notice at the beginning of the meeting when the agenda is discussed. The Minutes of the meeting shall record that a portion of the meeting was held in camera or, if an entire meeting is held in camera, the Minutes of the following meeting shall record that an in-camera meeting took place.
- 7.11 The decision to hold a portion of a meeting, or an entire meeting, of the Board of Directors in camera should be limited to circumstances where there will be discussions or decisions concerning a matter of potential or pending litigation, a matter which involves the right to privacy of an individual, or negotiations leading to an entry into contract.

Officers

- 8.1 There shall be a President who is the Chair of the Corporation, a Vice-President, a Treasurer, and a Secretary. One person may hold more than one of these offices, except the offices of President and Vice-President.
- 8.2 Officers shall be elected by members of the Board of Directors from among their number, at a meeting of the Board as soon as possible following the Annual Meeting of the Members, such meeting to be chaired by a member of the Board who is not seeking an Officer position or, if such a Board member is not available, by a member of the Corporation.

- 8.3 The President shall, when present, chair all meetings of the members of the Corporation and of the Board of Directors. For every meeting of the Board of Directors, the President shall prepare an agenda, which shall be provided to members of the Board at least two days in advance of the meeting. The President shall also be charged with the general supervision of the affairs and operations of the Corporation. During the absence or inability of the President, the duties and powers of the President shall be assumed by the Vice-President or, in the absence or inability of the Vice-President, by any other Director appointed to act in the capacity of President by the Board of Directors. The President is an ex officio member of each committee of the Board of Directors, except the Nominating Committee.
- 8.4 The Secretary shall, when present, record all minutes of meetings of the members of the Corporation and of the Board of Directors. The Secretary shall provide copies of the minutes of Board meetings to members of the Board at least two days in advance of any subsequent regular meeting. During the absence or inability of the Secretary, the duties of the Secretary shall be assumed by a member of the Board of Directors appointed by the President. The Secretary shall give all notices required to be given to members of the Corporation and of the Board of Directors. The Secretary shall be the custodian of the Seal of the Corporation. The Secretary is responsible for keeping current and complete the official version of all Corporation-related documents, records and books required by law, including these By-laws.
- 8.5 The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the Corporation and shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in such bank or banks as shall be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation under direction of the Board of Directors, taking proper receipts. The Treasurer shall render to the Board of Directors at every regular meeting, and to the members of the Corporation at the Annual Meeting of the Members, a full written accounting of all transactions on behalf of the Corporation and of the financial position of the Corporation.
- 8.6 With the approval of the Board, Officers may delegate the duties assigned to them or for which they are responsible.
- 8.7 No Director, Officer or committee member of the Corporation is liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation 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 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:

1. complied with the Act and the Corporation's articles and By-laws; and
2. exercised their powers and discharged their duties in accordance with the Act.

8.8 A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation 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 during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

Meetings of the Members

9.1 Any meeting of the members of the Corporation shall be called and held at the time, date and place set by the Board of Directors, except that the Annual Meeting of the Members of the Corporation shall be held within three months of the fiscal year end of the Corporation. Any Member, upon request, shall be provided, not less than five business days or other number of days that may be further prescribed in regulations before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report – if any – and other financial information required by the By-laws or articles.

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.

Subject to the provisions of the articles, if any, a meeting of the Members may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means, and it must enable all persons entitled to attend the meeting to reasonably participate. A person who, through telephonic or electronic means, votes at or attends a meeting of the Members is deemed for the purposes of this Act to be present at the meeting.

- 9.2 The President or Vice-President, or any 2 Directors, may call a meeting of the Members to consider “special business”, as defined in item 9.8 below. The Board shall call a special meeting on the requisition in writing to the Secretary or President of at least 5 Members; which meeting shall be held within 21 days after receipt of the requisition unless the Act provides otherwise.

~~A special meeting of the members of the Corporation shall be called by the Board of Directors upon being presented with a written request to do so, signed by at least ten (10) members of the Corporation.~~

- 9.3 At least ten (10) members of the Corporation must be present at any meeting of the members of the Corporation to form a quorum for the transaction of business. Decisions made at any meeting of the members, except a resolution to remove a Director from office under Section 5.2, shall be by majority vote of the members present or represented by proxy, excluding the President or the person chairing the meeting in his or her absence.
- 9.4 Financial Review Committee: At least one month in advance of the end of the fiscal year of the Corporation, the Board shall appoint a Financial Review Committee of other than its directors and officers, from among individuals who understand the role of an independent review of the financial records and have a basic understanding of bookkeeping. The purpose of the Financial Review Committee is to provide an independent evaluation of the financial reports and records for the purpose of reasonably verifying the reliability of the financial reporting and to determine whether the Corporation’s assets are being safeguarded. The Financial Review Committee will review a compilation of the financial statements of the Corporation as prepared by the Treasurer, along with any supporting documentation the Committee may wish to review. The independently reviewed financial statements shall be presented at the next Annual Meeting of Members.
- 9.5 At every Annual Meeting of Members, there shall be offered a report by the President on the activities of the Board, a report by the Treasurer on the financial position of the Corporation, a compilation of the financial statements of the Corporation reviewed by the Financial Review Committee and approved by the Board, and any other report considered desirable by the Board.
- 9.6 At every Annual Meeting of the Members, there shall be an election for vacant positions on the Board of Directors, including those positions which are expiring as of the date of that meeting.
- 9.7 Notice of an annual or other meeting of the members of the Corporation shall be reasonably publicized to the membership at least ten days prior to the date of the meeting, stating the date, time, location and purpose of the meeting. Electronic notification by email to a mailing list of members plus publication on the

Corporation's website shall be deemed to be reasonable publicity for purposes of ~~these By-laws~~~~this bylaw~~. Unless otherwise provided by the Act, no error or omission in the form or delivery of such notice shall invalidate the meeting, or any decision or action taken at such meeting, provided that a quorum of members is present, that an attempt has been made to comply with these By-laws, and that the error does not affect the substance of the notice.

- 9.8 Except for amendment of the By-laws of the Corporation referred to in Section 1516, any meeting called to address an audit or review engagement, or the waiver thereof, or as otherwise required by the Act ("special business"), members of the Corporation may consider and transact any business of the Corporation at any meeting of the members without notice of the business having been given. Notice of any meeting where special business will be transacted must contain sufficient information to permit Members to form a reasoned judgment on the decision to be taken, and state the text of any special resolution to be submitted at the meeting.
- 9.9 Any meeting of the members may be adjourned to any time, and from time to time; and such business may be transacted as was on the agenda of the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.
- 9.10 Subject to Section 9.11, meetings of the members of the Corporation are open to the public. Only members of the Corporation may vote on any matter at a meeting of the members.
- 9.11 Portions of a meeting of the members may be held in camera provided that is authorized by majority vote of the members present or represented by proxy. In camera sessions of meetings of the members should be limited to circumstances where there will be discussions or decisions concerning a matter of potential or pending litigation, a matter which involves the right to privacy of an individual, or negotiations leading to an entry into contract.

Election of Directors

- 10.1 Members of the Board of Directors shall be elected at an Annual Meeting of the Members of the Corporation, by those members of the Corporation present at the meeting, or represented by proxy, from a slate of candidates prepared by the Nominating Committee, or by nomination as a candidate, with a seconder, from the floor.
- 10.2 Where possible, two members of the Board of Directors shall be from each of the five areas listed below and illustrated on the attached map (see: Appendix 1):

Area 1: General Vanier;

Area 2: Mooney's Bay;

Area 3: Riverside Park East; Area
4: Riverside Park West; and Area
5: Revelstoke.

- 10.3 Subject to Section 10.4, those candidates receiving the largest number of votes shall be considered elected to the Board of Directors.
- 10.4 Where a vacant position on the Board exists with respect to any area set forth in Section 10.2, any candidate from that area shall take priority with respect to filling the position and shall be acclaimed to such position regardless of the number of votes received, provided that if there are more candidates from an area than positions available for representing that area, the number of votes of such area candidates shall be determinative in filling the position.
- 10.5 Each Director shall be elected for a period of two years, commencing on the date of the Annual Meeting of the Members at which he or she was elected, and terminating at the conclusion of the Annual Meeting of the Members two years later.
- 10.6 Any Director is eligible for re-election in subsequent years, provided that he or she is a member of the Corporation.
- 10.7 Where possible, five of the ten Directors shall have their term end at each Annual Meeting of the Members.

Nominating Committee

- 11.1 A Nominating Committee shall be appointed by the Board of Directors from among members of the Corporation, at least one month in advance of the Annual Meeting of the Members of the Corporation, to organize a list of candidates for vacant positions on the Board of Directors, or those whose terms will end at the meeting. The Nominating Committee shall be chaired by a member of the Corporation appointed by the Board.
- 11.2 The Nominating Committee shall present its list of candidates at the Annual Meeting of the Members. Only those who have consented to their nomination shall be recorded on the list. The list shall not include the name of any member of the Nominating Committee.
- 11.3 At the Annual Meeting of the Members, the election for members of the Board of Directors shall be presided over by the person who has chaired the Nominating Committee or, if that person is not available, by a substitute member of the Committee appointed by the Board of Directors.

Books and Records

~~12. The Board of Directors is responsible for ensuring that all necessary books and records of the Corporation, required by its by-laws or by any applicable statute, are regularly and properly kept.~~

Expenditures

~~1243.~~ An accounting of all expenditures made in the name of the Corporation shall be presented to the Board of Directors for approval. Board members shall satisfy themselves that the expenditures have been properly made.

Fiscal Year

~~1344.~~ The fiscal year of the Corporation shall be from August 1 in each year to July 31 of the following year.

Execution of Documents

~~1445.1~~ All by-laws of the Corporation shall be signed by the President or Vice-President, and Secretary, or any two members of the Board of Directors so authorized by the Board.

~~1445.2~~ Except as outlined in Section 15.4, all contracts, including deeds, transfers and licences, which have been authorized by the Board of Directors may be signed on behalf of the Corporation by the President or Vice-President, and Secretary, or any two members of the Board of Directors so authorized by the Board.

~~1445.3~~ Except as outlined in Section 15.4, all cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by the Treasurer and countersigned by the President, or in their absence by any two (2) Directors with signing authority.

~~1445.4~~ ~~Where a committee has been given an appropriation of funds by the Board of Directors as described in Section 6, any expenditure or commitment within that appropriation must be signed by at least two members of the committee, one of whom must be the member of the Board of Directors who is a member of that committee.~~

~~1445.5~~ Membership cards, or other certificates of membership in the Corporation, shall be signed by the President, Vice-President, Chairperson of the Membership Committee, or any other person or persons authorized by the Board of Directors.

Amendment of By-laws

~~1546.~~ These By-laws may be amended or repealed at any time, in accordance with the Act and the these By-laws, at a meeting of the Members, Any by-law of the

~~Corporation may be amended at any meeting of the members of the Corporation provided that the amendment is proposed in writing by the Board of Directors, or is proposed by a member of the Corporation and given in writing to the Secretary, and provided that notice of the proposed amendment, and at least a general summary of the amendment, have been reasonably publicized in the area at least ten days in advance of the meeting of the members.~~

Dissolution of the Corporation

1647. Upon dissolution of the Corporation, and after the payment of all debts and liabilities, the remaining property of the Corporation shall be distributed to charitable organizations whose objects are beneficial to the area described in Section 3.

RECORD OF AMENDMENTS

Accepted by the Board of Directors on the 2nd day of October, 2002.

Passed by the membership of the Corporation on the 23rd day of October, 2002.

Updates to by-laws 7.1 and 9.7 passed by the membership of the Corporation on the 1st day of October, 2014.

Updates to the name of the Corporation passed by the membership of the Corporation on the 2nd day of October, 2019.

Updates to by-law 9 and all references to meetings of the members, by-law 10.2 relating to the area names within the Riverside Park neighbourhood, and bylaws 9 and 6 referring to year-end financial statements, were passed by the membership of the Corporation on the 7th day of October, 2020.

April 2024

APPENDIX 1:

