

## **Riverside Park (Ottawa) Community and Recreation Association**

### **MISSION AND BY-LAWS**

Ontario Corporation # 567-611

Incorporated: November 7, 1983

Last amended: October 1, 2014

### **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.

### **BY-LAW 1**

A by-law relating generally to the transaction of the affairs of Riverside Park (Ottawa) Community and Recreation Association (RPCRA).

### **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.

### **Membership**

4.1a Membership in the Corporation is open to residents of the neighbourhood.

4.1b 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 general meeting of the Corporation.

4.4a Every member of the Corporation shall be entitled to one vote on any matter raised and for any election held at a general meeting, 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.

4.4b 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 General Meeting, 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 ten (10) members, each of whom at the time of election, and throughout the term of office, shall be a member of the Corporation.

5.2 The members of the Corporation may, by resolution passed by at least two-thirds of the votes cast at a general meeting, 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 general meeting must specify the intention to put such resolution before the membership for a vote and the portion of the general meeting dealing with the removal of a Director from office may be held in camera in accordance with Section 9.11.

5.3 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 General Meeting of the Corporation.

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.

6.2 At least one member of each committee, except the Nominating Committee described in Section 11, shall be a member of the Board of Directors. Additional members may be appointed from the Corporation's members or, at the discretion of the Board of Directors, from residents of the neighborhood.

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 General Meeting 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.

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, 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 General Meeting, 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.

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 General Meeting, a full written accounting of all transactions on behalf of the Corporation and of the financial position of the Corporation.

### **General Meetings**

9.1 Any general 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 General Meeting of the Corporation shall be held within three months of the fiscal year end of the Corporation.

9.2 A general meeting 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 general meeting of the Corporation to form a quorum for the transaction of business. Decisions made at any general meeting, 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 At least one month in advance of the end of the fiscal year of the Corporation, the Board of Directors shall appoint a Financial Review Committee to prepare a compilation of the financial statements of the Corporation, to be presented to members at the next Annual General Meeting. Every five years, the Board of Directors shall appoint instead a chartered accountant to perform an audit of the financial statements of the Corporation.

9.5 At every Annual General Meeting, there shall be offered a report by the President on the activities of the Board of Directors, a report by the Treasurer on the financial position of the

Corporation, a compilation of the financial statements of the Corporation prepared by the Financial Review Committee, or an audit of the financial statements of the Corporation prepared by a chartered accountant, and any other report considered desirable by the Board of Directors.

9.6 At every Annual General Meeting, 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 general meeting 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 this bylaw. No error or omission in giving such notice shall invalidate the meeting, or any decision or action taken at such meeting, provided that a quorum of members is present.

9.8 Except for amendment of the By-laws of the Corporation referred to in Section 16, members of the Corporation may consider and transact any business of the Corporation at any general meeting without notice of the business having been given.

9.9 Any general meeting 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, general meetings of the Corporation are open to the public. Only members of the Corporation may vote on any matter at a general meeting.

9.11 Portions of a general meeting may be held in camera provided that is authorized by majority vote of the members present or represented by proxy. In camera sessions of general meetings 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 General Meeting 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:

- .1 Riverside Park East,
- .2 Riverside Park West,

.3 Riverside Park Southeast,  
.4 Riverside Park Southwest, and  
.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 General Meeting at which he or she was elected, and terminating at the conclusion of the Annual General Meeting 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 General Meeting.

### **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 General Meeting 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 General Meeting. 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 General Meeting, 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**

13. 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**

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

### **Execution of Documents**

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

15.2 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.

15.3 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.

15.4 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.

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

### **Amendment of By-laws**

16. Any by-law of the Corporation may be amended at any general meeting 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 general meeting.

### **Dissolution of the Corporation**

17. 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.

*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 bylaws 7.1 and 9.7 passed by the membership of the Corporation on the 1st day of October, 2014.*