

## **CONSTITUTION OF THE OLD OTTAWA EAST COMMUNITY ASSOCIATION**

### **1. NAME**

- 1.1. This Association shall be called “The Old Ottawa East Community Association” -- "L'association communautaire du vieux Ottawa-Est”.

### **2. DEFINITIONS**

- 2.1. “Annual General Meeting” means a meeting of the members at which the Board of directors is elected. “Association” means the Old Ottawa East Community Association
- 2.2. “Board of Directors” means the body provided for in Article 5 of the Association Constitution.
- 2.3. “by-law” means a by-law enacted by the members of the Association pursuant to Article 9 of the Association Constitution.
- 2.4. “director” means any member of the board of directors of the Association
- 2.5. “member” and “membership” means a member and the membership of the Association respectively, unless context otherwise indicates.
- 2.6. “President” means the office provided for in Article 6.1 of the Association Constitution.
- 2.7. “Secretary” means the office provided for in Article 6.4 of the Association Constitution.
- 2.8. “Special General Meeting” means a meeting of the members called pursuant to Article 8.4 of the Association Constitution.
- 2.9. “Treasurer” means the office provided for in Article 6.3 of the Association Constitution.
- 2.10. “Vice-President” means the office provided for in Article 6.2 of the Association Constitution.
- 2.11. "Past President" means the office provided for in Article 6.5 of the Association Constitution.

### **3. PURPOSE**

- 3.1. The Old Ottawa East Community Association is founded upon, and will be guided by, the following principles:
  - 3.1.1. Providing a forum that within the bounds of democratic procedure encourages citizen participation in and discussion of matters concerning the community.
  - 3.1.2. Encouraging public participation in the planning and development of the community.
  - 3.1.3. Providing a means through which the opinions and desires of the people of Old Ottawa East can be made known to their elected or appointed representatives.
  - 3.1.4. Preserving and improving Old Ottawa East as a sustainable community and focusing attention upon its history and heritage.

3.1.5. Endeavouring to protect and enhance the parks and other green space areas.

3.1.6. Endeavouring to enhance amenities in Old Ottawa East with the goal of improving the quality of life for the residents of Old Ottawa East.

#### **4. MEMBERSHIP AND DUES**

- 4.1. The area from which the membership is derived shall be that area known as Old Ottawa East, bounded by the Rideau Canal on the west, Nicholas Street to the north, the Rideau River on the east and Avenue Road on the south.
- 4.2. A member must be 18 years of age or over and normally be a resident, or business or property owner in the area defined above.
- 4.3. Annual dues will be fixed from time-to-time by the Board of Directors and shall become effective when confirmed by a vote at an Annual or other General Meeting of Members.
- 4.4. The annual membership dues will cover household members for the purpose of admission to, or participation in, Association community activities.
- 4.5. Voting membership will be limited to two voting members per household.
- 4.6. Any membership purchased after September 15 is good for the remainder of the calendar year and the following year, up to but not including the annual general meeting of the following year.
- 4.7. Members in good standing may be revoked at any time by a two-thirds majority vote of the Board of Directors for reasons of misconduct, illegal activities, or the pursuance of issues or activities contrary to the objectives of the Association.
- 4.8. No refund of dues shall be made.
- 4.9. A member must be in good standing as stipulated by By-laws of the Association.

#### **5. BOARD OF DIRECTORS**

- 5.1. The Board of Directors will be subject to the direction given by the membership at the AGM and at Special General Meetings and shall conduct the affairs of the Association between Annual and Special General Meetings of Members. The Board will be subject to the direction of general meetings of the membership as hereinafter defined.
- 5.2. The Board of Directors shall consist of a minimum of nine Members of the Association who are in good standing and have been elected at the Annual General Meeting. Notwithstanding the preceding, the number of members of the Board of Directors may be varied to a number greater than nine by a vote at the Annual General Meeting. The Board of Directors is comprised of the members of the Executive Committee, Committee Chairs and Board Members at Large. Board

Members at Large may be assigned responsibilities representing specific interests of the Association.

- 5.3. If a Director misses three or more consecutive meetings of the Board, the position shall be deemed vacant unless the Director is able to provide an acceptable reason to the Board for her/his absence.
- 5.4. A Director may be removed from the Board of Directors at any time by a two-thirds majority vote of the Members in good standing who are present at a General Meeting of Members, for reasons including but not limited to misconduct, illegal activities, or the pursuance of issues or activities contrary to the objectives of the Association.
- 5.5. The Officers of the Association are: the President, Vice-President, Secretary, Treasurer and Past President, and shall form the Executive Committee of the Board.
- 5.6. The Executive Committee shall perform such duties as prescribed by the Board of Directors or the President and shall report to the Board of Directors on its activities and decisions.
- 5.7. Standing Committees may be struck at a Board or at a General Meeting to meet the needs of the Association. They shall be created and/or dissolved as deemed necessary by the Board of Directors or by the Members, provided that:
  - 5.7.1. Committee objectives are consistent with the purpose of the Association.
  - 5.7.2. The Committee agrees to operate in accordance with the policies of the Association.
  - 5.7.3. The Committee shall report its activities to the Board of Directors quarterly and where appropriate, at General Meetings of Members.
  - 5.7.4. Standing Committees of the Association Board are as identified by bylaws.
- 5.8. Sub-committees
  - 5.8.1. Sub-committees may be struck by the Board from time-to-time as deemed necessary to assist the Association to carry out its business and address issues that may arise. A sub-committee may be established by a motion by a member of the Board and subsequent majority vote of the Board. This would be recognized by a minute of the Board meeting. A Sub-committee could be dissolved in the same manner. The Committee shall report its activities to the Board of Directors on a regular basis, and where appropriate, at General Meetings of Members.

## **6. DUTIES OF OFFICERS**

- 6.1. The President shall
  - 6.1.1. call meetings of the Association and its Board.

- 6.1.2. rule on all matters of procedures **at meetings**, subject to the consent of a simple majority of those eligible to vote at General and Board meetings.
- 6.1.3. interpret the constitution and bylaws, subject to the approval of the Executive Committee and the review of the Annual General Meeting.
- 6.1.4. exercise general supervision of all affairs and activities of the Association.
- 6.1.5. serve as an ex-officio member of all standing committees of the Association.
- 6.1.6. speak on behalf of the Association and its Board as required.
- 6.1.7. exercise general supervision of correspondence.
- 6.1.8. report to the Annual General Meeting on the affairs of the Association.
- 6.1.9. perform, as required, such other duties as are within the authority of a presiding officer.
- 6.1.10. the presiding officer shall only vote at any meeting sponsored by the Association in order to break a tie vote.
- 6.2. The Vice-president shall:
  - 6.2.1. assist the President with the administration of the Association's affairs
  - 6.2.2. perform all the duties of the President in the event of the President's absence, resignation or incapacity
  - 6.2.3. perform such other duties as assigned by the President or by the Board
- 6.3. The Treasurer shall:
  - 6.3.1. maintain the financial records of the Association.
  - 6.3.2. receive and disburse Association funds. subject to its bylaws.
  - 6.3.3. administer funds held in trust, and oversee the deposit of all monies to the credit of the OECA
  - 6.3.4. provide full and accurate accounts of all receipts and disbursements to the audit committee of the Board
- 6.4. The Secretary shall:
  - 6.4.1. record and maintain a "Record of Decision" for General and Board meetings
  - 6.4.2. maintain a record of the Association's activities;

- 6.4.3. hold an up-to-date list of Members in good standing.
- 6.4.4. distribute minutes of past meetings and agendas of upcoming meetings at appropriate time to ensure the smooth running of the board
- 6.5. The Past President shall:
  - 6.5.1. guide and support the Executive Committee.
  - 6.5.2. serve as a resource for new officers to ensure continuity with past terms.

**7. ELECTION, TENURE AND FILLING VACANCIES OF BOARD MEMBERS**

- 7.1. The elected Board of the Association shall be members in good standing and they shall be chosen by a plurality of votes cast at an Annual General Meeting, for a term of two years.
- 7.2. No member of the Board may occupy the same elected office for more than three consecutive terms.
- 7.3. Nominations for Board positions may be made by the Board appointed Nominating Committee and/or by a member in good standing at a General Meeting of Members (customarily at the Annual General Meeting) and require the consent of the nominee.
- 7.4. The outgoing Board of Directors shall appoint a Nominating Committee at least one month prior to the Annual General Meeting
- 7.5. In the event of a vacancy occurring in a position on the Board of Directors:
  - (a) If more than one year of the term is remaining, by nomination by and majority vote of the Board of Directors until ratified by the membership at the next AGM.
  - (b) If less than one year of the term is remaining, by nomination by and majority vote of the Board of Directors.
  - (c) A vacancy occurring in the position of Past President will not be filled until the election of a new President.

**8. MEETINGS**

- 8.1. All meetings of the Association shall be conducted in accordance with Roberts Rules of Order.
- 8.2. The President or his or her designate shall chair all meetings of the Association.
- 8.3. Annual General Meetings
  - 8.3.1. Notice of the Annual General Meeting, including time, date and location shall be distributed to residents during the annual membership drive, and such notice will include the proposed agenda. Such notice will

also be posted on appropriate electronic community newsletters and made available on the Association Web site at least fourteen days in advance of the meeting.

- 8.3.2. Every Member in good standing, as defined by Bylaw, shall be entitled to one vote on each question or motion at Annual General Meetings, but may not vote by proxy.
- 8.3.3. Quorum for Annual General Meetings shall be 10% of the membership in good standing, or no less than 25 members in good standing, whichever is the lesser number.
- 8.3.4. Standing agenda items at Annual General Meetings shall include the minutes of the last Annual General Meeting; presentation of an annual activity report by the President; reports from Standing Committees, and when appropriate, Sub-Committees; the Treasurer's annual financial report, which will also be submitted in writing to the Members present; an opportunity for an Open Forum; and election of Board members as required by the Constitution.

#### 8.4. Special General Meetings

- 8.4.1. Special General Meetings of Members, other than the Annual General Meeting, may be held as or when required.

At the request of the Board or at the written request of twenty-five members of the Association in good standing, the President must call a Special General Meeting of the membership within 60 days. The Special General Meeting shall cover only such business as is specified in the notice of the meeting

- 8.4.2. Notice of Special General Meetings must be made available on the Association Web site and posted in available electronic community newsletters at least 14 days prior to the meeting.

#### 8.5. Board Meetings

- 8.5.1. A quorum of the Association Board is a simple majority of its members.
- 8.5.2. There shall be no fewer than four regular Board meetings and no more than twelve regular Board meetings within a calendar year. These meetings shall be conducted in accordance with the bylaws of the Association.
- 8.5.3. A Board meeting may be forfeited to allow for a Special General Meeting. The October or November Board meeting shall be deemed to be the Annual General Meeting.
- 8.5.4. All Board meetings are open to the membership and provide a regular forum for community input and discussion. Members may make presentations to the Board at a Board meeting by scheduling their agenda item with the President prior to the meeting.
- 8.5.5. Only Board members may vote at Board meetings.

## 8.6. Committee Meetings

8.6.1. Standing Committee Meetings are meetings as defined by the bylaws of the Association.

8.6.2. The Standing Committee Chairs shall assist their committees to coordinate the business of the committee. They will call and chair meetings of their committee on behalf of the Board.

## 9. **CONSTITUTIONAL AMENDMENTS**

9.1. Proposed amendments to the Constitution may be submitted, in writing, at any time, signed by three members in good standing, however to be considered for the current year must be submitted by March 1st. The proposed amendment shall be read to the membership at the next General Meeting by the Secretary and posted on the OECA Website at least fourteen days prior to the AGM. After this notice, it shall be voted on at the next Annual General Meeting and shall become part of the Constitution, if approved, by a simple majority of the members present.

9.2. As well, the Board may present, at the Annual General Meeting, proposed amendments to the Constitution to be voted on at that meeting so long as said amendments have been made accessible to members on the Association Website at least fourteen days prior to the Annual General Meeting.

9.3. An amendment to the Constitution shall come into force immediately following the Annual General Meeting unless otherwise specified.

## 10. **BYLAW AMENDMENTS**

10.1. Amendments to bylaws may be made at any General Meeting, including the Annual General Meeting, provided prior notice is given to the Board in writing at least sixty days prior to the General or Annual Meeting.

10.2. The amendment to the Bylaw shall come into force immediately after adoption at an Annual General Meeting or Special General Meeting, unless otherwise stated in the official record of the General Meeting.

## 11. **FAILURE TO ELECT A PRESIDENT, TREASURER AND SECRETARY**

11.1. If a President, Treasurer and Secretary are not elected at an Annual General Meeting AND 60 percent of the remaining Board believe that the Community should be given a further opportunity to fill these vacancies, a special General Meeting shall be called for this purpose within 21 days after the Annual General Meeting.

11.2. If a President, Treasurer and Secretary are not elected at an Annual General Meeting AND 60 percent of the Board members believe a second meeting would not result in filling these vacancies, the Board may elect to appoint an interim President, Treasurer and Secretary. This action would constitute an interim Board appointment and would require the approval of ALL Board members.

- 11.3. If a President, Treasurer and Secretary are not elected by the membership at the next Annual General Meeting, the remaining Board members shall declare the Association defunct and shall distribute the remaining funds among selected charities.

**12. DISPOSITION OF THE ASSOCIATION**

- 12.1. If a quorum of the Association's membership fails to attend an Annual General Meeting and 60 percent of the Board believes that the Community should be given a further opportunity to conduct the business of the Association and elect new Officers, a Special General Meeting shall be called *for* this purpose within 21 days after the Annual General Meeting.
- 12.2. If a quorum of the Association's membership fails to attend an Annual General Meeting and the Board believes that the Community has no desire to conduct the affairs of the Association, the Board shall establish an Executive Committee comprised of the President, Vice-President, Secretary and Treasurer. This committee will be responsible for the conduct of the Association on interim basis until the next following Annual General Meeting. If at that time, no quorum is reached, then the Association shall be considered to be defunct and the Executive Committee of the Association Board shall distribute the remaining funds among selected charities.