

**BY-LAWS  
OF  
THE RIVERVIEW PARK COMMUNITY ASSOCIATION**

These by-laws supersede that of April 3, 1962, February 15, 1955, May 20, 1953 and revisions made February 19, 1996 and February 16, 2004.

**1:00 DEFINITION**

In these By-laws, unless the context otherwise requires, the following term means:

**Riverview Park Community**

The area of Riverview Park Community is bounded by the Smyth Road on the south end; the railway tracks on the north, St. Laurent Boulevard on the east and west to the Rideau River.

**2:00 MEMBERSHIP**

**2:01 Regular Members**

- (i) A Member in good standing will not be in default of payment of membership fees.
- (ii) Any Member may resign by giving notice in writing to the President of the Association.
- (iii) The Board of Directors may suspend or terminate the membership of any Member or member of the Board of Directors of the Association for violation of any provision of the Constitution or By-laws of the Association.

**3:00 MEETINGS OF MEMBERS**

**3:01 Conduct of Meetings**

Roberts Rules of Order will be considered the rules for conducting all meetings of the Association and Board of Directors of the Association.

**3:02 Notice of Meeting**

Notice of the Annual General Meeting or a Special General Meeting will be provided to all Members not less than sixty (60) days prior to the designated meeting date. The notice will contain the date, time, place and purpose of the meeting and will be published in a newspaper circulated within the community and/or published on social media.

**3:03 Voting**

- (i) Except as otherwise required by the Constitution and By-laws, every question submitted to any meeting of members will be decided by a majority of those present and voting.
- (ii) There will be no voting by proxy.
- (iii) Voting by a show of hands will be acceptable on all items except for when voting for multiple candidates for a Board or an Officer position.

**3.04 Quorums**

Twenty (20) Members of the Association will constitute a quorum for all Annual General Meeting and Special General Meetings.

**4:00 BOARD OF DIRECTORS**

**4:01 Election and terms of office of the Board of Directors**

- (i) No more than thirteen (13) Members will be elected to form the Board of Directors of the Association at the Annual General Meeting for a term of one (1) year. With given consent, Members in good standing may stand for election and be nominated by a Member of the Association.

(ii) The Immediate Past President will be responsible for the organization and conduct of the nomination and election process. The Immediate Past President will not be entitled to vote at the election of the Board of Directors unless the vote of the meeting is equally divided. If the Immediate Past President is not available to conduct the nomination and election process, the then President shall appoint a Member who is not running for a Board position to coordinate same.

(iii) In advance of the Annual General Meeting – a committee of the Board shall be created (the “Nominations Committee”) to confirm returning members seeking Board positions as well as recruiting new Members to be nominated. The Nominations Committee should be chaired by an Officer of the Association and have a minimum of 2 members.

(iv) Only Members of Association in good standing may vote at the Annual General Meeting for those candidates who have been identified by the Nominations Committee as well as any nominations which are received on the floor of the Annual General Meeting.

(v) A member of the Board of Directors may hold more than one office except the offices of President, First Vice President, and the Immediate Past President.

#### **4:02 Resignation of Office**

Any person will cease to hold office in the Board of Directors who submits their written resignation to the Secretary of the Board of Directors. Such resignation will be in effect from the time and date of receipt.

#### **4:03 Vacancies**

If a vacancy occurs within the Board of Directors of the Association, the Board may appoint a duly qualified Member in good standing to fill the vacant directorship for the remainder of the term of the Board. Notwithstanding vacancies, the remaining Directors may exercise all the powers of the Board of Directors as long as a quorum of seven (7) Directors remains in office. However, should less than seven (7) Directors remain, the existing Board will have been deemed non-confident and a Special General Meeting will be convened for the purposes of elections within 90 days of such occurrence.

#### **4:04 Continuity of Office**

If for any reason the election of the Board of Directors cannot be held at the time of the Annual General Meeting, the Board of Directors of the Association must arrange for an election to take place at a Special General Meeting of Members to be held within ninety (90) days of the aforementioned Annual General Meeting. The incumbent Board of Directors will continue in office until their successors are elected.

#### **4:05 Removal from Office**

A Director and/or Officer of the Association may be removed or disqualified from Directorship and/or office before the expiration of his/her term of office for any one of the following reasons:

(i) as a result of being absent from (3) three consecutive meetings of the Directors without valid excuse being given to the President or Vice Presidents prior to each meeting.

(ii) Should two-thirds (2/3) majority of the Board of Directors consider the conduct of a member of the Board of Directors to be inappropriate to the affairs of the Association there may be a suspension of the named member of the Board of Directors from his/her duties. The Board of Directors may convene a Special General Meeting of the Members of the Association (subject to the conditions of the Constitution: Article 5, Section 5(ii) ) to consider the continued tenure of the Member’s term on the Board of Directors.

## **5:00 MEETINGS OF THE BOARD OF DIRECTORS**

### **5:01 Date of Meetings**

The Board of Directors will meet a minimum of eight times each fiscal year.

### **5:02 Calling of Meetings**

Meetings of the Board of Directors may be called at the request of the President. Meetings of the Board of Directors may also be called at the written request of a majority of members of the Board of Directors which must be submitted to the President or designate and held within fourteen (14) days of such submission.

### **5:03 Voting**

Questions arising at any meeting of the Board of Directors will be decided by the majority of votes with the exception of votes respecting suspension from office. The Chairperson will not vote on any question or motions unless the meeting is equally divided.

### **5:04 Declaration of Conflict of Interest**

Directors shall declare any conflict of interest (or perceived conflict of interest) which may arise during meetings of the Board and recuse themselves from discussions/votes dealing with the item.

## **6:00 DUTIES AND POWERS OF THE BOARD OF DIRECTORS**

### **6:01 Duties of the Board of Directors**

It will be the duty of the Board of Directors to abide by the Constitution and By-laws of the Association. The affairs of the Association will be managed by the Board of Directors.

### **6:02 Duties of President**

The President will be the chief executive officer of the Association and will normally preside at all meetings of Members of the Association, and of the Board of Directors. The President will report to the Members of the Association on the activities of the Association and perform such duties as the office may require.

### **6:03 Duties of First Vice-President and Second Vice-President**

The First Vice-President will assist the President and perform all the duties of the President in the absence or disability of the President.

The Second Vice-President will assist the President and First Vice-President and perform all the duties of the President and/or First Vice-President in the absence or disability of the President and/or First Vice-President.

### **6:04 Officers of the Association**

(i) The President, First Vice-President, Second Vice-President, Immediate Past President, Secretary and the Treasurer will be the Officers of the Association and will continue as Officers of the Association until expiry of their term of office or accepted resignation.

(ii) The Officers of the Association will serve without remuneration.

(iii) The Officers of the Association will prepare and submit to the Board of Directors the annual budget of the Association.

### **6:05 Standing or Special Committees**

Standing or Special Committees of the Association may be established, and appointments of Chairpersons made or revoked by the Board of Directors with such powers and duties as the Board of Directors may designate.

The President is an ex-officio member of all Committees established by the Board. The Chairperson of a Standing or Special Committee has the responsibility of soliciting membership participation, chairing, and undertaking those tasks and actions necessary to undertake the designated duties of the Committee.

Written reports of the committee activities should be made to the Board of Directors.

#### **6:06 Duties of the Secretary**

(i) The Secretary will keep and maintain records of all facts and proceedings of all meetings of the Association meetings of the Board of Directors; meetings of Officers of the Association; a record of the membership and deal with all correspondence relating to the Association.

(ii) The Secretary will be the custodian of all books, papers, records, correspondence, contracts and other documents belonging to the Association excluding the current financial records of the Association.

(iii) The Secretary may notify Members of the dues or fees payable by them and, if they are not paid within sixty (60) days of the date of such notice, the Member in default will cease to be a Member in good standing. Upon payment of unpaid fees, the person may be readmitted to membership.

#### **6:07 Duties of the Treasurer**

(i) The Treasurer will keep all current financial records of the Association.

(ii) The Treasurer will promptly deposit funds to and maintain the monetary accounts of the Association at a financial institution covered by the Canada Deposit Insurance Corporation designated by the Board of Directors pursuant to By-law 6:08.

(iii) The Treasurer will promptly pay debts accrued by the Association.

(iv) The Treasurer will prepare financial statements for review or audit when requested by the Board of Directors and for the Annual General Meeting.

(v) The Treasurer will keep full and accurate accounts of all receipts and disbursements of the Association in proper books of account.

(vi) The Treasurer will render to the Board of Directors an account of all monetary transactions and indicate the financial position of the Association at each meeting of the Board of Directors.

#### **6:08 Administration and Signing Officers**

(i) All payments to the Association should be received and deposited by the Treasurer, or designate of the Board of Directors, and provide receipts.

(ii) Payment of debts accrued to the Association will be signed by the Treasurer and any one of the President, First Vice-President or Secretary and in their absence by a designate of the Board of Directors.

(iii) All expenditures of the Association will be authorized by the Board of Directors except that in exceptional circumstances, expenditures may be authorized by the signing officers who will report such circumstances to the first meeting of the Board of Directors after the authorization of such expenditures.

### **7:00 EXECUTION OF DOCUMENTS**

Legal documents on behalf of the Association will be signed by the President and any one of the Officers of the Association.

The Board of Directors, subject to the Constitution and By-laws of the Association, reserves the right as to the manner of the execution of the legal documents.

### **8:00 FINANCES**

#### **8:01 Fees**

The Association may levy and collect from its regular Members such fees as may from time to time be prescribed by the Board of Directors, and approved by an Annual General Meeting or Special General Meeting of Members, toward the cost of carrying on the business and affairs of the Association.

#### **8:02 Fiscal Year**

The fiscal year of the Association will end on the thirtieth (30) day of September each year.

### **8:03 Audit/Financial Review**

In advance of each Annual General Meeting the Board of Directors will appoint an auditor/financial reviewer to audit/review the accounts of the Association. The auditor/financial reviewer will hold office until the next Annual General Meeting and the Board of Directors may fill any vacancy in the office of an auditor/financial reviewer. The remuneration of the auditor/financial reviewer will be fixed by the Board of Directors. The auditor/financial reviewer will make an annual report to the Members. Auditing/financial reviewing can be performed by a committee of the Association (the "Audit Committee") consisting of a member(s) none of whom will be members of the Board of Directors.

### **8:04 Charity Policy**

While the Association does not have charities and charitable initiatives outlined in any of its Purposes (Article 2 – Association Constitution) such initiatives/requests do arise from time to time. For such requests, the Association will be limited to provide financial support within and for the community to those not-for-profit organizations to a limit of \$250.00/annum unless these have been budgeted in the budget presented to the Members at the previous Annual General Meeting (Article 5 (i)) (the "Budget").

### **8:5 Major Expenditures Not Budgeted**

In the event the Board of Directors wishes to expend funds for an initiative/item which is not provided in the Budget and exceeds \$1,000, the expenditure will require a two-thirds (2/3) majority approval (in person or electronically) of the then Board members.

## **9:00 POLITICAL STATUS OR ENDORSEMENTS**

The Association will not endorse or otherwise support or appear to support the candidature of any person with respect to municipal, provincial or federal political office unless so directed by a majority of the Members at a duly called General Annual Meeting.

Notwithstanding the foregoing, any Member of the Association has the right to publicly endorse or support any candidate of their choosing as long as their support does not imply endorsement or support by the Association due to their status within the administration of the Association.

## **10:00 INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHERS**

No members of the Board of Directors or Committee members will be liable for the acts, negligence or defaults of any other Officer for any loss, damage or misfortune whatever which may happen in the execution of the duties of his/her respective office or trust or in relation thereto unless the same will happen by or through his/her own willful act or through his/her own willful neglect or default.

Every Director, Officer or employee of the Association or any other person who has undertaken, or is about to undertake, any duties or perform any act or deed for or on behalf of the Association, or other person or entity associated with or controlled by it, and their heirs, executors, assigns and administrators and their estates and their effects respectively (the "indemnified"), will from time to time be indemnified and saved harmless out of the funds of the Association from and against:

**a)** all costs, charges and expenses whatsoever, subject to (b) below, which such indemnified sustains or incurs in or about any action, suit or proceeding which is brought, or which is threatened to be brought, commenced or prosecuted against such indemnified in respect of any act, deed, matter or thing whatsoever made, done or committed by such indemnified on behalf of the Association or any company or other person or entity associated with or controlled by the Association.

**b)** all other costs, charges and expenses which the indemnified incurs or sustains in or about or in relation to the matters giving rise to the claim for indemnity, except such costs, charges and expenses as are occasioned by the willful misconduct, willful neglect or willful default of the Indemnified.

Amended October 17, 2018