

WEST BARRHAVEN COMMUNITY ASSOCIATION

Constitution and By-laws

ARTICLE 1: MISSION

1.1 The mission of the West Barrhaven Community Association, hereinafter referred to as “the WBCA”, shall be to promote, advance and protect the community interests and quality of life for the residents of Barrhaven by:

Uniting homeowners and working towards achieving common goals;
Informing members of events, activities, and news that may impact our community;
Organizing social and recreational activities for and on behalf of the community;
Co-operating with other community organizations in the pursuit of common interests; and,
Accepting grants, donations, gifts, legacies and bequests in order to carry out the above objectives.

ARTICLE 2: BOUNDARY

2.1 The boundary of the WBCA, shall be inclusive of the residential community known as “Barrhaven”, located in Ottawa, Ontario. Such area shall be defined by its northern boundary being Fallowfield Road, it's eastern boundary following the VIA railway line from where it intersects Fallowfield and south along the Greenbank Road, to its southern boundary being the Jock River and its western boundary being Highway 416.

For the purposes of this Constitution, “Barrhaven” refers to the area inclusive of the community known as Barrhaven.

ARTICLE 3: STATUS

The WBCA is a voluntary organization representing the community as a whole and will refrain from representing individuals. Funds collected from community members are for the sole purpose of defraying expenses and expenditures made for the pursuit of the stated objectives.

The WBCA shall be non-profit and non-partisan.

The WBCA may raise funds to purchase items or services that will be used to benefit the community residents.

ARTICLE 4: MEMBERSHIP

4.1 WBCA membership is open to any individual who resides in the WBCA boundaries as defined in Article 2.1 and also any individual with legal ownership of residential or commercial property within Barrhaven. Please refer to Article 2 for a definition of Barrhaven. Non-residents, or those without a legal ownership of residential or commercial property, may hold membership at the discretion of the Board, but without voting privileges.

4.2 Annual membership dues shall be reviewed annually by the Board. The amount of dues and date shall be stated in the Standing Rules. Memberships are not transferable. Any household can have an unlimited number of members provided that each individual meets all the eligible criteria outlined in Article 4.

4.3 Memberships are valid for a one-year period beginning October 1 and ending September 30.

4.4 The amount of the annual membership fee shall be determined by the Executive.

4.5 Membership entitles that member to be eligible for nomination to an executive position, one vote on any matter raised and one vote for any election held at the Annual General Meeting.

4.6 All members are required to provide the following information to the WBCA:
first and last name
home address
home phone number
email address, if available

The above information will not be distributed.

ARTICLE 5: EXECUTIVE

5.1 The business of the WBCA shall be conducted by an Executive Committee, which shall be comprised of the following officers:

President
Vice President
Treasurer
Secretary
Past President (ex officio)
Directors as needed (to a max of four)

Maximum members on the Executive Committee at any one time will be nine.

5.2 The Executive Committee is the sole body empowered to act for the WBCA in all policy matters as decided at an AGM.

5.3 Officers shall be elected at the Annual General Meeting in accordance with articles 4.5 and 6.7. All terms will be for a period of two years from November 1, to October 31. For the first year, the terms for the President and Treasurer will be for the period of one year. As such, turnover of the Executive will be staggered into different years.

5.4 If an Executive or Director's office becomes vacant, the Executive Committee may appoint a willing WBCA member to serve until the next Annual General Meeting.

5.5 Not more than one WBCA member per household may serve on the Executive simultaneously.

5.6 Committees may be formed, as required from time to time, at the discretion of the Executive Committee. Committee chairs will normally be members of the Executive Committee but could also be other members.

5.7 Attempts will be made to solicit new Executive members from the community in order to provide wide representation and offer new residents the opportunity to serve. Regardless, there are no restrictions within the Constitution which will deny a member from being re-elected to the Executive Committee for multiple terms.

5.8 If a member fails to uphold the commitments of the office, at least five of the remaining Executive Officers/Directors are empowered to bring the position up for review at the next General Meeting.

5.9 Any member of the Executive Committee may make emergency rulings on any matter concerning the WBCA. These rulings must be communicated by email within 48 hours to all executive members and brought forth at the next Executive or General Meeting to keep the membership informed of all ongoing issues.

5.10 All Executive Officers/Directors, upon terminating their post, shall pass on to the Executive Committee, all paper, books, documents and monies belonging to the WBCA.

5.11 The Executive Committee of the WBCA shall serve without remuneration and no executive shall directly or indirectly receive any profit from his/her position. Members of the Executive Committee are entitled to be reimbursed for any reasonable expense incurred by him/her in the performance of his/her duties.

5.12 The Executive Committee are empowered to charge an entrance fee for any event hosted by the WBCA. For those events open to both members and

nonmembers, an additional levy will be charged for the admittance of any non-member. All fees and levies, or lack thereof, are at the discretion of the Executive.

5.13 The WBCA shall hold Directors' & Officers' Liability Insurance through the City of Ottawa's Insurance Program.

ARTICLE 6: MEETINGS OF THE MEMBERSHIP

6.1 The Annual General Meeting and Special General Meetings shall constitute the senior policy-making authority of the WBCA.

6.2 The Annual General Meeting will be held on any date during the month of October, at a place and time to be set by the incumbent Executive. The agenda shall be posted with a minimum of two weeks' notice on the WBCA website and include the presentation of the following matters for the discussion and approval by the members:

A summary of issues dealt with by the WBCA during the previous year;
A financial report by the Treasurer covering the previous fiscal year;
Discussion of some activities/issues in the upcoming year; and,
Election of members of the Executive Committee.

6.3 General Meetings shall be held on an ad hoc basis, as determined by the Executive.

6.4 The Executive shall meet with a minimum of two weeks' notice by email at a time, place and date that is convenient for a quorum of a majority of Executive members to discuss ongoing WBCA business.

6.5 Each member in attendance at any meeting shall be entitled to one vote on each issue raised. Votes may be cast by written proxy. To cast a vote by proxy, a WBCA member must present, in person or by email, his/her proxy to a member of the Executive prior to the start of the meeting. Any proxies that do not clearly outline that member's vote will be discarded upon review by at least 3 Executive Officers/Directors and not be counted during the voting process.

6.6 At all WBCA General Meetings, a majority vote of members present is required for the approval of ordinary business. Acceptable means of voting shall be by raising hands. Proxies, as stipulated in Article 6.5 shall also be included in the vote.

6.7 Each Executive Officer/Director is entitled to one vote. The Chairperson shall not vote on any matter before the meeting, except in the case of a tied vote.

6.8 A majority of the Executive present can defer any motions to a General or Special General Meeting.

6.9 Notice of the Annual General Meeting and of any other public meeting of the WBCA will be distributed by one or more of the following: email, flyers, posted announcements. All notifications will occur at least 14 days in advance of the meeting. No errors or omission, other than in the date, time and location, 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.

6.10 A quorum for any public meeting shall consist of a majority of the Executive in office.

6.11 A Special General Meeting of the WBCA shall be called by the Board of Directors upon being presented with a written request to do so, signed by at least 25 members or as required at the discretion of the Executive.

6.12 Members wishing to make presentations at the Annual General Meeting and/or Special General Meetings are encouraged to advise the Executive in advance on their intentions.

6.13 Minutes of the Annual General Meeting, Annual Treasurer=s Report, and all General Meetings shall be posted by the Executive within 7 days of any meeting. Members present at any meeting, and signed in, will have 14 days after the posting of WBCA minutes to submit corrective amendments to the Secretary in person, by letter or by email. These proposed corrective amendments shall be posted to the WBCA web site by the Secretary. If no comments are received on the proposed corrective amendments within a further 7 days they will be accepted as is.

ARTICLE 7: AMENDMENTS TO THE CONSTITUTION

7.1 Amendments to the Constitution of the WBCA shall be voted on at the Annual General Meeting, or any special meeting called for that purpose.

7.2 Notice of any proposed amendments shall be provided to the community and posted to the WBCA web site at least 14 days prior to such meeting.

7.3 Amendments to the Constitution require the approval of two-thirds (2/3) of those members present at the meeting.

ARTICLE 8: EXPENDITURES

8.1 The WBCA Executive is authorized to make expenditures on behalf of the WBCA.

8.2 The WBCA Executive is to review all non-budgeted expenses exceeding the amount specified in the Standing Rules and make recommendations to the membership regarding payment.

8.3 The President, Vice-President, and Treasurer shall have signing authority of the WBCA bank account. All cheques require the signature of two of three signatories.

ARTICLE 9: EXECUTIVE DUTIES

9.0 The Executive shall be responsible for the affairs of the WBCA as required between meetings of the Executive Committee and shall report the status and actions taken to the Executive Committee.

PRESIDENT

9.1.1 The President shall act as chief executive officer and spokesperson of the WBCA and represent the WBCA, as required, to the public, the media, different agencies and associations, and various levels of government.

9.1.2 The President shall chair at all General, Special and Executive meetings, ensuring that they are conducted in an orderly and efficient manner.

9.1.3 The President shall be charged with the management of the affairs and operations of the WBCA and also may correspond and receive correspondence on behalf of the WBCA.

VICE-PRESIDENT

9.2.1 The Vice-President shall replace the President and carry out the President's function's in his/her absence or at his/her request.

9.2.2 The Vice-President shall perform other duties and functions, which the President may assign or request.

SECRETARY

9.3.1 The Secretary shall keep official minutes of the WBCA meetings and provide copies and distribute minutes at all meetings. Minutes of all general meetings shall be posted to the WBCA web site within 7 days of the meeting.

9.3.2 The Secretary shall act as presiding officer when both the President and Vice- President are absent.

TREASURER

9.4.1 The Treasurer shall collect all membership fees and any other monies on behalf of the WBCA and deposit said monies in a chartered bank in the name of the WBCA.

9.4.2 The Treasurer shall report at General and Executive meetings the state of finances of the WBCA.

9.4.3 The Treasurer shall sign cheques, along with the President or the VicePresident, issue petty cash and pay any bills authorized by the Executive. Two signatures are required for all payments.

9.4.4 The Treasurer shall prepare, each year, a financial report showing the state of the WBCA=s finances for presentation at the Annual General Meeting. The Treasurer=s Annual Report shall be posted at least 14 days prior to the Annual General Meeting. At the request of the Executive Committee, the Treasurer will prepare an interim financial report whenever so requested.

9.4.5 The Treasurer shall keep a full account of all receipts and disbursements of WBCA funds in books belonging to the WBCA.

9.4.6 Upon request, the Treasurer shall make available all books and records of the WBCA to any member of the Executive Committee.

DIRECTORS AT LARGE

9.5.1 The Directors at Large shall help manage the affairs of the Association and report thereon at the next Meeting. They may chair subcommittees or be contact persons for specific groups within the Community.

PAST PRESIDENT

9.6.1 The Past-President shall provide guidance, knowledge and support to the WBCA Executive.

ARTICLE 10: NOMINATING COMMITTEE

10.1 Annually, the Board shall appoint a Nominating Committee, normally composed of an Executive member and two other voting members whom do not intend to stand for Office. It is the responsibility of the Nominating Committee to call for nominations and to ensure that at least one candidate has agreed to stand for each elective position, and to conduct the election of the Officers and Board at the next Annual General Meeting. Nominations should be posted to the WBCA web site at least 14 days in advance of the Annual General Meeting.

ARTICLE 11: DISSOLUTION OF THE ASSOCIATION

11.1 The WBCA may be dissolved with the will of the membership or due to lack of interest. A final meeting of the WBCA will be held to effectuate the dissolution. Notification of intent to dissolve the WBCA must be posted to the WBCA web site, by email distribution, and notice to the city councillor at least 30 days in advance of a meeting to dissolve the WBCA.

11.2 In the event of dissolution of the WBCA, all liquid assets which remain after payment of liabilities shall be distributed to a charitable organization as dictated by the WBCA members. The treatment of any other items, such as capital assets, will be determined during the final meeting.

ARTICLE 12: COMING INTO FORCE

12.1 This Constitution came into force upon adoption by an Annual General Meeting at _____, Ottawa, Ontario, on the ____ day of _____, 200_.

WEST BARRHAVEN COMMUNITY ASSOCIATION STANDING RULES

Article 1 - Membership Dues

Membership renewals will only be accepted from “members in good standing” in the current year. “Members in good standing” is defined in the “Membership Guidelines” provided to each General Member with their application for Membership Renewal.

General Membership dues shall be free for the calendar year effective 2007. All membership renewals for the next year are to be received by September 30th of the current year.

Article 2 - Fiscal Year

The financial records of the WBCA shall be kept on a calendar year basis, from November 1 to October 31.

Article 3 - Frequency of Meetings

General Meetings of the WBCA shall be held on an ad hoc basis, as determined by the Executive, normally on the second (2nd) Thursday of the month.

Article 4 - By-laws

Every three (3) years (beginning 2007), the President will appoint a committee of not less than two members in good standing to review By-laws and Standing Rules. This committee shall recommend revisions and/or additions to the Executive Board, then to the membership for vote.

Article 5 - Amendment

These standing rules may be amended by a majority of the voters at any meeting at which there is a quorum.

Article 6 - Financial Expense Ceiling

The non-budgeted expense ceiling reference in Article 8.2 of the By-laws is \$1,000.00.

Article 7 - Operating Language

The operating language of the organization shall be English.

These Standing Rules were adopted and came into force at a General Meeting of members held _____ 2007