

## BY - LAW NO. 1

A By-law relating generally to the conduct of the business and affairs of

# Cherry Park Neighbourhood Association

BE IT ENACTED as a By-law of the **Cherry Park Neighbourhood Association** as follows:

### ARTICLE 1 INTERPRETATION

- 1.1 In this By-Law, including this clause, unless the context or subject matter requires a different meaning:
- (a) “Act” means the *Corporations Act* of Ontario;
  - (b) “Association” means the “Cherry Park Neighbourhood Association”;
  - (c) “Board” means the Board of Directors of the Association;
  - (d) “By-Law” means this By-Law and all other By-Laws of the Association from time to time in force and effect;
  - (e) “Cherry Park Community Area” is geographically defined by the boundaries of Victoria St., King St., Belmont Ave. and the Kitchener - Waterloo boundary;
  - (f) “Director” means a member of the Board of Directors;
  - (g) “Officer” means the President, Secretary and Treasurer, each of whom shall be a Director and who shall be elected by the Voting Members pursuant to this By-law and such other officers as may be appointed by the Board to fulfil those functions set out in this By-law or as are prescribed by the Board;
  - (h) “Special Resolution” means a resolution passed by not less than two thirds (2/3) of such Members entitled to vote as are present in person at a General Meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given;
- 1.2 Words importing the singular number include the plural and vice versa, words importing the masculine gender include the feminine gender and words importing persons include firms and corporations and vice versa;

- 1.3 The headings used throughout this By-Law are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions of this By-Law nor to be deemed in any way to qualify, modify or explain the effect of any such terms or provisions.

**ARTICLE 2**  
**OBJECTS OF THE ASSOCIATION**

- 2.1 The objects of the Association shall be:
- (a) To strive toward friendly community spirit and positive environment.
  - (b) To foster a safe, healthy and vibrant community.
  - (c) To encourage the participation of all residents of the Cherry Park Community Area
  - (d) Representing the interests of the Cherry Park Community Area residents concerning proposed or planned changes affecting those residents;
  - (e) Providing recreational, social programs and events, and informal training on a non-profit basis, to the residents of the Cherry Park Community Area;
  - (f) Acting as a liaison with the Council of the City of Kitchener regarding the needs and concerns of the Cherry Park Community Area residents;
  - (g) Cooperating and coordinating with other groups or organizations in the Cherry Park Community Area;
  - (h) To provide an open forum for members to voice opinions on community concerns in a supportive and impartial manner;
  - (i) To be non-denominational and non-partisan;
  - (j) To abide by the City of Kitchener Affiliation policies as they relate to Neighbourhood Associations.
- 2.2 The Association shall be carried on without the purpose of financial gain for its Members and any profits or other accretions to the Association shall be used in promoting its objects.

**ARTICLE 3  
HEAD OFFICE**

- 3.1 The Head Office of the Association shall be at such location in the Cherry Park Community Area, in the City of Kitchener, as the Directors may from time to time determine.

**ARTICLE 4  
MEMBERSHIP**

- 4.1 There shall be the following classes of Membership in the Association:

Voting Members

Subject to section 4.5 hereof, the following shall be Voting Members of the Association:

- Directors of the Association.
- Residents, property owners or business operators of the Cherry Park Community Area, who have attained the age of 18 and who have registered with the Association as Voting Members.
- (iii) Non-Residents in the Cherry Park Community Area, who are active volunteers in the services and programs of the Association and have requested and registered for membership.

Voting Members shall be entitled to vote at all meetings of the Members of the Association.

- 4.2 Voting Members attending meetings of the Members shall be recorded in a Membership Registry of the Association to be kept by the Secretary.
- 4.3 Right to Vote: Subject to section 5.5 hereof, Voting Members shall be entitled to one vote on each question arising at any Special, Annual or General meeting of the Association.
- 4.4 Termination of Membership: A Member may resign by resignation in writing.
- A Member's membership shall automatically terminate in the event the Member is no longer qualified or eligible to be a Member in accordance with these By-laws.
- 4.5 Membership in the Association shall be non-transferable.

- 4.6 For the limited purposes of section 96.1 of the Act (and section 76 of the Ontario *Not for Profit Corporations Act 2010*), only the Directors of the Corporation shall be entitled to consent to or vote in favour of waiving the requirement that the Corporation appoint an auditor.

## **ARTICLE 5 MEMBERS' MEETINGS**

- 5.1 As soon as practicable after the incorporation of the Association, the Association shall hold its first meeting of Members, at which:
- (a) it is intended this By-law be confirmed, as a By-law of the Association;
  - (b) the Board of Directors of the Association shall be elected in accordance with this By-law;
  - (c) the President, Treasurer and Secretary of the Association shall be elected.
  - (d) The Auditors of the Association shall be appointed, if required.
- 5.2 Annual Meeting: The Association shall hold its first annual meeting of its Members not later than 15 months after the date of incorporation, and thereafter it shall hold annual meetings of its Members not later than 15 months after the holding of its last preceding annual meeting, at such time and place as determined by resolution of the Board.
- The business of the Annual Meeting shall be:
- (a) to receive and consider the minutes of the previous Annual Meeting and any previous Special Meetings and business arising there from;
  - (b) to receive the annual report, financial statements, and Treasurer's Report;
  - (c) to receive the proposed budget for the upcoming fiscal year;
  - (d) to elect the Board and the President, Treasurer and Secretary;
  - (e) to appoint the Auditors, if required;
  - (f) to deal with any other matter specified in the notice of the Meeting.
- 5.3 General Meetings: The Board may at any time call a general meeting of Members for the transaction of any business, the general nature of which is specified in the notice calling the meeting. The Board shall call a general meeting of the Members when requisitioned

to do so in accordance with the Act.

5.4 Notice: Notice of every annual, or general meeting of the Members of the Association may be given to the Members by publishing same in the local newspaper, or by publishing same in a newsletter of the Association, or by delivering written to the last known address of the Voting Members, or by sending by e-mail or other electronic means notice to the electronic address of each of the Voting Members, no less than ten (10) days prior to the meeting.

5.5 Quorum: At any annual or other meeting of the Members of the Association, three (3) Board Members must be present in person, of which two (2) shall be Officers to form a quorum.

5.6 Attendance at Meetings and Voting:

(a) Members' Meetings shall be open to the public. Only Voting Members of the Association are entitled at meetings of the Members of the Association to vote.

Subject to the Act and this By-law, every motion submitted at a Members' meeting, shall be decided by a majority of votes. In the case of an equality of votes at any general meeting of the Association, the motion shall be defeated.

A declaration by the Chair of the Meeting that a resolution has been carried or lost, shall be conclusive evidence of the fact.

Every motion shall be decided by a show of hands, unless a poll is demanded. If a poll is demanded, such poll shall be taken in such manner as the Chair of the Meeting directs.

(e) At any meeting of Members a proxy-holder duly and sufficiently appointed by a Voting Member shall be entitled to exercise, subject to any restrictions expressed in the instrument appointing such person, the same voting rights that the Voting Member appointing the proxy-holder would be entitled to exercise if present at the meeting. A proxy-holder need not be a member. An instrument appointing a proxy shall be in writing and shall be deposited with the Secretary of the Corporation prior to the commencement of the Meeting at which the proxy is to be exercised.

(f) Amendments to these By-laws shall require the approval of 2/3rds of the votes cast at a meeting of the Members at which such amendments are being considered, before becoming effective.

## **ARTICLE 6 DIRECTORS**

6.1 The affairs of the Association shall be managed by the Board of Directors of no less than three (3) and no more than nine (9) directors, who, in addition to all the powers and authority which are by this By-Law expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by Directors under the Act.

6.2 Qualifications of Directors:

A Director shall be eighteen (18) or more years of age, and be a resident of the Province of Ontario.

Directors shall be residents of the Cherry Park Community Area.

No undischarged bankrupt shall be a Director.

No employee or paid contractor with the Association is eligible to be a director.

6.3 Nomination:

Two months prior to the annual general meeting at which directors are to be elected or re-elected, the Secretary of the Association will ask each sitting director if he or she is will be seeking re-election; and the Secretary will give notice to the Voting Members of the upcoming Annual General Meeting and request nominations for persons seeking election to the Board.

- (b) The Board shall annually appoint a Nomination Committee consisting of no less than two members. Members of the Nomination Committee shall have such qualifications as the Board determines from time to time. The Nomination Committee will also seek candidates for election to the Board.
- (c) Nominations must include the position for which the candidate is seeking election, the phone number of the nominee and the name and phone number of the nominator. Persons can also nominate themselves.
- (d) No less than 30 days prior to each annual general meeting of the Members, the Nomination Committee shall compile a list of qualified nominees for election to the Board, having regard to the provisions of this By-law and the Terms of Reference of the Nomination Committee, as set by the Board from time to time. To qualify, a nominee must have the qualifications set out in this By-law and have confirmed that he or she is willing to stand for election. The list of such nominees

shall be submitted to the Members together with the formal notice of the annual general meeting.

- (e) Any Voting Member may nominate a candidate for election to the Board. Nominations must be submitted to the Secretary at least three days before the annual meeting, in order for the committee to confirm the nominee's willingness to serve. Any nomination that cannot be confirmed will be invalid.
- (f) Nominations can be received from the floor at the Annual Meeting, provided the nominee is present at the meeting and confirms that he or she is willing to stand for election.
- (g). A person may be nominated for more than one position and may let their name stand for more than one position. They may not be elected to more than one position.

#### 6.4 Election of Directors:

- (a) The election will be Chaired by one of the members of the nominating committee who is not seeking election.
- (b) Prior to the election, the Chair of the election will ask if there are any nominations from the floor for each position before proceeding to the election.
- (c) The election of the following officers will be held before any election of directors that will not hold one of the following offices: The election for president will be held first; the treasurer – second; and the secretary – third. Once an individual is elected to a position, he or she is no longer eligible to be elected to another position.
- (d) If there is only one person seeking election to an office or other available position on the Board, he or she shall be declared acclaimed to the position.
- (e) The Election shall be by ballot or by show of hands.
- (f) The winner must have a majority of the votes. If there are multiple candidates and a winner is not declared on the first ballot, there will be a second ballot with the candidate having the fewest votes on the first ballot removed from the list (and so on, until one candidate achieves a majority). The number of votes each candidate receives will not be announced, but their names will be announced with the candidate with the most votes first and so on down the list.
- (g) All ballots will be destroyed at the end of the election.

- (h) A Director may be removed from office by resolution of the Members passed in the manner prescribed by the Act.

6.5 Vacation of Office:

The office of Director shall be vacated if such Director:

- (a) resigns his/her office by notice in writing to the Association;  
  
misses three consecutive meetings of the Board without informing the President with an acceptable reason, unless the Board directs otherwise;
- (c) fails to continue to hold the qualifications set out in Article 6.2.  
  
the director is removed from office pursuant to section 6.4(h ).

So long as a quorum remains, the Board may appoint any qualified person to fill a vacancy on the Board, howsoever caused, to hold office for the unexpired term of a person who ceased to be a Director.

- 6.6 An elected Councillor of the City of Kitchener and a member of the City of Kitchener Staff, as well as such other persons as the Board may from time to time designate, shall be ex-officio members of the Board, as considered appropriate by the Board. For the purposes of this By-law and the Association "ex-officio" shall mean that such persons shall be entitled to notice of and to attend meetings of the Board, subject always to the right of the Board to request that any ex-officio member absent him or herself from any meeting or part of a meeting of the Board, but they shall not be entitled to a vote.

**ARTICLE 7  
MEETINGS OF DIRECTORS**

- 7.1. A majority of the Board shall constitute a quorum for any meeting of Directors.
- 7.2 A meeting of the Board at which a quorum is present is competent to exercise all or any of the authorities and powers vested in or exercisable by the Board.
- 7.3 Questions arising at any meeting of the Board shall be decided by a simple majority of votes. In the case of an equality of votes, the question is defeated. A Director disagreeing with the majority at a meeting may have his dissent recorded with the reasons therefor.
- 7.4 The Board shall meet at minimum bimonthly from September to June on a regular



meeting date that is to be determined by the Board. Special Board Meetings may be called by the President or at the written request of any two (2) Directors. A meeting of the Board may be called on 48 hours notice, given verbally or in writing by means of telephone, facsimile, e-mail or any other means of communication.

- 7.5 A resolution signed by all Directors, shall be as valid and effectual as if it has been passed at a meeting of the Board duly called and constituted.
- 7.6 Voting Members may request the opportunity to attend Board Meetings to address a particular matter relating to the Association, so long as the Voting Member has given to the President of the Association written notice no less than seven (7) days in advance of the Board Meeting, setting out in detail the matter to be addressed. The President of the Association shall send or cause to be sent to the Voting Member who has requested an opportunity to attend a Board Meeting written confirmation of the date and time of the Board Meeting that the Voting Member may attend. The Board limit the time for such addresses by a Voting Member.
- 7.7. Directors must disclose any conflict of interest and refrain from discussion unless requested to participate by a majority of the remaining directors, and voting. The Board may also deem a director as having a conflict of interest by 2/3 vote of the Board members present.

## **ARTICLE 8 OFFICERS**

- 8.1 The President, Treasurer and Secretary shall be elected by the Members of the Association at the Annual General Meeting.
- 8.2 The Board of Directors shall appoint such other officers as they deem appropriate from time to time. The term of office of Officers shall be one (1) year. In default of such appointment, the then incumbents shall hold office until their successors are appointed.
- 8.3 The Board may remove at its pleasure any officer appointed by it. Any officer elected by the Members of the Association may be removed by the Members.
- 8.4 Any one person may hold more than one office; provided that those persons elected as President, Treasurer and Secretary shall not hold any other office at the same time.
- 8.5 Duties of Officers: Subject to the terms hereof and the Act, the Board may specify the duties of the Officers and delegate to such Officers powers to manage the business and affairs of the Association. In addition to such duties as may be specified by the Board, or the Act, the following officers shall have those duties referred to in the schedule to this By-law.

**ARTICLE 9  
COMMITTEES OF THE BOARD**

- 9.1 The Board shall establish the following Committees as standing Committees, each of which shall be chaired by a Director:

Special Events Committee, the terms of reference of which shall be:

1. Promotes and produces Association sanctioned events
2. Works in conjunction with the Board to budget and seek sponsorships and grants as appropriate to best serve the interests of the association.
3. Serve the community by engaging them in several public events every year that are free or generally affordable to attend.

Public Safety Committee, the terms of reference of which shall be:

1. To foster a safe and caring community through the promotion of:
  - the Neighbourhood Watch Program;
  - the walking Group;
  - articles in the Newsletter
  - and other programs as may be appropriate

Cherry Festival Committee, the terms of reference of which shall be:

1. Promote and produce the annual Cherry Festival as a diverse and inclusive event
2. Works in conjunction with the Board to budget and seek sponsorships and grants as appropriate to best serve the interests of the association and the community at large.

Public Art Committee, the terms of reference of which shall be:

1. Advocates for public art in the neighbourhood and promotes awareness of the the importance of public art
2. Consults with the neighbourhood on public art projects
3. Oversees the implementation of public art in the neighbourhood which beautifies the community and contributes to a sense of community identity and pride
4. Collaborates with the City of Kitchener, associations, schools and the business community to further the work of the public art committee

Community Garden Committee, the terms of reference of which shall be:

1. To create and maintain community garden space for the growing of food
2. To encourage and educate people in the creation and maintenance of private gardens to produce local food.

Flower Garden Committee, the terms of reference of which shall be:

1. To beautify the neighbourhood through the creation and maintenance of public flower gardens
  2. To encourage and educate people in the creation and maintenance of private flower gardens.
  3. To encourage and increase the knowledge and appreciation of flowers and other plants in the neighbourhood
- 9.2 The Board may establish such other Committees as it deems appropriate from time to time, the functions and terms of reference of which shall be as determined by the Board from time to time. The Board shall appoint a Chair of each such Committee, who shall be a director.
- 9.3 The Chair of a Committee may be removed from such position by majority vote of the Board.
- 9.4 The Chair of each Committee shall:
- (a) have the authority to appoint volunteers to the committee, and be responsible for advertising open positions on the committee as necessary.
  - (b) have meetings called and notices (oral or written) distributed, and shall prepare a meeting agenda.
  - (c) chair meetings, have brief minutes of each meeting taken and prepared in writing, and maintain a committee file to be kept for the Association records, and may be asked to present a written report at the Annual General Meeting.
  - (d) be responsible for ensuring that committee members execute their duties.

## **ARTICLE 10 PROTECTION OF DIRECTORS AND OFFICERS**

- 10.1 Limitation of Liability: No Director or Officer or Past Director or Past Officer of the Association shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer, or for joining in any receipt or other act or for any loss or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by, for or on behalf of, the Association, or for the insufficiency or deficiency of any security in, or upon which, any of the moneys of the Association shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or wrongful act of any person with whom any of the moneys, securities or effects of the Association shall be deposited, or for any loss occasioned by any error of judgement or oversight on his or her part, or for any other loss, or oversight on his or her part, or for any other loss, damage or

misfortune whatsoever which shall happen in the execution of the duties of his or her office or in relation thereto unless the same shall happen through his own neglect or default provided nothing herein shall relieve any Director or Officer, or past Director or Officer for any breach of duty to act in accordance with the Act.

- 10.2 Indemnity of Directors and Officers: Every Director, Officer, Past Director, Past Officer of the Association and his personal representatives, heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Association from and against:

all costs, charges and expenses whatsoever that he sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office; and

- (b) all other costs, charges and expenses that he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses that are occasioned by his own wilful neglect or default.

- 10.3 Liability Insurance: The Association shall purchase and maintain such insurance for the benefit of its Directors and Officers as such, as the Board may from time to time determine.

## **ARTICLE 11 BOOKS AND RECORDS**

- 11.1 The Board shall cause minutes to be made in books provided for that purpose:

- (a) of all appointments of Officers made by the Board;

of the names of the Board present at each meeting of the Board and of any Committees; and

of all resolutions and proceedings of all General Meetings, meetings of the Board and any Committees.

- (d) a register of all Members.

- 11.2 The books and records of the Association shall be open to the inspection of any Director at any reasonable time. Members shall only be entitled to inspect those books and records provided for in the Act.

**ARTICLE 12  
EXECUTION OF DOCUMENTS**

- 12.1 Any two of the President, Secretary, Treasurer or such other director or directors as are designated by the Board from time to time are hereby authorized and shall have power to execute and deliver deeds, mortgages, leases or other documents whatsoever requisite or expedient to be executed on behalf of the Association.

**ARTICLE 13  
BANK AND BANKING**

- 13.1 The Bank of the Association shall be such bank or financial institution as the Board may from time to time appoint.
- 13.2 All monies received by the Association shall be deposited forthwith in the name of the Association in such bank as is appointed by the Board.
- 13.3 All cheques, drafts, withdrawals from the Association's Bank Account(s) and orders for payment of money, and all notes and acceptances and bills of exchange, shall be signed or authorized by any two of the President, the Treasurer and such other persons as the Board may from time to time designate.

**ARTICLE 14  
YEAR END**

- 14.1 The fiscal year end of the Association shall be the 31<sup>st</sup> day of December.

**ARTICLE 15  
INVESTMENTS**

- 15.1 The Association shall invest its funds in any securities and other investments in which, under applicable legislation, the Association may invest its funds.
- 15.2 The Board shall formulate instructions for the investment of the funds of the Association and may from time to time consider and revise same. Full particulars of all purchases, sales and transfers of securities shall be reported to the next meeting of the Board.

Next page – Article 16

**ARTICLE 16**  
**AMENDMENTS TO BY-LAW**

16.1 Any proposed amendments to these By-laws must be submitted in writing to the Secretary at least thirty (30) days in advance of any General Meeting of the Association at which such amendments are to be considered. Such amendments will require approval of two-thirds of the Voting Members present at such General Meeting. .

PASSED this \_\_\_\_\_ day of \_\_\_\_\_, 2015

\_\_\_\_\_  
President:

\_\_\_\_\_  
Secretary: