

OVERBROOK COMMUNITY ASSOCIATION

CONSTITUTION & BYLAWS

November 2011

1. NAME AND NATURE

The name of the Association shall be the Overbrook Community Association (formerly known as the Community Council of Overbrook), hereinafter referred to as the Association. The Association shall remain independent of political affiliations and shall be organized and carry out its purpose according to this Constitution & Bylaws, without financial gain for any of its members.

2. COMMUNITY BOUNDARIES

The area served by the Association shall be that part of the City of Ottawa known as Overbrook. The boundaries are: to the north, the boundary between the former cities of Ottawa and Vanier; to the east St. Laurent Boulevard; to the South the Queensway; and to the west the Rideau River.

3. PURPOSES AND OBJECTIVES

- A) To provide a forum for discussion of issues, and as far as possible, to reach consensus in the best interests of the community.
- B) To facilitate communication and co-operation between residents and local government, established community groups, and businesses, in order to support community goals and community well being.
- C) To inform residents and businesses within Overbrook about community issues and activities.
- D) To encourage residents and businesses within Overbrook to initiate projects that may improve the physical and social environment of our community.
- E) To encourage the participation of local businesses, residents, and organizations, in community activities.

4. ASSOCIATION MEMBERSHIP

Individual membership in the Association shall be open to any person who resides in Overbrook. Members shall register with the Association at the Annual General Meeting (AGM) or throughout the year, and may: vote at all Board meetings; be a candidate for committees authorized by the Board; and, if over 18 years of age, be a candidate for the Board of Directors (hereinafter referred to as the Board). Members shall be asked to provide the Association with a financial donation on a sliding scale. Donations are voluntary.

Non-voting memberships shall be available to any person who has an interest in our community. Non-voting members are restricted from holding positions on the Board of Directors or as Committee Chairs.

Members' donations shall be used for administrative costs of the Association.

5. HONORARY MEMBERS OF THE ASSOCIATION

Elected officials of the federal, provincial, and municipal governments, who represent the residents of Overbrook, shall be honorary members of the Association. The Board of Directors may appoint other individuals as members of the Association as they see fit. Community groups and community service organizations may also have one representative as an honorary member. Honorary members have no voting privilege.

6. BOARD OF ELECTED DIRECTORS

The affairs of the Association shall be managed by a Board of Directors. These Directors shall be elected by members of the Association at each AGM. The Board shall consist of 7 to 12 registered Association members. Four of these Directors shall be the Executive Officers, holding the individual offices of President, Vice-President, Secretary and Treasurer. All Directors shall hold office until the next AGM or until their successors are elected or appointed in their stead.

A) BOARD MEETINGS

The Board shall meet at least 6 times per year. In addition, they may also meet at any other mutually acceptable time to transact the business of the Association. All community residents are invited to attend Board meetings and, when recognized by the chairperson, address the meeting. The meetings will normally be held at the Overbrook Community Centre. The Board shall post, at the Overbrook

Community Centre and on its website, a notice of all meeting dates, at least 7 days before each meeting. Quorum for meetings shall be half of the Directors with a minimum of one Executive Officer. Minutes shall be kept of every meeting and once minutes are approved by the Board and duly signed by the President and Secretary, they shall be kept as a permanent record of the Board.

B) DUTIES OF DIRECTORS

- i) The duties of **ALL DIRECTORS** shall be to assist in the work of the Board and the Association.
- ii) Directors who miss three consecutive Board meetings without offering regrets shall forfeit their position.

C) DUTIES OF EXECUTIVE OFFICERS

- i) The **PRESIDENT** shall:
 - 1. Supervise the affairs of the Board.
 - 2. Chair any Board, Special, or AGM, or arrange for an alternate Executive Officer to chair any meeting if the Vice-President is unavailable as well. The President shall also provide an agenda for any of these meetings.
 - 3. Act as official spokesperson of the Association, except when another Director is designated by the President to act as spokesperson.
 - 4. Present a report on the activities of the Board and the Association at the AGM.
 - 5. Co-sign all minutes and official documents, along with one other designated Executive Officer.
- ii) The **VICE-PRESIDENT** shall:
 - 1. Perform the duties of the President on those occasions when the President is absent or incapacitated.
 - 2. Perform such duties as are, from time to time, prescribed by the Board, such as (but not limited to) representing the Association or Board at meetings with other organizations.
- iii) The **SECRETARY** shall:
 - 1. Prepare the minutes of all meetings, and provide draft copies to all Directors. After approval by the Board, the minutes of each Board meeting shall be signed by the President and Secretary and shall be kept as a permanent record.
 - 2. Keep up-to-date on Association memberships in co-operation with the Treasurer.
 - 3. Receive correspondence on behalf of the Board and the Association.
 - 4. Maintain a record of Committee members, chairs, and the progress of committee activities.
- iv) The **TREASURER** shall:
 - 1. Maintain an accurate, up-to-date record of Association membership donations received.
 - 2. Maintain an accurate record of any monies received.
 - 3. Establish and maintain an account at a bank or trust company for the Association.
 - 4. Co-sign, along with either the President or Vice-President, all cheques and financial transactions requiring signatures..
 - 5. Maintain an accurate record of expenditures and ensure that any payment authorized by the Board is made in a timely manner.
 - 6. Prepare, as required, a financial statement for the information of the Board.
 - 7. Prepare a proposed budget for the subsequent year, to be presented to a Board Meeting for their approval 30 days prior to the AGM.
 - 8. Prepare, for the Board's approval, annual financial statements of funds received and expenditures made.
 - 9. Approved statements will then be presented to the Association at the AGM

D) VACANCIES

If a member of the Board resigns by delivering a written resignation to the Secretary or President; or becomes incapacitated, the remaining Directors may appoint any regular member to the Board who is willing to serve and fill the vacancy until the next AGM.

7. FINANCIAL MANAGEMENT AND FUNDRAISING

- A) The Association shall not incur debts, nor loan funds.
- B) The Treasurer shall have discretionary authority for any Association expenditures under \$50.00. All expenditures more than \$50.00 must be authorized by at least 3 Executive Officers. Any expenditures of over \$100.00 must be authorized in advance by a motion passed by the Board.
- C) No Director shall be paid a fee for services.
- D) Administrative expenses with receipts will be reimbursed, as per 7B) above.

- E) The Board may raise or receive funds in contemplation of pursuing the purposes and objectives of the Association set out in Section 3, Purposes & Objectives.

8. COMMITTEES

The Board shall provide a Director Liaison to all committees to assist them in developing and carrying out their mandate.

A) AD HOC COMMITTEES

To help promote the participation of Association members in activities that support the purpose of the Association and improve community well being, Association members are encouraged to propose to the Board the formation and mandate of committees on which they are willing to serve. Ad hoc committees will elect a Chair who will keep the Director Liaison informed of the committee's progress.

B) STANDING COMMITTEES

- i. The Association may propose Standing Committees. An approved motion is required for a Standing Committee to be formed.
- ii. Each Standing Committee shall have a Chair who reports to their Director Liaison; Association members may also sit on these committees. The President or Vice-President shall be ex-officio members of all Standing Committees.
- iii. The Chair or Director Liaison shall present a report at each Board meeting.

9. ANNUAL GENERAL MEETING

- A) The Association shall hold an Annual General Meeting (AGM), no later than November 30.
- B) Notice of the AGM will be posted at the Community Centre and delivered to Association members at least 14 days before the meeting. For the purpose of sending notice to members, the contact information shall be the last contact information on record with the Association.
- C) The AGM shall include at least the following items, to be listed on the agenda: President's report of the Board's and the Association's activities; the Treasurer's report; nominations and election of Directors; and a discussion period for members to ask questions, raise concerns or propose ideas.
- D) Registration of members will take place beginning 30 minutes before the AGM..
- E) Quorum for the AGM shall be the ratio of 3:1 Association members:Directors plus one

10. RULES GOVERNING ELECTIONS

- A) Only registered Association members may be nominated.
- B) No Association members shall nominate themselves.
- C) Every nomination must be accepted before being seconded.
- D) Nominations will only be accepted from the floor.
- E) Voting, if required, shall be by show of hands.
- F) Proxies are prohibited.
- G) Elections shall be for 4 Executive Officers and up to 8 Directors to a maximum of 12.
- H) If insufficient nominations are received, the newly elected Board may, at their discretion, fill vacant positions with Directors or registered Association members.

11. SPECIAL MEETINGS

A Special Meeting may be held whenever Board or Association members have a reason to hold such a meeting.

- A) If Association members propose such a meeting, they must deliver a written notice to the Board, supported by at least 5 members, specifying the reason for the Special Meeting.
- B) Advance notice of 7 days is required, unless approval is given by 3 Directors of the Board. The notice will be communicated to Association members. One Director must be present at such a meeting..
- C) Quorum shall not be required for a Special Meeting.

12. CONSTITUTIONAL AMENDMENTS

- A) Any proposed amendment must be submitted in writing to the Board, signed by the proposer and 2 other members. The Board may also propose amendments.
- B) The Board may enact special resolutions to govern the Association until such time as the proposed amendments have been ratified at the next AGM.
- C) Advance notice of 14 days, including a statement of proposed amendment(s), must be delivered to all members.
- D) All Constitutional amendments (except clerical errors) must be ratified at an AGM. For an amendment to be passed, fifty percent (50%) plus one of the registered Association members present at the meeting must vote in favour of each amendment. Unless registered Association member objects, amendments may be grouped for voting purposes.

Dated at Ottawa, this ____ day of _____, in the year 2011.

Signed:

Sheila Perry, President

Susan Giles, Secretary