

# AILEEN-WILLOWBROOK RESIDENTS' ASSOCIATION

A Registered Ratepayer & Community Association on the official registry of the City of Markham

## CONSTITUTION

(As amended January 22nd, 2024)

### Article I Organization Name

On March 1, 2023, what used to be known as the AILEEN-WILLOWBROOK RESIDENTS' ASSOCIATION, was incorporated as a not-for-profit corporation and became the AILEEN-WILLOWBROOK RESIDENTS ASSOCIATION INC. (AWRA), corporate # 1000421451 without charitable status.

### Article II Purpose

AWRA was set up to independently represent the best interests of the residents within the Aileen-Willowbrook catchment area (defined under article III). This includes keeping members informed of issues and betterment programs that will impact this area, and of the meetings and lobbying AWRA does with Markham City Council, the Regional, Provincial and Federal Governments, and other influential Groups to bring about changes and improvements.

### Article III Geographic Boundaries

The AWRA catchment area is bounded by Bayview Ave. on the west and the railway tracks on the south. The east side is bounded by the German Mills Creek that flows through Maple Valley Park, and by the south side of Hwy. 407 in the north.

### Article IV Membership

1. Membership to AWRA shall be on a household basis, with one household constituting one Membership.
2. Households must have at least one person over the age of 18.
3. There shall be voting members and non-voting members
  - a. Voting members must have a permanent residence within the AWRA boundaries.
  - b. Non-voting members have a permanent residence in a property they own that is located within Markham/Thornhill but outside of AWRA boundaries, or
  - c. Non-voting members are property owners within the AWRA boundaries who however have permanent residence outside of AWRA boundaries.
4. There will be a minimum of 10 voting members in order for AWRA to be viable.
5. Membership in AWRA is on a volunteer basis, without financial compensation, inclusive of Officers and General Membership.

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6. All members must pay a non-diminishing annual membership fee, as determined by the Executive Officers, independent of when the person becomes a member.
7. Termination of membership in AWRA is decided by the Executive, based on the following terms...
  - For renewals, if annual dues are not paid within 90 days of the start of the new year
  - If any of the terms of the Bylaws within the Constitution are broken
  - The member is abusive (verbally or physically) towards Officers or other members
  - If they are causing harm to AWRA or its functioning, by their actions

## **Article V Appointment of Officers**

1. Officers shall comprise a Board of 3-7 Directors (Executives), who at the least are the President, Secretary and Treasurer. In addition, officers will also include any Project Leaders.
2. No two members of the same household may hold elected Officer positions
3. Each apartment building, rental complex, or condo council may only be represented by one elected Officer.
4. The Executives will be elected at the AWRA Annual General Meeting and drawn from the voting membership.
5. The Executives will consist of at least 3 or 5 or 7 voting members (must be an odd number – see the section on voting)
  - a. at the least a President, Secretary, Treasurer,
  - b. and optionally Vice Presidents and Past President.
6. Up to 8 Project Leaders may be appointed by the Executives from within the AWRA membership, at any time within the AWRA fiscal year.
  - a. Project Leaders may be voting or non-voting members

## **Article VI Duties of Officers**

1. The Executives shall be responsible for the administration of the Association and shall report on its activities to the general membership at an Annual General Meeting.
2. Officers consisting of the Executive and Project Leaders shall represent the Association in the presentation of briefs and in meetings with: City of Markham, Boards of Education, Regional, Provincial and Federal Government representatives, and officials of other influential groups.
3. Specific duties of each office are defined within the AWRA Bylaws.

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4. Should an Officer vacate their position for any reason, any and all files, passwords and bank accounts in their possession, relating to AWRA, paper or electronic, should be turned in to the President or the President's designated officer.

## **Article VII Indemnification of Officers**

1. Every Officer and his or her heirs, executors and administrators, and estate, respectively, shall from time to time and at all times, be indemnified and saved harmless, out of the funds of AWRA.
2. Indemnification covers against all costs, charges and expenses whatsoever which the Officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in or about the execution of the duties of his or her office.

## **Article VIII Membership and Officer Meetings**

1. There shall be an Annual General Meeting each calendar year to which the entire AWRA membership is invited.
2. Interim General Meetings of the Association may be called by the President or a majority of the Executive.
3. At a General or Interim Membership meeting, a minimum of 10% of Voting Members on the official member registry, must be present in order to achieve quorum.
4. Unless otherwise provided for in this constitution, all business and meetings shall be conducted as per the latest version of Robert's Rules of Order.
5. The Officers shall meet at the call of the President. If an Officer's meeting is called, the invitation must be sent to ALL of the Officers, a minimum of 48 hours prior to the meeting. If an Executive meeting is called, the invitation is only sent to the Executive members, a minimum of 48 hours prior to the meeting.
6. At Officer meetings, a minimum of 50% (rounded up to the nearest whole number) of the Officers must be present to achieve quorum. At Executive meetings of 3 persons, quorum is only achieved if ALL Executives are present. At Executive meetings of 4 or more persons, 50% (rounded up to the nearest whole number) of the Executives must be present to achieve quorum.
7. Electronic meetings of Officers are permitted.
8. Minutes of Annual General Meetings and Interim General Meetings shall be approved at the next General Meeting.

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9. Minutes of Officer meetings shall be approved at the next Officers meeting

## Article IX Finances

1. All members must pay a non-diminishing annual membership fee, as determined by the Executives, independent of when the person becomes a member.
2. The Treasurer shall deposit any monies belonging to the Association in a Bank or Trust Company account in the name of the Association.

## Article X Voting

1. There shall be voting members and non-voting members which are defined as follows:
  - a. Voting members
    - i. have a permanent residence within the AWRA boundaries, and
    - ii. have paid the annual membership fee within the last 12 months.
    - iii. one vote per household, over the age of 18
  - b. Non-voting members
    - i. are owners who own property in the AWRA catchment area but do not reside in the area or
    - ii. residents who own property in Markham/Thornhill outside the AWRA boundaries and have interest in AWRA's "Purpose" as defined in Article II and iii. have paid the annual membership fee within the last 12 months.
2. A minimum of 50% +1 of Voting Members present at a General Membership Meeting must approve a motion to remove an Executive member from the Officers . There shall be a minimum of 14 days' notice to the Membership of such proposed motion.
3. Amendments to the constitution shall be passed by a minimum of 50% +1 vote of the Voting Existing-Membership present at a General Membership Meeting.
  - a. Voting Existing-Membership is defined as voting members having been on the membership records for in excess of 30 days prior to the Annual General Meeting.
4. Amendments to the Bylaws shall be passed by a minimum of 50% +1 vote of the Voting Existing-Membership present at a General Membership Meeting.
  - a. Voting Existing-Membership is defined as voting members having been on the membership records for in excess of 30 days prior to the Annual General Meeting.
5. Resolutions at Officer meetings shall be carried by a 50%+1 vote of the Voting member Officers, inclusive of Executives and Project Leaders.

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6. Conflict of Interest within the Officers: where an Officer is **personally** invested in a project that AWRA is investigating/ pursuing, that Officer must **recuse themselves from any AWRA voting pertaining to that matter.**
7. In voting during Officer meetings, - abstentions are not permitted.
  - the President doesn't vote except to break a tie vote.
8. In voting during Executive meetings, the President has a vote.
9. Members may vote in person (or in a web/internet session when available) or by written proxy (dated and officially signed, along with their address and contact information).
10. Voting shall be by a show of hands and/or holding a "voting marker".... to ensure non-voting members and guests are not counted.
11. Where there is more than one candidate for a position, voting shall be by written ballot, where all ballots are submitted in a pooled collection, and then counted... the successful candidate being the one with the most votes.

## **Article XI Amendments**

1. Proposed amendments to this Constitution and Bylaws shall be presented, in writing, to the Membership at least seven (7) days prior to General or Interim membership meetings and shall be voted on at that meeting.
2. Amendments to the Constitution shall be passed by a two thirds (2/3) vote of the voting Membership present.
3. Amendments to the Bylaws shall be passed by a 50%+1 vote of the voting Membership present.

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*AWRA Constitution Revised January 22, 2024*

*This revision of the Constitution of the Aileen-Willowbrook Residents' Association was updated on November 21, 2017 using the Original Constitution of 2015 as a base, and then subsequently revised December 8, 2022 at the AGM, and subsequently revised again on January 22, 2024 at the AGM.*

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## BYLAWS

(As amended January 22, 2024)

### Bylaw I The Year End

1. The Year End of the Association shall be December 31<sup>st</sup>.

### Bylaw II AWRA Activities

1. Support primary mandates of
  - a. Clean and healthy environment
  - b. Improvements in property and area appearance
  - c. Neighbourhood safety
  - d. Improvements in area services
2. Support member residents who wish to spearhead new initiatives within our mandate, and they shall be called Project Leaders.
3. Support member residents who need help with difficult issues within our mandate
4. deleted

### Bylaw III AWRA Responsibilities

1. That member residents have an officially authorized and recognized neighbourhood support group (beyond that of paid and elected City of Markham officials).
2. The interests of the Aileen-Willowbrook residents are represented in a respectful manner at all meetings, especially meetings with Government officials.
3. That member residents receive a proper response and cooperation from Government officials, on neighbourhood-related issues.
4. That AWRA pursues workable relationships with businesses in its catchment area, to foster mutual benefits surrounding accessibility, safety, cleaning, greening and beautification.
5. That AWRA pursues workable relationships with ruling Governments (City, Provincial and Federal), to foster mutual benefits surrounding accessibility, safety, cleaning, greening and beautification, improved property values, and improved area services.
6. That AWRA pursues workable relationships with other Ward 1 Ratepayer Groups to foster mutual benefits surrounding accessibility, safety, cleaning, greening and beautification, improved property values, and improved area services.

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7. AWRA and its representatives shall NOT endorse any one candidate in any Municipal, Provincial and Federal election. However, this does not prevent individual AWRA members from doing so as private citizens.

## **Bylaw IV Duties of Officers**

- a. President - oversees the management of and represents the Association.
- b. Vice-President - assists the President in his/her tasks.
- c. Secretary - takes the minutes at all official meetings and disseminates the same to the appropriate membership, ensures the proper maintenance of all records and documentation of the Association.  
- updates AWRA's internet presence as appropriate when required
- d. Treasurer – collects any and all fees, pays approved expenses, sets up and maintains banking services, ensures that proper financial records are kept at all times, monitors the financial health of the Association, and reports its status to the membership on a timely basis.
- e. Past President – provides additional continuity to AWRA's functioning, especially during governance transitions and organizational change; to help ensure the appropriate succession of Officers; to support the President in his/her role; and to provide continuity to the organization by providing historical context for issues.
- f. Project Leaders (or Executives if there are no Project Leaders) shall set up such committees as they deem necessary for the fulfillment of their chosen goal, within the effective working parameters of the Association. Members of such committees may be drawn from the General Membership and/or from non-members outside the Association.

## **Bylaw V Term of Officers**

1. In the 1<sup>st</sup> year of incorporation, the term of office for an Executive member is 1 or 2 years, and after the 1<sup>st</sup> year, may be re-elected for successive 1 or 2 year terms, so that the terms of Bylaw V-2 are satisfied.
2. At least 50% of the Executive members have alternating terms of office so that at least 50% of the Executive provides continuity year to year, and not all Executive members are replaced in any one year.

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3. In the event that a vacancy arises in one of the Executive positions, for any reason, an interim replacement shall be appointed by the remaining Executive members from firstly within the voting Project Leaders, or secondly, the voting Membership.
4. An Executive member can only be removed from office by a vote at an AWRA General Meeting.
5. The term of office for Project Leaders is up to one AWRA fiscal year, and may be re-appointed for successive 1 year terms.
6. A Project Leader may be removed from office by a majority vote of the Executive, on conditions of either
  - i/ excessive absenteeism - attending less than 75% of the monthly Officer meetings
  - ii/ the Project Leader is abusive (verbally or physically) towards other Officers or members
  - iii/ the Project Leader is causing harm to AWRA or its functioning, by their actions or non-actions

## **Bylaw VI Financial**

1. The annual membership fee is set at \$20.00 per household
2. The financial Year End of the Association shall be as stated in Bylaw Article I.
3. An annual financial report shall be prepared as of the final day in the last month in each year and presented by the Treasurer at the Annual General Meeting.
4. Expenses – to be paid by the Treasurer, subject to the following controls...
  - a. under \$1,000 must be approved by the Executive, before incurring the expense
  - b. over \$1,000 must be approved by the Membership, before incurring the expense.
  - c. must be accompanied by a formal invoice /receipt
  - d. may be paid by cheque or through online banking... but not by cash.

*AWRA Bylaws November 21, 2017 - Reconstituted from the Original 2015 Constitution , and then subsequently revised December 8, 2022 at the AGM, and subsequently revised again on January 22, 2024 at the AGM.*