

## **Huron Heights Residents Association**

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Version 2.0 Updated: April 22, 2024

### **CONSTITUTION and Bylaws**

#### **ARTICLE 1 - ORGANIZATION**

##### **1.1 NAME**

The name of the organization shall be Huron Heights Residents Association  
Referred to herein as the "Association."

##### **1.2 LOCATION**

- The "Association" boundaries in the City of Mississauga are Eglinton Avenue E. to the North, Hurontario Street to the West and Highway 403 to the East and South.

##### **1.3 POLICY**

- The "Association" shall be non-political, non-sectarian, non-racial and will abide by the Ontario Human Rights Code and the City of Mississauga's Respectful Workplace, Workplace Violence and Accessibility policies.
- The "Association" shall operate in compliance to laws and shall be operated democratically and in accordance with parliamentary rules of order.

##### **1.4 PURPOSE AND/OR MISSION STATEMENT**

- The Huron Heights Residents Association (HHRA) is a not-for-profit organization, managed by volunteer residents within a specific area of Ward 4 - dedicated to fostering a safe, positive, and inclusive community for all residents of this neighborhood. The "Association" is committed to strengthening and developing community relationships by hosting social and recreational events, informing the membership regarding their neighbourhood and to advocate on behalf of the community.

#### **ARTICLE 2 - MEMBERSHIP**

##### **2.1 MEMBERS**

- A member of the HHRA must be 18 years of age or older and live within the boundary area as outlined in Article 1.2.
- An individual member is entitled to one vote at the Annual General Meeting and any general membership meeting.

- Only members who have paid their membership fees are eligible to participate in open discussions, question periods and voting at the Annual General Meetings
- All participants in HHRA activities must be members and residents within the boundaries of the “Association”

## 2.2 MEMBERSHIP DUES & FEES

- Members will complete a membership application and maintain their membership by an annual payment as agreed to at the Annual General Meeting for each ensuing year.
- Memberships are valid from September 1<sup>st</sup> to August 31<sup>st</sup> of the following year.
- The annual membership fee is set by the Executive
- Fees for specific activities and events shall be set by the Executive and documented in the Board meeting minutes.
- Any member may withdraw from HHRA by written notice to the “Association”, but upon withdrawal, shall not be entitled to a refund of any of the fees that they have paid.

## ARTICLE 3 – Officers

### 3.1 POSITIONS

- The “Association” Directors shall constitute the Executive Committee for the purpose of managing the affairs of the HHRA and referred to herein as the “Executive”.
- The Executive must be members of HHRA
- The “Executive” shall consist of a minimum of five (5) Directors which include President, Vice President, Treasurer, Secretary and Past President (after the first term).
- The “Executive” can also include up to six (6) additional Directors which include:
  - Director of Memberships and Fundraising
  - Assistant Director of Memberships and Fundraising
  - Director of Events and Communications
  - Assistant Director of Events and Communications
  - Director of Volunteers
  - Youth Representative and/or Director at Large

### 3.2 TERM OF OFFICE

- Director elections will be held annually, and each Director is eligible for consecutive terms
- Should vacancies arise within a term, the position may remain vacant until the next AGM or the Executive may appoint a member to fill the position until the end of the term.

### 3.3 DUTIES of Directors

- Show due diligence
- Sound decision making

- Perform duties specific to their role to the best of their ability
- Demonstrate leadership to appointed committees
- Keeping members informed
- Shall not receive any remuneration
- Understand and support the goals of the HHRA
- Attend meetings with regularity and punctuality
- Raise any concerns related to the HHRA which they have observed or have been brought to their attention by a member

Director functions:

#### Past President

- Advisory role to the President
- Chairs meetings and assume the responsibilities of the President in his/her absence and when the Vice President is also not available
- The President automatically becomes the Past-President upon completion of his/her term, unless otherwise decided upon by the executive committee
- Is one of the Code Administrators for the “Association”

#### President

- Shall preside over all executive and other meetings as the chair.
- Assign a chair if the Vice-President and Past President are unable to attend a meeting
- Oversees general management and administration
- Maintains and promotes the aims and objective of the HHRA
- Key contact and primary spokesperson for HHRA
- Sets agenda items for each meeting.
- Has signing authority
- Prepares annual report
- Ensures organization follows the Constitution, Ontario Human Rights Code and the City of Mississauga’s Respectful Workplace, Workplace Violence and Accessibility policies and abides by its Code of Conduct
- Is one of the Code Administrators for the “Association”

#### Vice President

- Assists President in all aspects of the organization
- Chairs meetings and assume the responsibilities of the President in his/her absence
- Has signing authority
- Arranges logistics for monthly executive meetings, special committee meetings, special membership meetings and AGMs
- Ensures organization follows the Constitution, Ontario Human Rights Code and the City of Mississauga’s Respectful Workplace, Workplace Violence and Accessibility policies and abides by its Code of Conduct

### Secretary

- Keeps records and minutes of all meetings
- Handles all correspondence
- Completes the City of Mississauga Registry Program application annually, on behalf of HHRA
- Responsible for communication within and related to the group

### Treasurer

- Responsible for all organization finances by maintaining an accurate ledger of all monies received and expended
- Presents monthly financial reports at Executive meetings
- Shall prepare an annual financial report and present at the AGM.
- Co-signs checks with President, Vice President
- Has signing authority

### Director/Assistant Director of Memberships and Fundraising

- Issues Memberships
- Maintains the membership list.
- Collects membership fees and submits to the Treasurer
- Collects and files membership application forms; maintains confidentiality and privacy of members personal information

### Director/Assistant Director of Events and Communications

- Leads the planning, organizing and logistics for all events hosted by HHRA
- Leads the planning and execution of all communication to HHRA membership and residents within the HHRA boundaries
- Responsible for establishing and maintaining the HHRA's website/social media

### Director of Volunteers

- Responsible for recruiting volunteers from the community to assist with events and the efforts of the "Association"
- Responsible for maintaining a volunteer list

### Youth Representative and/or Director at Large

- A member representing the voice of youth within the "Association's" boundaries
- Assist other Executive members as directed

## 3.4 VACANCIES

- Resignation must be made in writing.
- Elected Directors absent from three consecutive meetings without cause may be asked to step down from serving on the executive for the remainder of his/her term. They may appeal the decision in writing to the President.
- Executive will appoint persons to fill any vacancy for the balance of the vacant term.
- Any Executive position that becomes vacant can be filled upon the recommendation of the Executive and will be put to a vote at the next regular

meeting with the exception of the position of President which will be filled by the Vice President.

- The Past President position does not need to be replaced should they step down.
- One person cannot hold two positions that require signing authority i.e. President and Treasurer

### 3.5 DISMISSALS

- A Director or HHRA member can be removed as a member of the group/executive if he/she is found to be in violation of the "Associations" Code of Conduct.

### 3.6 COMMITTEES

- A Director may solicit assistance from the membership to help with their portfolio. The committee will be led by the corresponding Director. The committee members perform their designated tasks without remuneration.

## ARTICLE 4 – MEETINGS

The following meetings shall be held to carry out the formal business of the group.

### 4.1 EXECUTIVE MEETINGS

- Executive meetings will be held Monthly.
- A record of attendance must be made at each meeting.
- Agendas set by the President.
- Meetings must meet quorum. A quorum for a meeting shall be 50% plus one member
- The "Association" will ensure decisions are made and meetings follow within the guidelines of "*Roberts Rules of Order*"
- Members may attend an Executive Meeting and add an agenda item providing that they have made a request to the President 10 days prior to the meeting.
- Notification of Executive meetings shall be made public a minimum of 7 days in advance
- Prospective members are welcome to attend one meeting as a guest.
- If an emergency meeting or special meeting is required, Directors will be contacted within 5 days of meeting date
- Emergency or special executive meetings will be called to address any business arising that needs to be voted on prior to the next scheduled Executive meeting

### 4.2 MEMBERSHIP MEETINGS

- Special meetings of the membership can be called by the Executive where special or emergency situations arise that require a decision(s) by full membership.
- A record of attendance must be made at each meeting.
- A quorum for a meeting shall be 10% of voting members and voting decision be made by 50% + 1 vote.

- If a special meeting of the membership is required members will be contacted providing a minimum of 14 days of notification.

#### 4.3 ANNUAL GENERAL MEETINGS (AGM)

- The Annual General Meeting shall take place between February and April every year as determined by the Executive.
- Notification to the membership shall be sent a minimum of 21 days prior to the Annual General Meeting. The notice will include: agenda, minutes from last year's AGM, draft financial statement and slate of Directors.
- A quorum for the Annual General Meeting shall consist of 10% of eligible voting members and decisions shall be made based on 50% plus one of the attending eligible members.
- All paid members and members in good standing are eligible to vote.
- All motions and votes will be made by statement of the motion, be seconded and put to a vote. Motions can be made verbally or in writing.
- Members who are unable to attend may designate a proxy voter providing they have completed and signed a Proxy Form and registered with the Secretary.

Items covered at the AGM can include:

- Approval of the Minutes from the previous AGM by a motion.
- Election of slate of new Directors.
- Amendments to Constitutions and By-Laws, as required
- Presentation of annual report from President
- Approval of annual financial report from the Treasurer
- Other Business

#### 4.4 DECISION MAKING

- The President of HHRA will facilitate discussion to ensure consensus.
- Any motion will be confirmed by majority of votes by show of hands.
- The President will ensure all Directors are granted equal time in discussion of any issue.

#### 4.5 MINUTES

- The Secretary or a designate will take minutes at every meeting
- A draft of the minutes will be sent to the Directors by email 3 days prior to the executive meeting.
- The minutes will be approved at the next meeting
- The minutes will be made available for the membership at the following meeting and on request.
- Minutes shall include, at minimum:
  - date, time, place of meeting
  - name of President/Chair
  - names of Directors present and number of members, if applicable
  - approval or amendments to the previous minutes
  - all rulings by the chair

- all motions properly moved; including the names of the mover and seconder
- the results of all votes
- a list of all reports or documents introduced at the meeting; attached to minutes
- summary of significant points raised during discussions
- if a vote is passed, but not by unanimous consent, record name of dissenting Director and views expressed
- time of adjournment
- signature of meeting secretary, once the draft minutes are approved.

## **ARTICLE 5 – FINANCIAL MANAGEMENT**

### **5.1 FISCAL YEAR**

The fiscal year of the HHRA shall begin on January 1st of each year and end on December 31st of the following year.

### **5.2 FUNDS**

Funds are considered membership fees, donations, grants, sponsorship or other proceeds that can be used to further the objectives of the HHRA. The organization shall document in the minutes of meetings and financial statements any donations made to another organization or charity or any fees/charges made to or by the City of Mississauga.

### **5.3 FINANCIAL RESPONSIBILITIES AND BANK ACCOUNT**

- A bank account will be open in the name of the Huron Heights Residents Association
- The bank where the account is held will be listed on the financial statements
- Only the President, Vice-President and Treasurer, shall act as cheque signatories.
- Two (2) signatures are required on each cheque.
- In the event that the above named Directors are related or residing in the same household the second signatory cannot be the one who is related or residing in the same household.
- Financial statements shall be provided at regular board meetings
- Financial statements shall be provided at AGM.
  - Annual Financial report shall acknowledge the City of Mississauga support for their in-kind financial benefits received through the Community Group Registry Policy.
- No contracts can be signed without board approval and who is permitted to sign on behalf of the organization.

#### 5.4 TREASURER

The Treasurer is responsible for all organization finances by maintaining an accurate ledger of all monies received and expended. He/she will show transparency and accountability by presenting monthly financial reports (income statement, balance sheet) at each Executive meeting and an annual financial report at the AGM.

#### 5.5 AUDITS AND REVIEWS

The Executive shall conduct audits and reviews as per requirements to maintain status with registrations or funders.

#### 5.6 RENUMERATION

A Director or committee member may be reimbursed for expenses incurred for organization purposes that have been pre-approved by the Executive and upon submission of receipts.

### **ARTICLE 6 – AMENDMENTS, COMPLAINTS & APPEALS**

#### 6.1 AMMENDMENTS

The Constitution and/or By-Laws may be amended by the following process:

- Motion to amend may be made by any member in good standing at any regular meeting.
- Amendment to be studied by the Executive at the next Executive meeting.
- Discussion to be held by members and a vote taken at the Annual General meeting or a special meeting by members present.
- A minimum of 10% of members in good standing must be present to constitute a quorum.
- The amendment must receive a minimum of 2/3 of the vote to be accepted by members present, each individual vote must be counted.

A review of the Constitution and By-Laws will be done annually.

Any amendments to the Constitution and/or By-Laws will result in a revised copy to be sent to all members and to the City of Mississauga as per Registered Group status requirements.

#### 6.2 COMPLAINTS AND APPEALS

- Complaints and details should be in writing and sent to the “Association” email address.
- Complainants are requested to provide a clear description and nature of the complaint and supporting documentation as available. Complainants will be notified that the complaint has been received by the Executive and when it will be addressed.
- The Executive will address the complaint at the next scheduled board meeting. If additional time is required for the board to make a decision, i.e. additional information is required, complainants will be notified.



- Complainants will receive in writing, a response to their complaint that outlines the board's decision within 10 days of the meeting.
- Members disputing the suspension or dismissal from a board position or a regular membership of the "Association", or a complaint decision made by the board, have the right to appeal to the general membership in writing within 10 days of being notified.
- A special meeting of all members will be called within 30 days of the suspension or dismissal to consider such appeal.
- Registered members present will be allowed to vote. Each member is permitted one vote. At least fifty percent plus one of registered members present will be required to carry the vote.
- Refer to complaint procedure here in your by-laws

### 6.3 DISSOLUTION

- To propose dissolution of the HHRA to its members the Executive must call a special meeting of the membership. The "Association" shall give members 30 days' notice prior to the meeting.
- Members will vote reaching quorum of 50% plus 1.
- The voting process will be carried out by a motion, seconder and vote by members.
- At the dissolution of the HHRA after all debt and liabilities have been liquidated, any remaining assets and property will be donated to:
  - Trillium Health Centre (Credit Valley Hospital/Queensway Site)

## ARTICLE 7 - ELECTION PROCEDURES

### 7.1 NOMINATION COMMITTEE

- A nominating committee, as appointed by the President, will be established to recruit and present a slate of Directors who are willing to stand for office.
- The nominating committee will elect a Chairperson to be responsible for presenting the slate Directors and for conducting the elections.
- Annual elections will take place at the organization's AGM.

### 7.2 NOMINATION PROCEDURES

No less than 30 days prior to the AGM, a list of all Committee positions to be filled along with a nomination form and position descriptions for each office, will be sent (by email) to each registered member which comprises of the membership of the HHRA. This process will constitute the Call for Nominations. Formal nominations are to be received no less than 23 days prior to the AGM

In order to be considered, a candidate must be a member in good standing of the HHRA. The candidate need not be present at the AGM to stand for election.

### 7.3 ELECTION PROCEDURES

Each member will receive a Slate of Directors, and a voting card to ensure that a member has a single vote and to ensure non-members attending the AGM do not vote. Any person designated by Proxy will be given a voting card.

The Chair will read aloud the prepared slate as well as the confirmed names of members willing to stand for that particular position. If no further nominations are received, the Chair will declare the nominations closed.

Each office will be voted upon separately. The Chair will ask each nominee in turn whether s/he is willing to stand for the particular office, and allow him/her the opportunity to address, briefly, the members assembled.

If there is more than one candidate, voting will be conducted by the holding up the voting card. Scrutineers, selected by the nominating committee, will collect and tally the votes, signing and submitting the count to the Chair. The Candidates for that position will be asked to leave the room during voting.

If a single nomination is received for a particular office, that nominee will be elected by acclamation, with the Secretary casting one ballot.

### 7.4 PROXIES

- A Proxy Form stating the name of person you have designated to vote on your behalf, identifying the date of the meeting and signed by the member is permissible.
- The Proxy Form must be submitted or presented on the day of the meeting and registered with the secretary of the "Association". The Secretary will note the proxy vote in the minutes.

### 7.5 FIRST MEETING AFTER THE AGM

A motion to confirm the election will be the first order of business at the subsequent Executive meeting.

A motion to destroy the election ballots, if applicable will be the second order of business at the same meeting.

## ARTICLE 8 - CONFLICT OF INTEREST

8.1 A conflict of interest is defined as a situation which a director, who is in a position of trust, has a professional or personal interest that competes with the best interests of the HHRA. Such competing interests can make it difficult for a Director to perform his/her duties and responsibilities objectively. A conflict of interest exists even if no unethical or improper act results. A conflict of interest can create an appearance of impropriety that can undermine confidence in state name of organization and its efforts.

## 8.2 DISCLOSING CONFLICT OF INTEREST AT A MEETING

If a Director has, or suspects he/she has a conflict of interest, direct or indirect, in any matter and is present at an Executive meeting, the Director shall:

- disclose the conflict of interest
- not take part in the discussion or vote
- not influence the vote of others
- leave the meeting when the matter is under consideration

## 8.3 DISCLOSING CONFLICT OF INTEREST AFTER A MEETING

If a Director is not in attendance at the meeting where a conflict of interest arises, he/she shall disclose the conflict of interest at the first meeting attended by the said Officer/director.

## 8.4 CONFLICT OF INTEREST STATEMENT

All Officer/directors must sign and abide by a Conflict of Interest Statement approved by the Executive.

# ARTICLE 9 - CODE OF CONDUCT

The Code of Conduct reflects a commitment to the organization's values and provides a framework to guide ethical conduct in a way that upholds integrity. Executive and members are expected to behave in a way that aligns with the Code.

## 9.1 CORE VALUES

- All Executive, Committee Members and members will act with impartiality and integrity and demonstrate respect, transparency, and accountability

## 9.2 GUIDING PRINCIPLES

- Have a responsibility to act in good faith and to place the interest of the "Association" above own private interests.
- Know that when there may be a real or potential conflict of interest, it must be disclosed at the first opportunity.
- Behave in a way that demonstrates that behavior and actions are respectful, fair and reasonable in the circumstance.
- Encourage members to act fairly and ethically.
- Encourage feedback from the membership creating a welcome environment instead of one of fear of reprisal.
- Know that if there are any questions regarding the Code, or are unsure of how to apply the principles, the President should be consulted.

- Directors and members confirm (on an annual basis) their understanding of, and commitment to, the expectations in the Code of Conduct.
- Must comply with all relevant laws, regulations, policies and procedures.
- Must not use the status or position with the “Association” to influence, benefit or advantage themselves.
- Contributes to a safe and healthy environment that is free from discrimination, harassment and violence.
- Must act in a way that is consistent with the “Association” protocols on public comment.
- Must take reasonable steps to avoid situations where they may be placed in a real or apparent conflict between private interests and the interests of the “Association”, possible examples:
  - use of confidential information
  - gifts and gratuities
  - outside activities that conflict with goals of state name of organization
  - relationships that might question impartiality
- Code of Conduct applies after a member leaves the “Association” i.e. disclosing confidential information or use of contacts for personal gain

### 9.3 REPORTING PROCESS

- The Past President or President will serve as Code Administrator
- The Code Administrator receives and ensures confidentiality of all disclosures, is responsible for providing advice, managing the concerns, and ensuring procedural fairness
- Disclosure of all real or apparent conflicts of interest must be declared in writing to the Code Administrator; about one’s self or another
- The Code Administrator promptly reviews the circumstance and details of the potential breach
- The identity of the reporter will not be disclosed unless required by law
- The alleged member has the right to complete information and the right to respond
- The Code Administrator makes a decision and completes a report of the review in a timely manner
- The decision may range from no potential breach to one that reveals suspected criminal conduct
- If a director or member does not comply with the standards of behaviour identified in the Code of Conduct, they may be subject to disciplinary action up to and including removal from their office and/or the HHRA
- A request in writing can be made to the President/Vice-President to review the decision of the Code Administrator using the appeals process.

## ARTICLE 10 - LEGAL RESPONSIBILITIES

### 10.1 INDEMNIFICATION

The HHRA shall indemnify and save harmless the Director from:

- all costs, charges and expenses that s/he sustains or incurs in or about any action, suit or proceeding that is brought against him/her in respect to any act done or permitted by him/her in the execution of the duties of his/her office

A Director that is proven to be in neglect will incur all costs that are associated with the legal proceedings.

## 10.2 MEMBER INFORMATION AND PRIVACY

- All information collected about members, with the members consent, including but not limited to name, address, phone numbers, email addresses shall be protected in accordance with applicable laws and only will be used for the purposes of communication on the "Association" matters.
- Personal information will be kept in a secure location.
- If member information is to be shared, each member must provide consent and sign a release of information form with the exception of providing information to the City of Mississauga for the purposes of the Community Group Registry Program policy
- Member information will not be distributed to any external group.

## 10.3 INSURANCE

The HHRA should discuss whether insurance is required for board and club members and based on board decision purchase appropriate coverage.

## ARTICLE 11 - ANNUAL REPORT

HHRA will produce an annual report that highlights its successes, discloses their budget and shares statistics about their memberships and programs. The report shall include at minimum:

- name of club
- date
- list of executive and their office
- # of members at end of fiscal year
- # of activities offered
- # of participants
- # of volunteers
- # of volunteer hours
- accomplishments – summary from each Director
- budget
- objectives/priorities met
- next year's objectives/priorities
- signed by President

The President will review the Annual Report with members at the AGM and post for those unable to attend.

This updated and amended Constitution and By-Laws is ratified by the Board of Executive on \_\_\_\_\_ and approved by the members at the AGM or special meeting on \_\_\_\_\_

Name of Chair or President: \_\_\_\_\_

Signature: \_\_\_\_\_ Date: \_\_\_\_\_

Name of Secretary: \_\_\_\_\_

Signature: \_\_\_\_\_ Date: \_\_\_\_\_