

Riverside South Community Association

Bylaws

Version 6.0

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1 General

1.1 Name and Establishment

The name of this non-profit organization shall be the Riverside South Community Association (RSCA). The Association was established in 1999.

1.2 Definitions

Throughout this document:

“AGM”: Annual General Meeting

“Board”: RSCA board of directors

“CDP”: The City of Ottawa’s Community Design Plan for Riverside South

“City”: The City of Ottawa

“Community”: Riverside South area as defined by the CDP

“RSCA”: Riverside South Community Association

1.3 Boundaries

The boundaries of Riverside South are as defined by the City’s Riverside South CDP.

2 Purpose and Objectives

2.1 Mandate

The general purpose and objectives of the RSCA shall be to:

- Develop and foster community spirit;
- Protect and enhance the quality of life throughout the community;
- Promote organized community endeavours; and
- Keep residents informed of actions which could affect the community.

2.2 Attainment of Objectives

The RSCA shall not be affiliated with any single political, commercial, or religious body; but shall endeavour to maintain cordial relations with such bodies.

3 Membership

- a) Any resident, property owner or tenant, eighteen (18) years of age or older, within the boundaries of Riverside South as defined by the Riverside South Community Design Plan, shall be considered to be a member of the RSCA;
- b) Future residents, defined as those individuals with tangible evidence of future residency within Riverside South, shall also be considered a member of the RSCA;
- c) Members will have voting privileges at the AGM and Special General Meetings; and
- d) Members are welcome to attend the monthly Board Meetings but will not have voting privileges at these meetings.

4 Board of Directors

The Board of eight (8) Directors of whom five (5) shall constitute a quorum shall manage the property and business of the RSCA.

4.1 Composition of the Board

- 1) President
- 2) Vice President
- 3) Treasurer
- 4) Secretary
- 5) Director, Communications
- 6) Director, Events
- 7) Director, Local Businesses & Sponsorships
- 8) Director, Volunteers

4.2 Responsibilities of Directors

4.2.1 President

- a) Sets agenda for and presides as chair of Board Meetings;
- b) Presides as chair of the Annual General Meeting and Special General Meetings;
- c) Calls Directors' Meetings as required, or as and when they deem it necessary;
- d) Responsible for ensuring good Board practices including the effectiveness of meetings and adherence to all governing documents;
- e) Performs such other duties as may be prescribed by the Directors; and
- f) Acts as spokesperson for the Association.

4.2.2 Vice-President

- a) Assists the president;
- b) Fulfills the duties of the president in their absence; and
- c) Performs such other duties from time to time as directed by the Board.

4.2.3 Treasurer

- a) Receives contributions and incomes, pays accounts, keeps accounts and financial records;
- b) Reports on financial status of the Association at Board meetings, and prepares and presents the Financial Statement and Treasurer Report at the AGM;
- c) Provides advice to the Board of Directors on annual budgets and long-term financial planning for the Association;
- d) Deposits all monies in the name of the Association, either in a Chartered Bank or Ontario Regulated Trust Company covered by the Canada Deposit Insurance Act; and
- e) Shall disburse the funds of the RSCA as may be directed by proper authority taking proper vouchers for such disbursements.

4.2.4 Secretary

- a) Shall attend all RSCA meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose;
- b) Receives and maintains correspondence, files records, submits legal documents; and
- c) Issues notice of all meetings together with respective agendas.

4.2.5 Director, Communications

- a) Will communicate the activities of the RSCA to the community and ensure that there is an effective manner for the RSCA to receive feedback — the main forums for both being the RSCA’s website, social media accounts and newsletter;
- b) Share with the community in a timely manner updates from the City that may affect or be of interest to the community; and
- c) Conduct opinion polls as authorized by Board consensus on an as-needed basis to ascertain the community’s views on matters under consideration by local government(s) that will affect the community.

4.2.6 Director, Events

- a) Manage RSCA events, either as the Chair of the event(s) or in an advisory role for a Board-appointed Chair of an RSCA event;
- b) Ensure that event budgets are submitted to the Board for discussion and approval;
- c) Coordinate with appropriate Directors to ensure proper funding, volunteer numbers and promotion for events; and
- d) Provide timely updates to the Board.

4.2.7 Director, Local Businesses & Sponsorships

- a) Liaise with local businesses and make them aware of RSCA activities and opportunities for them to become involved;
- b) Promote local business networking meetings/events to the community;
- c) Present sponsorship recruitment plans to the Board for discussion and approval; and
- d) Report to the Board on status of the set sponsorship target levels.

4.2.8 Director, Volunteers

- a) Maintain a volunteer database;
- b) Recruit volunteers for RSCA events as per needs set out by the Chair of the event(s) using the database and other tools such as an event-specific online sign-up; and
- c) Present plans and report on results to the Board on initiatives related to volunteerism.

4.3 Election of the Board

The Directors of the Board shall be elected to office by a majority vote cast by the Membership (*see Article 3*) at the AGM.

4.3.1 Timing

The election of the Board must take place at the Annual General Meeting.

4.3.2 Eligibility

- a) To be eligible for the position of Director, the candidate shall be a resident of the community, and shall have attained the age of eighteen (18) years;
- b) Must be able to exercise the legal power to contract; and
- c) A Directorship cannot be sought or held by anyone who holds an elected public office, or has declared candidacy therefore.

4.3.3 Term

- a) The term of office for all elected Board Directors is one (1) year unless they vacate their position under any of the reasons prescribed in Article 4.4 of these bylaws;
- b) Directors shall hold office from the date they are elected, or appointed in the case of a vacancy, until the date of the next AGM;
- c) Directors may be re-elected for another term;
- d) A retiring Board Director shall remain in office until the dissolution or adjournment of the meeting at which their resignation is accepted and their successor is elected or appointed, as the case may be; and
- e) Upon the end of their term for whatever reason, Directors shall turn over all RSCA-related documents, property, and access to associated accounts (financial, social media etc.) to their successor, and remain available to the Board for a period of three (3) months for advice and counsel.

4.3.4 Election Process

- a) A nominating committee consisting of 2 Directors and one regular RSCA member shall obtain a proposed slate of eight (8) Directors for the new term in advance of the AGM and present it to the membership;
- b) Nominations will also be taken from the floor at the AGM for any position on the board, requiring a mover and a seconder; and
- c) If necessary, a vote shall be organized and supervised by an impartial observer.

4.4 Removal from the Board

A Director will vacate their position during their term under the following:

- a) By delivering a written resignation to the Secretary of the RSCA;
- b) If declared by a court to be incompetent;
- c) If they have failed to carry out the duties assigned to their position, as determined by a three quarters (3/4) vote of the Board by secret ballot; and
- d) Upon death.

4.5 Board Vacancies

If any vacancy occurs for any reason herein, the Board of Directors may by way of majority vote appoint a replacement member of the Board to fill the vacancy until the next AGM.

4.6 Board Remuneration

- a) Board members shall serve as such without remuneration and no Board member shall directly or indirectly receive any profit from their position as such; and
- b) A Board member may be paid reasonable expenses incurred by them in the performance of their duties — see Appendix A: Financial Policies and Procedures.

4.7 Powers of the Board of Directors

- a) The Board is collectively responsible for decision making in all areas pertaining to Association policies, operations, advocacy positions, and budgets;
- b) Each director is authorized to exercise one (1) vote;
- c) Directors may not represent the RSCA in any capacity or carry out any order or resolution without the authority as provided by a vote of the Board of Directors;
- d) To support and enable the operation of the RSCA, the Board of Directors will oversee the appointment of volunteers from the community to positions as leads or chairs of RSCA programs, events, and committees;
- e) The Directors of the Association may administer the affairs of the RSCA in all things and make or cause to be made for the Association, in its name, any kind of contract which the Association may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Association is authorized to exercise and do;
- f) The Directors shall have the power to authorize expenditures on behalf of the Association from time to time and may delegate by resolution to an officer or officers of the Association the right to employ and pay salaries to employees; and
- g) The Board of Directors shall take such steps as it may deem required to enable the Association to acquire, accept, solicit, or receive legacies, gifts, grants, settlements, bequests, endowments, and donations of any kind whatsoever for the purpose of furthering the objectives of the Association.

5 Meetings

5.1 Annual General Meeting

- a) The Annual General Meeting shall be held each year not later than the 31st day of October at such time and place the Directors may determine;
- b) The purpose of the Annual General Meeting shall be for the Board to share their annual reports to the membership, to elect Directors, to propose policies, and if necessary, to conduct general business;
- c) The reports presented should include the Annual Report of the Board, the Financial Statement, and the Treasurer's Report;
- d) Notice of the date, time and location of the AGM will be given to the community at minimum 14 (14) days beforehand;
- e) The agenda for the AGM and any supporting documents will be made available to the membership at minimum five (5) days in advance;
- f) Each Member present shall be entitled to one (1) vote;
- g) A vote carries with a majority of the Members attending; and
- h) The minutes of the AGM will be made available as a Draft version on the RSCA website until passed at the next AGM.

5.2 Board Meetings

- a) Meetings of the Board of Directors will be held on the third Thursday of every month at a time and place to be determined by the Directors unless otherwise agreed;
- b) A minimum of four (4) Board Meetings must be held each year;
- c) The agenda and any supporting documentation will be made available to the Board at minimum two (2) days in advance;
- d) Each Board member is authorized to exercise one (1) vote;
- e) A vote carries with a majority of Directors attending;
- f) If all Board members consent thereto generally or in respect of a particular meeting, a director may participate in a meeting of the Board by means of such conference telephone or other communication facilities as permit all persons participating in the meeting to hear each other. A Board member participating in such a meeting by such means is deemed to be present at the meeting.
- g) A resolution in writing, signed by all Board members entitled to vote on that resolution at a meeting, is valid as if it had been passed at a meeting of Directors;
- h) The minutes from meetings of the Board shall be made available on the RSCA website in a timely manner and marked as a Draft version until passed at the next Board Meeting; and
- i) Members are welcome to attend the monthly Board Meetings but will not have voting privileges at these meetings.

5.3 Special General Meeting

- a) A Special General Meeting may be called by a majority vote of the Directors or on the written request of twenty (20) or more RSCA members;
- b) Notice of the date, time and location of the Special General Meeting will be given to the community as soon as possible, minimum of five (5) days in advance;
- c) The agenda for the Special General Meeting and any supporting documents will be made available to the membership at minimum two (2) days in advance;
- d) Each Member present shall be entitled to one (1) vote;
- e) A vote carries with a majority of the Members attending; and
- f) The minutes of the Special General Meeting will be made available as a Draft version on the RSCA website until passed at the next Board Meeting.

5.4 Quorum

- a) The quorum required for the Annual General Meeting shall be fifteen (15) members;
- b) The quorum for a Board Meeting shall be half plus one. For example, if all eight Board positions are filled, a minimum of five (4+1) are required; and
- c) The quorum required for a Special General Meeting shall be fifteen (15) members which number must include no less than three-quarters (75%) of those members requesting said meeting.

6 Committees

- a) The Board may, as the need arises, strike or dissolve a RSCA committee by majority vote to address a specific item or goal;
- b) Each committee shall have at least one Director as a participant but the Director shall not chair the committee;
- c) The Committee Chair will be appointed by the Board; and
- d) The Committee shall regularly report to the Board of Directors on their status.

7 Indemnities to Directors and Others

Every director, officer or other person who has undertaken or is about to undertake any liability on behalf of the Association or any company controlled by it and their 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:

- a) All costs, charges, and expenses which such director, officer, or other person sustains or incurs in or about any action, suit, or proceedings which if brought, commenced, prosecuted against them, or in respect of any act, deed, matter or thing whatsoever, made, done, or permitted by them, in or about the execution of the duties of their office or in respect of any such liability; and

- b) All other costs, charges, and expenses which they sustain or incur in or about or in relation to the affairs thereof, except such costs, charges, or expenses as are occasioned by their own willful neglect or default.

8 Execution of Documents

- a) Contracts, documents, or any instruments in writing requiring the signature of the RSCA shall be signed by the President and one other Director and all contracts, documents, instruments in writing so signed shall be binding upon the RSCA without further authorization or formality;
- b) The Board shall have power from time to time by resolution to appoint a Director on behalf of the RSCA to sign specific contracts, documents, and instruments in writing; and
- c) The Board may give the RSCA's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stock, bonds, and other securities of the RSCA.

9 Bylaws

9.1 Review

- 1) Each year, the incoming Board shall review the by-laws; and
- 2) The review of the bylaws should be done and accepted by the 2nd meeting of the Board following the AGM.

9.2 Amendments

The by-laws of the RSCA may be repealed or amended by by-law enacted by a majority of the Directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members present at a meeting duly called for the purpose of considering the said by-law.

10 Books and Records

The Directors shall see that all necessary books and records of the Association, which are required by the by-laws of the Association or by any applicable statute or law, are regularly and properly kept.

11 Rules and Regulations

The Board of Directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the RSCA as they deem expedient, provided that such rules and regulations shall have force and effect only until the next AGM of the members of the RSCA when they shall be confirmed, and failing such confirmation at such annual meeting of members shall cease to have any force and effect.

Appendix A: Financial Policies and Procedures

- 1) The Fiscal Year End of the RSCA shall be August 31 of each year.
- 2) Expenditures must be approved in advance, and may be authorized according to the following thresholds:
 - **\$0-\$250** must be authorized by any 2 of the President , Vice-President and a Director
 - **\$250-\$2,500** can be authorized by simple majority vote by the Board
 - **Over \$2,500** must be authorized by three-quarters (3/4) majority vote by the Board or a simple majority vote at a General Meeting
- 3) In an emergency situation:
 - The President, or the Vice-President in the President's absence, may authorize expenditures not to exceed \$500.
 - All other Directors may authorize expenditures not to exceed \$100.
- 4) Goods acquired become property of Riverside South Community Association Inc.
- 5) Reimbursement requests should be submitted as soon as possible, and no later than thirty (30) calendar days after the expense is incurred. All reimbursement requests shall be sent to the Treasurer accompanied with receipts and/or supporting documentation.
- 6) Reimbursement cheques shall be numbered and signed by any two of the Treasurer, President, or Vice-President.
- 7) Accounts for all expenditures shall be presented by the Treasurer for approval at a meeting of the Board of Directors on a monthly or otherwise agreed upon basis. Directors shall satisfy themselves that the expenditures have been properly incurred according to the following guidelines:
 - Expenditure is required for the effective operation of the Association.
 - Expenditure must benefit the community as a whole, not a specific individual or group of individuals. Expenditure must be in accordance with Association By-laws and policies including, but not limited to, the Conflict of Interest Policy.
 - Where appropriate, reasonable efforts have been made to obtain sponsorships or discounts to offset the cost of the expenditure.

- 8) Acceptable Expenditures could include:
- Supplies and equipment for community events.
 - Office supplies, printing and copying, web site, and other expenses related to Association operations, communications, correspondence and advertising.
 - Parking fees (but not mileage) for attendance at meetings or events where required to represent the Association.
 - Other expenses as required to fulfill the goals of the Association

Appendix B: Conflict of Interest

- 1) Directors and Members of the Board of Directors shall disclose to the Board, prior to engaging in any activities that may be seen as conflict of interest, such as, but not limited to:
- Having a vested interest in an external entity which may provide materials or service to the Association;
 - Being offered services or materials as a result of involvement or position with the Association;
 - Making use of a position with the Association to solicit services or materials for personal gain;
 - Utilizing Association equipment, services or materials for an external business; and
 - Pursuing personal gain over the wellbeing or needs of people supported.
- 2) Non-compliance of this policy shall constitute cause for removal from the Board.
- 3) Board members shall confirm in writing that they have received and read this policy and procedure at the first meeting of the board of directors that they attend following their election.
- 4) Board members shall declare immediately during their term any new conflicts that may arise.

Appendix C: Advertising and Sponsorships

The RSCA Board of Directors wishes to promote and encourage both residents and non-residents of the Riverside South community to sponsor the RSCA, its activities and events.

In accepting sponsorships, the Board of Directors shall act without bias. In addition, any acceptance of sponsorships shall not be considered as an endorsement of any kind of the sponsor or the sponsor's products or services.

Accordingly, the following guidelines shall apply with respect to any advertising to promote said sponsors:

- 1) Banners or similar-type displays as approved by the Board of Directors may be displayed at events where facilities or events permit subject to having paid the advertising fee as set by the Board of Directors from time to time;
- 2) No direct soliciting shall be permitted at RSCA events by any sponsor and/or member unless such events are specifically designed to promote products or services or unless otherwise approved in writing by the Board of Directors;
- 3) Any other forms of advertising through the RSCA should be done through its business directory, webpage or as may otherwise be determined by the Board of Directors; and
- 4) Any violation of the aforementioned guidelines shall be addressed by the Board of Directors as it deems appropriate.

Appendix D: Privacy Policy

Protecting our residents' privacy is important to the Riverside South Community Association, Inc. (RSCA). The following policy provides information on how The RSCA collects, uses, and safeguards the personal information residents provide to the RSCA:

Collection and Use of Personal Information:

The RSCA collects personal information (such as name, address, phone number and email addresses) from its members solely for the purposes of communicating with its members and providing information about the size and make-up of its membership base. The RSCA will not share or give out any personal information to any outside group.

From time to time, the RSCA will undertake surveys to determine the opinions or needs of all Riverside South residents. Information from surveys will be shared only with groups with a vested interest in the results and will only be shared in aggregate. No individual responses will be shared outside of the RSCA without consent.

Accuracy:

The RSCA will try to ensure that information about you is accurate, complete and up-to date. However, please inform the RSCA of any change of name, address or other information. In the event you have questions about the accuracy of factual information we have collected about you, you will have access to that information in order to verify and update it.

Questions:

If you have any questions or concerns about the personal information about you held by the RSCA, please contact the RSCA at info@riversidesouth.org.