

Bylaws of SUMMERHILL RESIDENTS ASSOCIATION

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Section 1 – Directors

Electing and Appointing Directors

1.1 Who elects the directors?

The Members elect the Directors.

1.2 How long do Directors serve?

The Members will elect

- one third of the Directors for a 3-year term,
- one third of the Directors for a 2-year term, and
- one third of the Directors for a 1-year term.

After this time, newly elected Directors shall be elected for 3-year terms.

Empty Seats

1.3 In what situations does a Director cease holding office before the end of their term?

A Director will stop holding office immediately, if he/she:

- dies
- becomes bankrupt, or
- is found to be incapable of managing property by a court or under Ontario law.
- has attended less than 60% of the meetings of the Board of Directors on a running basis.

A Director may resign by written notice to the Corporation. A Director who resigns will stop holding office when the Corporation receives the written notice or at the time specified in the notice, whichever is later.

1.4 Can the Members remove a Director from office?

Members may remove a Director before the end of their term of office. Members may do this by passing a resolution at a Members' Meeting with at least a majority (51%) of the votes cast by the Members. If a vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote.

1.5 How are Board seats filled when they've been vacated mid-term?

A quorum of Directors may fill a vacancy among the Directors by a majority vote.

1.6 How many Directors may a quorum of Directors appoint?

The total number of directors so appointed may not exceed one-third of the number of directors elected at the previous annual meeting of the members.

1.7 What if the vacancy means there isn't a quorum of directors?

If there aren't enough Directors to make up a quorum or the Members did not elect the minimum number of Directors set out in the articles, the Directors in office will, without delay, call a special Members' Meeting to fill the vacancy. If the Directors fail to call such a meeting, the meeting may be called by any Member.

1.8 What is the voting threshold to elect a Director mid-term?

if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority (51%) vote. The Board may fill any other vacancy by a majority (51%) vote.

1.9 How long is the term of office for a Director filling a vacancy?

The Director elected to fill the vacancy will hold office for the remainder of the removed Director's term. After that, the appointee will be eligible to be elected as a Director.

Committees

1.10 Can the Board delegate its powers to a Managing Director or Executive Committee?

The Board may appoint Directors to be a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors except those powers set out in the Act that are not permitted to be delegated

1.11 Who decides on the composition and rules of Board committees?

The Board will determine the composition and terms of reference for any committee of Directors. The Board may dissolve any committee by resolution at any time.

Paying Directors

1.12 Can we pay directors for their work as Directors?

The Directors will fulfil their role as Director without remuneration.

Section 2 – Board Meetings

2.1 Who can call Board Meetings?

President and any 2 Directors jointly may call meetings of directors at any time and any place on notice as required by the Notices Section of this Bylaw.

Board Meeting Notices

2.2 Do we have to give advanced notice for Board Meetings?

Notice of the time and place for the holding of a meeting of the Board will be given to every Director of the Corporation in the manner provided in the Notices Section of this Bylaw.

2.3 How long in advance does the notice have to be given?

Notice of the time and place of the meeting must be given not less than 2 days before the date that the meeting is to be held.

2.4 How should notice be given?

Notice must be given according to requirements set out in the Notices Section of this Bylaw.

2.5 When can we have a Board Meeting without advanced notice?

Notice of a meeting is not necessary if:

- a. all of the Directors are present, and none objects to the holding of the meeting,
- b. those absent have waived notice or have otherwise signified their consent to the holding of such meeting, or
- c. a quorum of Directors is present and it would be the first meeting of a newly elected or appointed Board immediately following the annual meeting of the Corporation.

Conducting Board Meetings

2.6 Who will chair Board Meetings? What if they are absent?

The President will oversee Board Meetings. If the President is absent, the Directors present will choose a Director to act as the Chair.

2.7 How will voting be conducted at the Board Meeting?

Each Director, including the President, has one vote. Questions arising at any Board Meeting will be decided by a majority (51%) of votes unless otherwise required by the Act.

2.8 Will the President have the power to break ties?

In case of an equality of votes, the President will not have a second or casting vote

Phone and e-Meetings

2.9 Can Directors join Board Meetings online or by phone?

If all of the Directors of the Corporation consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephone or electronic means. The telephone or electronic means must allow all participants to communicate adequately with each other during the meeting. A Director participating in the above ways is deemed to be present at that meeting. For greater certainty, Board meetings may be held entirely by phone or electronic means.

Section 3 – Officers

Appointments and Removals

3.1 What Officers can the Board appoint?

The Board will appoint from among the Directors a President/Chair and may appoint any other person to be President, Treasurer and Secretary at its first meeting following the annual meeting of the Corporation. The Board may appoint other Officers and agents as it deems necessary. These Officers and agents will have such authority and duties as the Board may assign from time to time.

3.2 Who can remove an Officer?

The Board may remove any Officer by resolution.

3.3 For what reasons may an Officer be removed?

An Officer may be removed for any of the following reasons: theft, mismanagement, perjury. Board members must attend 60% of the meetings / year.

Duties

3.4 What duties does the President have?

The President will perform the duties described in the Bylaws and such other duties as may be required by law or as the Board may determine from time to time, including: calling and chairing meetings of the Board, setting meeting agendas and chairing executive committees.

3.5 What duties do other Officers have?

Each Officer will perform the duties required by law or as the Board may determine from time to time.

3.6 Can Officers delegate their powers?

Officers will be responsible for the duties assigned to them but they may delegate to others the performance of any or all of such duties.

Section 4 – Legally Protecting Directors and Others

4.1 Will Directors and Officers be protected against liability?

No Director, Officer or committee member of the Corporation will be liable for:

- a. the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation
- b. joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation
- c. the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested
- d. any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or
- e. any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust.

4.2 Are there any preconditions Directors and Officers must meet to be protected from the liabilities mentioned above?

No Director, Officer or committee members of the Corporation will be liable for the above-mentioned things as long as they:

- a. complied with the Act and the Corporation's articles and Bylaws, and
- b. exercised their powers and discharged their duties in accordance with the Act.

Section 5 – Conflicts of Interest

5.1 Are Directors required to disclose any conflict of interest?

A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation shall make the disclosure required by the Act.

Are Directors who have a conflict of interest allowed to vote?

No such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction, except as provided by the Act.

Do Directors have to follow the decisions of the Board as a whole?

Once a position is taken by the Board, those on the Executive are obliged to hold that position in the public realm

Section 6 – Members

6.1 How many classes of Membership are there?

Membership in the Corporation shall consist of 1 class(es) of Members.

Membership in the Corporation will include the incorporators named in the articles until such time as their membership ends.

6.2 How does someone become a Member?

Membership in the Corporation shall be available to those natural persons who have attained the age of eighteen years and who reside or own residential property in the area being bounded on the west by Yonge Street; on the north by the rear lot line of the properties on the north side of Woodlawn Avenue East (with the exception of the YWCA and 22 Woodlawn Avenue East); on the east by the David A. Balfour Park ravine; and on the south by the north limit of the Canadian Pacific Railway lands. The board of directors may also pass membership rules, providing, among other things, for the admission of members by the Secretary of the Corporation. Each member shall be promptly informed by the Secretary of their admission as a member.

6.3 What rights do Members have?

As set out in the articles, each Member of the Members class is entitled to receive notice of, attend, and vote at all Members' Meetings, and each Member of the Members class will be entitled to one (1) vote at such meetings.

6.4 How does membership end?

Membership in Members class automatically terminates if the Member resigns or such membership is otherwise ended according to the Act or if the Member fails to pay the annual membership dues owing.

6.5 How long does membership last?

The term of membership will be 1 year, subject to renewal in accordance with the policies of the Corporation.

Transferral of Membership

6.6 Can Members transfer their Membership to others?

Membership in the Corporation is not transferable.

Section 7 – Members’ Meetings

Annual Members’ Meeting

7.1 When and where will the Annual Members’ Meeting be held?

The Board will decide the date and place of the Annual Members’ Meeting. The place of the Annual Members’ Meeting must be within Ontario.

7.2 What will the agenda of the Annual Members’ Meeting (AGM) be?

The business at the annual meeting will include the following:

- a. Approve the agenda for the AGM
- b. Approve the minutes of the previous AGM and any special meetings
- c. Approve the financial statements for the previous year
- d. Approve a motion to exempt the Corporation from the requirement to have an audit in that year
- d. a report from the auditor or the person appointed to review the non-profit’s finances
- e. reappoint the auditor or appoint a new public accountant to do an audit or review engagement
- f. elect directors, and
- g. any new or special business that was included in the notice of the meeting

7.3 Can anything be added to the agenda? If so, how?

Voting Members have a right to submit proposals to be added to the agenda. They must give the proposal to the Board prior to the giving of notice of the Annual Members’ Meeting in accordance with the Act, so that such item of new business can be included in the notice of Annual Members’ Meeting

Special Members’ Meetings

7.4 Who can call a Special Members’ Meeting?

The Directors may call a Special Members’ Meeting.

7.5 Can the Members make the Directors call a Special Members’ Meeting? If so, how?

The Board will convene a Special Members’ Meeting on written request of not less than 10% of the Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within 21 days from the date of the deposit of the request.

Notice

7.6 Do we have to give advanced notice of Members’ Meetings? If so, what criteria must it meet?

Subject to the Act, not less than 10 and not more than 50 days prior to the Meeting written notice of any annual or Special Members’ Meeting must be given in the manner specified in the Act and the Notices Section of this Bylaw to each Member and to the auditor or person appointed to conduct a review engagement.

7.7 How much detail must the notice contain?

Notice of any meeting where special business will be transacted must contain enough information to permit the Members to form a reasoned judgement on the decision to be taken.

Phone and e-Meetings

7.8 Can Members join Members' Meetings online or by phone?

Yes, a Member may participate at Members' Meetings by telephone or electronic means.

Quorum

7.9 How many Members need to be at the Members' Meeting to conduct official business?

A quorum for the transaction of business at a Members' Meeting is 2 Members entitled to vote at the meeting, whether present in person or by proxy.

7.10 What happens if you lose quorum part way through the meeting?

A quorum must be present throughout the meeting in order for the Members to proceed with the business of the meeting.

Chair of the Meeting

7.11 Who will chair Members' Meetings?

The President shall be the chair of the Members' Meeting.

7.12 Who will chair Members' Meetings if the Chair is absent?

In the President's absence, the Members present at any Members' meeting will choose another Director as chair. If no Director is present, or if all of the Directors present decline to act as chair, the Members present will choose a Member present to chair the meeting.

Voting

7.13 How many votes will be necessary to pass a resolution?

Business arising at any Members' Meeting will be decided by 51% of votes unless otherwise required by the Act or the Bylaws.

7.14 How many votes will each Member have?

Each voting Member will be entitled to one vote at any Members' Meeting.

7.15 Can Members vote by proxy?

If a Member is unavailable to attend or participate in a Members' Meeting, they may appoint another Member to vote for them by proxy.

7.16 How will votes be taken?

Votes will be taken by a show of hands among all voting Members present unless otherwise required by the Act.

7.17 Can anyone demand a written ballot?

Before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded will be taken in such manner as the chair of the meeting directs.

7.18 Will the chair of the meeting have a vote?

The chair of the meeting, if a voting Member, will have a vote.

7.19 What if there's a tie vote?

If there is a tie vote, the chair of the meeting has to call for a written ballot. The chair cannot vote in a written ballot to break a tie. If the written ballot results in a tie, the motion doesn't pass.

7.20 How will a vote by show of hands be recorded?

Whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes will be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

7.21 Will abstentions be counted as votes?

An abstention will not be considered a vote cast.

Attendance

7.22 Who has a right to attend Members' Meetings?

The only persons entitled to attend a Members' Meeting are:

- the Members
- the Directors
- the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any) and
- others who are entitled or required under any provision of the Act or the articles to be present at the meeting.

Any other person may be admitted only if the Chair of the meeting invites them or the majority (51%) of the Members present at the meeting consent to their being there.

Section 8 – Notices

8.1 What are valid ways of sending advanced notice of meetings?

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement shall be delivered:

- To the last address on record for that director or member
- Prepaid mail
- Email
- Other electronic means
- As the directors determine

8.2 Where should notices be sent?

Notices mentioned above will be sent to any such Member or Director at their latest address as shown in the records of the Corporation and to the auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address be given then to the last address of such Member or Director known to the Board.

8.3 Can the right to notice be waived?

Notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled to the notice.

8.4 Can we count the day notice is sent as part of the total number of days required for advanced notice?

Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice will, unless it is otherwise provided, be counted in such number of days or other period.

8.5 What effect does an error or omission have on the validity of the notice?

No error or accidental omission in giving notice of any Board Meeting or any Members' Meeting will invalidate the meeting or make void anything that happens at the meeting.

Section 9 – Finances & Signing Authority

9.1 When does our financial year end?

The financial year of the Corporation ends on 31st of December in each year or on such other date as the Board may from time to time by resolution determine.

Section 10 – Adoption and Amendment of Bylaws

10.1 What percentage of Member support does it take to change these Bylaws?

The Members may from time to time amend this Bylaw with 51% of the votes cast at a Members' Meeting.

10.2 Can the Board change the Bylaws between Members' Meetings?

The Board may from time to time in accordance with the Act pass or amend this Bylaw.

10.3 Can the Board create new Bylaws or change the Bylaws on their own?

The Board must submit any Bylaws it passes or changes it makes to existing Bylaws to the Members at the next Members' Meeting. The Members may confirm, reject or amend the new Bylaw or Bylaw changes.

Section 11 – Definitions & Interpretation

11.1 Definitions

In this Bylaw, unless the context otherwise requires:

- a. “Act” means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- b. “Board” means the board of directors of the Corporation;
- c. “Bylaws” means this Bylaw (including the schedules to this bylaw) and all other bylaws of the Corporation as amended and which are, from time to time, in force;
- d. “President / Chair” means the president/chair of the Board;
- e. “Corporation” means the corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;
- f. “Director” means an individual occupying the position of director of the Corporation by whatever name he or she is called;
- g. “Member” means a member of the Corporation;
- h. “Members” means the collective membership of the Corporation; and
- i. “Officer” means an Officer of the Corporation.

11.2 What if something isn’t defined above?

Other than as specified in the Definitions section, all terms contained in this Bylaw that are defined in the Act will have the meanings given to them in the Act. Words in the singular include the plural and vice versa, and words in one gender include all genders.

11.3 What if part of the Bylaw is invalid?

The invalidity or unenforceability of any provision of this Bylaw shall not affect the validity or enforceability of the remaining provisions of this Bylaw.

11.4 What if parts of the Bylaw are inconsistent with the Articles or Act?

If any of the provisions contained in the Bylaws are inconsistent with those contained in the articles or the Act, the provisions contained in the articles or the Act will prevail.