



West Rouge Community Association By-law # 1

Organizational By-law

Being a by-law to set out rules and procedures for the West Rouge Community Association (WRCA).

Whereas the Not-for-Profit Corporations Act, 2010 (Ontario) (“the Act”) came into effect on October 19, 2021, requiring not-for-profit corporations to make any necessary changes to their governing documents within a three-year transition period from the date ONCA came into effect; and,

Whereas the Members of the WRCA consider it desirable and necessary to adopt rules and procedures for the WRCA through an Organizational By-law;

Now therefore, the Members of the WRCA hereby adopt as follows:

Section 1 – General

1.01 Definitions

In this by-law:

1. "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;
2. "Board" means the board of directors of the WRCA;
3. "Board Meeting" means a regular meeting of the WRCA Directors;
4. "By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the WRCA as amended and which are, from time to time, in force and effect;
5. "Chair" means the chair of the Board of Directors of the WRCA;
6. "Director" means an individual occupying the position of director of the WRCA and includes individuals occupying the position or office and the individual occupying the position of president, as the context requires;
7. "Member" means a member of the WRCA;

8. "Members" means the collective membership of the WRCA;
9. "Officer" means an officer of the WRCA; and,
10. "WRCA" means the West Rouge Community Association, being the Corporation that has adopted these by-laws under the Act.

1.02 Interpretation

1. Other than as specified in Section 1.01, all terms contained in this By-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.
2. The words "include", "includes" or "including" are not to be read or interpreted as limiting the words, phrases or descriptions that precede them.
3. The words or references in this by-law that are not defined herein shall be interpreted in accordance with their plain, ordinary, and common dictionary meaning.

1.03 Severability and Precedence

1. The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-laws are inconsistent with those contained in the articles or the Act, the provisions contained in the articles or the Act, as the case may be, shall prevail.

1.05 Execution of Documents

1. Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the WRCA may be signed by any two of its Officers. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed.
2. Any Director or Officer may certify a copy of any instrument, resolution, By-law, or other document of the WRCA to be a true copy thereof.

Section 2 – Mission and Values

2.01 Mission Statement

The WRCA protects the natural beauty of our community, ensuring responsible growth and development. We support our community, local organizations, events, youth

groups, and social causes. We foster partnerships and create opportunities to engage all residents in our diverse community.

2.02 Values

Advocacy: We represent our community to ensure that the residents of West Rouge are considered, heard, and understood.

Sustainability: We promote responsible growth in our neighbourhood that is complimentary to the natural beauty of our community and serves to enhance the lives of West Rouge residents.

Engagement: We keep our community informed of special events and help to provide our residents with opportunities to access their local government representatives.

Collaboration: We work with all levels of government, local decision makers, and advocates with the goal of making West Rouge a better place to live.

Support: We support local organizations. We help build a sense of community by volunteering our time to local causes.

Non-partisan: We are unaffiliated with, and uninfluenced by, any political party. We represent the interests of the West Rouge community.

Teamwork: We work as a collective on behalf of West Rouge. Our volunteer team is committed and passionate.

Section 3 – Directors and Officers

3.01 Election of Directors and President and Term of Office

1. The Directors shall be nominated and elected by the Members at each annual meeting. The term of office of the Directors shall be from the date of the meeting at which they are elected or appointed until the next annual meeting or until their successors are elected or appointed. There is no restriction on the numbers of terms that a Director can serve.
 - a. In order to serve as a Director, a nominee:
 - i. shall be a Member;
 - ii. cannot be running for an elected school board, municipal, provincial, or federal political position; and,

- iii. cannot be an elected school board, municipal, provincial, or federal politician.
2. The President shall be nominated and elected by the Members at the first meeting of Members and at each succeeding annual meeting. The term of office of the President shall be from the date of the meeting at which they are elected or appointed until the next annual meeting or until their successor is elected or appointed.
3. In order to serve as President, a nominee:
 - a. shall be a Member;
 - b. shall be a current Director who has served at least one full term of office;
 - c. cannot have served as President for the previous two consecutive full terms of office;
 - d. cannot be running for an elected school board, municipal, provincial, or federal political position; and,
 - e. cannot be an elected school board, municipal, provincial, or federal politician.
4. If no current Director is nominated for President or no current Director accepts a nomination for President, then the nominee:
 - a. shall be a Member;
 - b. cannot be running for an elected school board, municipal, provincial, or federal political position; and,
 - c. cannot be an elected school board, municipal, provincial, or federal politician.
5. If there is more than one nominee for President, then prior to the election for President, each nominee shall be given an equal amount of time to publicly speak to the Members in attendance at the annual meeting. Votes for the President shall then be taken by a show of hands one nominee at a time, in the order that they spoke. Should there not be a majority vote for one nominee after the first round of elections, the nominee with the lowest number of votes shall be dropped from the list of nominees. The election procedure for President is then to be repeated until one of the nominees has achieved a majority vote.
6. In the event of a tie vote for the position of President, the nominee to serve as President shall be decided by a coin flip.

3.02 Appointment of Officers

1. In accordance with section 4.04, subsection 2 of this by-law, the President of the WRCA shall serve as Chair of the Board and is deemed to be an Officer.
2. At a meeting following the annual meeting of the WRCA, the Board shall appoint a Treasurer and a Secretary from among its Directors who shall be deemed to be Officers.
3. At a meeting following the annual meeting of the WRCA, the Board may appoint from among its Directors, the following positions which shall be deemed to be Officers:
 - a. Vice-President;
 - b. 2nd Vice-President; and,
 - c. Immediate Past President (if agreed to by the departing President).
4. If there is more than one nominee for Treasurer, Secretary, Vice-President or 2nd Vice-President, then prior to the election for the positions, each nominee shall be given an equal amount of time to publicly speak to the Board at the Board Meeting. Votes for the Treasurer, Secretary, Vice-President or 2nd Vice-President, as the context requires, shall then be taken by a show of hands one nominee at a time, in the order that they spoke. Should there not be a majority vote for one nominee after the first round of elections, the nominee with the lowest number of votes shall be dropped from the list of nominees. The election procedure for the Treasurer, Secretary, Vice-President or 2nd Vice-President is then to be repeated until one of the nominees has achieved a majority vote.
5. In the event of a tie vote for the position of Treasurer, Secretary, Vice-President or 2nd Vice-President, as the context requires, the nominee to serve in the applicable position shall be decided by a coin flip.

3.03 Duties of Officers

1. Officers shall be responsible for the duties assigned to them.

3.04 Duties of the Chair

1. The Chair shall perform the duties described in section 4.04, subsection 1 and section 9.05 and such other duties as may be required by law or as the Board may determine from time to time.

3.05 Duties of the President

1. The President shall perform the duties described in Schedule A to this By-law and such other duties as may be required by law or as the Board may determine from time to time.
2. Should the President be unable to perform the duties described in this By-law for any reason, the Vice-President shall assume the duties of the President until a new President is elected at an annual meeting in accordance with section 3.01 of this by-law.
3. Should the Vice-President be unable to perform the duties of the President in their absence, the 2nd Vice-President shall assume the duties of the President until a new President is elected at an annual meeting in accordance with section 3.01 of this by-law.
4. If the President, Vice-President, and 2nd Vice-President are unable to perform the duties of the President, the Directors shall choose one of their own to act as the President for the remainder of the President's term.

3.06 Duties of the Treasurer

1. The Treasurer shall perform the duties described in Schedule B to this By-law and such other duties as may be required by law or as the Board may determine from time to time.

3.07 Duties of the Secretary

1. The Secretary shall perform the duties described in Schedule C to this By-law and such other duties as may be required by law or as the Board may determine from time to time.

3.08 Composition of the Board

1. The Board shall be comprised of a minimum of three Directors and a maximum of twenty Directors.

3.09 Vacancies

1. The office of a Director or Officer shall be vacated immediately, if:
 - a. the Director or Officer resigns office by written notice to the WRCA, which resignation shall be effective at the time it is received by the WRCA or at the time specified in the notice, whichever is later;
 - b. the Director or Officer dies or becomes bankrupt;

- c. the Director or Officer is found to be incapable by a court or incapable of managing property under Ontario law; or,
- d. at a meeting of the Members, the Members by ordinary resolution remove the Director or Officer before the expiration of the Director or Officer's term of office.

3.10 Removal of a Director or Officer by the Board

1. The Board, by resolution and a two-thirds majority vote at a Board Meeting, may remove a Director or Officer, for any of the following reasons:
 - a. the Director or Officer having been deemed to have resigned due to not attending three consecutive Board Meetings without reasonable excuse that has been communicated to the Board in advance of the absence;
 - b. the Director or Officer mismanaging the financial affairs of the WRCA to an extent that the reputation of the WRCA is brought into disrepute, or to an extent that the WRCA is liable for unexpected interest or penalties related to contracts or obligations;
 - c. the Director or Officer being convicted of a criminal act, the nature of which would result in the loss of credibility for the Board and bring the reputation of the WRCA into disrepute should the Director or Officer continue to serve; or,
 - d. the Director or Officer being deemed to not contribute to the work of the Board or to the mission and values of the WRCA as identified in section 2 of this by-law.

3.11 Filling Vacancies

1. A vacancy on the Board shall be filled as follows:
 - a. if the vacancy occurs as a result of the Members removing a Director or Officer, the Members may fill the vacancy by an ordinary resolution;
 - b. if there is not a quorum of Directors or there has been a failure to elect the number or minimum number of Directors, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting or if there are no Directors in office, the meeting may be called by any Member; and,
 - c. a quorum of Directors may fill a vacancy among the Directors.

2. The Director or Officer appointed or elected to fill the vacancy holds office for the remainder of the unexpired term of the Director or Officer's predecessor:

3.12 Committees

1. Committees may be established by the Board as follows:
 - a. the Board may appoint from their number 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; and,
 - b. subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

3.13 Remuneration of Directors

1. The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director, noting that Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties.

Section 4 – Board Meetings

4.01 Calling of Meetings

1. Meetings of the Directors may be called by the Chair or any two Directors at any time and any place on notice as required by this by-law.

4.02 Regular Meetings

1. The Board shall meet as required. Generally, Board Meetings are called on a monthly basis.

4.03 Notice

1. Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in section 10 of this by-law to every Director of the WRCA not less than seven days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without

notice, hold its first meeting immediately following the annual meeting of the WRCA.

4.04 Chair

1. The Chair shall preside at Board Meetings.
2. The President of the WRCA shall be the Chair of the Board.
3. In the absence of the Chair, the Vice-President will preside at Board Meetings.
4. If both the President and Vice-President are absent, the 2nd Vice-President will preside at Board Meetings.
5. If the President, Vice-President, and 2nd Vice-President are absent, the Directors in attendance shall choose one of their own to act as the Chair.

4.05 Voting

1. Each Director has one vote. Questions arising at any Board Meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall not have a second or casting vote. An equality of votes shall result in the matter being decided in the negative.

4.06 Electronic Participation

1. A Director may participate electronically in a Board Meeting provided that there is suitable technology available to allow the Director to participate fully in the meeting.
2. A Director participating electronically shall count towards determining whether or not a quorum of Directors is present at any point in time.

4.07 Quorum

1. A quorum for the transaction of business at a Board Meeting is the majority of the Directors. A quorum must be present throughout the meeting in order for the Directors to proceed with the business of the meeting.

Section 5 – Banking

5.01 Banking

1. The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the WRCA shall be placed for safekeeping.

5.02 Financial Year

1. The financial year of the WRCA ends on September 30 in each year or on such other date as the Board may from time to time by resolution determine.

Section 6 – Protection of Directors and Officers

1. No Director, Officer or committee member of the WRCA is liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the WRCA or for joining in any receipt or for any loss, damage or expense happening to the WRCA through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the WRCA or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the WRCA shall be placed out or invested or for 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 for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:
 - a. complied with the Act and the WRCA's articles and By-laws; and,
 - b. exercised their powers and discharged their duties in accordance with the Act.

Section 7 – Conflict of Interest

1. A Director who is a party to a material contract or transaction or proposed material contract or transaction with the WRCA 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 WRCA shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

Section 8 – Members

8.01 Members

1. The geographic boundary of the West Rouge community is Highway 401 to the north, Port Union Road to the west, Lake Ontario to the south, and the Rouge River to the east.
2. Membership is available to any resident or business person being at least 18 years of age who resides or operates their business within the geographic

boundary of the West Rouge community, as defined in section 8.01, subsection 1 of this by-law, noting that there is a maximum of one voting membership for each household or business.

8.02 Membership

1. In order for a resident or business person to be considered a Member, the resident or business person must have purchased an annual Membership in the current year.
2. Annual Memberships are valid from January 1 to December 31 each year.
3. The Board shall be responsible for reviewing and determining the annual membership fee.
4. A Membership in the WRCA automatically terminates if the Member is no longer a resident or business person in the West Rouge community.
5. A Membership in the WRCA is not transferable and automatically terminates if the Member resigns or such Membership is otherwise terminated in accordance with the Act.

Section 9 – Members’ Meetings

9.01 Annual Meeting

1. The annual meeting shall be held on a day and at a place within Scarborough, Ontario fixed by the Board or by electronic means if all Members in attendance are participating electronically. There are no provisions for hybrid meetings where some Members participate in-person while others participate by electronic means.
2. Any Member, upon request, shall be provided, not less than five business days or other number of days that may be further prescribed in regulations before the annual meeting, with a copy of the approved financial statements or other financial information required by the By-laws or articles.
3. The business transacted at the annual meeting shall include:
 - a. receipt of the agenda;
 - b. receipt of the minutes of the previous annual and subsequent special meetings;
 - c. consideration of the financial statements;

- d. retirement of the current Board;
 - e. election of the President;
 - f. election of returning Directors by slate;
 - g. in instances where the election of returning Directors by slate is not approved by the Members, the election of individual Directors, one returning Director at a time, in the order that their names are listed;
 - h. the calling for nominations and election of additional Directors; and,
 - i. such other or special business as may be set out in the notice of meeting.
4. No other item of business shall be included on the agenda for the annual meeting unless a Member's proposal has been given to the secretary prior to the giving of notice of the annual meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

9.02 Special Meetings

1. The Directors may call a special meeting of the Members. The Board shall call a special meeting on written requisition of the Members who hold at least one per cent of votes that may be cast at the meeting sought, to be held within 21 days after receiving the requisition unless the Act provides otherwise.

9.03 Notice

1. Subject to the Act, not less than 10 and not more than 50 days written notice of any annual or special Members' meeting shall be given in the manner specified in the Act to each Member and each Director. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken, and state the text of any special resolution to be submitted to the meeting.

9.04 Quorum

1. A quorum for the transaction of business at a Members' meeting is one percent of the Members entitled to vote at the meeting, whether present in person or by proxy. A quorum must be present throughout the meeting in order for the Members to proceed with the business of the meeting.

9.05 Chair of the Meeting

1. The Chair shall be the chair of the Members' meeting; in the Chair's absence, the Members present at any Members' meeting shall choose another Director as

chair and if no Director is present or if all of the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

9.06 Voting of Members

1. Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the By-law provided that:
 - a. each Member shall be entitled to one vote at any meeting;
 - b. votes shall be taken by a show of hands among all Members present and the chair of the meeting, if a Member, shall have a vote;
 - c. if there is a tie vote, the motion is lost.
 - d. whenever a vote by show of hands is taken on a question, 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 shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

9.07 Adjournments

1. The Chair may, with the majority consent of any Members' meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

9.08 Persons Entitled to be Present

1. The only persons entitled to attend a Members' meeting are the Members, the Directors, 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 invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

Section 10 – Notices

10.01 Services

1. Any notice required to be sent to any Member or Director shall be delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member at the Member's latest address or email address as shown in

the records of the WRCA, provided always that notice may be waived or the time for giving the notice may be abridged at any time with the consent in writing of the person entitled thereto.

10.02 Error or Omission in Giving Notice

1. The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or the non-receipt of any notice by any such person where the WRCA has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

Section 11 – Adoption and Amendment of By-laws

11.01 Amendments to By-laws

1. The Board may from time to time make minor corrections to any By-laws, Motion, Resolution, minutes or other WRCA document to eliminate technical or typographical errors.
2. The Members may from time to time amend this By-law at a Members' Meeting where quorum is present.

Section 12 – Policies and Procedures

1. The Board may from time to time adopt, amend, or repeal policies and procedures that are in keeping with and are complimentary to the provisions of this By-law.

Section 13 – Schedules

1. The Schedules attached to this by-law are position descriptions of Directors and/or Officers of the WRCA. The Board may from time to time adopt, amend, or repeal position descriptions of Directors and/or Officers of the WRCA.

Schedule A: Position Description of the President

Role Statement

The president provides leadership to the Board, ensures the integrity of the Board's process and represents the Board to outside parties. The president co-ordinates Board activities in fulfilling its governance responsibilities and facilitates co-operative relationships among Directors. The president ensures the Board discusses all matters relating to the Board's mandate.

Responsibilities

Agendas

Establish agendas aligned with annual Board goals and preside over Board Meetings. Ensure meetings are effective and efficient for the performance of governance work. Ensure that a schedule of Board Meetings is prepared annually.

Work Plan

Ensure that a Board work plan is developed and implemented that includes annual goals for the Board and embraces continuous improvement.

Representation

Serve as the Board's primary contact with the public.

Reporting

Report regularly to the Board on issues relevant to its governance responsibilities.

Board Conduct

Set a high standard for Board conduct and enforce policies and By-laws concerning Directors' conduct.

Mentorship

Serve as a mentor to other Directors. Ensure that all Directors contribute fully. Address issues associated with underperformance of individual Directors.

Succession Planning

Ensure succession planning occurs for the Board.

Committee Membership

Serve as Member on all Board committees.

Schedule B: Position Description of the Treasurer

Role Statement

The Treasurer works collaboratively with the President to support the Board in achieving its fiduciary responsibilities.

Responsibilities

Custody of Funds

The Treasurer shall have the custody of the funds and securities of the WRCA and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the WRCA in the books belonging to the WRCA and shall deposit all monies, securities and other valuable effects in the name and to the credit of the WRCA in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. The Treasurer shall disburse the funds of the WRCA as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Chair and Directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the WRCA. The Treasurer shall also perform such other duties as may from time to time be directed by the Board.

Board Conduct

Maintain a high standard for Board conduct and uphold policies and By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

Mentorship

Serve as a mentor to other Directors.

Financial Statement

Present to the Members at the annual meeting as part of the annual report, the financial statement of the WRCA approved by the Board.

Schedule C: Position Description of the Secretary

Role Statement

The Secretary works collaboratively with the President to support the Board in achieving its fiduciary responsibilities.

Responsibilities

Board Conduct

Support the President in maintaining a high standard for Board conduct and uphold policies and the By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

Document Management

Ensure the proper recording and maintenance of minutes of all meetings of the WRCA, the Board and Board committees. Attend to correspondence on behalf of the Board. Have custody of all minute books, documents, and registers and ensure that they are maintained as required by law. Ensure that all reports are prepared and filed as required by law or requested by the Board.

Meetings

Give such notice as required by the By-laws of all meetings of the WRCA, the Board and Board committees. Attend all meetings of the WRCA, the Board and Board committees.