

Para Ref	2024 New By-law Sections
	The Bridlewood Community Association, a Not-for-Profit Corporation incorporated under the laws of Ontario.
	By-Law #1 Vision and Legal Framework
	(as approved at 11 June 2024 Board of Directors Meeting)
	A By-law describing the Bridlewood Community Association (BCA) vision and legal framework. Together with By-laws #2 and #3, comprises the Constitution of the BCA.
	BE IT ENACTED as By-law #1 of the Bridlewood Community Association as follows:
Part 1 Vision, Mission, Strategic Priorities and Guiding Principles	
1-1	Vision. Helping to make the Bridlewood Community a vibrant, family-friendly, open and welcoming place to live, work and play, where everyone is connected to the betterment of the community
1-2	Mission. The Bridlewood Community Association (BCA) is a community not-for-profit organization that works to increase stewardship of the community, to foster a sense of spirit, pride and participation in Bridlewood through organizing events and activities. It works with the members of the community and appropriate organizations (municipal, provincial, federal and others) to understand issues and to achieve the desired goal of improving the quality of life for all residents.
1-3	Strategic Priorities. The strategic priorities of the BCA shall be to: (a) engage the Bridlewood community; (b) delivery quality programs and services; (c) enhance organizational effectiveness; and (a) build partnerships and collaborations.
1-4	Guiding Principles. The guiding principles of the BCA are as follows: (a) Accountable: The BCA is transparent and accountable to the community, funders, partners and its members. In doing so, the BCA will share information that is complete, timely and accurate to the best of its ability; (b) Inclusive: The BCA will promote or undertake activities that support, either financial or non-financial, all the members of the community to enhance a sense of stewardship, cooperation and belonging; (c) Service: The BCA will advocate for the provision of community improvements and work to support the members of the community without personal benefit; (d) Respect: The BCA will treat itself, its members and the community with respect while representing the interests of all its residents;

	<p>(e) Collaborate: The BCA will work with the community, federal, provincial, municipal and other organizations; and</p> <p>(f) Adaptive: The BCA will change and innovate its practices to ensure it is meeting the needs of the community.</p>
<p>Part 2 Definitions The following definitions apply to all By-laws:</p>	
2-1	Annual Members Meeting (AMM) – A BCA Members meeting, held after the fiscal year-end, where the annual BCA operations are reviewed, new Directors are elected, and to transact any other business.
2-2	Special Members Meeting (SMM) - A BCA Members meeting, held during the fiscal year, to discuss matters of urgency or importance, or to transact other business of great significance that cannot wait until the AMM.
2-3	BCA Board of Directors (Board) – The Board of Directors collectively authorize all actions and decisions taken on behalf of the BCA. The Board is comprised of five (5) Executive Directors plus ten (10) Neighbourhood Directors. All Directors are elected to a two year term of office. The Executive Director holding the office of President shall organize and lead all Board meetings.
2-4	BCA Member - A Bridlewood Resident over the age of 18 years can be a BCA Member by one of two ways: (1) annual membership - a person has paid an annual household membership fee, or (2) honorary membership - the Board has awarded a person a free lifetime membership in the BCA in recognition of significant past contributions to the Bridlewood community. The VP Communications will maintain a list of all annual and honorary members.
2-5	Bridlewood Community (Bridlewood) – a community in the City of Ottawa of approximately 1,580 acres (6.4 km ²) with a population of 30,000. The area is bounded by the National Capital Commission (NCC) Greenbelt lands to the north, Old Richmond Road to the east, Hope Side Road to the south and Eagleson Road to the west.
2-6	Bridlewood Community Association (BCA) – a volunteer organization, duly incorporated by the Province of Ontario as a not-for-profit corporation, having the general purpose of bettering the lives of current and future Bridlewood residents.
2-7	Bridlewood Resident – a person who lives in a housing unit in the Bridlewood Community. Bridlewood Residents are encouraged to contact BCA Directors with local concerns and to volunteer in BCA activities.
2-8	Committee Chair – a BCA Member appointed by the Board of Directors to lead a BCA standing or <i>ad hoc</i> Committee. The Committee terms of reference and/or mandate must be defined and approved by the Board before the Committee Chair can be appointed. A Committee Chair is usually accountable to one of the Executive Officers and is invited to attend all Board meetings in an <i>ex officio</i> capacity.
2-9	Committee Members - are Bridlewood residents or BCA Members, who have been asked by a Director or Committee Chair to participate in Committee activities.

2-10	Director – a generic term, being a BCA Member elected at the AMM to the BCA Board of Directors. A Director participates in organizing BCA activities throughout the year and is a full voting member at all Board meetings. Directors hold office for two years. After the AMM has occurred, vacant Director positions can be filled by the Board appointing a BCA Member to the remaining term of office. Should a Neighbourhood Director subsequently be elected or appointed to an Executive Director position, they automatically vacate their Neighbourhood Director position.
2-11	Executive Director (ED) – is a Director who also holds one of the following five executive positions: President, Vice-President (VP) Social, VP Development, VP Communications and VP Finance. Each Executive Director must be a BCA Member and is elected to their executive position at an AMM for a two-year term of office. After an AMM has occurred, the Board may appoint a BCA Member to a vacant Executive Director position for the remaining term of office. For the 2024 implementation of the new By-Laws, the existing BCA Secretary shall be deemed to occupy the VP Communications executive position, the existing BCA Second Vice-President shall be deemed to occupy the VP Development executive position and both incumbents shall have their term of office extended one year to end at the 2025 AMM.
2-12	By-Law Interpretations - the Board may interpret, amplify or clarify any by-law provisions by approving a resolution and posting this resolution on the BCA website.
2-13	By-Law Changes - the Board may make by-law additions, changes or deletions by passing a resolution and having this resolution approved at an AMM or SMM.
2-14	Neighbourhood Director (ND) – At each AMM, members are to elect five BCA Members to a Neighbourhood Director position each having a term of office of two years. For the 2024 implementation of the new By-Laws, five additional Neighbourhood Directors with a term of office of one year are to be elected. Therefore, at any one time, there may be a maximum of ten (10) Neighbourhood Directors holding office. After an AMM has occurred, the Board may appoint a BCA Member to the remaining term of office of a vacant Neighbourhood Director position.
2-15	Resolution - a motion presented at a meeting and passed, with or without amendment, by at least a majority of the votes cast.
2-16	Ontario Not-for-profit Corporation Act (ONCA) - the Province of Ontario law that governs all non-profit organizations that have chosen to incorporate. The law took effect October 19, 2021 and all affected organizations have until October 18, 2024 to fully implement its requirements. The BCA is also governed by the Ontario <i>Corporations Information Act (CIA)</i> which requires certain information be provided yearly to the Government of Ontario.

2-17	Public Benefit Corporation - A Public Benefit Corporation is a defined term in ONCA and it refers to a non-profit corporation that annually receives more than \$10,000 in donations and/or government grants. The BCA meets this definition, and as a result ONCA imposes greater public accountability and reporting requirements.
2-18	Quorum of a Board Meeting – The quorum for a Board meeting shall be at least 51% of the total number of Directors, including at least three (3) Executive Directors, holding office on that date. If the quorum threshold is not met at the start of a meeting or during the meeting, the meeting chair may adjourn the remainder of the meeting to a later date or may continue the meeting on an informational (non-decision making) basis. The Minutes of the meeting will record the names of all Directors present and, if applicable, at what point quorum was lost.
2-19	Quorum of an AMM or SMM Meeting – The quorum for an AMM or SMM is at least 51% of the number of Directors then in office, including at least three (3) Executive Directors, plus ten (10) additional BCA Members. If there is no quorum for an AMM or SMM, the President must convene a new AMM or SMM within 30 days.
2-20	Fiscal Year – The fiscal year begins on September 1 and runs to August 31.
2-21	Membership Year - BCA memberships are sold on a calendar year basis, beginning on January 1. Therefore, all BCA memberships sold within a given calendar year entitle the member to attend the AMM, and if applicable any SMM held in that calendar year.
2-22	Latin Terms Used: The following Latin terms and their definitions are used in by-laws: <ul style="list-style-type: none"> (a) <i>ad hoc</i> - created for a particular purpose as necessary; (b) <i>ex officio</i> - by virtue of the office, not having the right to vote; (c) <i>in camera</i> - in private; and (d) <i>pro tem</i> - for the time being.
Part 3 General Provisions	
3-1	Head Office. The Head Office of the Corporation shall be in Ottawa (the former City of Kanata) in the Province of Ontario, and at such place therein as the Board of Directors may from time to time determine. All corporate books and records shall be kept at the head office for a minimum period of six (6) years.
3-2	Signatures. Contracts made on behalf of the BCA shall be signed by the President or VP Finance. Official BCA correspondence, such as letters sent on BCA letterhead and government filings, shall be signed by the President. Official documents which require two signatures, such as new or changed By-Laws, shall be signed by the President and VP Communications. All banking documents shall be signed by the VP Finance and, when required, witnessed by one other Executive Officer. Copies of all the above documents will be retained by either the VP Communications or the VP Finance.

3-3	Real Property. The BCA shall not own or have any interest in any real property items or capital improvements. Furthermore, the BCA may only fund or contribute to capital improvement projects located on land or in buildings owned by the City of Ottawa and located within the Bridlewood Community.
3-4	Not-For-Profit. The BCA is a not-for-profit corporation incorporated by the Province of Ontario in accordance with the Ontario Not-for-Profit Corporations Act. The BCA is not a charity as defined in the Canadian Income Tax Act.
3-5	Sales Tax. The BCA does not charge or collect sales tax on the provision of any of its goods or services.
Part 4 Legal Housekeeping Provisions	
4-1	Natural Person. The Board of Directors has the capacity, rights, powers and privileges of a natural person.
4-2	Restrictions. The Board of Directors shall not carry on any activity or exercise any power that is restricted by its articles from carrying on, nor shall the Board exercise any of its powers in a manner contrary to its articles.
4-3	Computation of Time. In computing the date or time when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded.
4-4	Board Powers. Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, the Board of Directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligation of the Corporation may or shall be executed.
4-5	Interpretation. In all BCA by-laws, unless the context otherwise requires and other than as specifically defined in a by-law, all terms contained in the by-laws that are defined in ONCA shall have the meanings given to the terms in ONCA, words importing the singular shall include the plural and vice versa, words importing one gender shall include all genders, and headings are used for convenience of reference and do not affect the interpretation of a BCA by-law. Any reference to a statute in this by-law includes, where the context requires, the statute and the regulations made under it, all as amended or replaced from time to time.
4-6	Severability and Precedence. The invalidity or unenforceability of any provision of a BCA by-law shall not affect the validity or unenforceability of the remaining provisions of a BCA by-law.
4-7	Video Teleconferencing. Notice of a BCA meeting is not required to specify a place of the meeting if the meeting is to be held using video teleconferencing technology. The notice of the meeting must include instructions for attending, participating and voting using video teleconferencing technology.
4-8	Consent of Director. A Director who is present at a Board meeting is deemed to have consented to any resolution passed or action taken at the meeting, unless (a) the Director's dissent is entered in the Minutes of the meeting, (b) the Director gives

	<p>their dissent to the VP Communications before the meeting is terminated, or (c) the Director submits their written dissent immediately after the meeting is terminated. A Director who was not present at a Board meeting at which a resolution was passed or action taken is deemed to have consented to the resolution or action taken unless within seven days after becoming aware of the resolution or action taken the Director (a) causes their written dissent to be placed with the Minutes of the meeting, or (b) submits their written dissent to the Board Chair.</p>
4-9	<p>Conflict of Interest. A contract/transaction for which conflict of interest disclosure is required is not void or voidable and the Director is not accountable to the BCA Members for any profit or gain realized, because of the Director's interest in the contract/transaction or was present during the Board discussion, so long as the Director (a) made proper disclosure of the interest, (b) the Board approved the contract/ transaction, and (c) the contract/transaction was reasonable and fair to the BCA when it was approved.</p>
4-10	<p>Continuing Conflict of Interest. A Director can provide a written notice to the Board for situations where a continuing conflict of interest would exist.</p>
4-11	<p>Liability. No Director, Officer, Committee Chair, Committee Member or BCA Advisor is liable for the acts, neglects, or defaults of any other Director, Officer, Committee Chair, Committee Member or BCA Advisor or for joining in any receipt or for any loss, damage or expense happening to the BCA through the insufficiency or deficiency of title to any property or security in any money of or belonging to the BCA shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency of tortious act of any firm, person 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 ay happen in the execution of the duties of their respective office or appointment provided that they have exercised their powers and discharged their duties in accordance with ONCA and all BCA By-laws.</p>
4-12	<p>Indemnity to Directors. Every Director or former Director shall be indemnified and saved harmless out of the BCA's funds from and against all costs, charges and expenses, including an amount paid to settle an action or to satisfy a judgement, reasonably incurred by the individual in respect of any civil criminal, administrative, investigative or other action or proceeding which the individual is involved because of their association with the BCA. However, the BCA shall not indemnify the individual unless (a) the individual acted honestly and in good faith with a view to the BCA's best interests, and (b) if the matter is a criminal or administrative proceeding that is enforceable by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.</p>
4-13	<p>Insurance. Subject to any ONCA provisions, the BCA may purchase and maintain insurance for the benefit of Directors, Officers, Committee Chairs, Committee Members, BCA Advisors and Volunteers, against any liability incurred by that individual during the performance of their BCA responsibilities or tasks.</p>

