

By-law #2 Membership, Meetings and Termination June 11 2024

Para Ref	2024 New By-law Sections
	The Bridlewood Community Association, a Not-for-Profit Corporation incorporated under the laws of Ontario.
	By-law #2 Membership, Meetings and Termination
	(as approved at <i>11 June 2024</i> Board of Directors Meeting)
	A by-law describing the Bridlewood Community Association (BCA) membership, meetings and termination procedures and processes. Together with By-laws #1 and #3, comprises the Constitution of the BCA.
	BE IT ENACTED as By-law #2 of the Bridlewood Community Association as follows:
Part 1 Membership	
1-1	BCA Member. A Bridlewood resident may purchase an annual BCA membership, in an amount as prescribed by the Board of Directors. A BCA membership so purchased applies to two residents living in that housing unit who are over the age of 18. Members may be offered annual benefits or discounts as determined by the Board of Directors. Memberships purchased in the calendar year entitle the Member to receive notice of and to participate in the Annual Member Meeting (AMM) as well as any Special Member Meetings (SMM) held during the calendar year. The VP Communications will maintain a listing of all current BCA Members, including any Honourary Members, and this listing will contain the name(s) of the member(s), fee paid, date of purchase, mailing address, email address, Bridlewood resident or not, and telephone number.
1-2	Non-Bridlewood Residents. Persons residing outside of the Bridlewood community may purchase a BCA membership and they will receive all the rights and benefits of being a BCA Member except that they cannot be elected or appointed to the Board of Directors.
1-3	Honourary BCA Members. Honourary lifetime BCA Memberships may be granted by the Board to Bridlewood Residents who have provided significant contributions to the BCA or to the Bridlewood community as a whole. The Board may bestow a maximum of one new Honourary Membership per calendar year through a resolution at any Board meeting. In addition, if the honouree wishes to provide ongoing information or advice to the BCA, the Board could consider appointing the person as a BCA Advisor. Once an honorary membership has been granted, a subsequent Board resolution can only revoke this honour if the honouree has been convicted of a criminal offense. A list of all Honourary BCA Members is to be publicly displayed. An Honourary BCA Member has all the rights and privileges of a BCA Member and they are exempted from paying the annual membership fee.

By-law #2 Membership, Meetings and Termination June 11 2024

1-4	<p>Business Sponsors. For clarity, corporations, partnerships and other business entities cannot purchase a BCA membership, however such entities can sponsor BCA activities by providing free or discounted goods or services and/or make cash donations to the BCA. From a fundraising perspective, the Board of Directors can set whatever thresholds it deems reasonable for recognizing different sponsorship efforts (eg. Gold, Silver, Bronze sponsors).</p>
1-5	<p>Membership Revisions. Should a BCA Member wish to amend the BCA membership list by adding the name of a second adult who lives in their household, the BCA Member can authorize this by sending an email to the VP Communications requesting that the second household name be added. This request to amend must be sent no later than August 31. The contact information recorded for the second member will be identical to the information already recorded in the membership list for the first member. Moreover, should the BCA need to broadcast information to all BCA Members, both household members will be deemed to have received the information using the contact information recorded for the first member.</p>
<p>Part 2 Annual Members Meeting (AMM)</p>	
2-1	<p>AMM Timing and Location. The Annual Members Meeting (AMM) shall occur on such day and time within 60 days after the fiscal year end as the Board of Directors may determine. For simplicity and operational effectiveness, it is recommended that all AMMs be held via an in-person meeting. There can be only one AMM per calendar year. The AMM shall be convened either at a physical location in a Bridlewood Community public facility, or by a video teleconferencing technology that provides full audio, visual, voting and document review capabilities. Normally, the President will preside over the AMM and the VP Communications will record the Minutes. The draft Minutes of the AMM will be emailed (for information) to all BCA Members who attended the AMM no later than two weeks after the date of the AMM.</p>
2-2	<p>Notice of and Eligibility to attend an AMM. A minimum of thirty (30) days prior to the date of the AMM, the VP Communications shall post on the BCA Website, as well as any other social media accounts normally used by the BCA, a notice of the date, time and location of the AMM. All BCA Members of record duly recorded in the BCA membership register 15 days prior to the date of the AMM have a right to attend and participate in the AMM. The AMM information package will be emailed by the VP Communications to all BCA Members of record 10 days prior to the date of the AMM. The President and/ or the VP Communications may invite representatives of the media, guest speakers or members of the public to attend the AMM in an observer and non-voting capacity.</p>
2-3	<p>AMM Quorum. The quorum for the transaction of business at an AMM 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 a quorum is later lost during the course of the meeting, the BCA Members remaining can officially carry on with the meeting's business. No proxies can be used in determining if a quorum exists.</p>

By-law #2 Membership, Meetings and Termination June 11 2024

2-4	<p>Failure to Achieve AMM Quorum. If within one-half hour after the appointed time to begin an AMM there is no quorum to commence the meeting, the BCA Members present may adjourn the meeting to a fixed time and place up to sixty days later, but they may not transact any other business. Notice of the meeting adjournment and the replacement date shall be placed on the BCA website. In addition, the Board of Directors shall continue in office for the adjourned period of time. All AMM requirements in this by-law apply to the adjourned AMM. If the adjourned AMM also fails to meet quorum requirements, then the BCA is to immediately cease operations and the President is obligated to terminate the BCA in accordance with by-law requirements.</p>
2-5	<p>AMM Business. The BCA President will chair the AMM and will post the draft summary meeting agenda to the BCA website at least 30 days prior to the date of the AMM. At a minimum, the summary agenda will include the receiving of annual reports from BCA Officers and Committee Chairs, the election of new Directors, the titles of any standard motions the Board intends to bring forward and the opportunity to discuss any new business items proposed by the membership.</p>
2-6	<p>AMM Information Package. The following documents are to be emailed by the VP Communications all eligible BCA Members at least ten (10) days prior to the AMM:</p> <ul style="list-style-type: none">(a) The final detailed meeting agenda;(b) The prior year draft AMM Minutes;(c) The President’s annual written report;(d) All Vice-President annual written reports;(e) All Committee Chair annual written reports (including Nominations Committee, if such exists);(f) Full wording of any motions to be voted on, with the name of the mover and seconder noted;(g) The annual comparative financial statements, as approved by the Board of Directors in September; and(h) Any other documents or website links to other information that the President believes may be helpful to the membership <p>Alternatively, the VP Communications could email out the meeting agenda and post all the other documents to a BCA Members only section in the BCA website. The broadcast email would contain a link to the restricted access website section and instructions on how to access the documents.</p>
2-7	<p>Voting Rights. All BCA members present at an AMM and who are listed in the BCA membership register at least 15 days prior to the date of the AMM shall be entitled to one vote on all motions presented at the AMM. When arriving at the AMM, all BCA Members should ‘sign in’ with the VP Communications to confirm their membership status. Since BCA memberships are sold per household, , the BCA membership register could show one or two BCA members per household. Members cannot assign proxies to another person to vote on their behalf; the BCA member has to be in attendance at the AMM. BCA memberships are not transferable to another person.</p>

By-law #2 Membership, Meetings and Termination June 11 2024

2-8	<p>Voting on Resolutions. All AMM resolutions shall be moved by a BCA Member, seconded by a different BCA Member and recorded by the VP Communications or other <i>pro tem</i> meeting recorder. Once recorded, the presiding AMM chair will open the floor for discussions, determine the speaking order of participants and decide when to cease discussions and call the vote. The vote shall normally be decided by a show of hands, one vote per BCA Member, unless one BCA member calls for a secret ballot be held and the presiding chair agrees. For votes by a show of hands, the presiding chair will determine if a majority of the votes cast are in favour or opposed to the resolution, and so declare the results of the vote. The presiding chair does not have a vote. In case of a tie vote, the resolution is defeated. In cases where a secret ballot is to be held, the VP Communications will issue a paper ballot to all eligible BCA members present and/or utilize the meeting's video teleconferencing technology to issue confidential electronic ballots to those BCA Members attending online. All secret paper and electronic ballots will be passed back only to the VP Communications for tabulation, with the VP Communications passing the summary results to the presiding chair noting: total votes issued, votes for, votes against and votes declined/spoiled. Declined and spoiled ballots are not considered to be part of "votes cast".</p>
2-9	<p>Director Election Voting. All currently vacant Director positions as well as all Director positions set to begin a new two-year term of office, are available for the election process. If a Nominations Committee has been previously established and the Committee has submitted to the VP Communications a report listing Director candidates who have been moved and seconded by Committee members, this Committee report must be circulated to the membership in the AMM information package. Each candidate Director shall be individually elected by a secret ballot process unless there is only one candidate for the Director position being sought in which case the person will be acclaimed. Each Director position will be individually voted on, that is slates of candidates for multiple Director positions are not allowed. The voting order of the Director elections shall be decided by the meeting chair but it is recommended that the Executive Director elections occur first followed by the Neighbourhood Director elections. If the meeting chair is seeking a Director position, she/he must temporarily hand over the chair duties to another person so that they, as a candidate, can vote in their election. While the AMM presiding chair is not entitled to vote in the ballot, in case of a tie vote, the presiding chair shall cast the deciding vote. In a situation where there are three or more candidates for a single office, the winning candidate will be the person with the greatest number of votes. After the election, all ballots will be destroyed and the AMM Minutes will simply reflect if the candidate was acclaimed, elected or defeated.</p>
2-10	<p>Director Elections. All people nominated for a Director position must be both a BCA Member and a Bridlewood Resident, and they must be in attendance at the AMM. All successfully elected new Directors must acknowledge, in writing, that they accept the office to which they have been elected and this acknowledgement is to be kept by the VP Communications in BCA archives for ten (10) years.</p>

By-law #2 Membership, Meetings and Termination June 11 2024

2-11	<p>Director Elections at the 2024 AMM. Due to the implementation of the new BCA By-laws, the following one-time transitional measures are required for the election of Directors at the 2024 AMM:</p> <ul style="list-style-type: none"> a. The incumbent BCA Secretary is deemed to occupy the VP Communications Executive Director position with this term of office to expire at the conclusion of the 2025 AMM; b. The incumbent BCA Second Vice President is deemed to occupy the VP Development Executive Director position with this term of office to expire at the conclusion of the 2025 AMM; c. The Executive Director positions of President, VP Finance and VP Social, each with a term of office of two years, are available for election; d. Five Neighbourhood Director positions, each with a term of office of one year, are available for election; and e. Five Neighbourhood Director positions, each with a term of office of two years, are available for election.
2-12	<p>Meeting Adjournment. The AMM presiding chair may declare a meeting adjournment of up to one hour, during which time no meeting business can be transacted. Should a meeting adjournment to a different day be desired, the BCA Members at an AMM must pass a resolution setting the day, time and location for the adjourned meeting to recommence. Quorum and all other on-site meeting protocols apply to an adjourned meeting. No public notice is required that an adjournment has taken place although the meeting Minutes shall suitably record the adjourned meeting commencement details.</p>
2-13	<p>Immediately following an AMM. The previous Board of Directors may wish to have the new Board of Directors meet immediately following the AMM. If so, the draft Agenda for this Board meeting is to be circulated to all BCA Members in the AMM information package. Reasons to convene such a Board meeting could include passing bank signing authority resolutions for a new VP Finance, appointing Committee Chairs and members to standing committees, appointing BCA Advisors or setting Board meeting dates for the upcoming fiscal year. If such a new Board meeting has been announced, the new Board of Directors can hold or adjourn the Board meeting, and/or revise the draft Agenda as may be required.</p>
<p>Part 3 Special Members Meeting (SMM)</p>	
3-1	<p>General. All procedures of an AMM apply to a SMM except as noted in the following paragraphs in this section.</p>

By-law #2 Membership, Meetings and Termination June 11 2024

3-2	<p>Process to Convene. A Special Members Meeting (SMM) of BCA Members is convened by a resolution made by the Board of Directors. Alternatively, ten (10) BCA Members may submit a written petition to the President stating their reason(s) for convening a SMM. There can be zero, one or more SMMs convened in any given calendar year. Upon receipt of a BCA Member petition, the VP Communications will validate the BCA Members listed on the petition, and if valid the President will action the request at the next scheduled Board of Directors meeting. A valid BCA Member petition shall always require the Board of Directors to convene a SMM unless the resulting SMM date would be either (a) within two months of the fiscal year end, or (b) in the period between the fiscal year end and the date of the scheduled AMM.</p>
3-3	<p>Reasons for a SMM. Reasons to request a SMM are: (a) critical BCA financial, operational or community matters that have not been satisfactorily addressed at one or more Board meetings, (b) the removal or election of one or more Directors, (c) to approve new, amended or deleted BCA by-laws, or (d) to permanently wind-up the BCA. Any reason other than the above shall be dealt with at an AMM.</p>
3-4	<p>Notice of an SMM. The Board resolution approving the holding of a SMM will state the reason for calling the meeting, including the proposed resolution(s) to be submitted, and set the date, time and location of the SMM. The SMM date shall be set within thirty (30) days of the date of the Board resolution. At a minimum, the Board will immediately post the resolution on all physical public notice boards in the Bridlewood community as well as on the BCA website and on regularly used social media channels. In addition, the Board will email the notice along with any pertinent background documents to all BCA members at least ten (10) days in advance of the SMM date. Sufficient detail on the nature of the business to be transacted shall be provided to permit a BCA Member to form a reasoned judgement on the business. Failure to provide any of the above SMM notice protocols shall cause the BCA President to be barred from seeking re-election at the next AMM.</p>
<p align="center">Part 4 Board of Directors Meeting</p>	
4-1	<p>Board Meetings. The Board shall publicly meet a minimum of four (4) times each fiscal year. Board meetings duly called but which failed to meet quorum still count towards the four meeting requirement. However, public informational meetings or events hosted by the BCA, as well as any <i>in-camera</i> Board meetings do not count toward the four meeting requirement.</p>
4-2	<p>Regular Board Meetings. The Board may appoint a standard day, time and place to meet each month from September to June. The date, time and location of all such regular board meetings shall be posted on the BCA website once the dates have been set. Such meetings can be held in person, through video teleconferencing technology or a combination of both methods, as determined by the Board. The Board does not meet during the months of July and August, although a special Board meeting may be convened during this period if required.</p>

By-law #2 Membership, Meetings and Termination June 11 2024

4-3	<p>Special Board Meetings. A special Board meeting may be convened at any time by the President, so long as a meeting Agenda and supporting documents have been emailed to all Directors and ex-officio members by the VP Communications at least five (5) days in advance of the meeting. All special Board meetings shall take place electronically, to remove the constraint of having to book a physical meeting place on short notice. Secondly, a special Board meeting may be called, to discuss an urgent and pressing matter, by a Director who has the support of two (2) other Directors. The three requests, to be emailed to both the President and the VP Communications, is to state the matter(s) to be discussed and why the issue cannot wait until a scheduled monthly Board meeting. Upon receipt of these three requests, the President shall convene an electronic Board meeting within the following five to seven days.</p>
4-4	<p>In-Camera Board Meetings. <i>In-camera</i> meetings are typically held to discuss sensitive property, legal or personnel issues. As the BCA will not own any real property and will typically not hire any paid staff, there should never be any <i>in-camera</i> meetings to discuss property or personnel issues. However, if the Board is engaged in a legal issue and a lawyer is or may be retained for professional services, Board meetings to discuss legal matters are to be held <i>in-camera</i> and very summary Minutes of the meeting are to publicly disclosed. <i>In-camera</i> discussions can be held as part of a regularly scheduled Board meeting or in a special non-public Board meeting. <i>Ex-officio</i> Board members are not invited to <i>in camera</i> Board meetings.</p>
4-5	<p>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.</p>
4-6	<p>Voting at Board Meetings. While Board of Director meetings will be open to the public to attend, only Executive Directors and Neighbourhood Directors are able to propose, second and vote on resolutions or motions. However, all persons present, under the direction of the meeting Chair, are eligible to participate in the discussion of motions and to hear what reports are being discussed. The voting on motions by the Directors shall be decided by a show of hands as determined by the meeting Chair. A Director has the right to request that a recorded vote be taken, whereupon the VP Communications will verbally poll each Director present as to how they cast their vote (namely yea, nay or declined to vote) and the list of all names will be so recorded in the Minutes. The meeting Chair is entitled to vote on a motion. In case of an equality of votes on a motion, the motion is defeated. There can be no secret ballot votes at Board meetings. No person shall act for an absent Director and a Director is not allowed to vote by proxy.</p>
4-7	<p>Board Meeting Adjournment. If within one-half hour after the time appointed for a Board meeting a quorum has not been achieved, the meeting shall stand adjourned until a day, time and place determined by the meeting Chair.</p>

Part 5 By-laws	
5-1	By-law Changes. The process defined in this section applies whether an entirely new by-law is proposed, changes are to be made to an existing by-law or if an entire by-law is to be revoked. The Board of Directors may appoint an <i>ad hoc</i> By-law Review Committee to consider by-law changes or the Board may consider changes directly. Any Board supported proposed changes shall be posted to the BCA website for public comment for a minimum period of thirty (30) days. Public comments on the proposed changes are to be directed to the VP Communications and/or Committee Chair for summarization and presentation at a subsequent Board meeting. At the subsequent Board meeting, the Board may approve the revised by-laws(s) for immediate implementation, however all such revised by-law(s) must be tabled at the following AMM for confirmation and approval by BCA Members. At the AMM, should the BCA Members vote (a) to further amend or (b) not approve a by-law, the implementation of the Board approved by-law is immediately revoked and the previous by-law version is re-implemented. In addition, the new Board of Directors shall refer the AMM amended or rejected by-law change(s) to a law firm for written legal advice and confirmation that the changes are warranted, suitable and prudent. A SMM is to be called by the Board to discuss and seek approval of the by-law changes, as may currently be constituted, and the law firm legal advice is to be shown to all BCA Members present at the SMM.
5-2	Provincial Approval of By-law. Any By-law changes approved by an AMM or SMM must be sent to the Province of Ontario ONCA Administrator for review and approval. The Administrator may require changes be made to the By-laws. The Administrator will issue a certificate of amendment once they have approved the changes.
5-3	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. The Board may appoint a BCA Advisor called the By-law Keeper to advise on by-law interpretations.
5-4	Mandatory By-law Review Cycle. There is no minimum period to review the BCA By-laws. Should the Board decide that significant or extensive by-law changes are needed, the Board should appoint the By-law Keeper to chair an <i>ad hoc</i> By-law Review Committee.
Part 6 Termination of Activities	
6-1	General. The BCA shall wind-up its operations and surrender its incorporation charter to the Province of Ontario if one of the following conditions apply: (a) upon the recommendation of the Board of Directors, at an AMM or SMM a motion is passed to wind-up the corporation; (b) in accordance with this by-law a second consecutive duly convened AMM has failed to make quorum; or

By-law #2 Membership, Meetings and Termination June 11 2024

	(c) the Government of Ontario exercises a particular ONCA provision to require the wind-up of the BCA.
6-2	President's Duties in Winding-Up. The BCA President is responsible to oversee a timely, efficient, cost-effective and legally compliant wind-up process of all BCA activities, commitments, contracts, liabilities and assets. The President is deemed to be the liquidator, a role defined in ONCA. The President shall use BCA funds to hire a legal advisor, and if required a receiver, to assist him/her in the discharge of these responsibilities.
6-3	Cease Operations. Once the wind-up of the BCA has been triggered, the BCA Board of Directors are dissolved, all Committees are disbanded and all Officers, except for the President, are relieved of their duties.
6-4	Notice to Public. In accordance with legal advice received, the President will notify Bridlewood Residents and the general public through the BCA website, social media and local newspapers that the BCA has terminated operations. In addition, the President shall also directly contact, in writing, all organizations and offices that the BCA normally purchases supplies from, or partners with, to deliver BCA activities.
6-5	Sale of Assets. The President is responsible to oversee the liquidation sale of all owned BCA assets (including trophies and memorabilia), inventories, and supplies. The BCA should not own any real estate assets. The President will have full powers to determine what, where, when, to whom and in what amount the assets will be sold. The President will keep full records of all such asset sales for a period of five years, after which such records may be disposed.
6-6	Consolidated Bank Account. In accordance with legal advice received, the President shall become the sole signing authority on all existing BCA bank accounts and financial investments. In addition, a single new consolidated bank account with the current financial institution shall be opened. The President shall deposit all asset sale proceeds and pay all remaining liabilities from the consolidated bank account. Any financial investments held will be cashed in and the proceeds deposited into the consolidated bank account. The President will keep full records of all banking records for a period of five years, after which such records may be disposed.
6-7	Disposal of Books and Records. In accordance with legal advice received, the President shall ask the head librarian at the Hazeldean branch of the Ottawa Public Library if they wish to receive any existing archived BCA records, most notably past meeting Minutes and annual financial statements, but also including the wind-up records. If the Library does not accept the records the President is to try and find another organization or individual willing to keep these records.
6-8	Distribution of Funds. In accordance with legal advice received, the President shall disburse the funds contained in the consolidated bank account according to the following process: <ul style="list-style-type: none"> (a) Settle all immediate trade accounts payable liabilities, including the lawyer's retainer fee; (b) Reserve an amount of funds for the following future liabilities: <ol style="list-style-type: none"> 1. Province of Ontario corporate filing fees;

