



OAKVILLE COMMUNITY ASSOCIATION (OCA)

By-laws of the Oakville Community Association

ARTICLE I. - NAME AND PURPOSE

SECTION 1.01: NAME. The name shall be the Oakville Community Association hereafter referred to as "OCA".

SECTION 1.02: PURPOSE: These By-laws shall govern and facilitate the fulfilment of the following:

- i) Represent the interests of the residents of Oakville and advocate concerning any issue affecting those residents;
- ii) Encourage participation of all residents in OCA and the activities of OCA;
- iii) Act as a liaison with the Mayor and all Councillors of the Town of Oakville and Halton Region, and with Conservation Halton regarding the needs and concerns of the residents;
- iv) Cooperate and coordinate with other groups or organizations in the Town of Oakville;
- v) Develop closer relations among residents and encourage a friendly community spirit within the Town of Oakville;
- vi) Provide an open forum for Members to voice opinions on community concerns in a supportive and constructive manner;
- vii) Provide when feasible such common services or facilities as are deemed in the best interest of the community;
- viii) Preserve and enhance the quality of life in the Town of Oakville;
- ix) Abide by the Town of Oakville affiliation policies as they relate to community associations.

ARTICLE II. - GEOGRAPHIC BOUNDARIES OF OCA

SECTION 2.01: BOUNDARIES. The entire Town of Oakville.

ARTICLE III. - MEMBERSHIP

SECTION 3.01: ELIGIBILITY FOR MEMBERSHIP:

A Member in good standing is any current minimum 18-year- old resident of, or owner of a residential property in, or a corporate or business entity whose business is situated in the community as described in Article II. Membership in OCA is in effect upon full payment of the annual dues and the completion of a Membership registration form or having being registered at an AGM. A Member is entitled to receive privileges and services, participate in activities, and attend general meetings of OCA.

SECTION 3.02: VOTING MEMBER:

Is any person, 18 years or older residing in the community as specified in Article III, whose current Membership fee is paid. A voting Member is entitled to express opinions and cast one vote on matters at an AGM.

SECTION 3.03: NON-VOTING MEMBER:

- i) a non-resident owner of a residential property,
- ii) or a corporate or business entity whose property or business is located n the community specified in Article III, and whose current non-resident Membership fee is paid.

SECTION 3.04: HONORARY LIFE MEMBER:

Is a Member of either class as stated in section 3.01 and 3.02, who has rendered outstanding service to OCA. The determination of an Honorary Life Membership is made by a majority vote of the Board of Directors.

SECTION 3.05: TERMINATION OF MEMBERSHIP:

Membership in OCA is automatically terminated whenever the Member is in default of payment of the annual dues or is no longer in the community specified in Article II. Membership may be withheld or withdrawn by an affirmative majority vote of the Board of Directors.

SECTION 3.06: RESIGNATION:

Any Member may resign by filing a written resignation with the Board of Directors by delivering this written notice to ocacommunicationsdirector@gmail.com.

ARTICLE IV. - ANNUAL MEMBERSHIP DUES

SECTION 4.01:

The amount required for annual Membership dues shall be \$0 each year, unless changed by a majority vote of the Board of Directors. Dues may, on occasion, be paid by donation of comparable products or services to OCA, by prior approval of the Board of Directors.

ARTICLE V. - BOARD OF DIRECTORS

SECTION 5.01:

OCA shall be governed by a Board of Directors and managed by Officers so elected from within the Board of Directors, with powers consistent with these By-laws.

SECTION 5.02:

The Board of Directors will be comprised of up to four (4) Officers and up to twelve (12) Directors at Large, all of whom are Members of OCA. There shall be minimum 1 Director from each of the 7 Wards in the Town of Oakville.

SECTION 5.03

The Board of Directors may when deemed necessary add members to the Board of Directors increasing the number of Board Members outlined in section 5.02 with a majority vote when deemed necessary to maintain or enhance the diversity of the Board, or when an individual will bring a special skill set or experience to the Board. The addition of Board Members beyond the number outlined in section 5.02 will be ratified at the next AGM following the appointment of this member or members.

SECTION 5.04:

Unless so authorized by the Board of Directors, no Officer or Director at Large shall have any power or authority to bind OCA by any contract or engagement, to pledge its credit, or to render it pecuniary liable for any purpose or in any amount.

SECTION 5.05:

The Board of Directors shall meet from time to time as scheduled or on notice at the call of the President or failing the President, of three (3) Members of the Board, to carry out the business of OCA.

SECTION 5.06:

A majority of Members of the Board of Directors must be present at any meeting either in person or virtually to allow proceedings to be validly and effectively conducted.

SECTION 5.07:

The Board of Directors are permitted to present, review and pass Motions by email between meetings with a majority vote.

SECTION 5.08:

The office of a Member of the Board of Directors shall be vacated upon the Member's resignation or inability to attend meetings for a period as determined by the majority of the Board of Directors.

SECTION 5.09:

Vacancies, however caused, may be filled at a general meeting of the Membership or between general meetings by selection by the majority of the Board of Directors.

SECTION 5.10:

Committees shall be formed from OCA Membership by the Board of Directors as issues arise that warrant a Committee structure.

SECTION 5.11: CODE OF CONDUCT

Definitions:

The Board means the elected Board of Directors for OCA.

Chair means the President for OCA.

Purpose: To establish a set of principles and practices for the Board of Directors that will set parameters and provide guidance and direction for Board conduct and decision making. Board Members shall accept this code as a minimum guideline for ethical conduct.

Guiding Principles: Directors shall serve and be seen to serve OCA honestly and in good faith with a view to the best interests of OCA in a conscientious and diligent manner; Directors shall serve the interests of OCA by upholding the By-laws, Mission, Vision and Strategic Priorities and approved policies of the Board.

Accountability: Directors shall exercise reasonable care, good faith and due diligence in organizational affairs. Fully disclose, at the earliest opportunity, information that may result in a perceived or actual conflict of interest. Remain accountable for prudent fiscal management to OCA members and the Board.

Professional Excellence: Directors shall maintain a professional level of courtesy, respect, and objectivity in all OCA activities. Directors shall exercise judgement and decision making for the good of all members of OCA.

Confidentiality: Directors shall respect the confidentiality of sensitive information known due to service on the Board.

Collaboration and Cooperation: Directors shall:

Respect the diversity of opinions as expressed or acted upon by the Board, Committees and Membership.

Respect the opinions of their peers and leave personal prejudices out of all Board and Committee discussions.

Express their opinions, unencumbered, yet always with the goals of flexibility and compromise whenever achievable by remaining open to differing viewpoints.

Promote collaboration, cooperation, and partnership among OCA Members.

Support, in an affirmative manner, all actions taken by the Board, even when they may be in a minority position with respect to any such action.

Represent OCA and the Board in a positive and supportive manner at all times and in all places.

Exercise the duties and responsibilities of their office with integrity, congeniality and care.

Report any breaches or potential breaches of this Code of Conduct to the Board through the President.

Directors who have breached or who are in a potential breach of this Code of Conduct may be requested to resign or may request an exemption from any such breach or potential breach, by a determination of a majority of the Members of the Board.

Termination from the Board of Directors: On a majority vote of the Members of the Board a Director may be removed from the Board for a breach of this Code of Conduct or for behaviour not consistent with the Mission and Vision of OCA, or for behaviour determined inappropriate by a majority of the Board.

ARTICLE VI. - ELECTION OF THE BOARD OF DIRECTORS

SECTION 6.01:

The Committee charged with nominations and elections submits the names of Members who are willing to sit on the Board. Any Member in good standing may submit nominations provided the Committee receives the submission in writing fourteen (14) calendar days prior to the Annual General Meeting.

SECTION 6.02:

The Board of Directors shall be elected by majority vote of the Members at the Annual General Meeting.

SECTION 6.03:

The newly elected Board shall meet soon after the Annual General Meeting to elect among themselves the Officers including President, Vice-President, Secretary and Treasurer and to give specific responsibilities.

SECTION 6.04:

Members of the Board of Directors shall be elected for a two (2) year term, except at the first Annual General Meeting of OCA where eight (8) Members of the Board of Directors shall serve for a one (1) year term. At every subsequent Annual General Meeting, the incoming Members of the Board of Directors shall be elected to a two (2) year term to fill the vacancies of the Members whose term has ended.

ARTICLE VII. - DUTIES OF OFFICERS AND DIRECTORS AT LARGE.

SECTION 7.01:

The Officers who are Members of the Board of Directors of OCA shall be the President, Vice-president, Treasurer and Secretary, who shall perform such duties as specified or are assigned by the Board of Directors. The duties of the Officers shall not be limited as enumerated below, but they may discharge in addition such duties as are assigned by OCA Membership.

7.1.1 President

- Is the principal executive officer of OCA and official spokesperson for OCA unless otherwise designated by the President;
- presides at meetings of the Members of OCA and of Board of Directors;
- gives leadership and co-ordination to fellow directors in carrying out their activities;
- sits as an ad hoc Member of all Committees, unless otherwise designated by the President;
- represents or delegates representation of OCA, to the public, to organizations and to governments;

7.1.2 Vice-President

- shall assist the President as the President requests, and represent OCA on appropriate occasions;
- in the absence or disability of the President, performs the duties and exercise the powers and functions of the President of OCA

7.1.3 Treasurer

- prepares a yearly operating Budget of OCA;
- has custody of OCA's funds and securities;
- keeps full and accurate records of donations, fees and other receipts and disbursements in records which belong to OCA;
- deposits monies in the name and to the credit of OCA and with such depositories as may be designated by the Board of Directors;
- records all donations and moneys received;
- disperses funds in accordance with an approved Budget;
- on a quarterly basis renders an accounting of the financial affairs of OCA to the Board of Directors and annually to the Membership;
- communicates with such organizations and individuals as necessary the financial affairs of OCA, while ensuring copies of such correspondence and records are provided to the secretary.

7.1.4 Secretary

- prepares and publishes notices and agenda for Board of Directors and General meetings of OCA;
- records and distributes minutes of Board of Directors and General meetings;
- keeps meeting attendance records;
- maintains archival records including minutes, statements, reports and correspondence.

SECTION 7.02:

The duties of each Director at Large will be assigned by the Board of Directors from time to time.

SECTION 7.03: COMMITTEES.

OCA may establish Committees as deemed necessary to pursue its stated objectives. The Board of Directors shall appoint Members of Committees.

ARTICLE VIII. GOVERNANCE

SECTION 8.01: By-laws & Rules

- 8.1.1 Acceptance of these By-laws shall be by a minimum majority vote of those present at a general meeting of the Members of OCA.
- 8.1.2 These By-laws may be amended by a minimum majority of 20 of the Members of OCA present and voting at a general meeting provided written copies of the By-laws amendments and written notice of the meeting are given at least fifteen (14) days prior to the meeting.
- 8.1.3 The Board of Directors may prescribe By-law amendments and such rules not inconsistent with these By-laws relating to the governance, management and operation of OCA as it deems expedient provided that such By-law amendments have force and effect until the next Annual General Meeting of the Members when they shall be confirmed. In default of such confirmation, amendments will cease to have force and effect.
- 8.1.4 To expedite the conduct of business at meetings Members shall conduct themselves in an orderly fashion and respect the authority of the Chair. The Rules of Order shall be deemed to apply in all matters unless they conflict with these By-laws, in which case these By-laws shall take precedence.
- 8.1.5 All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such Officer or Officers or persons whether or not an Officer of OCA and in such manner as the Board of Directors may from time to time designate.
- 8.1.6 Non-compliance with the By-laws of OCA may result in termination of the Membership of the offender, upon a majority vote of the Board of Directors of OCA. Under no circumstance will noncompliance with any section of these By-laws constitute the forfeiture of the rights of OCA to exist or the rights of OCA to enforce the By-laws.
- 8.1.7 Execution of instruments: Contracts, cheques, drafts, orders for payment and all instruments requiring signatures shall be signed by two Officers or persons whether or not an Officer and in such manner as the Board of Directors may from time to time designate. Contracts, documents and instruments in writing so signed shall be binding upon OCA without further authorization. The Board of Directors shall have power from time to time by resolution to appoint any Officer or Officers, persons or persons to sign

contracts, documents and instruments in writing generally or sign specific contracts, documents or instruments in writing on behalf of OCA

ARTICLE IX. FISCAL YEAR

The fiscal year of OCA starts on the first of the month in the month following when the Town of Oakville accepts the initial Application of OCA and ends 365 days later.

ARTICLE X. MEETINGS OF MEMBERS

SECTION 10.01: FIRST GENERAL MEETING:

A special initial general meeting shall be called by the interim Annual General Meeting planning Committee where the order of business shall be to elect a Board of Directors and approve the By-laws.

SECTION 10.02 ANNUAL GENERAL MEETING:

The Board of Directors shall convene an Annual General Meeting of the Membership within six (6) months of its First General Meeting. Subsequent Annual General Meetings shall be held no later than 90 days after OCA's fiscal year end.

SECTION 10.03: SPECIAL MEETINGS:

Special meetings of the Members may be called by the President, by a majority of the Board of Directors or by twenty (20) or more of the Members entitled to vote.

SECTION 10.04: NOTICE OF MEETINGS:

A written or printed notice of each meeting, stating the place, day, and hour of the meeting, shall be given by the Secretary of OCA or by the person authorized to call the meeting. This notice shall be given at least fifteen (14) days before the date selected for the meeting.

SECTION 10.05: PLACE OF MEETINGS:

Meetings of the Members shall be held at any place the Board of Directors may from time to time select.

SECTION 10.06: QUORUM:

The Members present at any properly announced meeting shall constitute a quorum at such meeting, notwithstanding the presence of the majority of the Board of Directors to allow proceedings to be validly and effectively conducted. Minimum 20.

SECTION 10.07: VOTING:

All issues shall be decided by a majority vote of Members present at the meetings except as otherwise specifically indicated in these By-laws.

ARTICLE XI. BUDGET AND FINANCES

SECTION 11.01:

The yearly operating Budget of OCA shall be prepared by the Treasurer, then presented to the Board of Directors for ratification prior to the approval by Members at the Annual General Meeting.

SECTION 11.02:

The Officers or other persons designated under these By-laws shall be the signing authorities on OCA's bank accounts. Two signatures of Officers are required on all cheques, and all cheques must be signed by either the President or the Treasurer, unless otherwise authorized by the Board of Directors as stated in SECTION 8.1.7. However, any cheque payable to an Officer or a Director at Large or to a person with whom an Officer or a Director at Large is legally related shall not be signed by that Officer or a Director at Large.

SECTION 11.03:

- i) Approval by a simple majority of the Board of Directors is required for:
 - any single expenditure not included in the approved Budget that exceeds \$100.00; and
 - any single expenditure included in the approved Budget that is anticipated to be over-expended by the greater of \$100.00 or 10% of the amount included in the approved Budget for that expenditure.
- ii) Notwithstanding i) above, the Board of Directors may proceed with an expenditure for which approval is required under those clauses insofar as the expenditure is required in an emergency situation to protect OCA, provided that such expenditure is then ratified as soon as is feasible under clause i) as applicable.

SECTION 11.04: FINANCIAL REPORTS.

Annual Financial Reports shall be prepared by the Treasurer and presented to the Members for approval at the Annual General Meeting.

ARTICLE XII. BOOKS AND RECORDS

The Minutes of meetings will be made into books provided to record:

- i) all appointments of Officers made by the Board;
- ii) names of the Members of the Board of Directors present at each meeting and of any Committee;
- iii) all resolutions and proceedings of all General meetings, meetings of the Board of directors and any Committees; and
- iv) a register of all Members.

ARTICLE XIII. INDEMNIFICATION OF OFFICERS AND DIRECTORS AT LARGE**SECTION 13.01:**

Neglects or Defaults. No Officer or Director at Large shall be liable for acts or receipts of any other Officer or Director at Large or employee or volunteer.

SECTION 13.02

Officers and Directors at Large, who on direction of the Board of Directors, undertake any liability on behalf of OCA shall be indemnified and saved harmless from and against all expenses which such Director(s) at Large sustain or incur, or about any action, suit, or proceeding which is brought, or prosecuted against him or in respect to any act, deed or matter made, done, or permitted by him in or about the execution of the duties of an Officer or Director at Large, except such costs as are occasioned by his or her own wilful neglect or default.

SECTION 13.03:

OCA shall purchase and maintain such insurance for the benefit of its Officers and Directors at Large when financially possible, as the Board of Directors may determine from time to time.

ARTICLE XIV: DISSOLUTION

Upon the dissolution of OCA and after the payment of all debts and liabilities, its remaining property shall be distributed or disposed of to one or more recognized charitable organizations which execute their work solely in Oakville.