



# West Willowdale

## Neighbourhood Association

## Constitution

### Article 1. NAME

1. The name of this Corporation shall be the West Willowdale Neighbourhood Association.

### Article 2. NON-PROFIT STATEMENT

1. The Corporation shall be carried on without the purpose of gain for its members, and any profits or other accretions to the corporation shall be used in furtherance of its purpose.

### Article 3. GOALS OF THE ASSOCIATION

1. The West Willowdale Neighbourhood Association ("the Association") is a community group focused on the conservation, preservation, protection, safety and enjoyment of the neighbourhood.
2. To advance education by improving the public's understanding and awareness of the history and cultural and natural heritage of West Willowdale through celebrating the neighbourhood and its heritage with events and community gatherings. To enhance the public realm and quality of life in the neighbourhood and broader community.
3. The Association does not engage in partisan politics.
4. To do all other activities that are ancillary and incidental to achieving the above goals.

### Article 4. MEMBERSHIP

1. All members of the Association shall be adult homeowners of single-family dwellings or townhouses in the West Willowdale Neighbourhood within the boundaries specified in Article 4 subsection 2.
2. The West Willowdale Neighbourhood boundaries are
  - North side of Churchill Ave.
  - West side of Beecroft Road
  - East side of Senlac Road
  - South side of Park Home Ave.
3. Members of the Association are those who satisfy the above requirements and have paid

- the annual fee, which amount may from time to time be revised by the Board of Directors.
4. The annual fee entitles one vote per household.
  5. Tenants residing in homes within West Willowdale Neighbourhood may become Associate members of the association upon payment of the annual fee. They may participate in events and meetings, but may not vote or hold a position on the Board of Directors.
  6. Residents who reside outside the West Willowdale boundaries may become Associate members of the Association upon payment of the annual fee. They may participate in events and meetings, but may not vote or hold a position on the Board of Directors.
  7. Annual fees must be paid by the date of, or at the annual general meeting, for members to be in good standing.
  8. Only members in good standing are eligible to run for the Board of Directors.
  9. Whenever any member shall cease to have all the qualifications necessary for admission to membership in the association, then such membership shall terminate. Any dispute over membership eligibility shall be decided by the Board of Directors.
  10. The Association will never sell, rent, or give away member information to any outside party.

## **Article 5. DIRECTORS**

1. The members of the Association shall elect a Board of Directors comprising up to 9 members (excluding past presidents serving as non-voting directors).
2. The executive positions including the following:
  - President
  - Vice President
  - Treasurer
  - Secretary
3. All members of the Board of Directors are elected for two years and may stand for re-election.
4. Directorship terms are staggered; with half of the board positions elected one year, and the other half in the subsequent year.
5. For the first term of the Association to provide stability for the new Association, half of the Directors shall serve a three (3) year term, with the remaining serving a two (2) year term.
6. Meetings of the Board of Directors are to be held at least once a quarter, or as needed, consistent with the requirements of Article 8 subsection 1.
7. Meeting minutes are to be taken and completed for review within one (1) week, and shared with the Board for feedback and/or changes within the following week.
8. All Directors must declare a conflict of interest prior to any votes, and not partake in any votes in which they have a conflict.
9. Every member of the Board of Directors, and his or her heirs, or assigns, are indemnified by the Association from loss and against all costs or charges whatsoever that a Director sustains or incurs during the execution or non- execution of the duties of office, except those arising by his or her own willful neglect or default.
10. Remuneration of Directors: The directors/trustees shall serve as such without

remuneration and no director shall directly or indirectly receive any profit from their position as such, provided that directors may be paid reasonable expenses incurred by them in the performance of their duties.

11. Past Presidents (who do not stand for re-election) may sit on the Board of Directors of the Association as a non-voting director consistent with the membership requirements of Article 4. This privilege is subject to the approval of the majority of the Board members.
12. The Board of Directors shall have the power to conduct the business of the Association between annual meetings.
13. A maximum of one director per household shall serve on the board at one time.

## **Article 6. AMENDMENTS TO THE CONSTITUTION AND BY-LAWS**

1. The Constitution may be amended at a special meeting of the Board of Directors, attended by not less than two thirds (2/3) of the Board, and called for this purpose giving notice to all Board members of not less than fifteen (15) days.
2. Report of all changes shall be made to the members at large at the first Annual General Meeting following any changes. The annual general meeting shall have the right, if a quorum is present to approve or rescind such changes but not retroactive prior to date of said Annual General Meeting. If a quorum is not present, such amendments shall be deemed as having been approved by the members.
3. Motions for amendments to the Constitution by members in good standing must be given in writing to the Board of Directors at least fourteen days before the annual general meeting.
4. Constitutional amendments must be approved by 2/3 of the members in good standing present at the annual general meeting.

## **Article 7. DISSOLUTION**

1. Upon dissolution of the Association and after the payment of all its debts and liabilities, any remaining surplus or property of the Association shall be distributed or disposed of to other non-profit organizations with purposes that are beneficial to the community of Willowdale.
2. The decision to dissolve the Association shall be voted upon by members at a special meeting called for that purpose.
3. Any distribution of income of the Association during its lifetime, or of earned surplus in the event of winding up of the Association, to any member or for the personal benefit of any member of the Association is prohibited.

# By-Laws

## Article 1. DUTIES OF DIRECTORS

1. The President shall preside over all meetings and generally supervise the association's activities and to report at, and preside over, the annual general meeting.
2. The Vice President shall perform the duties of the president in the President's absence or by request of the President.
3. The Treasurer shall manage all finance and assets of the association under the direction of the Board of Directors. The Treasurer shall pay all bills approved by the President and/or Vice President and shall maintain records of all assets, liabilities, receipts and disbursements and present reports at all meetings. All cheques must be signed by any two of the President or Vice President or Treasurer. The Treasurer will provide an annual financial report at the end of each fiscal year which will be presented at the annual general meeting.
4. The Secretary shall keep all minutes and records except financial records.
5. Any member of the Board of Directors absent from three consecutive meetings, without a valid excuse, or who submits his/her resignation, shall be deemed to have vacated his/her position.

## Article 2. ELECTION OF DIRECTORS

1. Members of the Board of Directors shall be elected at the annual general meeting by receiving the highest number of votes (i.e. the candidate(s) with the highest number of votes wins).
2. If the number of candidates is less than or equal to the number of positions the candidates shall be acclaimed.
3. The Board of Directors is empowered to appoint new directors to fill any vacancy, until the next election of the Board.

## Article 3. QUORUM

1. A quorum is required for a Board meeting to take place. A quorum consists of a simple majority of active members of the Board of Directors, with the President or Vice President present, or in their absence, a Director, designated by the President or Vice President, to preside over the meeting.
2. A vote of the Board shall be decided by a simple majority of Directors present.
3. If the vote is tied the President will break the tie.
4. A quorum is required for all-member meetings to take place. A quorum consists of 10 voting members.

#### **Article 4. INSURANCE FOR DIRECTORS**

1. The Board may purchase and maintain insurance for the benefit of the Directors and former Directors who act or acted in the perceived best interest of the Association against any liability incurred by them in their capacity as a Director, if (a) he/she acted in good faith with a view to the best interest of the Association, and (b) in the case of a civil or administrative action or proceeding, he/she had reasonable grounds for believing that his/her conduct was lawful.

#### **Article 5. COMMITTEES**

1. The Board of Directors may establish committees for whatever purposes are considered expedient and may determine the composition of the committees.
2. A quorum of greater than 50% of the committee is required to transact business.
3. A committee may contain non-Members but the Chair and the majority of members must be members of the Association.
4. The Board of Directors may appoint a chairperson, or, the Committee may elect a chairperson from amongst themselves.
5. Questions arising at any committee meeting shall be decided by majority vote.
6. The powers of a committee shall be determined by the Board of Directors and the committee shall not undertake any action without the approval of the Board of Directors.

#### **Article 6. ALL-MEMBER MEETINGS**

1. The annual general meeting shall be held within 12 months of the end of the fiscal year end.
2. Notice of all-member meetings shall be distributed at least 14 days in advance.
3. The association's fiscal year is from January 1 to December 31.