



Revised Bylaws

A by-law relating generally to the conduct of the affairs of
OVERBROOK COMMUNITY ASSOCIATION
(the "Corporation")

BE IT ENACTED as a by-law of the Corporation as follows:

1. Definitions

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

"**Act**" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"**articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"**Association**" means the Overbrook Community Association, also referred to as " the Corporation".

"**board**" means the board of directors of the Corporation and "director" means a member of the board;

"**by-law**" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

"**meeting of members**" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

"**officer**" means an individual appointed to perform functions of the offices of president, vice-president, secretary or treasurer;

"**ordinary resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"**proposal**" means a proposal submitted by a member of the Association that meets the requirements of section 163 (Member Proposals) of the Act;

"**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time; and

"**special resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

2. Overbrook Community Boundaries

The area served by the Association shall be that part of the City of Ottawa commonly known as Overbrook. The boundaries are: to the north, the boundary between the former cities of Ottawa and Vanier from the Rideau River to rue d'Eglise and eastward along McArthur; to the east St. Laurent Boulevard; to the South the Queensway; and to the west the Rideau River.

3. Purpose and Objectives

- a. Promote the cohesion and identity of our caring community.
- b. Anticipate community needs, pressures, opportunities, advocate for improvements, and give Overbrook voice.
- c. Catalyze engagement of residents in city planning, our environment, heritage, arts and culture, governance, community projects and events.
- d. Forge connection among residents, neighbours, businesses, elected officials, services, partners, heritage, environment, arts and culture, funders and initiatives.

4. Execution of Documents

The banking business, contracts, obligations and other instruments in writing requiring execution by the Corporation or any part of it shall be transacted by 2 or more of the designated Financial Officers of the Association. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

5. Financial management

The Association shall not incur debts, or loan funds. The board shall adopt, publish a Financial Policy, revising it as needed.

- a. The Treasurer shall have discretionary authority for Corporation expenditures under \$100.00. All expenditures more than \$100.00 must be authorized by at least two Officers. Any expenditures of over \$200.00 must be authorized in advance by a motion passed by the board.
- b. No director shall be paid a fee for services.

6. Financial Year End

The financial year end of the Corporation shall be determined by the Board of Directors.

7. Borrowing Powers

The Association shall not incur debts, or loan funds.

8. Annual Financial Statements

The Association shall send to the members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Corporation reproducing the information contained in the documents.

9. Record keeping

- a. The Corporation shall prepare and maintain records containing
 - a. the articles and the by-laws, and amendments to them, and of any unanimous member agreement;
 - b. the minutes of meetings of members and any committee of members;
 - c. the resolutions of members and any committee of members;
 - d. directors records;
 - e. financial records;
 - f. registers of directors; of officers, and of members

10. Membership Conditions

Subject to the articles, there shall be one class of members in the Corporation. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Association. Membership in the Association shall be available only to individuals interested in furthering the Association's purposes, and who live, conduct business or own property in Overbrook as defined by the Board of Directors. Members shall register at the Annual General Meeting (AGM) or throughout the year, and may: attend meetings; be a candidate for committees authorized by the board; and, if over 18 years of age, be a candidate for the Board of Directors, or other roles approved by the board. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Association.

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Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

11. Transferring Membership

Membership in the Association is not transferable.

Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

12. Notice of Members Meeting

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held. Notice may also be affixed to a notice board in the community on which information respecting the Association's activities is regularly posted. Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

13. Members Calling a Members' Meeting

The Board of Directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 5% of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

14. Absentee Voting at Members' Meetings

There is no absentee voting. Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

15. Membership Dues

Members are asked to provide the Association with a voluntary financial donation and to volunteer their time on occasion.

16. Termination of Membership

A membership in the Association is terminated when:

- a. the member dies or resigns;
- b. the member is expelled or their membership is otherwise terminated in accordance with the articles or by-laws;
- c. the member's term of membership expires; or
- d. the Corporation is liquidated and dissolved under the Act.

17. Effect of Termination of Membership

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Association, automatically cease to exist.

18. Proposals Nominating Directors at Annual Members' Meetings

Subject to the Regulations under the Act, only registered Association members may be nominated. No Association members shall nominate themselves. Every nomination must be accepted before being seconded.

19. Cost of Publishing Proposals for Annual Members' Meetings

The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.

20. Place of Members' Meeting

Meetings of the members will be held in person in the community of Overbrook and/or using on-line technology.

21. Quorum at Members' Meetings

Quorum for the AGM shall be the ratio of 3:1 Association members: directors plus one.

22. Voting at Members' Meetings

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

23. Participation by Electronic Means at Members' Meetings

If the Association chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Association has made available for that purpose.

24. Members' Meeting Held Entirely by Electronic Means

If the directors or members of the Corporation call a meeting of members pursuant to the Act, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

25. Number of Directors

The board shall consist of a minimum of five (5) directors. The directors shall determine the number, by resolution of the board. If and when the Association is deemed to be a soliciting corporation, the minimum number of directors may not be fewer than five (5), at least two of whom are not officers or employees of the Corporation.

26. Term of Office of Directors

The directors shall be elected to hold office for a term expiring not later than the close of the next annual meeting of members following the election.

27. Calling of Meetings of Board of Directors

Meetings of the board may be called by an Officer of the Association, or any two (2) directors at any time. The Board shall meet with the community at least four (4) times per year. The meetings will normally be held at the Overbrook Community Centre. The Board shall post a notice of meeting dates, at least seven (7) days before each meeting. Motions will be carried by a majority vote of directors present. Quorum for meetings shall be half of the directors with a minimum of one Officer.

28. Notice of Meeting of Board of Directors

The board shall post a notice of all regular meeting dates not less than seven (7) days before each meeting. All members are invited to attend board meetings and, when recognized by the chairperson, may address the meeting. The meetings will normally be held at the Overbrook Community Centre.

29. Regular Meetings Section

The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings of the board shall be sent to each director forthwith after being passed.

30. Voting at Meetings of the Board of Directors

At all meetings of the board, every question shall be decided by consensus when possible, or by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

31. Committees of the Board of Directors

The board may from time to time establish a committee or team, as it deems necessary or appropriate for and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to directions as the board may from time to time make. Any committee member may be removed by resolution of the Board of Directors. All committees shall have a Director Liaison. Committees' Terms of Reference shall be approved by the board and revised as needed.

32. Appointment of Officers

The board may appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A director may be appointed to any office of the Corporation. An officer may, but need not be, a director. One or two offices may be held by the same person; and two persons may jointly share the same office.

33. Officer Vacancies

In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

- a. the officer's successor being appointed,

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- b. the officer's resignation,
- c. such officer ceasing to be a director (if a necessary qualification of appointment) or
- d. such officer's death.

If the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

34. **By-laws and Effective Date**

Subject to the articles, the Board of Directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Association. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting. This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.

Approved by OCA Board of Directors April 13 2023 and OCA members on April 27th 2023