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CONSTITUTION

- 1. NAME:** The organization shall be named the Ainslie Wood/Westdale Community Association of Resident Homeowners Inc. (hereafter referred to as the AWWCA or the Association).

- 2. STATUS:** The Association shall be a volunteer, non-profit association. The Association is sustained by the energy of volunteers and by fees and donations from members and Friends of the AWWCA. The Board of Directors of the Association will consider accepting donations from other organizations that clearly demonstrate to the satisfaction of the Board of Directors that they support the mission of the Association.

- 3. MISSION:**
 - To preserve, protect and enhance the Ainslie Wood/Westdale community environment and the quality of life for all residents.

 - To provide a forum and a structure to organize, communicate, lobby and pursue the needs of the members of the Association.

 - To represent and advocate the interests of the Association to municipal or other governments, institutions or individuals wherever necessary and possible.

 - To enhance communication between Association members and other groups regarding issues that affect the Association's neighbourhoods.

 - To communicate with other neighbourhood organizations within the City of Hamilton and other municipal jurisdictions as warranted.

BYLAWS

1. MEMBERSHIP:

- a) Membership is available to all individuals who fulfil the following criteria:
 - i) They are at least 18 years of age.
 - ii) They reside in one of the following neighbourhoods: Ainslie Wood, Ainslie Wood East, Ainslie Wood West, Ainslie Wood North, Westdale South or Westdale North.
 - iii) They agree with the mission statement of the AWWCA as stated in our Constitution.
 - iv) They have paid the bi-annual membership fee.
- b) Any member who has allowed their membership to lapse will be deemed to have withdrawn from the Association until such time as the current fee for that year has been paid.
- c) Upon the recommendation of the Board of Directors, the membership may, subject to a two-thirds (2/3) majority vote, request the resignation of a member. Such a vote shall be held at a regularly scheduled General Meeting. A member who is asked to resign shall be allowed to present their case at the meeting at which the vote is taken, prior to the membership vote.

2. FRIENDS OF THE AWWCA:

- a) An individual who does not meet the criteria of 1 (a) i), ii) and iii) above may apply to be a "Friend of the AWWCA". The Board of Directors may approve such applications if it considers the applicant will support the aims and objectives of the Association as outlined in the mission statement in section 3 of the Constitution.
- b) Friends of the AWWCA pay the same fee as full members.
- c) Friends of the AWWCA receive the newsletter and may be on the Association's e-mail list.
- d) Friends of the AWWCA have no voting rights.

3. FEES: Members shall pay bi-annual fees as set by the Board of Directors, subject to the approval of the membership.

4. MEETINGS:

- a) There shall be at least one (1) General Meeting per year and the Board of Directors shall appoint a chair to conduct the business of the meeting.
- b) The Board of Directors shall endeavour to hold the Annual General Meeting in the month of September. At that meeting, the annual financial report will be presented and committees will report to the members. Every second year, elections to the Board of Directors will be held.
- c) Additional General Meetings may be held at the discretion of the Board of Directors.
- d) Notice of Annual General Meetings shall be sent to all members of the AWWCA either: (a) at the email address provided by a member, not less than 7 days prior to the meeting; or (b) subject to the availability of resources, at the last known mailing address provided by a member not less than 10 days prior to the meeting.

5. ADMINISTRATION:

- a) The Board of Directors shall have authority over the affairs of the Association and will report on the business of the Association at the Annual General Meeting.
- b) Should the Board of Directors, upon receipt of a written request of at least ten (10) members in good standing, neglect or refuse to consider a written motion at the next regularly scheduled Board of Directors meeting, those ten or any other ten members shall be entitled to request that an Emergency Board Meeting be held to consider said written motion within ten (10) days and that those ten (10) members be invited to attend the Emergency Board Meeting to speak to their motion.
- c) Any request for a meeting or consideration of a motion as set out in 5(b) above must be submitted to the President in writing one (1) week prior to the next regularly scheduled Board Meeting and shall clearly state the reason for the request.

6. FINANCES:

- a) The Signing Officers of the Association shall be two of the following: the President, the Vice-President, the Treasurer.
- b) Any proposed expenditure of over \$800 shall be taken by the Board of Directors to the membership for approval.

7. QUORUM:

- a) A simple majority (50% plus one) of members of the Board of Directors shall constitute a quorum for the transaction of Association business.
- b) A quorum at any General Meeting called for the transaction of business of the Association shall be by a majority of 50% plus one of the members in

attendance at the Annual General Meeting.

- 8. VOTING:**
- a) Voting shall be either by a show of hands or by secret ballot as determined by the Board of Directors or requested by a simple majority of the members present in person. In the event of a tie, a motion shall be deemed to have failed.
 - b) The chair of any meeting must remove him/herself from the chair in order to move, second or vote on a motion.
 - c) Voting shall be restricted to members in good standing. This rule shall apply to all votes held including, but not limited to, General, Board of Directors or Committee Meetings.
 - d) Every matter requiring a vote shall be decided by a majority of the votes of the Association members present in person.
 - e) There shall be no vote by proxy.
 - f) **Reconsidering a Motion.** In order to reconsider a motion that has been passed, a motion to reconsider must be put forth and be passed by a two-thirds majority of the members present. If the motion to reconsider is passed, discussion on the original motion will be reopened and the required majority shall decide the motion. However, if that motion is defeated, the original motion stands.
 - g) **Putting the Question.** In order to end debate, a member may ask the chair to put the question, as a point of order. The chair must then ask the members present if they are ready for the question and a simple majority is required to pass the motion.

9. OFFICERS AND DIRECTORS:

- a) The Board of Directors of the Association shall consist of Past President, President, First Vice-President, Second Vice-President, Treasurer, Recording Secretary, Membership Secretary, Corresponding Secretary, and up to five directors. The above list of directors may only be augmented to satisfy the requirements of bylaw 9(b) as set out below.
- b) As far as possible, each of the six neighbourhoods making up the Ainslie Wood/Westdale community, as set out in bylaw 1(a) ii) above will have representation on the Board.
- c) The Board of Directors may fill any vacancy occurring on the Board of Directors between elections by appointment for the remainder of the term.
- d) Should any member of the Board of Directors be absent without good cause for three (3) consecutive meetings of the Board of Directors, the position may be

forfeited by majority vote of the Board of Directors.

- e) All Board members and committee members must agree to and uphold the Constitution and Bylaws of the Association. Should any member fail to do so, the Board of Directors may require the member's resignation.
- f) Any member in good standing may stand for election to the Board of Directors after being nominated for a position by two (2) members in good standing. The Nominations Officer must receive all nominations in writing a minimum of seven (7) days prior to the election.
- g) There will be at least ten (10) regular meetings of the Board of Directors each year.

10. PROCEDURE FOR CAMPAIGNING AND ELECTIONS:

- a) Following is the procedure for campaigning for office:
 - i) All candidates may produce and distribute one piece of campaign literature.
 - ii) Campaign literature of a single 8 ½" x 11" sheet will be distributed by the Association to members, provided candidates provide sufficient copies of their campaign literature seven (7) days prior to the distribution date of the notice of the Annual General Meeting.
 - iii) Candidates may spend up to \$75 on campaign material, as evidenced by receipts, if requested.
 - iv) Campaign material may also be distributed up to the call to order of the Annual General Meeting, at which time all active campaigning will cease and campaign materials shall be removed from sight.
- b) Following is the procedure for election to office:
 - i) Ballots will be distributed to members in good standing as they enter the meeting room.
 - ii) If a candidate running for election is the chair, he/she must remove him/herself from the chair during the election process.
 - iii) Each candidate will be given three (3) minutes to speak followed by a five-minute question period and all questions must be directed through the chair.
 - iv) Before the Annual General Meeting, the Board of Directors shall appoint members in good standing (excluding those who are contending for office) to count the ballots and each candidate may appoint a scrutineer. Names of those counting ballots and candidates' scrutineers will be announced before the election commences.
 - v) The candidate receiving the most votes will be declared the winner.
 - vi) Upon being elected, a one-minute acceptance speech may be given.
 - vii) At the completion of the elections, a motion shall be put forth to destroy the ballots.

11. DUTIES OF OFFICERS AND DIRECTORS:

- a) The Past President:**
 - i) shall assist the President in assuming the duties and responsibilities of office in order to ensure a smooth transition,
 - ii) may be called upon by the Board of Directors to share information on past practises, and
 - iii) may assume other duties and responsibilities as assigned by the Board of Directors.

- b) The President shall:**
 - i) chair all General and Board of Directors' Meetings or another chair may be appointed by the Board to conduct the meeting,
 - ii) where possible, represent the Association at all official functions,
 - iii) be a member *ex officio* of all committees,
 - iv) sign all correspondence at the direction of the Board of Directors,
 - v) present a report at General Meetings, and
 - vi) perform other duties as may be assigned by the Board of Directors.

- c) The First Vice-President shall:**
 - i) in the absence of the President, assume the duties and responsibilities of the President, and
 - ii) as requested, represent the Association at official functions, and
 - iii) perform other duties as may be assigned by the Board of Directors.

- d) The Second Vice-President shall:**
 - i) assist the President and First Vice-President in the running of the Association and fulfil duties as assigned by the President (or the Vice-President in the absence of the President), and
 - ii) in the absence of the President and the First Vice-President, assume the duties of the President.

- e) The Treasurer shall:**
 - i) keep an accurate and up-to-date record of all the income and expenses of the Association,
 - ii) provide a current statement of finances at each Board of Directors' meeting,
 - iii) prepare and submit all forms such as income tax, grant applications and year-end reports as may be required,
 - iv) prepare payment of all Association expenses and accounts at the direction of the Board of Directors,
 - v) prepare all cheques, and ensure they are signed by two of the following: the President, the Vice-President, the Treasurer,
 - vi) perform other duties as may be assigned by the Board of Directors.

- f) The Membership Secretary shall:**
 - i) keep an up-to-date membership and mailing list,
 - ii) record and check the annual membership renewals,
 - iii) follow up lapsed memberships, and

- iv) perform other duties as may be assigned by the Board of Directors.
- g) The Recording Secretary shall:**
 - i) record the minutes of all meetings,
 - ii) prepare and distribute the minutes of the Board of Directors' Meetings at least two days prior to the next meeting,
 - iii) keep accurate and complete files of all minutes and have them on hand for reference, and
 - iv) perform other duties as may be assigned by the Board of Directors.
- h) The Corresponding Secretary shall:**
 - i) receive, file and review with the President all correspondence addressed to the Association,
 - ii) make available and report on all correspondence received which requires the Board of Directors' consideration,
 - iii) at the direction of the Board of Directors, prepare and respond to all such correspondence as may be required. Except when directed otherwise by the Board, all such correspondence shall bear the signature of the President (or the First Vice-President in the absence of the President or the Second Vice-President in the absence of the President and Vice-President), and
 - iv) perform other duties as may be assigned by the Board of Directors.
- i) The Directors shall:**
 - i) attend Board of Directors' Meetings and assist in decisions regarding Association business, and
 - ii) represent the Board of Directors on committees as requested by the Board.

12. COMMITTEES:

- a) All committees of the Association shall be approved by, and be accountable to, the Board of Directors.
- b) All committees will submit terms of reference to the Board of Directors for approval.
- c) Once a committee has been struck and its terms of reference accepted, it will submit a work plan and meeting schedule to the Board of Directors. All standing committees will submit a work plan on an annual basis.
- d) All committees shall be comprised of members of the Association.
- e) Membership on committees is open to any member of the Association who expresses an interest in participating in committee activities.
- f) Non-members of the Association may be invited to sit on committees in an advisory capacity. These advisors shall not have voting privileges on such

committees.

- g) Committee chairs shall be chosen in one of two ways. The members of the committee may elect them with subsequent ratification by the Board of Directors, or they may be appointed directly by the Board of Directors.
- h) Committee chairs shall be elected or appointed on an annual basis.
- i) Committee chairs shall report to the Board of Directors on a quarterly basis and as requested.
- j) Committees shall keep detailed minutes of all meetings.
- k) A copy of all committee minutes shall be submitted to the Board of Directors within ten (10) days of any committee meeting. An additional copy will be submitted to the Secretary of the Association for subsequent transfer to the Association's records.
- l) No committee chair or other committee member shall represent the interests of the Association through correspondence not previously authorized and approved by the Board of Directors. This shall include, but not be limited to, written or electronic means.
- m) Neither the chair nor any other member of a committee may commit the Association to any expenditure not previously agreed to and authorized by the President or First Vice-President (in the absence of the President) or Second Vice-President (in the absence of the President and the First Vice-President) and the Treasurer.

13. AMENDMENTS:

Amendments to the Constitution and/or the Bylaws of the Association shall be made at the Annual General Meeting by a two-thirds (2/3) majority vote of members in good standing present at the meeting, providing that notice of the motion has been given at least seven (7) days in advance of the meeting.

This document, adopted by the membership of the Association on September 24, 2012, replaces the Constitution and Bylaws passed on May 19, 1999, amended on September 19, 2000 and on September 24, 2002.

Signed this date:....., 2012

Dr. Jay Parlar, President
I have the power to bind the corporation

Witnessed this date:....., 2012

Witness