

**Woodpark Community Association Inc.
By-Laws**

Amended May 27, 2020

ARTICLE 1 – NAME

The name of this non-profit organization shall be the Woodpark Community Association hereinafter referred to as the Association.

ARTICLE 2 - BOUNDARIES

The Woodpark Community is that area bounded in the east by the centre line of Woodroffe Avenue; in the west by the Sir John A. Macdonald Parkway; in the south by the median of Carling Avenue, and in the north by the centre line of Richmond Road.

ARTICLE 3 – PURPOSES

- a) To develop and foster Community spirit
- b) To protect and enhance the quality of life throughout the Community in terms of built and non-built environments;
- c) To promote organized education, civic, emergency, environmental and other community endeavours;
- d) To keep residents of the Community informed of all actions or proposed actions which could affect the Community;
- e) To co-operate for mutual benefit with other organizations having similar objectives;
- f) To pursue such other complementary purposes not inconsistent with the above.

ARTICLE 4 – MEMBERSHIP

All residents within the boundaries are members of the Association.

ARTICLE 5 – FEES

There shall be no fee charged for membership. Operating expenses shall be raised by fund raising and voluntary donations solicited from the members on an “as and when” required basis established by the Directors.

ARTICLE 6 – DIRECTORS

- a) There shall be elected at the Annual General Meeting a maximum of twelve (12), but no less than three (3), Directors to hold office until the next Annual General Meeting. Directors are eligible to seek re-election each year.
- b) To be eligible for the position of Director, the candidate shall be a resident of the Woodpark Community and shall have attained the age of eighteen (18) years. Only one resident of each household shall be eligible to be a candidate and no less than two-thirds of the total number of Directors shall be Woodpark Community property owners.
- c) A directorship cannot be sought or held by anyone who holds an elected public office or has declared candidacy therefore.

ARTICLE 7 – OFFICERS

The Directors shall appoint or elect from their number the following officers:

- a) President
- b) Vice-President
- c) Secretary/Treasurer. The Office of Secretary/Treasurer may be separated if deemed advisable by the Directors.

ARTICLE 8 – DUTIES OF OFFICERS AND DIRECTORS

- a) President: Presides all meetings. Calls regular and special meetings as required or as and when he/she deems it necessary. Performs such other duties as may be prescribed by the Directors and acts as a spokesperson for the Association.
- b) Vice-President: Assumes the duties of the President in his/her absence
- c) Secretary: Records the minutes of all meetings, received and maintains correspondence and files, records and issues notices of all meetings together with their respective agendas.
- d) Treasurer: Receives contributions and incomes, pays accounts, keeps accounts and financial records, reports on the financial status of the Association, arranges for the financial audit to be carried out and reported at the Annual General Meeting; deposits all monies in the name of the Association either in a Chartered Bank or Ontario Regulated Trust Company covered by the Canada Deposit Insurance Act and withdraws monies by cheque duly signed by any two officers of the Association.
- e) The Officers and other Directors shall carry out the policies outlined at the Annual or any other General Meeting and shall take whatever appropriate action to carry out the purposes of the Association.
- f) The Directors shall have the power to form committees, appoint/elect Committee Chairs from their numbers and set terms of reference therefore.

- g) An Officer or other Director is expected to abide by the Code of Conduct specified in the attached Appendix. Any Officer or Director who does not attend three (3) successive Directors' meetings, without due cause, shall be removed from office. Any Director may be removed from office for just reason by a majority vote of the other Directors.
- h) In the event of the demise, resignation or removal of from office of a Director, a replacement may be appointed by two-thirds majority vote of the remaining Directors to fill the vacancy until the next Annual General Meeting.
- i) Any two of the above referenced officers (President, Vice President, Secretary or Treasurer) can serve as signing authorities for the Community Association, except in the case of financial matters, where one must be either the President or Treasurer.

ARTICLE 9 – ANNUAL AND SPECIAL GENERAL MEETINGS

- a) The Annual General Meeting shall be held each spring, not later than the 31st day of May, at such time and place the Directors may determine. However, the Directors have the authority to change any meeting date, including the Annual General Meeting, if and when events dictate that a change is warranted.
- b) The purpose of the Annual General Meeting shall be to receive reports from officers and committees, elect Directors for the ensuing year, to appoint auditors and to conduct general business.
- c) Special General Meetings may be called by a majority vote of the Directors or on written request of twenty (20) or more Association members.
- d) All members shall be given a minimum of five (5) days notice of any General Meeting. Notices shall be given to all residents within the Woodpark Community and elsewhere as deemed advisable by the Directors.

ARTICLE 10- QUORUMS

- a) Fifty (50) percent of the Directors (including at least one officer) that are present at a “Directors’ meeting” of the Community Association shall constitute a quorum.
- b) The Woodpark Community members plus fifty (50) percent of the Directors (including at least one officer), that are present at a properly announced General Meeting of the Community Association shall constitute a quorum.

ARTICLE 11- VOTING

At any Annual General Meeting of the Association, each member present shall be entitled to one (1) vote. The President shall cast a vote only in the event of a tie vote at any General meeting and/or Director’s meeting.

ARTICLE 12 – FISCAL YEAR

The fiscal year for the Association shall begin on the 1st day of April and shall end the 31st day of March in the following year.

ARTICLE 13 – DISSOLUTION

In the event of dissolution of the Association, all of its remaining assets, after payment of all liabilities, shall be distributed to organizations with similar objectives. Distribution shall be as determined by the Directors.

ARTICLE 14 – PRIVATE INTERESTS

Nothing in these By-Laws is to be interpreted as meaning that the Association will endeavour to protect or represent the private interests of individual property owners or residents, except where the interests fall within the class of interests of the Woodpark Community.

ARTICLE 15 – AMENDMENTS

These By-Laws may be amended by a simple majority of the members present at the Annual General Meeting provided a notice of the motion for amendment is included in the meeting notice. Any notice of motion submitted by a member of the Woodpark Community Association must have a “seconded” and must be submitted in writing to the Board of Directors, no later than one month preceding the Annual General Meeting.

Consolidated version produced by Sue Milburn-Hopwood in June 2022 based on the Oct 21, 2015 version and May 27, 2020 amendments.

Appendix

Board Code of Conduct

1. I will act honestly, ethically and with integrity, at all times
2. I will exercise care and due diligence; and I will act reasonably prudently and in good faith, in performance with my duties.
3. I will make every effort to attend all Board/ Executive Meetings and will arrive prepared to conduct the business at hand. If unable to attend I will notify the Chair in advance.
4. I will conduct myself in a respectful manner when dealing with others, and will encourage collegial relations amongst board members and general members of the Association.
5. I will approach all Board/Executive issues with an open mind, by listening to and considering the different points of view expressed by others.
6. I will not knowingly make erroneous or defamatory statements about the Association or board/executive member of general member.
7. I will uphold the Associations By-Laws and policies. I will abide by decisions and positions taken by the Board.
8. I will keep confidential all information specifically determined, by motion, to be confidential. When I am uncertain as to whether something is a matter of confidence, I will seek determination by the Board/Executive.
9. I will always act in the best interests of the Association. I will place my interests of the Association ahead of my personal interests and I will immediately declare any conflicts of interest which arise.
10. If I do not abide by this code, or find myself in a situation where my continued presence on the Board would embarrassment to the Association or would undermine member confidence, I will tender my resignation.

