

THE VILLAGE COMMUNITY ASSOCIATION

BY-LAWS

JUNE 2002

(as amended April 2006, November 2006, November 2009, April 2011, and April 2014)

ARTICLE I - MEMBERSHIP

- a) To be eligible for membership in the Association, a person must be at least eighteen (18) years of age and must own or be related to an owner of a property located in the area of NOTL known as "The Village" as indicated on The Village Master Plan which is attached as Schedule A to these By-laws. Only persons residing at the same address can be considered to be family members under the same membership fee and registration.
- b) The membership year shall be from May 1 until April 30 in each year.
- c) Dues are payable by new members at the time of joining the Association. The amount of dues shall be proposed by the Executive and approved by a vote of the membership at each Annual Meeting. Annual dues for renewal of membership shall be due and payable by May 1 for the current membership year and must be paid by May 31 to remain a member in good standing and entitled to voting privileges. Dues are non-refundable.
- d) For voting purposes, in the case of joint owners of any property, they shall be counted as one (1) member and entitled to one (1) voting card.
- e) There shall be a register of members in the custody of the Treasurer stating the names and addresses of the members.
- f) Members shall abide by the By-laws and rules of the Association.
- g) Any non-member may attend meetings of the Association but may not participate except at the request of the Executive. A non-member is not eligible to vote.

ARTICLE II – MEETINGS OF MEMBERS

- a) The Association shall hold an Annual Meeting of its members on or before the 30th day of April in each and every year for the following purposes:
 - i. Presentation of annual reports;
 - ii. Approval of dues for the next membership year;
 - iii. Transaction of such other business as may properly come before the meeting, and ;
 - iv. As the last order of business, election of the Executive Board for the next membership year.
- b) Two annual meetings of members shall be convened by order of the President or by a majority of the Executive and generally shall be held on the third Wednesday in the months of April and October. The April meeting shall be the Annual General Meeting. In addition, the President shall call a meeting of the members upon receipt of a request in writing of not less than one-third (1/3) of the members of the Association.
- c) All meetings of the Association shall be held at a location within NOTL to be determined by the Executive.
- d) Notice of any meeting of the members shall be in writing and shall be delivered not less than seven (7) days prior to such meeting. However, the accidental omission to give notice or the non-receipt of notice by any member shall not invalidate any resolution passed or any proceedings taken at a meeting of members.
- e) At any meeting of the Association thirty-three percent (33%) of the voting members, either attending in person or by proxy, shall constitute a quorum for the transaction of business provided that at least fifty-one percent (51%) of such quorum is comprised of members present in person. All matters put to a vote at a properly constituted meeting shall be decided by a majority vote of members in good standing.
- f) Members may be represented by an approved written proxy provided that the proxy holder is a person entitled to attend the meeting and vote in his/her own right.

ARTICLE III – EXECUTIVE BOARD

- a) The Association shall be governed by an Executive Board of five (5) elected members consisting of President, Vice-President, Corresponding Officer, Recording Officer and Treasurer.
- b) Any member may serve on the Executive Board for an indeterminate number of terms, with the restriction that the continuous time period within which a member may hold the same Executive position shall be a maximum of two (2) consecutive terms.
- c) At the end of his/her term, the Vice President should then assume the role of President. Should this not be possible, it would be preferable for the newly nominated and elected President to have prior board experience on the VCA or with a comparable organization.
- d) At the October meeting of the Association, the Executive shall appoint three (3) members as a nominating committee to prepare a slate of nominees consisting of at least one (1) candidate for each Executive position. This slate shall be presented at the Annual Meeting for election of the new Executive. Nominations from the floor will also be accepted. Members of the nominating committee are not barred from becoming nominees for office. When a vote for an Executive position is required, it shall be by secret ballot. The newly elected Executive members shall be in office for a two (2) year term.
- e) The election of the Executive Board for the next twelve (12) months shall be the last order of business at the Annual Meeting. The retiring Executive Board shall complete the record of the Association and hand them over to their successors.
- f) When questions arise as to the proper parliamentary procedures and rules of debate, the chairperson shall apply Roberts Rules of Order.
- g) Duties of the Executive Board:
 1. President:
 - To preside at all meetings of the Association and of the Executive
 - To attend as an ex-officio member, if she/he wishes, all Committee meetings with the exception of the Nominating Committee
 - To sign all necessary documents and correspondence
 - Act as second signing authority for Association cheques
 - To assist in the development of any new committees under the Association umbrella
 - To take a lead in forward planning for the Association
 - To assist in committee work and special projects as required
 2. Vice President:
 - To assist the President in performing his/her duties
 - To perform the duties of the President during his/her absence
 - To act as liaison between website maintenance volunteer and the Association Executive
 - Act as alternate second signing authority for Association cheques
 - To assist in forward planning of the Association
 - To participate in Executive Board and Committee meetings
 - To assist in committee work and special projects as required
 3. Treasurer:
 - To receive and safeguard all Association funds
 - To maintain and be responsible for the Association bank account
 - To maintain a record of all deposits and withdrawals. All withdrawals shall be by cheque and shall require the signatures of both the Treasurer and a designated member of the Executive, or in the absence of the Treasurer, the signatures of two (2) designated members of the Executive.
 - To conduct periodic bank reconciliations
 - To issue cheques and make deposits
 - To make financial reports to the Executive Board and membership of the Association

- To maintain an up-to-date resident/member list
- To arrange for an annual financial review by a non-executive member of the Association
- To participate in Executive Board and Committee meetings
- To assist in committee work and special projects as required
- To maintain an up to date inventory of the physical assets of the Association

4. Recording Officer

- To prepare notices of all meetings and arrange for their distribution
- To attends, take notes and keep records of all meetings of the Association Executive as required
- To attend, take notes and keep records of all meetings of the Association membership
- To take charge of members' voting cards and proxy forms
- To maintain and be responsible for the official Minute Book of the Association
- To assist in committee work and special projects as required

5. Corresponding Officer:

- To receive and reply (with the approval of other Board members) to all correspondence directed to the Association
- To send out all correspondence initiated on behalf of the Association
- To prepare and send out monthly newsletters, notices, minutes, etc. to all Association members and non-members as required
- To send out cards acknowledging ill health, deaths, congratulations
- To participate in Executive Board and Committee meetings
- To assist in committee work and special projects as required
- To take charge of all correspondence and reports of the Association

- h) A member of the Executive may be removed for wrongful and willful acts of neglect before the expiration of his or her term by a vote of members who together constitute fifty percent (50%) plus one (1) of the members in good standing. The members may elect any qualified person in place of the said Executive member.
- i) If a vacancy occurs in the membership of the Executive, other than removal by vote of the membership, the majority of the remaining members of the Executive may appoint any qualified person to be a member of the Executive to fill such vacancy until the next Annual Meeting.
- j) Any member of the Association in good standing shall be eligible to run for an Executive position with the exception that, in the case of joint owners of any property, only one (1) of such members may hold a position on the Executive Board at any one time.

ARTICLE IV – STANDING COMMITTEES

- a) Committee chairpersons shall be drawn from the voting membership and may be either chosen by the specific committee members themselves, or, if not with respect to a nominating committee, appointed by the President.
- b) Committee reports shall be presented to the Executive prior to each meeting of the Association.

ARTICLE V – FISCAL YEAR

The fiscal year shall be from April 1 until March 31 in each year.

ARTICLE VI – AMENDMENTS

The Constitution or By-Laws may be amended by a majority of votes cast by members in good standing, including votes by written proxy, at any properly constituted Annual or Special Meeting. Notice of any proposed amendments must be given in writing of in electronic format to all members at least fourteen (14) calendar days prior to the meeting at which voting will take place.

ARTICLE VII – INSPECTION OF BOOKS AND RECORDS

The books and records of the Association shall be open to inspection by members at any reasonable time at the place where such books and records are normally kept.

ARTICLE VIII – PROTECTION OF EXECUTIVE BOARD

No Executive shall be liable for the acts, neglects or defaults of any other Executive or for any loss, damage or expense of the Association in the execution of their duties, unless occurring as a result of such Executive’s own wrongful and willful act of neglect.

ARTICLE IX – EXECUTION OF CONTRACTS

Contracts, documents or instruments in writing requiring an Executive signature must be approved by a majority vote of the members in good standing. Prior approval by the membership shall be assumed if funding is pre-authorized I the current budget which had been previously approved by the membership.