

## **Junction Residents Association Bylaws**

Adopted March 24, 2021

### **1. Name**

The name of the Association shall be the Junction Residents' Association (JRA).

### **2. Status**

The Junction Residents' Association (JRA) is an incorporated non-profit Association.

### **3. Official Boundaries**

The area of the JRA shall be that bounded by the railroad tracks on the north, Keele Street on the east (west side of Keele), Jane Street on the west (east side of Jane) , and on the south by Humber Avenue (north side of Humber) from Keele to Quebec Avenue (east side of Quebec), and by Annette Street (north side of Annette) from Quebec (east side of Quebec) to Runnymede.

### **Mission Statement**

The Junction Residents Association's (JRA) mission is to promote a strong, vibrant, walkable, accessible, livable and safe community by empowering residents through community engagement.

### **4. Objectives**

This mission will be achieved by the Association through its pursuit of the following objectives:

To encourage community engagement and connections between Junction neighbours, and neighbouring communities.

To be non-partisan and inclusive.

To engage members of the community in issues specific to the Junction, at the municipal, provincial, and federal levels.

To participate in planning that affects the residents of the Junction.

To foster a safe, inclusive and healthy community for all.

To be a credible, powerful, and representative voice for the Junction.

To support diversity in the Junction.

To enhance the streetscape of the neighbourhood.

To promote development that reflects the values, character and scale of the neighbourhood.

To promote and cultivate environmental sustainability.

## **5. Fiscal Year**

The fiscal year of the Association shall begin on January 1 of each year and end on December 31 of the same year.

## **6. Membership**

### **Membership Norms and Conduct at meeting**

Review the proposed JRA Standing Rules of Order:

<https://documentcloud.adobe.com/link/track?uri=urn:aaid:scds:US:4900e6a3-5c63-40e0-b0a6-731d3b00ad51>

### **Definition of Membership**

- (i) All residents who live within the boundaries as defined in Section 2 of this Bylaw (“Official Boundaries”) are eligible to be Members of the JRA by providing full name, street address, postal code, and email address.
- (ii) Individuals who are not residents living within the boundaries as defined in Section 2 above can be Friends of the JRA Members. At the discretion of the Board, they may be invited to become a Member of the Association as per Schedule A of this Bylaw.
- (iii) To be a Member in good standing, the Member must have paid the Membership Fee for the Fiscal Year as defined in Section 5. A sliding scale of \$5- \$50 per membership was established at the launch.
- (iv) All Members in good standing have the right to vote at all General or Special Meetings.
- (v) All Members in good standing have the right to stand for a position of office.

- (vi) The Membership Year shall be the same as the Fiscal Year.
- (vii) Membership shall cease:
  - a) Membership has expired
  - b) If the Member no longer qualifies for Membership in accordance with the Bylaws.

### **Appointment of non-resident Members**

A person who is not resident within the Association's area may be considered for Membership by applying in writing to the Secretary of the Board. The Board will decide whether or not to admit the applicant.

In general, the Association intends that admittance is limited to persons who wish to make a particular contribution to the work of the organization by volunteering for committees or offering to stand for election to the Board.

### **Annual General Meeting**

The Annual General Meeting shall be held once during the Fiscal Year of the Association on a day and a location fixed by the Board. Any Member, upon request, shall be provided, not less than ten (10) days before the Annual General Meeting, with a copy of the year-end financial statements or other financial information required by the Bylaw.

1. The business transacted at the Annual General Meeting shall include:
  - (i) Receipt of Agenda;
  - (ii) Receipt of the Minutes of the previous Annual General Meeting and subsequent Special Meetings;
  - (iii) Presentation of the Financial Statements and activities of the previous year's efforts;
  - (iv) Election of Directors; and
  - (v) Any other business that may properly be brought before the meeting.
2. The Directors may, from time to time, call a Special Meeting of the Association.
3. The Directors shall call a Special Meeting of the Association if at least ten (10) percent of the Members in good standing of the Association request that such a Meeting be called.

4. Notice of the Annual General Meeting or of a General or Special Meeting shall be given to the Members by the Chair or Secretary at least ten (10) days before the date of the meeting.
5. Any notice (which term includes any communication or document) required to be given under the Act, the Letters Patent, the Bylaws or otherwise by a Member, Director, or Auditor shall be sufficiently given if it is:
  - (i) Transmitted by email to the email address as recorded in the Association's records; unless another method of delivery is requested.
  - (ii) Posted on the Association's website.
6. Quorum for the Annual General Meeting or for a General or Special Meeting shall be at least fifteen percent of the Membership of the Association present in person at the beginning of the Meeting.
7. Each Member in good standing is entitled to one vote at any meeting of Members. In the event of a tie on any matter before that meeting that has been voted upon by its Members, the Chair at the meeting is entitled to an additional vote.

## **7. Fees**

Any change in the Membership Fee shall be approved at an Annual General Meeting, or at a Special Meeting of the Membership.

## **8. Board of Directors**

1. The affairs of the Association shall be managed by a Board of Directors (the "Board"). Maximum # of board members shall be 11(9 regular members, with the option of bringing 2 more Friend of the JRA Members as needed).
2. The Directors shall be elected biannually for 2 year terms by a majority of the Members in good standing of the Association attending the Annual General Meeting.
3. The Board of Directors shall consist of the 2 Chairs, 2 Secretaries, Treasurer, Membership Coordinator, Communications Coordinator and 2 Members at large.
4. A chair or their alternate shall chair the meetings of the Association.
5. The Directors shall, on behalf of the Association, exercise all of the powers that the Association may legally exercise under the Corporations Act RSO 1990.
  - (i) Making banking and financial arrangements;
  - (ii) Entering into contracts or agreements;

- (iii) Executing documents;
  - (iv) Directing the manner in which any other person or persons may enter into contracts or agreements on behalf of the Association;
  - (v) Purchasing insurance to protect the property, rights and interests of the Association and to indemnify the Association and its Directors from any claims, damages, losses, or costs arising from or related to the affairs of the Association; and
  - (vi) Establishing rules of procedure for the conduct of the Annual General Meeting, a General or Special Meeting or meetings of the Board or of its Committees, as per Schedule 'A' of this Bylaw.
6. Any decision to enter into contracts or agreements; to purchase, or otherwise acquire, sell, exchange or dispose of securities or any rights or interests; or to purchase insurance must be approved by a majority of the Board. The contracts, etc. shall require the signing by two designated Directors.
  7. The Board shall establish at least one financial account which shall be held at a registered financial institution. The withdrawal of funds from this account shall require the authority of two Directors designated by resolution of the Board.
  8. The Board of Directors shall have the limited authority to approve expenditures of the Association's funds as per Schedule A of this Bylaw. (The Board of Directors may authorize individual expenditures not exceeding \$500 from this Account).
  9. The Board, at its discretion, may retain a Financial Auditor to review the Association's financial records and provide recommendations for improvements to its financial record-keeping.
  10. The Board or any Director of the Association may not borrow monies on behalf of the Association under any circumstances.
  11. Directors shall not receive any remuneration for any of their activities on behalf of the Association.
  12. No Director shall provide paid services to the Association.
  13. No Director shall directly or indirectly receive any profit from occupying the position of Director. However, Directors may be reimbursed for reasonable expenses that have been pre-authorized by the Board or the Executive Committee, but not for time contributed or incurred in the performance of their Directors' duties.

14. A Director who has in any way a direct or indirect interest in a contract or transaction, or proposed contract or transaction, with the Association, shall disclose the interest to the Board of Directors. No such Director shall attend any part of a meeting of the Board or vote on any resolution to approve any such contract or transaction.
15. Each Director shall be a Member in good standing of the Association at the time of his or her election or appointment, or within ten days of election or appointment and shall remain a Member in good standing throughout his or her term of office. A Director shall be at least 18 years of age and may not be an undischarged bankrupt or mentally incompetent person who has been found incapable by any court in Canada or elsewhere.
16. Each Director shall be elected to hold office until the second Annual General Meeting after he or she was elected or until his or her successor shall have been duly elected. All Directors shall retire at each Annual General Meeting, but each is eligible for re-election if he or she is otherwise qualified to be a Director.
17. The Board may appoint a Director to fill a vacancy, provided that a quorum of Directors remains in office. If there is no quorum of Directors, the remaining Directors shall call a General Meeting of the Association to fill the vacancies.
18. Directors are expected to conduct themselves in a respectful and law-abiding manner while helping to promote the objectives and values of the Association. Serious proven transgressions by a Director may result in the Board immediately sanctioning or removing the Director. The Director has the right to appeal the decision to a General or Special Meeting of the Association, where a majority vote is required to sustain the decision of the Board. The Members in good standing may, by a majority of votes cast, then elect at that General or Special Meeting any person who is qualified to be a Director in his or her stead for the duration of the term.

## **9. Board of Directors**

The Board of Directors shall have the following duties:

- (i) 2 Chairs (either Co-chairs or Chair and Vice Chair) –Provide leadership within the Association; calls and chairs meetings; sets agenda for all meetings; chairs Annual and General Meetings, when present in person and able; have general supervision of the affairs of the Association; sign all Bylaws and execute any documents with the Secretary; act as the spokesperson on behalf of the Association;

monitor emails; and perform any other duties which the Board may, from time to time, assign;

- (ii) 2 Secretaries – Keep and maintain the records and books of the Association, including a registry of Directors and Members, the minutes of the Annual General Meeting, General Meetings and meetings of the Board; the Bylaws and resolutions; certify copies of any records, registry, Bylaw, resolution or minute; give any notices required for the Annual General Meeting, General Meetings and meetings of the Board; monitor emails and perform any other duties which the Board may, from time to time, assign; may chair executive meetings.
- (iii) Treasurer – Keep and maintain the financial records and books of the Association; countersign all cheques or other payments with the President or Vice-President, as the case may be; assist the Auditor in the preparation of the Financial Statements of the Association; and perform any other duties which the Board may, from time to time, assign; may chair executive meetings.
- (iv) Membership Coordinator– Maintains the membership list and associated data; verifies that members have met the requirements for membership. At membership meetings, determines the number of members present, certifies that a quorum has been reached, and reports the number for a majority of members present. Notifies members about renewal. Develops strategies for membership development and retention; may chair executive meetings;
- (v) Communications Coordinator– Manages website; posts messages as instructed on to the JRA Facebook page, Twitter and other social media platforms; manages the JRA Newsletter; may chair executive meetings;
- (vi) Members at Large (2 members) – Assist the Executive in the operation of the Association; may also chair meetings.
- (vii) Past Chair – Advise the Chair and other Directors as needed.

## **10. Meetings of the Board of Directors**

1. The Board shall meet at least 8 times during a Term-of-Office.
2. Meetings of the Board may be called by any Members of the Board.

3. Notice of the meetings of the Board shall be given to Directors at least seven (7) days prior to the date of the meeting. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named. If regular meetings are scheduled and communicated, no additional notice is required. A meeting of Directors may also take place without notice immediately after an Annual General Meeting or a General Meeting to transact any business.
4. No formal notice of any meeting of the Board shall be necessary *if previous commitments to attend have been given* (of all the Directors are present) or if those absent have indicated their consent to the meeting being held in their absence.
5. No error or omission with respect to notice for a meeting of the Board shall invalidate the meeting or make void any proceedings taken or had at that meeting.
6. A quorum for a meeting of the Board of Directors shall be two-fifths (40%), and a minimum of one Chair. Depends on how many members.
7. Every Director is expected to attend a minimum of 5 the 8 scheduled Board meetings in each annual term of office. Failure of a Director to attend the minimum number of Board meetings may, at the discretion of the Board, result in the removal of the Director.
8. If a majority of the Directors consent, a Director may participate in a meeting of the Board or of a Committee of Directors by electronic means that includes an audio and/or a video connection that permits all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting
9. The Directors shall vote on any resolution arising at any meeting of the Board. A simple majority of votes shall decide the resolution. In case of a tie vote, the Chair of the meeting is entitled to an additional vote.
10. A declaration by the Chair or Secretary that a resolution has been carried and an entry to that effect in the record shall be admissible in evidence as prima facie proof of the fact, without proof of the number or proportion of the votes recorded in favour or against any resolution.

### **Group Norms and Conduct at Board Meetings**

**Review the proposed JRA Standing Rules of Order:**

<https://documentcloud.adobe.com/link/track?uri=urn:aaid:scds:US:4900e6a3-5c63-40e0-b0a6-731d3b00ad51>

## **11. Committees**

The Board of Directors shall review and make recommendations to the Committees on all matters related to the Association's activities, including but not limited to its strategic direction, organizational structure, finances, promotion, organizing of events, and responses to issues that are pertinent to fulfilling its Mission Statement and Objectives.

## **12. Director Liability**

### Limitation of Liability

No Director shall be liable for the acts, receipts, neglects or defaults of any other Director, or for joining in any receipt or any other act for conformity, or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired for or on behalf of the Association, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Association shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the monies, securities or effects of the Association shall be deposited, or for any loss occasioned by any error of judgment or oversight on his/her part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his/her respective office or trust, provided they have complied with the Association's Bylaw and have not acted in willful neglect or default.

### Insurance

Indemnity – The Association shall indemnify and save harmless every Director, every former Director, and every person who acts or acted at the Association's request as a Director or Officer of a body corporate of which the Association is or was a Shareholder or Creditor (or a person who undertakes or has undertaken an liability on behalf of the Association or any such body corporate) and his/her heirs and legal representatives, from and against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him/her in respect of any civil, criminal or administrative action or proceeding to which he/she is made a party by reason of being or having been a Director of the Association or such body corporate, if:

- (i) He/she acted honestly and in good faith with a view to the best interests of the Association; and
- (ii) In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he/she had reasonable grounds for believing that his/her conduct was lawful and the following actions were taken;
  1. The (Association may) purchase and maintain(tenance of) insurance for the benefit of the Association and its Directors and Members, as the Board may from time to time determine, in order to protect any Member of the Association.

2. Recordkeeping
3. (Retained) all minutes and records of the Association (shall be maintained) by the board.
4. Minutes of JRA Executive meetings will be posted to the JRA website. Any Member of the JRA, upon written request to the board, who wishes to view the Minutes of a particular meeting or the Financial Records of the Association, shall be entitled to do so.
5. The following records and documents (must be) kept and held by the board:
  - (i) Copy of the Letters Patent;
  - (ii) Copy of all the Bylaws and special resolutions of the Association;
  - (iii) Register of current Members and those persons who have been Members within the previous five years;
  - (iv) The full name, street address, postal code, and email address of each Member/person;
  - (v) Register of Directors showing names, dates of election/appointment and resignation.
6. The Treasurer will maintain proper books of account and accounting records of financial transactions.