

Constitution and Bylaws

[\(accepted at May 21/2014 AGM\)](#)

I. Our Mission

1.1. Who we are

We are a volunteer association of residents of the District in the City of Toronto bounded by:

- On the south – College Street
- On the north – Bloor Street West
- On the east – Bathurst Street
- On the west – Grace St (excluding Bickford Park)

We have agreed to associate for the purposes, and under the terms, described in this document.

1.2. What we do

Our association works to:

- Gather the views of our neighbours in the district
- Articulate and advocate a vision for the neighbourhood
- Represent the views of the residents on issues that affect the neighbourhood to relevant organizations, including government bodies and developers
- Facilitate mutually respectful relationships among residents, businesses, and other organizations
- Keep our members and residents informed of our activities and matters likely to affect us all
- Build relationships among community groups and residents

We are an association representing the entire District; as such, we do not get involved in disputes between neighbours unless such disputes involve issues that have broader ramifications for the neighbourhood.

1.3. Why we do it

We wish to strengthen and preserve the stability, distinctive character, and quality of life in our neighbourhood.

The distinctive character includes, but is not limited to:

- Safe and healthy schools, parks and streets
- Social and economic diversity
- Low-rise residential streets adjacent to mixed-use commercial streets
- Small-scale commercial activity
- Green canopy and open space
- Historical architecture and consistent streetscapes

1.4. How we do it:

We endeavour to conduct our work in a way that:

- Recognizes and respects diverse views
- Promotes cooperation
- Builds consensus

II. BYLAWS

2.1. Membership

- Members are individuals who reside in the District who have paid the prescribed membership fee; if a member moves out of the District, such person ceases to be a member.
- Memberships are good from the time they are paid up until the end of the next AGM.
- Members are entitled to vote at any meeting of the Association, and may stand for election to the Board.
- The amount of the fee shall be determined at the annual general meeting.

- Only paid-up members are eligible to vote at any Members' Meeting or Annual General Meeting.
- Any resident of the District may, without payment of membership fees, be a non-voting participant in Association activities.

2.2. Members' Meetings

- The Annual General Meeting (AGM) of the membership shall be held each year normally by the end of May.
- Special meetings of the membership may be held at such times as determined by the Board.
- Notice of the Annual General Meeting or special Members' Meetings shall be circulated to the membership at least fifteen (15) days and to the community at least seven (7) days before the meeting.
- Notices shall state the agenda.
- The agenda of Annual General Meeting shall include the election of the Board, approval of the financial statements for the previous year, setting of the membership fee, reports on the association's past activities and future priorities, and consideration of any proposed changes to the Constitution.
- A quorum for any AGM or Members' Meeting shall be twenty-five (25) paid-up members.
- Votes shall be made by a show of hands unless a secret ballot is requested by five voting members present.
- Questions shall be decided by a simple majority of members present and voting, and a tie vote on any motion shall cause the defeat of the motion.

2.3. The Board

- The Board is the governing body of the Association and is comprised of ten (10) members.
- A person must be a member of the Association in order to be eligible to serve on the Board.
- Nominations for additional members shall be taken from the floor at the AGM.
- The immediate past Chair is a voting, ex-officio member.
- The term of office for Board members is one year.
- Board members may normally serve a maximum of six (6) consecutive Board terms. If a board member is nominated for a longer period of time, a sufficient reason shall be given at the AGM.
- A majority of the members of the Board then in office shall constitute a quorum for all meetings.
- Any vacancy occurring in the membership of the Board between annual meetings may be filled by a majority vote of the remaining Board members; such interim member shall serve until the next Annual Meeting.
- The financial year of the Corporation ends on December 31 in each year or on such other date as the Board may from time to time by resolution determine.
- Any board member who is absent from three consecutive Board meetings without providing reasons deemed satisfactory by a majority of the members of the Board shall be disqualified from holding office.

2.4. Board meetings

- The Board shall meet a minimum of six (6) times per year at such times as determined by the Chair of the Board.
- A schedule for meetings of the Board shall be determined by the Board soon after the Annual General Meeting and communicated to all members of the Board.
- The Board shall identify priorities, activities and responsibilities at its first meeting after the AGM, and these shall be communicated to the members; results shall be reported on at the next Annual General Meeting.
- Each year the Board shall solicit nominations to the Board from the membership.

- Any changes to the schedule of Board meetings that should become necessary will be announced to Board members, officers and Chairs of Committees and Task Groups in writing, by telephone or by email as the Secretary or the Chair may deem expedient.
- No accidental failure of notice to a single Board member shall invalidate such a meeting. Questions shall be decided by not less than a simple majority of the members present. In the case of a tie vote on any motion, the motion shall fail.
- The Chair is a voting member of the Board.

2.5. Officers

- There shall be a minimum of five (5) officers of the Association: A Chair, a Secretary, a Treasurer, a Communications Coordinator and a Membership Coordinator. Two offices may be held by the same person. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.
- The officers shall be elected by the members of the Board soon after the Annual General Meeting, and their election shall be communicated to all members.
- The Chair shall supervise the general management and operation of the Association. The Chair shall preside at all meetings of the Board, Members' meetings and any other meetings of the Association. The Chair may designate another Board member to serve in his/her place as required.
- The Secretary, or his/her designate, shall take the minutes of meetings and distribute them to all Board members. The Secretary shall retain the official records of the Association including minutes of Board, Annual and Special meetings; official Association correspondence; committee reports; and the constitution and its bylaws.
- The Treasurer shall deposit all monies in the bank account maintained by the Association and disburse funds of the Association as instructed by the Board. All transactions shall be recorded with supporting receipts or vouchers. The Treasurer shall report to the Board whenever required but at least quarterly and shall present the annual financial statements at the Annual General Meeting. Each expenditure exceeding \$500 must be approved by the Board; all cheques in excess of \$100 must be signed by two of the three designated Board members.
- The Membership Coordinator shall collect all membership fees and keep full records of current and past membership. The Membership Coordinator shall actively build membership in the organization.
- The Communications Coordinator shall communicate with members regularly and effectively through means determined by the Board, such as newsletters, emails and/or websites.
- The Board has the power to appoint additional members as officers as needed. The terms and responsibilities of each office must be approved by the Board.

2.6. Task Groups

The Board may create Task Groups to deal with issues of concern to the members of the Association (for example: membership, communications, summer festival, historical preservation, safety, planning and development, protection of trees and parks, liaison with BIAs, nominations, or social issues).

- Each Task Group is responsible for defining its work plan and activities in negotiation with the Board.
- Each Task Group must include at least one member of the Board.
- All voting Task Group members must be paid-up members of the Association.
- The Board shall designate the Chair of the Task Group at the time of its creation, but thereafter the Group may choose its own Chair.
- Any Task Group Chair who is not a Board member is entitled to report to the Board and make recommendations for action. Written reports may be requested by the Board Chair as s/he determines.
- Task Group Chairs shall make an oral report to the Annual General Meeting and submit a written report to the Board no later than two weeks prior to the date of the Annual General Meeting.

- Task Groups shall normally meet a minimum of five times a year, or as deemed desirable by the Board. If a committee meets fewer than three times a year, the Board shall consider its dissolution or the appointment of a new Chair.
- The Board may create and appoint a Chair for Task Groups to fulfill other functions as the need arises.
- The term of any Task Group shall be one year and may be renewed by the Board.
- The members of a Task Group may recommend to the Board the dissolution of the Task Group before the end of the one-year term if it feels its work plan has been fulfilled.
- No Task Group Chair has the authority to spend money without prior authorization of the Board.
- Task Groups do not have decision-making power; they are advisory to the Board.

2.7. Responsibilities of Officers, and of Board and Task Group Members

- When speaking publicly, Officers, other Board members or Task Group members should do their best to represent the Mission and Values of the Association as a whole, consulting in advance with the Board whenever possible. They must identify personal opinions as such.
- No individual Officer, or Board or Task Group member, shall enter into a contract on behalf of the Association without Board approval.
- No individual Officer, or Board or Task Group member, shall commit the Association to a course of action without prior approval of the Board.
- Any representative speaking on behalf of the Association shall report about the circumstances and content of such speech orally or in writing to the Board at its next meeting.
- A copy of all official correspondence shall be forwarded to the Secretary for record keeping.
- When an issue in which a member has a conflict of interest comes before the Board or a Task Group, that member should report the fact to the Board or Task Group, and withdraw from the discussion if requested to do so.

2.8. Process for Amendments to the Constitution and Bylaws

- The Board may at any time propose an amendment to the Constitution and its Bylaws. The content of such proposals must be made known to members by an appropriate means not less than fifteen (15) days before the next Annual General Meeting.
- For a proposal for amendment to take effect, it must be confirmed by a two-thirds (2/3) majority in a vote of members present at the Annual General Meeting.