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**MANOTICK CULTURE PARKS AND RECREATION ASSOCIATION**  
**BY-LAW**  
**REVISION 3 - 21 OCTOBER 2024**

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## **Section 1 – General**

### **1.01 Name**

1.01.1 Manotick Culture Parks and Recreation Association (“MCPRA”) was incorporated under the *Corporations Act* of the Province of Ontario as a corporation without share capital.

1.01.2 MCPRA was founded on 08 December 2010 by the original Members. Original articles of incorporation are dated 11 April 2018.

### **1.02 Location**

MCPRA does not have a physical location. The Board shall, by resolution, establish the mailing address.

### **1.03 Object**

The objectives of MCPRA are to assist in advancing the community interests and quality of life of the people of Manotick and surrounding areas by:

- a) Initiating environmentally responsible culture, parks and recreation projects and services;
- b) Supporting other organizations in providing environmentally responsible culture, parks and recreation projects and services;
- c) Facilitating or bringing individuals or groups together to plan and deliver culture, parks and recreation projects or services;
- d) Promoting the most effective use of parks and open spaces and recreation facilities in the community; and
- e) Pursuing and accepting grants, donations, gifts, legacies and bequests in order to carry out the above objectives.

### **1.04 Definitions**

In this By-law and all other By-laws of MCPRA, unless the context otherwise requires:

- a) "Act" means the *Not-for-Profit Corporations Act*, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- b) "Board" means the board of directors of MCPRA;

- c) "By-laws" means this By-law (including the annexes and schedules to this By-law) and all other By-laws of MCPRA as amended and which are, from time to time, in force and effect;
- d) "Chair" means the chair of the Board;
- e) "Corporation" or "MCPRA" means the corporation that has passed this By-law under the *Act* or that is deemed to have passed this By-law under the *Act*;
- f) "Director" means an individual occupying the position of director of MCPRA by whatever name they are called;
- g) "Executive" or "Officers" includes the President, Vice President, Treasurer and Secretary;
- h) "Geographic Boundary" means
  - a. North – Cecil Rowat Lane from Nicolls Island Road to Barnsdale Road, west on Barnsdale Road to Prince of Wales Drive;
  - b. West – Prince of Wales Drive from Barnsdale Road to Bankfield Road, east on Bankfield Road to First Line Road, south on First Line Road to Century Road East;
  - c. South – Century Road East to Rideau Valley Drive North, south on Rideau Valley Drive North to Phelan Road East, east across the Rideau River to River Road;
  - d. East – River Road north from Flag Station Road to Nicolls Island Road, west on Nicolls Island Road to the tip of Nicolls Island.
- i) "Member" means a member of MCPRA;
- j) "Members" or "membership" means the collective membership of MCPRA;
- k) "Ordinary resolution" means a resolution that,
  - a. is submitted to a meeting of the Members and passed at the meeting, with or without amendment, by at least a majority of the votes cast by Members; or
  - b. is consented to by each Member entitled to vote at a meeting of the members.
- l) "Person" includes an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate and a natural person in their capacity as trustee, executor, administrator, or other legal representative; and
- m) "Special resolution" means a resolution that,
  - a. is submitted to a meeting of the Members duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast by Members, or
  - b. consented to by each Member entitled to vote at a meeting of the members.

## **1.05 Interpretation**

Other than as specified in Section 1.04, all terms contained in this By-law that are defined in the *Act* shall have the meanings given to such terms in the *Act*. Words importing the singular include the plural and vice versa, and words importing one or two genders include all genders.

## **1.06 Severability and Precedence**

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in this By-law are inconsistent with those contained in the articles or the *Act*, the provisions contained in the articles or the *Act*, as the case may be, shall prevail.

## **1.07 Seal**

The seal of MCPRA, if any, shall be in the form determined by the Board.

## **1.08 Execution of Documents**

1.08.1 Deeds, transfers, assignments, contracts, obligations, and other instruments in writing requiring execution by MCPRA may be signed by any two of its Officers.

1.08.2 In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed.

1.08.3 Any person authorized to sign any document may affix the corporate seal, if any, to the document.

1.08.4 Any Officer may certify a copy of any instrument, resolution, By-law, or other document of MCPRA to be a true copy thereof.

## **Section 2 – Board of Directors**

### **2.01 Composition**

2.01.1 The Board shall consist of a minimum of seven Directors including:

- a) President;



- b) Vice President;
- c) Treasurer;
- d) Secretary; and
- e) A minimum of three additional Directors at Large.

All Directors determined by the Members shall be Members with voting rights.

In addition to Directors determined by the Members, a representative from the City of Ottawa shall be an ex-officio non-voting Director without any fiduciary obligations to MCPRA.

2.01.2 The Board shall from time to time, by resolution, set the number of Directors.

2.01.3 Prospective Board members shall be nominated from the Members according to this Section and Section 4.07.

2.01.4 Prospective Board members shall be presented to the membership at the Annual Meeting and elected by the Members for their term of office.

## **2.02 Election and Term**

2.02.1 The term of office of the Directors shall be for two years, starting from the date of the Annual Meeting at which they are elected until the Annual Meeting that is two years thereafter.

2.02.2 At each Annual Meeting, Directors shall be elected to fill the offices of those whose terms have expired.

## **2.03 Vacancies**

The office of a Director shall be vacated immediately:

- a) If the Director resigns office by written notice to MCPRA, which resignation shall be effective at the time it is received by MCPRA or at the time specified in the notice, whichever is later;
- b) If the Director dies or becomes bankrupt;
- c) If the Director is found to be incapable by a court or incapable of managing property under Ontario law;
- d) If, at a meeting of the Members, the Members, by ordinary resolution, remove the Director before the expiration of the Director's term of office; or
- e) If, at a Board Meeting, via a motion passed by at least two-thirds of the votes cast, the Board removes the Director before the expiration of the Director's term of office, provided that the Board and the Director have been given notice of the motion in advance and provided that such Director has been given a right to be heard.

## **2.04 Filling Vacancies**

2.04.1 A vacancy on the Board shall be filled as follows:

- a) If the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy with a Member by an ordinary resolution;
- b) If there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting or if there are no Directors in office, the meeting may be called by any Member; or
- c) if there is a quorum of Directors, they may fill a vacancy among the Directors.

2.04.2 The Director who is filling a vacancy in accordance with this Section shall sit as a Director until the next Annual Meeting or Special Meeting, at which time the Members will elect a new Director according to regular procedures.

## **2.05 Managing/Borrowing Authority**

- 2.05.1 The Board shall be the managing authority of MCPRA. Such authority is to be exercised in accordance with the annual program plan and budget approved by the Members at the Annual Meeting.
- 2.05.2 The Board shall be empowered to hire all staff, enter into operating contracts, and do all things necessary to responsibly operate MCPRA.
- 2.05.3 The Board shall, by resolution, from time to time designate the financial institutions(s) or other Person(s) from which loans, lines of credit and other borrowing instruments shall be obtained.
- 2.05.4 The Board may not buy or sell real estate or increase the long-term debt of MCPRA except as approved by the Members at an Annual Meeting or a Special Meeting called for that purpose. After such approval by the Members, the Board shall be authorized to buy or sell real estate, and to borrow and give security; issue debentures; pledge or sell such debentures; mortgage, hypothecate, charge or pledge such debentures or give security.
- 2.05.5 The Board has unlimited expenditure authority for the purpose of projects approved by the Board, provided such expenditures do not increase the long-term debt of MCPRA. These expenditures must be reported at the next Annual Meeting.
- 2.05.6 Officers, Directors and/or other persons may place financial commitments in support of MCPRA activities as the Board may by resolution from time to time designate, direct or authorize.

## **2.06 Authority in Absence of Duly Constituted Board**

- 2.06.1 In the absence of a duly constituted Board, for whatever reason, the Executive Committee, as identified in Section 4.04, shall have the powers and authorities of the Board as described in this By-Law until a Special Meeting selects a new Board. Such a Special Meeting shall be called and held as soon as is practicable.
- 2.06.2 In the absence of a duly constituted Board and of a whole Executive Committee, for whatever reason, individual members of the Executive Committee, in the following order, shall exercise the powers and authorities of the Board as described in this By-Law until a Special Meeting selects a new Board:

1. President
2. Vice President
3. Treasurer
4. Secretary

Such a Special Meeting shall be called and held as soon as is practicable.

## **2.07 Remuneration**

The Directors shall serve as such without remuneration and no Director shall, directly or indirectly, receive any profit from occupying the position of Director, subject to the following:

- a) The Directors may be reimbursed for reasonable expenses they incur in the performance of their duties; and
- b) The Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to MCPRA in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is:
  - i. Considered reasonable by the Board;
  - ii. Approved by the Board for payment by resolution passed before such payment is made; and
  - iii. In compliance with the conflict-of-interest provisions of the *Act*.

## **2.08 Liability Insurance**

MCPRA shall provide liability insurance to indemnify past and serving Directors.

## **Section 3 - Board Meetings**

### **3.01 Calling of Meetings**

Meetings of the Directors may be called by the Chair, President or any two Directors, at any time and any place on notice as required by this By-law.

### **3.02 Regular Meetings**

3.02.1 The Board shall meet at regular intervals at least 10 times per year.

3.02.2 The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.

### **3.03 Notice**

3.03.1 Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 11 of this By-law to every Director not less than seven days before the date that the meeting is to be held.

3.03.2 Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice, or have otherwise signified their consent to the holding of such meeting.

3.03.3 If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the Annual Meeting of MCPRA.

3.03.4 Notwithstanding the preceding, in the case of an emergency situation, notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 11 of this By-law to every Director as soon as possible prior to the date that the meeting is to be held.

3.03.5 A notice of a meeting of Directors need not specify a place of the meeting if the meeting is to be held entirely by one or more telephonic or electronic means.

3.03.6 If the Directors may attend a meeting by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

### **3.04 Chair**

3.04.1 At the first Board meeting after the Annual Meeting, the Board shall elect a Chair from amongst the Executive. The Chair shall remain in that role until the next Annual Meeting.

3.04.2 In the event the Chair is unable to complete their term, the Board shall elect a new Chair, who shall remain in that role until the next Annual Meeting.

3.04.3 The Chair shall preside at Board meetings.

3.04.4 In the absence of the Chair at any Board meeting, the Directors present shall choose one of their number to act as the Chair.

3.04.5 The Chair shall perform the duties described in Section 10.06 and such other duties as may be required by law or as the Board may determine from time to time.

### **3.05 Voting**

3.05.1 Each Director has one vote.

3.05.2 Questions arising at any Board meeting shall be decided by a majority of votes.

3.05.3 In case of an equality of votes, the Chair shall not have a second or casting vote.

### **3.06 Participation by Telephonic or Electronic Means**

A meeting of Directors may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means, provided that all persons attending the meeting are able to communicate with each other simultaneously and instantaneously. A person who, through telephonic or electronic means, attends a meeting of Directors is deemed for the purposes of the Act to be present at the meeting.

## **Section 4 – Committees**

### **4.01 Committees**

4.01.1 Subject to the limitations on delegation set out in the *Act*, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities.

4.01.2 The Board shall determine the composition and terms of reference for any such committee.

4.01.3 The Board may add or delete committees by resolution at any time.

### **4.02 Organization Chart**

The Board shall publish on its website a current Organization Chart, showing the relationships among committees, and between committees. The names of Board members shall be included in the Organization Chart.

### **4.03 Board to Appoint**

4.03.1 All committees shall include a Board member in their membership.

4.03.2 The President is an ex-officio member of all committees except the Nominating Committee.

4.03.3 Committee members shall be selected by the committee chairpersons.

4.03.4 The membership of all committees shall be approved by the Board.

4.03.5 All committee activities are subject to the direction and control of the Board.

4.03.6 All committees will record minutes of their meetings, provide them to the Secretary, and publish them on MCPRA website.

4.03.7 Chairpersons of committees will report committee activities to the Board as relevant, including Records of Decision.

4.03.8 Where specific decision-making authority has not been delegated to a committee, decisions shall be brought to the Board for consideration and ratification.

4.03.9 Committee members shall serve on an annual basis and may be reappointed.

#### **4.04 Executive Committee**

4.04.1 The Executive Committee shall be made up of the President, Vice President, Secretary and Treasurer.

4.04.2 The Executive Committee shall be responsible for planning, managing, and supporting the work of the Board. It has no authority to determine policy, set strategy or, except in an emergency situation, direct the overall work of MCPRA.

#### **4.05 Audit and Finance Committee**

4.05.1 The Audit and Finance Committee shall be chaired by the Treasurer and shall be responsible for the finances of MCPRA.

4.05.2 The Audit and Finance Committee shall be responsible for obtaining from all other committees a statement of estimated expenditures for the following fiscal year, and for preparing the consolidated budget statement for presentation to the membership at the Annual Meeting.

4.05.3 The Audit and Finance Committee shall review the annual financial statements of MCPRA and auditor's reports and make recommendations to the Board.

#### **4.07 Nominating Committee**

4.07.1 The Past President shall chair the Nominating Committee and shall select at least two additional members.

4.07.2 In the event the Past President is unable to serve, the Board shall appoint a committee chair who is a current Director.

4.07.3 The Nominating Committee shall prepare, not later than 21 days prior to the Annual Meeting, a slate of candidates for election to the Board. This initial report of the Nominating Committee shall be sent directly to Members and to the Board for information.



4.07.4 Nominations put forward by members, other than the Nominating Committee, shall be filed with the Secretary not later than 14 days prior to the Annual Meeting. Such nominations must, in addition to the name of the nominee, bear the names of the nominator and seconder, all of whom must be Members. Such nominations must also indicate that the person so nominated has agreed to accept office, if elected.

4.07.5 The Nominating Committee shall, if additional nominations have been received, send to the Members a revised slate of candidates not later than seven days prior to the Annual Meeting.

## **Section 5 – Financial**

### **5.01 Banking**

The Board shall, by resolution, from time to time designate the financial institutions(s) in which the money, bonds or other securities of MCPRA shall be placed for safekeeping. The banking business or any part of it shall be transacted by an Officer(s) and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

### **5.02 Financial Year**

The financial year of MCPRA ends on September 30 in each year or on such other date as the Board may from time to time, by resolution, determine.

### **5.03 Membership Fees**

5.03.1 Membership fees are due and payable on January 1st of the current year.

5.03.2 Members who have not paid membership fees by 30 days past the due date will be removed from the Membership.

5.03.3 Membership fees shall be reviewed periodically by the Board.

5.03.4 The Board may, by resolution, from time to time approve adjustments.

## **Section 6 – Officers**

### **6.01 Officers**

6.01.1 Officers include the President, Vice President, Treasurer and Secretary.

6.01.2 The Board shall appoint Officers from amongst its members at its first Board meeting after the Annual Meeting. 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.

6.01.3 Officers shall be elected to a one-year term.

6.01.4 Any Officer shall cease to hold office upon resolution of the Board.

6.01.5 Should the office of an Officer become vacant, for whatever reason, the Board may or may not fill the vacancy on the Board in accordance with Section 2.04, and then the Board may appoint a member of the Board to the vacant office of the Officer.

6.01.6 The Director who is filling a vacancy in accordance with this Section shall sit as an Officer until the next Annual Meeting or Special Meeting.

## **6.02 Duties**

Officers shall be responsible for the duties assigned to them and they may delegate to another Officer(s) the performance of such duties.

## **6.03 Duties of the President**

The President shall perform the duties described in Schedule "A" and such other duties as may be required by law or as the Board may determine from time to time.

#### **6.04 Duties of the Vice President**

The Vice President shall perform the duties described in Schedule "B" and such other duties as may be required by law or as the Board may determine from time to time.

#### **6.05 Duties of the Treasurer**

The Treasurer shall perform the duties described in Schedule "C" and such other duties as may be required by law or as the Board may determine from time to time.

#### **6.06 Duties of the Secretary**

The Secretary shall perform the duties described in Schedule "D" and such other duties as may be required by law or as the Board may determine from time to time.

### **Section 7 - Protection of Directors, Officers and Others**

#### **7.01 Protection of Directors, Officers and Others**

No Director, Officer, or committee member of MCPRA is liable for the acts, neglects, or defaults of any other Director, Officer, committee member, or employee of MCPRA, or for joining in any receipt or for any loss, damage or expense happening to MCPRA through the insufficiency or deficiency of title to any property acquired by resolution of the Board, or for or on behalf of MCPRA, or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to MCPRA shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any Person with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

- a) complied with the *Act* and MCPRA's articles and By-laws; and
- b) exercised their powers and discharged their duties in accordance with the *Act*.

## **Section 8 - Conflict of Interest**

### **8.01 Conflict of Interest**

- 8.01.1 A Director who is a party to a material contract, transaction, or issue, or proposed material contract, transaction, or issue with MCPRA, or is a Director or officer of, or has a material interest in, any person who is a party to a material contract, transaction, or issue, or proposed material contract, transaction, or issue with MCPRA shall make the disclosure required by the *Act*.
- 8.01.2 Except as provided by the *Act*, no such Director shall attend any part of a meeting of Directors during which the contract, transaction, or issue is discussed, or vote on any resolution to approve any such contract or transaction, or any resolution pertaining to such issue.
- 8.01.3 Except as provided by the *Act*, no Member who is a party to a material contract, transaction, or issue, or proposed material contract, transaction, or issue with MCPRA, or is a Director or officer of, or has a material interest in, any person or corporation who is a party to a material contract, transaction, or issue, or proposed material contract, transaction, or issue with MCPRA shall attend any part of a committee meeting during which the contract, transaction, or issue is discussed.
- 8.01.4 Except as provided by the *Act*, no Member who is a party to a material contract, transaction, or issue, or proposed material contract, transaction, or issue with MCPRA, or is a Director or officer of, or has a material interest in, any person or corporation who is a party to a material contract, transaction, or issue, or proposed material contract, transaction, or issue with MCPRA shall vote on any motions or resolutions to approve any such contract or transaction, or pertaining to such issue at any meeting of the Members.
- 8.01.5 This Section applies to all Members, regardless of whether they are Directors, in all dealings with, and as representatives of, MCPRA. It is essential that all Members adhere to this Section to protect the reputation and integrity of MCPRA.

## **Section 9 – Members**

### **9.01 Members**

Membership in MCPRA shall consist of those supportive of the objectives of MCPRA who have been admitted into membership in MCPRA by resolution of the Board and are not in default of payment of their membership fee.

### **9.02 Classes of Members**

9.02.1 Membership classifications include Individual, Family and Non-Voting.

9.02.2 The Board shall ensure that publication of current classifications, with their terms and conditions, is accessible to all Members.

9.02.3 Individual membership, with voting rights, is available to any adult residing within the Geographic Boundary.

9.02.4 Family membership, with voting rights, is available to any two adults residing at the same address within the Geographic Boundary.

9.02.5 Non-voting membership is available to any adult residing outside the Geographical Boundary. Individual and Family members with voting rights who have been members for one year or longer, and who subsequently move outside of the Geographic Boundary, shall retain their voting rights as long as their membership remains valid.

9.02.6 Individual and Family members are entitled to one vote per person if they are members 14 days prior to the date of the announcement of the Annual or Special Meeting.

### **9.09 Resignation of Membership**

9.09.1 A resignation, to be effective, must be in writing and must be received in the office of MCPRA.

## **9.10 Transfer of Membership**

A membership in MCPRA is not transferable and automatically terminates if the Member resigns or such membership is otherwise terminated in accordance with this By-law or the Act.

## **9.11 Lapse of Membership**

9.12.1 Membership lapses on the death of the Member.

## **9.13 Disciplinary Act or Suspension or Termination of Membership for Cause**

9.13.1 Acceptance and observance of all articles, By-laws, policies, rules, and regulations shall be a condition of membership.

9.13.2 Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action, suspension, or termination of membership for violating any provision of the articles, By-laws, policies, rules, or regulations.

9.13.3 The notice shall set out the reasons for the disciplinary action or suspension or termination of membership.

9.13.4 The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action, suspension, or termination not less than five days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action, suspension, or termination of membership.

## **9.15 Member Interest in Property**

9.15.1 Members have an interest in MCPRA property and shall, prior to dissolution of MCPRA, determine the distribution of MCPRA's remaining property amongst other local not-for-profit associations.

9.15.2 Upon sending a notice to the membership to hold a meeting regarding the dissolution of MCPRA, no new members shall be accepted by MCPRA. If the Members vote against dissolving MCPRA, then MCPRA shall be permitted to accept new members.

## **Section 10 - Members' Meetings**

### **10.01 Annual Meeting**

10.01.1 The Annual Meeting shall be held on a day and at a place within the Geographic Boundary fixed by the Board, not later than January 31st.

10.01.2 Any Member, upon request, shall be provided, not less than five business days before the Annual Meeting, with a copy of the approved financial statements, auditor's report or review engagement report, and other financial information required by the By-laws or articles.

10.01.3 The business transacted at the Annual Meeting shall include:

- a) Receipt of the agenda;
- b) Receipt of the minutes of the previous annual and subsequent special meetings;
- c) Consideration of the financial statements;
- d) Consideration of the report of the auditor or person who has been appointed to conduct a review engagement;
- e) Reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
- f) Hearing and discussion of the report from the Board;
- g) Approval of the annual program plan and budget;
- h) Election of Directors; and
- i) Such other or special business as may be set out in the notice of meeting.

10.01.4 No other item of business shall be included on the agenda for the Annual Meeting unless a Member has given notice to MCPRA of any matter that the Member proposes to raise at the meeting in accordance with the *Act*, so that such item of new business can be included in the notice of the Annual Meeting.

## **10.02 Special Meetings and Other Meetings**

- 10.02.1 The Board may, at any time, call a Special Meeting of the Members.
- 10.02.2 The Board shall call a Special Meeting on written requisition of Members who hold at least 50 per cent of votes that may be cast at the meeting, sought to be held within 21 days after receiving the requisition unless the *Act* provides otherwise.
- 10.02.3 The Board may call Town Hall or other informal meetings to deal with or report on specific issues. Such meetings are not decision meetings. They require no quorum and are open to all Members.

## **10.03 Participation by Telephonic or Electronic Means**

- 10.03.1 A meeting of the Members may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means.
- 10.03.2 A meeting of the Members held in any such manner must enable all persons entitled to attend the meeting to reasonably participate.
- 10.03.3 A person who, through telephonic or electronic means, votes at or attends a meeting of the Members is deemed for the purposes of the *Act* to be present in person at the meeting.

## **10.04 Notice**

- 10.04.1 Subject to the *Act*, not less than 10 and not more than 50 days written notice of any annual or special Members' meeting shall be given in the manner specified in the *Act* to each Member, Director, and to the auditor or person appointed to conduct a review engagement.
- 10.04.2 Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken and state the text of any special resolution to be submitted to the meeting.



10.04.3 A notice of a meeting of the Members is not required to specify a place of the meeting if the meeting is to be held entirely by one or more telephonic or electronic means.

10.04.4 If a person may attend a meeting of the Members by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

### **10.05 Quorum**

10.05.1 A quorum for the transaction of business at the Annual Meeting or a Special Meeting or to make a decision regarding a fundamental change to the Articles is 33% of the Members entitled to vote at the meeting.

10.05.2 If the meeting is to make a decision regarding liquidation or dissolution of MCPRA, a quorum is 75% of the Members entitled to vote at the meeting.

10.05.3 If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

### **10.06 Chair of the Meeting**

10.06.1 The Chair shall be the chair of the Members' meeting.

10.06.2 If the Chair will be absent at any Members' meeting, they may appoint any Director to act as chair in their place (the "Substitute").

10.06.3 In the event the Substitute is absent, the Members present at any Members' meeting shall choose another Director as chair and if no Director is present or if all of the Directors present decline to act as chair, the Members present shall choose a Member to chair the meeting.

## **10.07 Voting of Members**

10.07.1 Business arising at any Members' meeting shall be decided by a majority of votes, unless otherwise required by the *Act* or the *By-law*.

10.07.2 Voting shall be as follows:

- a) Each Member entitled to vote at any meeting shall be entitled to one vote;
- b) Votes shall be taken by a show of hands among all voting Members present;
- c) The chair of the meeting shall have a vote;
- d) An abstention shall not be considered a vote cast;
- e) Before or after a show of hands has been taken on any question, the chair of the meeting may require, or any voting Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
- f) If there is a tie vote, the chair of the meeting shall require a written ballot and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
- g) Whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

## **10.08 Proxies**

The use of proxies is not permitted.

## **10.09 Adjournments (Postponements)**

10.09.1 The chair may, with the majority vote of the Members at any Members' meeting, adjourn the same from time to time and if a meeting of the Members is adjourned by one or more adjournments for an aggregate of less than 30 days, it is not necessary, that any person be notified of the meeting that continues the adjourned meeting, other than by announcement of all of the following at the time of an adjournment:

- a) The time of the continued meeting;

- b) If applicable, the place of the continued meeting; and
- c) If applicable, instructions for attending and participating in the continued meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

10.09.2 Any business may be brought before, or dealt with at, any adjourned meeting which might have been brought before, or dealt with at, the original meeting in accordance with the notice calling the same.

### **10.10 Persons Entitled to be Present**

The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditor or the person who has been appointed to conduct a review engagement of MCPRA, if any, and others who are entitled or required under any provision of the *Act* or the articles or the By-laws of MCPRA to be present at the meeting. Any other person may be admitted only if invited by the chair of the meeting or with the majority vote of the Members present at the meeting.

### **10.11 Meeting Notices**

Meeting notices shall be via electronic notice.

## **Section 11 – Notices**

### **11.01 Service**

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement of MCPRA shall be delivered personally, or sent by prepaid mail, facsimile, email, or other electronic means to any such Member at the Member's latest address as shown in the records of MCPRA, and to such Director at his or her latest address as shown in the records of MCPRA, or in the most recent notice or return filed under the *Corporations Information Act*, whichever is the more current, and to the auditor or the person who has been appointed to conduct a review engagement at its business address. Provided always that notice may be waived or the time for giving the notice may be abridged at any time with the consent in writing of the person entitled thereto.

### **11.02 Error or Omission in Giving Notice**

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board, or auditor or person conducting a review engagement, if any, or the non-receipt of any notice by any such person where MCPRA has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

## **Section 12 - Adoption and Amendment of this By-law**

### **12.01 Amendments to this By-law**

12.01.1 The Board may from time to time, in accordance with the *Act*, amend or repeal and replace this By-law.

12.01.2 The Board shall submit the By-law, amendment, or repeal to the Members at the next meeting of the Members, and the Members may confirm, reject, or amend the By-law, amendment, or repeal by ordinary resolution.

Enacted as of 21 October 2024.



Sue Hale  
Secretary

## **Schedule A – Position Description of the President**

### **Role Statement**

The President shall be the chief executive officer of MCPRA and shall be responsible for implementing the strategic plans and policies of MCPRA. The President shall, subject to the authority of the Board, have general supervision of the affairs of MCPRA.

### **Responsibilities**

#### **Agendas**

Establish agendas aligned with annual Board goals and preside over Board meetings, if also holding the office of Chair. Ensure meetings are effective and efficient for the performance of governance work. Ensure that a schedule of Board meetings is prepared annually.

#### **Direction**

Serve as the Board's central point of communication with the senior management, if any, of MCPRA, and provide guidance to senior management, if any, regarding the Board's expectations and concerns. In collaboration with senior management, if any, develop standards for Board decision-support packages that include formats for reporting to the Board and level of detail to be provided to ensure that management strategies, planning, and performance information are appropriately presented to the Board.

#### **Performance Appraisal**

Lead the Board in monitoring and evaluating the performance of senior management, if any, through an annual process.

#### **Work Plan**

Ensure that a Board work plan is developed and implemented that includes annual goals for the Board and embraces continuous improvement.

#### **Representation**

Serve as the Board's primary contact with the public.

### **Reporting**

Report regularly to the Board on issues relevant to its governance responsibilities.

### **Board Conduct**

Set a high standard for Board conduct and enforce policies and By-laws concerning Directors' conduct.

### **Mentorship**

Serve as a mentor to other Directors. Ensure that all Directors contribute fully. Address issues associated with underperformance of individual Directors.

### **Succession Planning**

Ensure succession planning occurs for senior management, if any, and Board.

### **Committee Membership**

Serve as an ex-officio member on all committees.

## **Schedule B – Position Description of the Vice President**

### **Role Statement**

The Vice President works collaboratively with the President to support the Board in fulfilling its fiduciary responsibilities.

### **Responsibilities**

#### **General**

In the absence of the President, the duties of the President are performed by the Vice President. They may also have other duties as may be delegated from time to time by the President and/or the Board.

#### **Discipline**

The Vice President enforces discipline including issuing letters of concern and making recommendations to the Board for further disciplinary action or the suspension or termination of membership for violating any provision of the articles, By-laws, policies, rules, or regulations.

#### **Board Conduct**

Support the President in maintaining a high standard for Board conduct and uphold policies and this By-law regarding Directors' conduct.

#### **Mentorship**

Serve as a mentor to other Directors.

## **Schedule C – Position Description of the Treasurer**

### **Role Statement**

The Treasurer works collaboratively with the President and senior management, if any, to support the Board in achieving its fiduciary responsibilities.

### **Responsibilities**

#### **Custody of Funds**

The Treasurer shall have the custody of the funds and securities of MCPRA and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of MCPRA in the books belonging to MCPRA, and shall deposit all monies, securities, and other valuable effects in the name and to the credit of MCPRA in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. The Treasurer is responsible for the disbursement funds of MCPRA and shall render to the Chair and Directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of MCPRA. The Treasurer shall also perform such other duties as may from time to time be directed by the Board.

#### **Board Conduct**

Maintain a high standard for Board conduct and uphold policies and By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

#### **Mentorship**

Serve as a mentor to other Directors.

#### **Financial Statements**

Present to the Members at the Annual Meeting, the annual operating and capital budgets.

Present to the Members at the Annual Meeting and at another annual meeting, the financial status of MCPRA compared to the approved annual operating and capital budgets.



Present to the Members at the Annual Meeting, the financial statements of MCPRA approved by the Board together with the report of the auditor or of the person who has conducted the review engagement, as the case may be.

Publish the financial reports to Members on MCPRA website.

## **Schedule D – Position Description of the Secretary**

### **Role Statement**

The Secretary works collaboratively with the President to support the Board in fulfilling its fiduciary responsibilities.

### **Responsibilities**

#### **Board Conduct**

Support the President in maintaining a high standard for Board conduct and uphold policies and this By-law regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

#### **Document Management**

Ensure a roll of the names and addresses of the Members is maintained. Ensure the proper recording and maintenance of minutes of all meetings of MCPRA, the Board and committees. Attend to correspondence on behalf of the Board. Have custody of all minute books, documents, registers, and the seal of MCPRA, if any, and ensure that they are maintained as required by law. Ensure that all reports are prepared and filed as required by law or requested by the Board.

#### **Meetings**

Give such notice as required by this By-law of all meetings of the Members and of the Board. Attend all meetings of the Members and of the Board.