

By-law of the Bloor West Village Residents' Association Inc.

(Adopted January 2017, amended May 2018, March 7, 2023 and October 3, 2024)

1. Name and Status

The Bloor West Village Residents' Association Inc. (the "Association") is a not-for-profit corporation.

2. Official Boundaries

The boundaries of the Association shall be within the City of Toronto from the east side of the Humber River, along the north side of Bloor Street West to the west side of Quebec Avenue. From there, to the south side of Annette Street between Quebec Avenue and Jane Street. Then south, along the east side of Jane Street, to Humberview Road. From there, west along the north side of Humberview Road to the Humber River.

3. Mission Statement

The mission of the Association is to foster a well-balanced, livable and vibrant community, and to support and encourage the participation of all residents in helping to attain this goal.

4. Objectives

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

- a. To engage residents, businesses and other interested members of the community in issues specific to Bloor West Village and special concerns that may affect neighbouring areas, or all of Toronto.
- b. To provide a liaison with and seek support from all levels of government (municipal, provincial and federal) on issues that concern our community.
- c. To promote a safe and healthy neighbourhood environment.
- d. To promote the maintenance and enhancement of the quality of life that reflects the unique character of the local community.
- e. To participate, through the most effective means, in the planning of new development as well as redevelopment opportunities that reflect the values of the local community.
- f. To be proactive by keeping our community well informed and by sharing information with all residents, businesses and other interested members of the community.
- g. To work with other residents' associations and business improvement associations on issues of mutual interest for the betterment of our community.

5. Directors

- a. The activities and affairs of the Association shall be managed by a Board of Directors (the “Board”). The articles of the Association provide for a minimum of 5 and a maximum of 11 Directors. The number of Directors of the Association and the number of Directors to be elected at an Annual Meeting shall be determined from time to time by special resolution or, if a special resolution empowers the Directors to determine the number, by Board resolution.
- b. The Directors shall be elected by a majority of the Members in good standing of the Association at the Annual Meeting of Members.
- c. Nominations for the election of Directors at Members’ meeting may be made only:
- (i) by the nomination of a Member of the Association by another Member and seconded by a third Member;
 - i. the nomination must be submitted in writing to the Association Secretary at any time within 90 days, but not less than 30 days, prior to the Members’ meeting;
 - ii. the Nominees are strongly encouraged to submit, with the nomination, a written bio, not exceeding 100 words; and
 - iii. the nominations and bios will be circulated to the Members before the Members’ meeting with the notice of the meeting.
 - (ii) In accordance with the process set out in the Act, by not less than five percent (5%) of the Members entitled to vote at the Members’ meeting at which the election is to occur; any such proposal nominating Directors must be submitted to the Association Secretary at least 30 days in advance.
- d. The Board shall alert Members of the nomination deadline pursuant to Section 6.c. not less than ninety (90) days before the annual meeting.
- e. 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.
- f. Each Director shall be elected to hold office until the first Annual 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 Meeting, but each is eligible for re-election if he or she is otherwise qualified to be a Director.
- g. A Director will cease to hold office if:
- (i) the Director resigns office by written notice to the Association, which resignation shall be effective at the time it is received by the Association or at the time specified in the notice, whichever is later;

(ii) the Director dies or becomes bankrupt;

(iii) if the Director is found to be incapable by a court or incapable of managing property under Ontario law; or

(iv) at a meeting of the Members, the Members by ordinary resolution removes the Director before the expiration of the Director's term of office.

h. A vacancy on the Board may only be filled by a Member in good standing as follows, and the Director appointed or elected to fill the vacancy holds office for the remainder of the term of the vacating Director:

(i) a quorum of Directors may fill a vacancy among the Directors;

(ii) if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by an ordinary resolution;

(iii) 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; and

(iv) the Board may fill any other vacancy by a majority vote, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director. After that, the appointee shall be eligible to be elected as a Director.

i. 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. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

j. The Directors shall, on behalf of the Association, exercise all of the powers that the Association may legally exercise under the Act, the Articles or otherwise, unless the Directors are restricted by law or by the Members in good standing from exercising those powers. These powers include but are not limited to:

(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 Meeting, Special Meeting or meetings of the Board or its Committees.

k. 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 including the Officers. The contracts, etc., shall require the signing by two designated Directors.

l. The Board shall establish at least two financial accounts which shall be held at a registered financial institution. The withdrawal of funds from these accounts shall require the authority of two Directors designated by resolution of the Board. Of the accounts established, one shall be used to hold Membership Fees and to pay for the operational expenses of the Association. The other account(s) shall be used to fund specific projects or campaigns and shall hold donations and contributions generated through fundraising in support of such specific projects or campaigns. Protocols and procedures related to the management and use of the financial accounts shall be set out in Schedule A of this By-law.

m. The Board or any Director of the Association may not borrow monies on behalf of the Association under any circumstances.

n. Directors shall not receive any remuneration for any of their activities on behalf of the Association.

o. No Director shall provide paid services to the Association.

p. 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, but not for time contributed or incurred in the performance of their Directors' duties.

6. Board Meetings

a. Meetings of the Board may be called by the Chair or any two (2) Directors at any time and any place on notice as required by this By-law. The Board shall meet at least four times during a Term of Office.

b. 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 Meeting or a Special Meeting to transact any business.

c. Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 12 of this By-law to every Director at least seven (7) days prior to the date of the meeting.

d. Notice of a meeting of Directors need not specify a place of the meeting if the meeting is to be held entirely by telephonic or electronic means. 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.

e. No formal notice of any meeting of the Board shall be necessary if all the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or otherwise indicated their consent to the meeting being held in their absence.

f. No error or accidental omission in giving notice for a meeting of the Board shall invalidate such meeting or make void any proceedings taken at such meeting.

g. Quorum for a meeting of the Board shall be a majority of the minimum number of Directors set out in the Articles (a minimum of 5 and a maximum of 11 Directors). If the members have passed a resolution to fix the number of Directors at a higher number within the minimum-maximum range in the Articles, then quorum for a meeting of the Board shall be a majority of the number fixed in the resolution.

h. Every Director is expected to attend a minimum of three-quarters of the scheduled Board meetings in each annual term of office. A Director that does not attend the minimum number of Board meetings without good cause is considered to have resigned.

i. If a majority of the Directors consent, a Director may participate in a meeting of the Board or of a Committee of Directors by telephonic or 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.

j. The Chair shall preside at Board meetings. In the absence of the Chair, the Directors present shall choose one of their number to act as the Chair.

k. The Directors shall vote on any resolution arising at any meeting of the Board. Each Director has one vote. A simple majority of votes shall decide the resolution. In case of an equality of votes, the Chair shall not have a second or casting vote.

l. A declaration by the Secretary that a resolution has been carried and an entry to that effect in the minutes 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.

m. In accordance with the Act, a resolution signed by all the Directors entitled to vote on that resolution at a meeting of directors or a committee of directors is as valid as if it had been passed at a meeting of directors or a committee of directors.

7. Officers

a. At its first meeting following the annual meeting of the Association, the Board shall appoint from among the Directors a Chair. The Board shall also appoint, from among the Directors or the Members, a

Secretary and a Treasurer, and such other Officers as the Board may determine, who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

b. Two or more of the aforesaid offices may be held by the same person. In case and whenever the same person holds the offices of Secretary and Treasurer that person may, but need not, be known as the Secretary-Treasurer.

c. Any Officer shall cease to hold office upon resolution of the Board. Unless so removed, an Officer shall hold office until the earlier of:

(i) that Officer ceasing to be a Director or Member;

(ii) the Officer's successor being appointed,

(iii) the Officer's resignation, or

(iv) the Officer's death.

d. All Officers shall sign such contracts, documents or instruments in writing as require their respective signatures and shall respectively have and perform all powers and duties incident to their respective office and such other powers and duties respectively as may from time to time be assigned to them by the Board. In case of the absence or inability to act of any Officer of the Association or for any other reason that the Board may deem sufficient, the Board may delegate all or any of the powers of any such Officer to any other Officer or to any Director for the time being.

e. The Chair shall perform duties described in Section 6 and Section 11 and such other duties as may be required by law or as the Board may determine from time to time. The Chair shall perform the duties described in Schedule B, as may be amended or replaced from time to time, and such other duties as may be required by law or as the Board may determine from time to time.

f. The Secretary shall perform the duties described in Schedule B, as may be amended or replaced from time to time, and such other duties as may be required by law or as the Board may determine from time to time.

g. The Treasurer shall perform the duties described in Schedule B, as may be amended or replaced from time to time, and such other duties as may be required by law or as the Board may determine from time to time.

8. Protection of Directors and Others

a. No Director, Officer or committee member of the Association is liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Association or for joining in any receipt or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Association or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Association shall be placed out or invested or for any loss or damage arising from the

bankruptcy, insolvency or tortious act of any person, firm or Association 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:

(i) complied with the Act and the Association's articles and By-laws; and

(ii) exercised their powers and discharged their duties in accordance with the Act

b. 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.

c. The Association may purchase and maintain 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.

9. Conflict of Interest

a. 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.

b. 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.

10. Members

a. An individual who resides within the Association's official boundaries set out in Section 2 of this by-law is eligible to be a Member of the Association by providing full name, street address, postal code, and email address.

b. A Member will be in good standing provided they have completed and submitted all required documentation and paid the required Membership Fee for the Financial Year.

c. Individuals who are residents of the Association's official boundaries may be invited to be Members at the discretion of the Board, as per Schedule C of this By-law.

d. All Members in good standing have the right to vote at all Annual or Special Meetings.

e. All Members in good standing have the right to stand for a position of office.

f. The Membership Year shall be the same as the Financial Year.

g. The Membership Fee shall be approved at an Annual Meeting, or at a Special Meeting of the Membership.

h. The Board may recommend approval of waiving the Membership Fee requirement for all Members in a given year based on consideration of the Association's Operating Account balance and consistent with the protocols for the Operating Account contained in Schedule A of the by-law.

i. Membership shall cease:

(i) upon death of a Member;

(ii) if the Member resigns by written notice given to the Secretary;

(iii) if the Member no longer qualifies for Membership in accordance with the By-laws;

(iv) at the end of the Membership Year;

(v) if the Association closes down;

(vi) if the Membership has been terminated by a resolution passed by the Board.

j. The Board may pass a resolution authorizing termination of Membership or disciplinary action of a Member for violating any provision of the Articles, By-laws, or for any illegal, unethical, or offensive actions or conduct:

(i) notice of such a vote will be provided to the Member at least 15 days in advance and the notice shall set out the grounds for the proposed termination of Membership or disciplinary action;

(ii) not less than 5 days before such a vote, the Member receiving the notice is entitled to provide the Board an oral or written submission addressing the proposed termination of Membership or disciplinary action; and

(iii) the Board shall consider the submission of the Member before making a final decision regarding termination of Membership or disciplinary action.

11. Members' Meetings

a. The Annual 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 or other number of days that may be further prescribed in regulations before the Annual Meeting, with a copy of the year-end financial statements or other financial information required by the By-laws or articles.

b. The business transacted at the Annual Meeting shall include:

(i) receipt of the Agenda;

(ii) receipt of the Minutes of the previous Annual Meeting and subsequent Special Meetings;

(iii) consideration of the Financial Statements;

(iv) election of Directors;

(v) pass an extraordinary resolution dispensing with an audit or a review engagement in respect of the Association's financial year, subject to compliance with the provisions of the Act; and

(vi) such other or special business as may be set out in the notice of meeting

c. No other item of business shall be included on the agenda for annual meeting unless a Member has given notice to the Association 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 annual meeting.

d. The Directors may, from time to time, call a Special Meeting of the Association. The Directors shall call a Special Meeting on written request of not less than 10% of the Members in good standing for any purpose connected with the affairs of the Association that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within 21 days from the date of the deposit of the request.

e. Subject to the Act, not less than ten (10) and not more than fifty (50) days written notice of any annual or special Members' meeting shall be given in the manner specified in the Act to each Member, each Director and, in the case of an annual meeting only, to the auditor or person appointed to conduct a review engagement.

f. 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.

g. A Member and any other person entitled to attend a meeting of Members may in any manner waive notice of a meeting of Members and attendance of any such person at a meeting of Members shall constitute a waiver of notice of the meeting except where such person attends a meeting for the

express purposes of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

h. No error or omission in giving notice of any annual or general meeting or any adjourned meeting of the Members of the shall invalidate any resolution passed or any proceedings taken at any meeting of Members.

i. Quorum for the Annual Meeting or for a Special Meeting is 15% of the Membership entitled to vote at the meeting in person at the beginning of the Meeting. 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.

j. The Chair shall be the chair of the Members' meeting. In the Chair's absence, the Members present at any Members' meeting will choose another Director as chair. If no Director is present or if all of the Directors present decline to act as chair, the Members present will choose one of their number to chair the meeting.

k. A Member may participate in a Members' Meeting by telephone or electronic means, or by any combination of in-person attendance and by one or more telephonic or electronic means. Members' Meetings may be held entirely by phone or electronic means.

l. The telephone or electronic means must allow all participants to communicate adequately with each other during the meeting and allow verification of the identity of anyone casting a vote. A vote at a meeting of the Members may be conducted entirely by one or more telephonic or electronic means or by a combination of one or more telephonic or electronic means and voting in person.

m. Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the By-law provided that:

(i) each Member shall be entitled to one vote at any meeting;

(ii) votes shall be taken by a show of hands among all Members present and the chair of the meeting, if a Member, shall have a vote;

(iii) an abstention shall not be considered a vote cast;

(iv) before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a ballot. A ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;

(v) if there is a tie vote, the chair of the meeting shall require a ballot, and shall not have a second or casting vote. If there is a tie vote upon ballot, the motion is lost; and

(vi) whenever a vote by show of hands is taken on a question, unless a 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.

n. If a Member is unavailable to attend or participate in a Members' Meeting, they may not appoint someone to vote for them by proxy.

o. The Chair may, with the majority consent of any Members' meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more. 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.

p. Members' Meetings of the Association are normally open to all interested individuals, although only Members may vote on resolutions.

q. The only persons entitled to attend a Members' Meeting are the Members, the Directors and others who are entitled or required under any provision of the Act or the articles to be present at the meeting. Any other person may be admitted only if the Chair of the meeting or Secretary invites them or with the majority consent of Members present at the meeting. Member's Meetings may also be limited to Members by resolution of the Board.

12. Notices

a. Any notice (which term includes any communication or document) required or permitted by the Act, the regulations, the articles or the by-laws to be given to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement of the Association 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 the Association; and to such Director at his or her latest address as shown in the records of the Association 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.

b. Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice will not, unless it is otherwise provided, be counted in such number of days or other period.

c. 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 the Association 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.

13. Financial

a. The Financial Year of the Association shall begin on April 1 of each year and end on March 31 of the following year.

b. The Board shall by resolution from time to time designate the bank, or other registered financial institution, in which the money, bonds or other securities of the Association shall be placed for safekeeping. Any and all money and securities so deposited may be withdrawn, from time to time, only upon the written order of the Association signed by such Officer or Officers, agent or agents of the Association, and in such manner, as shall from time to time be determined by resolution of the Board and such authority may be general or confined to specific instances.

c. The Board shall designate, by resolution, the Officers and other persons, if any, authorized to transact the banking business of the Association, or any part thereof, with the bank that the Board has designated as the Association's banker, to have the authority set out in the resolution, including, unless otherwise restricted, the power to: operate the Association's accounts with the banker; execute any agreement relating to any banking business and defining the rights and powers of the parties thereto; and authorize any officer of the banker to do any act or thing on the Association's behalf to facilitate the banking business.

14. Amendments

a. The Board may from time to time in accordance with the Act amend or repeal and replace this by-law. 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.

b. A Member entitled to vote at an Annual Meeting of the Members may make a proposal to make, amend or repeal a by-law in accordance with the Act.

15. Definitions

In this by-law, unless the context otherwise requires:

(i) "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;

(ii) "Board" means the board of directors of the Association;

(iii) "By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the Association as amended and which are, from time to time, in force;

(iv) "Chair" means the chair of the Board;

(v) "Association" means the corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;

(vi) "Director" means an individual occupying the position of director of the Association by whatever name he or she is called;

(vii) "Member" means a member of the Association;

(viii) "Members" means the collective membership of the Association; and

(ix) "Officer" means an Officer of the Association.

16. Interpretation

a. Other than as specified in Section 15, 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 gender include all genders.

17. Severability and Precedence

a. 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 the by-laws 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.

Schedules

Schedule A – Financial Accounts

1. Operating Account

- 1.1. The Association shall maintain an account to cover day-to-day operating expenses. This account is generated and sustained primarily through the collection of Membership Fees.
- 1.2. At the beginning of a term of office, commencing each year on June 1st, one-half (50%) of the Operating Account balance as at that date shall be reserved and carried forward for operating costs in the following term of office. The Board may spend the remaining one-half (50%) on the operating costs of the Association during the then current term of office. From this unreserved portion of the Operating Account, amounts that will not be required for operating costs during that same current term of office may, at the discretion of the Board, be transferred to the Save Our Village Account.
- 1.3. Any expenditures or transfers that exceed the limitations specified in 1.2 shall be approved by the Membership.
- 1.4. Funds from this account shall not be loaned or donated to any other organization or individual.

2. Save Our Village Account (SOV)

- 2.1. The Association shall maintain an account exclusively to support actions it may decide to take from time to time in response to redevelopment proposals or other matters that could substantially affect the future character of the area. This account is generated and sustained primarily by donations from the community and secondarily through recoveries of costs through negotiated settlements at the Ontario Municipal Board.
- 2.2. Allowable expenses shall include professional fees and disbursements, printing, and all other incidental costs that are directly related to the aforementioned purpose of the account, as reasonably determined by the Board.
- 2.3. The Association intends that this account be maintained indefinitely at a sufficiently high level that will enable it to take meaningful actions when required to influence the outcomes of redevelopment proposals in the foreseeable future. To that end, any expenditures during a term of office that exceed one-half (50%) of the account balance (as determined at the beginning of that term of office commencing June 1) shall be concurrent with specific actions initiated by the Board to reimburse the account through community fund-raising and negotiated recoveries (see also 2.1).
- 2.4. During a term of office, the Board may authorize expenditures of up to \$15,000 from this account, subject to the requirements in 2.3.
- 2.5. During a term of office, the Board may also authorize expenditures in the form of donations from this Account to other organizations that are judged to be acting in the best interests of the community. Such donations shall not exceed the lesser of \$2,000 or one-quarter (25%) of the account balance, as determined at the beginning of a term of office commencing June 1st. Prior to deciding to make any such donation, all due consideration shall be given to prior commitments, to ensure there will be sufficient funds available to complete any such undertakings. The Board shall also ensure that Members and other contributors to the SOV Account are immediately informed of any donations being made, the reasons for doing so, and how they may, or may not, impact the Association's capacity to take on other actions in the future.

- 2.6. Expenditures that exceed the limits in 2.3, 2.4 and 2.5 shall be approved by the Membership.
- 2.7. Funds from this account shall not be utilized under any circumstances for the general operation of the Association or for any purpose other than that stated in 2.1
- 2.8. Should the Association decide to collaborate with another organization in responding to a specific development proposal or other planning matter, the Board may enter into an agreement with the other organization to undertake the actions agreed to, including financial expenditures as permitted in 2.3, 2.4 and 2.5, or as approved by the Membership.

Schedule B – Roles of Officers

Chair

The Chair provides leadership to the Board, ensures the integrity of the Board's process and represents the Board to outside parties. The Chair co-ordinates Board activities in fulfilling its governance responsibilities and facilitates co-operative relationships among Directors and between the Board and senior management, if any, of the Association. The Chair ensures the Board discusses all matters relating to the Board's mandate. The Chair sets a high standard for Board conduct and enforce policies and By-laws concerning Directors' conduct.

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

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

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

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

Serve as member on all Board standing committees.

Treasurer

The Treasurer works collaboratively with the Chair to support the Board in achieving its fiduciary responsibilities.

The Treasurer shall have the custody of the funds and securities of the Association and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements in books belonging to the Association and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Association in registered financial institutions. Prepare and maintain corporate documents required by law.

The Treasurer shall disburse the funds of the Association as may be directed by proper authority taking proper vouchers for such disbursements, 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 the Association. The Treasurer shall also perform such other duties as may from time to time be directed by the Board.

Present to the Members at the annual meeting as part of the annual report, the financial statement of the Association approved by the Board and the report of the auditor or of the person who has conducted the review engagement, if such were appointed or engaged.

Secretary

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

Prepare and maintain corporate documents required by law, including the register of Members and Directors, the corporation's articles and by-laws, and amendments to them, the minutes of meetings of the members and of any committee of members and the minutes of meetings of the directors and of any committee of directors. Have custody of all minute books, documents, registers and ensure that they are maintained as required by law.

Attend to correspondence on behalf of the Board. Ensure that all reports are prepared and filed as required by law or requested by the Board.

Give such notice as required by the By-Laws of all meetings of the Association, the Board and Board committees. Attend all meetings of the Association, and the Board and where applicable, Board committees.

Schedule C – Appointment of non-residents as Members

- 1.1 A person who is not a 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.
- 1.2 In general, the Association intends that admittance of non-residents is limited to persons who have demonstrated interest in the community or who wish to make a particular contribution to the work of the Association (such as volunteering for committees or initiatives).