

**SHERIDAN HOMELANDS RATEPAYERS'
ASSOCIATION**

CONSTITUTION AND BY-LAWS

(As amended in December 2011)

Constitution

1. The Association shall be known as the "Sheridan Homelands Ratepayers' Association", also known as SHORA, and hereinafter called the "Association". It shall, at all times, be a body corporate, without share capital, incorporated by Letters Patent, under laws of the Province of Ontario.
2. The Association shall be carried on without gain for its members, and any surplus or other accretions to the Association shall be used in achieving its purpose.
3. The Association shall operate in compliance with applicable laws, regulations and requirements governing non-profit corporations.
4. The area represented by the Association shall include that part of the City of Mississauga bounded as follows: On the North by Dundas Street, on the East by Erin Mills Parkway, on the South by the Queen Elizabeth Way, and on the West by Winston Churchill Boulevard (the "District").
5. The objectives of the Association shall be:
 - a. To promote the general welfare and development of the District;
 - b. To participate in local and government affairs and make such representations to the Council of the City of Mississauga or other bodies of any kind as are deemed necessary from time to time in order to further the common interests of the members of the Association;
 - c. To keep members informed of matters which affect them as ratepayers of the District;
 - d. To foster projects which are in the interest of the District as a whole;
 - e. To engage in such other activities as are considered by the Association to be necessary or beneficial to the interests of the members of the Association; and,
 - f. Other complementary purposes not inconsistent with these objectives.
6. By-laws shall be established as hereinafter set forth for the purpose of governing the operation and administration of the Association. The process for changes to this constitution and/or by-laws shall be described in the by-laws.

By-Laws

1. Membership and Membership Fees

- a. Any resident homeowner, 18 years of age or older, in the District represented by the Association as set forth in Section 2, may become a member of the Association.
- b. Memberships are non-transferable.
- c. Membership fees are set at \$10.00 per year, per household.
- d. The Board of Directors may, from time to time, set another amount or amounts by resolution, subject to approval by the membership during the Annual General Meeting.
- e. Membership shall cease:
 - i. Upon the death of a member;
 - ii. If the member has not paid the applicable membership fee prior to the end of the membership year;
 - iii. If the member resigns by verbal or written notice given to the Association;
 - iv. If the member no longer qualifies for membership in accordance with Section 1(a) of the by-laws;
 - v. If the membership has been terminated by a vote of at least two-thirds (2/3) of the membership at a meeting duly called for that purpose. Notice of the meeting shall be served upon the member and shall set out the grounds for the proposed termination of his or her membership; and,
- f. The membership year shall begin on October 1st of each year and end on September 30th of the following year.

2. Voting Privileges

- a. Each home shall be limited to one (1) membership and each membership shall have the right to cast no more than one (1) vote.
- b. Memberships shall have the right to vote by proxy, by completing the prescribed proxy forms and by delivering to any member of the Board of Directors, via fax, email, or post.

3. Directors and Officers

- a. Board of Directors

The affairs of the Association shall be managed by a Board of Directors consisting of four (4) elected officers: a president; a vice-president, a secretary, and a treasurer, and a maximum of eight (8) directors-at-large.
- b. Eligibility

Only persons eligible for membership shall be qualified to hold an elected or appointed position. Each director shall be at least 18 years of age and a member in good standing of the Association at least one (1) month prior to his or her election or appointment, and shall remain a member throughout his or her term of office in accordance with Section 1 of the by-laws.

- c. Duties of Directors
 - i. Manage the daily affairs of the Association in a manner that reflects due diligence;
 - ii. Make decisions and represent the interests of the Association on all matters for which it is impractical to present to the membership in advance;
 - iii. Appoint committees to perform necessary functions and represent the Association on specified topics; and,
 - iv. Specific responsibilities and limitation of directors are detailed in the Board of Directors policies to which all directors must adhere.
- d. Term of Office

Members of the Board of Directors shall serve for a period of one (1) year; however, re-election, shall be possible from year to year without limit as to the number of years an individual may serve.
- e. Election
 - i. Prior to each Annual General Meeting, the Board of Directors, acting as a nominating committee, shall prepare a slate of directors for the forthcoming year and obtain their consent to stand for election. In addition to the slate of directors so prepared, nominations will be invited and accepted from the floor;
 - ii. Those members who have paid membership dues, in full, for the current membership year, shall be considered members in good standing and be eligible to vote;
 - iii. Voting at the Annual General Meeting will be through a show of hands. Results shall include proxy votes;
 - iv. If the vote at the Annual General Meeting results in fewer than twelve (12) but at least four (4) directors, the board shall continue to function with fewer members with the option of adding additional directors by majority vote later in the year; and,
 - v. At the first meeting following the Annual General Meeting the board shall elect its four (4) officers elect by majority vote of the directors present, through a show of hands. The remaining board members shall be directors-at-large. In the event of a tie vote, the result will be determined by majority vote of the directors present, through a secret ballot. The president or vice-president can abstain from the voting process in the event of an even number of voting members.
- f. Vacancies

Vacancies which occur on the Board of Directors shall be filled for the balance of any term by appointment of one (1) or more members of the Association, as required, by action of the remaining members of the Board of Directors, excepting that, should the office of president become vacant, that office shall be assumed by the vice-president.
- g. Absenteeism

Any board member who is absent, without approval of the board, for three (3) consecutive meetings may be asked to resign at the discretion of, and by majority vote of, the Board of Directors.

h. Removal from Office

A director shall be relieved of his/her duties and removed from office where the director is convicted of a crime or found to be violation of the board's Code of Conduct, or at the discretion of, and by majority vote of, the Board of Directors.

i. Fees and Salaries

All officers elected and representatives and committee members appointed from within the membership of the Association shall serve without remuneration.

j. Expense Reimbursement

Members of the Board of Directors may be reimbursed for expenses that have been pre-approved by a board vote and upon submitting receipts.

k. Insurance

The Association will purchase liability/errors and omissions insurance for the protection of its officers and directors.

4. Special Committees and Representatives

The Board of Directors shall form such special committees as are from time to time deemed necessary. The Chair of each such committee shall be appointed by members of the board, but may select his own committee members from among the ranks of the members of the Association. The Board of Directors shall confer on each such committee such authority as the directors deem necessary, and the special committee shall act only in accordance with that authority. Special representatives may be appointed from time to time by the Board of Directors to perform designated tasks on behalf of the Association. Such representatives ordinarily shall be drawn from among the members of the Association and always will serve without remuneration.

5. Duties of Elected Officers and Appointees

President

The president shall preside at all general and board meetings of the Association. He/she shall direct the activities of the other officers and directors. He/she shall endeavour to the best of his/her ability to maintain and promote the aims of the Association, putting the wishes of the membership generally of the Association ahead of any personal desires. He/she shall act as the primary spokesperson for SHORA and the main liaison between SHORA and external groups/stakeholders. However, he/she shall communicate back to the board on matters that impact the Association. He/she shall duly and justly perform all other duties incidental to his/her office.

Vice-President

The vice-president shall assist the president in the performance of his/her duties and shall assume the duties of the president in the event of the office becoming vacant. He/she shall preside at all general and board meetings in the absence of the president, or at the president's request, or in the event of the president's inability to act. He/she shall undertake any duties delegated to him by the president.

Secretary

The secretary shall keep records of all general and board meetings. He/she shall carry on such correspondence as directed and keep a record of all incoming and outgoing correspondence. He/she shall record minutes of all general and board meetings, ensure there is an up-to-date membership roster and, in general, perform all other duties incidental to his/her office. He/she may, if he/she deems it necessary, appoint someone, such as a minute-taker, to assist in his/her duties.

Treasurer

The treasurer shall have the care and custody of all funds of the Association and shall deposit such funds in the name of the Association in such bank or banks, as the Board of Directors shall select. He/she shall prepare and present financial reports at meetings of the Board of Directors. He/she shall be responsible for having an audit conducted of the financial records and accounts of the Association at the close of each fiscal year and for presenting a report thereon to the Annual General Meeting.

Street Representatives

The Street Representatives shall have the primary function of communicating with the homeowners he/she has been appointed to represent. He/she shall make membership in the Association available to homeowners who are not already members.

6. Financial Management

a. Fiscal Year

The fiscal year of the Association shall begin on September 1st of each year and end on August 31st of the following year.

b. Funds

The Association may raise funds either by donation, grant application, membership fees, sponsorship, or other means. The proceeds of any such fundraising shall be used in accordance with and to the furtherance of the objectives of the Association.

c. Bank Accounts and Cheque Signatories

Bank accounts shall be opened in the name of the Association. Only elected officers, president, vice-president, treasurer, or secretary, shall act as cheque signatories. Two (2) signatures are required on each cheque. In the event that Association officers are related or reside in the same household, any one (1) of these officers can act as a signatory as long as the second signatory is an officer that is not related nor residing in the same household as the first signatory.

d. Expenditure Approval

Approval of expenditures up to 50% of the equity of the Association must be pre-approved at a meeting of the Board of Directors, and be decided by majority vote of board members present. Expenditures, which would exceed 50% of the equity of the Association, must be approved at the Annual General Meeting or a duly called Special General Meeting.

- e. **Contracts and Legal Commitments**
The president and one (1) of the following must sign all deeds, contracts or other documents: vice-president, treasurer, secretary; or by the president and any two (2), unrelated directors.
- f. **Petty Cash**
Proper records of all petty cash transactions shall be kept. The petty cash shall be reconciled on a regular basis by the treasurer.
- g. **Financial Reports**
An Income Statement and Balance Sheet shall be generated by the treasurer and distributed at meetings of the Board of Directors, when possible. If no discrepancies are identified, the a resolution should be passed to accept these reports and this resolution should be noted in the meeting minutes. If any discrepancies are identified, they must be duly noted in the minutes of the meeting.
- h. **Audit of Accounts**
The directors are responsible for insuring that all members receive annually a written report on the financial position of the Association. This report shall be in the form of a balance sheet showing the particulars of its liabilities and assets, and a statement of its income and expenditures for the past year. A copy of the financial report, as a true and fair account of the Association's financial affairs, shall be signed by the auditor or, if there is no auditor, by two (2) directors. An auditor for the Association may be appointed annually by the members of the Association at the Annual General Meeting and, on the failure of the members to appoint an auditor, the directors may do so.

7. Meetings

- a. **General Meetings**
 - i. An Annual General Meeting shall be held within six (6) months of each fiscal year end, at a time and place to be determined by the Board of Directors. The primary purpose of the Annual General Meeting shall be to receive an annual report from the president, receive a financial report from the treasurer, elect new directors, appoint an auditor for the coming year, vote on amendments to the constitution and by-laws, and consider any resolution put forward by members;
 - ii. Special General Meetings must be called by the Board of Directors within twenty (20) days of receipt by the board of a written petition signed by ten percent (10%) or more of the members of the Association, or when required under Section 6(d);
 - iii. Notice of general meetings, together with proxy forms, shall be sent by email to all members or posted on the Associations' website, at least fourteen (14) days prior to such meetings;
 - iv. Requests to add an items to the agenda of a general meeting can be made in writing to the president at least five (5) days prior to the meeting, or by making a motion at the meeting. Adoption of this motion requires a second and majority vote;
 - v. No official business shall be conducted at a general meeting without a quorum; and,

- vi. A quorum for a general meeting of the Association shall be twenty (20) voting members of the Association present in person at the meeting.
- b. Board of Directors Meetings
 - i. The Board of Directors shall meet at least eight (8) times per year, at the call of the president or of a majority of the members of the board. No official business shall be conducted by members of the board without a quorum and either the president or the vice-president;
 - ii. A quorum for a meeting of the Board of Directors shall be fifty percent (50 %) of the directors plus one (1) of the board for that year;
 - iii. The directors shall vote on any resolution arising at any meeting of the board. A majority of votes shall decide the resolution. In the case of a tie vote, the chair of the meeting shall have a casting vote in addition to his or her original vote. Robert's Rules of Order will be used to conduct board meetings and meetings with members. Directors shall be granted equal time in discussions of any issue;
 - iv. The board may hold its meeting at any place within the District as it may from time to time determine;
 - v. Association members are free to attend any board meeting (unless for some sensitive item the president declares an in-camera session). Members interested in attending a meeting of the Board of Directors must notify the president of their intention, in writing, at least three (3) days in advance of said meeting. Requests by attending members to add an item (items) to the meeting agenda must be made, in writing, at the time of their request to attend said meeting. The Board of Directors reserves the right to limit the number of members attending any board meeting to three (3);
 - vi. Notice of Board of Directors meetings will be provided to each director by email and posted on the Association's website at least five (5) days prior to such meetings;
 - vii. 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, no additional notice is required. A meeting of directors may also take place without notice immediately after a general meeting to transact any business;
 - viii. An emergency meeting of the Board of Directors may be called by the president or by majority of the board as deemed necessary. Notification shall require not less than 24 hours notice, by email to directors and by a posting on the Association's website for members; and,
 - ix. No error or omission with respect to notice for a meeting of the board shall invalidate the meeting or invalidate or make void any proceedings taken or had at the meeting.

8. Minutes

- a. Minutes of all Annual General Meetings, Special General Meetings and meetings of the Board of Directors or committees thereof shall be prepared in draft and distributed to board members, by email, on a timely basis and shall include, at a minimum:
 - i. The date, time and place of the meeting;
 - ii. The name of the person in the chair and of any changes in the chair;
 - iii. The number of members or directors present and their names;
 - iv. Any errors or omissions from the previous meeting;
 - v. All rulings made by the chair and the nature and result of any appeals that arise from these rulings;
 - vi. All motions properly moved, including the name of the mover and seconder, and that each motion, where applicable, designate a director to execute the necessary action;
 - vii. The results of all votes taken;
 - viii. A list of all reports and/or documents introduced during the meeting, with copies of these reports being attached to the official copy of the minutes;
 - ix. A summary of significant points raised during the debate of motions;
 - x. Where any vote passed at a meeting of the Board of Directors, or a committee thereof, is not passed by unanimous consent, the views expressed by any dissenting director shall be summarized in the minutes of the meeting along with the name of the dissenting director;
 - xi. Any comments made by directors, officers or any other persons present at the meeting;
 - xii. The time of adjournment; and,
 - xiii. The signature of the meeting secretary.
- b. Board meeting minutes must be approved at the next scheduled board meeting by a majority of members present. Once approved, these minutes will be posted on the SHORA website, where possible, excluding any in-camera items.

9. Notice

Any notice required to be given herein by a member, director, officer, or auditor shall be deemed to have been given if it is:

- a. Delivered personally to the person to whom it is to be given, effective on the day of delivery;
- b. Delivered to the person's address as recorded in the Association's records, effective on the day of delivery;
- c. Mailed to the person's address as recorded in the Association's records by prepaid ordinary mail, effective on the third day after mailing;
- d. Sent by facsimile or email, effective when transmitted; and,
- e. By posting such notice on the website maintained by the Association; effective on the date of posting.

10. Conflict of Interest

- a. A conflict of interest is defined as a situation in which a director, who is in a position of trust, has a professional or personal interest that competes with the best interests of the Association and its members. Such competing interests can make it difficult for a director to perform his or her duties and responsibilities objectively. A conflict of interest exists even if no unethical or improper act results. A conflict of interest can create an appearance of impropriety that can undermine confidence in the Association and its efforts.
- b. If a member of the Board of Directors has, or suspects it has, a conflict of interest, direct or indirect, in any matter and is present at a meeting of the Board of Directors, the director:
 - i. Shall, prior to any consideration of the matter at the meeting, disclose the conflict of interest;
 - ii. Shall not take part in the consideration or the discussion of, or vote on any question in respect of the matter;
 - iii. Shall not attempt in any way before or during the meeting to influence the voting on any such question; and,
 - iv. Shall, leave the meeting or the part of the meeting during which the matter is under consideration.
- c. Where the conflict of interest of a director has not been disclosed as required, by reason of the director's absence from the meeting, the director shall disclose the conflict of interest at the first meeting attended by said director.
- d. All Association directors must sign and abide by a Conflict of Interest Statement approved by the Board of Directors.

11. Member Communication and Privacy

All information collected about members, including but not limited to name, address, phone numbers, facsimile numbers, email addresses shall be protected in accordance with applicable laws and only will be used for the purposes of communication on Association matters. Member information will not be distributed to any external individuals, group, organization, or corporation except in an aggregated format.

12. Member Disputes

The Association shall not attempt to arbitrate any dispute between members nor shall it undertake any action that is not, as determined by the Board of Directors, to be in the best interests of its members generally.

13. Affiliation

The Association may affiliate with any non-political organization whose objectives are commensurate with those of the Association and which can further the objectives of the Association, upon approval by the Board of Directors.

14. Publications

Any article, publication, advertisement, letter, email, or written correspondence, intended to be distributed by or on behalf of the Association, including publications to be distributed by electronic means, must be reviewed by a majority of the directors, or a committee thereof established for this purpose.

15. Indemnification

The Association shall indemnify and save harmless the directors, their heirs, executors and administrators, and estates and effects, respectively from time to time and at all times from and against:

- a. All costs, charges and expenses whatsoever that he/she sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in the execution of the duties of his or her office.
- b. All other costs, charges and expenses that he/she sustains or incurs in or about arising from or in relation to the affairs except costs, charges or expenses thereof as are occasioned by his or her own wilful neglect or default.

16. Non-Discrimination

The Association will not discriminate against individuals or groups on the basis of race, religion, colour, sex, sexual orientation, gender identity, age, disability, legal citizenship, national origin, income, or political affiliation in any of its policies, recommendations or actions.

17. Amendments

The by-laws of the Association may be enacted, repealed, amended, added to or re-enacted in a two-stage process, first, through ratification by the Board of Directors, then subject to approval by two-thirds (2/3) of the membership present during the Annual General Meeting. Proposed amendments to the by-laws must be made available to members at least five (5) days prior to voting on their adoption.

18. Distribution of Assets on Dissolution

The Association shall use its funds only to accomplish the objectives and purposes specified in these by-Laws. On dissolution of the Association, any assets remaining, after payment of all liabilities, shall be distributed in accordance with applicable law, which may include the ability to give to a not-for-profit organization to be selected by a majority vote of the Board of Directors, or to the City of Mississauga to be spent on an improvement to a park or neighbourhood feature within the Association's boundaries.

This updated and amended constitution and by-laws is ratified by the Board of Director on November 16, 2011, and approved by members at the Annual General Meeting on December 6, 2011.