

**By-law relating to transaction of business by
the NEW EDINBURGH COMMUNITY ALLIANCE**

BE IT ENACTED as a By-law of the New Edinburgh Community Alliance as follows:

1. General

1.1 The New Edinburgh Community Alliance, henceforth referred to as NECA, is an association of people resident in the community of New Edinburgh in the City of Ottawa, and owners of property in the said community.

1.2 The headquarters of NECA shall be in New Edinburgh in the City of Ottawa.

1.3 New Edinburgh in the city of Ottawa comprises the area bounded by the Ottawa River, Princess Avenue, Lisgar Road, Rideau Terrace, Springfield Road, Beechwood Avenue and the Rideau River.

2. Membership

2.1 NECA shall consist of all persons residing in New Edinburgh in the City of Ottawa, and all landowners in the said district who have requested verbally or in writing to be added to the membership list. There will be no corporate memberships.

2.2 A member may withdraw from the membership list at any time by making a request to do so in writing.

2.3 If a resident individual or family member moves from the district, his/her/their membership shall immediately cease unless property is maintained in the area by the member.

2.4 Members aged sixteen and older shall have the privilege of voting at all Annual or General Meetings, and of being eligible to be a candidate for a position of a Director of NECA.

2.5 If a resident individual or family member moves from the district, his/her/their membership shall immediately cease unless property is maintained in the area by the member.

2.6 Members aged sixteen and older shall have the privilege of voting at all Annual or General Meetings, and of being eligible to be a candidate for a position of a Director of NECA.

3. Organization and officers

3.1 The affairs of NECA shall be managed by a Board with a minimum of seven Directors who shall include the following officers: a President, Vice-President, Secretary and Treasurer.

The officers shall be appointed by the Board of Directors. Only members of NECA in good standing are eligible for election as Directors.

3.2 The Directors shall be elected for two-year terms at the Annual Meeting of NECA, with approximately half of them being elected every year.

3.3 Through publishing in the New Edinburgh News and through informal contact, the Board will seek to identify potential candidates for election to the Board.

3.4 The Board of Directors may make or cause to be made any kind of contract which NECA may lawfully enter into and may generally exercise all such other powers and do all such other acts as indicated in the Letters Patent or otherwise authorized to exercise and do. Notwithstanding a vacancy on the Board, the remaining Directors may continue to act so long as the minimum number of Directors remains in office.

3.5 The Board of Directors shall be responsible for deciding the policies, procedures and programs of NECA, consistent with the objectives laid out in the Letters Patent, and shall be responsible for their implementation.

3.6 Each Director, his/her heirs, executors and administrators, and estate and effects, respectively shall be indemnified and saved harmless from and against:

(a) all costs, charges and expenses whatsoever that such director sustains or incurs in or about any action, suit or proceeding that is brought against him/her, for or in respect of any act, deed, matter or thing whatever made, done or permitted by him/her, in or about the execution of his/her office; and

(b) all other costs, charges and expenses that he/she sustains or incurs in or about or in relation to the affairs thereof, except where such costs, charges and expenses are occasioned by his/her own willful neglect or default.

(c) the acts, receipts, neglects or defaults of any other director.

3.7 The Directors will meet monthly during the period September–June to conduct the business of NECA. The quorum for a meeting of Directors shall be more than half of the current number of Directors.

3.8 In the event of a vacancy on the Board or the resignation of a Director, the remaining Directors may appoint any member of NECA to fill the unexpired term of the vacancy. If a Director has not participated in three consecutive meetings without reasonable explanation for the absences, the Board may treat his/her directorship as terminated.

3.9 The President of NECA shall preside at the Annual Meeting, at General Meetings and at monthly meetings of Directors. The President shall be responsible for the general supervision of the affairs of NECA, shall sign all minutes of meetings, and shall be *ex officio* a member of all committees established by NECA.

3.10 The Vice President shall assist the President, and shall perform all the duties of President in the absence or incapacity of the President. If both President and Vice President are unable to

chair a meeting, the persons who are present and entitled to vote shall elect a Chairman from among themselves.

3.11 The Secretary shall keep minutes of all meetings of NECA and its Board of Directors, provide notice of such meetings, and be custodian of all books, records, correspondence and other documents belonging to NECA. The Secretary shall also be responsible for distributing Minutes of Board Meetings to Board members.

3.12 The Treasurer shall be responsible for the general supervision of the financial procedures, expenditures and financial records of NECA. The Treasurer shall prepare financial reports and distribute them to the Board at least once quarterly. All cheques, drafts or orders for the payment of money shall be signed by any two of the three signing authorities registered at the bank, all of whom shall be Directors of NECA.

3.13 The Board may borrow money on the credit of the corporation subject to approval by a majority of the Board.

3.14 Any Board of Directors may be replaced by a Board of Directors of different composition by means of a lack of confidence vote followed by an election, the said vote and election only to take place at a General Meeting of NECA called at the request in writing of at least twenty five members. Notice of any such meeting and of the intention to hold a no-confidence vote and election shall be given to the membership at least one week before the date set for said meeting by publishing the date, time and location of the meeting in the New Edinburgh News. Should the no-confidence proposal be passed, the persons who are present and entitled to vote shall elect a Chairman from among themselves. The Chairman will then oversee the nomination and election of the new Board.

3.15 A director who has in any way a direct or indirect pecuniary interest in a proposed contract with NECA shall make disclosure of this fact to the Board. Except as provided by the Corporations Act, no such director shall vote on any resolution to approve such contract.

3.16 NECA is the publisher and owner of the New Edinburgh News. As such NECA appoints the Editor and manages the publication finances.

3.17 The Editor of the New Edinburgh News shall be an ex officio (non-voting) member of the Board of Directors. Representatives of other community organizations may be appointed as ex officio (non-voting) members at the discretion of the Board.

4. Annual and General Meetings

4.1 The Annual meeting of NECA shall be held not later than October 31 of each calendar year at a place to be decided upon by the President within the boundaries of New Edinburgh. In addition, General Meetings of NECA may be held at the call of a President or at the request in writing of at least twenty-five members, which request shall state the reasons for the calling of the meeting.

4.2 At least ten days notice of a General Meeting of NECA shall be given to members by publishing the date, time and location of the meeting in the New Edinburgh News. Accidental non-receipt of the New Edinburgh News by any member or members shall not invalidate any resolution passed or proceeding taken at the Meeting.

4.3 A quorum at any Annual or other General Meeting of NECA shall consist of at least twenty-five members in good standing. Every proposal submitted for voting shall be decided in the first instance by a show of hands. In the case of a tie, the Chairman shall have the deciding vote.

4.4 The fiscal year of NECA shall terminate on the 30th day of June each year.

4.5 At the end of the fiscal year, the Treasurer shall arrange to have the books and accounts of NECA reviewed by a member of NECA appointed at the previous Annual Meeting or at a General Meeting. Periodically, the Board may request a professional review such as a compilation engagement.

5. Dissolution

5.1 In the event of dissolution of NECA, all assets that remain after payment of liabilities shall be distributed to local charitable organizations as decided by the Board of Directors.

6. Amendment

6.1 The By-laws of NECA may be amended, re-enacted or repealed in the manner set forth in the Corporations Act (Ontario), or successor legislation

IN WITNESS WHEREOF, we have signed this _____ day of _____ 20 .

President / Vice-President

Secretary / Treasurer