

Beach Triangle Residents Association
BY-LAW AMENDMENTS

**To be considered by the membership at the Annual General Meeting
Wednesday, June 5th, 7:00 pm, Corpus Christi Church Basement**

INTRODUCTION

The Beach Triangle Residents Association (BTRA) last amended the association's By-laws in 2007. Recently, the BTRA Board of Directors reviewed the By-laws compared to Model Corporation By-laws and with consideration for Changes relative to the ways in which the association works in the community.

You are encouraged to attend the Annual General Meeting to take an active role in adopting new By-laws for the BTRA. Following are the association's current By-laws and the proposed By-laws, as adopted by the BTRA Board of Directors for consideration for approval by the membership.

Beach Triangle Residents Association
CURRENT BY-LAWS
As Amended at the AGM 06/06/07¹

STATEMENT OF PURPOSE

The purposes of the Association are the following:

1. To encourage good neighbourly relations and social exchange among residents.
2. To work with the appropriate authorities to improve traffic and parking facilities for the residents of the area.
3. To work for the beautification of the area.
4. To aid and consult with the appropriate authorities in planning, zoning and development issues.

The Beach Triangle Residents Association (BTRA) is a non-partisan organization whose policy prevents it from supporting or opposing any candidate or party in any election. However, it is consistent with its purpose to sponsor all-candidate meetings.

MEMBERSHIP

1. Membership in the BTRA is open to all adults (over 18 years of age) regularly resident in the area bounded by the east side of Kingston Road, the west side of Woodbine Avenue, and the north side of Queen Street East.
2. Members have the right to vote at regular and special general meetings, to hold office, and to vote in the election of the executive.
3. Beach Triangle streets may be represented by Street Representatives ("Street Rep") who establish communication among block residents, keeps the executive informed of concerns on their streets, assists with social functions, acts as a liaison between the Association and the

¹ Previously amended 03/06/04.

block residents, and delivers newsletters. The Street Reps may attend Board of Directors meetings.

MEETING OF MEMBERS

1. The Annual General Meeting of the members of the BTRA shall be held each June to receive the Annual Report of the Board of Directors and report of the auditor or auditors; to elect the Board of Directors for the next year; and for all other purposes relating to the management of the BTRA. This meeting may from time to time be adjourned.
2. Special general meetings may be held at any time upon the call of the President of the Board of Directors, or by written request of any eleven members in good standing addressed to the Secretary, in which case the meeting shall be held within 30 days of the filing of the written request.
3. Quorum for a general meeting shall be eleven.

FISCAL YEAR

The Fiscal Year of the BTRA shall end on May 31.

BOARD OF DIRECTORS

1. The Board of Directors shall consist of seven members who shall be elected at the Annual General Meeting and shall hold office for the ensuing fiscal year. One ballot shall be used in the election, with the seven members receiving the largest number of votes being elected.
2. As soon as possible after the Annual General Meeting and before the beginning of the new fiscal year, the Board of Directors elected at the Annual General Meeting shall choose from among their own number the following executive: President, two Vice-Presidents, Secretary, Treasurer, and appoint as many Committee Chairpersons as deemed appropriate. Past Presidents may continue as voting members of the Board of Directors in perpetuity.
3. Where a vacancy occurs on the executive during the term of office, the Board of Directors shall fill it by appointment.
4. The Board of Directors shall hold such meetings as required for the proper conduct of the affairs of the BTRA and shall make every effort to maintain contact with the members of the BTRA. The President shall vote at a meeting only to break a tie.
5. The First Vice-President shall take over in the absence of the President, and the Second Vice-President in the absence of the Secretary or Treasurer.
6. Any officer missing three consecutive executive meetings without just cause shall be asked to resign if their absence is deemed to demonstrate lack of interest.
7. Quorum for the Executive meetings shall be four.

NOMINATIONS

1. Candidates for the Board of Directors offices will have demonstrated an interest in devoting their time and talents to the operation of the BTRA. Candidates for President must have served a minimum of six months or, preferably, two years. Candidates for Vice-President must have served one year on the Board of Directors or as a Street Rep.
2. A Nominating Committee comprised of two executive members and at least one member at large shall be appointed by the executive to handle nominations for the executive.

Nominations from the Nominating Committee or the membership must be qualified and be received at least fifteen days prior to the election date.

3. No member of the BTRA can become a member of the Board of Directors if they have an obvious conflict of interest with the BTRA's Statement of Purpose.

AMENDMENTS

1. The By-laws may be amended by a vote of two-thirds majority of those present and voting at any regular or special general meeting, provided that the text of the proposed amendment is included in the Notice of Meeting.
2. The Board of Directors or any other member or members in good standing may propose a By-law amendment. In the latter case, the member or members shall provide the Board of Directors with the text of the proposed amendment thirty days prior to the meeting at which the amendment is to be considered.

BTRA By-laws

Beach Triangle Residents Association

BY-LAWS

Proposed Amendments

As approved for Member consideration by the Board of Directors 13/05/01²

1. STATEMENT OF PURPOSE

1.1. The purposes of the Beach Triangle Residents Association ("BTRA") are as follows:

- 1.1.1. To encourage good neighbourly relations, communication, and social exchange among residents.
- 1.1.2. To work for the beautification of the area.
- 1.1.3. To aid and consult with the appropriate authorities in traffic, parking, planning, zoning, and development issues, to meet the needs of the majority of area residents.
- 1.1.4. To ensure that actions taken by the Board reflect the views of a majority of residents from all parts of the Triangle.

1.2. The BTRA is a non-partisan organization that neither supports nor opposes any candidate or party in any election. However, it is consistent with its purpose to sponsor all-candidate meetings.

2. GENERAL MEMBERSHIP

- 2.1. Membership in the BTRA is open to all adults (over 18 years of age) regularly resident in the area bounded by the east side of Kingston Road, the west side of Woodbine Avenue, and the north side of Queen Street East (known as the Beach Triangle).
- 2.2. Members have the right to vote at regular and special general meetings, to be elected to office, and to vote in the election of the Board of Directors ("Board").
- 2.3. The BTRA may, by decision of the Board, take out membership in other associations to deal with matters of common interest, subject to reporting on the activities and

² Previously amended 03/06/04; 06/06/07.

effectiveness of such associations, and Board approval of actions that impact the BTRA, such approval to be by majority vote obtained at a Board meeting or through a poll conducted by e-mail and/or telephone.

3. MEETINGS

- 3.1. The Annual General Meeting (“AGM”) of the members of the BTRA shall be held each June to receive the Annual Report of the Board of Directors and Committees, the Financial Report (as well as report of the auditor or auditors, if any); to elect the Board of Directors for the next year; and for any other purposes relating to the operation of the BTRA. This meeting may from time to time be adjourned.
- 3.2. Special General Meetings may be held at any time upon the call of the President, subject to approval by the Board, or by written request of any eleven members in good standing addressed to the Secretary, in which case the meeting shall be held within 45 days of the filing of the written request.
- 3.3. Quorum for the AGM or a Special General Meeting shall be eleven.
- 3.4. Members may attend Board meetings, with permission of the President and upon notice to the Board of the issue to be discussed and the expected outcome, with voice but no vote; on condition that they will be asked to leave the meetings after their concerns are dealt with.
- 3.5 The Chair for any official meeting of the BTRA shall ordinarily be the President, but if not available, may be a Vice-President or, if not available, may be any Board member but, with regard to members’ meetings, if none of these persons are available or prepared to act as Chair, any qualified member may be appointed Chair upon majority vote of those present and voting.
- 3.6 The Board will meet at least eight times a year unless otherwise agreed by a majority of the directors.
- 3.7 The Chair shall vote at any official members’ meeting only to break a tie.

4. NOTICE

- 4.1 Notice to the membership of the AGM or any Special General Meeting shall be at least 30 days prior to the meeting, distributed to all BTRA households and posted on the web site, with the exception of notice for a Special General Meeting regarding a matter of urgency for which earlier notice is not possible.
- 4.2 Notice of Board or committee meetings, shall be not later than one week prior to the meeting unless a majority of participants agrees to shorter notice, and may be by electronic means.
- 4.3 Regular board or committee meetings may be by majority agreement scheduled for the same day and time of the month.

5. FUNDING

- 5.1. The BTRA shall fund its operations through sponsored events, donations approved bthe Board, and other means, such as newsletter and web site advertising, and/or membership fees or assessments.

6. FISCAL YEAR

6.1 The Fiscal Year of the BTRA shall be from June 01 to May 31 each year.

7. BOARD

- 7.1 The Board shall consist of a minimum of seven and a maximum of eleven members, including Past Presidents who shall be elected at the Annual General Meeting and shall hold office for the ensuing fiscal year. If there are more candidates than required, a ballot shall be used in the election, with the seven members receiving the largest number of votes being elected. In the event of a tie, a run-off ballot will be used.
- 7.2 As soon as possible after the Annual General Meeting, the directors elected at the Annual General Meeting shall choose from among their own number the following Executive: President, two Vice-Presidents, Secretary, and Treasurer; and shall appoint directors to as many Committee Chair positions as deemed appropriate.
- 7.3 Where a vacancy occurs in the Board during the term of office, the remaining directors shall fill it by appointment, subject to Section 9 herein.
- 7.4 The Board shall hold such meetings as required for the proper conduct of the affairs of the BTRA and shall make every reasonable effort to maintain contact with the members of the BTRA.
- 7.5 The Chair shall vote at any Board meeting only to break a tie.
- 7.6 Board members or their alternates may be appointed to represent the Board at other associations or forums to deal with matters of concern to BTRA membership, with power to act as agreed by the Board.
- 7.7 The First Vice-President shall act in the absence of the President, and the Second Vice-President in the absence of the President and First Vice-President.
- 7.8 Any Board member missing three consecutive Board meetings without just cause shall be asked to resign if their absence is deemed to demonstrate lack of interest.
- 7.9 Quorum for the Board meetings shall be five, or be a majority of Board members in office, whichever is greater.

8. COMMITTEES

- 8.1. BTRA committees are appointed by the Board and may be of two types:
 - 8.1.1 Standing Committee: A committee that deals with an ongoing issue.
 - 8.1.2 Ad Hoc Committee: A committee to deal with a new, current issue. An Ad Hoc Committee may become a Standing Committee if the issue continues from year-to-year.
- 8.2 Committee Representation and Quorum: All BTRA committees should have a minimum of three members, with quorum being a majority of committee members, and will include at least one BTRA director. The currently-standing BTRA President is an ex officio member of all official BTRA committees.
- 8.3 Committee Chair: Chair of all Standing Committees shall be a BTRA director. Chair of any Ad Hoc Committee may be any BTRA member in good standing who has the requisite knowledge or skills.
- 8.4 Reporting: All BTRA committees will appoint a Secretary. The Secretary or Chair of the committee will, whenever possible, report on committee activities to the Board prior to the next scheduled Board meeting.

9. BOARD NOMINATIONS/APPOINTMENTS

- 9.1 Candidates for the Board will have attested to or demonstrated an interest in devoting their time and talents to the operation of the BTRA. Candidates for President or Vice-President must have served a minimum of one year on the Board of Directors.
- 9.2 Candidates for appointment to fill a Board vacancy are expected to attend at least two Board meetings prior to appointment, in order to help them understand director responsibilities and to help the Board evaluate the candidate's potential. Such candidates may be asked to leave a Board Meeting if sensitive issues are to be considered.
- 9.3 A Nominating Committee comprised of three directors shall be appointed by the Board to seek qualified director nominations to be placed at a membership meeting at which election of directors is to occur. Nominations must be presented for approval at the last regular Board Meeting prior to the election date.
- 9.4 Members may also be nominated as Board candidates from the floor of any member's meeting called for this purpose. All candidates must present to the members a brief written or oral declaration of their qualifications and reasons for seeking election. A member who is unable to attend the meeting must have submitted a letter indicating the desire to be a candidate.
- 9.5 No member of the BTRA can become a member of the Board if they have an obvious conflict of interest with the BTRA Statement of Purpose.

9. POLICY

- 10.1 The Board may set policies to more specifically govern Board actions and powers, reflect membership interests, and to comply with regulations.

11. BY-LAW AND POLICY AMENDMENTS

- 11.1 Provided that the text of any proposed By-law amendment is included in the Notice of Meeting, the By-laws may be amended :
 - 11.1.1 At a duly-constituted Board meeting by means of a vote of at least two-thirds majority of those Board members present and voting in favour of submission of the proposed By-law amendments to the membership for approval, and
 - 11.1.2 At any regular or special general meeting by means of a vote of at least two-thirds majority of those BTRA members present and voting.
- 11.2 Directors or any other member or members in good standing may propose By-law amendments. In the latter case, the member or members shall provide the Board with the text of any proposed amendment at least 30 days prior to the meeting at which the amendment is to be considered.
- 11.3 Board Policy may be adopted by the Board at any time subject to a vote of at least two-thirds of those present and voting.

BTRA By-laws: Including Proposed Revisions