

BY-LAW NO. 2

A bylaw relating generally to the transaction of the affairs
of **ALTON VILLAGE ASSOCIATION INC.**,
a corporation without share capital incorporated
under the Ontario Corporations Act
Ontario Corporation Number 1737644

1. Membership

- 1.1 The following shall be eligible for membership in the Corporation:
- (a) individuals at least eighteen years of age, living or working in the community who support the purposes of the Corporation, and who apply to the Directors for admission, and who pay the membership fee;
 - (b) corporations, unincorporated associations, and trusts operating in the community which support the purposes of the Corporation, and who apply to the Directors for admission, and who pay the membership fee.
- 1.2 For the purpose of membership eligibility, applicants must live, work, or principally operate within Alton, Ontario, or the immediate surrounding area.
- 1.3 Notwithstanding the above, any individual, business, or group not meeting the above geographical requirement may still apply to the Directors for admission. Such applications shall require specific approval by the Board of the Corporation.
- 1.4 Individual memberships are typically by household, meaning that any individual residing in the household may exercise the vote of the associated member. The number of votes shall correspond to the number of individuals with paid memberships.
- 1.5 The annual membership fee shall be set by the Board of Directors for time to time.
- 1.6 Every Member in good standing and who has paid the annual membership fee for that year is entitled to:
- (a) attend any Board Meeting or General Meeting of the Corporation;
 - (b) vote at any General Meeting of the Corporation;
 - (c) hold any office of the Corporation.

1.7 Members shall be notified of the activities of the Association by email, regular mail, social media, local posters in high-visibility areas, and/or by notification published in a local newspaper.

1.8 Membership shall cease:

- (a) upon the death or dissolution of the Member;
- (b) if the member has not renewed the membership and paid the annual membership fee prior to or at the Annual General Meeting;
- (c) if the member resigns by written notice given to any Director;
- (d) if the member is no longer eligible for membership; or
- (e) if the membership has been terminated by a vote of at least two-thirds of the members present at a General 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 membership termination.

2. Board of Directors

2.1 The Executive Officers of the Association shall be President, Vice President, Treasurer, and Secretary, appointed annually by the Board at the first Board meeting after the Annual General Meeting. The President shall also serve as Chair of the Board of Directors and chair General Membership meetings, unless these duties are otherwise delegated.

2.2 Each year the Board of Directors shall appoint a committee to present a slate of nominees for Directors for the following year. This slate will be brought to the Annual General Meeting of the Association for ratification by the General Membership. Any member shall also be entitled to nominate a Director from the floor.

2.3 A Director must be at least eighteen years of age and must not be an undischarged bankrupt nor a mentally incompetent person.

2.4 Each Director shall be a Member of the Corporation at the time of their election or appointment, or shall become a Member within ten days of election or appointment, and shall remain a member throughout their term of office.

2.5 The term of office for each Director shall be three years. A Director may serve no more than nine consecutive years, so long as they are duly nominated and re-elected whenever their term is up.

2.5 A Director may serve no more than three consecutive years as President.

2.6 In addition to President, Secretary, and Treasurer, the Board shall appoint a Director as Vice President. The Vice President shall carry out any otherwise undelegated duties of the President in their absence.

2.7 The Directors may, on behalf of the Corporation, exercise all the powers that the Corporation may legally exercise under the Act, the Letters Patent, or otherwise, unless the Directors are restricted by law or by the Members from exercising those powers. These powers include, but are not limited to, the power to:

- (a) enter into contracts or agreements;
- (b) make banking and financial arrangements;
- (c) execute documents;
- (d) direct the manner in which any other person or persons may enter into contracts or agreements on behalf of the Corporation;
- (e) purchase, lease, or otherwise acquire, sell, exchange, or otherwise dispose of real or personal property, securities, or any rights or interests for such consideration and upon such terms and conditions as the Directors may consider advisable;
- (f) borrow on the credit of the Corporation for the purposes of operating expenses, or on the security of the Corporation's real or personal property;
- (g) purchase insurance to protect the property, rights, and interests of the Corporation and to indemnify the Corporation, its members, directors, and officers from any claims, damages, losses, or costs arising from or related to the affairs of the Corporation.

2.8 The Mayor of the Town of Caledon shall be an *ex officio* member of the Board of Directors, without voting rights. The Board of Directors may, from time to time, appoint or relieve other *ex officio* directors, without voting rights.

3. Board Meetings

3.1 Meetings of the Board of Directors shall be held at least four times per year. The Board may hold its meetings at any place in Ontario as it may, from time to time, determine.

3.2 Directors may vote on one or more motions by written proxy, but such proxies shall not count as part of quorum.

3.3 Directors shall be expected to attend at least seventy-five percent of the regular Board meetings. Failure to comply with this requirement may result in dismissal from the Board.

3.4 A declaration by the Secretary that a resolution has been carried and an entry to that effect in the approved minutes of the Board 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.

4. Finances

4.1 All cheques drawn on Corporation accounts shall require at least two Executive Officers' signatures. At least one signature shall be from the Treasurer or President of the Corporation. The other shall be from another Executive Officer who has been given explicit signing authority by the Board of Directors.

4.2 Any financial commitment or transaction shall have the approval of the Board of Directors before being undertaken.

4.3 Any financial commitment or transaction with a cumulative cost, commitment, and/or debt exceeding five hundred dollars (\$500) shall have the approval of a majority of all the Directors, (not just a majority of those present at the Board meeting) before being undertaken.



5. General Meetings

5.1 An Annual General Meeting of the Association shall be held within four to six months of the fiscal year end of the Corporation.

5.2 Any member may vote by proxy in writing delivered to any Board member no later than 24 hours prior to any General Meeting. The proxy may direct a specific vote on a specific motion, or may appoint a Director to cast the member's vote on any motion.

Board President's Signature Indicating Board Authorization _____

Vice-President's Signature _____

Secretary Signature _____

Date _____