
BY-LAW No.1

A BY-LAW RELATING TO THE TRANSACTION OF THE AFFAIRS OF THE CORKTOWN RESIDENTS & BUSINESS ASSOCIATION INC. (CRBA)

1. The Head Office of the Corktown Residents and Business Association Inc., which is a not-for-profit corporation (the "CRBA") incorporated pursuant to the *Corporations Act* R.S.O. 1990, C.38 (the "Act") shall be in the City of Toronto, in the Province of Ontario, and at such a place therein as the directors may from time to time determine.

2. Definitions

- a) "Act" shall have the meaning ascribed to it in paragraph 1.
- b) "Corktown" means the residents and businesses which form the community situated within the Corktown Area as specified in 2c (below).
- c) "Corktown Area" means that area in the City of Toronto bounded by Shuter Street to the north, South to Lakeshore Boulevard, west to Berkeley Street and east to the Don River
- d) "CRBA" shall have the meaning ascribed to it in paragraph 1.
- e) Fiscal Year: The fiscal year shall be the Calendar year, January 1 to December 31.

3. Objectives

MISSION STATEMENT:

The CRBA exists to:

- a) Promote measures that enhance the beauty, safety, environmental and economic viability of Corktown Area;
- b) Communicate information to members of Corktown respecting matters of concern-to the Corktown Area;
- c) Represent Corktown at all levels of government for the purpose of influencing political actions and service delivery affecting the Corktown Area;
- d) Provide inclusive, consensus-based leadership to the community as a whole;
- e) Represent Corktown with private sector and broader public sector organizations for the purpose of influencing economic, environmental and social actions affecting the Corktown Area;
- f) Promote a sense of community that respects the diversity of people and activities in and around the Corktown Area;
- g) Undertake or support projects requiring or benefitting from community support which are intended to advance the above objectives.

4. Membership

- a) The following shall be eligible for membership in the CRBA:
 - i. All persons 18 years of age or over who live in Corktown;
 - ii. All business entities (corporation, partnership, firm or association, whether profit or non-profit) that own or rent property within-the Corktown Area;
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- b) Members in good standing are those residents, business owners or managers appointed by business owners within the prescribed boundaries represented by the CRBA that are subscribed to the CRBA Mailing List whether electronic or via a postal service and / or live, or conduct business in Corktown. As defined by the definitions in 2. b
- c) Membership is continuous and ongoing unless a Member decides to remove themselves from the organization or relocates their place of residence, business location, or they cease operating a commercial establishment in Corktown.

5. Board of Directors

Duties of directors and officers Standard of care:

Every director and officer, in exercising his or her powers and discharging his or her duties to the corporation, shall,

- a) The CRBA shall be governed by a Board of Directors comprised of not fewer than 7 individuals elected by members in good standing of the CRBA at the annual general meeting. In the case of a tie vote, the outcome shall be determined by a second vote of the membership of the CRBA for the candidates in question.
- b) The Board of Directors will be composed of a minimum of 2 directors who are resident members in accordance with Section 4(a) (“Resident Directors”) and 2 directors who are representatives of business entities that are members in accordance with Section 4(a) (“Business Directors”).
- c) The immediate past president of the Board of Directors, if not otherwise elected to the Board, will be an ex officio member of the Board until the first Board Meeting. At this meeting the ex officio will not have a vote at the Board meeting. If willing and able, the immediate Past President may be called upon by the Board as an advisor
- d) Only 1 member of a household or 1 owner/employee of a business may be elected to the Board of Directors.
- e) Unless stated otherwise by the Act or elsewhere in these by-laws, decisions of the board of Directors shall be by simple majority. The President or other Executive Committee member chairing the meeting shall not vote except in the case of an equality of votes. In such case, the President or other meeting chair shall cast the deciding vote.
- f) The board of Directors shall have the power to appoint a Standing or Special Committee (also referred to as Working Group) by vote. Members of the Committees need not be directors. At least one Board member must be on each Committee. There is no time limitation on the length of service of any member on a Committee. Group heads can be removed by majority vote held by the Board of Directors. The committees shall continue in existence until terminated by the Board of Directors or the purpose of the committee concludes.
- g) The signing officers for the CRBA shall be the President, Vice President, and the Treasurer and any other individuals who may be appointed by the Board of Directors from time to time. All cheques drawn upon the Corktown account must be signed by 2 of 3 signing officers
- h) The Directors shall receive no salary for acting as such, and report any conflicts of interest before a meeting or conversation on the subject initiates.
- i) The Directors shall see that all necessary books and records of the Association required by the by-laws of the Association or by any application statute or law are regularly and properly kept.
- j) Act honestly and in good faith with a view to the best interests of the corporation; and
- k) Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

- l) No elected representative of any level of government or of a Board of Education shall be eligible for election to the Board of Directors.
- m) On a monthly basis Standing or Special committees will be expected to provide to the Board verbal or written updates on their committee work.

6. Board of Director Vacancies

- a) The Board of Directors may appoint a nominee to fill a Board position on an interim basis until the following AGM membership election or,
- b) a CRBA General Meeting will be scheduled for the purpose of soliciting a public call for nomination[s]. Anyone that lives and/or operates a business may submit their interest, in person, virtually or by email to serve on the Board. In a follow-up Board meeting, the Board of directors will then decide amongst themselves who will fill the position[s] by means of a vote.
- c) a director who is absent from 3 consecutive meetings of the Board of Directors, without reasonable cause, may be removed by a vote of the Board of Directors.
- d) *The members of Corktown may remove a director by a resolution passed by at least two-thirds of the votes cast at a General Membership meeting called for that purpose and for which at least 10 days notice has been given and may, by a majority of the votes cast at that meeting, elect a qualified person for the remainder of the term.*

7. Annual General Membership Meeting (AGM)

- a) There shall be an annual general meeting at which time, in addition to any other business which may be transacted, the CRBA members shall:
 - i) Carry out nominations and Elections for available positions to the Board of Directors;
 - ii) Receive an Annual Report from the President and a Treasurer's Report with an outside independent opinion by an accounting professional appointed at the Annual General Meeting.

8. Nominations & Elections

- a) Board Directors shall be elected for a two (2) year term at the Annual General Meeting (AGM). Board members may serve for a maximum of 2 consecutive terms.
- b) At the first meeting of the Board of Directors following the annual general meeting, the directors shall appoint from amongst themselves a President, Vice-President, Secretary and Treasurer (collectively the "Executive"). This meeting shall be held at a time no greater than 4 weeks from the Annual General Meeting. The remaining Directors will sit on the board as Members at Large

9. Nomination Process

- a) A call for nominations will be issued sixty (60) days prior to the next scheduled AGM and no later than the 1st of November in the year preceding an election year. The Secretary shall call for a Nomination/Election Committee which will consist of 4 members of which at least one but no more than two Board Members together with 2 members of the CRBA will be on the committee
- b) The Committee will seek out members to serve as directors of the CRBA who will be able and willing to meet the needs of the CRBA and to represent all aspects of the Corktown neighbourhood.
- c) This Committee will be chaired by either the President, Vice-President or the Secretary

- d) Nominations can be made in three (3) ways:
 - a. Self nomination
 - b. Nomination in advance by another Member with the agreement to serve if elected
 - c. Nomination at the AGM where the nominee must be present and agree to serve if elected
- e) Any person interested in volunteering with the CRBA as a Board member shall submit a brief summary to the Nominating/Election Committee indicating their interest in the CRBA and its current and future activities, in advance notice prior to the election day,
- f) No later than 14 days prior to the AGM, the nomination/election committee will circulate via mail (electronic or otherwise) to the full membership the nomination summaries sent for consideration.
- g) On the day of the AGM, for those nominations accepted from the floor the nominee should be prepared to provide a brief overview of their interest in the CRBA and its current and future activities.

10. Quorum

- a) A quorum of directors for the purpose of transacting the business of the CRBA shall be a majority of the number of directors currently serving on the Board.
- b) Unless stated otherwise by the Act or elsewhere in these by-laws, decisions of the Board of Directors shall be by simple majority of the Directors present in-person, by phone, email or video-call.

11. Membership Meetings

In addition to the Annual General Membership Meeting:

- a) Quarterly Meetings will be held to provide opportunities for the community, businesses and other stakeholders to engage in neighbourhood projects, receive updates and engage with new and existing volunteer opportunities.
- b) Additional general meetings may be called by the Directors from time to time or upon request of at least 9 members of the CRBA in good standing.
- c) Quorum for a general membership meeting shall be at least 9 members of the CRBA in good standing.

12. Notice

- a) Notice of a general meeting shall be given to members of the CRBA at least 10 days in advance of the meeting.
- b) The board of directors will hold standing quarterly membership meetings on dates to be determined at the first Board of Directors meeting after the AGM.
- c) Any notice required to be given under the Act, the letters patent, the bylaws or otherwise by a member, director or officer shall be deemed to have been received if sent by email to a known active email address or by mail.

13. By-law Amendment/ Revisions

- a) These bylaws can be amended at any regular or special meeting providing that previous notice has been given in writing and then sent to all members of the CRBA. Notices can be sent by email, noted on the CRBA website, and/or noted in print.
- b) The By-Laws will be enacted after a majority vote of the Board of Directors and ratified by an affirmative vote of at least two-thirds of the General Membership present at the meeting.

**14. General**

- a) The CRBA shall not affiliate with any political party. However, the CRBA may support any particular stand taken on any issue at any time by any organization, provided that at all times the CRBA is acting to promote its objectives.
- b) Gifts and Benefits: No Director, committee member or volunteer shall accept a fee, advance, gift or personal benefit that is connected directly or indirectly with the performance of his or her duties of office.

15. See Appendix #1 For Position Descriptions

16. See Appendix #2 For Conflict of Interest:

17. Seen Appendix #3 for Funding

Appendix #1 Position Descriptions

RE: Board of Directors Standard of Care: The President (Chair), Vice-President, Secretary and Treasurer are elected by the Board at the first board meeting following the AGM.

Prior to his/her election, a potential Board member must agree to the Association's Conflict of Interest Policy as well as the position description for a Board Member.

As a Board member he/she will also be required to assume the responsibilities of that position as well as those outlined below.

- a) ensure the mission statement and by-laws of the association are understood and followed by the board and all committee members.
- b) chairing / leading a Board authorized Working Group or Committees as required, and provide continual guidance
- c) liaise with other Board members and committees
- d) respond to request or concerns of other Board members
- e) attend Board Meetings regularly
- f) attend public meeting
- g) Notify President, Secretary and Board Editor of any news worthy content for the Corktown News, website, Facebook or eNewsletter
- h) properly carry out duties if elected to an executive position

Note: Within 30 days of leaving office, any Board Member who resigns or is not re-elected, shall transfer without encumbrance all books, papers, funds, records, and all other assets in their possession, belonging to the CRBA, to their successor in office.

Each Board member will oversee their positions as further outlined. Upon approval of the Executive, each Board Member is able to outsource some of their duties to an alternative designee.

President (Chair):

- be fair and impartial and in so doing represent all members
- uphold the bylaws and other rules of the organization.
- define goals for the CRBA for the year & track progress
- organize public meetings no less than quarterly. (Note: future boards to decide)
- organize meetings with Councilor and board members, organize regular Board meetings with agenda, monitor attendance, and serve as meeting facilitator
- evaluate the skills of each Board member and strive to utilize their abilities for the good of the Association and community.
- to ensure that the actions of the board represent the best interests and wishes of the community as a whole.
- represent the CRBA as needed to government and other organizations

Vice-President:

- backup the President at meetings
- replace the President when not available for meetings and functions
- organize speakers for General Membership Meetings
- ensure that a venue room is booked for Public Meetings and/or video conferencing is properly scheduled.

**Secretary:**

- records all facts and minutes of all proceedings in the books kept for that purpose and give all notices required to the directors and/or members.
- be the custodian of all books, papers, records, correspondence, contracts and other documents belonging to the association other than those required by the Treasurer in the conduct of his/her duties.
- other administrative duties subject to board requirements. (Note - this relates to Dropbox, Corktown email & website)

Treasurer:

- conduct all routine banking transactions
- invoice advertisers
- pay bills
- report to the board and the association members as required in the form of a written financial statement.
- liaise with accountant for annual report and tax filings
- prepare the annual financial statement prior to the Annual General Meeting
- pickup mail, ensure post office has correct contact information
- give non-treasurer mail to the President
- create annual Budget
- the outgoing Treasurer will surrender all books and records of the Association to the Secretary, or President, within 30 days of the Annual General Meeting.

Members at Large:

Members elected to the Board of Directors who are not part of the Executive will sit on the Board as Members at Large.

Appendix #2 Conflict of Interest: Policy for Directors of the Board

Conflict of Interest – Understanding

CRBA Directors, officers, committee members and volunteers who make decisions on behalf of its representative district have a responsibility to do so in the best interests of the community and not in their personal interests. This is best done with prior board consultation in order to avoid conflict of interest.

Conflict of interest is a situation where a director, officer, committee member or volunteer of CRBA have a personal or business interests of a party that may influence or be in direct conflict with that of CRBA corporation objectives. A conflict of interest may occur when a direct or indirect personal gain, benefit or advantage is given to or received by a Director of the Board, or their family member.

1. Benefits of a decision include:

- a) direct or indirect benefits
- b) actual or potential benefits
- c) benefits to relatives and friends
- d) non-financial benefits

The existence of a pecuniary interest, even one that has not been confirmed, may give rise to a conflict-of-interest situation.

2. Taking part in a decision:

People who take part in a decision on behalf of the CRBA include:

- a) all directors voting on a motion
- b) Directors at Large or Committee members making a decision or recommendation
- c) Volunteers making a decision or giving advice to the board about a decision

3. Declaring

If a director, committee member or volunteer is not sure whether something would be a conflict of interest, they must report it to the board.

4. Deciding

The board has to decide if there is a conflict of interest and what to do about it. It should be considered at the first meeting after it is declared or reported or the next one after that. Persons who might have a conflict cannot participate in the process of deciding. They cannot be present while the decision is being made. The conflict declaration and the board decision must be recorded in the minutes of the meeting. This could be in the confidential minutes if appropriate.



Appendix #3 Funding of the CRBA

The CRBA is funded through various resources. These can include, but are not limited to

- The Corktown News – advertising
- Sale of merchandise
- Member Dues
- Special events
- Digital advertising on social media