

**BY-LAW No.1.3 as amended on March 21<sup>th</sup> 2019.**

**A BY-LAW RELATING GENERALLY TO THE TRANSACTION OF THE AFFAIRS OF  
MIMICO RESIDENTS ASSOCIATION**

**1. Definitions**

1.1. Mimico Residents Association is incorporated under the name Mimico Residents Association (herein after referred to as "MRA").

1.2. The Mimico Residents Association's area means that area in the City of Toronto bounded by Lake Ontario on the south, Park Lawn Road on the east, Islington Avenue and Dwight Avenue on the west, and Gardiner Expressway on the north.

1.3. The Head Office of the MRA 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.

1.4. The Act means the Ontario Corporations Act.

**2. Purpose of Mimico Residents Association**

2.1. To promote measures which enhance the beauty, safety, and environmental viability of the Mimico area.

2.2. To promote the general quality of residential and economic life in and around the Mimico area.

2.3. To promote a sense of community within the Mimico area that respects the diversity of people in the Mimico area.

2.4. To undertake or support projects requiring or benefiting from community support which are intended to advance the above objectives.

2.5. To oppose measures which diminish the above.

**3. Membership**

**3.1. Eligibility for Membership**

3.1.1. All persons who live within the boundaries of the Mimico area and are sixteen years of age or over, are eligible for voting membership in the MRA.

3.1.2. Businesses and organizations that operate in the Mimico area and support the defined purpose of the residents association, residents under the age of sixteen years, and non-resident property owners shall be eligible for non-voting membership in the MRA.

3.1.3. Members in good standing are those persons who are eligible for membership and who have paid annual membership dues.

## **3.2. Membership Dues**

3.2.1. Membership dues shall be determined from time to time by the Board of Directors, but must be nominal. They are intended only to cover operational expenses and other reasonable expenses incurred by the MRA to fulfill its purpose. Dues paid are not refundable at termination of membership in MRA.

3.2.2. Annual membership shall run for a calendar year and may be purchased at any time. Memberships purchased after October 1st shall be valid for the remainder of the current calendar year and the following calendar year.

## **3.3. Rights of Membership**

3.3.1. All members have the right to attend and speak at meetings of the MRA, subject to the discipline of the chair of the meeting.

3.3.2. All members in good standing are entitled to be notified of all membership meetings and other public meetings of the MRA on a best-efforts basis and to receive any publications of the MRA.

3.3.3. A maximum of two (2) voting members may be identified for each household membership. Additional memberships may be purchased by other household residents who would be eligible to vote.

3.3.4. Voting members are entitled to vote at Annual General Meetings and membership meetings, with the restriction that to vote a member must have been a member in good standing for a minimum of thirty (30) days prior to the vote.

## **3.4. Termination of Membership**

3.4.1. Membership shall terminate upon a member's notice of resignation to the association, when a member moves out of the Mimico area, or when membership is terminated for cause in accordance with section 3.4.2.

3.4.2. The Board of Directors shall have the power and authority to suspend or terminate membership of any member for cause and after providing an opportunity for a hearing, upon giving not less than five (5) days written notice specifying the reasons for such action. Such suspension or termination must be approved by the affirmative vote of two-thirds (2/3) of the Board of Directors. Cause for suspension or termination shall be any conduct determined by the Board of Directors to be detrimental to the best interests of the MRA, and shall be recorded in the minutes of the meeting and written notice shall be sent to said member by registered or certified mail.

## **4. Membership Meetings**

4.1. There shall be an Annual General Meeting within 90 days after the start of the fiscal year, at which time, in addition to any other business that may be transacted, the members of the MRA shall receive Annual Reports from the President, Treasurer and Secretary and elect a Board of Directors.

4.2. Membership meetings may be held as deemed necessary by the Board of Directors, or upon written request of at least nine (9) voting members, with appropriate notice to the members in good standing. The Board must call a membership meeting to be held within one (1) month of receiving such a request.

4.3. Quorum for a membership meeting shall be at least nine (9) eligible voting members of the MRA.

4.4. Every voting member meeting the minimum time requirement of section 3.3.4 and attending a membership meeting shall be entitled to one vote on each issue brought before the meeting.

4.5. A majority of all eligible voting members present and voting at the Annual General Meeting or a membership meeting duly called with appropriate notice shall be sufficient for all votes except for amendments to the bylaws.

4.5. Decisions reached at a duly constituted membership meeting are binding on the Board of Directors.

## **5. Board of Directors**

5.1. The MRA shall be governed by a Board of Directors elected by eligible voting members at an electoral membership meeting (normally the Annual General Meeting).

5.2. The purpose of the Board of Directors shall be to meet the meet the objectives as set out in this section.

5.2.1. The Board of Directors shall decide policy on behalf of the MRA, and issue any communications regarding such policy.

5.2.2. The Board of Directors shall communicate information to members of the MRA, and where possible to all residents, respecting matters of concern to the Mimico area.

5.2.3. The Board of Directors shall represent the MRA at all levels of government for the purpose of influencing political actions and service delivery affecting the Mimico area.

5.2.4. The Board of Directors shall represent the MRA with private sector and broader public sector organizations for the purpose of influencing economic, environmental and social actions affecting the Mimico area.

5.3. The Board of Directors shall consist of not less than five (5) and not more than thirteen (13) members. The number shall be determined at the Annual General Meeting.

5.4. The members of the Board of Directors shall appoint from amongst themselves a President, Vice-President, Secretary, Treasurer, and such other offices as the Board deems appropriate. One person may hold more than one office provided that the President may not also be the Vice-President, Secretary, or Treasurer. The immediate Past President shall be eligible for membership to the Board of Directors subject to Board motion, or shall be an ex-officio non-voting member of the Board.

5.4.1. The President shall be the official spokesperson for the MRA. The Board may designate, from time, one of its Directors as an alternate official spokesperson. The President shall be responsible for

conducting the meetings of the MRA, including arranging venues, chairing and maintaining order in the meetings.

5.4.2. The Treasurer shall maintain the monies and financial records for the MRA.

5.4.3. The Vice-President shall assist the President, and take over for the President temporarily when the President is unavailable or for the remainder of the term if the President resigns.

5.4.4. The Secretary shall maintain the written records of the MRA, and be responsible for the routine correspondence of the MRA. The Secretary shall ensure that minutes are taken at Board meetings and membership meetings and distributed appropriately.

### **5.5. Membership Requirements for the Board of Directors**

5.5.1. Each director must be a voting member of the MRA in good standing and shall maintain membership throughout his or her term.

5.5.2. No elected representative to any level of government or to a Board of Education shall be eligible for election to the Board of Directors.

5.5.3. A director who ceases to live in the Mimico area shall cease to be a director of the MRA.

5.5.4. A director who is absent from three (3) consecutive meetings of the Board of Directors without reasonable cause will be deemed to have resigned from the Board of Directors.

5.5.5. A director may be removed from office, with cause, by the affirmative vote of at least two-thirds (2/3) of the Board of Directors. Cause for removal shall be any conduct determined by the Board of Directors to be detrimental to the best interests of the MRA, and shall be recorded in the minutes of the meeting and written notice shall be sent to said director by registered or certified mail.

### **5.6. Election of the Board of Directors**

5.6.1. Directors shall be elected for a term of one year

5.6.3. The eligible voting members present at the electoral membership meeting shall elect the Board.

5.6.4. The newly elected Board of Directors (including the President) will take office immediately following the termination of the Annual General Meeting.

5.7. As soon as practical following the election, the Board of Directors shall meet to appoint officers, namely the President, Vice President, Treasurer and Secretary.

5.8. The Board of Directors shall have the power to fill vacancies on the Board, which occur between Annual General Meetings, by appointment, provided that there is at all times a majority of the established number of directors able to act to fill the vacancies. If a majority of the established number of directors is no longer available, an electoral membership meeting shall be called for the purpose of electing replacements, with appropriate notice.

5.9. Fifty percent of the directors plus one shall constitute a quorum for a meeting of the Board of Directors. Any decision made on behalf of the MRA must be agreed on by a majority of the directors present. Directors who are not able to attend a meeting may submit a proxy vote.

5.10. The Board of Directors must meet at least 4 times a year. All meetings of the Board are open to all members of the MRA, who may speak but not vote. Some items may be held "in camera" if they include personal information or other information of a sensitive nature. Notice of a Board meeting is only required to be given to Board members.

5.11. No remuneration shall be paid to the elected directors for MRA services assigned by the Board.

## **6. Public Meetings**

6.1. The MRA may hold public meetings, for the purpose of discussing issues affecting the Mimico area.

6.2. The Board of Directors will decide the dates, schedule and agenda for all public meetings of the MRA.

6.3. Anyone who attends a public meeting may speak on any issue before the meeting, subject to the discipline of the chair of the meeting. Only the Board of Directors can decide upon any course of action or declare any policy on behalf of the MRA. Non-binding polls of members present may be taken to assist the Board in making decisions.

## **7. Notice**

7.1. Notice of a membership meeting shall be given to members in good standing at least fourteen (14) days in advance of the meeting.

7.2. Notice of a meeting of the Board of Directors shall be given to the directors at least five (5) days in advance of the meeting. Notice is not required if all directors agree to waive the requirement to receive notice.

7.3. Notice of a public meeting shall be given to members in good standing at least seven (7) days in advance of the meeting. Notice of a public meeting to the wider community is strongly recommended, but without any guarantee or minimum time requirement.

7.4. Notice pursuant to sections 7.1, 7.2, and 7.3 shall be sufficient if sent by e-mail, mail, phone, voice mail, and fax or posted on the MRA web site.

7.5. Any notice required to be given under the Act, the letters patent, the by-laws or otherwise by a member, director or officer shall be deemed to have been given if delivered personally to the person to whom it is to be given or delivered to the person's address as recorded in the MRA's records by any means of prepaid transmittal, delivery or recorded communication, including but not limited to ordinary prepaid postal mail, voice mail, e-mail and fax.

7.6. A notice shall be deemed to have been given when it is delivered personally or to the person's address, or three (3) days after it was mailed or transmitted.

## **8. Communications**

8.1. Official statements or other communications declaring the policies or positions of the MRA shall be made only by the President, or in emergency circumstances when the President is unavailable, the Vice-President.

8.2. The MRA may publish a web site, newsletters, and other print material such as bulletins, flyers, and posters, subject to approval by the Board of Directors. At a minimum, any newsletters must be delivered to each member in good standing. The extent of further dissemination of such material is at the discretion of the Board of Directors.

## **9. Finances**

9.1. The fiscal year shall be the calendar year (January 1 to December 31).

9.2. The signing officers for the MRA shall be the President, Vice-President and Treasurer, and any other member of the Board who may be appointed by the Board of Directors from time to time. All cheques drawn upon the MRA's accounts must be signed by two (2) signing officers, at least one of which must be either the President or the Treasurer.

9.3. The Treasurer shall keep financial records available for inspection upon request by any member of the Board of Directors.

## **10. Committees**

10.1. The Board of Directors shall have the power to appoint Standing or Special Committees. Members of the Committees need not be directors.

10.2. The Committees shall continue in existence until terminated by the Board of Directors.

10.3. Committees may not communicate publicly in the name of the MRA without express written permission of the Board of Directors, and are accountable to the Board.

## **11. General Policy**

11.1. The MRA shall not affiliate with any political party. However, the MRA may support any particular stand taken on any issue at any time by any organization, provided that at all times the MRA is acting to promote its objectives.

11.2. Only the Board of Directors can establish policy of the MRA, with the restriction that the Board is bound by decisions reached at duly constituted membership meetings. A major change in policy or a highly controversial issue should be referred to, or ratified by, the voting membership in a membership meeting as defined in section 4.

11.3. The MRA may send official representatives to other organizations and meetings. Such representatives do not have to be directors, but shall be appointed by the Board of Directors and must report back to the Board. When speaking in the name of the MRA, such representatives are bound to express only the positions approved by the Board of Directors.

## **12. Amendments**

12.1. The by-laws of the MRA may be amended by a by-law enacted by a majority of the directors present and voting at a meeting of the Board of Directors and ratified by an affirmative vote of at least two thirds (2/3) of the eligible voting members present and voting at the Annual General Meeting or a special membership meeting duly called for the purpose of considering such by-law.

## **13. Incorporation**

13.1. The MRA will be incorporated under the laws of the Province of Ontario.