

# Don Mills Residents Inc: By-laws

## MOTION to MEMBERSHIP

DRAFT April 11, 2016

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### **MOTION: To amend the Constitution and By-laws of DMRI by replacing them in their entirety with the following By-Laws**

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#### **1. Name**

1.1. The organisation shall be known as “DON MILLS RESIDENTS INC.” hereinafter referred to as DMRI.

#### **2. Mission**

The mission of the DMRI is:

- To foster and promote the active participation and involvement of all residents of the area defined herein in matters of common interest to the Don Mills Community.
- To formulate and express general policies in order to define, promote and protect community interests.
- To act as a spokesperson for its members and the community in matters consistent with its mission and objects.

#### **3. Membership**

3.1. DMRI is a residents association. Voting Membership shall be open to all bone fide residents of the area defined by the following general boundaries -- York Mills Road in the north, Don Valley Parkway/Don River in the east, Eglinton Avenue East in the south and Wilket Creek in the west. These boundaries can be changed based on need and approved by the Board. Membership is for a household.

3.2. With the approval of the Board, Voting Membership may be extended to residents of neighbouring areas who have organized similar groups who share an interest in the work of DMRI. Those persons shall be eligible for membership in the same manner as residents.

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- 3.3. Non-voting membership may be extended by the Board to individuals or organizations who share an interest.
- 3.4. Membership is for a term of one calendar year and requires the payment of a membership fee as shall be determined from time to time at an annual meeting of the DMRI. Annual membership dues shall be payable on a per household basis, based on the calendar year.

## 4. Board of Directors

### 4.1. Board of Directors Membership.

#### 4.1.1. Elected Members

The Board shall be composed of the following elected members:

- One Area Coordinator for each of the designated areas within the DMRI Boundaries.
- Five Members-At-Large

#### 4.1.2. Appointed members

In addition, the Board shall include five ex-officio voting officers appointed by the Board: Secretary, Membership Secretary, Communications Director, Social Director and Treasurer.

### 4.2. Officers (Elected or Appointed by the Board)

The Officers of DMRI shall be:

- 4.2.1. President
- 4.2.2. First Vice-President
- 4.2.3. Second Vice-President
- 4.2.4. Social Director
- 4.2.5. Communications Director
- 4.2.6. Secretary
- 4.2.7. Membership Secretary
- 4.2.8. Treasurer.

### 4.3. Election, Qualifications and Term Limits

- 4.3.1. The election of Area Representatives and Members at Large to the Board of Directors shall take place annually with nominations to be submitted by voting members and/or by a nominating committee designated by the Board of Directors.
- 4.3.2. New voting members who have paid their membership fee 30 days prior to the annual meeting shall be eligible to vote, and for nomination and election to the Board.
- 4.3.3. Voting members in good standing from the previous calendar year who have paid their membership fee at or before the annual meeting shall be eligible to vote, and for nomination and election to the Board.
- 4.3.4. The election of Area Representatives and Members at Large to the Board of Directors shall be elected by secret ballot of those members present and voting at the annual general meeting. The successful candidate will be the one with the most votes.

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- 4.3.5. In the event of a tie vote for any position, balloting shall be repeated until the tie vote is broken.
- 4.3.6. Each Area Coordinator shall be elected by those members of the DMRI resident in the appropriate area as designated by the Board of Directors. In the event that no coordinator is elected by the members of a designated area, an appointment may be made by the Board of Directors of a member residing in that area.
- 4.3.7. Members-at-Large shall be elected by those members present and voting at the annual general meeting.
- 4.3.8. Members of the Board of Directors are elected or appointed for one-year terms, and may be re-elected without limit.
- 4.3.9. Election of Officers.
  - 4.3.9.1. The Board shall elect from among Board members -- the President, Vice-President, and Second Vice-President.
  - 4.3.9.2. The Board shall appoint from among the total DMRI Membership -- the Secretary, Membership Secretary, Communications Director, Social Director and Treasurer.
  - 4.3.9.3. Officers are elected or appointed for one-year terms.

#### 4.4. Vacancies.

- 4.4.1. In the event that an office of the DMRI becomes vacant prior to the expiry of the elected term, the Board of Directors may elect or appoint (per 4.3.9.1 and 4.3.9.2) a successor for the duration of the un-expired term.
- 4.4.2. Members of the Board of Directors may be removed from the Board by a resolution of the Board should they have missed four of the previous six meetings of the Board.
- 4.4.3. Officers of the Board may be removed from office by resolution of two thirds of the Board at a duly constituted meeting of the Board.

#### 4.5. Board of Directors Procedures.

- 4.5.1. **Operations.** The Board of Directors shall be responsible for the day-to-day operations of the DMRI.
- 4.5.2. **Quorum.** A quorum of the Board of Directors shall be a majority (50% + one) of its existing members.
- 4.5.3. **Voting.** To be adopted, any motion or resolution shall require a simple majority of those present and entitled to vote.
- 4.5.4. **Rules of Order:** On all matters not regulated by these by-laws, Bourinot's Rules of Order shall govern.
- 4.5.5. **Meetings:** The Board of Directors shall meet at least once a quarter.
- 4.5.6. **Committees and Task Groups.** The Board of Directors may appoint committees and task groups for the purpose of specified business or studies on behalf of the DMRI. Reports and communications of such committees shall be internal to the DMRI.
- 4.5.7. **Commitment of Funds.** The commitment of funds or assets of the DMRI in any manner shall be authorised by vote of the Board of Directors and signed by any two of the following officers: Secretary, Treasurer, and President.

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- 4.5.8. **Finances and Contracts.** The commitment of DMRI to obligations, financial and otherwise, through contracts, documents, or any financial instrument in writing shall be authorised by vote of the Board of Directors and signed by any two of the following officers: Secretary, Treasurer, and President.
- 4.5.9. **Boundaries and Number of Areas:** The Board of Directors shall determine the number and boundaries of designated areas. An up-to-date map of the number and boundaries of designated areas shall be appended to these By-laws; and publicly available at all times and at all meetings of DMRI.

### 4.6. Duties of Board Members

#### 4.6.1. President - shall

- Function as the chief executive of the DMRI.
- Sign all official documents on behalf of the DMRI, with appropriate approvals from the Board, save and except for documents committing DMRI to obligations, financial and otherwise, through contracts, documents, or any financial instrument in writing which shall be authorised by vote of the Board of Directors and signed by any two of the following officers: Secretary, Treasurer, and President.
- Represent or ensure appropriate representation of the DMRI, in its dealings with the public, governmental bodies, special interest groups and other associations.
- Call at least quarterly meetings of the Board and act as the chairperson of such meetings
- Call general meetings of the DMRI as required by the By-Laws and act as chairperson of such meetings
- Make a written report of the activities of the DMRI to be distributed to the members prior to the annual general meeting.

#### 4.6.2. First Vice-President – shall

- Assist the President in the performance of his/her duties
- Assume the duties and act on behalf of the President in the latter's absence.
- Assume other responsibilities and functions assigned by the President.

#### 4.6.3. Second Vice-President – shall

- Assist the President in the performance of his/her duties
- Assume the duties and act on behalf of the President in the absence of both the President and the First Vice-President.
- Assume other duties, responsibilities and functions assigned by the President

#### 4.6.4. Secretary – shall:

- Supervise the record keeping of the business conducted at all meetings of the Board and general meetings of the DMRI.
- Supervise the safekeeping of all minutes and records of the DMRI.
- Supervise that all committees and task groups created by the Board keep a record of meetings and submit those records to the Secretary.
- Ensure a file is maintained of correspondence on behalf of the DMRI as directed by the President.

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- Ensure that adequate notice of time and place of all general meetings of the DMRI be provided as stipulated by the By-Laws, and shall notify all members of the Board of meeting dates and places.
- Assume such other responsibilities and functions as may be assigned by the President.

#### 4.6.5. **Membership Secretary – shall:**

- Work with the Area Coordinators and street representatives to expedite a continuing campaign to recruit new members and to renew the memberships of existing members annually, and from time to time, work with the above to relay information on matters arising.
- Supervise the maintenance of the membership records and the preparation of such membership reports as may be required.

#### 4.6.6. **Treasurer – shall supervise:**

- The receipt and disbursement all monies of the DMRI as approved and directed by the Board.
- The maintenance and availability for audit purposes of proper records covering all financial transactions relating to the operation of the DMRI.
- The preparation of a financial statement at each board meeting.
- The preparation of an annual financial statement of the DMRI for distribution to all members prior to the Annual General meeting. The fiscal year shall be from January 1 to December 31.
- The issuance of cheques in payment of authorised items of current expenses, such cheques being validated by the signatures of any two of the following officers: President, Secretary, Treasurer.
- The deposit of all funds received in the DMRI bank account as soon as possible after receipt.
- Assume other responsibilities and functions assigned by the President.

#### 4.6.7. **Area Coordinators – shall**

- Further the aims and coordinate the activities of the DMRI in their respective geographical area, especially to promote active participation and involvement of all residents.
- Present to the Board and general meetings of the DMRI matters of concern regarding their respective areas and any developing implications for the community as a whole.
- Act as a liaison between their respective areas and various sub-committees of the DMRI.
- Recruit street or building representatives within their areas to assist in the responsibility of communication to and from members.
- With the assistance of street and/or building representatives, ensure a continuing campaign to recruit new members and to renew existing members annually.

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Note: the role of Members at Large, Communications Director and Social Director shall be part of Board Policy which may be determined from time to time as required.

## 5. General Meetings

5.1. There shall be an Annual General Meeting held within 13 months of the previous Annual General Meeting.

5.1.1. The business of the Annual General Meeting **shall** include:

- The Elections of Area Representatives and Members-at-Large.
- Receive The Report of the President.
- Receive the Annual Financial Statement from the Treasurer.
- Proposed amendments to the by-laws.
- Set the annual membership fee.

5.1.2. The business of the Annual General Meeting **may** include duly constituted motions and resolutions; the presentation of information and discussion of issues.

5.2. Special general meetings may be convened by a vote of the Board.

5.3. Upon a formal request of any 20 members of the DMRI, the President shall call a special general meeting of the DMRI within 30 days.

5.4. A quorum of the DMRI for the purposes of transacting business at a General Meeting shall be 20 members.

5.5. All motions and resolutions, except amendments to the constitution and by-laws, shall be decided by a simple majority of members present.

5.6. Notice of general meetings shall be given by mail, email, social media or telephone to all members of the DMRI at least one week in advance. In the case of the Annual General meeting, such notice shall be in writing at least two weeks in advance.

5.7. On all matters not regulated by these by-laws, Bourinot's Rules of Order shall govern.

## 6. Finance

6.1. All financial invoices and other payments shall be approved by the Board before payment.

6.2. Any expense in excess of \$2,500 shall be approved in advance by a majority vote of the Board. No commitment to an expense shall be made which exceeds the total funds available to the DMRI at that time.

6.3. A minimum of \$1500 shall be retained in a reserve fund at all times.

6.4. Upon request by three or more members, the annual financial statements and records may be reviewed by a suitably qualified accounting professional in the presence of the Treasurer or his or her designate.

6.5. The financial records of the DMRI for the previous year shall be available for inspection by any member at the Annual General Meeting.

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### **7. Amendments to the By-laws**

- 7.1. Proposed amendments to the by-laws shall be valid if approved by a two-thirds majority vote of the Board and shall be subject to ratification by two thirds of the members present and voting at the next general meeting of the DMRI.

### **8. Dissolution**

- 8.1. A motion for the dissolution of the DMRI shall require either a motion of the Board or a motion signed by at least five members which has been submitted in writing to the President. Such motions will be placed then on the agenda of the next general meeting of the DMRI.
- 8.2. Upon dissolution of DMRI, funds will be donated to a registered Canadian charity or qualified donee as determined by the Board prior to dissolution. Members shall receive no income from the dissolution.