

# BYLAWS OF THE SOUTHDALE RESIDENTS GROUP

Initial Release – December 2, 2024

## **1. BOARD OF DIRECTORS COMPOSITION**

The Southdale Residents Group (SRG) Board of Directors shall be comprised of the following positions: Chair; Vice-Chair; Treasurer; Secretary; Communications Director; 3 Directors at Large

## **2. DUTIES OF THE BOARD MEMBERS**

### **2.1 Chair**

The Chair shall be the chief executive officer of the Group and, when present, shall preside at all meetings of the Board of Directors and members of the Association, shall sign all documents that require their signature and shall possess and may exercise such powers and shall perform all other duties assigned to them by the Board of Directors

### **2.2 Vice-Chair**

The Vice-Chair shall assume the responsibilities of the Chair in the event of their incapacity or temporary absence.

The Vice-Chair shall undertake such other duties as assigned by the Board of Directors.

### **2.3 Treasurer**

The Treasurer shall collect all Group revenues and, subject to the provisions of any resolutions of the Board of Directors, shall have the care and custody of all the funds and securities of the Group, and shall deposit the same in the name of the Group in such a bank as the Board of Directors directs.

The Treasurer shall keep or cause to be kept all financial records.

The Treasurer shall present a statement of revenues and disbursements to the Board of Directors twice annually, at the Residents Group Annual General Meeting, upon the Board's request, or upon the Residents' request.

The Treasurer shall perform all duties incident to the office or that are properly required of the Treasurer by the Board of Directors.

### **2.4 Secretary**

The Secretary shall, when present, act as secretary to all meetings of Board of Directors, and at Residents Group Annual General Meetings.

The secretary shall keep or cause to be kept all records of discussions.

The Secretary shall perform all duties incident to the office or that are properly required of the Secretary by the Board of Directors.

### **2.5 Communications Director**

The Communications director is responsible for ensuring information, upcoming initiatives, meeting announcements, is available to the residents be it through social media, websites or other means that are available.

### **2.6 Directors at Large**

Assist in duties as defined by the Board.

### **3. VACANCIES AND REMOVAL**

#### **3.1 Removal of Directors**

All Directors shall be subject to removal by resolution of the Board of Directors at any time for cause, which shall include:

- a) absence at three consecutive meetings without notification to the Board of Directors;
- b) misrepresentation of the Group on matters pertaining to the objectives of the Group; and,
- c) demonstration of unacceptable conduct in matters pertaining to the Group.

#### **3.2 Vacancies**

##### **3.2.1 Filling Vacancies**

If any Director for any reason is unable or unwilling to complete their term of office, the remaining members of the Board will as soon as possible but no longer than a two-month period, make a call-out for the purpose of filling the vacancy. In the interim, the Board may appoint a member of the Group to fill the vacancy until such time as a call-out can be held.

##### **3.2.2 Vacating Positions**

On vacating their positions, Directors and committee members shall immediately or within no more than 14 calendar days, deliver to the Board all documents, monies, or other properties of this Board.

### **4. COMMITTEES**

#### **4.1 Constitution of committees**

The Board of Directors will form committees as it deems necessary and shall prescribe their duties.

#### **4.2 Member of committees**

The Board of Directors Chair shall be an ex officio member of all committees.

Each committee shall be comprised of the Director responsible for chairing the committee (the Committee Chair), at least two additional members from amongst Southdale residents representing the Group. Members of committees shall serve without remuneration but shall be entitled to reimbursement for expenses which they may incur with the prior approval of the Board of Directors.

#### **4.3 Committee meetings**

The committees will meet for the transaction of business, and otherwise regulate their meetings as they see fit, if committee members present at the meeting have met quorum.

Questions arising at any meeting of a committee shall be decided by a simple majority of votes, and the Committee Chair shall have a vote only in the event of an equal vote.

### **5. MEETINGS**

#### **5.1 Annual General Meeting (AGM)**

Annual general meetings shall be held in the month of January of each year.

- Agendas will be available, at a minimum, 14 calendar days prior to the meeting on the website (Southdale.online). Agenda information will include; Date, Place and Time in addition to discussion and information topics.
- The agenda will include sufficient information on items of discussion to allow for reasoned judgements to be made.

Every question submitted at any AGM shall be decided by a show of hands.

## **5.2 Meetings of the Board of Directors**

### **5.2.1 Frequency**

The Board shall meet at least nine times a year at regular intervals each calendar year, and, if other meetings are required as a result of an emergency or any other special circumstances, additional meetings may be called by the Chair or any two Directors.

A meeting of the Board of Directors may be held by methods such as telephone, electronic, or other means of communications, as needed, either entirely, or hybrid.

A director participating in the meeting by such means is deemed to be present at the meeting.

### **5.2.2 Notice**

Agenda items are to be forwarded to the secretary at least 3 days in advance of the Board meeting.

## **5.3 Proxies**

A Director, other than the Chair, may appoint another Director to act as his/her proxy at any meeting.

The notice shall be in writing and shall be submitted to the Secretary prior to the commencement of the meeting.

## **5.4 Adjournment of meetings**

Situations when it is acceptable for a board meeting, committee meeting, or an AGM to adjourn without a motion and a second:

- The hour has come when the board agreed ahead of time the meeting would adjourn.
- The agenda has been completed in totality.
- An emergency such as a fire or medical emergency brings the meeting to an abrupt halt.

Otherwise, adjournment requires a member to motion to adjourn. Another member would second the motion. The Chair would declare the meeting is adjourned.

## **5.5 Quorum and Voting**

Two-thirds of the Directors shall constitute a quorum for a Board meeting and AGM, and two-thirds of the committee members shall constitute quorum for committee meetings.

Questions arising at any meeting shall be decided by a simple majority of votes.

The Chair shall be entitled to vote only in the event of a tied vote in which case their vote shall be the deciding vote.

## **5.6 Rules of Order**

The rules contained in *Roberts' Rules of Order* shall govern the meetings of the Group and its committees in all cases in which they are applicable and are not inconsistent with the By-laws of the Group.

## **6. CONFLICT OF INTEREST**

### **6.1 Disclosure of Conflict of Interest**

No Director or committee member shall be disqualified from their position by reason of interest or involvement in the profits of any contract, arrangement, or proposition to be made by the Group or Board, whether as vendor, purchaser, or by reason of being a part of any partnership, firm, or corporation, or otherwise;

Nor shall any such contract or arrangement be voided;

Nor shall any Director or member interested in such contract or arrangement be liable to the Group for any profit realized by any such contract or arrangement;

Provided that said Director or member shall disclose in writing to the Group or the Board, the nature and extent of their interest and involvement, and said Director or member refrain from voting on any resolution to approve such contract or arrangement.

## **6.2 Time of Disclosure**

The disclosure required by this article shall be made:

- a) at the meeting in which the proposed contract is first considered; or,
- b) at the first meeting after they become so interested or involved; or,
- c) if a person who is interested or involved in a contract later becomes a Director or member, at the first meeting after they fill the position.

## **7. INDEMNITIES TO DIRECTORS AND OTHERS**

Every Director, member, or other person who has undertaken or will undertake any liability on behalf of the Group and their heirs, executors and administrations, and estate and effects respectively, shall be indemnified and saved harmless out of funds of the Group from and against:

- a) all costs, charges, and expenses whatsoever which the person sustains or incurs in or about any action, suit or proceeding which is brought, commenced, or prosecuted against them or in respect of any act, deed, matter, or thing whatsoever made, done, or permitted by them in or about the execution of the duties of their office or in respect of any such liability; and,
- b) all other costs, charges, and expenses which they sustain or incur in or about or in relation to the affairs thereof, except such costs, charges or expenses occasioned by their neglect or default.

## **8. MEMBERSHIP AGREEMENT FOR THE SRG**

- a) A member shall not use or refer to their membership in a Group for the purposes of advertising or in any way promoting any program, product, activity, business or the like.
- b) A member shall not advertise, promote, or indicate to third parties that any program, product, activity, business, or the like is endorsed by the Group without written permission by the Group.

Breach of this provision by the member shall, in addition to any other remedies by the Group, entitle the Board of Directors to immediately terminate the membership of the member.

## **9. MEMBERSHIP FEES FOR THE SRG**

Annual fees for the upcoming year for each membership category will be established each year by the Board of Directors and shall be ratified at the Annual General Meeting.

## **10. FISCAL YEAR**

The fiscal year of the Group shall begin on the first day of January and end the 31<sup>st</sup> day of December (Calendar year) for each year.

## **11. INSPECTION OF BOOKS**

The Secretary shall, upon request by any member, appoint a place and time not more than 21 calendar days from the date of such request, for the examination of the books and accounts of the Group. Once the Group becomes more established, there may be the requirement of appointing an independent auditor to review the accounts.

## **12. EXECUTION OF CONTRACTS, ETC**

Contracts, documents, or instruments in writing that require the signature of the Group will be signed by the Chair, and either the Treasurer or the Secretary, and all contracts, documents or instruments in writing signed, shall be binding upon the Group without further authorization or formality. The Board of Directors shall have the power to appoint, by resolution, any additional person or persons to sign any contracts, documents or instruments in writing requiring the signature of the Group.

## **13. AMENDMENT OF BYLAWS**

The Bylaws of the Group may be amended by the Board of Directors upon an affirmative vote by at least two-thirds of the Directors.