

# Royalwood Neighbourhood Association Bylaws

## Article 1 - Name of Organization and Purpose

### Section 1 – Name of Organization

The name of this organization shall be Royalwood Neighbourhood Association (RNA).

### Section 2 – Purpose of Organization

The purpose of the organization is to represent the interests of the residents and businesses within the membership.

### Section 3 – Objectives

The objectives of the organization are to:

- a. To maintain a high level of awareness of any activities planned or underway that may impact the membership.
- b. To represent the membership in discussions with government, developers, commercial interests, or other parties in any matter that may impact the membership.
- c. To seek effective and equitable provision of amenities to the membership.
- d. To serve the needs of the membership in an effective, equitable, and cost-effective manner as a non-profit organization.

## Article 2 – Boundaries

The boundaries of RNA shall include portions of the area contained within the Royalwood neighbourhood as defined by the City of Winnipeg. This area is bordered by Abinojii Mikanah to the north, CP train tracks to the east, Warde Avenue to the south, Seine River to the west. Land and residences on Warde Avenue that are defined as within the Royalwood neighbourhood are within the boundaries of RNA.

## Article 3 – Membership

### Section 1 – Membership Qualifications

Resident membership in RNA shall be open to all residents who have reached the age of 18 and property owners and holders of a business license located within the boundaries as defined in Article 2.

Business membership in RNA shall be open to holders of a business license who have reached the age of 18 who provide services to the residents of the area within the boundaries as defined in Article 2.

### Section 2 – Membership Voting

All residents and business members with a valid membership in good standing shall have one vote per member household or business entity, each to be cast during attendance at any general or special meeting. Voting may be conducted electronically. Proxy voting is not permitted.

### Section 3 – Withdrawal of Membership

Residents who move outside of the RNA boundaries or businesses which no longer provide services to the residents of the area will be withdrawn from membership of the association. A member may submit in writing to the Secretary their intent to withdraw from membership. Their name will be removed from the registry.

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## Section 4 – Expulsion of Membership

The Board of Directors will be given the power to expel any members from membership for any conduct deemed injurious to the association or its purposes. The decision of the Board of Directors is final. Written notice shall be provided to the member informing them of the final decision.

## Article 4 – Dues and Financial Support

All members must pay their membership dues (in amounts determined by the Board) to be in good standing. Voluntary contributions will be accepted and fundraising and grant applications may be authorized by the Board.

## Article 5 – Meetings

### Section 1 – Annual General Meeting (AGM)

An AGM of the members shall be held prior to July each year. The purpose of the AGM is to:

- a. Receive the Chair of the Board's report on the year's activities, including a review of the significant initiatives pursued by the Board.
- b. Receive the Treasurer's report and the financial statements of the Association for the preceding Fiscal year. Copies are available for examination and viewing of the members present.
- c. Hold an election or appointment the Officers of the Association.
- d. Receive reports on the affairs of the Association and transact any other business which is within the power of the members.

### Section 2 – Board of Director's Meetings

The Board of Directors shall meet at least twice yearly, recommended within two weeks prior to a General Membership Meeting. This will allow the Board of Directors to identify priorities from communications from residents, Government Agencies, other neighbourhoods, local businesses or other Associations for recommendation for voting at the General Meeting. Each meeting of the Board shall be open to any member, except that those members attending are non-voting and require invitation by the Board to speak. The Board of Directors may also decide to hold their Board Meetings at the same time as a General Meeting; this is at the discretion of the Board.

### Section 3 – General Membership Meetings

There may be general membership meetings in addition to the AGM. The meetings shall be convened upon any day decided by the Board.

### Section 4 – Special Membership Meetings

Special membership meetings may be called from time to time by the Chair of the board, the Vice Chair in the Chair's absence or a majority of the Directors of the Association. The purpose of a Special Meeting is if there is a matter being proposed that requires a Special Resolution, make changes to BYLAWS or any special requests from the membership that the Board sees fit to address outside of a General Meeting.

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## Section 5 – Notification

Notification for all Meetings shall require seven (7) days advance notice in writing (by email) or telephone. The Board may also utilize its own website and social media to announce upcoming Meetings. Reasonable attempts to notify all RNA voting members through public notice or any other methods deemed reasonable shall be made by the Board.

## Section 6 – Quorum

The quorum for a Board of Director's Meeting shall be three (3) Directors. The quorum for a General or Special Meeting shall be five (5) members in good standing, including Directors.

## Section 7 – Agenda

The Chair of the Board of Directors shall prepare the agenda for all meetings of the Board and Membership. Any member of RNA may make a motion to add an item to the agenda. Adoption of that motion requires a second and majority vote.

## Section 8 – Meeting Location

Any meeting may be held electronically at the discretion of the Board of Directors.

## Article 6 – Government of the Society

### Section 1 – The Number of Officers

The Board of Directors shall consist of four (4) officers which shall be the Chair, Vice-Chair and Secretary and Treasurer. There shall be a maximum of five (5) additional Directors. The positions of Secretary and Treasurer may be combined at the discretion of the Board of Directors. The Board can determine and adjust the number of Board positions annually. All positions within the Board of Directors are unpaid and on a volunteer basis.

### Section 2 – Term of Office

Each officer shall hold office for a term of two (2) years for which he/she is elected or appointed and until his/her successor has been elected or appointed. An officer may choose to let their name stand for an Officer position for a subsequent term. There is no maximum term on the Board of Directors.

### Section 3 – Eligibility of Officers

All members of RNA are qualified to hold an elected or appointed position.

### Section 4 – Election/Appointment of Officers

If the election is not by acclamation, officers shall be elected annually by a vote of the membership at its annual meeting. The names of all candidates for the officer slate shall be placed in nomination. Secret ballots shall be used for voting officers. Election requires a majority vote of the membership present.

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## Section 5 – Removal or Resignation

Any officer may be removed from office whose conduct is determined to be improper, unbecoming or likely to discredit or endanger the interest or reputation of the association. An officer will be notified in writing of the applicable charge or complaint at least ten (10) days prior to the Special Meeting of the Board called for that purpose. The officer will be given the opportunity to be heard at the Special Meeting. An affirmative vote of the majority of the Board is required to remove an officer. An officer may resign from office by giving one month's notice in writing. The resignation takes effect at the end of the month's notice. The Board may appoint a replacement to fill a vacancy until the next Annual General Meeting.

## Section 6 – Power of the Board

The Board shall be responsible for all business coming before the Association and for assuring that members are informed of business that affects them through reasonable means of notification. The Board has the responsibility of acting in the best interest of the membership but is not specifically bound to act according to the desire of members attending a particular meeting.

## Section 7 - Duties of Officers

a. Chairperson: The Chairperson shall preside and prepare the agenda at all board meetings and all membership meetings. She/he shall perform such duties as the Board and membership from time to time authorize. The Chairperson shall represent the position of the board and the interests of the Association. The Chairperson will have signing authority on all contracts, official documents, correspondence and bank accounts of the Association. With the Secretary, the Chairperson will, if applicable, authenticate the use of The Seal of the Association.

b. Vice-Chairperson: The Vice Chairperson shall perform the duties of the Chairperson in the Chairperson's absence. The Vice-Chairperson will be designated signing authority on all bank accounts with the Association. With the Secretary, the Vice-Chairperson will have signing authority on all contracts to be entered into in the absence of the Chairperson. With the Secretary, the Vice-Chairperson will authenticate, if applicable, the use of The Seal of the Association.

c. Secretary: The Secretary shall keep minutes and written records of majority and minority opinions expressed at all meetings; shall be responsible for all correspondence of RNA; shall make records of RNA available for inspection at any reasonable time. File any special resolutions, changes in officers, amendments to the bylaws or other incorporating documents with the Corporate Registry. If applicable, keep and ensure the security of The Seal of the Association.

d. Treasurer: The Treasurer shall be responsible for all funds and shall give an accounting at each general meeting; shall receive, safe keep and disperse RNA funds, but such disbursement shall require the signature of the Chairperson, or the Vice-Chairperson in his/her absence. The Treasurer shall file the annual return and financial statements.

e. Director: The Director will undertake any duties as determined as required by the Board.

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## Article 7 – Committees

The Board shall establish both standing and adhoc committees, as they deem necessary. Committees shall make recommendations to the Board for actions.

## Article 8 – Management of the Society

### Section 1 – Registered Office

The office of the RNA is 15 Norcross Cr., Winnipeg, MB, R3X1H8.

### Section 2 – Fiscal Year End

The fiscal year end for RNA shall be December 31 of each year.

### Section 3 Finance and Audit

- a. Officers designated under these bylaws shall be the signing authorities on all Association's bank accounts. One signature of officers are required on all cheques unless in excess of five hundred dollars which shall require the signature of two officers.
- b. The Association may not borrow money from any banking institution, business, other association, agency or individual.
- c. Financial statements will be presented at the AGM.

### Section 4 – Use of the Seal

If applicable, the Seal of the Association shall be retained by the Secretary and whenever officially used, shall be authenticated by the Chair or the Vice Chair in his/her absence.

### Section 5 – Preparation and custody of Books and Records

- a. The Minute Book and minutes of all meetings shall be maintained by the Secretary.
- b. The Financial Statements shall be maintained by the Treasurer.
- c. The books and records of the Association may be inspected by any member of RNA. Reasonable notice and an arranged time and location must be given and arranged with the Secretary.

## Article 9 - Amending, Altering, Rescinding or Adding Bylaws

These Bylaws shall not be rescinded, altered or added to except by special resolution passed at a General Meeting. All amendments must be proposed in writing and submitted to members for a reading at the General Meeting. Notice of a proposal to amend the Bylaws, specifying the date, time and location for consideration must be provided to all members a minimum of ten (10) days before voting. Passing of the special resolution requires support of 51% of those members attending the meeting.

## Article 10 – Dissolution

The Neighbourhood Association shall be dissolved voluntarily if a special resolution to that effect is passed by the Association. If the Association is dissolved, all funds or remaining assets, after paying all debts, become the property of any other registered society upon majority vote of the remaining members.