

CONSTITUTION

FOR THE OPERATION OF THE FAIRWINDS COMMUNITY ASSOCIATION STITTSVILLE, ONTARIO

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Original approved by the FCA Membership on February 10, 2014.

Amended:

February 9, 2015

March 2, 2016

March 1, 2017

FAIRWINDS COMMUNITY ASSOCIATION CONSTITUTION

1 Mission and Objectives

- (1) To provide for residents of Fairwinds, a representative body to be responsive to issues within that community, and to communicate those issues to municipal authorities or any other level of government, as appropriate.
- (2) Where appropriate, to organize or contribute to the organization of social, cultural, or celebratory events designed to promote and enhance the sense of community within Fairwinds.
- (3) To the greatest extent possible, the Fairwinds Community Association shall be representative of the streets within Fairwinds so that there is no appearance of bias in the interests pursued by the Association.

2 Boundary

- (1) The boundary of the Fairwinds Community Association, referred to herein as “the FCA”, shall include all that area within the boundaries of the Fairwinds housing development (referred to herein as “Fairwinds”), namely the streets named in the attached Appendix “A” which may be amended by the Executive Committee from time to time as required due to further housing development.

3 Interpretation

- (1) Where used in this and subsequent Constitutions:
 - (a) “Constitution” shall mean the Constitution of the FCA as modified from time to time and all amendments thereto.
 - (b) “By-laws” shall mean the By-laws of the FCA as modified from time to time and all amendments thereto.
 - (c) “Officers” shall mean the President, Vice-President, Secretary, and Treasurer. The immediate Past President will be a non-voting ex officio member of the Officers.
 - (d) “Executive Committee” shall mean the Officers and a number of Directors at Large as determined at an Annual General Meeting. The City of Ottawa councillor for Stittsville - Ward 6 will be invited to serve as a non-voting ex officio member of the Executive Committee.
 - (e) “Financial Year” shall mean any one year period from January 1 to December 31.
 - (f) “Stittsville - Ward 6” means the electoral ward of the City of Ottawa in which Fairwinds is located.

4 Membership and Fees

- (1) Membership of the FCA is open to:
 - (a) any resident of Fairwinds, 18 years of age or older, and
 - (b) any person who owns or manages a business within the FCA boundary.
- (2) The Executive Committee may, where appropriate, appoint persons living outside of the FCA boundary as members.
- (3) An FCA Member is a member who has paid current membership fees and completed the applicable Membership Form attached as Appendix “B” to this Constitution.

- (4) All FCA memberships will continue until December 31 of the year of their expiry, whereupon a new membership must be obtained and fee paid to maintain membership status.
- (5) FCA memberships may be revoked at any time by a majority vote of the Executive Committee for reasons of misconduct, illegal activities, or the pursuance of issues or activities contrary to the objectives of the Association.
- (6) Membership fees shall be payable by FCA members in such amounts and at such times as shall be determined by the Executive Committee, and shall become effective when confirmed by a vote at an Annual or other public meeting. Such fees will be used by the FCA in accordance with Section 11 to assist with the administrative costs associated with maintaining the FCA and fulfilling its objectives.
- (7) Each FCA Member shall be entitled to one vote on each question arising at any Annual or other public meeting of the members, and shall have the right to hold elected office within the Executive Committee.
- (8) Any FCA Member may resign from the FCA by notifying the Executive Committee in writing of their resignation.
- (9) Any FCA Member who moves out of the FCA boundary shall notify the Executive Committee as soon as possible and will no longer be considered an FCA Member, but no membership fee shall be refunded.

5 Meetings of the Membership

- (1) An Annual General Meeting will be held in February of each year. The agenda of such meeting shall include the presentation of the following matters for the discussion and approval of the membership:
 - (a) a financial report covering the previous year;
 - (b) a summary of issues dealt with by the FCA in the previous year; and
 - (c) election of members of the Executive Committee.
- (2) Other public or special meetings may be held periodically, at the call of the Officers, as circumstances warrant.
- (3) Notice of the Annual General Meeting and of any other public meeting of the FCA will be distributed through the FCA newsletter, website, Facebook page, and local newspapers, when possible.
- (4) A quorum for any public meeting shall consist of one third of the Executive Committee plus an equivalent number of non-Executive Committee members present plus one.
- (5) Any voting by FCA members on matters at any public meeting except as stated in 6(3) shall be by a show of hands, unless a secret ballot is requested or deemed most appropriate by the Executive Committee in the circumstances. A majority vote of the FCA membership present at the public meeting shall carry.
- (6) Minutes shall be taken at every public meeting. Attendance, motion details, presentations, and discussion highlights should all be minuted. Minutes from the previous meeting should be distributed to Executive Committee members before each subsequent meeting and approval of the previous Minutes should be the first order of business at each meeting.

6 Executive Committee

- (1) The Executive Committee shall consist of the President, Vice-President, Secretary, Treasurer,

and a number of Directors at Large in accordance with paragraph 9(6) and as determined at an Annual General Meeting.

- (2) Members of the Executive Committee shall be elected out of the pool of FCA members by nomination and vote at the Annual General Meeting of the FCA.
- (3) The voting in of the Executive Committee shall take place by secret ballot. A majority vote of the FCA membership present at the Annual General Meeting shall carry.
- (4) Members of the Executive Committee shall serve two-year terms. The President, the Treasurer, and half of the Directors at Large shall be elected in alternate years to the Vice President, the Secretary, and the remaining Directors at Large, as far as is practically possible.
- (5) “The positions of President, Vice-President, Secretary, and Treasurer shall be selected by members of the Executive Committee at the first Executive Committee meeting following the AGM” (*amended March 2017*)

7 Vacancies

- (1) Any vacancy on the Executive Committee, howsoever caused, may be filled for the period of time remaining in the term of the incumbent by appointment by the Executive Committee, at which point the vacancy will be filled by election at the Annual General Meeting.
- (2) Preference will be given to FCA members, wherever possible, to fill a temporary vacant position until the election at the Annual General Meeting.

8 Responsibilities of the Executive Committee

- (1) The Executive Committee is responsible for setting policies and guidelines for the management of the FCA, including conditions of membership.
- (2) The Executive Committee may, as it sees fit, establish any manner of subcommittee. Those sub-committees could deal with such issues as, but not limited to, constitutional amendment, land and property development, transportation, special events, submissions to the City of Ottawa, etc.
- (3) The Officers may, where circumstances do not permit consideration by the Executive Committee, establish special purpose sub-committees to address specific, immediate, and urgent issues. Such sub-committees shall, in accordance with paragraph 9(5), report decisions made and actions taken to the next meeting of the Executive Committee.
- (4) The Executive Committee shall insure that the FCA’s assets are protected against damage and loss, and that, if it is determined that considerable risk is involved, the Executive Committee members themselves are adequately protected against liability resulting from a legal action, suit, or proceedings in respect to the execution of the Association's mission.

9 Duties of the Executive Committee

- (1) President: The President shall convene and chair all meetings of the FCA and shall supervise the general work and ensure the smooth operation of the FCA; shall appoint persons to sub-committees as may be established by the Executive Committee; and may chair any sub-committee as appropriate.
- (2) Vice-President: The Vice-President shall, in the absence of the President, perform the duties and exercise the powers of the President; shall be responsible for the co-ordination of work by the FCA; and may chair any sub-committee as appropriate.
- (3) Secretary: The Secretary shall prepare any FCA correspondence, meeting agendas, and minutes of all FCA meetings and retain official records of the FCA.

- (4) Treasurer: The Treasurer shall maintain the financial records of the FCA; shall receive and disburse, on behalf of and with the approval of the Executive Committee, all funds of the FCA, and shall keep an accurate account of all transactions. The Treasurer shall present an annual year end financial statement to the membership at each Annual General Meeting and shall provide interim financial reports to the Executive Committee whenever so requested. On leaving office, the Treasurer shall transfer the accounts and signing authority to his or her successor prior to the next meeting of the Executive Committee.
- (5) Officers: The Officers shall be responsible for the affairs of the FCA as required between meetings of the Executive Committee and shall report decisions made and actions taken to the Executive Committee.
- (6) Directors at Large: The Executive Committee may include up to six (6) Directors at Large. Directors at Large shall assist with various aspects of FCA work. They may chair subcommittees, attend meetings and/or be contact persons for specific groups within the community. Matters in which the FCA may have an involvement could include but, not be limited to, the following interests: Communications, Community Concerns, Special Events, Planning and Development, Transportation, Environment, Fundraising, Membership, etc. *(amended March 2017)*
- (7) The duties of the Executive Committee members may be set out in greater detail in the By-laws, as may be required.
- (8) A member of the Executive Committee may be asked to resign and/or removed by a majority vote of the other Executive Committee members if he/she:
- (a) demonstrates an ongoing lack of interest in FCA objectives;
 - (b) has or appears to have a conflict of interest with FCA objectives; and/or
 - (c) displays any behavior or uses language that is disrespectful, offensive, inappropriate, or otherwise disruptive to any Executive Committee or FCA member(s) or is not in keeping with the FCA's mission and objectives.
- (9) Any decisions that may affect the FCA shall be made as a whole by the Executive Committee.
- (10) On leaving office for whatever reason, an Executive member shall hand over all documents and information, whether electronic or otherwise, to his or her successor (or to the Executive Committee if no successor yet) prior to the next meeting of the Executive Committee. This shall include any passwords and control over the website, Facebook page, membership list, and any other matter associated with the FCA.

10 Meetings of the Executive Committee

- (1) The Executive Committee shall meet whenever and wherever the business of the FCA requires, at the call of the President or of any two members of the Executive Committee and at least four (4) times per year.
- (2) Members of the FCA are always welcome to attend Executive Committee meetings, except "in camera" meetings. However, the Executive Committee shall have the vote, on behalf of the FCA, on any issue brought before these meetings.
- (3) A quorum shall consist of one third of the members of the Executive Committee present in person.
- (4) Any question arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the President shall cast a deciding vote.
- (5) (a) Members of the Executive Committee shall be expected to attend, at a minimum, two-thirds of the monthly Executive Meetings held during the course of the year, as well as at least two-thirds of the concurrent public meetings conducted by the FCA.

- (b) Any member of the Executive Committee who fails to meet the attendance requirements of paragraph (a), or who is absent for three consecutive meetings of the Executive Committee shall be considered to have resigned from the Committee.
- (c) Paragraphs (a) and (b) do not apply where absences are due to illness, urgent family or business matters, or concurrent FCA duties.
- (d) Where members of the Executive Committee will knowingly be absent from a Committee meeting, prior arrangements should be made for their activity report to be presented to the Executive Committee.
- (6) Minutes shall be taken at every Executive Committee meeting. Minutes from the previous meeting should be distributed to Executive Committee members before each meeting and acceptance of the previous Minutes should be the first order of business at each meeting.
- (7) The FCA Executive Committee may hold “in camera” meetings from time to time, as they may deem necessary in the circumstances.

11 Finances

- (1) Projects of the FCA and expenses incurred in its operation are funded by voluntary individual or community donations, sponsorships, membership fees, and by grants from public and private bodies, as the case may be.
- (2) Signing authority for financial matters will rest with the President, Vice-President, and the Treasurer. Two signatures of these Officers shall be required for the release of funds, whether by cheque or bank withdrawal, but one of these must be the Treasurer.
- (3) All expenditures over \$100.00 must be approved by a quorum of the Executive Committee. All expenditures must be approved in principle by a quorum of the Executive Committee.
- (4) In the event of the dissolution of the FCA, any remaining assets of the FCA shall be donated to a registered charity or cause, or charities or causes, as chosen by the current City of Ottawa councillor for Stittsville - Ward 6 at the time of dissolution.
- (5) In the event that the FCA cannot carry on its objectives and must dissolve, a special meeting will be called by the Board. Dissolution shall require the approval of not less than two thirds of those FCA members present at such special meeting. *(Amended February 9, 2015.)*
- (6) The directors, officers and members do not “own” the FCA, nor do they have any right of ownership to any particular asset of the FCA. The FCA may not be operated for pecuniary gain of its members, directors, or officers. Any profits will be used solely to promote the FCA’s objectives. *(Amended February 9, 2015.)*

12 Amendments and By-Laws

(1) Amendments to the Constitution and addition or amendment of By-laws shall be voted on at an Annual General Meeting, or any special meeting called by the Executive Committee for that purpose.

(2) Notice of any intended amendments or additions shall be provided to the community at least seven (7) days prior to such meeting.

(3) Amendments and By-laws shall require the approval of not less than two thirds of those FCA members present at such meeting.

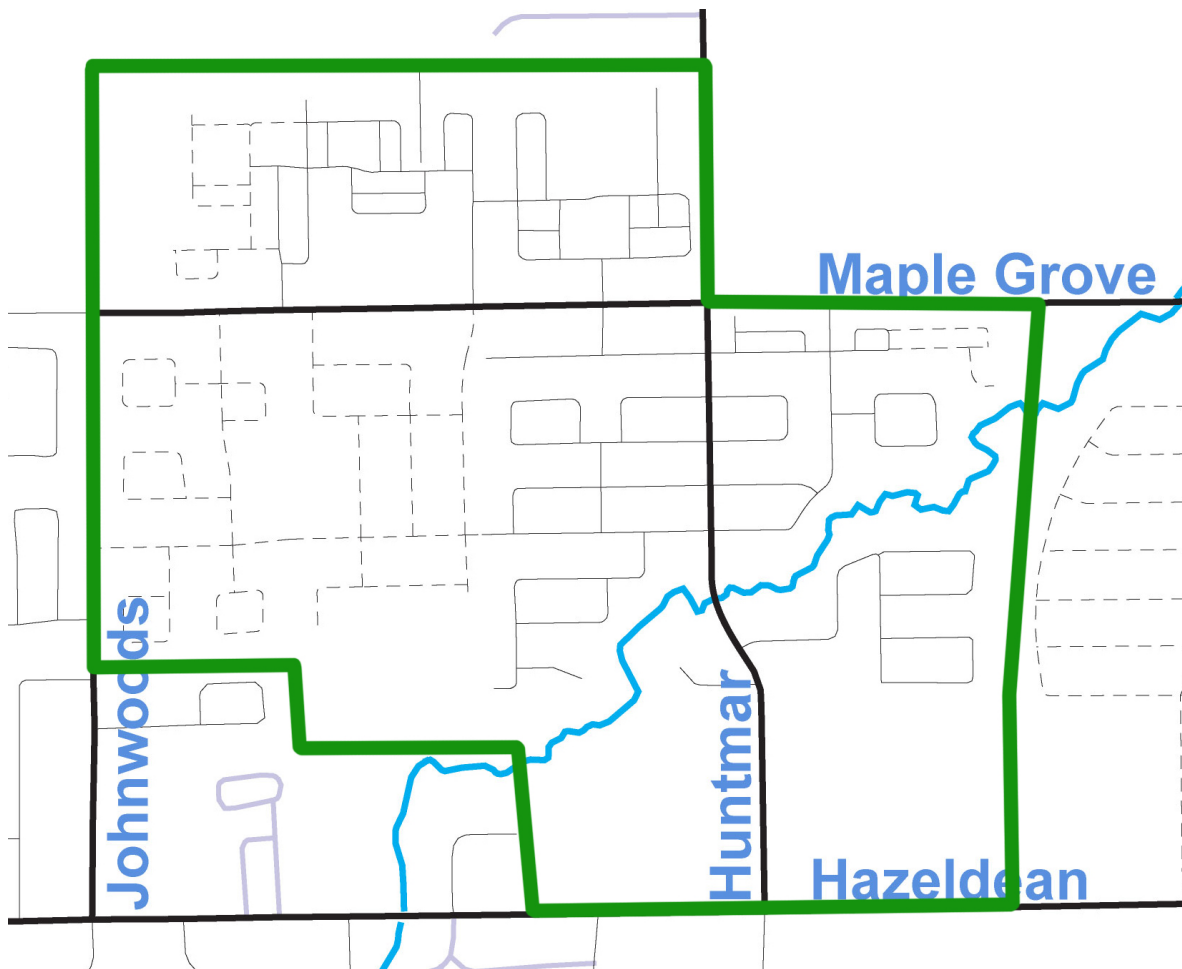
(4) The FCA may make By-laws for the purpose of supplementing or clarifying the provisions of this Constitution or for any other purpose, providing that such By-laws are not contrary to the laws of the Government of Canada, the laws of the Government of Ontario, or the By-laws of the City of Ottawa.

(5) By-laws may govern such matters as FCA membership issues, duties of the Executive Committee and Directors at Large, intellectual property of the FCA, social media, privacy concerns, communication and dissemination of information, and any other FCA issue as may deemed appropriate from time to time.

Appendix "A"

The boundary of the Fairwinds Community Association and its membership shall include the area as shown on this map, encompassing the Fairwinds, Fairwinds North, Fairwinds West, and Poole Creek Village housing developments, as well as adjacent commercial developments along Huntmar Road and Hazeldean Road."

(Amended March, 2017)



Appendix "B"



MEMBERSHIP FORM

By becoming a member of the FCA, you will be entitled to vote at all public meetings and special meetings, and to be nominated and elected for an Executive Committee position.

* = Required (we will not share your information with third parties)

*Your Name: _____

*Home Address: _____

Stittsville, Ontario

Postal Code: K2S-_____

Home Phone: _____

Work Phone: _____

Cell: _____

*Email: _____

(to receive our newsletter)

*Date of Application / Renewal

____ / ____ / ____
day month year

If you are interested in volunteering for the Association, what would you like to help with?

- | | | |
|---|--|--|
| <input type="checkbox"/> Safety | <input type="checkbox"/> Parks | <input type="checkbox"/> Neighbourhood Watch |
| <input type="checkbox"/> Zoning/Development | <input type="checkbox"/> Special Events | <input type="checkbox"/> Schools |
| <input type="checkbox"/> Membership | <input type="checkbox"/> Traffic/Parking | <input type="checkbox"/> Newsletter/Communications |
| <input type="checkbox"/> General Volunteer | <input type="checkbox"/> Fundraising | <input type="checkbox"/> Other (specify) _____ |

Membership requested for:

- \$5.00 / One year \$10.00 / Two years

Please complete form and deliver with membership fee to any FCA Executive Committee Member

BY-LAWS

FOR THE OPERATION OF THE

FAIRWINDS COMMUNITY ASSOCIATION

STITTSVILLE, ONTARIO

By-Law No. 1

A By-law of the FCA respecting “Voting by Secret Ballot”, as allowed under the FCA Constitution.

The FCA enacts as follows:

- All members of the FCA are entitled to vote, but are not required to do so.
- An Officer of the FCA will be present at the time and place stated and will conduct the vote for the FCA.
- Scrutineers will be appointed by the Executive Committee to ensure proper conduct of the vote and to assist in the identification of members.
- The ballot will be marked in privacy with the voter clearly indicating the voter’s choice.
- After the ballot has been marked, the voter will:
 - Fold the ballot.
 - Place the folded ballot directly into the ballot box.
- Upon completion of the balloting, the ballots will be counted by the Scrutineers as soon as possible.
- All of the counting will take place under the supervision of an Officer of the FCA.
- Any spoiled ballots will be removed from the ballot box and immediately destroyed. A spoiled ballot is one where the voter’s choice cannot reasonably be determined by the scrutineers or where the ballot is blank.
- The candidate with the majority of eligible votes wins the ballot.
- In the event of a tie, another secret ballot will be held whereby the voters will choose between the tied candidates.