THE VILLAGE COMMUNITY ASSOCIATION

BYLAWS

(as amended April 2006, November 2006, November 2009, April 2011, April 2014, April 2020, October 2020, April 2022, April 2023 and October 2026)

ARTICLE I - MEMBERSHIP

a) To be eligible for voting membership in the Association, a person must be at least eighteen (18) years of age and must own a property located in the area of Niagara-on-the-Lake ("NOTL") known as "The Village" as indicated on Schedule A attached to these bylaws. Only persons residing at the same address can be included under the same membership fee and registration.

b) Voting membership in this Association shall be on a household basis, with one household (one address) constituting one membership and one vote.

c) To be eligible for non-voting membership in the Association, a person must be at least eighteen (18) years of age and must lease (minimum 1 year lease) and live in a property located in the area of Niagara-on-the-Lake ("NOTL") known as "The Village" as indicated on Schedule A attached to these bylaws. Only persons residing at the same address can be included under the same membership fee and registration.

d) Non-Voting membership in this Association shall be on a household basis, with one household (one address) constituting one membership.

e) The membership year shall be from May 1 to April 30 in each year.

f) Dues are payable by new members at the time of joining the Association. The amount of the dues shall be proposed by the Executive Board and approved at the October General Meeting by a minimum of fifty percent (50%) plus one (1 member) of the membership present (or by proxy). Annual dues for renewal of membership shall be due and payable by May 1 for the current membership. Dues are non-refundable.

g) There shall be a register of members in the custody of the Treasurer, stating the names and addresses of the members. The Membership Committee Chair and the Communications Director shall have access to the membership list.

h) Members shall abide by the bylaws and rules of the Association.

i) Any "The Village" resident may attend general meetings of the Association. A non-voting member is not eligible to vote.

ARTICLE II – MEETINGS OF MEMBERS

a) The Association shall hold an Annual General Meeting of its members on or before the 30th day of April in each and every year for the following purposes:

   i. Presentation of annual reports;
   ii. Confirmation of dues for the next membership year as established at the October General Meeting;
   iii. Presentation and approval of budget for the coming year;
   iv. Transaction of such other business as may properly come before the meeting, and;
   v. As the last order of business, election of the Executive Board for the next membership year.

b) A minimum of two (2) annual meetings of members shall be convened by order of the President or by a majority of the Executive Board and generally shall be held on the third Wednesday in the months of April and October. The April meeting shall be the Annual General Meeting. In addition, the President shall call a Special Meeting of the members upon receipt of a request in writing or by email of not less than one-third (1/3) of the voting members of the Association. If the request is made at an in person meeting, a vote can be made by a show of voting cards.
c) All meetings of the Association shall be held either electronically or at a location within NOTL to be determined by the Executive Board.
d) Notice of any meeting of the members shall be in writing and shall be delivered not less than seven (7) days prior to such meeting. The accidental omission to give notice to, or the non-receipt of notice by any member shall not invalidate any resolution passed or any proceedings taken at a meeting of members.
e) At any meeting of the Association, all matters put to a vote at a properly constituted meeting shall be decided by a majority vote of at least fifteen voting members in attendance in good standing, plus those members in good standing attending by proxy.
f) Voting members may be represented by an approved written proxy provided that the proxy holder is a person entitled to attend the meeting and vote in his/her own right.

ARTICLE III – EXECUTIVE BOARD

a) The Association shall be governed by an Executive Board of five (5) elected voting members consisting of President, Vice-President, Treasurer, Recording Officer, and Communications Director, and two appointed members, the Social Committee Chair and the Membership Coordinator.
b) All Executive Board members must have a voting membership in good standing.
c) Any member may serve on the Executive Board for an indeterminate number of terms, with the restriction that the continuous time period within which a member may hold the same Executive Board position shall be a maximum of two (2) consecutive terms. A term is defined as two years of a Membership year. An extension to any position can be approved by a majority of members in attendance at the Annual General Meeting.
d) It is advisable that the member running for President have prior board experience on the VCA or with a comparable organization.
e) Should a member of the Executive Board resign or cannot complete his/her term of office, the Executive Board shall appoint an interim voting member to serve until the next Annual General Meeting.
f) At the October meeting of the Association, the Executive Board shall appoint three (3) members as a nominating committee to prepare a slate of nominees consisting of at least one (1) candidate for each Executive Board position up for re-election. This slate shall be presented at the Annual General Meeting for election of the new Executive Board. Nominations from the floor will also be accepted at the Annual General Meeting. Voting members of the nominating committee are not barred from becoming nominees for office. If more than one candidate is running for an Executive Board position, the vote shall be by secret ballot.
g) The election of the Executive Board shall be the last order of business at the Annual General Meeting. The retiring Executive Board shall complete the records of the Association and hand them over to

their successors. The Vice President, Treasurer and Recording Officer positions are up for election on even years. The President and Communications Director are elected during odd years.

h) Any member of the Executive Board shall refrain from discussion and voting if there is a conflict of interest. The Executive Board member shall declare his/her conflict at the start of ANY Executive Board or General Meeting.

i) NOTL elected officials and Town administrators are not eligible to run for election on the Executive Board.

j) When questions arise as to the proper parliamentary procedures and rules of debate, the chairperson shall apply Roberts Rules of Order.

k) Duties of the Executive Board:

1. President:

   To be the official representative for the VCA.

   To preside at all meetings of the Association and of the Executive Board.

   To be an ex-officio member of all Committee meetings with the exception of the Nominating Committee.

   To maintain relationships with key members of the NOTL municipality, and to ensure VCA attendance/representation at NOTL council meetings when relevant.

   To ensure communication of municipal issues that could affect The Village residents via the newsletter and website.

   To sign all necessary documents and correspondence.

   To act as second signing authority for Association cheques.

   To assist in the development of any new committees under the Association umbrella.

   To take a lead in forward planning for the Association.

   To assist in committee work and special projects as required.

2. Vice-President:

   To participate in Executive Board and committee meetings.

   To assist in forward planning of the Association.

   To assist in committee work and projects as required.

   In the absence of the President, to preside at any meeting of the Association and of the Executive Board.

3. Treasurer:

   To receive and safeguard all Association funds

   To maintain and be responsible for the Association bank account

   To maintain a record of all deposits and withdrawals. All withdrawals shall be by cheque and shall require the signatures of both the Treasurer and a designated member of the Executive Board, or, in the absence of the Treasurer, the signatures of two (2) designated members of the Executive Board.

   To conduct bank reconciliations monthly.

   To issue cheques and make deposits.

   To present an annual financial report at the Annual General Meeting and an interim financial report to the membership at the October meeting.

   To present a budget for approval at the Annual General Meeting

   To maintain an up-to-date resident/member list.

To arrange for an annual financial review by a non-Executive Board member of the Association.
To participate in Executive Board and committee meetings.
To assist in committee work and special projects as required.
To maintain an up to date inventory of the physical assets of the Association.
Non-budgeted expenses over $1,000 must be approved by a minimum of fifty percent (50%) plus one (1 member) of the voting membership (email votes will be accepted)

4. Recording Officer:
   To prepare notices of all meetings.
   To attend, take notes and keep records of all meetings of the Association Executive Board as required.
   To attend, take notes and keep records of all meetings of the Association.
   To take charge of members' voting cards and proxy forms.
   To maintain and be responsible for the official Minute Book of the Association.
   To assist in committee work and special projects as required.
   To ensure that meeting procedures adhere to the Association constitution and bylaws at Executive and member meetings.
   In the absence of the President and the Vice-President, to preside at any meeting of the Association and of the Executive Board.
5. Communications Director:
   To manage all official communication on behalf of the Association.
   To prepare monthly newsletters.
   To maintain the Association website.
   To arrange distribution of monthly newsletters, notices, minutes, etc. to all Association members and non-members as required.
   To participate in Executive Board and committee meetings.
   To assist in committee work and special projects as required.

l) A member of the Executive Board may be removed for wrongful and willful acts of neglect before the expiration of his or her term by a vote of voting members who together constitute fifty percent (50%) plus one (1) of the members in good standing. The members may elect any qualified person in place of the said Executive Board member for the remainder of that term.
m) If a vacancy occurs in the membership of the Executive Board, other than removal by vote of the membership, the majority of the remaining members of the Executive Board may appoint any qualified person to be a member of the Executive Board to fill such vacancy until the next Annual General Meeting.
n) Only one member per household may hold a position on the Executive Board at any one time.
o) In the event of a tie vote, the President or chair of the Executive meeting will exercise a second vote.

ARTICLE IV – STANDING COMMITTEES

a) Standing Committees may be formed by the Executive Board when a need consistent with the mission of the VCA arises.
b) Standing Committees shall include, but not be limited to:

- Membership
- Social
- Holiday Lighting
- Gardening

c) Committee chairpersons/leads shall be chosen by the specific committee members or be appointed by the President.

d) The Chair of the Membership Committee shall have a vote at Executive Board meetings, as long as the Chair has a voting VCA membership (consistent with Article I).

e) section e) the Chair of the Social Committee shall have a vote at Executive Board meetings, as long as the Chair has a voting VCA membership (consistent with Article I).

f) Committee reports shall be presented to the Executive Board prior to each meeting of the Association, when appropriate and necessary.

ARTICLE V – FISCAL YEAR

The fiscal year shall be from April 1 until March 31 in each year.

ARTICLE VI – AMENDMENTS

The constitution or bylaws may be amended by a majority of votes cast by members in good standing, including votes by written proxy, at any properly constituted Annual General or Special Meeting. Notice of any proposed amendments must be given by the Executive Board in writing or in electronic format to all members at least fourteen (14) calendar days prior to the meeting at which voting will take place.

ARTICLE VII – INSPECTION OF BOOKS AND RECORDS

The books and records of the Association shall be open to inspection by members at any reasonable time at the place where such books and records are normally kept.

ARTICLE VIII – PROTECTION OF EXECUTIVE BOARD

No Executive shall be liable for the acts, neglects or defaults of any other Executive or for any loss, damage or expense of the Association in the execution of their duties, unless occurring as a result of such Executive's own wrongful and willful act of neglect.

ARTICLE IX – EXECUTION OF CONTRACTS

Contracts, documents or instruments in writing requiring an Executive signature must be approved by a majority vote of the members in good standing. Prior approval by the membership shall be assumed if funding is pre-authorized in the current budget which had been previously approved by the membership.