

# KIRKENDALL NEIGHBOURHOOD ASSOCIATION INC. CONSTITUTION

[FINAL DRAFT: OCTOBER 29 2015]

## Article I – NAME

The name of the organization shall be the Kirkendall Neighbourhood Association Inc. (herein called the Association)

## Article 2 – GEOGRAPHICAL LOCATION

The Kirkendall neighbourhood shall be defined as the area within Hamilton, Ontario bordered by Queen Street in the East, Main Street in the North, Highway 403 in the West and the bottom of the Niagara escarpment in the South.

## Article 3 –MISSION AND OBJECTIVES

### Mission

The mission of the Association is to promote and foster a strong sense of community, a vibrant and sustainable neighbourhood, and a liveable, peaceful and safe part of the City that is inclusive and accessible to all, and to empower members through engagement and community involvement.

### Objectives

- Develop and operate community engagement events that include either cost recovery or fundraising but also involve residents, businesses or sponsors while developing volunteer leadership opportunities.
- To engage and educate members of the community in issues both specific to the area and Hamilton-wide.
- To participate in planning that affects the residents of the neighbourhood.
- To foster a safe, secure and peaceful community.
- To increase and protect the natural beauty and environmental sustainability of the neighbourhood.
- To protect the character and heritage of the neighbourhood while promoting development that reflects the values of the community.
- To be a credible, powerful and representative voice for the community.
- To maintain a positive working relationship with the Ward Councillor and his/her staff.

## Article 4 – MEMBERSHIP and DUES

### Section 1: Membership

- All people residing in the geographical area described in Article 2 are automatically Members of the Association.
- All residents 18 years of age and older residing in the geographical area described in Article 2 are automatically voting members of the association in all matters brought before the general membership.

- A member who demonstrates an attempt to frustrate the Association's ability to carry out its Mission and/or Objectives may be barred from voting at and attending all meetings of the Association by a two-thirds majority vote of the Executive Council.
- Anyone residing outside of the Kirkendall neighbourhood who has an active involvement in the neighbourhood may become voting members by a majority vote of the Executive Council.
- Each member shall have the right to attend any and all meetings of the Association including the Annual General Meeting and voting for the Executive Council.
- Voting at meetings of the general membership shall be limited to those members who are actually physically present at the meeting.

### Section 2: Termination of Membership

- When a member moves outside the area described in Article 2, he or she ceases to be a member of the Association.
- Membership may be terminated by a member by way of written notification to the Executive Council.

## Article 5 – EXECUTIVE COUNCIL

### Section 1: Role of Executive Council

The Executive Council of the Association shall be entrusted to make decisions on behalf of the Association between meetings of the general membership.

### Section 2: Composition of Executive Council

The Executive Council shall be composed of the following Officers: President, Vice President, Treasurer, Secretary, two Communications Coordinators, and up to six Members at Large.

### Section 3: Election of officers

The Officers shall be elected by the membership at the annual meeting for a term of three years. Should there be insufficient members to run for all positions, the positions shall be filled in the order in which they appear in Section 2 above. It may be required that members voted into the Executive Council hold more than one position until a new member can be appointed by the Executive Council.

### Section 4: Executive Vacancies

- The Executive Council may appoint members to fill any vacant positions and will notify the membership of such appointments. Appointees shall be members of the Executive Council until the next AGM where they may stand for election.
- The Executive Council may operate with as few as three members. Should fewer than three members wish to continue, then a general session of the membership is to be held to elect a new Executive Council. If no candidates are willing to stand for vacant positions then the Executive Committee may operate with one member for up to two consecutive years. After this timeframe if no members wish to stand for election to the Executive Council

then the Executive Council and the Neighbourhood Association shall be wound down with all available funds being donated to a local charity of the Executive Council's choosing.

#### Section 5: Sub-Committees

- The Executive Council may create Sub-Committees charged with a specific task or focus-area and these Sub-Committees shall report to the Executive Council on a monthly basis and remain under the governance and direction of the Executive Council.
- Sub-Committee membership is not limited to Executive Council members.

#### Article 6 – DUTIES OF THE EXECUTIVE OFFICERS

- All members of the Executive Council must make reasonable attempts to be present for the Annual General Meeting. During any given operating year, an Executive Council member may not miss more than 2 consecutive meetings. Doing so places the Executive Council in a position to terminate their position (by two-thirds majority vote) and appoint a new member to the position.
- The Duties of the Executive Council are listed in Delegation of Authorities attached as Schedule "A" to the Constitution. The Delegation of Authorities may be modified by a majority vote of the Executive Council as needed and ratified by the Members at the next Annual General Meeting.

#### Article 7 – MEETINGS

#### Section 1

- Unless otherwise specified, at all meetings of the Association, the Executive Council, and other committees, decisions shall be made by a process of majority vote.
- In the case of a tied vote, proposals on which a vote is taken will be rejected. In the case of disputes over decision-making procedures, the meeting will rely on Robert's Rules of Order.
- Members of the Executive Council may attend meeting of the Executive Council via available electronic means failing all reasonable attempts to be at the meeting in person.
- Voting may also occur between meetings via electronic means among the members of the Executive Council.

#### Section 2: General Membership Meetings

- An annual general meeting (AGM) of all members shall be held once per calendar year at a date and time set by the Executive Council no less than 10 months after the previous AGM and no more than 14 months after the previous AGM.
- The Executive Officers will be elected at the annual general meeting.
- Special Membership Meetings may be called by the Executive Council, and must be called at the written request of 75 voting members.
- A quorum of any properly called and noticed meeting of the general membership shall consist of the voting members present.

- Notice for any meetings of the general membership including special meetings, shall be given to the members, in writing by email or any other electronic method then available, at least fourteen days in advance of the date of the meeting.

### Section 3: Executive Council Meetings

- Regular meetings of the Executive Council shall be held monthly or as determined by the Executive Council on dates determined by the Executive Council. Such meetings are open to all members of the Association, but only members of the executive council will be entitled to vote.
- Special meetings of the Executive Council must be called in response to a written request for such a meeting by a minimum of three members of the Executive Council.
- A quorum of any properly called and noticed meeting of the Executive Council shall consist of those members of the Executive Council present.
- The executive may, in cases where confidential information is discussed, hold a portion of meetings in camera.

### Article 8 – FISCAL YEAR

The fiscal year of the association shall be the Calendar Year.

### Article 9 – AMENDMENTS

This constitution may be amended by a two thirds vote at any properly called and noticed meeting of the general membership provided that prior notification of the proposed amendments has been given to the members.

### Article 10 – DISSOLUTION

The Association may be dissolved at any time by a vote of two thirds of the members present at a properly called and noticed special meeting of the Association called for that purpose. Upon dissolution and after payments of all debts and liabilities, the remaining assets of the Association shall be distributed to a charitable organization in Hamilton as referenced in Article 5 Section 4.

### Schedule "A"

#### Section 1: Duties of the President

The President shall:

- Preside at all meetings of the Executive Council and of the membership;
- Exercise general supervision over the interests and welfare of the Association;
- Be an ex-officio member of all sub-committees;
- Call all Executive and General meetings of the Association;
- Represent the Association in public;
- Perform other duties as decided by the Executive Council;
- Prepare the agenda for all meetings in co-operation with other members of Executive Council;

- The President may exercise signing authorities on any payments from the Association.

#### Section 2: Duties of the Vice President

The Vice President shall:

- Act in the absence of or during the incapacity of the President;
- Perform other duties as decided by the Executive Council;
- The Vice President may exercise signing authority on any payments from the Association.

#### Section 3: Duties of the Secretary

The Secretary shall:

- Prepare, distribute and maintain accurate and detailed minutes of all meetings of the Association and the Executive Council;
- Perform other duties as decided by the Executive Council;
- Conduct and receive correspondence as necessary.

#### Section 4: Duties of the Treasurer

The Treasurer shall:

- Receive, account for and deposit in a bank all funds of the Association as directed by the Executive Council;  
Keep accurate records of all financial transactions;
- Maintain appropriate financial records which shall be subject to inspection and audit as directed by the Executive Council;
- Prepare and submit such financial statements or reports as may be required by laws or regulations and/or as requested by the Executive Council or the Association;
- Perform duties as may be assigned by the President or Executive Council;
- Exercise signing authority for any payments from the Association

#### Section 6: Duties of the Communication Co-ordinators

The Communication Coordinators shall:

- The position of the Communications Co-ordinator should be held by two (2) members. The two elected members may then split the duties as per their respective abilities and as directed by the Executive Council;
- Maintain and update the Association's website;
- Communicate with members using social media and other means;
- Draft and distribute regular paper and email newsletters as directed by the Executive Council.