

REVISED May 18, 2016

THE DEER PARK RESIDENTS GROUP INCORPORATED

BY-LAW No.1

Article 1 - ASSOCIATION NAME

- 1.1 The name of the Association shall be the Deer Park Residents Group and the acronym or short form name shall be "DPRG".
- 1.2 The DPRG may, by a majority vote of the Members at a general meeting change its name.

Article 2 - PURPOSES

The following are the purposes for which the DPRG has been organized:

- 2.1 To promote the interests of the residents of Deer Park.
- 2.2 To provide a forum where residents of Deer Park can come together to share their concerns and ideas about the community.
- 2.3 To plan, recommend and promote the adoption of such measures as will improve Deer Park and increase the safety and security of its residents.
- 2.4 To facilitate communications between the DPRG and its residents, external bodies and agencies including members of the Toronto City Council and various city departments.
- 2.5 Such other purposes as may be beneficial to the Deer Park community either directly or indirectly.

Article 3 - DEFINITIONS

- 3.1 "Dues" means subscription or membership fees payable in such amount as directed by the Board of Directors from time to time.
- 3.2 "Annual General Meeting" means the meeting of the Members in the City of Toronto, on such day each year as selected by the Board of Directors.
- 3.3 "Board of Directors" or "Board" means Members elected by a majority of Members attending an Annual General Meeting.
- 3.4 "Directors" means the members of the Board of Directors.
- 3.5 "Member" means all residents of Deer Park (as defined in Article 3.7) of legal voting age in Ontario who have been admitted to membership by the Board and paid dues and not had their membership cancelled or suspended. The Directors may in their discretion admit persons who are not resident in Deer Park but have an interest in the Deer Park

community as non-resident Members who shall have all the rights and privileges of membership.

- 3.6 “President”, “Vice-President”, “Secretary” and “Treasurer” mean such persons as may be duly appointed to such offices by the Board of Directors from time to time.
- 3.7 “Deer Park” means the district generally known as Deer Park, and for greater certainty shall mean the geographic area in the City of Toronto bounded as follows:
- (i) on the south by St. Michael’s cemetery, the west side of Yonge St to Farnham Ave and the south side of Jackes Avenue;
 - (ii) on the west by the centre line east side of Avenue Road except for Upper Canada College;
 - (iii) on the north by Mount Pleasant Cemetery and the Kay Gardner Beltline Trail; and
 - (iv) on the east by the Vale of Avoca Ravine and Mount Pleasant Cemetery, provided that the boundaries may be varied from time to time by the Members by a 2/3 vote approving new boundaries.
- 3.8 “Officers” means the persons appointed by the Board of Directors to such offices as may be decided by the Board from time to time provided that there shall always be a President, a Vice-President, a Secretary and a Treasurer and also provided that one person may fill more than one office at any time.
- 3.9 “Financial year” shall mean the calendar year.

Article 4 - **MEETINGS OF MEMBERS**

4.1 **Meetings of Members**

- 4.1.1 Notice of the time and place of meetings of the DPRG shall be sufficiently given if sent at least fourteen (14) days prior to the date of the meeting. The notice shall be delivered electronically or physically to each Member who was a Member in good standing for not less than thirty (30) days prior to the date of the General Meeting. Such notice shall state the business to be considered at such a meeting.
- 4.1.2 All Members in good standing shall be entitled to vote at meetings of the DPRG.
- 4.1.3 Twenty (20) Members present in person shall constitute a quorum at a meeting of the DPRG.
- 4.1.4 The President shall be the Chair, or in his/her absence, the Vice-President or in his/her absence a Director appointed by the Board of Directors shall preside as Chair at meetings of the Members, but if none of these is present within 15 minutes after the time appointed for holding the meeting, the Members present shall by a show of hands elect a person from the Members present to chair the meeting.

4.2 **Annual General Meeting**

- 4.2.1 The DPRG shall hold at least one general meeting of Members in each year.
- 4.2.2 The Annual General Meeting of Members shall be held in the month of April, May or June in each year, on such date as the Board of Directors may determine.
- 4.2.3 The following shall be the order of business:
 - (i) Determination of Quorum;
 - (ii) Reading and approval of the Minutes of the preceding Annual General Meeting;
 - (iii) Reports of Officers;
 - (iv) Reports of Committees;
 - (v) Approval of the financial statements;
 - (vi) Approval of actions of the Board of Directors;
 - (vii) Unfinished Business;
 - (viii) New Business;
 - (ix) Election of Directors;
 - (x) Adjournments.

4.3 **Special Meeting**

- 4.3.1 The DPRG shall hold special meetings of Members whenever called by the Board of Directors, or upon the request of not less than thirty (30) Members given in writing to the Secretary provided that the request shall state the business to be considered at such a meeting.

Article 5 - **MEMBERSHIP**

- 5.1 Membership in the DPRG shall commence from the date of payment of dues or such time as directed by the Board of Directors.
- 5.2 Members are entitled to one vote per household at General Meetings.
- 5.3 Membership in the DPRG shall be terminated upon a Member ceasing to be a resident as defined in Article 3.5.

Article 6 - **VOTING**

- 6.1 All Members in good standing shall be entitled to attend and vote at meetings of the DPRG.

Article 7 - **BOARD OF DIRECTORS**

- 7.1 The governance and management of the DPRG shall be vested in a Board of Directors.
- 7.2 The number of Members to comprise the Board of Directors shall be determined from time to time by a resolution passed by a majority of the votes cast by Members at a

meeting of the Members provided that there shall not be fewer than four (4) nor more than twelve (12) Directors.

- 7.3 Thirty percent (30%) of the Directors shall constitute a quorum for a meeting of the Board of Directors, provided that the quorum shall never be less than three (3) directors.
- 7.4 The Board of Directors shall carry out its purpose in accordance with Article 2.
- 7.5 Meetings of the Board of Directors shall be held as the Board deems necessary or desirable on not less than three days notice, or in the alternative, the Board of Directors may, by resolution, set a fixed time and place for holding meetings of the Board of Directors.
- 7.6 The Board of Directors may, from time to time, make rules and regulations for the DPRG as they may deem necessary or desirable.
- 7.7 The Board of Directors may, from time to time, appoint or dissolve such committees as it deems advisable.
- 7.8 The President of the DPRG by virtue of his or her office shall be Chair of the Board of Directors.
- 7.9 At each Board meeting, votes shall be decided by a majority of the Directors present. In case of a tie, the President, shall have a second or casting vote.
- 7.10 Directors appointed after January 1, 2016 shall be elected for a maximum nine consecutive years. A director who has served on the Board for nine consecutive years may stand for election to the Board only after being off the Board for at least one year.
- 7.11 Vacancies arising between meetings of Members may be filled by majority vote of the Directors then sitting, provided that the term of such appointees shall expire at the following Annual General Meeting at which time the appointee may stand for election. The time spent on the Board completing the year of another member shall not count toward the maximum period of nine years on the Board.
- 7.12 Termination of Directors
 - 7.12.1 Any Director can resign from the Board at any time in writing to the Secretary or President.
 - 7.12.2 A Director may be relieved of his/her office by a majority vote of Members at any Annual General Meeting or at a Special Meeting called for that purpose. If a Director is absent from more than 3 consecutive meetings without notification by e-mail or in writing to the Secretary or President he/she may be removed from the Board by a vote of the Directors.

Article 8 - **PROTECTION OF DIRECTORS**

- 8.1 No Director or any individual upon whom powers of a Director have been delegated, shall be liable for the acts, omissions or defaults of any other Director, Committee Member or other DPRG Member.
- 8.2 No Director shall be personally liable for the debts, liabilities or other obligations of the DPRG, except as required by law.
- 8.3 The DPRG shall indemnify a Director or Officer or person formerly occupying such position against expenses, judgments, fines, settlements and other amounts reasonably incurred or expected to be incurred in connection with any actual or threatened claim or proceeding against him or her by reason of the fact that he or she is, or was a Director or Officer of the DPRG and shall advance the expenses of such person provided that the Officer acted honestly and in good faith with a view to the best interest of the DPRG. The DPRG shall have the right to purchase insurance on behalf of itself, its Directors or Officers. The Board of Directors may adopt a resolution authorizing the purchase and maintenance of such insurance on behalf of any Director or Officer against any liability.
- 8.4 No Director shall vote upon any motion or resolution where such vote would place the member in a conflict of interest or otherwise impair his or her ability to vote in accordance with Article 2.

Article 9 - **OFFICERS**

- 9.1 The Board of Directors shall appoint a President, Vice-President, Secretary and Treasurer of the DPRG and such additional officers as deemed necessary or appropriate for a term to expire at the next following Annual General Meeting and shall prescribe the duties of such additional officers.
- 9.2 Duties of President:
- (i) act as the chief executive officer for the DPRG and exercise general supervision over the affairs of the DPRG;
 - (ii) preside at meetings of the DPRG;
 - (iii) call meetings to order at the appointed time;
 - (iv) announce the business before the DPRG in the proper form;
 - (v) state and put all questions properly before the DPRG; and
 - (vi) preserve order and decorum, and decide all questions of order
- 9.3 Duties of the Vice-President:
- (i) perform the duties of the president when the president is incapacitated or otherwise unable to perform his/her duties satisfactorily. A two-thirds majority vote of the Board either at a meeting of the Board or via an electronic vote is required to approve the Vice-President assuming the duties of the President;
 - (ii) maintain an updated membership roll; and
 - (iii) maintain or delegate responsibility for the organization's communication systems.

9.4 Duties of the Treasurer:

- (i) receive all moneys belonging to the DPRG, and keep them in a Chartered Bank or other depository to be named by the Directors;
- (ii) have custody of all funds and cheque books of the DPRG and keep receipts for all expenditures made by the DPRG;
- (iii) keep accurate account of all moneys received and disbursed; and
- (iv) file annual tax statements.

9.5 Duties of the Secretary:

- (i) have charge of all other property and documents of the DPRG;
- (ii) keep a record of the proceedings of all meetings;
- (iii) issue a notice to Members of all general and special meetings;
- (iv) maintain and file corporate documents annually or otherwise as required by law
- (v) perform such other duties as may be required.

Article 10 - **EXECUTION OF DOCUMENTS**

10.1 All cheques and contracts or other instruments in writing, shall, unless otherwise specifically provided, be signed by any two of the President, the Vice-President, the Secretary and the Treasurer or by any one of these together with any other Director. Such contracts or other instruments in writing, when so signed, shall be received as an act of the DPRG.

Article 11 - **OMISSIONS AND IRREGULARITIES**

11.1 No proceedings of the DPRG or of its Board of Directors shall be invalidated by any accidental omission to give notice, or by any irregularity in proceedings of any meeting of Members of the DPRG or its Directors.

Article 12 - **AMENDMENTS**

12.1 This By-law may only be amended at an Annual General Meeting or Special Meeting of the DPRG as per section 4.1.1 by a vote of not less than two-thirds of the Members present, a written notice of the proposed amendment having been provided to the Members by the Secretary in the notice of the calling of the meeting.

ENACTED AND PASSED this _____ day of _____, 20__ at the Deer Park Residents Group Annual General Meeting.

Signed by,

President

Secretary