



CONSTITUTION AND CONSOLIDATED BY-LAWS
OF THE FEDERATION OF CITIZENS' ASSOCIATIONS OF OTTAWA INC.

Consolidates 2021, 2007, 1995, 1994, 1993, 1992, 1991 & 1990 changes to 1987 articles.

FCA Bylaws June 2021

Approved: November 27, 1987

Last Revision: June 16, 2021

CONSTITUTION AND BY-LAWS
OF
THE FEDERATION OF CITIZENS' ASSOCIATIONS OF OTTAWA INC.

We, the people of Ottawa resolve to constitute a non-profit organization devoted to community interests and the needs of the citizens of Ottawa.

The name of this association shall be THE FEDERATION OF CITIZENS' ASSOCIATIONS.

By means of a motion of the Federation, the Federation will adopt, enact and accept the revised constitution dated June 07, 2007 with the purposes set out below.

Purposes:

The Purposes of the Federation of Citizens' Associations shall be:

- (1) To encourage citizen participation in the planning and development of the community and the conduct of community affairs in the City of Ottawa;
- (2) To encourage collective action and effort on matters of more than personal interest and when so empowered by Members, to act on their collective behalf;
- (3) To serve as a clearing house for information between member organizations, levels of government and their agencies and news media.

BY-LAWS:

1: Name

The name of the association shall be the FEDERATION OF CITIZENS' ASSOCIATIONS OF OTTAWA INCORPORATED, hereinafter referred to as the Federation or the FCA.

2: Head Office and Area of Operation

The Head Office of the Federation shall be in the City of Ottawa as determined by the Board of the FCA and the area of operation shall be Ottawa as deemed necessary by the Federation in order to conduct its business.

3: Attainment of Purposes

As described in the Constitution, the Federation shall be a non-profit organization devoted to community interests and the needs of residents of Ottawa.

The Federation shall not be affiliated with any single political, commercial or religious body but shall endeavour to maintain cordial relations with such bodies.

The Federation shall conduct itself with humility and mutual respect, without any form of discrimination based on sex, race, sect, religion, creed, sexual orientation, age, physical handicap, economic status or political differences of opinion.

The Federation shall conduct itself according to the following values:

- Build better communities,
- Promote civic engagement and volunteerism,
- Encourage collaboration and teamwork,
- Recognize and support diversity,
- Support environmental sustainability,
- Rely on fact-based decision-making, good governance, transparency and accountability,
- Promote integrity and respect for others.

The Federation shall seek to inform, educate, enhance and empower its members by

- Serving as an information clearing-house for information between and among member organisations, levels of government and their agencies, news media and others as appropriate;
- Promoting the development of Ottawa as a more liveable community of neighbourhoods and as a national capital that is culturally vibrant, diverse, healthy, resilient, inclusive, sustainable, caring, prosperous, civically engaged and well-governed;

- Collaborating with engaged residents, community associations, businesses, governments and others to find innovative solutions to urban & rural challenges and opportunities;
- Advocating for systemic improvements in government process, policies, plans and programs that align with the Federation's vision and core values.

The activities of the Federation shall be limited by the purposes thereof.

4: Membership

Any non-profit, voluntary community, neighbourhood, property owners', tenants' or other-like association or group based in Ottawa having as its objective to serve community interests may become a member of the Federation, hereinafter referred to as a Member, subject to such organization meeting the obligations of a Member.

While the primary focus of the Federation is on the collective interests of Ottawa community associations, and such non-profit associations are encouraged to join the Federation, other non-profit, voluntary organizations based in Ottawa will be considered by the Board for membership on a case-by-case basis. All members are expected to meet the obligations of being a Member. Reciprocal memberships or partnerships will likewise be considered by the Board on a case-by-case basis, and may be subject to change.

4.1 In the event that the Federation undertakes an action on behalf of a Member, such as an appeal to the Local Planning Appeal Tribunal, the Federation and Member will undertake a written agreement to ensure that the Member assumes all financial liability for any consequences of that action.

5: Voting Privileges and Procedures

Each Member shall be entitled to be represented at Meetings by up to two representatives but will only have one (1) vote.

Voting will either be held at Federation Meetings or electronically if deemed appropriate by the Board.

There shall be no vote by proxy.

The Chairperson of any Federation Meeting shall not lose their voting privileges by virtue of being Chair.

In the event of a tie, a motion shall be deemed to have failed.

The immediate Past-President is an ex-officio voting Member of the Federation.

6: Registration, Resignation and Expulsion of Members

On payment of dues, the Secretary shall register the name of the Member in the Membership Registry along with the name, address and phone of the Member's President or designated representative.

Any Member may resign by sending a written Notice to the Federation. In the event of such resignation, fees paid shall not be refundable.

Any Member whose actions have or may have harmed the interests of the Federation may be removed from the list of membership by the Board at a Meeting of the Board held for that purpose. Before voting on removal, the Board must receive a report from a special committee convened by the Board to investigate this charge. The convening of such a committee may be requested by any Member or Board officer. Notice in writing to the effect of such decision, providing the explanation for removal, shall be sent to the Member. To be final, such removal must be ratified at the next following General Meeting of the Federation and the expelled Member given recourse at said Meeting to give reason why such expulsion should not be finalized.

7: Fees

The amount of the fees shall be set by the Board from time to time and ratified by a majority vote at the Annual General Meeting. Fees shall be annual and are due on at the Annual General Meeting of the Federation in each calendar year. If a Member's dues are more than three months in arrears, the Member's membership may be reviewed by the Board. Members who have not paid their dues by the Annual General Meeting shall not be in good standing and shall lose their membership status: i.e. withdrawal of voting privileges at Meetings and removal from the mailing list. Only Members in good standing shall be entitled to vote on issues involving the expenditure of Federation funds.

Members who cannot pay annual membership dues for reasons of financial hardship may ask the Board in writing for membership dues to be waived or reduced. Upon receipt of said communication, the Board may waive or reduce the fee requirement for one year.

8: Meetings

8.1 The Federation shall hold a General Meeting no less than eight times a year at such time and place as may be decided by the Board. Notice in writing of such Meeting shall be sent by electronic or postal mail to Members at least seven (7) calendar days in advance of the Meeting.

A Special General Meeting may be convened by the President or by resolution of the Board or on written request of at least ten (10) Members in good

standing. The Meeting shall only deal with the specific subject for which it was convened.

An Annual General Meeting shall be held once in each calendar year. The Annual General Meeting shall be at such time and place as may be decided by the Board. Notice in writing of the Annual General Meetings shall be sent by postal or electronic mail to Members at the address recorded in the Registry at least fourteen (14) calendar days prior to the date of the Meeting. Non-receipt of such a Notice by a Member shall not invalidate the proceedings of the Meeting.

The Annual General Meeting may be held in lieu of General Meeting.

Parliamentary procedure according to Robert's Rules of Order shall be followed at all formal Meetings of the Federation.

8.2: Notice of Motion

Any non-procedural motion to be voted on at a General Meeting must be either

- sent to the Board and sent to the Members by electronic or postal mail at least seven (7) calendar days in advance of the Meeting, or
- tabled as a Notice of Motion at a previous General Meeting. Such motions may be amended at a Meeting without further notice needing to be given.

Notwithstanding the above, Members may waive this Notice provision by unanimous agreement at a Meeting, with the exception that Notice must always be given for motions to expel Members under Section 6.

This Section does not apply to Notice for Amendments to the Constitution and By-Laws of the Federation, which is defined in Section 15.

9: Quorum

One third of the Members in good standing plus one (1) Board officer shall be deemed to constitute a quorum for a General Meeting or a Special General Meeting. Representation from a simple majority of Members in good standing is necessary to form a quorum at the Annual General Meeting.

10: Board

The composition of the Board of the Federation shall consist of a President, Past President, Vice-President, Secretary, Treasurer, and up to 8 Directors-at-Large.

Board officers are elected annually at the Annual General Meeting.

Only one executive officer may be elected from any one Member.

The immediate Past President is an ex-officio voting member of the Board.

10.1: Term

The Board shall hold office from the close of the Annual General Meeting at which the Board officers are elected to the close of the subsequent Annual General Meeting.

10.2: Powers

The Board shall have full power and authority to:

- Manage and control the affairs of the Federation,
- collect membership dues and to receive donations in money and kind,
- Authorize expenditures on behalf of the Federation and to do such banking,
- Handle legal affairs and
- Exercise all such powers of the Federation as noted in the Ontario Non-Profit Corporations Act.

10.3: Duties of Officers

The PRESIDENT shall be the Chief Executive Officer of the Federation and shall preside at all Federation Meetings. The President or his or her nominee shall be the chief spokesperson of the Federation and maintain liaison with Members, news media and other bodies;

The VICE-PRESIDENT shall assist the President in any way possible, chair meetings in the event of the President's absence and act on his or her behalf when called upon to do so.

The TREASURER shall be responsible for all funds of the Federation and maintain adequate records so as to be able to provide up-to-date information when called upon to do so at any Meeting and prepare annual accounts, annual budget and the materials required for the annual audit.

The SECRETARY shall attend to and maintain files of all minutes of the Board, General and Annual General Meetings of the Federation. The SECRETARY shall maintain a membership list.

Notwithstanding the above, it shall be the responsibility of all Board officers to ensure the following duties are performed:

- Keep Members informed of the activities of the Federation,
- Keep the Federation apprised of the concerns of Members,
- Prepare and distribute press releases,
- Take care of correspondence,
- Review requests for membership,
- Keep in contact with relevant non-member associations and groups and with government and government agencies,
- Carry out the objectives and directives of Members as decided on at Meetings of

the Federation.

The Board also may request additional funds from Members or accept financial or other support from other sources provided that the acceptance of such support shall be communicated to the Members at the next Meeting of the Federation.

10.4: Vacancies, Resignations, Removal

VACANCIES may be filled by the Board by pro-tem appointments from among the representatives of the Members. Such appointments must be ratified and approved at the next Annual General Meeting of the Federation.

Any Board officer may resign by submitting written notice to the President. The President may resign by submitting written notice to the Board.

The Members of the Federation may remove any Board officer before the expiration of his or her term of office by a resolution passed by at least two-thirds of the votes cast at a Special General Meeting called for that purpose.

Any Board officer who misses more than three consecutive Board Meetings without good cause shall be deemed to have resigned. The vacancy shall be filled by the Board as per the above.

10.5: Meetings

The President may convene a Meeting of the Board as deemed necessary.

The President shall give at least seven (7) calendar days' Notice of Board Meetings.

Any Board officer may call for a Special Meeting of the Board. At least 48 hours Notice must be given for the Meeting.

Board Meetings may be held through electronic means, if feasible and agreed to by a quorum of the Board. Such an electronic meeting may not endure more than 48 hours.

Minutes of Board Meetings will be taken and distributed to Members within seven [7] calendar days.

10.6: Voting Procedures

Each Board officer shall have one vote at the Board. There shall be no votes by proxy. Matters arising at a Meeting of the Board shall be decided by a simple majority unless otherwise required. Motions resulting in a tie vote shall be deemed to have failed.

10.7: Quorum

A minimum of five (5) officers shall constitute a quorum at a Board Meeting.

10.8: Liability

No Board officers, their heirs, estate or executors shall be liable for any loss or damage which shall happen in the execution of the duties of their office, unless the same shall occur through their own dishonesty, misconduct, willful default or neglect.

10.9: Remuneration

No Board officers shall receive compensation either directly or indirectly for active

service nor shall any officers profit directly or indirectly from their office. Board officers may be compensated for reasonable expenses incurred in the performance of their duties.

10.10: Board Discretion

If the Board is confronted with the need to act urgently on behalf of the Federation collectively on a time sensitive matter, it will be considered to be so empowered by members if the action is consistent with the Federation's purposes as contained in the by-laws. Any such exercise of discretion must be reported to members at the next General Meeting following its exercise.

11: Committees

The Board may establish such committees as it deems necessary for the conduct of such business as it deems necessary with such powers as it deems fit. Any such committee shall be subject to such regulations and directions as the Board may establish but no such regulations or directions may exceed the powers granted to the Board itself by the Members. Any expenditure by such a committee must be approved by the Board. Such committees shall exist at the pleasure of the Board and shall cease to exist after an Annual General Meeting unless reappointed by the Members at a General or Annual General Meeting or reconstituted by the Board.

12: Nominating Committee

The President in consultation with the Board shall appoint a Nominating Committee comprising the President and two representatives of Members who are not themselves seeking office at least two months prior to the holding of the Annual General Meeting. The recommendations of the Nominating Committee shall be presented to the Board for circulation with the Notice of Meeting for the Annual General Meeting.

Notwithstanding the existence and recommendations of the Nominating Committee, nominations shall be accepted from the floor at the time of the Annual General Meeting.

13: Elections

Any person standing for election as a Board officer must be a representative from a Member in good standing of the Federation.

If there are insufficient candidates to fill the Board positions, remaining Board officers may be appointed by the Board.

Any contested Board position shall be decided by secret ballot. Only Members in good standing may vote.

The Nominating Committee members shall be responsible for counting of ballots and their count shall be final. Recounting shall be done in case of a tie or when the margin of difference is three (3) votes or less.

14: Financial Matters

All funds of the Federation shall be dealt with in the Federation's name and managed by the Treasurer. At least two Board officers, one of whom must be the Treasurer or the President, shall have signing authority. All cheques must be signed by and any withdrawals must be authorized by two signing officers.

Federation funds shall be deposited within a reasonable length of time with an institution which is a member of the Canada Deposit Insurance Corporation or Deposit Insurance Corporation of Ontario.

The Federation may accept most goods, services or cash donations offered, however it reserves the right to refuse contributions from certain organizations, businesses and individuals if it is deemed by the Board that its acceptance would not be in the best interest of the Federation.

14.1: Fiscal Year

The fiscal year-end of the Federation shall be the April 30 or as determined from time to time by the Board.

14.2: Auditor

If deemed appropriate, the Members at each Annual General Meeting may appoint a qualified Accountant to be the auditor. The remuneration of such an auditor shall be decided by the Board. Failing such an appointment, Members at each Annual General Meeting may appoint two Member representatives, who are not officers of the Federation to review the Financial statements prepared by the Treasurer. The Financial statements shall consist of a Statement of Income and Expenses, Bank Reconciliation, and Balance Sheet, if applicable.

15: Amendments

Amendments to the Constitution and By-Laws of the Federation may be proposed by the Board or in writing by a Member in good standing. These amendments may be voted on at the Annual General Meeting or at a General Meeting. The requirement for Notice for these amendments shall be the same as for Notice for the General Meeting.

Proposed amendments to the Constitution and By-Laws of the Federation require ratification by two-thirds majority of Members present and voting at the Meeting to take effect.

16: Dissolution

A resolution to dissolve the Federation require approval of two-thirds of the Members present and voting at a General Meeting of the Federation. Following the passage of such a resolution, the Board shall take adequate action to pay just debts and shall return the balance of the funds on hand to Members in good standing on a pro-rate basis.

17: Effect

This Constitution shall come into effect when passed by a two-thirds majority of those Members attending a General Meeting in which Quorum is present. This Constitution, as amended from time to time, will continue to stay in effect until such time as a new Constitution is approved.