



Centretown Citizens Ottawa Corporation Bylaw No. 4 Explainer

Bylaws are legal documents outlining how CCOC must operate as a member-based non-profit organization. CCOC's Board Directors and Members can use the Bylaw as a guide to understand their roles and responsibilities in governing the organization.

This document explains the Bylaw in plain language. This document doesn't replace the Bylaw, but it can help you find your way to the right section of the Bylaw. If you're unsure, always check the full Bylaw.

The Bylaw has 10 parts that cover specific topics and 7 schedules with extra details about certain roles.

Parts

Part 1 – GENERAL

This section introduces the Bylaw. It includes definitions of key terms, and instructions for using and updating the Bylaw.

Part 2 – FINANCIAL AND RELATED MATTERS

This section outlines the Board's responsibility to manage CCOC's finances. The Board makes sure all financial records and documents are updated. The Board also makes sure CCOC's borrowing, signing, and banking happen responsibly. This section sets CCOC's financial year end as December 31. This date can be changed by the Board.

Part 3 – MEMBERS

CCOC has one type of membership. Members must live in the City of Ottawa or the surrounding area. They must agree to support the best interests of CCOC and follow the CCOC Code of Conduct.

There is an annual application and approval process for new members. The Board can refuse or take away membership. The Bylaw explains the appeals process if membership is denied.

Part 4 – MEMBERS' MEETINGS

CCOC must have an Annual General Meeting (AGM) every year. The meeting will happen on a set date in the City of Ottawa. Members will receive notice of Members' Meetings ahead of time.

At the AGM, members elect new Board members, review and approve the financial statements, appoint the auditor, and review the annual report. At least 20 members must attend the meeting.

Members can propose topics for the meeting ahead of time, and/or call meetings themselves. The Bylaw explains how this can happen.

Part 5 - DIRECTORS

The Board has 14 Board Directors. Directors must be members, over 18, and not be paid employees of CCOC. At least 3 Directors must be CCOC tenants.

Once elected, Board Directors stay on the Board for 3 years. They can be re-elected a maximum of 3 times in a row.

The Nominations and Board Development committee recruits potential Board candidates every year. Board candidates are elected by members during the AGM. The Bylaw also explains what to do if there are empty seats on the Board during the year, for example, if someone leaves the Board for any reason.

Part 6 - BOARD MEETINGS

This section explains how Board meetings work. Board meetings can be called by the Board President and/or Chair, any of the table officers, or any 2 Board Directors who give written notice.

Board meetings happen monthly, with notice and documents sent out to all Directors at least 5 days ahead of time.

More than half of the Board Directors must be present at a meeting for the meeting to go ahead. A Director who can't attend a meeting cannot send someone else in their place.

Part 7 - OFFICERS

Table Officers are Board Directors who have specific roles and responsibilities. The Table Officers are President, Chair, Vice-President, Secretary, and Treasurer. The Bylaw schedules describe their roles.

The President is elected by the members at the AGM. The other officers are appointed by the Board Directors at the first meeting of the Board after the AGM. Officers stay in their positions for 1 year, or until the next officers are appointed.

Part 8 - DUTIES OF DIRECTORS AND OFFICERS

The Board Directors supervise the management of CCOC. Directors must act honestly, with care, and be aware of private, personal, and sensitive information they may hear as Board

Directors and always handle this information carefully. Directors are insured by the corporation.

Directors must make the Board aware of any conflicts of interest they might have during a meeting, or in Board discussions and/or duties.

Part 9 – COMMITTEES

There are two Board committees: the Executive Committee and the Finance and Audit Committee.

The Board can create other Board committees if they choose. Board Committees are made up of Board Directors and can make decisions on behalf of the Board.

The Board can also create Advisory committees. Advisory committees are usually chaired by a Board Director to make recommendations to the Board about specific topics. Advisory committees can have a wider range of participants and can be more flexible in the business they conduct, but they can't make decisions on behalf of the Board.

Part 10 – NOTICES

Notice of meetings will be sent out electronically, by mail, or personally delivered. Notices for Member Meetings will be sent to all members, officers, and/or committee members, depending on meeting requirements.

Schedules

Schedule 1: MEMBERSHIP POLICY

This section describes the membership process, including eligibility, member rights, and privileges. People who want to become members must apply by the annual deadline. Existing members must renew their membership before the deadline every year if they want to remain a member. Members must follow the Code of Conduct, otherwise their membership may be revoked.

Schedule 2: NOTICE OF SPECIAL MEETING

This section outlines the process for notifying members ahead of a special meeting. Notice must include date, time, place, and any supporting documents/materials for the meeting.

Schedule 3: DUTIES OF THE PRESIDENT

This section describes the role of the Board President. The Board President is responsible for representing the Board of Directors and supporting the Executive Director.

Schedule 4: DUTIES OF THE CHAIR

This section describes the role of the Board Chair. The Chair runs the Board meetings and supports Board governance. Usually, the President or Vice-President is also the Chair.

Schedule 5: DUTIES OF THE VICE-PRESIDENT

This section describes the role of the Vice-President. The Vice-President supports the Board President. They're also responsible for chairing a Board committee and supporting the Executive committee.

Schedule 6: DUTIES OF THE SECRETARY

This section describes the role of the Secretary. The Secretary makes sure the Board minutes are properly captured and filed with CCOC's lawyers. They also support the Executive committee and another committee of the Board.

Schedule 7: DUTIES OF THE TREASURER

This section describes the role of the Treasurer. The Treasurer monitors the financial health of CCOC, supporting the Director of Finance. They also direct the Board on financial strategies and planning, risk management, financial policies and compliance, funding agreements and requirements of these agreements and the annual audit process. The Treasurer supports the Finance and Audit Committee.