

MGPDOA Board meeting Minutes July 30, 2014
Held at the Machovecs' residence, 39 Winslow Drive

Those in attendance:

Frank Machovec (co-chair)
Cathy Guttek (treasurer)
Rosalyn Jones-Smith (member-at-large)
Cathy Kelly (member-at-large)

Regrets:

Colin Lang (co-chair), Sherri Tufford (member-at-large), Lauren Smith (member-at-large), Heather Hartry (secretary)

1. The meeting came to order at 19:05

2. Motion: That the minutes of the May 6, 2014 meeting be accepted as circulated—(moved by Jones-Smith, seconded by Guttek)--- carried.

3. Co-chair report:

- a) Frank Machovec reported briefly on WINDOG activities, income tax filing, the land dedication reserve grant, and membership levels (110 paid since the last AGM).**
- b) It was noted that we need to liaise with City Parks and Open Spaces about wood chip distribution and the installation of the fourth in-ground waste bin.**
- c) It was agreed that we consult with the Hartrys (the BBQ cooking crew) about the acquisition of a propane grill for our events. The possibility of soliciting a donation of a grill was considered.**

4. Treasurer's report: Cathy Guttek presented summaries of recent financial activity, and she noted that the present bank balance is \$5485.15.

5. Discussion of Spring barbecue: Cathy Guttek presented a summary of revenue and expenses from the recent barbecue. It was noted that the Association netted approximately \$1000 at the event. It was agreed that the event went well with approximately 200 visitors.

6. It was agreed that the fall barbecue will be scheduled for Saturday, September 27 from noon to 2:00 P.M. Frank Machovec is to extend an invitation to Kathleen Clear to participate in the event.

a) It was moved by Jones-Smith, seconded by Guttek, that we purchase an event canopy as part of the group order being made by the Kilcona Dog Club—motion carried.

7. It was agreed that the tentative date for the annual general meeting will be the evening of Tuesday, November 18 at the Louis Riel Library.

8, By-law review: Frank Machovec presented a brief review of proposed changes to the Association's bylaws. These changes were recommended in previous board discussions and are intended to clarify and simplify the bylaws. It was moved by Cathy Guttek, seconded by Cathy Kelly that the board accept the set of proposed bylaw revisions as presented at the July 30 meeting, and these proposed revisions are to be presented to the membership at the 2014 AGM—motion carried.

9. Garbage bins : It was noted that three of the four in-ground bins have been installed. It was agreed that the fourth bin should be installed as close to the river as possible in the area beyond the forest. It was further agreed that two wire-mesh bins should be re-located in the small dog enclosure and near the river in the vicinity of the existing bench. The latter bins will be emptied by volunteers. Frank Machovec is to send an email and Facebook notice about the new bins.

10. New business:

a) Petiquette brochure: It was agreed that financial contributions toward the reprinting of the brochure be deferred until new park groups are established so that all logos may appear in the revised document.

b) General discussion took place about dog parks in other localities

11. Adjournment: 21:10

Respectfully submitted

Frank Machovec

July 31, 2014

Summary of proposed changes to MGPDOA Bylaws

The board of directors has reviewed our existing bylaws (last updated in 2011) to clarify them, remove some contradictions, and reflect current practice.

Several articles have been modified, and the order of bylaws has changed.

The following is a summary of the recommended changes:

Addition of a statement of purpose for the Association

Definition of the entitlements of members

Removal of the "outgoing chairpersons" from the board of directors (in keeping with recent practice)

Removal of a reference to "removal of a member without cause"

Addition of an obligation to name two members annually to review financial reports prior to the AGM

Definition of business to be conducted at the AGM

Definition of signing authority for Association cheques

Requirement to post notices of board meetings, agenda, and minutes on the website

Expanded language about procedures for dissolving the Association

Removal of redundant, incorrect, or ambiguous articles

**BYLAWS OF MAPLE GROVE PARK DOG OWNERS' ASSOCIATION
INCORPORATED, (referred to as the Association) – approved Oct. 2009, updated
Nov. 2010 and Nov 2011**

A. STATEMENT OF PURPOSE

1. To protect, maintain and advance the interests of members by:
 - a) Lobbying and working with the City of Winnipeg, and acting as a steward to maintain and improve Maple Grove Park,
 - b) Creating a positive atmosphere for people and animals to socialize,
 - c) Mentoring dog owners and their dogs who visit Maple Grove Park,
 - d) Preventing and/or reducing conflict between dogs, dog handlers and other users of Maple Grove Park.

B. MEMBERSHIP

2. Any person associated with the care of and/or responsibility of caring for a dog or dogs and/or any person who supports the objectives of the Association may be a member of the Association.

3. Any Member in Good Standing shall be entitled to:

- a) Receive notice of general and special meetings of the Club
- b) Attend any meeting of the Club, including Board meetings as an observer,
- c) Vote at any general or special meeting of the Club
- d) Be nominated and hold any office if of legal age.

4. Corporate memberships will be made available at the discretion of the Board of Directors.

5. Honourary memberships are for the duration of the life of the recipient so honoured unless cancelled by subsequent action of the Association. Honourary members are not required to pay dues and cannot vote nor hold office.

6. Membership in the Association shall not be transferable.

7. The annual membership fee shall be determined by the Board of Directors and ratified by the members at the annual general meeting.

8. All members are in good standing except a member who has failed to pay his/her current annual membership fee, other subscription or debt due or owing by him/her to the Association. He/she shall remain not in good standing so long as the debt remains unpaid.

9. Membership shall cease upon:

- a) non-payment of annual membership fee for more than one (1) year,
- b) the request in writing by the member to either of the Chairpersons
- c) the passing of a resolution by the Board of Directors following a hearing of complaints against the member of conduct prejudicial to Association, having

been given a fair and full hearing.

10. The Secretary of the Association shall notify the members of dues payable by them and if such dues are not paid within thirty (30) days of the date due, the members in default shall cease to be members in good standing until such time as those members have made payment in full of all unpaid dues.

C. BOARD OF DIRECTORS

11. The business of the Association shall be carried out by a Board of Directors consisting of two Chairpersons, Secretary, Treasurer, and at-large board members.

12. The Chairpersons shall have general supervision of the activities of the Association and shall perform such duties as may be assigned by the members. Chairpersons may preside jointly or singly at meetings.

13. The Secretary shall be responsible for recording the minutes and transactions of meetings of the Association and shall keep and be responsible for all records, correspondence, and other documents.

14. The Treasurer shall be responsible for all moneys of the Association and shall keep full and accurate accounts receipts and disbursements of the Association.

15. The offices of Secretary and Treasurer may be held by the same person if the membership deems it to be fitting

16. There shall be a minimum of four (4) and a maximum of eight (8) at-large members of the Board of Directors. These members shall assist in the deliberations of the Board and perform other duties as assigned by the Chairpersons, board, or general membership.

17. The term of office for all members of the Board of Directors shall be one (1) year from the Annual General Meeting at which they were elected. Each member of the Board of Directors must be a member in good standing of the Association.

18. Any Board member may be removed from office by a vote of a majority of the members in good standing present at a properly called meeting of the membership.

19. Meetings of the Board of Directors shall be held as often as the business of the Association may require and shall be called by the Chairpersons. A meeting of the Board of Directors may be held at the close of every Annual General Meeting of the Association without notice. Notice of all other meetings, specifying the time and place thereof shall be given in writing to each member of the Board of Directors within a reasonable time before the meeting is to take place, but non-receipt of such notice by any Board member shall not invalidate the proceedings at any meeting of the Board of Directors. . Committee chairpersons may be invited to attend meetings of the Board of Directors at such time and in such place as may be deemed necessary.

20. No officer shall be remunerated for being or acting as an officer, but an officer may be reimbursed for all expenses necessarily and reasonably incurred by him/her while engaged in the affairs of the Association.

21. The Board of Directors may authorize the expenditure of up to \$500 for Association projects without the approval by the general membership. Approval for expenditures over \$500 may come at the Annual General Meeting, at an extraordinary meeting or by email vote among members in good standing provided at least twenty-one (21) days notice is given for voting. The treasurer is authorized to acquire indemnity insurance for members of the Board of Directors over the \$500 restriction provided that the expense is authorized by the Board of Directors.

22. In the event that there should be a vacancy on the Board, the remaining Board members may nominate a replacement from members in good standing, and the term of office for this candidate shall end at the next Annual General Meeting.

D. COMMITTEES

23. A sub-committee may include persons who are not members of the Association; however, at least two (2) persons on the sub-committee shall be members.

24. The following shall apply with respect to the proceedings of a committee:

- a) At least one (1) Association member is to be present at meetings;
- b) A Chairperson will be selected by vote of the members of the committee;
- c) The Chair of the committee will report to the Association on an as-required basis;
- d) The committee will appoint a secretary for the purposes of recording minutes of meetings.

E. FISCAL YEAR

25. The fiscal year of the Association shall be the period from November 1, in any year, to October 31 of the following year.

F. MEETINGS AND QUORUM

26. The Annual General Meeting of the Association shall be held within six (6) months of the end of each fiscal year of the Association.

27. Twenty-one (21) days' notice of a meeting, specifying the, day and hour of the meeting and, in the case of special business, the nature of such business, shall be given to the members. Notice shall be given via e-mail and at the park. The non-receipt of the e-mail notice by any member shall not invalidate the proceedings at any meeting.

28. At each annual meeting of the Association, the following items of business shall be dealt with and shall be deemed to be ordinary business:

- a) minutes of preceding general meeting;
- b) consideration of the annual report of the Chairpersons;
- c) consideration of the treasurer's report
- d) election of the board of directors

29. The Association shall make a written report to the members as to the financial position of the Association and the report shall contain a balance sheet and income statement.

30. No business shall be transacted at any meeting of the Association unless a quorum of members is present at the commencement of such business and such

quorum shall consist of a minimum of ten (10) members being in good standing. No business shall be transacted at a Board of Directors meeting unless a minimum of four (4) members are present.

31. If, within one-half hour of the appointed time for the meeting, a quorum of members is not present, the meeting, if convened upon the requisition of the members, shall be dissolved. In any other case, it shall stand adjourned to such time and place as a majority of the members then present shall direct and if, at such adjourned meeting, quorum of members is not present, it shall be adjourned sine die.

32. Either or both of the chairpersons of the Association shall preside as Chairpersons at every general meeting of the Association. If neither Chairperson is present, the members present shall choose someone of their number to be Chairperson.

33. Chairpersons shall have the right to vote.

34. A Chairperson may, with the consent of the meeting, adjourn any meeting from time to time and from place to place; but business left unfinished at the meeting from which the adjournment took place will be carried forward to the next meeting as new business.

35. An extraordinary general meeting of the Association may be called by a Chairperson if requested in writing by at least ten percent (10%) of the members of the Association.

G. VOTING

36. Voting shall be done by a show of hands or, in the case of removal of an officer, by secret ballot.

H. RECORD KEEPING

37. Documents, records, minutes and account records shall be open to inspection by any member of the Association. Documents of the Association shall be open to inspection by any other person at such time and upon such conditions as the Board of Directors may, from time to time, determine.

38. Notices of meetings, meeting agendas, and meeting minutes shall be posted on the Association website,

39. The Association may impose a photocopying charge with respect to any document made available pursuant to this bylaw. A copy of the Bylaws shall be provided to Association members at no charge.

I. SIGNING AUTHORITY

40

- a) Up to four directors shall have signing authority for the accounts of the Association:
- b) The Treasurer and one other Director with signing authority shall sign each cheque drawn on the monies of the Association.
- c) Designated individuals shall not exercise their signing authority in circumstances where conflicts of interest exist or could be seen to exist, including when the signing authorities are related by blood, adoption, marriage or

common-law relationship.

J. AUDIT OF ACCOUNTS

41. The Board shall appoint two qualified members of the Club to audit the books, accounts and records of the Club at the end of each fiscal year. Neither Member shall be a Director of the Club or be related by blood, adoption, marriage or common-law relationship to any Director.

K. AMENDMENTS

42. Amendment of the Bylaws may take place at the Annual General Meeting provided changes have been circulated to all members in good standing twenty-one (21) days prior to the meeting and the majority of members in attendance support the amendment.

L. MISCELLANEOUS

43. The Association shall file with the Registrar, with its annual statement, a list of members of the Board of Directors with their addresses, occupations and dates of appointment or election, and within fourteen (14) days of a change of officers, notify the Registrar of the change.

44. The Association shall file with the Registrar a copy in duplicate of every special resolution within fourteen (14) days after the resolution is passed.

45. Preparation of minutes, custody of the books and records, and custody of the minutes of all of the meetings of the Association and of the Board of Directors shall be the responsibility of the Chairpersons and assigned delegates.

46. Contracts, deeds, bills of exchange or other instruments and documents may be executed on behalf of the Association by the Chairpersons or otherwise as prescribed by resolution of the members.

47. The borrowing powers of the Association may be exercised by special resolution of the members.

48. No part of the income of the Association shall be payable or otherwise available for the personal benefit of any member or officer.

M. DISSOLUTION OF THE ASSOCIATION

49. The Association may dissolve itself at a duly constituted General Membership Meeting subject to the following:

- a) Members shall be informed of the meeting according to Article 27.
- b) The non-receipt of the notice of meeting by any member shall not invalidate the proceedings of the meeting.
- c) The motion to dissolve the Association shall be approved by a two-thirds (2/3) majority of votes cast.
- d) In the event of winding up or dissolution of the Association, the funds and assets of the Association remaining after the satisfaction of its debts and liabilities shall be given or transferred to an organization with similar purposes pursuant to the Income Tax Act (CON).