

***Maple Grove Park Dog
Owners' Association***

(MGPDOA)

Bylaws

2016

BYLAWS

(referred to in this document as MGPDOA, or the *Association*)

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 person who supports 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 Association
 - b) Attend any meeting of the Association, including Board meetings as an observer
 - c) Vote at any general or special meeting of the Association
 - 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. At the discretion of the Board, an Honourary membership may be awarded to a member for the duration of the life of the recipient. The recipient is 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 and ratified by the members at the annual general meeting. The fee is payable by October 31st of the current year.
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 the President or the Vice President
 - 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 **Membership Director** 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 is carried out by a Board of Directors and its Officers consisting of a number of positions which are filled by elected volunteers proven to be Members in Good Standing.

Board Positions

12. Unless otherwise specified by the Board through a Special Resolution, changes that modify, restrict or supplement the duties and powers assigned to each Board positions, those elected to the Board will have the following duties and powers:
- **Executive Past President is new position the Board is recommending to members. The Executive Past President is a Director of the Board and an Officer of the Association. With the possibility of electing new Board members, it is important to have continuity. Having a person in this position can help Board members, new and existing, to maintain a level of the historic knowledge of the park, and the success or failure of past activities.**
 - **The President and Vice President** may share duties as the Board sees fit. The President and Vice President may preside over all meetings, either jointly or singly.
 - The President is a Director of the Board and **an Officer of the Association**. The President has general supervision of the activities of the Association working closely with the Vice President and the Executive Past President. The President will also have such other duties and powers as the Board may specify.
 - Vice President is a Director of the Board and an Officer of the Association. If the President is absent or is unable or refuses to act, the Vice President will, when present, preside at all meetings of the Board of Directors and of the members. The Vice President will have such other duties and powers as the Board may specify.
 - The Treasurer is a Director of the Board and an Officer of the Association. The Treasurer is responsible for all moneys of the Association and for keeping full and accurate accounts of receipts and disbursements of the Association. The Treasurer will store documents and provide easy access to them for the current and previous year. Documents from years prior to that should be archived according the procedure. The offices of the Secretary and the Treasurer may be held by the same person if the members deem it to be fitting.
 - The Secretary is a Director of the Board attending all meetings of the Board, members and committees of the Board.

The Secretary will:

- Enter, or cause to be entered, in the Association's minute book, the minutes of the proceedings of all meetings
- Give, or cause to be given, as and when instructed, notices to Directors, the public accountant, members and invited committee members
- Notify members of dues payable by them by the due date
- Be the custodian of all books, papers, records, documents, correspondence and other instruments belonging to the Association following the procedure to manage documents

The offices of the Secretary and the Treasurer may be held by the same person if the members deem it to be fitting.

- Director of Communication supports the Association, working with other members to prepare both online and paper communication using functions such as social media (Facebook, Twitter, etc.), maintaining the Association's website, and preparing and distributing posters, brochures, etc. using information from the Association's resources.
- Director of Membership manages all records related to the membership ensuring privacy issues are handled securely.
- Director of Marketing and Promotion develops and implements a marketing plan that is suited to the MGPDOA's mandate and vision.
- Members at large—a minimum of four (4) and a maximum of eight (8)—are Directors of the Board. In these positions, individuals are encouraged to share their ideas and concerns related to the Association as they see them. They provide support and assistance in any form that is needed for scheduled events and ongoing procedures. Any assignments must take into consideration the person's availability.

Officers of the Board

13. The powers and duties of all other Officers of the organization will be such as the terms of their engagement call for or the Board or President requires of them. The Board may, from time to time, vary, add to or limit the powers and duties of any Officer.

Operational Guidelines

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 **President and Vice President**. 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 Chairs** 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 of the Board 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 the President or Vice President, or both, will preside over every general meeting of the Association. If neither is present, the members present will choose someone of their number to chair the meeting.
33. At any meeting, the President, Vice President and any Committee Chair shall have the right to vote.
34. The meeting chair may, with the consent of the meeting members, 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 the President or Vice President 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. The Treasurer and one other Director with signing authority shall sign each cheque drawn on the monies of the Association.
 - a) Up to four (4) Directors shall have signing authority for the accounts of the Association
 - b) 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 Association to audit the books, accounts and records of the Association at the end of each fiscal year. Neither member shall be a Director of the Association 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.

M. 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 **President and Vice President** and assigned delegates.
46. Contracts, deeds, bills of exchange or other instruments and documents may be executed on behalf of the Association by the **President and Vice President** 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.

N. 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)*.

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