

Harbord Village Residents' Association Constitution and Bylaws

(Adopted May 31, 2000. Amended September 27, 2001; October 21, 2003; October 17, 2006; October 21, 2008; October 18, 2011; May 28, 2015; October 17, 2016; October 19, 2017)

1. Name and Boundaries

(a) The name of the association shall be the Harbord Village Residents' Association (HVRA).

(b) The association is open to and shall work for the benefit of residents of the District in the City of Toronto bounded by College Street, on the south, Bloor Street West, on the north, Spadina Avenue, on the east, and Bathurst Street, on the west.

2. Mission Statement and Values

Mission Statement

HVRA is a volunteer organization of residents committed to strengthening and preserving the stability, distinctive character and quality of life of our neighbourhood. We will conduct our mission through leadership, community involvement and enabling residents to exercise their rights.

Values

- We recognize diversity as a key strength of our community, and actively seek to understand different points of view;
- We strive for and actively work to build consensus—while recognizing that the concerns of those most impacted by an issue must be addressed;
- We measure our actions against the standard of a “good neighbour,” valuing cooperation and mutually beneficial solutions;
- We value the stable, residential nature of our neighbourhood and will seek to preserve, protect and strengthen the characteristics which support this.

3. Membership

(a) Any resident of Harbord Village who signs up as a member shall be a member of HVRA. Only members who are up-to-date in the payment of membership fees may stand for office and vote at general meetings of HVRA

(b) Membership fees shall be for the fiscal year in which they are paid, except that members who pay fees after September 1 and are paying for the first time shall have paid-up membership until the end of the following fiscal year.

(c) No member whose dues are in arrears shall be entitled to vote at any meeting of the Association.

(d) Any resident of the district may, without paying membership fees, be a non-voting participant in Association activities, except as provided in Art. 6 (b), with the status of Associate Member.

(e) Voting membership is available in two types, Individual or Family (two or more persons occupying the same accommodation). Each membership is entitled to one vote.

4. Annual and Special Meetings

(a) The Annual Meeting of the membership shall be held each year on a day determined by the Board, during October or November of each year

(b) Special Meetings of the membership may be held at such times as may be determined by the Board.

(c) Notice of the annual or a special meeting shall be circulated to the community by the Secretary at least fifteen (15) days before the date of the meeting. The notice shall state the agenda. The Annual Meeting shall include the election of the Board and of the Nominations and Constitutional Committee, the approval of the financial statement for the previous fiscal year and an interim statement for the current fiscal year

(d) A quorum for any Annual Meeting shall be thirty (30) paid-up members. The quorum for each special meeting shall be set in advance by the Board, provided that any special meeting that passes motions or elects officers shall have a quorum no less than that of the Annual Meeting.

(e) At all meetings of members every question shall be decided by a majority of votes of paid-up members present, including the Chair. A tie vote on any motion shall cause the defeat of the motion. Every question shall be decided by a show of hands, unless a secret ballot is requested by three voting members present. The Chair shall determine the modalities of a secret ballot.

5. Board

(a) The Board is the governing body of the Association and should be composed of ten (10) elected Area members, plus the elected Officers, and the immediate past Chair as a voting ex-officio member. In addition, as noted in Section 10 (b), there may be up to three (3) Ad Hoc Board Members appointed on an annual basis, who would be considered as Board Members for all intents and purposes, except as noted in Sec. (i).

(b) The Board shall meet once a month on a day determined, except during July and August, when it shall meet at the Board's discretion. Any paid-up member of the Association may attend Board meetings as an observer, and on the invitation of the Board, may participate in the discussion.

(c) A majority of the members of the Board shall constitute a quorum for all meetings.

(d) A schedule for meetings of the Board shall be determined by the Board soon after the Annual Meeting and communicated to all members. Any changes that should become necessary will be announced to Board members and chairs of Standing Committees in writing or by telephone, as the Secretary or the Chair may deem expedient. No accidental failure of notice to a single Board member shall invalidate such meeting or make its proceedings void.

(e) At all Board meetings, except as otherwise specifically provided by a majority vote of the Board, questions shall be decided by not less than a simple majority of members present. In case of a tie vote on any motion, the motion shall fail.

(f) Any vacancy occurring in the membership of the Board between annual meetings may be filled by a majority vote of the remaining Board members from among paid-up members of the Association, to serve until the next Annual Meeting.

(g) A Board member shall be disqualified from holding office if that member should cease to maintain his or her principal residence within the District or if that member should be absent from three Board meetings without providing reasons therefor considered satisfactory by a majority of the members of the Board.

(h) Board members may be removed before the expiration of their terms of office by a resolution passed by at least two-thirds of the votes cast at a Special Meeting of members. Notification of such meeting shall specify its purpose. Any member may be elected for the remainder of the term, in place of the Board member removed, by a majority of the votes cast at such Special Meeting.

(i) In order for the Board to meet special needs from time to time and to be able to utilize the expertise which exists in our membership, one or two additional positions on the Board may be created by a motion adopted at the AGM and filled by a vote of that AGM. A member of the Board so elected shall be called a 'Specialist Member' and shall serve for one year.

6. Officers

(a) There shall be six (6) officers of the Association: a Chair, a Vice Chair, a Secretary, a Treasurer, a Membership Secretary, and a Webmaster.

The Chair shall be elected by the membership at the Annual General Meeting and serve at least one (1) 2-year term and can be elected to a maximum of one (1) additional 2-year term

The Vice-Chair shall be elected annually by the membership at the Annual General Meeting. The Vice-Chair will stand in for the Chair in the event of absence. The Vice-Chair serving during the final year of the Chair's last term will succeed as Chair the following year.

The Immediate Past Chair is an ex-officio voting member of the Board whose term is concurrent with the term of the current Chair.

The remaining officers shall be elected by the membership at the Annual General Meeting for one-year terms and all shall serve as members of the Board.

(b) The Chair's authority arises from the General Meeting in the first instance and from the Board between General meetings.

The Chair shall supervise the general management and operation of the Association.

The Chair shall preside at all meetings of the Board and of the Association, unless unable to do so, in which case the Vice Chair shall preside pro tem in place of the Chair, and failing him/her by the Immediate Past Chair with the approval of the Board, pending the return of the current Chair if the absence is temporary. If the Chair's absence is more permanent, the Vice Chair shall assume the Chair until the next Annual General Meeting at which point the Vice Chair or another will be elected Chair.

Alternatively, should the Vice Chair and the Immediate Past Chair not be available, the Board may nominate and approve the appointment of another Member of the Board as Chair pro tem, also pending either the return of the current Chair or Vice Chair if the absences are temporary, or the election of a new Chair by the General Meeting.

(c) The Vice Chair shall assist the Chair in various tasks or projects as requested on an ad hoc basis; in so doing, the Vice Chair will work closely with the Board Chair in gaining a greater understanding of the Board Chair's role which is the next Board position to be undertaken by the Vice Chair. In addition the Vice Chair will assist in community member engagement.

(d) The Immediate Past Chair shall assist the Board and Board Chair in various tasks or projects as needed and on an ad hoc basis and actively participate in community member engagement activities.

(e) The Secretary, or his/her designate, shall take the minutes of meetings and distribute them to all Board members, shall prepare correspondence when requested, and shall maintain records of the Association, other than the membership lists, on paper and/or digital format. The Secretary shall develop and maintain procedures as required to ensure integrity and retrievability of records. The Secretary shall retain the official records of the Association,

including minutes of the Board, Annual and Special Meetings; official HVRA correspondence; HVRA committee reports; Bylaws, etc.

(f) The Treasurer shall collect and deposit all monies in the bank account maintained by the Association, and disburse funds of the Association as instructed by the Board. All transactions shall be recorded with supporting receipts or vouchers. The Treasurer shall report to the Board whenever required, but at least quarterly, about the financial position of the Association, including an account of all the Treasurer's transactions. Each expenditure by the Treasurer of over \$100.00 must be approved in advance by the Board. Each expenditure of over \$500.00 must be approved in advance by the annual or a special meeting of the Association. All cheques must be signed by two (2) out of three (3) designated Board members, as authorized by the Board. The Treasurer shall prepare financial statements for acceptance at the Annual Meeting, and shall obtain Board approval with the signatures of at least two (2) Board members prior to that Meeting.

(g) The Membership Secretary shall maintain the membership list and associated data; develop strategies for membership development, retention and communication; and issue annual renewal letters, as well as coordinate Area Rep follow-up as pertains to promoting membership in the Association.

(h) The primary responsibility of the Webmaster shall be, as authorized by the Board, to develop and maintain the public HVRA website. With other members of the Communications Committee, the Webmaster will help coordinate website content with other forms of public communication, and will use web-server capacities to support internal Board communication. The Webmaster will also work with other Board Officers to maintain the Membership system and Board records on the website.

7. Area Representatives

(a) Two members of the Board ['Area Reps'] shall be elected for one-year terms from each of the five Areas of Harbord Village at a caucus of members of the Association who are residents of the Area numbering not less than three (3) persons on the day of the Annual General Meeting, commencing not less than one-half hour before that Meeting. Up to two (2) of the votes cast at this caucus may be proxies signed by Association members who are residents of the Area.

(b) Area Representatives have the primary responsibility of building membership, seeking members' input on issues, strengthening communications between residents of their Areas and the officers and committees of the Association such as taking the lead in conjunction with the Planning and Development Committee in informing local members about development proposals in the Area, and raising the Area's concerns to the attention of the Board.

(c) The geographical boundaries of an Area shall be defined by resolution of the Board.

8. Nominations and Constitutional Committee

(a) Each year the Annual Meeting shall elect four persons—with no more than one residing in each of the five Areas—to constitute a Nominations and Constitutional Committee. A fifth person shall be named by the Board as convenor of that Committee. The Committee shall elect a chair from among its own members.

(b) The Nominations and Constitutional Committee shall not include any Members of the Board.

(c) The first task of the Nominations and Constitutional Committee shall be to present to the annual meeting candidates for the six officers and for four members of the Nominations and Constitutional Committee. The slate of officers shall not include more than two persons residing in the same Area. The annual meeting will also accept nominations from the floor. The Committee may also, as appropriate, assist the Area caucuses in selecting representatives to the Board.

(d) The second task of the Nominating and Constitutional Committee shall be, at the end of its one-year term, to recommend to the Board any desired amendments to the Bylaws.

9. Standing Committees

(a) The Board may create Standing Committees, in addition to the Nominations and Constitutional Committee, to deal with issues of concern to members of the Association, e.g. membership, communications, summer festival, historical preservation, safety, planning and development, protection of trees and parks, liaison with BIAs, or social issues, such as homelessness, etc.

(b) Each Standing Committee must include at least one member of the Board. All voting Committee members must be paid-up members of the Association, but Associate Members may participate in Committee meetings.

(c) The Board shall designate the convenor of the Standing Committee at the time of its creation, but thereafter the Committee may chose its own Chair.

(d) Any Standing Committee Chair who is not a Board member is entitled to report to the Board and make recommendations for action. Written reports to the Board may be requested by the Board Chair as he/she determines. Standing Committee Chairs shall make a written and oral report to the Annual Meeting.

(e) Standing Committees may be created as needed by the Board and shall serve at the pleasure of the Board. The Board may from time to time change Committee personnel on any of its Standing Committees, ask Committees to consider certain issues, and at the Board's discretion, wind up the work of any Standing Committee.

10. Special Committees/Ad Hoc Board Members

(a) The board may create and appoint a convenor for Special Committees to fulfill other functions as the need arises, but such committees shall exist for only one year, unless renewed by the Board for a second year.

(b) On an annual basis, and in consideration of specific Association issues or initiatives for which there is no Board convenor, the Board may appoint up to three Ad Hoc Board Members to carry out such duties. Appointment is by a majority vote of the Board. Such Ad Hoc Board Members have the same rights and responsibilities as other Board Members. The terms of such Ad Hoc Board Members shall expire on the date of the first Meeting of the newly elected Board of HVRA regardless of the date of appointment.

11. Responsibilities of Officers, Board and Committee Members

A: Duties and Responsibilities

Each Director is expected to become an active participant in a board that functions effectively as a whole. A Director is responsible to perform as follows:

(a) Be informed of the HVRA Constitution and its By-laws, mission, values, codes of conduct, and policies as they pertain to the duties of a Director;

(b) Keep generally informed about the activities of the Corporation and the HV community;

(c) Attend Board meetings regularly, serve on committees of the Board and contribute from personal, professional and life experience to the work of the Board;

(d) Exercise, in the performance of their duties, the degree of care, diligence and skill required of a Director pursuant to the laws under which the Corporation is incorporated;

(e) Be independent and impartial;

(f) Not be influenced by self-interest, outside pressure, expectation of reward or fear of criticism;

(g) Act with honesty and integrity and conduct him/herself in a manner consistent with the nature and the responsibilities, and the maintenance of public confidence in the conduct of the Board's business;

(h) No individual Officer, Board or committee member shall enter into a contract on behalf of HVRA without Board approval;

(i) No Officer, Board or committee member shall commit HVRA to a course of action without prior approval of the Board, except in the case of an urgent issue, in which case approval of

three (3) Board members shall be sufficient authority. The poll of Board members may be done by phone, fax or e-mail, and then reported to the Board. Any Officer/member involved in such urgent action will be expected to report the nature of such actions to the Board at the earliest possible time;

(j) Voice, clearly and explicitly at the time a decision is being taken, any opposition to a decision being considered by the Board;

(k) Ask the Directors to review a decision, if he/she has reasonable grounds to believe that the Board has acted without full information, or in a manner inconsistent with its fiduciary obligations or otherwise inappropriately, and, if still not satisfied after such review, ask that the matter be placed before the membership;

(l) Exercise vigilance for, and declare any conflict either of interest [pecuniary] or personal according to Section C of this Article;

(m) When speaking publicly, Officers, Directors, and committee members should do their best to represent the Mission and Values of the Association as a whole, consulting in advance with the Board or at minimum the Chair. Personal opinions must be identified as such;

(n) Be in compliance with Board decisions and direction from the Chair and the Officers of the Board;

(o) Attendance at public meetings or public statements by members on behalf of HVRA should be reported orally or in writing to the Board at its next meeting. Such reports should include the date and type of meeting, or nature of statement, and a very brief summary of the meetings' discussion and outcome, if any;

(p) Treat as confidential all information regarding the policies, internal operations, systems, business or affairs of the Corporation obtained by reason of his/her status as a Director and not generally available to the public unless expressly declared public by a resolution of the Board; and,

(q) Sign the Reciprocal Board Expectations Agreement (see [Appendix A](#)).

B: Duty of Loyalty

The relationship of a Director to HVRA and the Board is that of a fiduciary. This means that a Director is considered to be acting for the benefit of the organization and must subordinate his/her personal interests to the benefit of the organization. In this light, Board members are expected to:

(a) Maintain solidarity with fellow Directors in support of decisions of the Board or the General Meeting that have been made in good faith at a legally constituted meeting, by Directors or members in reasonably full possession of the facts. This duty applies even if the director votes against the measure.

(b) Support directives from the Chair and Executive and maintain the private nature of all in camera deliberations.

(c) Provide whole-hearted support to established policies of the organization as put in place by the General Meeting or the Board, and new policies as may from time to time be approved by the Board or General Meeting.

(d) Notwithstanding the above, there may arise circumstances where the Board may pass a motion with which a director or directors may honestly and honourably disagree, in the first instance during the vote at the Board and latterly publicly afterwards, so long as such disagreement with a duly passed motion of the board is presented respectfully and honourably so as not to bring the Association into disrepute.

C: Duty to Avoid Conflicts

There are two types of conflict: Conflicts of Interest, which have a pecuniary dimension; and Personal Conflicts.

1. Conflicts of Interest:

Directors will be deemed to have a conflict of interest if a Director or any firm or corporation in which he/she or any member of his/her family (including the immediate family members of a Director's partner) or close personal or business associates of the Director has or have a financial interest in a pecuniary matter before the Board.

Directors must declare conflicts of interest prior to any discussion of the matter at the Board. Once a conflict of interest is declared, the Director will not participate in the discussion relating to the conflict and if requested, will withdraw from the room while the discussion takes place.

2. Personal Conflicts

Personal conflicts occur when:

(a) A Director's duties to HVRA conflict with duties that the Director may owe to another person, an employer or other organization. Put another way, a director is in conflict when he/she has duties or obligations which may be or are in conflict with stated HVRA policies or actions of the Board.

(b) The interests of two entities to which a Director owes allegiance are not in harmony, and the Director cannot discharge his or her obligations to one without acting against the interests of the other. Directors are expected to declare personal conflicts before or during discussions at the Board of matters that may be the subject of such conflicts.

Once a personal conflict is identified, the Board Member may offer to withdraw from the room while the discussion takes place or he/she may ask the Board to decide whether the Board Member should continue to participate in the discussion or withdraw from the room.

3. Principles for Dealing with Conflicts:

(a) Before serving and, if circumstances change, during their terms of office, Board members must notify the Board of potential conflicts of interest and personal conflicts.

(b) If the Director is not certain whether he/she is in a position of conflict, the matter may be brought before the Chair of the Board, the Executive Committee, or the Board for advice and guidance.

(c) It is the responsibility of other Directors who are aware of a real, potential or perceived conflicts on the part of a fellow Director to raise the issue for clarification, first with the Director in question and, if still unresolved, with the Chair.

(d) If, after discussions with the Chair, there remains a question or doubt about the existence of a real or perceived conflict, the Director in apparent conflict should appear before the Board to explain his/her position. Subsequently the Board may vote on the question of whether or not there is a conflict. If two thirds of those attending the Board Meeting vote that a conflict exists, the Board will also consider how to remedy it. The Director in alleged conflict shall not be present for the discussion or vote by the Board.

(e) The disclosure of conflict and the decision as to whether a conflict exists shall be duly recorded in the minutes of the meeting. The time the Director left and returned to the meeting shall also be recorded.

(f) If the Director refuses to abide by the Board's ruling, the Board may table the matter pending determination of disciplinary action. Such action may include formal or informal censure by the Chair or the Board or the acceptance of the Director's resignation from the Board in accordance with the HVRA Board Expectations Agreement (attached as **Appendix A**) to be signed by all Board Members before beginning to act as a Director of the HVRA Board.

D: Transitional Article [from 2015]

All existing Directors shall sign the **HVRA Board Expectations Agreement** (attached as **Appendix A**) prior to the commencement of the next Board Meeting. Thenceforth all newly elected

Directors shall sign the HVRA Board Expectations Agreement prior to attending their first meeting of the Board. Once signed the HVRA Board Expectations Agreement shall be deemed in effect until the resignation of any Director from the Board.

12. Adoption of the Bylaws

These Bylaws, to become effective, must be adopted by a two-thirds (2/3) vote at a general meeting of residents of the District called for that purpose, attended by not less than thirty (30) persons.

13. Amendments to the Bylaws

(a) The Board may at any time propose an amendment to the Bylaws. The content of such proposals must be made known to members by appropriate means not less than fifteen (15) days before the next Annual Meeting. The Board must carefully consider any amendment recommended to it by the Nominations and Constitutional Committee, and must present that amendment to the next Annual Meeting, whether or not supported by the Board.

APPENDIX A: HVRA Board Expectations Agreement