



L'ASSOCIATION DES RÉSIDENTS
Baie-D'Urfé
CITIZENS' ASSOCIATION

CONSTITUTION

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Table of Contents

1. Name and Incorporation3
2. Definitions3
3. Mission3
4. Values4
5. Organization of the BDCA Executive5
7. Elections, Nominations, Appointments and Voting6
8. Duties of the BDCA Executive7
9. Meetings of the Executive and the BDCA9
10. Record Keeping9
11. Conflict of Interest (COI)10
12. Amendments to the Constitution10

Constitution of the Baie-D'Urfé Citizens' Association

This revised constitution adopted by the Baie-D'Urfé Citizens' Association (BDCA) at a general meeting held on October 18 2022 at Fritz Community Centre replaces all former versions and is effective as of the date of its adoption during the AGM dated February 21, 2023.

1. Name and Incorporation
<p>The name of the association is The Baie-D'Urfé Citizens' Association (BDCA) / L'Association des résidents de Baie-D'Urfé (ARBD).</p> <p>The Baie-D'Urfé Citizens' Association was formed in 1947 and incorporated under the laws of the Province of Québec in 1960. It was thereafter transformed into a registered entity with the Government of Québec in the early 1990's.</p>
2. Definitions
<p>2.1. BDCA Executive -The 8-12 volunteer people elected at the Annual General Meeting. This team provides strategic oversight and is responsible for the operations of the BDCA.</p>
<p>2.2. BDCA Sub-Committees-A group of non-elected volunteer residents that are brought together for a specific purpose or event. Sub-committees will have a member of the BDCA Executive act as Chair of the Sub-Committee. The Sub-Committee will report to one BDCA Executive on a regular basis.</p>
<p>2.3. Resident Volunteers-Residents who participate in BDCA activities but who are not a member of the BDCA Executive.</p>
<p>2.4. Membership to the BDCA -The BDCA will aim to represent any person residing in, the Town of Baie-D'Urfé. The BDCA will endeavour to represent to the best of its abilities the majority of residents. Representation will be non-partisan.</p>
<p>2.5. Town Council-Elected officials consisting of one Mayor and six Councillors.</p>
<p>2.6. Town Administration- Those individuals employed by the Town to run its operations. These are not elected officials.</p>
<p>2.7. Town Representatives-Any member of Council is welcome to attend the meeting, understanding that the BDCA is an arms-length association. There will be one Councillor and a representative of the Town Administration who are responsible for acting as a liaison between the Town Administration, Council and the volunteer community groups.</p>
3. Mission
<p>The objectives of the BDCA include, but are not confined to, the following:</p>
<p>3.1. While remaining entirely independent of the Administration and Town Council, to provide, on behalf of residents, social, recreational and cultural activities.</p>
<p>3.2. To encourage residents to fully participate in community life by ensuring the wide dissemination of information relating to the interests of residents of Baie-D'Urfé. This will be achieved by coordinated use of print (regular publication of the News & Views</p>

journal) and electronic media (CA website, social media, email, web-forums etc) and other channels that may become available.
3.3. To organize certain annual community events depending on adequate engagement from residents to support such activities through volunteering.
3.4. To actively engage community partners in building relationships to enrich the community and the neighbourhood. This can be done via two venues: 3.4.1. Major BDCA Events- Would be led and organized by a member of the BDCA Executive (e.g., Baie-D’Urfé Days). 3.4.2. Additional BDCA Events - These events will be driven by community volunteers who will approach the BDCA Executive for support and approval for their proposal, which will need to include a team of volunteers to support the project-event. A member of the BDCA Executive would be named as liaison to ensure compliance with BDCA mandate and spirit of the organization.
3.5. To invite candidates standing for election to the Town Council to use the resources of the BDCA to communicate with residents while remaining non-partisan in doing so. The BDCA Executive will organize the “Meet the Candidate” event for residents during the campaigning period, generally 10-15 days before the advanced polling date.
3.6. To organize regular public meetings (in person and/or virtual), led by the Chair of the Executive or delegate, to discuss matters of interest to the residents and to provide residents with a summary of the activities and financial standing of the BDCA.
4. Values
The BDCA, and its Executive aspires to adhere to the following values in all that it does: <ul style="list-style-type: none"> - Collaboration - Engagement - Respect - Trust - Transparency - Inclusiveness

5. Organization of the BDCA Executive

5.1. **Positions:** The work of the BDCA shall be managed by an Executive consisting of the following elected executives. The number of executives shall be between 8 and 12:

Chair
Vice-Chair
Secretary
Treasurer
Communications Lead
Editor of News & Views
Community Events Liaison
Members-at-large (minimum 1, maximum 3)

All members of the BDCA Executive are entitled to one vote.

Given the overlap between the News & Views Editor and the Communication Lead, these positions could be combined, for certain mandates, if approved, by the majority of the BDCA Executive.

5.2. **Sub-Committees:** Sub-Committees may be formed by the BDCA Executive, as appropriate, and necessary. Such committees will be chaired by an elected member of the BDCA Executive and will include volunteer residents interested in participating in a particular event or project. When sub-committees require non-executive volunteers, the position will be posted on the BDCA website for two weeks to allow residents to show their interest.

5.3. **Term Limits and Nominations:** Members of the Executive shall be appointed for terms of office of one year, by election, at the Annual General meeting (AGM). Candidates will be voted by those residents present at the AGM (in person or virtually). The AGM is to be held in February of each year. The procedure for elections is set out in Section 5. An individual may run for the same role on the BDCA no more than four times.

Nominations for the BDCA can be by the person interested (self-nomination) or they may be submitted by a resident, with the candidate's permission. The Nomination process will be led by the Communications Lead.

The Executive holds its position from one AGM to the next AGM for a period of one year.

5.4. **Vacancies:** The BDCA Executive shall have the authority to appoint a person to fill vacancies that occur between Annual meetings as long as the majority of the BDCA Executive are in agreement. When it is decided by the majority of the BDCA Executive to fill a vacant position, priority will be given to Members of the Executive, however, appointing a resident volunteer for the remainder of the term is also possible, with a majority vote for either an internal or external candidate for the vacant position. The BDCA Executive may decide, with a majority vote, not to fill the position.

5.5. **Meetings:** The BDCA will host 8 meeting per year, generally monthly, of the BDCA Executive, to provide an update to residents. Reports from sub-committees may also be

made.

Additional BDCA Executive meetings may be called that are not public, where the BDCA Executive can discuss projects or other items of interest. If such a meeting is held, it will be mentioned during the public meeting with a summary of what was discussed, during that closed meeting, with any decisions noted. The summary will be Tabled at the following public Executive meeting and will be posted on the BDCA website.

6. Order of Business

Generally, the regular meetings should follow the order of business outlined below:

Call to order

Welcome, land acknowledgement, introductions and a review of the mission, vision and values

Approve previous minutes

Review agenda and request any new business to add to the agenda

Question Period

Community highlights since last meeting

Special guests

Committee reports

Treasurer's report

Announcements

Community events happening

Other business

Close of meeting

7. Elections, Nominations, Appointments and Voting

7.1. **Timing of AGM:** Elections of BDCA Executive will be held annually at the AGM which is to be held in February of each year. Residents aged 18 or over may vote during the AGM. Voting can be done virtually or in person (see below).

The AGM date for the following year will be set at the AGM the current year, providing one year notice. Example, at the 2023 AGM, the 2024 AGM date will be announced.

7.2. **Nominations:**

The BDCA Executive will name one member of the Executive to act as Nominations Chair and will appoint one additional member of the Executive to support the Chair of the Nomination Committee during the BDCA election process. The Chair will typically be the Secretary unless the Executive chooses to nominate an alternate member of the Executive. The Chair of the Nomination Committee must be declared two months in advance of the AGM (December BDCA Public Meeting).

Names of Candidates interested in joining the BDCA Executive, must fill out the Nominations Form and provide the names of five members in support of their candidacy. Nominations must be submitted to the Secretary in writing before the due date (two weeks before the AGM date). The call for candidates must be widely advertised.

Existing BDCA Executive members must make their intentions to re-run for the BDCA Executive one month before the AGM. This provides the BDCA Executive time to advertise the vacancy.

Nominations will close two weeks before the AGM.

One week (7 days) before the AGM, the names of candidates including a small paragraph outlining why they would like to join the BDCA Executive, will be posted on the BDCA if provided by the candidate. This will be organized by the Secretary.

The Executive (each position) will be elected directly by the residents.

7.3. Eligibility: Candidates for election must be residents and aged over 18 years. Members of the Town Council and employees of the Town are not eligible to become members of the BDCA Executive.

7.4. Virtual Participation in the Election of BDCA Executive

The AGM will be broadcast on-line to allow for residents to attend remotely.

The voting process for this in person will be by secret ballot. Votes will be counted by the Secretary and seconded by the Treasurer.

The voting for on-line residents will be done using a suitable anonymous voting platform which will be managed by the Communications Lead and seconded by the Vice-Chair.

7.5. Resignations

Should a member of the BDCA Executive member resign during their term, their resignation will be noted on the BDCA website and an email will be sent to those residents who are on the BDCA distribution list. For all positions other than Chair, Vice-Chair, Secretary, Treasurer and News & Views Editor, the BDCA Executive can nominate a resident or may decide to complete the year with an empty seat.

In the event that the Chair resigns, the Vice-Chair will become Chair for the remainder of the year and the BDCA Executive will nominate one member of the Executive to be “Acting-Vice-Chair” until the AGM.

7.6. Voting

All citizens are *de facto* members of the BDCA and any citizen 18 years of age and over is eligible to vote as long as they are present at the meeting (either in person or virtually). Votes in anticipation cannot be done.

8. Duties of the BDCA Executive

8.1. General Duties

- To manage the funds and assets of the BDCA and arrange for an annual financial review to be reported to the residents.
- To make an oral annual report to members of the actions of the association in the previous 12 months during the AGM. A brief statement regarding the next year’s outlook should also be included.

8.2. Expectations of the BDCA Executive

- Champion the mission, vision, and values of the CA.
- Work collaboratively with other members of the Executive and all members of the CA
- Advance the mission, vision, values, and initiatives of the CA.
- Communicate regrets when they cannot attend a meeting or keep a commitment, within reason.

<ul style="list-style-type: none"> - Work with a spirit of transparency, respect and honesty.
<p>8.3. Chair</p> <ul style="list-style-type: none"> - Shall preside at public Executive meetings - Shall be an <i>ex officio</i> member of any committees, or may delegate to another member of the BDCA - Ultimately responsible for ensuring the timelines are respected regarding the AGM and nomination/election process. - Leads the BDCA Executive in its strategy for the BDCA - Is the main point of contact for residents, the Town Administration, Council and any other volunteer groups.
<p>8.4. Vice-Chair</p> <ul style="list-style-type: none"> - Shall fulfill the responsibilities of the Chair in the absence of the Chair <u>Note:</u> in the absence of both the Chair and the Vice-Chair the Board members present shall put forward one member of the Executive to preside meetings. - Provides support to the Chair in his/her duties.
<p>8.5. Past-Chair</p> <ul style="list-style-type: none"> - Shall support the transition to a new Chair as appropriate - General advice and support
<p>8.6. Secretary</p> <ul style="list-style-type: none"> - Shall keep Minutes of meetings and other pertinent records of action of the BDCA Executive. If absent he/she will ask another member of the BDCA Executive to act as Secretary. - Ensures that the Minutes are posted on the website after they are approved within the stated timelines. - Shall prepare correspondence on behalf of the BDCA Executive. - Is responsible for drafting the Agenda of the public meetings and ensuring that they are posted online within the expected timeframe. - The Agenda of all public meetings is to be posted on the website 7 days in advance. - The approved Minutes should be posted 7 days after the public meeting that approved the minutes. - Supports the Treasurer for online voting at the AGM.
<p>8.7. Treasurer</p> <ul style="list-style-type: none"> - Shall maintain a bank account on behalf of the association and receive all income and pay all expenses on behalf of the BDCA - Two signatories will be required on all transactions - On direction from the Executive shall manage financial transactions including loans and investments - Shall report monthly to the Executive and the public during the regular monthly public meetings of the BDCA - Shall provide an annual financial summary to residents at the AGM.\ - Monthly financial reports will be posted on the website 5 days after the public meeting. - Annual financial reports will be posted on the website 5 days after the AGM and will include any investment strategies or changes in strategy - Shall arrange for an annual financial review of the association's assets - Will support the Secretary with online voting during the AGM
<p>8.8. Communications Lead</p> <ul style="list-style-type: none"> - Will coordinate all communications relevant to the activities of the BDCA in conjunction with members who manage the website, social media and other channels of communication. This includes managing all emails and telephone calls and responding to inquiries within 3 business days.

<ul style="list-style-type: none"> - At the public monthly BDCA meetings presents any correspondence submitted and provides a response to the resident via email after the meeting.
<p>8.9. Editor of the News & Views</p> <ul style="list-style-type: none"> - Will be responsible for the content, design and production of the Association’s publication, known as the News & Views. <i>May</i> undertake the collection of revenue from advertisers and establish a network to assure delivery of the magazine OR <i>may devolve</i> these responsibilities to other members of the Association. The payment of publication expenses will rest with the Treasurer. The Editor will table a report on the status of the bulletin at each meeting of the Executive Committee. - Will be responsible to work with the Communications Manager to post any vacancies for deliver of the N&V. Baie-D’Urfé residents who are youth will be given first preference.
<p>8.9 Events Liaison</p> <ul style="list-style-type: none"> - Shall be the liaison between the citizen volunteer groups and the BDCA Executive for citizen-initiated events or BDCA events occurring on a smaller scale - Ensures alignment with the BDCA’s principles, values and mission - Ensures that any activities are non-partisan - Coordinates activities with residents and reports them back to the Board - Chairs all sub-committee meetings that involve the planning of events.
<p>8.10. Members-at large</p> <ul style="list-style-type: none"> - Shall undertake tasks and responsibilities not in the remit of the above mentions officers
<p>9. Meetings of the Executive and the BDCA</p>
<p>9.1. Annual General Meeting (AGM)</p> <ul style="list-style-type: none"> - Shall be held during February of each year. The date will be fixed one year in advance and put on the website with the timelines for candidates to submit their names to run for a seat on the BDCA Executive. - During the AGM, a report of the activities of the BDCA shall be made to the residents and elections to the Board shall be made - Where possible the AGM will be a hybrid meeting with personal and virtual attendance including provision for virtual voting
<p>9.2. BDCA Executive Public Meetings</p> <p>The BDCA Executive shall meet a minimum of eight times a year. These meetings will be open to residents. Board motions will be addressed by a quorate attendance of elected officials defined as 50% + 1 directors being present.</p>
<p>9.3. Committee Meetings</p> <p>Meetings of committees and sub-committees will be held as frequently as necessary to fulfill their mandate. Committee Meeting minutes and agendas will be posted on the website.</p>
<p>9.4. Voting by the Chair of a meeting</p> <p>At all meetings the Chair will only vote if required to do so to break a tie.</p>
<p>10. Record Keeping</p>
<p>10.1. Secretary is responsible for keeping all official records of the BDCA and for ensuring that important information that is on paper is scanned in and saved on the common drive. To the best of the ability of the Executive all files should be saved on the common drive and saving materials on personal computers should be avoided. All the Executive should be given access to shared drive.</p>

- 10.2. Any paper documents will be kept in storage and it is the responsibility of both the Secretary and the Chair to ensure all pertinent paper documents are appropriately archived in one location.
- 10.3. The Secretary is responsible for ensuring that outgoing Executive members provide their electronic documents to the Secretary in order that these documents are saved on the common drive.

11. Conflict of Interest (COI)

A conflict of interest is a situation where a reasonable person would consider an Executive member to have an interest that may conflict with the member's ability to act in good faith and in the best interest of the BDCA. Executive members who have a conflict of interest, or a perceived conflict of interest, should declare it and it should be noted in the meeting Minutes. The Executive with the COI should absent themselves from the room while the discussion and vote is taking place.

12. Amendments to the Constitution

The procedure for amending this constitution shall be:

The proposed amendment shall be presented in writing to the BDCA Executive with an explanation for the suggested change.

Changes will be announced widely one month in advance of the meeting to adopt the changes to the constitution so that members have a chance to provide feedback and comments via email. The suggested amendment will be posted one month in advance on the BDCA website.

Any proposed amendment originating from a person on the BDCA Executive, shall be approved by a majority of the BDCA Executive. A proposed amendment originating from a resident shall be supported by a minimum of ten members of the BDCA Executive/residents.

The Executive will give notice of a proposed amendment to members using available means of communication at least one month prior to the Special or Annual General Meeting at which it will be considered.

An amendment shall be considered to have been accepted if supported by a simple majority of those members present (in person if not at the AGM and either in person or virtually if done at the AGM).