

CONSTITUTION

and

BYLAWS

of the

FEDERATION OF URBAN NEIGHBOURHOODS (ONTARIO)

FÉDÉRATION DES VOISINAGES URBAINS (ONTARIO)

Adopted
at the
Founding Convention held on November 24, 2001
in
Hamilton, Ontario

and subsequently amended at
Annual General Meetings
held on
June 1, 2002 in Toronto, Ontario
May 1, 2004 in Toronto, Ontario
May 6, 2006 in Guelph, Ontario
May 7, 2011 in Sudbury, Ontario

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CONSTITUTION and BYLAWS
of the
FEDERATION OF URBAN NEIGHBOURHOODS (ONTARIO)
FÉDÉRATION DES VOISINAGES URBAINS (ONTARIO)

We, the representatives of urban not-for-profit neighbourhood associations of Ontario, do hereby resolve to constitute a not-for-profit organization that is devoted to the interests and needs of residents of Ontario's urban neighbourhoods.

CONSTITUTION

ARTICLE 1: NAME

SECTION 1.1

The name of the organization shall be the Federation of Urban Neighbourhoods (Ontario) / La fédération des voisinages urbains (Ontario).

ARTICLE II: OBJECTIVES

SECTION 2.1

To promote awareness of the issues faced by those who live in urban settings, and to undertake projects endorsed by regular member organizations that will enhance the quality of life for those living in an urban environment.

SECTION 2.2

To establish a resource base for information, develop a network for personal contacts, and share expertise in addressing neighbourhood issues.

SECTION 2.3

To represent the common interests of regular member organizations before the appropriate public and private bodies.

SECTION 2.4

To encourage citizens of Ontario to participate actively in, and become informed about, community and civic affairs.

ARTICLE III: ATTAINMENT OF OBJECTIVES

SECTION 3.1

As described in the Constitution, the Federation shall be a not-for-profit organization dedicated to the interests and needs of the residents of Ontario's urban neighbourhoods.

SECTION 3.2

The Federation shall not be affiliated with any political, commercial, or religious body.

SECTION 3.3

The Federation shall conduct itself with integrity and mutual respect, and its member organizations shall undertake not to engage in any form of discrimination whatsoever.

SECTION 3.4

The Constitution and Bylaws of the Federation of Urban Neighbourhoods shall not preempt the constitution and bylaws of any regular and/or associate member organization.

SECTION 3.5

The Federation shall not be held liable for any advice given or any action taken by any member organization.

BYLAWS

ARTICLE I: DEFINITIONS

SECTION 1.1

"federation" means the Federation of Urban Neighbourhoods (Ontario), which shall also be known as La fédération des voisinages urbains (Ontario), which shall be abbreviated as F.U.N. and F.V.U. respectively.

SECTION 1.2

"neighbourhood association" shall mean any voluntary, not-for-profit, community organization that has the objective of serving the interests of a geographically-defined urban area in the Province of Ontario.

SECTION 1.3

"regular member organization" shall mean a neighbourhood association or its equivalent, that meets the criteria as set forth herein under Section 4.1, Article IV: Membership.

SECTION 1.4

"associate member organization" shall mean a neighbourhood organization, or its equivalent, that may or may not meet the criteria as set forth herein under Section 4.1, Article IV: Membership and, furthermore; an "associate member organization" is not entitled to the privileges as set forth herein under Sections 5.3 and 5.4 of Article V: Membership Privileges.

ARTICLE II: HEAD OFFICE

SECTION 2.1

The Head Office of the Federation shall be in the Province of Ontario and at such place therein as shall be determined by the Executive Committee of the Federation.

ARTICLE III: LOGO

SECTION 3.1

The logo shall be in such form as decided upon by the Executive Committee.

ARTICLE IV: MEMBERSHIP

SECTION 4.1

Any neighbourhood association, as defined above, may become a regular member organization providing that the organization has a *pro forma* structure, a defined geographic area, an elected Board or Executive Committee, and an effective and transparent means of financial management.

SECTION 4.2

All regular and associate member organizations are expected to adhere to the Constitution and Bylaws of the Federation.

ARTICLE V: MEMBERSHIP PRIVILEGES

SECTION 5.1

On payment of dues, the Membership Coordinator shall register the name of the member organization in the Membership Registry, along with the name, address and phone number of the president and/or the contact person for that neighbourhood association.

SECTION 5.2

Any regular or associate member organization may resign by sending a written notice to the Federation. In the event of such resignation, fees paid shall not be refundable.

SECTION 5.3

Each regular member organization shall be entitled to one vote at any meeting of the Federation. Each regular member organization shall elect or appoint both a voting delegate and an alternate voting delegate to represent it at any meeting of the Federation.

SECTION 5.4

Each regular member organization shall be entitled to have one of its members elected to the Executive Committee.

SECTION 5.5

Any regular or associate member organization, which is proven to have acted against the interest of the Federation, may be removed from the membership registry by the Executive Committee at a meeting held for that purpose. Notice in writing to the effect of such decision shall be sent to that member organization giving the explanation for such removal. To be final, such removal will be ratified at the next following Annual General Meeting of the Federation and the expelled member organization shall be given recourse at said meeting to provide reason why such expulsion should not be finalized.

ARTICLE VI: VOTING PROCEDURES

SECTION 6.1

At the Annual General Meeting, or a Special Meeting, each regular member organization shall have one vote. There shall be no voting by proxy.

SECTION 6.2

At an Executive Committee Meeting each member of the committee shall have one vote. There shall be no voting by proxy.

SECTION 6.3

The Chairperson of any Federation meeting shall have the right to vote.

SECTION 6.4

At all meetings every question shall, in the first instance, be decided upon by a show of hands or by voice, if present via conference telephone, unless a poll be demanded by a delegate from a regular member organization.

SECTION 6.5

Matters arising at any or all meetings of the Federation shall be decided by a simple majority. The exceptions being the conditions set forth herein under Section 12.3: Article XII: Vacancies, Resignations and Removals and Section 18.1: Article XVIII: Amendments.

SECTION 6.6

In the event of a tie, a motion or resolution shall be deemed to have failed.

ARTICLE VII: DUES

SECTION 7.1

Dues of regular and associate member organizations will be set by the Executive Committee from time to time and will be ratified by a majority vote at the next Annual General Meeting.

SECTION 7.2

Dues will be paid annually and will become due on the first (1st) day of the fiscal year.

SECTION 7.3

If a regular or associate member organization's dues are more than three months in arrears membership may be reviewed by the Executive Committee.

SECTION 7.4

Regular member organizations which have not paid their dues prior to the Annual General Meeting shall lose their membership status (*i.e.*, their voting privileges shall be withdrawn and they shall be removed from the mailing list).

SECTION 7.5

Regular member organizations who cannot pay their annual dues for reasons of financial hardship may ask the Executive Committee in writing for a reduction or waiving of the dues. Upon receipt of said communication the Executive Committee may waive or reduce the dues for one year.

ARTICLE VIII: MEETINGS

SECTION 8.1

The Federation shall hold an Annual General Meeting at least once each calendar year at such time and in such place as decided by the Executive Committee. Notice in writing of such a meeting shall be sent by surface mail or by e-mail to the registered regular member organizations of the Federation at the address recorded in the Membership Registry. Said notice shall be mailed or e-mailed at least 45 days in advance of the Annual General Meeting.

SECTION 8.2

Each regular and associate member organization may send as many representatives to the Annual General Meeting as it wishes; however, regular member organization must designate only one of its representatives to be its voting delegate.

SECTION 8.3

The Annual General Meeting shall be held to deal with the following matters and any other items of business that may arise from time to time:

- (a) to conduct the election of the Executive Committee for the upcoming year;
- (b) to receive the financial statement for the past year and the report of the auditors;
- (c) to approve the budget for the upcoming year;
- (d) to receive the President's report;
- (e) to confirm or to set the membership dues;
- (f) and to appoint the auditors for the upcoming year.

SECTION 8.4

A Special Meeting may be convened by the President, or by a resolution of the Executive Committee, or upon a written request of at least fifteen per cent of the regular member organizations. Said Special Meeting shall deal only with the specific subject for which it was convened.

SECTION 8.5

Non-receipt of a notice-of-a-meeting by a regular member organization shall not invalidate the proceedings of said meeting.

SECTION 8.6

Representation from one-third (1/3) of the regular member organizations, plus two members of the Executive Committee, shall be deemed to constitute a quorum for the conduct of business at an Annual General Meeting or at a Special Meeting.

ARTICLE IX: OFFICERS OF THE FEDERATION

SECTION 9.1

The officers of the Federation shall be a President, a Vice-President, a Treasurer, a Secretary, and a Membership Coordinator, but only one officer may be elected from any single regular member organization.

ARTICLE X: EXECUTIVE COMMITTEE

SECTION 10.1

The Executive Committee of the Federation shall consist of the President, the Vice-President, the Treasurer, the Secretary, the Membership Coordinator, and up to ten Members-at-Large, all of whom shall be from regular member organizations.

SECTION 10.2

Only one member of the Executive may be elected from any single regular member organization; and, if possible, officers should be from different cities. Members of the Executive Committee shall be distributed across the Province of Ontario so that no more than 49% of the Executive Committee shall be from the same urban area.

SECTION 10.3

The immediate Past-President is an *ex-officio* voting member of the Executive Committee.

SECTION 10.4

The Executive Committee shall hold office from the close of the Annual General Meeting at which its members were elected to the close of the subsequent Annual General Meeting.

ARTICLE XI: DUTIES, POWERS AND RESPONSIBILITIES OF THE OFFICERS AND THE EXECUTIVE COMMITTEE

SECTION 11.1

The President shall be the Chief Executive Officer of the Federation and shall preside at Federation Meetings, be the chief spokesperson for the Federation, and shall maintain liaison with member groups, news media, and other bodies.

SECTION 11.2

The Vice-President shall assist the President in any way possible, shall chair meetings in the event of his/her absence, and act on his/her behalf when called upon to do so.

SECTION 11.3

The Treasurer shall be responsible for all funds of the Federation and shall maintain adequate records so as to be able to provide up-to-date information when called upon to do so at any meeting. The treasurer shall prepare annual accounts, the annual budget and all the materials required by the auditor.

SECTION 11.4

The Secretary shall attend to and maintain files of minutes of all Executive Committee Meetings, Annual General Meetings, and Special Meetings of the Federation. Said minutes shall be distributed to all regular member organizations. The Secretary shall keep records of attendance at meetings and maintain a permanent record of all correspondence pertaining to the Federation.

SECTION 11.5

The Membership Coordinator shall maintain a Membership Registry and coordinate all membership activities.

SECTION 11.6

The Members-at-Large shall assist the officers of the Federation in any way they can and shall be prepared to act as liaisons with the regular and associate member organizations in the differing regions of the province.

SECTION 11.7

The Executive Committee shall have full power and authority to:

- (a) manage and control the day to day affairs of the Federation;
- (b) collect regular and associate membership dues and receive donations of money and in kind;
- (c) authorize expenditures and handling of legal matters as necessary;
- (d) appoint those persons deemed necessary for the effective operation of the Federation;
- (e) establish such committees as it deems necessary for the proper running of the Federation;
- (f) and exercise all such powers of the Federation as stipulated by law.

SECTION 11.8

Notwithstanding the above, it shall be the responsibility of all members of the Executive Committee o:

- (a) keep regular and associate member organizations informed of the activities of the Federation;
- (b) keep the Federation apprised of the concerns of member groups;
- (c) prepare and distribute media releases;
- (d) respond to correspondence;
- (e) review requests for membership;
- (f) maintain contact with relevant non-member organizations and government agencies; and carry out the objectives and directives of regular member organizations as decided upon at the meetings of the Federation.

SECTION 11.9

The Executive Committee may also request additional funds from regular and/or associate member organizations when necessary, and may accept financial or other support from other sources provided that the acceptance of such support shall be communicated to the regular member organizations at the next Annual General Meeting of the Federation.

ARTICLE XII: VACANCIES, RESIGNATIONS AND REMOVALS

SECTION 12.1

Vacancies may be filled by *pro-tem* appointments at the discretion of the Executive Committee from among the regular member organizations.

SECTION 12.2

Any Executive Committee member may resign by submitting written notice to the President. The President may resign by submitting written notice to the Executive Committee.

SECTION 12.3

The members of the Executive Committee may remove any member of the Committee before the expiration of his/her term of office by a resolution passed by at least two-thirds (2/3) of the votes cast at a Special Meeting called for that purpose.

SECTION 12.4

Any Executive Committee member who is absent from more than three consecutive meetings without good cause shall be deemed to have resigned. The vacancy shall be filled by the Executive Committee as described under Section 12.1 of the Constitution and ByLaws.

ARTICLE XIII: MEETINGS OF THE EXECUTIVE COMMITTEE

SECTION 13.1

The President may convene a meeting of the Executive Committee as deemed necessary, at a place mutually agreed upon by the Committee, at a minimum of once in every three calendar months. The Secretary shall give at least two weeks notice of such a meeting.

SECTION 13.2

The Executive Committee's work may be carried out by means of e-mail and/or by telephone conferencing. Adequate records of decisions made through such means of communication must be maintained by the Secretary.

SECTION 13.3

A minimum of four (4) Executive Committee members shall constitute a quorum.

ARTICLE XIV: REMUNERATION

SECTION 14.1

Executive Committee members shall not receive remuneration either directly or indirectly for active service, nor shall any member profit directly or indirectly from his or her office. An Executive Committee member may, however, be recompensed for reasonable expenses incurred in the performance of his or her duties.

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Article XV: NOMINATION AND ELECTION OF THE EXECUTIVE COMMITTEE

SECTION 15.1

At least two months prior to the Annual General Meeting, the President, in consultation with the Executive Committee, will appoint a Nominating Committee comprising of either the President or the Past President along with and an additional two representatives from regular member organizations, who themselves are not seeking office, for the purpose of providing a slate of nominees for the upcoming term. The recommendations of the Nominating Committee will be presented to the Executive Committee and shall be circulated with the notice of the Annual General Meeting.

SECTION 15.2

Notwithstanding the existence and recommendations of the Nominating Committee, nominations will be accepted from the floor at the Annual General Meeting.

SECTION 15.3

Any person who wishes to stand for election to the Executive Committee must be a representative from a regular member organization in good standing with the Federation.

SECTION 15.4

The order of nomination and election will be the following: President, Vice-President, Treasurer, Secretary, Membership Coordinator, and Members-At-Large. All contested Executive Committee positions will be decided by a secret ballot.

SECTION 15.5

In the event of three or more candidates on a ballot, if a particular candidate does not receive a clear majority on the first ballot, then the candidate receiving the least number of votes shall be dropped, and on each succeeding ballot, the same balloting procedure shall be followed until a candidate has received a clear majority of all votes cast.

SECTION 15.6

The Nominating Committee will be responsible for the counting of ballots and their count will be final. Recounting will be done in the case of a tie, or when the margin of votes is three votes or less. Totals will not be announced.

ARTICLE XVI: FINANCIAL MATTERS

SECTION 16.1

All funds of the Federation shall be dealt with in the Federation's name and shall be managed by the Treasurer.

SECTION 16.2

All cheques, bills of exchange, or other orders for the payment of money by the Federation shall be signed by two of the five (2 of 5) officers of the Federation, one of whom shall be either the Treasurer or the President.

SECTION 16.3

Federation funds shall be deposited within a reasonable length of time with a recognized financial institution selected by the Executive Committee and ratified by the membership at a General Meeting.

SECTION 16.4

Unless otherwise directed by regular member organizations at the Annual General Meeting, the fiscal year of the Federation shall be from January first (1st) to December thirty-first (31st), inclusive.

SECTION 16.5

An auditor, who may or may not be a qualified accountant, shall be appointed at each Annual General Meeting. The remuneration, if any, of said auditor shall be decided by the Executive Committee.

ARTICLE XVII: PARLIAMENTARY AUTHORITY

SECTION 17.1

Notwithstanding the procedures prescribed in these Bylaws, the rules of procedure for the Federation shall be *Robert's Rules of Order* (newly revised).

ARTICLE XVIII: AMENDMENTS

SECTION 18.1

Proposed amendments to the Constitution and Bylaws of the Federation may be put forward by the Executive Committee or may be submitted in writing by any regular member organization. Notification of all proposed amendments shall be circulated with the notice of meeting that is sent out for the Annual General Meeting. To take effect, the proposed change requires the consent of a two-thirds (2/3) majority of the voting delegates of the regular member organizations that are present at the Annual General Meeting.