

Westmount Municipal Association

By-Laws

Article I. Membership

Section 1.01 *Members*

The members of the Association shall all be persons who may be admitted to membership in the Association in accordance with section 1.02 of this By-Law Article I.

Section 1.02 *Admission of New Members*

Membership shall be open to all persons who are eighteen years of age or over, who pay annual dues as fixed from time to time by the Directors of the Association and who are:

- Residents or those carrying on business or professions in the City of Westmount.
- Proprietors of real property in the City of Westmount.

The Directors may prescribe a form to be used in applying for membership in the Association.

Every application for membership in the Association shall be submitted to the Directors or a person or persons duly appointed by the Directors who, after determining whether the applicant is eligible and upon payment of membership dues by the eligible applicant shall enroll that applicant on the membership list.

Section 1.03 *Membership dues*

Membership dues shall be such sum as the Directors may from time to time determine. The Directors shall also have the right from time to time to establish classes of membership and a scale of dues.

Article II. Meetings of members

Section 2.01 *Annual General Meeting*

The Annual General Meeting of the members of the Association shall be held during the month of May of each year to receive the Annual Report of the Directors: Balance Sheet, General Statement of Income and Expenditures and the Report of the Auditor or Auditors of the Association (if an Auditor has been appointed) and to elect Directors and Officers for the ensuing year and for all other purposes relating to the management of the Association's business, and such Meeting may from time to time be adjourned.

Section 2.02 *Special General Meetings*

Special General Meetings of the members of the Association may be held at any time upon the call of the President or by Resolution of the Board of Directors and shall also be held upon the written request of any twenty-five (25) members in good standing of the Association addressed to the Secretary of the Association. In the case of a Special General Meeting upon the written request of twenty-five (25) members, such meeting shall be held within thirty (30) days of the filing of the written request with the Secretary.

Section 2.03 *Notice of General Meetings of Members*

Subject to the special provisions respecting emergency meetings, notices of all General Meetings of the members of the Association shall be given to each member by written or printed notice mailed to his or her last address, or by email sent to his or her last email address at least ten (10) clear days before that specified for the holding of the meeting.

In the case of Special General Meetings, such notice shall indicate the general nature of all business to be discussed thereat.

Irregularities in the notice of any General Meeting of Members or in the giving thereof as well as the accidental omission to give notice of any meeting to, or the non-receipt of any notice by, any of the members, shall not invalidate any action taken by or at any meeting.

In the event it is decided by a majority of the Directors of the Association that an emergency General Meeting of members is warranted, such meeting may be called forthwith upon the giving of such notice to members as the Directors deem appropriate in the circumstances.

Section 2.04 Quorum

At least twenty-five (25) members in good standing present in person shall be necessary to constitute a quorum at all General Meetings of the Association for the transaction of business.

Section 2.05 Adjournments

If less than a quorum shall be in attendance at the time for which any meeting of members of the Association has been called, the meeting may, after the lapse of fifteen minutes from the time appointed for the holding thereof, be adjourned from time to time by the members present for a period not exceeding one month at one time, without any notice other than by announcement of the meeting, until a quorum shall stand. Any meeting at which a quorum is present may also be adjourned in like manner for such time as may be determined by vote.

Section 2.06 Voting Rights

Except as herein otherwise provided, all decisions at General Meetings of members of the Association shall be determined by a majority of the votes of the members present in person and in the event of a stalemate the Chairman shall have a casting vote. The votes shall be by show of hands, or, if decided by the Meeting, by ballot.

The right to vote by ballot at any General Meeting shall be restricted to persons who became members at least seven (7) days before that General Meeting and who have subsequently been enrolled on the membership list in accordance with the provisions of section 1.02 of By-Law Article I, provided that a member during the preceding year may renew his membership at any time prior to the start of a General Meeting without any loss of voting rights.

Article III. Directors

Section 3.01 Number of Directors

The affairs of the Association shall be managed by a Board of not less than twelve (12) Directors and not more than twenty (20). In addition, the immediate past president may attend meetings of Directors in an advisory capacity, but shall not be entitled to vote.

Section 3.02 Election of Directors

The Directors shall be elected annually by the members of the Association at the Annual General Meeting. If for any reason an election of Directors be not held as herein specified, the Board of Directors last elected shall remain in office until their successors are duly elected. No person holding civic office in the City of Westmount shall be eligible for election or appointment as a Director of the Association.

Section 3.03 Vacancies

In the event of any vacancy occurring in the Board of Directors by death, resignation or incapacity, the remaining members of the Board of Directors (although less than a quorum) shall have the right by majority vote to fill the vacancy so occurring from among the members and the individuals so appointed shall hold office until the next Annual general Meeting or until their successors are duly elected.

Section 3.04 ***Quorum***

For meetings of the Board of Directors, seven (7) Directors shall constitute a quorum.

Section 3.05 ***Meetings of Directors***

Meetings of the Directors and Executive Committee shall be held as often as the business of the Association may require and shall be called by the President or in the case of his absence or refusal, by a Vice-President or by any Director.

Section 3.06 ***Voting***

Questions arising at any meeting of Directors shall be decided by a majority of votes.

Section 3.07 ***Notice of Meeting of Directors***

At least forty-eight hours' notice of all Directors Meetings shall be given to all Directors. In the case of meetings, however, at which all Directors are personally present or for which they have signed a Waiver of Notice or Consent to the holding of the meeting, the want of sufficient notice shall not affect the validity of such meeting.

Article IV. Officers of the Association

Section 4.01 ***Titles of Officers***

The officers of the Association shall be a President, two or more Vice-Presidents, a Treasurer and a Secretary. The President, the Vice-Presidents, the Treasurer and the Secretary shall be elected by the members at the Annual General Meeting from amongst those persons elected as Directors at such Annual General Meeting. The Directors shall have authority to appoint from time to time such other officers, agents and employees as they shall deem necessary for the transaction of the business of the Association. In the event of a vacancy in any of the above offices occurring during the term, such vacancy shall be filled by appointment by the Directors from amongst members of the Association. The offices of the Secretary and Treasurer may be filled by one person.

Section 4.02 ***President***

The President shall preside at all meetings of members and Directors and shall carry out the duties ordinarily associated with his office. He shall be ex-officio a member of all Committees.

Section 4.03 ***Vice-Presidents***

The Vice-Presidents shall assist the President. In the absence of the President, his duties shall be exercised by a Vice-President.

Section 4.04 ***Secretary***

The Secretary shall see that the necessary books of the Association are opened and kept according to law. He shall act as Secretary to all meetings of the Directors and of members, and shall keep a record of all proceedings thereat. He shall prepare a list of duly qualified members every year and their addresses and each member shall be entitled to take communication thereof. He shall be the custodian of the Association's seal and of all books, record, papers and documents belonging to the Association, and shall perform such other duties as may be assigned to him by the Directors.

Section 4.05 ***Treasurer***

The Treasurer shall have charge of the finances of the Association under the direction of the Directors. He shall keep fully and accurately books of account of all receipts, disbursements and all other financial accounts. He shall see to the due deposit of all monies belonging to the Association to the credit of the Association in such bank or banks or other depositories as shall be selected by the Directors. He shall disburse the funds of the Association in the manner and to the persons ordered by the Directors or by the President, taking proper vouchers for disbursements. When so directed, he shall render to the President

and Directors an account of all his transactions as Treasurer, and of the financial condition of the Association.

Article V. Committees

The Association shall have the following Standing Committees, whose Chairment shall as far as may be practical in the circumstances, be appointed by the Directors from amongst their number:

Section 5.01 Nominating Committee for Officers and Directors of the Association

This Nominating Committee shall nominate Officers and Directors of the Association and shall consist of:

- The Immediate Past President and the retiring President.
- Two members from the Board of Directors (not officers) selected by the Board of Directors.
- Two members of the Association in good standing nominated by the Board of Directors.

The Immediate Past President shall be the Chairman of this Committee. Should the Immediate Past President not be able to act as Chairman, the President shall be the Chairman.

Section 5.02 Other Standing Committees

The Directors shall have the right to establish such other Standing Committees or Ad Hoc Committees as they may from time to time in their discretion deem appropriate.

Article VI. Election of Candidates as Directors and Officers

Section 6.01 Nomination of Candidates for Officers and Directors shall be:

- (1) By the Nominating Committee for Officers and Directors whose recommendations shall be published on the Association's website at least 5 days before a General Meeting;
- (2) By ten (10) members of the Association who give notice in writing of their recommendation to the Secretary at least five (5) days before such General Meeting of members.

Section 6.02

No nomination for officer or director shall be received unless accompanied by the consent in writing or by email of the person so nominated, who must be a member of the Association, to accept such nomination and, if elected, to serve such office.

Section 6.03

In the event that nominations are received under the provisions of paragraph (2) of Section 6.01 of By-Law Article VI for directors and officers, a vote or votes shall be held at such general meeting, by secret ballot as follows:

1. if for director, the names of all persons nominated pursuant to paragraphs (1) and (2) of Section 6.01 shall be placed on a ballot, and the nominees obtaining the highest votes for the number of directors to be elected, shall be elected as directors;
2. if for officer, and if there are more nominees than positions to be filled, all of the persons nominated pursuant to paragraphs (1) and (2) of Section 6.01 for the same office shall be placed on a ballot, and the nominees obtaining the highest votes for the number of positions to be filled shall be so elected.

Article VII. Auditor

At the Annual General Meeting of members an Auditor or Auditors may be appointed for the purpose of auditing and verifying the accounts of the Association. The Auditor shall not be a Director or Officer of the Association.

Article VIII. Fiscal Year

The fiscal year of the Association shall terminate of the 31st day of December.

Article IX. Making, Repealing, or Amending By-Laws

In addition to the present By-Laws, the Board of Directors may from time to time, subject to the provisions of the Companies Act, make further By-Laws for the regulation and management of the business and affairs of the Association and may likewise from time to time repeal or amend the present By-Laws.

Revision History:

Rev2 2009-5-25: Change "Corporation" to "Association" throughout; substitute "enrol on membership list" for "issue a membership card"; change quorum from 50 members to 25 in several places; add provision to notify members of general meetings by email; reduce minimum number of directors from 15 to 12; reduce directors' quorum from 8 to 7; delete Section 5.01 Nominating Committee for Candidates for Public Office; reduce number of Nominating Committee members from the general membership from 4 to 2; change the requirement to publish the Nominating Committee recommendations with the Notice calling a General Meeting, to require that the recommendations be published on the Association's website at least 5 days before a General Meeting; provide for consent by email of persons nominated for officer or director; delete Article VII Nomination of Candidates for Public Office; renumber articles and sections affected by deletions. Revisions accepted at AGM 09-5-25.

Rev1 2003-06-01: Changes to numbering scheme: major divisions are now Articles, and the numbering of sections is eg 6.01 instead of 6.1. The words "article" and "section" are included in the headers.