

# SCADDING COURT COMMUNITY CENTRE

707 Dundas St. West Toronto, Ontario M5T 2W6

The (new) City of Toronto Act requires agencies to have a “procedural by-law” that regulates how their Board meetings run. In the past and in most other AOCC’s the procedural by-law was included within the Constitution. City staff suggested the Scadding Court Community Centre separate the procedural by-law from the constitution.

## Procedural By-Law

Approved by the Board of Management, May 29, 2007

### TABLE OF CONTENTS

1.	Definitions and Interpretation.....	2
2.	Meeting of the Board.....	2
3.	Quorum.....	3
4.	Voting.....	3
5.	Appointment of Board Members.....	3
6.	Board Vacancies .....	3
7.	Officers of the Board .....	4
8.	Minutes.....	5
9.	Committees .....	6
10.	Term of Office.....	6

**1. Definitions and Interpretation**

“Board” means Board of Management.

“Board Member(s)” means person(s) appointed by Toronto City Council to the Board Management for Scadding Court Community Centre.

“City” means the City of Toronto.

“Council” means the Toronto City Council.

“Chair” or “Chairperson” means Chairperson of the Board of Management for Scadding Court Community Centre.

**2. Meetings of the Board**

2.1. Normally the Board will hold its meetings at the Centre at such times as it may determine, at least once every two months.

2.2. Written notice of every Board meeting shall be delivered to every Board Member at least seven days prior to the proposed date of the meeting, and such notice shall state the date, time and location of the meeting as well as the nature of the business to be transacted and shall include any necessary informational material.

2.3. The requirement for notification may be waived if a regular Board meeting date is set and a calendar of those dates is distributed to Board Members.

2.4. Notice of Board meetings will be posted at Scadding Court Community Centre in a conspicuous place, stating the date, time, and location of the meeting and the general nature of the business to be carried out.

2.5. Meetings of the Board will be open except for matters concerning personnel issues about an identifiable individual, real estate, security of property, advice that is subject to solicitor-client privilege or litigation, , or other matter outlined in the Municipal Freedom of Information and Protection of Privacy Act.

2.6. Before holding a meeting or part of a meeting that will be closed to the public, the Board must adopt a resolution approving a closed meeting and the general nature of the business to be considered at the closed meeting. A board meeting or part of a meeting may also be closed to the public where the Board doesn't discuss or deal with any matter that materially advances the business or decision making of the Board.

2.7. Guests can address a Board meeting only with the permission of the Chairperson. The Board can set time limits for guest to address the Board meeting.

**3. Quorum**

- 3.1 A quorum for Board meeting will be a majority of the Board Members, notwithstanding any vacant positions, not counting the member of City Council or the School Trustee.
- 3.2 If a Board Member who is a member of City Council or a School Trustee is present that Board Member will be counted towards quorum.
- 3.3 It is the duty of the Chair to ensure that quorum is present when a vote is taken.

**4. Voting**

- 4.1 At all meeting of the Board, only the Board Members may cast one vote each.
- 4.2 In the event of a tie vote, the motion shall be declared defeated vote.

**5. Appointment of Board Members:**

- 5.1 Appointments to Board of Management are governed by the “Policy and Processes for Citizen Appointments to City Agencies, Boards, Commissions and Corporations and External Special Purpose Bodies” that could be amended from time to time.
- 5.2 At its Annual General Meeting, members of the Centre elect Board members to recommend to Community Council and Council for final approval.

Appointees on Board of Management of Scadding Court Community Centre are exempt from the citizenship requirements under the *Municipal Act* but must be residents of the City of Toronto and at least 18 years old.

**6. Board Vacancies**

- 6.1 Vacancy of a Board position will be declared upon:
  - i) the death of an Board member;
  - ii) the resignation of an Board member;
  - iii) the removal of an Board member; or
- 6.2 If a member of the Board ceases to be a member for any reason, the Board will fill the vacancy created as soon as reasonably possible.
- 6.3 The Board shall fill a vacancy during the course of a term by majority vote of the Board and the person appointed to fill a vacancy holds the office for the remainder of the term of the person he or she are replacing.

**7. Officers of the Board**

- 7.1 The Board will elect its officers and Committee Chairpersons at its first meeting following the Annual Meeting.
- 7.2 The officers of the Board will be: Chairperson, Vice-Chairperson, Treasurer and Secretary.
- 7.3 The Board may establish other offices and position as it deems necessary, and describe the powers and duties of such officers.
- 7.4 No member of the Board may hold more than one office at anytime.
- 7.5 A Board Member may progress through the various offices
- 7.6 Vacancy in an office position will be declared upon:
- a. the death of an officer;
  - b. the resignation of an officer;
  - c. the removal of an officer; or
  - d. an officer ceasing to be a Board Member.
- 7.7 The Board may appoint any other Board Member, as provided for under 7.6 (above), to fill a vacant office, and the Board Member so appointed will hold office for the balance of the term of the previous officer.
- 7.8 In the event of the absence of an officer, the Board may delegate the powers and duties of such officer to any other member of the Board until the return to duty of the incumbent officer.
- 7.9 The Board may remove any person from an office at any time by a motion passed by a majority vote of the Board.
- 7.10 Duties of Officers
- i) The Chairperson will:
    - preside, when present, at all Annual, Special and Board Meetings;
    - perform all the duties accompanying the office and any other duties assigned by the Board.
    - Rule on procedural matter and ensure motions and minutes are clearly expressed;
    - Be an ex-officio voting member of all Committees
    - Serve as a signing officer.
  - ii) The Vice-Chairperson will:
    - assist the Chairperson;

- have such other powers as are assigned to the Vice-Chairperson from time to time by the Board;
  - if the Chairperson is absent, act as Chairperson until the Chairperson returns to duty; and
  - if there is a vacancy in the office of the Chairperson, serve as Chairperson for the balance of the term of person whose departure created the vacancy.
  - Serve as a signing officer.
- iii) While acting as Chair, the Vice-Chairperson will have all the powers and perform all the duties of the Chairperson.
- iv) The Treasurer will:
- have powers and perform such duties as are usually vested in the office of Treasurer;
  - have such other powers as are assigned the Treasurer from time to time by the Board;
  - receive, examine and present to the Board, Scadding Court Community Centre financial statements and budgets;
  - make recommendations to the Board concerning all aspects of the financing and administration of Scadding Court Community Centre;
  - Serve as a signing officer.
- v) The Secretary will:
- issue or cause to be issued notice for all meetings of the membership and the Board when directed or required to do so;
  - ensure that the minutes of all meetings of the membership and the Board are kept;
  - ensure minutes are provided at subsequent meetings of the Board for review and adoption;
  - have such other powers as are assigned the Secretary from time to time by the Board;
  - have responsibility for the membership records; and
  - serve as a signing officer.

7.11 All Officers, at the time they leave office, will turn all the paper and documents of the office over to the incoming officer.

## 8. **Minutes**

- e. The minutes of each Board meeting will be submitted to the Board for confirmation or amendment at its next meeting or as soon afterwards as is reasonable
- f. After the Board has confirmed or amended the minutes, the Board Chair and Secretary will sign them.

**9. Committees**

9.1 The Board will determine any committees need and will prescribe the powers and duties of such committees.

9.2 Composition and Membership

- i) All Committees will be headed by a Chairperson chosen from among Board Members and appointed by the Board.
- ii) All Committees should be composed of at least two Board Members and other Scadding Court Community Centre members and staff who are appointed by the Board.
- iii) Both the Chairperson and the Executive Director are ex officio members of all committees except as otherwise specified in the Committee's Terms of Reference.
- iv) All Committees will:
  - operate within the terms of reference laid down by the Board;
  - provide an open forum for discussion by all interested parties;
  - report their deliberations, recommendations and resolutions to the Board for confirmation and for approval; and
  - continue to operate for such length of time as will be determined by the Board.

9.3 Meetings of Committees:

- Normally, Committees of the Board will hold their meetings on the premises of Scadding Court Community Centre at such time as the Chairperson may determine.
- Notice of every Committee meeting will be provided to members of the Committee prior to the date. This notice may be either oral or written, and is not necessary when that Committee sets a regular meeting date.
- Meetings of every Committee will be open to all members, except where confidential business is being conducted.
- No quorum is usually required for a Committee to meet. However, minutes of Committee meetings must specify who was in attendance so that the Board may know to what degree the Committee's recommendations reflect the will of the Committee's membership.

9.4 Voting

- At all Committee meetings, only the members of the committee present will have a right to vote.

**10. Term of Office**

- Board members shall be elected for a term that does not exceed four years. Board members whose term of office has expired shall retire at the Annual Meeting at which the new Board is to be elected. Any member of the retiring Board shall be eligible for reappointment on the expiration of their term of office but may not serve on the Board for more than eight consecutive years or until their successors are appointed.