



THE 519 BOARD OF MANAGEMENT BY-LAWS/(CONSTITUTION)

THE 519 BOARD OF MANAGEMENT BY-LAWS

AMENDED: November 13, 1980
November 12, 1981
November 15, 1982
February 13, 1985
July 16, 1985
March 15, 1989
March 21, 1990
March 27, 1996
March 8, 1999
Sept. 19, 2001
Sept. 25, 2007
April 2010

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THE 519 BOARD OF MANAGEMENT BY-LAWS/(CONSTITUTION)

BOARD OF MANAGEMENT CITY OF TORONTO GOVERNANCE CONTEXT

The 519 is an Agency of the City of Toronto and established under the City of Toronto Act, Chapter 25 Community and Recreation Centres. The governance relationship between The 519 and the City of Toronto is established in the Relationship Framework between the City of Toronto and the Association of Community Centre's Boards of Management¹. The Relationship Framework sets out the authorities, limits, and obligations of The 519, the Board of Management, the relationship of employees of The 519 to the City, and other various additional requirements defined by the City of Toronto. The following Board by-laws relate to The 519's relationship with its Membership and do not supersede The 519's obligations defined and amended from time to time by the City of Toronto.

ARTICLE I

NAME OF ORGANIZATION

The name of the organization is 'The 519 Church Street Community Centre' (hereinafter called "The 519").

ARTICLE II

OBJECTS

The object of the organization will be to maintain, manage and operate the land and building at 519 Church Street in the City of Toronto as a non-profit community centre in accordance with the Relationship Framework between the City of Toronto and Association of Community Centres Boards of Management and providing community services in accordance with the following guidelines:

- a) All persons shall be welcome and encouraged to make full use of The 519, its facilities and services providing such use be subject to any and all by-laws and decisions by the Board of Directors;
- b) The 519 shall be community-oriented and controlled with priority given to residents of the catchment area bounded by Bloor, Bay, Gerrard and Parliament Streets.
- c) The 519 shall be multi-functional, with a wide range of programmes and services oriented toward satisfying the broadest spectrum of the social and recreational needs of the community while, at the same time, recognizing minority interests;
- d) The 519 shall be carried on without purpose of gain for its members.

¹ See Clause 17, Report No. 7 of the Policy and Finance Committee as adopted by Council at its meeting on September 25, 26 and 27, 2006.

THE 519 BOARD OF MANAGEMENT BY-LAWS/(CONSTITUTION)

ARTICLE III

MEMBERSHIP

1) Eligibility for Membership

- a) All persons shall be welcome and encouraged to become involved in The 519's programmes and services. All persons with principal residence within the catchment area bounded by Bloor, Bay, Gerrard and Parliament Streets shall be eligible to become members of The 519;
- b) The Board shall, from time to time, establish membership fees on an annual basis and shall provide for the issuance of membership cards and for the keeping of up to date records of members in good standing. Members whose membership has lapsed shall have a grace period of two months to renew membership without the loss of privileges.
- c) For the purpose of membership, "family" shall be interpreted as one or two adults and, when applicable, their dependents.

2) Responsibilities of Membership

Acceptance of membership in the Community Centre shall bind the member to abide by Board by-laws and the decisions of the Board of Directors.

3) Privileges of Membership

The members of The 519 shall have the right to:

- a) attend and participate in all meetings held to discuss the management of The 519;
- b) vote in the election of individuals as Directors of The 519;
- c) vote on any and all matters brought before the members at the Annual Meeting and any special meeting subject to the processes and limitations set forth in this constitution;
- d) vote on matters brought before standing Committees of which they are members;
- e) receive rights and consideration offered to them by the various groups of programmes in The 519;
- f) periodically receive information about The 519 and its programmes.

4) Associate Membership

- a) All persons interested in The 519's programmes and activities, yet residing outside the catchment area, will be eligible to become associate members of The 519;

THE 519 BOARD OF MANAGEMENT BY-LAWS/(CONSTITUTION)

- b) Associate Members shall enjoy all the privileges and responsibilities of membership, except those of voting at Annual and Special Meetings of the Membership.

ARTICLE IV

MEETINGS OF THE MEMBERSHIP

1) Annual Meeting

There will be an Annual Meeting of the membership on a date which shall be determined by the Board of Directors as soon as possible after September 1st each year, but which shall not be later than the last day of the month of September.

2) Notice of Annual Meeting

Notice of the Annual Meeting shall be given at least thirty (30) days in advance and in such manner to ensure that Members have reasonable opportunity to receive such notice. Notice of the meeting and agenda shall be posted in the community centre at least one week in advance of the meeting in accordance with City Council's policy on Public Meeting Provisions for City of Toronto Agencies, Boards and Commissions, as amended from time to time. The notice shall advise of no less than the following:

- a) date, time and location of the meeting;
- b) availability of the annual report of the Board;
- c) last date for which nominations to the Board will be accepted;
- d) intent to propose any amendments to the Constitution;
- e) any other proposed business.

3) The Purpose of the Annual Meeting shall be to:

- a) receive reports on the work of The 519 during the preceding year and on plans for the upcoming year;
- b) elect the nominated individuals to be recommended to Community Council and Council for appointment to the Board;
- c) transact all other business that may properly come before the meeting.

4) Special Meetings

A special meeting of the Membership shall be called upon:

- a) a motion passed by the Board of Directors to call a special meeting;
- b) submission to the Board of Directors of a request for a special meeting signed by twenty-five (25) Members stating the object of the proposed meeting. A special



THE 519 BOARD OF MANAGEMENT BY-LAWS/(CONSTITUTION)

meeting so requested shall be held not later than one month after the date the request was submitted to the Board.

5) Notice of Special Meeting

Notice of a special meeting shall be posted in a conspicuous place in The 519 and given in such other manner as the Board deems appropriate, at least seven (7) days in advance of the proposed date of the meeting, and shall state the date, time and location and purpose of the meeting.

6) Quorum for Meetings of the Membership

The presence of twenty-five (25) Members shall constitute a quorum at any meeting of the membership.

7) Votes at Meetings of the Membership

- a) At any meeting of the Membership, only Members who have obtained their membership at least thirty (30) days prior to the date of the meeting shall be entitled to cast a vote.
- b) At any meeting of the Membership, all Members shall have one vote and such a vote shall be given personally and not proxy.
- c) Questions arising out of any Annual or special meeting shall be decided by a majority vote except in the case of a two-thirds majority required to remove a Director and to amend the Board By-laws.

ARTICLE V

BOARD OF DIRECTORS

1) The Government and Management

The government and management of The 519 shall be entrusted to a committee to be known as 'The Board of Directors' (hereinafter called "the Board").

2) Responsibilities of the Board

- a) maintaining the building and grounds in good condition so as to meet all government standards for such properties;
- b) hiring and supervision of staff as may be required to assist with the maintenance and operation of the building and grounds;

THE 519 BOARD OF MANAGEMENT BY-LAWS/(CONSTITUTION)

- c) developing, supervising and approving applications for programmes to meet community needs;
 - d) seeking sources of funding for The 519 and its programmes;
 - e) conducting Membership campaigns to involve the broadest possible group of people in the management and activities of The 519;
 - f) from time to time, establishing a schedule of fees for Membership in The 519;
 - g) adhering to the provisions of By-law 263-75 (as amended by 487-80, May 26, 1980; 335-84, May 15, 1984; 28-89, Dec. 5, 1988, and 82-90, Jan. 29, 1990) of the City of Toronto passed June 26, 1975, establishing The 519 Church Street Community Centre.
 - h) appointing all Committees and prescribing their terms of reference;
 - i) inspecting all financial records, budgets and expenses of The 519, including the approval of the annual administrative budget and global budget estimates for recommendation to City Council, and the approval of The 519's financial statements for audit purposes and receiving the report of the Auditor;
 - j) naming themselves as a Board of Management to satisfy the requirements of the City By-Law;
 - k) the overall management, operation and maintenance of The 519 ensuring compliance with Chapter 25 of the City of Toronto Act, all applicable laws and applicable City policies;
 - l) the approval of the annual report for submission to City Council;
 - m) the development of resources to support activities, programmes and services of the community centre;
 - n) the hiring and evaluation of the community centre's Executive Director.
- 3) Composition of the Board

The Board shall be composed of:

- a) Eleven (11) elected members, not more than five of whom may be Associate Members of The 519, who may vote on all matters presented to the Board. A Board Member who moves outside of the area bounded by Bloor, Bay, Gerrard and Parliament Streets during his/her term of office may retain office until the expiration of his/her term.
- b) the City Councillor of Ward 27 who shall be an ex-officio voting member;
- c) such persons as voting members of the Board may appoint as ex-officio, non-voting members of the Board.
- d) Board members should collectively possess an understanding of diverse neighbourhoods and communities within the catchment area; reflect the cultural and social diversity of the community; have knowledge and understanding of community and public service; and possess good communication and decision-making skills;

THE 519 BOARD OF MANAGEMENT BY-LAWS/(CONSTITUTION)

4) Nominations and Elections of the Board

- a) Any Member or Associate Member of The 519 who resides in the City of Toronto and has attained the age of eighteen years is eligible to serve as a member of the Board of Directors.
- b) A nomination committee will be comprised of at least three persons appointed by the Board of Directors, as shall be the Chairperson. The Nominations Committee will make The 519 membership and community aware of the nominating procedure at least fourteen (14) days in advance of the closing date for nominations.
- c) Nominations for the position of Director shall be submitted in written form to the Nominations Committee at least ten (10) days prior to the Annual Meeting at which the Board is to be elected, at which time nominations shall then be closed.
- d) The eligible nominees for the Board with the highest number of votes in an election conducted by secret ballot at the Annual Meeting shall be elected to fill the number of vacancies on the Board.

5) Term of Office

The term of office for a Board member shall be two years. The Board shall be staggered so that in alternating years the terms of either five or six Board members shall expire at the Annual Meeting. A retiring Director shall retain office until the dissolution or adjournment of the meeting at which a successor is elected. Any retiring member of the Board shall be eligible for re-election if otherwise qualified. Board members are eligible for reappointment on the expiration of their term of office but no person shall serve on the Board for more than eight consecutive years or until their successors are appointed under the City of Toronto's Public Appointments Policy as amended from time to time.

In the event that seven or more vacancies are in effect for a particular Annual Meeting, the terms of office for the six eligible nominees that received the highest votes at the Annual Meeting will be two years. The term of office to fill the remaining vacancies will be one year.

6) Vacancy on the Board

- a) A vacancy in the office of Director shall be declared upon:
 - i. the death of a Director;
 - ii. the resignation of a Director;
 - iii. the removal of a Director;
 - iv. the failure of a Director to retain all the qualifications for Membership on the Board;

THE 519 BOARD OF MANAGEMENT BY-LAWS/(CONSTITUTION)

- v. three absences from regular monthly Board meetings in a Board year.
- b) In the event of a vacancy on the Board, other than a vacancy resulting from the removal of a Director, the Directors then in office shall appoint any qualified person as a Director to fill the vacancy except that if a vacancy occurs within 90 days before an Annual Meeting, the Board is not required to fill the vacancy. A person appointed to fill a vacancy holds office for the remainder of the term of the person he or she replaced as set out under section 209 of the *City of Toronto Act, 2006*.
- c) The Board will notify the City Clerk or his or her designate as soon as possible after a vacancy occurs for any reason.

7) Removal of a Director

- a) Any Director may be removed at any time from the office of Director by a motion passed by a two-thirds majority vote at a special meeting of the membership duly called for the purpose.
- b) Any qualified person may be elected by a majority of votes cast by a secret ballot at such special meeting to fill the vacancy. The person so elected shall be entitled to serve as a Director for the balance of the term of the Director who was removed from the office of Director.

8) Meetings of the Board of Directors

- a) Normally, the Board of Directors will hold its meetings at 519 Church Street at such times as it may determine, at least once in every month.
- b) Written notice of every Board Meeting shall be available to every Director at least seven (7) days prior to the proposed date of the meeting and posted at The 519 in a conspicuous place. Such notice shall state the date, time and location of the meeting and the general nature of the business to be transacted.
- c) As a local board of the City of Toronto, meetings of the 519 Board must be open to the public, as required by section 190 of the *City of Toronto Act, 2006*.
- d) A Board meeting or part of a meeting may be closed to the public where the subject matter being considered is a matter set out in section 190 of the *City of Toronto Act, 2006*, including:
 - i. the security of the property of the City, The 519, or any other local board;
 - ii. personal matters about an identifiable individual, including a city employee or a local board employee;
 - iii. personal matters about an identifiable individual, including a city employee or a local board employee;
 - iv. a proposed or pending acquisition or disposition of land by the City or local board;
 - v. labour relations or employee negotiations;

THE 519 BOARD OF MANAGEMENT BY-LAWS/(CONSTITUTION)

- vi. litigation or potential litigation, including matters before administrative tribunals, affecting the City or local board;
- vii. advice that is subject to solicitor-client privilege, including communications necessary for that purpose; or
- viii. a matter in respect of which the city council, board, committee or other body may hold a closed meeting under another Act, or
- ix. the meeting is held for the purpose of educating or training the members and no member of the Board discusses or other wise deals with any matter in a way that materially advances the business or decision making of the Board.

9) Quorum

A majority of the members of the Board, who are not members of Council or school board trustees, will constitute a quorum. If a board member who is a member of Council or a school board trustee is present, he or she will be counted to calculate quorum. A vacant position will not be counted to calculate quorum.

10) Voting

- a) At all meetings of the Board, the members of the Board present shall have the sole right to vote.
- b) At meetings of the Board, the Chairperson, in the case of an equality of votes, shall have in addition to an original vote, a second or casting vote.

11) Indemnification of Directors

All community centres shall be covered under the City's Liability and Property Insurance program. This coverage includes Automobile, Property, General Liability, and Professional Liability insurance. Professional Liability insurance provides coverage for liability resulting from errors or omissions in the performance of professional duties and applies to a range of officials including members of the Boards. Community centres are required to pay annual premiums for insurance to the City.

A member of the Board of Directors from and after election shall be indemnified and saved harmless out of the funds of The 519 Church Street Community Centre from and against all costs, charges and expenses whatsoever which such member of the Board sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against such member for, or in respect of, any act, deed, matter, or thing whatsoever made, done or permitted by the Director in or about the execution of the duties of offices; and all other costs, charges and expenses, which are sustained or incurred in or about, or in relation to, the affairs thereof, except such costs, charges or expenses as are occasions of such member's own wilful neglect or default.



THE 519 BOARD OF MANAGEMENT BY-LAWS/(CONSTITUTION)

ARTICLE VI

OFFICERS OF THE BOARD

1) The Officers of the Board

- a) The Board of Directors will elect its officers and Committee Chairperson at its first meeting following the Annual Meeting.
- b) The officers of the Board shall be - Chair, Vice-Chair, Treasurer and Secretary.
- c) The Board may establish other offices and assistant positions as it deems necessary, and shall prescribe the powers and duties of such officers or assistants.
- d) The term for every officer and assistant shall be one year.

2) Vacancy

- a) Vacancy in an office or assistant position shall be declared upon:
 - i. the death of an officer or assistant
 - ii. the resignation of an officer or assistant
 - iii. the removal of an officer or assistant
 - iv. the event of an officer or assistant ceasing to be a Director.
- b) The Board may appoint any other Director, except as provided for in part (1) of this Article, to fill a vacant office or assistant position, and the Director so appointed shall hold office or assistant position for the balance of the term of the officer or assistant whose departure created the vacancy.

3) Absence from Meetings or Duties

In the event of the absence of an officer or assistant, the Board may, except as provided for in part 1(d) and/or 5(b) of this Article, delegate the powers and duties of such officer or assistant to any other Director until the return to duty of incumbent officer or assistant.

4) Removal from Office

The Board may remove any person from an office or assistant position at any time by a motion passed by a majority vote.

5) Duties of Officers

- a) The Chair shall:
 - i. preside, when present, at all Annual, Special and Board Meetings;
 - ii. perform all the duties incidental to the office and any other duties assigned by the Board;
 - iii. be an ex-officio voting member of all Committees.

THE 519 BOARD OF MANAGEMENT BY-LAWS/(CONSTITUTION)

- b) The Vice-Chair shall:
 - i. assist the Chair;
 - ii. act as Chair;
 - a. in the event of the absence of the Chair until the Chair returns to duty;
 - b. in the event of vacancy in the office of Chair for the balance of the term of the person whose departure created the vacancy.
 - iii. while acting under 1 and 2 of 5 (b) of this Article, the Vice-Chair shall have all the powers and perform all the duties of the Chair;
 - iv. have such other powers as are assigned to the Vice-Chair from time to time by the Board.

- c) The Treasurer shall:
 - i. have such powers and perform such duties as are usually vested in the office of Treasurer;
 - ii. have such other powers as are assigned the Treasurer from time to time by the Board;
 - iii. make recommendations to the Board concerning all aspects of the financing and administration of The 519;
 - iv. receive, examine and present to the Board the financial statements and budgets of The 519 and all Standing Committees (if any) that require budgets and financial statements.

- d) The Secretary shall:
 - i. issue or cause to be issued notices for all meetings of the membership and the Board when directed to do so;
 - ii. have charge of the Minutes of all meetings of the membership and the Board;
 - iii. have such other powers as are assigned the Secretary from time to time by the Board.

- e) Every officer or assistant, at the time he or she leaves office shall turn all the papers and documents of the office or position over to the incoming officer or assistant.

ARTICLE VII

COMMITTEES

1) Standing Committees

The Standing Committees shall include:

The Finance Committee, Fundraising Committee, Human Resources Policy Committee, and Nominations Committee.

THE 519 BOARD OF MANAGEMENT BY-LAWS/(CONSTITUTION)

2) Standing Committee Membership

- a) All standing Committees shall be headed by a Chairperson appointed by the Board.
- b) With the exception of the Human Resources Policy Committee, all Standing Committees shall be composed of Board members and other Centre members who are appointed or accepted by the Chairperson or by the Board.
- c) The Human Resources Policy Committee shall be composed of members of the Board and may contain not more than one Centre member who is not a member of the Board, all of whom must be approved by the Board.

3) All Standing Committees shall:

- a) operate within the terms of reference laid down by the Board;
- b) provide an open forum for discussion by all interested parties;
- c) report their deliberations, recommendations and resolutions to the Board for confirmation and for approval; and
- d) continue to operate for such length of time as shall be determined by the Board.

4) Other Committees

The Board may establish such other Committees with such duties and powers and for such length of time as it shall determine from time to time.

5) Meetings of Committees

- a) Normally, Committees of the Board will hold their meetings at 519 Church Street at such time as the Chairperson may determine.
- b) Written notice of every Committee meeting shall be posted in a prominent place at The 519 at least seven (7) days prior to the proposed date of the meeting.
- c) Meetings of every Committee shall be open, except where confidential business is being conducted by the Human Resources Policy Committee.

6) Quorum

No quorum is 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.

7) Voting

- a) At all Committee meetings, the members of The 519 present shall have a right to vote.
- b) At Committee meetings, the Chairperson, in the case of an equality of votes, shall have, in addition to an original vote, a second or casting vote.

THE 519 BOARD OF MANAGEMENT BY-LAWS/(CONSTITUTION)

ARTICLE VIII

AGENTS AND EMPLOYEES

The Board may appoint agents and employees in accordance with a hiring policy developed under subsection 212(2) of the *City of Toronto Act, 2006*.

ARTICLE IX

SIGNATURES AND FISCAL YEAR

1) Cheques, etc.

All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of The519, shall be signed by such officer or officers, agent or agents of The 519 and in such a manner as shall from time to time be determined by resolution of the Board of Directors and any such officers or agents may alone endorse notes and drafts for collections on account of The 519 through its bankers, and endorse notes and cheques for deposit with The 519's bankers for the credit of The 519, or the same may be endorsed "for collection" or "for deposit" with the bankers of The 519 by using the Community Centre's rubber stamp for the purpose. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between The 519 and its bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

2) Execution of Documents

- a) Deeds, transfer, licenses, contracts and engagements, on behalf of The 519 shall be signed by either the Chair or the Vice-Chair and by the Secretary.
- b) Contracts in the ordinary course of The 519's operations may be entered into on behalf of The 519 by the Chair, Vice-Chair, Treasurer or by any person authorized by the Board.
- c) Notwithstanding any provision to the contrary contained in The 519's Board by-laws, the Board of Directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Corporation may be executed.

3) Financial Year

The fiscal year of the Community Centre shall terminate on the 31st day of December in each year.



THE 519 BOARD OF MANAGEMENT BY-LAWS/(CONSTITUTION)

ARTICLE X

AMENDMENTS TO THE BOARD BY-LAWS

- 1) The By-laws of The 519 shall be enacted, amended, repealed, or re-enacted only by a two-thirds majority vote of the members present in person at the Annual Meeting or any Special Meeting.
- 2) Proposals to enact, amend, repeal, or re-enact the Board By-laws may be put forward by the Board provided that intention to enact, amend, repeal, or re-enact is contained in the Notice for the Special or Annual Meeting at which they are to be voted upon and that the text of any proposed change is posted in a prominent place at The 519 no less than seven (7) days in advance of the proposed date of such Special Meeting or thirty (30) days in advance of the proposed date of such Annual Meeting.
- 3) Proposals to enact, amend, repeal, or re-enact the Board By-laws may be put forward by any Member of The 519 provided that such proposals are presented to the Board at a regularly scheduled Board meeting at least fourteen (14) days prior to the last date by which the Board is required to give notice of the Special or Annual Meeting at which they are to be voted upon, in order for the Board to include the intent for such a proposal to enact, amend, repeal, or re-enact in the notice for such meeting and to post the text of any proposed change in a prominent place at The 519 no less than seven (7) days in advance of the proposed date of such Special Meeting or thirty (30) days in advance of the proposed date of such Annual Meeting.