



Family and Children's Services of Lanark,

Leeds and Grenville By-Laws

June 20, 2023

Table of Contents

FCSLLG By- Law No. 1 - GENERAL.....	3
SECTION 2 - MEMBERSHIP.....	7
SECTION 3 - MEMBERSHIP DUES, TERMINATION AND DISCIPLINE.....	7
SECTION 4 - MEETINGS OF MEMBERS.....	9
SECTION 5 - THE BOARD OF DIRECTORS	11
SECTION 6 - MEETINGS OF DIRECTORS.....	14
SECTION 7 - OFFICERS.....	17
SECTION 8 - NOTICES.....	19
SECTION 9 - AMENDMENTS, AMALGAMATIONS, DISSOLUTION AND DISPERSAL.....	20
SECTION 10 - EFFECTIVE DATE.....	20

FCSLLG By-Law No. 1

A By-Law relating generally to the affairs of

FAMILY AND CHILDREN'S SERVICES OF LANARK, LEEDS AND GRENVILLE

(the "Corporation")

SECTION 1 – GENERAL

1.0 Upon approval by the members, this bylaw will replace and make null and void any previous bylaw that may have been enacted by the corporation.

1.1 Definitions

In this by-law and all other by-laws of the corporation, unless the context otherwise requires:

- 1.1.1 "Act" means the Ontario Corporations Act, RSO 1990 C. 38 or, upon its proclamation, the Ontario *Not-For-Profit Corporations Act* (ONCA), SO 2010 C. 15 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- 1.1.2 "Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the corporation;
- 1.1.3 "Board" means the board of directors of the corporation;
- 1.1.4 "By-law" means this by-law and any other by-laws of the corporation as amended and which are, from time to time, in force and effect;
- 1.1.5 "day" means a calendar day;
- 1.1.6 "Chair" shall be the President, Vice-President or such other person empowered or selected in accordance with this by-law to chair a meeting;
- 1.1.7 "Corporation" means Family and Children's Services of Lanark, Leeds and Grenville;
- 1.1.8 "Director" means a member of the board;
- 1.1.9 "Executive Director" means the chief operating officer of the corporation by whatsoever designation the board determines;
- 1.1.10 "Member" means a member of the corporation approved in accordance with this bylaw;
- 1.1.11 "Minister" means the Minister responsible for enforcement of the Act;
- 1.1.12 "Meeting of members" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a special meeting of all members entitled to vote at an annual meeting of members duly called in accordance with this bylaw;
- 1.1.13 "Officer" means an officer of the Corporation;

- 1.1.14 "Ordinary resolution" means a resolution passed by at least 50 percent plus 1 of the votes cast on that resolution;
- 1.1.15 "Organization" means the FCSSLG;
- 1.1.16 "Proposal" means a proposal submitted by a member of the corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;
- 1.1.17 "Record date" means the date set by the board for determining membership eligibility to receive notice and vote at meetings of members;
- 1.1.18 "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time;
- 1.1.19 "Signature" means an original signature handwritten or an electronic facsimile thereof;
- 1.1.20 "Special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution; and
- 1.1.21 "Written Request" or "Request in Writing" means a request transmitted on paper or through electronic communication by means of email, fax or other electronic technology.

1.2 Interpretation

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified in 1.1 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

1.3 Purpose

The purposes or objects of the corporation are to:

1. Generally, discharge the functions of a Children's Aid Society under the Child, Youth and Family Services Act of Ontario and to cooperate in the carrying out of said Act and other legislation in the interests of children;
2. Investigate allegations of neglect and abuse;
3. protect children and youth;
4. Provide supervision or other services for children assigned to its care;
5. Promote the best possible outcomes for children and youth in care;
6. Deliver services that support and strengthen children, youth and their families in our communities;
7. Do all things incidental and ancillary to the foregoing objects of any of them.
8. Enhance the capacity of families to provide care for their own children.

1.4 Registered Office

The registered office of the corporation shall be in the counties of Lanark, Leeds and Grenville in the Province of Ontario at a place determined by the Board of Directors.

1.5 Geographic Area

The corporation will serve the Counties of Lanark, Leeds and Grenville and the municipalities of Smiths Falls, Prescott, Brockville and Gananoque in the Province of Ontario.

1.6 Abbreviated Name

The abbreviated name of the corporation shall be FCSSLG.

1.7 Corporate Seal

The corporation may have a corporate seal in the form approved from time to time by the board. If the board approves a corporate seal, the secretary of the corporation shall be the custodian of the corporate seal.

1.8 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the corporation may be signed by any two (2) of its officers or directors. In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the corporation to be a true copy thereof.

1.9 Financial Year End

The board of directors shall determine the financial year-end of the corporation.

1.10 Banking Arrangements

The banking business of the corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the corporation and/or other persons as the board may from time to time designate, direct or authorize.

1.11 Annual Financial Statements

The corporation shall annually produce audited financial statements and may, instead of sending copies of the annual financial statements, publish a notice to its members stating that the annual financial statements and documents are

available at the registered office of the corporation and any member may, on request, obtain an electronic or paper copy free of charge at the registered office, by email or by prepaid mail.

1.12 Corporate Records

The secretary shall maintain all corporate records at the registered office, or another location designated by the board, and they shall be made available to members, directors, or officers upon request.

1.13 Transfer of Assets

The corporation will not transfer or assign any of its assets to an individual or organization unless the transfer is consistent with policies, procedures and directives of the funder(s) of those assets.

1.14 Indemnification

The directors, officers or other persons who have undertaken or are about to undertake any liability on behalf of the corporation and their heirs, executors and administrators, and estate and effects respectively shall from time to time and at all be indemnified and saved harmless, out of funds of the corporation and the Ministry of Children, Community and Social Services from and against:

- 1.14.1 all costs, charges and expenses whatsoever which such director, officer, or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him/her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him/her or about the execution of the duties of his/her office or in respect of any such liability, when acting honestly and in good faith and for the best interests of the corporation; and
- 1.14.2 all costs, charges and expenses whatsoever which he/she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her own willful neglect or default.

No director or officer for the time being of the corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the corporation through the insufficiency or deficiency of title to any property acquired by order of the board for or on behalf of the corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the corporation shall be placed out or invested or for any loss or damages arising from the bankruptcy, insolvency, or tortuous act of any person, firm or corporation with whom or which any moneys, securities or effect shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution or supposed execution of the duties of his/her respective office or trust or in relation thereto unless the same shall happen by or through his/her own willful act or his/her own willful default.

1.15 Invalidity of any provisions of this by-law

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

1.16 Computation of Time

In computing the date when notice must be given under any provision in the by-law requiring a specified number of days' notice of any meeting or other event, the date of giving the notice is, unless otherwise provided, included.

SECTION 2 – MEMBERSHIP

2.1 Members

Subject to the articles, there shall be one class of members in the corporation. Membership in the corporation shall be available to individuals and corporation, and/or other legal entities interested in furthering the corporation's purposes, and:

- who live, work in, or have their registered office within the geographic area,
- who are at least the age of majority or are incorporated,
- who are not members of the-staff other than senior managers above the level of front-line supervisor,
- who have provided a recent clear criminal record check
- who do not have the status of bankrupt
- who subscribe to and support the purposes and values of the corporation and whose interests the board has not determined to be adverse to interests of the corporation;
- who have applied for and been accepted into membership in the corporation by resolution of the Board or in such other manner as may be determined by the Board.

Candidates for membership are to notify the secretary of the corporation in writing of their desire to become a member.

Applications for membership shall be on the form prescribed by the board and forwarded to the Corporation's Head Office and signed by the applicant and shall include an undertaking to abide by the by-law and regulations of the Corporation, and to pay such fees as are duly authorized in accordance with this by-law.

2.1 (a) Membership Powers

Each member, eligible as of the record date, shall be entitled to receive notice of, attend, and vote, in person, at all meetings of the members of the corporation at such address or electronic address as they from time to time provide the corporation.

SECTION 3 - MEMBERSHIP DUES, TERMINATION AND DISCIPLINE

3.1 Membership Dues

Membership dues, if any, shall be set by the board of directors. Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date, the members in default shall automatically cease to be members of the corporation. The membership term shall be the fiscal year of the corporation as determined in section 1.9.

3.2 Termination of Membership

A membership in the corporation is terminated when:

- 3.2.1 the member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
- 3.2.2 a member fails to maintain any qualifications for membership described in Section 2.1 of these by-laws;
- 3.2.3 the member resigns by delivering a written resignation to the president of the board of the corporation in which case such resignation shall be effective on the date specified in the resignation;
- 3.2.4 the member is expelled or is otherwise terminated in accordance with the articles or by-law;
- 3.2.5 the member's term of membership expires; or
- 3.2.6 the corporation is liquidated or dissolved under the Act.

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the corporation, automatically cease to exist.

3.3 Discipline of Members

The membership shall have authority to suspend or expel any member from the corporation for any one or more of the following grounds:

- 3.3.1 violating any provision of the articles, by-laws, or written policies of the corporation; or
- 3.3.2 carrying out any conduct which may be detrimental to the corporation as determined by the membership in its sole discretion.

In the event that the membership determines that a member should be expelled or suspended from membership in the corporation, the Board President, or such other officer as may be designated by the membership, shall provide twenty (20) calendar days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the Board President, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period.

If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the

member concerning such final decision within a further twenty (20) calendar days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal.

In the event that the Board President receives no written submissions, the secretary, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the corporation.

SECTION 4 - MEETINGS OF MEMBERS

4.1 Calling of Meetings

The President, any three members of the board or ten percent of members submitting a written request through the secretary may call meetings of the members at any time.

4.2 Record Date

The board shall by resolution establish in advance a time and date, at least thirty (30) days in advance of any, meeting of the members, as the record date for the determination of those members entitled to notice of and to vote at the members' meeting. Any person who is not a member as of the record date is not entitled to notice or to vote at the meeting for which the record date has been established.

4.3 Annual Meeting of the Members

The annual meetings of the corporation shall be held within six (6) months following the end of the corporation's fiscal year and within fifteen (15) months after the holding of the last preceding annual meeting at a time, date and place within the area served by the corporation as determined by the board for the purpose of:

- 4.3.1 Hearing and receiving the reports and statements required by the Act to be read at and laid before the members at an annual meeting;
- 4.3.2 Electing directors;
- 4.3.3 Appointing the auditor and fixing or authorizing the board to fix his/her remuneration; and
- 4.3.4 Transacting any other business properly brought before the meeting.

4.4 Auditors

4.4.1 Appointment

At the annual meeting of the corporation, the members shall appoint a licensed public accountant as auditor to hold office until the next annual meeting. If no such appointment is made, the auditor in office shall continue in office until a successor is appointed.

4.4.2 Reporting

The auditor shall report to the members on the financial statement to be laid before the corporation at the annual meeting and on those other matters required by the Act.

4.4.3 Qualifications

No person shall be appointed as auditor of the corporation who is director, officer or employee of the corporation or who is a partner, employer or employee of any such director, officer or employee.

4.5 Persons Entitled to be Present

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors, officers and the public accountant of the corporation and such other persons who are entitled or required under any provision of the Act, articles or by-law of the corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

4.6 Chair of the Meeting

In the event that the president of the board and the vice-president of the board are absent from a meeting of the board or Executive Committee, the members who are present and entitled to vote at the meeting shall choose one of the members to chair the meeting.

4.7 Quorum

A quorum at any meeting of the members shall be a majority of the members (50% plus 1), whether present in person, by proxy, or by telephonic or electronic means.

Votes to Govern

At any meeting of members, every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the question. The president shall vote only in the event that the ballot is secret or their vote would affect the result, that is, for a motion that is tied or against a motion that would otherwise pass by one vote.

4.8 Notice of Meeting of Members

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

4.8.1 by mail, courier, personal delivery, telephonic, electronic, or other communication facility to each member entitled to vote at the meeting.

Notice must be given no later than 10 days and no earlier than 50 days before the day on which the meeting is to be held, regardless of how notice is provided.

4.8.2

4.8.3 Notice of any annual or special general meeting of members shall be given to each member. Notice of any meeting where regular or special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgement on the decision to be taken.

The Declaration of the Executive Director or Chair that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice.

4.9 In-Camera

Where the members deem that matters of a confidential or personal nature are being discussed, it may, by a majority vote of directors, go *in-camera* and shall be subject to the following rules:

- 4.9.1 non-members may not be present during *in-camera* sessions of the members unless the members provide for their attendance by a two-thirds (2/3) majority of the members;
- 4.9.2 once *in-camera* the chair shall not permit any individual to enter or leave the session except in extraordinary circumstances as determined by the chair;
- 4.9.3 Brief minutes will be kept of in-camera meetings that summarize the subject discussed and key factors addressed in discussion. No decisions may be made in camera. Motions must be proposed and voted on during open meetings.

4.10 Rules of Order

Meetings will be held with the least level of formality as possible, however procedural disagreements will be resolved by the president's review of Robert's Rules of Order.

SECTION 5 – THE BOARD OF DIRECTORS

5.1

The affairs of the Corporation shall be governed by a Board of Directors, comprised of anywhere between 5 and 13 directors elected by the members. The Board may by resolution change the number of elected directors, but such motions will be time limited and will require approval at a members meeting. Management of the Corporation's operations may be delegated to an Executive Director who shall be a 'non-voting' director.

5.2 Eligibility

A director must be an individual, 18 years of age, with power under law to

FCSLLG By-Laws

contract. Directors must be members of the Corporation or shall become members upon election or appointment in accordance with this by-law. The executive director is a non-voting director.

Powers of the Board

- 5.2.1 The Directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by the Act, its charter or otherwise authorized to exercise and do.
- 5.2.2 The Directors shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an Officer or Officers of the Corporation the right to employ and pay salaries to employees.
- 5.2.3 The Directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interests of the Corporation in accordance with such terms as the Board of Directors may prescribe. The Board of Directors is hereby authorized, from time to time to:
- a) borrow money upon the credit of the Corporation, from any bank, Corporation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the Board of Directors in its discretion may deem expedient;
 - b) limit or increase the amount to be borrowed.
- 5.2.4 The Directors shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.
- 5.2.5 Without in any way derogating from the foregoing, the board is expressly empowered, from time to time, to purchase, lease or otherwise acquire, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, land, buildings and other properties, movable or immovable, real or personal, or any right or interest therein owned by the Corporation for such consideration and upon such terms and conditions as they may deem advisable.
- 5.2.6 The Board may employ such individuals on behalf of the Corporation as the Board of Directors deems applicable from time to time, and may designate the titles of such employees as they deem applicable.

5.3 Elections and Term

A slate of candidates selected by the Nominations Committee to reflect the skills and criteria needed for good governance will be presented to the members for election to the Board of Directors at an annual or special meeting. Nominations recommended by members must be signed by at least two members.

The slate of candidates shall be deemed elected as Directors if approved by a majority of the votes cast by the members. In the event that the slate does not receive majority approval, the names of candidates on the slate and such others as may have been nominated shall be submitted for election individually and approved or rejected by majority vote.

Subject to the articles, the members will elect the directors at the first meeting of members and at each succeeding annual meeting at which an election of directors is required, and the directors shall be elected to hold office for a maximum term o f f o u r y e a r s .

The directors will generally be elected using staggered terms with approximately one-third of directors elected at each annual general meeting, in accordance with this purpose the first meeting of members will specify different terms for directors.

Commented [ELM1]: For discussion, do we want to say no more than three terms?

5.4 Termination of Directorship

A director of the corporation is terminated when:

- 5.4.1 the director dies, or, in the case of a director that represents a member corporation, the corporation is dissolved;
- 5.4.2 The director fails to maintain any of the qualifications for membership described in Section 2.1 of these by-laws;
- 5.4.3 the director resigns by delivering a written resignation to the president of the board of the corporation in which case such resignation shall be effective on the date specified in the resignation;
- 5.4.4 the director is expelled in accordance with the articles or by-laws;
- 5.4.5 if a Director fails to attend, in-person or by means of telecommunication, three consecutive meetings of the Board or any committee without having such lapse in attendance excused for good reason by the Board at its discretion;
- 5.4.6 the director's term expires;
- 5.4.7 if a Director is found by a court to be of unsound mind;
- 5.4.8 if a Director becomes bankrupt or suspends payments or compounds with creditors;
- 5.4.9 the corporation is liquidated or dissolved under the Act.

5.6 Vacancy in Directorship

The board may fill vacancies temporarily by a two-thirds (2/3) majority to be ratified by the membership at the next regular meeting.

Vacancies on the board need not be filled until the next annual general meeting, providing there remain two-thirds (2/3) of directors. If less than two-thirds (2/3) of the directors remain then the board will immediately call a special meeting of the membership in order to fill the vacancies.

5.7 Non-Remuneration of Directors

The Directors shall receive no remuneration for acting as such and no Director shall directly or indirectly receive any profit from his position. Directors may be reimbursed for reasonable expenses incurred by them in the normal course of their duties, including attendance at meetings.

SECTION 6 - MEETINGS OF DIRECTORS

6.1 Calling of Meetings

The president of the board shall call meetings at least quarterly. The President or any two (2) directors submitting a written request through the secretary may call meetings of the board at any time.

6.2 Notice of Meeting

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in Section 8.1 of this by-law to every director of the corporation not less than seven 10 calendar days before the time when the meeting is to be held (and no earlier than 50 days). Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.

6.3 Regular Meetings

The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting.

6.4 Quorum

A quorum at any meeting of the directors shall be a majority of directors (50% + 1).

6.5 Meetings by Electronic Means **FCSLLG By-Laws**

Meetings may be held in person, by teleconference or by other electronic means.

Meetings held by Teleconference

The Directors of the Corporation may meet by teleconference provided that either a majority of the Directors consent to meeting by teleconference or have been approved by resolution passed by the Board of Directors at a meeting of the Directors of the Corporation to meet by teleconference.

Meetings by Other Electronic Means

The Directors of the Corporation may meet by other electronic means that permits each Director to communicate adequately with each other, provided that:

- a) the Board of Directors of the Corporation has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with the procedures for establishing quorum, and recording votes;
- b) each Director has equal access to the specific means of communication to be used;
- c) each Director has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

6.6 Votes to Govern

Questions arising at any meeting of Directors shall be decided by a majority of votes, each Director present at the meeting to have one (1) vote. The Chair shall not be entitled to cast her vote unless to create or break a tie. In the event of a tie, the motion will fail. In such circumstances the Chair will have disclosed their intention to vote.

All votes at any such meeting shall be taken by ballot if so demanded by any Director present, but if no such demand is made, the vote shall be taken by oral assent or dissent. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

6.7 Conflict of Interest

A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction. [ONCA clause 41]

6.8 In-Camera **FCSLLG By-Laws**

Where the board deems that matters of a confidential or personal nature are being discussed, it may by a majority vote, go *in-camera* and shall be subject to the following rules:

- 6.8.1 non-members may not be present during *in-camera* sessions of the board unless the board provides for their attendance by a two-thirds (2/3) majority of the members;
- 6.8.2 the executive director shall be present at in camera sessions unless expressly excluded by a majority of members
- 6.8.3 once in-camera the president shall not permit any individual to enter or leave the session except in extraordinary circumstances as determined by the president;
- 6.8.4 minutes of in-camera sessions will record that a particular matter has been discussed and include a brief summary of the factors considered on the given subject. No decisions may be made in-camera other than to refer or propose a motion to the board to be voted on during open meetings

6.9 Committees

The board may from time to time appoint any committee or other advisory body and, appoint and remove its members, and set terms of reference as it deems necessary to further the objectives of the corporation. The quorum for any committee shall be a majority of its members who are directors.

6.9.1 Executive Committee

- During the intervals between meetings of the Board, the Executive Committee shall possess and may, subject to ratification by the Board at its next meeting, exercise all the powers of the Board, except to make extraordinary expenditures or changes in policies or the direction of the Society, subject to any specific directives imposed by the Board, this by-law or any other statutory or common law, and shall have such other duties as the Board may, from time to time, prescribe by resolution. The following Powers of the Board cannot be delegated: To submit to the members any question or matter requiring the approval of members
- To fill a vacancy among the directors or in the position of auditor or of a person appointed to conduct a review engagement of the corporation
- To appoint additional directors
- To issue debt obligations except as authorized by the directors
- To approve any financial statements under section 83
- To adopt, amend, or repeal by-laws
- To establish contributions to be made, or dues to be paid, by members under section 86

The Executive Committee shall be comprised of the President (who shall be Chair), Vice-President, Treasurer, the Past President or another member of the board, a fifth director of the board, and of the Executive Director as a non-voting

member and who also serves as Secretary of the committee.

6.9.2 Governance and Nominations Committee

There shall be a Governance Committee, by such name as determined by the board, with responsibility for the good governance of the corporation and for overseeing recruitment, orientation and development of the Directors and the Board and such other duties as the board may prescribe.

The committee shall be comprised of the Vice-President as Chair and at least two other directors appointed by the Board. The President and Executive Director shall be ex-officio members.

Meetings of the Governance and Nominations Committee shall be held at any time and place to be determined by the Chair of the committee provided that written notice of the meeting shall be sent to each member of the committee electronically at least forty-eight (48) hours or, if by mail, at least fourteen (14) days in advance.

SECTION 7 - OFFICERS

7.1 Term of Office

Officers of the Corporation shall be the President, Vice-President, Treasurer, Secretary and Executive Director. The duties of the Secretary shall be performed by the Executive Director or designate.

Officers of the Corporation, except for the Executive Director shall be appointed by resolution of the Board at the first meeting of the board following an annual meeting of members.

The Officers of the Corporation shall hold office for one (1) year from the date of appointment or election or until their successors are elected or appointed in their stead. Officers shall be subject to removal by special resolution of the Board of Directors at any time.

7.2 Description of Officers

Unless otherwise specified by the board, which may, subject to the Act, modify, restrict or supplement such duties and powers, the officers of the corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

7.2.1 President of the Board - The president of the board shall be a director appointed by the board. The president of the board shall, when present, preside at all meetings of the board and of the membership. The president shall have such other duties and powers as the board may specify. The president shall be elected to hold office for a term expiring not later than the close of the next annual meeting of members following the election.

7.2.2 Vice President of the Board - When the president is absent or unable to act, the vice-president shall exercise all the power and duties of the

president. In the event that the president and the vice-president are both absent, the board shall nominate one (1) of its members to preside as acting president and, while so acting, the acting president shall have all the power and duties of the president. The vice-president shall also perform the other duties prescribed from time to time by the Board or incident to the office. The vice-president shall be elected to hold office for a term expiring not later than the close of the next annual meeting of members following the election.

7.2.3 **Treasurer**

The Treasurer shall ensure that the Corporation maintains a rigorous record of all receipts and expenditures in accordance with recognized accounting principles. He shall ensure that the financial transactions of the Corporation are in accordance with the intentions of the Board of Directors. He shall report to the Chair and Directors at the regular meeting of the Board of Directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the Corporation. He shall carry out all of the duties related to his function that the Board of Directors assigns to him.

7.2.4 **Secretary** – The Executive Director shall carry out the duties of Secretary and shall act as clerk of the board and record all votes and minutes of all proceedings in the books to be kept for that purpose. The Secretary shall give or cause to be given notice of all meetings of the members and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or Chair, under whose supervision the Secretary shall be. The Secretary shall be the custodian of the seal of the Corporation.

7.2.5 **Executive Director** – The executive director shall be the chief executive officer of the corporation and shall be responsible for the execution of the resolutions and policies of the corporation. The executive director shall, subject to the authority of the board, have general supervision of the affairs of the corporation.

The executive director or her designate, shall act as the secretary of the board and shall in this capacity ensure that the board is aware of all the relevant legal obligations placed upon it.

The Executive Director is an officer of the corporation and a non-voting director of the board otherwise with all of the responsibilities, rights and privileges of a director.

7.2.6 The powers and duties of all other officers of the corporation shall be such as the terms of their engagement call for or the board or executive director requires of them. The board may, from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

7.3 **Vacancy in Office**

In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the corporation. Unless so removed, an officer shall hold office until the earlier of:

- 7.3.1 the officer's successor being appointed,
- 7.3.2 the officer's resignation,
- 7.3.3 such officer ceasing to be a director (if a necessary qualification of appointment) or
- 7.3.4 such officer's death.

If the office of any officer of the corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

SECTION 8 - NOTICES

8.1 Method of Giving Notices

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a meeting of members or a meeting of the board, pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant, shall be sufficiently given:

- 8.1.1 if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the corporation; or
- 8.1.2 if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- 8.1.3 if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- 8.1.4 if provided in the form of an electronic document.

The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the corporation to any notice or other document to be given by the corporation may be written, stamped, typewritten or printed or partly written, stamped, type-written or printed.

8.2 Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance

shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

SECTION 9 – AMENDMENTS, AMALGAMATIONS, DISSOLUTION AND DISPERSAL

9.1 Amendments

Amendments to this bylaw shall be approved by a special resolution of the membership.

9.2 Amalgamations

Amalgamations with other corporations shall be approved by special resolution of the membership.

9.3 Dissolution and Dispersal

The dissolution of the corporation shall be approved by special resolution of the membership. Upon dissolution, and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to other charitable organizations with a purpose consistent with the purposes of this corporation in accordance with the provisions of the Ontario Not for Profits Corporations Act and the Income Tax Act.

SECTION 10 - EFFECTIVE DATE

10.1 Effective Date

CERTIFIED to be By-Law No. 1 of the corporation, as enacted by the members of the corporation by special resolution on the 20th day of June, 2023.

Dated as of the 20th day of June, 2023.



Erin Lee Marcotte _____(Secretary)