

**COMMUNITY LIVING GRIMSBY, LINCOLN AND WEST LINCOLN**

Herein after referred to as the "Association"

**BY-LAWS**

**1. HEAD OFFICE**

The Head Office of the Association shall be within the boundaries served by the Association in the Province of Ontario and at such place therein as the Board of Directors may from time to time determine.

**2. SEAL**

The seal, an impression of which is stamped on the margin of this page, shall be the corporate seal of the Association.

**3. MEMBERSHIP**

Classes of Members:

1) Any person who supports the purposes and objects of the Association may be admitted as a general member by the Board of Directors. An annual membership fee shall be levied.

2) The Board of Directors of the Association may confer life membership in the Association on any person who has contributed long and distinguished service to the Association. Life members shall have all the rights and privileges of general members, but shall not be required to pay annual membership dues.

3) The Board of Directors of the Association may confer Honorary Life Membership in the Association on any person who has made an outstanding contribution to the Association. Honorary Life Members shall have none of the rights and privileges of members, and shall not be required to pay annual membership dues. Honorary Life Members shall have no vote at meetings of the members of the Association.

4) Employees of the Association may be admitted as members of the Association by the Board of Directors upon payment of the annual fee. However, employees of the Association shall not be eligible to vote on business conducted at General Meetings, Board Meetings or Committee Meetings.

**4. TERMINATION OF MEMBERSHIP**

Membership in the Association shall not be transferable and shall cease to exist upon a member's resignation, non-payment of annual membership dues, and removal by the Board or death. Resignations of members shall be effective in accordance with their terms or upon acceptance by the Board of Directors, whichever is sooner.

## **5. BOARD OF DIRECTORS**

- (1) The affairs of the Association shall be managed by a Board of a minimum of eight (8) to a maximum of (14) Directors. The Board of Directors may exercise all such powers and do all such acts and things as may be exercised or done by the Association and are not expressly required to be done by the Association at a general meeting of members.
- (2) Each Director shall hold office until the first Annual Meeting after his or her election or until his or her successor replacement has been named.
- (3) The whole Board of Directors shall retire at each Annual Meeting, but shall be eligible for re-election with the exception of the President. The President shall serve a two year term with an optional third year. Consecutive terms are not permitted.

## **6. QUALIFICATIONS OF DIRECTORS**

- (1) All Directors shall be eighteen years of age or more and shall be members of the Association.
- (2) If a person who is not a member of the Association is elected to the Board of Directors, he or she shall become a member of the Association within ten (10) days of his or her election and if he or she fails to become a member within such ten (10) days, he or she thereupon ceases to be a Director, and shall not be re-elected or re-appointed unless he or she is first a member of the Association.
- (3) No employee or spouse of an employee shall be eligible for election to the Board of Directors for at least 2 years after termination of employment with the Association with the exception of any individual person receiving services through the Association.
- (4) There will be a position available for one Director who is Francophone as per the French Language Services Act 1986 requirements for publically funded organizations.
- (5) The Board recognizes and values the diversity of opinions and thereby recommends that one of the members selected and nominated to the Board be in receipt of services through Community Living – Grimsby, Lincoln and West Lincoln.

## **7. NUMBER OF DIRECTORS**

- (1) There shall be a minimum of eight (8) up to a maximum of fourteen (14) Directors.
- (2) The Association may increase or decrease the number of its Directors by a Special Resolution passed by the Board of Directors and confirmed by at least two-thirds of the votes cast at a general meeting of the members of the Association.

## **8. VACANCIES ON THE BOARD OF DIRECTORS**

- (1) As long as a quorum of Directors remains in office, the Board of Directors may fill vacancies on the Board of Directors for the remainder of the term, however caused, by the appointment of qualified members of the Association.
- (2) If there is not a quorum of Directors remaining in office, the remaining Directors shall as soon as practical call a special general meeting of the members to fill the vacancies.
- (3) All vacancies shall be filled at each Annual Meeting.
- (4) If the number of Directors is increased between annual meetings, a vacancy or vacancies to the authorized increase shall thereby be deemed to have occurred, and may be filled by the Board of Directors in the manner above provided.

## **9. VACATING OF OFFICE**

The office of a Director of the Association shall be vacated:

- (1) If the Director resigns office by written notice to the Association, which resignation shall be effective at the time it is received by the Association or at the time specified in the notice, whichever is later;
- (2) If the Director dies;
- (3) If the Director becomes bankrupt;
- (4) If the Director is found to be incapable of managing property by a court or under Ontario law; or
- (5) Every reasonable attempt shall be made by a Director to attend each meeting of the Board. If a member of the board misses a total of (3) meetings of the Board within the Board's annual term, the Chair of the Board will contact the individual Director to discuss and explore the reasons for the Director's absence. The results of this discussion will be shared with the Board of Directors at the next Board meeting;
- (6) If he or she or his or her spouse becomes an employee of the Association;

## **10. REMOVAL OF DIRECTORS FROM OFFICE**

The members of the Association may, by a resolution passed by a majority of votes at a regular Board of Directors' meeting of which notice specifying the intention to pass such resolution has been given, remove any Director from office before the expiration of the term of office and may, by a majority of votes cast at that meeting, elect any qualified person for the remainder of the term.

## **11. QUORUM OF DIRECTORS**

No business of the Association shall be transacted by its Directors except at a meeting of the Board of Directors at which a quorum is reached, provided that any By-Law or resolution signed during the Association's first year of existence by all the Directors is as valid and effective as if passed at a meeting of the Directors to be called, constituted and held for that purpose. A quorum is 50% of the Directors plus one.

## **12. DIRECTORS VOTING**

Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes. In case of an equality of votes, the chair shall cast the deciding vote.

## **13. MEETINGS OF THE BOARD OF DIRECTORS**

- (1) The Board of Directors shall meet at least eight (8) times per year. Meetings of the Board of Directors may be held either at the head office of the Association or any other place within or outside of Ontario the Board may from time to time decide upon.
- (2) Fifty percent plus one of the Directors shall form a quorum for the transaction of business at meetings.
- (3) Formal notice of any such meeting shall not be necessary if all the Directors are present, or if those absent have signified their consent to the meeting being held in their absence.
- (4) Three Directors may call a meeting of the Board of Directors at any time if deemed necessary.
- (5) Notice of all meetings of the Board of Directors shall be delivered, mailed, telephoned, sent by electronic mail or sent by facsimile to each Director not less than two days (exclusive of the day the notice is delivered, mailed, telephoned or sent by electronic mail or facsimile but inclusive of the day for which the notice is given) before the meeting is to take place.
- (6) A Director may waive notice of a meeting or any irregularity in the meeting or the notice thereof.
- (7) The Board of Directors may appoint a day or days in any month or months for regular meetings at an hour to be named, and no notice of such regular meetings need be sent.
- (8) For the first meeting of the Board of Directors held immediately following the election of Directors at the Annual Meeting of the members, no notice shall be necessary to legally constitute the meeting, provided that a quorum of Directors is present.
- (9) For any meeting of the Board of Directors at which a newly-appointed Director is appointed to fill a vacancy no notice shall be necessary to the newly-appointed Director.
- (10) No error or omission in giving notice for a meeting of Directors shall invalidate the meeting or invalidate or make void any proceedings taken or had at the meeting.
- (11) Directors may at any time waive notice of any meetings and may ratify or approve any or all proceedings taken at such meeting.

#### **14. FINANCIAL MATTERS**

- (1) All monies received by the Association shall be deposited in the name of the Association in a bank or other Financial institutions named by the Board of Directors.
- (2) No money shall be withdrawn except by a cheque signed (in accordance with the following limits): by two of the following: the President, Vice-President, Treasurer or the Executive Director. No mechanical signatures may be used by any signing authority.
- (3) With board approval, in the absence of the Executive Director, the Director of Finance and the Financial Assistant may jointly sign cheques for amounts up to \$5,000 beyond the approved operating budget. No mechanical signatures may be used under these circumstances. The Executive Director shall review and approve all expenditures of the Association.
- (4) Transfers of funds between Association accounts or to other accounts may be made from time to time in the normal course of operations of the Association. The Executive Director and/or President shall review and approve all transfers of funds.

- (5) The accounts and financial records of the Association kept by the Executive Director shall be examined once for each fiscal year by an auditor who is a licensed public accountant, appointed at the Annual General Meeting.
- (6) The Directors may from time to time:
  - i) Borrow money on the credit of the Association; or
  - ii) Issue, sell, or pledge securities of the Association; or
  - iii) Charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Association including book debts, rights, powers, franchises, and undertakings to secure any securities or any money borrowed or other debit or any other obligation or liability of the Association. From time to time, the Directors may authorize any Director, officer, or employee of the Association, or any other person to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the securities to be given therefore with power to vary or modify such arrangements, term and conditions and to give such additional securities for any monies borrowed or remaining due by the Association as the Directors may authorize and generally manage, transact, and settle the borrowing of money by the Association.

#### **15. NO REMUNERATION FOR DIRECTORS**

Directors shall serve without remuneration and no Director shall indirectly or directly receive any profit in his or her position as such; provided that a Director may be reimbursed for reasonable expenses incurred by him or her in the performance of his or her duties.

#### **16. DIRECTORS CONFLICTS OF INTEREST**

- (1) Every Director shall provide a general declaration of interest(s) within 10 days of election.
- (2) Every Director who in any way directly or indirectly or who has a spouse who in any way directly or indirectly has an interest in a proposed or existing contract or transaction of the Association shall make a full and fair declaration of the nature and extent of the interest at a meeting of the Board of Directors.
- (3) In the case of a proposed contract or transaction, the declaration of interest shall be made at the meeting of the Board of Directors at which the question of entering into the contract or transaction is first taken into consideration, or, if the Director or his or her spouse is not at the date of that meeting interested in the proposed contract or transaction, at the next meeting of the Board of Directors held after he or she or his or her spouse becomes so interested.
- (4) In case of an existing contract or transaction, the declaration shall be made at the first meeting of the Board of Directors after he or she becomes a Director or the interest comes into being.
- (5) After making such a declaration, no Director shall vote on such a contract or transaction nor shall he or she be counted in the quorum in respect of such contract or transaction.
- (6) If a Director has made a declaration of an interest in a contract or transaction in compliance with this clause, he or she is not accountable to the Association for any profit or benefit realized from the contract or transaction.
- (7) If a Director fails to make a declaration of his or her interest in a contract or transaction in compliance with this clause, he or she shall account to and reimburse the Association for all profit realized by him or her, directly or indirectly, from such contract and any vote that was cast by him or her shall not be counted.

#### **17. DIRECTORS CODE OF RESPONSIBILITY**

The Directors shall abide by the following Code of Responsibility:

- (1) Directors shall be familiar with the Association's structure, goals, objectives, activities, publications and programs.
- (2) Directors shall treat the affairs of the Association with the same care and diligence with which they should treat their own affairs.
- (3) Directors shall be familiar with the statutes and regulations under which programs of the Association operate.
- (4) Directors shall be familiar with the organization's budget, budget process and financial situation, and shall insist on an annual audit by a reputable licensed public accountant.
- (5) Directors shall declare all real and perceived conflicts of interest.
- (6) Directors shall regularly attend Board meetings and meetings of committees of which they are members. Absence of any member of the Board of Directors from three consecutive Board meetings without due cause shall constitute a vacancy.
- (7) Directors shall be familiar with and shall assume responsibility for the accuracy of the minutes of Board meetings and of meetings of committees of which they are members.
- (8) Directors shall ensure that committees, including the Executive Committee, if any, report on the exercise of any delegated authority to the Board of Directors and do not overstep their authority.
- (9) Directors shall ensure that the Association has access to competent legal and accounting services.
- (10) Directors at large shall carry out such duties as may be assigned by the President and shall be prepared, if necessary, to fill a vacancy on the Executive Committee.
- (11) Directors shall ensure that the Board of Directors as a whole determines the governance policies of the Association and that the Executive Director manages the affairs of the Association in accordance with those policies.

#### **18. INDEMNITY OF DIRECTORS & OFFICERS OF THE BOARD**

Every Director of the Association, and his or her heirs, Executors and Administrators, and estate and effects, respectively, may, with the consent of the Association, given at any general membership meeting, at all times, be indemnified and saved harmless out of the funds of the Association, from and against:

- (1) All costs, charges and expenses whatsoever that are sustained or incurred by the Director, in or about any action, suit or proceeding that is brought, commenced or persecuted against the Director 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 his or her office; and
- (2) All other costs; charges and expenses that are sustained or incurred by the Director in or about or in relation to the affairs thereof, except such costs or expenses as are occasioned by the Director's own wilful default or neglect.

#### **19. EXECUTIVE COMMITTEE**

- (1) The Executive Committee consists of the President, who shall be chair of the Executive Committee, Past President, Vice President, Treasurer, Secretary and the member at large elected by and from among the

members of the Board of Directors and may by resolution delegate generally or specifically to the Executive Committee any powers of the Board of Directors, provided that any recommendation of the Executive Committee shall be confirmed by the Board of Directors before being effective.

- (2) Any members of the Executive Committee except the President may be removed or replaced at any time by the Board of Directors.
- (3) The Board of Directors may from time to time by resolution modify, dissolve or reconstitute the Executive Committee and make regulations with respect to and impose restriction upon the exercises of powers hereby delegated.
- (4) The meetings and proceedings of the Executive Committee shall be governed by the provisions in the By-Laws for regulating meetings and proceedings of the Board of Directors so far as the same are applicable thereto and are not superseded by any regulations or restrictions made or imposed by the Board of Directors pursuant to the foregoing provisions hereof.
- (5) The Executive Committee may invite such Directors, Officers and employees and other persons of the Association as it may see fit to attend its meetings and to take part in the discussion and consideration of the affairs of the Association.
- (6) The Board of Directors shall fill vacancies in the Executive Committee by election from among the Board of Directors of the Association.
- (7) Meetings of the Executive Committee may be convened by the direction of any Director or Officer of the Board.

## **20. OFFICERS**

- (1) The Officers of the Association shall consist of the President, Vice-President, Treasurer, Secretary and Past- President. No two offices may be held by the same person at the same time.
- (2) Term of Office for the position of President will be a two year term with an optional third year. Consecutive Terms for the office of President are not permitted.

## **21. THE PRESIDENT SHALL:**

- (1) Sign all instruments that require his or her signature.
- (2) Represent the Association in the community and elsewhere.
- (3) Exercise general supervision over all Association activities according to policies determined by the Board of Directors.
- (4) Preside at all General Meetings of the membership and act as Chair of the Board of Directors and of the Executive Committee.
- (5) Be an Ex-officio of all committees by reason of office except the Executive Committee and Nomination Committee.

## **22. THE VICE-PRESIDENT SHALL:**

- (1) Assume the duties of the Presidency in the absence of the President.

(2) Carry out such duties as are assigned by the Board of Directors or the President.

**23. THE TREASURER SHALL:**

- (1) Assure the proper financial administration of the Association.
- (2) Ensure that full and accurate accounts of all receipts and disbursements are maintained.
- (3) Ensure that all monies or other valuable effects in the name of and to the credit of the Association are deposited in such banks or other financial institutions as may be directed by the Board of Directors.
- (4) Ensure a system of disbursement of funds in accordance with the policies of the Board of Directors.
- (5) Introduce the reading of the audited financial statements by the Association's appointed Auditor.

**24. THE SECRETARY SHALL:**

- (1) Act as secretary at the General and Annual Meetings of the Association.

**25. EXECUTIVE DIRECTOR**

- (1) The Executive Director shall be a salaried employee employed by the Board who is not entitled to vote at general, Board or Committee meetings.
- (2) The Executive Director shall be responsible for the employment, management and dismissal of all employees.
- (3) Act as Secretary to the Board of Directors and to the various committees and as Chief Executive Officer of the Association.
- (4) Ensure that Association business is conducted in accordance with the Letters Patent and By-Laws and further policies and procedures established by the Board of Directors as set out in 17 (11) and adhere to the job description as prepared by the Board of Directors.

**26. COMMITTEES**

- (1) The Board of Directors may from time to time appoint standing or ad hoc committees, consisting of such numbers of Directors and other Association members as may be deemed desirable.
- (2) Any committee so established shall have a member of the Board of Directors designated as chairman. No employee may be a voting member of any standing or ad hoc committee.
- (3) The Board of Directors shall prescribe the duties and authority of committees.
- (4) Committees shall have only such authority as is delegated to them by the Board of Directors and shall be accountable for their actions to the Board of Directors.
- (5) The Board of Directors may at any time dissolve any committee, may at any time revise the duties and authority of any committee, and may at any time remove any person from any committee and substitute another person for such person or may add persons to or remove persons from the committee.

- (6) Subject to the direction of the Board of Directors, committees may meet for the transaction of business, adjourn and otherwise regulate their meetings as they see fit.
- (7) Unless otherwise determined by the Board of Directors, a majority of the members of a committee shall be a quorum.
- (8) Questions arising at any meeting of a committee shall be decided by a majority of votes and in the case of an equality of votes, the chair of the meeting shall have a second or casting vote.
- (9) Any decisions at any meeting of a committee may be referred by any member of the committee to the Board of Directors for confirmation or revocation.
- (10) The chair of each committee shall present a written report of the work of the committee to the Annual Meeting.
- (11) Ex-officio members shall not have voting rights nor shall they be counted in the determination of quorums.

## **27. NOMINATIONS AND ELECTIONS**

- (1) A Nominating Committee shall be appointed by the Board of Directors at the first meeting of the Board after the Annual Meeting consisting of three (3) members: two (2) of whom are Directors and one (1) who is a member at large.
- (2) The report of the Nominating Committee shall be circulated to the membership at least one month prior to the Annual Meeting.
- (3) Elections will be held at the Annual Meeting and Nominations from the floor will be entertained at this meeting.

## **28. ANNUAL MEETING**

The Annual Meeting of the Association shall be held in the month of June of each year and not later than the last Monday of June and at such place within Ontario at such time as the Board of Directors may determine. At the Annual Meeting:

- (1) A report of the activities of the Association for the previous year, the audited financial statements of the Association and the auditor's report shall be presented.
- (2) New By-Laws and amendment to or revocations of existing By-Laws passed by the Board of Directors in the previous year shall be presented for confirmation by the members.
- (3) The Board of Directors may present such other information or material relating to the Association's affairs as, in the opinion of the Board of Directors, is of interest or importance to the members.
- (4) Members' agenda items which have been received by the Secretary in accordance with this By-Law shall be discussed.
- (5) A majority of the members present at the meeting may consent by resolution to discuss other business relating to the affairs of the Association.
- (6) A new Board of Directors shall be elected, and
- (7) Auditors shall be appointed for next year.

## **29. GENERAL MEETINGS**

The President or the Board of Directors may convene a general meeting of the members at any time or place for business relating to the affairs of the Association.

## **30. MEMBERS' AGENDA ITEMS**

(1) Any member wishing to have any matter relating to the affairs of the Association discussed at any meeting shall notify the Executive Director of the Association of such matters at least twenty one (21) days prior to the next meeting.

(2) Upon receipt of such notification the Executive Director shall place the matter on the agenda of the meeting.

## **31. REQUISITIONS FOR MEETING**

(1) Not less than one-tenth of the members of the Association entitled to vote at general meetings of members may present a requisition in writing to the Board of Directors calling for a special meeting of members for any purpose related with the affairs of the Association.

(2) The requisition shall state the general nature of the business to be presented at the meeting and shall be signed by the requisitionists and deposited at the head office of the Association.

(3) The requisition may consist of several documents signed by one or more members.

(4) Upon deposit of the requisition the Board of Directors shall call a general meeting of the members as soon as practical for the transaction of the business stated in the requisition.

(5) If the Board of Directors do not call and hold such meeting within twenty-one (21) days from the date of the deposit of the requisition any of the requisitionists may call such meeting which shall be held within sixty (60) days from the date of the deposit of the requisition.

(6) A meeting called under this section shall be called as nearly as possible in the same manner as meetings of members are called under the By-Laws.

(7) Any reasonable expenses incurred by the requisitionists by reason of the failure of the Directors to call such meeting shall be repaid to the requisitionists by the Association, unless at such meeting the members by a majority of the votes cast reject the repayment of the requisitionists.

## **32. NOTICE OF MEMBERS MEETINGS**

(1) Notices in writing of the annual and all general meetings of members, stating the time and place of the meeting and the general nature of the business to be transacted at the meeting, shall be delivered or sent electronically and/or hardcopy by mail, postage pre-paid, at least fourteen days (exclusive of the day of mailing and of the day for which the notice is given) before the date of such meeting to each member at his or her address as it appears on the books of the Association and if no address is given there in then to the last address of such member known to the Secretary.

(2) Alternatively, notice of the annual and all general meetings of members may be given by publication of a notice of the meeting at least once a week for two consecutive weeks preceding the meeting in a newspaper or newspapers circulated in the municipality or municipalities in which the majority of the members reside as show by their addresses on the books of the corporation.

## **33. QUORUM FOR MEMBERS' MEETINGS**

- (1) The presence of two (2) members in person shall be a quorum of any meeting of members for the choice of a chair and the adjournment of the meeting; for all other purposes the presence of ten (10) members, at least a majority of whom are not Directors, shall be necessary to constitute a quorum.
- (2) No business shall be transacted at any meeting of members unless the requisite quorum is present at the commencement of and throughout the transaction of such purpose.

#### **34. PROCEDURE AT MEMBERSHIP MEETINGS**

- (1) The President shall act as chair at all membership meetings.
- (2) In the event that the President is unable to attend such meetings, he or she shall arrange for a Vice President or Director to assume the role of chairman.
- (3) Should no Director be present, the members present shall choose one of their members to be chair.
- (4) At any meeting of members each member shall have one vote by virtue of being a member.
- (5) Every question submitted to a meeting of members shall be decided by a majority vote, and in the case of an equality of votes, the chair of the meeting shall cast the deciding vote. Unless a poll is demanded the declaration of the chair of the meeting recorded in the minutes that a resolution has been carried or carried unanimously or carried by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of that fact.
- (6) If at any meeting a poll is demanded on the election of a chair or on the question of adjournment it shall be taken forthwith without adjournment.
- (7) If a poll is demanded on any other question it shall be taken in such a manner and either at once or after adjournment as the chair of the meeting directs.
- (8) The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- (9) The demand for a poll may be withdrawn.
- (10) The chair may with the consent of the meeting adjourn the same from time to time and no notice of such adjournment need be given to the members.
- (11) Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling it.
- (12) SUBJECT TO THESE BY-LAWS ALL MEETINGS OF MEMBERS SHALL BE CONDUCTED IN ACCORDANCE WITH "ROBERTS RULES OF ORDER".

#### **35. FUND RAISING MATTERS**

The method of fund raising employed by the Association shall be the responsibility of the Board of Directors and shall be affected in a manner that will reflect favourably upon the good standing of the Association, and not interfere with the operation of any other member Association affiliated with Community Living Ontario.

#### **36. FISCAL YEAR**

The fiscal period of the Association shall terminate on the thirty first day of March in each year.

**37. AFFILIATION WITH COMMUNITY LIVING ONTARIO**

The Association shall be affiliated with-Community Living Ontario.

**38. AMENDMENTS TO BY-LAWS**

(1) The By-Laws of the Association may be amended at the Annual General Meeting of the members or a general meeting after being passed by the Board of Directors.

(2) The amendment of the By-Laws at a general meeting shall be by a vote of 2/3 of the members who are present and voting so long as there is a quorum.

(3) Notice of Motion to amend By-Laws must be received by the Secretary not less than 30 days before the general meeting.

(4) Copies of the notice of motion shall be mailed by the Secretary to all members in good standing at least fourteen (14) days before the general meeting.

Dec. 18/96 – Revised September 13, 2004

Revised & Approved at the June 2008 Annual General Meeting

Revised & Approved at the June 2011 Annual General Meeting

Revised & Approved at the April 14, 2014 Board Meeting

Revised May 15, 2017 for Presentation & Approval at the June 2017 Annual General Meeting