

Summary of Recommended Changes to the By-Laws

A review of these by-laws was conducted and the following changes are recommended as per the Board of Director's:

Added:

This acknowledges that the land on which our Association gathers is the traditional territory of the Haudenosaunee (Hoh-den-oh-show-nay) and Anishinaabe (A-nish-nah-bay) peoples, many of whom continue to live and work here today.

This territory is covered by the Upper Canada Treaties and is within the land protected by the Dish with One Spoon Wampum agreement.

Today, this gathering place is home to many First Nations, Metis, and Inuit peoples and this acknowledgement reminds us that our great standard of living is directly related to the resources and friendship of Indigenous people.

3. MEMBERSHIP

The Association and Board of Directors are in support of equity, diversity and inclusivity and, as such, will make every effort to ensure our membership shall be composed with diversity in mind, to include business and industry skills, experience, gender and ethnicity.

Classes of Members:

- 1) Any person who supports the purposes and objectives of the Association may be admitted as a **general Member-at-Large** by the Board of Directors. An annual membership fee shall be levied **to be considered as a Member-at-Large**.

6. QUALIFICATIONS OF DIRECTORS

- 1) All Directors shall be eighteen years of age or more **and shall be members in good standing of the Association**.
- 2) If a person who is not a member of the Association is elected to the Board of Directors, they shall become a member of the Association within ten (10) days of their election and if they fail to become a member within such ten (10) days, they cease to be a Director, and shall not be re-elected or re-appointed unless they are first a member **in good standing** of the Association.
- 4) There will be a position available for one (1) Director who is Francophone as per the French Language Services Act 1986 requirements for publicly funded organizations. **(This section specifically addresses the French Language Services Act 1986)**.

7. NUMBER OF DIRECTORS

- 1) The Association may increase or decrease the numbers 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 the Annual General Meeting** ~~general meeting~~ of the members of the Association.

8. VACANCIES ON THE BOARD OF DIRECTORS

- ~~1) All vacancies shall be filled at each Annual Meeting.~~
- 2) **All members newly appointed by the Board of Directors to fill vacancies during the current year, shall be confirmed by a vote of the membership (Members-at-Large) at the AGM**

3) 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.

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.

Directors may be removed from office for the following reasons, upon investigation by the Executive Committee:

- 1) Unexplained absences by a Director of 3 consecutive Board meetings or more than half of the Board meetings in one year
- 2) For confirmed breach of the Code of Conduct, Confidentiality or Conflict of Interest Policies
- 3) An investigation of absenteeism or alleged breach must be conducted by the Chairperson and/or Executive Committee prior to any decision to terminate a Director

The Directors 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 a resolution has been given, remove and Director from office before he 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.

12. DIRECTORS VOTING

~~Email~~ Recorded Electronic (email, text, etc.) voting is allowed and should be used only in time-limited situations or exceptional circumstances. It is NOT acceptable for its use to become routine, usual or common place.

At the discretion, or with the consent, of the Board Chair, and for matters of an urgent nature, OR time-sensitive matters OR where it would be more expeditious to do so, electronic voting may be used to help facilitate decisions of the Board in accordance with the following:

- 1) In recognition that decisions are being made using email communication Recorded Electronic (email, text, etc.) in lieu of a face-to-face meeting, extra effort will be made to ensure that members are provided with sufficient background materials and adequate documentation to support the request for a decision.
- 4) In the event of an electronic vote, a reasonable and adequate time will be determined provided for members to respond to the request for a decision. Members will have the opportunity to declare a conflict and not participate in the 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 Recorded Electronic (email, text, etc.) the Board may from time to time decide upon.

7) A Director may waive notice of a meeting or any irregularity in the meeting as noted in section 13.6 or the notice thereof.

16. DIRECTORS CONFLICTS OF INTEREST

1) Every Director shall provide a general declaration of interest(s) or conflicts there of as outlined below within ten (10) days of election.

17. DIRECTORS CODE OF RESPONSIBILITY

4) Directors shall be responsible to provide a Criminal Record Check and Vulnerable Persons Sector Check every 3 years to the Executive Director or designate. The check must be submitted as received.

5) Directors shall sign the Code of Conduct, Confidentiality and Conflict of Interest Policies annually.

31. REQUISITIONS FOR GENERAL MEETING

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

4) Upon deposit of the requisition the Board of Directors shall call a special General Meeting of the members as soon as practical for the transaction of the business stated in the requisition.

32. NOTICE OF MEMBER MEETINGS

1) Alternatively, In addition, notice of the Annual General Meeting and all General Meetings of members may be given by publication of a notice of the meeting at least once a week for two (2) 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 shown by their addresses on the books of the Corporation.

35. FUNDRAISING MATTERS

The method of fundraising employed by the Association shall be acknowledged and accessed by 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.

38. AMENDMENTS TO BY-LAWS

- Amendments of By Laws must be approved by Board at June meeting
- Notice of Motion to be given to Secretary by beginning of August
- Copies of Notice of Motion shall be mailed or emailed to all members by end of August to ensure they receive them 14 days prior to the meeting

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 the AGM shall be by a vote of two-thirds 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 thirty (30) days before the general meeting AGM.

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.