



REVISED BY-LAWS – Approved June 20, 2011

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1. HEAD OFFICE

The Head Office of the Association shall be in the Town of St. Marys in the County of Perth in the Province of Ontario and at such place therein as the Board of Directors may from time to time determine.

2. SEAL

The Corporate Seal of the Association shall be in the form impressed hereon.

3. MEMBERSHIP

3.1 Composition: Membership shall be composed of General Members, Affiliate and Associate Members as well as Honourary Life Members when applicable.

3.2 Eligibility:

3.2.1 General Membership: General Membership shall be open to any person who supports the goals and objects and who pays an annual membership fee, except persons employed by the Association or other organizations with which it is affiliated.

3.2.2 Affiliate Membership: Affiliate Membership is open to those employees or staff of Community Living St. Marys and Area who would like to support its goals and objects. An Affiliate member may cast no vote and is not eligible to become a Director. The fee for this membership will be the same as set for General Membership.

3.2.3 Associate Membership: Directors from time to time may request the appointment of Associate members from organizations in St. Marys and Area. The Board of Directors reserve the right to approve each appointment. An Associate member may cast a vote and is eligible to become a director. An employee can not be an Associate member.

3.2.4 Honourary Life Membership: Honourary Life Membership may be conferred by the Board of Directors on any person who has made an outstanding contribution to the Association. Holding of Honourary Life membership does not preclude the holding of General Membership by eligible persons.

3.3 Responsibilities:

3.3.1 The Membership: It is the responsibility of the Membership to be informed, to attend meetings or to delegate attendance when appropriate; to propose motions and resolutions; to speak; to vote; to hold accountable those to whom authority is delegated; and to exercise all rights and privileges vested in the membership by law, these by-laws, and the adopted rules of the Association.

3.3.2 Honourary Life Membership: Honourary Life membership shall not in itself carry any of the rights, privileges, and responsibilities of General Membership.

3.4 Meetings:

3.4.1 General Meetings (Annual and Regular):

3.4.1.1 Annual General Meetings: The Annual Meetings of Members shall be held not more than ninety (90) days after the end of the fiscal year of the Association at a time and place as shall be determined by the Board of Directors for the transaction of the following business:

- Approval of the minutes of the previous General Meeting of the membership;
- Receiving reports of the activities of the Association during the preceding year, the annual financial statements and the report of the auditors;
- The appointment of auditors for the current year; the election of directors and members-at-large of the Nomination Committee;
- Amendment of by-laws (if applicable) according to the provisions of the by-law number 15; Transaction of any other business, either special or general which is pertinent to the interests of the membership and which may properly come before the Annual Meeting without prior notice.

3.4.2 Special General Meetings: A special General Meeting of the membership may be called by the majority of the Board of Directors, by the President or by the Vice President in the absence of the President, or by notice in writing from five (5) members in good standing. The business to be transacted at a Special General Meeting shall be limited to that specified in the call for the meeting. Should it be necessary in an emergency to take action for which no notice was given, such action must be ratified by the membership at its next General Meeting called for the purpose of ratification. No action which properly requires notice at all times can be taken without such notice.

3.4.3 Notice: Notice of the Annual and Special General Meeting shall include the agenda and time and place of meeting and shall be sent to members ten (10) days prior to the meeting. Notice of Regular General Meetings shall be required as for Annual and the meeting.

3.4.4 Quorum: A quorum for meetings of the membership shall be the presence of ten (10) members in good standing.

3.4.5 Voting Rights: Each General and Associate member present at a Regular Meeting or a Special General Meeting shall be entitled to one vote.

3.4.6 Voting Procedures: A majority of votes cast by the members unless otherwise required by law or the by-laws of the Association shall decide every question. Every question shall be decided in the first instance by a show of hands, unless a count, a roll call vote, or a ballot is demanded by a member. A declaration by the chairperson that a motion or resolution has been carried or not carried and entry to that effect in the minutes of the meeting shall be sufficient evidence of the fact without proof of the number or proportion of the votes accorded in favour or against such a motion or resolution. In the event of a tie, the chairperson shall have a casting vote.

3.5 Termination: Membership in the Association shall not be transferable and cease to exist upon a member's resignation, nonpayment of annual membership fees or death. Members may resign from the Association by submitting a letter of resignation to the Association.

3.6 Fees: Membership fees may be such as are established from time to time by the Board of Directors, but any resolution of the Board of Directors respecting fees shall not be effective until confirmed by the members at the next General Meeting. The membership fees shall be payable annually as designated by the Board of Directors to coincide with the fiscal year of the Association.

4. BOARD OF DIRECTORS

4.1 Composition: The affairs of the Association shall be managed on behalf of the membership by a Board which consists of a minimum of ten (10) to a maximum of fifteen (15) directors who shall be elected by the membership and, in addition, the immediate past president shall serve as a ex officio officer of the Association.

4.1.1 Vacancies: Vacancies on the Board of Directors, except in that directorship position held in ex officio capacity by the immediate past president, shall, as long as a minimum of six directors remain in office, be filled by the Board from eligible members of the Association except when a vacancy occurs within a period of sixty (60) days prior to the date of the Annual General Meeting such vacancy shall be filled by nomination and election at the Annual General Meeting.

4.2 Eligibility: All directors shall be eighteen (18) years of age or more and be a member in good standing and will not have been an employee of the Association at least twelve (12) months prior to being elected a director.

4.3 Responsibilities: The Board of Directors shall be responsible for the membership for: The management and conduct of all affairs of the Association in accordance with its Letters Patent and By-laws, and the formulation of necessary policies, and in doing so shall:

- i. Elect or appoint the officers of the Association and the chairpersons of the Nomination and standing committees;
- ii. Appoint and constitute additional committees as it deems necessary;
- iii. Authorize necessary expenditures including the purchase and rental of property and making of contracts;
- iv. The board has the power on behalf of the corporation to buy and sell property, enter into contracts, take out financial loans, make investments and has all the powers and duties as given under the Corporations Act of Ontario;
- v. Authorize any one or more directors, officers, employees or agents of the Association to exercise the responsibility of any of the rights, powers and authorities conferred by Article 4.3, ii – iv above;
- vi. Authorize the signing by such officers, employees or agents as shall be determined by the Board, of all the cheques, bills of exchange or other orders for payment of money, notes or other evidence of indebtedness issued in the name of the Association;
- vii. Appoint managing staff if appropriate and exercise through the President such direction over administrative affairs as is necessary for the effective pursuit of the Association's objectives;

- viii. Present all actions of the Board for review by the membership at the next Annual General Meeting of the membership;
- ix. Ensure monitoring and evaluation is ongoing;
- x. Ensure an ongoing planning system is used;
- xi. Establish and review priorities and ensure committees' plans are in line with the Board's priorities, policy, and Association goals.

Any and all actions of the Board of Directors may be received by the membership at the next General Meeting of the membership but no action shall be prejudicially affected by any amendment or rejection of the action.

4.4 Meetings:

4.4.1 Regular Meetings: Except as otherwise required by law, the Board of Directors may hold meetings at such place or places as it may from time to time determine. Notice of Board meetings shall be mailed to every officer and director at least five (5) days before each meeting unless all Board members agree to the calling of a meeting on the shorter notice or the Board meeting is held on a regular day or date each month or immediately following a meeting of the members of the Association.

4.4.2 Special Meetings: Special meetings may be called by the President or the Vice President in the absence of the President or on petition to the Secretary by any three (3) Directors. Business transacted at a Special Meeting shall be limited to that specified in the notice calling the meeting.

4.4.3 Quorum: A quorum shall be a majority of Directors. No business shall be transacted in the absence of a quorum except to take measures to obtain a quorum, to fix the time to which to adjourn, to adjourn, or to take a recess.

4.4.4 Voting Rights: Each Director present at the meeting shall be entitled to one vote. In the event of a tie, the chairperson shall have a casting vote.

4.4.5 Voting Procedure: A majority of votes cast by the Directors unless otherwise required by law or the by-laws, or the adopted rules of the Association, shall decide every question.

4.5 Removal for Cause: The members of the Association may by a resolution passed by at least two-thirds (2/3) of the votes cast at a General Meeting, of which notice specifying the intention to pass such a resolution has been given, remove any Director from office before the expiration of term of office and may, by a majority of votes cast at the meeting, elect any eligible person to serve the remainder of the term.

4.5.1 Removal of Nonattendance: A director maybe removed from office by the Board of Directors after missing three (3) consecutive meetings without good regrets.

The Directors may appoint any eligible person to serve the remainder of the term.

4.6 Remuneration: Directors shall serve without remuneration and no Director shall directly or indirectly receive any remuneration, salary, or profit from the position of Director, provided that Directors may be reimbursed for reasonable expenses incurred in the performance of their duties.

4.7 Conflict of Interest: Every Director who in any way directly or indirectly, or who has an immediate family member who 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 interest at the meeting of Board of Directors. 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 entering into the contract or transaction is

first taken into consideration, or, if the Director or the Director's immediate family becomes so interested. In the case of an existing contract or transaction, the declaration shall be made at the first meeting of the Board of Directors after the Director assumes office. After making such a declaration, no Director shall vote on such a contract or transaction nor be counted in such a declaration. If the Director has made a declaration of an interest in contact or transaction in compliance with this clause, the Director is not accountable to the Association for any profit realized from the contract or the transaction. If the Director fails to make a declaration of interest in a contract or transaction in compliance with this clause, the Director shall account to and reimburse the Association for all profit realized, directly or indirectly, for such contract. If, in the opinion of the Board, a member has not declared a conflict of interest, the Board may, by majority vote, declare a conflict of interest exists.

4.8 Indemnity: Every Director, and the heirs, executors, and administrators, and estate and effects, respectively, of every Director may with the consent of the board to be save harmless out of the funds of the corporation, from and against:

- i. 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 prosecuted 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
- ii. 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, charges or expenses as occasioned by the willful negligence or default of the Director.

5. OFFICERS

Composition: The Officers of the Association shall be a President, First and Second Vice President, a Treasurer and a Secretary.

Vacancies:

- i. If a vacancy occurs in the office of President or if for any reason the President is no longer able to act in that capacity, the First Vice President is authorized to act and to assume all responsibilities of the office of President;
- ii. A meeting of the Board shall be filled by the Directors for the purpose of electing a President;
- iii. Vacancies in other offices shall be filled by the Directors for the balance of the unexpired terms from amongst those eligible.

Responsibilities:

5.2.1 President: The President shall:

- i. Represent the Association in the Community;
- ii. Preside at all General Meetings of the membership and act as a chairperson of the Board of Directors and the Executive and Finance Committee;
- iii. Exercise general supervision over all Association activities in accordance with policies determined by the Board of Directors;

- iv. Be a member, ex officio of all committees except the Nomination Committee;
 - v. Ensure agendas and minutes are circulated to Board members prior to meeting;
 - vi. Keep up to date with activities of the Association;
 - vii. Have frequent contact with the Executive Director.
- 5.2.2 Vice Presidents: The Vice Presidents shall:
- i. Assume the duties of the Presidency in the absence for any reason of the President; the Second Vice President shall substitute for the First Vice President in his/her absence;
 - ii. Carry out such duties as are assigned by the Board of Directors or the President;
 - iii. Be informed about the activities of the committees.
- 5.3.1 Treasurer: The Treasurer shall:
- i. Exercise general supervision over the financial administration of the Association;
 - ii. Ensure that full and accurate accounts of all receipts and disbursements are maintained;
 - iii. Ensure that all the monies or other valuable effects in the name of and to the credit of the Association are deposited in such banks as may be directed by the Board of Directors;
 - iv. Disburse funds in accordance with the direction of the Board of Directors;
 - v. Submit the books of account for audit at the close of the fiscal year and present the audited financial statements to the membership at the Annual General meeting of members.
- 5.3.2 Secretary: The office of Secretary shall be appointed by the Board and Shall:
- i. Act as Secretary to the Board of Directors and the Executive and Finance Committee if applicable;
 - ii. Ensure the maintenance of acute records of the General, Board, and Executive and Finance meetings and control of all correspondence and receipt of all reports of Committee Chairpersons and present reports, statements, budgets, or surveys as required by the Directors, Committees or outside agencies and be the custodian of the Association's corporate seal and all its documents;
- 5.4 Removal for Cause: The Board of Directors may, by a vote of three-fourths (3/4) of all Directors at a meeting of which notice specifying the intention to hold such a vote has been given, remove any officer for cause before the expiration of his or her term of office.

6. EXECUTIVE AND FINANCE COMMITTEE

6.1 Composition: The Executive and Finance Committee shall consist of the officers of the Association and the immediate Past President. If the Immediate Past President is not available, an additional member shall be elected from the Board, by the Board. Additional Directors may be co-opted for specific purposes and shall at that time have all rights and privileges of the Committee.

6.1.1 Vacancies: Vacancies on the Executive and Finance Committee shall be filled immediately by the Board of Directors for the remainder of unexpired terms provided that all requirements of these by-laws are met.

6.2 Responsibilities: The Executive and Finance Committee shall:

- i. Be responsible for the management of the affairs of the Association in the periods between meetings of the Board of Directors;
- ii. Act for the Board in the interim on matters requiring immediate attention except matters which are counter to approved Board policies or decisions;
- iii. Consider all emergency requests for funds and may in such circumstance, authorize on behalf of the Board, expenditures not provided for in the adopted budget;
- iv. Be responsible for the appointment of the senior staff position;
- v. Be the Planning Committee of the Board and shall be responsible for corporate financial planning, coordinating the work of the Board and recommending its priorities and new directions.

All action and decision so taken by the Executive and Finance Committee shall be subject to review by the Board at its next regular meeting and unless approved by the Board shall be null and void.

6.3 Meetings:

6.3.1 Regular Meetings: Regular meetings of the Committee shall be as required at the call of the President or on written request to the Secretary by any two (2) Members of the committee.

6.3.2 Special Meetings: Special Meetings may be called as for regular meetings provided that the business conducted at a Special Meeting be limited to only that business specified in the notice calling the meeting.

6.3.3 Notice: Notice of all meetings shall be communicated to members of the committee at least one day prior to the meeting which may be waived by consent of all members of the committee.

6.3.4 Quorum: A quorum for the transaction of any business by the Executive and Finance Committee shall be a majority of members of the Executive and Finance Committee.

7. STANDING COMMITTEES

The Board of Directors shall establish standing committees as deemed necessary.

7.1 Composition: Each standing committee should consist of:

- i. A chairperson appointed by the Board of Directors;
- ii. The President and Executive Director and/or their designates each of whom shall serve ex officio;
- iii. One or more members-at-large.

7.2 Eligibility: The chairperson shall be a Director of the Association. Members-at-large need not be members of the Association.

7.3 Responsibilities: Each standing committee shall undertake such assignments as the Board may request and shall be responsible for:

- i. The formulation and recommendation to the Board of policies affecting the activity for which it is responsible and the determination and recommendation to the Board of all annual and supplementary budgets pertaining to that activity;
- ii. The responsibility for the observance of such policies; the monitoring of expenditures in the operation of the activity; and the evaluation of the activity.

7.4 Meetings: Regular meetings shall be held as required by the responsibilities assigned to the committee by the Board.

8. NOMINATION COMMITTEE

8.1 Composition: The Nomination Committee shall consist of:

- i. A chairperson who is a Past President;
- ii. An additional member of the Board of Directors;
- iii. Two (2) members in good standing who are not Directors.

8.1.1 Vacancies: Vacancies on the Nomination Committee shall be filled by the Board from those eligible to serve according to the provision of the By-law 8.1 above.

8.2 Eligibility: The chairperson shall be a Past President and may be a Director and all members of the Committee shall be members of the Association.

8.2.1 Non-disqualification: No member of the Nomination Committee who is otherwise qualified shall be disqualified from nomination for any position.

8.3 Responsibilities: The Nomination Committee shall:

- i. Solicit from the membership potential nominees for election to the Board of Directors;
- ii. Circulate to the membership at least ten (10) days prior to the Annual General Meeting its recommendations of nominees for election to the Board of Directors;
- iii. Present to the membership at the Annual Meeting its recommendation of nominees for election to the Board of Directors.

8.4 Meetings: The Nomination Committee shall meet at the call of the Chair and as required throughout the year.

9. SPECIAL COMMITTEES

Special committees may be constituted by the Board of Directors to carry out designed tasks not covered under Standing Committees and such committees will be disbanded once their designated task is completed. Membership and terms of reference shall be as designated by the Board of Directors.

10. NOMINATION AND ELECTION PROCEDURES

10.1 Board of Directors: The Chairperson of the Nomination Committee shall place before the members at each Annual General Meeting the names of those members it is nominating to fill the vacancies on the Board and shall then call for nominations from the floor and may receive in nomination the names of any members in good standing whose consent to act has been given except that names of members who do not have voting rights in the Association, under Article 3.2.1 of these Bylaws, may not be received in nomination. Upon nominations being closed, election shall be by ballot and the Chairperson of the Annual General Meeting of members shall declare the members receiving the highest number of votes to be duly elected to the Board of Directors. In the case of a tie for the last position for the Board of Directors, a second ballot shall decide.

10.2 Officers: At the first meeting of the Board following the Annual Meeting, the Board shall elect from amongst its members a President, two Vice Presidents, a Treasurer and shall appoint a Secretary.

10.3 Committee Chairpersons: Committee Chairpersons shall be appointed by the President of the Board of Directors following the Annual General Meeting.

10.4 Nomination Committee: The Chairperson shall be appointed by the President at the first Board meeting following the Annual General Meeting. An additional member shall be appointed by and from the Board at its first meeting following the Annual Meeting following the election of Directors.

11. TERMS OF OFFICE

11.1 Board of Directors: The term of office for the Board of Directors shall be two (2) years with one-half of the Board retiring each year, having served two (2) years and shall be eligible for reelection for additional terms.

11.2 Elected Officers and Chairpersons: Elected Officers and Committee Chairpersons shall serve one (1) year terms and shall be eligible for reelection for additional terms.

11.3 Committees: The Executive and Finance, Standing and Nomination Committees shall dissolve annually and be reconstituted on the election of Officers and Chairpersons. Special Committees shall exist only as long as required to complete their designated tasks. Appointed Committee members shall serve one (1) year terms and shall be eligible for reappointment.

12. FISCAL YEAR

The Fiscal Year of the Association shall be from April 1 to March 31.

13. AFFILIATION WITH Community Living Ontario

The Association shall be affiliated with the Community Living Ontario.

14. RULES FOR ORDER

All meetings of Association shall be conducted in accordance with **Call to Order: Second Edition** by Herb Perry and Susan Perry, Big Bay Publishing Inc., 2004.

15. AMENDMENTS TO BYLAWS

The Bylaws of the Association may be amended at the Annual General Meeting of members or at a Special Meeting of members called for the purpose of such amendments by a two-thirds (2/3) majority of votes of eligible members present at such meetings provided that such members constitute a quorum. Notice of Motion to Amend including details of proposed amendments must be received by the Secretary not later than thirty (30) days prior to the Annual or Special General Meeting. Copies of Notice of Motion shall be mailed by the Secretary to all members in good standing at least ten (10) days before the Annual or Special General Meeting. Copies of proposed amendments will be available at the Head Office upon request.

16. INTERPRETATION

The bylaws of the Association shall be interpreted where doubt exists, to conform, where applicable, to the Ontario Association for Community Living Standards of Performance for Associations for Community Living.