



COMMUNITY LIVING
North Bay

INTÉGRATION COMMUNAUTAIRE
North Bay

BYLAWS

June 2021

**COMMUNITY LIVING NORTH BAY
INTÉGRATION COMMUNAUTAIRE NORTH BAY**

MISSION STATEMENT

**"TO PROVIDE QUALITY SERVICES TO CITIZENS WITH
AN INTELLECTUAL DISABILITY AND THEIR
FAMILIES. WE ARE COMMITTED TO OUR ROLE IN
CREATING A SUPPORTIVE AND ACCEPTING
COMMUNITY"**

ÉNONCÉ DE MISSION

**"OFFRIR DES SERVICES DE QUALITÉ AUX
CITOYENS ET CITOYENNES QUI VIVENT AVEC UNE
DÉFICIENCE INTELLECTUELLE AINSI QU'À LEURS
FAMILLES. NOUS NOUS ENGAGEONS À CRÉER ET
À APPUYER UNE COMMUNAUTÉ ACCUEILLANTE"**

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COMMUNITY LIVING NORTH BAY/
INTÉGRATION COMMUNAUTAIRE NORTH BAY

Being the Bylaws relating generally to the transaction of the affairs of Community Living North Bay Board of Directors.

Be it enacted as the Bylaws of Community Living North Bay Board of Directors as follows:

SECTION 1 – INTRODUCTION

1.1 DEFINITIONS

“**Act**” means the *Canada Not-for-profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

“**Articles**” means the original or restated **Articles of Incorporation** or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Association;

“**Association**” means Community Living North Bay;

“**Board**” means the board of directors of the Association;

“**Bylaws**” mean these Bylaws and any other Bylaws of the Association as amended and which are, from time to time, in force and effect;

“**Conflict of Interest**” means a situation in which a Board member has a private or personal interest sufficient to appear to influence the objective exercise of his or her official duties;

“**Director**” means a member of the Board;

“**Executive Director**” means the senior operating officer of the Association as hired by the Directors from time to time;

“**In-Camera**” A part of a Meeting that is confidential and held without any employee of the Association.

“**Lifetime Members**” means any Individual Member having twenty-five (25) years of paid membership or any Individual Member or person whom the Administration and Board see fit to award to, or any person who chooses to pay the individual lifetime membership fee, in the amount fixed by a majority vote of the Board of Directors. Such Members will have voting privileges at the Annual General Meeting.

“**Meeting of Members**” includes an Annual General Meeting of members or a special meeting of members;

“Member” means a paid member of the Association;

“Members” means the collective membership of the Association;

“Officer” means a member elected by the Board for a specific position;

“Ordinary Resolution” means a resolution passed by a majority (for example more than 50%) of the votes cast on that resolution;

“Proxy” a vote cast by one person as a representative of another.

“Regulations” means the regulations made under the Act, as amended, restated or in effect from time to time;

“Resolution” is what a **motion** seeks to become; it is by resolution that the Association makes decisions and speaks;

“Special Meeting of Members” includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

“Special Resolution” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.2 SEAL

1.2.1 The Seal of the Association shall be such as the Board may by resolution from time to time adopt, and shall be entrusted to the Head Office of the Association for its use and safe keeping.

1.3 HEAD OFFICE

1.3.1 The Head Office of the Association shall be in the City of North Bay, in the District of Nipissing, in the Province of Ontario and at such place therein as the Directors may from time to time determine.

SECTION 2 – MEMBERSHIP

2.1.1 A Member of the Community Living North Bay Association shall be any person supportive of the Mission, Vision and Goals of the Association.

2.1.2 **Members:** Such members pay the annual fee to the Association each year at an amount fixed, from time to time, by a majority vote of the Board of directors, or are persons who have been granted or have paid for a Lifetime Membership at a fee determined by the Board of Directors. Payment of such fees grants a membership from April 1st to March 31st of the following year. Each Member shall be entitled to one (1) vote.

2.1.3 **Termination:** Membership is automatically terminated when a member dies, resigns, when

their membership is terminated "in accordance with the by-laws," when the membership term expires, or if the corporation is liquidated.

2.2 Rights and Privileges

Each member is entitled to full participation in the activities of Community Living North Bay including the right to vote at the annual General Meeting, provided the membership fee is paid at least 45 days prior to the annual meeting.

2.3 ANNUAL GENERAL MEETINGS OF MEMBERS

2.3.1 The Annual General Meeting of the Association shall be held at the Head Office of the Association, or elsewhere in Ontario as the Board may determine, and on such date and time as the said Board shall appoint, provided that the Annual General Meeting shall be held within six (6) months of the fiscal year end. At the discretion of the Directors, provision can be made for Members to participate in a Meeting of Members by means of an Electronic Facility (as defined in 3.3.1). A person participating in any such meeting through an Electronic Facility is deemed to be present at the meeting and, notwithstanding any other provision of this bylaw, any person who is entitled to vote at any such meeting may vote by means of the Electronic Facility.

2.3.2 At every Annual General Meeting, in addition to any other business that may be transacted, the report of the Board, the financial statement, and the report of the Financial Auditors shall be presented. At that time, a new Board shall be elected and the Financial Auditors shall be appointed for the following year.

2.3.3 The rules contained in the most recent edition of Robert's Rules of Order still govern deliberations at all meetings.

2.3.4 Notice of the time and place of such Meeting of Members shall be given to each Member by sending the notice by mail and/or email, at least sixty (60) days before the time fixed for the holding of such Meeting of Members.

2.4. OTHER MEETINGS OF MEMBERS

2.4.1 The Board may consider and transact any business without any notice thereof at any Meeting of the Members. Each Board Member, in good standing, shall be entitled to one vote on each question arising at any Meeting of the Members.

2.4.2 The rules contained in the most recent edition of Robert's Rules of Order still govern deliberations at all meetings.

2.5 CALLING OF A MEETING OF MEMBERS

2.5.1 The Board or the President or his/her designate shall have power to call, at any time, a Meeting of the Members of the Association. No public notice or advertisement of such a Meeting shall be required.

2.5.2 Notice of the time and place of such Meeting of Members shall be given to each Member by sending the notice by mail and/or email, ten (10) days before the time fixed for the holding of such Meeting of Members. A Meeting of Members may be held, at any time and place, without such notice, if a quorum of the Members of the Association are present or are represented by proxy duly appointed, and at such Meeting any business may be transacted as deemed necessary.

2.6. VOTING OF MEMBERS

2.6.1 Subject to the provisions, if any, contained in the Letters Patent of the Association, each Member shall, at all Meetings of Members, be entitled to one vote and he may vote by proxy.

2.6.2 A proxy shall be another Member who, before voting, shall produce and deposit the written appointment with the President.

2.6.3 No member shall hold more than two (2) proxy votes.

2.6.4 No member shall be entitled, either in person or by proxy, to vote at a Meeting of Members, unless all his dues and/or fees are paid in full, forty-five (45) days prior to such Meeting.

2.6.5 At all Meeting of Members, every question shall be decided by a majority vote of the Members present, in person or by proxy, unless otherwise required by the Bylaws of the Association, or by the law.

2.6.6 Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any Member. Upon a show of hands, every member shall have one (1) vote, and if there is no demand for a poll, the President shall make a declaration that a Resolution has been carried and it will be stated in the minutes of the Association as evidence of this Resolution

2.6.7 The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn, the question shall be decided by majority votes given by the Members present, in person or by proxy. Such poll shall be taken in such a manner as the President shall direct and the result of such poll shall be deemed the decision of the Association in Meeting of Members upon the matter in question.

2.6.8 In case of an equal number of votes at a Meeting of Members, whether upon a show of hands or at a poll, the President shall cast the deciding vote.

2.7 QUORUM OF MEMBERS

- 2.7.1 A quorum for the transaction of business at any Meeting of the Members shall consist of not less than ten (10) Members present, in person or by proxy, and there must be a minimum of five (5) Board Members present, in person.

2.8 NOTICE

- 2.8.1 Whenever notice is required to be given, the Executive Director, or his nominee, shall give such notice either personally, or by mail or email, to the attention of the Member as well as to the Association's Auditor, at his address, as provided to the Association
- 2.8.2 A notice, or other document, shall be deemed sent by post at the time when the same was deposited in a post office or street letter box, by person when handed to the person, or by email at the time of transmission. For the purpose of sending any notice, the address or email of any member shall be his last recorded information on the books of the Association.
- 2.8.3 For the purpose of sending notice to any Member for any Meeting of Members, or otherwise, shall be the last address provided contact address of the Member to the Association.

2.9 ERROR AND OMISSION IN NOTICE

- 2.9.1 No error or omission in giving notice, save for intentional acts and/or gross errors with respect to any Meeting of Members, shall invalidate such Meeting or make void any proceedings taken thereat. If there is any intentional acts and/or gross errors, the Members affected may, at any time, waive notice of any such Meeting of Members and may ratify, approve, and confirm any or all proceedings, taken or had thereat.

2.10 ADJOURNMENTS

- 2.10.1 Any Meeting of Members may be adjourned to any time, and such business may be transacted at such adjournment Meeting as might have been transacted at the original Meeting. No notice shall be required of such adjournment, provided that the date and time remain as stated at the time of the adjournment.

SECTION 3 – DIRECTORS

3.1 BOARD OF DIRECTORS

3.1.1 The affairs of the Association shall be governed by a Board of directors elected annually at the Annual General Meeting.

3.1.2 **Eligibility:** All Directors shall be individuals aged eighteen (18) years or over, be members of the Association as defined in Article 2 of these Bylaws and who have affirmed their commitment to the purposes of the Association. Their dues must also have been paid as stipulated in Article 2.

3.1.3 **Ineligibility:** The following are prohibited by law (The Ontario Not-for-profit Corporation Act) from being a director of an association:

- a) A person who is not an individual,
- b) A person under 18,
- c) A person who has been found incapable under the SDA (Substitute Decision Making Act) of managing property,
- d) A person who has been found to be incapable by a Canadian court,
- e) A person who has the status of bankrupt.

Are also ineligible :

- a) An employee of the Association
- b) The spouse or partner of an employee
- c) Former employees and their spouse or partner shall not be eligible for election to the Board for a period of two (2) years following their resignation or termination of employment.

3.1.4 **Composition:** The affairs of the Association shall be governed by a Board of Directors made up of "9 Directors" of whom there must be French speaking members and their numbers shall be determined by the latest Inclusive Definition of Francophone (IDF) from the census data for our region. All Board Members shall be Members of the Association throughout their term of office.

3.1.5 **Powers and Duties**

- a) The Board may pass, for the management of its affairs, Bylaws or amendments as required.
- b) The Board of Directors shall assume all duties and responsibilities, formulate, record, and ensure the implementation of policy necessary for the conduct of the affairs of the Association in accordance with the Letters Patent and these Bylaws and in so doing, the Board of Directors shall elect from among their number at the first meeting of the Board following the Annual General Meeting the following Officers: President, Vice-President and Treasurer.
- c) It is the duty of all directors, at all times, when sitting as a Board, to act in good faith and to exercise the care, diligence, and skill of a reasonably prudent person so as to ensure the integrity, good name and credibility of the Association.

- 3.1.6 **Terms of Office:** Each director shall be elected to hold office for a maximum three (3) year term or a minimum two (2) year term. The intent is to have one third (1/3) of board member terms come due for election at each annual AGM. A returning director may be allowed to be elected to hold office for a one (1) year term, on exception, to meet these criteria. Any Director absent from three (3) meetings in any twelve-month (12) period is automatically terminated, (twelve-month (12) period is defined as July-June). An absence from a Special Meeting shall not count as an absence, if the Member provides the President with an acceptable reason for the absence (i.e. health, work conflict, travel plans, etc.). If such Director requests reinstatement in writing within one (1) month, the Board may reinstate the seat, though this provision may not be used for any individual more than once per term.
- 3.1.7 **Termination or Removal:** A Director whose conduct inhibits the functioning of the Association may be removed from office before the expiration of his or her term by a majority vote on a Motion at an Annual or Special General Meeting, provided that notice of such Motion has been given.
- 3.1.8 **Resignation:** Board Members may resign in writing; resignation shall be effective upon receipt of such notification by the Board.

3.2 VACANCIES

- 3.2.1 New directors can be appointed between AGMs provided that
- a) the number appointed cannot exceed 1/3 of the directors elected at the previous AGM,
 - b) the terms of these new directors can only extend until the next AGM.
- 3.2.2 Vacancies on the Board, however caused, may, so long as a quorum of Directors remain in office, be filled by the Directors from among the qualified Members of the Association for the duration of the term of the leaving Director; but if there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the Members to fill the vacancy. The number appointed cannot exceed 1/3 of the directors elected at the previous AGM, and the terms of these new directors can only extend until the next AGM.

3.3 QUORUM AND MEETINGS

- 3.3.1 A majority of the Directors shall form a quorum for the transaction of business. Except as otherwise required by law, the Board may hold its meetings at such place or places as it may from time to time determine. The Association shall make available a telephonic, electronic or other similar facility that permits all participants to communicate adequately with each other (an 'Electronic Facility') during a meeting of the Board. Any person entitled to attend a meeting of the Board may participate in the meeting remotely by means of an Electronic Facility. A

person participating in a meeting through an Electronic Facility is deemed to be present at the meeting and, notwithstanding any other provision of this bylaw, any person who is entitled to vote at a meeting may vote by means of the Electronic Facility. For certainty, the directors may determine when calling any meeting of the Board that such meeting be held entirely by means of an Electronic Facility.

- 3.3.2 No formal notice of any such meeting shall be necessary, if a quorum of all the Directors is present.
- 3.3.3 Directors' Meetings may be formally called by the President or his Designate. Notice of such meetings shall be delivered, or telephoned to each Director not less than five days before the meeting is to take place.
- 3.3.4 The Board may appoint a day or days in any month or months for Board Meetings at an hour to be named, and of such Board Meeting no notice need be sent.
- 3.3.5 A Board Meeting may also be held, without notice, immediately following the Annual General Meeting of the association.
- 3.3.6 The Board may consider or transact any business at any Meeting of the Board.

3.4 ERROR OR OMISSION IN NOTICE

- 3.4.1 No error or omission in giving notice for a Meeting of the Board shall invalidate such meeting nor shall it invalidate or make void any proceedings taken or had at such Meeting.
- 3.4.2 The Board may at any time waive notice of any such Meeting and may ratify and approve of any or all proceedings.

3.5 VOTING

- 3.5.1 Questions arising at any Meeting of the Board shall be decided by a majority of votes. In case of any equality of votes, the President shall cast the deciding vote.
- 3.5.2 All votes at any such Meeting shall be taken by ballot, if so demanded by a Director present; but if no demand be made, the vote shall be taken by show of hands.
- 3.5.3 A declaration by the President 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.
- 3.5.4 In the absence of the President, the duties may be performed by his Designate.
- 3.5.5 In the absence of the Designate, the President's duties may be performed "by such other Director" as the Board may from time to time appoint for that purpose

3.6 POWERS

- 3.6.1 The Board shall administer the affairs of the Association in all things and make or cause to be made for the Association, in its name, any kind of contract which the Association shall lawfully enter into.
- 3.6.2 Save as hereinafter provided, generally, the Board shall exercise all such other powers and do all such other acts as the Association is, by its charter or otherwise, authorized to exercise and do.
- 3.6.3 Without in any way derogating from the foregoing, the Board is expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange, or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the Association for such consideration and upon such terms and conditions as the Board may deem advisable.

3.7 REMUNERATION

- 3.7.1 The Directors shall receive no remuneration for acting as such.
- 3.7.2 However, the association may compensate a Board Member for providing occasional professional services that are in the best interest of the Association, provided the cost is reasonable and affordable and is below market price. The Association shall not indemnify an individual unless they acted honestly and in good faith with a view to the best interests of the corporation.

3.7.3 Furthermore, as per changes made in 2018 to the Registered Charitable Organizations Act

a) the payment needs to:

- (i) be made with a view to the charitable corporation's best interests;
- (ii) be reasonable for the goods, services or facilities provided;
- (iii) not result in the amount of the corporation's debts and liabilities exceeding the value of the charitable property's value or render the corporation insolvent;
- (iiii) not exceed the maximum amount agreed to by all of the directors (see next)

b) before the board can authorize the payment:

- (i) all directors (including the director who is to receive the payment) must agree in writing on a maximum amount that can be paid for the goods, services or facilities and, if the payment is to

benefit another person who is related to a director, that person must also agree in writing;

(ii) all directors (other than the director receiving the payment) must agree in writing that that they are satisfied that all conditions in the regulation have been met, and

(iii) the board must consider any guidance issued by the PGT.

c) there need to be at least four directors on the board, not counting the director(s) who will receive the benefit;

d) neither the director who would receive the payment, nor any Connected Person, can (i) take part in the deliberations, (ii) attend any part of a board meeting during which the decision to authorize the payment is discussed, or (iii) participate in any vote of the board on the issue;

e) the total number of directors receiving payments from the charity, or whose Connected Persons are receiving payments, cannot be more than 20% of the total number of directors during the financial year; and

f) all payments need to be reported at the annual general meeting and noted in the charity's financial statements.

3.8 CONFLICT OF INTEREST

3.8.1 The President or Directors of the Association shall not enter into any discussion or vote on any issue before the Board that indicates, shows, or proves to be a conflict of interest with them.

3.8.2 In this case, it is the duty of the Member in question to declare a conflict of interest and step down until the matter has been settled.

3.9 COMMITTEES

3.9.1 The Board shall appoint a Committee Chairperson, from time to time, with power to add to their numbers, to constitute whatever committees are deemed desirable and necessary in furthering the aims and objectives of the Association or the facilitation of the Association's activities.

- 3.9.2 To implement the overall objective of the Association to provide a complete range of services and programs for individuals with intellectual disabilities, the Board shall consider the constitution of Standing Committees.
- 3.9.3 An Audit Committee shall be created annually.
- 3.9.4 A French Language Services Advisory Committee composed of French speaking members/representatives (in a portion determined by the latest Inclusive Definition of Francophone (IDF) from the census for our region) is maintained to ensure the provision of accessibility, permanency and quality of French Language Services to the people supported by Community Living North Bay.
- 3.9.5 The President shall be ex-officio, a Member of each Committee.
- 3.9.6 The Chairperson of each Committee appointed shall submit plans of work to the Board for approval, and submit interim reports as may be required by the Board from time to time.
- 3.9.7 A Committee Chairperson shall be an individual who is eligible to be elected as a Board Member.
- 3.9.8 A quorum of a Committee shall be a majority of its Members.
- 3.9.9 Nothing herein contained shall be construed to limit or prohibit the appointment of any other Committee or Committees by the Board for the advancement of the Association.

3.10 IN-CAMERA

- 3.10.1 In-Camera Meetings are required when discussing confidential and/or sensitive personal matters, commercially sensitive business matters, legal issues, or when receiving advice that is subject to privilege.
- 3.10.2 The content of the In-Camera Meeting is not to be discussed with anyone at any time.
- 3.10.3 Business arising out of the In Camera shall be kept by the President in a secured file only accessible to the President or the Board.

3.11 NOMINATIONS

- 3.11.1 The Board shall annually, and at least sixty (60) days prior to the Annual Meeting, appoint a Nominating Chair provided that the Nominating Chairperson cannot be up for election as this could give rise to the perception of conflict of interest on the nominating committee.
- 3.11.2 The name and address of the appointed Chair shall be sent to each of the Members at least thirty (30) days before the Annual General Meeting each year.
- 3.11.3 The Nominating Chair shall, not less than twenty (20) days prior to the Annual Meeting, prepare a list of the nominations for Directors to be presented at the said succeeding Annual Membership Meeting and such list shall be properly certified by the Nomination Chair as being the list consisting of members in good standing.

- 3.11.4 The Chair of the Nomination Committee shall send to each Member, at least thirty (30) days before the Annual election, a form approved by the Board for the nominations to the Board.
- 3.11.5 Each nomination must be attested by at least two (2) Members and have the consent of the candidate to serve, if elected.
- 3.11.6 The Nominating Committee's slate must include all eligible candidates who have been attested by at least two (2) Members and have paid their membership at least forty-five (45) days prior to the Annual General Meeting.
- 3.11.7 The Nominating Committee of the Board shall ensure an appropriate list of representatives from the Francophone Community is on the slate of candidates eligible for election to the Board.
- 3.11.8 All persons who are employed by the Ministry of Community and Social Services, the Ministry of Children and Youth Services, or the District of Nipissing Social Services Administration Board and persons who are paid by the Ministry of Community and Social Services, the Ministry of Children and Youth Services, or the District of Nipissing Social Services Administration Board through Transfer Payment Agencies that deal directly with persons with intellectual disabilities shall not be eligible to stand for election to the Board.
- 3.11.9 All persons running for a Director's position at the Annual General Meeting must be in attendance except for extenuating circumstances as determined by the Board.

3.12 ELECTION

- 3.12.1 The Board shall annually appoint an Election Committee that shall be composed of three (3) voting Members and Members may be the same as the Nominating Committee.
- 3.12.2 The election shall then take place in an orderly fashion by secret ballot upon all of the nominations submitted, in accordance with the Not-for-Profit Corporations Act, 2010 and the Bylaws of the Association.
- 3.12.3 The Election Committee shall provide ballots for each paid-up Member at the Annual Meeting.
- 3.12.4 The ballots shall contain the names of all Members who have been nominated and are willing to stand as Board Members and in each case the nominee receiving the largest number of votes shall be declared elected.
- 3.12.5 In the case of a tie, there will be a second vote for that seat.

3.13 ADJOURNMENTS

- 3.13.1 Any Meeting of the Board may be adjourned to any time, and such business may be transacted at such adjournment Meeting as might have been transacted at the original Meeting. No notice shall be required of such adjournment, provided that the date and time remain as stated at the time of the adjournment.

SECTION 4 – OFFICERS

4.1 OFFICERS OF ASSOCIATION

- 4.1.1 The Board shall consist of a President and a Treasurer and such other Officers as the Board may require from time to time.
- 4.1.2 The President, the Treasurer, and any Officer, shall be elected by the Board from their number at the Board Meeting following the Annual Election, provided that in default of such election the incumbents, being Members of the Board, shall hold office until their successors are elected.
- 4.1.3 The President shall be elected by the Board for a one (1) year term that shall be renewable for a period of three (3) consecutive years.
- 4.1.4 The Treasurer shall be elected by the Board for a one (1) year term.
- 4.1.5 Any required Officer shall be elected by the Board for a one (1) year term.

4.2 DUTIES OF BOARD PRESIDENT

- 4.2.1 The President shall preside at all meetings of the Members of the Association and of the Board.
- 4.2.2 The President may yield his position by appointing one of the Directors as his designate
- 4.2.3 The President, his designate or other Director appointed by the Board for the purpose, shall sign the Bylaws and all documents requiring signatures.
- 4.2.4 The President manages Board agenda, activities, and meetings; communicates with the Board and with the Executive Director, on behalf of the Board.

4.3 DUTIES OF BOARD TREASURER

- 4.3.1 The Treasurer shall serve as Chair of the Audit Committee.

4.4 DUTIES OF CORRESPONDING SECRETARY

- 4.4.1 The Executive Director or his designate shall be the Corresponding Secretary.
- 4.4.2 The Executive Director shall attend all meetings of the Board and record all facts and minutes of all proceedings in the books kept for that purpose.
- 4.4.3 The Executive Director shall conduct such correspondence as may be directed by the President and the Board, at Annual and other Meetings.
- 4.4.4 The Executive Director shall be the custodian of the Seal of the Association, of all books, papers, records, correspondence, contracts and other documents belonging to the Association, except business arising from In Camera, which shall only be made available when authorized by a resolution of the Board.

4.5 VACANCIES OF OFFICERS

- 4.5.1 If the Office of President becomes vacant, a meeting of the Board of Directors shall be held at the earliest opportunity to elect a new President and in the interim anything required or authorized to be done by the President may be done by the past President or the Treasurer.
- 4.5.2 Vacancies in other Offices shall be filled for the balance of the unexpired terms by the Board of Directors from amongst those eligible to serve.

SECTION 5 – FINANCE

5.1 FINANCIAL YEAR

- 5.1.1 Unless otherwise ordered by the Board, the fiscal year of the Association shall terminate on the 31st day of March in each year.

5.2 PAYMENTS AND BANK TRANSACTIONS

- 5.2.1 The Board shall appoint by resolution the Executive Director and the Financial Officer of the Association, and/or another designate, to endorse notes, drafts, and cheques for collection and deposit.
- 5.2.2 The two (2) appointees shall be responsible for communication and transactions between the Association and its bank, which includes, but not limited to, receiving all paid cheques and vouchers, signing bank forms, signing settlement of balances, and signing releases or verification slips.

5.3 DEPOSIT OF SECURITIES FOR SAFEKEEPING

- 5.3.1 The securities of the Association and of the Board shall be deposited for safekeeping with one or more banks, trust companies, or other financial institutions.
- 5.3.2 Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Association, and signed by the appointees of the Board, and in such a manner as shall from time to time be determined by resolution of the Board. Such authority may be general or confined to specific instances.
- 5.3.3 The institutions that may be so selected by the Board as custodians of the securities shall be fully protected if acting in accordance with the directions of the Board.

5.4 BORROWING

- 5.4.1 The Board may from time to time:
- a) Borrow money on the credit of the Association; or
 - b) Issue, sell or pledge securities of the Association; or

- c) 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 debt obligation or liability of the Association.
- 5.4.2 From time to time, the Board may authorize the Executive Director to make arrangements with reference to the monies borrowed, or to be borrowed, as aforesaid and as to the terms and conditions of the loan thereof.
- 5.4.3 From time to time, the Board may authorize the Executive Director to make arrangements with respect to the securities to be given, including the power to vary or modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed or remaining due by the Association as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the Association.

5.5 PERPETUAL TRUST FUND

5.5.1 The Board shall maintain a Perpetual Trust Fund. Any monies donated or transferred to this fund shall not be spent. The revenue earned from the capital of the fund may be expended, by resolution of the Board, to further the goals of the Association.

SECTION 6 - GENERAL

6.1 AFFILIATIONS

- 6.1.1 The Association shall maintain affiliation with Community Living Ontario ("CLO") and Ontario Agencies Supporting Individuals with Special Needs ("OASIS") and participate in the activities of CLO and OASIS, in accordance with the CLO and OASIS bylaws provided that:
Delegates representing the Association at the Annual or Special General Meetings of CLO and/or OASIS must be members of the Association as defined in these bylaws;
Delegates representing the Association shall be approved by the Board or by those authorized by the Board to designate such delegates.

6.2 BILINGUAL SERVICE DELIVERY

- 6.2.1 As set out by the guidelines of the Ministry of Community and Social Services, the Ministry of Children and Youth Services, and the French Language Services Act, all services will be offered and provided in both official languages.
- 6.2.2 A French Language Services Advisory Committee composed of French speaking members/representatives (in a portion determined by the latest Inclusive Definition of Francophone (IDF) from the census for our region) is maintained to ensure the provision of accessibility, permanency and quality of French Language Services to the people supported by Community Living North Bay.

6.3 BOOKS AND RECORDS

- 6.3.1 The Directors and the Executive Director shall ensure all necessary books and records of the Association required by the Bylaws of the Association or by an applicable statute or law is regularly and properly kept.

6.4 INTERPRETATIONS

- 6.4.1 In all Bylaws and Special Resolutions of the Association, the singular shall include the plural and the plural the singular; the word "person" shall include firms ,corporations, and Associations and the masculine shall include the feminine and the neuter. Whenever reference is made in any Bylaws or any Special Resolution of the Association to any statute or section thereof, such reference shall be deemed to extend and apply to any amendment or re-enactment of such statute or section thereof, as the case may be.

6.5 HEADINGS

- 6.5.1 The paragraph headings used in the Bylaws are for convenience only and shall not be construed to affect the meaning of a paragraph so headed.

6.6 EXECUTION OF DOCUMENTS

- 6.6.1 Deeds, transfers, licenses, contracts, engagements, assignments, and other instruments in writing requiring execution by the Association shall be signed by the Executive Director or his/her designate. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the Association's seal, if any, to the document.

6.7 AMENDMENTS OF BYLAWS

- 6.7.1 The Board may from time to time, by a majority vote, propose amendments to the Bylaws to be presented at a Meeting of the Membership. The amendments to the Bylaws shall be sanctioned by an affirmative vote of at least two-thirds (2/3) of the Association Members present or represented at a Meeting called for the purpose of considering the said Bylaws. Notice must be given to the Members with respect to the motion for the amendment or amendments that will be voted upon at the Meeting. No amended Bylaws will be valid until so sanctioned.

6.8 SEVERABILITY

- 6.8.1 The invalidity or unenforceability of any provision of these Bylaws shall not affect the validity or enforceability of the remaining provisions of these Bylaws. If any of the provisions contained in the Bylaws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

6.9 DISSOLUTION

6.9.1 In the event of dissolution, all remaining assets will be given to a registered Canadian Charity or another qualified donor described in paragraph 149.1 (1) of the Income Tax Act.

Approved by the Board of Directors.

This 14th day of June, 2021

Bonnie Roydon

PRESIDENT

Sherry Carnevale

EXECUTIVE DIRECTOR

Passed by the association and sealed with the Corporate Seal.

This 21st day of June, 2021

Bonnie Roydon

PRESIDENT

Sherry Carnevale

EXECUTIVE DIRECTOR