

Orléans-Cumberland
Community
Resource Centre



Centre de ressources
communautaires
Orléans-Cumberland

Orléans-Cumberland Community Resource Centre Bylaws

(approved on June 23, 2014)

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ARTICLE I - DEFINITIONS

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

“**Centre**” means the Orléans-Cumberland Community Resource Centre

“**Director**” means a member of the board of directors, some of whom are officers

“**Officers**” means the president, vice-president, treasurer, and secretary

ARTICLE II – NAME

The name of the Corporation shall be ORLÉANS-CUMBERLAND COMMUNITY RESOURCE CENTRE, hereinafter referred to as "the Corporation".

ARTICLE III - PURPOSE

1. Object - The Corporation will incorporate:

To establish and operate a community resource centre providing comprehensive neighbourhood-based facilities and bilingual (English & French) services to meet the physical, emotional, social, economic and mental needs of the residents of Orléans-Cumberland Ward and adjacent areas.

2. Operational Object

In furtherance of the above object, the Board of directors shall work as necessary with community residents and other appropriate community organizations, agencies and governments in coordinating efforts around issues concerning the social well-being, health and education of the above-mentioned residents.

ARTICLE IV - SERVICE AREA AND HEAD OFFICE

The area served by the Corporation shall encompass the Orléans-Cumberland wards and adjacent areas within the City of Ottawa. The head office shall be situated in the Orléans-Cumberland wards, in the province of Ontario and at such place therein as the Directors may from time to time determine.

ARTICLE V – OFFICIAL SEAL

The seal stamped in the margin is the official of the Corporation.

ARTICLE VI – SERVICE POLICY

All services and public communications of the Corporation will be offered in French and English.

ARTICLE VII – MEMBERSHIP

1. Membership to the Corporation must meet the following requirements:

a) Are interested in working toward the goals and objectives of the Corporation;

- b) Are 18 years of age and older;
- c) Are of legal age to sign a contract/legal document;
- d) Paid their membership fee;
- e) Are not employed by the Corporation and are not married to an employee of the Corporation; and
- f) Is not related (immediate family) to a member of personnel at the Centre.

2. Procedure for Membership Approval or Dismissal

The Board establishes when the need arises, the procedure for voting or dismissing new members.

3. Renewal of Membership

Someone who is not a staff member and wishes to vote, shall update their membership by asking for a new membership card on the date of or before the Annual General Meeting or special meeting. This card is required for voting on any propositions at the meeting.

4. Membership Year

The membership card is valid starting the day of Annual General Meeting until the following AGM the following year.

5. Membership Fees

The membership fee for the members is established at the discretion of the Board.

6. Removal

Membership may be revoked for just cause by two-thirds (2/3) vote and secret ballot of the Board. The member affected is entitled to thirty (30) days' prior notice, and is entitled to address the Board before the voting on any resolution revoking membership providing that he or she has made a written request to the Board highlighting issues to be discussed.

ARTICLE VIII - BOARD OF DIRECTORS

1. Mandate

Thirty-three percent (33%) of the Board's members must be francophones and live or work in the Orléans-Cumberland area. The membership shall elect a Board of Directors consisting of nine (9) persons who are members and majority of whom must reside or work in the Orléans-Cumberland ward.

2. Responsibilities

a) Accountability:

The Board is accountable and legally responsible for the organization.

b) Planning:

The Board :

- i) Sets the vision and submits it to the Annual General Meeting;
- ii) Defines the mission and submits it to the Annual General Meeting;
- iii) Designs the strategic plan and submits it to the Annual General Meeting;
- iv) Sets the annual objectives and reviews results against needs;
- v) Monitors the provision of French language services;
- vi) Approves policies;
- vii) Presents annual report to Annual General Meeting; and
- viii) Recruits future Board members.

c) Financial Management:

The Board :

- i) Approves the budget as prepared by the Finance Committee;
- ii) Solicits financial support as planned; and
- iii) Approves expenditures.

d) Personnel Management:

The Board :

- i) Approves the Human Resources Policy;
- ii) Hires, counsels, evaluates and fires the Executive Director;
- iii) Determines the salary scales;
- iv) Determines the framework for the evaluation of programs; and
- v) Respects the procedures outlined in the Human Resources policies manual.

e) Committees:

The Board :

- i) Establishes, chairs and participates in them - proposes new ones as required;
- ii) Determines relationship between the committees and the programs;
- iii) Approves the action plan prepared by the members of the committees; and
- iv) Approves the mandates of the committees.

f) Communication:

The Board :

- i) Elaborates communication policies and guidelines;
- ii) Represents the organization in the community; and
- iii) Explains the organization in the community.

3. Structure of the Board

The Board shall include persons representing francophones, anglophones and multicultural communities in the urban and rural sectors. Thirty-three percent (33%) of the Board's members must be francophones and live or work in the Orléans-Cumberland wards of the City of Ottawa.

The Board will be run by at least seven (7) but no more than nine (9) directors having no more than one vote each.

- a) a staff member will represent the employees of the Centre and that position has no voting privileges at Board meetings;
- b) the Executive Director will attend all the Board meetings as an Ex-officio member.

4. Election of Board members and Term of Office

- a) Board Directors will be elected at the Annual Meeting by majority vote and by show of hands, unless a secret ballot is requested by a member of the Corporation;
- b) Directors may sit on the Board for more than one mandate. The first mandate is a one (1) year term; the other mandates are for three (3) year terms for a maximum of seven (7) years.
- c) A director may not serve as president for more than two (2) years.

5. Eligibility

Any member of the Corporation, who has met the nominating committee requirements and the Police Record Check Policy requirements is eligible for election or appointment to the Board.

The board must meet the following requirements:

- a) be a member of the Corporation;
- b) reside in Canada;
- c) be competent to understand and participate fully in the discussions and decisions of the Board;
- d) not be an undischarged bankrupt;
- e) not have a criminal record as defined in the Criminal Records Act for which they have not received a pardon;

- f) have consented in writing to a police reference check by the Corporation from time to time both before and after assuming office; and
- g) neither directly nor indirectly benefit financially from the activities of the Corporation.

6. Vacancy

- a) When a vacancy occurs, or when positions on the Board are not filled at the Annual Meeting, the Board may, by majority vote, appoint a person(s) to fill the vacancy(ies). Otherwise, such vacancy(ies) shall be filled at the next Annual Meeting of the members; and
- b) Should a vacancy occur in the office of President, the Vice-President shall preside for the remainder of the term of office or a new President is elected by the Board.

7. Absenteeism and Removal

- a) At the board's discretion, any director who fails to attend three (3) consecutive board meetings may be asked to resign from the board and the vacant position shall be filled in accordance with Article VIII, Section 6 (Vacancy).
- b) The members of the Corporation may, by resolution passed by at least two-thirds (2/3) of the votes cast at a special General Meeting of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of his or her term of office. The Board may, by a majority of the votes cast at that meeting, elect any person in his stead for the remainder of his term.

8. Notice

If a director is asked to resign, the Secretary will notify him/her in writing.

9. Remuneration

The Board Directors shall receive no remuneration for acting as such, but may be reimbursed for reasonable expenses incurred for Board work.

ARTICLE IX – OFFICERS OF THE CORPORATION

The Corporation shall elect a board of directors who will then elect the officers. The members of the executive committee shall be elected by the board at the first meeting following the Annual General Meeting.

1. President

- a) shall be the Chief Executive Officer of the Corporation and preside all the meetings of the board and corporation;

- b) shall preside at all the executive committee meetings;
 - c) shall be charged with the general management and supervision of the affairs and operations of the Corporation; and
 - d) with the Secretary, or any other officer appointed by the Board, shall sign all By-Laws and membership cards.
2. Vice-President
- a) shall carry out duties as assigned by the President and/or the Board; and
 - b) shall carry out the duties of the president in his/her absence or inability to perform his/her their duties.
3. Secretary
- a) take the minutes or cause them to be taken for all Board, Executive and other meetings of the Corporation and accessible to the members of the Board at all times;
 - b) make sure that the minutes of the board meetings as well as the Executive and other committee board meetings be submitted for voting;
 - c) provide or cause notice to be provided of Board and Executive meetings and other meetings of the Corporation to the appropriate members;
 - d) be responsible for Board correspondence; and
 - e) keep the list of members, the corporate Minute book and other documents and accessible to members of the Board at all times;
 - f) make sure that the corporate seal is kept in a secure place.
4. Treasurer
- a) oversee the management of all Corporation financial matters including: the deposit of all monies and other valuable effects in the name and the credit of the Corporation in financial institutions as may from time to time be designated by the Board;
 - b) oversee the maintenance of accurate records of all receipts and disbursements, assets, liabilities and financial transaction of the Corporation of the Board;

- c) review the annual budget at the beginning of the financial year for approval by the Board;
- d) review the Annual Auditor Financial Report at the end of the financial year and present it or cause to have presented to the Annual Meeting of the Corporation;
- e) review on a monthly basis financial statements and present them to the board on a monthly basis; and
- f) chairs the finance committee.

ARTICLE X – STANDING COMMITTEES AND AD HOC COMMITTEES

1. Thirty-three percent (33%) of the Board's members must be francophones and live or work in the Orléans-Cumberland area.
2. The Board may, from time to time, appoint standing or ad hoc committees from amongst the board or the community to investigate, plan or conduct activities on a particular matter.
3. The Board includes the following standing committees: executive committee, nominating committee, finance committee, human resources committee and the fundraising committee. In addition to the standing committees, the Board can, if need be, set up special or ad hoc committees.
4. The president of each committee is appointed by the board at the first meeting following the corporation's Annual General Meeting. Directors can choose to sit on one or more committees of their choice. Those choices will be announced at the first board meeting following the Annual General Meeting.
5. Unless otherwise resolved by the Board, a majority of the members shall constitute a quorum of each committee minutes shall be kept of all committee meetings and a copy filed in the corporate registry.
6. No director of the corporation (other than the Executive Director) shall receive remuneration from the Corporation for acting as a member of any committee.
7. The board's president is an ex-officio member of all committees of the corporation but only presides the executive committee meetings.
8. The board revises and approves, on an annual basis, each committee's mandate, rules of conduct and objectives.
9. The Board of Directors must ratify all recommendations made by the committees before they can be acted upon.

ARTICLE XI – FINANCIAL PROCEDURES

1. Financial Year

The Financial Year for the Corporation shall be April 1 to March 31, unless otherwise altered by resolution of the Board and in accordance with law.

2. Signing Authority

Signing authority for all financial transactions shall be any two (2) of the following: the President, the Vice-President, the Treasurer, the Executive Director or designated by the board.

3. Auditor

- a) Each year, at the Annual General Meeting, the membership will appoint an auditor nominated by the Board;
- b) At the Annual Meeting, the Members of the Corporation are proposing an Auditor. The Auditor of the Corporation when appointed shall hold office until the next Annual Meeting after being appointed, or until their successors are appointed, unless previously removed by resolution of two-thirds of the votes cast at a Meeting of Members;
- c) An officer or an employee of the Corporation or the spouse/partner of an employee, or an officer's spouse/partner of the Corporation or a member of the (immediate) family do not meet the requirements to hold the position of auditor;
- d) An Auditor who is not an incumbent may only be appointed to the position upon notice in writing to the incumbent Auditor, the membership and the Auditor to be nominated and the notice shall be given not less than fourteen (14) days prior to the Annual General Meeting at which the appointment of Auditors is to take place. Nothing in this clause shall derogate from the rights of the Directors to appoint Auditors under the Act;
- e) The Auditors shall be supplied with a copy of the financial statements of the Corporation and it shall be their duty to examine the same together with all accounts and vouchers relating thereto. The Auditors shall have a list delivered to them of all books kept by the Corporation and shall have access to the books and accounts of the Corporation at all reasonable times; and
- f) The Auditors shall make an Annual Report to the Members upon the financial statement and shall state in their report whether in their opinion the financial statement presents fairly the financial position of the Corporation and the results of its operations for the period under review in accordance with generally accepted accounting principles applied on a basis consistent with that of the preceding period.

ARTICLE XII - MEETINGS

Except as otherwise stated in these Bylaws, approved by the Corporation, all meetings shall be conducted following the Roberts' Rules of Order.

1. Board's Meetings

- a) The Board shall meet no fewer than six (6) times per year. Where the Board has appointed a day or days in any month or months for regular meetings at an hour to be named, no notice need be sent;
- b) Except as provided in a) and c), there shall be at least seven (7) days' notice to members of such meeting. Notice is deemed to be made two (2) days after mailing of a notice or on the day the person receives the notice in person or by telephone;
- c) An emergency meeting may be called at any time if agreed to by two-thirds (2/3) of the members of the board provided the emergency matter is clearly stated, requires immediate action and only the emergency matter(s) is(are) dealt with at such a meeting;
- d) No formal notice of any such meeting shall be necessary if all the Directors are present, or if those absent have signified their consent to the meeting to be held in their absence;
- e) The statutory declaration of the Secretary or President that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of the giving of such notice;
- f) A quorum shall consist of 50% plus one members of the elected Board Members. When nine (9) members attend any one meeting, the quorum shall be five (5). When seven (7) members attend any one meeting, the quorum shall be four (4); and
- g) Correspondence voting: postal and electronic voting is allowed and the results are accepted as official and are recorded in the appropriate meeting minutes.

2. Standing Committee and Ad Hoc Committee Meetings

- a) Committee meetings shall be held as set out in each committee mandate or as called by the committee Chair;
- b) The Committee shall report regularly to the Board; and
- c) Notice of Committee meetings may be sent on such notice as set out in Article XII, Section 1, subsections a, b, c, d and e.

3. Special General Meetings and Information Sessions

- a) The Board may call a Special General Meeting or information meeting at any time;
- b) For special general meetings, the membership shall receive notice by mail, e-mail, fax or telephone at least fourteen (14) days prior to the meeting. Publication in a newspaper or newspapers circulated in the Orléans-Cumberland Ward at least once a week for two (2) consecutive weeks preceding the meeting is sufficient notice of any such meeting;
- c) Except as otherwise stated in this by-law, a majority vote of the members present at a special general meeting shall be sufficient to pass a motion;
- d) Every motion shall be voted on in the first instance by a show of hands unless a poll be demanded by a member;
- e) In case of equality of votes, the Chairman shall be entitled to a casting vote; and
- f) A meeting may be called at the discretion of the Board or the request of 50% of the membership. The membership must be informed of such a meeting within fourteen (14) days of the scheduled date.

4. Annual General Meeting:

- a) The Annual General Meeting shall be held each year, on a date approved by the Board, as soon after the New Year as possible, but not later than fifteen (15) months from the last Annual General Meeting. This meeting will be held at the head office, or elsewhere in the province of Ontario, as the Board may determine;
- b) A notice of meeting and information regarding nomination or election procedure and by-law changes shall be mailed or sent by e-mail to each member of the Corporation at least thirty (30) days prior to the date of the Annual General Meeting;
- c) It is sufficient notice of any meeting of the members of the Corporation (in addition to any other notice) if notice is given by publication at least once a week for two (2) consecutive weeks next preceding the meeting in a newspaper or newspapers circulated in the Orléans-Cumberland Ward, in which the majority of the members of the Corporation reside as shown by their address in the books of the Corporation;
- d) In addition to any other business included in the agenda, board activities, financial statements and the auditor's report shall be presented;

- e) No error or omission in giving notice of any Annual or General Meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Notices of any meeting taking place, for membership or board members, will be sent to the last address recorded in the Corporation's records;
- f) A quorum for the transaction of business at any meeting of members shall consist of not less than 50% of the members present who hold a valid membership card or represented by proxy, previously registered with the Secretary;
- g) Every question shall be decided by a majority of the votes of the members present or represented by proxy unless otherwise required by the By-Law of the Corporation or by law; and
- h) In case of equality of votes, the Chairman shall be entitled to a casting vote.

ARTICLE XIII – ELECTION OF THE BOARD

1. The Board shall appoint a nominating committee who will present, during the Annual General Meeting, the names of those willing to serve on the next board.
2. The Board will appoint an elections Chairperson who shall preside over the election.
3. The Board shall approve election procedures for submission to the membership thirty (30) days before the Annual General Meeting according to the Robert's Rules of Order.
4. The Corporation members may submit in writing nominations endorsed by two (2) members of the Corporation up to two (2) weeks prior to the date of the meeting. The nominees must be eligible to become a member of the Corporation and must also submit in writing a letter of acceptance of their nomination. Nominations from the floor will be accepted providing the candidates meet the requirements of the nominating committee in compliance with Article VII, Section 1.

ARTICLE XIV - EXECUTION OF DOCUMENTS

Deeds, transfers, licences, contracts and engagements on behalf of the Corporation shall be signed by the officers, and the seal of the Corporation affixed thereto. Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the President, Vice-President, Treasurer or by any person authorized by the Board.

A member of the Board or any person or persons from time to time designated by the Board, may transfer any or all shares, bonds or other securities from time to time standing in the name of the Corporation in its individual or any other capacity or as trustee or otherwise.

A member of the Board or any person or persons from time to time designated by the Board, may accept, in the name and on behalf of the Corporation transfers of shares, bonds or other securities from time to time transferred to the Corporation, and may affix the corporate seal to any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of the Corporation.

Notwithstanding any provisions to the contrary contained in the By-Laws of the Corporation, the Board may at any time by resolution direct the manner in which and the person or persons by whom any particular instrument, contract or obligations of the Corporation may or shall be executed.

ARTICLE XV - BORROWING

The Board may from time to time:

1. Borrow money on the credit of the Corporation; or
2. Issue, sell or pledge securities of the Corporation; or
3. Charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation.
4. The Officers may authorize any Director or employee to make the following arrangements:
 - a) Borrow money as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions;
 - b) Give additional securities for monies borrowed or remaining due by the Corporation as the Board may authorize; and
 - c) Generally manage, transact and settle the borrowing of money by the Corporation.

ARTICLE XVI – INDEMNITY

Every Director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation and their heirs, executors and administrators, and estate and effects, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Corporation, from and against:

1. All costs, charges and expenses whatsoever, which such Director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him/her, or in respect of any act, deed, matter or thing whatsoever made, done

or permitted by him/her in or about the execution of the duties of his/her office or in respect of any such liability.

2. All other costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her willful neglect or default.

ARTICLE XVII - AMENDMENTS

1. Amendments to the Charter by Supplementary Letters Patent may be made in accordance with the following:

- a) notice of the proposed amendments, additions and/or deletions shall be presented to the Secretary not less than fifteen (15) days prior to the date of the Annual Meeting or General Meeting called for that purposes after a resolution was passed by the Board;
- b) copies of the proposed changes will be distributed to the membership thirty (30) days prior to the Annual Meeting or General Meeting; and
- c) a majority of the votes by the members present at the Annual Meeting or General Meeting is required to support the proposed change.

ARTICLE XVIII – AMENDING THE BY-LAWS

The amendment or repeal of a By-Law does not enter into force until it has been voted on at a meeting of members who approve the change by majority of votes.

- a) The By-Laws may be approved, adopted, amended or repealed by members by a majority of votes at any annual meeting or general meeting;
- b) The proposed notice of change should be approved by the Board of Directors;
- c) The document showing the changes must be sent to the Corporate members thirty (30) days before the annual meeting; and
- d) The notice of change has to be provided to the donor agencies, as per contractual agreement.

ARTICLE XIX - CONFLICT OF INTEREST

A Board member who has a duality of interest, a conflict of interest, or who may derive a direct or indirect benefit from the Corporation on any matter to be considered by the Board must disclose these to the Board when the Agenda is adopted or as soon as they become apparent to the Board member and the member shall abstain from voting or using his/her personal influence on the matter. That member shall not be counted in determining the quorum for the meeting

dealing with it. The disclosure and abstention from voting shall be recorded in the minutes of the meeting.

However, the person with duality or conflict of interest, or who may derive benefit from the matter may state his/her position on the matter and may answer pertinent questions by colleagues where his/her knowledge may be of assistance.

ARTICLE XX - POLITICAL NEUTRALITY

The Corporation will not endorse or support any political party or candidate for political office, and will not campaign for a specific political party or candidate for political office. There may be occasions when the Corporation will urge upon certain levels of government measures for the improvement of conditions for people with special needs. Any activities of the Corporation in this regard shall be conducted in a non-partisan manner.

CONSENTED TO by all the members and Directors of the Corporation and confirmed by the signatures hereto of President and the Secretary this 23rd day of June, 2014.

Denis Perrault, President

Jocelyne Courtemanche, Secretary

The French and English revised versions approved on June 23, 2014.