

COMMUNITY LIVING  
Thunder Bay



*Inspiring Possibilities*

**CONSTITUTION**

**AND**

**BY-LAW NUMBER #8**

**APPROVED BY  
GENERAL MEMBERSHIP  
WEDNESDAY, FEBRUARY 3, 2010**



**TABLE OF CONTENTS**

<b><u>NUMBER</u></b>	<b><u>ARTICLE</u></b>	<b><u>PAGE</u></b>
<b>1</b>	<b>HEAD OFFICE</b>	<b>1</b>
<b>2</b>	<b>SEAL</b>	<b>1</b>
2.1	Non-Profit Organization	1
<b>3</b>	<b>MEMBERSHIP</b>	<b>1</b>
3.1	Composition	1
3.2	Eligibility	1
3.2.1	General Membership	1
3.2.2	Life Membership	1
3.2.3	Honorary Membership	2
3.2.4	Associate Membership	2
3.2.5	Sponsors	2
3.3	Membership Meetings	2
3.3.1	Annual General Meeting	2
3.3.1.1	Quorum	3
3.3.1.2	Voting Rights	3
3.3.1.3	Voting Procedures	3
3.3.2	Regular General Meetings	3
3.3.3	Special General Meetings	4
3.4	Termination	4
3.5	Dues	4
<b>4</b>	<b>NOMINATING COMMITTEE</b>	<b>4</b>
4.1	Composition	4
4.1.1	Vacancies	5
4.2	Responsibilities	5
4.3	Meetings	5
4.3.1	Updates to the Board and Membership	5
<b>5</b>	<b>NOMINATION &amp; ELECTION PROCEDURES</b>	<b>6</b>
5.1	Board of Directors	6

<b>6</b>	<b>BOARD OF DIRECTORS</b>	<b>6</b>
6.1	Composition	6
6.1.1	Vacancies	6
6.2	Eligibility	
6.2.1	Terms of Directorship	7
6.3	Responsibilities	7
6.4	Meetings	8
6.4.1	Regular Meetings	8
6.4.2	Special Meetings	8
6.4.3	Notice	9
6.4.4	Quorum	9
6.4.5	Voting Rights	9
6.4.6	Voting Procedures	9
6.5	Removal for Cause	9
6.6	Remuneration	10
6.7	Conflict of Interest	10
6.8	Indemnity	10
<b>7</b>	<b>OFFICERS</b>	<b>11</b>
7.1	Composition	11
7.1.1	Term of Office	11
7.1.2	Vacancies	11
7.2	Responsibilities	12
7.2.1	President	12
7.2.2	First Vice-President	12
7.2.3	Second Vice-President	12
7.2.4	Secretary-Treasurer	13
7.3	Removal for Cause	13
<b>8</b>	<b>FISCAL YEAR</b>	<b>13</b>
<b>9</b>	<b>AFFILIATION WITH COMMUNITY LIVING ONTARIO/ CANADIAN ASSOCIATION FOR COMMUNITY LIVING</b>	<b>13</b>
<b>10</b>	<b>AMENDMENTS TO BY-LAWS</b>	<b>13</b>
<b>11</b>	<b>CONSTITUTION</b>	<b>14</b>

BY-LAW NUMBER 8

**1 HEAD OFFICE**

The Head Office of the Association shall be in the City of Thunder Bay, District of Thunder Bay, 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.

**2.1** The Association shall be a non-profit, non-sectarian and non-partisan organization.

**3 MEMBERSHIP**

**3.1 COMPOSITION**

Membership shall be composed of General Members, Life Members, Honorary Members, Associate Members and Sponsors, when applicable.

**3.2 ELIGIBILITY**

**3.2.1 General Membership**

General Membership shall be open to any person who has an interest in persons with an intellectual or developmental disability and who pays annual membership dues as determined by the Board from time to time. Employees are not eligible for membership. Former employees are eligible for membership 24 months after employment ceases.

**3.2.2. Life Membership**

Life Membership may be conferred by the Board on any person who has made an outstanding contribution to the Association. Life Members shall have all the rights and privileges of General Members, but shall not be required to pay annual membership dues.

## BY-LAW NUMBER 8

### **3.2.3 Honorary Membership**

Honorary Membership may be conferred by the Board on any person or organization. Honorary members do not have a right to vote. The holding of Honorary Membership does not preclude the holding of general membership by eligible persons.

### **3.2.4 Associate Membership**

The Association may make available to interested organizations and businesses who have an interest in persons with an intellectual or developmental disability, the status of Associate Member, upon payment of an annual fee to be determined from time to time by the Board, except that Associate Member status shall not confer the right to vote in proceedings of the Association.

### **3.2.5 Sponsors**

The Board may make available to interested individuals, organizations or businesses who have made a donation of money or a gift in kind to the Association, the status of Sponsor. The status of sponsor shall not confer the right to vote in proceedings of the Association.

## **3.3 MEMBERSHIP MEETINGS**

### **3.3.1 Annual General Meeting**

The Annual General Meeting shall be held not later than June 30th each year, at a time and place as shall be determined by the Board for the transaction of the following business:

- (i) Approval of the Minutes of the previous Annual General Meeting of the Membership;
- (ii) Receiving an accountability report from the Board, the Annual Financial Statements and the Report and the notes of the Auditors;
- (iii) Election of Board members;
- (iv) Appointment of Auditors to hold office until the close of the next Annual General Meeting.

## BY-LAW NUMBER 8

- (v) Amendment of By-Laws, if applicable, according to the provisions of By-Law Number 7; and
- (vi) Transaction of any other business which is pertinent to the interests of the Membership and which may properly come before the Annual General Meeting without prior notice.
- (vii) The rules contained in Roberts' Rules of Order shall govern the deliberations at all meetings of the Association, except as otherwise provided in this By-Law.

### **3.3.1.1 Quorum**

Quorum shall be the presence of twenty (20) General Members in good standing, at least a majority of whom shall not be Directors of the Association. No business shall be transacted in the absence of a quorum except to take measure to obtain a quorum, to fix the time at which to adjourn or to take a recess.

### **3.3.1.2 Voting Rights**

Each General Member and Life Member in good standing present at the Annual General Meeting, Regular Meetings and Special Meetings, and who has held the status of General Member or Life Member of the Association for at least sixty (60) days prior to the date of such Annual General Meeting, Regular Meeting or Special Meeting shall be entitled to one (1) vote.

### **3.3.1.3 Voting Procedures**

A majority of votes of the General Members present unless otherwise required by law or the Bylaws of the Association shall decide every question. Every question shall be decided in the first instance by a show of hands and, unless a count, a roll call vote or a ballot is demanded by a Member, a declaration by the Chair that a motion or resolution has been carried or not carried and an 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.

### **3.3.2 Regular General Meetings**

Regular General Meetings of the Membership other than that known as the Annual General Meeting shall be held no fewer than one time per year for the purpose of the reading and approval of the Minutes of the previous meeting of the Membership, the presentation of information or material of interest or importance to the Members, and the transaction

## BY-LAW NUMBER 8

of any business other than that which may be transacted only at the Annual General Meeting. The Membership will be given at least 21 days notice of the time and location of the meeting.

### **3.3.3 Special General Meetings**

A Special General Meeting of the Membership may be called by a majority of the Board, by the President or by a Vice-President in the absence of the President, or by notice in writing from five (5) General Members in good standing. The business to be transacted at the Special General Meeting shall be limited to that specified in the call for the meeting.

### **3.4 TERMINATION**

Membership in the Association shall not be transferable and shall cease to exist upon a Member's resignation, non-payment of annual membership dues, or death. Members may resign from the Association by a resignation in writing addressed to the Association.

### **3.5 DUES**

Membership dues may be such as are established from time to time by the Board, but any Resolution of the Board respecting dues shall not be effective until confirmed by the General Members at the Annual General Meeting of Members. The membership dues shall be payable annually.

## **4 NOMINATING COMMITTEE**

### **4.1 COMPOSITION**

The Nominating Committee shall consist of:

- (i) Chair, who shall be the immediate Past President of the Board, or in the event the Past President is not available, another Board member appointed by the Board;
- (ii) an additional member of the Board;
- (iii) three (3) general members in good standing who are not Directors, and who shall be elected by the general membership following the Election of Directors at the Annual Meeting.



**5 NOMINATION AND ELECTION PROCEDURES**

**5.1 BOARD OF DIRECTORS**

The Chair of the Nominating 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. Nominations from the floor will not be accepted. Election shall be by secret ballot and the Chair of the Annual General Meeting of members shall declare the members receiving the highest number of votes to be duly elected to the Board. In the case of a tie for the last position for the Board, a second secret ballot shall decide.

**6 BOARD OF DIRECTORS**

**6.1 COMPOSITION**

The affairs of the Association shall be managed on behalf of the Membership by a Board which consists of nine (9) Directors who shall be elected by the General Membership, and in addition, the immediate Past President who shall serve as a Director Ex officio of the Association.

**6.1.1 Vacancies**

Vacancies on the Board shall be filled by the Board, in consultation with the Nominating Committee, from eligible general members of the Association, except that 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.

**6.2 ELIGIBILITY**

Directors must be individuals, who have the capacity under law to contract, shall be at least eighteen (18) years of age and shall have been members of the Association in good standing for not less than sixty (60) days prior to election.

## BY-LAW NUMBER 8

### **4.1.1 Vacancies**

Vacancies on the Nominating Committee shall be filled by the Board from those eligible to serve according to the provisions of Article 4.1.

### **4.2 RESPONSIBILITIES**

The Nominating Committee shall:

- (i) consider the expertise required by the Board;
- (ii) in the event that a Board vacancy occurs more than 60 days prior to the Annual Election Meeting, recommend to the Board potential candidates for appointment to the Board;
- (iii) solicit and interview potential new nominees for election to the Board; 60 days prior to the Annual General Meeting, recommend a list of nominees;
- (iv) circulate to the membership at least fifteen (15) days prior to the Annual General Meeting its list of nominees for election to the Board;
- (v) present to the membership at the Annual General Meeting its list of nominees for election to the Board;
- (vi) present to the membership at the Annual General Meeting at least three nominees for election to the Nominating Committee;

### **4.3 MEETINGS**

The Nominating Committee shall meet prior to October 1st and subsequently as required by the responsibilities assigned to it.

#### **4.3.1 Updates to the Board and Membership**

The Nominating Committee will provide a report to the Board on a monthly basis and to the Membership at each General Membership Meeting.

## BY-LAW NUMBER 8

### **6.2.1 Terms of Directorship**

- (i) The term of a Director shall not exceed four (4) consecutive three (3) year terms. An exception shall be made to permit the immediate Past President to serve as a Director Ex Officio of the Association to complete his or her term.
- (ii) Following at least a one (1) year absence from the Board, a Member shall be eligible for re-election.
- (iii) Board members' terms shall be staggered to provide for continuity.

### **6.3 RESPONSIBILITIES**

The Board shall be responsible to the Membership for the management and conduct of all affairs of the Association in accordance with its Letters Patent, By-Laws and policies, and in so doing shall:

- (i) Delegate any of its powers except the power to develop governance policies and monitor compliance with them;
- (ii) The Board may appoint committees as it deems necessary to assist in fulfilling its responsibilities;
- (iii) Authorize necessary expenditures including the purchase and rental of property and the making of contracts;
- (iv) Authorize the borrowing of money upon the credit of the Association on cheques, promissory notes, bill of exchange or otherwise in such amounts and subject to such terms as may be considered advisable, and may assign, transfer, convey, hypothecate, mortgage, charge or pledge to or in favour of the Bank any property of the Association, real or personal, movable or immovable, present or future, including book debts, unpaid calls, rights, powers, undertakings, franchises and the Association's own debentures, as security for the fulfilment of any liabilities or obligations, present or future, of the Association to the Bank and may empower the Bank or any person or persons to sell by public or private sale, assign, transfer or convey from time to time any such property; and may sign, make, draw, accept, endorse, execute and deliver on behalf of and in the name of the Association all such cheques, promissory notes, bills of exchange, drafts, acceptances, orders for the payment of money, warehouse receipts, bills of lading, agreements to give security, assignments, transfers, conveyances, hypothecate mortgages, pledges, securities and other agreements, documents and instruments as may be necessary or useful in connection with the borrowing of money and other banking business of the Corporation.

## BY-LAW NUMBER 8

- (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 6.3 (iii, iv) above; authorize the signing by such Officers, Employees or Agents as shall be determined by the Board, of all cheques, bills of exchange or other orders for payment of money, notes or other evidence of indebtedness issued in the name of the Association; exercise through the President such direction over administrative affairs as is necessary for effective pursuit of the Association's objectives.
- (vi) Monitor the financial affairs of the Association by regularly reviewing financial statements and expenditure reports;
- (vii) Require that all Directors be well-informed and prepared for meetings;
- (viii) Advocate on behalf of all people with a developmental disability and their families;
- (ix) Develop the framework in which the Association pursues the Ends of the owners;
- (x) Monitor compliance with the Goal, Vision, and Mission of the Association on a regular basis;
- (xi) Be responsible for the appointment of the senior staff person; ensure that his/her performance appraisal is carried out at least annually.

### 6.4 **MEETINGS**

#### 6.4.1 **Regular Meetings**

Except as otherwise required by law, the Board may hold meetings at such place or places as it may from time to time determine, as frequently as necessary to fulfil its responsibilities. The Board shall meet a minimum of nine (9) times throughout the year.

#### 6.4.2 **Special Meetings**

Special meetings may be called by the President, Vice-President, or on petition of any three Directors.

## BY-LAW NUMBER 8

### 6.4.3 Notice

Notice shall be communicated to all Directors at least one (1) week in advance of the meeting, unless all Directors agree to the calling of a meeting on shorter notice or the Board Meeting is held on a regular day or date each month. Notice shall specify the business to be conducted in the case of a special meeting.

### 6.4.4 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.

### 6.4.5 Voting Rights

Each Director present at the meeting shall be entitled to one (1) vote.

### 6.4.6 Voting Procedures

A majority of votes of the Directors present unless otherwise required by law or the By-laws, or the adopted rules of the Association shall decide every question.

## 6.5 REMOVAL FOR CAUSE

- (i) 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 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 eligible person to serve the remainder of the term;
- (ii) The absence of a Director from three (3) regular monthly meetings between April 1st and March 31st shall constitute a vacancy on the Board, unless the Board shall have been satisfied as to the reasons for such absences.

**6.6 REMUNERATION**

Directors shall serve without remuneration and no Director shall indirectly or directly receive any remuneration, salary or profit from the position of Director or for any service rendered to the Association, Area Councils, affiliated Local Associations, the Provincial Association, or the National Association provided that Directors may be reimbursed for reasonable expenses incurred in the performance of their duties.

**6.7 CONFLICT OF INTEREST**

Every Director who in any way directly or indirectly or who has a spouse who in any way directly or indirectly has an interest in a proposed or existing contract or transaction of the Association shall make a full and fair declaration of the nature and extent of the interest at a meeting of the Board. In the case of a proposed contract or transaction, the declaration of interest shall be made at the meeting of the Board at which the question of entering into the contract or transaction is first taken into consideration, or, if the Director or the Director's spouse is not, at the date of that meeting, interested in the proposed contract or transaction, at the next meeting of the Board held after the Director or the Director's spouse becomes so interested. In the case of an existing contract or transaction, the declaration shall be made at the first meeting of the Board after the Director assumes office after the interest comes into being. After making such a declaration no Director shall vote on such a contract or transaction nor shall he/she be counted in the quorum in respect of such contract or transaction. If a Director has made a declaration of an interest in a contract or transaction in compliance with this clause, the Director is not accountable to the Association for any profit realized from the contract or transaction. If a 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 profits realized, directly or indirectly, from such contract.

**6.8 INDEMNITY**

Every Director, and the heirs, executors and administrators, and estate and effects, respectively, of every Director, may, with the consent of the Association, given at any General Membership meeting, from time to time and at all times, be indemnified and saved harmless out of the funds of the corporation, from and against,

*BY-LAW NUMBER 8*

- (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, commended 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 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 are occasioned by the wilful negligence or debt of the Director.

**7 OFFICERS**

**7.1 COMPOSITION**

The Board shall elect from amongst its members who have served at least one year on the Board, a President, a First Vice-President, and a Second Vice-President, and shall appoint the Executive Director as Secretary-Treasurer.

**7.1.1 Term of Office**

Officers will be elected at a special meeting of the newly formed Board by June 30<sup>th</sup>. Officers shall serve a one year term which may be renewed at the discretion of the Board. No person shall serve in the same position for more than 3 consecutive terms.

**7.1.2 Vacancies**

- (i) If the 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 held by the Directors to fill vacancies for the balance of the unexpired term(s);
- (iii) Vacancies in other Offices shall be filled by the Directors for the balance of the unexpired terms from amongst those eligible to serve.

*BY-LAW NUMBER 8*

**7.2 RESPONSIBILITIES**

**7.2.1 President**

The President or designate shall:

- (i) represent the Association in the community;
- (ii) preside at all General Meetings of the Membership and act as Chair of the Board;
- (iii) maintain a confidential file of all in-camera meetings which must be transferred to his/her successor;
- (iv) be a member ex officio of all committees except the Nominating Committee;
- (v) ensure that the Board:
  - (a) fulfills its responsibilities as established in the By-laws of the Association;
  - (b) adheres to all governance policies regulating its activities;
  - (c) monitors Association activities to ensure that they are in accordance with policies determined by the Board.

**7.2.2 First Vice-President**

The First Vice-President shall:

- (i) assume the duties of the President in the absence of the President;
- (ii) carry out such duties as are assigned by the Board or the President.

**7.2.3 Second Vice-President**

The Second Vice-President shall:

- (i) assume the duties of the First Vice-President in the absence of the First Vice-President;
- (ii) carry out such duties as are assigned by the Board or the President.



**7.2.4 Secretary-Treasurer**

The Office of Secretary-Treasurer shall be filled by the appointment of the Executive Director who shall:

- (i) Act as Secretary to the Board and to the Executive Committee and as Executive Officer of the Association;
- (ii) Ensure that the business of the Association and the Board is conducted in accordance with the Letters Patent and By-Laws and further policies and procedures established by the Board;
- (iii) Be the custodian of the corporate seal and documents of the Association; ensure the maintenance of accurate records of all General, Board and Executive Committee Meetings including all correspondence and committee reports.

**7.3 REMOVAL FOR CAUSE**

The Board 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 term of Office.

**8 FISCAL YEAR**

The fiscal year of the Association shall be from April 1st to March 31st.

**9 AFFILIATION WITH COMMUNITY LIVING ONTARIO/C.A.C.L.**

The Association shall be affiliated with Community Living Ontario and the Canadian Association for Community Living.

**10 AMENDMENTS TO BY-LAWS**

The By-laws 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 general members present at such meetings, provided that such members constitute a quorum.

BY-LAW NUMBER 8

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 twenty-one (21) days before the Annual or Special General Meeting.

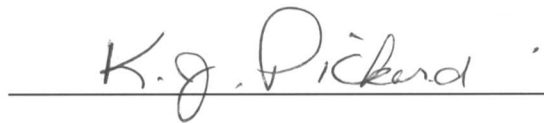
11 CONSTITUTION

- i. This By-Law shall come into force and effect only when approved at a General Meeting of the members called for the purpose of considering it.
- ii. In consequence of passing this By-Law at a General Meeting, By-Law Number 7 shall be abrogated.

AS AMENDED AND APPROVED AT A MEMBERSHIP MEETING  
FEBRUARY 3, 2010.



President



Secretary-Treasurer