



**North Bay Military Family Resource Centre**  
Centre de ressources pour les familles militaires de North Bay

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**Bylaws and Constitution**  
**of the**  
**North Bay Military Family**  
**Resource Centre**

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## BYLAWS AND CONSTITUTION

Bylaws and Constitution relating to the conduct of the affairs of the  
*North Bay Military Family Resource Centre*

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### **Constitution of the North Bay MFRC, Ontario**

1. There is constituted hereby, an organization incorporated as the North Bay Military Family Resource Centre otherwise referred to in this document as “North Bay MFRC”.
2. The purpose of the North Bay Military Family Resource Centre is to:
  - a. Enhance the overall quality of life for military families through the creation of physical, social and emotional support;
  - b. Identify, develop, administer, and evaluate appropriate projects, programs and activities which will enhance the quality of life in order to continue to meet the needs of the military families;
  - c. Be a flexible and dynamic entity that is constantly changing in order to continue to meet the needs of military families in the current social environment;
  - d. Be accountable to members, while maintaining an effective collaborative relationship with the Wing Commander and Executive Team at 22 Wing CFB North Bay;
  - e. Ensure access by the military community to facilities, programs, and activities sponsored by the North Bay Military Family Resource Centre.

## 1. GENERAL

### 1.1 Definitions

- (a) In this bylaw and all other bylaws of the Corporation, unless the context otherwise requires,
- (i) “**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;
  - (ii) “**Board**” means the governing body of the Corporation;
  - (iii) “**Bylaw**” means this bylaw and any other bylaw of the Corporation as amended and which are, from time to time, in force and effect;
  - (iv) “**Conflict of Interest**” means any situation in which another interest or relationship impairs the ability of a Director to carry out the duties and responsibilities of a Director in an actual, potential, or perceived manner. Conflict of Interest includes, without limitation, the following areas that may give rise to a Conflict of Interest for the Directors of the Corporation, namely:
    - (a) *Pecuniary or financial interest* - a Director is said to have a pecuniary or financial interest in a decision when the Director stands to gain by that decision, either in the form of money, gifts, favours, gratuities, or other special considerations;
    - (b) *Undue influence* - interests that impede a Director in his or her duty to promote the best interest of the Corporation- participation or influence in board decisions that selectively and disproportionately benefit particular agencies, companies and organizations, professional groups, or clients from particular demographic, geographic, political, socio-economic, cultural, or other groups is a violation of the Director’s entrusted responsibility to the Corporation; or
    - (c) *Adverse interest* - a Director is said to have an adverse interest to the Corporation when that Director is a party to a claim, application or proceeding against the Corporation;
  - (v) “**Corporation**” means the Corporation created under the Act named “North Bay Military Family Resource Centre”;
  - (vi) “**Director**” means a member of the Board;
  - (vii) “**Executive Director**” means the employee of the Corporation who is the Chief Executive Officer accountable to the Board of Directors.

- (viii) “**Head Office**” of the Corporation shall be in the municipality of Hornell Heights, in the province of Ontario.
- (ix) “**Member**” means member of the Corporation;
- (x) “**Special Resolution**” shall have the meaning ascribed thereto in the Act.

## 1.2 Interpretation

This Bylaw shall be interpreted in accordance with the following unless the context otherwise specifies or requires:

- (a) all terms which are contained in this Bylaw and which are defined in the Act or the regulations made there under, shall have the meanings given to such terms in the Act or the regulations made there under;
- (b) words importing the singular number only shall include the plural and vice versa. Words importing the masculine gender shall include the feminine and neutral genders. Words importing persons shall include bodies corporate, corporations, partnerships, trusts and any number or aggregate of persons.
- (c) the headings used in this Bylaw are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions hereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions; and
- (d) any references herein to any law, bylaw, rule, regulation, order or act of any government, governmental body or other regulatory body shall be construed as a reference thereto as amended or re-enacted from time to time or as a reference to any successor thereto.

## 1.3 Corporate Seal

The Corporate Seal, of which an impression appears in the margin, is hereby adopted as the corporate seal of North Bay Military Family Resource Centre. (MFRC). Normally the Secretary is the custodian of the Seal.

## 1.4 Execution of Documents

Deeds, transfers, licenses, contracts and engagements on behalf of the Corporation shall be signed by any two of its directors. The Chairperson, Vice Chairperson or Secretary/Treasurer may enter into contracts in the ordinary course of the Corporation’s operations on behalf of the Corporation. Any person authorized to sign any document may affix the corporate seal to the document.

## 1.5 Financial Year End

The fiscal year of the Corporation shall end on the thirty-first (31<sup>st</sup>) day of March in each year.

## **1.6 Banking Arrangements**

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

## **1.7 Annual Financial Statements**

The directors of the Corporation shall place before the members, at every annual general meeting (AGM), a copy of the annual financial statements and other documents referring to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Corporation reproducing the information contained in the documents.

## **2. CORPORATION**

### **2.1 Members of the Corporation**

#### **(a) Admission**

(i) Membership in the Corporation shall be available to only those individuals interested in furthering the Corporation's purposes and who have applied for and been accepted into membership in the Corporation by resolution of the board or in such other manner as may be determined by the board. Each member shall be entitled to receive notice of, attend and vote (except Ex-Officio member) at all meetings of the members of the Corporation. Subject to the articles, there shall be two (2) classes of members in the Corporation, namely, Full Members and Ex-Officio Members.

(a) Full Member – Membership shall consist primarily of any regular and reserve force military member or family member (18 years of age and older), in the area of responsibility and any member of the Allied Forces serving at 22 Wing Canadian Forces Base (CFB) North Bay or spouse thereof; or; any person, who in the opinion of the Board of Directors, has rendered meritorious service to the Corporation or has a particular skill set required for service on the board.

(b) Ex-Officio Member – Any interested person (not qualified as a full member) may become an Ex-Officio member under such terms and conditions as the Board of Directors may from time to time deem appropriate. An Ex-Officio member will not be eligible to vote at an annual general meeting nor will they have the right to stand for office.

(ii) Each member shall be promptly informed by the Secretary/Treasurer of his/her admission as a member. Each full member shall be entitled to one vote on each question arising at any special or general meeting of the members.

#### **(b) Fees**

Membership in the North Bay MFRC will not be dependent upon an annual membership fee unless deemed appropriate by the Board of Directors.

(c) Resignation and Termination of General Membership

- (i) The interest of a member in the Corporation is not transferable and lapses and ceases to exist upon the member's death or when the member is relocated outside the North Bay MFRC's area of responsibility; and
- (ii) A member of the Corporation may be expelled by a special resolution of the Corporation's members at a general board of directors meeting, and in consultation with the Wing Commander or the representative designated for the purpose by the Wing Commander; and
- (iii) The notice of the special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion; and
- (iv) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at a general board meeting before the special resolution is put to a vote.

## 2.2 Annual General Meeting of the Corporation

(a) Time and Place

- (i) The annual general meeting (AGM) of the Corporation shall be held at the head office of the Corporation or elsewhere in Ontario at such time each year as determined by the Board of Directors.
- (ii) The annual meeting will be held within six (6) months of the Corporation's fiscal year end.

(b) Notice

Notice of the time and place for holding the annual general meeting of the members of the Corporation shall be given by sending it to the auditor of the Corporation, and to each member entitled to notice of the meeting by mail, courier, personal delivery, public notice (including social media), telephone, email, mail, or fax at least thirty (30) days before the date of the meeting;

(c) Quorum

A quorum for the annual general meeting of the Corporation and for transactions of any business at such meeting shall be not less than eleven (11) corporation members including voting members of the Board of Directors. A 51% majority vote of eligible voters present at an AGM shall be required to approve any business transaction.

(d) Business

The business transacted at the Annual General Meeting of the Corporation shall include,



- (a) approval of the agenda;
- (b) approval of the minutes of the previous annual meeting;
- (c) report of the Executive Director;
- (d) consider and receive financial statements;
- (e) appointment of the auditor to hold office until the next annual meeting;
- (f) election of Directors under Paragraphs 3.1 (a), if any.
- (g) Conducting such other business as may be necessary or desirable at such a meeting.

(e) Authority to Call

The Annual General Meeting of the Corporation is called by the Chair Person of the BoD in accordance with the provisions of the Act and the Bylaws of North Bay Military Family Resource Centre.

(f) Meeting Status

The annual general meeting is open to all members, employees and invited guests.

(g) Voting Entitlement

Each full member and member of the board present at an annual general meeting shall be entitled to one (1) vote per motion. Voting at an annual general meeting shall be by full members in good standing. The Chair of the annual general meeting is not entitled to vote on matters being considered unless there is a tied vote. No voting by proxy will be permitted.

(h) New Member Election Procedures

- (i) Full or Ex-Officio members into the Corporation can be nominated by any member.
- (ii) A Board Development Committee shall be appointed on an annual basis to ensure an open and fair nomination process. The Board of Directors shall appoint a Board Development Committee to oversee the process of ensuring that there is an adequate number of names brought forth for consideration. The Chair of the Board Development Committee cannot be a person who is allowing their name to stand for election. A person nominated for any office of the Corporation must be in attendance or have submitted in writing their desire to allow their name to stand for consideration.

(i) New Board of Directors' Members

The Chair shall announce, before the members at each annual general meeting, the names of the candidates for membership on the Board of Directors. Nominations will not be accepted

from the floor at the annual meeting. A vote shall take place to elect each candidate to the Board of Directors.

(j) Adjournment

The Chair of the annual general meeting, with the consent of a majority of the members present and subject to such conditions as the members in attendance at the meeting may decide, shall adjourn the meeting.

## 2.3 Special Meetings of the Corporation

(a) Time and Place

Special meetings of the Corporation shall be held at the head office of the Corporation or elsewhere in Ontario as may be determined by the Board of Directors.

(b) Notice

- (i) The Secretary or a designate of the board may call a special general meeting of the members of the Corporation on the written request of a Director and at least four (4) other Directors.
- (ii) Notice of the time and place for holding a special general meeting of the members of the Corporation shall be given to each member entitled to notice of the meeting by mail, courier, personal delivery, public notice (including social media), telephone, email, mail, or fax with a minimum of 48 hours but preferably ten (10) days notice before the date of the meeting; and
- (iii) Any meeting of the members may be held at any time and place without such notice, if all members of the Corporation are present thereat, and at such meeting, any business may be transacted which the Corporation at election or general meetings may transact.

(c) Quorum

A quorum for a special meeting of the Corporation shall be a majority (51%) of the members entitled to vote.

(d) Agenda

The agenda for the special meeting shall be limited to the item(s) specified in the call for the meeting.

(e) Meeting Status

A special meeting of the Corporation is open to the membership.

(f) Chair

The Chair of the Board shall preside at a special meeting. In the absence of the Chair, the members present shall appoint the Vice-Chair or another officer of the Corporation to chair the meeting.

## **2.4 Adjourned Meetings of the Corporation**

- (a) If within one half-hour (1/2) after the time appointed for a meeting of the Corporation, a quorum is not present; the meeting shall stand adjourned until a day within two (2) weeks to be determined by the Board of when such business may be transacted.
- (b) At least three (3) days notice of the re-scheduled meeting following an adjournment shall be given by public notice, email, mail, or fax to each member.

## **2.5 Meetings of the Corporation**

- (a) Chair
  - (i) The meetings of the Corporation shall be chaired by:
    - (a) the Chair;
    - (b) the Vice-Chair if the Chair is absent; or
    - (c) another officer of the Corporation if the Chair and Vice-Chair are both absent, or unable to act.
  - (ii) The Chair of the meeting shall vote only in order to break a tie.

## **2.6 Errors of Omission in Notice**

No error of omission in giving notice of any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings taking place.

# **3. BOARD OF DIRECTORS**

## **3.1 Board Composition and Term**

- (a) The affairs of the Corporation shall be managed and administered by a Board of Directors consisting of no less than five (5) members and not more than eleven (11) members, all of whom shall be elected members for a term of three (3) years at the annual general meeting. Board make up must include 51% representation by Military Family Members as outlined by the 2017 Parameters 4 Practice (DMFS). **(Section 3)**
- (b) A Director should serve for a minimum of six (6) months on the Board of Directors before being eligible to be appointed as Chairperson of the Board, unless otherwise determined by the Board of Directors.
- (c) Board of Directors meetings may be formally called by the Chairperson, Vice-Chair or the Secretary on direction in writing of two (2) directors or as outlined in 3.14.

- (d) The immediate past-Chairperson, if not re-elected as a member of the board, may be board appointed for one year as an ex-officio member of the board.
- (e) The Board of Directors shall appoint a Chairperson from among the board members by a simple majority vote at the first board meeting after the annual general meeting in accordance with 3.1a. All directors must be active elected members.

### **3.2 Right of Attendance**

The Executive Director shall have a right of attendance at meetings of the board, with the exception of those that are held in-camera.

### **3.3 Term of Directors**

- (a) A Member of the Board of Directors may be elected for a maximum of two (2) consecutive - three (3) year terms and must wait one (1) full year thereafter before being eligible for re-election. Elections, where possible, will be on a staggered basis with half of the board being elected each year.
- (b) The directors of the Corporation elected pursuant to 3.1 (a) may be elected and where elected, shall retire in rotation.

### **3.4 Qualifications of Directors**

- (a) Directors appointed by the North Bay Military Family Resource Centre:
  - (i) Shall serve until their resignation or removal of a Director by special resolution of the Board; or
  - (ii) Shall retire at the end of a three (3) year term, but are eligible for re-election for an additional three (3) year term.
- (b) No undischarged bankrupt person shall be elected or appointed as a Director, and if a Director becomes bankrupt, he or she thereupon ceases to be a Director and shall submit their resignation.
- (c) No person who is legally determined to be mentally incompetent or incapable of managing his or her affairs shall be eligible to be a Director.

### **3.5 Attendance at Meetings**

- (a) Board members are expected to attend a minimum of 80% of board meetings. Board members and committee members are expected to attend all board meetings and all meetings of the committees to which they are assigned. This will ensure that board and committee members contribute their expertise and judgment to the business and affairs of the organization by attending and participating in board and committee meetings. It is recognized that directors and committee members may be unable to attend some meeting due to conflicts with other commitments or other unforeseen circumstances. An attendance rate of at least 80% is acceptable with good reason and written notice of intended absences.

This applies to all directors including ex-officio directors and all non-board members of committees.

- (b) A director shall attend meetings of the board and, if applicable, committees of the board established pursuant to section 5.1, in accordance with the board policy.

### **3.6 Resignation by a Director**

A Director may resign his or her office by communicating in writing to the Secretary/Treasurer of the Corporation. Resignation shall be effective at the time specified in the notice.

### **3.7 Termination of a Director**

- (a) Any member may have his or her membership terminated and be expelled from the board by a vote of the majority of the other Directors pursuant to the provisions of sections 3.3, 3.4, 3.5, 3.6, 3.9, 3.10, and 3.11 hereof.
- (b) If in opinion of the Board, a member is not acting in the best interests of the North Bay MFRC the Board may, by a simple majority vote, call a special meeting of the board to determine whether or not the member concerned shall be dismissed from the Board.
- (c) The directors may, by resolution, remove a director before the expiration of their office, and may appoint a successor to serve through to the next annual general meeting. A director may be expelled by a resolution of the Board of Directors passed by two thirds (2/3) majority vote at a meeting of the Board of Directors.
- (d) Failure to attend three (3) consecutive Board of Directors' meetings without sufficient reason, as determined by the Board of Directors, may be cause for removal of the director. Also, failure to attend 80 per cent of the Board of Directors' meetings without compensatory activity of Board of Directors committees or other Board of Directors' functions may be cause for the removal of a Board of Directors member.

### **3.8 Vacancy**

- (a) The office of a Director shall automatically be vacated if the Director:
  - (i) by notice in writing to the Secretary/Treasurer of the Corporation, resigns his or her office, which resignation shall be effective at the time specified in the notice;
  - (ii) does not meet the qualifications set out in 3.4 hereof;
  - (iii) is removed pursuant to sections 3.3, 3.6, or 3.7; or
  - (iv) upon their death
- (b) Vacancies of the executive, however caused, may be filled by a director from among qualified members, so long as a quorum of directors' remains in office. All other vacancies on the BOD may be filled from qualified members of the Corporation. Otherwise such vacancy shall be filled at the next annual general meeting of the members at which the

directors for the ensuing three (3) years are elected. If there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy.

- (c) At times a member of the board may apply for a leave of absence from the board of directors. Applications must be made in writing to the Board Chair prior to commencement of the leave. If the application is approved, leave may be granted by the Board of Directors for a period of up to nine (9) months.

### **3.9 Responsibilities of the Board**

- (a) The Board shall be responsible for the governance and management of the affairs of the Corporation.
- (b) The Board shall be responsible, without limitation, as follows:
  - (i) to establish and review on a regular basis the mission, objectives and strategic plan of the Corporation in relation to the provision, within available resources, of appropriate programs and services to meet the needs of the military community;
  - (ii) to establish, on an annual basis, board goals and objectives (separate from the Corporate goals and objectives) to ensure the effective and efficient governance of the corporation;
  - (iii) to establish a policy outlining any eligibility criteria and the nomination process for election as a Director;
  - (iv) to establish procedures for monitoring compliance with these bylaws and applicable legislation;
  - (v) to establish policies which will provide the framework for the management and operation of the Corporation;
  - (vi) to establish the selection process to appoint the Executive Director, and delegate responsibility and appropriate authority to carry out their responsibilities and accountability to the Board;
  - (vii) annually to conduct the Executive Director's formal performance evaluation and to review and approve his or her compensation and to set his or her goals and objectives for the coming year;
  - (viii) to determine which responsibilities and authorities to delegate to the Executive Director for the management and operation of the Corporation and require accountability to the Board; and
  - (ix) at any time to revoke or suspend the appointment of the Executive Director.

### **3.10 Duties and Responsibilities of Every Director**

- (a) Every Director shall:

- (i) be loyal to the Corporation;
  - (ii) exercise the powers and discharge the duties of the office honestly, in good faith and in the best interest of the Corporation; and
  - (iii) exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- (b) In contributing to the achievement of the responsibilities of the Board, each Director shall:
- (i) adhere to the Corporation's mission, vision and values;
  - (ii) work positively, co-operatively and respectfully as a member of the team with other Directors and with the Corporation's management and staff;
  - (iii) respect and abide by board decisions;
  - (iv) complete the necessary background preparation in order to participate effectively in meetings of the Board and its committees;
  - (v) keep informed about:
    - (a) matters relating to the Corporation; and
    - (b) the community served
  - (vi) The roles and responsibilities of officers of the Corporation are contained in the Governance Policies and Procedures.

### **3.11 Conflict of Interest**

- (a) Conflict of interest would occur if staff, volunteers, or board members of the North Bay MFRC participate in discussion or decision-making on behalf of the North Bay MFRC about a matter from which they may benefit directly or indirectly, regardless of the size or nature of the benefit. Any staff, volunteer, or board member of the North Bay MFRC, immediately upon suspecting that they may be in a conflict of interest position, shall disclose such possible or actual conflict of interest, indicating the nature and extent of the interest and potential benefit.
- (b) A conflict of interest may occur with respect to a proposed or current contract, transaction, matter or decision of the Corporation, or any other matter that competes for the interest of the director.
- (c) Directors must avoid actual or potential conflicts of interest, including but not limited to those identified in the definition of "Conflict of Interest" in this bylaw.
- (d) If the Director fails to make a declaration of his or her interest in a contract, transaction, matter or decision as required by the bylaw, this shall be considered grounds for termination of his or her position as a Director.

- (e) If the Board finds that the person is not in conflict, the Board will then vote on the contract, transaction, matter or decision and the votes of each Director shall be recorded.
- (f) Every declaration of a Conflict of Interest and the general nature thereof shall be recorded in the minutes of the board.
- (g) Every Director shall submit upon appointment and at least annually thereafter during their term, in a form prescribed by the Board, an acknowledgment that he/she has read and considered the “Conflict of Interest” provisions within these bylaws.

### **3.12 Confidentiality and Media**

- (a) Every member of the Corporation, including staff, board members, and volunteers shall respect the confidentiality of both the people and the matters with which the North Bay MFRC deals, and shall keep in mind that unauthorized statements may adversely affect both the North Bay MFRC and the individuals which it serves. All staff, volunteers, and board members shall sign an oath of confidentiality.
- (b) Every member of the Board of Directors shall respect the confidentiality of matters discussed in board meetings or brought before any committee or subcommittee of the Corporation. The Chair of the Board is responsible for board communications and may delegate authority to one or more directors or employees of the Corporation to make statements to the news media or public about matters that the Chair determines appropriate for disclosure to the media.

### **3.13 Indemnification**

- (a) Every director and every officer of the Corporation and heirs, executors, administrators and other legal personal representatives shall, from time to time and at all times, be indemnified and saved harmless by the Corporation from and against:
  - (i) Any liability and all costs, charges and expenses sustained or incurred in respect of any action, suit or proceeding that is proposed or commenced against a board member for or in respect of the execution of duties of office; and
  - (ii) All other costs, charges and expenses that a member of the board sustains or incurs in respect of the affairs of the Corporation except by his or her own wilful neglect or default.
- (b) No Director or officer of the Corporation shall be liable for the acts, receipts, neglects or defaults by any other director or officer or employee, or for joining in any act of conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the board for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, or insolvency of any person, firm or corporation with whom any monies, securities or effects shall be lodged or deposited or for any loss occasioned by any error or for any other loss, damage or misfortune whatever



which may happen in the execution of the duties of his respective office or trusts or in relation thereto unless the same shall happen by or through his own willful act or default.

- (c) Any act or proceeding of any director of the board shall be deemed invalid or ineffective as a result of knowledge gained of any irregularity in regard to such act or proceeding or the qualifications of such director or directors.
- (d) Directors may rely upon the accuracy of any statement or report prepared by the Corporation's auditors and shall not be responsible or held liable for any loss or damage resulting from acting upon such statement or report.
- (e) The business of the North Bay MFRC shall be carried out without purpose of gain to its members and any profits or other accretions of the North Bay MFRC shall be used in promoting its objectives.

### **3.14 Meetings of the Board**

#### (a) Call and Notice

##### (i) Regular Meetings of the Board:

- (a) There shall be at least ten (10) regular meetings of the board per annum.
- (b) Notice of regular monthly board meetings shall be sent out via mail, email, telephone, or fax to each Director and the Executive Director not less than seven (7) days prior to a regularly scheduled board meeting. The Board may appoint a day or days in any month or months for regular board meetings at an hour to be named and of such regular meeting no notice need be sent.
- (c) The Board shall meet at the scheduled meeting dates and times, or such other place, time and day as the Board may from time to time determine.
- (d) Failure to give proper notice for a meeting of directors shall not invalidate any of the proceedings of said meeting. As a two-thirds (2/3) vote of the directors may at any time waive notice of any such meeting and may approve of any or all proceedings that took place at said meeting.
- (e) The first regular board meeting following the annual general meeting may be used to appoint/elect the executive officers of the Corporation.

##### (ii) Special Meetings of the Board:

- (a) The Chair may call special meetings of the board;
- (b) If requested, the Secretary shall call a special meeting of the board if a minimum of two (2) Directors concur in writing; and

- (c) Notice of a special meeting of the board shall specify the purpose of the meeting, notice may be by mail, e-mail, telephone, or fax to each Director and shall be given at least twenty-four (24) hours in advance of the meeting.
- (b) Chair
  - (i) Board meetings shall be chaired by:
    - (a) the Chair;
    - (b) the Vice-Chair if the Chair is absent or unable to act; or
    - (c) a Director appointed by the Board of Directors present if the Chair and Vice-Chair are both absent or unable to act.
- (c) Voting
  - (i) Business arising at any meeting of the board shall be decided by a majority of votes such that:
    - (a) the Chair shall not have a vote;
    - (b) if there is an equality of votes, the Chair shall exercise a vote in order to break the tie
  - (ii) Motions arising at any meeting of directors shall be decided by a majority of votes. All Directors may vote on any motion. A declaration by the Chairperson that a resolution has been carried and an entry to that effect in the minutes shall be conclusive evidence; and
  - (iii) Subject to the provisions, if any, contained in the letters patent of the Corporation, each member of the Corporation shall be entitled one vote at all meetings of members.
- (d) Minutes

Minutes shall be recorded for all meetings of the board.
- (e) Quorum

A quorum for any meeting of the board shall be a majority of the Directors (51%) entitled to vote.
- (f) Robert's Rules of Order

All meetings of the Corporation, the Board, and its committees shall be conducted in accordance with the Parliamentary Procedure as outlined by "Robert's Rules of Order" insofar as applicable and not inconsistent with the authorization for establishment and the Constitution and Bylaws.

## **4. OFFICERS**

### **4.1 The Officers of the Corporation**

- (a) The following shall be Officers of the Corporation:
  - (i) the Chair;
  - (ii) the Vice-Chair;
  - (iii) the Treasurer;
  - (iv) the Secretary; or
  - (v) in lieu of a Secretary and Treasurer, a Secretary/Treasurer
- (b) The Board shall elect a Chair, Vice-Chair and Secretary/Treasurer from among themselves, at the meeting immediately following each annual general meeting of the Corporation. These members, along with the Executive Director make up the Executive Committee.
- (c) No Director may serve as Chair or Vice-Chair for more than three (2) consecutive – three (3) year terms.
- (d) The officers of the Corporation shall be responsible for the duties set forth in the bylaws and Governance Policies but are not necessarily required to perform such duties personally, and may delegate to others the performance of any or all such duties.
- (e) Any officer of the Corporation shall cease to hold office upon resolution of the board.
- (f) The Directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the North Bay MFRC Corporation all such other acts and things as the Corporation is by its charter or otherwise authorized to do.
- (g) The Board may appoint any person or persons to perform any function for which they deem necessary to conduct efficiently the North Bay MFRC Corporation's business. The Board will be responsible for the hiring and releasing of the Executive Director and is the employer of record for the Corporation.
- (h) The Board shall set up such standing and ad hoc committees which they deem necessary to adequately serve the needs of the Corporation. Each standing or ad hoc committee shall consist of a Chairperson to be named by the Board and committee members recruited by the Chair. An ad hoc committee shall exist only so long as it serves a current, useful purpose. An ad hoc committee may be dissolved by the Board if in the Board's opinion it no longer serves the current, useful description above. It will not be necessary for committee members to be a member of the current Board of Directors.
- (i) All of the board must be full members of the Corporation. No person shall serve as a Corporate Officer if after election he/she has been disqualified as a member of the Board.

- (j) The Directors shall receive no remuneration for acting as such except repayment of reasonable expenses incurred by them in the normal course of their duties.
- (k) See the Board's Policies and Procedures for outline of roles and responsibilities for Board of Directors.

## 4.2 Duties of the Officers

- (a) The Chairperson;
  - (i) The Chairperson shall preside at all meetings of the Board of Directors. The Chair shall preside at the annual general meeting. The Chair shall be an ex-officio member of all committees and any sub-committees of the Corporation, except the Nominating Committee. The Chair shall be the official representative of the North Bay MFRC. The Chairperson with the Vice Chairperson or other officer's appointed by the board for the purpose signs all bylaws. A Chair should only have the right to vote where there is a tied vote.
  - (ii) The Chairperson, or the Vice Chairperson or Director in the absence of the Chairperson, shall be the official spokesperson for releasing to the public only such information as is authorized from time to time as official policy.

- (b) The Secretary

The Secretary will be the official contact officer, who will be responsible generally for the drafting of all corporate correspondence and literature at the direction of the Board. Notification of meetings to board members may be executed by mail, email, telephone, or fax by the Secretary. All correspondence received by the Secretary must be presented at the next applicable meeting. The Secretary will take the minutes of each meeting and will present them at the subsequent meetings at the direction of the Board. He/she will be responsible for the safe custody of all corporate books, records and the corporate seal and must release no information from these books and records except as authorized by the Board as required by statute.

- (c) The Treasurer

The Treasurer, or person performing the usual duties of a Treasurer, shall render to the board members at the regular meetings or as required of him/her, an account of significant or unusual transactions and of the financial position of the Corporation. He/she shall also name the auditor and perform such duties as may from time to time be determined by the board members.

- (d) The Secretary/Treasurer

At the discretion of the Board of Directors, the positions of Secretary and Treasurer may be combined with a single person assuming the responsibilities of each position.

- (e) Other Officers

The duties of all other officers of the Corporation shall be such as the terms as outlined in the Board's Policies and Procedures.

## **5. COMMITTEES OF THE BOARD**

### **5.1 Establishment and Membership of Committees of the Board**

#### **(a) Standing Committees**

- (i) At the first meeting of the board following the annual meeting of the Corporation, the Board shall establish the following committees:
- (ii) Executive Committee; and
- (iii) Any other committees as the Board deems necessary.

### **5.2 Procedures for Meetings of Committees**

#### **(a) Attendees at Meetings of Committees**

Unless otherwise determined by the Board, only members of a committee or subcommittee of the Board, the Chair and the Secretary/Treasurer, may attend meetings of such committees or subcommittees.

#### **(b) Call for Meetings of Committees**

Meetings of committees or subcommittees of the Board, shall be held at the call of the Chair; the chair of the committee of the Board or at the request of any two (2) members of the committee of the Board.

#### **(c) Voting at Meetings of Committees**

Business arising at any meeting of a committee or subcommittee of the Board, shall be decided by a majority of votes, provided that,

- (i) votes shall be taken by a show of hands, in which case,
  - (a) the chair shall have a vote;
  - (b) if there is an equality of votes, the chair shall not exercise a second vote in order to break a tie; and
  - (c) votes shall be taken by written ballot if so demanded by any voting member present in which case,
    - (I) the chair shall have a vote; and
    - (II) if there is an equality of votes, the motion is lost.

#### **(d) Minutes of Meetings of Committees**

Minutes shall be recorded for all meetings of committees or subcommittees of the Board.

(e) Quorum for Meetings of Committees

Other than the executive committee, a quorum for any meeting of a committee of the board or subcommittee of the board shall be a majority of the members of the committee or subcommittee entitled to vote.

### 5.3 Membership and Terms of Reference

(a) Executive Committee

(i) Membership

(a) The Executive Committee shall consist of:

- (I) not fewer than two (2) and not more than four (4) members elected by the Board from among themselves, one of whom shall act as chair; and
- (II) the Chair

(ii) Functions

(a) The Executive Committee shall:

- (I) in between meetings of the Board, exercise the full powers of the Board in all matters of administrative urgency, reporting every action at the next meeting of the Board; and
- (II) study and advise or make recommendations to the Board on any matter as directed by the Board.

(iii) Quorum

A quorum for a meeting of the executive committee shall be not less than 2 individuals set out in (i) above.

(b) Additional Committees:

- (i) The Board may, at any meeting, establish additional committees of the board and appoint the chair and members of any such committee;
- (ii) The Board shall prescribe terms of reference for any committee established under this section;
- (iii) The Board may appoint additional members who are not directors to all committees of the board established under this section, and those persons shall be entitled to vote; and

- (iv) The Board may by resolution dissolve any committee established under this section at any time.

## **6. EXECUTIVE DIRECTOR**

### **6.1 Appointment of the Executive Director**

- (a) The Executive Director shall be appointed by the Board in accordance with its approved selection process.
- (b) The Board may at any time revoke or suspend the appointment.
- (c) The Executive Director may have such other name as the Board determines appropriate for management purposes.

### **6.2 Duties of the Executive Director**

- (a) The Executive Director shall:
  - (i) be accountable to the Board;
  - (ii) be responsible to the Board for the organization and management of the Corporation in accordance with policies established by the Board and subject to direction of the Board;
  - (iii) ensure appropriate systems and structures are in place for the effective management and control of the Corporation and its resources including the employment, development, control, direction and discharge of all employees of the Corporation;
  - (iv) be responsible for the payment by the Corporation of all salaries and amounts due from and owing by the Corporation which fall within the purview and scope of the approved annual budget or otherwise as may be established from time to time by resolution of the Board;
  - (v) be responsible to the Board for taking such action as considered necessary to ensure compliance with the act, the regulations thereunder, the bylaws of the Corporation and all other statutory and regulatory requirements;
  - (vi) attend meetings of the board;
  - (vii) attend, where required, meetings of board committees; and
  - (viii) perform such other duties as may be directed from time to time by the Board.

## **7. RECORDS RETENTION**

### **7.1 Written Statements**

- (a) The Directors shall cause to be retained for at least seven (7) years, all statements made in respect of finance and payroll information.

(b) Directors shall ensure all employee information is retained for a set period of time, as per the Employment Standards Act.

(i) The employee's name, address and starting date of employment.

This must be kept for three years after the employee stopped working for the employer.

(ii) The employee's date of birth if the employee is a student under 18.

This must be kept for either three years after the employee's 18th birthday or three years after the employee stopped working for the employer, whichever happens first.

(iii) The hours worked by the employee each day and week.

(a) This must be kept for three years after the day or week of work. If an employee receives a fixed salary for each pay period and the salary does not change (except if the employee works overtime) the employer is only required to record:

(I) the employee's hours in excess of those hours in the employee's regular work week, and;

(II) the number of hours in excess of eight per day (or in excess of the hours in the employee's regular work day, if it is more than eight hours).

(b) Employers are not required to record the hours of work for employees who are exempt from overtime pay and the provisions for maximum hours of work.

(iv) Retention of written agreements to work excess hours or average overtime pay.

An employer must retain copies of every agreement made with an employee to work excess hours or to average overtime pay for three years after the last day on which work was performed under the agreement.

(v) Retention of vacation time records.

Employers are required to keep records of the vacation time earned since the date of hire but not taken before the start of the vacation entitlement year, the vacation time earned during the vacation entitlement year (or stub period), vacation time taken (if any) during the vacation entitlement year (or stub period) and the amount of vacation time earned since the date of hire but not taken as of the end of the vacation entitlement year (or stub period). The records must be retained for three years after they are made.

(vi) Retention of vacation pay records.



- (a) The employer must also keep records of the vacation pay paid to the employee during the vacation entitlement year (or stub period, if any) and how that vacation pay was calculated. These records must be made no later than seven days after the start of the next vacation entitlement year (or first vacation entitlement year if the records relate to a stub period) or the first payday after the next vacation entitlement year ends (or first vacation entitlement year if the records relate to a stub period), whichever is later.
- (b) Generally, this information must be kept for three years after the record of vacation time and pay was made.
- (vii) Information contained in an employee's wage statement.

This must be kept for three years after the information was given to the employee.

- (viii) All the documents relating to an employee's pregnancy, parental, personal emergency, family caregiver, family medical, critically ill child care, organ donor, reservist, and crime-related child death or disappearance leave.

These must be kept for three years after the day the leave expired.

- (c) The Directors shall direct the Secretary to see that all necessary books and records of the Corporation required by the bylaws of the Corporation or by any applicable statute or law are regularly and properly kept.

## **8. BONDING**

### **8.1 Fidelity Insurance**

- (a) The Board may require that directors, officers and employees, as the Board may designate, shall secure from a guarantee company, a bond of fidelity of an amount approved by the Board.
- (b) The Corporation shall pay the expenses of any fidelity bond or policy secured under this Section.

## **9. AUTHORIZED SIGNING OFFICERS**

### **9.1 Signing Authority**

- (a) Deeds, transfers, licenses, contracts and engagements on behalf of the North Bay MFRC shall be signed by either the Chairperson or Secretary, and the Treasurer and shall affix the seal of the Corporation to such instruments as require the same.
- (b) Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the Chairperson, Vice Chairperson or Secretary/Treasurer.
- (c) All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by the staff of finance and one other Corporation officer and any one of such officers or agents

may alone endorse notes and drafts for collection on account of the Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation by using the Corporation's rubber stamp for the purpose. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all of the bank's forms or settlement of balances and release verification slips.

## **10. CORPORATE AUDITOR**

### **10.1 Auditor**

- (a) The members of the Corporation shall at each annual meeting appoint an auditor who shall not be a director of the board or an officer or employee of the Corporation or a partner or employee of any such person, and who is duly licensed under the *Public Accountancy Act* (Ontario), to hold office until the next annual meeting of the Corporation.
- (b) The Auditor shall have all the rights and privileges as set out in the act and shall perform the audit function as prescribed therein.
- (c) In addition to making the report at the annual meeting of the Corporation, the Auditor shall from time to time report to the board on the audit work with any necessary recommendations.
- (d) The Auditor shall have the right to attend general meetings of the Corporation.

## **11. AMENDMENTS TO BYLAWS**

### **11.1 Amendments**

- (a) The Board may recommend amendments to the bylaws of the Corporation from time to time. Where,
  - (i) it is intended to pass or amend the bylaws at a meeting of the Corporation, written notice of such intention shall be sent by the Secretary/Treasurer to each member by public notice, email, mail, or fax not less than twenty-one (21) days before the meeting.
  - (ii) if the notice of intention required by subsection 11.1 (a)(i) is not provided, any proposed bylaws or amendments to the bylaws may nevertheless be moved, discussed and voted thereon.
- (b) Subject to subsection 11.1(b)(ii), a bylaw or an amendment to a bylaw passed by the Corporation has full force and effect,
  - (i) from the time the bylaw is registered pursuant to the Act; or
  - (ii) from such future time, as may be specified in the motion.

- (c) These bylaws shall be amended only if a proposed special resolution is approved by a two-thirds (2/3) majority vote of a quorum of Board of Directors at a Board of Directors' meeting, and subsequently by a two-thirds (2/3) majority vote of quorum of the Corporation's members at an annual general meeting, with fourteen (14) days notice given before the AGM of the intention to propose the resolution.

## **11.2 Repeal of Previous Bylaws**

When approved by an annual general meeting of this organization, this draft shall be regarded as the constitution of North Bay MFRC; the previous constitution and amending bylaws thereto are repealed.

## **12. CORPORATE SEAL**

### **12.1 Seal**

The seal, an impression of which is stamped in the margin hereof, shall be the seal for the Corporation.

## **13. FISCAL YEAR OF THE CORPORATION**

### **13.1 Year End**

The fiscal year of the Corporation shall end on the thirty-first (31<sup>st</sup>) day of March in each year.

## **14. BORROWING BYLAW**

### **14.1 Borrowing**

The Corporation may, from time to time:

- (i) Conduct lotteries in accordance with applicable existing provincial statutes.
- (ii) From time to time the directors may authorize any director, officer or employee of the Corporation or any other person to make arrangements with reference to the monies borrowed or to be borrowed on behalf of the North Bay MFRC 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 and to give additional securities for any monies borrowed generally to manage, transact and settle the borrowing of money by the Corporation for its purpose to be invested in any investments that are authorized for the investment of trust funds in the Province of Ontario; and sell, transfer and assign such investments from time to time, for which purposes the signatures of the Secretary/Treasurer and the Chairperson shall be sufficient.

**15. DISSOLUTION**

**15.1 Dissolution**

In the event of dissolution of the Corporation, belonging solely to the Corporation will be given to one or more charitable organizations registered in accordance with the Income Tax Act. The choice of organizations is to be at the discretion of the remaining board members after having received legal counsel.

**Approved and Passed by the Board of Directors:**

\_\_\_\_\_  
Date

**Chair :** \_\_\_\_\_  
Print Name

\_\_\_\_\_  
Signature

**Vice-Chair :** \_\_\_\_\_  
Print Name

\_\_\_\_\_  
Signature

**Secretary :** \_\_\_\_\_  
Print Name

\_\_\_\_\_  
Signature