



# **North Bay Military Family Resource Center**

## **Constitution And Bylaws**

**Authority: Board of Directors**

## Version History

Version #	Date	Author	Key Differences
Version 1		Board of Directors	Modernized and updated

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## Section 1 Introduction

This document reflects the formal framework the North Bay Military Family Resource Center (NBMFRC) Board of Directors has established to fulfill the governance obligations of participants in both the governance and operational leadership positions.

Formally documenting and clarifying the NBMFRC governance practices and processes for all governance participants enhances the ability of the agency to meet its governance obligations, defines and guides effective relationships between the Board of Directors, Board Standing Committees, the Executive Director and other stakeholders; fulfilling the Board of Directors' due diligence, fiduciary and legal obligations.

### 1.1 Mission, Vision, and Values

#### **Mission**

To strengthen individuals and families through evolving programs to enrich the military community

#### **Vision**

An enriched and connected military community.

#### **Values**

**M**indful

**F**lexible

**R**eliable

**C**ompassionate

### 1.2 Constitution & By Laws

The NBMFRC Constitution and Bylaws are the fundamental principles that govern the NBMFRC's operation. The bylaws established below guide the NBMFRC Board of Directors, hereinafter referred to as the Board, in its governance operations and functions.

## Section 2 - General Operations

### 2.1 Name

The North Bay Military Family Resource Center, hereinafter referred to as the NBMFRC, derives its name as a result of formalization under the Military Family Support Program to ensure consistency across Canadian Forces Bases, Wings and Stations.

### 2.2 Authority for Establishment

The NBMFRC is established under the authority Treasury Board Minute #861360. It shall be operated in accordance with these authorities and the instructions contained in the Constitution and Bylaws and amplified in policy statements. The NBMFRC is incorporated under Ontario Corporation's Act and must be operated in accordance with its provisions.

## 2.3 Membership

Members must be 18 years of age to hold a valid vote.

Types of Membership: There shall be two (2) types of members.

### 2.3.a Voting Membership

- Extended to all serving regular force and reservists serving within the geographic area as defined by the catchment boundaries of the NBMFRC; hereinafter “Military Members”.
- Extended to a close family member of a serving military member and/ or veteran member (spouse, partner, child over eighteen (18) years of age, sibling or parent or the same as related by marriage of such an individual), hereinafter “Military Family Members”.
- Extended to all veteran military members associated, hereinafter “Veteran Members”.
- Voting membership may be suspended to any members with outstanding monies owed to NBMFRC.
- Each Military Member is entitled to receive notice of, attend and vote at all Meetings of Members and each military member shall be entitled to one (1) vote at such meetings.

### 2.3.b Non-voting membership

- Extended to other members of the North Bay community hereinafter “Community Members”.
- Each community member shall be entitled to receive notice of and attend at all Meetings of Member but are not entitled to vote.

## 2.4 Discipline of Members

The Board shall have authority to suspend or expel any Member from NBMFRC for any one or more of the following grounds:

- Violating any provision of the Articles, Bylaws, or written policies of the NBMFRC.
- Carrying out any conduct which may be detrimental to the NBMFRC as determined by the Board in its sole discretion.
- For any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the objects of the NBMFRC.

In the event that the Board determines a Member should be expelled or suspended from membership in the NBMFRC, the Board Chair, or such other Officer as may be designated by the Board, shall provide thirty (30) days’ notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make written submissions to the Board Chair, or such other officer as may be designated by the Board, in response to the notice received within such thirty (30) day period. In the event that no written submissions are received by the Board Chair, the Board Chair, or such other Officer as may be designated by the Board, may proceed to notify the Member that the Member is suspended or expelled from membership in the NBMFRC. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within thirty (30) days from the date of receipt of the submissions. The Board will decide on the suspension or expulsion of the Member by majority vote achieved through quorum of a meeting or special meeting with the

matter being listed as an agenda item. The Board's decision shall be final and binding on the Member, without any further right of appeal.

## 2.5 Partnerships

The NBMFRC may choose, at the discretion of the Board, to maintain partnerships with other agencies whose mandate is consistent with the mission and vision of the NBMFRC.

## 2.6 Fiscal Year

The fiscal year for the NBMFRC shall be April 1<sup>st</sup> to March 31<sup>st</sup>. The accounting records shall be audited at the close of the fiscal year and the audited statements will be presented at the Annual General Meeting (AGM).

## 2.7 Annual General Meeting

The AGM shall be held within six (6) months of the end of the fiscal year and in any case not later than eighteen (18) months from the date of the last preceding annual meeting for the purpose of:

- Approval of the Agenda
- Approval of the minutes of the previous AGM
- Hearing and receiving the reports and statements required by the Corporations Act to be read at and laid before the Corporation at an annual meeting.
- Electing such Directors as are to be elected at the annual meeting.
- Appointing an auditor for the subsequent fiscal year.
- Approving the previous year's audit.
- The transaction of any other business properly brought before the meeting.

## 2.8 Special Meetings

The Board may from time to time call a Special Meeting upon provision of adequate notice.

The Board shall convene a Special Meeting if a written petition signed by at least ten percent (10%) of the Military members stating the purpose of the meeting is issued to the Board.

A Special Meeting shall be held within twenty-one (21) days of the Board receiving such petition. Discussion at the Special Meeting shall be limited to the purpose outlined in the petition, unless a majority of the Members present agree to introduce other agenda items.

## 2.9 Voting

At all Board Meetings, Annual, General, or Special can be in person or virtual. Every motion shall be determined through a show of hands by a majority of votes. In case of an equality of votes, the Officer presiding as Chair of the meeting shall have the right to exercise a vesting vote in order to break the tie.

## 2.10 Notice

The time and place of every Annual General or Special Meeting shall be given to each member a minimum of fourteen (14) days before the date fixed for the meeting. All notices shall contain the time, place and proposed business of the meeting, including the text of any special resolution or bylaw to be considered.

No error or omission in giving notice of any Annual General or Special Meeting shall invalidate such meeting or make void any proceedings taken thereat. Any member may at any time waive notice to any such meeting and may ratify, approve, and confirm any or all proceedings taken or had thereat.

## 2.11 Quorum

The quorum for the AGM and the Special General meetings shall be held by simple majority of those in attendance.

# Section 3 - Board of Directors

## 3.1 Composition

The affairs of the NBMFRC shall be managed by the Board, constituted from the membership of the NBMFRC and consisting of a minimum of five (5) and a maximum of eleven (11) voting members.

The Board must be comprised of at least 51 percent of Military Family Members as defined in Section 2 – General Operations. Family members who are either a Veteran or an active Canadian Armed Forces members will be considered to be military representatives and not family representatives. Members of the Board that are part of a Dual Service couple, will be eligible to count towards the 51 percent requirement, as they represent not only the military but also as a military spouse. This is in accordance with the guidance provided by Military Family Services (MFS).

## 3.2 Structure of the Board

The Board shall consist of the following members:

### Executive Committee:

- Chair
- Vice-Chair
- Secretary
- Treasurer

### Other Directors at large

## 3.3 Duties and Powers of the Board

The Board governs the affairs of the NBMFRC and supervises, controls, and directs all of its activities. The Board may make or cause to be made for the NBMFRC, in its name, any kind of contract which the NBMFRC may lawfully enter into and save as hereinafter provided, generally, may exercise all such other

powers and do all such other acts and things as the NBMFRC is by its Letters Patent or Bylaws authorized to do. Without limiting the generality of the foregoing, the Board may do the following by Resolution:

- Lease property for a certain period to any party upon the authorization of a simple majority vote at a meeting of the Board upon terms and conditions determined by the Board.
- Appoint an Executive Director who shall have such authority and shall perform such duties as shall be prescribed by the Board at the time of such appointment or as set out in this Bylaw.
- Terminate the employment of the Executive Director of the NBMFRC.

The Board may prescribe such rules and regulations not inconsistent with these By-laws relating to the management and operation of the NBMFRC as they deem expedient and fit, provided that such rules and regulations shall have force and effect only until the next Annual General Meeting of the members of the NBMFRC when they shall be confirmed, and failing such confirmation at such Annual General meeting of members, shall at and from that time cease to have any force and effect.

### 3.4 Books and Records

The Directors shall ensure 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.

### 3.5 Board Makeup

#### 3.5.a Officers

The Officers of the NBMFRC shall be a Chair, Vice-Chair, Secretary and Treasurer.

Unless otherwise specified by the Board (which may, subject to the Act, modify, restrict, or supplement such duties and powers), the officers of the NBMFRC, if designated and if officers are appointed thereto, shall have the following duties and powers associated therewith:

##### Chair

The Chair shall preside at all board meetings, the AGM, and Special Meetings. The Chair shall be charged with ensuring the Board follows its mandate responsibly and is accountable to the Board for any and all of their actions carried out under the auspices of the NBMFRC. If the Chair is unavailable, the Vice-Chair will carry out the assigned duties. The Chair is a non-voting Board Member, except in the case of a tie vote.

A complete list of duties can be found in the Board Chair Terms of Reference, which is signed by the Chair at the beginning of their term in office.

##### Vice-Chair

The Vice-Chair may perform the duties of the Chair in the absence of the Chair and shall assume other responsibilities in accordance with assignments made by the Board.

A complete list of duties can be found in the Board Vice-Chair Terms of Reference, which is signed by the Vice-Chair at the beginning of their term in office.

##### Secretary

The Secretary is responsible for the administrative procedures of the Board and the Ontario Corporations Act.

A complete list of duties can be found in the Board Secretary Terms of Reference, which is signed by the Secretary at the beginning of their term in office.

#### Treasurer

The Treasurer is responsible for the general administration of funds belonging to the NBMFRC and the Little Wing Childcare Centre (LWCC), including the methods of bookkeeping and accounting, and shall ensure that full and accurate accounts of all receipts and disbursements of the monthly and annual financial statements are presented to the Board. The Treasurer shall ensure the auditing of the financial statements are presented to the Board and membership, along with an analysis of those statements. In addition, the Treasurer shall ensure the auditing of the financial statements at the close of each fiscal year.

A complete list of duties can be found in the Board Treasurer Terms of Reference, which is signed by the Treasurer at the beginning of their term in office.

#### 3.5.b Other Directors

Other Directors are Board Members at Large currently residing on the Board but do not hold the position of an Officer.

A complete list of duties can be found in the Board Members Terms of Reference, which is signed by Directors, at the beginning of their term in office.

### 3.6 Appointment

Officers shall be Directors and shall be appointed by Board consensus at the first Board meeting held after the Annual General Meeting. A Director should serve for a minimum of 6 (six) months on the Board of Directors before being eligible to be Chair.

### 3.7 Term of Office

All Directors may be elected during the AGM for a maximum of two (2) consecutive, three (3) year terms.

All Officers shall serve a two-year term or until their successors are elected. The Chair may fill only three (3) consecutive terms in that position.

A Director may return to the Board through the standard election process if they had previously left the board in good standing.

### 3.8 Attendance & Removal from the Board

Board members are expected to attend a minimum of 80 percent 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 judgement to the business and affairs of the organization. It is recognized that directors and committee members may be unable to attend some meetings due to conflicts with other commitments and other unforeseen circumstances. An attendance rate of at least 80 percent is acceptable with good reason and written notice of intended absence.

Failure to attend 80 percent of the Board of Directors' meetings without compensatory activity to the board or committees may be cause for the removal of a director. Failure to attend three (3) consecutive Board of Directors' meetings without sufficient notice or reasons may be cause for removal of the director.

Any Officer or Director may be removed by the Board whenever, in its judgment, the best interest of the NBMFRC will be served. It is essential Board Members be able and willing to fulfil their duties. If at any time a member is not fulfilling their obligations, it is the responsibility of the Executive Committee to contact the Board member, to discuss the situation and document the matter. Following the discussion, documentation will be provided to the Board. Should the recommendation for removal be needed, it will be presented to the Board for a final decision. If a special meeting is not called, the Board will outline a plan of action during an in-camera session.

### 3.9 Resignation

An Officer or Director may resign at any time by giving written notice to the Chair. Such resignation shall take effect at the time specified therein, or if no time is specified, at the time the resignation is sent.

### 3.10 Vacancies

In the event of a vacancy in the office or any Officer, the Board shall fill the vacancy created.

Any vacancy occurring on the Board by reason of death, resignation or otherwise, may be filled by the remaining Directors for the rest of the unexpired term.

If there is not a quorum of Directors or if a vacancy results from the failure to elect the number of Directors required to be elected at any meeting of Members, the Directors then in office shall forthwith call a special meeting of Members to fill the vacancy and, if they fail to call a meeting or if there are no Directors then in office, the meeting may be called by any Member.

### 3.11 Remuneration

Officers, as such, shall receive no stated remuneration for their services as Officers, but the Board may, by resolution, authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe procedures for approval of a payment of such expenses by designated Officers of the Association. Nothing herein shall preclude an Officer from serving the Association in any other capacity and receiving remuneration for such services.

### 3.12 Election/Appointment to the Board

Board nominees shall be screened in accordance with the volunteer program screening process. The Governance and Nomination Committee will be responsible to review all Board nomination applications and conduct interviews with potential candidates prior to the names going forward for election by the MFRC Board.

Employees of the NBMFRC and LWCC are not eligible to serve on the Board of Directors

Former NBMFRC and LWCC employees, including but not limited to Private Home Daycare and Emergency Child Care providers may be nominated to the Board members, provided they have resigned from NBMFRC or LWCC for at least five (5) years prior to being nominated, and agree to use the MFRC Executive Director as a reference check.

Members must have attained the age of eighteen (18) years.

### 3.13 Board Meetings

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. There shall be at least ten (10) regular meetings of the Board per annum.

Any member of the Executive Committee may call a Special Meeting of the Board at any time with at least one additional executive committee member present. In the event the Chair and the Vice-Chair are absent, the Directors who are present shall choose a present member to preside at the meeting.

If all the Directors participating in the meeting consent, a meeting of Directors may be held by teleconference or electronic means that permits all persons participating in the meeting to communicate with each other simultaneously and instantaneously.

At any time, the Board may delegate the Executive Committee to carry on the work of the Board.

#### 3.13.a Notice

Notice of such meetings shall be delivered by telephone or email to each Director no less than forty-eight (48) hours before the meeting is to take place. A Board Meeting may be held, without notice, immediately following the Annual General Meeting of the NBMFRC.

No error or omission in giving such notice for a meeting of the Board shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting. Any Director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

#### 3.13.b Location of meetings

Meetings of the Board of Directors shall be held within the Province of Ontario.

#### 3.13.c Quorum

The quorum for meetings of the Board shall be fifty one percent (51%) of the voting members of the Board, including either the Chair or their designate. A meeting without quorum may continue, but voting will be suspended. A Director may be present in person, or if authorized under this Bylaw, by teleconference or other electronic means. Electronic votes must have 100% response rate to be an accepted motion.

#### 3.13.d Voting

Unless otherwise required by law or by these Bylaws, questions arising at any meeting of Directors shall be decided by a simple majority of those present. All Directors may vote in person, or via teleconference

and other electronic means, on any question. In the event of a tie, the Chair will cast the deciding vote.

## Section 4 - Committees

### 4.1 Purpose, Structure, and Membership of Committees

The Board of Directors may set up such standing and temporary committees which it deems necessary and shall have the power to set their terms of reference.

The Board has appointed the following standing committees:

- Executive Committee.
- Governance and Nominating Committee; and
- Finance and Audit Committee.

Each standing committee has a complete list of duties that can be found in separate Terms of References that are signed by all Board Members residing on a standing committee.

See the Board Governance Policy for purpose, structure and responsibilities of each standing committee.

## Section 5 - Miscellaneous

### 5.1 Without Purpose of Gain

The business of the NBMFRC shall be carried out without purpose of gain to its members and any profits or other accretions of the NBMFRC shall be used in promoting its objectives.

### 5.2 Robert's Rules of Order

All meetings of the NBMFRC and the Board 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.

### 5.3 Investments

The Board is authorized to manage surplus funds through investments that align with the organization's strategic priorities, values and ethics. The Board of Directors has delegated the responsibility of management of the NBMFRC investments to the Finance and Audit Committee, who provides oversight and direction to make or receive investments, which are considered advisable. Such investments will adhere to low to medium risk ventures that demonstrate an acceptable level of risk in order to safeguard assets, avoiding all identified high-risk investments.

### 5.4 Open Board Meetings

Open Board meetings are conducted to provide the public with an opportunity to observe decision-making processes, so the public may gain an understanding of the rationale for plans and decisions. The purpose of this policy is to ensure the appropriate conduct of the Board's business while maintaining accountability to stakeholder groups, the public and media.

Members of the public are permitted to attend open meetings of the Board in accordance to the following parameters:

- There are times when necessary to go to an in-camera Board discussion. This discussion is only open to Board members and invited guests.
- The agenda, minutes and related materials for the in-camera session are only provided to Board members and others who are identified by the Board Chair.

## 5.5 Liability

No Director or Officer of the NBMFRC is liable for the acts of any other Director or Officer or employee. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful acts of any person, firm, or corporation dealing with the NBMFRC. No Director or Officer is liable for any loss due to an oversight or error in judgement, or by an act in their role for NBMFRC, unless the act is fraudulent, dishonest, or done in bad faith.

## 5.6 Dissolution

In the event of dissolution of the NBMFRC, all remaining assets belonging solely to the NBMFRC 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.

## 5.7 Amendment to Constitution and Bylaws

Additions, amendments or alterations to this Bylaw which will change the name of the Corporation, vary the Letters Patent of the Corporation in any way, or are in respect of delegates as per Section 130 of the Act, shall be made by a majority of the Board, and will not be effective until confirmed by at least two-thirds 1 of the votes cast at a general meeting of the Members duly called for considering the change.

Additions, amendments or alteration to this Bylaw or Constitution that do not change the name of the Corporation nor vary the Letters Patent of the Corporation in any way shall be made by a majority of the Board. Any such changes will only remain in force until the next Annual General Meeting, and, to remain in force thereafter, the changes must be confirmed by Resolution of the Voting Members in attendance at that meeting.

## Section 6 - Approval

Version	Bylaws Reviewed by Board	Board Meeting Date	Bylaws Approved at AGM	Board AGM Date
1	Board Members review via email	August 2023	***	***

Authorized Signatures:

Chair: \_\_\_\_\_ Vice-Chair: \_\_\_\_\_

Treasurer: \_\_\_\_\_ Secretary: \_\_\_\_\_