



Inspiring Possibilities

BY –LAWS

Approved by the General Membership

June 20, 2005

COMMUNITY LIVING DURHAM NORTH BY-LAWS

NON PROFIT ORGANIZATION

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Section 1.0: Interpretations

1.1 Definitions

In this bylaw, all other bylaws and in the resolutions of the directors and members of the corporation, unless the context otherwise requires:

- a) "Act" means the Corporations Act of Ontario as amended or re-enacted from time to time;
- b) "Board" means the Board of Directors of the corporation;
- c) "Bylaw" means a bylaw of the corporation;
- d) "Director" means a director of the corporation;
- e) "Employee" means an employee of the corporation;
- f) "Letters Patent" means the letters patent, supplementary letters patent or the last articles of incorporation executed by the corporation;
- g) "Meeting of Members" includes an annual and special meetings of members;
- h) "Member" means an individual who has been admitted to the membership of the corporation and meets the requirements specified in these bylaws;
- i) "Officer" means an officer of the corporation;

1.2 Wording

In these bylaws and in all other bylaws of the corporation hereafter passed unless the context otherwise requires, words importing number include the singular and plural; words importing gender include the masculine, feminine and neuter genders; and words importing persons include individuals, corporations, partnerships, trusts and unincorporated organizations.

Section 2.0: Head Office

2.1 Head Office

The head office of the Corporation shall be in North Durham in the Region of Durham in the Province of Ontario and at such place therein as the Board of Directors may from time to time determine.

3.0: Seal

3.1 Seal

The Corporate Seal of the Corporation shall be in the form impressed hereon.

Section 4.0: Parliamentary Authority

4.1 Robert's Rules of Order

All meetings will be conducted by the chair with reasonable and appropriate compliance with parliamentary procedure as guided by the latest edition of Robert's Rules of Order.

Section 5.0: Membership

5.1 Composition

Membership shall be composed of General Members, and Honourary Life Members when applicable.

5.2 General Membership

5.2.1 A member shall be a person 18 years of age or older who has paid the annual membership fee and endorses the objects, mission and values of the corporation.

5.2.2 Employees of the corporation and members of their immediate family will not be eligible for membership in the corporation.

5.2.3 Past employees of the corporation are eligible for membership in the corporation after three (3) years upon leaving the corporation as long as no legal action is pending.

5.2.4 Except as otherwise provided in this bylaw, members of the corporation have the right and responsibilities to the following:

- Attend all duly constituted meetings of the membership;
- Participate in decision of matters properly before the membership of the corporation;
- Vote on matters properly before the Membership in person or through a duly authorized proxy; (see 9.2.7)
- Stand for election to the Board of Directors;
- To hold accountable to whom authority is delegated
- Vote in elections to determine the members of the Board of Directors.

5.2.5 Each membership shall lapse 90 days after the close of the fiscal year.

- 5.2.6 A member shall be in good standing if his/her annual dues have been paid on or before the first day of July of each year.
- 5.2.7 The board may, on compassionate grounds, or on such other good and sufficient grounds, forgive all or part of the membership fee.
- 5.2.8 If membership in the corporation is denied then the applicant will receive the reason for this decision in writing from the Board of Directors and is provided with an opportunity to appeal the decision.
- 5.2.9 Members may resign at any time by notice in writing to the Board of Directors.
- 5.2.10 The members of the corporation, at a special meeting of which notice has been duly provided specifying the intention, may pass a resolution to terminate a membership.

5.3 Honourary Life Membership

- 5.3.1 Honourary Life Membership may be conferred by the Board of Directors on any person who has made an outstanding contribution to the Association or the Community Living movement. Holding of Honourary Life Membership does not preclude the holding of General Membership by eligible persons.
- 5.3.2 Honourary Life Membership shall not, in itself, carry any of the rights, privileges and responsibilities of general membership.

5.4 Membership Dues

- 5.4.1 Membership dues may be such as are established from time to time by the Board of Directors, but any resolution of the Board of Directors with respect to dues shall not be effective until confirmed by the members at an Annual Meeting or Special Meeting of the members.

The membership dues shall be payable annually to coincide with the fiscal year of the corporation. Dues not paid by July 1st will constitute termination of membership and related privileges.

5.5 Termination

- 5.5.1 Annual Membership in the Corporation 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 Corporation by a resignation in writing addressed to the Corporation.

Section 6.0: Governing Body

6.1 Composition

- 6.1.1 The affairs of the Association shall be managed on behalf of the membership by a Board, which consists of up to 12 directors who shall be elected by the membership. There shall not be less than 7 directors.
- 6.1.2 The composition of the Board of Directors will reflect a balance of consumer, professional and community members.

6.2 Qualifications

All Directors shall be eighteen (18) years of age or more and shall have been members of the Corporation in good standing for not less than one month prior to their election.

6.3 Term of Office

- 6.3.1 Board members shall be elected to a two-year term of office.
- 6.3.2 An orderly rotation having been established, the Governance Committee, at each Annual General Meeting, shall put forth sufficient names of members in good standing to fill vacancies. Typically, an additional six directors shall automatically enter upon the second year of their term at each Annual General meeting. Members may be nominated to serve a one-year term for the purpose of replacing a director who steps down after serving for only one year of his or her two-year term. Where there is a one year vacancy, nominations from the floor will be required to stipulate whether the nominee would stand, i.e. compete electorally, for a one year or two year term.
- 6.3.3 Directors may be elected to serve up to three consecutive terms, or six consecutive years, but then must step down for a period of at least two years before again standing for election.

6.4 Responsibilities of the Board

- 6.4.1 The Board of Directors is fully accountable for the corporation's continued viability and the accomplishment of its mission. No referral or delegation of responsibility and concomitant authority to the President or to any committee will relieve the board of this accountability.
- 6.4.2 The Board of Directors shall elect the Executive Officers of the Corporation (from the Board of Directors), and the Chairpersons of the standing committees, at the first board meeting following the Annual General Meeting.
- 6.4.3 The Board of Directors shall appoint and constitute additional committees, as it deems necessary.
- 6.4.4 The Board of Directors shall authorize necessary expenditures including the purchase and rental of property and the making of contracts.
- 6.4.5 The Board of Directors may administer the affairs of the corporation in all things and make or cause to be made for the corporation, in its name, any kind of

contract which the corporation 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 corporation is by its charter or otherwise authorized to exercise and do.

Without in any way derogating from the foregoing, the directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the corporation, for such consideration and upon such terms and conditions, as they may deem advisable.

- 6.4.6 The Board of Directors shall authorize any one or more Directors, Officers, employees or agents of the Corporation to exercise the responsibilities of any of the rights, powers and authorities conferred by *Article 6.4.3 – 6.4.5*.
- 6.4.6 The Board of Directors shall 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 Corporation.
- 6.4.7 The Board of Directors shall appoint an Executive Director to exercise such direction over administrative affairs as is necessary for effective pursuit of the Corporation objectives.
- 6.4.8 The Board of Directors shall initiate and administer all fundraising activities, which may be necessary to sustain the corporation and further its objectives.

6.5 Responsibilities of Individual Board Members

- 6.5.1 Each individual member of the Board of Directors has a responsibility to ensure that his/her conduct enhances the mission and values of the corporation.
- 6.5.2 Each member of the board will be responsible for:
 - a) Working positively and cooperatively with other members of the board, management and staff of the corporation;
 - b) Showing respect for other board members regardless of a difference of opinion;
 - c) Regular attendance at board and any assigned committee meetings;
 - d) Reviewing meeting agenda, minutes and supporting information in order to participate effectively in the meetings of the board;

- e) Being informed about matters relating to the corporation and the communities it serves through participation in an initial orientation and ongoing board development;
- f) Ensuring that they are familiar with the objects and bylaws of the corporation as well as federal and provincial laws under which the corporation operates;
- g) Serving without remuneration and shall not accrue financial benefit as a result of being a member of the Board of Directors;
- h) Ensuring that the board as a whole implements an annual evaluation of its effectiveness;

6.6 Removal from Office

A member of the Board of Directors may be removed from office before the expiry of his/her term if any of the following circumstances exist:

- 6.6.1 If a board member has attended less than half of the board meetings in a given term or has missed three consecutive meetings without legitimate reasons given prior to each board meeting.
- 6.6.2 If an order is made declaring the board member to be a mentally incompetent person or incapable of managing his own affairs.
- 6.6.3 If the board member is convicted of any criminal offense unless the board otherwise resolves. The Board of Directors may request a board member to take a leave of absence from the governing body if charged with an offense.
- 6.6.4 If, by notice in writing, the board member resigns his office and such resignation, if not effective immediately, becomes effective in accordance with its terms.
- 6.6.5 If the board member ceases to be a member of the corporation.
- 6.6.6 Upon removal by an affirmative vote of a majority of board members for non-compliance with the conflict of interest provisions contained in these bylaws.

6.7 Resignation

Any resignation to the Board of Directors shall be in writing addressed to the President who shall present it at the next scheduled board meeting.

6.8 Vacancies

Vacancies on the Board of Directors may, as long as a quorum remains in office, be filled by the Board from eligible members of the Corporation. 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.

If there is no quorum a Special General Meeting of the membership will be called to discuss how to proceed.

6.9 Confidentiality

Members of the Board of Directors of the corporation shall respect the confidentiality of matters brought before the board, keeping in mind that unauthorized statements could adversely affect the interests of the corporation.

6.10 Conflict of Interest

- 6.10.1 No director, officer, employee, agent or volunteer of the corporation shall engage in any activity or provide any service to the corporation where such activity or the provision of such service creates a conflict of interest either actually or potentially.
- 6.10.2 Conflict of interest occurs when a member of the Board of Directors participates in discussion or decision-making about a matter, which may benefit that director, regardless of the size of the benefit. The conflict must result in DIRECT OR INDIRECT benefit to the director or someone with whom the director has a close personal relationship.
- 6.10.3 Any possible conflict of interest on the part of a director shall be disclosed to the board. When any such interest becomes a matter of board action, such director shall not vote or use personal influence on the matter, and shall not be counted in the quorum for these decisions at a meeting at which board action shall be taken on the interest. The minutes of all actions taken on such matters shall clearly reflect that these requirements have been met.
- 6.10.4 The board member need not miss the entire meeting where there will likely be other issues on the agenda but remove her/himself during discussion on the issue that involves a conflict of interest. The minutes should note where the board member left and returned to the meeting.

Section 7.0: Officers of the Corporation

7.1 Composition

The Executive Officers of the Corporation shall be a President, Vice-President, a Treasurer and a Secretary.

7.2 Election of Officers

The officers of the corporation shall be elected from among their number at the first meeting of the board after the Annual Meeting.

7.3 Vacancies

- 7.3.1 If the vacancy occurs in the office of President or if for any other reason the President is no longer able to act in that capacity the Vice-President is authorized to act and to assume all responsibilities of the office of President.
- 7.3.2 A meeting of the Board shall be held within four weeks for the purpose of electing a President for the balance of the un-expired term.
- 7.3.3 Subsequent vacancies in other offices shall be determined by election for the balance of the un-expired term.

7.4 Eligibility

The elected officers of the Corporation shall have served on the Board of Directors for at least one year prior to election.

7.5 Term of Office

- 7.5.1 No director shall serve as President or Vice-President of the board for more than two consecutive two-year terms.
- 7.5.2 Should a four-year Presidency end as the incumbent in completing his or her maximum six-year term as a director, the outgoing President may remain on the Board, as Past President, for an additional two-year term.

Section 8.0: Protection of Directors and Officers

8.1 Limitation of Liability

No director or officer of the corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee, or for joining in any receipt or other act for 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 any corporation, or for the insufficiency or deficiency of any security in or upon which any of the monies of the corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any of the monies, securities or effects of the corporation shall be deposited, or for any loss occasioned by an error of judgment or oversight on his or her part, or for any other loss, damage, or misfortune whatever which shall happen in the execution of the duties of office or in relation thereto unless the same shall happen through his or her own willful neglect or default.

8.2 Indemnity

Every director of the corporation and his or her heirs, executors, administrators and estate, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the corporation from and against:

- a) all costs, charges and expenses whatsoever that such director or officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him/her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in or about the execution of the duties of office; and
- b) all other costs, charges and expenses that he or she sustains or incurs in, about, or in relation to, the affairs of the corporation except such costs, charges or expenses as are occasioned by his/her own willful neglect or default.

8.3 Removal for Cause

The Board of Directors 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 officers for cause before the expiration of his or her term of office.

Section 9.0: Meetings

9.1 Meetings of the Board of Directors

9.1.1 Purpose

The purpose of the meetings of the Board of Directors is to transact business on behalf of the corporation.

9.1.2 Frequency

The board shall meet at least eight (8) times each year, the time and date and location to be determined by the board.

Special meetings of the board may be called by the President (or the Vice-President in the absence of the President) or on petition to the President (or the Vice-President in the absence of the President) by any four directors. Business transacted at a Special Meeting shall be limited to that specified in the notice calling the meeting. Special Meetings shall be called, with notice given to each director not less than forty-eight (48) hours, excluding Saturdays, Sundays and statutory holidays before the time when the meeting is to be held, save that no notice of a meeting shall be necessary if all the directors are present or if those absent waive notice or otherwise signal their consent to such meeting being held.

9.1.3 First Meeting of New Board

Provided a quorum of directors is present, each newly-appointed board may, without notice, hold its first meeting immediately following the meeting of members at which such board is appointed.

9.1.4 Notice

A notice stating the date, location and agenda of the meeting of the Board of Directors will be distributed no less than 72 hours prior to the scheduled meeting. No formal notice of any such meeting shall be necessary if all directors are present, or if those absent have signified their consent to the meeting being held in their absence.

9.1.5 Chair

The President or in his/her absence the Vice-President will chair the meetings of the board.

9.1.6 Conflict of Interest

At the beginning of every meeting the chair will ask if any board member has a conflict of interest with any item on the agenda. Declared conflict of interest will be recorded in the meeting minutes and the member involved will refrain from discussing or voting on that item.

9.1.7 Voting

Each director present at the meeting shall be entitled to one vote. Chairperson shall only vote in the event of a tie vote.

A majority of votes of the directors present, unless otherwise required by law, or the bylaws, or the adopted rules of the Corporation, shall decide every question. Every question shall be decided in the first instance by a show of hands and unless a count or ballot or a Roll Call vote is demanded, a declaration by the Chairperson that the motion 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 motion. The motion is lost in the event of a tie vote.

9.1.8 Quorum

A quorum shall be a majority of Directors.

9.1.9 Remuneration

Directors shall receive no compensation either directly or indirectly for acting as such and shall not receive, either directly or indirectly, any profit from their office.

9.2 Annual General Meeting

9.2.1 Purpose

The Annual General Meeting is a business meeting of the general membership that is conducted on an annual basis. The business to be transacted at the Annual Meeting will include:

- a) Receiving the:
 - (i) Minutes of the previous Annual Meeting.
 - (ii) Report of the board including the financial statements,
 - (iii) Report of the unfinished business from any previous meeting of members,
 - (iv) Report of the President,
 - (v) Report of the auditor.
- b) Election of Directors
- c) Appointment of an auditor to hold office until the next Annual General Meeting and delegation to the board the power to fix the remuneration of the auditor.
- d) Amendment of Bylaws (if applicable) according to the provisions of the Corporation Bylaws: and
- e) Transaction of any other business, either special or general, which is pertinent to the interest of the membership and which may properly come before the Annual General Meeting without prior notice.

9.2.2 Date and Location

The Annual General Meeting shall be held with ninety (90) days of the termination of the fiscal year at such time and place as determined by the Board of Directors.

9.2.3 Notice

Notice of Annual and Special General Meetings shall include the agenda and time and place of meeting. Date of notice shall be as post marked. Notice shall be mailed to the address last recorded on the books of the Corporation.

Notice of the Annual General Meeting shall be advertised in the newspapers published within our catchment area at least twenty-one (21) days in advance of the meeting date.

9.2.3.1 Errors in Notice

No error or omission in giving such notice for a meeting shall invalidate such meeting or make void any proceedings taken thereat and any member may at anytime waive notice of any such meeting and may ratify, approve and confirm any or all proceedings, taken or had thereat. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of any member, director or officer or officer shall be his/her last address recorded on the books of the Corporation.

9.2.4 Quorum

A quorum for the transaction of business at any Annual General Meeting of members shall consist of not less than (10%) of the membership of the corporation or fifty percent (50%) plus one of the members of the Board of Directors whichever total is greater.

9.2.5 Voting Rights

Each member present at meetings of the general membership shall be entitled to one vote. The chairperson shall only vote in the event of a tie vote. A person is eligible to vote on any issue when he/she is a member in good standing for thirty (30) days.

9.2.6 Voting Procedures

A majority of votes of the members present unless otherwise required by law of the bylaws of the Corporation 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 chairperson 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. The motion is lost in the event of a tie vote.

9.2.7 Proxies

At any meeting of members, a proxy duly and sufficiently appointed by a member shall be entitled to exercise, subject to any restrictions expressed in the instrument appointing him/her, the same voting rights that the member appointing him/her would be entitled to exercise if present at the meeting. A proxy must be a member. An instrument appointing a proxy shall be in writing and shall be acted on only if, prior to the time of voting, it is deposited with the Secretary of the corporation or as may be directed in the notice calling the meeting. The duly appointed proxy is valid only for the specific date of the Annual General Meeting.

9.3 Special General Meeting

9.3.1 Purpose

A special meeting is a separate session of the membership of the corporation held at a different time from that of any other meeting, and convened only to consider one or more items of business specified in the call of the meeting. The reason for the special meeting is to deal with important matters that urgently require action by the corporation.

9.3.2 Notice

Notice of the time, place and purpose of the meeting must be mailed to all members in good standing a minimum of fourteen (14) days in advance of the meeting. Should it be necessary in an emergency to take action for which no notice was given, such action must be ratified by the membership at its next meeting or at a Special General Meeting called for the purpose of ratification. However, Bylaws can only be amended, and a director can only be removed, at a Special General Meeting for which proper notice has been provided.

9.3.3 Authority to Call the Meeting

The President of the Board of Directors can call a special meeting at the written request of ten percent (10%) of the membership or a majority of the Board of Directors.

9.3.4 Agenda

Only business mentioned in the notice of the Special General Meeting can be transacted.

9.3.5 Quorum

A quorum for the transaction of business of any Special General Meeting of members shall consist of not less than ten percent (10%) of the membership of the corporation and the Chair present.

Section 10.0: Committees

10.1 Committees

10.1.1 The Board of Directors may establish committees from time to time by bylaw or resolution, having such powers and duties as the board may determine except as otherwise provided in this bylaw;

- a) The chair of each committee must be a member of the Board of Directors;
- b) Other members of the committee may, but need not, be directors;

- c) Members of the committee shall be approved by the Board of Directors;
- d) Each committee shall keep records, shall report to the board at regular intervals and at any time upon request;
- e) Each committee shall be responsible to the board;

10.1.2 Each committee established by the board shall consider, report and make recommendations to the board on any matter referred to the committee by the board.

10.1.3 The duties of each committee shall be defined in written terms of reference.

10.1.4 Standing Committees shall dissolve annually and be reconstituted on the election of officers and chairpersons. Special Committees shall exist only as long as required to complete their designated tasks.

Appointed committee members shall serve one (1) year terms and shall be eligible for reappointment or until the expiration of the special committee they serve on.

Section 11.0: Nominations and Procedures

11.1 Board of Directors

The chairperson of the Governance Committee shall place before the members of each Annual General Meeting the names of those members it is nominating to fill the vacancies on the board.

The chair shall then call for nominations from the floor and may receive in nomination the names of any members in good standing for a period of at least one month prior to the meeting whose consent to act has been given.

Those names of members who do not have voting rights in the Corporation under *Article 9.2.5* of these Bylaws may not be received in nomination.

Upon nominations being closed, election shall be by ballot. The chairperson of the Annual General Meeting of members shall declare the members receiving the highest number of votes to be duly elected to the Board of Directors. In the case of a tie for the last positions for the Board of Directors a second ballot shall decide.

Section 12.0: Documents and Fiscal Affairs

12.1 Signing Authority

The Board of Directors shall from time to time by resolution designate which officers may sign documents on behalf of the Corporation, provided that such resolution includes the President, the Treasurer and one other director.

12.2 Banking

The banking business of the corporation shall be transacted with such banks, trust companies or other firms or corporations as may, from time to time, be designated by or under the authority of the board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the board may, from time to time, prescribe to authorize.

12.3 Borrowing

The directors may from time to time:

- a) Borrow money on the credit of the corporation; or
- b) Issue, sell or pledge securities of the corporation; or
- c) Charge, mortgage, hypothecate or pledge all or any of the real or personal property of the corporation, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the corporation.
- d) 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 moneys borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed or remaining due by the corporation as the directors may authorize, and generally to manage, transact and settle the borrowing of money by the corporation.

12.4 Fiscal Year

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

12.5 Cheques etc.

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 such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

12.6 Deposit of Securities for Safekeeping

The securities of the corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board of Directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the corporation signed by such officer or officers, agent or agents of the corporation, and in such manner, as shall from time to time be

determined by resolution of the Board of Directors and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians by the Board of Directors shall be fully protected in acting in accordance with the directions of the Board of Directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds.

Section 13.0: Auditor

13.1 Appointment

At the Annual General Meeting of the corporation, the members shall appoint a licensed public accountant as auditor to hold office until the next Annual General Meeting. If no such appointment is made, the auditor in office shall continue in office until a successor is appointed.

13.2 Reporting

The auditor shall report to the members on the financial statement to be laid before the corporation at the Annual General Meeting and on those other matters required by the Corporations Act.

13.3 Qualifications

No persons shall be appointed as auditor of the corporation who is a director, officer or employee of the corporation or who is a partner, employer or employee of any such director, officer or employee.

Section 14.0: Bylaws

14.1 Bylaw Amendment

14.1.1 The bylaws of the corporation will be reviewed by the governing body on a regular basis.

14.1.2 Amendments to the bylaws must be submitted to the Board of Directors at least 30 days before the Annual General Meeting and presented for approval.

14.1.3 A copy of the bylaws will be distributed to all board members and are available to any member or potential member of the corporation upon request.

14.1.4 The Bylaws of the Corporation may be amended at the Annual General Meeting of members or at a Special General Meeting of members, called for the purpose of such amendments, by a two-thirds (2/3) majority of votes of eligible members present at such meetings provided that such members constitute a quorum.

14.1.5 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.

14.2 Interpretation

The Bylaws of the Corporation shall be interpreted, where doubt exists, to conform (where applicable) with the Standards of Performance for Associations for Community Living.

Section 15.0: Execution of Documents

15.1 Books and Records

The directors shall 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.

These bylaws were approved by the members of the corporation on June 20, 2005.

Original Signed by *Paul Woodcroft*

President Board of Directors

June 22, 2005

Date

COMMUNITY LIVING DURHAM NORTH

BY-LAW NO. 16

being a By-Law to amend By-Law 7.4

BE IT ENACTED THAT:

1. **By-Law 7.4, which reads as follows:**

Eligibility

The elected officers of the Corporation shall have served on the Board of Directors for at least one year to election.

is hereby removed for the By-Laws of the Corporation and the following shall be substituted in its place:

The elected officers of the Corporation shall have served on the Board of Directors for at least one year prior to election. Should circumstances arise where this cannot be adhered to, selections of elected officers will be made at the discretion of the Board.

2. **This amendment shall not affect the validity of any previous acts, rights or obligations of the Corporation.**

Dated the 26th day of June 2006

President

Executive Director

COMMUNITY LIVING DURHAM NORTH

BY-LAW NO. 17

being a By-Law to amend By-Law 12.1

BE IT ENACTED THAT:

1. By-Law 12.1, which reads as follows:

Signing Authority

The Board of Directors shall from time to time by resolution designate which officers may sign documents on behalf of the Corporation, provided that such resolution includes the President, the Treasurer and one other director.

is hereby removed from the By-Laws of the Corporation and the following shall be substituted in its place:

The purchase of real estate, the execution of service contracts with government, and other transactions beyond the conduct of normal administration affairs, not specifically delegated to the Executive Director via the *Executive Authority and Limitations Agreement*, shall require case specific resolutions of the Board of Directors designating any two of the following to sign documents on behalf of the Corporation:

- The President
- The Treasurer
- Another Director of the Board
- A senior staff person, typically the Executive Director

2. This amendment shall not affect the validity of any previous acts, rights or obligations of the Corporation.

Dated the 26th day of June 2006

President

Executive Director

COMMUNITY LIVING DURHAM NORTH

BY-LAW NO. 18

being a By-law to amend by-Law 6.1.1

BE IT ENACTED THAT:

1. **By-Law 6.1.1, which reads as follows:**

The affairs of the Association shall be managed on behalf of the membership by a Board which consists of up to 12 directors who shall be elected by the membership. There shall not be less than 7 directors.

is hereby removed from the By-Laws of the Corporation and the following shall be substituted in its place:

The affairs of the Association shall be managed on behalf of the membership by a Board which consists of up to 14 directors who shall be elected by the membership. There shall not be less than 7 directors.

2. **This amendment shall not affect the validity of any previous acts, rights or obligations of the Corporation.**

Dated the 26th day of June 2006

President

Executive Director

COMMUNITY LIVING DURHAM NORTH

BY-LAW NO. 19

being a By-law to amend By-Law 18

BE IT ENACTED THAT:

1. **By-Law 18, which reads as follows:**

The affairs of the Association shall be managed on behalf of the membership by a Board which consists of up to 14 directors who shall be elected by the membership. There shall not be less than 7 directors.

is hereby removed from the By-Laws of the Corporation and the following shall be substituted in its place:

The affairs of the Association shall be managed on behalf of the membership by a Board which shall consist of not less than 7 directors and not more than 14 directors. All but one director shall be a member in good standing and shall be elected by the membership. One director shall be a self advocate who receives support from the Association and who is elected or appointed by a council of self-advocates that exists within the agency.

2. **This amendment shall not affect the validity of any previous acts, rights or obligations of the Corporation.**

Dated the 22nd day of June 2010

President

Executive Director

COMMUNITY LIVING DURHAM NORTH

BY-LAW NO. 20

being a By-law to amend By-Law 6.3.3

BE IT ENACTED THAT:

1. **By-Law 6.3.3, which reads as follows:**

Directors may be elected to serve up to three consecutive terms, or six consecutive years, but then must step down for a period of at least two years before again standing for election.

is hereby removed from the By-Laws of the Corporation and the following shall be substituted in its place:

Directors may be elected to serve up to four consecutive terms, or eight consecutive years, but then must step down for a period of at least two years before again standing for election.

2. **This amendment shall not affect the validity of any previous acts, rights or obligations of the Corporation.**

Dated the 22nd day of June 2010

President

Executive Director

COMMUNITY LIVING DURHAM NORTH

BY-LAW NO. 21

being a By-law to amend By-Law 7.5.1

BE IT ENACTED THAT:

1. **By-Law 7.5.1, which reads as follows:**

No director shall serve as President or Vice-President of the board for more than two consecutive two-year terms.

is hereby removed from the By-Laws of the Corporation and the following shall be substituted in its place:

No director shall serve as President or Vice-President of the board for more than three consecutive two-year terms.

2. **This amendment shall not affect the validity of any previous acts, rights or obligations of the Corporation.**

Dated the 22nd day of June 2010

President

Executive Director

COMMUNITY LIVING DURHAM NORTH

BY-LAW NO. 22

being a By-law to amend By-Law 7.5.2

BE IT ENACTED THAT:

1. **By-Law 7.5.2, which reads as follows:**

Should a four-year Presidency end as the incumbent in completing his or her maximum six-year term as a director, the outgoing President may remain on the Board, as Past President, for an additional two-year term.

is hereby removed from the By-Laws of the Corporation and the following shall be substituted in its place:

Should a six-year Presidency end as the incumbent in completing his or her maximum eight-year term as a director, the outgoing President may remain on the Board, as Past President, for an additional two-year term.

2. **This amendment shall not affect the validity of any previous acts, rights or obligations of the Corporation.**

Dated the 22nd day of June 2010

President

Executive Director

COMMUNITY LIVING DURHAM NORTH

BY-LAW NO. 23

being a By-law to amend By-Law 5.2.4

BE IT ENACTED THAT:

1. **By-Law 5.2.4, which reads as follows:**

Except as otherwise provided in this bylaw, members of the corporation have the right and responsibilities to the following:

- Attend all duly constituted meetings of the membership;
- Participate in decision of matters properly before the membership of the corporation;
- Vote on matters properly before the Membership in person or through a duly authorized proxy; (*see 9.2.7*)
- ***Stand for election to the Board of Directors;***
- To hold accountable to whom authority is delegated
- Vote in elections to determine the members of the Board of Directors.

is hereby removed from the By-Laws of the Corporation and the following shall be substituted in its place:

- Attend all duly constituted meetings of the membership;
- Participate in decision of matters properly before the membership of the corporation;
- Vote on matters properly before the Membership in person or through a duly authorized proxy; (*see 9.2.7*)
- ***Stand for election to the Board of Directors. For clarity, one director position is reserved for self-advocates, and only one person supported by CLDN shall sit on the board at any given time. Further, this director shall not be elected by the general membership but by other self-advocates, see by-law no. 19.***
- To hold accountable to whom authority is delegated
- Vote in elections to determine the members of the Board of Directors.

- This amendment shall not affect the validity of any previous acts, rights or obligations of the Corporation.**

Dated the 22nd day of June 2010

President

Executive Director

COMMUNITY LIVING DURHAM NORTH

BY-LAW NO. 24

being a By-law to amend By-Law 20

BE IT ENACTED THAT:

1. **By-Law 20, which reads as follows:**

Except as otherwise provided in this bylaw, members of the corporation have the right and responsibilities to the following:

Directors may be elected to serve up to four consecutive terms, or eight consecutive years, but then must step down for a period of at least two years before again standing for election.

Be temporarily set aside in order to permit:

Jamie Ross, our current President, to serve for a ninth consecutive year in 2014-15 and continue as President through to June 2015.

The temporary suspension of By Law 20 is necessary because:

The agency has a succession plan and expects important changes to occur, at the level of senior staff, over the next couple of years. The sitting board considers it important that CLDN's leadership at the Board level remain stable during this period of transition.

No other exception to By Law 20 is contemplated and, as of June 2015, the by law will again be in full force.

2. **This amendment shall not affect the validity of any previous acts, rights or obligations of the Corporation.**

Dated the 24th day of June 2013

President

Executive Director

COMMUNITY LIVING DURHAM NORTH

BY-LAW NO. 25

being a By-law to amend By-Law 7.1

BE IT ENACTED THAT:

1. **By-Law 7.1, which reads as follows:**

The Executive Officers of the Corporation shall be a President, Vice-President, a Treasurer and a Secretary.

Be amended to read:

The Board of Directors of Community Living Durham North shall include a Chair, Vice-Chair, Treasurer and Secretary.

Furthermore, all incidental references to “President,” or to “Vice-President,” elsewhere in the by-laws, shall henceforth be understood as references to “Chair,” or to “Vice-Chair.”

2. **This amendment shall not affect the validity of any previous acts, rights or obligations of the Corporation.**

Dated the 28th day of November 2013

Chair

Executive Director

COMMUNITY LIVING DURHAM NORTH

BY-LAW NO. 26

being a By-law to amend By-Law 6.4.7

BE IT ENACTED THAT:

1. **By-Law 6.4.7, which reads as follows:**

The Board of Directors shall appoint an Executive Director to exercise such direction over administrative affairs as is necessary for effective pursuit of the Corporation objectives.

Be amended to read:

In order to effectively pursue the objectives of Community Living Durham North, the Board of Directors shall delegate day to day operational affairs to a Chief Executive Officer. This CEO shall be an ex-officio member of the Board of Directors and will serve as its Secretary.

Furthermore, all incidental references to “Executive Director,” elsewhere in the by-laws, shall henceforth be understood as a reference to “Chief Executive Officer.”

2. **This amendment shall not affect the validity of any previous acts, rights or obligations of the Corporation.**

Dated the 28th day of November 2013

Chair

Chief Executive Officer

COMMUNITY LIVING DURHAM NORTH

BY-LAW NO. 27

being a By-law to amend By-Law 5

BE IT ENACTED THAT:

1. **By-Law 5.1.3a be inserted into our By-Laws, as follows:**

5.1.3 Past employees of the corporation are eligible for membership in the corporation after three (3) years upon leaving the corporation as long as no legal action is pending.

5.1.3a Any application for membership in the corporation will be approved by the Board of Directors before becoming effective. If membership in the corporation is denied then the applicant will receive the reason for this decision in writing from the Board of Directors and will be provided with an opportunity to appeal the decision.

5.1.4 Except as otherwise provided in this bylaw, members of the corporation have the right and responsibilities to the following:

2. **This amendment shall not affect the validity of any previous acts, rights or obligations of the Corporation.**

Dated the 28th day of June 2016

Chair

Chief Executive Officer

COMMUNITY LIVING DURHAM NORTH

BY-LAW NO. 28

being a By-law to amend By-Law 9.1.1

BE IT ENACTED THAT:

1. **By-Law 9.1.1, which reads as follows:**

Voting 9.1.1

Each director present at the meeting shall be entitled to one vote. Chairperson shall only vote in the event of a tie vote.

A majority of votes of the directors present, unless otherwise required by law, or the bylaws, or the adopted rules of the Corporation, shall decide every question. Every question shall be decided in the first instance by a show of hands and unless a count or ballot or a Roll Call vote is demanded, a declaration by the Chairperson that the motion 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 motion. The motion is lost in the event of a tie vote.

Be amended to read:

Voting 9.1.1

Each director present at the meeting shall be entitled to one vote. The Corporation permits electronic voting in accordance with detailed protocol set forth in policy.

The Chairperson shall only vote in the event of a tie vote.

A majority of votes of the directors present, either physically or via real time teleconferencing, or of those who participate in the electronic vote, shall decide every question unless otherwise required by law. In actual meetings every question shall be decided in the first instance by a show of hands and unless a count or ballot or a Roll Call vote is demanded, a declaration by the Chairperson that the motion 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 motion. In electronic voting, a complete record of the email traffic will be retained.

The motion is lost in the event of a tie vote.

2. **This amendment shall not affect the validity of any previous acts, rights or obligations of the Corporation.**

Dated the 28th day of June 2016

Chair

Chief Executive Officer