

**CONSTITUTION AND BYLAWS  
OF  
Chimo Youth & Family Services, Inc.**

**Section 1.0 Bylaws and Constitution**

**1.1 Purpose**

The constitution and/or bylaws of Chimo Youth & Family Services, Inc. outline how decisions are to be made by the organization. Bylaws are a set of rules by which the organization governs itself.

**1.2 Definitions**

In this bylaw:

- (1) "Act" means the Corporations Act of Ontario as amended or re-enacted from time to time;
- (2) "Corporation" shall be referred to hereafter as the "Chimo Youth & Family Services, Inc."
- (3) "Letters Patent" mean the letters patent, supplementary letters patent or the last articles of amalgamation executed by the Corporation as an amalgamating corporation and includes any amendments ;
- (4) "Board" means the Board of Directors of the Corporation;
- (5) "Bylaw" means a bylaw of the Corporation;
- (6) "Chairperson", "Vice Chairperson", "Secretary", "Treasurer", or any other officer means such officer of the Corporation;
- (7) "Director" means a director of the Corporation;
- (8) "Employee" means an employee of the Corporation;
- (9) "Member" means a member of the Corporation but does not, unless expressly provided otherwise, mean an associate member;
- (10) "Officer" means an officer of the Corporation;
- (11) "Resolution" means a resolution of the Corporation;

- (12) "Special bylaw" means a bylaw passed by the Directors and confirmed by at least two-thirds (2/3) of the votes cast at a general meeting of members duly called for considering it;
- (13) "Special resolution" means a resolution passed by the Directors and confirmed with or without variation by at least two-thirds (2/3) of the votes cast at a general meeting of the members of the corporation duly called for that purpose, or, in lieu of such confirmation, by the consent in writing of all the members entitled to vote at such a meeting.

### 1.3 **Head Office**

The Head Office of the Corporation shall be in the City of Kawartha Lakes in the Province of Ontario and at such place in the City of Kawartha Lakes as the Directors may from time to time determine.

### 1.4 **Seal**

The seal, an impression as stamped in the margin, shall be kept at the Head Office of the Corporation. the seal shall not be affixed to any document of any description except by resolution of the Board of Directors and as authorized by the board in a resolution. the Chairperson and the Secretary or other authorized by the Board of Directors will be present when affixed.

## **Section 2.0 Membership of the Corporation**

### 2.1 **General Membership**

2.1.1 Membership in the Corporation shall consist of the incorporators named in the articles and such other persons interested in furthering the Corporations purposes and who have been accepted into membership in the Corporation by resolution of the Board.

2.1.2 Membership shall be open to any individual who is 18 years of age or older, has paid the annual membership fee and resides or is employed in The City of Kawartha Lakes, Durham Region, Haliburton County, Northumberland County or Peterborough County.

Youth (16 years and over) cannot be voting members of the corporation as specified in the Corporations Act. Youth may actively participate on all committees of the Corporation.

2.1.3 A membership in the Corporation is not transferable and automatically terminates if the Member resigns or such membership is otherwise terminated in accordance with the Act.

- 2.1.4 Employees of Chimo Youth & Family Services, Inc. are not eligible for membership in the corporation.
- 2.1.5 Past employees of the Corporation shall not be eligible for membership in the Corporation for a period of one (1) year after termination of employment as long as no legal action is pending.
- 2.1.6 Except as otherwise provided in this by-law, members have the right to the following:
- Attend all duly constituted meetings of the membership;
  - Participate in decision of matters properly before the general membership;
  - Vote on matters properly before the membership;
  - Stand for election to the Board of Directors;
  - Vote in elections to the Board of Directors
- 2.1.7 Each membership shall be valid for one year, or from the date of the Annual General Meeting until the date of the next Annual General Meeting.
- 2.1.8 A member shall be in good standing if his/her annual dues have been paid for the membership year.
- 2.1.9 Any application for membership will be approved by the Board of Directors/Membership Committee before becoming effective.
- 2.1.10 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 in accordance with the Corporations Act of Ontario.
- 2.1.11 Membership in the corporation will only be valid if it is obtained seven days or more in advance of the Annual General Meeting.
- 2.1.12 Upon 15 day's written notice to the Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the articles or By-laws.

The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination.

## 2.2 **Membership Dues**

- 2.2.1 Membership dues or fees of members shall be fixed by vote of the Board of Directors.

- 2.2.2 No increase in dues or fees shall be implemented until confirmed by a vote of the members at an annual or special meeting of the Corporation.

## **Section 3.0 Governing Body**

### **3.1 Composition**

The affairs of the Corporation shall be managed by a Board of Directors of (6 ) individuals each of whom, at the time of his or her election, or seven (7) days after, shall be a member in good standing of the Corporation.

The composition of the Board of Directors shall be as follows:

Members shall be elected from The City of Kawartha Lakes, Durham Region, Haliburton County, Northumberland County or Peterborough County.

### **3.2 Term of Office**

The Directors shall be elected by the Members. The term of office of the Directors shall be from the date of the meeting at which they are elected until the next Annual General Meeting or until their successors are elected.

### **3.3 Removal from Office**

The office of a Director of Chimo Youth & Family Services, Inc. shall be vacated in the event of any of the following occurrences:

- 3.3.1 If the Director resigns office by written notice to the Board. The resignation shall be effective at the time it is received by the Board or at the time specified in the notice, whichever is later;
- 3.3.2 If the Director dies or become bankrupt;
- 3.3.3 If the Director is found to be incapable of managing property by a court or under Ontario law;
- 3.3.4 If an order is made by a court or under Ontario law declaring the Director to be a mentally incompetent person or incapable of managing his own affairs.
- 3.3.5 If a Board Member has attended less than half of the Board Meetings in a given year or has missed three consecutive meetings without legitimate reasons given prior to the Board Meeting.
- 3.3.6 Upon removal by resolution passed by a majority of the votes cast by the Members at a meeting of which notice specifying the intention to pass such a resolution has been given.
- 3.3.7 If the Director 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. This resolution of the Board of Directors requires confirmation of the membership at a General or

Special Meeting with two-thirds approval.

3.3.6 If the Director ceases to be a member.

3.3.7 Upon removal by an affirmative vote of a majority of directors that the Director has not complied with the conflict of interest provisions contained in these bylaws. This resolution of the Board of Directors requires confirmation of the membership at a General or Special Meeting with two-thirds approval.

### 3.4 **Resignation**

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

### 3.5 **Vacancies**

A vacancy on the Board shall be filled by a Quorum of Directors. The Board shall fill the vacancy by a majority vote, and the appointee shall hold office for the remainder of the unexpired portion of the vacant term.

### 3.6 **Confidentiality**

Every director, officer and employee of Chimo Youth & Family Services, Inc. shall respect the confidentiality of matters brought before the Board, keeping in mind that unauthorized statements could adversely affect the interests of Chimo Youth & Family Services Inc. Directors will be asked to sign an oath of confidentiality.

### 3.7 **Conflict of Interest**

Conflict of interest occurs when a Director of a not-for-profit organization 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.

Members of the Board of Directors and their families shall not enter into any business arrangement with Chimo Youth & Family Services, Inc. unless full disclosure has been made to the Board, and the interest authorized by the Board by majority vote. 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.

*\*NOTE:* The Director 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 Director left and returned to the meeting.

The following conflict of interest procedures will be adhered to by the governing body of Chimo Youth & Family Services, Inc.

- 3.7.1 That before any meeting of the Board of Directors, an agenda be circulated to each Director, with agenda items specified with sufficient detail in order to permit the Director to identify possible conflicts of interest;
- 3.7.2 That prior to the commencement of any substantive business at the Board meeting, the Chair of the meeting shall provide an opportunity for the Directors to declare any conflict of interest regarding specific agenda items;
- 3.7.3 That full particulars of any such disclosure be noted in the minutes of the meeting;
- 3.7.4 That if a Director has disclosed a conflict of interest regarding an agenda item, that Director shall leave the meeting when the Board reaches that agenda item. The Director's departure from the meeting room shall be noted in the minutes, and there shall be no discussion of that agenda item by the Board until the Director has left the meeting room;
- 3.7.5 That following completion of the discussion by the Board of that agenda item, the Director shall return, and the return shall be noted in the minutes;
- 3.7.6 That no Director shall discuss that agenda item with the Director who has disclosed a conflict, whether before or at the Board meeting or outside the Board meeting, until the item has been resolved.

## **Section 4.0: Governance Structure**

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

The Board of Directors will elect from the members of the Board the following positions after the Annual Meeting.

#### **4.1.1 Chairperson** (Historically titled President)

The Chairperson shall:

- i) represent Chimo Youth & Family Services, Inc., in the community;
- ii) preside at all general meetings of the Membership and act as Chairperson of the Board of Directors;
- iii) exercise general supervision over all Chimo Youth & Family Services, Inc. of activities in accordance with policies determined by the Board of Directors;
- iv) be an ex-officio member of all Committees except the Nomination Committee.
- v) communicate with the Executive Director weekly

#### 4.1.2 **Vice Chairperson** (Historically titled Vice President)

The Vice Chairperson shall:

- i) assume the duties of the Chairperson in the absence for any reason, of the Chairperson;
- ii) carry out such duties as are assigned by the Board of Directors or the Chairperson.

#### 4.1.3 **Treasurer**

The Treasurer shall:

- i) monitor the financial administration of the Chimo Youth & Family Services, Inc. and ensure that the Board receives a regular financial statement;
- ii) ensure that full and accurate accounts of all receipts and disbursements are maintained;
- iii) ensure that all monies or other valuable effects in the name of and to the credit of Chimo Youth & Family Services, Inc. are deposited in such banks as may be directed by the Board of Directors;
- iv) disburse funds in accordance with the direction of the Board of Directors;

#### 4.1.4 **Secretary**

The Secretary shall:

- i) act as Secretary to the Board of Directors and Executive Committee if applicable;
- ii) ensure that Chimo Youth & Family Services, Inc., business is conducted in accordance with the Letters Patent and Bylaws and further policies and procedures established by the Board of Directors;
- iii) ensure the maintenance of accurate records of all General, Special and Board meetings.
- iv) shall be the custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents belonging to the corporation, which shall deliver up only when authorized by resolution of the Board of Directors to do so, and to such person or persons as may be named in the resolution, and shall perform such other duties as may from time to time be determined by the Board of Directors.

## 4.2 Committee Structure

Committees may be established by the Board as follows:

- a) The Board may appoint from their members a managing Director or a committee of Directors and delegate to the managing Director or committee any of the powers of the Directors excepting those powers set out in the Act that are not permitted to be delegated; and
- b) Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of Board responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

## 4.3 Committee Chairperson

The chairperson of a committee will be responsible to preside over all meetings of the committee and report on the deliberations and recommendations of the committee to the Board of Directors.

# Section 5.0: Meetings

## 5.1 Meetings of Board of Directors

### 5.1.1 Purpose

The purpose of the meetings of the Board of Directors is to transact business on behalf of Chimo Youth & Family Services, Inc.

### 5.1.2 Frequency and Location

The Board of Directors shall meet a minimum of eight (8) times per year, at such dates, times and locations as the Board shall determine.

### 5.1.3 Notice

A notice stating the date, time, location and agenda of the meeting of the Board of Directors will be distributed seven (7) days prior to the scheduled meeting.

### 5.1.4 Conduct

The Chairperson or in his/her absence any other Director as may be appointed by the Board, to chair the meetings of the Board.

### 5.1.5 Conflict of Interest

At the beginning of every meeting the Chairperson will ask if any Director has a conflict of interest with any item on the agenda. The Secretary will record any such conflict and the member involved will refrain from discussing or voting on that item.



#### 5.1.6 Voting

All decisions will be settled by a majority vote of all directors present. Any director may call for a recorded vote on any question and the Secretary will then poll the Directors and record their vote in the minutes. A tie vote will be considered as lost. All directors present, including the chairperson will be entitled to one vote.

#### 5.1.7 Quorum

Four (4) Directors shall constitute a quorum for the transaction of business.

#### 5.1.8 Officers

A Chairperson, Vice-Chairperson, Treasurer and Secretary will be elected at the Annual General Meeting. A regular meeting schedule of the Board of Directors will be determined at this time.

#### 5.1.9 Participation by Telephone or other Communications Facilities

If all the Directors of the Corporation consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at the meeting.

### 5.2 **Annual Meeting**

#### 5.2.1 Purpose

Annual Meeting is a business meeting of the general membership that is conducted on an annual basis. The annual reports of the Directors and standing committees, election of the Board of Directors, and any other business prescribed by the bylaws may be on the agenda of the Annual meeting.

#### 5.2.2 Date and Location

The Annual meeting shall be held within nine (9) months of the termination of its fiscal year at such time and place as determined by the Board of Directors.

#### 5.2.3 Notice

A notice stating the date, location and agenda of the Annual Meeting will be distributed to all members in good standing at least 30 days prior to the Annual meeting.

#### 5.2.4 Error or Omission in Notice

No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the corporation shall invalidate such meeting or make void any proceedings taken thereat and any

member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. 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 shall be his/her last address recorded on the books of the Corporation.

### **5.3 Special Meeting**

#### **5.3.1 Purpose**

A special meeting is a separate session of Chimo Youth & Family Services, Inc. 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 Chimo Youth & Family Services, Inc.

#### **5.3.2 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.

#### **5.3.3 Authority to Call the Meeting**

The Chairperson of the Board of Directors shall call a special meeting at the written request of ten percent (10%) of the membership and must be in accordance with the Corporations Act.

#### **5.3.4 Agenda**

Only business mentioned in the notice of the special meeting may be transacted.

### **5.4 Rules of Order**

All parliamentary procedure in meetings shall be based on Bourinot's Rules of Order.

## **Section 6.0: Nominations and Election Procedures**

### **6.1 Election of Officers**

At least three (3) months prior to the annual meeting, the Board of Directors will appoint the Chairperson and members of the Nominating Committee. The Nominating Committee will consist of a minimum of four (4) members including a current or past member of the Board of Directors of Chimo Youth & Family Services, Inc.

The committee will:

- a) Circulate to all members in good standing within 45 days of the Annual Meeting a nomination form.

- b) Nominate and receive candidates eligible for election to the Board of Directors and present to the membership at the Annual General Meeting, according to category.
- c) Circulate to all members of the Corporation in good standing, at least ten (10) days prior to the Annual General Meeting, a list of all candidates nominated.
- d) Inform the membership that they may make further nominations to the Chairperson of the nominating committee at Chimo Youth & Family Services, Inc.'s Head Office.
- e) All further nominations must be in writing with the signature of two members in good standing and with the permission of the member being nominated.
- f) Nominations will be able to be made from the floor at the annual meeting. The nominated person must be in attendance or have indicated his or her acceptance in writing at the Annual General Meeting.

## **Section 7.0: Powers of the Board of Directors**

### **7.1 Authority to Exercise**

The Board may administer the affairs of Chimo Youth & Family Services, Inc. in all things and make or cause to be made for Chimo Youth & Family Services, Inc., in its name, any kind of contract, which Chimo Youth & Family Services, Inc., may lawfully enter and, save as hereinafter provided, generally, may exercise all such other powers and all such other acts and things as Chimo Youth & Family Services, Inc. is by its charter or otherwise authorized to exercise and do.

### **7.2 Financial Authority**

The Board of Directors on behalf of Chimo Youth & Family Services, Inc., may from time to time:

- 1) Borrow money on the credit of the corporation, and/or
- 2) Issue, sell or pledge securities of Chimo Youth & Family Services, Inc.
- 3) Charge, mortgage, hypothecate or pledge all or any real property of the Chimo Youth & Family Services, Inc., 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 Chimo Youth & Family Services, Inc.

### **7.3 Board Remuneration**

The Directors will receive no remuneration or fees of any kind. Notwithstanding that they will be eligible to receive compensation for approved out of pocket expenses.

### **7.4 Dissolution**

Upon the dissolution of the Corporation, and after the payment of all debts and liabilities,

the remaining property of the Corporation shall be distributed or disposed of to charitable organizations that carry on their work solely in Ontario.

#### **7.5 Protection of Directors and Officers**

No Director, Officer or committee member of the Corporation is liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties or his or her respective office or trust provided that they have:

- a) Complied with the Act and the Corporation's articles and By-laws; and
- b) Exercised their powers and discharged their duties in accordance with the Act.

### **Section 8.0: Amendment**

#### **8.1 Annual Review**

Bylaws of Chimo Youth & Family Services, Inc. will be reviewed by the governing body on an annual basis.

#### **8.2 Notice of Amendment**

Proposed amendments to the bylaw must be submitted to the Directors. The Board of Directors shall within 60 days of receipt of such an amendment, if approved by said Directors, draft a Special Resolution for presentation to the members at a meeting of the corporation called for that purpose or at the next Annual General Meeting, whichever is the earliest.

#### **8.3 Availability of Bylaws**

A copy of the bylaws of Chimo Youth & Family Services, Inc. may be made available to any member upon request.