

**SDS/SHDS**



**BYLAWS**

**2010**

**SUDBURY DEVELOPMENTAL SERVICES  
SERVICES POUR HANDICAPS DE DÉVELOPPEMENT DE SUDBURY**

**TABLE OF CONTENTS**

<b>TABLE OF CONTENTS</b>		
<b>INTERPRETATION</b>	.....	<b>1</b>
<b>THE CORPORATION</b>		
<b>1. HEAD OFFICE</b>	.....	<b>3</b>
<b>2. SEAL</b>	.....	<b>3</b>
<b>3. FISCAL YEAR</b>	.....	<b>3</b>
<b>4. MEMBERSHIP</b>	.....	<b>3</b>
<b>4.01 Definition</b>	.....	<b>3</b>
<b>4.02 Composition</b>	.....	<b>4</b>
<b>4.03 Eligibility</b>	.....	<b>4</b>
<b>A) General Member</b>	.....	<b>4</b>
<b>B) Life Membership</b>	.....	<b>4</b>
<b>C) Honorary Membership</b>	.....	<b>5</b>
<b>4.04 Exclusions</b>	.....	<b>5</b>
<b>4.05 Responsibility</b>	.....	<b>6</b>
<b>4.06 Term of Office</b>	.....	<b>6</b>
<b>4.07 Voting Rights</b>	.....	<b>6</b>
<b>4.08 Termination</b>	.....	<b>7</b>
<b>4.09 Liability</b>	.....	<b>7</b>
<b>4.10 Dues</b>	.....	<b>7</b>
<b>4.11 Notice</b>	.....	<b>7</b>
<b>5. OFFICERS</b>	.....	<b>7</b>
<b>5.01 Composition</b>	.....	<b>7</b>
<b>5.02 Eligibility</b>	.....	<b>8</b>
<b>5.03 Election</b>	.....	<b>8</b>
<b>5.04 Duties</b>	.....	<b>8</b>
<b>A) President</b>	.....	<b>8</b>
<b>B) First Vice-President</b>	.....	<b>9</b>
<b>C) Second Vice-President</b>	.....	<b>9</b>

**TABLE OF CONTENTS**  
**THE CORPORATION: continued**  
**Page 2**

5.04		
D)	Treasurer .....	9
E)	Secretary .....	10
5.05	Term of Office .....	10
5.06	Absences .....	11
5.07	Vacancies .....	11
5.08	Removal for Cause .....	11
5.09	Signing Officers .....	11
5.10	Indemnity of Directors and Others .....	12
6.	DISSOLUTION .....	13
7.	MEETINGS .....	13
7.01	Rules of Order .....	13
A)	Power to Call .....	13
B)	Notice of Meetings of the Corporation .....	14
C)	Error or Omission in Giving Notice .....	14
D)	Quorum .....	14
E)	Voting .....	15
F)	Adjournment .....	15
7.02	General Meetings .....	16
A)	Annual General .....	16
B)	Special General Meetings .....	16
8.	BOARD OF DIRECTORS .....	17
8.01	Composition .....	17
8.02	Eligibility .....	17
8.03	Election .....	17
8.04	Duties .....	18
8.05	Term of Office .....	19
8.06	Attendance .....	19
8.07	Absences .....	19
8.08	Vacancies .....	20
8.09	Removal for Cause .....	20
8.10	Remuneration .....	21
8.11	Confidentiality .....	21
8.12	Conflict of Interest .....	21

**TABLE OF CONTENTS**  
**THE CORPORATION: continued**  
**Page 3**

<b>9.</b>	<b>OFFICERS .....</b>	<b>22</b>
	<b>9.01 Composition .....</b>	<b>22</b>
	<b>9.02 Vacancies .....</b>	<b>22</b>
<b>10.</b>	<b>MEETINGS .....</b>	<b>23</b>
	<b>10.1 Regular Meetings .....</b>	<b>23</b>
	<b>10.2 Special Meetings .....</b>	<b>23</b>
	<b>10.3 Notice .....</b>	<b>23</b>
	<b>10.4 Quorum .....</b>	<b>23</b>
	<b>10.5 Voting Rights .....</b>	<b>23</b>
	<b>10.6 Voting Procedures .....</b>	<b>24</b>
<b>11.</b>	<b>STANDING COMMITTEES .....</b>	<b>25</b>
	<b>11.01 General .....</b>	<b>25</b>
	<b>A) Composition .....</b>	<b>25</b>
	<b>11.02 Executive Committee .....</b>	<b>26</b>
	<b>A) Composition .....</b>	<b>26</b>
	<b>B) Vacancies .....</b>	<b>26</b>
	<b>C) Duties .....</b>	<b>26</b>
	<b>D) Meetings .....</b>	<b>27</b>
<b>12.</b>	<b>AMENDMENTS .....</b>	<b>28</b>

**INTERPRETATION**

The order of the words is according to their occurrence in the By-laws.

1. CORPORATION means the Sudbury Developmental Services/Services pour handicaps de développement de Sudbury with head office located at 245 Mountain, Sudbury, Ontario;

OPERATING AS: the Sudbury Developmental Services/Services pour handicaps de développement de Sudbury formerly known as Sudbury and District Association for Community Living/ anciennement connu comme l'Association pour l'intégration communautaire de Sudbury et district.

2. MEMBER means a member of the .S.D.S./S.H.D.S. Corporation;

3. BOARD means the Board of Directors of the S.D.S./S.H.D.S. Corporation;

4. DIRECTOR means a member of the Board of Directors of the S.D.S./S.H.D.S. Corporation;

5. EXECUTIVE DIRECTOR means the chief operating officer of the S.D.S./S.H.D.S. Corporation;

In these Bylaws where the term "Executive Director" is used, this shall include his/her designate where applicable.

6. STAFF MEMBER: means a person employed by the S.D.S./S.H.D.S. on the Management team or in a Unionized position.

7. CLIENT i) in clause #4.04 (Membership in the Corporation) means any person over the age of 18 years participating in any of the Agency's Day Programs and/or the Residential Services.

ii) in all other references means any person participating or receiving service in any program of the Agency.

INTERPRETATION (continued)

8. **DIRECTLY RELATED** means any person who is a blood relative or a person in a position of legal obligation to a client of the S.D.S./S.H.D.S.
9. **CO-OPTED VOLUNTEER** means a member in good standing of the S.D.S./S.H.D.S. Corporation, who by reason of their expertise or as representing a particular client constituency may be invited to sit on a Board Committee in accordance with these Bylaws and specific policies and procedures of the Corporation.
10. In these Bylaws and in all other Bylaws of the Corporation hereinafter passed, unless the context otherwise requires, words importing the singular number shall include the plural number, as the case may be and vice versa, and references to persons shall include corporations, partnerships and other legal entities.

## **BYLAWS**

### **THE CORPORATION**

By-laws relating generally to the transaction of the affairs of the Sudbury Developmental Services /Services pour handicaps de développement de Sudbury.

Be it enacted as bylaw of the Sudbury Developmental Services/Services pour handicaps de développement de Sudbury as follows:

1. **HEAD OFFICE**

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

2. **SEAL**

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

3. **FISCAL YEAR**

The fiscal year of the Corporation shall terminate on the 31<sup>st</sup> day of March in each year.

4. **MEMBERSHIP**

**4.01 Definition**

A member in good standing is a person over the age of eighteen years who has paid membership dues thirty days before the start of the fiscal year. No new member shall be entitled, either in person or by proxy, to vote at meetings of the Corporation unless he or she has paid all dues or fees if any, including annual membership fees, at least 60 days in advance of the meeting. Existing members shall be entitled to vote at meetings providing they pay prior to the meeting.

**4.02 Composition**

The membership shall consist of the applicants for the incorporation of the Corporation and such other individuals and such corporations, partnerships and other legal entities as are admitted as members by the Board of Directors.

**4.03 Eligibility**

There shall be three (3) classes of membership: General, Life and Honorary.

**A) General Member**

Any person, whose membership is in good standing and who is not a staff member of the Corporation nor an immediate member of a staff member's family, shall be designated as a General Member.

**B) Life Membership**

May be conferred by the Board of Directors on any member who has contributed long and meritorious service to the Agency and the said member shall pay no fees.

**Criteria**

The criteria to be followed in the conferring of such privileged memberships will be as follows:

- (a) that a selected person be proposed in writing to the Board of Directors by more than one Corporation member;
- (b) that the privileged membership can only be passed at the Corporation's Annual Meeting;
- (c) that individuals so proposed must receive a majority (over 50%) approval of the Board of Directors in attendance at a duly called Board Meeting;

- (d) that at the Annual Meeting, persons so proposed must have received a majority (over 50%) approval of the Corporation members in attendance.

4.03 **Eligibility (continued)**

**C) Honorary Membership**

May be conferred by the Board of Directors on any person who has made an outstanding contribution to the Agency, the said member has no duties, pays no fees and has no vote.

4.04 (a) **Exclusions**

No staff member or staff member's immediate family may be a member of the Corporation. Immediate family shall mean spouse, common-law spouse, son, daughter, mother, father, sister, brother, mother-in-law, father-in-law, brother-in-law and sister-in-law.

Subject to the provisions of Article 4.04 (b) below, no client over the age of 18 years participating or receiving service in any program of the Association may be a member of the Corporation. The reason for the exclusion is that being in receipt of service would seem to place these persons in the same class as employees, and thus the reason for exclusion is a reasonable apprehension of bias and the exclusion is not based on a personal attribute of the person being excluded.

Although clients are excluded from membership in the Corporation for the reasons mentioned herein, the exclusion from membership that applies to a staff member's immediate family shall not apply to the immediate family of a client.

- 4.04 (b) In exceptional cases, it may be determined by the Board of Directors that a client of the Association – that is one who is in receipt of service of any program of the Association – may be entitled to membership in the Association. In such circumstances, the membership of the client will be proposed to the Board of Directors and approved by the majority of the Board of Directors at a meeting of the Board of Directors regularly held.

4.04 (b) In making a determination as to whether or not such client shall be entitled to membership in the Agency, the Board shall consider, among other things, the age of the proposed member, the extent of services received by the client as determined by the substance of services received and the number of hours attributed to such client on an annual basis by the Agency for such service and any other relevant factor that the Board of Directors in its decision deems reasonable in making a determination as to the suitability of the individual as a member of the Agency.

4.05 **Responsibility**

It is the responsibility of the General Membership:

- A) to be informed, to attend meetings or to delegate representation when appropriate;
- B) to propose motions and resolutions, to speak, to vote;
- C) to hold accountable those to whom authority is delegated;
- D) to exercise all rights and privileges vested in the membership by the law, these bylaws and the adopted rules of the Agency.

4.06 **Term of Office**

The membership year shall coincide with the fiscal year of the Corporation and each member shall promptly be informed by the Secretary of the Board of his/her admission as a member. The term of membership will be one year.

4.07 **Voting Rights**

Each member in good standing shall be entitled to one vote on each question arising at any Special or Annual General Meeting of the members. Members may not vote either through a duly authorized delegate or by proxy.

4.08 **Termination**

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 by submitting their resignation in writing, which shall be effective upon acceptance thereof by the Board of Directors.

4.09 **Liability**

In the case of resignation, a member shall remain liable for payment of any assessment or other sum levied or which became payable by him to the Corporation prior to acceptance of his/her resignation.

4.10 **Dues**

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

The membership dues shall be payable annually thirty days before the start of the fiscal year.

4.11 **Notice**

Whenever under the bylaws of the corporation, notice is required to be given to the membership, such notice may be given either personally, by depositing same in a post office, or a public letter box, or by courier in a prepaid sealed wrapper addressed to the member at his/her address as the same appears on the books of the Corporation.

5. **OFFICERS**

**5.01 Composition**

The officers of the Corporation shall be a President, First Vice-president, Second Vice-President, Treasurer, Secretary and such other officers as the Board of Directors may determine by Bylaw from time to time.

The Corporation shall appoint the Executive Director as Chief Operating Officer of the Corporation.

5.02 **Eligibility**

The officers of the Corporation shall have served on the Board of Directors for at least one year prior to their election. The requirement that an individual be a Board Member for one year could be varied by a majority vote of the Board of Directors at a regularly held meeting of the Board. Exceptions to be approved by the majority of Board of Directors.

5.03 **Election**

The Executive Committee Members of the Corporation, shall be elected by the Board of Directors from among their members at the first meeting of the Board of Directors after the Annual Meeting of the Corporation.

5.04 **Duties**

A) **President**

The President shall:

- 1) officially represent the Agency in the community;
- 2) exercise general supervision over all Agency activities in accordance with policies determined by the Board of Directors;
- 3) preside at all General Meetings of the membership;
- 4) act as Chairperson of the Board of Directors and the Executive Committee;
- 5) be a member ex-officio of all Committees except the Nomination Committee.

5.04

B) **First Vice-President**

The First Vice-President shall:

- 1) be a member of the Executive Committee;
- 2) assume the duties of the President in the absence, for any reason, of the President;
- 3) carry out such duties as are assigned by the Board of Directors or the President.

C) **Second Vice-President**

The Second Vice-President shall:

- 1) be a member of the Executive Committee;
- 2) assume the duties of the first Vice-President in the absence, for any reason, of the First Vice-President.
- 3) Carry out such duties as are assigned by the Board of Directors or the President.

D) **Treasurer**

The Treasurer shall:

- 1) Be a member of the Executive Committee;
- 2) be a member of the Property & Finance Committee;
- 3) have general knowledge and understanding of accounting, financial procedures and the financial affairs of the Corporation;
- 4) exercise general supervision over the total financial administration of the Corporation that includes:
  - a) full and accurate accounts of all receipts and disbursements are maintained;
  - b) all monies and other valuable effects in the name and to the credit of the Corporation are deposited in such bank or banks as may from time to time be designated by the Board of Directors;
  - c) funds are disbursed in accordance with the direction of the Board of Directors;

- d) the books of account are submitted for audit at the close of the fiscal year;
- e) presenting the audited financial statements to the membership at the Annual General Meeting of the Corporation.

E) **Secretary**

The requirement of the Secretary's position remains intact while the function of the office will be carried out by the Executive Director in his/her capacity of Chief Operating Officer.

- 1) Be a member of the Executive Committee.
- 2) act as Secretary to the Corporation and to Ensure that Corporation business is conducted in accordance with the Letters Patent, Bylaws and Policies and Procedures established by the Board of Directors;
- 3) Ensure the maintenance of accurate records of all General and Board meetings and control of all correspondence and receipt of all reports of Committee Chairperson and shall present reports, statements, budgets or surveys as required by the Directors, Committees or outside agencies and be the custodian of the Association's corporation seal and all its documents.

**5.05 Term of Office for Officers**

The officers shall hold office for a minimum of 3 years, from the Meeting of the Board at which they are elected until the first meeting of the Board of Directors following the Annual Meeting of the following year provided that they continue as members of the Board for that following year.

- A) The positions of 2<sup>nd</sup> Vice President, Vice President and President positions in sequence as duly accepted and elected with a further one year contribution as past President from the Board of Directors. Any exceptions must be approved by the majority of the Board of Directors.
- B) The Secretary and Treasury positions should be a one year term that is renewable for a second year term. Any exceptions must be approved by the majority of the Board of Directors.

**5.06 Absences**

- A) In the absence of the President at a meeting of the Corporation the First Vice-President shall chair the meeting.
- B) If the First Vice-President is also absent the second Vice-President shall take the chair. If the second Vice-President is also absent the most senior member of the Executive Committee shall take the chair.
- C) In the absence of all the Executive Officers, provided that there is a quorum, a chairperson could be elected by the members present or the meeting could be postponed.

**5.07 Vacancies**

- A) If for any reason the President is no longer able to act in that capacity, the First Vice-President is authorized to act and to assume all responsibilities of the office of President.
- B) A meeting of the Board of Directors shall be held within four weeks of the vacancy being confirmed for the purpose of electing a President.
- C) Vacancies in the other offices shall be filled by the Directors from amongst those eligible to serve for the balance of the unexpired terms.

**5.08 Removal for Cause**

The Board of Directors may remove any officer for cause before the expiration of his/her term of office by a vote of three-quarters of all Directors at a meeting of which notice specifying the intention to hold such a vote has been given.

**5.09 Signing Officers**

The Signing Officers of the Corporation shall be ANY TWO of the President, Vice-President (s), Secretary and/or Treasurer or official designates;

Any designated agent of the President, Vice-President(s), Secretary and/or Treasurer be a person designated by the Board of Directors rather than designated by the named officer on his or her personal accord.

ANY TWO of:

The President, Vice-President (s), Secretary, and/or Treasurer, and their designated agents are authorized to transact generally with the Bank, any business relating to banking including the execution and delivery of any and all agreements, documents and instruments required by the Bank, and without limiting the generality of the foregoing to do the following:

- A) to carry an account with a bank;
- B) to draw, accept, sign and make all or any bills of exchange, cheques and orders for the payment of money;
- C) to pay and receive all monies and give acquittance for the same;
- D) to rent safety deposit boxes and have access thereto and to surrender the same.
- E) To execute a Night Depository Agreement with the Bank;

AND THAT ANY ONE OF THE FOREGOING IS AUTHORIZED:

- 1) to endorse for deposit or collection, all or any bills of exchange, promissory notes, cheques or orders for payment of money;
- 2) to receive passbooks and vouchers and give receipts for the same and to confirm balances.

#### **5.10 Indemnity of Directors and Others**

- A) Limitation of Liability – No Officer or Director 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 and expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the money, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on his/her part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his/her office or in relation thereto, unless the same are occasioned by his/her own willful neglect or default.

- B) Every Director of the Corporation, and his or her heirs, executors and administrators, and estate and effects, respectively, may with the consent of the Corporation, given at any meeting of the members, from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:
1. all costs, charges and expenses whatsoever that he, she or it sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him, her or it, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, her or it, in or about the execution of the duties of his, her or its office; and;
  2. all other costs, charges and expenses that he, she or it sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his, her or its own willful neglect or default.

## **6 DISSOLUTION**

It is hereby further ordained and declared that upon the dissolution of the Corporation and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of, to recognized charitable organizations with similar objects within Ontario.

Dissolution is not effective until such Bylaw has been confirmed by two-thirds of the votes cast at a general meeting of the members duly called for that purpose. Notice of a Bylaw passed shall be filed with the Minister of Consumer and Commercial Relations and published in Ontario Gazette by the Corporation within fourteen (14) days after it has been confirmed.

## **7. MEETINGS**

### **7.01 RULES OF ORDER**

#### **A) Power to Call**

The Board of Directors, President or Vice-Presidents shall have the power to call at any time a General or Special meeting of the members of the Corporation.

**B) Notice of Meetings of the Corporation**

- 1) No public notices or advertisement of members' meetings, Annual or Special shall be required.
- 2) Notice of the time and place of every such meeting shall be sent to each member by prepaid mail or by courier, ten days before the time fixed for the holding of such meeting.
- 3) Any meetings of the Corporation may be held at any time and place without such notice if all the members are present thereat or represented by delegates duly appointed.
- 4) At such meeting any business may be transacted which the Corporation at Annual, General or Special meetings transacts.

**C) Error or Omission in Giving Notice**

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

**D) Quorum**

A quorum for meetings of the Corporation shall be the presence of at least one tenth (1/10) of the members in good standing other than the Directors of the Corporation. No business shall be transacted in the absence of a quorum except to take measures to obtain a quorum; to fix the time to which to adjourn; or to take a recess.

**E) Voting**

**1) Rights**

Each member in good standing at Special or Annual General meetings of the Corporation shall be entitled to one vote.

**2) Procedures**

A majority of votes of the members present shall decide every question, unless otherwise required by law or the By-laws of the Corporation. Every question shall be decided in the first instance by a show of hands. 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 favor or against such a motion or resolution unless a count, a roll call vote or ballot is demanded by a member. The demand for a count, a roll call vote or ballot may be withdrawn, but if such be demanded and not withdrawn the question shall be decided by a majority of votes given by the members present in person.

Such count, roll call vote or ballot shall be taken in such manner as the chairperson shall direct and the result of such count, roll call vote or ballot shall be deemed the decision of the Corporation in General meeting upon the matter in question. In the case of an equality of votes at any General meeting, whether upon a show of hands or at a poll, the Chairperson shall be entitled to a casting vote.

**F) Adjournment**

Any meetings of the Corporation or of the Directors may be adjourned to any time and from time to time. Such business may be transacted at such adjourned meetings as might have been transacted at the original meeting from which such adjournment took place. Such adjournment may be made notwithstanding that no quorum is present.

## 7.05 General Meetings

### A) Annual General

The Annual or any other Special meeting of the Corporation shall be held at the head office of the Corporation or elsewhere in Ontario as the Board of Directors may determine and on such day as the said Directors shall appoint.

The Annual General Meeting shall be held no earlier than May 15 and no later than September 30<sup>th</sup> in any year.

1) The agenda of the Annual General Meeting shall be:

#### a) Business Meeting:

Call to order  
 Mission Statement  
 Minutes of the previous Annual General Meeting  
 Report of the President  
 Report of the Executive Director  
 Report of the Treasurer  
 Appointment of the Auditors  
 Report of the Nomination Committee  
 Election of the Board of Directors  
 Installation of New Board Members  
 Other Business  
 Adjournment

#### b) Program

As may be agreed upon by the Board of Directors  
 Social hour / refreshments

### B) Special General Meetings

The business to be transacted at a Special General Meeting shall be limited to that specified in the call for 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 Regular Meeting or at a Special General Meeting called for the purpose of ratification provided that no action which properly requires notice at all times can be taken without such notice.

**8**      **BOARD OF DIRECTORS**

8.01    A)      **Composition**

The affairs of the Corporation shall be managed by a board of no less than 10 and no more than 12 Directors. (AGM99.09.07)

B)    In order to provide responsiveness of the Board to community needs through a requirement that at least one third of the members of the Board shall be francophone and represent the needs of the francophone community. (AGM 89.06.06).

8.02    **Eligibility**

Each director at the time of his / her election and throughout his / her term shall be a member in good standing of the Corporation.

8.03    **Election**

The Board of Directors shall be elected at the Annual meeting by a show of voting cards unless any member demands a ballot.

8.04    **Duties**

The Board of Directors shall be responsible to the membership for:

- a)    the management and conduct of all affairs of the Corporation in accordance with its Letters Patent and By-laws and the formulation of necessary policies, and in so doing shall:
  - 1)    elect or appoint the Officers of the Corporation and elect or appoint members of the Executive Committee and the Chairpersons of the Nomination and Standing Committees;
  - 2)    appoint and constitute additional Committees as it deems necessary;
  - 3)    authorize necessary expenditures including the purchase and rental of property and making of contracts;

## 8.04 Duties (continued)

- 4) authorize the borrowing of money upon the credit of the Corporation on cheques, promissory notes, bills of exchange or otherwise in such amounts and subject to such terms as may be considered advisable, and may assign, transfer, convey, hypothecate, mortgage, charge or pledge to or in favor of the Bank any property of the Corporation, real or personal, movable or immovable, present or future, including book debts, unpaid calls, rights, powers, undertaking, franchises and the Corporation's own debentures, as security for the fulfillment of any liabilities or obligations, present or future of the Corporation to the Bank and may empower the Bank or any person or persons to sell by public or private sale, assign, transfer or convey from time to time any such property; and may sign, make, draw, accept, endorse, execute and deliver on behalf of and in the name of the Corporation all such cheques, promissory notes, bills of exchange, drafts, acceptances, orders for payment of money, warehouse receipts, bills of lading, agreements to give security, assignments, transfers, conveyances, hypothecate, mortgages, pledges, securities and other agreements, documents and instruments as may be necessary or useful in connection with the borrowing of money and other banking business of the Corporation;
- 5) authorize any one or more Directors, Officers, Employees or Agents of the Corporation to exercise the responsibility of any of the rights, powers and authorities conferred by Article 8.04, 2) – 4) above;
- 6) 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;
- 7) exercise through the Office of the Executive Director such direction over administrative affairs as is necessary for effective pursuit of the Corporation's objectives.

- B) Any and all actions of the Board of Directors may be reviewed by the membership at the next General Meeting of the membership but no action done or right acquired by such action shall be prejudicially affected by any amendment or rejection of the action.

8.05 **Term of Office**

The continuity of the Board of Directors shall be maintained as follows:

- A) The term of office shall be for three years from the time of his/her first election.
- B) The terms shall be on a rotational basis as per Supplementary Letters Patent of August 31, 1987. One third (1/3) of the Directors shall be elected to hold office until the third annual meeting of members after such date, one third (1/3) to hold office until the second annual meeting and one third (1/3) to hold office until the next annual meeting after such date. Thereafter at each annual meeting Directors shall be elected to hold office until the third annual meeting after his/her election.

8.06 **Attendance**

The Corporation requires that members of the Board attend all meetings of the Board of Directors unless a valid reason can be given why a member cannot do so.

The Chairman of the Board shall be responsible for keeping informed of attendance at Board meetings as duly recorded by the Secretary of the Board.

8.07 **Absences**

- A) Following the absence of a Board member at two consecutive meetings of the Board of Directors without a valid reason, he / she shall be contacted by the Chairperson of the Board for discussion of continued service on the Board and the content of this section of the Bylaws.

- B) Following the absence of a Board member at three consecutive meetings of the Board or four (4) meetings in a year, Directors without a valid reason, he / she shall no longer be deemed to be a member of the Board of Directors.
- C) Following this third absence the Chairperson of the Board of Directors shall write to the delinquent member advising him / her of his / her release from the Board and this letter shall be sent by registered mail.
- D) The Chairperson shall report on the matter at the next regular meeting of the Board and shall initiate such action as is required to fill the vacancy according to established procedures.

8.08 **Vacancies**

Vacancies on the Board of Directors, with the exception of the Directorship position of the immediate Past President held ex officio, shall, as long as a quorum remains in office, be filled by the Nomination Committee from eligible members of the Corporation. When a vacancy occurs within a period of sixty days prior to the date of the Annual General Meeting such vacancy shall be filled by nomination and election at the Annual General Meeting.

8.09 **Removal for Cause**

The members of the Corporation may, by resolution passed by at least two-thirds of the votes cast at a General meeting of which notice specifying the intention to pass such resolution has been given, remove any Director for cause before the expiration of his / her term of office.

Without limiting the generality of the foregoing the grounds for the removal of any Director for cause shall include in addition to the provisions of Article 8.07 dishonesty, intoxication and mental incompetence.

8.10 **Remuneration**

Directors shall serve without remuneration and no Director shall directly or indirectly receive any remuneration from the position of Director. Directors may be reimbursed for pre-approved reasonable expenses incurred in the performance of their duties.

Where other services are rendered to the Corporation, Regional Councils, affiliated Local Associations, the Provincial Association, or the National Association, each case shall be considered by the Executive Committee on its own merits provided that no conflict of interest is involved.

8.11 **Confidentiality**

Every member of the Corporation and the Board of Directors shall respect the confidential nature of all matters brought before the Corporation or the Board, keeping in mind that unauthorized statements could adversely affect the interests of the Corporation, its staff and its clients.

The Board shall give authority to the Chairperson of the Board to make statements to the news media or the public about matters brought before the Board.

The Chairperson may delegate this responsibility in consultation with the Executive Committee to another Board Member or the Chief Operating Officer of the Corporation.

8.12 **Conflict of Interest**

BYLAW CONFORMS TO SECTION 71 / CORPORATIONS ACT

Every director who is in any way directly or indirectly interested in a proposed contract or a contract with the Corporation shall declare his / her interest at a meeting of the Directors of the Corporation.

In the case of a proposed contract, the declaration required by this section shall be made at the meeting of the Directors at which the question of entering into the contract is first taken into consideration or, if the Director is not at the date of that meeting interested in the proposed contract, at the next meeting of the Directors held after he / she becomes so interested, and, in a case where the Director becomes interested in a contract after it is made, the declaration shall be made at the first meeting of the Directors held after he / she becomes so interested.

## 8.12 (continued)

For the purposes of conflict of interest identification, a general notice given to the Directors of the Corporation by a Director to the effect that he / she is a shareholder of or otherwise interested in any other company, or is a member of a specified firm and is to be regarded as interested in any contract made with such other company or firm, shall be deemed to be a sufficient declaration of interest in relation to a contract so made, but no such notice is effective unless it is given at a meeting of the Directors or the Director takes reasonable steps to ensure that it is brought up and read at the next meeting of the Directors after it is given.

If a Director has made a declaration of his / her interest in a proposed contract or contract in compliance with this section and has not voted in respect of the contract, he / she is not accountable to the company or to any of its shareholders or creditors for any profit realized from the contract, and the contract is not voidable by reason only of his / her holding that office or of the fiduciary relationship established thereby.

Notwithstanding anything in this section, a Director is not accountable to the Corporation or to any of its shareholders or creditors for any profit realized from such contract and the contract is not by reason only of his / her interest therein voidable if it is confirmed by a majority of the votes cast at a general meeting of the shareholders duly called for that purpose and if his / her interest in the contract is declared in the notice calling the meeting.

**9. OFFICERS****9.01 Composition**

The officers of the Board of Directors shall be those of the Corporation and shall exercise the same duties and responsibilities.

**9.02 Vacancies**

Vacancies shall be governed according to Bylaw 5.07, which covers vacancies of the Officers of the Corporation.

**10. MEETINGS**

**10.1 Regular Meetings**

Except as otherwise required by law the Board of Directors may hold meetings at such place or places as it may from time to time determine.

The Board of Directors shall meet at least once in each month except July and August and December.

**10.2 Special Meetings**

The President or the First Vice-President in the absence of the President or the Second Vice-President in the absence of both the former or on petition to the Secretary by any three Directors may call a Special Meeting of the Board.

Business transacted at a Special Meeting shall be limited to that specified in the notice calling the meeting.

**10.3 Notice**

Notice shall be communicated to all Directors at least one week in advance of the meeting, unless all Directors agree to the calling of a meeting on shorter notice or the board meeting is held on a regular day or date each month or immediately following a meeting of the members of the Corporation. Notice shall include a tentative agenda in the case of a regular meeting and shall specify the business to be conducted in the case of a special meeting.

**10.4 Quorum**

A quorum shall be a majority of Directors serving on the board at the time of the meeting. No business shall be transacted in the absence of a quorum except to take measures to obtain a quorum; to fix the time to which to adjourn; to adjourn or to take a recess.

**10.5 Voting Rights**

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

## 10.6 **Voting Procedures**

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 proof of the number or proportion of the votes accorded in favor or against such motion.

In the event of a tie, the Chairperson shall be entitled to a casting vote.

- 1) The chairperson who shall be a member of the Board appointed by the Board of Directors or;
- 2) One or more additional Directors or one or more designated Members at Large as approved by Board of Directors.

## **Formation of Committees**

- 1) The Executive Committee shall consider the names of those members of the Board who have indicated their particular interest in one or more of the standing committees and shall assign them to the committee of their choice where possible. The President shall then approach one of those committee members to become chairperson of each of the standing committees. Such appointments shall be approved by the Board of Directors.

## **Co-opting of Volunteers**

- 1) Co-opting of volunteers to the Committees of the Board with the exception of Executive and Finance Committees shall be permitted by the Corporation. Where a committee is agreed that certain persons, by reason of their expertise, or as representing a particular client constituency, could contribute to the work of the committee, such persons may be co-opted on to the committee.

- a) Co-opting of volunteers shall be limited to members of the Corporation in good standing.
- b) Board approval, by recorded carried resolution, must be duly given before inviting a particular Corporation member to join the Committee.
- c) Not more than two volunteers shall be co-opted to serve on a committee of the Board at any one time. Should more than two be required, a second Board approval by recorded carried resolution shall be required before such person can be added to the complement of the committee.
- d) The term of service of the volunteer shall be determined by the committee as being either a full operational year or for the duration of a specific task.
- e) Such co-opted members shall be bound by the same obligations as a member of the Board – i.e. Bylaws, Policies, and Procedures of the Corporation including confidentiality and conflict of interest.
- f) Such co-opted members shall have the same full voting rights as the other members of the committee.
- g) Co-opted members of a committee shall be counted in ascertaining a quorum for the meeting of the Committee.
- h) Invitation
- i) The Chairperson of the Committee shall be responsible for personally contacting the particular volunteer inviting his/her participation as approved by the Board.
- ii) The Chairperson of the Committee shall further be responsible for following up this verbal request by a written letter outlining the rules and specifics of the task, the responsibilities and length of service as well as including a copy of these Bylaws.

**11.02 Executive Committee****A) Composition**

The Executive Committee shall consist of those Directors who are Officers of the Corporation and the immediate Past President when applicable. If the immediate Past President is not available an additional member may be elected from the Board. Additional Directors may be co-opted for specific purposes and shall at that time have all rights and privileges of members of the Committee.

**B) Vacancies**

Vacancies on the Executive Committee shall be filled immediately by the Board of Directors for the remainder of unexpired terms provided that all requirements of these Bylaws are met.

**C) Duties**

The Executive Committee shall:

- 1) be responsible for the management of the affairs of the Corporation in the periods between meetings of the Board of Directors;
- 2) act for the Board in the interim on matters requiring immediate attention except matters which are counter to approved Board policies or decisions;
- 3) consider all emergency requests for funds and may in such circumstances, authorize on behalf of the Board, expenditures not provided for in the adopted budget;
- 4) be responsible for recommending the hiring or dismissal of the Executive Director to the Board;
- 5) be the planning committee of the Board and shall be responsible for corporate financial planning, co-ordinating the work of the Board and recommending its priorities and new directions to the Board for approval.

All actions and decisions so taken by the Executive Committee shall be subject to review for approval, amendment or rejection by the Board as its next regular meeting but no right acquired by such action shall be prejudicially affected by any amendment or rejection of the action.

**D) Meetings**

**1) Notice**

Notice of all meetings shall be communicated to all members of the Committee at least 7 days prior to the meeting except that such notice may be waived by consent of all members of the Committee.

**2) Regular Meetings**

- a) There shall be no less than 9 regular meetings of the Committee in a given year.
- b) Regular meetings of the Committee shall be as required at the call of the President or on written request to the Secretary by any 2 Members of the Committee.

**3) Special Meetings**

Special Meetings may be called in the same manner as a regular meeting provided that the business conducted at a special meeting be limited to only that business specified in the notice calling the meeting.

**4) Quorum**

A quorum for the transaction of any business by the Executive Committee shall be a majority of members of the Executive Committee.

## **AMENDMENTS TO CGSDS/SHDVGS BY-LAWS**

### **AGM 89.06.07**

Moved by G. Gill, seconded by M. Voitowich that by-law #1 be changed to provide that no new member shall be entitled, either in person or by proxy, to vote at meetings of the Corporation unless he or she has paid all dues or fees if any, including annual membership fees, at least 60 days in advance of the meeting. Existing members shall be entitled to vote at meetings providing they pay prior to the meeting. **CARRIED**

### **AGM 90.06.06**

Moved by J. Bonin, seconded by J.M. Young, that the By-laws be amended as follows.

Designation under the French Language Services Act : “Recognizing that our catchment area falls within an area designated by the French Language Services Act, and that given such the Sudbury District Association for the Developmentally Disabled/Association pour les personnes ayant un handicap intellectuel du district de Sudbury seeks to ensure that its services are available in the French as well as the English languages and this in keeping with the requirements of the French Language Services Act. **CARRIED**

### **AGM 94.06.10**

Moved by M. Tincombe Shaw, seconded by L. Clement that there be an amendment to our by-law and that the membership fee be increased to \$10 per person and \$15 per family. **CARRIED**

### **AGM 95.09.10**

Moved by K. Mackintosh, seconded by D. Duhaime that there be an amendment to our by-law and that the Annual General Meeting be held in the month of September instead of June. **CARRIED**

**AMENDMENTS TO  
CGSDS/SHDVGS BY-LAWS**

**AGM 97.09.05**

Moved by D. Duhaime, seconded by G. Rumball that the Executive Committee forwards a notice of motion to the Board for a name change and that name change be:

The Sudbury and District Association for the Developmentally Disabled/Association pour les personnes ayant un handicap de développement de Sudbury et du district.

**CARRIED**

**AGM 97.09.06**

Moved by G. Rumball, seconded by S. Spence that the Jarrett Centre logo be utilized as the new logo with the new Association name.

**CARRIED**

**AGM 97.09.07**

Moved by S. Spence, seconded by D. Duhaime that the composition of the Board be 15 persons.

**CARRIED**

**AGM 99.09.07**

Moved by P. Joseph, seconded by M. Anderson that the Bylaw amendment be approved and that the Board of Directors be of 12 persons.

**CARRIED**