

BEAVER VALLEY OUTREACH

CORPORATE BY-LAWS

SECTION 1

GENERAL PROVISIONS

1.1 Head Office

The Head Office of Beaver Valley Outreach ("Corporation") shall be in The Town of The Blue Mountains in Grey County in the Province of Ontario.

1.2 Purpose

The Corporation shall be an inclusive community organization incorporated for public purpose and carrying on business as a charitable corporation under the *Not-For-Profit Corporations Act, 2010*, S.O.2010 C.15 ("*Act*"). Any profits or monies accruing to the Corporation shall be used solely in promoting the Corporation's programs, services or events.

SECTION 2

MEMBERS

2.1 Conditions of Membership

2.1.1 FULL Membership in the Corporation may be granted to any individual, eighteen years of age or older, who affirms the vision, mission and value statements of the Corporation as contained in the strategic plan, and who has paid the annual membership fee

2.1.2 NEW MEMBERS shall become full members upon fulfilling the conditions outlined in paragraph one above. Membership dues must be paid 45 days prior to the AGM in order for the member to be eligible to vote

2.2 Registry

The Administrative Assistant or an officer appointed by the Board, shall maintain a registry of members. The registry of members will be updated yearly at the Annual General Meeting.

2.3 Resignation and Termination of a Member

2.3.1 Resignation

A member may resign at any time by giving notice to the corporation's Administrative Assistant.

2.3.2 Termination

The Board may terminate a member by resolution supported by at least a two-thirds majority if there is evidence that the member no longer complies with the objects of the Corporation, or if the member has engaged in an action which could jeopardize or be detrimental to the Corporation. Advance notice of the Board's intention to terminate a member shall be given to the member fifteen days in advance of the vote. The member shall have an opportunity to explain his/her position to the Directors prior to the vote.

2.4 Renewal of Annual Membership

Members in good standing will have their membership automatically renewed upon payment of the annual fee.

SECTION 3

BOARD OF DIRECTORS

3.1 Management of the Corporation

Subject to the *Act*, the Board of Directors shall supervise the management of the activities and affairs of the Corporation. Individual Directors do not have the power to bind or commit the Corporation, unless authorized by the Board of Directors. All Directors will follow governance as outlined in the Board By-Laws.

3.2 Number of Directors

The Board of Directors shall consist of a minimum of eight and a maximum of twelve Directors.

3.3 Eligibility of Directors

Directors shall be members of the Corporation in good standing. The following persons are not eligible to be a Director of the Corporation: Employees of the Corporation; spouses, partners or other immediate family members (parents or children) of employees and Directors of the Corporation.

3.4 Nominations for the Election of Directors

The Vice Chair shall present a slate of possible new Directors to the Board for approval before the Annual General Meeting. The nominees shall be members of the Corporation in good standing.

3.5 Election of Directors

Members will be advised of the nominations for any vacant positions 30 days prior to the Annual General Meeting. Nominated directors of the Corporation shall be elected by the members at the Annual General Meeting by a secret ballot.

3.6 Term of Office

The Directors of the Corporation shall be elected for a three year term with an option to renew. The term shall commence at the close of the Annual General Meeting and run until the close of the Annual General Meeting three years later.

3.7 Vacancies

Vacancies on the Board of Directors may be filled by the Board. The Directors may appoint one or more Directors, who shall hold office for a term expiring not later than the close of the next Annual General Meeting of the members. The total number of Directors so appointed may not exceed one-third of the number elected at the previous AGM of the members.

3.8 Meetings of the Board of Directors

Meetings of the Board of Directors shall be held monthly unless otherwise advised by the Chair or the Vice Chair. A Board Package including the Agenda, minutes from the previous meeting and sundry reports shall be provided to the Directors in advance of each Board meeting.

3.9 Quorum

A majority of the number of Directors constitutes a quorum at any meeting of the Board of Directors.

3.10 Voting

Each Director, including the Chair, is authorized to exercise one vote. At all meetings of the Board, resolutions shall be passed by a simple majority. Votes concerning any person shall be by secret ballot.

3.11 Conditions of Service

The Directors shall serve without remuneration and no Director shall directly or indirectly receive any profit from her/his position. A Director may be paid reasonable expenses incurred in the performance of Board duties, as approved by the Board of Directors.

3.12 Conflict of Interest

Any member of the Board of Directors, or of a committee, who has a financial, personal or official interest in, or conflict (or appearance of conflict) with any matter pending before the Board, of such nature that it prevents or may prevent the Member from acting on the matter in an impartial manner, shall excuse her/himself from the meeting and refrain from discussing or voting on said item.

3.13 Appointment of Agents or Employees

The Board of Directors may appoint agents and engage any employees as it deems necessary from time to time, and such persons may have the authority to perform such duties as prescribed by the Directors at the time of such appointment and/or employment.

3.14 Policies, Rules and Regulations

The Board of Directors may prescribe such policies, rules and regulations, not inconsistent with these By-laws, which it deems necessary for the orderly and effective management of the activities and affairs of the Corporation.

3.15 Removal of Directors

The members of the Corporation may remove any Director or Directors from office for cause by ordinary resolution at a special meeting of the members.

SECTION 4

OFFICERS

4.1 Officers of the Corporation

There shall be a Chair, Vice-Chair, Secretary-Treasurer and any such other officers as the Board of Directors may determine necessary.

4.2 Election of Officers

All Officers shall be Directors of the Corporation and shall be elected to their offices by resolution of the Board of Directors.

4.2.1 The Board shall elect from its members an executive consisting of a Chair, a Vice Chair and a Secretary Treasurer.

4.2.2 Board members may nominate candidates for office and the election will be conducted by secret ballot.

4.2.3. When the current Board Chair's term of office expires, an election will be held for the position of Chair at the last meeting of the Board, prior to the AGM. The previous Board Chair may stand for re-election.

4.2.4 If necessary, at the first meeting following the AGM, the Board shall elect from its members a Vice Chair and a Secretary Treasurer.

4.2.5 The Board may hold further elections as needed.

4.2.6 The term for the executive of the Board is three years and officers may be re-elected for consecutive terms.

4.2.7 In the event of the absence or inability to act of both the Chairperson and the Vice Chairperson, the Board may select another Board member to act as Chairperson for such times as the Board may fix.

4.3 Removal from Office

Officers may be subject to removal by resolution of the Board of Directors at any time.

SECTION 5

DUTIES OF THE OFFICERS

5.1 Chair

The Chair shall preside at all meetings of the members and of the Board of Directors. Subject to the authority of the Board, she/he shall have the responsibility of overseeing the management of the activities and affairs of the Corporation. She/he shall ensure that all orders and resolutions of the Board of Directors are carried into effect. She/he shall also provide leadership and development for the current and future Directors of the Corporation.

5.2 Vice-Chair

The Vice-Chair shall, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair and shall perform such other duties as directed by the Board of Directors.

5.3 Secretary-Treasurer

5.3.1 Duties of the Secretary

The Secretary shall be responsible for ensuring that accurate and sufficient documentation exists to meet legal requirements, and to enable authorized persons to determine when, how, and by whom the Board's business was conducted.

5.3.2 Duties of the Treasurer

The Treasurer shall keep a record of the Corporation's budget and prepare financial reports as needed by the Board and all government agencies.

5.4 Board Clerk

The Board Clerk is a non-voting member of the Board who acts as an administrative assistant to the Board through the Chair.

SECTION 6

INDEMNITIES OF DIRECTORS AND OFFICERS

6.1 Description

Every Director of the Corporation, who has the authority of the Board of Directors to undertake any liability on behalf of the Corporation, and their heirs, executors and administrators and estate and effects, respectively, shall be indemnified and saved harmless by the Corporation, from and against:

- 6.1.1 all costs, charges and expenses which such Director or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him/her or in respect of any act, deed, matter or things whatsoever, made, done or permitted by him/her, or about the execution of the duties of his/her office or in respect of any such liability;
- 6.1.2 all other costs, charges and expenses which he/she 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 own willful neglect or default.

6.2 Insurance

The Corporation shall purchase and maintain insurance for the benefit of the Directors of the Corporation, or an individual who acts or acted at the Corporation's request as a director or officer, against any liability incurred by the individual, in the individual's capacity as a director or officer of the Corporation; or in the individual's capacity as a director or officer, or similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request.

SECTION 7

MEETINGS OF THE MEMBERS

7.1 Annual General Meeting

The Annual General Meeting [AGM] of the members shall be held at such date, time and place, not later than ninety days after the year end of the Corporation, as the Board may from time to time determine. The agenda for the annual meeting shall include:

- presentation of a Board Report
- a financial statement for the previous fiscal year
- appointment of an auditor for the ensuing year
- the election of any Directors needed to fill vacancies created by Directors leaving the Board

7.2 Special Meeting

The Board shall have the power to call a general or special meeting of members at any time.

7.3 Members' Requisitioned Meeting

The members of the Corporation may requisition the Directors to call the meeting for the purpose stated in the requisition if they hold at least 10% of the votes that may be cast at that meeting. The requisition, which may consist of several documents of similar form each signed by one or more members, must state the business to be transacted at the meeting and must be sent to each Director and to the registered office of the Corporation.

7.4 Place of Meetings

Meetings of members shall be held at a suitable location as determined the Board.

7.5 Notice of Meetings

The members shall be notified of all meetings of members at least fifteen calendar days before each meeting, by mail or by any other means as may be deemed appropriate by the Board.

7.6 Membership Quorum

The quorum for a meeting of the members is 20%, including at least five Directors.

7.7 Resolutions

At all meetings of members, voting will be by show of hands except for resolutions involving persons, which shall be by secret ballot.

SECTION 8

COMMITTEES

8.1 The Board of Directors may appoint committees and task forces, as needed. The members hold their membership and offices on the committees and task forces at the will of the Board of Directors. The Board of Directors shall determine the duties and responsibilities of each committee and task force.

8.2 Committee Chairs

Each committee and task force shall appoint a Chair. The Chair of each committee and task force shall be approved by the Board of Directors and shall hold office at the will of the Board of Directors. The Chair shall hold office for a minimum of one year.

SECTION 9

FISCAL POLICIES

9.1 Financial Year

The fiscal year for the Corporation shall be January 1st to December 31st.

9.2 Banking Arrangements

The banking business of the Corporation shall be transacted with such banks and trust companies as may be authorized by the Board of Directors. All banking business shall be transacted under such agreements, instructions and delegation of powers as the Board may prescribe or authorize. Such transactions may include but are not restricted to: borrowing money on the credit of the Corporation in such amounts and upon such terms as the Board may decide; selling or pledging securities of the Corporation; charging, mortgaging or pledging all or any of the real or personal property of the Corporation as the Board may decide.

9.3 Execution of Instruments

Deeds, transfers, assignments, contracts, obligations, certificates, cheques and other instruments shall be signed on behalf of the Corporation by any two of the Chair, Vice-Chair or Secretary-Treasurer. Other persons may be authorized by the Board of Directors to sign on behalf of the Corporation if required.

9.4 Auditors

At each annual meeting, the members of the Corporation shall appoint an auditor for the ensuing year.

9.5 Tax Receipts

Beaver Valley Outreach will issue tax receipts only for donations to its own activities. BVO's charitable status may not be used for fundraising by other organizations or individuals.

SECTION 10

AMENDMENT OF BY-LAWS

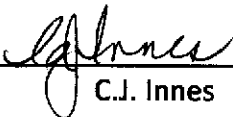
10.1 Procedure

The Directors may by resolution make, amend or repeal any by-law that regulates the activities or affairs of the Corporation. The Directors shall submit the by-law, amendment or repeal to the members at the next meeting of the members, and the members may confirm, reject or amend the by-law, amendment or repeal by ordinary resolution. The by-law, amendment or repeal is effective from the date of the resolution of the Directors. The by-law, amendment or repeal ceases to have effect if it is not submitted by the Directors to the members as required or if it is rejected by the members.

10.2 By-Law 2016

By-Law 2016 replaces and repeals the Corporation's By-Laws ONE and TWO, dated May 23, 1989, as amended in June 2005, June, 2010 and April, 2012.

WITNESS the passing of By-Law 2016, as amended, by the Board of Directors, and passed by the Membership the 15th day of March, 2016.

Chair: 
C.J. Innes

Secretary-Treasurer: 
Martha Lacey