

Community Living York South – Proposed Bylaw Changes

Section	Current Bylaw Wording	Proposed Bylaw Wording
<p>NEW - Definitions</p>		<p>In this bylaw, unless the context otherwise requires:</p> <p>“the Association” means Community Living York South.</p> <p>“the Board” means these board of directors of Community Living York South.</p> <p>“By-laws” means this by-law as amended from time to time.</p> <p>“Director” means a member of the board of directors of Community Living York South.</p> <p>“Member” means an individual who has been granted membership in Community Living York South further to the conditions set out in these by-laws.</p> <p>“Members” means the collective membership of Community Living York South.</p> <p>“Officer” means an Officer of Community Living York South as described in section [xx] of this by-law.</p>
<p>Section 1 – Head Office</p>	<p>The Head Office of the Association shall be in the PROVINCE OF ONTARIO and at such a place therein as the board of directors may from time to time determine.</p>	<p>The Head Office of the Association shall be in the PROVINCE OF ONTARIO and at such a place therein as the Bboard of directors may from time to time determine.</p> <p>The Directors may vote to move the Head Office within the same municipality by ordinary resolution, and may change municipalities by special resolution.</p>

Section 4 –
Membership

I. Persons sympathetic to the purposes of the Association may be eligible for membership in the Association.

II. There shall be FOUR classes of membership as follows:

- a) A member shall be an interested person, corporation, partnership, group, or other legal entity who is admitted to membership in the Association on payment of annual membership fees as required by the Board of Directors. An individual member shall be at least eighteen years of age.
- b) A Life Member shall be a person who through long and meritorious service to the Association is, by resolution of the Board of Directors, so appointed. A Life Member shall not be required to pay annual membership fees.
- c) An Honourary Life Member shall be a person who through outstanding contributions to the Association is, by resolution of the Board of Directors, so appointed. An Honourary Life Member may have no duties, shall pay no annual membership fees, and shall have no voting privileges.
- d) A student Member shall be a person between the ages of 14 and 18 years of age who is a full-time student interested in the activities of the Association and is admitted as a Student Member by

I. Membership in the Association shall consist of persons sympathetic to the purposes of the Association who have remitted the appropriate membership fee.

II. Membership in the Association is not transferrable and automatically terminates if the Member resigns or such Membership is otherwise terminated in accordance with these by-laws or the relevant legislation.

III. The Association shall not limit the number of members.

Commented [JM1]: What is the current process for an individual to become a member? Consider including this in the bylaws.

	resolution of the Board of Directors. A Student member shall pay no annual membership fees and shall have no voting privileges.	
Section 5 – Membership Dues		<p>Add section III to address removal of honorary life member/life member/student member classes – this will allow the Board discretion to continue to waive fees for certain types of members without actually creating a separate class of members.</p> <p>III. The Board of Directors may resolve to waive annual membership fees for those individuals whose long and meritorious service or outstanding contributions to the Association have been recognized. The Board of Directors may also waive annual membership fees for students under age 18.</p>
Section 6 – Annual General Meeting		<p>Add section VIII to allow electronic participation in AGM:</p> <p>VIII. Members of the Association are permitted to participate in the Annual General Meeting by electronic means at the Board’s discretion. Requests to participate electronically shall be provided to the Board in writing no later than seven (7) days prior to the meeting date.</p>
Section 7 – Notice of AGM and Special Meeting of Members	I. Notice of the time, date, and place of Annual Meetings or of Special Meetings of members shall be given to each member in good standing by the Association by forwarding such notice by prepaid post or telegraph to the last recorded address of the member 30 days prior to the date fixed for the holding of such meeting. No	I. Notice of the time, date, and place of Annual Meetings or of Special Meetings of members shall be given to each member in good standing by the Association by forwarding such notice by prepaid post to the last recorded address of the member or by electronic means 30 days prior to the date fixed for the holding of such meeting. No public notice or

Commented [JM2]: Updated language to permit electronic distribution of AGM notice (unless the current practice remains to used "telegraph").

	<p>public notice or advertisement of Annual or Special Meetings of members shall be required.</p> <p>II. Any notice, communication or document that is required or desired to be given pursuant to the Act, the letters patent, the by-laws or otherwise to a member, director, committee member, officer or auditor of the Association shall be sufficiently given if (i) delivered personally, (ii) mailed by prepaid mail, or (iii) sent by any means of electronic mail, facsimile or any other form of transmitted or recorded communication, in each case to the last address, email, or facsimile number of such person as recorded in the books of the Association. A notice so delivered shall be deemed to have been given three days after it was deposited in a post office of public letter box; and a notice sent by any means of electronic mail, facsimile or any other form of transmitted or recorded communication shall be deemed to have been given on the next business day. The Secretary may change the address on the Association's books of any member, director, office, auditor or member of a committee of the board in accordance with any information believed to be reliable.</p>	<p>advertisement of Annual or Special Meetings of members shall be required.</p> <p>II. [no changes to II]</p> <p>III. Notice of the Annual General Meeting shall also be provided to the Association's auditor.</p>
Section 9 – Quorum of Members	A quorum for the transaction of business at any Annual, General or Special Meeting of the members shall consist of not less than ten members in good standing present in person or represented by proxy; provided that at least three members in good standing are present in person.	A quorum for the transaction of business at any Annual, General or Special Meeting of the members shall consist of not less than fifteen (15) members in good standing present in person, represented by proxy, or attending by electronic means.
Section 12 – Elections to the Board of Directors	I. Only members of the Association whose fees are paid are eligible to be elected to the board of directors.	[removed (I) because this is addressed in s.23 (Qualifications of Directors), below]

	<p>II. A director shall be elected at the Annual Meeting of the Association. The election shall be by ballot from among those present who are qualified to vote. A candidate receiving a simple majority of votes shall be declared elected.</p>	<p>II. Directors shall be elected at the Annual Meeting of the Association.</p> <p>III. The election shall be by ballot from among those members present who are qualified to vote in accordance with section 10, "Voting of Members," of these bylaws.</p> <p>IV. A candidate receiving a simple majority of votes shall be declared elected.</p> <p>[no changes to present sections III – VII, except to re-number in accordance with the above]</p> <p>Add new section after present section VII to reflect ONCA "duty of good faith."</p> <p>IX. Directors shall act honestly and in good faith with a view to the best interests of the corporation, and shall exercise the care, diligence, and skill of a reasonably prudent Director.</p> <p>X. Directors shall comply with these by-laws, the Association's articles, and the relevant legislation.</p>
<p>Section 14 – Duties of President</p>	<p>The President shall when present, preside at all meetings of the members of the Association and of the board of directors.</p> <p>The President, with a delegate appointed by the Board for the purpose, shall sign all by-laws. The President shall be an ex-officio member of all committees. The President shall see that all orders and resolutions of the board of directors are carried into effect and the President or a Vice President or other delegates appointed by the Board for that purpose shall sign all documents</p>	<p>The President shall act as Chair of the Board. When present, the President shall preside at all meetings of the members of the Association and of the Board of directors. The President may delegate the role of Chair to another Officer if not present at a meeting.</p> <p>The President, with a delegate appointed by the Board for the purpose, shall sign all by-laws. The President shall be an ex-officio member of all committees. The President shall see that all orders and resolutions of the board of directors are carried</p>

	<p>requiring the signature of the Officers of the Association. The President shall from time to time, and as often as may be directed by the board of directors, submit reports to the board of directors and give such information touching the affairs of the Association as may be required, and make such recommendations as the President may think proper.</p> <p>Only the President or delegate shall be empowered to act as official spokesperson for the Association.</p>	<p>into effect and the President or a Vice President or other delegates appointed by the Board for that purpose shall sign all documents requiring the signature of the Officers of the Association. The President shall from time to time, and as often as may be directed by the hBoard of dDirectors, submit reports to the hBoard of dDirectors and give such information touching the affairs of the Association as may be required, and make such recommendations as the President may think proper.</p> <p>Only the President or delegate shall be empowered to act as official spokesperson for the Association.</p>
<p>NEW – s. 18 – Executive Director</p>		<p>The Executive Director of the Association shall:</p> <ul style="list-style-type: none"> a) Be responsible for the general management and supervision of the Association b) Attend all meetings of the Board of Directors c) Be an ex-officio member of each Committee of the Board d) Give all required notices to the members of the Association or to the Directors e) Keep the seal, books, papers, records, correspondence, contracts and other documents belonging to the Association f) Deliver up these documents, only when authorized by a resolution of the Board of Directors, to such person or persons as may be named in the resolution g) perform such other duties as may from time to time be determined by the Board of Directors.
<p>NEW – s.20 – Removal of Officers</p>		<p>I. Should an Officer breach a Board policy or the Association's Code of Conduct, or should an Officer fail to uphold their responsibilities in</p>

<p>(insert after "Duties of Other Officers" section)</p>		<p>accordance with these bylaws, the Board may remove that Officer from their position.</p> <p>II. An Officer who is not a staff member of the Association may be removed from their position by a 2/3 vote of the Directors.</p> <p>III. An Officer who is a staff member of the Association cannot be removed without a unanimous vote of the Directors.</p> <p>IV. If an Officer is removed from their position they may remain on the Board as a Director.</p>
<p>s.19 – Board of Directors</p>	<p>(i) The board shall consist of NINE elected directors plus the Past President, each of whom, at the time of election or within TEN days thereafter and throughout the term of office, shall be a member of the Association; provided that, at any one time, the board of directors shall consist of no less THREE persons who have been parents, guardians, and/or siblings of an individual with an intellectual disability; and ONE individual with an intellectual disability appointed by PEOPLE FIRST who is self-identified as a Self-Advocate. Any increase or decrease in the number of directors shall be approved by a special resolution of the members of the Association.</p> <p>(ii) At each annual meeting the directors to be elected shall be equal to the number of directors retiring each year.</p> <p>(iii) A director shall be eligible for two consecutive terms of three years each but shall not be eligible for election for a third consecutive</p>	<p>(i) The Bboard shall consist of NINE elected directors plus the Past President, each of whom, at the time of election or within TEN days thereafter and throughout the term of office, shall be a member of the Association; provided that, at any one time, the bBoard of directors shall consist of no less THREE persons who have been parents, guardians, and/or siblings of an individual with an intellectual disability; and ONE individual with an intellectual disability who is self-identified as a Self-Advocate. Any increase or decrease in the number of directors shall be approved by a special resolution of the members of the Association.</p> <p>(ii) At each annual meeting the directors to be elected shall be at least equal to the number of vacancies of directors.</p>

	<p>term. In the event that a person becomes President in the final year of their second consecutive three year term, that person's term as a director can be extended for a term of not more than one additional year, and by such nomination being confirmed by the members of the Association at the Annual Meeting. The Immediate Past President may continue to hold office as a director until replaced by the succeeding Past President.</p> <p>(iv) The Past President shall not be eligible for re-election to the board of directors without a lapse of one year from his/her term as Past President.</p>	<p>[previous (iii) and (iv) to be moved to new section, below]</p>
<p>NEW – s.[xx] - Board of Directors, Terms</p>		<p>(i) A Director shall be eligible for two consecutive terms of three years each but shall not be eligible for election for a third consecutive term. In the event that a person becomes President in the final year of their second consecutive three year term, that person's term as a Director can be extended for a term of not more than one additional year, and by such nomination being confirmed by the members of the Association at the Annual Meeting.</p> <p>(ii) The Immediate Past President may continue to hold office as a director for one year exceeding their second term.</p> <p>(iii) The Immediate Past PresidentA Director shall not be eligible for re-election to the Bboard of directors without a lapse of</p>

		one year from his/her <u>second</u> term as Past President.
s.20 – Executive Committee	<p>(i) There shall be an Executive Committee of the Association, which shall consist of the Officers of the Corporation, together with the Past President, plus such other persons as the chair may appoint as resource people.</p> <p>(ii) Those persons appointed as a resource to the Executive Committee shall have no vote at meetings of the Executive Committee.</p> <p>(iii) A quorum of the Executive Committee shall be three.</p> <p>(iv) The powers and duties of the Executive Committee shall be as provided by a resolution of the board of directors from time to time.</p>	Remove this section.
s.21 – Vacancies, Board of Directors	<p>(i) Vacancies on the board of directors, however caused, may, so long as a quorum of the directors remain in office, be filled by the directors from among eligible persons if they shall see fit to do so. Otherwise such vacancy shall be filled at the next meeting of the membership, provided that should there not be a quorum of directors remaining, the remaining directors shall forthwith call a meeting of the membership to fill the vacancy or vacancies.</p> <p>(ii) Members of the Association may, by resolution approved by at least TWO THIRDS of the votes cast at an Annual or Special Meeting of which notice specifying the intention to pass such a resolution has been given, remove any director before the expiration of the director's term of office and may, at such meeting by majority vote elect any eligible person to fill the vacancy thus created.</p>	<p>(i) Vacancies on the <u>B</u>oard of directors, however caused, may, so long as a quorum of the directors remain in office, be filled by the directors from among eligible persons if they shall see fit to do so.</p> <p>(ii) Directors appointed in this manner shall serve a term that will extend no longer than the date of the Association's next Annual General Meeting.</p> <p>(iii) The number of new directors appointed by the Board cannot exceed one-third the number of Directors elected at the previous Annual General Meeting.</p> <p>(iv) If there is not a quorum of Directors remaining, the remaining Directors shall forthwith call a meeting of the</p>

		membership to fill the vacancy or vacancies.
NEW s.[xx] – Removal of Directors		<p>(i) A Director will be deemed to have ceased holding office in the event of their death, resignation, or should they be disqualified for reasons outlined in the relevant legislation.</p> <p>(ii) Members of the Association may, by resolution approved by at least TWO THIRDS of the votes cast at a Special Meeting of which notice specifying the intention to pass such a resolution has been given, remove any Director before the expiration of the Director's term of office and may, at such meeting by majority vote elect any eligible person to fill the vacancy thus created.</p>
s.23 – Qualifications of Directors	<p>(i) Each director shall be eighteen or more years of age.</p> <p>(ii) Each director shall not be an undischarged bankrupt.</p> <p>(iii) Former employees of the Association shall not be eligible for election to the board of directors until the expiration of two years has occurred since they were last employed by the Association.</p>	<p>(i) Each director shall be eighteen or more years of age.</p> <p>(ii) Each director shall not be an undischarged bankrupt.</p> <p>(iii) Former employees of the Association shall not be eligible for election to the <u>B</u>oard of directors until the expiration of two years has occurred since they were last employed by the Association.</p> <p>(iv) Directors must be Members in good standing of the Association whose membership fees have been paid in full.</p>
s.25 – Notice of Meetings of Directors	(i) No formal notice of any such meeting shall be necessary if the Board has designated a day or days in any month or months for regular	(i) The Board may fix the place and time of regular Board meetings and this fixing of dates shall

	<p>meetings at an hour to be named, or the directors present at the previous meeting wherein the subsequent meeting is scheduled consent to such a meeting being held.</p>	<p>constitute sufficient notice for the meeting of Directors.</p> <p>(ii) No formal notice of a meeting of Directors shall be necessary if the Directors present at the previous meeting wherein the subsequent meeting is scheduled consent to such a meeting being held.</p> <p>[no further changes to s.25 except to re-number the remainder of the section]</p>
<p>s.27 – Voting of Directors</p>		<p>Add section (iv) to existing provisions in order to allow for electronic voting:</p> <p>(iv) In the event that the Directors are unable to meet in person to pass necessary resolutions, electronic voting is permitted. In order to facilitate an electronic vote, the following procedure will be followed:</p> <ul style="list-style-type: none"> (a) The President shall circulate the resolution by email to all Directors' last known email addresses. (b) The Directors will have twenty-four (24) hours to respond with a vote in the affirmative or negative. (c) Any Directors who do not respond within the twenty-four (24) hour period will be deemed to have abstained from the vote. (d) After the twenty-four hour period has passed, the President shall tabulate the votes and declare the resolution carried or failed. (e) The results of electronic votes shall be recorded in the Association's Minute Book.

<p>s.29 – Remuneration and Indemnity</p>	<p>(I) Subject to subsection (iii), the directors of the Association shall receive no remuneration for acting as such.</p> <p>(II) No salaried officer or employee of the Association shall be a director thereof, but a Member of any class or a director may be paid fees for professional services as established by the board of directors.</p> <p>[no changes to items iii-v of this section]</p> <p>(vi) Subject to any limitations which may be contained in statutes, the Association shall purchase and maintain for the protection of its directors and officers and their personal representatives and estates, such insurance as the Board may from time to time determine.</p>	<p>(I) Subject to subsection (iii), the directors of the Association shall receive no remuneration for acting as such.</p> <p>(II) No salaried officer or employee of the Association shall be a director thereof, but a Member of any class or a Director may be paid fees for professional services as established by the bboard of directors provided that the provision of such professional services does not put the Member or Director in a Conflict of Interest position, further to s.[xx] above.</p> <p>[no changes to items iii-v of this section]</p> <p>(v) Subject to any limitations which may be contained in statutes, the Association shall purchase and maintain for the protection of its Directors and Officers and their personal representatives and estates, such insurance as the Board may from time to time determine.</p> <p>(vi) Directors and Officers shall not be indemnified unless the individual acted honestly and in good faith with a view to the best interests of the Association.</p>
<p>s.30 – Standing Committees</p>	<p>[changes only to be made to section (v) – all other sections remain unchanged]</p> <p>(v) No committee shall have authority to bind the Association for the payment of money or the performance of any contract or the carrying out of any obligation or duty, such authority to do so is specifically reserved expressly unto the board of directors.</p>	<p>(v) No committee shall:</p> <ul style="list-style-type: none"> (a) Bind the Association for the payment of money or the performance of any contract or the carrying out of any obligation or duty. (b) Submit to the members any question or matter requiring the approval of the Members. (c) Fill a vacancy among directors. (d) Appoint an auditor.

		<ul style="list-style-type: none"> (e) Appoint additional directors. (f) Issue debt obligations. (g) Approve financial statements. (h) Revise the Association's bylaws. (i) Establish membership dues. <p>Committees may, however, make recommendations to the Board for voting upon regarding the above-noted issues.</p>
s.34 - Banking	<p>All cheques, bills of exchange or other orders of payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such Officer or Officers, Agent or Agents of the Association and in such manner as shall from time to time be determined by resolution of the board of directors, and any one of such Officers or Agents may alone endorse notes and drafts for collection on account of the Association through its bankers, and endorse notes and cheques for deposit with the Association's bankers for the credit of the Association, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Association by using the rubberstamp of the Association for that purpose.</p>	<ul style="list-style-type: none"> (i) The Board shall, by resolution passed by a majority of Directors, make such banking and financial arrangements as are necessary for the operations of the Association. (ii) The Board may, by resolution, appoint certain Officers to act as signing authorities for the Association.