

Bylaws of Owen Sound Hunger Relief Effort

Approved on October 16, 2024

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Section 1 – Definitions & Interpretation

1.1 Definitions

In this Bylaw, unless the context otherwise requires:

- a. “Act” means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- b. “Board” means the board of directors of the Corporation;
- c. “Bylaws” means this Bylaw (including the schedules to this bylaw) and all other bylaws of the Corporation as amended and which are, from time to time, in force;
- d. “Chair” means the chair of the Board;
- e. “Corporation” means the corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;
- f. “Director” means an individual occupying the position of director of the Corporation by whatever name he or she is called;
- g. “Member” means a member of the Corporation;
- h. “Members” means the collective membership of the Corporation; and
- i. “Officer” means an Officer of the Corporation.

1.2 If not defined above

Other than as specified in the Definitions section, all terms contained in this Bylaw that are defined in the Act will have the meanings given to them in the Act. Words in the singular include the plural and vice versa, and words in one gender include all genders.

1.3 If Part of the Bylaw is invalid

The invalidity or unenforceability of any provision of this Bylaw shall not affect the validity or enforceability of the remaining provisions of this Bylaw.

1.4 If parts of the Bylaw are inconsistent with the Articles or Act

If any of the provisions contained in the Bylaws are inconsistent with those contained in the articles or the Act, the provisions contained in the articles or the Act will prevail.

Section 2 - Board of Directors

Electing and Appointing Directors

2.1 Election of the directors

The Members elect the Board of Directors at the Annual General Meeting. The Board is comprised of seven (7) Directors, each having one (1) vote.

2.2 Qualifications to be a Director

A Director must be a member of good standing of the Corporation at the time of the election and throughout the term of election or appointment; A Director must not be less than 18 years of age. No Director shall be a current employee of the Corporation. A Director must not be an undischarged bankrupt nor a mentally incapable person. The Directors may adopt policies with additional qualifications to meet the goals and needs of the Corporation.

2.3 Director Terms

The Directors are elected for 2 year terms. A director shall not serve for more than 3 consecutive terms.

2.4 Nominations for Directors

Nominations to the Board shall be sent in writing 15 days prior to the AGM to the Board or nomination committee, if any, including a written profile of the candidate and verification that the individuals meets the qualifications above.

In the event that 15 days prior to the AGM, the number of nominations is less than the number of Director's vacant positions, nominations will continue to be permitted up until the start of the AGM.

Empty Seats

2.5 A Director ceases holding office before the end of their term

A Director will stop holding office immediately, if he/she:

- dies
- becomes bankrupt, or
- is found to be incapable of managing property by a court or under Ontario law.

A Director may resign by written notice to the Corporation. A Director who resigns will stop holding office when the Corporation receives the written notice or at the time specified in the notice, whichever is later.

2.6 How members may remove a Director from office

Members may remove a Director before the end of their term of office. Members may do this by passing a resolution at a Members' Meeting with at least two thirds of the votes cast by the Members. If a vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote.

2.7 Board seats may be filled when they are been vacated mid-term

A quorum of Directors may fill a vacancy among the Directors by a majority vote.

2.8 Limits on how many Directors may be appointed mid-term

The total number of directors so appointed may not exceed one-third of the number of directors elected at the previous annual meeting of the members.

2.9 Vacancy effecting quorum

If there are not enough Directors to make up a quorum or the Members did not elect the minimum number of Directors set out in the articles, the Directors in office will, without delay, call a special Members' Meeting to fill the vacancy. If the Directors fail to call such a meeting, the meeting may be called by any Member.

2.10 Voting threshold to elect a Director mid-term

If the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority (51%) vote. The Board may fill any other vacancy by a majority (51%) vote.

2.11 Term of office for a Director filling a vacancy

The Director elected to fill the vacancy will hold office for the remainder of the removed Director's term. After that, the appointee will be eligible to be elected as a Director.

Committees

2.12 The Board may delegate its powers to a Managing Director or Executive Committee

The Board may appoint Directors to be a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors except those powers set out in the Act that are not permitted to be delegated.

Paying Directors

2.13 Payment to Directors

The Directors will fulfil their role as Director without remuneration. Directors will not directly or indirectly receive any profit from occupying the position of Director. Directors may be reimbursed their reasonable expenses incurred.

Section 3 – Board Meetings

3.1 Calling Board Meetings

The President, the Vice-President, the Secretary or any 2 Directors jointly may call meetings of directors at any time and any place on notice as required by the Notices Section of this Bylaw.

3.2 Location of Board Meetings

The place of regular Board Meetings will be held at any place in Grey or Bruce County as determined by the Directors.

3.3 Setting a regular time for Board Meetings

The Board may set the time of regular Board Meetings and send a copy of the resolution setting the time of such meetings to each Director. If the Board does this then no other notice will be required for any such meetings.

Board Meeting Notices

3.4 Notice for Board Meetings

Notice of the time and place for the holding of a meeting of the Board will be given to every Director of the Corporation in the manner provided in the Notices Section of this Bylaw.

3.5 Advance notice of time and place of Board Meetings

Notice of the time and place of the meeting must be given not less than 48 hours before the date that the meeting is to be held.

3.6 Procedure for notice

Notice must be given according to requirements set out in the Notices Section of this Bylaw.

3.7 Board Meeting without advanced notice

Notice of a meeting is not necessary if:

- a. all of the Directors are present, and none objects to the holding of the meeting,
- b. those absent have waived notice or have otherwise signified their consent to the holding of such meeting, or
- c. a quorum of Directors is present and it would be the first meeting of a newly elected or appointed Board immediately following the annual meeting of the Corporation.

Conducting Board Meetings

3.8 Chair of Board Meetings

The President will oversee Board Meetings. If the Chair is absent, Vice-president will act as the Chair of the meeting. If both the President and Vice-President are absent, the Directors present will choose a Director to act as Chair.

3.9 Quorum at Board Meetings

The quorum for Board Meetings shall be four (4) Directors.

3.10 Voting at Board Meetings

Each Director, including the Chair, has one vote. Questions arising at any Board Meeting will be decided by a majority (51%) of votes unless otherwise required by the Act.

3.11 Chair has the power to break ties

In case of an equality of votes, the Chair will have a second vote or casting vote.

Phone and e-Meetings

3.12 Directors may join Board Meetings online or by phone

If all of the Directors of the Corporation consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephone or electronic means. The telephone or electronic means must allow all participants to communicate adequately and instantaneously with each other during the meeting. A Director participating in the above ways is deemed to be present at that meeting. For greater certainty, Board meetings may be held entirely by phone or electronic means.

Section 4 – Officers

Appointments and Removals

4.1 **Officers appointment by the Board**

The Board will appoint from among the Directors, a President, a Vice-President, a Treasurer and Secretary at its first meeting following the annual meeting of the Corporation. The Board may appoint other Officers and agents as it deems necessary. These Officers and agents will have such authority and duties as the Board may assign from time to time.

4.2 **Removal of an Officer by the Board**

The Board may remove any Officer by resolution.

4.3 **Reasons for an Officer to be removed**

An Officer may be removed for any reason.

Duties

4.4 **Duties of President**

The President will perform the duties described in the Bylaws and such other duties as may be required by law or as the Board may determine from time to time, including: calling and chairing meetings of the Board, setting meeting agendas, general supervision of the affairs of the corporation, sign all bylaws and execute any documents approved by the Board.

4.5 **Duties of Vice-President**

The Vice-President will exercise any or all of the duties of the President in the absence of the President or if the President is unable for any reason to perform those duties; and perform any other duties as described in the Bylaws or as the Board may assign from time to time.

4.6 **Duties of Secretary**

The Secretary will keep and maintain the records and books of the Corporation, including the registry of officers and directors, the registry of members, the minutes of the annual general meeting, general meetings and meetings of the Board, the by-laws and resolutions; certify copies of any records or registry.

4.7 **Duties of Treasurer**

The Treasurer will keep and maintain the financial records and books of the Corporation; assist the auditor in the preparation of the financial statements of the Corporation; and perform any other duties which the Board may assign from time to time.

Section 5 – Legally Protecting Directors and Others

5.1 Directors and Officers will be protected against liability

No Director, Officer or committee member of the Corporation will be liable for:

- a. the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation
- b. 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
- c. 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
- d. 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
- e. any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust.

5.2 Preconditions for Directors and Officers must meet to be protected from the liabilities mentioned above

No Director, Officer or committee members of the Corporation will be liable for the above-mentioned things as long as they:

- a. complied with the Act and the Corporation's articles and Bylaws, and
- b. exercised their powers and discharged their duties in accordance with the Act.

Section 6 – Conflicts of Interest

6.1 Directors are required to disclose any conflict of interest

A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation shall make the disclosure required by the Act.

6.2 Directors who have a conflict of interest are not allowed to vote

No such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction, except as provided by the Act.

6.3 A Director shall not receive a direct or indirect financial benefit from a contract or transaction with our charity

No Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Corporation if it is a charitable corporation unless the provisions of the Act and the law applicable to charitable corporations are complied with.

Section 7 – Members

7.1 **Membership Classes**

Membership in the Corporation shall consist of 1 class of Members.

Membership in the Corporation will include the incorporators named in the articles until such time as their membership ends.

7.2 **Qualifications of membership**

The following are eligible for membership in the Corporation:

- (a) Individuals who are 18 years of age or older and who support the goals, objects and activities of the Corporation and who pay the membership fee.

7.3 **Application to become a Member**

Individuals must apply and be approved by the Board of Directors for admission and must pay the annual membership fee, as set by the Board of Directors.

7.4 **Member's Rights**

As set out in the articles, each Member of the class is entitled to receive notice of, attend, and vote at all Members' Meetings, hold any office of the Corporation; and each Member will be entitled to one (1) vote at such meetings.

7.5 **Membership ends**

Membership in Member class automatically terminates if the Member resigns, death of the member, not renewed their annual membership and paid the applicable annual membership fee, no longer qualifies for membership in accordance with the bylaws, or terminated under the bylaws or such membership is otherwise ended according to the Act.

7.6 **Term of membership**

The term of membership will be 1 year, subject to renewal in accordance with the policies of the Corporation.

Transferral of Membership

7.7 **No transfer of their Membership to others**

Membership in the Corporation is not transferable.

Discipline of Members

7.8 **Discipline of Members or terminate their membership**

The Members may pass a resolution with at least two-thirds of the members at a meeting duly called for that purpose, authorizing disciplinary action or the termination of Membership for violating our Code of Conduct or other policies, violating the bylaws and any other reasons calling for discipline in the discretion of the Board.

7.9 **How much advanced notice must the discipliners give the Member?**

The discipliners must provide 15 days' written notice to a Member before passing the above-mentioned resolution.

7.10 Information to be included in the notice

The notice will set out the reasons for the disciplinary action or termination of membership.

7.11 Member has a right to respond

The Member receiving the notice is entitled to give the discipliners an oral and / or a written submission addressing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Members shall consider the submission of the Member before making a final decision regarding disciplinary action or termination of membership.

Section 8 – Members’ Meetings

Annual Meeting of the Members

8.1 When and location of the Annual Members’ Meeting (known as “AGM”)

The Board will decide the date of the AGM no later than 15 months after holding the preceding annual meeting. The location of the meeting must be within Ontario.

8.2 Agenda of the Annual Members’ Meeting (AGM)

The business at the annual meeting will include the following:

- a. Approve the agenda for the AGM
- b. Approve the minutes of the previous AGM and any special meetings
- c. Approve the financial statements for the previous year
- d. a report from the auditor or the person appointed to review the nonprofit’s finances
- e. reappoint the auditor or appoint a new public accountant to do an audit or review engagement
- f. elect directors, and
- g. any new or special business that was included in the notice of the meeting

8.3 Additional Agenda Items

Voting Members have a right to submit proposals to be added to the agenda. They must give the proposal to the Board prior to the giving of notice of the Annual Members’ Meeting in accordance with the Act, so that such item of new business can be included in the notice of Annual Members’ Meeting. No other item of business shall be included on the agenda for the Annual Members’ Meeting.

8.4 Right to access financial documents ahead of the meeting

Any Member, upon request, shall be provided, not less than 21 days or other number of days prescribed in regulations before the annual meeting, with a copy of the approved financial statements, auditor’s report or review engagement report and other financial information required by the Bylaws or articles.

Special Members’ Meetings

8.5 Calling a Special Members’ Meeting

The Board of Directors may call a Special Members’ Meeting.

8.6 Members calling a Special Members’ Meeting

The Board will convene a Special Members’ Meeting on written request of not less than 10% of the Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within 21 days from the date of the request.

Notice

8.7 Notice of Members’ Meetings

Subject to the Act, not less than 10 and not more than 50 days prior to the Meeting written notice of any annual or Special Members’ Meeting must be given in the manner specified in the Act and the Notices Section of this Bylaw to each Member and to the auditor or person appointed to conduct a review engagement.

8.8 Content of the Notice

Notice of any meeting where special business will be transacted must contain enough information to permit the Members to form a reasoned judgement on the decision to be taken.

Phone and Virtual Meetings

8.9 Members may join Members' Meetings online or by phone

A Member may participate in a Members' Meeting by telephone or electronic means, provided:

1. The request is received by the Board not less than 7 days before the meeting.
2. The Board approves the request.

The telephone or electronic means must:

- allow all participants to communicate adequately with each other during the meeting
- allow you to verify the identity of anyone casting a vote
- prevent you from knowing how they voted.

A Member participating in the above ways is deemed to be present at that meeting. Members' Meetings may be held entirely by phone or electronic means.

Quorum

8.10 Quorum at Members Meeting

A quorum for the transaction of business at a Members' Meeting is 6 Members entitled to vote at the meeting and providing that at least two members are not current directors.

8.11 Lose quorum part way through the meeting

If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

Chair of the Meeting

8.12 Chair of Members' Meetings

The President shall be the chair of the Members' Meeting.

8.13 Chair Members' Meetings if the Chair is absent

In the President absence, the Vice-President will chair the meeting. If both President and Vice-President are absent, the Members present at any Members' meeting will choose another Director as chair. If no Director is present, or if all of the Directors present decline to act as chair, the Members present will choose a Member present to chair the meeting.

Voting

8.14 Number of votes needed to pass a resolution

Business arising at any Members' Meeting will be decided by 51% of votes unless otherwise required by the Act or the Bylaws.

8.15 Number of Votes per Member

Each voting Member will be entitled to one vote at any Members' Meeting.

8.16 Members vote by proxy

If a Member is unavailable to attend or participate in a Members' Meeting, they may not appoint someone to vote for them by proxy.

8.17 How will votes be taken

Votes will be taken by a show of hands among all voting Members present unless otherwise required by the Act.

8.18 Demand for a written ballot

Before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded will be taken in such manner as the chair of the meeting directs.

8.19 Chair has a vote

The chair of the meeting, if a voting Member, will have a vote.

8.20 A tie vote

If there is a tie vote, the chair of the meeting has to call for a written ballot. The chair cannot vote in a written ballot to break a tie. If the written ballot results in a tie, the motion doesn't pass.

8.21 Record of vote by show of hands

Whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes will be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

8.22 Abstentions counted as votes

An abstention will be considered a vote cast.

Adjournments

8.23 Adjournment of Members' Meeting and Notice

The chair may, by resolution of a majority of votes cast at any Members' Meeting, adjourn the Members' Meeting and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

Attendance

8.24 Who has a right to attend Members' Meetings

The only persons entitled to attend a Members' Meeting are:

- the Members
- the Directors
- the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any) and
- others who are entitled or required under any provision of the Act or the articles to be present at the meeting.

Any other person may be admitted only if the Chair of the meeting invites them or the majority (50%+1) of the Members present at the meeting consent to their being there.

Section 9 – Notices

9.1 Method for service of notices

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement shall be delivered:

- To the last address on record for that director or member
- Telephone
- Prepaid mail
- Fax
- Email
- Other electronic means
- As the directors determine

9.2 Mailing Address of Notices

Notices mentioned above will be sent to any such Member or Director at their latest address as shown in the records of the Corporation and to the auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address be given then to the last address of such Member or Director known to the Board.

9.3 Right to notice may be waived

Notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled to the notice.

9.4 Counting days for notice

Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice will, unless it is otherwise provided, be counted in such number of days or other period.

9.5 Effect of an error or omission have on the validity of the notice

No error or accidental omission in giving notice of any Board Meeting or any Members' Meeting will invalidate the meeting or make void anything that happens at the meeting.

Section 10 – Finances & Signing Authority

10.1 Financial year end

The financial year of the Corporation ends on 31 December in each year or on such other date as the Board may from time to time by resolution determine.

10.2 Corporate Seal of Owen Sound Hunger Relief Effort

The seal of the Corporation, if any, will be in the form determined by the Board.

10.3 Signing authority of legal documents on behalf of the Nonprofit Organization

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its Directors or one Director and Executive Director where authorization by resolution of the Board of Directors to do so. In addition, the Board may from time to time decide who will execute a particular document or type of document and how it will be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document.

Section 11 – Adoption and Amendment of Bylaws

11.1 Percentage of Member support does it take to change Bylaws

The Members may from time to time amend this Bylaw with 2/3 of the votes cast at a Members' Meeting.

11.2 The Board may change the Bylaws between Members' Meetings

The Board may from time to time in accordance with the Act pass or amend this Bylaw.

11.3 Members to vote on new or changed bylaws at next Members' Meeting

The Board must submit any Bylaws it passes or changes it makes to existing Bylaws to the Members at the next Members' Meeting. The Members may confirm, reject or amend the new Bylaw or Bylaw changes.

Section 12– Books and Records

12.1 Records to be maintained

The Corporation will maintain the following records:

- (a) Articles, Bylaws and Amendments
- (b) Minutes of Board, Board Committee and Members' Meetings
- (c) List of Directors, Officers and Members for the previous 6 years, including their name, start date, end date, address and email if they agree to receive documents electronically
- (d) Adequate accounting records
- (e) Any other records as required under the Act.

12.2 Where records will be kept

The records will be kept at the non-profit business address. Records may be kept electronically and accessed at the business address

12.3 Access to records by Directors

The only individuals with a right to access the above listed records are the Directors, Auditors or financial reviewers, and court-appointed investigators.

12.4 Access to records by Members

Members and Creditors have the right to access the Articles, Bylaws and Amendments, Minutes of the Members' Meeting and the list of Directors, Officers and Members. If a member or their representative requests a list of the membership, they must sign a declaration that they will not use the information for any improper purpose and only the purpose as permitted under the Act. The Board may establish policies and procedures for requests to access records by Members.