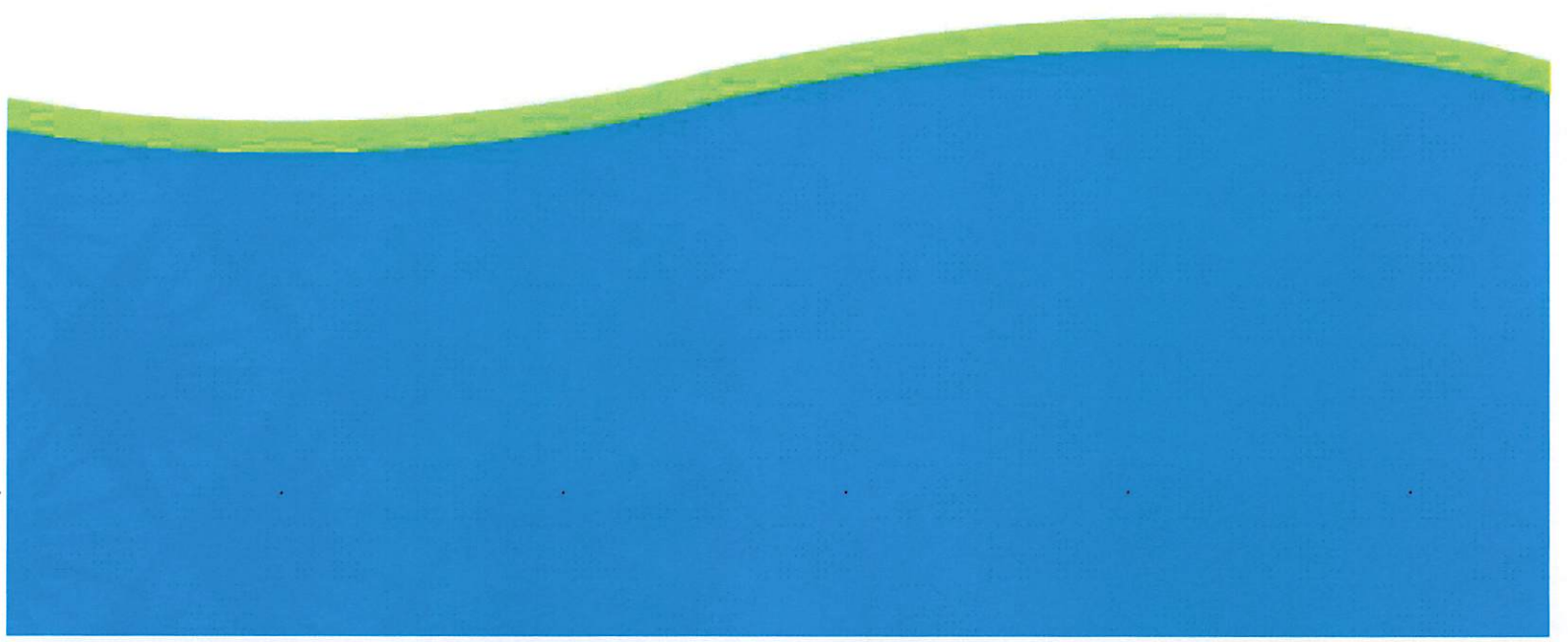




BY-LAW



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1 HEAD OFFICE

The address of the head Office of the Agency shall be in the Town of Essex, in the County of Essex, in the Province of Ontario, or at such other location in Essex County as the Board may from time to time determine by resolution or special resolution, in accordance with the Act.

2 SEAL

The Corporate Seal of the Agency shall be in the form impressed hereon.

3 MEMBERSHIP

3.1 Composition

Membership in the Agency shall consist of the following 5 classes:

- (a) General Membership (voting);
- (b) Life Membership (voting);
- (c) Honourary Life Membership (non-voting);
- (d) Affiliated Membership (non-voting); and
- (e) Corporate Membership (non-voting).

3.2 Eligibility and Responsibilities

3.2.1 General Membership

General Membership in the Agency shall be available to individuals (not corporations or other entities) who:

- (i) are interested in furthering the Agency's purposes, goals and objectives;
- (ii) have paid the required annual fee, (in accordance with Section 3.3 below); and
- (iii) who have applied for and been accepted into General Membership in the Agency.

Employees of the Agency and employees of other local Community Living organizations shall not be eligible for a General Membership. Each General Member shall be entitled to receive notice of, attend and have one (1) vote at each meeting of the members. Each General Member shall remain a member of the Agency until the end of the fiscal year of the Agency in which their application was approved and their fee received (in accordance with Section 3.3 below) unless such membership is terminated earlier as provided for in the By-laws of the Agency or under the Act.

It is the responsibility of the General Members to be informed; to pay annual fees; to attend members' meetings; to propose motions and resolutions; to speak; to vote; to hold accountable those to whom authority is delegated; and to exercise all rights and privileges vested in the membership by laws, the By-laws of the Agency and the adopted rules of the Agency.

3.2.2 Life Membership

The Board may, in the Board's sole discretion, confer a Life Membership in the Agency upon an individual who has contributed long and distinguished service to the Agency. A Life Member is not required to pay any annual fees to maintain their Life Membership in the Agency and each Life Member shall be entitled to receive notice of, attend and have one (1) vote at each meeting of the members.

3.2.3 Honourary Life Membership

The Board may, in the Board's sole discretion, confer an Honourary Life Membership in the Agency upon an individual who has made an outstanding contribution of service to the Agency. An Honourary Life Member is not required to pay any annual fees to maintain their Honourary Life Membership in the Agency. Each Honourary Life Member shall be entitled to receive notice of and to attend all meetings of the members, but Honourary Life Members shall not be entitled to vote at any meetings of the members.

An Honourary Life Member may simultaneously be a General Member of the Agency, upon fulfilling any prerequisites to becoming a General Member, as set out in Section 3.2.1 above.

3.2.4 Affiliated Membership

Affiliated Membership in the Agency shall be available to individuals who:

- (i) are employed by the Agency or other local Community Living organizations, Regional Councils, Provincial or National Community Living organizations with which the Agency is affiliated;
- (ii) are interested in furthering the Agency's purposes, goals and objectives;
- (iii) have paid the required annual fee, (in accordance with Section 3.3 below); and
- (iv) have applied for and been accepted as an Affiliated Member in the Agency.

Each Affiliated Member shall be entitled to receive notice of and to attend all meetings of the members, but each Affiliated Member shall not be entitled to vote at any meetings of the members.

3.2.5 Corporate Membership

Corporate Membership in the Agency shall be available to any corporation who:

- (i) is interested in furthering the Agency's purposes, goals and objectives;
- (ii) has paid the required annual fee, (in accordance with Section 3.3 below); and

- (iii) has applied for and been accepted as a Corporate Member in the Agency.

Each Corporate Member shall be entitled to receive notice of and to attend all meetings of the members, but each Corporate Member shall not be entitled to vote at any meetings of the members.

3.3 Fees

The fees payable by members shall be such, as established from time to time by majority vote of the Board of Directors. Membership fees shall be payable upon application for membership in the Agency and thereafter at least 21 days prior to the Annual Meeting of Members.

3.4 Transfer of Membership

All classes of membership in the Agency shall only be transferred back to the Agency.

3.4.1 Termination of Membership

Membership in the Agency (regardless of class of membership) shall terminate upon the happening of any one of the following:

- (i) the member dies or resigns by resignation in writing addressed to the Board of Directors;
- (ii) the member is expelled or their membership is otherwise terminated in accordance with the Articles or By-laws;
- (iii) the member fails to pay their membership fees, as required in Section 3.3;
- (iv) the member's term of membership expires; or
- (v) the Agency is liquidated and dissolved under the Act.

Subject to the Articles, upon any termination of membership, the rights of the member automatically cease to exist.

3.4.2 Discipline of Members

The Board of Directors shall have authority to suspend or expel any member (regardless of the class of membership) from the Agency for any one or more of the following grounds:

- (i) violating any provision of the Articles, By-laws or written policies of the Agency;
- (ii) carrying out any conduct that may be detrimental to the Agency as determined by the Board in its sole and absolute discretion; or
- (iii) any other reason that the Board acting in good faith considers to be fair and reasonable, having regard to the purposes of the Agency.

If the Board of Directors determines that a member should be suspended or expelled from membership in the Agency, the Chair, or such other officer as may be

designated by the Board of Directors, shall provide fifteen (15) days' prior written notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion.

The member may make a written submission to the Chair, or such other officer as may be designated by the Board of Directors, in response to the notice received prior to the next meeting of the Board of Directors. If no written submission is received, the Chair, or such other officer as may be designated by the Board of Directors, may proceed to notify the member that the member is suspended or expelled from membership in the Agency.

If a written submission is received in accordance with this Section 3.4.2, the Board of Directors will give the member an opportunity to be heard orally or in writing, or in another format permitted by the Articles or By-laws, not less than five days before the suspension or expulsion of membership becomes effective. The Board of Director's decision shall be final and binding on the member without any further right of appeal.

3.5 Members' Meetings

The following describes the Meetings of the Members of the Agency:

3.5.1 Annual Meeting of Members

The Annual Meeting of Members shall be held not more than ninety (90) days after the end of the fiscal year of the Agency at a time and place as shall be determined by the Board of Directors for the transaction of the following business:

- Approval of the Minutes of the previous Meeting of the Membership;
- Receiving reports of the activities of the Agency during the preceding year;
- Review of the annual financial statement and the report of the Auditors;
- The appointment of Auditors for the current year;
- The election of Directors to fill any vacancies on the Board of Directors;
- Member's agenda items, which the Secretary/Executive Director received notice of, in accordance with the Act and Section 3.5.4 below.
- Other business relating to the affairs of the Agency which a majority of the voting members present at the meeting by resolution consent to discuss.
- Transaction of any other business, either special or general, which is deemed pertinent to the interests of the membership, by the Board of Directors, and which may properly come before the Annual Meeting of Members, in accordance with the Act.

3.5.2 Special Meetings of Members

A special meeting of members shall be called by a resolution of the Board

of Directors. The Board of Directors shall also call a Special meeting of members in accordance with the Act on the written requisition of members carrying not less than 10% of the voting rights. If the Board of Directors does not call a meeting within 21 days of receiving the requisition, any member who signed the requisition may call the meeting. The business to be transacted at a Special meeting of members shall be limited to that specified in the call for the meeting.

3.5.3 Members Agenda Items

Any voting member wishing to have any matter connected with the affairs of the Agency brought up or discussed at any meeting shall notify the Secretary/Executive Director of the Agency, in writing, of such matter at least twenty-one (21) days before the meeting; upon receipt of such a notification the Secretary/Executive Director shall place the matter on the agenda of the meeting.

3.5.4 Notice of Meetings

Notice of an Annual or Special meeting of members shall include the date, time, place, and general nature of the business to be transacted at the meeting. Notice shall be sent to each member entitled to receive notice of the meeting, each Director and the Auditor of the Agency. Service may be effected by personal service, prepaid regular mail or email, or as otherwise permitted under the Act, at least ten (10) days and not more than fifty (50) days prior to the meeting.

3.5.5 Virtual Meetings

Subject to the provisions of the Articles, if any, a meeting of the members may be held entirely by one or more electronic means or by any combination of in-person attendance and by one or more electronic means, such that all persons entitled to attend the meeting are able to reasonably participate. A person who, through electronic means votes at or attends a meeting of the members is deemed for the purposes of the Act to be present at the meeting. Participation by electronic means does not include participation by telephone. No person may appear or attend at a meeting of the members by telephone.

3.5.6 Quorum

A quorum at meetings of the membership shall be the presence of ten members who are eligible to vote.

3.5.7 Voting Rights

Each General Member and Life Member of the Agency present at meetings of members shall be entitled to one vote each. General Members and Life Members are not permitted to utilize a proxy or appoint a proxyholder if they are unable to attend a meeting of the members. No proxyholders shall be permitted.

3.5.8 Voting Procedures

Unless a higher percentage of votes is required by law, a majority of votes of the members entitled to vote and that are present shall decide every question. Every question shall be decided in the first instance by a show of hands and, unless a count, a roll call vote, or a ballot is demanded by a member, a declaration by the Chair 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 conclusive evidence of the fact without proof of the number or proportion of the votes accorded in favour or against such a motion or resolution.

4 BOARD OF DIRECTORS

4.1 Composition

4.1.1 Directors

If the Articles provide for a minimum and maximum number of Directors, the affairs of the Agency shall be managed by a Board of Directors which consists of the fixed number of Directors as determined from time to time by special resolution or, if the special resolution empowers the Board of Directors to determine the number, by resolution of the Board of Directors. The immediate Past Chair shall serve as a Director ex-officio of the Agency and shall be included in the fixed number of Directors as determined from time to time.

4.1.2 Vacancies

Vacancies on the Board of Directors, except in that Directorship position held in ex-officio capacity by the immediate Past Chair, shall as long as a quorum of Directors remains, be filled by the Board of Directors from eligible members of the Agency except that when a vacancy occurs within a period of sixty (60) days prior to the date of the Annual Meeting of Members, such vacancy shall be filled by nomination and election at the Annual Meeting of Members.

4.2 Eligibility

Each Director of the Agency shall:

- (i) be eighteen (18) years of age or more;
- (ii) be a General Member or Life Member of the Agency;
- (iii) not be an employee of the Agency; and,
- (iv) not be disqualified under the Act.

4.3 Responsibilities

The Board of Directors shall be responsible for the management and conduct of all affairs of the Agency in accordance with the Articles and By-laws and the formulation of necessary policies; and in so doing shall:

- a. elect or appoint the Officers of the Agency and elect members of the Executive Committee and the individuals to act as chairs of the Nomination Committee

and any Standing Committees;

- b. appoint and constitute additional Task Groups as it deems necessary;
- c. authorize necessary expenditures including the purchase and rental of property and the making of contracts;
- d. authorize the borrowing of money upon the credit of the Agency 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 favour of any approved lender or creditor any property of the Agency, real or personal, movable or immovable, present or future, including book debts, unpaid calls, rights, powers, undertakings, franchises and the Agency's own debentures, as security for the fulfilment of any liabilities or obligations, present or future, of the Agency to any approved lender or creditor and may empower any approved lender or creditor 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 Agency all such cheques, promissory notes, bills of exchange, drafts, acceptances, orders for the 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 Agency;
- e. authorize the signing by such Officers, employees, or agents as shall be determined by the Board of Directors, of all cheques, instruments, deeds, conveyances, transfers, mortgages, changes, bills of exchange or other orders for payment of money, notes or other evidence of indebtedness issued in the name of the Agency; and,
- f. appoint managing staff, as appropriate, and exercise through the Chair such direction over administrative affairs as is necessary for effective pursuit of the Agency's objectives.

Any and all actions of the Board of Directors may be reviewed by the membership at the Annual Meeting of Members, but no action taken or right acquired by such action shall be prejudicially affected by any amendment or rejection of the action.

4.4. Meetings of the Board of Directors

4.4.1 Regular Meetings of the Board of Directors

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.

4.4.2 Special Meetings of the Board of Directors

Special Meetings of the Board of Directors may be called by the Chair or the 1st Vice-Chair in the absence of the Chair or on petition to the Secretary/Executive Director by any three Directors.

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

4.4.3 Participation by Telephone/Electronic Means

Subject to the provisions of the Articles, if any, meetings of the Board of Directors may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means, provided that all persons participating in the meeting are able to communicate with each other simultaneously and instantaneously, and a director participating in a meeting by those means shall be deemed, for the purposes of this By-law, to be present at the meeting.

4.4.4 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 of Directors meeting is held on a regular day or date each month or immediately following a meeting of the members of the Agency. 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.

4.4.5 Quorum

A quorum shall be a majority of Directors then in office. No official 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.

4.4.6 Voting Rights

Each Director present at the meeting shall be entitled to one vote. In the case of an equality of votes, the Chair shall have a second or casting vote in addition to their original vote as a Director.

4.4.7 Voting Procedures

A majority of votes of the Directors present unless otherwise required by law, the Articles or the By-laws, or the adopted Rules of the Agency 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 Chair that the motion 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 favour or against such motion.

4.5 Removal for Cause

4.5.1 The voting members of the Agency may, by an ordinary resolution passed by a majority of the votes cast at a Special Meeting of the Members of which notice has been given, remove any Director from office other than an ex officio Director, before the expiration of their term of office and may, by a majority of votes cast at that Special Meeting of Members, elect any eligible person to serve the remainder of the term.

4.5.2 If a Director misses three (3) consecutive meetings without prior approval of the Board of Directors, such Director will be subject to removal for cause under Section 4.5.1.

4.6 Remuneration

Directors shall serve without remuneration and no Director shall indirectly or directly receive any remuneration, salary or profit from the position of Director, or for any service rendered to the Agency, Regional Councils, affiliated Local Associations, the Provincial Association, or the National Association provided that Directors may be reimbursed for reasonable expenses incurred in the performance of their duties. (See Travel and Expense Reimbursement Policy PER 200-05).

4.7 Indemnity

Every Director and Officer of the Agency and his or her heirs, executors and administrators and estate and effects, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Agency from and against:

- a. All costs, charges and expenses, whatsoever such Director or Officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in or about the execution of the duties of his or her office; and,
- b. All other costs, charges and expenses he or she sustains or incurs in or about or in relation to the affairs of the Agency;

Excepting such costs, charges and/or expenses that are occasioned by his or her own negligence or default or failure to act honestly and in good faith with a view to the best interests of the Agency.

4.8 Conflict of Interest

4.8.1 Fiduciary Duty

Every Director is in a fiduciary relationship with the Agency and is under an obligation to act in the utmost good faith towards the Agency when dealing with it or on its behalf. No Director shall place himself or herself in a position where the Director's other interests conflict with the Director's duties to the Agency.

4.8.2 Declaration of Interest

Every Director shall, upon election to the Board of Directors, provide the Agency with a Declaration, in form approved by the Board of Directors from time to time, confirming that the Director has no knowledge of any matter which would constitute a conflict between the Director's duties to the Agency and the Director's other interests. Every Director who is in any way directly or indirectly interested in an existing or proposed contract, transaction or arrangement with the Agency or who otherwise has a conflict of interest shall declare the interest fully at the beginning of the earliest scheduled meeting of the Board of Directors at which or after which the interest arises in the manner prescribed by the Act.

4.8.3 Absenting from Vote

Every Director who has declared an interest pursuant to Section 4.8.2 above, shall refrain from discussion and voting on the matter on which the Director has declared a conflict and shall leave the meeting during the discussion and vote on the matter. Every disclosure of interest, and each Director's withdrawal from discussion and voting as a result thereof, shall be recorded in the minutes of the meeting.

4.8.4 Deemed Conflict of Interest

Every interest of an immediate family member of a Director in any matter referred to in Section 4.8.2 above shall be deemed to be an interest of that Director.

4.8.5 Policies

The Board of Directors shall maintain and publish policies of the Agency including, but not limited to, Conflict of Interest, Purchasing and Human Resources policies in conformity with applicable law, regulations, and governmental policies and directives, which shall, among other matters, provide mechanisms to identify and avoid potential actual and perceived conflicts of interest of the Directors, Officers, Employees, Agents, Contractors and Suppliers of the Agency.

4.8.6 Quorum

No Director who has declared an interest pursuant to Section 4.8.2 above shall be counted in the quorum necessary for the consideration of that matter, but no quorum shall be lost merely because of this provision.

5 OFFICERS

5.1 Composition

The officers of the Agency shall be a Chair, 1st Vice-Chair, 2nd Vice-Chair, Past Chair, Treasurer, and Secretary/Executive Director.

5.1.1 Vacancies

(i) If a vacancy occurs in the office of the Chair or if for any reason the Chair

is no longer able to act in that capacity, the 1st Vice-Chair is authorized to act and to assume all responsibilities of the office of the Chair;

- (ii) A meeting of the Board of Directors shall be held within four weeks of a vacancy in the office of the Chair for the purpose of electing a Chair;
- (iii) Vacancies in other offices shall be filled by the Directors for the balance of the unexpired terms from amongst those eligible to serve.

5.2 Responsibilities

5.2.1 Chair

The Chair shall:

- (i) be a Director;
- (ii) represent the Agency in the community;
- (iii) preside at all Membership Meetings and act as Chair of the Board of Directors and the Chair of the Executive Committee;
- (iv) be a member ex-officio of all Committees except the Nomination Committee.

5.2.2 1st Vice-Chair

1st Vice-Chair shall:

- (i) be a Director;
- (ii) assume the duties of the Chair in the absence, for any reason, of the Chair;
- (iii) carry out such other duties as are assigned by the Board of Directors or the Chair.

5.2.3 2nd Vice-Chair

2nd Vice-Chair shall:

- (i) be a Director;
- (ii) assume the duties of the 1st Vice-Chair in the absence, for any reason of the 1st Vice-Chair;
- (iii) carry out such other duties as are assigned by the Board of Directors or the Chair.

5.2.4 Past Chair

The Past Chair shall:

- (i) be the Director who ceased acting as Chair immediately prior to the appointment of the incumbent Chair;
- (ii) act in an advisory capacity to the Chair and other Directors, if needed;
- (iii) act as the chair of the Nominating Committee;
- (iv) carry out such other duties as are assigned by the Board of Directors or the Chair.

5.2.5 Treasurer

The Treasurer shall be a Director and ensure that:

- (i) general supervision over the financial administration of the Agency is maintained;
- (ii) full and accurate accounts of all receipts and disbursements are maintained;
- (iii) all monies or other valuable effects in the name of and to the credit of the Agency are deposited in such banks as may be directed by the Board of Directors;
- (iv) disbursement of funds is in accordance with the direction of the Board of Directors;
- (v) the books of account for audit at the close of the fiscal year are submitted and the audited financial statements are presented to the membership at the Annual Meeting of Members.

5.2.5 Secretary/Executive Director

The office of Secretary shall be filled by the Executive Director who shall:

- (i) be appointed by the Executive Committee and report to the Chair under the terms of a written employment contract;
- (ii) act as Secretary at meetings of the members and to the Board of Directors and to the Executive Committee and as Executive Officer of the Agency; and have no vote in motions at Board of Directors meetings;
- (iii) ensure that Agency business is conducted in accordance with the Articles and By-laws and further policies established by the Board of Directors;
- (iv) ensure the maintenance of accurate records of all Membership, Board of Directors and Executive meetings; control all correspondence; receive all reports of Committee chairs and present reports, statements, budgets, or surveys required by Directors, Committees, or outside agencies; and be

the custodian of the Agency's corporate seal and all its documents;

- (v) be a member ex-officio of all Committees of the Board of Directors with the privilege of designating a substitute;
- (vi) be responsible for the hiring and direction of staff and for the maintenance and development of Agency programs and supports and for the day-to-day management of the Agency in accordance with the policies established by the Board of Directors;
- (vii) recommend policies regarding human resource needs and practices and all other matters as required;
- (viii) be responsible for the performance and conduct of all staff in accordance with the policies of the Board of Directors and be responsible for final dismissal of staff where just cause has been established.

5.3 Removal for Cause

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

6 EXECUTIVE COMMITTEE

6.1 Composition

The Executive Committee shall consist of the Chair, the 1st Vice- Chair, the 2nd Vice-Chair, the Treasurer, the Secretary/Executive Director (ex-officio) and the Past Chair, when applicable. Additional Directors may be enlisted for specific purposes and shall at that time have all rights and privileges of the committee.

6.1.1 Vacancies

Vacancies on the Executive Committee shall be filled immediately by the Board of Directors for the remainder of the unexpired term provided that all requirements of the By-laws are met.

6.2 Responsibilities

The Executive Committee shall:

- (i) be responsible for the management of the affairs of the Agency in the periods between meetings of the Board of Directors;
- (ii) act for the Board of Directors in the interim between meetings on matters requiring immediate attention and that are consistent with approved Board of Directors policies or decisions and as permitted under the Act;
- (iii) consider all emergency requests for funds and may in such circumstances, authorize on behalf of the Board of Directors, expenditures not provided for in the adopted budget, provided same is in accordance with the Act;

- (iv) be responsible for the appointment of the Executive Director position;
- (v) be the planning committee of the Board of Directors and shall be responsible for corporate financial planning, co-ordinating the work of the Board of Directors and recommending its priorities and new direction.

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

6.3 Meetings

Regular Meetings of the Executive Committee shall be as required at the call of the Chair or on written request to the Secretary/Executive Director by any one member of the Executive Committee.

6.3.1 Notice

Notice of meetings shall be communicated by either phone, email, fax or letter to all members of the Executive Committee at least one day prior to the meeting except that such notice may be waived by vote of all members of the Committee.

6.3.2 Quorum

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

6.3.3 Participation by Telephone

Meetings of the Committee may, if all the members of the Committee, present at or participating in the meeting consent, be held by such telephone, electronic or other communication facilities, or such combination thereof and in-person as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a member of the Executive Committee participating in a meeting by any of those means shall be deemed, for the purposes of this By-law, to be present at the meeting.

7 STANDING COMMITTEES

The Board of Directors may establish Standing Committees to be responsible to undertake planning for major activities of the Agency as is necessary to carry out the business of the Agency. No Committee shall have the authority to bind the Agency for the payment of money or the performance of any contract or the carrying out of any obligation or duty, the authority to do so hereby being specifically reserved expressly unto the Board of Directors, Executive Committee, or the duly authorized personnel and elected officers of the Agency.

7.1 Composition

Each standing committee may consist of:

- (i) a member of such Standing Committee to act as chair thereof;
- (ii) one or more Directors;

- (iii) the Secretary/Executive Director (ex-officio) and the senior staff positions of the particular activities for which the Standing Committee is responsible; and,
- (iv) other members, as required.

7.2 Vacancies

Vacancies in the position of chair of a particular Standing Committee shall be filled by the Board of Directors. Other vacancies with the exception of staff positions shall be filled at the discretion of the member of such Standing Committee who is acting as chair thereof.

7.3 Responsibilities

Each Standing Committee shall undertake such assignments as the Board of Directors may request and shall be responsible for:

- (i) the formulation and recommendation to the Board of Directors of policies affecting the activities for which it is responsible;
- (ii) the monitoring of the observance of such policies, and the evaluation of the activities; and,
- (iii) the preparation of an Annual Report of the activities for which it is responsible, to be presented to the Membership annually by the Board of Directors.

7.4 Meetings

Each Standing Committee shall have at least seven (7) meetings within each fiscal year of the Agency.

7.4.1 Participation by Telephone

Meetings of Standing Committees may, if all members of the specific Standing Committee, present at or participating in the meeting consent, be held by such telephone, electronic or other communication facilities, or such combination thereof and in-person as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a member of the Standing Committee participating in a meeting by any of those means shall be deemed, for the purposes of this By-law, to be present at the meeting.

7.5 Quorum

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

8 NOMINATING COMMITTEE

8.1 Composition

The Nominating Committee shall consist of:

- (i) the Past Chair, or if unavailable, another individual appointed by the Board of Directors to act as chair of the Nominating Committee (the “Nominating

Chair”);

- (ii) an additional member of the Board of Directors; and,
- (iii) three (3) General Members or Life Members (or a combination thereof) of the Agency who are not Directors.

8.2 Vacancies

Vacancies on the Nominating Committee shall be filled by the Board of Directors from those eligible to serve according to the provisions of Section 8.1 above.

8.3 Eligibility

Each member of the Nominating Committee shall be a General Member or Life Member of the Agency.

8.4 Non-Disqualification

No member of the Nominating Committee who is otherwise qualified shall be disqualified from nomination for election as a Director.

8.5 Responsibilities

The Nominating Committee shall:

- (i) solicit from the membership potential nominees for election to the Board of Directors;
- (ii) circulate to the membership at least 21 days prior to the Annual Meeting of Members its recommendations of nominees for election to the Board of Directors; and,
- (iii) present to the membership at the Annual Meeting of Members, its recommendation of nominees for election to the Board of Directors.

8.6 Meetings

The Nominating Committee shall meet at the call of the Nominating Chair and at least twice during the fiscal year of the Agency.

9 TASK GROUPS

Task Groups may be constituted by the Board of Directors to carry out designated duties not covered under Standing Committees and such Task Groups will be disbanded once their designated duty is completed. Membership and terms of reference shall be as designated by the Board of Directors.

10 NOMINATION AND ELECTION PROCEDURES

10.1 Board of Directors

The Nominating Chair shall place before the members at the Annual Meeting of Members the names of those members that the Nominating Committee is nominating to fill the vacancies on the Board of Directors. Upon nominations being closed, election shall be by show of hands or, if required by the Nominating Chair, or requisitioned by any voting member of the Agency, by ballot and the Nominating Chair at the Annual Meeting of Members shall declare the members receiving the highest number of votes to be duly elected to the Board of Directors.

10.2 Officers

At the first meeting of the Board of Directors following the Annual Meeting of Members, the Board of Directors shall elect from amongst its members a Chair, 1st Vice- Chair, 2nd Vice- Chair and a Treasurer. The Secretary/Executive Director is appointed as per Section 5.2.5.

11 TERMS OF OFFICE

11.1 Board of Directors

The term of office for the Board of Directors shall be two (2) years with at least one half of said positions coming up for election in each fiscal year of the Agency. Directors shall be eligible for re-election at the expiry of their term.

11.2 Elected Officers

Appointed Officers shall serve one (1) year terms and shall be eligible for re-appointment for additional terms.

11.3 Committees

The Executive, Standing, and Nominating Committees shall dissolve annually and be reconstituted on the election of Officers and chairs. Task Groups shall exist only as long as required to complete their designated duties.

Appointed Committee members shall serve one (1) year terms and shall be eligible for reappointment.

12 FISCAL YEAR

The fiscal year of the Agency shall be from April 1 to March 31.

13 AFFILIATION WITH CLO and INCLUSION CANADA

The Agency shall be affiliated with Community Living Ontario and Inclusion Canada and shall pay dues and support the goals and objectives of these affiliated associations.

14 CONFLICT WITH LAW OR ARTICLES.

This By-law is enacted subject to any applicable law and the Articles. Whenever this By-law may conflict with any applicable law or the Articles, such law or Articles shall be paramount and shall govern.

15 RULES OF ORDER

Subject to the paramount terms of the Act, the Articles and the express provisions of the By-laws of the Agency, the Parliamentary Authority for the Agency shall be the current edition of "Robert's Rules of Order".

16 AMENDMENTS TO BY-LAWS

Subject to the Articles, if any, and the Act, which requires a special resolution of the members in certain instances, the Board of Directors may, by resolution, make, amend or repeal any By-laws. Any such By-law, amendment or repeal shall be effective from the date of the resolution of the Board of Directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the By-law,

amendment or repeal is confirmed or confirmed as amended by the members, it remains effective in the form in which it was confirmed. The By-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

17 REPEAL

All previous By-laws of the Agency are repealed as of the coming into force of this By-law. The repeal shall not affect the previous operation of any By-laws so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under or the validity of any contract or agreement made, or the validity of any Articles or predecessor charter documents of the Agency obtained, under any such By-law before its repeal. All officers and persons acting under the provisions of this By-law, and all resolutions of the members or the Board of Directors or any Committee with continuing effect passed under any repealed By-laws shall continue to be good and valid except to the extent inconsistent with this By-law and until amended or repealed.

APPENDIX A

Definitions.

In the By-laws of the Agency, unless the context otherwise requires, the following words shall have the following meanings:

"Act" means the Ontario *Not-for-profit Corporations Act, 2010*, S.O. 2010, c. 15 (ONCA).

"Agency" means Community Living Essex County.

"Articles" means the original or restated letters patent, supplementary letters patent, articles of incorporation or articles of amendment, amalgamation, continuance, arrangement, continuance, dissolution, reorganization, or revival of the Agency.

"Board of Directors" means the board of directors of the Agency.

"By-law" or "By-laws" means this By-law and any other By-law of the Agency which are, from time to time, in force and effect.

"Chair" means the chair of the Board of Directors.

"Director" means a member of the Board of Directors.

"entity" means a body corporate, a partnership, a trust, a joint venture or an unincorporated association or organization.

"meeting of members" or "members' meeting" means an annual meeting of members and a special meeting of members.

"member" means a member of the Agency.

"officer" means an officer of the Corporation.

"ordinary resolution" includes a resolution of the members passed by a majority of the votes cast on that resolution or consented to by each member of the corporation entitled to vote at a meeting of the members of the corporation or the member's attorney.

"special meeting of members" includes a meeting of any class or classes of members, and a special meeting of all members entitled to vote at an annual meeting of members.

"special resolution" includes a resolution of the members passed by a majority of not less than two-thirds of the votes cast on that resolution or consented to by each member of the Agency entitled to vote at a meeting of the members of the corporation or the member's attorney.

Other Definitions. Unless otherwise defined herein, the defined terms set out in the Act have the same meanings as when used in this By-law. For the purposes of this By-law, (a) the words "include", "includes" and "including" shall be deemed to be followed by the words "without limitation"; (b) the word "or" is not exclusive; (c) the words "herein", "hereof", "hereby", "hereto" and "hereunder" refer to this By-law as a whole; (d) whenever the singular is used herein, the same

shall include the plural, and whenever the plural is used herein, the same shall include the singular, where appropriate; and (e) whenever the masculine is used herein, the same shall include the feminine, and whenever the feminine is used herein, the same shall include the masculine, where appropriate. Unless the context otherwise requires, references herein: (i) to sections mean the sections of this By-law; (ii) to an agreement, instrument or other document means such agreement, instrument or other document as amended, supplemented and modified from time to time to the extent permitted by the provisions thereof; and (iii) to a statute, including the Act, means such statute as amended from time to time and includes any successor legislation thereto and any regulations promulgated thereunder.

The foregoing By-law was enacted by the Directors of the Agency, pursuant to the Ontario Not-for-profit Corporations Act, 2010 at a meeting held on the 2nd day of October, 2024, as evidenced by the signature of the corporate officers hereto:

Dated the 2nd day of October, 2024

Sue Desjarlais

Chair
Sue Desjarlais

Karen Bolger

Secretary
Karen Bolger

The members of the Agency confirmed the above By-law at a special meeting of the members held on the 11th day of October, 2024, in accordance with the Ontario Not-for-Profit Corporations Act, 2010.

Dated the 11th day of October, 2024

Sue Desjarlais

Chair
Sue Desjarlais

Karen Bolger

Secretary
Karen Bolger