

BY-LAWS

General revision, by the Membership, November, 1995

Revision, by the Membership, June, 1997

Revision, by the Membership, June, 1998

Revision, by the Membership, June, 1999

Revision, by the Membership, June, 2003

Revision, by the Membership, April, 2016

BY-LAWS – TABLE OF CONTENTS

| Contents | Bylaw # | Page # |
|------------------------------------|---------|--------|
| Head Office | 1 | 2 |
| Seal | 2 | 2 |
| Membership | 3 | 2 |
| ▪ Composition | 3.1 | 2 |
| ▪ Eligibility and Responsibilities | 3.2 | 2 |
| ▪ Dues | 3.3 | 3 |
| ▪ Termination | 3.4 | 3 |
| ▪ Meetings | 3.5 | 3 |
| Board of Directors | 4 | 5 |
| ▪ Composition | 4.1 | 5 |
| ▪ Eligibility | 4.2 | 5 |
| ▪ Responsibilities | 4.3 | 5 |
| ▪ Meetings | 4.4 | 6 |
| ▪ Removal for Cause | 4.5 | 8 |
| ▪ Remuneration | 4.6 | 8 |
| ▪ Indemnity | 4.7 | 8 |
| ▪ Conflict of Interest | 4.8 | 8 |
| Officers | 5 | 9 |
| ▪ Composition | 5.1 | 9 |
| ▪ Responsibilities | 5.2 | 10 |
| ▪ Removal for Cause | 5.3 | 12 |
| Executive Committee | 6 | 12 |
| ▪ Composition | 6.1 | 12 |
| ▪ Responsibilities | 6.2 | 12 |
| ▪ Meetings | 6.3 | 13 |
| Standing Committees | 7 | 13 |
| ▪ Composition | 7.1 | 13 |
| ▪ Vacancies | 7.2 | 13 |
| ▪ Eligibility | 7.3 | 14 |
| ▪ Responsibilities | 7.4 | 14 |
| ▪ Meetings | 7.5 | 14 |
| ▪ Quorum | 7.6 | 14 |
| Nominating Committee | 8 | 14 |
| ▪ Composition | 8.1 | 14 |
| ▪ Vacancies | 8.2 | 14 |
| ▪ Eligibility | 8.3 | 15 |
| ▪ Non-Disqualification | 8.4 | 15 |
| ▪ Responsibilities | 8.5 | 15 |
| ▪ Meetings | 8.6 | 15 |
| Task Groups | 9 | 15 |
| Nomination and Election Procedures | 10 | 15 |
| ▪ Board of Directors | 10.1 | 15 |
| ▪ Officers | 10.2 | 15 |
| Terms of Office | 11 | 16 |
| ▪ Board of Directors | 11.1 | 16 |
| ▪ Elected Officers | 11.2 | 16 |
| ▪ Committees | 11.3 | 16 |
| Fiscal Year | 12 | 16 |
| Affiliation with CLO and CACL | 13 | 16 |
| Rules of Order | 14 | 16 |
| Amendments to Bylaws | 15 | 16 |
| Interpretation | 16 | 16 |
| Appendix A: Fee Schedule | | |

1 HEAD OFFICE

The head Office of the Association shall be in the Town of Essex, in the County of Essex, in the Province of Ontario as provided in the letters patent.

2 SEAL

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

3 MEMBERSHIP

3.1 Composition

Membership consists of:

1. Voting membership
2. Non-voting membership

3.2 Eligibility and Responsibilities

Members in good standing shall be said to be all eligible persons who support the goal, purposes and objectives of the Association and who pay the required annual fee at least 21 days prior to the Annual General Meeting of members. Life Members and Honourary Life Members shall be members in good standing and shall not pay fees.

The categories of membership shall be as follows:

3.2.1 General Membership

Any person, except an employee of this and other local associations, who has attained age of majority and who supports the goal, purposes, and objectives of the Association.

It is the responsibility of the General Membership to be informed; to pay annual dues; to attend 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 the law, these By-Laws and the adopted rules of the Association.

3.2.2 Life Membership

The Association may confer life membership on any member who has contributed long and distinguished service to the Association upon vote of the Board of Directors.

A Life Member pays no fees but is entitled to all of the privileges of general membership.

3.2.3 Honourary Life Membership

The Association may confer Honourary Life Membership on any person who has made an outstanding contribution of service to the Association upon vote of the Board of Directors.

An Honourary Life Member has no duties, pays no fees, and has no vote. Holding an Honourary Life Membership does not preclude the holding of General Membership by eligible persons.

3.2.4 Affiliated Membership

Affiliated Membership shall be open to any person who is employed by the Association or other Local Associations, Regional Councils, Provincial or National Associations with which this Association is affiliated.

It is the responsibility of the Affiliated Member to support the goal, purposes and objectives of the Association and to pay an annual membership due. Affiliated membership does not entitle the holder to a vote nor to the privilege of election to the Board of Directors.

3.2.5 Corporate Membership

Corporate Membership shall be open to any corporation which supports the goal, purposes and objectives of the Association and pays an annual membership due.

Corporate membership does not entitle the holder to a vote.

3.3 Dues

The dues or 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 and thereafter on April 1 of each fiscal year of the Association. (see Appendix A Fee Schedule). Members who wish to remain in good standing shall pay dues at least 21 days prior to the Annual General Meeting of members.

3.4 Termination

Membership in the Association shall not be transferable and shall cease to exist upon a member's resignation, non-payment of annual membership dues or death. Members may resign from the Association by a resignation in writing addressed to the Board of Directors.

Membership may be terminated by the Board of Directors if the members conduct is not in keeping with the goal, purposes and objectives of the Association. If a membership is terminated and the member so requests, the member shall be heard by a Committee of the Board, struck for the sole purpose of reviewing the termination.

3.5 Meetings

The following describes the Meetings of the Association:

3.5.1 Annual General Meetings

The Annual meeting of members shall be held not more than ninety (90) days after the end of the fiscal year of the Association 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 Association 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 received notice of, in accordance with Article 3.5.4 of these By-Laws.
- Other business relating to the affairs of the Association which a majority of the 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 without prior notice.

3.5.2 Special General Meetings

A Special General Meeting of the membership may be called by a majority of the Board of Directors, by the President, or by the Vice Presidents in the absence of the President, or by notice in writing from ten percent of the members in good standing. The business to be transacted at a Special General Meeting shall be limited to that specified in the call for the meeting. Should it be necessary in an emergency for the Board of Directors or Executive Committee to take action for which no notice was given, such action must be ratified by the membership at its next meeting or at a Special General Meeting called for that purpose of ratification provided that no action which properly requires notice at all times can be taken without such notice.

3.5.3 Members Agenda Items

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

3.5.4 Notice of Meetings

Notice of Annual or Special Meetings shall include the date, time, place, and general nature of the business to be transacted at the meeting. Notice shall be sent to members twenty-one (21) days prior to the meeting or be published in a local newspaper for the two consecutive weeks immediately preceding the member's meeting.

3.5.5 Quorum

A quorum at meetings of the membership shall be the presence of ten members, eligible to vote and in good standing.

3.5.6 Voting Rights

Each general member in good standing present at meetings of members shall be entitled to one vote.

3.5.7 Voting Procedures

Unless a higher percentage of votes is required by law, a majority of votes of the members 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 chairperson that a motion or Resolution has been carried or not carried and

an entry to that effect in the minutes of the meeting shall be 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

The affairs of the Association shall be managed on behalf of the membership by a Board of Directors which consists of ten (10) Directors who shall be elected by the membership; and, in addition, the immediate Past President who shall serve as a Director ex-officio of the Association.

4.1.2 Special Directors

The Board of Directors shall be authorized to appoint, in addition to those Directors elected, no more than two (2) additional persons as Special Directors; Special Directors shall receive notice of all Board Meetings, and shall be eligible to enter into all discussion related to issues at said meetings, but shall not be entitled to hold Executive Office and shall not be entitled to vote on motions at Board meetings.

4.1.3 Vacancies

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

4.2 Eligibility

All Directors shall be eighteen (18) years of age or more and shall be members in good standing of the Association.

4.3 Responsibilities

The Board of Directors shall be responsible to the membership for the management and conduct of all affairs of the Association in accordance with its Letters Patent and By-Laws and the formulation of necessary policies; and in so doing shall:

- a. elect or appoint the Officers of the Association and elect members of the Executive Committee and the Chairpersons of the Nomination 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 Corporation on cheques, promissory notes, bills of exchange or otherwise in such amounts

and subject to such terms as may be considered advisable, and may assign, transfer, convey, hypothecate, mortgage, charge or pledge to or in favour of any approved lender or creditor any property of the Corporation, real or personal, movable or immovable, present or future, including book debts, unpaid calls, rights, powers, undertakings, franchises and the Corporation's own debentures, as security for the fulfilment of any liabilities or obligations, present or future, of the Corporation 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 Corporation 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 Corporation;

- e. authorize any one or more Directors, Officers, employees or agents of the Association to exercise the responsibility of any of the rights, powers and authorities conferred by Article 4.3.d above;
- f. authorize the signing by such Officers, employees, or agents as shall be determined by the Board, 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 Association; and,
- g. appoint managing staff, as appropriate, and exercise through the President such direction over administrative affairs as is necessary for effective pursuit of the Association's objectives.

Any and all actions of the Board of Directors may be reviewed by the membership at the Annual General Meeting, 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

4.4.1 Regular Meetings

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

The Board of Directors shall meet at least once in each month except July and August or at the call of the chair during such time.

4.4.2 Special Meetings

Special Meetings may be called by the President or the Vice-President in the absence of the President or on petition to the Secretary by any three Directors.

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

4.4.3 Participation by Telephone

Meetings of the Board may, if all the directors of the Corporation present at or participating in the meeting consent, be held by such telephone, electronic or other communication facilities as permit all persons participating in the meeting 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 meeting is held on a regular day or date each month or immediately following a meeting of the members of the Association. 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 eligible to vote. 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 excluding the Chairperson who shall only have a vote in the case of a tie. Special Directors are not eligible to vote.

4.4.7 Voting Procedures

A majority of votes of the Directors present unless otherwise required by law or the By-Laws, or the adopted Rules of the Association shall decide every question. Every question shall be decided in the first instance by a show of hands and, unless a count or ballot or a Roll Call vote is demanded, a declaration by the Chairperson that the motion has been carried or not carried and an entry to that effect in the minutes of the meeting shall be 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 members of the Association may, by a Resolution passed by at least two-thirds (2/3) of the votes cast at a Membership Meeting of which notice has been given, remove any Director from office before the expiration of the term of office and may, by a majority of votes cast at that meeting, elect any eligible person to serve the remainder of the term.

4.5.2 If three (3) consecutive meetings are missed without prior approval of the Board of Directors, the Director will be subject to removal for cause under By-Law 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 Association, 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 Corporation 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 Corporation 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;
- b. All other costs, charges and expenses he or she sustains or incurs in or about or in relation to the affairs of the Corporation, except such costs, charges or expenses as 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 Corporation.

4.8 Conflict of Interest

4.8.1 Fiduciary Duty

Every Director is in a fiduciary relationship with the Association and is under an obligation to act in the utmost good faith towards the Association 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 Association.

4.8.2 Declaration of Interest

Every Director shall, upon election to the Board, provide the Association

with a Declaration, in form approved by the Board 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 Association 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 Association 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 Corporations Act.

4.8.3 Absenting from Vote

Every Director who has declared an interest pursuant to Article 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 Article 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 Association 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 Association.

4.8.6 Quorum

No Director who has declared an interest pursuant to Article 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 Association shall be a President, 1st Vice-President, 2nd Vice-President, Treasurer, and Secretary/Executive Director.

5.1.1 Vacancies

- (i) If a vacancy occurs in the office of the President or if for any reason the President is no longer able to act in that capacity the 1st Vice-President

is authorized to act and to assume all responsibilities of the office of the President;

- (ii) A meeting of the Board shall be held within four weeks of a vacancy for the purpose of electing a President;
- (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 President

The President shall:

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

5.2.2 1st Vice-President

1st Vice-President shall:

- (i) assume the duties of the presidency in the absence, for any reason, of the President;
- (ii) carry out such duties as are assigned by the Board of Directors or the President.

5.2.3 2nd Vice-President

2nd Vice-President shall:

- (i) assume the duties of the 1st Vice-Presidency in the absence, for any reason of the 1st Vice-President;
- (ii) carry out such duties as are assigned by the Board of Directors or the President.

5.2.4 Treasurer

The Treasurer shall ensure that:

- (i) general supervision over the financial administration of the Association 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 Association 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 General Meeting.

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 President under the terms of a written employment contract;
- (ii) act as Secretary to the Board of Directors and to the Executive Committee and as Executive Officer of the Association; and have no vote in motions at Board of Directors meetings;
- (iii) ensure that Association business is conducted in accordance with Letters Patent and By-Laws and further policies established by the Board of Directors;
- (iv) ensure the maintenance of accurate records of all Membership, Board and Executive meetings; control all correspondence; receive all reports of Committee Chairpersons and present reports, statements, budgets, or surveys required by Directors, Committees, or outside agencies; and be the custodian of the Association's corporate seal and all its documents;
- (v) be a member ex-officio of all Committees of the Board with the privilege of designating a substitute;
- (vi) be responsible for the hiring and direction of staff and for the maintenance and development of Association programs and supports and for the day-to-day management of the Association 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 President, the two (2) Vice-Presidents, the Treasurer, the Secretary/Executive Director (ex-officio) and the immediate Past President, 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 these By-Laws are met.

6.2 Responsibilities

The Executive Committee shall:

- (i) be responsible for the management of the affairs of the Association in the periods between meetings of the Board of Directors;
- (ii) act for the Board in the interim between meetings on matters requiring immediate attention and that are consistent with approved Board policies or decisions;
- (iii) consider all emergency requests for funds and may in such circumstances, authorize on behalf of the Board, expenditures not provided for in the adopted budget;
- (iv) be responsible for the appointment of the Executive Director position;
- (v) be the planning committee of the Board and shall be responsible for corporate financial planning, co-ordinating the work of the Board and recommending its priorities and new direction.

All actions and decisions so taken by the Executive Committee shall be subject to review by the Board 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 Committee shall be as required at the call of the President or on written request to the Secretary by any one member of the Committee.

6.3.1 Notice

Notice of meetings shall be communicated by either phone, fax or letter to all members of the 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 as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a member of the Committee participating in a meeting by 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 Association as is necessary to carry out the business of the Association. No Committee shall have the 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, 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 Association.

7.1 Composition

Each standing committee may consist of:

- (i) a Chairperson;
- (ii) one or more Directors;
- (iii) the Secretary/Executive Director (ex-officio) and the senior staff positions of the particular activities for which the Committee is responsible; and,
- (iv) other members, as required

7.2 Vacancies

Vacancies in the position of Chairperson shall be filled by the Board of Directors. Other vacancies with the exception of staff positions shall be filled at the discretion of the Chairperson.

7.3 Eligibility
All Committee members shall be eighteen (18) years of age or more and shall be a member in good standing of the Association.

7.4 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.

7.5 Meetings
Each Standing Committee shall have at least seven (7) meetings within each fiscal year.

7.5.1 Participation by Telephone

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

7.6 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) a Chairperson; (the immediate Past President who is ex-officio)
- (ii) an additional member of the Board of Directors; and,
- (iii) three (3) members in good standing who are not Directors

8.2 Vacancies
Vacancies on the Nominating Committee shall be filled by the Board from those eligible to serve according to the provisions of By-Law 8.1 above.

8.3 Eligibility
The Chairperson shall be the immediate Past-President, or, if unavailable, shall be appointed by the Board of Directors. All members of the Committee shall be members of the Association.

8.4 Non-Disqualification
No member of the Nominating Committee who is otherwise qualified shall be disqualified from nomination for any position.

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 General Meeting its recommendations of nominees for election to the Board of Directors; and,
- (iii) present to the membership at the Annual General Meeting, its recommendation of nominees for election to the Board of Directors.

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

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 Chairperson of the Nominating Committee shall place before the members at each Annual General Meeting the names of those members that the Committee is nominating to fill the vacancies on the Board. Upon nominations being closed, election shall be by show of hands or, if required by the Chairperson or requisitioned by any member, by ballot and the Chairperson of the Annual General Meeting of members shall declare the members receiving the highest number of votes to be duly elected to the Board of Directors. In the case of a tie for the last position for the Board of Directors a second vote shall decide

10.2 Officers

At the first meeting of the Board following the Annual Meeting, the Board shall elect from amongst its members a President, two Vice-Presidents and a Treasurer. The Secretary/Executive Director is appointed as per By-Law 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.

11.2 Elected Officers

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

11.3 Committees

The Executive, Standing, and Nominating Committees shall dissolve annually and be reconstituted on the election of Officers and Chairpersons. 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 Association shall be from April 1 to March 31.

13 AFFILIATION WITH CLO and CACL

The Association shall be affiliated with Community Living Ontario and the Canadian Association for Community Living and shall pay dues and support the goals and objectives of these affiliated Associations.

14 RULES OF ORDER

All meetings of the Association shall be conducted in accordance with Robert's Rules of Order except to the extent of conflict with the express provisions of this By-Law in which case the provisions of By-Law shall govern.

15 AMENDMENTS TO BY-LAWS

The By-Laws of the Association may be amended at the Annual General Meeting of members or at a Special General Meeting of members called for the purpose of such amendments by a majority of votes of eligible members present at such meetings provided that such members constitute a quorum. Notice of Motion to amend including details of proposed amendments must be received by the Secretary not later than thirty (30) days prior to the Annual or Special General Meeting. Copies of notice of motion shall be mailed by the Secretary to all members in good standing at least fourteen (14) days before the Annual or Special General Meeting.

16 INTERPRETATION

The provisions of this By-law shall prevail over any other By-law previously enacted by the Association, in the event of conflict with this by-law. The former general By-Law is repealed upon the effective date of the coming into force of this new By-Law.

FEE SCHEDULE

As confirmed by the Board of Directors on December 5, 2018.

| | |
|---------------------------------|--------|
| General Membership..... | 10.00 |
| Life Membership..... | N/C |
| Honourary Life Membership | N/C |
| Affiliated Membership..... | 10.00 |
| Corporate Membership | 150.00 |