



## Lakehead Social Planning Council

### By-Laws

Enacted on:

Approved by the Board of Directors: April 25, 2017

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## **BY-LAW #1**

A By-law relating generally to the business and affairs of the **LAKEHEAD SOCIAL PLANNING COUNCIL BE IT ENACTED AND IT IS HEREBY ENACTED** as a By-law of the **LAKEHEAD SOCIAL PLANNING COUNCIL** (hereinafter called the "Corporation") as follows:

### **1. General**

#### **1.1. Definitions**

In this By-law and all other By-laws of the Corporation, unless the context otherwise specifies or 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 Directors of the Corporation;
- c) "By-laws" means this By-law (including the Schedules to this By-law) and all other By-laws of the Corporation as amended and which are, from time to time, in force;
- d) "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*;
- e) "Director" means an individual occupying the position of Director of the Corporation by whatever name he or she is called;
- f) "Member" means a Member of the Corporation;
- g) "Members" means the collective membership of the Corporation; and
- h) "Officer" means an Officer of the Corporation.

#### **1.2 Interpretation**

Other than as specified in Section 1.1, all terms contained in this By-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

#### **1.3 Severability and Precedence**

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

#### 1.4 Execution of Contract

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its Officers or Directors. In addition, the Board may from time to time direct the manner in which and the persons by whom a particular document or type of document shall be executed. Any persons authorized to sign any document may affix the Corporate Seal, an impression whereof is stamped in the margin hereof, to the document. Any Director or Officer may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy thereof.

## 2. **Directors**

#### 2.1 Numbers and Powers

The business and affairs of the Corporation shall be managed by a Board of up to twelve (12) Directors, who are elected by the Members for a term of two (2) years. (This number may be increased with the addition of the Past President.) In any year should one or more Director positions become vacant, the remaining Directors as a Board may appoint up to two (2) interim Directors to serve until the next Annual General Meeting. The elected and appointed Directors may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation.

#### 2.2 Election and Term

The Directors shall be elected by the Members. The term of office of the Directors (subject to the provisions, if any, of the Articles) shall be from the date of the Annual General Meeting at which they are elected until the next Annual General Meeting or until their successors are elected or appointed.

Members of the Board shall not be eligible for election to the Board for more than three (3) consecutive two-year terms. In addition to the elected Board members, the immediate Past President of the Corporation may be appointed by approval and motion of the Board annually.

#### 2.3 Vacancies

The office of a Director shall be vacated immediately:

- a) when a Director resigns office by written notice to the Secretary, which resignation shall be effective at the time it is received by the Secretary or at the time specified in the notice, whichever is later;
- b) when the Director is found to be incapable by the courts;
- c) when a resolution is passed by at least a majority of the votes cast by the Members at a meeting of the Members to remove a Director before the expiration of the Director's term of office;

- d) when the Director ceases to be a Member of the Corporation;
- e) when the Director dies.

#### 2.4 Filling Vacancies

A quorum of Directors may fill a vacancy among the Directors unless:

- a) there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors as set out in the Articles, the Directors in office shall, without delay, call a Special Meeting of Directors to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Director;
- b) the vacancy occurs as a result of the removal of a Director, the Directors may fill the vacancy by a majority vote, and any Director elected to fill the vacancy shall hold office until the next Annual General Meeting;
- c) the Directors may fill any other vacancy by a majority vote, and the appointee shall hold office as a Director until the next Annual General Meeting, at which time the appointee shall be eligible to be elected as a Director.

#### 2.5 Committees

Committees may be established by the Directors as follows:

- a) The Directors may appoint from among their ranks a Chairperson or a committee from the Directors, staff, membership and community, and may delegate to the Chairperson or committee any of the powers of the Directors, excepting those powers set out in the *Act* that are not permitted to be delegated; and
- b) Subject to the limitations on delegation set out in the *Act*, the Directors may establish any committee it determines necessary for the execution of the Directors' responsibilities. The Directors shall determine the composition and terms of reference for any such committee in accordance with the *Act*. The Board may dissolve any committee by resolution at any time.

#### 2.6 Remuneration of Directors

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director provided that Directors may be reimbursed for reasonable expenses incurred in the performance of their duties in compliance with the provisions of the Act.

## 2.7 Delegation to Senior Management

The Directors may from time to time hire or appoint a Director of Services to manage and direct the daily business and affairs of the Corporation in accordance with the Articles and By-laws of the Corporation.

## 3. **Board Meetings**

### 3.1 Calling of Meetings

Meetings of the Directors may be called by the President or any two Directors at any time and any place on notice as required by this By-law.

### 3.2 Regular Board Meetings

The Directors may fix the place and time of regular meetings and send a copy of the notice of the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.

### 3.3 Notice

Notice of the time and place for the holding of a regular meeting of the Board shall be given in the manner provided in Section 10.1 – Service of Notice. Every Director of the Corporation shall be given notice not less than seven (7) days prior to the date the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and no one objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the Annual General Meeting of the Corporation.

### 3.4 Chair of Board Meetings

The President shall preside at Board Meetings. In the absence of the President, the Vice-President shall act as Chair or on agreement the Directors present shall choose one of their numbers to chair the meeting.

### 3.5 Voting

Each Director has one vote. A minimum of five (5) Directors shall constitute a quorum for the transaction of business. In case of an equality of votes, the President or Chair shall not have a second or casting vote.

### 3.6 Participation of Directors by other Means

On consent of a majority of Directors of the Corporation, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that enables all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.



## **4. Financial**

### **4.1 Banking**

The Directors shall by resolution from time to time designate the financial institution(s) in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

### **4.2 Financial Year**

The financial year of the Corporation is January 1 to December 31 of each year.

### **4.3 Signing Authority**

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by two of the following: President, Vice-President, Secretary, Treasurer or Director of Services.

### **4.4 Finance Committee**

The Finance Committee shall consist of the President or Vice-President, the Treasurer and Director of Services and other Directors as required by the Treasurer. The Treasurer shall act as Chair of the Finance Committee.

The Finance Committee shall review the financial position of the Corporation at regular intervals and make recommendations to the Board of Directors concerning the finances of the Corporation, including the management of the Corporation's capital funds and investments, and the preparation of the annual budget.

## **5. Officers**

### **5.1 Officers**

The Board shall appoint from among the Directors a President, Vice-President, Treasurer and Secretary at its first meeting following the Annual General Meeting of the Corporation. The offices of Treasurer and Secretary may be held by the same person and may be known as the Secretary-Treasurer. The Board may appoint such other officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time in accordance with the *Act*.

### **5.2 Office held at Discretion of the Board**

Any Officer shall cease to hold office upon resolution of the Board.

### **5.3 Duties**

Officers shall be responsible for the duties assigned to them. These duties or the performance of any or all of such duties may be delegated to others, on consent of the majority of the Directors.

#### 5.4 Duties of a Chair

The Chair shall perform the duties described in sections 3.4 and 9.5 and such other duties as may be required by law or as the Board may determine from time to time.

#### 5.5 Duties of the President

The President shall perform the duties described in **Schedule A** and such other duties as may be required by law or as the Board may determine from time to time.

#### 5.6 Duties of the Vice-President

The Vice-President shall perform such duties as the Board may determine from time to time. In the absence of the President, the Vice-President shall be vested all the powers and shall perform all the duties of the President as set out in **Schedule A**.

#### 5.7 Duties of the Treasurer

The Treasurer shall perform the duties described in **Schedule B** and such other duties as may be required by law or as the Board may determine from time to time.

#### 5.8 Duties of the Secretary

The Secretary shall perform the duties described in **Schedule C** and such other duties as may be required by law or as the Board may determine from time to time.

### 6. **Protection of Directors and Officers**

No Director or Officer of the Corporation shall be liable for the acts, neglects or defaults of any other Director or Officer or employee of the Corporation, or for 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 or for 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 or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any monies, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

- a) complied with the *Act* and the Corporation's Articles and By-laws; and
- b) exercised their powers and discharged their duties in accordance with the *Act*

### 7. **Conflict of Interest**

#### 7.1 Conflict of Interest

A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation shall make the disclosure required by the

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

## 7.2 Charitable Corporations

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.

## **8. Members**

### 8.1 Members

Membership in the Corporation shall consist of the incorporators named in the Articles and such other individuals and organizations interested in furthering the Corporation's purposes and who have been accepted into membership in the Corporation. Membership in the Corporation will be applied for annually.

### 8.2 Membership

A membership in the Corporation is not transferable and automatically terminates if the Member resigns, fails to pay annual membership fees, or such membership is otherwise terminated in accordance with the *Act*.

### 8.3 Disciplinary Action or Termination of Membership for Cause

1. Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the Articles or By-laws.
2. The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

### 8.4 Annual Membership Fees

The Board of Directors may from time to time fix annual membership fees payable by the Members. The Secretary may notify the Members of such fees and date payable and, if any are not paid, Members in default shall automatically cease to be Members of the Corporation, but any such Members may on payment of annual fees be reinstated.

## 9. Annual and Special Meetings

### 9.1 Annual General Meeting

The Annual General Meeting shall be held on a day fixed by the Board of Directors. Any Member, upon request, shall be provided, not less than 21 days before the Annual General Meeting, with a copy of the approved financial statements, auditor's report and other financial information required by the By-laws or Articles.

The business transacted at the Annual General Meeting shall include:

- a) approval of the agenda;
- b) approval of the minutes of the previous Annual General Meeting;
- c) President's report;
- d) Director of Services' report;
- e) Treasurer's report;
- f) audited financial statements and Auditor's report;
- g) reappointment or new appointment of the Auditor for the coming year;
- h) Nominating Committee report;
- i) election of Board of Directors;
- j) such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for the annual general meeting unless a Member's written proposal has been given to the Secretary five (5) days prior to the date of the Annual General Meeting, so that such item of new business can be added to the agenda.

### 9.2 Special Meetings

The Directors may call a Special Meeting of the Members. The Board shall convene a Special Meeting on written request of not less than one-tenth 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 twenty-one (21) days from the date of the receipt of such a request.

### 9.3 Notice

Subject to the *Act*, not fewer than ten (10) and not more than fifty (50) days' written notice of any Annual or Special Members' Meeting shall be given in the manner specified in the *Act* to each Member and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken. Notice of each meeting must remind the Member of the right to vote by proxy.

#### 9.4 Quorum at Annual General Meeting

A quorum for the transaction of business at an Annual General Meeting is a simple majority or twenty (20) Members entitled to vote, whichever is greater, whether present in person or by proxy. If a quorum is present at the opening of an Annual General Meeting, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

#### 9.5 Chair of the Meeting

The President shall preside at the Annual General and/or Special Meetings of the Corporation. In the absence of the President, the Vice-President shall act as Chair, or on agreement, the Directors present shall choose one of their numbers to chair the meeting.

#### 9.6 Voting Members

Business transacted at any meetings of the Corporation shall be decided by a majority of votes unless otherwise required by the Act or the By-law provided that:

- a) each Member shall be entitled to one vote;
- b) votes shall be taken by a show of hands among all Members present and the Chair of the meeting, if a Member, shall have a vote;
- c) an abstention shall not be considered a vote cast;
- d) 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 shall be taken in such manner as the Chair of the meeting shall direct;
- e) if there is a tie vote, the Chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost;
- f) 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 shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

#### 9.7 Adjournments

The President may, with the majority consent of any Special Meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members. However, new notice of the adjourned meeting must be given if there is new business to be introduced that was not part of the former meeting agenda.

#### 9.8 Persons to be Present at an Annual General Meeting

Persons required to attend the Annual General Meeting of the Corporation are Members, Directors and Auditors of the Corporation, under the provisions of the Act or the Articles of the Corporation. Members of the general public are also welcome to attend.

## **10. Notices**

### **10.1 Service of Notice**

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 provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means 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 financial review at its business address, or if no address be given then to the last address of such Member or Director known to the Secretary; provided always that 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 thereto.

### **10.2 Computation of Time**

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 shall not, unless it is otherwise provided, be counted in such number of days or other period.

### **10.3 Error or Omission in Giving Notice**

No error or accidental omission in giving notice of any Board meeting or any Annual General or Special Meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

## **11. Adoption and Amendment of By-laws**

### **11.1 Amendments to By-laws**

The Members may from time to time amend this By-law by a majority of the votes cast. The Board may from time to time in accordance with the Act pass or amend this By-law other than a provision respecting a membership or to change the method of voting by Members not in attendance at a meeting of the Members. Any such amendments shall be confirmed by a majority of all voting members present at a duly constituted meeting of Members.

### **11.2 Enactment Date of By-Law Changes**

A revised By-law will be signed and dated by at least two signing officers of the Corporation and a copy given to each Director, the Director of Service and to the Corporate Lawyer, if one is in place, for information and safekeeping.

Enacted **DATE**, where the Corporation is deemed to have passed this By-law under Section 18(1) of the Act, signed by the President and Vice-President or Secretary of the Corporation.

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Allen Polling, President

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Kim Ducharme, Vice President

## **Schedule A: Duties of the President**

### Position Description

The President provides leadership to the Board, ensures the integrity of the Board's process and represents the Board to outside parties. The President coordinates Board activities in fulfilling its governance responsibilities and facilitates cooperative relationships among Directors and between the Board and senior management of the Corporation.

### Responsibilities

Formulate agendas aligned with annual Board goals and preside over Board meetings. Ensure meetings are properly conducted to ensure efficacy of governance work. Ensure a schedule of Board meetings is prepared on a timely basis.

Serve as the Board's central point of communication with senior management of the Corporation; provide guidance to senior management regarding the Board's expectations and any concerns. In collaboration with senior management, develop standards for Board decision-making to ensure that management strategies, planning and performance information are properly presented to the Board.

Conduct the annual performance review of the Director of Services.

Ensure an annual work plan setting out the goals and objectives of the Board is formulated and implemented.

Enforce policies and By-laws of the Corporation and maintain a high standard of Board conduct by example.

Serve as a mentor to other Directors. Encourage all Directors to contribute fully.

Ensure succession planning occurs for senior management and Board.

Serve as member of all Standing committees of the Board (i.e. Financial and Nominating committees) and may delegate their membership on other committees of a time-limited, ad hoc, advisory or task nature, to other members of the Board.

## **Schedule B: Duties of the Treasurer**

### Position Description

The Treasurer works collaboratively with the President and senior management to support the Board in meeting its fiduciary responsibilities.

### Responsibilities

The Treasurer shall be accountable for the funds of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation. All monies and other valuable effects of the Corporation shall be deposited in such chartered bank or trust company, as may be designated by the Board. The Treasurer shall render to the President and Directors at regular meetings of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the Corporation. The Treasurer shall also perform such other duties as may from time to time be directed by the Board.

Enforce policies and By-laws of the Corporation with particular focus on fiduciary responsibilities.

Serve as a mentor to other Directors.



## **Schedule C: Duties of the Secretary**

### Position Description

The Secretary works collaboratively with Officers of the Corporation to support the Board in fulfilling its fiduciary responsibilities.

### Responsibilities

Enforce policies and By-laws of the Corporation.

Keep a record of the names and addresses of the Members. Record all minutes of the Board of Directors meetings and ensure other meeting minutes of the Corporation are taken. Attend to correspondence on behalf of the Board as directed. Ensure proper maintenance of all minute books, documents, registers and the Seal of the Corporation as required by law. Ensure all reports are prepared and filed as required by law or requested by the Board.

Give such notice as required by the By-Laws of all meetings of the Corporation, the Board and Board committees. Attend all meetings of the Corporation and the Board of Directors, and any Board committees as required. Refer to section 9.3 regarding the right to vote by proxy.