

LANARK COUNTY COMMUNITY JUSTICE PROGRAM INC.

BYLAW NUMBER ONE

Adopted December 6, 2012
Amended November 26, 2014
Amended June 6, 2016
Amended June 26, 2017

DEFINITIONS

The **Program** will mean Lanark County Community Justice Program Inc.

OBJECTS

1. The objects of the Lanark County Community Justice Program Inc. are the establishment and operation of a community justice program for the purposes of:
 - (a) developing and fostering a community justice program in Lanark County and the Town of Smiths Falls;
 - (b) assisting communities within the County of Lanark and the Town of Smiths Falls in the implementation of a community justice program;
 - (c) maintaining the integrity of the community justice program;
 - (d) providing program planning and development services;
 - (e) gathering, evaluating and exchanging data and statistical information relevant to the program; and
 - (f) participating in the exchange of results, data and ideas with other community programs locally, provincially, nationally and internationally.
2. The Program shall be carried on without purpose of gain for its members, and any profits or other accretions to the organization shall be used solely to further its objects.
3. The Program shall have no religious affiliations.

OFFICES

4. The head office of the Program shall be in the County of Lanark or the Town of Smiths Falls, Ontario.
5. The Program may establish such other offices and agencies elsewhere in Canada as the Board may deem expedient by resolution.

CORPORATE SEAL

6. The seal, an impression of which is stamped in the margin of this Bylaw, shall be the seal of the corporation, which shall be kept under lock at the registered office of the Corporation.

MEMBERSHIP

7. Any individual who is eighteen years of age or older, who supports the objects of the Program may, upon application and upon approval of that application by the Board of Directors, be granted membership. The Board may set policies which require the payment of an annual membership fee before approval of a membership application. Membership shall entitle the holder to vote at all members' meetings including the Annual General Meeting and to receive financial and other reports for the Program.
8. A member will cease to be a member of the Program upon:
 - (a) delivering his or her written resignation to the Board of the Program; or
 - (b) upon a resolution that the member be removed being approved by two-thirds of the members present at a general or special meeting of the members.
9. The term of membership shall be for one year and the Board may set a deadline for renewal prior to the Annual General Meeting and shall notify members of the same.

MEETINGS OF THE MEMBERS

10. An Annual General Meeting of the members shall be held at least once each year at the head office of the Program or elsewhere in Ontario at a place and time designated by the Board. Other meetings of members may be held as required.
11. Each Annual General Meeting shall include:

- (a) the annual report of the Board and the Executive Director;
 - (b) the audited financial statement for the preceding year;
 - (c) consideration of the Bylaws or amendments thereto, if required;
 - (d) consideration of any general or special business of the Program;
 - (e) election of Directors to the Board.
12. Members shall be given at least thirty days written notice in advance of an Annual General Meeting. The Directors may set procedures for the giving of notice and email notification to the last known email address shall be considered as written notice.
13. At all meetings of the members:
- (a) the quorum shall be ten members;
 - (b) every question shall be determined by a majority of votes of those members in attendance unless specifically otherwise provided in this Bylaw;
 - (c) each member in attendance shall be entitled to exercise one vote on each question;
 - (d) there shall be no attendance by teleconference and/or voting by proxy, unless the Board of Directors has set a policy permitting this form of participation.
14. A meeting of the members may be called at any time by the Board Chair or upon the written request to the Chair by one third of the members. A minimum of fourteen days written notice will be given to hold any meeting of the members, with the exception of the Annual General Meeting.

BOARD OF DIRECTORS

15. The property and business of the Program shall be managed by a Board of seven to nine Directors, of whom four shall constitute a quorum.
16. The applicants for incorporation are the first Directors of the Program and shall serve until the first general meeting at which time their successors shall be selected.

17. The members, by majority vote, shall elect seven persons to the Board of Directors at the first general meeting. The Board may determine procedures for the nomination, election and removal of Directors to be confirmed by the members at the next Annual General Meeting.
18. The members shall elect Board members to fill Board member vacancies at each subsequent Annual General Meeting. To be considered eligible for election, persons seeking election will be a member in good standing and will submit their written application to the Nominating Committee on the prescribed form a minimum of 4 weeks before the date of the annual meeting where the election will be held (or within a different timeline as prescribed by the Board of Directors). Once the Nominating Committee has vetted the application and checked references, they will prepare and sign a nomination form for the candidate seven days before the Annual General Meeting.
19. Anyone who has been an employee with the Program is ineligible to become a Director until two years have passed since the last remuneration was paid. Anyone volunteering with the Program will relinquish their volunteer position (facilitator or other) in order to be eligible to serve as a Director.
20. To allow for staggered retirement from the Board, each Director shall serve for a term of three years, except when a partial term needs to be filled.
- 20.1 Retiring directors having completed one term of office shall be eligible for re-election to the Board of Directors for a second term if qualified. No Director may serve for more than two consecutive terms of three years. Note that the intent of this clause is to allow for a Director to serve a full six years in multiple terms. It is recognized that there may be occasions when one of the terms may be less than three years if the Director is elected or appointed mid-way through a term to fill a Board vacancy. Directors who have served for two complete three-year terms shall not be eligible to stand for election or to be appointed to the Board for a period of one year after their terms of office have expired.
- 20.2. A retiring Director shall remain in office until the dissolution or adjournment of the meeting at which the Director's successor is elected, unless that Director resigns, is removed in accordance with procedures, or dies.
21. The office of a Director shall be automatically vacated by a person:
 - (a) if that Director has resigned from office by delivering a written resignation to the Secretary of the Board;

- (b) if s/he is found by a court to be of unsound mind;
 - (c) if s/he becomes bankrupt;
 - (d) on death;
 - (e) if a resolution removing him/her from office is passed by two thirds of the members present at a membership meeting; or
 - (f) if removed by the Board of Directors in accordance with Section 22.
22. A Director may be removed by a resolution passed by two thirds of the Board of Directors:
- (a) if s/he is absent from two or more consecutive meetings of the Board without just cause; or
 - (b) if the Director's behaviour is seen by the Board as damaging the reputation of the Lanark County Community Justice Program.
23. If any vacancy shall occur, the Board may appoint any member to fill that vacancy and s/he will serve until the next Annual General Meeting, at which meeting the members present shall elect a person to replace the Director and to serve for the remainder of the vacating Director's term.
24. Meetings of the Board may be held at any time and place to be determined by the Board. Meetings may be held by teleconference or other electronic means. The Board may determine procedures for the calling of meetings and the giving of notice.
25. There shall be at least one meeting of the Board per year.
26. Each Director shall be entitled to exercise one vote on each motion at any meeting of the Board.
27. A resolution by email, endorsed by a majority of the Directors entitled to vote on that resolution, is as valid as if it had been passed at a meeting of Directors.
28. The minutes of meetings of the Board shall be available to the Directors, each of whom shall receive a copy of such minutes. Upon request, a copy of the minutes of any Board meeting, except an in-camera meeting, shall be provided to any member of the community.

29. The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from so serving, provided that a Director may be paid reasonable expenses incurred in the performance of the duties of that Director.

INTERESTED DIRECTOR CONTRACTS

30. A Director who is in any way, directly or indirectly, interested in a contract or a proposed contract with the Program shall make full disclosure to the Board of the nature of his or her interest, shall not take part in any discussion about the contract, and no such Director or officer shall vote on any resolution to approve any such contract. In order for a former Director to enter into contract with the Program a minimum of two years must have passed since they were a Director.

POWERS OF DIRECTORS

31. The Board of Directors shall have the right to exercise all powers necessary for the running of the Program.
32. The Board may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board.
33. The remuneration of all agents and employees shall be fixed by the Board by resolution.
34. The Board shall have the power to authorize expenditures on behalf of the Program and may delegate by resolution to any of the individual Directors of the Program the right to authorize specific expenditures or classes of expenditures, and to employ and pay salaries to employees.
35. The Board shall take such steps as it may deem requisite to enable the Program to receive donations and benefits for the purpose of furthering the objects of the Program.
36. The Board may delegate specific tasks and duties to an individual Director or group of Directors.

OFFICERS

37. The Officers of the Program shall be the Chair, Vice-Chair, Secretary and Treasurer. The Chair, Vice-Chair, Secretary and Treasurer shall be appointed by resolution of the Directors from amongst their numbers at the first meeting of the Board following each Annual General Meeting but may be removed from such office at any time upon the resolution of the Board.

38. Each Officer shall serve without remuneration but may be reimbursed for reasonable expenses incurred in the performance of the duties of such Officer's position.
39. The Chair shall:
 - (a) preside at all meetings of the members and of the Board;
 - (b) oversee the general affairs of the Program;
 - (c) ensure that all orders and resolutions of the Board are carried into effect;
 - (d) be, ex officio, a member of all committees of the Board; and
 - (e) perform such other duties as shall from time to time be imposed on the Chair by the Board.
40. The Vice-Chair shall:
 - (a) in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair; and
 - (b) perform such other duties as shall from time to time be imposed on the Vice-Chair by the Board.
41. The Treasurer shall:
 - (a) have the custody of the funds and property of the Program and ensure that full and accurate accounts of all assets, liabilities, receipts and disbursements of the Program are kept in the books belonging to the Program and shall deposit or cause to deposit all monies, securities and other valuable effects in the name and to the credit of the Program in such depositories as may be designated by the Board;
 - (b) disburse or cause to be disbursed the funds of the Program as may be ordered by the Board in accordance with this Bylaw taking proper vouchers for such disbursements and shall render to the Board at each regular meeting of the Board or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the Program;
 - (c) if directed by the Board, give the Program such security as may be required for the faithful performance of the duties of the office of Treasurer and for the

restoration, upon the cessation for any reason of the Treasurer's term of office, to the Program of all books, papers, vouchers, money or other property of the Program then under the control or in the possession of the Treasurer; and

- (d) perform such other duties as may be prescribed by the Board or Chair under whose supervision the Treasurer shall act.

42. The Secretary shall:

- (a) attend all meetings of the Board and Members and act as clerk thereof and ensure that all votes and minutes of such proceedings are recorded in the books to be kept for this purpose, unless otherwise directed by the Board;
- (b) give or cause to be given notice of all meetings of the Board and Members;
- (c) be custodian of the seal of the Program, which shall only be delivered upon a resolution of the Board and then only to such person or persons as may be named therein; and
- (d) perform such other duties as may be prescribed by the Board or Chair under whose supervision the Secretary shall act.

PAST CHAIR

42.1. The Past Chair position is a member of the Board and Executive who provides corporate memory and guidance to the organization. If the Past Chair is still within his/her elected term as a board member s/he will maintain the rights and responsibilities of a board member. Once that Board term ends, the Past Chair will be an ex officio member with the same rights as the other members but is not counted for quorum and cannot vote. The position is filled and vacated using the following process:

- (a) When a Board Chair finishes his/her term, the position of Past Chair shall be offered to this person. If s/he is unable to serve, the position shall be offered in inverse order of having been Chair to other past Chairs until a person is identified to assume the position of Past Chair.
- (b) The Past Chair will serve until the current Chair is no longer in office or for two years after leaving the Board Chair position (whichever comes first).

EXECUTIVE DIRECTOR

43. The Board may appoint an Executive Director. The Executive Director may be remunerated for his or her duties in addition to being entitled to reimbursement for

reasonable expenses incurred in the performance of such duties. The Executive Director shall:

- (a) participate in the meetings of the Board and its committees in an ex-officio capacity and shall be entitled to notice of all such meetings;
 - (b) have responsibility for the general active management of the business of the Program;
 - (c) ensure that all orders and resolutions of the Board are carried into effect; and
 - (d) perform such other duties as shall from time to time be imposed on the Executive Director by the Board.
44. The Board may delegate to the Executive Director the power to hire, supervise and fire employees, the power to enter into specific contracts or classes of contracts on behalf of the Program, the power to authorize classes of expenditures on behalf of the Program and such other tasks or duties as it sees fit. At no time shall the Executive Director borrow funds without a resolution of the Board.

FISCAL YEAR

45. The fiscal year end of the Program shall be the thirty-first day of March of each year.

AUDITORS

46. The members shall at each Annual General Meeting appoint an auditor and shall direct the auditor to perform an audit of the accounts of the Program for report to the members at the next Annual General Meeting. The auditor shall not be a Director, Officer, member or employee of the Program. The auditor shall hold office until the next Annual General Meeting provided that the Board may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be approved by the Board.

INDEMNITIES TO DIRECTORS AND OTHERS

47. Every person, including any Director of the Program, who has undertaken or is about to undertake any liability on behalf of the Program, and such person's heirs, executors and administrators, and estate and effects, respectively, shall at all times, be indemnified and saved harmless out of the funds of the Program, from and against:
- (a) all costs, charges and expenses which such person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted

against such person, or in respect of any, deed, matter or thing whatsoever, made, done or permitted by such person, in or about the execution of the duties of such person's duties or in respect of any such liability; and

- (b) all other costs, charges and expenses which such person sustains or incurs in or about in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by such person's own willful neglect or default.

SIGNATURES AND CERTIFICATION OF DOCUMENTS

- 48. Unless otherwise provided by resolution of the Board, all contracts, documents or other instruments requiring the signature of the Program shall be signed by at least two of the Directors or Officers and all contracts, documents and other instruments so signed shall be binding upon the Program without further authorization or formality. The Board may appoint one or more Directors, Officers or the Executive Director to sign specific contracts, documents, classes of documents, and other instruments on behalf of the Program.

AMENDMENT OF THIS BYLAW

- 49. This Bylaw may be amended by an affirmative vote by at least two-thirds of the members present at an Annual General Meeting or another meeting of the members. Any proposed Amendments to this Bylaw will be distributed to current members at their last known address (email or mail) a minimum of 30 days prior to the meeting at which the changes will be considered.

DISSOLUTION

- 50. In the event of dissolution or winding up, all its remaining assets after payment of its liabilities shall be distributed to an organization with similar objects carrying on its work in Canada.

VERIFICATION OF PASSING BY SPECIAL RESOLUTION OF THE MEMBERS

We certify that the attached bylaw as revised was passed by special resolution of the members (2/3 majority) at the Annual General Meeting of members held on June 6, 2016.

Chair:

Secretary: