

**Lanark County Community Justice Program Inc.("LCCJ")**

**Bylaw Number One**

**Adopted December 6, 2012**  
**Amended November 26, 2014**  
**Amended June 6, 2015**  
**Amended June 26, 2017**  
**Amended July 24, 2024**

**1.0 Definitions**

"Act"	the <i>Not-for-Profit Corporations Act</i> , 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
"Board"	The Board of Directors of LCCJ.
"By-laws"	means this by-law and all other by-laws of LCCJ as amended and which are, from time to time, in force and effect;
"Director"	Member of the <i>Board</i> .
"Dissolution"	LCCJ stops operating and is no longer in business.
"Ex-officio"	Because of one's role or position. For example, the Board Chair is an <i>ex officio</i> Member of committees, because of holding the position of chair and may need to provide input.
"Chair"	Chair of the <i>Board</i> .
"Quorum"	The minimum number of Directors or Members, as the case may be, who must be present to carry on LCCJ business at a meeting.
"Officer"	an officer of LCCJ
"Member"	a Member of LCCJ.
"Members" or "Membership"	the collective membership of LCCJ;
"Remuneration"	Money paid to a person for providing a service (wages or fees).
"Ordinary Resolution"	An Ordinary Resolution means a resolution that, (a) is submitted to a meeting of the Members of a corporation and passed at the meeting, with or without amendment, by at least a majority of the votes cast, or (b) is consented to by 50% plus 1 of the Members of LCCJ entitled to vote at a meeting of the Members of LCCJ or the Member's attorney.

*“Special Resolution”*

A Special Resolution means a resolution that

- (a) is submitted to a special meeting of the Members of a corporation duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment by at least two-thirds of the votes cast, or
- (b) consented to by each Member of LCCJ entitled to vote at a meeting of the Members of LCCJ of the Member’s attorney.

**2.0 Not-for-profit company.**

LCCJ is a not-for-profit charity. The work of LCCJ is carried on without purpose of gain for its Members. Any profits, revenues or other assets shall be used solely to promote and achieve the purposes of LCCJ.

**3.0 Head Office**

4.1 The head office of LCCJ will be in the County of Lanark or the Town of Smiths Falls, Ontario.

4.2 LCCJ may establish other offices and agencies elsewhere in Canada, as the Board may decide advisable by resolution.

**4.0 Corporate Seal**

The LCCJ seal, if any, shall be in the form determined by the Board., and shall be kept under lock at the registered office of LCCJ

**5.0 Interpretation**

Other than as specified in Section 1.0, 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.

**6.0 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.

## **7.0 Execution of Documents**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by LCCJ 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 person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, By-law or other document of LCCJ to be a true copy thereof.

## **8.0 Membership**

- 8.1 Anyone who is eighteen years of age or older and supports the purpose and core values of LCCJ Inc. is eligible to apply for LCCJ Membership
- 8.2 Anyone wishing to become a Member of LCCJ shall complete and sign a Membership application form for consideration for approval by the Board and pay the then-current Membership fee determined by the Board from time to time. Membership may be applied for at any time throughout the year and not just at the LCCJ Annual General Meeting.
- 8.3 The term of Membership will be for one year and the Board may set a deadline for renewal prior to the LCCJ Annual General Meeting and shall notify the Membership of the same.
- 8.4 Members may end their relationship in LCCJ by:
  - a) dying, or
  - b) resigns by writing a notice to the Board, or
  - c) being removed by a Special Resolution of the Members,
  - d) a term of Membership ends, or
  - e) LCCJ completes a Dissolution.
- 8.5 Membership can only be transferred back to LCCJ.

## **9. Disciplinary Act or Termination of Membership for Cause**

- 9.1 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 Bylaws.
- 9.2 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. The Board shall offer restorative practice processes to the Member facing disciplinary action prior to such decision.

## 10.0 Meetings

10.1 A Quorum shall be 50% of the Membership, attending in person or virtually at the duly called meeting in question

10.2 An LCCJ Annual General Meeting of the Members shall be held at least once each year in Lanark County or the Town of Smiths Falls. Other meetings of Members may be held as required in accordance with this ByLaw.

10.3 The LCCJ Annual General Meeting must include:

- a. minutes from the last LCCJ Annual General Meeting, and
- b. the annual report of the Chair, Executive Director, and Treasurer, and
- c. the audited financial statement for the past financial year, and
- d. election of Board Members if required, and
- e. confirmation of the auditor for the next financial year.

The LCCJ Annual General Meeting may also include:

- a. Presentations by other Members
- b. Guest Speakers
- c. Resolutions
- d. By-Law Changes

10.4 A meeting of the Members may be called at any time by:

- a. the Board Chair, or
- b. upon the written request to the Chair by one-third of the Members. to be held within 21 days after receiving the requisition unless the Act provides otherwise.

10.5 Robert's Rules of Order will be the accepted form of parliamentary procedure at LCCJ Annual General Meetings, general meetings and special meetings of LCCJ unless specifically otherwise provided by an approved policy.

10.6 Each Member in attendance has one vote on each question.

10.7 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.

10.8 Every question shall be determined by a majority of votes of those Members in attendance unless specifically otherwise provided in this Bylaw.

## **11. Notices**

Subject to the *Act*, 30 days' written notice of any annual or special Members' meeting shall be given in the manner specified in the *Act* to each Member, each Director 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, and state the text of any special resolution to be submitted to the meeting.

A notice of a meeting of the Members is not required to specify a place of the meeting if the meeting is to be held entirely by one or more telephonic or electronic means. If a person may attend a meeting of the Members by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

## **12. Error or Omission in Giving Notice**

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or auditor or person conducting a review engagement, if any, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

## **13. Persons Entitled to be Present**

The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditor or the person who has been appointed to conduct a review engagement of LCCJ, if any, and others who are entitled or required under any provision of the *Act* or the articles or the Bylaws of LCCJ to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

## **14. Adjournments**

The Chair may, with the majority consent of any Members' meeting, adjourn the same from time to time and if a meeting of the Members is adjourned by one or more adjournments for an aggregate of less than 30 days, it is not necessary, that any person be notified of the meeting that continues the adjourned meeting, other than by announcement of all of the following at the time of an adjournment:

1. The time of the continued meeting.
2. If applicable, the place of the continued meeting.
3. If applicable, instructions for attending and participating in the continued meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

## **15.0 Board of Directors**


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

15.2 A Board Member must 18 years of age, must be of sound mind, have not declared bankrupt, and live or work, in Lanark County or the Town of Smiths Falls, and be a Member of LCCJ.

15.3 Former employees of LCCJ are not entitled to be a Board Member until two years have passed since the date of their last pay. Current LCCJ employees may not become Board members during their employment.

15.4 Volunteers with LCCJ must give up their volunteer position in order to be a Board Member.

15.5 There shall be between three and twelve people on the LCCJ Board. The Board may also appoint an Executive Board consisting of the Chair, the Secretary, and the Treasurer. from among its members

15.6 The remainder of the Board will consist of Directors, ex officio Members (Past- Chair and the  Executive Director of LCCJ).

15.7 The purpose of the Board is to guide the affairs of LCCJ through

setting policy and overall direction.

- 15.8 The Board is responsible for:
- a. all LCCJ policies and proposals to change LCCJ ByLaws,
  - b. ensuring proper financial management of LCCJ including hiring the auditor, and
  - c. supporting the Executive Director in hiring, supervising, and discharging employees, and
  - d. voting to change bylaws or accept new bylaws, and
  - e. hiring, supervising and where necessary, disciplining or discharging the Executive Director.
- 15.9 To carry out its purpose, the Board may take any steps it considers necessary on behalf of LCCJ, except when the Board is directed differently by:
- a. Acts or Regulations that govern Boards in Ontario, or
  - b. the LCCJ's own duly enacted by-laws or policies, or
  - c. a vote passed on a Special Resolution at a LCCJ meeting.
- 15.10 The term for a Board Member is three years.
- 15.11 A Board Member may serve up to two consecutive 3-year terms in a position. Directors who have served for two consecutive 3-year terms cannot become a Board Member again until a period of one year has passed after their second consecutive term of office expired.
- 15.12 Anyone wishing to become a Board Member must submit a written application to the Nominating Committee at least 30 days before the date of the LCCJ Annual General Meeting. The candidate will be interviewed by at least two Members of the Nominating Committee of the Board.
- 15.13 Members of LCCJ, elect Board Members from the approved candidates at the LCCJ Annual General Meeting.
- 15.14 Board Members are expected to attend all Board meetings virtually or in person..
- 15.15 If a Board Member cannot attend a Board meeting, the Board Member must notify the Chair in advance of that meeting giving reasons for the absence.
- 15.16 Board Members may lose their positions on the Board if absent from two or more consecutive Board meetings.

15.17 The Board may excuse a Board Member's absences if the absences are due to circumstances the Board finds acceptable.

15.18 A Board position becomes vacant when:

- 1) the Board Member in question has resigned by written notice to LCCJ, which resignation shall be effective at the time it is received by LCCJ or at the time specified in the notice, whichever is later, or has deemed or considered to have resigned. A Board Member may be deemed to have resigned if they are absent from two or more consecutive meetings.
- 2) the Board Member is found by a court to be to be incapable of managing property under Ontario law, or
- 3) the Board Member becomes bankrupt, or
- 4) the Board Member dies.,

15.19 A Board Director may be removed from the Board if:

- 1) At a Members' meeting the Members pass a resolution to remove the Board Director by Ordinary Resolution at that meeting
- 2) Two-thirds of the Members have signed a written resolution to remove a Board Member.

15.20 A vacancy on the Board shall be filled as follows, and the Director appointed or elected to fill the vacancy holds office for the remainder of the unexpired term of the Director's predecessor:

- 1) a Quorum of Directors may fill a vacancy among the Directors; or
- 2) if there is not a Quorum of Directors or there has been a failure to elect the number or minimum number of Directors set out in the Articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting or if there are no Directors in office, the meeting may be called by any Member; and
- 3) if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by an Ordinary Resolution;



## 16.0 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, subject to the following:

- 1) Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;
- 2) Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to LCCJ in their capacity other than as Directors, provided that:
  - a. they make full disclosure to the Board and do not take part in any discussion about the contract
  - b. they do not participate in the consensus making process to approve the contract;
  - c. the amount of any such remuneration or reimbursement is considered reasonable by the Board;
  - d. such remuneration or reimbursement approved by the Board for payment by resolution passed before such payment is made;
  - e. a minimum of two years has passed since they were a Director; and
  - f. such remuneration or reimbursement in compliance with the conflict-of-interest provisions of the *Act*;
- 3) Notwithstanding the foregoing, no Director shall be entitled to any remuneration for services as a Director or in other capacity if LCCJ remains a charitable corporation, unless the provisions of the *Act* and the law applicable to charitable corporations are complied with, including Ontario [Regulation 4/01](#) made under the [Charities Accounting Act](#).

## 17.0 Committees

Committees may be established by the Board as follows:

- 1) The Board may appoint from their number a Committee chair or a committee of Directors and may delegate to the Committee chair or committee any of the powers of the Directors except those powers set out in the *Act* that are not permitted to be delegated; and
- 2) Subject to the limitations on delegation set out in the *Act*, the Board may establish any committee it determines necessary for the execution of the Board's

responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

## **18.0 Board Meetings**

- 18.1 The Chair calls regular Board meetings. 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.
- 18.2 There shall be at least one meeting of the Board per year.
- 18.3 A simple majority of the Board Members shall constitute a Quorum.
- 18.4 Decisions of the Board shall be made in accordance with the then current LCCJ Consensus Decision Making Policy. When a vote is required, each Director shall be entitled to exercise one vote on each issue to be decided at any meeting of the Board.

## **19.0 Powers of Directors**

19.1 The Board of Directors shall have the right to exercise all powers necessary for the running of LCCJ.

19.2 The Board of Directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such person shall have such authority and shall perform such duties as shall be prescribed by the Board.

19.3 The Board of Directors shall fix the Remuneration of all contractors and employees

19.4 The Board of Directors shall have the power to authorize expenditures on behalf of LCCJ and may delegate to any of the individual Directors the right to authorize specific expenditures or classes or expenditures, and to employ and pay salaries to employees.

19.5 The Board of Directors shall take such steps as it may deem necessary to enable LCCJ to receive donations and benefits for the purpose of furthering the objectives of LCCJ.

19.6 The Board of Directors shall delegate specific tasks and duties to an individual Director or group of Directors.

## **20.0 Executive Committee of LCCJ**

20.1 The Executive Committee of LCCJ shall be the Chair, Secretary, and Treasurer.

20.2 The Chair, Secretary, and Treasurer shall be appointed by the Directors from amongst their numbers at the first meeting of the Board following each LCCJ Annual General Meeting but may be removed from such office at any time by the Board.

## **21.0 Duties of Directors of LCCJ**

### **21.1 The Chair:**

- a. chairs all meetings of the Members and of the Board,
- b. oversees the general affairs of LCCJ,
- c. ensures all directions, consensus decisions, and policies are followed,
- d. is ex officio, a Member of all committees of the Board and,
- e. perform other duties that may from time to time be imposed by the Board.

### **21.2 The Secretary is responsible for preparing and keeping:**

- a. the minutes of all meetings of the Members, and all Board meetings,
- b. give notice of all meetings of the Members and Board,
- c. any other books or records related to LCCJ Board meetings, and
- d. any other duties as may be assigned by the Chair, under whose supervision they will act.

### **21.3 The Treasurer:**

- a. will have custody of the funds and property of LCCJ and ensure that full and accurate accounts are kept of all assets, liabilities, receipts and disbursements,
- b. will ensure deposits of all monies, securities and other valuable effects into LCCJ accounts as may be designated by the Board,
- c. will ensure disbursement of the funds of LCCJ as directed by the Board,
- d. delivers a financial report of all financial activities of LCCJ at Board of Directors meetings,

- e. as soon as possible after the close of each financial year shall make and submit to the Board of Directors a report for the financial year and arrange for the annual financial review,
- f. upon leaving the position of Treasurer for any reason, return to LCCJ all financial books, papers, and other property of LCCJ, and
- g. perform any other duties as may be assigned by the Chair, under whose supervision they will act.

21.4 The Executive Director:

- a. is appointed by the Board and may be remunerated for their duties as well as being reimbursed for reasonable expenses,
- b. participates in Board meetings and its committees' meetings (if required) in an ex-officio capacity and will be entitled to notice of all meetings,
- c. have responsibility for the general active management of LCCJ,
- d. ensures compliance with all orders, motions, and policies of the Board, and
- e. performs other duties as will from time to time be imposed on the Executive Director by the Board.

The Board may delegate to the Executive Director the power to hire, supervise and terminate employees, the power to enter into specific contracts on behalf of LCCJ, the power to authorize expenditures on behalf of LCCJ and such other tasks or duties as it sees fit. At no time shall the Executive Director borrow funds without written authorization of the Board.

## 22.0 Signing authority

22.1 Unless otherwise provided by the Board, any two of the following may have signing authority for the Board:

- a. Chair, and/or
- b. Treasurer, and/or
- c. Secretary, and/or
- d. Executive Director, and/or
- e. Other Director appointed by the Board



22.2 Any two of the following may sign cheques on behalf of LCCJ:

- a. Chair, and/or
- b. Treasurer, and/or
- c. Secretary, and/or

- d. Executive Director
- e. Other Director appointed by the Board.

LCCJ cheques must have two signatures including at least one of a Board Member.

22.3 The Board may appoint one or more Directors or the Executive Director to sign specific contracts on behalf of LCCJ.

## **23.0 Review of accounts**

23.1 At the LCCJ Annual General Meeting the Members will appoint an auditor and will direct the auditor to perform an audit for the accounts of LCCJ. The auditor will not be a Director, Officer, Member or employee of LCCJ. The auditor will hold office until the next LCCJ Annual General Meeting provided that the Board may fill any casual vacancy in the office of auditor. The Remuneration of the auditor will be approved by the Board.

23.2 The financial year of LCCJ runs from April 1 to March 31<sup>st</sup> of the following year, or on such other date as the Board by Ordinary Resolution may determine.

## **24.0 Minutes, books and records**

24.1 The Secretary is responsible for preparing and keeping: minutes of Board of Directors meetings. The Secretary and Chair must sign the approved minutes.

24.2 The Chair of each committee is responsible for preparing and keeping:

- a. minutes/reports of committee meetings; and
- b. the chair of the committee must sign the approved minutes/reports of the committee meetings

24.3 The minutes of Board meetings 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 meeting, except an in-camera meeting, will be provided to any Member of the community.

## **25.0 Bylaw amendments**

25.1 This Bylaw may be changed by an Ordinary Resolution by those present at an LCCJ Annual General Meeting or at a meeting of Members called for the purpose. Any proposed changes to this Bylaw must 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 made.

## **60 Legal responsibilities and indemnity**

No Director, Officer or committee member of LCCJ is liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of LCCJ or for joining in any receipt or for any loss, damage or expense happening to LCCJ through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of LCCJ or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to LCCJ 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 moneys, 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 the authorized person:

- a. exercised their powers and discharged their duties in accordance with the *Act*; and
- b. complied with the *Act* and LCCJ's articles and By-laws; and
- c. Acted honestly and in good faith with a view to the best interests of LCCJ, and
- d. In cases involving criminal or administrative action enforced by a monetary penalty, had reasonable grounds to believe their conduct was lawful, and
- e. Immediately noticed LCCJ of any action or proceeding, and
- f. Cooperated with LCCJ in its defense in a manner that was reasonable in the circumstances.

## **27.0 Dissolution**

If LCCJ dissolves, all of its assets will be redistributed to another registered charitable organization.

**VERIFICATION OF PASSING BY SPECIAL RESOLUTION OF THE MEMBERS**

We certify that the above ByLaw Number One as revised was passed by Ordinary Resolution of the Members at the LCCJ Annual General Meeting of Members held on July 24, 2024.

\_\_\_\_\_  
Chair:

\_\_\_\_\_  
Secretary: