

**H.O.P.E.**

**(Helping Other People Everywhere Ottawa-Carleton, Inc.)**

**By-law 2024.01**

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## General

Helping Other People Everywhere Ottawa Carleton, Inc. (H.O.P.E.), hereto referred to as the "Corporation" or "H.O.P.E.", is an incorporated volunteer organization governed by a volunteer Board of Directors ("Board") in accordance with their rights and responsibilities.

## Mission

H.O.P.E.'s mission is to hold events which provide funding to various charities. All non-profit charitable organizations having a charitable registration number in the province of Ontario will be permitted to apply for H.O.P.E. funding.

## Definitions

In this By-law, unless the context otherwise specifies or requires:

- "Act" means the *Ontario Not-for-Profit Corporations Act (ONCA)* as from time to time amended. Any omission or contradiction between these Bylaws and the ONCA shall be resolved in favour of the ONCA;
- "Board" means the Board of Directors of the Corporation;
- "By-law" means any by-law of the Corporation from time to time in force and effect;
- "Director" means any person elected or appointed to the Board. This includes the Chair and the immediate Past Chair;
- "Event Manager" means a non-paid Member, and has specific event assignments in pursuit of the objectives of HOPE;
- "Executive Committee" is made up of the President, Vice-President, Treasurer and Secretary;
- "Member" means a Member as defined in the Membership Section of these By-Laws;
- "Officer" of the Corporation includes an Executive Director and Board Advisor, appointed by the Board for a limited term, with no voting rights.
- "Ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- "Register of Members" means the register maintained by the Secretary containing the names of the Members of HOPE;
- "Register of Directors" means the register maintained by the Corporation containing the names of Directors of HOPE;
- "Special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution;
- "Staff" means the Executive Director, and all other support staff

## ***Head Office***

The head office of the Corporation shall be in Ottawa, Ontario. Directors may decide where the head office is to be located in the City of Ottawa. The Corporation must keep at its head office by hard copy or electronically:

- a) minutes of all meetings of the Membership or Directors
- b) copy of the letters patent and any supplementary letters patent
- c) all by-laws, articles, and special resolutions
- d) the registry of Members dating back at least 6 years
- e) the registry of Directors dating back at least 6 years
- f) proper books of account and financing
- g) any stated conflicts of interest

## ***Seal***

The seal stamped below is the Corporation's corporate seal. The seal shall be retained at the head office in the custody of the Secretary.

## ***Execution of Documents***

### **Signing Authority**

The Board may authorize the Executive Director and may appoint any Directors of the Corporation to have signing authority for any of the bank accounts the Corporation maintains.

All cheques, negotiable instruments and withdrawals from bank accounts shall require two (2) authorized signatures.

### **Contracting on Behalf of the Corporation**

Only the Officers of the Corporation and any people so authorized by the Board may enter into contracts on behalf of the Corporation.

Contracts required by law to be under seal, such as long term leases and real estate transactions, may be made on behalf of the Corporation under the Corporation's seal.

Contracts in writing and not required to be under seal, may be signed by any person authorized by a quorum of the Board to enter into contracts on behalf of the Corporation. The person or persons so signing should sign their names and write beside it "on behalf of the Corporation."

## ***Fiscal Year***

Unless otherwise ordered by the Board, the fiscal year of the Corporation shall terminate on December 31 in each year.

## ***Banking Arrangements***

### **Cheques and Bank Accounts**

The bank account or accounts of the Corporation shall be maintained a Schedule 1 Canadian Chartered Bank as the Board may from time to time determine. All monies from time to time received on account of the Corporation shall be paid immediately into the bank account of the Corporation in the same drafts, cheques, bills and cash in which they are received.

All cheques, negotiable instruments and withdrawals from bank accounts shall require two (2) authorized signatures.

### **Borrowing**

The Board shall have the authority to:

- Borrow money for the purposes of the Corporation, from time to time;
- Charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed or other debt, or any other obligation or liability of the Corporation, subject to the terms of the Letters Patent, and Supplementary Letters Patent of the Corporation

The Board may authorize any Officer to make arrangements about the money borrowed or to be borrowed including the power to negotiate or vary terms and conditions of the loan including the method of payment or security.

### **Investment Policy**

The Board shall have the authority to make or approve policies with respect to the investment of funds not immediately required for the operation of the Corporation in approved securities in accordance with the Investment Policy and for the custody and safekeeping of such securities

The Board will charge the Treasurer with the placement of funds prior to distribution to the charities. This will be done upon consultation with the Executive Director and the approval of the Board. Investments should be placed in one of the major chartered banks in amounts not exceeding \$100,000 (the CDIC insurable limit) in any one institution.

Investments are to be made to optimize the financial position of the Corporation. Investments must be guaranteed by the Government of Canada.

# **Membership**

## ***Eligibility of Members***

Any resident of a province or territory of Canada who has been involved in the Corporation and is recommended for membership is eligible to be a H.O.P.E. Member. Potential members must be in good standing with the Corporation, and existing Members must remain in good standing with the Corporation.

## ***Members***

Volunteers who participate in H.O.P.E. activities and who are in good standing with the Corporation will be suggested as potential H.O.P.E. Members to the Executive Director by the Chair of the committee in which they participated. Volunteers who are offered membership must accept in writing. The list of potential new members is presented to the Board, and a complete Member list is presented to Members at every Member meeting.

The Treasurer, who is appointed to the Board by Board Members, becomes a Member of the Corporation upon appointment.

A membership agreement must be signed each year by all members. Membership runs annually from September to August. Memberships are non-transferable.

The Corporation shall keep a registry of the Members at the head office. The head office will keep an annual registry of Members for at least 6 years.

## ***Rights and Privileges of Members***

Members are:

- entitled to attend and vote at all Member meetings
- entitled to obtain a free copy of the articles, bylaws, and amendments
- entitled to the minutes of membership meetings and meetings of any committee of members
- A list of members, directors, officers, and a register of ownership interests in land
- eligible to be elected to the Board after a cumulative period of 2 years of membership

## ***Honorary Members***

Honorary Membership status may be approved by the Board and conferred. Honorary Members will have no voting rights. Honorary Members will be presented to the Membership at the next Member meeting.



### ***Liability of Members***

Members are not liable or responsible for any act, debts or obligations of the Corporation, nor for any claims, injuries, losses, transactions or other things relating to the Corporation.

### ***Continued Liability for Debts Due***

A person who has resigned their membership or had it revoked is still liable to the Corporation for any debts owed to the Corporation while a Member.

### ***Membership Fees***

The Corporation has the right to enact a membership fee with membership approval.

### ***Suspension or Termination of Membership***

The Board may suspend or terminate any membership. A Member must be given 15 days notice that they are facing potential removal and are under suspension. The notice must include the reasons for removal. At least 5 days before the potential removal, the Member must be given an opportunity to address the decision-makers in writing, orally, or other means. The ultimate decision must be made in good faith. A Member under suspension may not take part in any of the activities of the Corporation. A Member whose membership has been terminated loses all rights and privileges of membership.

### ***Resignation***

Notice of a Member's resignation must be given to an Executive Board Member for immediate review and acceptance. The Board shall be made aware of the Member's resignation at the Board meeting following the reception of the notice.

### ***Death***

Membership in the Corporation ceases upon the Member's death.

# **Annual and General Membership Meetings of Members**

## ***Calling of Meetings***

The Board may call a General meeting at any time. Members shall be notified of the time and place of every General meeting at least 10 days before the meeting.

Members may request a General meeting by presenting the Board with a petition that states the general business to be considered at the meeting. If the membership is ten persons or less, the petition must be signed by three (3) Members. If the membership is more than ten persons, the petition must be signed by thirty (30%) percent or more of the membership.

## ***Notice of Meetings***

Notice by mail (electronic or otherwise) shall be sent to the last known address of the Member, Director, or Officer concerned as recorded in the Corporation's books. It shall be deemed to have been given when sent.

## **Omissions and Errors**

No error or omission in giving notice of any meeting of Directors or Members shall invalidate the meeting or any proceedings at the meeting. However, any person who failed to attend a meeting because of such an error or omission may reopen any matter considered at that meeting at the next meeting of the membership of the Board that the person attends.

No error or omission in any proceedings of any meeting of Directors, or Members, shall invalidate the meeting or any of the other proceedings at the meeting. However, any Member or Director may reopen the proceedings affected at the next such meeting.

## ***Persons Entitled to be present***

Attendance at Annual and General Membership meetings is open however; only Members in good standing are able to vote.

The current membership listing shall be presented to and approved by the Members at each membership meeting. The listing is to be presented to the Board prior to each membership meeting.

## ***Chairperson***

The President shall chair the General meetings and the AGM. If the President is not present within fifteen (15) minutes of the start of the meeting, the Vice President, or another member of the Board, will conduct the meeting.

## ***Quorum***

A quorum is fifty percent plus one (50% +1) of membership. Quorum may be a combination of attendees and proxies.

## ***Votes to Govern***

- Members in good standing may vote in person or by proxy;
- Each Member shall hold one vote;
- Only Members in good standing may hold proxies;
- Members may hold no more than two proxies;
- Voting shall be by a show of hands, written or electronic ballot;
- In the event of a tie, the Chairperson will cast the deciding vote;
- A majority of the votes cast carries any motion. However, a two-thirds (2/3) majority vote of the Members is necessary to carry a special resolution.

A Member will remove themselves from any vote if it is deemed that the Member has a conflict of interest in the issue before the membership. Definitions of conflict can be found in the Corporation's Conflict of Interest Policy.

## ***By-Laws and Special Resolutions***

The President shall sign any by-laws or any special resolutions passed. The motions should also be duly noted in the approved meeting minutes.

## ***Annual and General Membership Meetings***

Annual and General Membership meetings may be held at the Corporation's head office or any other place within Ontario that the Directors decide.

The Annual General Membership meeting must be held once every 15 months at least and within six (6) months of the end of the last fiscal year. The Board shall decide the exact time, date and place of the Annual General Membership meeting.

Membership meetings are held up to four times a year at the HOPE office or alternate location.

## **Business at an Annual General Membership Meeting**

At every AGM, in addition to any other business, the following must be included on the agenda:

- a) The President's report
- b) The Treasurer's financial report
- c) The Auditor's report
- d) The election/ratification of the new Board
- e) Appointment of the Auditors for the next fiscal year
- f) Approval of Auditor's fees
- g) Executive Director's report

## **Business at a General Membership Meeting**

At every General meeting, in addition to any other business, the following must be included on the agenda:

- a) Approval of the minutes of the previous meeting
- b) Confirmation of new Members
- c) Suspension of any Members
- d) Filling of any vacancies on the Board as required
- e) Introduction of any Directors appointed to the Board

## **Minutes**

The approved minutes shall be signed by the presiding Chairperson or the Chairperson of the recorded meeting. Once so signed, the minutes are admissible in evidence as prima facie proof of the proceedings.

Items that require a vote will have a motion put forward. The Secretary will record in the minutes whether or not the President declares the motion carried or defeated. Abstentions will be included in the minutes.

## **Board of Directors and Officers**

### ***Board of Directors***

The Board consists of up to six elected positions (President, Vice President, Secretary, and one to three Member(s) at Large). The Treasurer is an appointed position.

The Corporation shall keep a registry of the Directors. The registry of Directors shall consist of a list of the names, addresses, together with the various dates when each became or ceased to be a Director.

### ***Executive Committee***

All Board members are Directors of the Corporation, however only the positions of President, Vice President, Treasurer, and Secretary form the Executive Committee.

### ***Eligibility***

A Director is:

- any resident of a province or territory of Canada;
- a Member of the Corporation for at least 2 cumulative years;
- at least 18 years of age;
- able to manage property under Canadian law;
- not bankrupt;
- of sound mind;
- one who has successfully completed the screening process for Directors as per the Corporation's policies;
- subject to the Corporation's Code of Conduct, Code of Ethics, Confidentiality and Conflict of Interest Policies

### ***Call for Nominations and Acceptance of Nominations***

1. Eight (8) weeks prior to the Annual General Meeting (AGM), current Board members submit their binding intention to seek a new position on the Board or resign their position effective after the AGM (just before elections). This identifies definitively what positions are available at the upcoming election. Board members will maintain their position on the Board until the close of the AGM.
2. Seven (7) weeks prior to the AGM, H.O.P.E. office staff sends out a call to members for nominations for the Board positions up for election.

3. Nominations should be directed to the H.O.P.E. office and include a written submission, which will be distributed to the membership.
4. Members are permitted to submit their candidacy for one position per election.
5. HOPE office staff will confirm receipt and acceptance of nominations and written submissions. Only members in good standing will be accepted as candidates for Board positions.
6. Nominations must be received by the H.O.P.E. office four (4) weeks prior to AGM. 7  
. The four (4) weeks preceding the AGM will be considered the official campaign period, beginning with the distribution by the H.O.P.E. office of a list of candidates and all written submissions to members. This document will be organized alphabetically by last name for each position. The use by a candidate of H.O.P.E. office and staff resources during the campaign period will result in a forfeiture of candidacy.
8. Nominations from the floor will only be accepted for those positions which have no nominees, and only during the Confirmation and Presentation of Nominees, outlined below. That is to say that, if a position has no nominees past the nomination deadline, no late nominations will be accepted; a member must wait to nominate themselves from the floor on election day. Additionally, no positions which have nominees at the nomination deadline are eligible for nominations from the floor on election day.
9. Any position with only one nominee at the close of the nomination period is won by acclamation. Their position on the Board of Directors comes into effect only after the nominee has successfully completed the requirements outlined by the Elections Process and after the new Board of Directors is ratified.

## ***Elections Process***

The Executive Director will chair the election process. Elections take place at the same meeting as the AGM, but after the AGM has been closed.

### **Confirmation and Presentation of Nominees**

The Chair of Elections reiterates the positions to be elected.

1. The Chair of Elections calls for any nominations from the floor for positions which have no nominations.
2. The Chair of Elections asks candidates if they will allow their name to stand.
3. The Chair of Elections puts forward a motion to members to close nominations.
4. Candidates for all positions present their platforms to the members. This element is required for all nominees and will be a strictly-timed maximum of two minutes.

Candidates will speak following the alphabetical order of last name within each position. A designate may be named by a candidate to give this short presentation should the candidate not be able to attend the AGM.

5. The Chair of Elections reminds the membership that a nominee for any position running unopposed wins by acclamation.

## **Voting Procedure**

1. The Chair of Elections distributes ballots to each member. Proxy ballots are also distributed at this time according to section 3.2.2. below.
2. If applicable, the Chair of Elections instructs members to remove any nominees from the ballot who have not allowed their name to stand, as well as add nominees from the floor to the ballot, including on proxy ballots.
3. Members vote for all positions on the same ballot at the same time. 1.9. Positions running unopposed will not be subject to a vote. The ballot will include any such category, the candidate's name, and a statement that the position has been won by acclamation.
4. Only marks of (x) or checkmark (✓) will be considered a positive choice. This will be indicated on the ballot.
5. Members have the option of leaving some categories blank, indicating that they are not voting for any candidate for a given position. Other votes on that ballot will still be considered valid. This will be indicated on the ballot.
6. Any other marking on the ballot, including but not limited to “yes” or “no” or “y” or “n” will render the ballot spoiled for all categories. This will be indicated on the ballot.
7. Ballots are handed into the Chair of Elections as they are completed
8. The Chair of Elections makes a last call for ballots to be submitted for tallying.

## **Proxy Voting**

Proxy voting is a form of voting whereby a member of a decision-making body (in the case of H.O.P.E., a member) may delegate their voting power to a representative (another member) to enable a vote in absence. Members are encouraged to provide their voting instructions to their proxy

## **Procedure for Assigning a Proxy**

1. During the four (4) week period before the AGM, members must advise the H.O.P.E. office via email as necessary that another member will carry their vote via proxy during the election. The member to carry the proxy must be named in this email and cc'ed on the email. If a member does not know any other members, H.O.P.E. office staff may

facilitate the process of assigning a proxy.

2. H.O.P.E. office staff confirms acceptance of the proxy designation.
3. The maximum number of proxies per member is two (2). Therefore, any member may submit a maximum of 3 ballots in any election (up to two (2) proxy votes in addition to their own vote).
4. H.O.P.E. office staff will track the number of proxies held by each member. If a member already holds two (2) proxies and is asked to hold any additional, the H.O.P.E. office staff will reject the proxy to the originator, indicating the reason why. The originator will restart the process of assigning a new proxy, according to the section 3.1.1 above.
5. If a member cannot attend on short notice, the member may email the H.O.P.E. office staff and ask for a proxy to be assigned for them at the beginning of the election process.

### **Procedure for Proxy Voting during Elections**

1. Members who carry one or more proxies must identify whose proxies they are carrying to the Chair of Elections.
2. During the distribution of ballots in section 2.1 above, the Chair of Elections will distribute the appropriate number of ballots, marked as proxy ballots, to those members assigned as proxies.
3. After completing the proxy ballot, the member should submit the proxy ballot to the Chair of Elections.

### **Tallying of Votes**

1. Ballots are collected and tallied by the Chair of Elections and at least one H.O.P.E. office staff member. Votes will be tallied in a secluded location. If necessary, the Treasurer will participate in the tallying of votes.
2. In the event of a tie:
  - a. In the event of a tie, a recount of the ballots cast will be undertaken. 1.18.2. Should a tie be confirmed, the ballots cast only by members present will be tallied (i.e. leaving out the proxy ballots).
  - b. If a tie remains, a new election process for that position commences between the tied candidates. Only members present will vote in the new election process.
3. Election Results are announced by the Chair of Elections.



## ***Ratification of the Board of Directors***

1. After the election results have been announced, the Chair of Elections puts forward a motion to the members to ratify the Board of Directors for the upcoming year: "*THAT the [year] H.O.P.E. Board of Directors be ratified.*"
2. The standing Treasurer will remain in place until the Board appoints a Treasurer for the upcoming year at their meeting immediately following the AGM.

## ***Term of Office***

At the AGM, the Members shall elect or re-elect Directors of the Corporation, namely the President, Vice-President, Secretary for a three (3) year term, and up to three (3) Members at Large for a two (2) year term.

- A Director shall retain the current position for a period not to exceed two (2) consecutive terms of three (3) years in the case of Executive board of President, Vice-President, Secretary, and two (2) terms of two (2) years in the case of Members at Large
- A Director who has served in the current position for two (2) full consecutive terms may have their term extended at the discretion of the Members, based on a recommendation from the Board.

## ***Appointment of the Treasurer***

The Board will appoint a Treasurer to the Board as required by the Corporation. The Treasurer becomes a Member of the Corporation upon appointment and holds all the rights and privileges of membership. The Treasurer shall be presented to the Membership at the next meeting of the Membership.

## ***Appointment of Advisors to the Board of Directors***

From time to time and as necessary, the Board may appoint one or more Advisor(s) to the Board of Directors for a term of up to one year. Advisors to the Board act as Officers, and will have no voting rights. Advisors to the Board will be presented to the Membership at the next Member meeting.

## ***Vacancies***

As long as there is a quorum of the Directors in office, the Directors then in office may appoint from the qualified membership of the Corporation persons to fill any or all of the vacancies for the remainder of the term. Any vacancies must be communicated to the Membership.

If there is no quorum of Directors in office, then the remaining Directors must call a General meeting as soon as possible to fill the vacancies by election. If there are no Directors left in office or the remaining Directors fail or refuse to call such a General meeting, any Member may

call the General meeting. If the minimum number of Directors is not met, a General meeting of the membership must be called.

One person may hold only one office.

### ***Removal of a Director***

The membership may, by special resolution, remove any Director before the expiration of the period of office by a 50%+1 majority of votes and appoint another person in their stead. The person so appointed shall hold office during such time only as the Director in whose place they are appointed would have held office.

Written (electronic or otherwise) notice of a Director's resignation must be given to the Secretary or the President. The Board shall accept the Director's resignation at the next Board meeting following the reception of the notice.

A Director will be removed automatically:

- if they are no longer a member of the Corporation
- If he or she becomes bankrupt or suspends payment or compounds with his creditors or makes an authorized assignment or is declared insolvent
- If they are found to be a mentally incompetent or becomes unsound of mind

### ***Remuneration of Directors***

The Board shall serve as such without remuneration, and in no circumstance receive, either directly or indirectly, any profit from their position, provided that a Director may be paid reasonable out-of-pocket expenses incurred in the performance of their duties.

### ***Indemnification***

Every Director or Officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation and their heirs, executors and administrators, and estate and effect, 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:

- all costs, charges and expenses whatsoever which such Director, Officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against them for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by them in or about the execution of the duties of their office or in respect or any such liability; and

- all other costs, charges and expenses which they sustain or incur in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default.

The Board may cause to be purchased such insurance as it considers advisable and necessary to ensure that the Directors, Officers and members of committees of the Board will be indemnified and saved harmless in accordance with this By-law and the premiums for such insurance coverage shall be paid from the funds of the Corporation.

## **Power and Duties of the Board of Directors**

The responsibilities of the Board are in accordance with the "not-for-profit" corporation laws of the Province of Ontario. For the purpose of the Board, emphasis is placed on the general responsibilities, not in the legalistic sense, but rather toward fulfilling the Board's obligation to the Corporation and ultimately toward the community when one accepts the invitation to serve.

The Board shall oversee that the business of the Corporation is carried out without the purpose of gain for its volunteer members and that any profits or any other accretion to the Corporation shall be used solely to promote its mandate and objective.

The Board is supported by a paid staff consisting of an Executive Director and other staff as required and approved by the Board. All staff report to the Executive Director.

The Board, in conjunction with the Executive Director, is responsible for the Safeguarding of the Corporations' assets.

### ***Duties of Directors***

The Board shall ensure internal planning and management of the Corporation. Its duties include the following:

- approval of annual budget and all event specific budgets;
- review deviations from the budget;
- approval of the allocation of funds;
- review of monthly, quarterly or annual reports on financial matters review, on an annual basis, sources of funding;
- approval of the Corporation's audited Financial Statements and Report of the Audit;
- strategic planning;
- determination of organizational programs, policies, policy decisions, and policy execution;
- appoints Board committee chairs;
- be made aware of all event related contracts signed Executive Director;
- ensures that all legal contractual requirements are met;
- approval on non-event related contracts e.g. ED contract, lease;
- approval of personnel policies;
- selection of the Executive Director;
- evaluation of the Executive Director including determining their goals and objectives that support the strategic direction of the Corporation;
- receive recommendations and oversee standing committees or task forces struck by the Board;
- develop and maintain the by-laws and procedures of the Corporation;
- maintain the organization's "constitution and the letters patent";
- carries out the assessment of the Board, Corporation, and Executive Director;
- ensures all the proper books and records required by law are kept;
- discloses conflicts of interest, to be recorded;

## **Program Development**

The Board, in conjunction with the Executive Director is accountable for the programs and services to the community by the Corporation. The Board is responsible for the determination and development of programs appropriate to the Corporation's purpose. All approved programs must be accompanied by approved budgets.

## **Policy Determination**

The Board is responsible for the determination of the policies of the Corporation. It must be remembered that policies are guidelines and as such set parameters within which the Board and its volunteer members can and must operate. For example, it is the Board's decision to determine the eligibility requirements of a prospective recipient of Corporation funds. Likewise, the Board is responsible for making policy decisions regarding the pursuit of funds.

## **Strategy, Goals, and Objectives**

The Board is responsible for the strategic direction of the Corporation. The direction must be translatable into specific goals and objectives that support the Corporation. Goals and objectives center on the specifics of programs, e.g., time frames, number of charities served, cost factors, and other related duties.

## **Evaluation and Review**

The Board shall evaluate its own performance so as to demonstrate responsibility and to provide an accounting of its stewardship. The evaluation will demonstrate the seriousness of the trusteeship obligation.

The Board must ensure that adequate control is exercised. Control systems should be developed to see that the Board receives the information it needs to carry out its responsibilities. Annual reviews pinpoint weaknesses and indicate needed changes in operating policies. The evaluation should include policy administration, personnel, finance, etc.

## ***Roles of the Board of Directors***

### **Role of the President**

The President works with the Board as a partner and colleague in advancing the interest of the Corporation. The President is the official representative and spokesperson of the Corporation.

The President oversees the following issues:

- oversees the effective and efficient management of the Corporation;
- ensures the smooth functioning of Board and General Membership meetings (including the Annual General Membership meeting), and as such acts as Chairperson. Consistent with Roberts Rules of Order, the duties of the Chairperson include:
  - ensuring the agenda is adhered to by limiting the scope of the discussion to the topics pertinent to the agenda;
  - setting the tone of the meeting; this entails judgment, when to cut off discussion, when to suggest adherence to rules of order, when to exert pressure for a decision; ○ draw contributions from volunteer members who tend to remain silent on an issue; ○ draw conclusions and know when to table a proposal when it becomes clear that an issue will not be resolved;
  - note various viewpoints presented, summarizing them and noting their advantages and limitations
- oversees the performance of the Executive Director;
- liaises with Membership;
- be responsible for the effectiveness of the Board;
- has signing authority on behalf of the Corporation;

The Directors may give other duties and powers to the President from time to time.

### **Role of the Vice-President**

The responsibility of the Vice President is to:

- In the absence or inability of the President, the Vice-President shall act in the position of the President with all the duties and powers of that position;
- count votes on resolutions, and can appoint another in their absence;
- act as ombudsman for the volunteer members and Board, including liaising with the volunteer members and Membership Committee;
- oversees the tracking of volunteer members in good standing and advises the Board and Membership of the same;
- has signing authority on behalf of the Corporation

The Directors may give other duties or powers to the Vice-President from time to time.

## **Role of the Treasurer**

The Treasurer oversees all finances of the Corporation and sees that all legal financial requirements are met and all fiscal policies are adhered to. The Treasurer:

- reports to the Board on financial matters of the Corporation, including presenting financial reports to the Board at least quarterly financial statements and financial analysis, as needed;
- ensures that the Directors understand the financial situation of the Corporation;
- In consultation with the Corporation's auditor, the Treasurer and Executive Director will be responsible for the financial management and controls of the Corporation;
- ensures that the annual external audit of the Corporation is performed by an accredited auditor;
- ensures that the Corporation's accounting practices conforms to the Canadian Generally Accepted Accounting Principles for Not for Profits and all other requirements relating to the audit;
- ensures that the Corporation complies with all the provision of the charities act under the laws of Ontario and Canada;
- ensures that all tax returns and reporting to Canada Revenue Agency (CRA) are completed and submitted to the Agency within the prescribed time;
- assists in the development of all event specific budgets;
- ensures that all corporate funds are invested in such a manner as the Board may determine in investments authorized by law for trustees;
- presents the annual audited financial statements at the Annual General Membership Meeting as well as a financial update for the current year;
- has signing authority on behalf of the Corporation

The Directors may give other duties or powers to the Treasurer from time to time.

## **Role of the Secretary**

The responsibility of the Secretary is to:

- ensure that the minutes of the Board and General Membership meetings (including the AGM) are properly recorded, filed, and distributed;
- records the voting count at all Board and Member meetings;
- keep an accurate account of all proceedings of the Corporation including ensuring that all policies, procedures, by-laws, and any other documents are kept up to date, internally and externally, and reflect the latest agreement/changes of the Corporation;
- keep the corporate seal and all records, correspondence, contracts and other papers of the Corporation;
- maintain the "letters patent" and the by-laws of the Corporation;
- co-signs all by-laws

The Directors may give other duties and powers to the Secretary from time to time.

## **Role of the Member(s)-at-Large**

- assists in the strategic planning of the Corporation and other duties as assigned by the Board from time to time;
- attend, participate in, contribute to and be voting members on Board Committees and attend Board meetings;
- exercise the same duties and responsibilities as the Directors of the corporation ;

Member(s)-at-Large do not have signing authority nor are a part of the Executive Committee.

## **Role of the Executive Director**

The Executive Director, and all other support staff, are known collectively as the “staff”. The staff works with the Board as a partner and colleague in advancing the interests of the Corporation. With the exception of independent financial contractors, the Executive Director manages all office staff and represents the same on the Board. The Executive Director reports directly to the Board through the President, and indirectly to the Members.

The Executive Director:

- attends all Board meetings and reports on the status of all initiatives and projects;
- advises the Board on an on-going basis, as required, of developments in initiatives and projects;
- is non-voting attendee of Board meetings;
- implements the decisions of the Board;
- participates in, and contributes to, the strategic long term and annual planning of the Corporation;
- make recommendations concerning current initiatives and/or programs;
- ensures the effective and efficient day to day operation of the office;
- in consultation with the Corporation’s auditor, the Treasurer and Executive Director will be responsible for the financial management of the Corporation;
- performs any other duties as required and assigned by the Board from time to time



## **Meetings of Directors**

### ***Calling of Meetings***

Meetings of the Board may be called by any Board member on the request of any two Directors or Members to discuss time-sensitive matters.

A meeting may only be held if all Directors are present or if those absent consent to the meeting being held in their absence.

### ***Notice of Meetings***

Notice of Board meetings shall be communicated to each Director personally, by telephone, or e-mail at least one day before the proposed meeting.

Immediately following the Annual General Membership meeting of the Corporation, the Directors may hold a meeting without having to give formal notice if, all the Directors are present or if those absent consent to the meeting being held in their absence.

### ***Regular Meetings***

At the call of the President, the Board shall meet regularly at a time and place that the Board decides without having to give formal notice for such regular meetings.

The Board may hold its meetings where it wishes, provided the meetings are always held in Ontario.

A Director may, if all of the Directors of the Corporation consent, participate in a meeting of the Directors or of any committee of Directors by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A Director so participating in a meeting is deemed for all purposes to be present at that meeting.

### ***Quorum***

Quorum is defined as 50% + 1 of all current Directors.

## ***Votes to Govern***

The Board shall transact the business of the Corporation only at meetings where a quorum of Directors is present.

## ***Resolutions***

- The Board shall carry on its business by resolution moved, seconded and carried by a majority of the votes cast. Voting shall be by show of hands, or, if a Director asks for secret ballot, by ballot. Voting may also be conducted electronically.
- The Vice-President shall count the votes on a resolution and the President declares it carried or defeated
- The Secretary shall keep an accurate record of the minutes including all resolutions and a record of the votes for, against and in absentia. A declaration by the President that a resolution has passed and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof that the resolution has passed.
- All Directors hold one vote, however the President may only exercise their vote if required to break a tie.
- All Directors hold a vote unless it is deemed a Director has a conflict of interest surrounding the vote. Directors will disclose any potential of conflict of interest to other Directors. The determination of a conflict of interest is at the discretion of the Directors.

## ***Minutes***

The Secretary shall record the time and manner of giving notice in the Corporation's books.

The minutes of the previous meeting of the Board shall be approved at the next Board meeting.

## ***Committees of the Board***

Specific projects and work can be undertaken by committees. Committees can be ad hoc, temporary, or standing committees.

### **Composition of a Committee**

Ad-hoc or Temporary Committees are formed by the Board. Its members are to be approved by the Board. The Chair of these Committees is to be decided by its members and agreed to by the President. The Board must convey a specific purpose, objective and/or tasks to its committee members, what the expectations are and what rules are to be followed

Standing committees must be chaired by a Board member, unless otherwise authorized by the Board. In the cases where a standing committee is chaired by a non-Board member, it must have a Board member on the committee. All Standing Committees must have Terms of Reference that are reviewed and approved by the Board on an annual basis. The Chair of each Committee is to provide a report to the Board at each Board meeting and upon request of the Board, at a Members' meeting.

Sub-committees, formed to organize the Volleyball event, are overseen by the Event Managers.

### **Reporting to the Board of Directors**

To ensure a timely work plan is implemented, the committee reports back to the Board and membership by a defined date.

### **Standing Committees:**

- H.O.P.E. Executive
- Policy
- Finance

## Effective Date

Subject to matters requiring a special resolution, this by-law shall be effective when made by the board.

CERTIFIED to be By-Law 2024.01 of the Corporation, as enacted by the Directors of the Corporation by resolution on Oct 9, 2024.

Dated Oct 9, 2024.

*Dan Carbonnell*

Dan Carbonnell, President