

BE IT ENACTED as By-Laws of Community Living Quinte West (hereinafter referred to as the 'Corporation') as follows:

1. HEAD OFFICE

The Head Office of the Corporation shall be located within the boundaries served by the Corporation.

2. CORPORATE SEAL

The corporate seal of the Corporation shall be in the form impressed hereon.

3. ANNUAL MEETING

The Annual Meeting of the Corporation shall be held during the month of September. At each Annual Meeting the following items of business shall be transacted:

- receiving the reports of the Board;
- receiving the reports of the Executive;
- receiving the report of the chief administrative officer;
- receiving the financial statement;
- receiving the report of the auditors;
- the election of auditors; and
- the election of Directors to the Board.

4. SPECIAL GENERAL MEETINGS

A Special General Meeting of the Corporation or its Board may be called by the Board, the President, the Vice-President, or by notice in writing from five (5) members of the Corporation; and it shall be held at such time and place as the Board shall appoint. Notice in writing from members shall specify the business to be transacted, and this shall be the only business transacted at a meeting so called.

5. CALLING OF MEETING

The annual or any special general meeting of the members shall be held at the head office of the Corporation or elsewhere in Ontario as the Board may determine and on such day as the Board shall appoint. The members may consider and transact any business either special or general without any notice thereof at any meeting of the members, except at the Annual General Meeting, or a special general meeting called by notice in writing by five (5) members where By-law # 4 applies.

Notification of items for discussion shall be made to the President or Secretary of the Board no less than 30 days prior to the Annual General Meeting. No public notice or advertisement of members' meetings, annual or general, shall be required, but notice of every meeting so called shall be mailed or distributed by electronic means to each member not less than ten (10) days before the time when the meeting is to be held. The statement of the President or Secretary that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of the giving of such notice.

6. **ERRORS IN NOTICE**

No error or omission in giving such notice for a meeting of the members shall invalidate such a meeting or make void any proceedings taken or had at such a meeting.

7. **QUORUM OF MEMBERS**

a) **THE BOARD**

Members of the Board, of whom more than 50% of the existing positions of the Board are present, shall constitute a quorum. At least two (2) of these shall be Officers of the Corporation, except for the first meeting of a new Board. This notwithstanding, the Board of Directors may conduct meetings and pass motions with only two-fifths (2/5) of the existing positions of the Board present, provided that at least two (2) of these are Officers of the Corporation, and all motions passed are ratified by more than 50% of the existing positions of the Board within five (5) days of the meeting. A telephone poll or electronic polling approved by the Board and conducted by an Officer of the Corporation, or their designate, will be accepted as evidence of ratification. Such poll shall be a recorded vote.

b) **ANNUAL / GENERAL MEETINGS**

A quorum for the transaction of business shall consist of a quorum of the Board, of whom at least two (2) shall be Officers of the Corporation.

8. **VOTES TO GOVERN**

Except for a vote considering the removal of a Director (By-Law # 12) or a change to the By-Laws of the Corporation (By-Law # 43), questions arising at any meeting of the Corporation or its Board shall be decided by a majority of the votes. In the case of an equality of votes, the Chairperson shall have the casting vote. All votes shall be taken by ballot if so demanded by any member present, but if no demand is made, the vote shall be taken in the usual way by assent or dissent.

BOARD OF DIRECTORS

9. **POWERS OF DIRECTORS**

a) The affairs of the Corporation shall be the responsibility of, and managed by, the Board of Directors, of whom all shall have been elected or appointed in accordance with the provisions of the By-Laws, except one of whom shall be a member ex-officio as immediate Past President of the Corporation. The chief administrative officer shall also be an ex-officio (but non-voting) member of the Board. Until changed by special resolution or supplementary letters patent, the number of Directors of the Corporation shall be a minimum of five (5) and a maximum of twelve (12), one of which shall be a self-advocate appointed by the Community Living Quinte West Self-Advocates Committee.

b) If a vacancy occurs on the Board, the Board may appoint a person to occupy the position. This appointed Board member shall be ratified by the membership at the next annual general meeting.

10. **QUALIFICATIONS**

Each director shall be eighteen (18) or more years of age, and within ten days after his election or Appointment, and throughout the remainder of his term of office shall be a member of the Corporation, and shall not have served as a Director of the Corporation for the five (5) consecutive terms immediately preceding his nomination, except in the case of the past president who may stand for re-election for one (1) additional term of two (2) years.

11. **ELECTION AND TERM**

a) Nominations for the Board of Directors shall be submitted to the Selection Committee ninety (90) days prior to the Annual General Meeting. The Selection Committee will determine candidates to stand for election according to Board Policy.

b) Directors shall be elected and shall retire in rotation. At the first annual meeting of members for the election of Directors, one-half of the number of Directors (rounded off to the nearest whole number, if necessary) shall be elected to hold office for a term of two (2) years from the date of their election or until the second annual meeting after such date, whichever occurs first, and the remaining number of Directors shall be elected for a term of one (1) year from the date of their election or until the first annual meeting after such date, whichever occurs first. Any retiring director may stand for re-election providing his term of service does not exceed ten (10) years as per By-law #10, except in the case of the past-president. The past-president may stand for re-election for one (1) additional term of two (2) years to ensure continuity on the board. At each subsequent annual meeting, a number of Directors equal to the number of Directors retiring in such year shall be elected for a term of two (2) years or until the second annual meeting after their election, whichever occurs first. One Director's position shall be filled by a self-advocate appointed by the Community Living Quinte West Self-Advocates Committee. At the first meeting of the Board following the Annual General Meeting, the Board shall elect from among its members, the Officers of the Corporation: President, Vice-President, Secretary, Treasurer, and such other Officers as the Board may from time to time determine by By-Law. Each Officer and Director shall be expected to familiarize themselves with the Policies and Procedures Manuals governing the programs, and be in essential agreement with them.

12. **REMOVAL OF DIRECTORS**

The members of the Corporation may, by resolution passed by at least two-thirds of the votes cast at a General Meeting of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of his term of office, and may, by a majority of votes cast at that meeting, elect any qualified person in his stead for the remainder of his term.

13. **VACANCIES**

If any member of the Board of Directors resigns his office, or without reasonable excuse absents himself from three (3) or more Board meetings, the board shall declare his office vacated and may appoint a successor in his place to hold office until the next Annual General Meeting.

14. **CALLING OF MEETING**

The Board shall hold a minimum of six (6) meetings per year. Meetings of the Board shall be held from time to time at such place, at such time, and on such day as the President or Vice-President, or any two (2) Directors may determine, and the Secretary shall call meetings when directed or authorized by the President, or by the Vice-President, or by any two (2) Directors. Notice of every meeting so called shall be mailed to each Director not less than five (5) days before the time when the meeting is to be held, save that no notice of a meeting shall be necessary if all Directors are present or if those absent have waived notice of or otherwise signified their consent to the holding of such meeting. The statement of the President or the Secretary that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of the giving of such notice.

15. **ERRORS IN NOTICE**

No error or omission in giving notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting.

16. **REGULAR MEETING**

The Board may appoint a day or days in any month or months for regular meetings at a place or hour to be named. A copy of any resolution of the Board fixing the place and time of regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting.

17. **FIRST MEETING OF NEW BOARD**

Each newly elected Board may without notice hold its first meeting for the purpose of organization and election and appointment of Officers, immediately following the meeting of members at which such Board was elected, provided a quorum of Directors be present.

18. **PLACE OF MEETING**

Meetings of the Board may be held at the head office of the Corporation or any other place within Ontario.

19. **REMUNERATION OF DIRECTORS**

The Directors shall receive no remuneration for acting as Directors of the Corporation.

20. **INTEREST OF DIRECTORS IN CONTRACTS**

No Director shall be disqualified by his office from contracting with the Corporation nor shall any contract or arrangement entered into by or on behalf of the Corporation with any Director or in which any Director is in any way interested or liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Corporation for any profit realized by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established.

21. **DECLARATION OF INTEREST**

It shall be the duty, however, of every Director of the Corporation who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or arrangement with the Corporation to declare such interest to the extent, in the manner and at the time being in force and to refrain from voting in respect of the contract or arrangement or proposed contract or arrangement.

22. **PROTECTION OF DIRECTORS AND OFFICERS**

No Director or Officer of the Corporation shall be liable for the acts, receipts, neglects, or defaults of any other Director or Officer, or for joining in any receipts or other acts for conformity, or for any loss or expense happening to the Corporation or for the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested, or for any loss or damage arising from bankruptcy, insolvency, or tortuous act of any person with whom any of the monies, securities or effects of the Corporation shall be deposited, or for any loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same shall happen through his own dishonesty.

23. **INDEMNITY OF DIRECTORS AND OFFICERS**

Every Director or Officer of the Corporation and his heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be identified and saved harmless out of the funds of the Corporation, from and against:

- a) all costs, charges and expenses whatsoever which such Director or Officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office;
- b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his willful neglect or default.

OFFICERS

24. ELECTION OF OFFICERS

The Officers of the Corporation shall be elected in accordance with By-Law #11.

25. APPOINTMENT OF OFFICERS

The Board may from time to time appoint a chief administrative officer and such other Officers as the Board may from time to time by resolution determine, including one or more assistants to the Officers so appointed. The Officers so appointed may but need not be members of the Board.

26. TERMS OF OFFICE AND REMUNERATION

In the absence of any written agreement to the contrary, the Board may remove at its pleasure, any Officer of the Corporation. The elected Officers shall receive no remuneration for acting as Officers of the Corporation. The terms of employment and remuneration of the appointed Officers shall be settled from time to time by resolution of the Board.

27. PRESIDENT

The President shall, when present, preside at all meetings of the Corporation, the Board and the Executive. The President shall also be charged with the general supervision of the affairs of the Corporation. The President, with the Secretary or other Officer appointed for this purpose, shall sign all By-Laws and such other documents as may from time to time be approved by the Corporation. The President shall be a member and Chair of the Board, and ex-officio member of each committee.

28. VICE-PRESIDENT

During the absence or inability of the President, his duties and powers shall be exercised by the Vice-President. If the Vice-President performs or exercises any such power or duty, the absence or inability of the President shall be presumed with reference thereto. The Vice-President shall also perform such duties and exercise such powers as the Board may on recommendation of the President from time to time prescribe.

29. SECRETARY

The Secretary shall attend all meetings of the Corporation, the Board and the Executive Committee and shall enter or cause to be entered in books kept for the purpose, Minutes of all proceedings at such meetings; he shall be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Corporation and of all books, papers, records, documents and other instruments belonging to the Corporation; and shall give, or cause to be given, all notices required to be given to members, directors, auditors, and members of committees. The Secretary shall keep, or cause to be kept, a record of all memberships, dues paid and owing, and the list of those eligible to vote. The Secretary shall be an assistant to the President in matters concerning

the efficient and smooth running of meetings, of the Rules of Order, and of documentation that might be needed. He will also be a help to any member wishing assistance informing a motion, or in procedures for the bringing of any matter before the meeting. The Secretary shall also perform such other duties as may from time to time be prescribed by the Board.

30. **TREASURER**

The Treasurer shall be responsible for the keeping of, or cause to be kept, full and accurate books of account in which shall be recorded all receipts and disbursements of the Corporation and, under the direction of the Board, shall control the deposit of money, the safe keeping of securities and the disbursement of the funds of the Corporation. He shall render, or cause to be rendered, to the Board at the meetings thereof, or whenever required of him, an account of all his transactions as Treasurer, and of the financial position of the Corporation; and he shall perform such other duties as may from time to time be prescribed by the Board.

31. **OTHER OFFICERS**

The duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or the Board requires of them. Any of the powers and duties of an Officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Board otherwise directs.

32. **VARIATION OF DUTIES**

From time to time, the Board may vary, add to, or limit the powers and duties of any Officer or Director.

33. **FIDELITY BONDS**

The Board may require such Officers, employees, and agents of the Corporation as the Board deems advisable to furnish bonds for the faithful discharge of their duties, in such form and with such surety as the Board may from time to time prescribe.

COMMITTEES

34. **EXECUTIVE COMMITTEE**

The Board may appoint an Executive Committee composed of the Officers of the Corporation, and the chief administrative officer (non-voting), to perform such duties and exercise such powers as the Board may from time to time by resolution prescribe.

35. **OTHER COMMITTEES**

The Board may appoint such other committees, as in the opinion of the Board are necessary for the proper administration of the organization. Each such committee shall perform such duties and exercise such powers as the Board from time to time shall prescribe. The Chair of each such committee shall be a Director of the Board, and membership of any such committee may be drawn from the Board, the Corporation membership, the staff, and the community at large.

MEMBERSHIP

36. **MEMBERSHIP**

The membership shall consist of the applicants for the incorporation of the Corporation and those persons admitted to membership in accordance with the listed membership criteria in Article 38a. There shall be an annual membership fee, which shall be fixed by the Corporation. The membership shall be from September 1 through August 31, inclusive of each year.

A member who fails to pay his fee shall be considered to be in default, and is subject to removal from the list of members by action of the Corporation or its Board. Membership may be terminated by the Board if the conduct of a member is not in keeping with the aims and objectives of the Corporation.

37. **VOTING ELIGIBILITY**

Members in good standing are eligible to vote at the annual and general meetings of the Corporation.

38. **MEMBERSHIP CLASSIFICATION**

a) **ACTIVE MEMBERSHIP**

Persons sympathetic to the purpose of the Corporation shall be eligible for Active Membership, except employees and their immediate families of this corporation and of any agency providing services similar to those provided by this Corporation. There is an expectation that the members will offer time and effort to furthering the administration and programs of the Corporation. Each Active Member is considered to be in good standing if his membership has not been terminated by the Board and his annual fee has been paid not later than fourteen (14) days in advance of the meeting at which he wishes to vote.

b) **LIFE MEMBERSHIP**

Life Membership may be conferred on any member who has contributed long and meritorious service to the Corporation on recommendation of the Board and confirmed at a General Meeting. There are no annual membership fees for Life Members, and Life Members enjoy all rights and privileges of membership in the Corporation.

c) **HONORARY MEMBERSHIP**

Honorary Membership may be conferred upon any member of the community who has made an outstanding contribution to the Corporation, upon recommendation of the Board and confirmed at a General Meeting. There are no annual membership fees, and the Honorary Member is eligible to attend meetings of the corporation, but does not have a vote.

d) **ASSOCIATE MEMBERSHIP**

Associate Membership shall be conferred upon any person who aids the Association as a volunteer. Associate Membership will have no rights of active membership.

BANKING ARRANGEMENTS, CONTRACTS, ETC.

39. **BANKING ARRANGEMENTS**

The banking business of the Corporation, or any part thereof, shall be transacted with such bank, trust company, or other firm or corporation carrying on a banking business as the Board may designate, appoint or authorize from time to time by resolution. All such banking business or any part thereof, shall be transacted on the Corporation's behalf by such one or more officers from time to time by resolution and to the extent therein provided, including, but without restricting the generality of the foregoing, the operation of the Corporation's accounts; the making, signing, drawing, accepting, endorsing, negotiating, lodging, depositing, or transferring of any cheques, promissory notes, drafts, acceptances, bills or orders for the payment of money; giving the receipts for any orders relating to any property of the Corporation; the execution of any agreement relating to any such banking business and defining the rights and powers of the parties thereto; and the authorizing of any officer of such bank to do any act or thing on the Corporation's behalf to facilitate such banking business.

40. **FINANCIAL AUTHORITY**

The financial signing officers shall be two (2) out of five (5) persons, on all cheques and other Instruments. The Board shall determine through appointment each year the five (5) persons to hold this office. The signing officers are authorized to borrow from a lending institution, on behalf of the Corporation, a loan to cover any overdraft in the Corporation's bank accounts.

The limits of such loans (or line of credit) shall be determined by the Board, and reported to the membership at the Annual Meeting following. The Board shall review this limit at least annually.

41. **EXECUTION OF INSTRUMENTS**

Deeds, transfers, assignments, contracts and obligations on behalf of the Corporation shall be signed by the President or the Vice-President and by the Secretary or the Treasurer, and the corporate seal shall be affixed to such instruments as require the same.

42. **FINANCIAL YEAR**

Unless otherwise ordered by the Board, the financial year of the Corporation shall end on the 31st day of March in each year.

GENERAL

43. **RULES OF ORDER**

Robert's Rules of Order shall be deemed to govern the deliberations of all meetings and actions of the corporation. By-Laws of the Corporation may be amended, altered, changed, added to, or repealed at any General Meeting of the Corporation. A two-thirds (2/3) majority of those present and eligible to vote is required. Notice of Motion to amend must be received by the Secretary not later than thirty (30) days before the General Meeting. Copies of the Notice of Motion shall be mailed by the Secretary to the membership not less than ten (10) days before the meeting.

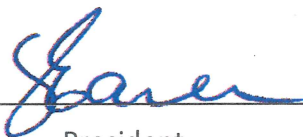
44. **INTERPRETATION**

In these By-Laws and in all other By-Laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number, or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

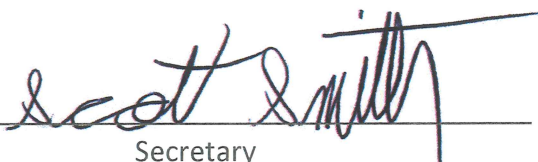
ENACTED this 24th day of May 2018.

WITNESS the Corporate Seal of the Corporation





President



Secretary