

DIONNE QUINTS HERITAGE BOARD INC.
SUPPLEMENTARY BY-LAWS

These Bylaws shall be supplementary to the Dionne Quints Heritage Board Bylaws established on June 16, 2017. Where any conflict exists between the two By-laws, the Supplementary By-Laws shall prevail.

ARTICLE 1 - DEFINITIONS & GENERAL CORPORATE MATTERS

SECTION 1 - Name & Status

1.01 The name of the Corporation shall be the Dionne Quints Heritage Board Inc. which operates as a Non-Profit Corporation.

SECTION 2 - Definitions and Interpretations

2.01 For purposes of these By-laws, the term:

- (a) "Board" means the Board of Directors of the Dionne Quints Heritage Board Inc.;
- (b) "Board of Directors" means the Board of Directors of the Dionne Quints Heritage Board Inc.; and "Director" means a person who is a member of the Board of Directors; and "Directors" means the Board of Directors, unless the context indicates otherwise;
- (c) "By-law" means this By-law, and any addition or amendment hereto as may be approved by the Board of Directors and confirmed in accordance with the provisions of By-law Amendments hereof and includes any rule or regulation in force as approved by the Board of Directors from time to time.
- (d) "Committee" means any Committee described in this By-law and includes any Committee established by the Directors;
- (e) "Corporations Act" means the Corporations Act, RSO 1990, c. C-38, as amended and any successor or replacement legislation;
- (f) "Member" shall mean a General Member of the Dionne Quints Heritage Board Inc. and "Members" and "Membership" shall have a corresponding meaning.
- (f) "employ" means to employ, appoint, authorize or otherwise arrange to have another person act on one's behalf, including as an independent contractor and "employed", "employs", "employment", "employer" and "employee" shall have such similar expanded definitions;
- (g) "Annual Meeting" or "AGM" means Annual General meeting.
- (h) "Officer" means Officer of the Corporation

ARTICLE 1 - DEFINITIONS & GENERAL CORPORATE MATTERS (cont.)

SECTION 3 - Head Office

3.01 The head office of the Corporation shall be located at: 199 Main Street East, North Bay, ON P1B 1A9

SECTION 4 - Fiscal Year

4.01 The first fiscal period of the Board shall end on the 31st day of December 2018, and after that the fiscal year of the Board shall begin on 1st day of January and end on the 31st day of December, in each year.

SECTION 5 – Distribution of Income and Assets on Dissolution of the Corporation

5.01 (a) Any distribution of income of the Corporation during its lifetime, or of earned surplus, or of acquisition of artifacts and/or chattels, in the event of winding up of the Corporation, to any member or for the personal benefit of any member of the Corporation is prohibited.

ARTICLE 2 - MEMBERSHIP

SECTION 1 - Membership & Conditions

1.01 The following types of membership may be granted, upon payment of an annual fee as set by the Board of Directors:

- a) Individual membership
- b) Senior membership
- c) Family membership
- d) Student/Children membership
- e) Organizational and Corporate membership
- f) Life membership: This category of membership may be granted by the Executive.

1.02 All categories of membership are entitled to full voting privileges except for organizational, corporate and family memberships for which only one designated individual is entitled to vote; voting privileges are extended to all members in good standing who have paid their dues in full at least 30 days prior to the Annual General Meeting.

- a) Membership fees shall be determined and set by the Board of Directors
- b) Membership fees shall be due and payable to the Dionne Quints Heritage Board Inc. for each calendar year.
- c) A Member may resign at any time by notifying the Board in writing, but no refund of fees will be made.
- d) Each Membership application shall be processed by the Board.
- e) All Members shall be deemed to have received and to have read the By-laws of the Corporation and have agreed to abide by them. Any breach of the By-laws by any Member may be dealt with by the Governance Committee as provided for in these By-laws
- f) Membership is non-transferable
- g) There will be no pro-rating of fees.

1.03 Each Member shall be entitled to one (1) vote.

1.04 All Members shall use their best efforts in furthering the objects of the Board and in the enforcement of the By-laws of the Corporation.

ARTICLE 3 – MEETINGS & VOTING

SECTION 1 - Voting Rights

1.01 Each Member shall be entitled to twenty-one (21) days' notice of all meetings of Members and to attend and vote at same.

1.02 Responsibilities and Duties of the Members shall include:

- a) to elect, in accordance with the provisions of this By-law, the Directors
- b) to approve By-laws
- c) to appoint Auditors
- d) such other matters as are within the ambit of the Members pursuant to the Corporations Act.

1.03 (a) Members shall be entitled to twenty-one (21) days' notice of all meetings of Members by way of electronic means and notice to the Board's official website. Notices should be given by the Board.

(b) The Board of Directors, plus other Board staff as is necessary, the Auditor and his/her representative(s), shall also be entitled to attend any meeting of Members.

SECTION 2 – Other Meetings of Members

2.01 Any other meetings of Members may be called by the Directors or on the written request of not less than ten (10) of the Members.

SECTION 3 – Annual Meeting

3.01 Subject to complying with the requirements of the Corporations Act, the Annual Meeting, as described in the Corporations Act, shall be held in the month of April, or at such time and at such place within the Province of Ontario as the Directors by resolution may determine. Notice of the Annual Meeting shall be posted to local newspaper, Board website and social media as prescribed by the Board of Directors in the Policy and Procedures manual.

3.02 At the Annual meeting, the Directors shall present to the Members a report dealing with the affairs of the Board for the previous year, financial and other statements of the Board as required by the Corporations Act, Amendments to the By-laws, the Auditor's report, and such other information as the Board of Directors may determine.

3.03 The Members shall, at the Annual meeting, appoint an Auditor who will hold office until the next Annual meeting, and if no such appointment is made, the Auditor in office shall continue in office until his/her Successor is appointed.

3.04 The Directors shall determine the remuneration of the Auditor

SECTION 4 – Omission of Notice

4.01 The accidental omission to give notice of any meeting or the non-receipt of any notice by a Member(s) or by the auditor of the Board shall not invalidate any resolution passed or any proceedings taken at any meeting of Members.

ARTICLE 3 – MEETINGS & VOTING (Cont.)

SECTION 5 – Members Meetings - General Provisions

5.01 Meetings of the Members may be held in North Bay, Ontario, or as the Directors may decide and as set out in the notice of the meeting.

5.02 At least twenty percent (20%) of Membership or 20 Members, whichever is less, must be present in person in order to establish a quorum, and no business shall be conducted at the meeting unless the required quorum is present at the beginning of and throughout the meeting. In the case of a lack of quorum, another notice is to be given, the attendance of such being whomever is then attending will constitute a legitimate meeting.

5.03 At all meetings of members, the President shall be the Chair of the meeting, or in his/her absence the 1st Vice-President shall be the Chair.

5.04 If the President and the 1st Vice-President are absent, the Members present at the meeting may choose any other Director to act as Chair.

5.05 Where no Director is present or if all Directors present decline to act as Chair of the meeting, the Members present at the meeting may choose any Member present at the meeting to act as the Chair.

5.06 The Board may grant Observer status to Organizations from time to time, to attend meetings and participate in discussions. An Observer may act as a liaison between the Board and another organization, pending Board approval. The Board shall have the power to appoint an Observer from its membership to represent the Board at the functions of other organizations.

SECTION 6 - Voting Procedure at Meetings

6.01 Only those Members present shall be allowed to cast a ballot or vote by a show of hands at a meeting of the Members.

6.02 All matters proposed for consideration and approval of the Members shall be decided by a majority of the votes cast by the Members present.

6.03 The Chair of the meeting shall be allowed to vote where there is a tie-vote and his/her vote is needed to break that tie, and such vote shall be in addition to the vote he/she may have as a Member at the meeting.

6.04 If at any meeting a ballot vote is demanded on any issue, including the election of Directors, the ballot vote shall be held in the manner and at a time during the meeting as the Chair shall direct, and the results of the ballot vote shall be deemed to be the decision of the meeting.

6.05 A demand for a ballot vote may be withdrawn by the person who made the demand.

SECTION 7 – Election of Directors

7.01 Each year the Board of Directors shall be elected by the Members at the Annual Meeting of Members.

7.02 The Directors shall by resolution appoint a Nomination Committee (NC) which shall prepare a report containing recommended nominations for the positions of Director. The Nomination Committee shall obtain the consent of all those that it nominates.

ARTICLE 3 – MEETINGS & VOTING – Section 7 – Election of Directors (Cont.)

7.03 The report of the Nomination Committee shall be in writing and presented to the Board of Directors not less than thirty (30) days before the date of the meeting of Members at which the election of the Directors is to be held.

7.04 Additional nominations for the positions of Director may be made by filing a written nomination for the Member so nominated with the Secretary, at least fifteen (15) days prior to the meeting.

7.05 (a) If additional nominations are received in accordance with Section 7.04, then at least ten (10) days prior to the date of the meeting of Members at which the election of the Directors is to be held, the Board shall send all Members notice of all nominations.

(b) If no additional nominations are received in accordance with Section 7.04, the persons nominated in the report of the Nomination Committee to serve as Directors, shall automatically be acclaimed for such positions.

7.06 Members present shall mark the ballot for no more than the number of Directors being elected, and for no more than the number of remaining positions of Directors.

7.07 Where the number of candidates exceeds the number of available elective positions, the elected candidates shall be those receiving the greatest number of votes in descending order, up to the number of available elective positions, regardless of whether or not such candidates receive a majority of the votes cast.

ARTICLE 4 - BOARD OF DIRECTORS

SECTION 1 - Board of Directors & Officers

1.01 The affairs of the Corporation shall be governed by the Board of Directors.

1.02 The Board of Directors may be made up as follows:

- a) President,
- b) 1st Vice President
- c) Past President
- d) Treasurer
- e) Secretary
- f) 6 other Directors

1.03 Where the Director who is to become the Immediate Past President at the conclusion of the next Annual Meeting, is unwilling or unable to serve, the Board of Directors may appoint the most immediate and available Past President who is a Member of the Board and who is willing and able to serve, as a Director.

1.04 Until it is changed in accordance with the requirements of the Corporations Act, there shall be up to eleven (11) Directors of whom a majority present at the beginning and throughout a meeting shall constitute a quorum. The Directors may do all things as allowed in the By-law, as required by any resolution adopted at any duly constituted meeting of the Board or as may be allowed by the laws of this Province and may do all things necessary to maintain the integrity of the Board even though such things are not specifically set out in this By-law.

ARTICLE 4 - BOARD OF DIRECTORS – Section 1 - Board of Directors & Officers (Cont.)

1.05 As soon as practical following the Annual Meeting or General Meeting at which the election of Directors takes place, the Board of Directors shall convene a meeting (Directors Internal Election Meeting) at which time they shall elect the current year's Officers. The immediate Past President shall chair the election of Officers.

1.06 - Executive Committee

An Executive Committee (Officers), which may operate between Board meetings, shall consist of the President, 1st Vice-President, Secretary, Treasurer, Immediate Past President and/or Director as selected by the Board of Directors.

SECTION 2 – Qualifications of Directors

2.01 Every Director must be an individual Member of the Board, in good standing and be at least eighteen years of age.

SECTION 3 – Vacancies on the Board of Directors

3.01 Any member of the Board of Directors shall be removed from office in the circumstances described as such:

- a) if that Director ceases to be a Member of the Board;
- b) if he/she becomes legally incompetent;
- c) if he/she resigns from the Board of Directors, by notice in writing to the President or Board of Directors;
- d) if he/she is absent for three (3) consecutive Board meetings or six (6) Board meetings annually of the Board of Directors, subject to health exceptions or as agreed to by a simple majority of the Board.

3.02 In the event a vacancy occurs on the Board of Directors for any reason, the Directors may at a regularly scheduled Directors meeting, provided there is a quorum present, appoint any Member who is qualified to fill the vacancy. Such an appointed Director shall be in office only for the length of the unexpired term of the Director who caused the vacancy.

3.03 In the event that a Member of the Board of Directors is unable to attend an upcoming scheduled meeting, he/she shall notify the Secretary of same.

SECTION 4 - Removal of Directors

4.01 Provided that the meeting has been properly called and notice of such a resolution and meeting has properly been given, the Members of the Board may, by resolution at a meeting duly called for that purpose, provided it is approved by at least two-thirds of the votes cast by the Members of the Board who are present in person, remove any Director from office before the expiry of his/her term. At such a meeting the Board may also, by simple majority of the votes cast in person, elect any qualified Member to fill the unexpired portion of the term of the Director who was removed.

SECTION 5 - Remuneration of Directors

5.01 No Director shall be paid for his/her services as a Director and no Director shall be allowed to profit directly or indirectly from his/her position as a Director, provided that he/she may be paid reasonable expenses that may be incurred in the performance of his/her duties as a Director.

5.02 Where a Director or officer of the Board is employed by the Board to perform some service for it, or where he/she is employed by or is an Officer, Director or Shareholder of a firm employed by the Board to perform some service, the fact that he/she is a Director or Officer of the Board shall not disentitle him/her or such a firm from being paid for the service.

ARTICLE 4 - BOARD OF DIRECTORS (Cont.)

SECTION 6 – Meetings of the Directors

6.01 Meetings of the Directors and/or the Executive Committee if appointed, may be held anywhere in the Province of Ontario that the Directors approve. A meeting may be called by the President or any three (3) Directors, and the President or Secretary shall serve notice to all Directors of the time and place of the meeting. The Directors shall decide when and where they will hold their meetings.

6.02 Every Director is entitled to notice of every Directors meeting at least five (5) days before the date of the meeting. The five (5) day time limit may include the day of the meeting but not the day the notice is given. The notice may be sent in any manner described in Section 1.03 of Article 3 or may be telephoned to each Director. If the meeting is held without the formal notice being given, the Directors may in writing or by resolution waive the notice requirements. A Director not able to attend a meeting may consent in writing to the meeting being held without formal notice of the meeting.

6.03 A meeting of the Board of Directors may be held by such telephone, electronic means, or other communication facilities as permits all persons participating in the meeting to communicate with each other simultaneously and instantaneously, provided that the Directors present at or participating in the meeting consent by simple majority.

6.04 Where the first meeting of the Board of Directors is held immediately after the Annual Meeting, no notice shall be necessary provided there is a quorum of the Directors present.

6.05 Except as otherwise required in this By-law, every question arising at a meeting of the Board of Directors shall be decided by a majority of votes cast by the Directors present at the meeting.

6.06 Any resolution signed by all the Directors is as valid and effective as if passed at a meeting of the Board of Directors duly called, constituted and held for that purpose.

SECTION 7 – Officers of the Board

7.01 When present, the President shall act as Chair of all meetings of the Board and of the Directors and shall, subject to the direction of the Directors, have general management of and provide direction for the general business affairs of the Board, save and except the Nomination Committee, members of which must be appointed by the Directors.

7.02 If for any reason the President is unable to carry out the functions and duties of his/her office the 1st Vice-President shall assume all duties.

SECTION 8 – Appointment of Officers and Vacancies

8.01 If the office of President becomes vacant, the President shall be appointed by resolution of the Directors for the remainder of the unexpired term of the office of President.

SECTION 9 - Banking

9.01 The Directors shall determine by resolution in which banking institution the funds of the Board shall be deposited.

9.02 The Signing Officers of the Board shall be the Treasurer plus any one (1) of the following: 1st Vice President, Past President, Secretary, or any other persons appointed by a resolution of the Directors. In the event that the Treasurer is unable to exercise his/her signing authority, expense reimbursement or other banking matter, the Executive Committee may designate an Alternate to perform these duties in his/her place.

ARTICLE 4 - BOARD OF DIRECTORS (Cont.)

SECTION 10 - Indemnity

10.01 Every person, including each Director, who is required to undertake any liability on behalf of the Board, and their heirs, executors and administrators and estate and effects, shall at all times be indemnified and saved harmless, out of the funds of the Board, from and against:

(a) all costs, expenses and charges which such person sustains or incurs as a result of any legal action because of what he/she did or caused to be done in fulfilling the duties required of him/her; and

(b) all other costs, expenses or charges he/she may sustain or incur in relation to the fulfilment of his/her duties to the Board, except where these costs, expenses and charges are the result of his/her own willful neglect or default.

(c) The Board shall obtain Errors & Omissions Liability Insurance in order to indemnify any Director as stated in Section 10.01 (a) and (b), with terms and conditions as outlined in the Policy and Procedures Manual.

SECTION 11 - Execution of Contracts

11.01 Where the term "document" is used in this Section 11, it shall mean to include anything set out in writing that affects the Board in any manner and includes anything in writing pertaining to any property or securities owned by the Board and/or any financial or other obligations into which the Board has entered.

11.02 Any documents requiring the signature of the Board shall be signed by the President and any one (1) of the Executive Committee excepting matters of Banking for the Board as stated in Section 9.02 above. The Directors may by resolution appoint any other Member to sign documents on behalf of the Board, and such signing shall also be binding on the Board.

11.03 Where necessary, the Corporate Seal may be placed on any document by a person authorized to sign same on behalf of the Board.

SECTION 12 - Rules and Regulations

12.01 The Directors may pass rules and regulations relating to the business and affairs of the Board, provided that such are not inconsistent with this By-law. Such rules and regulations, as well as any amendments the Directors may make to the existing rules and regulations, provided such amendments are also not inconsistent with this By-law, shall immediately come into force and apply to the Board and all Members.

SECTION 13 – Intellectual Property

13.01 The Board of Directors shall protect the intellectual property of the Board including but not limited to the name, logo, programs, publications, educational materials, ideas, innovations, website design and content, domain name, applications, databases and agreements and/or contracts for commissioned works.

13.02 The Board respects and shall not infringe the intellectual properties of contracted and/or commissioned agents of the Board, as per such agreement and/or contract.

ARTICLE 5 - COMMITTEES

SECTION 1 – Committees

1.01 Standing Committees and the members of such Committees may be appointed by the President or recommended by a member of the Board of Directors with a simple majority and ratified by the Directors each year after the Annual meeting and Members appointed to such Committees shall serve for a period of one (1) year or until their successors are appointed.

1.02 The President or Directors are not required to appoint any or all of the Committees as set out in Section 1.01 above and may as they deem necessary appoint any other Task force or Committee and set out the duties and responsibilities of same.

1.03 Where the President or Directors appoint any or all of the Committees set out in Section 1.01 above, they shall appoint a Chair for each Committee.

1.04 The President of the Board shall be an ex-officio member of any Committee excepting the Governance Committee.

1.05 Questions arising at any Committee meeting shall be decided by a majority of votes cast by the Committee members present at the meeting.

1.06 A meeting of a Committee may be held by such telephone, electronic means, or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, provided that all the members of the Committee present at or participating in the meeting consent.

1.07 Member duties and accountabilities for each Committee shall be defined in a Policy and Procedures Manual.

ARTICLE 6 - GOVERNANCE

SECTION 1 – Governance Committee

1.01 A Governance Committee shall be established, and Members of said Committee will be appointed each year by the Board of Directors.

1.02 It shall be the duty of this Committee to consider and recommend appropriate action on inquiries of Members and Board Members in respect to matters of ethical conduct, and to recommend amendments thereto as it deems necessary or advisable.

ARTICLE 7 – Procedure at Meetings

SECTION 1 - Order of Procedure at Meetings

1.01 Unless specifically provided for in this By-law to the contrary, all meetings of the Members of the Board, the Board of Directors and all meetings of Committees of the Board shall be subject to the procedures, rules and regulations as set out in the latest edition of "Roberts Rules of Order" by General Henry M. Roberts.

ARTICLE 8 – Amendments to By-Laws

SECTION 1 – Amendments

1.01 The Board of Directors may pass by-laws not contrary to the Act or the Letters Patent and may, by resolution, amend or repeal by-laws from time to time. Any such by-law, or amendment or repeal thereof by the board of directors is effective only until:

(a) It is confirmed at a special general meeting of the members duly called for that purpose by a simple majority vote of the members present in person; or

(b) It is confirmed by a simple majority vote of the members present in person at the next annual meeting of the members except where otherwise specifically provided by the Act.

1.02 The members may, at the general meeting or the annual meeting referred to in Section 1.01 paragraphs (a) and (b) above, confirm, reject, amend or otherwise deal with any by-law passed by the Directors and submitted to the meeting for confirmation, but no act done or right acquired under any such by-law is prejudicially affected by any such rejection, amendment or other dealing.

PASSED THIS 19th DAY OF March 2018

President – Dionne Quints Heritage Board Inc.

Vice-President – Dionne Quints Heritage Board Inc.

Secretary – Dionne Quints Heritage Board Inc.