

# BYLAWS OF THE CORPORATION OF SOUTH ESSEX COMMUNITY COUNCIL

**Statement: Bylaws are meant to be general statements as to how an organization will function. Details of that functioning are contained in Policies and Procedures, which flow out of the Bylaws.**

## **Article 1 : NAME**

The name of the corporation shall be **SOUTH ESSEX COMMUNITY COUNCIL INCORPORATED** having its head office in the Municipality of Leamington in the County of Essex in the Province of Ontario. South Essex is defined as the municipalities of Leamington, Kingsville and Chatham-Kent.

[Reference: Province of Ontario Letters Patent incorporating South Essex Community Council, dated June 4, 1976 and recorded June 11, 1976, Number 335175 by the honorable Sidney B. Handleman, Minister of Consumer and Commercial Relations.]

## **Article 11 : Corporate Seal**

The corporate seal, an impression of which is affixed to the margin hereto shall be the seal of the Corporation.

## **Article 111 : MEMBERSHIP**

- ❑ Membership in the South Essex Community Council shall be open to any person, organization, agency, or corporation with interest in the South Essex area. South Essex Community Council employees and/or their immediate families may hold membership in the organization providing that their numbers do not exceed 30% of the total voting membership.
- ❑ All members must pay a non-refundable annual fee as set by the Board of Directors.
- ❑ Membership is effective upon approval of the application by the Board of Directors.
- ❑ Membership entitles an individual, appointee representative of an organization, agency, or corporation to one vote at any meeting of the Corporation as defined in article 1V.
- ❑ Honorary lifetime membership may be conferred on an individual who has made a major contribution to the South Essex Community.

- Membership may be suspended for cause by a two-thirds vote of the Board of Directors, but may not be suspended unless and until the member has been given an opportunity to address the Board of Directors.
- Membership shall be effective the date of approval of the application by the Board of Directors, and upon payment of the non refundable prescribed fee. They remain members until the end of the fiscal year of the Corporation in which their application was approved and their fee received unless such membership is terminated as provided for in the bylaws of the Corporation. A member shall be automatically entitled to renew membership from year to year upon payment of the prescribed fee, unless such membership is terminated as provided for in the bylaws of the Corporation.

#### **Article 1V : MEETINGS OF THE CORPORATION**

- The annual **general** meeting of the Corporation shall be held within ninety (90) days of the fiscal year end.
- The business of the **annual general meeting** shall include the receipt of reports, approval of a budget, election of directors and such other matters as shall come before the membership.
- The Board of Directors may call special meetings upon written notice to the members. At a special meeting only business specified in the written notice shall be acted upon.
- The Board may call general information meetings, for publicizing and advancing the work of the Corporation, on a date and at a time and place selected by the Board.
- Notice of annual or special meetings shall be given in writing to all members, and shall be mailed on or before the seventh day preceding the meeting date. The accidental omission of notice, or the non-receipt of notice shall not invalidate the proceedings of any meeting. Notice of general and information meetings shall also be given in the local media.
- To conduct business at any meeting of the Corporation, for purposes of voting, a quorum shall consist of 50% or more of the total paid up membership in attendance.

#### **Article V : VOTING PRIVILEGES**

- Since an annual general meeting takes place at the end of a program year and for purposes of receiving program reports, financial statements and transacting other

official business, decisions that are made at the annual general meeting should be made by the membership of that just-concluded year.

- Therefore, voting privileges are to extend to those persons, or representatives from agencies/organizations in good standing who have paid their membership fees and have had their applications ratified by the Board at least 90 days prior to the Annual General Membership Meeting.
- Every member present and eligible to vote may cast one vote on any question put to the meeting. The majority of votes, by qualified members present, shall carry the question.
- The chairperson can adjourn an annual or special meeting; no notice of such adjournment need be given to members not present. The meeting may be reconvened at the call of the chair.
- At the reconvened meeting, only business which was scheduled to be brought before the original meeting may be addressed.
- 

## **Article V1 : BOARD OF DIRECTORS**

### **[1] Elections**

- A Board of Directors shall be elected by the members of the Corporation.
- The Board shall have no less than seven (7) and no more than fourteen (14) voting members. Every effort will be made to include members from the following representative groups:
  - a) Service providers
  - b) Community leaders from ethno, cultural & linguistic background
  - c) Consumers
  - d) Areas of specific expertise (ie: lawyers, accountants, clergy, etc)
- The Governance Committee shall receive applications for membership on the Board of Directors. Standard format applications may be presented to the Governance Committee by the Executive Director or any member in good standing of the current Board.
- To be eligible for election, an individual must be a member of the Corporation, and a resident of the South Essex Area. A paid member of the South Essex Community Council's staff and/or immediate family is not eligible for election to the Board.

- Elections shall be held annually at the annual general meeting at which time Directors shall be elected for a three-year period.
- Newly elected members are expected to serve on a minimum of one subcommittee of the Board.

**[2] Terms of Office**

- Except as otherwise expressly stated or implied herein, a member shall serve on the Board of Directors for a term of three (3) years. Board members may serve no more than three (3) consecutive terms of office without standing down for at least one year.
- An extension for up to one additional term may be made for a member of the Board of Directors when required because of unusual or extraordinary circumstances and it is the best interest of the Board to do so.
- A member may serve an additional year on the Board of Directors if he/she is elected Chairperson-Elect or becomes immediate Past Chairperson during his/her final year on the Board.
- Any vacancy on the Board shall be filled at the earliest possible time by the Board selection and appointment process. Any member so appointed shall serve the remaining term of the member he/she replaced and may then seek election in his/her own right for a term of three (3) years in addition to the time already served in filling the said vacancy.
- Board members shall attend all meetings unless prior notice is given to the Executive Director's office. Board members must attend a minimum of 75% of meetings in a given year. Failure to do so, may indicate the unwillingness of the Director to serve on the Board, and he/she may be asked by the Chairperson to step down unless suitable justification is provided.
- The Directors shall serve without remuneration, and no Director shall directly or indirectly receive any profit from the position as such, provided that the Director may be reimbursed for reasonable out-of-pocket expenses (meals, accommodation, mileage) while performing SECC duties. In such case, the expenses must be approved in advance by the Board.

### **[3] Procedures**

- ❑ Board of Directors' meetings shall be held monthly with no less than ten (10) meetings during the fiscal year. The Officers of the Corporation when needed may call additional meetings of the Board.
- ❑ A quorum shall consist of 50% of the membership of the Board.
- ❑ Members of the Corporation, organizations or individuals may request an appointment to make a presentation to the Board of Directors. Any request must be directed to the Chairperson of the Board.
- ❑ The Board of Directors shall appoint and prescribe the duties of an Executive Director.

### **Article V11 OFFICERS OF THE CORPORATION**

- ❑ The Officers of the Corporation shall be a Chairperson, Chairperson-Elect, Past Chairperson and Treasurer.
- ❑ The Officers, excluding the Chairperson and Past Chairperson, shall be elected by the Board of Directors annually, at a meeting to be held within 28 days of the Annual General Membership Meeting. The rules governing election under Article V1 shall apply.
- ❑ At the discretion of the Board of Directors, an officer of the corporation may be replaced, if in the opinion of the Board, he/she has failed to perform their role in accordance with the bylaws of the SECC. In such event, the Board of Directors will elect/appoint a replacement.
- ❑ The Chairperson-Elect shall become Chairperson following the Annual General Meeting. The Chairperson shall become Past-Chairperson following the Annual General Meeting.

### **Article V111 EXECUTIVE OF THE CORPORATION**

- ❑ The Executive shall consist of the Chairperson, Chairperson-Elect, Past Chairperson, Treasurer, and the Chairperson of Human Resources Committee. Chairpersons of other standing committees may be invited to attend as needed. The Executive Director shall serve as a non-voting member.
- ❑ The Executive shall exercise powers reserved for the Board only in any emergency where it is impossible to convene a meeting of the Board of Directors. In this case, the Executive must report their action(s) to the Board of Directors for approval at the next scheduled meeting.
- ❑ A quorum shall be considered three (3) of the five (5) voting members.

### **Article 1X FINANCES**

- ❑ The fiscal year shall be from April 1 to March 31.
- ❑ All expenditures over \$500.00 and not involving ongoing office expenses and salary items shall be approved by a quorum of the Board of Directors.

- ❑ A minimum of two signatures from the following four (4) positions [Treasurer, Chairperson, Chairperson-Elect, Executive Director and/or his/her designate] are required on all cheques.
- ❑ An auditor who is certified in the Province of Ontario to carry out such functions shall audit the books and accounts annually. This auditor will be appointed at the Annual General Membership Meeting for the ensuing year. Further, such auditor shall not be a member of the Corporation of the South Essex Community Council.
- ❑ Financial Statements shall be prepared and presented to the Corporation at the Annual General Membership Meeting.
- ❑ South Essex Community Council will not operate in a deficit position without prior approval of the board.

## **Article X DUTIES OF OFFICERS OF THE CORPORATION**

### **Chairperson**

- ❑ The Chairperson shall preside at the meeting of the Board of Directors, and of the Corporation in a non-voting capacity except in the event of a tie in which case the Chairperson shall cast the deciding vote.
- ❑ The Chairperson, subject to the approval of the Board of Directors, may appoint Ad Hoc Committees as required, which committees shall report to the Board of Directors in the manner set out in the by-laws.
- ❑ In the event that the Office of Chairperson is vacated for any cause, the Chairperson-Elect shall perform the duties of Chairperson and a new Chairperson-Elect shall be elected, except as detailed in Article VII.

### **Chairperson-Elect**

- ❑ The Chairperson-Elect shall assist the Chairperson in the performance of his/her duties and convene and preside at meetings at the request of, or in the absence of, the Chairperson.
- ❑ The Chairperson-Elect shall be appointed as Chairperson of the Standing Nomination Committee at the first meeting of the Board after the Annual General Membership Meeting. This committee will include at least one newly elected Board Member.
- ❑ This officer shall perform such other duties as the Board of Directors or the Corporation shall from time to time determine.

### **Treasurer**

- ❑ The Treasurer shall be elected by the Board of Directors from its membership.
- ❑ The Treasurer shall oversee all financial accounts of the Corporation, assuring the maintenance of full and accurate accounts of all receipts and disbursements.

- ❑ The Treasurer shall ensure that all funds are deposited in the name of and to the credit of the Corporation in such bank or banks as may be designated by the Board of Directors.
- ❑ He/she renders to the Board of Directors at each regular meeting an account of all transactions showing the financial status of the Corporation.
- ❑ The Treasurer shall report annually to the Corporation. The Treasurer shall be the Chairperson of the Finance Committee.

## **Article X1 DUTIES OF THE EXECUTIVE DIRECTOR**

- ❑ The Executive Director shall be a salaried person hired by the Board of Directors [under contract] to perform such duties as are prescribed by the Board of Directors.
- ❑ He/she or someone appointed by him/her and approved by the board shall keep a correct, full and impartial record of all meetings and of all actions of the Corporation.
- ❑ The position of Board Secretary shall be non-union.
- ❑ The Executive Director shall be responsible for the correspondence of the Corporation.
- ❑ He/she shall have responsibility for the Public Relations of the South Essex Community Council and shall at all times promote the objectives contained herein.

## **Article X11 CONFLICT OF INTEREST POLICY**

**Definition** A member will be considered to be in Conflict of Interest when placed in an advantageous position for financial, political or personal reasons.

**Conflict of Interest Principles** The basic concept underlying the development of a Conflict of Interest Policy is to prevent conflicts of interest arising by placing responsibility on all members for disclosing any conflicts of interest to the meeting. A Conflict of Interest situation arises where as member either on his/her own behalf or while acting for, by, with or through another, has any direct or indirect non-pecuniary or pecuniary interest, in any contract or transaction with the South Essex Community Council or in any contract or transaction that is reasonably likely to be affected by a decision of the South Essex Community Council. It is incumbent on South Essex Community Council members to recognize that the possibility of Conflict of Interest exists, to make sure that the South Essex Community Council has and uses a duly authorized Conflict of Interest Policy and to ensure that in dealing with conflict of interest justice is not only done but is seen to be done. Members shall respect matters of a confidential nature and shall not provide unauthorized information on these matters to the media.

### **Conflict of Interest includes, but is not limited to:**

When the South Essex Community Council contracts with an organization for the provision of service and/or supply or when any agency is being reviewed by the South Essex Community Council and any:

- ❑ Member has any financial interest with the organization or agency;
- ❑ Member is employed **by** that organization;
- ❑ Member's spouse is employed **by** that organization;
- ❑ Member has a blood relative living in the same dwelling who is employed **by** that organization; and
- ❑ Member is currently serving as a Board Member or an Advisory Committee of that organization.

### **Disclosure of Conflict of Interest**

- ❑ Chairpersons shall open all meetings by asking for a Declaration of Conflict of Interest and then proceed to rule on same in accordance with this policy.
- ❑ When any SECC Board Member determines a potential Conflict of Interest position the member should have the declaration recorded in the minutes, and may be excused from the duration of the discussion relative to the matter in conflict.

### **Abstinance from Action**

- ❑ Where a member either on his/her own behalf or while acting for, by, or through another, has any direct or indirect pecuniary/non-pecuniary interest, in any contract or transaction with the SECC or in any contract or transaction that is reasonably likely to be affected by a decision of the SECC and is present at a meeting of the SECC at which the contract or transaction is the subject of consideration, shall not vote on any question with respect to, the contract or transaction.
- ❑ Where the presence of a member declaring conflict of interest is deemed to unduly influence the free flow of discussion, said member shall be asked to leave during the discussion and the subsequent vote.

**Quorum** The quorum will not change due to members declaring Conflicts of Interest. A majority of members constitutes a quorum for normal business.

**Compliance** The question of whether or not a member has a Conflict of Interest may be determined by a majority vote of the board members. The failure of any member to comply does not of itself invalidate any contract, transaction, or proceedings in respect of any contract or transaction, but the contract or transaction is voidable at the insistence of



the SECC before the expiration of two (2) years from the date of the passing of the resolution authority, the contract or extension.

### **Other**

- ❑ When any citizen, Board member or other person becomes aware of a Conflict of Interest pertaining to the SECC Board Member, that person may bring the matter to the attention of the Chairperson and request a review by the Chairperson and the SECC Board.
- ❑ When any SECC member is under review for a Conflict of Interest, the Chairperson may vacate the Chair and that member may participate in an informal discussion and debate of the matter. The member shall leave the meeting when the Chairperson resumes the Chair, at which time the discussion, debate and vote are formal.
- ❑ When any SECC member is found to have knowingly contravened the Conflict of Interest policy, that member will be dismissed from further responsibility with SECC at the discretion of the board.

### **Article V111 THE COMMITTEE FUNCTION**

- ❑ The Chairperson, subject to the approval of the Board of Directors, may constitute Committees as deemed necessary to carry out the objectives of the Corporation or to advise the Board of Directors.
- ❑ Members of committees shall be appointed by the Board of Directors, and their actions shall be subject to the approval of the Board
- ❑ There shall be a stated purpose with goals and objectives for each Standing Committee. These shall be submitted to the Board of Directors for approval
- ❑ The Chairperson of the Board and the Executive Director shall be non-voting members of all Standing Committees.
- ❑ Ad Hoc committees may be created by means of a Motion to perform specific tasks and shall go out of existence automatically as their task is completed. The motion passed by the Board of Directors shall include the number of members, method of selection, and instructions to the Committee.
- ❑ Minutes of the proceedings of the Executive Committee meetings will be included in the board packages sent out before each Board of Directors meeting.

### **Article X1V RESEARCH FUNCTION**

- ❑ Staff and volunteers shall collect significant and accurate information relevant to human service needs in the area served by the Corporation.
- ❑ Subject to established Board policies concerning confidentiality, this information is to be made accessible to those persons, agencies or government departments where appropriate.

- Where sufficient information has been gathered to indicate a need exists, the Board of Directors may act to provide service(s) to meet the identified need through its own resources.
- The Corporation shall provide consultative services to organizations where there would be a benefit from its information resources. In some situations it may provide the impetus to see that problems are solved and/or needs are met.

**Article XV Parliamentary Authority**

The Parliamentary Authority for the Corporation shall be the current “*Robert’s Rules of Order*”.

**Article XV! Dissolution**

Upon the dissolution of the Corporation and after the payment of all debts and liabilities, its remaining property shall be distributed or disposed of to charitable organizations which carry on their work solely in the South Essex Community as described in Article 1.

Annual General Membership Approval:  
*Amended as approved by membership on June 23, 2010*

Board Chairperson

Date

**FINAL – FEBRUARY 28, 2006**

Bylawssecc

Approved Feb 28, 2006  
*Revised July 2010*