

GENERAL BY-LAWS
CENTRE COMMUNAUTAIRE DAWSON
DAWSON COMMUNITY CENTRE
Amended at the Annual General Meeting September 3, 2020

Chapter 1 CHARTER AND CONSTITUTION

Art. 1.1 Definition

Dawson Community Centre is a non-profit private community organization belonging to its members who constitute the sovereign body of the corporation.

Art. 1.2 Incorporation

In accordance with supplemental letters patent, (part III of the act governing companies) issued on the 23rd of November, 1987, the corporation is officially registered under the name Centre Communautaire Dawson and its English version, Dawson Community Centre.

Art. 1.3 Location

The address of the organization is determined by resolution of the Board of Directors and is situated within the boundaries of the City of Verdun.

Art. 1.4 Territory

The territory serviced by the corporation includes the entire area of the municipality of Verdun. The corporation also offers its services and activities to people residing outside the limits of the City of Verdun.

Art. 1.5 Mission

As a vibrant and responsive community centre in Verdun, Dawson Community Centre contributes to an improved quality of life for all families and individuals in the community through a wide range of value based educational, developmental and social programs that encourage participation and build self-reliance.

Chapter 2 MEMBERS

Art. 2.1 Definition

To become a member of the corporation;

1. an individual must be registered in a program, activity or service of the corporation.

or

2. an individual must be actively volunteering their services to the corporation.

And

- must be paid to date with all fees established for their participation
- must possess a valid membership card
- must comply with all other conditions set by the Board of Directors

Art. 2.2 Honorary Member

The Board of Directors may name honorary members to the corporation. These members do not vote in member meetings and may not be elected to the Board of Directors.

Chapter 3 MEETINGS OF THE MEMBERS

Art. 3.1 Composition

Meetings of the members are attended by members in good standing who are 18 years old and over. Members under the age of 18 can be represented by a parent or other person exercising parental authority and has been identified at the time of registration of the member.

Members who are not in compliance with all the conditions of membership are not entitled to attend members meetings.

Art. 3.2

Quorum

Quorum for all meetings of the members is set at 25 members in good standing. Once quorum is established at a meeting, the meeting will continue even if quorum is lost during the meeting.

Art. 3.3

Annual General Meeting

The annual general meeting will be held on a date determined by the Board of Directors within the one hundred and twenty (120) days immediately following the last day of the financial year of the corporation.

Art. 3.4

Notice of the Annual General Meeting

Notice of the annual general meeting must be provided at least thirty (30) days prior to the meeting. Notice shall be given by:

- a) posting an announcement in a visible space within the premises of the corporation.
- b) announcements handed out to members by staff and volunteers in the programs.

Art. 3.5

Purpose of the annual general meeting

The annual general meeting is convened for the purpose of:

- a) electing the members of the Board of Directors.
- b) receiving the annual report.
- c) approving the financial statements.
- d) naming the auditors for the next financial year.
- e) approving amendments to the by-laws.
- f) treating any other relevant issues.

Art. 3.6

Special General Meetings

Special general meetings may be held;

- a) by resolution of the Board of Directors.

- b) by request of at least ten (10) members.

Art. 3.7 Notice of Special General Meetings

Notice of special general meetings will be given at least ten (10) days in advance;

- a) by posting an announcement in a visible space within the premises of the corporation.
- b) by announcements handed out to members by staff and volunteers in the programs.

Chapter 4 RIGHT TO VOTE

Art. 5.1 Members

Only have the right to vote at members meetings. Members who are not in compliance with all the conditions of membership are not entitled to attend members meetings.

Art. 5.2 Register

A register of members will be available at every members meeting, indicating entitlement to participate in the meeting.

Chapter 5 BOARD OF DIRECTORS

Art 5.1

In order to be eligible to run for an elected office of the board of directors, a person must be nominated for a position on the board. Self-nominations are not accepted.

- a) The nominating committee shall receive all nominations for elected office. A nomination form must be completed and signed by the potential nominee. This form must also bear the name and signature of the person who has made the nomination.
- b) Nominations for positions on the board will be closed forty-five (45) days prior to the annual business meeting.
- c) The nominating committee shall, not later than thirty (30) days prior to the annual general business meeting advise the Executive Committee and members of which positions have one (1) nominee and which positions will require an election by ballot. Those nominees that have successfully completed the nominating process will be informed that their names will

stand for election on the day of the annual general business meeting.

The Executive Committee shall, each consecutive year, no later than thirty (30) days prior to the annual general business meeting, recommend to the general membership candidates nominated by them to stand for office.

Art. 5.2 Composition of the Board of Directors

The Board of Directors will be composed of up to eleven (11) members and not fewer than seven (7) members elected at the annual general meeting. The Executive Director will participate at the Board of Directors meetings without power of vote.

There will be three (3) non-voting seats: two (2) for representative of schools served by the Centre and one (1) for a representative of the Teen Council.

Art. 5.3 Duration of mandate

The duration of the mandate of a member of the Board of Directors will be two (2) years. To ensure continuity on the Board of Directors, half of the members will be elected each year. Board of Directors members may be re-elected after their mandate.

Art. 5.4 Replacement of members of the Board of Directors

a) If a member of the Board of Directors vacates in the first year of the mandate, the Board shall seek to replace the member for the duration of the mandate.

b) If a member of the board of directors vacates in the second year of a two-year mandate, the position will be filled only at the next annual general meeting.

Art. 5.5 Removal of a Board member

By a majority vote of the members of the Board of Directors, a member of the board may be removed from their position as a Board member either temporarily or permanently as warranted by the circumstances

a) if they are no longer in compliance with the rules and regulations of the organization.

- b) if they miss three (3) consecutive meetings of the Board of Directors.
- c) if their actions are in conflict of interest or become contrary to the mission, objectives or moral standards of the corporation.

Art. 5.6

Remuneration

Members of the Board of Directors are not entitled to remuneration for their work as a member of the Board of Directors. However, expenses incurred for carrying out their functions may be paid by the corporation if accepted by the Board of Directors.

▪ **Art. 5.7**

Anti Nepotism

Hiring relatives in remunerated or non-remunerated positions can cause various problems including but not limited to; charges of favoritism, conflicts of interest, family discord and scheduling conflicts that may work to the disadvantage of the corporation.

For the purposes of this policy the term “relative” shall include the following relationships: relationships established by blood, marriage or legal action. Examples include the employee’s; spouse, mother, father, son, daughter, sister, brother, mother-in-law, father in-law, sister-in-law, brother-in-law, son-in-law, daughter-in-law, stepparent, stepchild, aunt, uncle, nephew, niece, grandparent, grandson or cousin. Term also includes domestic partners (a person with whom the employee’s life is interdependent and who shares a common residence) and, a daughter or son of an employee’s domestic partner.

It is the goal of the corporation to avoid creating or maintaining circumstances in which the appearance or possibility of favoritism, conflicts or management disruptions exist. The corporation may allow existing personal relationships to be maintained or employ individuals with personal relationships to current employees or board members under the following circumstances:

Individuals may not work under the supervision of the same manager; They may not create a supervisor/subordinate relationship with a family member; They may not supervise or evaluate a family member; The relationship will not create an adverse impact on work productivity or performance; The relationship may not create an actual or perceived conflict of-interest; They may not audit or review in any manner the subordinate’s work. They may not be employed if a member of the employee’s

immediate family (spouse, children, parents, grandparents, brothers, sisters, step family members, in-law family members) serves on the corporation's Board or any Committee or Council which has authority to review or order personnel actions or wage and salary adjustments which could affect his/ her job.

No personal employee relationship covered by this policy will be allowed to be maintained, regardless of the positions involved, if it creates a disruption or potential disruption in the work environment, creates an actual or perceived conflict of interest or is prohibited by any legal or regulatory mandate.

This policy must be considered when hiring, recruiting, promoting or transferring any employee or board member.

Should relationships addressed within this policy be identified with either candidates for employment, board candidate, or current employees, the matter should immediately be reported to the Executive Director and the following policies and procedures will be implemented:

- A determination will be made whether the relationship is subject to the corporation's Nepotism policy, based on the conditions described above.
- If the relationship is determined to fall within one or more of the conditions described in this policy the Director in consultation with the affected individuals and the corporation's Board of Directors will attempt to resolve the situation through re-assignment or refusal of appointment.

If accommodations are not feasible, the Executive Director in consultation with the corporation's Board of Director's shall determine which employee or board member must resign in order to resolve the situation.

The corporation reserves the right to exercise appropriate managerial judgment to take such actions as may be necessary to achieve the intent of this policy. The corporation reserves the right to vary from the guidelines outlined in this policy to address unusual circumstances on a case by case basis.

It is the responsibility of every employee or board member to identify to the corporation's Executive Director any potential or existing personal relationship which falls under the definitions provided in this policy. Employees who fail to disclose personal relationships covered by this policy will be subject to disciplinary

action up to and including the termination of employment.

Art. 5.8 Role of the Board of Directors

The role of the Board of Directors is to administrate collectively the affairs of the corporation. The Board is legally and morally responsible for all the activities of the center. It is the guardian of the by-laws adopted by the members of the corporation.

Art. 5.9 Responsibilities of the Board of Directors

1. Define the orientation, the priorities and the objectives of the corporation.
2. Hire the Executive Director and evaluate his or her performance once a year.
3. Approve the budget presented by the Treasurer and the Executive Director each year.
4. Attend the meetings of the Board of Directors, the annual general meeting, and special meetings of the members.
5. Accept to be active on one standing committee of the corporation.
6. Demonstrate continued interest in the affairs and activities of the centre.

Art. 5.10 Meetings of the Board of Directors

In general, the Board of Directors will hold a monthly meeting. There shall be no less than six (6) Board meetings a year.

Art. 5.11

Quorum

Quorum for the meetings will be set at the majority of the voting members of the Board of Directors.

Art. 5.12

Decisions

The President does not participate in a vote on decisions taken by the Board of Directors except in the case of a tie. In this case the President will be obliged to vote in order to break the tie.

CHAPTER 6

EXECUTIVE COMMITTEE

Art. 6.1

Composition

The Executive Committee will be composed of the President, the Vice-President, the Secretary and the Treasurer. The Executive Director will participate at Executive Committee meetings without power of vote.

Art. 6.2

Elections

The Executive Committee will be elected at the first meeting of the Board of Directors following the annual general meeting.

Art. 6.3

Term of office

All members of the Executive Committee have a term of office of one year. They may, however, be re-elected to the Executive Committee in the same position or in a different one. They remain in office until the date of their replacement.

Art. 6.4

Meetings of the Executive Committee

The Executive Committee will meet upon request by the President or the Executive Director. Decisions taken by the Executive Committee may be put into effect immediately but must be approved at the following Board of Directors meeting.

Art. 6.5 **Role of the Executive Committee**

The role of the Executive Committee is to take decisions between board meetings, should it be deemed necessary. It is also to ensure that decisions of the Board of Directors are being carried out. The Executive Committee is chaired by the President.

Art. 6.6 **Role of the President**

1. Chair all the meetings of the Board of Directors.
2. Ensure that the affairs of the corporation are carried out within the confines of the law.
3. Sign all major documents of the corporation. Serve as signing officer for the bank accounts of the corporation.
4. Represent the organization wherever and whenever representation is required.
5. Ensure that the other members of the Board of Directors are assuming their responsibilities and that they are involved in the life of the centre.

Art. 6.7 **Role of the Vice-President**

1. The main function of the Vice-President is to replace the President in any capacity if the President is unable to assume his responsibilities.

Art. 6.8 **Role of the Secretary**

1. Ensure that the minutes of all Board of Directors meetings have been prepared and distributed to the members of the Board prior to each meeting.

Art. 6.9 **Role of the Treasurer**

1. Oversee the financial aspects of the corporation, ensuring that Board of Directors decisions are being carried out with respect to finances.
2. Report the updated statements of incomes and expenditures to the Board of Directors on a quarterly basis.
3. Serve as a signing officer for the bank accounts of the corporation.

4. Ensure that an audited statement of accounts is done at the end of every financial year and presented to the Board of Directors prior to the Annual General Meeting.

CHAPTER 7 EXECUTIVE DIRECTOR

Art. 7.1 Accountability

The Executive Director is accountable to the Board of Directors. The Executive Director is hired by the Board of Directors and is evaluated on a yearly basis by the Board of Directors. Dismissal of the Executive Director is subject to a resolution approved by the Board of Directors.

Art. 7.2 Role of the Executive Director

The role of the Executive Director is to manage and monitor the overall operations of the corporation on a day to day basis. It is to seek to achieve the mission in compliance with the orientation and priorities established by the Board of Directors.

CHAPTER 8 COMMITTEES

Art. 8.1 Types of Committees

There will be three (3) types of committees set up by the Board of Directors

- 1) Executive Committee and Nominating Committee.
The Nominating Committee shall consist of three (3) members of which at least one is a member of the Board of Directors. Their mandate is to ensure that candidates have followed proper protocol regarding the nomination processes. They are to use the following guidelines regarding the distribution of available Board positions: parent representatives, representatives from the business community, representatives from the public sector re: public security, representatives from the social services sector, and community representatives.
- 2) Standing Committees which remain active until such time that the Board of Directors decides to dissolve them.
- 3) Ad hoc Committees which are struck by the Board of Directors with a mandate to carry out specific objectives within specific deadlines. These committees dissolve when the objectives and/or deadlines have been reached.

CHAPTER 9

FINANCES

Art. 9.1

Financial year

The Financial year will extend from the 1st day of April to the 31st day of March.

Art. 9.2

Signing Officers

The Board of Directors will name the signing officers of the corporation which will include the President and the Treasurer of the Board of Directors plus any other member of the Board of Directors named as such. The Board of Directors will also name as signing officers, a minimum of two permanent employees, one of which will be the Executive Director. All cheques of the corporation must be signed by two (2) signing officers. Cheques of five thousand (\$5000.00) dollars and over must be signed by at least one signing officer from the Board of Directors.

Art. 9.3

Banking Institution

The Board of Directors will decide on the institution with which the corporation will conduct its banking affairs.

Art. 9.4

Books of the corporation

All the books of the corporation will be kept at Dawson Community Centre.

Art. 9.5

Liquidation

Should the corporation decide to dissolve, all its assets will be transferred to another non-profit charitable organization with a similar mission. This organization will be chosen by a majority vote of the remaining members in good standing of the corporation.