

**LINCOLN COUNTY HUMANE SOCIETY**

**BY-LAWS**

Passed: March 16, 2011

## **Articles of BY-LAW**

Articles relating generally to the transactions of the affairs of the Lincoln County Humane Society.  
(Hereafter known as the "Corporation".)

Be it enacted as a by-law of the Lincoln County Humane Society as follows:

### **ARTICLE 1**

#### **INTERPRETATION**

- 1.01 In this by-law and all other by-laws of the Corporation, unless the context specifies or requires:
- (i) "Act" means the Corporations Act, RSO 1990, c.C. 38 as from time to time amended and every statute that may be substituted therefor;
  - (ii) "Regulations" means the Regulations made under the Act from time to time amended and every regulation that may be substituted therefor;
  - (iii) "Board" means the Board of Directors of the Corporation;
  - (iv) All terms which are used in this or any other by-law of the Corporation and which are defined in the Act or the Regulations shall have the meanings given to them in the Act or the Regulations;
  - (v) The word "person" includes individuals, bodies corporate, corporations, companies, partnerships, syndicates, trusts and incorporated organizations.

### **ARTICLE 2**

#### **HEAD OFFICE and SEAL**

2.01 HEAD OFFICE The head office of the Corporation shall be in the City of St. Catharines, Ontario, in the Regional Municipality of Niagara and at such place therein as Directors may from time to time determine.

2.02 SEAL The Seal, an impression whereof is stamped in the margin hereof, shall be the Corporate seal of the Corporation. Any further Corporate seal adopted for the Corporation shall be such as the Board may from time to time approve by resolution.

## **SEAL**

### **ARTICLE 3**

#### **DIRECTORS**

3.01 BOARD OF DIRECTORS The affairs of the Corporation shall be managed by the Board of Directors, consisting of twelve (12) Directors, namely four (4) Officers consisting of: President, Vice President, Secretary, and Treasurer and eight (8) Directors, all of which are elected.

Directors shall be elected by the members in a general meeting on a show of hands, unless a poll is demanded and if a poll is demanded such election shall be by ballot. Subject to the provisions of this by-law, directors shall be eligible for re-election.

3.02 DIRECTORS TO BE IN GOOD STANDING Each Director, for forty-five (45) days prior to his/her term of office, at the time of his/her election, and continuously throughout his/her term of office, shall be a member in good standing, of the Corporation.

3.03 TERMS OF OFFICE The Treasurer shall serve a term of four (4) years; President and Vice President shall serve a term of three (3) years; Secretary and Membership Secretary shall serve a term of two (2) years. No one director is permitted to serve for more than nine (9) years in total on the Board of the Corporation. In the event that in any one year there are not sufficient nominees to the Board, the Board may, by two-thirds vote, extend the term of a Director for one (1) year.

3.04 POWERS OF DIRECTORS The Directors of the Corporation shall administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save hereinafter provided, generally, may exercise all such powers and do all such acts and things as authorized.

3.05 ADDITIONAL POWERS Without in any way derogating from the foregoing, the Directors are expressly empowered, from time to time to appoint or remove at pleasure any or all salaried employees of the Corporation and to appoint replacement employees, to decide on salary and fringe benefits; to purchase, lease or otherwise acquire, sell, exchange or otherwise dispose of shares, rights, stocks, options and other securities, lands, buildings and other property or any right or interest therein, owned by the Corporation, for such consideration and upon such terms and conditions deemed advisable.

3.06 EXECUTIVE The Executive shall consist of the following officers of the Corporation: The President, Vice-President, Secretary, Membership Secretary and Treasurer.

3.07 QUALIFICATIONS OF OFFICERS A Director, to be eligible for office shall;

- (i) Be a member in good standing, of this Humane Society;
- (ii) Be nominated and seconded by an eligible voting member of the Corporation;
- (iii) Be voted in by a two-thirds majority of the Board;
- (iv) Must take the oath of office within the time allowed as provided in this by-law or by special resolution of the Board;
- (v) Not be an employee of any competing organization or his/her representative; Cannot be an employee or representative of any employee of any humane society or their immediate family;
- (vi) Be a resident of the Regional Municipality of Niagara;
- (vii) Shall not have a conflict of interest by being a member of a competing organization;
- (viii) Be at least eighteen (18) years of age.

3.08 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/her term of office and may, by a majority of the votes cast at such meeting, elect any person in his/her stead for the remainder of his/her term, in accordance with the provisions of this by-law.

3.09 DEEMED TO HAVE RESIGNED Any member of the Board who has not attended meetings of the Board for a period three (3) Board meetings shall, unless excused by the Board, be deemed to have resigned.

From time to time in the event of any vacancy however caused occurring in the Board (except through an increase in the number of Directors), such vacancy may, as long as there is a quorum of Directors then in office, be filled by the Directors [from among the members of the Corporation] if they see fit to do so; otherwise, such vacancy may be filled at the next meeting of members; and any Director appointed or elected to fill any such vacancy shall hold office for the unexpired term of the Director who ceased to be a Director and who caused such vacancy.

3.10 MUNICIPAL REPRESENTATIVES In the case of a municipal representative, all appointments shall only be made with approval of the municipality concerned.

3.11 VACATION OF OFFICE The office of a Director shall be vacated: (a) if he or she dies; (b) if he or she is found to be an incompetent person; or (c) subject to the provisions of the Act if by notice in writing to the Corporation he or she resigns his or her office. Any such resignation shall be effective at the time it is sent to the Corporation or at the time specified in the notice, whichever is later.

3.12 QUORUM AND MEETINGS OF THE BOARD OF DIRECTORS Fifty percent (50%) of the Board shall constitute a quorum at any meeting, whether regular or special.

3.13 Except as otherwise required by law, the Board may hold its meeting at such place or places as it may from time to time determine.

3.14 No formal notice of any such meeting shall be necessary if all the Directors are present, or if those absent have signified their consent to the meeting being held in their absence.

3.15 The Board shall meet at least once a month except during the months of July and August. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent.

3.16 Directors' meetings may be formally called by the President or Vice-President or by the Secretary on the discretion of the President or Vice-President or by the Secretary on direction of four Directors. Notice of such meetings shall be delivered, telephoned, emailed or sent by facsimile transmission to each Director not less than two (2) days before the meeting is to take place or shall be mailed to each Director not less than six (6) days before the meeting is to take place.

3.17 The statutory declaration of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice.

3.18 A Director's meeting may also be held without notice, immediately following the annual meeting of the Corporation.

3.19 The Directors may consider or transact any business either special or general at any meeting of the Board.

3.20 ERRORS IN NOTICE No error or omission in giving such notice for a meeting of Directors shall invalidate such meeting or make void any proceedings taken or had at such meeting and any Director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken.

3.21 REMUNERATION OF DIRECTORS The Directors shall receive no remuneration for acting as such. A Director of the Corporation may fill any position in connection with the administration of its affairs to which they may be appointed by their fellow Directors.

3.22 VOTING – BOARD OF DIRECTORS Questions arising at any meeting of Directors shall be decided by a majority of votes.

3.23 CASTING VOTE In case of an equality of votes, the Chair shall have a deciding vote.

3.24 VOTES TAKEN All votes at any such meeting shall be taken by ballot if so demanded by any Director present, but if no demand is made, the vote shall be taken in the usual way by assent or dissent.

3.25 VOTING

- (i) Voting on any motion made by the Board via email, voting may be made via email;
- (ii) If a motion is originated by the Board via email, voting may be made via email, and;
- (iii) If a motion is made by the Board at a Board meeting, the Board members present at the meeting may decide that voting may be subsequently made via email, and may decide whether or not to allow Board members not present to vote via email.

3.26 DECLARATION OF THE CHAIR A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favor of or against such resolution.

3.27 In the absence of the President his or her duties may be performed by the Vice-President or such other Director as the Board may from time to time appoint for the purpose.

3.28 INDEMNITY OF DIRECTORS 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 or their heirs, executors and administrators, and estate and effects, 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 they sustain or incur in or about or in relation to any act, deed, matter or thing whatsoever made, done or permitted by them in or about the execution of the duties of their office, except such costs, charges or expenses as are occasioned by their own willful neglect or default.

## **ARTICLE 4**

### **OFFICERS**

4.01 OFFICERS OF THE CORPORATION The Officers of the Corporation shall consist of the President, Vice President, Secretary, and Treasurer.

4.02 ELECTION AND TERM All Officers of the Corporation by virtue of his/her office, shall be members of the Board, and shall be elected as hereinafter set out by the membership at the annual meeting.

4.03 DUTIES OF OFFICERS The duties of the Officers shall be such as their title by general usage would indicate, and such as required by law, and such as may be assigned to them from time to time by the Board.

**PRESIDENT** The President shall sign such contracts, documents or instruments in writing as require his or her signature. The President shall be responsible to the Board for the co-ordination of all affairs of the Corporation. In any matters affecting the Corporation, the President shall be deemed to be an agent of the Corporation acting under the authority and at the express intention and express direction of the Board or any committee thereof, as the case may be.

In addition to any other authority or duties conferred by direction of the Board, the President shall exercise general and active supervision over the selection, employment, supervision and discharge of all managerial employees, subject to ratification of same, by the Board.

The President, or his or her designate, shall Chair all meetings.

**VICE PRESIDENT** The Vice President shall be vested with all the powers and shall perform all the duties of the President in the absence or inability or refusal to act of the President.

The Vice President, or his or her designate, shall chair all meetings in the absence of the President.

**SECRETARY** The Secretary shall, when present, act as secretary of all meetings of Directors and members, shall have charge of the minute books of the Corporation and the documents and registers referred to in [s.109 of the Canada Corporations Act, R.S.C. 1970 c. C-32 or s. 300 of the Corporations Act, R.S.O. 1990 c C.38] The Secretary shall sign such contracts, documents or instruments in writing as require his or her signature and shall have such other powers and duties as may from time to time be assigned to him or her by the Board.

**TREASURER** The Treasurer, subject to the provisions of any resolution of the Board, shall have the care and custody of all funds and securities of the Corporation and shall deposit the same in the name of the Corporation in such bank or banks or with such depository or depositanes as the Board may direct. The Treasurer shall sign such contracts, documents or instruments in writing as require his or her signature and shall have such other powers and duties as may from time to time be assigned to him or her by the Board or as are incident to his or her office. The Secretary may be required to give such bond for the faithful performance of his or her duties as the Board in their uncontrolled discretion may require, but no Director shall be liable for failure to require any bond or for the insufficiency of any bond or for any loss by reason of the failure of the Corporation to receive any indemnity thereby provided.

## ARTICLE 5

### NOMINATIONS AND ELECTIONS

5.01 **ELECTIONS TO THE BOARD** The elections will take place at the March Annual General Meeting each year, and shall be conducted according to Roberts Rules of Order.

5.02 **NOMINATIONS OF MEMBERS** All nominations for election to the Board of Directors, Officers, etc., must be submitted in writing to the nominating committee and will close no later than thirty (30) days before the date of the election.

5.03 **OATH OF OFFICE** Before being eligible to hold office, Officers and Directors, as elected, shall take the oath of office within forty-five (45) days immediately following the election, and shall continue to hold office until their successor has been duly appointed or elected and has taken the oath of office.

5.04 **DUTIES OF DIRECTORS** The Board of Directors, shall perform the following:

- (i) Attend all meetings as required;

- (ii) Perform with due diligence in all matters before the Board of Directors;
- (iii) Fulfill the mandate of the Corporation.
- (iv) Keep confidential all business of the Corporation.

## **ARTICLE 6**

### **FINANCIAL PROVISIONS**

6.01 **CHEQUES, NOTES, CONTRACTS** All cheques, drafts or orders for the payment of monies and all notes, contracts and documents shall be signed by such officer or officers of the Corporation and in such manner as the Board may designate. All bills submitted for payment shall be scrutinized prior to authorization of payment. There shall be a maximum of three authorized signers on all Humane Society bank accounts.

6.02 **DEPOSIT OF SECURITIES** The securities of the Corporation shall be deposited for safekeeping with one or more banks, trust companies or other financial institutions to be selected by the Board.

6.03 **WITHDRAWAL OF SECURITIES** Any and all securities deposited may be withdrawn, from time to time, only upon the written order of the Corporation and in such manner, as shall from time to time be determined by resolution of the Board.

6.04 **BORROWING** The Directors may from time to time:

- (i) Borrow money on the credit of the Corporation;
- (ii) Issue, sell or pledge securities of the Corporation; and
- (iii) Charge, mortgage, hypothecate or pledge all or any real or personal property of the Corporation to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation.

6.05 **FISCAL YEAR** The Fiscal year of the Corporation shall be January 1 to December 31 of each year.

## **ARTICLE 7**

### **COMMITTEES**

7.01 **COMMITTEES** The Board may, from time to time, at its discretion, appoint or disband any committee it deems necessary.

7.02 **POWERS OF COMMITTEES** No committee shall have the power to act for or on behalf of the Corporation or otherwise commit or bind the Corporation to any course of action. Committees shall only have the power to make recommendations to the Board, or to the members, as the Board may, from time to time, direct.

7.03 MEMBERSHIP ON COMMITTEES Members of committees shall be appointed by, and hold office at the pleasure of the Board. All members of committees shall be members of the Corporation, in good standing.

7.04 REPORTS ON COMMITTEES Each committee shall submit to the Board such reports as the Board may, from time to time request. Each committee shall submit an annual report to the Board at such time as the Board may, from time to time, determine.

## ARTICLE 8

### MEMBERSHIP DEFINITIONS AND REQUIREMENTS

8.01 APPLICATION FOR MEMBERSHIP Applicants for membership must:

- (i) Complete one (1) official Lincoln County Humane Society Membership Application Form
- (ii) Be duly sponsored there on, by an existing member of the Board
- (iii) Be at least eighteen (18) years of age
- (iv) Be nominated, seconded and voted in by a two-thirds majority of the Board
- (v) Not be an employee of any competing organization
- (vi) Pay a prescribed fee as set forth by the Board
- (vii) Act in the best interests of the Corporation

8.02 MEMBERSHIPS Any person may subscribe for one (1) membership in the Corporation.

8.03 MEMBERSHIP CLASSES The membership shall consist of life and annual members.

8.04 LIFE MEMBERSHIPS Life members shall be those whom membership in the Corporation is granted in recognition of some service performed to the Corporation or as an expression of appreciation for an act of mercy or for the prevention of an act of cruelty to animals. Such memberships shall be available by a majority vote of the Board.

8.05 ANNUAL MEMBERSHIPS Annual Members are those members who pay the prescribed membership fee per annum towards the funds of the Corporation. Such membership shall expire on December 31 of the year in which the membership was purchased or renewed.

8.06 ARREARS OF DUES Members whose dues are in arrears for one (1) year shall be deemed to have resigned.

8.07 ACTIONS OF MEMBERS All members shall, during their time as a member of the Corporation, always act in the best interests of the Corporation.

8.08 EXPULSION OF MEMBERS Any member can be expelled by the Board, by a two-thirds vote, for non-payment of dues; or after a notice and opportunity for hearing, for conduct unbecoming a member.



## ARTICLE 9

### MEETINGS OF MEMBERS

9.01 ANNUAL MEETING The annual meeting of the members shall be held during the month of March in each year at such place and time as the Board, shall determine. The annual or any other general meeting of the members shall be held at the head office of the Corporation or elsewhere and on such day as the Directors shall appoint.

9.02 ANNUAL MEETING REPORTS At every annual meeting in addition to any other business that may be transacted the following shall be heard, presented and/or conducted:

- (i) The report of the Directors and any Committee so responsible for reporting to the membership at this time;
- (ii) The financial statement and the report of the auditors;
- (iii) The Directors of the Board shall be elected;
- (iv) The auditors shall be appointed for the ensuing year and the remuneration of the auditors shall be fixed; and
- (v) The members may consider and transact any additional business either special or general without any notice thereof at any meeting of the members.

9.03 POWER TO CALL MEETING The Board or the President or Vice-President shall have the power to call, at any time, a general meeting or special meeting of the members of the Corporation.

9.04 PUBLIC NOTICE Notice of time and place of any annual or general meeting of the membership may be given by advertisement in such newspaper or newspapers as the Board may determine, at least ten (10) days prior to the date of said meeting. Notice shall be given, calling any annual, general or special meeting for the purpose of changing or amending the Charter of the Corporation and/or any by-laws of the Corporation.

9.05 ERROR OR OMISSION IN NOTICE No error or omission in giving notice of any annual, general or special meeting or any adjourned meeting shall invalidate or make void any proceedings decision or any meetings of the members of the Corporation.

9.06 QUORUM, MEETINGS OF MEMBERS Five percent (5%) of members in good standing shall constitute a quorum for the transaction of business at any meeting of members.

9.07 VOTING Every question submitted to a meeting of members shall be decided by a majority of votes given on a show of hands unless a poll be demanded by any member. If a poll be demanded and not withdrawn the question shall be decided by a majority of votes of members present, and such poll shall be conducted in such manner as the Chairperson shall direct.

9.08 VOTING RIGHTS Every member of the Corporation in good standing shall have one (1) vote at any annual or general meeting of members on any questions presented to the meeting. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting shall be entitled to a casting vote.

9.09 VOTING BY PROXY Proxy voting is not allowed.

9.10 DECLARATION BY CHAIRPERSON Upon a show of hands, unless a poll be demanded, a declaration by the Chairperson that a resolution has carried or not carried shall be conclusive evidence of the fact.

9.11 POLL RESULTS resolution of the meeting.

Should a poll be conducted, the result of the poll shall be deemed to be the

## ARTICLE 10

### AMENDMENTS

10.01 NOTICE OF MEETING Notice of any meetings at which amendments to this by-law are to be considered shall be given at least 10 days prior to the meeting by depositing same in a post office or public letter box by prepaid post addressed to the members as their respective addresses appear on the books of the Corporation.

10.02 AMENDMENTS PROVIDED A copy of any by-law to be sanctioned at an annual, general or special meeting of members including amendments and/or repeals shall be sent to every member of the Corporation with notice of such meeting.

10.03 GENERAL PROVISION Amendments to these by-laws shall be made in compliance with the Act and are in all respects, necessary to give full force and effect to these by-laws.

\_\_\_\_\_  
President - Ann Davidson

I have authority to bind the Corporation.

\_\_\_\_\_  
Secretary - Grace Pang

I have authority to bind the Corporation.

SEAL

Dated this 16<sup>st</sup> of March in the year 2011  
At 160 Fourth Avenue, St. Catharines, Ontario.