



KMFRC By-Laws

A By-law relating generally to the organization and the transaction of the affairs of the Kingston Military Family Resource Centre.

Be it enacted as a by-law of the Corporation as follows:

The Registered Office of the Corporation shall be in the Township of Pittsburgh, in the County of Frontenac, in the province of Ontario.

The Corporate Seal, an impression of which is below, shall be the corporate seal of the Corporation.

Amendments:

<u>Date</u>	<u>Article</u>	
April 21, 2004	IV (1c, d) XI (3) XIV (1)	Adding Past Chair as Ex-Officio Defining Board service time frames Availability of Minutes
May 17, 2004	IV (2) I	Change typing error Definitions of Officers/Executive may be used interchangeably
April 25, 2005	Cover	Add listings of By-Law amendments
October 24, 2005	II	Updated Mission Statement
March 27, 2006	XIII (1)	Identifying minimum number of Board meetings per year
August 17, 2006	XI	Addition: Allowance of Leave of A Absence from Board
June 25, 2007	X (r)	Addition: Method of amending the By-Laws
February 18, 2008	III	Changed the Goal statement

Amendments Continued:

<u>Date</u>	<u>Article</u>	
February 28, 2008	III IV (5) XI (6)	Changed the Goal Statement Changed process for BOD who apply for staff positions Changed reference from Article V to Article IV
April 30, 2008	X (m, n, o)	Created procedure for dealing with staff conflict
August 11, 2008	X (n)	Changed reference for Policy 8.3 to 9.3
September 1, 2008	X (o)	Added necessity to discuss information with other Board and staff members during an investigation
October 26, 2009	XV (4)	Changed the date for the Annual General Meeting from 90 to 180 days
November 30, 2009	II	Changed mission statement to Reflect new statement as per Strategic Plan

ARTICLE I:

DEFINITIONS

Corporations Act: means the Ontario Corporations Act chapter 95 C.38 of the statutes of Ontario 1990, and any statute which amends or is passed in substitution of that Act.

Military Community Family Member: Service members, legal spouses or partners, and their children. Family member means a relative of a service member in the Canadian Forces, by blood, marriage or adoption, who normally resides with that service member

Board: shall mean the Board of Directors, a group of people who form the governing and administrative body responsible for the operation of the KMFRC. The Board is comprised of a minimum of fifty one percent (51%) military family members.

Board Member: means a person on the Board of Directors.

Employer: The Kingston Military Family Resource Centre.

Ex-officio: Ex-officio means Board member without voting privileges.

Interim Board Member: a member who has joined the Board at a point in time other than at the Annual General Meeting. Interim members must be voted on to the Board at the next Annual General meeting.

Executive Director: means the staff member with the central responsibility for the day-to-day administrative and operational functions of the Military Family Resource Centre and who is an employee of the Centre under the supervision and management of the Board.

***Officers:** consist of the Chairperson, Vice-Chairperson, Secretary and Treasurer of the Board of Directors, who are the Officers of the Corporation.

***Executive:** also consists of the Chairperson, Vice-Chairperson, Secretary and Treasurer of the Board of Directors forming the Executive Committee of the Board of Directors.

****The terms Officers and Executive, as used in these By-Laws, are used interchangeably.***

ARTICLE II:

MISSION STATEMENT:

The mission of the Kingston Military Family Resource Centre is to always keep families at the front of the vision and always keep the vision at the forefront of everything we do.

ARTICLE III:

GOAL:

To operate within the vision, mission and values of the KMFRC to ensure a healthy, community-responsive organization.

ARTICLE IV:

OFFICERS AND BOARD OF DIRECTORS:

1. The Board of Directors of the organization shall include:
 - a. the Board of Directors shall be a volunteer board of no less than seven (7) and a maximum of twelve (12) members with a minimum of 51% being military family members;
 - b. one ex-officio non-voting member appointed by the Base Commander;
 - c. the Past Chairperson of the Board is an ex-officio non-voting member of the Board of Directors, and
 - d. other ex-officio members as invited by the Board of Directors.
2. Officers of the Board of Directors:
 - a. Chairperson;
 - b. Vice-Chairperson;
 - c. Secretary; and
 - d. Treasurer.

The Officers of the Board of Directors shall be elected from and by the member's representative of the military community as defined in Article IV subsection 1(a) of this bylaw.

3. The Executive Director will be a non-voting participant of the Board of Directors and shall attend all meetings, except during the discussion of the Executive Director's performance or salary.
4. All candidates to become Board members must be screened and approved by the Nomination Committee before their candidacy is presented to the board.
5. Board members who would like to apply for open staff positions must inform the Chairperson of the BOD prior to applying. To avoid any conflict of interest while progressing through the normal selection process, the board member will abstain from any discussion or vote on any staff or staffing items. If the board member is hired for the KMFRC staff position, they would immediately resign their position on the BOD.

ARTICLE V:

BOARD MEETING QUORUM

Quorum shall be established at a normal Board Meeting as 51% of the established voting Board membership. The Chairperson is included in the determination of the quorum.

ARTICLE VI:

DUTIES OF THE OFFICERS OF THE BOARD OF DIRECTORS

1. The Chairperson shall:
 - a. preside at all meetings of the Board;
 - b. the Chairperson shall have no vote except in the case of an equality of votes. In the case of an equality of votes, he/she shall have a casting vote;
 - c. call special meetings of the Board when necessary;
 - d. ensure the observance of the functions and procedures set forth in this Bylaw, using "Roberts' Rules of Order" as a guide;
 - e. be an advisory member to all committees;
 - f. shall ensure that each Board member maintains a level of productivity that is satisfactory to the needs of the Board;
 - g. establish order of succession for responsibility within the Board;
 - h. confirm that all orders and resolutions of the Board are carried into effect;
 - i. sign contracts and other documents which require a signature in conjunction with the Vice-Chairperson, Secretary, Treasurer or Executive Director as the situation warrants;
 - j. act as the signing authority for the Executive Director personnel matters; and
 - k. perform other such functions normally associated with the office of the Chairperson.
2. The Vice-Chairperson shall:
 - a. in the absence of the Chairperson, perform the duties of the chairperson and other duties as assigned from time to time by the board; and
 - b. act as a signing officer of the organization;
3. The Secretary shall:
 - a. assume responsibility for the records of the Board of Directors;
 - b. record, or cause to be recorded, the minutes of all meetings of the Board of Directors;
 - c. assume responsibility for the administrative procedures of the Board of Directors;
 - d. process the correspondence of the Board of Directors;

- e. shall be the custodian of the corporate seal of the Corporation;
 - f. act as a signing officer of the organization; and
 - g. perform other duties as may be assigned by the Board of Directors.
4. The Treasurer shall:
- a. assisted by the Executive Director, have charge of all funds belonging to the organization;
 - b. ensure proper bookkeeping and accounting procedures are followed;
 - c. deposit all funds belonging to the organization with a banking institution, to be credited to the Military Family Resource Centre Kingston;
 - d. disburse all funds by cheque signed by two (2) of the regularly appointed signing officers, who shall be the Executive Director, or Chairperson, or Vice-Chairperson, or Secretary or Treasurer;
 - e. furnish a financial report to the officer and/or Board of Directors at each regular meeting or when requested, and present an account of all receipts and expenditures to the Officers and Board of Directors;
 - f. at the Annual General Meeting, designate an accounting firm to undertake the annual audit;
 - g. act as a signing officer of the organization; and
 - h. perform other duties as may be assigned by the Board of Directors.

ARTICLE VII:

EXECUTIVE COMMITTEE OF THE BOARD

1. The Executive Committee of the Board shall be a Chairperson, Vice-Chairperson, Secretary and Treasurer. The meeting to elect the Executive shall occur within four weeks of the Board's formation. The Executive shall exercise such powers as are authorized by the Board of Directors and will be a permanent Standing Committee. The Board may fill vacancies in the Executive Committee by election from among its number. If and when a vacancy exists in the Executive Committee, the remaining members may exercise all its powers so long as a quorum remains in office. No one person may hold more than one office.
2. **Quorum for the Executive Committee Meeting** – The presence of 51% of members of the Executive Committee is required for a quorum. No business may be decided upon by the Executive Committee except at a meeting with quorum and the presence of the Executive Director (or representative) and the Base Commander's representative (or representative).
3. **Powers** – During the intervals between meetings of the Board, the Executive committee has the authority to exercise all powers of the Board with the following limitations:

- a. authorization to approve Executive Directors request for finances not included in the current fiscal year budget, but not to exceed expenses over \$5,000;
 - b. must have approval of full board on hiring or firing of Executive Director, and
 - c. ensure that the corporations business is ongoing when the full board is not available.
4. **Procedures** – The Executive Committee shall keep minutes of its meetings in which shall be recorded all action taken by it. The minutes will be available to all Board members within one week.
5. **Other Board Members Present** – Each member of the Board shall be entitled to speak or vote at any meeting of the Executive Committee at which he/she is present. However, this presence shall not be included for the purpose of calculating quorum.

ARTICLE VIII:

AUTHORITY OF THE BOARD OF DIRECTORS OF THE MILITARY FAMILY RESOURCE CENTRE

The Officers of the Board of Directors shall be the official representatives of the organization in all matters relating to the Military Family Resource Centre. The Officers of the Board of Directors are the only members who hold signing authority and are the only individuals who may sign any documentation on behalf of the Board. No individual Board member or Executive Director shall speak for or enter into any agreement on behalf of the organization without proper consultation with the Board of Directors. Contracts that affect the governance of the organization require an official motion by the Board.

ARTICLE IX:

ULTIMATE RESPONSIBILITY

Board members recognize that they are equally responsible for the decisions and actions taken by the Board in absentia as in presentation.

ARTICLE X:

FUNCTIONS OF THE BOARD MEMBERS OF THE MILITARY FAMILY RESOURCE CENTRE

The functions of the Board members shall include but not be limited to the following items:

- a. Board members shall attend all Board meetings and in conjunction with all other Board members, carry out the functions of the Board as specified in this Bylaw;
- b. participate in an orientation program;
- c. participate in training programs pertaining to the roles and responsibilities of Board members (Board Development);
- d. report potential concerns to the Board;
- e. act as advisors to the Board for the sector of the community which they represent, while giving due consideration to all segments of the community in discussion and voting;
- f. introduce to the Board recommendations for new programs/activities/services or the deletion of or changes to existing programs/activities/services;
- g. suggest methods of improvement to or enhancement of the organization;
- h. commit to at least one Standing Committee no later than 60 days after joining the board;
- i. notify the Chairperson of the Board of Directors if unable to attend a board meeting;
- j. perform other related duties as assigned by the Board;
- k. meet the terms of office as outlined in Article XII;
- l. the Board is responsible to provide the Executive Director with a written job description which informs the Executive Director of the Board's expectations, gives the Executive Director support and direction, and allows the Executive Director to implement and plan the day to day activities of the MFRC;
- m. the Board is responsible to develop and approve policies and procedures giving consideration to the Executive Director's opinions.
- n. the Board manages only the Executive Director directly. All formal communications and requests of staff will be made through the Executive Director and vice versa with the exception of staff complaints. In the case of a conflict, staff will be directed to follow Policy Number 9.3 – Conflict Resolution and Appeal Procedures as described in the HR Policies and Procedures handbook;
- o. all Board members who are approached by a staff member wishing to initiate a formal complaint, must ensure that a minimum of two (2) Board members are present when hearing the complaint; one of which must be either the Board Chairperson or the HR Chairperson. The employee should be aware that although information provided by them will be treated as confidential, it will be used and discussed to the extent necessary to conduct a proper investigation. This may include discussion with other board members or staff members as the case warrants;
- p. the Board will set financial policies for the MFRC. The Board will also monitor the financial stability of the MFRC, ensuring proper auditing procedures and that the MFRC is meeting planned expenses and revenues;
- q. the Board will actively support the MFRC and the Executive Director;
- r. the Board will evaluate policy development, program effectiveness, the Executive Director and the Board's performance on a regular basis;

- s. the Board will initiate a formal needs assessment yearly. The results of this needs assessment, along with feedback from regular program evaluation, will provide the Board with the information necessary to develop yearly and long-term goals for the MFRC's constantly changing community.
- t. the Board will amend the By-Laws in the following manner:
 - I. announce proposed change(s) to By-Laws at a Board meeting;
 - II. discuss, vote on, and enact proposed change at following Board meeting.

ARTICLE XI:

TERMS OF OFFICE – BOARD MEMBERS AND OFFICERS

1. Board members shall be elected at the Annual General Meeting.
2. Before participating in any Board business, new Board members are responsible to be familiar with the Bylaws and policies that govern the Military Family Resource Centre.
3. Board members may serve no more than two (2) consecutive two (2) year terms in any one position, notwithstanding Article XI (4d), with possible two year extension(s), following review by the Executive.
4. The Board of Directors shall have the authority to replace a member who:
 - a. without sufficient reason and prior approval of the Chairperson, missed three (3) meetings of the Board during any one year; or
 - b. does not maintain a level of productivity that is satisfactory to the needs of the Board; or
 - c. commits a breach of these bylaws, the Centre's policies and procedures, or the Criminal Code of Canada; or
 - d. acts in a manner detrimental to the Board or Centre or inconsistent with the aims to the same.
5. The proceedings and contents of Board and Committee meetings and discussions with users of the facilities are to be treated as confidential by all Board members. Official minutes of all Board meetings are available to all community members and staff of the MFRC.
6. **Interim Board Membership** – Vacancies on the Board shall be filled by any individual invited by the Board who meets the basic qualifications set out in Article IV. Interim Board members must stand for election at the next Annual General Meeting.
7. **Leave of Absence** – A Leave of Absence of up to one year may be granted for a Board member as long as the absence does not create a deficiency in Board membership below a safe number. The member on leave would be accepted back

to the Board if a voting position were available at the time of return; otherwise, they would have the choice to remain as an ex-officio committee member until such time as a voting position becomes available.

ARTICLE XII:

COMMITTEES

1. The Board may, as need arises, constitute Standing and Ad Hoc Committees to investigate, plan or conduct activities on a particular matter.
2. **Standing Committees** – the Board may appoint from time to time such Standing Committees as may be deemed necessary to carry out the objectives of the Corporation or to advise the Board. The Board shall prescribe the duties and terms of reference of such committees. Chairpersons of Standing Committees shall be members of the Board and shall be appointed by the Board. The Executive Committee is a permanent Standing Committee. These committees, other than the Executive Committee may include staff of the Military Family Resource Centre as well as representatives of the military community.

Ad Hoc Committees – there may be such Ad Hoc Committees and for such purposes as the Board or the Executive Committee may determine from time to time by resolution. At least one Board member shall be a member of each Ad Hoc Committee and a Board member shall normally chair the meetings. Such committees may include staff of the Military Family Resource Centre as well as representatives of the military community. The existence of each such Ad Hoc Committee shall be terminated automatically upon:

- a. the delivery of its report or completion of its assigned task; or
 - b. a resolution to the effect of the Board or Executive Committee by which it was constituted.
3. Quorum for committee meetings shall require at least 50 percent of the committee to be present.
 4. And, except as otherwise provided by a Bylaw of the MFRC, all committees other than the Executive Committee are subject to the following:
 - a. the Chairperson and members shall be appointed by the Board for a term of one (1) year and may be re-appointed for one or more additional terms of one (1) year;
 - b. the Committee shall meet at least annually, and more frequently at the will of the Chairperson or as required by its terms of reference, and as requested by the Board;
 - c. The committee shall be responsible to report after each meeting to the Board; and
 - d. The committee may establish its own rules of procedure and may appoint sub-committees.

ARTICLE XIII:

MEETINGS

1. There will be a minimum of nine (9) normal meetings of the Board per calendar year with the expectation that ten (10) monthly meetings will be held between September and June unless the suspension of a meeting has been agreed to by a majority vote.
2. Special meetings may be called at the request of an officer of the Board or at the request of three (3) board members.
3. Meeting by Telephone. If all the directors of the corporation present at or participating in the meeting consent, a meeting of directors or of a committee of directors may be held by means of such telephone, electronic or other communication facilities as such permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a director participating in such a meeting by such means is deemed to be present at that meeting.

ARTICLE XIV

MINUTES OF BOARD MEETINGS

1. Minutes will be made available two weeks after each meeting
2. Agenda and supporting documents will be made available no later than one week before each normal board meeting.

ARTICLE XV:

ENTITLEMENT OF ELIGIBLE USERS

1. Membership fees shall not be a requirement for the general use of the Organization's resources, but fees may be charged for enrolment in specific programs, activities and services.
2. Any person over the age of 18 who is a member of the military community will be eligible to hold office on the Board unless the person is a staff member of the Military Family Resource Centre.
3. Liability
 - a. no remuneration shall be paid to the Directors and Officers, except for reasonable expenses; and

- b. **indemnity** – every director and officer of the Centre and his 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 Centre from and against:
 - I. all costs charges and expenses whatsoever that such Director or Officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him/her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him/her in or about the execution of the duties of his/her office, except such costs, charges or expenses as are occasioned by his/her own wilful neglect or default, and
 - II. all other costs, charges and expenses that he/she sustains or incurs in or about or in relation to the affairs of the centre except such costs, charges or expenses as are occasioned by his/her own wilful neglect or default
- 4. The Board shall call an Annual General Meeting for the military community. The place date and time of this meeting will be determined by the Board but will be held within 180 days of the end of the previous fiscal year. The Annual General Meeting has as it's principal purpose:
 - a. the hearing and receiving of the reports and statements on the financial management and Committees of the Military Family Resource Centre;
 - b. the electing of members to the Board of Directors;
 - c. the appointing of an auditor to audit the accounts of the Military Family Resource Centre, based on the recommendations of the Treasurer. The auditor appointed will hold office until the next Annual General Meeting. In the case of the auditor resigning, the Board may appoint an interim auditor until the next Annual General Meeting;
 - d. the transaction of any other business properly brought before the meeting;
 - e. review minutes of the preceding general meeting;
 - f. consideration of the annual report of the Board Chairperson; and
 - g. consideration of the annual report of the Executive Director.
- 5. The Board may at any time call a general/special meeting of the military community for the transaction of any business or concerns related to the Military Family Resource Centre, the general nature of which is specified in the notice calling for the meeting.
- 6. Members of the military community over the age of 18 are entitled to vote at all general/special meetings and on other occasions as specified by the Board unless the person is a member of the MFRC staff whom are not eligible to vote.
- 7. Written notice of the time, place and date of the meetings for the military community and the general nature of the business to be transacted shall be advertised at least 30 days in advance.
- 8. Every question submitted to any meeting shall be decided by a majority vote. Whether a show of hands or secret ballot is required as evidence will be the

decision of the Chairperson. Any attendee with voting rights can propose the use of secret ballots. Each person eligible to vote shall have one vote. At any meeting unless a poll is requested, a declaration by the Chairperson that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the meeting is conclusive evidence of the fact.

9. The Chairperson of the Board will act as Chairperson for all General Meetings. If unable to fulfil this task, the established Order of Succession will determine who acts as Chairperson. If all Board members present are unable to accept the task, then the attendee entitled to vote shall choose one of their members to be Chairperson.

ARTICLE XVI:

FISCAL YEAR

The financial year of the Military Family Resource Centre shall be the fiscal year, which runs 01 April to 31 March.

ARTICLE XVII:

DISSEMINATION OF ASSETS UPON DISSOLUTION

Upon dissolution of the Military Family Resource Centre, assets purchased with funds from the Department of National Defence will be returned to the Crown.