

Christian Senior Citizen's Home Association of Chatham, ON Inc.

BYLAW NUMBER ONE (1)

PURPOSE: The purpose of the Corporation is to provide a home for elderly persons, within the limits of the facilities available.

BYLAW NUMBER TWO (2)

MEMBERSHIP: a) There shall be an annual membership fee as may be determined by the membership at the time of the annual membership meeting.

b) Any member who desires to withdraw from the membership in the Corporation may notify the Board of Directors in writing, and on receipt by the Board of Directors of such notice, the member shall cease to be a member.

c) Membership may be terminated by the Board, *when* a member fails to pay the annual membership fee for two (2) consecutive years. The Board may release a member from membership fees upon request.

d) During any meeting of the Board of Directors, the Board of Directors shall have the power by vote of three fourths (3/4) of those present, to expel or suspend a member whose conduct has been determined by the Board of Directors to be improper, unbecoming or likely to endanger the interest or the reputation of the Corporation.

e) No member shall be expelled or suspended without being notified of the charge or complaint against him and, without having first been given the opportunity to be heard at a meeting of the Board of Directors called for that purpose.

BYLAW NUMBER THREE (3)

BOARD OF DIRECTORS:

- a) The Board shall present at the annual membership Meeting a nomination list for board members.
- b) Each director shall be elected or re-elected for a period of three (3) years, with a maximum of six (6) consecutive years in office. Election of directors will be done by secret ballot, and a majority vote will constitute election.
- c) The members of the Board of Directors of the Corporation shall continue in office until their respective successors are duly elected, appointed or otherwise designated in accordance with the Constitution and Bylaws.
- d) If any member of the Board of Directors, without a reasonable excuse absents himself from four (4) Directors meetings, or shall resign his office, or shall be suspended or expelled from the Corporation, the Board of Directors may declare *his/her* office vacant and may appoint a successor in his/her place to hold office until the next annual meeting.
- e) Should a vacancy come to exist by reason of death of a director, then the Board of Directors may appoint a successor in *his/her* place to hold office until the next annual meeting.
- f) The Board shall each year at the first Board meeting, after the annual membership meeting, elect a President, a Vice-President, a Recording Secretary, a . Corresponding Secretary, a Treasurer, an Assistant Treasurer and a General Adjunct from within themselves with duties as outlined in Bylaw Number 4.
- g) The Board shall consist of ten (10) Directors. A majority of directors shall form a quorum for the transaction of business at any board meeting which may be held at such places within the City of Chatham or vicinity, as the directors from time to time may determine.
- h) A majority vote of Directors present at each Board meeting, providing a quorum exists, will decide each transaction, excluding the transaction as described in Bylaw Number 2, Section d).

BYLAW NUMBER FOUR (4)

DUTIES OF BOARD OF DIRECTORS

a) The President shall, when present, preside at all meetings of the Corporation and of the Board of Directors. The President, with the Recording Secretary, or other director appointed by the Board of Directors for such purpose, shall sign all resolutions and membership certificates.

BOARD OF DIRECTORS:

b) During the absence or the inability of the President, his/her duties and powers shall be exercised by the Vice-President. The absence or inability of the President shall be mentioned, when duties or powers of the President are being carried out by the Vice President.

c) The Recording Secretary of the Board of Directors shall attend all meetings of the Board of Directors and record all facts and minutes of all proceedings in the books kept for that purpose, shall maintain the membership list, and shall perform such other duties as may from time to time be determined by the Board.

d) The Corresponding Secretary shall give all notices required to be given to members and to Directors, shall be the custodian of the Seal of the Corporation and of books, paper, records, correspondence, contracts and other documents belonging to the Corporation which shall be delivered up only when authorized by a resolution of the Board of Directors to do so, and to such person or persons as may be named in the resolution.

e) The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the Corporation, keep proper books of account and shall deposit all monies or other valuable effects in the name and to the credit of the Corporation at such bank or banks as may from time to time be designated by the Board of Directors. He/she shall disburse the funds of the Corporation under the direction of the Board of Directors, taking proper vouchers therefore and shall render to the Board at the regular meetings thereof, or whenever required of him/her, an account of all his/her transactions as Treasurer and of the financial position of the Corporation. He/she shall also perform such other duties as may from time to time be determined by the Board of Directors. If possible, all and any disbursement must be made by cheque.

- f) Cheques shall be signed by the Treasurer and co-signed by the Assistant Treasurer, or by such director as designated by the Board.
- g) The Assistant Treasurer shall, in case of absence or inability of the Treasurer, carry on such duties as outlined in Bylaw Number 4, Section e).
- h) During the absence or inability of the Vice-President, the Recording Secretary or Corresponding' Secretary, or the Assistant Treasurer, the General Adjunct shall carry out such duties as may apply and are outlined in Section b) c) d) or g) of Bylaw Number 4.
- i) During the absence or inability of the General Adjunct, three or more Directors of the Corporation may appoint any Director of the Corporation to carry out such duties as outlined in Bylaw Number 4 Section h).
- j) The Board of Directors together, shall have the following duties:
 - 1) Determine the Corporation's policies in harmony with the Constitution.
 - 2) Further the general interest of the Corporation and maintain and enforce the rules and regulations governing the Corporation.
 - 3) Appoint, out of the membership of the Corporation, such committees as it deems necessary.
 - 4) Represent the Corporation in legal matters and other matters of interest, for the purpose of carrying out the objects of the Corporation.
 - 5) Propose Bylaws, deemed necessary, for adoption by the Corporation, such Bylaws to contain nothing which is in conflict with the Constitution.
 - 6) The Directors shall serve as such without remuneration, and no Director shall directly receive any profit from his/her position as such; however, a Director may be paid reasonable expenses incurred by him/her in the performance of his/her duties.

BYLAW NUMBER FIVE (5).

MEETINGS:

- a) At every Annual Meeting, in addition to any other business that may be transacted, a Report of the Board of Directors, a Financial Statement and a Report of the Auditor(s) shall be presented. Members of the Board of Directors shall be elected or re-elected, and

the *appointment* of Auditor(s) for the ensuing year shall be made public.

- b) Nominations for Board members may be made during the Annual Membership Meeting in addition to a nomination list for board members presented by the Board, providing the person(s) to be nominated has previously stated, or states during the meeting that the position of board member will be accepted if chosen.
- c) Public notice of membership meetings, time and place must be made at least two (2) weeks before the holding of each meeting. A meeting may be held seven (7) days after post date on meeting notices to the membership, except when additions to or changes to the Constitution or Bylaws are proposed to the membership, as under Article 9 of the Constitution.
- d) A meeting must be called within four (4) weeks when a meeting is requested in writing, stating the reason(s) for the request, by a majority of members or thirty six (36) members, whichever is the lesser number.
- e) A majority of members, or thirty-six (36) members, represented in person, whichever is the lesser number, shall constitute a quorum at any meeting of the members, except at such meeting as outlined in Article Number 10 of the Constitution.
- f) If there is not a quorum present at a duly called meeting, then a meeting may be called within a reasonable length of time, and called in accordance with the Bylaw, the number of members present at that meeting shall form a quorum. A two-thirds (2/3) vote of the members present at such meeting shall decide.
- g) Every member shall be entitled to one (1) vote each.
- h) A married couple paying a single membership fee shall be regarded as one (1) member.

BYLAW NUMBER SIX (6)

FINANCES: a) Audit of Accounts:

- 1) The Board of Directors shall annually appoint an auditor or auditors to hold office for such a period as the Directors may determine. The auditor(s) shall make an annual audit of the books of the Corporation and submit a written report to members of the Board of Directors prior to the Annual Meeting.
- 2) Every auditor of the Corporation shall have right of access at all times to all records, documents, books, accounts and vouchers of the Corporation, and is entitled to require from the Directors of the Corporation such information and explanation

as may be necessary for the performance of the duties of the auditor.

- 3) The auditor(s) of the Corporation are entitled to attend any meeting of, members of the Corporation, at which any accounts that have been examined or reported on by them, are laid before the members for the purpose of making any statement or explanation they desire with respect to the accounts.
- 4) The right and duties of an auditor of the Corporation shall extend back to the date upon which the last audit of the Corporation's books, accounts and vouchers was made.

b) Inspection of the Books by Members

The Board of Directors shall from time to time determine whether and to what extent, and at what time and place, and under what conditions and regulations the accounts and books of the Corporation, or any of them, shall be open to the *inspection* of the members not being Directors, and no member not being a Director shall have any right of inspecting any account or book or document of the Corporation, except as conferred by law, or authorized by the Board of Directors, or authorized by resolution of the membership, providing such resolution has been made during a duly called membership meeting, whether previous notice of such resolution has been given or not.

c) Fiscal Year

The fiscal year of the Corporation shall terminate on April 30 of each year, and the financial statements of the affairs of the Corporation, up to and including that date, shall be presented at the following Annual Meeting to be called before July 15th following the end of each fiscal year.