

# **Bylaws of the Amherst Island Community Alliance**

## **Article 1 - Name**

1.1 The name of the not-for-profit, without share capital, organization shall be the “Amherst Island Community Alliance” herein after referred to as the “Alliance”.

## **Article 2 - Interpretation**

### **Extended Meanings**

2.1 Unless the context otherwise requires, words importing the singular number include the plural and vice versa; words importing gender include all genders; and the word “written” and equivalent terms include any other recorded means of communications other than oral.

### **Computation of Days**

2.2 In computing the date when a specified number of days’ notice must be given, the date of giving notice shall be excluded and the date of the event shall be included.

## **Article 3 – Aims and Objects**

3.1 The aim of the Alliance is to enhance the quality of life on Amherst Island by identifying and supporting projects that reflect the needs and will of the community.

3.2 The Alliance will help develop and support projects that:

- a. Promote sustainable economic and community development including agri-business, tourism, entrepreneurs and home based workers;
- b. Support the health and welfare of the citizens; and
- c. Protect and celebrate the unique heritage, culture and community of Amherst Island.

3.3 As part of those efforts the Alliance will:

- a. Assist in coordinating the efforts between like-minded groups so that projects can be executed more effectively;
- b. Assist various island groups in obtaining funding for their projects either through grant writing assistance or by connecting them with other funding sources;
- c. Develop a vision for the future of the island in consultation with the residents;
- d. Develop a high-level plan to achieve the elements of that vision;
- e. Develop and maintain a brand unique to the island; and
- f. Act as a focus for broader communications about the island.

## **Article 4 – Membership**

### **Categories of Membership**

4.1 The following categories of membership have been established:

- a. Regular Member; and
- b. Associate Member.

## **4.2 Regular Member**

### **4.2.1 Criteria for membership:**

- a. Has attained a minimum age of 16 years;
- b. Would be eligible, excluding the criteria of citizenship, to be a Ward 1, Loyalist Township voter in a municipal election or if of age 16 or 17 would otherwise be eligible; and
- c. Has paid the annual membership fee, if any, as established by the Board of Directors.

### **4.2.2 Privileges of membership:**

- a. May attend and participate in any meeting of Members;
- b. May be elected as a Director or Officer of the Alliance if otherwise qualified;
- c. May be appointed to and work on any committee of the Alliance; and
- d. May vote on any item placed before the membership.

## **Associate Member**

4.3 Any individual not meeting the criteria for membership as a Regular Member may apply to join the Alliance as an Associate Member upon payment of a fee, if any, as established by the Board of Directors. As an Associate Member they will be advised of the events and meetings of the Alliance but Associate Members do not have any rights to vote on, move or second any motions and may be limited by the chair of the meeting in being granted time to express their opinion on an issue in favour of granting time to a Regular Member instead. They may not serve as a Director or Officer of the Alliance.

## **Corporations and Other Off-island Organizations**

4.4 Corporations or other off-island organizations that own land on Amherst Island and who would otherwise be eligible as a municipal elector, may request from the Board an exception to the criteria for Regular membership in order that their perspective can be shared with the Alliance. If granted by the Board the petitioning organization may appoint an individual from that organization to be a Regular Member subject to payment of the annual membership fee. Such individual is not eligible to become a Director or Officer but otherwise has all the privileges of a Regular Member.

## **Ward 1 Councillor**

4.5 The Ward 1 Councillor for Loyalist Township is an ex-officio, non-voting member of the Board of Directors of the Alliance for as long as they remain in that role. Provided that they meet all the criteria for being a Regular Member, they may also become a Regular Member with all privileges except that they may not be elected as a Director or Officer of the Alliance.

# **Article 5 – Meetings of Members**

## **Notice of Meetings**

5.1 At least two weeks prior to every meeting of members, whether an Annual General Meeting or a Special Meeting, notice shall be given by publication of a notice of the meeting though digital mail or via Canada Post, whichever is indicated by the Member on their membership form as well as being publicized through social media and on the Alliance's website.

### **Quorum**

5.2 The lesser of twenty (20) members or one-quarter (25%) + one (1) of the total paid members membership shall constitute a quorum at the Annual General Meeting or at a Special General Meeting.

### **Chair**

5.3 The Chair, or in his or her absence the Vice Chair, or in the absence of both, a Regular Member elected by those present at the meeting shall chair the meeting. The Secretary shall preside over the election of a Regular Member to chair the meeting.

### **Annual Meeting**

5.4 The Annual Meeting of the Alliance shall be held within one hundred and twenty (120) days of the end of the fiscal year

### **Prior to the Annual General Meeting**

5.5 The Secretary shall compile the list of members eligible to register and vote at the meeting. Only those individuals who were members during the previous fiscal year are entitled to vote at the Annual General Meeting.

5.6 The Nominating Committee will request nominations from individuals interested in serving as a Director and shall confirm that they are qualified for election.

### **Conduct of the Annual General Meeting**

5.7 Business transacted at the meeting shall include:

- a. The Chair, on behalf of the Board, shall present a report of the activities and accomplishments of the Alliance since the last Annual General Meeting;
- b. The Treasurer shall report on the finances of the Alliance for the previous fiscal year including a detailed statement of the receipts and expenditures since the last Annual General Meeting and a statement of the assets and liabilities of the Alliance, certified by the Auditors;
- c. The Nominating Committee shall make their recommendation on Directors to be elected and the Members shall elect the Directors;
- d. The Members shall appoint the auditors for the upcoming year;
- e. The Members shall pass a motion to amend the bylaw or constitution, if desired. Such amendment or revision will only take effect upon conclusion of the meeting or such later date as may be stipulated in the amendment;
- f. The Members shall pass a Corporate Motion removing the liability of the Directors for their actions in the prior year. The motion shall be "That all acts including the proceedings, appointments, elections and payments enacted, made, done and taken by the Directors and Officers of the Alliance since the last Annual General Meeting be approved, ratified and confirmed.";
- g. Any such further business as may properly come before an Annual General Meeting.

### **Special General Meetings**

5.8 On the written petition of ten (10) Regular Members of the Alliance, the Secretary, or in the Secretary's absence, the Chair or Vice Chair shall call a Special General Meeting for the transaction of the business specified in the petition and only that business. The notice of meeting shall be publicized in the manner prescribed by Article 5.1 (Notice of Meeting).

## **Voting**

5.9 Except as otherwise indicated in the bylaws of the Alliance, a simple majority of votes shall decide the question at either the Annual General Meeting or at a Special General Meeting. Each Member, including the meeting chair shall have a single vote. A tie vote shall defeat the motion.

5.10 Proxies are permitted at the Annual General Meeting or any Special General Meeting of the Alliance.

## **Article 6 – Directors**

### **Director Selection**

6.1 Prospective Directors shall be Regular members, having reached the age of majority and shall not be an undischarged bankrupt. They shall agree to abide by the bylaws of the Alliance and have expressed a desire to help develop the community of Amherst Island. Applications for Directorship shall be received by the Nominating Committee of the Board, who shall interview prospective candidates and make recommendations to the membership.

### **Board Size**

6.2 The Board of Directors shall consist of not less than three (3) and not more than nine (9) Directors. At least 60 days prior to the election of Directors at the Annual General Meeting the existing Board shall by motion establish the number of Directors for the coming year.

### **Term**

6.3 Directors shall be elected to a three (3) year term with the intent that one-third of the Directors are to be elected each year, serving until the conclusion of the Annual General Meeting three (3) years later. In order to preserve this intent the Nominating Committee shall manage the election process, especially when the size of the Board is changed and may when necessary cause a vacant position to be elected for less than the full three (3) years. A Director's term of office ceases immediately upon death or upon written resignation received by the Secretary or Chair of the Alliance or upon removal as a Director whichever first occurs.

6.4 Directors are eligible for re-election as a Director but may not serve more than six (6) years on the Board before stepping down for at least two (2) years.

### **Vacancies on the Board**

6.5 In the event of a vacancy occurring on the Board by the death, resignation or removal of any Director, the remaining Directors of the Board, provided quorum remains, shall have the power to appoint any Regular Member of the Alliance to fill such vacancy for the remainder of the unexpired term. When three or more vacancies occur at the same time, a Special General Meeting of the Alliance shall be called and the Members shall elect the individuals to fill the Director vacancies for the remainder of the unexpired terms.

### **Removal of a Director**

6.6 The Members may, by resolution passed by at least two-thirds of the votes cast at a Special Meeting of Members of which notice specifying the intention to pass such resolution has been given, remove any Director before the normal expiration of his or her term of office and may, by a majority of votes cast at the meeting elect any qualified Regular Member in his or her stead for the remainder of his or her term.

6.7 The Directors may by a resolution passed by at least two-thirds of the votes cast at a Board Meeting of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of his or her term should it be established by evidence that the Director being removed has not complied with Article 11 (Conflict of Interest) provisions of this bylaw or is otherwise not qualified to be a Director in accordance with the Act or these bylaws.

### **Remuneration**

6.8 No Director shall receive any direct remuneration from the Alliance for services rendered as a member of the Board of Directors, provided that any Director may be reimbursed for reasonable expenses actually incurred in connection with the business of the Alliance.

### **Powers**

6.9 The Board of Directors shall have the power to act for and on behalf of the Alliance in all matters, subject to the by-laws of the Alliance.

## **Article 7 – Meetings of the Board**

### **Notice of Meetings**

7.1 A meeting of the Board shall be called by the Secretary upon the direction of the Chair, or in the Chair's absence, the Vice Chair, or by any three members of the Board, by notifying all members of the Board at least 7 days prior to the time fixed for such meeting providing that a meeting of the Board may be held immediately following any Annual General Meeting or Special General Meeting of the Alliance without notice. The Board may choose to establish a schedule of fixed meeting dates for the year in which case no individual notices need be issued.

### **Quorum**

7.2 At any meeting of the Board the quorum shall be one-half plus one (1) of the established total Board size. A Board of nine (9) has a quorum of five (5).

### **Voting**

7.3 Voting shall be by show of hands, each Director, including the chair having a single vote. At a Board meeting, only the elected Directors are eligible to vote. Proxies are not permitted at Board meetings.

7.4 Motions shall be decided by a simple majority; if a tie vote, the motion shall be defeated. The sole exception to this is the removal of a Director when a two-thirds majority is required (see Article 6.7).

### **Chair**

7.5 Board meetings shall be chaired by the Chair, or in his or her absence by the Vice Chair or in the absence of both by a Director elected from those Directors present.

### **Power and Duties**

7.6 In addition to other specific duties and powers assigned elsewhere in these By-laws, the Board shall:

- a. Ensure the overall activities of the Alliance align with the objectives;
- b. Have the power to enter into contracts in the name of the Alliance;

- c. Authorize expenditures and obtain funds necessary for the operation of the Alliance;
- d. Appoint Members to various committees to do the work of the Alliance;
- e. Approve, if deemed desirable for the goals of the Alliance, any request for exemption from the membership requirements, received from a corporation or off island organization seeking membership; and
- f. Remove the membership of an individual for behavior or conduct not in the interests of the Alliance.

**First Meeting of the Board**

7.7 The newly elected Directors may meet immediately following the Annual General Meeting without notice to conduct the business of the Board. The agenda should include:

- a. Election of Officers;
- b. Confirm the banking institution for the Alliance; and
- c. Designating the signing officers for the Alliance.

**Electronic Means for Meetings**

7.8 Directors, if all individuals present or participating consent, may participate at a Board meeting by means of such telephone or other communications facility as permit all individuals participating to communicate with and to hear each other. An individual participating by such means is deemed to be present at the meeting.

**Article 8 – Committees of the Board**

**Standing Committees**

8.1 The following Standing Committees have been established:

- a. Nominating Committee
  - i. Chair - To be chaired by a Director, usually the Vice Chair
  - ii. Composition – at least three (3) Directors including the committee chair
  - iii. Roles:
    - 1. To recommend to the Board the appointment of Members to committees;
    - 2. To manage the process and receive nominations to the Board from candidates interested in becoming a Director and:
      - a. Verify that the individuals are qualified to be a Director;
      - b. Interview, if necessary, all qualified candidates;
      - c. Recommend to the membership a slate of candidates for election as Directors at the Annual General Meeting or if a mid-year appointment, recommend to the Board the election of a Member to fill a vacancy on the Board; and
    - 3. Manage the succession plans for Alliance leadership.
- b. Finance Committee
  - i. Chair – to be chaired by the Treasurer
  - ii. Composition – Up to five Members/Directors including the committee chair
  - iii. Roles:
    - 1. Oversee the receipt of funds for the operation of the Alliance;
    - 2. Oversee the expenditure of funds in accordance with the budget;
    - 3. Assist the Treasurer in the preparation of the budget;

4. Oversee the controls and processes for financial management;  
and
5. Oversee and manage the investments, if any, of the Alliance.

### **Special Committees**

8.2 The Board may establish committees and subcommittees from time to time in order to conduct its business more effectively. All committees are accountable to the Board of Directors. Terms of reference for all committees should including the following:

- a. The type of committee (discussion, working, task force, etc.);
- b. The overall purpose;
- c. Any specific directives defining goals or tasks;
- d. The relationship to any other overlapping activities of the Alliance;
- e. The composition; and
- f. The preferred time and method for reporting.

### **Ex-Officio**

8.3 The Chair is an ex-officio, non-voting member of all standing and special committees.

## **Article 9 – Officers**

### **Appointment of Officers**

9.1 At the first meeting of the Board held following the Annual General Meeting, the Board, having received the Nominating Committee report, shall elect or appoint the Officers of the Alliance.

- a. Chair of the Board
- b. Vice Chair
- c. Treasurer
- d. Secretary

### **Other Appointments**

9.2 The Board from time to time may appoint such other Officers and make such other honorary appointments, as the Board may consider necessary or desirable.

### **Term of Office**

9.3 All Officers shall hold office at the pleasure of the Board. The term automatically expires when an Officer ceases to be a Director.

### **Remuneration of Officers**

9.4 No Officer shall receive any direct remuneration from the Alliance for services rendered as a Officer of the Alliance, provided that any Officer may be reimbursed for reasonable expenses actually incurred in connection with the business of the Alliance.

### **Duties of the Chair**

9.5 The Chair of the Alliance shall:

- a. Preside at all meetings of the Board or of the Members;
- b. Be responsible for management and supervision of the affairs of the Alliance;
- c. Have signing authority, if authorized by resolution of the Board; and
- d. Represent and promote the organization.

The Chair must be a Regular Member in good standing of the Alliance and usually has experience as a Board member.

#### **Duties of the Vice Chair**

9.6 The Vice Chair of the Alliance shall:

- a. Assist and act as chair in absence of the Chair; and
- b. Carry out duties as proscribed by the Board of Directors.

The Vice Chair must be a Regular Member in good standing and usually has served previously as a Director of the Alliance. If the Chair's role becomes vacant the Vice Chair is expected to assume the role. The Vice Chair usually chairs the Nominating Committee.

#### **Duties of the Secretary**

9.7 The Secretary of the Alliance shall:

- a. Send required notices of all meetings to the Members or Directors as necessary;
- b. Attend all meetings of the Alliance and keep true and accurate minutes thereof;
- c. Conduct the correspondence of the Alliance; and
- d. Keep a record of:
  - i. All business transactions of the Alliance;
  - ii. All resolutions passed by the Alliance;
  - iii. All amendments to the by-laws of the Alliance;
  - iv. A list of the members of the Alliance and their addresses both mailing and electronic; and
  - v. All annual statements and financial and auditor's reports.

#### **Duties of the Treasurer**

9.8 The Treasurer of the Alliance shall:

- a. Follow the policies as determined by the Board of Directors;
- b. Receive all monies paid to the Alliance and deposit them to the credit of the Alliance in a financial institution, as directed by the Board;
- c. Make disbursements from the Alliances' funds as directed by the Board of Directors;
- d. Keep the securities of the Alliance in safe custody;
- e. Keep or cause to be kept full and accurate proper books of account or make or cause to be made entries of all receipts and expenditures of the Alliance;
- f. Prepare the annual financial statements of the Alliance;
- g. Work with the appointed auditors to ensure a financial review is conducted, and
- h. Prepare reports showing the financial position of the Alliance as required for each Board meeting.

### **Article 10 – Indemnification**

10.1 The Alliance shall indemnify and save harmless the Directors, their heirs, executors and administrators, and estates from and against:

- a. All costs, charges and expenses whatsoever that he/she 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 the execution of the duties of his/her office except costs, charges and expenses as are occasioned by his/her own willful neglect, default or dishonesty; and

- b. All other costs that he/she sustains or incurs in or about or arising from or in relation to the affairs of the Alliance except costs, charges or expenses thereof as are occasioned by his/her own willful neglect, default or dishonesty.

10.2 The Alliance agrees to indemnify and save harmless the Directors for all actions undertaken by them in good faith on behalf of the Alliance, claims, suits or proceedings brought against them, provided that no Directors shall be indemnified by the Alliance in respect to any liability, costs charges or expenses that he/she sustains or incurs as a result of his/her own fraud, dishonesty, willful neglect or willful default.

10.3 The Directors for the time being shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Alliance, except as shall have been submitted to and authorized or approved by the Board of Directors.

#### **No Liabilities for Others Acts**

10.4 No Director shall be liable for the acts, receipts, neglects or defaults of any other Director resulting in a loss, expenditure or any other damage to the Alliance and its assets unless the same shall happen by or through his or her own wrongful and willful act or through his or her wrongful and willful neglect or default.

### **Article 11 – Conflict of Interest**

11.1 When a Director of the Alliance, or a member of their immediate family, has a financial or other interest, direct or indirect, in any matter in which the Alliance is concerned, they shall disclose their interest and shall not take part in the consideration or discussion of, or vote on any question with respect to the matter and shall withdraw from the meeting when the matter is being discussed if requested to do so by the chair of the meeting or by a majority of the Members present at the meeting. The participants of the meeting may challenge any Director over an undeclared conflict of interest and the Chair shall rule on the matter.

### **Article 12 – Financial Matters**

#### **Fiscal Year**

12.1 The fiscal year of the Alliance shall be the calendar year.

#### **Signatories**

12.2 The Board shall appoint at least three Directors as signatories for cheques and other financial instruments. All cheques and other disbursements shall be signed by at least two signatories.

#### **Auditing**

12.3 The financial records of the Alliance shall be audited annually either by a qualified accountant or by at least two Regular Members appointed by the membership at the Annual General Meeting.

#### **Review of the Records**

12.4 The financial records of the Alliance shall be made available for inspection by Members upon reasonable request.

### **Banking**

12.5 The Board by resolution shall establish a bank account with a Chartered bank or other financial institution of its choosing.

## **Article 13 –Administrative Issues**

### **Contract Signing**

13.1 Any document or contract requiring a signature of an authorized representative of the Alliance may be signed by any designated signatory (Article 12.2). It is beholden on the signatory to ensure that the appropriate motion has been passed by the Board prior to signing.

### **Record Keeping**

13.2 The Secretary shall make available upon reasonable request the minutes, motions and other documentation of the Alliance to any Member provided such documentation is not confidential or commercially sensitive or was provided to the Alliance under a non-disclosure agreement.

13.3 Records no longer required shall be catalogued and given to the Island Museum for safekeeping.

### **Rules of Order**

13.4 Meetings of the Directors or of the Members shall generally be conducted in accordance with Roberts Rules of Order or such other guideline as approved by the Board.

## **Article 14 – Amendment of Bylaw**

14.1 The bylaw of the Alliance may be adopted, amended or repealed by a two-thirds majority vote of those Members in attendance at an Annual General Meeting or Special General Meeting of which notice has been given of the intent to adopt, amend or repeal the bylaw. Unless otherwise specified as effective at some future date, the bylaw change is effective as of the end of the meeting in which it was passed.

### **Request for Changes**

14.2 Members wishing to propose an amendment to the bylaws should provide their suggestion to the Secretary at least ninety (90) days prior to the Annual General Meeting for inclusion at that meeting. The Board will review the proposed amendment and will either recommend passage of the proposal or will recommend that Members decline the proposal.

### **Urgent Changes**

14.3 If a proposed amendment to the bylaws cannot wait until the next Annual General Meeting a Special General Meeting of Members can be called for the purpose of discussing and passing a motion to amend the bylaw. This meeting can be called by the Board or upon a requisition of the Members (Article 5.8).

## **Article 15 – Dissolution**

15.1 In the event of the dissolution of the Alliance, after payment of all debts and liabilities, the remaining assets, if any, shall be donated to the capital pool of the Ameriks Scholarship Fund for the continued benefit of the children of Amherst Island. In the event that the Ameriks Scholarship Fund no longer exists the Board shall dispose of the assets in a way that benefits the Amherst Island community as they may solely decide.

## **Article 16 – Adoption of Bylaw**

16.1 This bylaw, adopted at an Annual Meeting or Special Meeting of Members of the Amherst Island Community Alliance shall become effective as of the date below and shall remain in force until amended or repealed by the membership.

16.2 Effective date of this bylaw is \_\_\_\_\_.