

**OTTAWA-CARLETON ASSOCIATION FOR PERSONS
WITH DEVELOPMENTAL DISABILITIES**



**OCAPDD / AOCPSDI
Open Hands**

**BY-LAWS
2016**

I. HEAD OFFICE AND SEAL

The Head Office of the Ottawa-Carleton Association for Persons with Developmental Disabilities (the “Association”) shall be in the City of Ottawa, in the Province of Ontario.

II. MEMBERSHIP

a) Membership

The Membership of the Association shall consist of individuals who are 18 years of age or over and who support the objectives of the Association that have paid the applicable annual membership dues and whose application for membership have been approved by the Association. Members shall also include those individuals that have made an outstanding contribution to the Association, as determined by the Board of Directors, without payment of any annual membership dues. Each member shall be entitled to one (1) vote at meetings of the members.

b) Transition

All individual members of the Association, regardless of their membership category, will be a member of the Association on the date that this By-law comes into effect.

c) Termination of Membership

Membership may be terminated by the Board of Directors if the conduct of the member is not in keeping with the Values and Mission, policy objectives and activities of the Association. The Board of Directors shall give notice in writing with reasons for termination. The member shall be entitled to appeal the decision before a special committee of not less than three (3) members of the Association, one of whom shall be selected by the member whose membership has been terminated, one of whom shall be selected by the Board of Directors, and the final one of whom shall be selected by the two aforementioned members. This committee has final authority to confirm or to override the Board’s decision.

III. DUES

- a)** Annual membership dues shall be such as are fixed by the Board of Directors.
- b)** Dues shall cover a twelve month period, September 1 through August 31 (inclusive) for the year in which they are made payable and remitted to the Association.
- c)** Further, such dues shall be remitted to, and received by the Association within the 90 day period preceding the September 1 period specified in III b) above, in order to retain voting privileges associated with the current Annual General Meeting.

IV. GENERAL MEETINGS OF ASSOCIATION MEMBERSHIP

a) Annual General Meetings

- 1.** The Annual General Meeting of members shall be held in the City of Ottawa at such time and place as shall be determined by the Board of Directors.

2. All members shall be given at least fourteen (14) days notice before the Annual General Meeting. Failure of a member to receive notification of meeting will not invalidate any proceedings taken there.
3. At each Annual General Meeting the following items of business shall be transacted:
 - i. receiving a report of the activities of the Association during the preceding year;
 - ii. voting on changes to the By-laws proposed by the Board of Directors since the previous Annual General Meeting;
 - iii. receiving the annual financial statements and the report of the auditors;
 - iv. election of vacant Board of Director positions solely from the nominees list prepared and submitted by the Board of Directors, to the AGM membership; and,
 - v. appointing of auditors.
4. With the exception of amendments to the Letters Patent and By-laws, the members may also consider and transact any other business, either special or general, without prior notice thereof which they consider pertinent to the welfare of the Association or the membership.

b) Special General Meetings

1. A Special General Meeting may be called by a majority of the Board of Directors, by the President, or, in the President's absence, the Vice-President, or by notice in writing from twelve (12) members in good standing.
2. The business that is to be transacted at a Special General Meeting shall be as specified in the notice of the Special General Meeting.
3. All members shall be given at least fourteen (14) days notice of a Special General Meeting prior to the time fixed for the holding of such meeting.

c) Quorum

A quorum for the conduct of business at Annual or Special General Meetings shall consist of not less than twelve (12) members in good standing present.

d) Rules of Order

At all Annual and Special General Meetings of the Association, Robert's Rules of Order shall be observed. In the event a conflict were to exist between the By-Laws and Robert's Rules, the By-Laws shall take precedence where they speak directly to and set out protocol, the By-laws shall take precedence over the specific application of Robert's Rules of Order.

e) Voting Rights and Procedures

1. Subject to Article X, questions arising at any Annual or Special Meeting of the membership of the Association shall be decided by majority vote.
2. Subject to the provisions, if any, contained in the Letters Patent of the Association, each member of the Association shall at all General Meetings of members be entitled to one vote and members may vote by proxy and such proxy holder must be a member of the Association and before voting shall produce and deposit with the Secretary sufficient appointment in writing from the proxy's constituent or constituents and such proxy shall be deemed to automatically expire at the end of the meeting for which it was presented.
3. No member shall be entitled, either in person or by proxy, to vote at Meetings of the Association unless he or she is a member in good standing.
4. No new member shall be entitled, either in person or by proxy, to vote at Meetings of the Association unless he or she is a member in good standing for at least thirty (30) days prior to the vote.
5. Every question shall be decided in the first instance by a show of hands and, unless a poll is demanded by a member, a declaration of the Chairperson that the resolution has been carried and an entry to that effect in the minutes of the Association shall be sufficient evidence of the fact without proof of the number or proportion of the votes accorded in favour or against such resolution.
6. In case of a tied number of votes at any Annual General or Special Meeting, whether by a show of hands or by a poll, the President shall cast the tie breaking vote.
7. A secret ballot must be conducted on any vote if so requested by a member in good standing.

V. BOARD OF DIRECTORS

a) Composition

1. The affairs of the Association shall be managed on behalf of the membership by a Board, and that the Board be representative of the community and clients we serve. Thus, without limiting the foregoing, that of the thirteen (13) members, three at a minimum represent families / parents with disabled relatives, two from the francophone community and the remainder from the public, private and non-profit sectors with every effort to ensure visible minority representation from the community, as appropriate. Board members are elected for two (2) year terms.

In any event, the Board, including the Immediate Past President, shall not exceed thirteen (13) Directors, appointed or elected.

2. All Directors shall have been members of the Association in good standing for not less than thirty (30) days prior to election.

3.
 - i) Individual Directors elected or appointed, may serve on the Board of Directors for a maximum period of, up to an including eight (8) consecutive years. Upon expiry of the consecutive eighth (8th) year, said Director shall be ineligible for election to the Board of Directors for a minimum period of two (2) years.
 - ii) It is understood, that the Past President's term of office is defined by sub-clause 4 below, following which the Past President shall be ineligible for election to the Board of Directors for a minimum period of two (2) years.
4. The Immediate Past President of the Association may serve as necessary, at the request of the Board, a term of up to two (2) years, but no less than one (1) year following the completion of that person's term as President. As Past President they are an Officer, ex-officio of the Association and, as such, shall enjoy the rights and privileges of an elected Director.

b) Duties

The Board shall be responsible for:

1. the formulation of policy, and
2. the management and conduct of the affairs of the Association in accordance with its Letters Patent and By-Laws and in doing do shall:
 - i. elect or appoint the Officers of the Association, with the exception of the Secretary;
 - ii. confirm appointments of members of and advisors to committees it deems necessary to constitute and appointments of committee chairpersons;
 - iii. authorize necessary expenditures including the purchase and rental of property and the making of contracts;
 - iv. authorize the borrowing of money upon the credit of the Association on cheques, promissory notes, bills of exchange or otherwise in such amounts and subject to such terms as may be considered advisable, and may assign, transfer, convey, hypothecate, mortgage, charge or pledge to or in favour of the Bank any property of the Association, real or personal, movable or immovable, present or future, including book debts, unpaid calls, rights, powers, undertakings, franchises and the Association's own debentures, security for the fulfillment of any liabilities or obligations, present or future, of the Association to the Bank and may empower the Bank or any person or persons to sell by public or private sale, assign, transfer or convey from time to time any such property; and may sign, make, draw, accept, endorse, execute and deliver on behalf of and in the name of the Association all such cheques, promissory notes, bills of exchange, drafts, acceptances, orders for the payment of money, warehouse receipts, bills of lading, agreements to give security, assignments, transfers, conveyances, hypotheca, agreements, documents and instruments as may be necessary or useful in connection with the borrowing of money and other banking business of the Association; and

- v. authorize any one or more Directors, Officers, employees or agents of the Association to exercise any of the rights, power and authorities conferred by Article V, section (b)(2)(iv) above.

c) Vacancies

1. Vacancies on the Board of Directors, except that position filled in an ex-officio capacity by the Immediate Past President, may be filled by appointment by the Board from members in good standing of the Association as long as a quorum of the Board remains in office. Such appointment will be effective until the next Annual General Meeting.
2. When a Director or Directors position(s) becomes vacant within sixty (60) days of the Annual General Meeting such vacancy shall be filled by election at the Annual General Meeting.

d) Meetings

1. Except as otherwise required by law, the Board of Directors may hold meetings at such place or places as it may from time to time determine.
2. The Board of Directors shall meet a minimum of six (6) times per year. Notice of Board meetings shall be provided to every Officer and Director at least five (5) days before each meeting unless all Board members agree to the calling of a meeting on shorter notice or the Board meetings are held on a regular day or date each month or immediately following a General Meeting of the Association.
3. Meetings may be called by the President or by the Vice-President in the absence of the President, or by written notice of any three (3) Board members presented to the Secretary of the Board.
4. Any resolution signed by all the Directors is as valid and effective as if passed at a meeting of the Directors duly called, constituted and held for that purpose.

e) Quorum

1. Quorum, for the purpose of transacting business within the meaning of this clause, shall exist when the majority of the elected and/or appointed members to the Board of Directors are in attendance, at a meeting whose purpose it is to transact said Association business.
2. In attendance, as referred to in sub-clause 1) above, shall include Association business meetings involving teleconferencing.
3. Proxy votes will not be allowed during Board of Director meetings.

f) Voting Procedures

1. a) Questions arising at any meeting of the Board of Directors shall be decided by a majority vote with the President abstaining, save and except as set out in sub-clause b) below.
b) In the case of a tie vote, the President shall cast the tie-breaking vote.
2. All votes at any such meeting shall be taken by ballot if so demanded by any member of the Board of Directors present but, if no demand is made, the vote shall be taken in the usual way by assent or dissent. A declaration by the President that a resolution has been carried or not carried and an entry to that effect in the minutes shall be prima facie evidence of the votes recorded in favour or against such resolutions.

g) Participation

At the discretion of the Board any member missing 3 or more meetings within the Board year may forfeit their remaining time on the Board.

VI. OFFICERS OF THE ASSOCIATION

a) Composition

1. The Officers of the Association shall be a President, a Vice-President, Immediate Past President and a Secretary. The Officers of the Association, with the exception of the Secretary, shall be members of the Board of Directors.
2. The election of Officers shall be held at the first meeting of the Board of Directors following the Annual General Meeting. Such meeting shall be held within thirty (30) days following the Annual General Meeting. The President shall be elected for a one (1) year term, up to a maximum of three (3) consecutive terms; and the Vice-President shall be elected yearly and may be re-elected.
3. The Secretary of the Association shall be the Association's Executive Director.

b) Duties

1. The President shall:
 - i. represent the Association in the community;
 - ii. preside at all General Meetings of the Association and meetings of the Board of Directors;
 - iii. be a member ex-officio of all Committees; and
 - iv. in carrying out the President's duties, shall have the authority to delegate alternates to carry out any of those duties.

2. The Vice-President shall carry out such duties as are assigned by the Board of Directors or the President, including assumption of the duties of the President in the absence of the President.

3. The Secretary shall:
 - i. act as Secretary of the Board;
 - ii. ensure that Association business is conducted in accordance with the Letters Patent and By-Laws and further policies and procedures established by the Board;
 - iii. recommend policies as required to the Board of Directors;
 - iv. be responsible for direction to staff for the continuation and development of Association programs and services and for the day-to-day management of the Association in accordance with the policies established by the Board of Directors;
 - v. be responsible for the performance and conduct of all staff and the hiring of staff in accordance with the policies of the Board of Directors and be responsible for dismissal of staff for cause;
 - vi. maintain accurate records of all General, Special and Board Meetings and maintain control of all correspondence and reports of committees and present reports, statements, budgets or surveys required by Directors, committees or outside agencies and be the custodian of the Association's corporate seal and all its documents; and
 - vii. be a member ex-officio of all committees of the Board with the privilege of designating a representative or substitute.

VII. COMMITTEES – GENERAL

a) Composition

1. The Board shall establish such committees as the Board deems necessary and each committee shall consist of:
 - i. a Chair who shall be a member of the Board of Directors of the Association; and
 - ii. additional members of the Association or staff.
2. Committees may include one or more members at large at the call of the Chair who need not be members of the Association.
3. All committee members, including nominees recommended by the committee Chair, must be named and approved by the Board.

b) Duties

Each committee shall undertake, in accordance with the terms of reference established by the Board, such duties as the Board may assign.

c) Terms of Office

1. All committees shall dissolve annually or at such earlier date as defined by the terms of reference established by the Board with respect to each committee.
2. Committee Chairs are appointed from the Board of Directors and serve one (1) year terms subject to re-election for additional terms.
3. Committee members, approved by the Board of Directors, shall serve one (1) year terms as defined by the terms of reference established by the Board with respect to each Committee respectively.

VIII. FISCAL YEAR

The fiscal year of the Association shall be the twelve (12) month period terminating on the 31st day of March of each year.

IX. ELECTRONIC DOCUMENTS

Subject to applicable law, where a Director or member has designated to the Association an email address for the receipt of electronic documents, any notice, document or other information sent to or issued by that Director or member may be in the form of an electronic document and any reference in the By-laws to a writing is satisfied by the use of an electronic document.

X. AMENDMENTS TO THE BY-LAWS

The By-Laws of the Association may be amended, altered, changed, added to or repealed at the Annual General Meeting, or at a Special General Meeting called for that purpose, by a two-thirds (2/3) majority of the votes of eligible members present at such meetings, provided that such members constitute a quorum. A notice of motion to amend, including details of proposed amendments, must be received by the Secretary not later than thirty (30) days prior to the Annual General Meeting or Special General Meeting. Copies of the motion shall be mailed by the Secretary to all members in good standing at least fourteen (14) days prior to the Annual General Meeting or a Special General Meeting.

XI. INDEMNIFICATION OF DIRECTORS AND OFFICERS

- a) Every Director and Officer of the Association, his or her heirs, executors and administrators, and his or her estate and effects, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Association from and against
1. all sums of money, whether by way of damages or otherwise, which he or she may be required to pay as a result of any claim, action or other proceeding of

whatever nature, brought against him or her, for or in respect of any act, deed, omission or other matter or thing whatsoever, made, done, permitted by him or her to be done or concurred in by him or her, in or about the execution of the duties of his or her office, and whether or not such requirement to pay arises by judgment or order of a court of competent jurisdiction or otherwise;

2. all costs, charges and expenses reasonably incurred by him or her in defending or settling any such claim, action or other proceeding; and
 3. all other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs of the Association.
- b) Such indemnification shall not be made where any of the aforesaid sums of money, costs, charges and expenses are payable, incurred or occasioned by the Director's or Officer's own neglect or default.
- c) Directors shall serve without remuneration, except for reasonable expenses.

ADOPTED by the Directors and Members effective the 28th day of October, 2016.



President