

East Toronto Family Community Centre  
86 Blake Street, Toronto, Ontario, M4J 3C9  
Telephone (416) 392-1750 Fax (416) 392-1175

**PROCEDURE BY-LAW**  
April 2007

This procedure by-law is separated out of By-Law 1 of East Toronto Family Community Centre.

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**1. Definitions and Interpretation**

- 1.1 "Board" shall mean the Board of Directors
- 1.2 "Board Member(s)" shall mean person(s) elected to the Board of Directors for East Toronto Family Community Centre
- 1.3 "City" shall mean the City of Toronto
- 1.4 "President" shall mean the President of the Board of Directors for East Toronto Family Community Centre
- 1.5 "Corporation" shall mean East Toronto Family Community Centre

**2. Term of Office**

- 2.1 The term of office for a Board Member shall be two (2) years.
- 2.2 A retiring Board Member shall retain office until the dissolution or adjournment of the meeting at which a successor is elected. Any retiring Board member shall be eligible for re-election if otherwise qualified.
- 2.3 A Board Member shall not serve more than four (4) consecutive terms.
- 2.4 A vacancy on the Board shall be declared upon the death, resignation or removal of a Board member, the failure of a Board Member to retain all the qualifications for membership on the Board, or three unexcused absences from Board meetings.

2.5 If a Board member ceases to be a Board member for any reason, the Board shall, by majority vote of the Board, nominate a person to fill the vacancy as soon as reasonably possible. A person appointed to fill a vacancy holds office for the remainder of the term of the person replaced.

### 3. Meetings of the Board

3.1 Normally the Board will hold its meetings on the premises or at such place as it may from time to time determine, at such times as it may determine, at least eight (8) times each year.

3.2 The President will call a special meeting of the Board upon receipt of a submission to the Board for a special meeting signed by twenty-five members stating the business of the proposed meeting. Notice of any such special meeting, stating its purpose, shall be given to the membership not later than twenty-one (21) days following the date on which the request for special meeting was received. The special meeting shall be held not later than six (6) weeks after the date the request was submitted to the Board.

3.3 Every Board Member will be notified at least seven (7) days prior to the proposed date of the meeting.

3.4 Notice of meetings, approved minutes from the last meeting, and agendas shall be posted in the community centre at least one week in advance of meetings.

3.5 Meetings of the Board shall be open to the membership, except for matters concerning personnel issues about an identifiable individual, real estate, security of property, advice that is subject to solicitor-client privilege or litigation, personnel matters about an identifiable individual, and/or where the Board is not advancing business of the Board.

3.6 Before holding a meeting or part of a meeting that will be closed to the public, the Board must adopt a resolution approving a closed meeting and the general nature of the business to be considered at the closed meeting or part of the meeting.

3.7 Normally, the order of business will include a call for declarations of conflict of interest, adoption of the minutes of the previous meeting, receiving reports, financial summary, new business and establishing the date for the next meeting:

3.8 The Executive Director shall attend all meetings of the Board of Directors.

### 4. Quorum

4.1 A quorum for Board meetings shall be five (5) directors, notwithstanding any vacant positions.

4.2 It is the Board's current practice to invite youth representative(s), elected by the youth membership to attend and participate in Board meetings, subject to any legal limitations, in a manner similar to a "non-voting" member of a board.

## **5. Voting**

- 5.1 At all meetings of the Board, the Board members present shall have the sole right to vote.
- 5.2 At every meeting, unless otherwise required by the Procedure By-Law, every question shall be determined by a majority of votes cast on the question. In the event of a tie, the question is defeated. All votes at any such meeting shall be taken by ballot if so demanded by any director present, but if no demand be made, the vote shall be taken by assent or dissent.
- 5.3 Voting by proxy is not permitted.
- 5.4 Every Board member who is in any way directly or indirectly financially interested in an existing or proposed transaction or who otherwise has a conflict of interest shall declare the interest, and shall refrain from discussion and voting of the matter over which a conflict was declared.

## **6. Officers of the Board**

- 6.1 The Board will elect its officers and Committee Chairpersons at its first meeting following the Annual Meeting, provided that in default of such election, the then incumbent being a member of the Board, shall hold office until their successors are elected.
- 6.2 The officers of the Board will be: President, Vice-President, Treasurer and Secretary, and such other officers as the Board may determine by by-law from time to time.
- 6.3 The Board may establish other offices and positions as it deems necessary from time to time, and will prescribe the powers and duties of such officers.
- 6.4 The term for every officer shall be two years.
- 6.5 No member of the Board may hold more than one office at any time.
- 6.6 Vacancy in an officer's position will be declared upon the death of an officer, the resignation of an officer, the removal of an officer, or an officer ceasing to be a Board member.
- 6.7 The Board may appoint any other Board member to fill a vacant officer position, and the Board member so appointed shall hold the officer position for the balance of the term of the officer whose departure created the vacancy.
- 6.8 In the event of approving a leave of absence for an officer, the Board may delegate the position and duties of such officer to any other member of the Board until the return to duty of the incumbent officer.
- 6.9 The Board may remove a person from an office at any time by a motion passed by a majority vote. Such removal from office does not remove the person from membership on the Board.
- 6.10 Duties of Officers
- (i) The President shall:
- preside, when present, at all Annual, Special and Board meetings and at meetings of the Executive Committee;

- perform all the duties incidental to the office and any other duties assigned by the Board;
- act as an ex-officio member of all committees;
- represent the Corporation in the community; and
- serve as a signing officer.

(ii) The Vice-President shall:

- assist the President,
- act as President in the event of the absence or inability to act of the President until the President returns to duty
- in the event of vacancy in the office of President, serve as President with all the powers and duties of this position for the balance of the term of the person whose departure created the vacancy;
- have such other powers as are assigned to the Vice-President from time to time by the Board or incidental to this office; and
- serve as a signing officer.

(iii) The Treasurer shall:

- have such powers and perform such duties as are normally vested in the office of Treasurer (ensure full and accurate accounts of all receipts and disbursements of the Corporation are recorded in the proper books of account and that all moneys or other valuables are deposited in the name and to the credit of the Corporation in such bank(s) as may from time to time be designated by the Board, and shall ensure disbursement of the funds of the Corporation under the direction of the Board);
- have such other powers as are assigned to the Treasurer from time to time by the Board;
- make recommendations to the Board concerning all aspects of the financing of the Corporation;
- receive, examine and present to the Board at regular meetings the financial transactions and the financial position, budget and audited financial statement of the Centre;
- chair the Finance and Fundraising Committee; and
- serve as a signing officer.

(iv) The Secretary shall:

- be clerk of the Board
- issue or cause to be issued notices for all meetings of the membership and the Board when directed to do so;
- attend all meetings of the Board, and record or cause to be recorded a true record of minutes of all meetings of the membership and the Board;
- ensure appropriate and secure custody of the seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation:

- maintain an attendance roster for all meetings of the membership and the Board; and
  - serve as a signing officer.
- (v) Every officer, at the time he or she leaves office, shall turn all papers and documents of the office or position over to the incoming officer or the President.

## **7. Minutes**

- 7.1 The minutes of each Board meeting will be submitted to the Board for confirmation or amendment at its next meeting or as soon afterwards as is reasonable.
- 7.2 After the Board has confirmed or amended the minutes, the Board President or designate will sign them.
- 7.3 Minutes of the proceedings of each meeting of the Board, including the nature of all decisions taken, will be kept by the Secretary or designate and distributed to all Board members, authorities and funders as may be required. 7.4 Every disclosure of interest shall be recorded in the minutes of the meeting.

## **8. Committees**

- 8.1 Standing Committees shall be the Executive Committee, Finance and Fundraising Committee and Human Resources Committee
- 8.2 Standing committees shall be chaired by a Chairperson appointed by the Board and shall be composed of Board members, other members of the Corporation and others who are appointed or accepted by the Committee Chairperson or by the Board.
- 8.3 Every Board Member is expected to participate in at least one committee of the Board.
- 8.4 The Chairperson and Executive Director are ex-officio members of all committees.
- 8.5 Normally Committee will hold their meetings at the Centre, at such times as the Committee Chairperson may determine.
- 8.6 The Executive Director will ensure that staff support is provided for all committees. Corporation employees staffing committee shall not have the right to vote at committee meetings.
- 8.7 All members of the Committee present shall have the right to vote at committee meetings. In the case of an equality of votes, the question is defeated.
- 8.8 The Board may create ad hoc committees both to assist in the operation of the Corporation and to distribute participation in achieving the objectives of the Corporation. Ad hoc committees shall have the widest possible representation from the community.

## 8.9 Duties of Committees

### a) All committee shall:

- operate within the terms of reference set out by the Board;
- be headed by a Chairperson chosen from among Board members and appointed by the Board;
- provide an open forum for discussion by all interested parties;
- report their deliberations, recommendations and resolutions to the Board for information and approval; and
- continue to operate for such length of time as shall be determined by the Board.

### b) Duties of Executive Committee:

- (i) conducts business between regular meetings of the Board as may be delegated by the Board;
- (ii) proposes agendas for meetings of the Board and membership;
- (iii) functions as the Nominating Committee (determines with the Board the required number of candidates and specific skills needed for the upcoming year;
- (iv) makes the Corporation membership and community aware of the nominating procedures at least fourteen (14) days in advance of the closing date for nominations, recruits suitable candidates and recommends a slate of nominees at least equal to the number of vacancies required to be filled at each Annual Meeting at least seven (7) days prior to the Annual Meeting; and
- (v) performs other duties as assigned by the Board.

### c) Duties of Human Resources Committee

- (i) informs and advises the Board on matters relating to human resources;
- (ii) assists with Board recruitment as requested;
- (iii) provides orientation as may be required for newly-elected Directors; and
- (iv) consults with Board members failing to attend the minimum number of meetings as determined by the Board and makes recommendations to the Board concerning the removal of inactive members. -

### d) Duties of Finance and Fundraising Committee or designated Board member:

- (i) supervises the financial affairs of the Corporation and reviews monthly financial statements;
- (ii) recommends financial policy to the Board; and
- (iii) plans and ensures implementation of fundraising activities to meet the financial targets set out by the Board.

### e) Duties of Nominating Committee

- (1) There will be NO Nominating Committee.

f) Meetings of Committees

(i) oral or written notice of every Committee meeting will be provided to members of the Committee prior to the date;

(ii) no quorum is usually required for a Committee to meet. However, minutes of Committee meetings must specify who was in attendance so that that the Board may know to what degree the Committee's recommendations reflect the will of the Committee's membership; iii) at all Committee meetings, only the members of the committee present will have a right to vote.

**9. Electronic Meetings**

Board, Committee, AGM, or any other meetings that the Board may choose to call, or any special meetings members may choose to call may be held in person, electronically or any combination of the two

