

# **LINCOLN COUNTY HUMANE SOCIETY**

## **BY-LAWS**

Passed: \_\_\_\_\_

## **Articles of BY-LAW**

Articles relating generally to the transactions of the affairs of the Lincoln County Humane Society.  
(Hereafter known as the "Corporation".)

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

### **ARTICLE 1**

#### **INTERPRETATION**

- 1.01 In this by-law and all other by-laws of the Corporation, unless the context specifies or requires:
- (i) "Act" means the *Corporations Act*, RSO 1990, c.C. 38 as from time to time amended and every statute that may be substituted therefor;
  - (ii) "Regulations" means the Regulations made under the Act from time to time amended and every regulation that may be substituted therefor;
  - (iii) "Board" means the Board of Directors of the Corporation;
  - (iv) All terms which are used in this or any other by-law of the Corporation and which are defined in the Act or the Regulations shall have the meanings given to them in the Act or the Regulations;
  - (v) The word "person" includes individuals, bodies corporate, corporations, companies, partnerships, syndicates, trusts and incorporated organizations.

### **ARTICLE 2**

#### **HEAD OFFICE and SEAL**

2.01 HEAD OFFICE The head office of the Corporation shall be in the City of St. Catharines, Ontario, in the Regional Municipality of Niagara and at such place therein as Directors may from time to time determine.

2.02 SEAL The Seal, an impression whereof is stamped in the margin hereof, shall be the Corporate seal of the Corporation. Any further Corporate seal adopted for the Corporation shall be such as the Board may from time to time approve by resolution.

## **SEAL**

### **ARTICLE 3**

#### **DIRECTORS**

3.01 BOARD OF DIRECTORS The affairs of the Corporation shall be managed by the Board of Directors, consisting of twelve (12) Directors namely, four (4) Officers consisting of: President, Vice President, Secretary, and Treasurer and eight (8) Directors, all of which are elected.

Directors shall be elected by the Class A Members on a show of hands, unless a poll is demanded and if a poll is demanded such election shall be by ballot. Subject to the provisions of this by-law, directors shall be eligible for re-election.

3.02 DIRECTORS TO BE IN GOOD STANDING Each Director, upon his or her election, and continuously throughout his/her term of office, shall be a Class A Member in good standing, of the Corporation.

3.03 TERMS OF OFFICE The Treasurer shall serve a term of four (4) years; President and Vice President shall serve a term of three (3) years; Secretary and Membership Secretary shall serve a term of two (2) years.

3.04 POWERS OF DIRECTORS The Directors of the Corporation shall administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save hereinafter provided, generally, may exercise all such powers and do all such acts and things as authorized.

3.05 ADDITIONAL POWERS Without in any way derogating from the foregoing, the Directors are expressly empowered, from time to time to appoint or remove at pleasure any or all salaried employees of the Corporation and to appoint replacement employees, to decide on salary and fringe benefits; to purchase, lease or otherwise acquire, sell, exchange or otherwise dispose of shares, rights, stocks, options and other securities, lands, buildings and other property or any right or interest therein, owned by the Corporation, for such consideration and upon such terms and conditions deemed advisable.

3.06 EXECUTIVE The Executive shall consist of the following officers of the Corporation: The President, Vice-President, Secretary, Membership Secretary and Treasurer.

3.07 QUALIFICATIONS OF OFFICERS A Director, to be eligible for office shall;

- (i) Be nominated and seconded by a Class A Member of the Corporation;
- (ii) Must take the oath of office within the time allowed as provided in this by-law or by special resolution of the Board;
- (iii) Comply with additional provisions outlined in Article 8.02.

3.08 REMOVAL OF DIRECTORS/EXPULSION OF MEMBER The Class A Members of the Corporation may, by resolution passed by at least two-thirds of the votes, cast at a meeting of which notice specifying the intention to pass such resolution has been given to the Class A Members, remove any Director/Member before the expiration of his/her term of office for conduct unbecoming a member, including, but not limited to any breach of confidentiality, the Code of Conduct for Directors, as established by the Board, or these By-laws. The Board may, by a majority of the votes cast at such meeting, elect any person in his/her stead for the remainder of his/her term, in accordance with the provisions of this by-law.

3.09 DEEMED TO HAVE RESIGNED Any member of the Board who has not attended meetings of the Board for a period three (3) Board meetings shall, unless excused by the Board, be deemed to have resigned.

From time to time in the event of any vacancy however caused occurring in the Board (except through an increase in the number of Directors), such vacancy may, as long as there is a quorum of Directors then in office, be filled by the Directors if they see fit to do so. Any Director appointed or elected to fill any such vacancy shall hold office for the unexpired term of the Director who ceased to be a Director and who caused such vacancy.

3.10 MUNICIPAL REPRESENTATIVES In the case of a municipal representative, all appointments shall be made with approval of the municipality concerned.

3.11 VACATION OF OFFICE The office of a Director shall be vacated: (a) if he or she dies; (b) if he or she is found to be an incompetent person; (c) subject to the provisions of the Act if by notice in writing to the Corporation he or she resigns his or her office Any such resignation shall be effective at the time it is sent to the Corporation or at the time specified in the notice, whichever is later.

3.12 QUORUM AND MEETINGS OF THE BOARD OF DIRECTORS Fifty percent (50%) of the Board shall constitute a quorum at any meeting, whether regular or special.

3.13 Except as otherwise required by law, the Board may hold its meeting at such place or places as it may from time to time determine.

3.14 No formal notice of any such meeting shall be necessary if all the Directors are present, or if those absent have signified their consent to the meeting being held in their absence.

3.15 The Board shall meet as many times as it deems necessary, but not less than four (4) times each year, exclusive of any annual or special meeting. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent.

3.16 Directors' meetings may be formally called by the President or Vice-President or by the Secretary on the direction of the President or Vice-President or by the Secretary on direction of four Directors. Notice of such meetings shall be delivered, telephoned, emailed or sent by facsimile transmission to each Director not less than two (2) days before the meeting is to take place or shall be mailed to each Director not less than six (6) days before the meeting is to take place.

3.17 The statutory declaration of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice.

3.18 A Director's meeting may also be held without notice, immediately following the annual general meeting of the Corporation.

3.19 The Directors may consider or transact any business either special or general at any meeting of the Board.

3.20 ERRORS IN NOTICE No error or omission in giving such notice for a meeting of Directors shall invalidate such meeting or make void any proceedings taken or had at such meeting and any Director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken.

3.21 REMUNERATION OF DIRECTORS The Directors shall receive no remuneration for acting as such. A Director of the Corporation may fill any position in connection with the administration of its affairs to which they may be appointed by their fellow Directors.

3.22 VOTING – BOARD OF DIRECTORS Motions arising at any meeting of Directors shall be decided by a majority of votes.

3.23 CASTING VOTE In case of an equality of votes, the Chair shall have a deciding vote.

3.24 VOTES TAKEN All votes at any such meeting shall be taken by ballot if so demanded by any Director present, but if no demand is made, the vote shall be taken in the usual way by assent or dissent.

3.25 VOTING

- (i) Voting on any motion made by the Board via email, voting may be made via email;

- (ii) If a motion is originated by the Board via email, voting may be made via email, and;
- (iii) If a motion is made by the Board at a Board meeting, the Board members present at the meeting may decide that voting may be subsequently made via email, and may decide whether or not to allow Board members not present to vote via email.

3.26 DECLARATION OF THE CHAIR A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favor of or against such resolution.

3.27 In the absence of the President his or her duties may be performed by the Vice-President or such other Director as the Board may from time to time appoint for the purpose.

3.28 INDEMNITY OF DIRECTORS Every Director or Officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or their 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 Corporation, from and against all costs, charges, and expenses whatsoever which they sustain or incur in or about or in relation to any act, deed, matter or thing whatsoever made, done or permitted by them in or about the execution of the duties of their office, except such costs, charges or expenses as are occasioned by their own willful neglect or default.

## **ARTICLE 4**

### OFFICERS

4.01 OFFICERS OF THE CORPORATION The Officers of the Corporation shall consist of the President, Vice President, Secretary, and Treasurer.

4.02 ELECTION AND TERM All Officers of the Corporation by virtue of his/her office, shall be members of the Board, and shall be elected as hereinafter set out by the Directors at the annual general meeting.

4.03 DUTIES OF OFFICERS The duties of the Officers shall be such as their title by general usage would indicate, and such as required by law, and such as may be assigned to them from time to time by the Board.

PRESIDENT The President shall sign such contracts, documents or instruments in writing as require his or her signature. The President shall be responsible to the Board for the coordination of all affairs of the Corporation. In any matters affecting the Corporation, the President shall be deemed to be an agent of the Corporation acting under the authority and at the express intention and express direction of the Board or any committee thereof, as the case may be.

In addition to any other authority or duties conferred by direction of the Board, the President shall exercise general and active supervision over the selection, employment, supervision and discharge of all managerial employees, subject to ratification of same, by the Board.

The President, or his or her designate, shall Chair all meetings.

VICE PRESIDENT The Vice President shall be vested with all the powers and shall perform all the duties of the President in the absence or inability or refusal to act of the President.

The Vice President, or his or her designate, shall chair all meetings in the absence of the President.

SECRETARY The Secretary shall, when present, act as secretary of all meetings of Directors and members, shall have charge of the minute books of the Corporation and the documents

and registers referred to in [s.109 of the Canada Corporations Act, R.S.C. 1970 c. C-32 or s. 300 of the Corporations Act, R.S.O. 1990 c C.38] The Secretary shall sign such contracts, documents or instruments in writing as require his or her signature and shall have such other powers and duties as may from time to time be assigned to him or her by the Board.

**TREASURER** The Treasurer, subject to the provisions of any resolution of the Board, shall have the care and custody of all funds and securities of the Corporation and shall deposit the same in the name of the Corporation in such bank or banks or with such depository or depositanes as the Board may direct. The Treasurer shall sign such contracts, documents or instruments in writing as require his or her signature and shall have such other powers and duties as may from time to time be assigned to him or her by the Board or as are incident to his or her office. The Secretary may be required to give such bond for the faithful performance of his or her duties as the Board in their uncontrolled discretion may require, but no Director shall be liable for failure to require any bond or for the insufficiency of any bond or for any loss by reason of the failure of the Corporation to receive any indemnity thereby provided.

## **ARTICLE 5**

### **NOMINATIONS AND ELECTIONS**

5.01 **ELECTIONS TO THE BOARD** The Nominating Committee shall receive applications to be a Director and shall review and forward a recommendation, in accordance with provisions in these by-laws, to the Class A Members, who will decide by way of a vote to accept or decline the new Director application, should the need exist.

5.03 **OATH OF OFFICE** Before being eligible to hold office, Officers and Directors, as elected, shall take the oath of office within forty-five (45) days immediately following the election, and shall continue to hold office until their successor has been duly appointed or elected and has taken the oath of office.

5.04 **DUTIES OF DIRECTORS** The Board of Directors, shall perform the following:

- (i) Attend all meetings as required;
- (ii) Perform with due diligence in all matters before the Board of Directors;
- (iii) Fulfill the mandate of the Corporation;
- (iv) Keep confidential all business of the Corporation;
- (v) Act in the best interests of the Corporation; and
- (vi) Adhere to the Code of Ethics and Corporation By-Laws.

## **ARTICLE 6**

### **FINANCIAL PROVISIONS**

6.01 **CHEQUES, NOTES, CONTRACTS** All cheques, drafts or orders for the payment of monies and all notes, contracts and documents shall be signed by such officer or officers of the Corporation and in such manner as the Board may designate. All bills submitted for payment shall be scrutinized prior to

authorization of payment. There shall be a maximum of four authorized signers on all Humane Society bank accounts.

6.02 DEPOSIT OF SECURITIES The securities of the Corporation shall be deposited for safekeeping with one or more banks, trust companies or other financial institutions to be selected by the Board.

6.03 WITHDRAWAL OF SECURITIES Any and all securities deposited may be withdrawn, from time to time, only upon the written order of the Corporation and in such manner, as shall from time to time be determined by resolution of the Board.

6.04 BORROWING The Directors may from time to time:

- (i) Borrow money on the credit of the Corporation;
- (ii) Issue, sell or pledge securities of the Corporation; and
- (iii) Charge, mortgage, hypothecate or pledge all or any real or personal property of the Corporation to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation.

6.05 FISCAL YEAR The Fiscal year of the Corporation shall be January 1 to December 31 of each year.

## **ARTICLE 7**

### **COMMITTEES**

7.01 COMMITTEES The Board may, from time to time, at its discretion, appoint or disband any committee it deems necessary.

7.02 POWERS OF COMMITTEES No committee shall have the power to act for or on behalf of the Corporation or otherwise commit or bind the Corporation to any course of action. Committees shall only have the power to make recommendations to the Board, or to the members, as the Board may, from time to time, direct.

7.03 MEMBERSHIP ON COMMITTEES Members of committees shall be appointed by, and hold office at the pleasure of the Board. All members of committees shall be members of the Corporation, in good standing.

7.04 REPORTS ON COMMITTEES Each committee shall submit to the Board such reports as the Board may, from time to time request. Each committee shall submit an annual report to the Board at such time as the Board may, from time to time, determine.

## **ARTICLE 8**

### **MEMBERS**

8.01 There shall be three classes of members of the Society: Class A Members, Class B Members and Class C Members.

## 8.02 **Class A Members**

- (a) Composition. Class A Members shall be composed of Board Members, who shall pay an annual fee, as determined by the Board from time to time.
- (b) Voting Rights. Class A Members shall have full voting rights subject to fulfilling the requirements for Membership as follows:

### APPLICATION FOR MEMBERSHIP Applicants for Board membership must:

- (i) Complete one (1) official Lincoln County Humane Society Board Membership Application Form;
  - (ii) Be duly sponsored there on, by two (2) existing members of the Board;
  - (iii) Be at least eighteen (18) years of age;
  - (iv) Be nominated, seconded and voted in by a two-thirds majority of the Board;
  - (v) Not be an employee or member of any competing or similarly focused organization; Not be an employee or representative of any employee of any humane society or their immediate family;
  - (vi) Live within the Regional Municipality of Niagara; and,
  - (vii) Act in the best interests of the Corporation.
- (c) Vote. Subject to Articles 3.07, 3.08 and 5.04, Class A Members shall be entitled to have one (1) vote. Any Class A Member, subject to expulsion under Article 3.08, shall have no rights to vote, or to exercise any other rights within or on behalf of the Corporation.

## 8.03 **Class B Members – Friends of the LCHS**

- (a) Composition. Class B Members shall be composed of active volunteers, donors of the Society and other individuals as determined by the Board, from time to time, who complete and submit an LCHS Class B Membership Application and a fee, as determined by the board from time to time.
- (b) Voting Rights. Class B Members shall have no voting rights.
- (c) Term. All Class B Members shall expire December 31<sup>st</sup> of each year.
- (d) Termination. An individual shall cease to be a Class B Member; upon the earliest of:
  - (i) becoming an employee of the Society;
  - (ii) his or her death or resignation as a Class B Member;
  - (iii) the expiration of his or her annual membership in circumstances where he or she failed to pay the requisite annual dues; or
  - (iv) upon the passage of a resolution of the Board approved by a majority of the Directors voting thereon removing him or her as a Class B Member.

## 8.04 **Class C Members – Life Friends of the LCHS**

- (a) Composition. Class C Members shall be composed of Life Members of the Society.
- (b) Voting Rights. Class C Members shall have no voting rights.
- (c) Admission. Admission as a Class C Members shall be determined by the Board, from time to time, for a meritorious, brave or other act in exceptional circumstances relating to the care, protection or rescue of an animal.
- (d) Term. The term of a Class C Member shall be for the life of the member, subject to clause 8.04 (e) (i) and (iii).
- (e) Termination. An individual shall cease to be a Class C Member; upon the earliest of:
  - (i) becoming an employee of the Society;
  - (ii) his or her death or resignation as a Class C Member;
  - (iii) upon the passage of a resolution of the Board approved by a majority of the Directors voting thereon removing him or her as a Class C Member.

8.05 ACTIONS OF MEMBERS All members shall, during their time as a member of the Corporation, always act in the best interests of the Corporation.

8.06 TRANSFERABILITY: Memberships are non-transferable.

## **ARTICLE 9**

### MEETINGS OF MEMBERS

9.01 ANNUAL GENERAL MEETING The annual general meeting of the members shall be no later than fifteen (15) months after holding the preceding annual general meeting and at such place and time as the Board shall determine. The annual or any other general meeting shall be held at the head office of the Corporation or elsewhere and on such day as the Directors shall appoint.

9.02 ANNUAL MEETING REPORTS At every annual meeting in addition to any other business that may be transacted the following shall be heard, presented and/or conducted:

- (i) The report of the Directors and any Committee so responsible for reporting to the membership at this time;
- (ii) The financial statement and the report of the auditors;
- (iii) The Directors of the Board shall be elected;
- (iv) The auditors shall be appointed for the ensuing year and the remuneration of the auditors shall be fixed; and
- (v) The members may consider and transact any additional business either special or general without any notice thereof at any meeting of the members.

9.03 POWER TO CALL MEETING The Board or the President or Vice-President shall have the power to call, at any time, a general meeting or special meeting of the members of the Corporation.

9.04 PUBLIC NOTICE Notice of time and place of any annual or general meeting of the membership may be sent by way of a valid email address or may be given by advertisement in such

newspaper or newspapers as the Board may determine, at least ten (10) days prior to the date of said meeting. Notice shall be given, calling any annual, general or special meeting for the purpose of changing or amending the Charter of the Corporation and/or any by-laws of the Corporation.

9.05 ERROR OR OMISSION IN NOTICE No error or omission in giving notice of any annual, general or special meeting or any adjourned meeting shall invalidate or make void any proceedings decision or any meetings of the members of the Corporation.

9.06 QUORUM, MEETINGS OF MEMBERS Five percent (5%) of members in good standing shall constitute a quorum for the transaction of business at any meeting of members.

9.07 VOTING Every question submitted to a meeting of members shall be decided by a majority of votes given by Class A Members, on a show of hands unless a poll be demanded by any Class A Member. If a poll be demanded and not withdrawn the question shall be decided by a majority of votes of Class A Members present, and such poll shall be conducted in such manner as the Chairperson shall direct.

9.08 VOTING RIGHTS Every Class A Member of the Corporation in good standing shall have one (1) vote at any annual or general meeting of members on any questions presented to the meeting. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting shall be entitled to a casting vote.

9.09 VOTING BY PROXY Proxy voting is allowed.

9.10 DECLARATION BY CHAIRPERSON Upon a show of hands, unless a poll be demanded, a declaration by the Chairperson that a resolution has carried or not carried shall be conclusive evidence of the fact.

9.11 POLL RESULTS Should a poll be conducted, the result of the poll shall be deemed to be the resolution of the meeting.

## **ARTICLE 10**

### AMENDMENTS

10.01 NOTICE OF MEETING Notice of any meetings at which amendments to this by-law are to be considered shall be given at least 10 days prior to the meeting by depositing same in a post office or public letter box by prepaid post addressed to the members as their respective addresses appear on the books of the Corporation, or to their valid email address.

10.02 AMENDMENTS PROVIDED A copy of any by-law to be sanctioned at an annual, general or special meeting of members including amendments and/or repeals shall be sent to every Class A Member of the Corporation with notice of such meeting.

10.03 GENERAL PROVISION Amendments to these by-laws shall be made in compliance with the Act and are in all respects, necessary to give full force and effect to these by-laws.

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President -  
I have authority to bind the Corporation.

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Secretary -  
I have authority to bind the Corporation.

SEAL

Dated this 20<sup>th</sup> day of March in the year 2013  
At 160 Fourth Avenue, St. Catharines, Ontario.