

CONSEIL DES ARTS PRESCOTT RUSSELL ARTS COUNCIL



BY-LAWS

(Adopted on May 12, 2016, Amended June 8, 2023)

JUNE 2023



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PREAMBLE

Decree

BE IT ENACTED as a by-law of the Conseil des arts Prescott Russell Arts Council as follows:

Interpretation

In these by-laws and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include businesses and organizations.

Definitions

- a) "Corporation" means the Conseil des arts Prescott Russell Arts Council;
- b) "Board of directors" or "Board" means the board of directors of the Corporation;
- c) "Territory" means the geographic territory covered by the mandate of the Corporation, that is the territory of Prescott and Russell, in the province of Ontario, in Canada;
- d) "Act" means the Not-for-Profit Corporations Act, 2010 (Ontario) where the context requires;
- e) "By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force;
- f) "Officer" means an officer elected or appointed by the board of directors to the office of President, Vice-President, Secretary of the board of directors, or Treasurer;
- g) "Director" means an individual occupying the position of director of the Corporation by whatever name he or she is called;
- h) "Member" means a member of the Corporation;
- i) "Members" means the collective membership of the Corporation;
- j) "Senior management" means the management of CAPRAC.

All terms contained in this by-law that are defined in the Act shall have the meanings given to such terms in the Act.

Source: Adapted from ONCA (2014), accessed on April 13, 2016.



SECTION 1 - NAME, MANDATE, SEAL AND LOCATION OF OFFICES

1.0 Corporate name (Legal name of the Corporation)

1.1 The name of the Corporation is Conseil des arts Prescott Russell Arts Council.

1.2 The acronym CAPRAC may also be used to refer to the Corporation.

2.0 Status

The Corporation is a not-for-profit Corporation (Corporation without share capital).

3.0 Mission, Vision, Values and Core mandate of the Corporation

3.1 Mission statement

The Conseil des arts de Prescott Russell Arts Council is a not-for-profit Corporation whose mission is to:

- Inform the community about the various cultural, artistic and heritage events in the region
- Bring together actors from the spheres of culture, arts and heritage
- Support the implementation of unifying initiatives, and
- Promote Prescott and Russell's arts, culture and heritage.

3.2 Vision statement

- The CAPRAC asserts its presence and its relevance, contributing through its activities to raising the profile of Prescott and Russell's arts, culture and heritage, both within and outside the region.

3.3 Statement of values

- Collaboration
- Creativity
- Service quality
- Ethics
- Leadership
- Inclusiveness

3.4 Mandate

- Discover and promote awareness of the artists, organizations and activities in our counties, support their development, and invite the community to integrate cultural expression into its activities.
- The CAPRAC operates on two levels:
 - i. Incubator: Create opportunities, in collaboration with presenters, so that citizens with an interest in culture may evolve, network, and express themselves; and
 - ii. Promoter: Highlight Prescott and Russell's culture, arts and heritage both within and outside the region.

4.0 Location of offices

4.1 Head office

The head office of the Corporation shall be located in the United Counties of Prescott and Russell, at



such address as the board of directors may, by resolution, determine.

4.2 Relocation of the head office

The Corporation must notify its members, as well as the provincial government, of any change to the location of the head office, within thirty (30) days.

5.0 Seal

The seal of the Corporation is that whose impression is stamped in the margin of this document. The Secretary of the Corporation is the custodian of the corporate seal and its use.

Source: ONCA (2014), accessed on April 13, 2016

6.0 Language

6.1 Language of service

The services rendered by the Corporation to the community and to members will be offered in French or in English, orally and in writing, according to the client's or the member's choice.

6.2 Language of management

6.2.1 The language of internal management for the Arts Council is French.

6.2.2 As regards its internal affairs, the Arts Council will not provide in-house translation.

6.2.3 The agenda and minutes of board of directors' meetings shall be in French. A resolution or an excerpt of the agenda may be translated into English upon request.

6.2.4 With some exceptions, documentation intended for internal use, prepared for or by employees shall be in French.

6.3 Language policy

6.3.1 The By-laws stipulate that the Arts Council will actively offer all its services and communications to the general public and its members in the official languages of Canada, French and English.

6.3.2 All employees must be able to communicate in both of these languages, orally and in writing.

6.3.3 Members and directors may communicate with each other in the language of their choice.

6.3.4 Documentation from external bilingual sources will be available in both languages.

6.3.5 Documentation from external unilingual sources will not be translated.

Source: Article 6.3 adopted by the board of directors on April 16, 2014.

7.0 Procedures for deliberative assemblies

The meeting chair shall ensure compliance with procedures during board of directors' meetings or public meetings, in accordance with the Code Morin.



SECTION 2 – MEMBERSHIP FRAMEWORK

8.0 Eligible entities and membership period

8.1 Membership in the Corporation shall be open to persons, businesses and organizations interested in furthering the objects of the Corporation and whose application for admission as a member has received the approval of the board of directors of the Corporation.

8.2 The membership period for CAPRAC members is May 1 to April 30 each year. (Adopted: May 2015 AGM)

8.3 The early recruitment campaign for members is from February 1 to April 30 for CAPRAC's next financial year.

8.4 Advance dues levied from a new member during the recruitment campaign provide the member, upon receipt of such amounts, with the privileges of the appropriate membership category.

8.5 The new member who joins during the recruitment campaign shall have the right to vote as of May 1, start of the membership period for which he paid his dues, subject to Article 8.6.

8.6 A new member shall have the right to vote only after being a member of the Corporation for 30 days before the annual meeting, or 30 days before any other general meeting (special meeting) of members.

9.0 Categories of membership

Segments	Descriptions
Cultural, arts and heritage stakeholders	<ul style="list-style-type: none">Artists or artisans active in the field of art, culture and heritage, as individuals or under a company name, for the purpose of recreation or profit
Not-for-profit organizations (NFPOs)	<ul style="list-style-type: none">Organizations that operate on a non-profit basis in the art, culture and heritage sector
Presenters	<ul style="list-style-type: none">Organizations that own an establishment or have a minimum of one employee and who present (provide the public with access to) culture, arts and heritage in their various formsEx.: Le Chenail, Arbor Gallery, La Maison des Arts, Clarence-Rockland Museum, L'Original Jail or other organizations of such nature
Friends of CAPRAC	<ul style="list-style-type: none">Any citizen who wishes to support CAPRAC's cause
Businesses	<ul style="list-style-type: none">Private sector companies (individual, registered or incorporated), unrelated to culture, who wish to support CAPRAC's cause
Close partners	<ul style="list-style-type: none">Member organizations that are part of CAPRAC's network of partnersEx.: Recreational Trail, Agri-Food Network, TPRT, Entrepreneurial Academy, or other organizations of such nature



10.0 Power to admit members

The board of directors is authorized to establish and adopt membership policies.

11.0 Dues and conferral of benefits to membership categories

11.1 The board of directors is authorized to establish and modify the membership fees (dues) at its discretion.

11.2 The board of directors is authorized to determine the benefits and privileges associated with each of the different membership categories, at its discretion.

12.0 Data required

12.1 All members shall provide their current name, telephone or cell phone number, civic, e-mail and postal address.

12.2 For the purpose of voting rights, every business and organization shall advise the Corporation in writing of the name of the person who represents it.

13.0 Updates to a member's contact information

The member must inform the Corporation in writing of all changes to his contact information, no later than 30 days after said changes have taken effect.

14.0 Withdrawal of a member

Any member may withdraw from the Corporation by delivering to the Secretary of the board a written resignation, as well as the effective date of his decision. CAPRAC will not be required to reimburse the resigning or deceased member for the unused portion of dues.

15.0 Constraints of Service or Removal of member

15.1 All members are expected to treat CAPRAC's workers and volunteers with respect and dignity under the guidance of CAPRAC's Anti-harassment and Anti-violence policy (2019). This policy follows guidelines set out by the *Occupational Health and Safety Act* (OHSA). Where there are updates to OHSA, those will have precedence over CAPRAC's Anti-harassment and Anti-violence policy and bylaws. Where the member is an organization or partner, the following applies to their representative. If the organization or partner replaces their representative the board will consider reinstatement of services of said organization's membership or partnership. Decisions to constrain or suspend service that follow under these guidelines are final and cannot be appealed.

- A. CAPRAC reserves the right to deal with the incident of workplace harassment by modifying its service, a refusal of service or in some cases a suspension or proposal of removal from membership depending upon the circumstances. Staff can initiate immediate modification or refusal of service to protect themselves or other staff members. All follow-up or remedial actions taken will be recorded and included in the investigation report by the CAPRAC board that is outlined in CAPRAC procedures for this. The report along with the employee's or board member's submitted report will be retained in a confidential file in accordance with OHSA. The member may receive a notice where an incident has occurred in the case of a constraint or suspension of service. This communication will outline the portion of the policy that covers



anti-harassment, so that the member can modify their behaviour, but will not breach confidentiality of the report.

1. The constraint of service may be for a set period of time or permanent depending on the investigation findings.
2. The suspension of service will be outlined for a set period of time but can be extended at the discretion of the board.
3. Where the board has made the recommendation for removal of a member, it will follow the procedure outlined in 15.3.

B. CAPRAC does not tolerate workplace violence in any form. Any person who is found to have participated in violence against a worker or board member, will be processed in accordance with the law, also will be banned from membership or partnership as applicable. All follow-up or remedial actions taken will be recorded and included in the investigation report. This along with the employee's or board member's submitted report will be retained in a confidential file in accordance with OHSA.

1. Where the member is an organization or partner, the board of that organization or partner will be given a notice regarding the incident that has occurred with their representative with respect to the confidentiality as outlined under OHSA.

15.2 All members are to respect other members while participating in CAPRAC activities. Infringing on this basic right can include immediate suspension of membership subject to removal as outlined in 15.3.

15.3 Removal of a member:

i) Any member may be removed by adoption of a resolution to this effect by a decision by the board at a special meeting.

ii) The removal of the member is effective upon adoption of the resolution proposing the same. The decision of the assembly is final and cannot be appealed.

iii) Removed member may not submit to the Corporation a new membership application before 24 months, unless the removal of the member falls under article 15.1 ii). The admissibility of such request lies with the board of directors.

iv) Procedures for removing members:

- a. Upon 15 days' written notice to a member, the board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the articles or By-laws.
- b. The notice shall set out the reasons for the disciplinary action or termination of membership. The member receiving the notice shall be entitled to give the board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The board shall consider the written submission of the member before making a final decision regarding disciplinary action or termination of membership.

Amendment: Article 15 adopted by assembly of the whole June 8 2023



SECTION 3 - PUBLIC MEETINGS

16.0 Annual meeting

The annual meeting of the Corporation shall be held at such location, within the United Counties of Prescott and Russell, and at such date as the board of directors may determine annually, and before the expiry of the five-month period following the end of the Corporation's financial year.

17.0 Elements of the annual meeting agenda

17.1 Annual meeting agenda items

The business transacted at the annual meeting shall include:

- a. receipt of the agenda;
- b. receipt of the minutes of the previous annual and subsequent special meetings;
- c. consideration of the financial statements;
- d. report of the auditor or person who has been appointed to conduct a review engagement;
- e. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
- f. election of directors; and
- g. such other or special business as may be set out in the notice of meeting.

17.2 Member proposals

- i. All members entitled to vote have the right to present proposals for discussion at meetings of members, and proposals adopted are allowed to take effect.

Source: ONCA (2014), accessed on April 13, 2016.

- ii. No other item of business shall be included on the agenda for annual meeting unless a member's proposal has been given to the Secretary prior to the giving of notice of the annual meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

Source: ONCA (2014), accessed on April 13, 2016.

18.0 Notice of meeting and related documentation

18.1 A notice in one or more regional newspapers, or by any appropriate electronic means, shall be given to members. The notice detailing the location, date and time of each public meeting must be published at least 30 days before the date set for the annual meeting. For special meetings, the notice period is at least 14 days.

18.2 The notice of meeting shall be given to each member of the Corporation and to the auditor or person appointed to conduct a review engagement.

Source: ONCA (2014), accessed on April 13, 2016.

18.3 Any member, upon request, shall be provided, not less than 21 days before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws or articles.

Source: ONCA (2014), accessed on April 13, 2016.



19.0 Validity of notice of meeting

Other than the date, time and location of the meeting, no error or omission in giving notice of any annual or special meeting (or the adjournment thereof) shall invalidate such meeting or make void any proceedings taken thereat.

20.0 Quorum for public meetings

20.1 The quorum required for a valid meeting is set at the lesser of:

- ten percent (10%) of members, or
- 15 members in good standing.

20.2 No business may be transacted at a meeting unless a quorum is present from the start of said meeting.

21.0 Chair of the meeting

The President of the board of directors shall be the chair of the members' meeting. In the absence or inability to act of the chair, the members present at any members' meeting shall choose another director as chair and if no director is present or if all of the directors present decline to act as chair, the members present shall choose one of their number to chair the meeting.

Source: ONCA (2014), accessed on April 13, 2016.

22.0 Voting rights

22.1 To have the right to vote during a meeting, the individual must have been a member:

- for an annual meeting: at least thirty (30) days prior to the meeting
- for a special meeting: at least fourteen (14) days prior to the meeting.

22.2 To have the right to vote during a meeting, the member must reside in Prescott and Russell. In the case of a business or an organization, its head office must be located in Prescott and Russell.

22.3 At all meetings, every eligible participant has only one vote.

23.0 Voting method

Business arising at any members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the By-law provided that:

- a. each member shall be entitled to one vote at any meeting;
- b. votes shall be taken by a show of hands among all members present and the chair of the meeting, if a member, shall have a vote;
- c. an abstention shall not be considered a vote cast;
- d. before or after a show of hands has been taken on any question, the chair of the meeting may require, or any member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
- e. if there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a



second or casting vote. If there is a tie vote upon written ballot, the motion is lost;

f. whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

Source: ONCA (2014), accessed on April 13, 2016.

24.0 Scrutineer

At any public meeting, in the event of a vote by secret ballot, the President may name one or more participants to act as scrutineers.

25.0 Proxy voting

Proxy voting is not allowed. However, a not-for-profit Corporation or a business operating within the territory may delegate one of its directors who will have that organization's vote.

26.0 Convening of a special meeting

A special meeting may be called at any time:

- at the instruction of the President, or
- under the authority of a resolution of the board of directors, or
- on written requisition of not less than twenty per cent (20%) of members in good standing.

27.0 Time frame for convening a special meeting

The President and the Secretary of the board must issue a notice of meeting within two months of the date of the request or the resolution of the board to that effect. In the event of default on their part, three directors may call the meeting.

28.0 Location of the special meeting

The special meeting may be held at the head office of the Corporation, or at any other location within the United Counties of Prescott and Russell, as determined by the board of directors.

29.0 Quorum for a special meeting

The special meeting will bring together the lesser of:

- one-tenth of members in good standing, or
- 15 members in good standing.

Source: Adapted from ONCA (2014), accessed on April 13, 2016.

30.0 Purpose of the special meeting

30.1 Notice of any special meeting shall contain sufficient information to permit the members to form a reasoned judgment on the decision to be taken.

30.2 A special meeting may be convened for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act.

Source: ONCA (2014), accessed on April 13, 2016.

30.3 During a special meeting, only the subjects listed in the notice of meeting may be deliberated and



decided upon.

31.0 Notice of special meeting

31.1 Notice of any special meeting must conform to this by-law, and to the terms of the resolution or the request.

31.2 The notice period for a special meeting shall be at least 14 days. Notice shall be given in writing to each member, at the electronic mail address indicated in the Corporation's membership list, unless the member has requested notice by regular mail.

Source: ONCA (2014), accessed on April 13, 2016.

31.3 When the purpose of the special meeting is to modify one or more by-laws, or the articles of incorporation of the Corporation, the original wording and the modified wording of the by-law must appear in the notice of meeting.

31.4 When changes made to the general by-laws (by-laws) are such that they modify the entire document (comprehensive review), interested members will be informed through the notice of meeting that they may, upon request, obtain a copy of the official general by-laws and a copy of the modified general by-laws to be adopted during the meeting.

32.0 Attendance at meetings called by members

32.1 The only persons entitled to attend a meeting called by members are the members, the directors, the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any) and others who are entitled or required under any provision of the Act or the articles to be present at the meeting.

32.2 Other persons may be admitted only if invited by the chair of the meeting or with the majority consent of the members present at the meeting.

32.3 Directors are entitled to attend meetings called by members and to be heard thereat.

Source: ONCA (2014), accessed on April 13, 2016.

33.0 Adjournment

i. The chair may, with the majority consent of any members' meeting, adjourn the same. The meeting must be rescheduled within a maximum of 30 calendar days after the date of the original meeting.

ii. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

Source: ONCA (2014), accessed on April 13, 2016.



SECTION 4 - THE BOARD OF DIRECTORS

34.0 Role of the board of directors

The property and business of the Corporation shall be managed by a board of directors.

35.0 Number of directors

The CAPRAC board of directors shall be comprised of a minimum of six and a maximum of nine directors.

36.0 Eligibility of directors

36.1 A director must:

- be an individual or a representative of an organization
- be a resident of the United Counties of Prescott and Russell, or whose organization's head office is located in Prescott and Russell
- be 18 years of age or older
- have power under law to contract
- be a member in good standing of the Corporation.

36.2 Desirable composition of the board of directors

It is desirable to have directors from a variety of experiences and interests in arts, culture and heritage, from various geographic areas of Prescott-Russell, who understand both official languages. This policy describes the desirable composition of the board of directors, which consists of 9 directors:

i. The most important criteria for board membership are competence and leadership. The goal is to attract the best candidates who, together, provide a breadth of skills, knowledge and experience.

ii. A majority of directors elected by the membership should have a high level of knowledge and experience in arts, culture and heritage (5 of 9 positions).

iii. It is desirable, over time, that the position of President be filled by residents of the three sectors in turn.

iv. Include directors that have a diversity of personal lived experiences that reflects the broader community.

v. Directors should have knowledge of, or experience in, a variety of culture sectors, using the following list as a guide:

- Performing Arts
- Visual Arts
- Literary Arts
- Electronic Arts
- Communications Media
- Crafts
- Heritage
- Design Arts
- Civic Art
- Dissemination via festivals and special events.

vi. A variety of skill sets should be represented on the Board, using the following list as a guide:

- Board of directors experience / governance
- Communications / public relations
- Financial / accounting
- Human resources



- Information technology (computers, communications)
- Investment / economic development
- Legal
- Marketing / promotion
- Media (mass media or social media)
- Strategic planning / organizational development

vii. Last but not least, it is of utmost importance to recruit directors who are comfortable in an organization that functions in both official languages, where many documents and short form communications are not translated and there is no simultaneous translation service at meetings. Each director can speak and write in the language(s) of their choice, knowing the other directors are also free to choose their language(s) of communication.

Amendment: Article 36.2 adopted by assembly of the whole June 8 2023.

37.0 Geographic sectors

Each of the three geographic sectors described in the following table shall be represented by a minimum of one director. CAPRAC will make every effort to achieve a fair distribution of directors between the sectors, while seeking to fill all board positions.

Sector A	Sector B	Sector C
Chute-à-Blondeau - KOB 1B0 Hawkesbury - K6A ... L'Orignal - KOB 1K0 St-Bernardin - KOB 1N0 St-Eugène - KOB 1P0 Ste-Anne-Prescott - KOB 1M0 Vankleek Hill - KOB 1R0	Alfred - KOB 1A0 Bourget - KOA 1E0 Clarence (Point) K4K 1K7 Clarence Creek - KOA 1N0 Curran - KOB 1C0 Hammond - KOA 2A0 Lefavre - KOB 1J0 Plantagenet - KOB 1L0 Rockland - K4K ... Wendover - KOA 3K0	Casselman - KOA 1M0 Embrun - KOA 1W1 Fournier - KOB 1G0 Limoges - KOA 2M0 Riceville - KOB 1G0 Russell - K4R ... St-Albert - KOA 3C0 St-Isidore - KOC 2B0

38.0 Nomination of directors

38.1 The name of the candidate wishing to join the board of directors of the Corporation is submitted for election at the annual meeting. The nomination shall be in writing, on the official form used for this purpose.

38.2 The duly completed notice is provided to the Secretary of the board at least 48 hours before the annual meeting is scheduled to take place. The Secretary is authorized to assess the eligibility of candidates and to declare that nominations are admissible.

38.3 In the event the director holding the position of Secretary of the board is a candidate, the responsibility to assess the admissibility of nominations will be delegated by the board to another officer of the Corporation.

39.0 Election of board members

39.1 Director candidates shall be elected by the members attending the annual meeting or a special meeting.



39.2 Any vacancy remaining at the end of the annual meeting may be filled by the board of directors. Such decision must be ratified by the members during the following annual meeting.

40.0 Mode of election

40.1 During the annual meeting, the Secretary of the board, or his representative, acts as electoral officer. He states the number of positions available for election and the nominations received.

40.2 When the number of candidates nominated is equal or inferior to the number of vacancies, the electoral officer declares the candidates elected by acclamation.

40.3 When there are fewer nominations than positions available for election, the electoral officer opens nominations for the unfilled position(s) during the meeting.

41.0 Nomination procedures during the annual meeting

41.1 When the number of nominations received prior to the annual meeting is inferior to the number of vacancies, the electoral officer accepts duly seconded proposals for appointment, presented by eligible participants, during the annual meeting.

41.2 The nominated candidate must be present unless he has justified his absence and expressed in writing his interest in serving on the board of directors.

41.3 Once the nomination period is closed, the electoral officer shall ask each nominee, in the reverse order of their nomination, if he accepts or declines the nomination.

41.4 When there are more nominations than vacancies to be filled, the electoral officer states an election will be held for the relevant positions. The candidates receiving the largest number of votes shall be elected.

41.5 In the event of a tie for one or more positions available for election, the electoral officer shall proceed to a second ballot for the position(s) with nominees having obtained a tie vote.

42.0 Term of office for directors

42.1 The regular term for a director is three years.

42.2 A director may serve a maximum of three consecutive terms. The individual shall then be eligible for a director position after being away from the board for a minimum of 12 months (one financial year).

43.0 Alternating terms

In order to ensure a healthy continuity, assuming a board comprised of nine members, at the first election following the adoption of these by-laws and by simple expression of interest,

- three directors shall serve for a three-year term,
- three directors shall serve for a two-year term, and
- three directors shall serve for a one-year term.



Designation by consensus	Initial terms, through application of the method	Subsequent terms
Three directors	1 year	3 years
Three directors	2 years	3 years
Three directors	3 years	3 years

44.0 Powers and responsibilities of directors

44.1 Scope of powers

The Corporation's directors have full power to:

- administer the day-to-day affairs of the Corporation,
- make or cause to be made for it, in its name, any contract which it may lawfully enter into and,
- save as hereinafter provided, generally, exercise all such other powers and do all such other acts and things as the law, articles of incorporation or by-laws of the Corporation do not reserve expressly to members attending a public meeting.

44.2 Governance

The board of directors adopts all by-laws, policies and practices necessary for the administration of the Corporation and the conduct of its business. In particular, it may:

- a. elect the officers of the Corporation
- b. decide on the Corporation's overall general policy in the areas of assistance and finance
- c. decide on the direction and the administration of the Corporation
- d. appoint the committees necessary for the proper functioning of the Corporation, and comment on their recommendations
- e. provide grants taking into account the established policies and criteria
- f. terminate, in whole or in part, or suspend any grant already provided when the organization does not respect its commitment(s) to the Corporation
- g. act as employer for the Corporation
- h. delegate some of its powers to the Coordinator (permanent resource) of the Corporation.

44.3 Liquidity management

The directors shall have power to receive funds and authorize expenditures on behalf of the Corporation. The board of directors is hereby authorized, from time to time:

- a. to borrow money upon the credit of the Corporation, from any bank, Corporation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the board of directors in its discretion may deem expedient;



- b. to limit or increase the amount to be borrowed;
- c. to issue or cause to be issued bonds, debentures or other securities of the Corporation and to pledge or sell the same for such sums and at such prices as it may deem expedient; and
- d. to secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the Corporation, by mortgage, guarantee, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Corporation, and the undertaking and rights of the Corporation.

44.4 Staffing

The board of directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the board of directors at the time of such appointment.

44.5 Recruitment of directors

The board of directors shall ensure that all positions on the board are filled in accordance with the Corporation's criteria relating to skills and representativeness.

44.6 Representation

The board of directors determines which delegates shall represent CAPRAC at community events. Such delegates shall either be:

- a director
- an employee
- a person duly authorised by the board of directors.

44.7 Declarations

The President, Vice-President, Treasurer, Secretary, or any other person so appointed by the board of directors, is authorized and empowered to appear and to make answer for the Corporation, to all writs, orders and interrogatories upon articulated facts issued out of any court, and to make all affidavits and sworn declarations in connection with any or all judicial proceedings to which the Corporation is a party and to attend and vote at all meetings of creditors or grant proxies in connection therewith and generally do all acts and things in this regard that he deems necessary for the best interest of the Corporation.

45.0 End of term of a director

The term of a director ends with the conclusion of the annual meeting held in the final year of his mandate.

46.0 Vacancies, suspension and removal of a director

46.1 The office of a director shall be vacated immediately:

- a. if the director resigns office by written notice to the Secretary of the board, which resignation shall be effective at the time it is received by the Secretary or at the time specified in the notice, whichever is later;
- b. if the director dies or becomes bankrupt;



- c. if the director is found to be incapable of managing property by a court or under Ontario law; or
- d. if at a meeting of the members, a resolution is passed by at least a majority of the votes cast by the members removing the director before the expiration of the director's term of office.

Source: ONCA (2014), accessed on April 13, 2016.

46.2 Procedures for suspension or removal

- a. The board of directors, after informing a member in writing of the reasons for his suspension and giving him the opportunity to be heard, may suspend or remove the member.
- b. A director may, by way of petition, ask the court to resolve any dispute related to the election or nomination of a director.

Source: ONCA (2014), accessed on April 13, 2016.

46.3 Effective date of the suspension or removal

The suspension or removal of a director shall take effect upon the adoption of a resolution on the matter by the board of directors.

47.0 Substitution procedure in case of termination at short notice

To fill vacancies in between annual meetings, a quorum of directors may appoint directors whose number does not exceed one third of the number of directors elected at the previous annual meeting.

Source: ONCA (2014), accessed on April 13, 2016.

48.0 Remuneration of directors

The directors shall serve without remuneration and no director shall directly or indirectly receive any profit from his position as such. However, reasonable expenses incurred by them in the performance of their duties will be reimbursed, upon presentation of supporting documents.

49.0 Pledge of discretion

The directors on the board shall exercise considerable discretion with regard to issues raised during regular meetings. They must read the Code of Ethics of the Corporation and signify their agreement by signing the attestation certifying they have read the Code, as well as sign the pledge of discretion. The signing of the attestation shall be annually.

Any person required to regularly attend board meetings, as well as meetings of the Finance and Audit Committee, must also read the Code of ethics of the Corporation and signify their agreement by signing the attestation certifying they have read the Code, as well as sign the pledge of discretion.

Amendment: Article 49.0 adopted by the assembly of the whole September 24 2020.

50.0 Giving of notice

50.1 Any notice required to be sent to any member or director or to the auditor or person who has been appointed to conduct a review engagement shall be:

- provided by telephone,
- delivered personally or
- sent by prepaid mail, facsimile, email or other electronic means,



to any such member or director at their current address as shown in the records of the Corporation, and to the auditor or the person who has been appointed to conduct a review engagement at its business address, or to the last address of such member or director known to the Secretary provided that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

50.2 Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

Source: ONCA (2014), accessed on April 13, 2016.



SECTION 5 - OFFICERS

51.0 Identification of officers

The following positions shall comprise the management of the Corporation:

- one president
- one vice-president, from a region other than that of the President
- one secretary, and
- one treasurer.

52.0 Roles and responsibilities of the President

The President provides leadership to the board, ensures the integrity of the board's process and represents the board to outside parties. The President co-ordinates board activities in fulfilling its governance responsibilities and facilitates co-operative relationships among directors and between the board and senior management, if any, of the Corporation. The President ensures the board discusses all matters relating to the board's mandate.

Responsibilities

Agendas. Establish agendas aligned with annual board goals and preside over board meetings if also holding the office of chair; ensure meetings are effective and efficient for the performance of governance work; ensure that a schedule of board meetings is prepared annually.

Direction. Serve as the board's central point of communication with the senior management, if any, of the Corporation; provide guidance to senior management, if any, regarding the board's expectations and concerns. In collaboration with senior management, develop standards for board decision-support packages that include formats for reporting to the board and level of detail to be provided to ensure that management strategies and planning and performance information are appropriately presented to the board.

Performance appraisal. Lead the board in monitoring and evaluating the performance of senior management, if any, through an annual process; ensure that a board work plan is developed and implemented that includes annual goals for the board and embraces continuous improvement; serve as the board's primary contact with the public.

Reporting. Report regularly to the board on issues relevant to its governance responsibilities.

Board conduct. Set a high standard for board conduct and enforce policies and By-laws concerning directors' conduct.

Mentorship. Serve as a mentor to other directors; ensure that all directors contribute fully; address issues associated with underperformance of individual directors.

Succession planning. Ensure succession planning occurs for senior management, if any, and board.

Committee membership. Serve as member on all board committees.

Source: ONCA (2014), accessed on April 13, 2016.



53.0 Roles and responsibilities of the Vice-President

The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President. The Vice-President shall perform such other duties as shall from time to time be assigned by the board of directors.

54.0 Roles and responsibilities of the Treasurer

The Treasurer works collaboratively with the President and senior management, if any, to assist the board in achieving its fiduciary responsibilities.

Responsibilities

Custody of funds. The Treasurer shall have the custody of the funds and securities of the Corporation, shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation, and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in a chartered bank or a trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the board, from time to time. The Treasurer shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the chair and directors at the regular meeting of the board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. The Treasurer shall also perform such other duties as may from time to time be assigned by the board.

Board conduct. Maintain a high standard for board conduct and enforce policies and By-laws concerning directors' conduct, with particular emphasis on fiduciary responsibilities.

Mentorship. Serve as a mentor to other directors.

Financial statement. Present to the members at the annual meeting as part of the annual report, the financial statement of the Corporation approved by the board together with the report of the auditor or of the person who has conducted the review engagement, as the case may be.

Source: ONCA (2014), accessed on April 13, 2016.

55.0 Roles and responsibilities of the Secretary of the board

The Secretary works collaboratively with the President to assist the board in fulfilling its fiduciary responsibilities.

Responsibilities

Board conduct. Support the President in maintaining a high standard for board conduct and uphold policies and the By-laws regarding directors' conduct, with particular emphasis on fiduciary responsibilities.

Document management. Keep a roll of the names and addresses of the Members. Ensure the proper recording and maintenance of minutes of all meetings of the Corporation, the board and board committees; attend to correspondence on behalf of the board; have custody of all minute books, documents, registers and the seal of the Corporation and ensure that they are maintained as required by law; ensure that all reports are prepared and filed as required by law or requested by the board.



Meetings. Give such notice as required by the By-Laws of all meetings of the Corporation, the board and board committees; attend all meetings of the Corporation, the board and board committees.

Source: ONCA (2014), accessed on April 13, 2016

56.0 Roles and responsibilities of the Executive Director

The directors may identify an internal (salaried) or external resource who will assume the duties related to coordinating the Corporation. Such resource shall administer the affairs of the Corporation and exercise the powers conferred upon him by resolution of the board of directors. Such authority may be general or confined to specific instances.

The Executive Director may also be entrusted the function of board Secretary. A non-director and non-elected, the Executive Director cannot take part in the Corporation's decision-making process (does not have voting rights), though he attends regular, special and public meetings.

57.0 Plurality of functions

The same person may hold concurrently the positions of Secretary and Treasurer of the Corporation.

58.0 Eligibility for the position of officer

With the exception of the Executive Director, to be appointed as an officer, the candidate must:

- be a member of CAPRAC in good standing
- have been elected to office by the members.

59.0 Election to the position of officer

With the exception of the Executive Director, the officers will be chosen by election among the directors at the first meeting of the board following a members' meeting where an election was held. Duly seconded nominations shall constitute the mode of election.

60.0 Term of office for officers

60.1 The term of the President shall be one year, with the possibility of a renewal. A President cannot serve in that capacity for more than three consecutive years.

60.2 The term of the other officers shall be one year, with the possibility of a renewal for up to two additional consecutive one-year terms.

61.0 Representation of geographic sectors among officers

The President and his geographic sector having been identified, a Vice-President shall be elected among the directors from a different sector.

62.0 Removal of an officer

62.1 The board of directors may at any time, by way of a resolution signed by a majority of directors, remove an officer other than the President.

62.2 Two-thirds (2/3) of the votes cast at the board are required to remove the President.



SECTION 6 - OPERATIONS

63.0 Financial year

63.1 The board of directors determines the financial year of the Corporation.

63.2 Except by a new resolution by the board of directors, the financial year of the Corporation end on December 31.

64.0 Accounting

The board of directors shall cause to be held by the Treasurer of the Corporation, or under its control, a book or books of account in which shall be recorded all receipts and disbursements of the Corporation, all of the assets held by the Corporation and all of its debts or obligations, as well as any other financial transaction by the Corporation. Such book or books shall be kept at the Corporation's head office and shall be at all times open to scrutiny by the President or the board of directors.

65.0 Execution of contracts and certification

65.1 Unless otherwise authorized by a resolution of the board of directors, contracts, documents or any instruments in writing requiring the signature of the Corporation, shall be signed by two officers and, so signed, shall be binding upon the Corporation without any further authorization or formality.

65.2 The directors shall have power to appoint, by resolution, an officer or officers, or an employee, to sign specific contracts, documents and instruments on behalf of the Corporation.

65.3 Any director or officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

Source: ONCA (2014), accessed on April 13, 2016.

66.0 Execution of bank instruments

Cheques or bank withdrawals (or their electronic equivalent) must be signed (or electronically authorized) by at least two directors from a group of three directors dedicated to this function, or one such director and the management person.

67.0 Authority to invest

The directors may give the Corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Corporation. The seal of the Corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid, or by any officer or officers appointed by resolution of the board of directors.



68.0 Discretion in spending

68.1 Any expenditure that is not foreseen in the operating or capital budget for an amount that is equal to or less than \$1,000 may be incurred by the management person or an individual performing such duties, subject to the presentation of the expenditure at the next meeting of the board of directors.

68.2 Any expenditure that is not foreseen in the operating or capital budget exceeding \$1,000 shall be submitted to the board prior to being incurred.

69.0 Bids and requests for proposals

69.1 For any acquisition of products and services valued at more than \$2,500 and less than \$10,000, a minimum of three bids are required in so far as it is possible to obtain the prescribed number of estimates.

69.2 For any acquisition of products and services valued at more than \$10,000, a tendering procedure must be initiated. CAPRAC's procurement policy is appended.

70.0 Eligibility of directors to the Corporation's requests for proposals

At its discretion, the Corporation may call upon any of its directors to provide paid products and services in accordance with the tendering procedures in effect. However, any contractual relationship with a director, regardless of the value of the product or service, shall be the subject of a resolution by the board of directors.

71.0 Borrowing authority

The board of directors may, when it deems appropriate:

- a. borrow money upon the credit of the Corporation;
- b. limit or increase the amounts to be borrowed;
- c. grant privileges, mortgages, guarantees, securities or otherwise grant security interest in any property, right or undertaking, present or future, real or personal, movable or immovable, and secure any debenture or other security or any other present or any future borrowing or liability, by any means allowed by the applicable laws of the legislative jurisdiction governing the Corporation;
- d. pledge or sell any bond or security.

72.0 Authority to delegate

The directors of the Corporation may, from time to time, by resolution or by-law, delegate to an internal or external resource some of the powers granted to them under these by-laws.

73.0 Protection of directors and officers

73.1 No director, officer or committee member of the Corporation shall be liable for the acts, neglects or defaults of any other director, officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the board or for or on behalf of the



Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

- a. complied with the Act and the Corporation's articles and By-laws; and
- b. exercised their powers and discharged their duties in accordance with the Act.

Source: ONCA (2014), accessed on April 13, 2016.

73.2 The Corporation shall maintain sufficient insurance coverage to protect the directors in the event of an error or omission committed in good faith in the performance of their duties.

74.0 Compensation of employees

The board establishes the level of direct and indirect compensation for all employees of the Corporation.

75.0 Record keeping

The directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept. Such books and records shall be kept at the head office of the Corporation and shall at all times be open to scrutiny by the President or the board of directors.

76.0 External audit firm

76.1 The members shall, at each annual meeting, appoint an auditor to audit the accounts and financial statements of the Corporation.

76.2 The auditor shall submit a report to the members at the annual meeting.

76.3 The auditor shall hold office until the next annual meeting, provided that the directors may fill any casual vacancy which may occur in the office of auditor.

76.4 The remuneration of the auditor shall be fixed by the board of directors.

77.0 Dissolution of the Corporation

77.1 The Corporation may be dissolved only if a minimum of two-thirds of eligible participants present at a special meeting called for such purpose, or present at the annual meeting, consent to dissolution.

77.2 If the Corporation is dissolved, its assets shall be transferred to the Corporation of the United Counties of Prescott and Russell.



SECTION 7 – COMMITTEES

78.0 Constitution of committees

78.1 The board of directors may appoint standing and ad hoc committees in order to support the governance and operations of the Corporation.

78.2 The board shall determine by resolution the mandate, number of members, responsibilities and powers of each committee.

78.3 The board may delegate certain powers to a committee, excepting those powers set out in the Act that are not permitted to be delegated.

Source: Adapted from ONCA (2014), accessed on April 13, 2016.

79.0 Composition of committees

79.1 The Executive Committee and the Finance and Audit Committee will be composed exclusively of directors.

79.2 All other committees may be composed of directors, members in good standing and citizens. At least one director shall sit on each of these committees.

80.0 Limits on the authority of committees

Committees' powers are limited to providing information and recommendations to the board. They have no decision-making power. It is the responsibility of the board of directors to make appropriate decisions, based on the committees' recommendations.



SECTION 8 - BOARD OF DIRECTORS' MEETINGS

81.0 Regular meetings of the board

81.1 Frequency

The board of directors meets as often as required. There shall be at least eight (8) meetings per year.

81.2 Notice of meeting

- a. The President, the Secretary or a majority of the directors shall have the power to call a meeting.
- b. Written notice of board of directors meetings is sent to each director at least 10 days before the meeting, stating date, time and location. When the subsequent meeting is noted in meeting minutes sent within that time, it is deemed to be notice.
- c. For an emergency meeting, the notice shall contain sufficient information to permit the director to form a reasoned judgement on the decision to be taken, in which case the notice period may be reduced to 24 hours. If all directors are present or have assented in writing, the notice period for a regular or emergency meeting may be reduced.
- d. The notice will be sent to the most recent address on record with the Corporation. The notice will be sent by electronic mail, unless the director has indicated in writing to the Secretary a preference for postal delivery, or by an alternative communication method which the Corporation has at its disposal.
- e. Other than the date, time and location of the meeting, no error or omission in giving notice of any meeting of the board of directors or any adjourned meeting of the board of directors of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

81.3 Agenda

The meeting agenda is produced under the responsibility of the chairperson. It must be sent to directors, by email, at least three calendar days before the meeting.

81.4 Conflict of interest

A director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such director shall attend any part of a meeting of directors or vote on any resolution to approve any such contract or transaction.

Source: ONCA (2014), accessed on April 13, 2016.

81.5 Meeting chair

- a. The President of the board shall chair all regular meetings of the board of directors.
- b. In the absence of the President, the management of the meeting shall be transferred to the Vice-President.



c. In the absence of the President and Vice-President, or the Secretary, the directors shall name a meeting chairperson and/or recording secretary.

81.6 Invitation to board meetings

The board of directors may invite persons who are not directors to attend regular meetings in an advisory capacity. The board may also decide to accept or decline any request from a citizen, a member or an organization wishing to make a presentation.

81.7 Quorum and vote

- a. A quorum consisting of a simple majority of the filled positions on the board is necessary for a valid meeting (50% + 1).
- b. Each director present is authorized to exercise one (1) vote at the meeting.
- c. Votes are taken by a show of hands, unless a director, seconded by another director, calls for a vote by secret ballot.
- d. Decisions will be adopted by a simple majority (50% + 1) of the directors present.
- e. In the event of a tie vote on a motion, the chairman shall have the deciding vote.

81.8 Remote participation

Directors may participate in meetings by telephone, or other means of communication which permits all directors to be in communication at the same time. An administrator participating in this manner is deemed to be present at the meeting.

81.9 Recording of minutes

- a. A copy of the minutes shall be sent to each director within 14 days of the meeting.
- b. The minutes of the board of directors, once approved, shall be made available for consultation by the members at the head office.

81.10 Emergency situation

In the case of an emergency situation, the Corporation may adopt a motion at any time between two regular meetings, provided the President or the Vice-President is present during the discussions and the decision is endorsed by at least three other directors. Such discussions may take place in person, by telephone or by electronic means. Any resolution adopted in emergency situation must be presented and validated by the directors at the subsequent regular meeting.

82.0 Special meetings of the board

82.1 Convening of a special meeting of the board

- a. Special meetings of the board may be called at any time at the instruction of the President, the Secretary or two directors. A notice detailing the agenda, location, date and time of such meeting shall be delivered by electronic mail to all directors, at the electronic mail address recorded on the books of the Corporation at least three full days before the time stipulated for the meeting.



b. Any special meeting of the board may be held at the head office of the Corporation, or at any other location designated by the author or authors of the notice of meeting, within the United Counties of Prescott and Russell.

82.2 Exceptional situations

a. In exceptional situations, a meeting of directors may be held at any time and for any reason, without prior notice, if the directors constitute a quorum.

b. A special meeting of the board may be called by telephone, at least 48 hours in advance, provided notice of same states the date, location, time and purpose of the meeting thus called.



SECTION 9 – ENTERING INTO EFFECT OF BY-LAWS

83.0 Entry into force

These by-laws come into force on the day on which they are adopted by the members of the Corporation. They must be ratified:

- by two-thirds of members in good standing present at the annual meeting following their adoption by the board of directors, or
- by two-thirds of members in good standing present at a special meeting.

84.0 Document supremacy

The French version of the general by-laws (by-laws), duly adopted by members of the Corporation, is deemed to be the official version of the document.

85.0 Amendment, repeal or replacement

- a. The general by-laws of the Corporation may be amended, repealed or replaced, if approved by at least two-thirds (2/3) of the votes cast at a general meeting or a special meeting of members.
- b. An application to amend the articles of incorporation must be supported by a resolution approved by at least two-thirds (2/3) of the votes cast at an annual meeting of members.
- c. These processes may be initiated by the board of directors or a petition signed by ten per cent (10%) of the members; however it is necessary to provide notice of intent in the notice of general meeting.
- d. In the event of an exceptional situation, an additional or a modified regulation may take effect upon its unanimous adoption by the board of directors. Such resolution must however be ratified by members gathered in a general meeting, at the earliest opportunity.

86.0 Procedures (Internal policies and practices)

The board of directors may prescribe such internal policies and practices consistent with these by-laws, as it deems expedient.

87.0 Codes of conduct

The following codes of conduct, when produced and appended, shall be deemed to be an integral part of the Corporation's internal governance documents:

- Code of good conduct for the board of directors (adopted by the board on April 16, 2014)
- Code of ethics of the Corporation



Section 10 –ADOPTION OF AMENDED GENERAL BY-LAWS

10.1 Date of original presentation to the board of directors: March 31, 2016

10.2 Date of adoption of amendments at the general assembly of members : _12 mai 2016_____

10.2 Date of adoption of amendments at the general assembly of members: June 8, 2023

10.3 Certification

A handwritten signature in black ink, appearing to read "L. J. J. J.", written over a horizontal line.

President

A handwritten signature in black ink, appearing to read "Tina Petrovic", written over a horizontal line.

Co-signatory (director in attendance)

Date of certification: _27-07-2023_____



APPENDICES

Appendix A – CODE OF GOOD CONDUCT FOR THE BOARD OF DIRECTORS

1. The legal duties of directors require them to vote in the best interest of the Corporation in the pursuit of its mandates for the cultural sector and Prescott Russell county as a whole, not necessarily their local community or their cultural sector.

2. The board of directors is directly accountable to the members and enters into accountability relationships with funders and other contractual obligations with partners.

3. The board of directors has the ultimate legal responsibility for the good conduct of the Corporation. The board oversees the general management of the Corporation (as distinct from the day-to-day management which is delegated to staff or the executive). The board is responsible for establishing strategic directions and adopting internal and external policies and plans.

4. The directors are expected to work as a team and attempt to reach decisions by consensus. This is supported by the following behaviours:

- Respect other directors and practice active listening;
- Focus on the issues, not personal feelings and/or individual positions;
- Participate in good faith and with the intention of producing a balanced and broadly accepted implementation of the objectives of the Corporation;
- Support decisions reached by the Board through due process;
- Attempt to resolve disagreements of conflictual situations through compromise and seeking common ground.

5. Time commitment expected of directors

- Directors are expected to attend monthly board meetings and the annual meeting, to read the agenda package in advance, and to participate in discussions and decisions.
- Directors are expected to be involved between board meetings, for example on committees, in special projects, promoting arts and culture and the Arts Council in the community and to stakeholders, as well as listening to the needs and aspirations of the members.
- Directors are expected to contribute to bringing forward ideas and participate in the strategic planning and improvement of the Corporation.



CODE DE BONNE CONDUITE DU CONSEIL D'ADMINISTRATION

1. Un administrateur a le devoir légal de voter selon les meilleurs intérêts de l'organisation dans l'exécution de son mandat, au service de l'industrie sur l'ensemble du territoire, pas nécessairement selon les intérêts de sa localité ou son secteur culturel.

2. Le conseil d'administration est directement redevable à ses membres; il s'engage dans des relations d'imputabilité avec des bailleurs de fonds ou dans les obligations contractuelles.

3. Le conseil d'administration a la responsabilité légale ultime de la bonne conduite de l'organisation. Il surveille la gestion d'ensemble de l'organisation (par opposition à la gestion quotidienne, qui est déléguée au personnel ou aux dirigeants). Le Conseil est responsable d'adopter les grandes orientations, des politiques de régie interne et externe ainsi que des plans d'action.

4. On s'attend des administrateurs qu'ils travaillent en équipe et tentent d'arriver à leurs décisions par consensus. Cela inclut les comportements suivants :

- Respecter les autres administrateurs et faire de l'écoute active;
- Se centrer sur l'objet de la discussion, non pas sur les sentiments personnels ou les prises de position des individus;
- Participer de bonne foi, dans l'intention de produire une mise en œuvre équilibrée et largement partagée des objectifs de l'organisation;
- Appuyer les décisions dûment prises par le Conseil;
- Devant des désaccords ou des conflits, tenter de les résoudre par le biais d'un compromis ou en cherchant un terrain d'entente.

5. L'attente d'un engagement en termes du temps

- Il est attendu qu'un dirigeant assiste aux réunions mensuelles et à l'assemblée annuelle, lit les documents à l'avance, et participe aux discussions et décisions.
- Il est attendu qu'un dirigeant s'implique entre les réunions du Conseil, que ce soit par exemple de siéger à un comité, participer à une activité spéciale, faire la promotion de la culture et du Conseil des arts dans la communauté, ainsi que d'écouter les besoins et désirs des membres.
- Il est attendu qu'un dirigeant amène des idées et contribue à la planification stratégique et à l'avancement de l'organisation.