

RESEAU 4KORNERS
4KORNERS
NEQ 1162978077
General By-laws

Section 1 – General

1.1 Definitions

In this by-law and all other by-laws of the organization, unless otherwise stipulated:

“Organization” means the 4Korners Family Resource Centre (4Korners), the corporation that has passed these by-laws.

“By-laws” means this by-law and all other by-laws of the organization as amended and in force.

“Board” means the board of directors of the organization and “director” means a member of the board.

“Member” means a member of the organization and “members” means the collective membership of the organization.

“Meeting of members” means an annual general or a special meeting of members.

“Majority” means 50% plus one of the votes cast in favour or against the resolution or decision in question.

1.2 Interpretation

In the interpretation of this by-law, words in the singular include the plural and vice versa, words in one gender include all genders, and “person” includes an individual, corporate body, partnership, trust, and unincorporated organization.

1.3 Objectives of the organization

4Korners is a registered Canadian charitable organization founded in 2005. The organization’s principal purpose is to connect with individuals in the Laurentians region through programs and services to meet their identified needs in a secure and inclusive environment while working collectively to serve and enrich the lives of communities within the territory.

1.4 Corporate Seal

The seal of the organization, if any, shall be in the form determined by the board.

1.5 Head Office

The head office of the organization shall be within the limits of any of the MRCs that are covered by the mandate of 4Korners within the Laurentian Region of the Province of Quebec, at such address as determined by the board of directors.

1.6 Execution of Documents

Deeds, transfers, assignments, contracts, obligations, and any other binding documents requiring execution by the organization shall be signed by at least one (1) of two (2) of its officers or directors who have signing authority, as designated by resolution of the board of directors. In addition, the board may from time to time direct the manner in which a particular document or type of document shall be executed. Any signing officer may certify a copy of any resolution, by-law, or other documents of the organization to be a true copy thereof. These documents shall be kept at its head office.

1.7 Financial Year

The financial year shall begin on April 1st and end on March 31st of each year.

1.8 Banking Arrangements

The board of directors shall mandate and authorize the banking business of the organization through appointments and authorizations and said banking business or any part of it shall be transacted through an officer or officers of the organization as designated by the board of directors by resolution.

1.9 Meetings

Members, directors, and officers may participate in any meetings of the organization via telephone, electronic services or other communication facilities which permit all participants to communicate adequately with each other and participate in the required procedures during the meeting. A member, director, or officer participating in a meeting is deemed to be present at that meeting.

Section 2 – Members, Membership Dues, Termination and Discipline

2.1 Members

Membership in 4Korners is open to anyone of the majority age who is interested in furthering the objectives of the organization, who resides in the MRCs served by the organization (see Annex 1), and who pays the annual membership fee set by the board of directors.

2.2 Rights of Members

Members shall have the right to take part in the activities and/or use the services of the organization, subject to the availability of these activities and/or services. Members shall have the right to vote at general meetings of the organization and shall have the right to stand for election to the board of directors.

2.3 Membership Fees

The board of directors shall set a membership fee on an annual basis.

2.4 Termination of membership

Membership in the organization is terminated when:

- a) a member is deceased.
- b) a member fails to maintain any qualifications for membership described in Article 2.1 of these by-laws.
- c) the member withdraws by delivering a written resignation to the chair of the board of directors in which case such resignation shall be effective on the date specified in the resignation.
- d) the member is expelled in accordance with Section 2.5 below or membership is otherwise terminated in accordance with the articles of these by-laws.
- e) the member's term of membership expires and is not renewed; the organization is liquidated or dissolved.

Upon any termination of membership, the rights of the member automatically cease to exist.

2.5 Discipline of Members

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.

The board has the authority to suspend or expel any member from the organization for one or more of the following grounds:

- a) violating any provision of the articles, by-laws, or written policies of the organization
- b) carrying out any conduct which may be detrimental to the organization as determined by the board.
- c) for any other reason that the board considers to be reasonable in regard to the purpose of the organization.

A notice shall outline the reasons for the disciplinary action or termination of membership. The member receiving such notice shall be entitled to present the board with a written submission opposing the disciplinary action or termination not less than five (5) days before the end of the fifteen (15) day period. The board shall consider the written submission of such members before making a final decision regarding disciplinary action or termination of membership.

Section 3 – Annual General Meeting

3.1 Persons Entitled to be Present

The only persons entitled to be present at a meeting of members shall be the members of the organization entitled to vote at the meeting, the directors, and the accountant of the organization, as well as any other persons who are required or invited by the board to be present at the meeting.

3.2 Annual General Meeting

The annual general meeting will be held within 90 days of the end of the financial year.

3.3 The Agenda

The agenda of the annual general meeting must include the following:

- a) Appointment of a chairperson and secretary for the meeting
- b) Adoption of the Agenda
- c) Adoption of the minutes of the last annual general meeting
- d) Announcement of the membership fee
- e) Presentation of the annual report (s)
- f) Presentation of the audited financial statements
- g) Nomination of auditor
- h) Ratification of bylaws (if required)
- i) Election of directors
- j) Election of the Nominations Committee
- k) Varia
- l) Adjournment

3.4 Voting

To have the right to vote, an individual must be a member in good standing.

During the annual general meeting or special general meetings of the members, voting will be by a show of hands- Motions will be approved by a majority vote of members present.

A secret vote must be held if such a motion is proposed, duly seconded, and adopted by the majority.

3.5 Meeting Chairperson

The presiding chairperson of general meetings shall be the president of the organization, or any other person duly designated for this purpose by the general meeting of members.

3.6 Procedure

Subject to the present by-laws, the general meeting may adopt any set of rules to govern meeting procedure.

3.7 Quorum

Quorum of an annual or a special general meeting is legally composed of those members in good standing who are present plus the majority of the members of the board of directors present.

3.8 Special General Meeting

Members of the organization may be convened to a special general meeting at the request of the executive committee, the board of directors, or after a request by at least 10 members of the organization is presented, in writing, to the board of directors.

After the adjournment of an annual general meeting, the chairperson shall have the authority to call a special general meeting immediately after the annual general meeting if the majority of members present agree.

3.9 Notice of Meeting

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by mail, courier, personal delivery, telephone call, electronic notification, or other forms of communication at least fifteen (15) days before the day on which the meeting is to be held, except in the case of an emergency meeting where the delay can be five (5) days. The presence of a member at a meeting negates any lack of notice regarding this member.

The notice of convocation must indicate: if an election will be held, the number of positions to be filled, and the names of those nominated as directors.

In the case of a special general meeting, the notice must precisely state the business which will be discussed.

3.10 Elections

An election for directors will be held at each annual general meeting when outgoing directors need to be replaced or re-elected.

Any candidate seeking election to the board of directors must be a member in good standing of the organization.

The assembly shall appoint a returning officer and a scrutineer. These officers should not be amongst the nominees for directors and shall neither nominate nor vote during the election. The meeting secretary shall act as secretary of the elections and shall maintain the right to vote as well as to be nominated as a director.

3.11 Nominations Committee

A nominations committee will be formed at each annual general meeting composed of at least one (1) member of the board and two (2) other members selected from the general membership.

The mandate of the nominations committee will be to:

- a) Solicit nominations for directors to be presented for election at the following annual general meeting.
- b) Present a slate of directors for election at least twenty-one (21) days before the annual general meeting.
- c) Establish the election procedures for that year at least twenty-one (21) days before the date of the annual general meeting.

Any member of the organization not included in the slate of directors presented by the nominations committee may also stand for election by submitting their candidacy in writing to the office of the organization at least fifteen (15) days prior to the date of the annual general meeting.

If the nominations committee is unable to present a slate to fill all the outgoing positions on the board, and no additional nominations are received from members, the directors may, at any subsequent board meeting after the annual general meeting, appoint additional directors to fill such vacancies.

Section 4 – Board of Directors

4.1 Composition, Election, and Term

The board of directors shall consist of a minimum of seven (7) to a maximum of ten (10) members elected by the members of the organization at the annual general meeting by majority vote.

The senior employee of the organization (general manager, executive director, or other appropriate titles) will be considered an ex-officio member of the board of directors.

4.2 Duration of Mandate

The mandate for all board members shall be of two (2) years duration.

4.3 Vacancy

A director's seat becomes vacant if the director:

- a) ceases to be a member of the organization in accordance with the present by-laws.
- b) resigns their position by forwarding a written notice to this effect to the secretary of the organization.
- c) is absent from at least three consecutive meetings without cause, following which the board decides to terminate their mandate.
- d) is deceased.

Vacancies shall be filled by the board of directors for the duration of the suspended mandate.

Section 5 - Meetings of Directors

5.1 Calling of Meetings

The meetings of the board are convened by the secretary upon request from the president or from at least two members of the board of directors.

Notice of the time and place of a meeting of directors shall be given to each director by mail, courier, personal delivery, telephone call, electronic or other forms of communication at least seven (7) days before the day on which the meeting is to be held, except in the case of an emergency meeting where the delay can be three (3) days. The presence of a director at a meeting negates the lack of notice regarding this member.

5.2 Regular meetings

Meetings shall be held at any location determined by the board.

The board may choose a day or days of any month or months for regular meetings of the board at a place and hour to be specified.

The board shall meet a minimum of four (4) times between annual general meetings. However, the board may meet more often as is deemed necessary.

The board may adopt resolutions in writing outside of regular meetings provided all directors entitled to vote on the resolution have up to three (3) days to cast their vote. Such resolutions are as valid as if they had been adopted at a regular meeting. Copies of all such resolutions shall be registered within the minutes of the proceedings of the board of directors.

5.3 Quorum and Votes to Govern

The quorum of the board of directors shall be a majority of the members of the board.

At all meetings of the board, every question shall be decided by a majority of the votes cast.

5.4 Committees

The board may, from time to time, appoint a committee or other advisory body that it deems necessary or appropriate to carry out certain tasks and may delegate such powers as the board shall see fit to said body. Any such committee may formulate its own rules of procedure, subject to any regulations or directions as the board may require. Any committee member may be removed by a resolution of the board of directors.

The committees shall have no decision-making powers but may make recommendations to the board.

Section 6 - Officers

6.1 Powers & Duties

Unless otherwise specified by the board, which may restrict or supplement such duties and powers, the officers of the board shall have the following duties and powers associated with their positions:

- a) **President:** The president shall be responsible for the general supervision of the affairs of the organization and overseeing the implementation of the strategic plans and operational policies as approved by the board of directors. The president shall chair all meetings of the board and will be the primary spokesperson/representative of the board.
- b) **Vice-president:** In the absence of the president, or if the latter is unable to fulfill their duties, the vice-president has the authority to assume the obligations of the president.
- c) **Treasurer:** The treasurer oversees the organization's finances and must ensure that adequate books, registers, and financial records are kept. The treasurer must allow any persons authorized to examine the organization's books and accounts.
- d) **Secretary:** The secretary is in charge of the documents and registers of the organization and acts as meeting secretary ensuring that there are written minutes of all meetings.

6.2 Executive Committee

The officers of the organization shall be elected or appointed by the board of directors at the first meeting of the board of directors after the annual general meeting. Once elected or appointed, these officers will form the executive committee of the board with a mandate to manage the day-to-day affairs of the organization. The board may elect or appoint additional (non-officer) members to the executive committee as circumstances may require.

6.3 Vacancy in Office

The board may remove, with cause, any officer of the organization. Unless so removed, an officer shall hold office until the earliest of the following:

- a) the officer's successor being appointed,
- b) the officer's resignation in writing,
- c) the officer ceasing to be a director, or
- d) the death of the officer.

If the office of any officer of the organization becomes vacant, the directors may appoint another director to fill such vacancy.


Section 7 - Amendments to the Bylaws

By-laws may be altered, amended, or repealed by the board of directors and shall be submitted for ratification during the annual general meeting, or at a special general meeting duly convened for this purpose. Copies of the changes, amendments or modifications must be transmitted to all members of the organization at least fifteen (15) days before the meeting. The modification (s) of by-laws must be ratified by a two-thirds vote of the members present.

This version has been adopted at the Special General Meeting on May 25, 2022.



President



Director