

OAK PARK MOMS AND TOTS BY-LAW NUMBER 1

HEAD OFFICE

- 1) Until changed in accordance with the Act, the Head Office of the corporation shall be in the Town of Oakville, in the Province of Ontario.

CONDITIONS OF MEMBERSHIP

- 2) Membership in the corporation shall open to persons who reside within the boundaries of Oakville and who have an interest in furthering the objects of the corporation.
- 3) Membership shall be without fee, and subject to an application form updated yearly.
- 4) Any member may withdraw from the corporation by delivering to the corporation a written or verbal resignation and lodging a copy of the same with the secretary of the corporation.

MEMBERS' MEETINGS

- 5) The annual or any other general meeting of the members shall be held within 60 days after the end of the corporation's fiscal year, in the city where the head office of the corporation is situated.
- 6) At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors shall be presented and auditors appointed for the ensuing year. The members may consider and transact any business either special or general at any meeting of the members. The board of directors or the president or vice-president shall have power to call, at any time, a general meeting of the members of the corporation. The board of directors shall call a special general meeting of members on written requisition of members carrying not less than 5% of the voting rights. Ten Members present in person at a meeting will constitute a quorum.
- 7) At every annual meeting, the members shall elect a Board of Directors and Officers of the Corporation. An election shall be held for each position as set out in paragraph 25 "Officers", each Officer, when elected, shall also serve as a Director, and in addition an additional Director shall be elected "at large".
- 8) Fourteen (14) days' written notice shall be given to each voting member of any annual or special general meeting of members. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken. Notice of each meeting of members must remind the member if she has the right to vote by proxy.
- 9) Notwithstanding any other rights granted in this by-law or the Articles of Incorporation, only one member per family may cast a single vote at meetings of members. In the case of multiple members within a single family, those members must determine who will be designated as the voter when registering at each meeting of the Corporation. A member may, by means of a written proxy, appoint a proxy holder to attend and act at a specific meeting of members, in the manner and to the extent authorized by the proxy. A proxy holder must be a member of the corporation and any one member may only act as a proxy for one other member.
- 10) A majority of the votes cast by the members present and carrying voting rights shall determine the questions in meetings except where the vote or consent of a greater number of members is required by the Act or these By-laws.

- 11) No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of the member, director or officer shall be her last address recorded on the books of the corporation.

BOARD OF DIRECTORS

- 12) A board of directors, comprised of nine (9) directors, shall manage the property and business of the corporation. Directors must be individuals, 18 years of age, with power under law to contract.
- 13) The members at an annual meeting of members shall elect directors for a term of one (1) year.
- 14) The office of director shall be automatically vacated:
 - a) If at a special general meeting of members, a resolution is passed by of the members present at the meeting that she be removed from office;
 - b) If a director has resigned her office by delivering a written resignation to the secretary of the corporation;
 - c) If she is found by a court to be of unsound mind;
 - d) If a director has missed three consecutive board meetings without reasonable cause;
 - e) On death;
- 15) Provided that if any vacancy shall occur for any reason in this paragraph contained, the board of directors by majority vote, may, by appointment, fill the vacancy with a member of the corporation.
- 16) The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from her position as such; provided that a director may be paid reasonable expenses incurred in the performance of her duties.
- 17) A retiring director shall remain in office until the dissolution or adjournment of the meeting at which her retirement is accepted and her successor is elected.

POWERS OF DIRECTORS

- 18) The directors of the corporation may 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 as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the corporation is by its charter or otherwise authorized to exercise and do.
- 19) The directors shall have power to authorize expenditures on behalf of the corporation.
- 20) The board of directors shall take such steps as they may deem requisite to enable the corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the corporation.
- 21) 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.

DIRECTORS' MEETINGS

- 22) Meetings of the board of directors may be held at any time and place to be determined by the directors provided that 48 hours written notice of such meeting shall be given, other than by mail, to each director. Notice by mail shall be sent at least 14 days prior to the meeting. There shall be at least six (6) meeting per year of the board of directors. 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. Each director is authorized to exercise one (1) vote.

- 23) A majority of directors in office, from time to time, but no less than 50% of the directors, shall constitute a quorum for meetings of the board of directors. Any meeting of the board of directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the by-laws of the corporation.

INDEMNITIES TO DIRECTORS AND OTHERS

- 24) 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 any company controlled by it and 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;
- a) All costs, charges and expenses which such director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by, in or about the execution of the duties of her office or in respect of any such liability;
 - b) All other costs, charges and expenses which she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by her own willful neglect or default.

OFFICERS

- 25) The officers of the corporation shall be:
- a) the President (Chairperson)
 - b) the Vice-President (Vice-Chairperson)
 - c) the Treasurer
 - d) The Recording Secretary
 - e) The Membership Secretary
 - f) the Communications Director
 - g) the Social Director
 - h) the Workshop Director
 - i) the Volunteer Director
- 26) Officers shall also serve as Directors and shall be elected at the annual meeting of the members.
- 27) The officers of the corporation shall hold office for one year from the date of appointment or election or until their successors are elected or appointed in their stead. Officers shall be subject to removal by resolution of the board of directors at any time.

DUTIES OF OFFICERS

- 28) The Chair shall be the chief executive officer of the corporation. She shall preside at all meetings of the corporation and of the board of directors. She shall have the general and active management of the affairs of the corporation. She shall see that all orders and resolutions of the board of directors are carried into effect.
- 29) The Vice-Chair shall, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair and shall perform such other duties as shall from time to time be imposed upon by the board of directors.
- 30) The Treasurer shall have the custody of the funds and securities of the corporation and 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 such chartered bank of trust company, or, in the case of securities, in such registered dealer in

securities as may be designated by the board of directors from time to time. She 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 of directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the corporation. She shall also perform such other duties as may from time to time be directed by the board of directors.

- 31) The Recording Secretary may be empowered by the board of directors, upon resolution of the board of directors, to carry out her affairs of the corporation generally under the supervision of the officers thereof and shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. She shall give or cause to be given notice of all meetings of the members and of the board of directors, and shall perform such other duties as may be prescribed by the board of directors or Chair, under whose supervision she shall be.
- 32) The duties of all other officers of the corporation shall be such as the terms of their engagement call for or the board of directors requires of them.

EXECUTIVE COMMITTEE

- 33) There shall be an executive committee composed of the President, the Vice President, the Recording Secretary and the Treasurer. The executive committee shall exercise such powers as are authorized by the board of directors.
- 34) Meetings of the executive committee shall be held at any time and place to be determined by the members of such committee provided that forty-eight (48) hours written notice of such meeting shall be given, other than by mail, to each member of the committee. Notice by mail shall be sent at least 14 days prior to the meeting. (no less than 2) members of such committee shall constitute a quorum. No error or omission in giving notice of any meeting of the executive committee or any adjourned meeting of the executive committee of the corporation shall invalidate such meeting or make void any proceedings taken thereat and any member of such committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

COMMITTEES

- 35) The board of directors may appoint committees whose members will hold their offices at the will of the board of directors. The directors shall determine the duties of such committees.

EXECUTION OF DOCUMENTS

- 36) Contracts, documents or any instruments in writing requiring the signature of the corporation, shall be signed by any two officers and all contracts, documents and instruments in writing so signed shall be binding upon the corporation without any further authorization or formality. The directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the corporation to sign specific contracts, documents and instruments in writing.

MINUTES OF BOARD OF DIRECTORS

- 37) The minutes of the board of directors shall be available to the general membership of the corporation.

FINANCIAL YEAR

- 38) Unless otherwise ordered by the board of directors, the fiscal year end of the corporation shall be August 31st.

AMENDMENT OF BY-LAWS

- 39) The by-laws of the corporation not embodied in the Articles of Incorporation may be repealed or amended by by-law by a majority of the directors at a meeting of the board of directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members at a meeting duly called for the purpose of considering the said by-law, provided that the repeal or amendment of such by-laws shall not be enforced or acted upon until the affirmative vote of the members.

GOVERNANCE

- 40) In the event of a dispute, or an issue of governance not specifically covered in this by-law or subsequent by-laws, Roberts Rules of Order shall govern.

AUDITORS

- 41) The members shall, at each annual meeting, appoint an auditor to audit the accounts and annual financial statements of the corporation for report to the members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the board of directors.

BOOKS AND RECORDS

- 42) 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.

RULES AND REGULATIONS

- 43) The board of directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the corporation when they shall be confirmed, and failing such confirmation at such annual meeting of members, shall at and from that time cease to have any force and effect.

INTERPRETATION

- 44) 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 firms and corporations.

ENACTMENT

- 45) This by-law was adopted at the founding meeting of member of the Corporation held in the Town of Oakville, Province of Ontario on (add date), and as such is in full force and effect until amended or repealed.