



NEGRO COMMUNITY CENTRE
NCC / CHARLES H. ESTE CULTURAL CENTRE
NCC / CENTRE CULTUREL CHARLES H. ESTE

REVISION OF BY-LAWS

Approved by:

The Board of Directors on September 14, 2010

Adopted by:

The General Membership on September 26, 2010

This bylaw replaces all previous bylaws enacted by the Corporation.

**NEGRO COMMUNITY CENTRE
NCC / CHARLES H. ESTE CULTURAL CENTRE
REVISION OF BY-LAWS**

ARTICLE: 1.00 QUALIFICATIONS FOR MEMBERSHIP

- 1.01 Membership will be open to all persons interested in furthering the objectives of the Corporation, and in particular, the development of the NEGRO COMMUNITY CENTRE, NCC/CHARLES H. ESTE CULTURAL CENTRE.
- 1.02 All applicants for membership shall be considered eligible.
- 1.03 Individuals considered to be detrimental to the welfare of the Centre or to members of the Corporation shall be refused admission to the Centre.
- 1.04 Members of the Corporation considered by the Board of Directors to be detrimental to the Centre or the membership may be suspended or disqualified from membership by a simple majority of the votes at any Board of Directors meeting.
- 1.05 A suspended member may appeal within sixty (60) days by registered mail for a meeting directly with the Board of Directors. The decision of the Board of Directors at this meeting will be binding.
- 1.06 Fully paid up members shall be considered members in good standing.

ARTICLE 2.00 CATEGORIES OF MEMBERSHIP

- 2.01 There shall be two (2) categories of membership, as follows:
 - (a) Regular:
 - (i) Adult...Given to the members who have attained the age of eighteen (18)
 - (ii) Youth...Given to the new members who have not attained the age of eighteen (18)
Any youth upon reaching the adult age level will be issued an adult card.
 - (iii) Senior...Given to new members who have attained the age of sixty (60) years or over.
 - (b) Special:
 - (i) Honorary...At the discretion of the Board of Directors
 - (ii) Out of Province
- 2.02 A copy of the by-laws will be made available to any member in good standing who requests it.

ARTICLE 3.00 THE BOARD OF DIRECTORS

- 3.01 The Board of Directors shall be composed of a minimum of seven (7) directors and a maximum of fifteen (15) directors each of whom must be members in good standing. The Board of Directors shall decide by ordinary resolution before each Annual General Membership Meeting the number of seats for the purpose of the election of the Board of Directors. The candidates nominated shall replace members whose term has expired and do not wish to serve an additional term. Members whose term has expired can stand for re-election. Vacant seat replacements are to be recommended by the Nominating Committee for approval by the Board of Directors. Outgoing officers shall within thirty (30) days, apprise the newly elected officers of the affairs of the Corporation and turn over all necessary documentation.
- 3.02 Candidates elected to The Board of Directors will serve for a term of two (2) years. The Board of Directors may appoint a member to fill any vacancy that may occur among its members. Such appointments will be for the remaining duration of the term of office of the absent member and will be ratified at the Annual General Membership Meeting following said appointment where applicable.
- 3.03 Membership on the Board of Directors shall lapse if a member absents (unexcused) him or herself from three (3) consecutive regular Board of Directors meetings. The Board of Directors shall determine the reasonableness of any such absences, and mention of these absences shall be made by the President by registered mail addressed to the particular director whose membership has lapsed.
- 3.04 Annual membership dues of the Corporation shall be periodically reviewed and assessed by the Board of Directors.

ARTICLE 4.00 POWERS OF DIRECTORS

- 4.01 The directors of the Corporation may administer the affairs of the Corporation and make or cause to be made the for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, may exercise all such other powers and do all other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.
- 4.02 The directors shall have power to authorize expenditures on behalf of The Corporation from time to time and may delegate by resolution to an officer or officers of the Corporation the right to employ and pay salaries to employees. The directors shall have the power to enter into a trust arrangement with a trust company with the purpose of creating a trust fund in which the capital and interest of the Corporation in accordance with such terms as the Board of Directors may prescribe.

- 4.03 The board of Directors is hereby authorized, from time to time:
- (a) To borrow money upon the credit of the Corporation, from any bank, 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, upon such terms, covenants and conditions and at such prices as shall be deemed expedient by the Board of Directors.
 - (d) To secure such bonds, debentures, or other securities, or any other present or future borrowing or liability of the Corporation, by mortgage, hypothec, 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.
- 4.04 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 donation of any kind whatsoever for the purpose of furthering the objections of the Corporation.
- 4.05 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.
- 4.06 Remuneration for all offices, agents and employees and committee members shall be fixed by the Board of Directors by resolution.

ARTICLE 5.00 OFFICERS AND THEIR DUTIES

- 5.01 The officers of the Corporation shall be: The President, the Vice President, the Secretary and the Treasurer. Officers must be members of the Board of Directors and shall be elected immediately following the Annual General Membership Meeting. Vacancies shall be filled as they occur by the Board of Directors. Members of the Board of Directors with less the one (1) year of service on the Board of Directors are not eligible to be elected as an officer of the Corporation.
- 5.02 The officers may hold office for two years and may be re-elected at the expiration of their term of office.
- THE PRESIDENT:**
- 5.03 The President shall preside at all meetings of the Corporation and shall act as Chairman of the Board of Directors.

- 5.04 The President shall be an ex-officio member of all committees except the Nominating Committee.
- 5.05 The President shall appoint some person to act as Sergeant at Arms if he/she deems it necessary.
- 5.06 The President shall appoint a Parliamentarian if he/she deems it necessary.
- 5.07 The President shall act as one of the three signing officers for the Corporation

THE VICE PRESIDENT:

- 5.08 The Vice President shall be vested with all the powers and shall perform all the duties of the President during his or her absence or the disability or the refusal to perform as President.
- 5.09 The Vice President shall act as one of the signing officers of the Corporation.

THE SECRETARY:

- 5.10 The Secretary shall keep or cause to be kept, records of the normal business proceedings for entrance into the minutes.
- 5.11 The Secretary may be assisted by a Corresponding Secretary in the verification of membership in attendance at meetings and to issue visitor passes at all meetings.
- 5.12 The Secretary will organize or cause to be organized all meetings and ensure the proper distribution of the minutes.
- 5.13 The Secretary will be responsible for the tallying of all votes cast during elections and sessions requiring votes to be cast.

THE TREASURER:

- 5.14 The Treasurer shall keep or cause to be kept books of accounts and shall perform all duties incident to the office of the Treasurer. S/he shall be responsible for the safekeeping and recording of all funds of the Corporation, receive and give receipts for monies due and payable to the Corporation and shall exhibit at all reasonable times his/her books and accounts to any Director upon application at the office of the Corporation. S/he shall also perform such other duties as from time to time may be assigned to him/her by the Board of Directors.
- 5.15 The Treasurer shall act as one of the three signing officers for the Corporation.
- 5.16 The Treasurer will submit a written financial report at each Board of Directors' Meeting.

ARTICLE 6.00 SUPPORT STAFF

THE EXECUTIVE DIRECTOR

- 6.01 There shall be an Executive Director who shall be an ex-officio member of the Board of Directors and all committees. S/he shall be responsible to the Board of Directors for the general supervision and control of all work and activities of the Corporation and without limiting the aforementioned responsibilities. S/he shall do all of the following:
- (a) S/he shall keep the Board of Directors informed on the work and activities of the Corporation by the submission of reports as directed by the Board of Directors and through an annual report.
 - (b) S/he shall prepare, in co-operation with the board and/or any appropriate committee, an Annual Budget and a statement of proposed salary changes, promotions changes in the number of persons on the staff and the financial details of the operation of the Corporation.
 - (c) S/he shall confer regularly with the President and/or the Executive Committee.
 - (d) S/he shall employ the personnel and shall determine what duties are to be performed by each employee.
 - (e) S/he shall supervise the health and welfare of the staff.
 - (f) S/he may form such working groups and working committees of members as s/he deems necessary.

ARTICLE 7.00 STANDING COMMITTEES

- 7.01 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 and may fix any remuneration to be paid.

ARTICLE 8.00 THE EXECUTIVE COMMITTEE

- 8.01 The Executive Committee shall consist of the following officers: the President, the Vice President, the Treasurer, and the Secretary.
- 8.02 The Board of Directors may delegate such duties and responsibilities as it sees fit to the Executive committee to act on behalf of the board between meetings. Such duties and responsibilities shall be set out in a formal written charter.
- 8.03 A minimum of three (3) members shall constitute a quorum at Executive Committee meetings.

ARTICLE 9.00 MEETINGS

- 9.01 During Annual General Membership Meetings and meetings of the Board of Directors, Robert's Rules of Order, Current Edition shall govern in all matters not otherwise provided for in these By-Laws.
- 9.02 The Annual General Membership Meeting shall be held within six (6) months of the fiscal year end on a date fixed by the Board of Directors.
- 9.03 Notice of Annual General or Special Membership Meetings shall be given by mail or email addressed to the last known address of all adult members. Such notice shall be posted in the main office and mailed at least twenty-one (21) days prior to the meetings, Any Emergency and/or Informational Meetings for members will be held at a time and place fixed by the Board of Directors.
- 9.04 During the Annual General Membership Meeting, the Treasurer shall submit an audited financial statement showing the financial position of the Corporation for the previous year and the ensuing period of time thereafter.
- 9.05.1 Any Emergency and/or Informational Meetings for the membership will be held at a time and place fixed by the Board of Directors. The membership will be notified as soon as possible.
- 9.05.2 Thirty (30) of the adult members in good standing may call a Special General Membership Meeting by written notice to the President and to the Board of Directors to be held within twenty-one (21) days of receipt of such notice.
- 9.06 The President and/or the Executive Committee will respond to all reasonable requests on a timely basis.
- 9.07 Regular meetings of the Board of Directors shall be held at least 8 times per year.
- 9.08 Five (5) members of the Board of Directors shall constitute a quorum at any Regular or Special Meeting of the Board of Directors.
- 9.09.1 Subject to any law to the contrary, the Board of Directors may, from time to time, make decisions by resolution in writing that is consented to unanimously.
- 9.09.2 The lesser of twenty (20) adult members in good standing or 10 percent of the membership shall constitute a quorum of an Annual General Membership Meeting or any Special Meeting.
- 9.10 The Annual General Membership Meeting shall be for the purpose of electing Directors, appointing the auditors and receiving the financial reports of the Corporation.

- 9.11 The newly elected Board of Directors will assume office following termination of the Annual General Membership Meeting. They shall elect the officers of the Corporation at their next meeting of the Board.

ARTICLE 10.00 FISCAL YEAR

- 10.00 The Fiscal Year shall terminate on March 31 of each year.

ARTICLE 11.00 AUDITORS

- 11.01 Auditors shall be appointed for the ensuing year at each Annual General Membership Meeting.

ARTICLE 12.00 BANKING AND SIGNING OFFICERS

- 12.01 The Board of Directors may from time to time open and maintain bank accounts at such banks that may authorise one or more directors, officers, clerks, employees or agents of the Corporation as it deems necessary to transact the Corporation's business with any such bank and/or banks, to adjust or settle accounts between the Corporation and any such bank or banks, to make, draw, sign, accept, endorse or execute in the name of and on behalf of the Corporation any and all checks, promissory notes, bills of exchange or orders for the payment of money whether negotiable or not, and to make, sign or execute in the name of and on behalf of the Corporation any or all banking forms, agreements, contracts or other documents which may be necessary or expedient on the premises or which may be required by any such bank or banks for the opening or operation of any bank account or accounts.
- 12.02 All monies of the Corporation shall be deposited in a chartered bank and all checks, drafts and notes must bear the name of any two of the Officers of the Corporation.
- 12.03 Any checks, promissory note, bill of exchange or other negotiable instrument or any bill of lading warehouse receipt or security given under the Bank Act, or any other law authorising the giving of the same, made, drawn, accepted, endorsed or executed, in the name of the Corporation, and signed by, or if necessary or convenient sealed and attested on its behalf by any two of the following officers of the Corporation: the President, the Vice President, the Treasurer or the Secretary, and shall be binding upon the Corporation.

12.04 Any two of the President, the Vice President, the Treasurer or the Secretary shall have the power to arrange, settle, balance and certify all books and accounts between the Corporation and the Bank and to receive all paid checks and other vouchers, unpaid and unaccepted bills of exchange and other negotiable instruments, and any two of them may in writing to be filed with the Bank, from time to time delegate this power to some other employee of the Corporation.

ARTICLE 13.00 DISSOLUTION OR WINDING UP

13.01 Notwithstanding any other By-Law to the contrary, upon dissolution or winding up of the Corporation, all its assets and property shall, after payment of its just debts and obligations, be distributed to one or more Canadian Charitable Organizations.

ARTICLE 14.00 INDEMNITIES TO DIRECTORS AND OTHERS

14.01 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 him or her, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her in or about the execution of his or her duties of his or her office or in respect of any such liability;
- (b) all other cost, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses are occasioned by his or her wilful neglect or default.

ARTICLE 15.00 AMENDMENT OF BY-LAWS

15.01 The by-laws of the Corporation not embodied in the Letters Patent of the Corporation 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 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-law shall not be acted upon until any required government approval has been obtained.