

## Bylaws of The Children's Bridge

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### Section 1 – General

#### DEFINITIONS:

- a) “board” means the board of directors of The Children’s Bridge and “director” means a member of the board;
- b) “meeting of members” includes an annual meeting of members or a special meeting of members;

#### INTERPRETATION:

1. In these bylaws, and in all other bylaws of the Association hereafter passed unless the context otherwise requires, words importing the singular number shall include the plural number, as the case may be, and vice versa, and reference to persons shall include firms and Associations.

#### CORPORATE SEAL

2. The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Association. The seal is to be used in the conduct of official business of The Children’s Bridge.

#### FINANCIAL YEAR

3. Unless otherwise ordered by the board of directors, the fiscal year end of the Association shall be July 31<sup>st</sup> of each year.

#### HEAD OFFICE

4. Until changed in accordance with the Canada Corporations Act (the "Act"), the head office of the Association shall be in the City of Ottawa, Province of Ontario.

## Section 2 – Membership

### CONDITIONS OF MEMBERSHIP

5. a) General membership in the Association shall be limited to persons, companies, societies or governmental agencies interested in furthering the Association's objectives and those whose application for admission as a member has received the approval of the Association's board of directors. The Children's Bridge staff with memberships are considered general members.

b) Only those general members of The Children's Bridge who have completed or are in the process of completing an adoption facilitated by The Children's Bridge or are adult adoptees (over age 21) whose adoptions were facilitated by The Children's Bridge are entitled to exercise a vote in any proceedings authorized by the Articles of Incorporation or the ByLaws of The Children's Bridge.

6. Members shall be notified in writing at any time of the membership fees payable by them and, if any are not paid within two (2) calendar months of the membership renewal date, the members in default shall automatically cease to be members of The Children's Bridge.

7. A membership in The Children's Bridge is terminated when:

- a) The member dies, or in the case of a member that is a corporation, the corporation is dissolved.
- b) A member fails to maintain any qualifications for membership described in these bylaws;
- c) The member withdraws from the association by delivering a written resignation to the chair of the board in which case such resignation shall be effective on the date specified in the resignation;
- d) The member is expelled or terminated in accordance with the articles or bylaws of The Children's Bridge;
- e) The member's terms of membership expires; or
- f) The Children's Bridge is liquidated or dissolved under the Act.

8. The board shall have authority to suspend or expel any member for any one or more of the following grounds:

- a) Violating any provision of the articles, bylaws or written policies of The Children's Bridge;
- b) Carrying out any conduct which may be detrimental to The Children's Bridge as determined by the board;

- c) For any other reason that the board in its discretion considers to be reasonable, having regard to the purpose of The Children's Bridge.

## Section 3 – Meetings of Members

### MEETINGS OF MEMBERS

9. The annual or any other general meeting of the members shall be held at the head office of the Association or at any place in Canada as the board of directors may determine and on such day as the said directors shall appoint. The board of directors or the president or the vice-president together with the secretary shall have the power to call, at any time, a general meeting of the members of the Association. Ten (10) members may, by notice in writing to the board of directors, setting out the matter to be discussed, require that a meeting of members be held. The board of directors shall call such meeting within twenty-one days (21) days of receiving the notice.

10. 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. Audited financial statements and minutes from the previous year's annual general meeting are to be made public at every annual meeting.

11. Twenty-one (21) days prior written notice shall be given to each member of any annual or special general meeting of members. Such notice shall set out the business to be conducted at the meeting with sufficient information to allow a member to make a reasoned decision. Notice of each meeting of members must remind the member that he/she has the right to vote by proxy. Quorum is the majority of members present at a meeting

12. Votes to Govern: At any meeting of members, every question shall be determined by a majority of the votes cast on the questions. In the case of an equality of votes cast, the chair of the meeting shall be entitled to a second or casting vote.

13. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve (12) months from the date of its execution.

14. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or mental incapacity of the principal, or revocation of

the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, mental incapacity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

15. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:

“I,  
of  
a member of \*\*\*\*\*  
hereby appoint  
of  
and failing him/her,  
of  
to vote for me and on my behalf at the Annual or Extraordinary or Adjourned, as the case may be, General Meeting of the Association to be held on  
day of  
and at every adjournment thereof.  
As witness my hand this day of 20 .”

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

## AUDITORS

16. The members shall, at each annual meeting, appoint an auditor to audit the accounts of the Association for report to the members at the next annual meeting. The auditors 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 subject to the approval of the board of directors. The directors shall see that all necessary books and records of the Association required by the bylaws of the Association or by any applicable statute or law are regularly and properly kept.

## Section 4 – Directors

### BOARD OF DIRECTORS

17. a) The property and business of the Association shall be managed by a board with a minimum of three (3) directors and a maximum of fourteen (14) directors. A majority of the directors shall constitute a quorum.

b) All directors shall be elected at an annual general meeting of the Association. (Note: With regard to those members living in Ontario, the Ministry of Children and Youth Services of the Province of Ontario requires that the child be placed with the family in order for a member to be on the board of directors.)

c) Directors shall be elected for a three-year term and are eligible for reelection for an additional three-year term.

18. Directors shall serve without remuneration, and no director shall directly or indirectly receive any profit from his or her position as such, provided that a director may be reimbursed for reasonable expenses incurred in the performance of his or her duties, as approved by the board. A director shall not be prohibited from receiving compensation for services provided to the corporation in another capacity.

#### POWERS OF DIRECTORS

19. Further to the new Canada Not-for-profit Corporations Act (NFP Act), directors are responsible for managing or supervising the management of The Children's Bridge.

20. 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.

#### POLICIES AND PROCEDURES

21. Policies and procedures of the Association, and any amendments thereof, are subject to the approval of the board of directors.

#### INDEMNITIES TO DIRECTORS AND OTHERS

22. Every director or officer of the Corporation or other person who has provided any act or service of any kind on behalf of the Corporation shall be indemnified and saved harmless out of the funds of the Corporation against all costs, charges and expenses sustained or incurred in respect of any act or service done by him or her in the execution of the duties of his or her office except such costs, charges or expenses as are occasioned by his or her own willful neglect or default.

#### Section 5 – Meetings of Directors

23. a) Calling of Meetings: Meetings of the board may be called by the chair of the board, the vice-chair of the board or any two (2) directors at any time.

b) Notice of Meeting: Notice of the time and place of a meeting of the board shall be given by written electronic means to every director not less than seven (7) days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all the directors are present and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of the meeting.

c) Votes to govern: At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

d) Committees: The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors.

## Section 6 – Officers

### OFFICERS

24. Description of offices: The officers of The Children’s Bridge shall have the following duties and powers associated with their positions:

- a) President: The President shall be a director and shall preside at all meetings of the board of directors and of the members. The chair shall have such other duties and powers as the board may specify.
- b) Vice-President: The Vice-President shall be a director. If the chair of the board is absent or is unable or refuses to act, the vice-chair of the board, shall, when present, preside at all meetings of the board of directors and of the members. The vice-chair shall have such other duties and powers as the board may specify.
- c) Secretary: The Secretary shall attend and be the secretary of all meetings of the board and members. The secretary shall enter or cause to be entered in The Children’s Bridge records the minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to members, directors, and members of committees.
- d) Treasurer: The Treasurer shall have such powers and duties as the board may specify; including, but not limited to: oversight over the management of the funds and securities of the Association, oversight over the accounting of transactions, financial reporting and financial operations of the Association and such other duties as may from time to time be directed by the board of directors. The Treasurer shall represent the board on the finance committee, review audited financial statements and prepare and deliver a report to the membership annually.

25. Officers of the Association shall be appointed by resolution of the board of directors at the first meeting of the board of directors following the annual meeting of members in which the directors are elected.

26. Vacancy in Office: In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of The Children’s Bridge. Unless so removed, an officer shall hold office until the earlier of:



- a) The officer's successor being appointed;
- b) The officer's resignation;
- c) Such officer ceasing to be a director;
- d) Such officer's death.

27. If the office of any officer of The Children's Bridge shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

28. The duties of all other officers of the Association shall be such as the terms of their engagement call for or the board of directors requires of them. The board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

29. Execution of contracts, documents or any instrument in writing requiring the signature of The Children's Bridge, may be signed by any two (2) officers. In addition, the board may from time to time direct the manner in which, and the person or persons by whom, a particular document or type of document shall be executed.

## Section 7 – Dispute Resolution

30. Disputes or controversies among members, directors, officers, committee members or volunteers of The Children's Bridge may be determined by the board as in need of resolution through the use of mediation services.

## Section 8 – Amendment of Bylaws

31. The byLaws of the Association not embodied in the Letters Patent may be repealed or amended by a majority of the directors at a meeting of the board of directors and sanctioned by an affirmative vote of the members at a meeting duly called for the purposes of considering said byLaw. Under the NFP Act, a two-thirds vote of members is needed to make, amend or repeal bylaw provisions dealing with conditions of membership, notice of meetings to members, transferability of membership or absentee voting. Majority vote applies to other bylaw provisions.


## Section 9 – Effective Date

### EFFECTIVE DATE

32. CERTIFIED to be Bylaws of the Corporation, as enacted by the directors of the Corporation by resolution on the 15<sup>th</sup> day of Dec, 2013 and confirmed by the members of the Corporation by special resolution on the 23<sup>rd</sup> day of Nov, 2013.

Dated as of the 15<sup>th</sup> day of Dec, 2013.

Dated as of the 15 day of December, 2013.

  
\_\_\_\_\_  
(indicate name of Director/Officer)

**Frances McRae, Vice-President  
The Children's Bridge, Board of Directors**