

## **Clare Parker Homes Inc Bylaws**

**Preamble** Whereas Clare Parker House, was originally formed as the United Church Wascana Presbytery Home Inc. on December 10, 1975 and has since been continued under *The Non-profit Corporations Act, 1995* (Saskatchewan) and

Whereas Clare Parker House, United Church Wascana Presbytery Home Inc. and Garritty Home Inc. amalgamated under the name Clare Parker Homes Inc. on April 17, 2009;

### **1.0 Title**

1.1 These bylaws may be cited as the bylaws of Clare Parker Homes Inc.

### **2.0 Definitions**

2.1 In the bylaws:  
a.) "The Corporation" means Clare Parker Homes Inc.  
b.) "Member" means any person who has an interest in the care of people with intellectual challenges or has an affiliation with the homes by virtue of being a family member of one of its residents.

3.0 (Intentionally left blank)

### **4.0 Aims and Purposes**

4.1 The objectives of the Corporation are:  
a.) To provide residential and respite service to persons with intellectual challenges  
b.) To provide services that are participant-focused, supporting and encouraging individuals to be actively involved in the community.  
c.) To maintain an enriched environment in which on-going learning, growth and personal change will be encouraged.

### **5.0 Membership**

5.1 Any person who meets the definition of a Member pursuant to clause 2(b) may apply for membership within the Corporation.

5.2 Every application for membership must be received prior to that year's Annual General Meeting. All memberships shall be for one year and shall be deemed to expire before the next Annual General Meeting. All applications for membership are subject to the approval of the Board of Directors of the Corporation.

5.3 Every Member is entitled to vote at the Annual General Meeting.

- 5.4 Any Member may withdraw from membership in the Corporation by providing written notice to the Board of Directors of the Corporation.

### **6.0 Composition Of Board**

- 6.1 The Board of Directors of the Corporation shall be comprised of no less than five (5) or more than twenty (20) Members.
- 6.2 To be able to hold office as a Director, a person shall be a Member of the Corporation.
- 6.3 At the Annual General Meeting, a nominating committee shall submit a slate of names for Directors. Further nominations may be made from the floor.
- 6.4 The nominating committee shall endeavour to nominate Board members with varied backgrounds and experience.
- 6.5 Unless otherwise requested by a Member, newly appointed Board members will begin actively serving at the first Board meeting after the Annual General Meeting of the Corporation.
- 6.6 Each Director shall be appointed for a fixed term between one and three years. At each Annual General Meeting the nominating committee will recommend the length of the terms of the Directors nominated for election so as to stagger the terms of directors so that the entire board is not replaced in any one year. A retiring Director shall be eligible for re-election and shall retain office until his/her successor is elected.

### **7.0 Duties and Responsibilities**

- 7.1 Directors of the Corporation shall:
- a.) Act honestly and in good faith consistent with the best interests of the Corporation.
  - b.) Exercise due care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances, to work and provide sound stewardship for the Corporation's resources entrusted to them.
  - c.) Protect the confidentiality of all matters and information provided to them in confidence at Board and committee meetings.
  - d.) Not receive remuneration for their services as Directors/Officers, except for reasonable out of pocket expenses incurred in performance of their duties.

### **8.0 Officers**

- 8.1 The Executive of the Corporation shall consist of the following:
- a) Chair
  - b) Vice-chair
  - c) Past Chair
  - d) Secretary
  - e) Treasurer

## **9.0 Officer Vacancies**

- 9.1 Except for the Chair, all officers of the Corporation shall be elected by and from the Board of Directors at a Board meeting held immediately after the Annual General Meeting.
- 9.2 Where an officer vacancy occurs between Annual General Meetings of the Corporation, such vacancy shall be filled by and from the Board of Directors.
- 9.3 Where the vacancy is the office of the Chair, the Vice-Chair assumes the office pursuant to subsection 12(c).

## **10.0 Officer Removals**

- 10.1 The Board of Directors of the Corporation may remove an officer by a two-thirds majority vote of the directors whenever, in the judgment of the Board, the best interests of the Corporation would be served.
- 10.2 Where the Board of Directors contemplates the removal of an officer from the board, the provisions of subsection 10.3 apply
- 10.3 Any director who acts in a manner inconsistent with the interests and reputation of the Corporation may be removed from the Board of Directors in accordance with the provisions of **The Non-Profit Corporation Act, Saskatchewan.**

## **11.0 Chair**

- 11.1 The Chair shall:
  - a.) Assume his/her office immediately upon election at the Annual General Meeting
  - b.) Be the principle executive officer of the Corporation and it shall be his/her duty to be vigilant and active in promoting the objective of the Corporation.
  - c.) Generally oversee the business and affairs of the Corporation.
  - d.) Keep the Executive Committee and the Executive Director informed of all undertakings carried out on behalf of the Board of Directors.
  - e.) Preside at all meetings of the Board of Directors.
  - f.) Be an ex-officio member of all committees.
  - g.) Perform such other duties which may, from time to time, be prescribed by the Board of Directors.
- 11.2 In addition:
  - h.) The Chairperson may, together with the Treasurer or Secretary of the Board, sign any deeds, mortgages, bonds, contracts, cheques,

and other instruments which are authorized by the Board to be executed.

- i.) Any Member shall be eligible to stand for election to the office of Chair at the Annual General Meeting, and be eligible to stand for re-election as Chair at a subsequent Annual General Meeting.
- j.) No Chair shall serve more than four (4) one year consecutively elected terms.

## **12.0 Vice Chair**

### 12.1 The Vice – Chair

- a.) Assist the Chair in the performance of his/her duties and shall act as Chair **pro tempore** in the absence or inability of the Chair.
- b.) Perform such other duties which may, from time to time, be prescribed by the Board of Directors.
- c.) The Vice – Chair shall automatically assume the office of Chair when the present incumbent is permanently unable to carry out his/her duties.
- d.) The completion of the term of office referred to in clause (a.) shall not be considered as a term of office of Chair for the purpose of clause 11(j.)

## **13.0 Past Chair**

### 12.1 The Past – Chair

- a.) The Past Chair will sit on the executive committee, and will provide continuity between the previous and current year, and can offer the current Chair support as he/she assume his/her new role.

## **14.0 Treasurer**

### 14.1 Treasurer

- a.) If required by the Board of Directors, be bonded for the faithful discharge of his/her duties in such sums and sureties as the Board may determine.
- b.) Be responsible for ascertaining the correctness of the financial status of the Corporation.
- c.) Report the financial status of the Corporation at all board meetings.
- d.) Perform all other duties incident to the Office of Treasurer.
- e.) Carry out such other duties as may be assigned, from time to time, by the Board.

### **15.0 Secretary**

- 15.1 The Secretary shall attend all meetings of the Board of Directors and the committees of the Corporation, and shall maintain an accurate record of the proceedings, have signing authority, and act as Treasurer when Treasurer cannot fulfill duties.

### **16.0 Management**

- 16.1 The Executive Director shall manage the activities and affairs of the Corporation.

### **17.0 Voting**

- 17.1 Each director present at a meeting of the Board of Directors shall have one vote. In the case of an equality of votes, the Chair shall, in addition to the Chair's original vote, have a second and deciding vote.

### **18.0 Meetings**

- 18.1 There shall be at least six (6) meetings of the Board of Directors in each fiscal year.
- 18.2 If all the Directors present at a Board or committee meeting consent, the meeting may be conducted by telephone, videoconference, or other electronic means that allows for real-time participation. Some directors may participate in a meeting in person and some by alternate electronic means and in that case all members of the Board shall be deemed participants in that meeting.

### **19.0 Fiscal Year**

- 19.1 The fiscal year of the Corporation shall commence on April 1<sup>st</sup> of a year and end on March 31<sup>st</sup> of the following calendar year

### **20.0 Insurance**

- 20.1 Insurance shall be kept in force covering fire, building and contents insurance, comprehensive liability insurance, and such other insurable items in amounts as the Board of Directors shall determine.

### **21.0 Quorum**

- 21.1 A majority of members of the Board of Directors shall constitute a Quorum for the transaction of business.

## **22.0 AGM**

- 22.1 The Annual General Meeting of the Corporation shall be held within three (3) months of the end of the fiscal year, and in no case shall it be held later than June 30.
- 22.2 A majority of voting Members personally present, including proxy holders, at the opening of the Annual General Meeting of the Corporation shall constitute a quorum.

## **23.0 Bylaws**

- 23.1
  - a.) The Board of Directors may by resolution make, amend, or repeal any bylaws that regulate the activities and affairs of the Corporation unless otherwise provided in these by-laws.
  - b.) The directors shall submit any bylaws or any amendments or repeal thereof to the Members at the next Annual General Meeting, and the Members may, by resolution, confirm, reject or amend the bylaws, amendments or repeal.
  - c.) A bylaw or an amendment or a repeal of a bylaw is effective from the day of the resolution of the directors until confirmed as amended or repealed by the Members at the next Annual General Meeting.
  - d.) A two-thirds majority vote shall be required by the Board of Directors and by the voting Members at the Annual General Meeting to make, amend or repeal any bylaw of the Corporation.

## **24.0 Dissolution**

- 24.1 Wind up and dissolution
  - a. *Note: The closure or change in function of any of the homes shall not constitute "dissolution" of the Corporation. The Board of Directors shall have the authority to manage such changes.*
- 24.2 The business of the Corporation shall be carried out without purpose of gain to its Members.
- 24.3 No part of the income of the Corporation may be payable or otherwise available for personal benefit of its Members.
- 24.4 The assets of the Corporation shall be vested in the United Church of Canada in the event that the Corporation ceases to function or its corporate existence is terminated.
- 24.5 Neither this paragraph nor the Articles of the Corporation as they relate to the assets of the Corporation vesting in the United Church of Canada in the event of the winding up of the Corporation may be changed or modified without the prior written consent of the United Church of Canada.

## **25.0 Family Advisory Committee**

- 25.1 The Board of Directors of the Corporation shall endeavour to establish and maintain a committee of family members of individuals who are residents of homes operated by the Corporation.
- 25.2 The Family Advisory Committee will provide advice to the Corporation on the operation of the homes, the level of care and programming provided to residents.
- 25.3 The Committee will also act as a liaison between the families of residents and staff of the Corporation.
- 25.4 The Committee will have no authority to make changes in the operation of the home or the staffing of the Corporation.

## **26.0 Protection of Directors – Limitation of Liability**

- 26.1 No director or officer shall be liable for any actions done or not done on behalf of the Corporation which occurred in the execution of his or her duties so long as such acts or failure to act was done honestly and in good faith consistent with the best interests of the Corporation.
- 26.2 Indemnity - The Corporation shall indemnify a director or officer and all former directors or officers and their heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him or her in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a director or officer of the Corporation or such body corporate, if
  - a) He/she acted honestly and in good faith with a view to the best interest of the Corporation; and
  - b) In the case of a criminal or administrative action or proceeding that he is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.
- 26.3 D&O Insurance - The Corporation may purchase and maintain such insurance for the benefit of its directors and officers.