

BE IT ENACTED AS A BY-LAW OF THE CORPORATION AS FOLLOWS:

## **ARTICLE I — NAME AND PURPOSE**

### Section 1 — Definitions:

“Board” means the Board of Directors of the Organization.

“Director” means a member of the Board. This includes those members who are selected as Officers of the Board.

“Officers” means those elected to the positions of Chair, Vice-Chair, Secretary, and Treasurer.

“Member” means an individual having rights through membership interest in the Organization in accordance with the articles and by-laws of the Organization

“Organization” means Happy City St. John’s Inc.

### Section 2 — Name:

The name of the Organization shall be Happy City St. John’s Inc.

### Section 3 — Purpose:

The Organization exists to encourage and inform dialogue surrounding civic issues to create collaborative community development in St. John’s, Newfoundland and Labrador, Canada. It shall be a nonprofit organization incorporated under the laws of the Province of Newfoundland and Labrador.

## **ARTICLE II — MEMBERSHIP**

### Section 1 — Eligibility for Individual Membership:

Individual membership shall be open to any individual who supports the purpose statement in Article I, Section 3.

### Section 2 — Eligibility for Group Membership:

At the discretion of the Board, membership may be granted to organizations, groups, or other collective bodies.

### Section 3 — Membership:

Membership shall be contingent upon the provision of contact information to the Secretary and upon either participation in at least one activity of the Organization per year or at the discretion of the Board.

### Section 4 — Rights of Members:

Each individual Member shall be eligible to cast a vote in elections to the Board, for amendments to the Organization’s by-laws, and for other matters deemed relevant by the Board. Membership for a group entitles that group to send a single representative of their choice to vote on the business of the

Organization.

Section 5 — Resignation and Termination:

Any Member may resign by filing a written resignation with the Secretary.

The Board may terminate a membership by a two-thirds majority vote.

Section 6 — Non-Voting Membership:

The Board shall have the authority to establish and define non-voting categories of membership.

**ARTICLE III — MEETINGS OF MEMBERS**

Section 1 — Annual General Meeting:

A general meeting of the Members shall take place no less than once a year. The Board shall set the specific date, time and location of the meeting. At this meeting the Members shall elect Directors and receive reports on the activities of the Organization.

Section 2 — Special General Meetings:

The Chair or a simple majority of the Board if necessary may call special meetings of Members to conduct the business of the Organization. Upon receipt of a petition signed by 25 Members, the Board shall call a Special General Meeting.

Section 3 — Notice of Meetings:

Notice of a membership meeting shall be sent by email to each Member no less than two weeks prior to the meeting. Should a Member not have access to email, that Member may request notice to be sent via alternate means. Notice shall also be posted on the Organization's online platforms.

Section 4 — Quorum:

The voting Members present at any properly convened meeting shall constitute a quorum.

Section 5 — Voting:

All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

The election of the Directors will be decided by ranked ballot or simple majority, as decided by the Board of Directors.

**ARTICLE IV — Board of Directors**

#### Section 1 — Board Role, Size, and Compensation:

The Board is responsible for policy and the overall direction of the Organization. The Board shall also be involved in the day-to-day operations of the Organization, in cooperation with other Members of the Organization and with the broader community. The Board shall have up to thirteen, but not fewer than five Directors. The Board shall receive no compensation other than for reasonable expenses.

#### Section 2 — Terms:

Directors shall normally serve two-year terms and may not serve more than eight years in total. The maximum number of years for a given Director may be extended by a vote of the Membership at a General Meeting.

#### Section 3 — Vacancies:

When a vacancy on the Board exists mid-term, it may be filled by an election at a General Meeting of the membership called for that purpose. Directors elected in this manner shall serve the remainder of the departed Director's term. If this period is less than six months long, it shall not be counted as a term when determining the number of consecutive terms a Director has served.

#### Section 4 — Seeking or Holding Public Office:

Directors may not be elected officials of municipal, provincial, or federal governments. Any Director nominated for such a position must immediately resign from the Board. Any Director seeking nomination must take a leave of absence during the nomination process.

#### Section 5 — Leave of Absence:

With the approval of a majority vote of the Board, a Director may take a temporary leave of absence of up to six months. Directors granted such a leave will not be included in the Board's quorum.

#### Section 6 — Code of Ethics:

All Directors must abide by the terms of the Happy City Board Member Code of Ethics; failure to do so constitutes grounds for removal from the Board by a two-thirds majority vote of the remaining Directors.

#### Section 7 — Meetings and Notice:

Board meetings shall be held as often as necessary to conduct the business of the Organization. Each Director shall receive written notice of a Board meeting at least one week in advance.

#### Section 8 — Board Elections:

Directors shall be elected from amongst the membership by a simple majority of Members present at a

General Meeting.

Section 9 — Quorum:

A Board meeting must be attended by at least fifty percent of Directors for business transactions to take place and motions to pass.

Section 10 — Officers and Duties:

There shall be four Officers of the Board, elected annually by the Board at the first Board meeting after the Annual General Meeting, or as vacancies arise. The Officers consist of the Chair, Vice-Chair, Secretary, and Treasurer, and form the Executive Committee.

The Officers' duties are as follows:

The Chair shall convene regularly scheduled Board meetings and shall preside over said meetings or arrange for another Officer of the Board to preside in their place.

The Vice-Chair shall chair such committees as designated by the Board and be prepared to assume the Chair position if the Chair is absent or incapacitated.

The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board meetings, sending general meeting notifications, maintaining a current membership list, distributing copies of minutes and the agenda to each Director, and assuring that corporate records are maintained.

The Treasurer shall make a report at each Board meeting. The Treasurer shall chair the Finance Committee, assist in the preparation of the budget, be responsible for all matters relating to payroll, and make financial information available to the Board.

Should they no longer sit on the board as an elected Director, the most recent past Chair shall occupy the ex officio role of past Chair for a maximum of two years. The past Chair shall provide guidance and a historical perspective on the Board's activities. This is a non-voting position that does not count towards the total number of seats on the Board nor towards the Board's quorum.

Section 11 — Resignation, Termination, and Absences:

Resignation from the Board must be in writing and received by the Secretary.

A Director can be removed from the Board due to failure to attend more than half the Board meetings held in any six-month period.

A Director can also be removed due to violations of the Board Members Code of Ethics.

A decision to remove a Director would normally be preceded by a consultation between the Director in question and the Chair. The decision to remove requires a two-thirds majority of remaining Directors. This vote shall be held in camera.

A Director may also be removed by a two-thirds majority of the Members at a General Meeting, provided that Members have been advised of the vote two weeks prior to the meeting.

## **ARTICLE V — COMMITTEES**

### Section 1 — Committee Formation:

The following committees shall be created: the Executive Committee, the Finance Committee, and Nominations and Elections Committee.

The Board may create other committees as needed.

Each committee will select a Chair or co-Chairs to be approved by the Board.

### Section 2 — Executive Committee

The Executive Committee will guide and assist the Board in its deliberations.

### Section 3 — Finance Committee:

Notwithstanding the above, the Treasurer is the Chair of the Finance Committee, which includes at least two other Directors. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget, as well as ensuring that financial statements are prepared, and overseeing the audit of such statements, should this be requested by the Board. Any change in the budget must be approved by the Board. Annual reports are required to be submitted to the Board showing income, expenditures, and pending income. Financial information shall be disseminated as appropriate.

### Section 4 — Nominations and Elections Committee

A Nominations and Elections Committee shall be struck no later than one month prior to the Annual General Meeting or any Special General Meeting at which elections are to be held. This Committee will be responsible for circulating calls for nominations, making recommendations to the Board regarding the method of voting, and providing needed information to the Members, and the conduction of the election.

## **ARTICLE VI – STANDARD OF CARE**

All Directors shall abide by the duties of care as defined in the Newfoundland and Labrador Corporations Act.

## **ARTICLE VII – INDEMNIFICATION**

Section 1 — Indemnification:

The Organization shall indemnify, to the extent legally permissible, each person who may serve or who has served at any time as an Officer, Director, or employee of the Organization against all costs, charges, and expenses, including the amount to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, or administrative, investigative or other proceeding in which the individual is involved because of that association with the Organization if:

- a) the individual acted honestly and in good faith with a view to the best interest of the Organization; and,
- b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.

The indemnification provided hereunder shall ensure to the benefit of the heirs, executors and administrators of individuals entitled to indemnification. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any individual may be entitled.

Section 2 — Amendment:

No amendment or repeal of the provisions of this Article which adversely affects the right or rights of an individual entitled to indemnification under this Article shall apply to such individual with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such individual entitled to indemnification.

This Article constitutes a contract between the Organization and its Officers, Directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an officer, Director, or employee under this Article shall apply to such Officer, Director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

**ARTICLE VIII – INSURANCE**

Section 1 — Insurance:

The Board shall ensure that the Organization possesses Directors’ insurance coverage and that all necessary premiums for any policy are paid in a timely fashion.

**ARTICLE IX – SIGNING OFFICERS**

Section 1 — Signing Officers:

Cheques or binding contracts require two signatures. All Officers shall be signatories, and the Board may also appoint one staff member as an additional signatory. A recipient of a payment from the Organization may not authorize said payment.

## **ARTICLE X— AMENDMENTS**

### Section 1 — Amendments:

These by-laws may be amended when necessary by a two-thirds majority vote of the membership in attendance at an Annual General Meeting or a Special General Meeting. Proposed amendments must be submitted to the Secretary to be sent out with the agenda for an Annual General Meeting or a Special General Meeting.

These by-laws were last reviewed and amended on May 22nd, 2019.