

BY-LAWS

Cummings Jewish Centre for Seniors

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ARTICLE I - NAME AND HEAD OFFICE

The name of this non-profit organization shall be CENTRE JUIF CUMMINGS POUR AINES. It shall be a constituent agency of Federation CJA of Montreal. The English version shall be CUMMINGS JEWISH CENTRE FOR SENIORS, *herein after referred to for these purposes as the “Centre”*. The head office shall be in the City and District of Montreal at 3 Cummings Square, Montreal, in the Province of Quebec.

ARTICLE II - MISSION

To empower and enhance the quality of life of adults age 50 and over by providing dynamic and innovative programs, social services and volunteer opportunities in a vibrant, respectful, inclusive and compassionate environment. Building on its Jewish heritage, Cummings embraces people from all ethnic and socio-economic backgrounds.

ARTICLE III - MEMBERSHIP

1. The categories of membership shall be:
 - i) Annual Membership (Passport to all locations) - Individuals eligible to become members who pay an annual fee for access to programs and membership benefits at all locations.
 - ii) Annual Off-Site Membership (at one Off-Site location only) – Individuals eligible to become members who pay a determined reduced annual fee for access to programs that are membership required at one off-site location only.
2. Membership with full privileges is open to individuals 50 years of age and over.
3. Membership is required for those who participate in programs at the Centre or off-site, as the case may be.

ARTICLE IV - GOVERNING BODIES

1. BOARD OF DIRECTORS

The Board of Directors shall determine policy for the Centre and has authority over the governance of the Centre including its Committees.

1.1 COMPOSITION

The Board shall be composed of a maximum of 16 voting members all of whom shall be members in good standing of the Centre, subject to paragraph (iv) hereinbelow; be required to sit on a Lay Committee of the Centre; and shall be contributors in good standing to Federation CJA and the Cummings Jewish Centre for Seniors Foundation, hereinafter referred to as the “CJCS Foundation”, and shall be elected at the Annual General Meeting at the expiry of the term of the current board and shall include the following:

- i) Six (6) Officers:
The President
The 2 Vice Presidents
The Immediate Past President
The Secretary
The Treasurer
And ten (10) Directors which shall include:
The Chair of the Volunteer Council
The President of CJCS Foundation; and
Eight (8) members at large
- ii) The Executive Director and the two (2) Past Presidents, sequentially before the Immediate Past President, shall be ex-officio members of the Board who shall not have voting rights.
- iii) Notwithstanding the above, and in addition thereto, the President may add two (2) appointees to the Board who shall not have voting rights and who are members in good standing of the Centre.
- iv) There shall be an exception to the requirement that a Board member be a member in good standing of the Centre for any Board member under the age of 50 years. Such Board Member shall, however, be required to make a financial contribution to the CJCS Foundation.
- v) Everywhere the words The Board of Directors is mentioned, it refers to all of the above.

1.2 DUTIES

- i) The Board shall meet a minimum of eight (8) times annually. Notice of Board meetings may be sent by mail or by electronic means by the President not less than seven (7) working days prior to the meeting. Nevertheless, the President may, at his/her discretion, or five (5) members of the Board may, at their discretion, call special meetings of the Board upon giving five (5) days' notice to such effect;

- ii) A quorum for the meetings of the Board of Directors shall be nine (9) Directors;
- iii) The term of office for each Director shall be two (2) years. This term may be renewable for two (2) additional two (2) year terms, after which a Board member can begin a new term if assuming a position as an Officer. This term limitation does not apply to the Executive Director.
- iv) Any member of the Board of Directors who has a direct or indirect interest in any enterprise or other organization which would put in conflict his/her personal interest with that of the Centre must, on pain of dismissal, declare his/her interest to the Board and shall abstain from soliciting from any Board member or from sitting and participating in any discussion when a question involving said interest is debated.
- v) A Director shall act at all times with care, prudence, diligence and competence as would a reasonable person, with honesty and loyalty to the Centre.
- vi) Voting shall be by show of hands and/or stated vote. Each Director is entitled to one (1) vote. In the event of a deadlock, the Chairperson shall cast the deciding vote. Ordinary resolutions shall be passed by the affirmative vote of a majority of the votes cast for such resolution. A special resolution or bylaw amendment shall be passed by the affirmative vote of two thirds (2/3) of the votes passed for such resolution or bylaw amendment. Special resolutions and bylaw amendments shall require the approval of the membership of the Centre in accordance with Article V 3. herein below;
- vii) A member of the Board shall receive no remuneration for his services as a member of the Board but may be indemnified for any pre-approved expenses incurred on behalf of the Centre;
- viii) No omission of any formality in any act of the Board of Directors shall invalidate such act unless such omission has caused actual prejudice;
- ix) In the event of a vacancy on the Board of Directors, the Nominating Committee may appoint a replacement and such person shall hold office for the balance of the originally elected member's term;
- x) Any member of the Board of Directors who without justifiable cause misses three (3) consecutive meetings shall resign from his or her position, if requested by the President, and his or her vacancy shall be filled in the manner set forth hereinabove;
- xi) A Director may be removed for cause by an ordinary resolution of the remaining members of the Board of Directors;

- xii) All Members of the Board of Directors understand that the disclosure of any confidential information to any person, Cummings personnel or organization may be highly detrimental and damaging and shall be required to sign a confidentiality Agreement;
- xiii) All Directors applying for a paid position within the organization must resign from the Board of Directors so as to avoid conflict of interest.
- xiv) Employees of the Centre are ineligible to serve as members of the Board, other than the Executive Director;
- xv) The President shall be empowered to consult with appropriate individuals on pressing issues where a meeting of the Board of Directors cannot be held in a timely manner. Decisions made at such a meeting will be subject to ratification by the Board of Directors. The first option in these circumstances will be the calling of an Emergency meeting of the Board of Directors whenever possible.

1.3 MEETINGS

Unless otherwise indicated in these By-Laws, the Directors may, if all other Directors consent, participate in a meeting of the Board of Directors or in a meeting of a committee of Directors by means of a telephonic, electronic or other communication facility that permit all persons participating in the meeting to hear and communicate adequately with each other during the meeting. A Director participating by such means in such a meeting is deemed to be present at that meeting. Consent for this purpose may relate to the current or any or all future meetings of the Board of Directors and meetings of committees of Directors.

2. **OFFICERS**

2.1 COMPOSITION

- i) The Officers of the Centre shall be the President, two (2) Vice-Presidents, Immediate Past President, Secretary and Treasurer who shall be nominated by the Nominating Committee and elected at the Annual General Meeting.
- ii) The term of office for the Officers shall be two (2) years.

2.2 DUTIES

A significant physical presence by the President and 1st Vice President at all times is essential.

2.2.1 The President shall :

- i) preside at all meetings of the Board of Directors as chairperson and sign the minutes of these meetings after they have been approved;
- ii) confirm the appointment of the Chairpersons of all Lay committees and such special committees as may be deemed by the Board;
- iii) be the official spokesperson of the Centre;
- iv) be an ex-officio member of all committees.

2.2.2 The Vice Presidents shall assume the functions designated from time to time by the President.

2.2.3 The Secretary shall:

- i) Keep a record of all the transactions of the meetings of the Board;
- ii) Conduct the correspondence of the Board.

2.2.4 The Treasurer shall:

- i) Supervise financial transactions of the Centre.
- iii) The signing of cheques and/or negotiable instruments for the Centre will require the Executive Director or Director of Finance and Administration together with one (1) of the designated members from the Board or the designated member of the Budget, Finance and Audit Committee.

3. **EXECUTIVE DIRECTOR**

- i) The Executive Director of the Centre shall direct and co-ordinate the entire administration of the Centre within the scope of its By-laws and in accordance with the policies and directives formulated by the Board of Directors; and is responsible to said Board.
- ii) The appointment of the Executive Director shall be by Resolution of the Board of Directors, after proper consultation.
- iii) The appointment of the Executive Director or his/her termination shall only be made by resolution adopted by a vote of at least two-thirds of its members present at a meeting convened for this purpose.

- iv) The Executive Director shall not attend a Board of Directors meeting called to decide the termination, suspension, or reduction of his/her term of engagement, his/her remuneration or renewal or other working conditions.
- v) The Board of Directors, with representation from the Governance Committee, shall be charged with the responsibility for the regular evaluation of the Executive Director and to advise on any renewal or termination of his/her contract.

ARTICLE V - ANNUAL GENERAL MEETING & SPECIAL GENERAL MEETINGS

1. The President may call a Special General Meeting of the Centre at any time. Nine (9) members of the Board of Directors shall constitute a quorum at all Annual and Special General Meetings of the Centre.
2. The Annual General Meeting of the Centre shall take place within three (3) months of the fiscal year end of the Centre in each year. There shall be presented at the Annual General Meeting of the Centre all annual reports including the financial statement. In addition, the election of Directors, officers and the appointment of auditors shall take place. The meeting shall also consider such other business as may properly come before it. Notice of at least fifteen (15) days of the Annual General Meeting or of seven (7) days of a Special General Meeting of the Centre shall be given to all members.
3. Voting shall be by a show of hands and/or stated vote unless, on motion duly carried, it is the desire of the members present that voting shall be by secret ballot. Unless otherwise stipulated, a majority of the votes cast shall carry a resolution or decision; in the event of a tie, the Chairman shall have a second or casting vote. Special resolutions and bylaw amendments shall require the affirmative votes of two-thirds (2/3) of the members present and voting.
4. All Resolutions shall be submitted in writing to the Secretary at least ten (10) days before any Annual Meeting or at least forty-eight (48) hours prior to any Special General Meeting as a condition of their being considered at such meetings.
5. A notice may be given by publication in any newspaper in the city and district of Montreal and posting it internally and externally or it may be sent by any means including by electronic means to all of the persons entitled to notice.
6. Unless otherwise indicated in these By-Laws, any person entitled to attend the Annual General Meeting or any Special General Meeting of the Centre may participate in such meeting by means of a telephonic, electronic or other communication facility that permit all persons participating in the meeting to hear

and communicate adequately with each other during the meeting. A person participating by such means in such a meeting is deemed to be present at that meeting. In addition, if the Directors consent, the notice of meeting may provide that participation at the Annual General Meeting or Special General Meeting shall be solely by such means. Consent for this purpose may relate to the current or any or all future Annual General Meetings, or any other General Special Meetings of the Centre.

ARTICLE VI - COMMITTEES

1. GENERAL

- i) The President shall confirm the appointment of the Lay Committees of the Centre, as may be required to carry out its programs. These committees shall include a Budget, Finance and Audit, Building, Communications & Marketing, Governance, Membership, Program Services, Social Services, Volunteer, Information Resource Technology (IRT), Cummings West, and such other committees as the President may deem necessary. The President shall also confirm the appointment of other standing committees including the Nominating Committee.
- ii) The President shall be advised of any member to be appointed to a Committee.
- iii) Unless otherwise indicated in these By-Laws, Lay Committees may, if all Lay Committee members consent, participate in a meeting of the relevant Lay Committee by means of a telephonic, electronic or other communication facility that permit all persons participating in the meeting to hear and communicate adequately with each other during the meeting. A Lay Committee member participating by such means in such a meeting is deemed to be present at that meeting. Consent for this purpose may relate to the current or any or all future meetings of the relevant Lay Committee.

2. BUDGET, FINANCE AND AUDIT COMMITTEE

2.1 COMPOSITION

- i) The Budget, Finance and Audit Committee shall be composed of a minimum of six (6) individuals selected from those who are neither on the staff of the Centre nor among the professionals who practice in the Centre. One of these individuals shall be the Treasurer. The Director of Finance and Administration and the Executive Director shall be ex-officio non-voting members.
- ii) The quorum of the Budget, Finance and Audit Committee shall be four (4) members.

- iii) The Budget, Finance and Audit Committee shall hold its meetings only for members of the committee but may invite to its meetings any person who is in a position to assist it or to provide information, including, staff and professionals of the Centre.

2.2 DUTIES

The Budget, Finance and Audit Committee shall perform the following functions on behalf of the Board of Directors:

- i) Review and approve the Financial statements.
- ii) Review and approve the Annual Budget.
- iii) It shall be the recipient of any communication or report from the Auditors and shall render the Auditors any assistance they require in the performance of their duties.
- iv) It shall transmit reports of the Auditors to the Board of Directors together with the comments and recommendations of the Auditors.
- v) It shall review and discuss any matters having a material financial impact on the Centre.

3. NOMINATING COMMITTEE

The Nominating Committee shall be constituted every two years and shall prepare the slate of the Board of Directors for presentation to the Board of Directors in accordance with paragraph (3.2 iii) hereinbelow.

3.1 COMPOSITION

- i) The President shall appoint the immediate Past President to serve as Chairperson of the Nominating Committee for the election of Members of the Board of Directors on or before the 31st day of January.
- ii) The Nominating Committee shall be selected by the Chairperson and President. The Executive Director shall act as a consultant in the process.
- iii) The Committee shall consist of the Chairperson and four (4) persons from which at least three (3) shall be members of the current Board.

3.2 DUTIES

- i) The members of the Nominating Committee shall meet to prepare a slate of

nominees for the Board of Directors and Officers of the Centre, who shall be elected at the Annual General Meeting of the Centre.

- ii) The Nominating Committee in discussion with the President, shall consider the possibility of Lay Committee Chairs being selected to the Board.
 - iii) Not less than thirty (30) days prior to the date set for the Annual General Meeting of the Centre, the Nominating Committee shall submit to the Board of Directors in writing its slate for nominees to the Board and as Officers.
- 3.3 Any five (5) members of the Board of Directors may submit in writing further nominations to the Nominating Committee no later than fourteen (14) days prior to the Annual General Meeting of the Centre. In such case, the Chairperson of the Nominating Committee shall cause ballots to be prepared so that an election may take place at the Annual General Meeting.
- 3.4 The Nominating Committee may be reconvened as needed for exceptional reasons.

ARTICLE VII- FISCAL YEAR

The Fiscal Year of the Centre shall commence on April 1st and terminate March 31st of the following year.

ARTICLE VIII- INDEMNIFICATION OF DIRECTORS AND OFFICERS

1. LIMITATION OF LIABILITY

No Director, Officer, Committee member of the Centre shall be liable for acts of omission and commission of any other Director, Officer, employee of the Centre or Committee member.

No Director, Officer, or Committee member of the Centre shall be liable for any liability or expense sustained or incurred by the Centre as a result of the execution by such Director, Officer, or Committee member of the duties of such person's office or position unless such liability or expense was sustained or incurred because of wilful, dishonesty or bad faith.

2. INDEMNIFICATION

Every Director, Officer, and Committee member of the Centre and their heirs, executors and administrators and estate and effects, respectively, shall be indemnified and saved harmless by, or out of the funds of the Centre, from time to time and at all times, from and against: (a) all costs, charges and expenses

whatsoever which such person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against such person, for or in respect of any act, deed, matter or thing whatsoever, heretofore or hereafter made, done or permitted by such person in or about the execution of the normal course of such person's function and duties; and (b) all other costs, charges and expenses that such person sustains or incurs, in and about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by the wilful neglect, dishonesty, bad faith or default of such person.

ARTICLE IX GENERAL BORROWING BY-LAW

1. In addition to the powers conferred on the Directors by the deed of incorporation and without restricting the generality of the powers conferred on the directors by sections 224 and 77 of the *Companies Act*, the directors, if they see fit, and without having to obtain the authorization of the members, may:
 - i) borrow money upon the credit of the Corporation;
 - ii) issue or re-issue debentures or other securities of the Corporation and pledge or sell the same at such price or amount as shall be deemed appropriate;
 - iii) give a guarantee in the name of the Corporation to secure the obligation of another person; and
 - iv) hypothecate or otherwise affect or charge the immovable and the movable property of the Corporation.
2. No provision shall limit or restrict the borrowing power of the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.
3. The directors, by way of resolution, may delegate the powers conferred on them by paragraph 1 above to a director, to a committee of the Board of Directors or to an officer of the Corporation.
4. To the extent necessary, Corporation ratifies and confirms all loans, security of any nature, hypothecs and guarantees entered into by the Corporation prior to the present, the whole with full retroactive effect to the time and date (whether prior to or after August 28, 2002) that the Corporation entered into such loan, security, hypothec or guarantee.
5. The powers hereby conferred should be deemed to be supplementary to, and not in substitution of, any borrowing powers possessed by the directors or by the officers of the Corporation independently of a borrowing by-law.