

BY-LAWS

Cummings Jewish Centre for Seniors

TABLE OF CONTENTS

	<u>PAGE</u>
ARTICLE I – NAME & HEAD OFFICE	3
ARTICLE II – MISSION	3
ARTICLE III – MEMBERSHIP	3
ARTICLE IV – GOVERNING BODIES	3-9
1. Board of Directors	3-6
1.1 Composition	4
1.2 Duties	4-6
1.3 Meetings	6
2. Officers	6-9
2.1 Composition	6-7
2.2 Duties	7-8
3. Chief Executive Officer	8-9
ARTICLE V – ANNUAL GENERAL MEETING & SPECIAL GENERAL MEETING	9-10
ARTICLE VI – COMMITTEES	10-14
1. General	10
2. Budget and Finance Committee	10-11
2.1 Composition	10-11
2.2 Duties	11
3. Audit Committee	11-12
3.1 Composition	11
3.2 Duties	11-12
4. Nominating Committee	12-13
4.1 Composition	12
4.2 Duties	13
4.3 Nominations for the Board of Directors and Officers	13
5. Chief Executive Officer (CEO) Evaluation Committee	13-14
5.1 Composition	13
5.2 Duties	13-14
6. Governance Committee	14
6.1 Composition	14
6.2 Duties	14
ARTICLE VII – FISCAL YEAR	15
ARTICLE VIII – INDEMNIFICATION OF DIRECTORS AND OFFICERS	15
1. Limitation of Liability	15
2. Indemnification	15
ARTICLE IX – GENERAL BORROWING BY-LAW	15-16

ARTICLE I - NAME AND HEAD OFFICE

The name of this non-profit organization shall be CENTRE JUIF CUMMINGS POUR AINES. 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 5700 avenue Westbury, 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, cultural 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 (hereafter, sometimes referred to as the Board), shall determine policy for the Centre and has the 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 Board or 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) Five (5) Officers:
 - The President
 - The Vice President
 - The Immediate Past President
 - The Secretary
 - The TreasurerAnd eleven (11) Directors who shall be members at large.
- ii) The Chief Executive Officer shall be an ex-officio member 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 but who shall not be representatives of the government, of the public service or of organizations which fund the Centre.
- iv) Members who are directors of the CJCS Foundation or representatives of the government, of the public service or of organizations which fund the Centre shall not be eligible to be Directors on the Centre’s Board.
- v) A person under the age of 50 who meets all of the requirements of becoming a Member of the Board shall exceptionally be considered a member in good standing for that purpose.
- vi) 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 Chief Executive Officer.

A Director may continue to serve beyond the Term Limit in the following cases:

- (i) The Director is acting as an Officer of the Corporation;
- (ii) For exceptional reasons, the Board, through unanimous consent, may recommend that the Members extend the Term Limit of a particular Director for a maximum of one (1) additional two-year Term.
- (iii) 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.
- iv) 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.
- v) 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;
- vi) 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;
- vii) No omission of any formality in any act of the Board of Directors shall invalidate such act unless such omission has caused actual prejudice;
- viii) 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;

- ix) 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;
- x) A Director may be removed for cause by an ordinary resolution of the remaining members of the Board of Directors;
- xi) 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;
- xii) All Directors applying for a paid position within the organization must resign from the Board of Directors so as to avoid conflict of interest.
- xiii) Employees of the Centre are ineligible to serve as members of the Board, other than the Executive Director;
- xiv) 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, the Vice President, Immediate Past President, Secretary and Treasurer who shall be nominated by the Nominating Committee and approved by the Board and elected at the Annual General Meeting.

- ii) The term of office for the Officers shall be two (2) years.
- iii) Each Officer shall hold office for one term of two (2) years from the date of appointment. A Director may serve a maximum of three terms as an Officer but may not serve more than two consecutive terms in the same Office. Officers shall be subject to removal by a resolution of the Board at any time.
- iv) Notwithstanding subsection (iii), any individual serving as an Officer at the time of the adoption of this amended by-law shall be deemed to have served only the term, then in progress for the purposes of calculating term limits under this Section.
Any prior service as an Officer before the effective date of this amendment shall not be counted toward the maximum number of consecutive terms permitted herein, unless otherwise determined by unanimous resolution of the Board.
- v) Notwithstanding subsection (iii), in exceptional circumstances where the Board determines that continuity of leadership is in the best interests of the Centre, the Board may, by unanimous resolution of all Directors then in office, approve:
 - a) the extension of an Officer's term for one additional period of up to two (2) years; or
 - b) the reappointment of an Officer to the same Office beyond the maximum consecutive terms otherwise permitted.

Such approval shall be considered extraordinary and shall not create precedent.

2.2 DUTIES

A significant physical presence by the President and 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 of the Board 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 President shall assist the President in performing duties customary for a

Vice President.

- i) In the absence or disability of the President, the Vice President shall perform the duties and exercise the powers of the President. The Vice President shall perform such other duties as may be designated by the President.

2.2.3 The Secretary shall:

- i) Ensure that all votes and minutes of all meetings of the Board are properly recorded.
- ii) Certify resolutions of the Board.
- iii) Perform such duties as may be determined by the President from time to time.

2.2.4 The Treasurer shall:

- i) Supervise financial transactions of the Centre.
- ii) The signing of cheques and/or negotiable instruments for the Centre will require the Chief Executive Officer 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. **CHIEF EXECUTIVE OFFICER**

- i) The Chief Executive Officer 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 Chief Executive Officer shall be by Resolution of the Board of Directors, after proper consultation.
 - iii) The appointment of the Chief Executive Officer 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.
- i. The Chief Executive Officer 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.
 - ii. The Board of Directors shall be charged with the responsibility for the regular evaluation of the Chief Executive Officer and to advise on any renewal or

termination of his/her contract. The Chief Executive Officer shall not be present at this Board Meeting.

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 Chairperson 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 Board and of the Centre, as may be required to carry out its objectives.
 - a) Those Standing Lay Committees, the objectives and activities of which enable the Directors to fulfill their duties and functions on the Board, (hereinafter sometimes referred to as the "Standing Lay Committees of the Board, namely:
 - The Budget and Finance Committee
 - The Audit Committee
 - The Nominating Committee;
 - The Chief Executive Officer (CEO) Evaluation Committee;
 - The Governance Committee; and
 - Such other Standing Lay Committees of the Board as the President or the Board may from time to time determine necessary or useful;
- ii) The term of office for each member of the Standing Lay Committees of the Board and of the Centre shall be two years. This term may be renewable for two (2) additional consecutive two (2) year terms, after which a Standing Lay Committee member can begin a new term if assuming the position of Vice-Chairperson or Chairperson of the Lay Committee.
- iii) Except as otherwise provided in these By-Laws for specific Standing Lay Committees, the composition and functioning of the Standing Lay Committees shall be set out in guidelines determined by the Board from time to time.

2. BUDGET AND FINANCE COMMITTEE

2.1 COMPOSITION

- i) The Budget and Finance 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 who shall be the Chairperson of the committee. The Director of Finance and Administration and the Chief Executive Officer shall be ex-officio non-voting members.
- ii) The quorum of the Budget and Finance Committee shall be four (4) members.

- iii) The Budget and Finance 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 and Finance Committee shall perform the following functions on behalf of the Board of Directors:

- i) Review and recommend approval of the Annual Budget to the Board of Directors.
- ii) Monitor quarterly results and report its findings to the Board of Directors.
- iii) Review and discuss any matters having a material impact on the Centre.

3. **AUDIT COMMITTEE**

3.1 COMPOSITION

- i) The Audit Committee shall be composed of not less than three (3) Committee Members, one of whom shall be the Treasurer. The Director of Finance and Administration and the Chief Executive Officer shall be ex-officio non-voting members.
- ii) The Audit Committee shall be chaired by an individual who is not a Director, appointed by the President.

3.2 DUTIES

- i) Oversee the independent audit of the books and records of CJCS by its auditors.
- ii) Review and recommend to the Board for approval the annual financial statements of CJCS.
- iii) Recommend to the Board, annually, the auditors of CJCS for the following year.
- iv) Evaluate and recommend financial and accounting controls based on the auditor's feedback.
- v) Ensure the performance of all relevant statutory financial reporting obligations.

- vi) Provide the CEO and Board with any feedback or reports from the auditors.

4. NOMINATING COMMITTEE

As stated with respect to the Standing Lay Committees of the Board referred to in paragraph 1(i) of this Article VI, there shall be a standing Nominating Committee whose functions and duties shall be as set out in paragraph 3.2 hereinbelow.

4.1 COMPOSITION

- i) The Nominating Committee shall be comprised of a minimum of five (5) and a maximum of seven (7) members appointed to the Nominating Committee as set out in paragraphs 3.1(ii) and 3.1(iii) hereinbelow.
- ii) Chairperson:
 - (a) The immediate Past President shall serve as Chairperson of the Nominating Committee.
 - (b) If the Immediate Past President is unwilling or unable to serve as Chairperson then the Chairperson shall be nominated by the Board.
- iii) The members of the Nominating Committee shall be comprised of at least three (3) current directors on the Board one of whom shall be the incoming President and at least two (2) persons from the Cummings Community (as that term is defined hereinbelow) or the public at large. All said members shall be appointed by the Chairperson. For the purpose of this paragraph 3.1(iii), the “Cummings Community” means clients, volunteers and members of the Centre.
- iv) The Chief Executive Officer shall, *ex officio*, attend meetings of the Nominating Committee but shall not have the right to vote.
- v) The Nominating Committee shall be reconstituted every two years after the slate of nominees for the Board of Directors prepared in accordance with paragraph 3.3 hereinbelow has been approved by the Board and elected at the Annual General Meeting of the Centre.
- vi) Should a vacancy occur during the two-year term of the Nominating Committee, the Chairperson shall be entitled, at the Chairperson’s discretion, to appoint another person to fill the vacancy in accordance with paragraph 3.1(iii).

4.2 DUTIES

- i) On an ongoing, continuous basis, identify and evaluate candidates to serve as Board members and for that purpose, review the composition of the Board in light of the strategic plan and priorities of the Centre in order to prepare for the establishment of a slate of candidates for the Board, in accordance with paragraph 3.2(ii) hereinbelow, that can effectively meet and carry out the goals of the Centre.
- ii) Every two years prepare the slate of nominees for the Board of Directors and Officers of the Centre for presentation to the Board of Directors in accordance with paragraph 3.3 hereinbelow.
- iii) Recommend identified candidates who have not been selected for the Board to serve on lay committees of the Board.

4.3 NOMINATIONS FOR THE BOARD OF DIRECTORS

- i) Every two years, the members of the Nominating Committee shall 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) 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.
- iii) Further nominations may be submitted to the Nominating Committee provided that each such nomination is submitted in writing, is signed by at least five (5) directors and is submitted 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.

5. **CHIEF EXECUTIVE OFFICER (CEO) EVALUATION COMMITTEE**

5.1 COMPOSITION

There shall be a CEO Evaluation committee which shall be comprised of: the President, the Immediate Past President and the Vice President.

5.2 DUTIES

The CEO Evaluation Committee shall be responsible for the following:

- (i) Overseeing the annual performance and compensation review of the CEO and making recommendations to the Board with respect thereto;
- (ii) As and when required, creating, and overseeing the search process in identifying a new CEO and making recommendations to the Board with respect thereto;
- (iii) The CEO Evaluation Committee shall be required to meet at least two (2) times per year.

6. GOVERNANCE COMMITTEE

The Governance Committee shall be responsible to assist the Board in fulfilling its legal, ethical, and functional responsibilities according to best practices.

6.1 COMPOSITION

This Committee shall consist of a minimum of three (3) and maximum of five (5) Directors of the Board. The Committee shall be chaired by the Secretary of the Board.

6.2 DUTIES

- (i) Review by-laws and recommend amendments to the Board as required.
- (ii) Address any other issue pertaining to governance and make recommendations to the Board.
- (iii) Manage Board Self Assessment and Evaluation to ensure that the Board is functioning properly as a whole and to oversee the evaluation process for Board members.
- (iv) Manage any ethical issues that may arise with respect to the application of the by laws, including but not limited to conflicts of interest and make recommendations to the Board accordingly.
- (v) Maintain oversight of Board orientation, development and training.
- (vi) Manage Board education

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.