

NEAR NORTH PALLIATIVE CARE NETWORK (NIPISSING/PARRY SOUND)

BY-LAWS

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On behalf of the individuals and communities it serves, the Board of Directors of the NEAR NORTH PALLIATIVE CARE NETWORK governs towards fulfilling its Mission by enacting the following By-Law.

1. REGISTERED OFFICE

The Registered Office of the Organization shall be in the municipality of North Bay, in the Province of Ontario. The Board of Directors may, from time to time, determine the specific location of the Registered Office.

2. MEMBERSHIP

- 2.1 Membership in the Organization shall consist of the members of the board of Directors named in the articles and such other individuals interested in furthering the Organization's purposes and who have been accepted into the membership in the Organization.
- 2.2 The branch will have two types of memberships:
- (a) General Membership.
 - (b) Social Membership, called "Friends of NNPCN".
- 2.3 **Eligibility** - Membership in the Organization may be granted to volunteers in good standing with the organization and must:
- (a) Be a person eighteen (18) years of age or older, and
 - (b) Be a fully trained volunteer in bereavement and/or palliative care services.
 - (c) Have been active during the past fiscal year, providing palliative or grief services to at least one client in the 12 months prior to the AGM OR minimum of 30 hours of administrative service in the 12 months prior to the AGM, such as fundraising and/or grants, to the organization.
 - (d) Be a Board Director in the organization.
 - (e) Social membership, called "Friends of NNPCN", are volunteers who provide non client services to the organization and do not meet the criteria described in 2.3 a to d.
- 2.4 Every General Member in good standing is entitled:
- (a) To attend and vote at all members' meetings of the Organization.
 - (b) To vote by proxy or electronically.
 - (c) To one vote at the Annual General Meeting and/or any Board or Satellite Meeting of the Organization. The Chair of the meeting is entitled to a casting vote in the event of a tie on any matter before that meeting that has been voted upon by the members.
- 2.5 **Membership Restrictions** - Placement students are excluded from the general membership. NNPCN Staff includes Executive Director, Volunteer Coordinator, Interns and hired Project Coordinators. Paid staff members do not have voting rights at the AGM. Members of Social Membership do not have voting rights.
- 2.6 The Directors shall establish an annual membership service requirement, in lieu of a monetary fee, in accordance with the policy prescribed from time to time by the Board of Directors of the Organization, service of which shall be required to keep a member in good standing. Members in good standing who have served a minimum of 10 years are exempt from the service requirement.

2.7 Membership shall cease:

- (a) Upon the death of the member;
- (b) When the member resigns by verbal or written notice;
- (c) When the member fails to respond to three registered “no contact” notifications by phone call or email.
- (d) If the member no longer qualifies for membership in accordance with the By-law(s).
- (e) The member is expelled or the individual’s membership is otherwise terminated in accordance with the articles or By-law(s)

2.9 Disciplinary Act or Termination of Membership for Cause

- (a) Upon 15 business days’ written notice to a member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the articles of NNPCN Policies and Procedures or By-law(s).
- (b) The notice shall set out the reasons for the disciplinary action or termination of membership. The member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 business days before the end of the 15 business day period. The Board shall consider the written submission of the member before making a final decision regarding disciplinary action or termination of membership.

3. ANNUAL & SPECIAL MEETINGS

3.1 Annual General Meeting

The Annual General Meeting of the Organization shall be held each year, no later than the first week of November at such time and place as described by the Directors. In addition, the following articles apply;

- (a) Notice of the Annual General Meeting or of a special general meeting shall be given to the members by the Executive Director at least fourteen (14) days but no more than fifty (50) days before the date of the meeting.
- (b) Quorum for the Annual General Meeting shall be fifty percent (50%) of the Board of Directors plus volunteers in good standing with the Organization as defined by section 4.5. Vacant positions shall not be counted in quorum and will be documented as such.
- (c) The Chair of the Board shall preside at the Annual General Meeting and shall determine the agenda. The Chair may delegate a Director to preside the Annual General Meeting as the Chair’s proxy.
- (d) The Annual General Meeting must include: consideration of the financial statements, public accountant’s report, election of directors and re-appointment of the incumbent public accountant.
- (e) Each member is entitled to one (1) vote. The Chair of the meeting is entitled to a casting vote in the event of a tie.

3.2 Special Meetings – Membership

A Special Meeting of the membership of the Organization may be called by the Board of Directors at any time, or shall be called by the Board of Directors on the written request of not less than ten percent (10%) of the members entitled to vote who are in good standing. In addition, the following articles apply;

- (a) Such written requests must state the business to be transacted at the meeting and must be sent to each Director.
- (b) On receipt of such written request, the Board of Directors shall forthwith convene a Special General Meeting to deal with the matters raised by the written request within twenty-one (21) days of receipt of the request.
- (c) Quorum for a Special Meeting: shall be fifty percent (50%) of the Board of Directors plus five (5) members of the Organization present shall constitute quorum for the transaction of business.

3.3 Notices of Meetings of the Organization

- (a) A notice shall be deemed to have been given when it is delivered personally or by electronic means. The notice shall specify the business to be attended to at the Meeting.

3.4 Voting by Members

At all meetings of members of the Organization, questions requiring voting shall be decided by a majority vote of those members present, determined by a show of hands unless a poll is requested by any member.

4. COMMITTEES – Membership & Process

Terms of Reference for all committees, including Satellite Committees, shall be:

4.1 Membership & Participation

- (b) The Board shall appoint, replace, and/or remove committee members as required for effective governance on any committee, as determined by this By-Law and/or as determined by the Terms of Reference of the Committee.
- (c) The Executive Director or designate may attend meetings of any Board Committee, and would participate as a non-voting member.
- (d) The Board may appoint and/or invite other officers or/and advisors as necessary, to support effective governance.
- (e) The Executive Director shall be a member ex-officio of Board committees.
- (f) The Team Lead shall chair Satellite Committee meetings. During the absence or inability of the Team Lead, the Executive Director or designate will either appoint an attending member to preside or declare a briefing meeting with no voting.
- (g) Non-Directors may be invited to participate on Board committees in accordance with the Terms of Reference.
- (h) Members may participate and vote in meetings by teleconference and /or other electronic means of communication.

4.2 Actions

All Committee actions shall be reported to the Board at its next meeting.

4.3 Quorum

At any Committee Meeting, the quorum shall be fifty percent (50%) with vacant positions not counted in quorum and documented as such. The Chairperson may request any Director to attend a Committee meeting where quorum is not met. The participating Director shall be a member of the Committee for such meetings.

4.4 Meeting Venue

Committee Meetings may be held at such time and place as shall be determined by the Chairperson and may include electronic meetings.

4.5 Adjournment

Any Committee Meeting of the Organization may be adjourned at any time. No notice shall be required for any adjournment. An adjournment may be made with or without quorum being present. Notice of a meeting that continues an adjourned meeting of directors is not required to be given if the time and place of the continued meeting is announced at the meeting that is adjourned.

4.6 Delegation

Notwithstanding anything to the contrary in this By-Law, the Board may not delegate the following powers to Director:

- (a) To submit to the members any question or matter requiring the approval of the members.
- (b) To fill a vacancy among the Directors or in the position of auditor or of a person appointed to conduct a review engagement of the Organization.
- (c) To appoint additional Directors.
- (d) To issue debt obligations except as authorized by the Board.
- (e) To approve any financial statements.
- (f) To adopt, amend or repeal By-law(s)
- (g) To establish contributions to be made, or dues to be paid, by members.

5 BOARD COMPOSITION, POWERS & RESPONSIBILITIES

5.1 Composition

- (a) The affairs of the Organization shall be under the direction and control of a Board of Directors consisting of a minimum of three (3) members, each of whom at the time of election shall be a member in good standing of the Organization.
- (b) There shall be consideration for Board composition to be drawn from each of the two geographical areas represented as follows:
 - i. Nipissing District
 - ii. East Parry Sound
- (b) There shall be consideration for Board composition to include one member from each satellite office:
 - i. Mattawa (Nipissing District)
 - ii. West Nipissing (Nipissing District)
 - iii. Almaguin (East Parry Sound)
- (c) Board composition shall reflect the skills required to align with the current Directions of the Strategic Plan.

- (d) There shall be sufficient French speaking directors of the Board to represent the French-speaking population and community of the Nipissing District and East Parry Sound District and East Parry Sound District to a level commensurate with the inclusive definition of francophone (IDF) for the District of Nipissing. Recognizing the bilingual nature of the geographic region to be served and the importance and right to be able to communicate in one's mother tongue, the Association will provide designated French Language Services to its clients under the French Language Services Act.
- (e) There shall also be consideration for Board composition to include consumers and/or family members and have representation from the Indigenous population.

5.2 Standard of Care

In carrying out his or her duties, each Board Director shall:

- (a) Act honestly, in good faith, and in the best interests of the Organization;
- (b) Exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.

5.3 Powers and Responsibilities

- (a) The Board of Directors is responsible for governance and oversight of all affairs of the Organization, and in doing so shall:
 - i. Recruit and employ the Executive Director;
 - ii. Appoint an executive committee of the Board to manage their decision
 - iii. Ensure the implementation of the organization Mission.
 - iv. Ensure compliance with all applicable legislation.
- (b) The Board of Directors, while exercising direction and control of the Organization may, on behalf of the Organization, exercise all the powers that the Organization may legally exercise, unless restricted by law. These powers include, but are not limited to, the power:
 - i. To enter into contracts or agreements;
 - ii. To make banking and financial arrangements;
 - iii. To execute documents;
 - iv. To direct the manner in which any other person or persons may enter into contracts or agreements on behalf of the Organization;
 - v. To purchase, lease or otherwise acquire, sell, exchange, or otherwise dispose of real or personal property, securities or any rights or interests for such consideration and upon such terms and conditions as the Directors may consider advisable;
 - vi. To borrow on the credit of the Organization for the purposes of operating expenses, or on the security of the Organization's real or personal property; and
 - vii. To purchase insurance to protect the property, rights and interests of the Organization and to indemnify the Organization, its Directors, and officers from any claims, damages, losses or costs arising from or related to the affairs of the Organization.

5.4 Terms and Rotation of Directors

- (a) The slate of Directors is approved by the membership at the Annual General Meeting by a show of hands or by a ballot. A member may request a ballot vote.
- (b) The term of a Board Director is three (3) years.

- (c) There is no limit on the number of times a Director can be re-elected.
- (d) The Board of Directors will appoint a Director to fill a vacancy. If there is no quorum of Directors, the remaining Directors shall call a special meeting of the Organization to approve the slate of Directors.
- (e) The Board shall, at its first meeting following the Annual General Meeting, appoint from its Directors, a:
 - i. Chair of the Board,
 - ii. Vice Chair;
 - iii. Treasurer;
 - iv. Secretary

5.5 Director Remuneration

Directors shall not be remunerated, directly or indirectly, as a result of being a director. Directors shall be entitled to be paid for their travel and other expenses properly incurred by them in attending meetings of the Board or of the Members.

5.6 Removal of a Director

- (a) The Board of Directors may remove a Director, by a resolution passed at a special meeting.
- (b) The members of the Organization may, by ordinary resolution at a special meeting, remove from office any Director or Directors by a vote of non-confidence.

5.7 Ceasing to Hold Office

In addition to the circumstances outlined in 4.5, a Director shall cease to hold office or may be removed from office in any of the following events:

- (a) He or she ceases to be a member of the Organization;
- (b) He or she delivers a written resignation to the Chair of the Board;
- (c) He or she dies;
- (d) He or she ceases to be qualified pursuant to section 5.1.

6 BOARD MEETINGS

6.1 Meetings of the Board

The Chair of the Board shall preside at all meetings of the Board, enforce order and observance of the By-law(s) and governance policies, sign all necessary documents, and have general supervision over the work of the Board. In addition, Board meetings shall be conducted as follows;

- (a) During the absence or inability of the Chair, the Vice Chair shall exercise those duties and functions.
- (b) In the event that both the Chair and the Vice Chair are absent at a meeting, the Chair will either appoint an attending member to preside or declare a briefing meeting with no voting.
- (c) A quorum for a meeting of the Board shall be fifty percent (50%) of the Directors represented, with vacant positions not counted in quorum, and documented as such.
- (d) No formal notice of any meeting shall be necessary if all the elected Directors are present or if those absent have indicated their consent to the meeting being held in their absence.

- (e) All motions shall pass by a simple majority. In the case of a tie, the Chair, who normally abstains from voting, shall cast the deciding vote.
- (f) A declaration by the Chair that a resolution has been carried, and an entry to that effect in the minutes, shall be admissible in evidence as prima facie proof of the fact, without requiring proof of the number or proportion of the votes recorded in favour or against any resolution.
- (g) Board members may participate in meetings by teleconference and/or electronic means of communication. If any resolution is required prior to the next meeting, an electronic vote via email is acceptable to achieve quorum.

6.2 Participation in Open Meetings

Non-Directors may attend Board meetings as observers, but may not participate in the meeting discussions, unless explicitly invited to do so.

6.3 Presentations to the Board

Presentations to the Board will be permitted upon invitation by a member of the Board or the Executive Director and with consent of the Executive of the Board.

7 STANDING COMMITTEES

Board structure shall include the Standing Committees set forth below. The Chairperson of each Standing Committee shall be elected by the Directors from amongst their number at the first (1st) Board meeting following the Annual General Meeting. Members of each Standing Committee will be elected at the second (2nd) Board meeting following the Annual General Meeting.

A. EXECUTIVE COMMITTEE OF THE BOARD

1. The Chair of the Board is the Chair of the Executive Committee.
2. The Executive of the Board shall be composed of:
 - a. Chair
 - b. Vice Chair
 - c. Treasurer
 - d. Secretary
 - e. Executive Director
3. Authority & Responsibility:
 - (a) To exercise all powers of the Board during intervals between Board Meetings save and except for those powers listed at section 7.6 hereof.
 - (b) To report all actions to the Board at its next meeting and shall be subject to revision or alteration by the Board; provided that no acts or rights or third parties shall be affected or invalidated by any such revision or alteration.

B. FINANCE COMMITTEE

The Chairperson of the Finance Committee shall be the Treasurer, elected by the Directors from amongst their number at the first (1st) Board meeting following the Annual General Meeting.

1. Membership: The Finance Committee shall be composed of the Chairperson (Treasurer), and a maximum of three (3) other Board Directors. If needed, the Chairperson may appoint up to two (2) additional community members, having experience in the field of finance, to attend as necessary to assist in conducting the work of the Finance Committee.
2. Authority & Responsibility:
 - (a) To advise the Board on all matters relating to the financial aspects of the Organization's operation;
 - (b) To monitor and oversee budgetary development and recommend approval of the budget by the full Board;
 - (c) To make recommendations to the membership for selection of the Auditor; and;
 - (d) Ensure, a written report of Finance Committee activities for the past year, and a certified accounting of funds used within its jurisdiction, and allocated to it for said activities is prepared for the Annual General Meeting each year.
3. Meetings: A minimum of three (3) meetings per year will be held to monitor and oversee all aspects of budgetary development.

8. AD HOC COMMITTEES

The Board may establish Ad Hoc committees by resolution, and under the following conditions:

1. Membership: The Chairperson of any Ad Hoc committee shall be a Director appointed by and from the Board. The Chairperson of each committee shall enlist members as required for effective function of the committee.
2. Authority & Responsibility: At the time of the creation of any such committee, the Board of Directors shall specify the following:
 - a. Its function or purpose;
 - b. Its limitations, such as whether its decisions are subject to approval of the Board of Directors.
 - c. Its composition;
 - d. When and how often it shall meet;

- e. The term of the committee, including the record of date of formation and dissolution.

9. PROTECTION OF DIRECTORS

No Director of the Organization shall be liable for the acts, receipts, neglects, or defaults of another Director or employee or for joining in any receipt or other act of conformity, or for any loss, damage or expense happening to the Organization through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Organization, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Organization shall be invested, or for the loss or damage arising from the bankruptcy insolvency or tortuous act of any person with whom any of the monies, securities or effects of the Organization shall be deposited, or for any loss occasioned by any error of judgment or oversight on his or her part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his or her office or in relation thereto unless the same are occasioned by his or her own willful neglect or default; provided that nothing herein shall relieve any Director from the duty to comply with the provisions of any applicable legislation, or from the liability for any breach thereof.

10. INDEMNITY OF DIRECTORS

Except in the case where a release or indemnity is contrary to law, every Director of the Organization, every former Director of the Organization or a person who acts or acted at the Organization's request as a Director of a body corporate of which the Organization is or was a member, shareholder or creditor, and his or her heirs and legal representatives shall from time to time, be indemnified and saved harmless by the Organization from and against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him 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 of such Organization or body corporate if:

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

11. FINANCIAL MATTERS

The execution of financial instruments shall be conducted in accordance with current legislation and any processes mandated by funding bodies. In addition, the following articles apply:

11.1 Auditor: "The Corporation shall, at each Annual General Meeting, appoint a licensed Auditor who prepares an Audited Financial Statement according to Generally Accepted Accounting Principles for presentation to the Membership at the next Annual General Meeting of the Corporation. The Auditor shall be required to provide a Management Letter to the Board on an annual basis and to complete a written Engagement Letter for services to be provided."

11.2 Fiscal Year: The fiscal year of the Organization ends on the last day in March, unless the Board changes it by resolution.

11.3 Books & Records: Board Directors shall see that all necessary books and records of the Organization required by the By-law(s) or by any applicable statute or law are regularly and properly kept.

11.4 Borrowing: The Board of Directors may from time to time:

- (a) Borrow money upon the credit of the Organization;
- (b) Limit or increase the amount to be borrowed, upon approval of the Executive and Financial Committees of the Board, and approval of Board Motion by all Directors of the Board;
- (c) The borrowing power of the Organization pursuant to any By-Law passed and confirmed in accordance with NNPCN incorporating legislation shall be limited to borrowing money for current operation expenses, provided that the borrowing power of the Organization is limited to a reasonable sum that can be covered by annual donations and fundraising revenues.

11.5 Signing Authority: All cheques, drafts or orders for the payment of money and all notes, acceptances and bills of exchange shall be signed as prescribed by the Board in this By-Law, and as per related Governance and Operational Policies and Procedures. Documents requiring execution shall be signed on behalf of the Organization by the Treasurer and the Chair, with the permission of the Board. The Executive of the Board shall appoint signatories, who shall comply with all the requirements of the financial institution. There will be a minimum of two officially designated signatories to any financial operation undertaken by NNPCN.

11.6 Conflict of interest

- (a) Every Director is in a fiduciary relation with the Organization and is under an obligation to act in the utmost good faith towards the Organization in his or her dealings with it or on its behalf. No Director shall place himself or herself in a position where there is a conflict between his or her duties as a Director and his or her other interests.
- (b) Every Director who is in any way directly or indirectly interested in an existing or proposed contract, transaction or arrangement with the Organization or who otherwise has a conflict of interest, shall declare his or her interest fully at a Board meeting and shall not attend any part of a meeting of the Directors during which the contract or transaction is discussed and shall not vote on any resolution to approve the contract or transaction on which he or she has declared a conflict.
- (c) Every disclosure of conflict of interest shall be recorded in the minutes of the Board meeting.

12. AMENDMENTS

Subject to the requirements of any applicable legislation these By-law(s) may be enacted, repealed, amended, added to or re-enacted by a resolution of the Board, shall be effective only until the next annual meeting of the members unless confirmed at said annual meeting provided that notice of such amendment has been circulated to the members at least fourteen (14) days prior to the meeting.

13. INTERPRETATION

This By-Law shall be interpreted in accordance with the following, unless the context otherwise specifies or requires:

- (a) Words importing the singular number include the plural and vice versa; words importing the masculine gender include the feminine and vice versa; and words importing persons include individuals, corporations, partnerships, trusts and unincorporated organizations.
- (b) The headings used in this By-Law are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.
- (c) Any references herein to any law, by-law, rule, regulation, order or act of any government, governmental body or other regulatory body shall be construed as a reference thereto as amended or re-enacted from time to time or as a reference to any successor thereto.

14. RECORD OF BY- LAW APPROVAL

PASSED by the Board and sealed with the corporate seal this ____ day of _____ 2017.

President

Vice President

CONFIRMED by the Members, this ____ day of _____ 2017.

President

Vice President