

Bylaw Number 1 of the Amherst Island Community Café

Preamble

Whereas it is deemed expedient that all bylaws currently in force of the Amherst Island Community Café be revoked and that its affairs be regulated by this Bylaw Number 1.

Article 1 – Name and Objects

Name (*)

1.1 The name of the organization shall be the “Amherst Island Community Café” hence forth also known colloquially as the ‘Back Kitchen’.

Objects (*)

1.2 The aims and objectives of the Corporation are:

- a. to operate a café on Amherst Island;
- b. to operate other, similar food preparation and food service functions for the community of Amherst Island; and
- c. to support community projects and events on Amherst Island.

Structure (*)

1.3 The Corporation shall be operated as a Not-for-Profit without share capital organization.

Article 2 – Interpretation

Definitions

2.1 In this bylaw:

- a. “Act” means the Canada Not-for-Profit Corporations Act c. 2009 including any Regulations made pursuant to the Act or any substituted or amended legislation;
- b. “Board” means the Board of Directors of the Corporation;
- c. “Board Document” means the document for Directors, maintained by the Board Chair, containing the policies, procedures and practices of the Board including details on committees;
- d. “Director” means a member of the Board;
- e. “Member” means an individual who has been accepted as a member of the Corporation in accordance with these bylaws.

Extended Meanings

2.2 Unless the context requires otherwise, words importing the singular number include the plural and vice versa; words importing gender include all genders; and the word ‘written’ and equivalent terms include facsimile and any other recorded means of communication including email.

Computation of Days

2.3 In computing the date when a specified number of days’ notice must be given, the date of the notice shall be excluded and the date of the event shall be included.

Fundamental Changes

2.4 All Sections of this bylaw which have been asterisked (*) are referred to in the Act as Fundamental Changes and would require a special resolution in order to be changed.

Article 3 - Membership

Membership (*)

3.1 There shall be one class of membership in the Corporation. Membership in the Corporation shall be open to individuals who have attained the age of 15 years or greater and are residents of Amherst Island, either seasonal or permanent. Qualified individuals must be interested in furthering the Corporation's purposes and have applied for and been accepted as Members by resolution of the Board or in such other manner as the Board may proscribe. Membership is conferred annually and is not transferable.

Member Rights (*)

3.2 Each Member shall be entitled to receive notice of, attend and vote at all meetings of Members of the Corporation. Each Member shall be provided with an electronic copy of the annual financial statements of the Corporation or a summary of the information contained within the financial statements. The Member may request a hard copy of the financial statements. Members also have the right to be nominated and elected, if qualified, as a Director of the Corporation and may be appointed to a committee by the Board.

Member Dues

3.3 The membership fee, if one is to exist, shall be established annually by the Board and shall not exceed \$25Cdn annually.

Termination of Membership

3.4 Membership in the Corporation ceases upon the earliest of:

- a. the death of the Member;
- b. the resignation of the Member;
- c. the expiry of the membership of the Member however a Member continues to have the right to receive notices, attend and vote at the Annual General Meeting for the year in which they were a Member even if they are no longer a Member;
- d. the membership of the Member is cancelled by the Board; or
- e. the Corporation is dissolved.

3.5 The Board may in its sole discretion remove a Member and cancel the membership of that individual when it believes that the individual is not qualified to be a Member or no longer supports the purposes of the Corporation or has otherwise become a burden to the Corporation due to their actions and behaviours. The Member must be notified in advance of the intent to pass a motion at the Board to cancel their membership and the Member has the right to address the Board, if they so desire, to state why their membership should not be cancelled prior to the vote on the resolution being taken.

Effect of Termination of Membership

3.6 Upon termination of membership the rights of the Member as defined in these bylaws automatically cease to exist notwithstanding their rights to receive notice, attend and vote at the next Annual General Meeting if they ceased to be a Member solely due to the expiration of the membership.

Article 4 – Meetings of Members

Notice of Meeting (*)

- 4.1 Notice of the time and place of a meeting of Members shall be given to each Member entitled to attend and vote at the meeting by the following means:
- a. by mail, courier or personal delivery to each Member during the period twenty-one (21) to sixty (60) days prior to the meeting; or
 - b. by telephonic, electronic or other communications facility to each Member during a period of twenty-one (21) to thirty-five (35) days prior to the meeting.

The accidental omission to give notice to any Member, Director, Officer or other individual, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with these bylaws or any error in the notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or was otherwise founded on such notice.

Location

- 4.2 All meetings of Members shall be held on Amherst Island at a location determined by the Board.

Attendance at Members' Meetings

4.3 The only persons entitled to be present at a meeting of Members shall be those entitled to vote at the meeting. Also in attendance at the Annual General Meetings shall be the auditors. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the Members.

Quorum (*)

4.4 The quorum at a meeting of Members shall be the greater of ten (10) or twice the number of Directors authorized to sit on the Board.

4.5 If quorum is present at the opening of a meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting. All resolutions passed during the meeting are deemed to have had sufficient quorum.

Chair

4.6 The Chair of the Corporation shall chair any meeting of Members. If the Chair is absent, unable or unwilling to chair the meeting then the Vice-Chair shall chair the meeting. If both are absent, unable or unwilling to chair the meeting then the Members in attendance shall elect a chair from those present.

Annual General Meeting

4.7 The Annual General Meeting of the Corporation shall be held within ninety (90) days of the financial year end.

- 4.8 Business to be transacted at the Annual General Meeting shall normally include:
- a. The Chair, on behalf of the Board, shall present a report of the activities and accomplishments of the Corporations since the last Annual General Meeting;
 - b. The Treasurer shall report on the finances of the Corporation for the previous fiscal year including a financial statement certified by the auditors and their reporting letter;
 - c. The Members shall elect the Directors;
 - d. The Members shall elect the auditors for the coming year;

- e. The Members shall consider, and pass if desired, other motions and proposals properly brought forward to the meeting;
- f. The Members shall consider and pass if desired any motion to amend the bylaws or articles; (Such amendment or revision will only take effect upon the conclusion of the meeting or such later date as may be specified in the motion)
- g. The Members shall pass a Corporate Motion removing the liability of the Directors and Officers for their actions in the previous year. The motion shall be "That all acts including the proceedings, appointments, elections and payments enacted, made, done and taken by the Directors and Officers of the Amherst Island Community Café be approved, ratified and confirmed.";
- h. The transaction of any other business that may properly come before the meeting.

Voting

4.9 At any meeting of Members every question, except special resolutions, shall be determined by the majority of the votes cast on the question. Voting will be by show of hands unless a request has been made or the chair determines to hold the vote by ballot. The chair does not have a second or casting vote.

4.10 Special resolutions, including those specified in the Act as Fundamental Changes, require a 2/3 majority of votes to pass.

Proxies (*)

4.11 Proxies are permitted at meetings of Members.

Special Meeting

4.12 A Special Meeting of Members may be called by the Board at any time. Notice shall be provided as per Section 4.1 above.

4.13 The Board must call a Special Meeting of Members on the written requisition of not less than 5% of the membership. The requisition must state the business to be transacted and only that business may be transacted at the meeting. If the Board fails to call a meeting within twenty-one (21) days of the requisition then any Member signing the requisition may call the meeting.

Electronic Means

4.14 Use of electronic means to participate in or hold a meeting of Members is not permitted.

Article 5 – Directors

Number of Directors (*)

5.1 The Board of Directors shall consist of not fewer than three (3) and not more than ten (10) Directors.

5.2 Each year, at least sixty (60) days prior to the Annual General Meeting, the Board shall establish the number of Directors within these limits that shall comprise the Board for the coming year. If during the year the Board determines that it is in the best interests of the Corporation to increase or decrease the size of the Board they may do so however if decreasing the size of the Board there must already be a vacant position(s) to account for the reduced number. If the Board is increasing the size of the Board they may fill that created vacancy as they would any other vacancy on the Board that occurs mid-term.

Term of Office

5.3 Directors shall be elected for a term of two (2) years and shall serve until the second next Annual General Meeting. A Director's term of office ceases upon the earliest of:

- a. the death of the Director;
- b. the resignation of the Director (the effective date being the day specified in the letter of resignation or the date of receipt of the notification by the Chair or Secretary if no date is specified); or
- c. the removal of the Director.

5.4 Directors are eligible for re-election once and may serve a term of up to four (4) continuous years. Directors having served a four year term must step down from the Board for a minimum of one year before again being eligible for election or appointment to the Board.

Election of Directors

5.5 Each year at the Annual General Meeting the Members shall elect the Directors for the coming year. Approximately one-half of the positions should be voted upon each year. The Members will also be voting for any vacant positions which the Board filled during the year.

5.6 At least sixty (60) days prior to the Annual General Meeting the Members shall be advised of the number of Director positions that are to be elected at the Annual General Meeting and nominations shall be solicited from those individuals qualified and interested in serving as a Director. Nominations should be received not later than thirty (30) days prior to the Annual General Meeting. The received nominations are then vetted to confirm that the individuals are qualified to serve and a ballot is prepared listing all the qualified nominees. Nominations may not be made from the floor at the Annual General Meeting. No election is required when there are an equal or fewer number of nominees for the positions to be elected; in that instance the Chair shall declare the nominees acclaimed.

Vacancies on the Board

5.7 In the event of a vacancy occurring on the Board due to the death, resignation or removal of a Director, the remaining Directors shall have the power to appoint any Member, subject to the exclusion below, to fill such vacancy until the next Annual General Meeting, such time shall not be counted towards the four year maximum period of continuous service permitted by a Director. If more than three (3) vacancies occur at the same time or if quorum on the Board is lost then the Board must call a Special Meeting of Members to fill the vacancies. A Member who was appointed by the Board as a Director in the immediately previous year to fill a vacancy on the Board but was not elected by the membership as a Director at the subsequent Annual General Meeting may not be appointed by the Board as a Director until after the conclusion of the next Annual General Meeting. A Member who has served four (4) continuous years as a Director is ineligible to be appointed as a Director by the Board to fill a vacancy in the year immediately following their stepping down from the Board.

Removal of a Director

5.8 The Directors may, by a resolution passed by at least two-thirds of the votes cast at a Board Meeting of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of his or her term should it be established by evidence that the Director being removed has not complied with the Conflict of Interest (Article 9) provisions of this bylaw or is not qualified to be a Director in accordance with the Act or these bylaws.

5.9 The Members may, by resolution passed by at least two-thirds of the votes cast at a Special Meeting of Members of which notice specifying the intention to pass such resolution has been given, remove any Director before the normal expiration of his or her term of office and may, by a majority of votes cast at the meeting elect any qualified Member in his or her stead for the remainder of his or her term.

Qualifications of a Director

- 5.10 To be a Director of the Corporation an individual:
- a. Must be a Member;
 - b. Must be 18 year of age or older;
 - c. Must be mentally competent; and
 - d. Must not be an undischarged bankrupt.

The Board may also identify other attributes in terms of skills and knowledge that are needed on the Board at any given time. These attributes will change as the individuals on the Board change.

Powers of the Board

- 5.11 In addition to other specific duties and powers assigned elsewhere in these bylaws, the Board shall:
- a. Be responsible for the overall management of the affairs of the Corporation between Annual General Meetings;
 - b. Ensure the activities of the Corporation align with its stated objects;
 - c. Put into effect policies and plans approved by the membership;
 - d. Approve membership applications and remove membership when deemed necessary; and
 - e. Authorize expenditures and manage the funds of the Corporation.

Article 6 – Meetings of the Board of Directors

Calling and Notice of Meeting

6.1 The Chair, or the Vice-chair or any two (2) Directors may call a meeting of the Board at any time.

6.2 Notice of the meeting, stating place and time, shall be given to all Directors at least five (5) days prior to the meeting. Notice is not required when all Directors are present and none object to the meeting, or those absent have waived notice or otherwise signified their consent to the holding of the meeting. Notice is considered to have been given if an established schedule of Board meetings is distributed to the Directors at the beginning of the year.

Location

6.3 All meetings of the Board shall be held on Amherst Island at a location agreed to by the Board.

Quorum

6.4 The quorum for all Board meetings shall be the majority of the number of established Director positions, being the current number of Directors plus any vacant Director positions.

Chair

6.5 Meetings of the Board shall be chaired by the Chair or if absent, unable or unwilling to act, the Vice Chair if one has been elected. If both are absent, unable or unwilling to act then the Directors present shall select an individual from amongst the Directors present who shall act as chair of the meeting.

Voting

6.6 All questions shall be decided by a majority of votes. The chair of the meeting shall not have a second or casting vote.

Proxies

6.7 Proxies are not permitted at Board meetings.

Electronic Means

6.8 Directors, if all individuals present or participating consent, may participate at a Board meeting by means of such telephone or other communications facility as permit all individuals participating to communicate with and to hear each other. An individual participating by such means is deemed to be present at the meeting.

Committees

6.9 The Board may, from time to time, establish any committee or other advisory body as it determines necessary or advisable. The Board will establish the terms of reference for the committee but the committee may determine its own procedures unless advised otherwise in its terms of reference. The Board will appoint the members of the committee (who may be Members, Directors, others or a combination of all three) and may designate the chair. The Board may change or amend the terms of reference, composition or membership of a committee at any time. The Board may delegate some of its powers to the committee as it sees fit subject to restrictions in the Act.

6.10 The Standing Committees of the Board are:

- a. Operations Committee;
- b. Nominating & Membership Committee; and
- c. Volunteer Coordination Committee.

Terms of reference, composition, chairmanship, meeting frequency and other details are outlined in the Board Document.

First Meeting of the Board

6.11 The Directors, including those newly elected, may meet immediately following the Annual General Meeting without notice to conduct the business of the Board. The agenda should include:

- a. Election of Officers;
- b. Assigning of Director roles including committee appointments;
- c. Setting or confirming the annual membership fee, if any;
- d. Confirming the banking institution of the Corporation; and
- e. Designating the signing officers for the Corporation.

Article 7 - Officers and their Duties

Appointment of Officers

7.1 At the first meeting of the Board following the Annual General Meeting the Directors shall elect or appoint the following Officers:

- a. Chair;
- b. Vice-Chair (if desired);
- c. Operations Lead;
- d. Business Development Lead;
- e. Treasurer; and

- f. Secretary;

Except for the Chair and Vice-Chair, if one is appointed, Officers need not be Directors of the Corporation but must be Members. Excepting occupying concurrently the Chair and Vice-Chair roles, two or more offices may be held by the same person.

Term of Office

- 7.2 Officers serve at the pleasure of the Board and shall serve until (the earliest of):
- a. the conclusion of the next Annual General Meeting; or
 - b. until replaced by the Board; or
 - c. the Officer resigns; or
 - d. the death of the Officer; or
 - e. in the case of the Chair or Vice-Chair, the individual ceases to be a Director.

Duties of the Officers

- 7.3 The Chair shall:
- a. when present, chair all meetings of the Board or of the Members;
 - b. represent and promote the organization;
 - c. be the primary spokesperson of the organization;
 - d. report to each Annual General Meeting concerning the activities of the organization and the Board and its various committees;
 - e. be an ex-officio, non-voting member of all standing and ad hoc committees of the Board;
 - f. prepare, with the Secretary, the agendas for all Board meetings and meetings of Members;
 - g. mentor and coach other Directors and ensure the Board works as a team;
 - h. maintain the Board Document, ensuring all newly elected Directors receive a copy and that all Directors receive updates when required.

The Board may assign additional duties to the Chair as they see fit.

7.4 The Vice-Chair, if appointed, shall, if present, chair any meeting of the Board or of the Members if the Chair is absent, unable or unwilling to act. The Vice-Chair shall understudy the Chair and assume any of the duties of the Chair as they may both determine. The Vice-Chair should be selected on the premise that they will be the next Chair. The Board may assign other additional duties as they see fit.

7.5 The Operations Lead shall be broadly responsible for implementing the plans and policies of the Board within the scope of their role. The Operations Lead reports to the Board and has general supervision over the day-to-day affairs of the Corporation including human resources, menu and services, and building and grounds. Staff (employees and volunteers) of the Corporation report through to the Operations Lead who shall report any matters to the Board if required. The Operations Lead shall be responsible to the Board for taking any actions as considered necessary to ensure compliance with any statutory or regulatory requirement in the day-to-day operation of the Corporation.

7.6 The Business Development Lead shall be broadly responsible for implementing the plans and policies of the Board within the scope of their role. The Business Development Lead reports to the Board and has general supervision over the marketing, fund raising and volunteer relations functions of the Corporation. The Business Development Lead works with the Operations Lead in managing the volunteers and ensures the resolution of any volunteer related issue. The Business Development Lead will be prime in the recruitment, retention and recognition of all volunteers.

7.7 The Treasurer shall be responsible for the financial matters of the Corporation including accounting for all revenues and expenses, filing of any statutory documents and returns of a financial nature, maintaining the books of the Corporation and reporting the same to the Members. The Board may assign additional duties as it sees fit.

7.8 The Secretary shall attend and be the secretary of all meetings of the Board, of the Members and of any committees established by the Board. The Secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the Secretary shall give or cause to be given any required notices; the Secretary shall maintain the list of Members of the Corporation; the Secretary shall file or cause to be filed any statutory or other documents except financial documents; the Secretary shall maintain and be the custodian of the Corporation's books, records, documents and other instruments. The Board may assign additional duties as it sees fit.

Article 8 - Indemnification of Directors, Officers and Others

8.1 The Corporation shall indemnify and save harmless the Directors, their heirs, executors and administrators, and estates from and against:

- a. All costs, charges and expenses whatsoever that he/she sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him/her, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him/her in the execution of the duties of his/her office except costs, charges and expenses as are occasioned by his/her own willful neglect, default or dishonesty; and
- b. All other costs that he/she sustains or incurs in or about or arising from or in relation to the affairs of the Corporation except costs, charges or expenses thereof as are occasioned by his/her own willful neglect, default or dishonesty.

8.2 The Corporation agrees to indemnify and save harmless the Directors for all actions undertaken by them in good faith on behalf of the Corporation, claims, suits or proceedings brought against them, provided that no Directors shall be indemnified by the Corporation in respect to any liability, costs charges or expenses that he/she sustains or incurs as a result of his/her own fraud, dishonesty, willful neglect or willful default.

8.3 The Directors for the time being shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Corporation, except as shall have been submitted to and authorized or approved by the Board of Directors.

8.4 No Director shall be liable for the acts, receipts, neglects or defaults of any other Director resulting in a loss, expenditure or any other damage to the Corporation and its assets unless the same shall happen by or through his or her own wrongful and willful act or through his or her wrongful and willful neglect or default.

Article 9 - Conflict of Interest

9.1 When a Director or Officer of the Corporation has a financial interest, direct or indirect, in any matter in which the Corporation is concerned, they shall disclose their interest and shall not take part in the consideration or discussion of, or vote on any question with respect to the matter and shall withdraw

from the meeting when the matter is being discussed if requested to do so by the chair of the meeting or by a majority of the Members present at the meeting.

Article 10 - Banking and Related Financial Matters

Financial Year

10.1 The financial year end of the Corporation shall be December 31st in each year.

Banking Arrangements

10.2 The banking business of the Corporation shall be transacted at such bank, trust company or other institution as the Board may designate and authorize. Any banking transaction shall be conducted only by an Officer or Officers of the Corporation or such other persons as authorized by the Board.

Borrowing Powers

10.3 The Directors of the Corporation may, without further authorization from the Members:

- a. borrow money on the credit of the Corporation;
- b. issue, re-issue sell, pledge, or hypothecate debt obligations of the Corporation;
- c. give a guarantee on behalf of the Corporation; and
- d. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation.

Sale of Land

10.4 The Board may not sell any acquired land or buildings without the concurrence of the Members. The Members need not approve the specific terms and conditions of the sale of these assets but they must approve a resolution stating consent to the principle of the sale.

Appointment of the Auditor

10.5 At the Annual General Meeting the Members shall appoint the auditors for the year. Subject to the Act, the Members may appoint the auditors from within the membership or they may appoint a public auditing firm.

Remuneration

10.6 Directors and Officers shall serve as such without remuneration. No Director or Officer shall directly or indirectly receive any profit from their occupying of the position as such. A Director, Officer or Member may be reimbursed for reasonable expenses incurred on behalf of the Corporation in the performance of their duties.

Article 11 – Administration

Corporate Seal

11.1 The Corporation may have a corporate seal in the form approved from time to time by the Board of Directors. If a corporate seal has been approved, the Secretary shall be the custodian of the corporate seal.

Execution of Documents

11.2 Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation shall be signed by two (2) of its Directors or Officers as authorized by the Board of Directors. In addition the Board may from time to time direct the manner in which and the

person or persons by whom a particular document or type of documents shall be executed. Any person authorized to sign a document may affix the corporate seal, if it exists, to the document. Any signing officer may certify a copy of any instrument, resolution, bylaw or other document of the Corporation to be a true copy thereof.

Head Office

11.3 The head office of the Corporation shall be located in Stella, Ontario and at a place therein determined from time to time by the Board of Directors.

Article 12 – Dissolution (*)

12.1 In the event that the Corporation is to be dissolved:

- a. Any food inventory remaining upon dissolution will be used to host a final meal at the café for members of the Amherst Island community; and
- b. Any other property remaining upon dissolution will be sold and applied against any debt or liability that the organization may have incurred.

12.2 After the payment of all debts and liabilities, any remaining surplus shall be distributed to one or more other organizations for community projects on Amherst Island as determined by the Board.

Article 13 - Changes to the Bylaw

13.1 Proposals for any changes to the bylaws shall be forwarded to the Secretary at least sixty (60) days prior to the Annual General Meeting or such other meeting of Members where it will be considered. The Board shall consider the proposed changes and if in agreement shall recommend them to the membership for approval at the next available meeting of Members. If not in agreement the Board shall advise the Member making the proposal of their decision not to endorse the proposed change and the rationale for the decision. If the proposer was a committee of the Board then the proposal is to be sent back to the committee for further work. Only a proposal which is endorsed by the Board may be put before the membership for ratification. A proposal which is not endorsed may be placed before the membership for further discussion and the membership may, by motion, direct the Board to accept the proposal in principle subject to specific wording being developed for the bylaw to enact the proposal. The membership may also establish a timeframe for the Board to bring a revised bylaw back to the membership for ratification and implementation.

13.2 The specifics of the endorsed proposal shall be communicated to the membership at least seven (7) days in advance of the meeting where it shall be considered. The original notice of meeting as set out in Section 4.1 should indicate that a bylaw change is to be proposed at the meeting of Members but need not provide the detailed specifics at that time.

13.3 The revised bylaw, when passed by the membership, shall take effect only at the end of the meeting of Members or at such other later time as may be stated in the motion.

Article 14 – Adoption

14.1 This bylaw, adopted at an Annual General Meeting or Special Meeting of Members of the Amherst Island Community Café, shall become effective as of the date below and shall remain in force until amended or repealed.

14.2 Effective Date: March 8th, 2020

Chair

Secretary