

## **NORTH BAY FOOD BANK Inc.**

Amended 2024-10-29

### Definitions:

In this by-law, unless the context otherwise requires:

- a. "*Act*" means the *Not-for-Profit Corporations Act, 2010* (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- b. "Board" means the board of directors of the Corporation;
- c. "By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force;
- d. "Chairperson" means the Chairperson of the Board;
- e. "Corporation" means the corporation that has passed these by-laws under the *Act* or that is deemed to have passed these by-laws under the *Act*;
- f. "Director" means an individual occupying the position of director of the Corporation by whatever name he or she is called;
- g. "Member" means a member of the Corporation;
- h. "Members" means the collective membership of the Corporation;
- i. "Officer" means an officer of the Corporation;
- j. "President" means the President of the Board;
- k. "Secretary" means the Secretary of the Board;
- l. "Treasurer" means the Treasurer of the Board;
- m. "Vice-Chairperson" means the Vice-Chairperson of the Board.

### Interpretation:

Other than as specified in the definitions above, all terms contained in this by-law that are defined in the *Act* shall have the meanings given to such terms in the *Act*. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

### Severability and Precedence:

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the *Act*, the provisions contained in the Articles or the *Act*, as the case may be, shall prevail.

### **Our Mission:**

To work within our community to gather and distribute nutritious food to those in need and to contribute to public awareness of the conditions that lead to food insecurity.

**Our Values:**

Our commitment is to serve our clients with courtesy and respect.

We believe the best way to address food insecurity is in collaboration with others.

Volunteerism is our strength and primary resource.

We are accountable to our community for the service that we deliver.

We are responsible and transparent stewards of the resources entrusted to us by our community.

## **By-Law No. 1**

A by-law relating generally to the transactions of the affairs of the North Bay Food Bank.

Be it enacted as a by-law of the North Bay Food Bank as follows:

### **HEAD OFFICE**

1. The Head Office of the North Bay Food Bank shall be in the City of North Bay, in the Province of Ontario, and at such place therein as the directors may from time to time determine.

### **SEAL**

2. The Seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the North Bay Food Bank.

### **MEMBERSHIP**

3. Membership in the North Bay Food Bank is available, at no financial cost, to individuals who have reached the age of majority and who reside in North Bay or area. Membership is on an annual basis and each new member shall be informed by the Secretary of that person's admission as a member. Each member shall be entitled to one vote on each question arising at any special or general meeting of the members.

Membership in the Corporation is not transferable and automatically terminates if the Member resigns or such membership is otherwise terminated in accordance with the *Act*.

### ***Disciplinary Act or Termination of Membership for Cause***

- a. Upon 15 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 or By-laws.
- 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 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

### **BOARD OF DIRECTORS**

4. The property and business of the North Bay Food Bank shall be managed by the Board of Directors consisting of a minimum of five (5) and up to a maximum of eleven (11) members who at the time of their election or within 10 days thereafter and throughout their term of office shall be members of the Board. In elections new candidates for the office of Director or Directors seeking re-election shall seek election for a 2 year term.

The office of a Director shall be vacated immediately:

- a. if the Director resigns office by written notice to the secretary, which resignation shall be effective at the time it is received by the secretary or at the time specified in the notice, whichever is later;
- b. if the Director dies or becomes bankrupt;
- c. if the Director is found to be incapable of managing property by a court or under Ontario law; or
- d. if, at a meeting of the Members, a resolution is passed by at least a majority of the votes cast by the Members removing the Director before the expiration of the Director's term of office.

A vacancy or vacancies on the Board of Directors may, so long as a quorum of Directors remain in office, be filled by the Directors by appointment if they shall feel fit to do so. Otherwise, such vacancies shall be filled at the next Annual General Meeting of the members. If there is not a quorum of Directors remaining in office, the remaining Directors shall forthwith call a meeting of members of the Food Bank to fill the vacancies.

The Directors shall serve without remuneration and no Director shall directly or indirectly, profit from that position. However a Director may be paid reasonable expenses incurred in the performance of that office.

#### **POWERS OF THE BOARD OF DIRECTORS**

5. At all meetings of the Directors or at meetings of the members called by the Directors the rules of procedure shall be governed by Robert's Rules of Order, Newly Revised.

All regular meetings and special meetings of the Board shall be called by the Chairperson or such person acting in this position and shall be held at such place in the City of North Bay as designated by the Board from time to time. The quorum of Directors required to conduct the business of the North Bay Food Bank shall be fifty (50) percent plus one of the elected board members.

All notices of meetings along with the proposed meeting agendas shall be sent to each Director by electronic means or by telephone no less than seven (7) days prior to the proposed meeting.

Questions arising at a meeting of the Directors shall be decided by a majority of votes. Each Director has the right to cast one vote on any motion. Proxy votes shall not be allowed. In the event of a tie vote the motion is defeated. All votes shall be taken by ballot if so demanded by any Director present. If no demand is made the vote shall be taken by a show of hands.

Any Director may ask that a recorded vote be taken on any motion and the vote of each Director shall be recorded in the minutes.

If all of the Directors of the Corporation consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permits

all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

### **POWERS OF THE BOARD OF DIRECTORS**

6. The Directors of the Board shall administer the affairs of the Board in all things and make or cause to be made for the Board, in its name, any kind of contract which the Board may lawfully enter into and may exercise all such other powers and do all such other acts and things as the Board is by its charter or otherwise authorized to exercise or do.

Without in any way detracting from the foregoing, the Directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, moveable or immovable, real or personal, or any right or interest therein owned by The Board, for such consideration and upon such terms and conditions as they may deem advisable.

### **OFFICERS OF THE BOARD**

7. There shall be a Chairperson, a Vice Chair, a Treasurer and a Secretary and such other officers as the Board of Directors may determine from time to time. The officers of the Board shall be elected by the Directors from their number at the first Board meeting immediately after the annual election of such Board of Directors. If a vacancy occurs among the officers prior to the next Annual General Meeting this vacancy shall be filled by Directors from their number on an interim basis.

### **THE CHAIRPERSON**

8. The Chairperson, or in the absence of the Chairperson, the Vice-Chair or such other person who may be appointed from time to time by the Directors, shall preside over all meetings of the members and of the Board of Directors. The Chairperson shall be the chief executive officer of and the chief spokesperson of the North Bay Food Bank and shall exercise general control and supervision over its affairs. The Chairperson shall have such other powers and duties as the Board of Directors may determine from time to time.

### **THE VICE CHAIR**

9. The Vice-Chairperson is responsible to the Board of Directors who is the legal authority for The North Bay Food Bank. The Vice-Chairperson acts in a position of leadership for the Board of Directors and the organization. The Board Vice-Chairperson shall: Act in the absence of the Chairperson. If the Vice-Chairperson is absent, the Board Members elect a chairperson for the meeting. Learn duties of the Chairperson and keep informed on key issues. Replace the Chairperson at various functions when requested to do so by the Chairperson or the Board. Work closely as consultant and advisor to the Chairperson. Act as a signing officer.

Prepare to serve a future term as Chairperson (optional). Chair at least one major committee. Be willing to act as a signing officer for cheques and other documents. Orient new Vice-Chairperson. Be responsible for representing the organization to the public and media when designated. Be familiar with the mandate, bylaws, and policies. Carry out other duties assigned by the Board

### **THE SECRETARY**

9. The Secretary shall attend all meetings of the Board of Directors and shall record or cause to be recorded all minutes of Board meetings and shall ensure that all Directors be given proper notice of these meetings and that they receive copies of all minutes of their meetings. The Secretary shall make available to the members the minutes of meetings of the members of the North Bay Food Bank. The Secretary shall ensure that all records of the North Bay Food Bank are properly kept including minutes of meetings and a record of all members and Directors of the Food Bank. The Secretary shall also ensure that all of the following are properly kept-all books, reports, certificates, or other documents required by law to be kept and filed by the North Bay Food Bank. The Secretary shall also inform individuals who have applied for membership in the Food Bank of their acceptance. The Secretary shall keep in safe custody the corporate seal of the North Bay Food Bank. The Secretary shall perform such other duties as may be required by the Board of Directors.

### **THE TREASURER**

10. The Treasurer shall have general charge of the finances of the North Bay Food Bank. The Treasurer shall keep full and accurate accounts of all receipts and disbursements and shall cause to be deposited all monies and other valuable effects of the Food Bank in the name and to the credit of the Food Bank in such banks or other depositories as the Board of Directors may from time to time designate by resolution. The Treasurer shall render to the Directors an account of the financial condition of the Food Bank and all of the transactions made by the Treasurer. As soon as possible after the close of each financial year the Treasurer shall make and submit to the Board of Directors a like report for such financial year. The Treasurer shall have charge and custody of and be responsible for keeping books of account required to be kept pursuant to the laws governing the North Bay Food Bank. The Treasurer shall assist and provide all information required to the external auditors in preparation of the year end audit of the financial statements. The Treasurer shall perform such other duties as may from time to time be determined by the Board of Directors.

### **OTHER OFFICERS**

11. The duties of all other officers of the North Bay Food Bank shall be such as the terms of their engagement called for by the Board of Directors.

### **12. PROTECTION OF DIRECTORS AND OFFICERS**

No Director, Officer or committee member of the Corporation is be liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

- a. complied with the *Act* and the Corporation's articles and By-laws; and

- b. exercised their powers and discharged their duties in accordance with the *Act*

### **EXECUTION OF DOCUMENTS**

- 14. Deeds, donations, documents, transfers, licences, contracts and other instruments requiring execution by the North Bay Food Bank shall be signed by any officer of the Board and the Secretary shall affix the seal of the North Bay Food Bank to such instrument as required. Notwithstanding any provisions to the contrary contained in the by-laws of the North Bay Food Bank, the Board of Directors may at any time by resolution direct the manner in which and the Director by whom any instrument, contract or obligations of the North Bay Food Bank may or shall be executed.

Contracts in the ordinary course of the North Bay Food Bank operations may be entered into with the approval of Board of Directors of the Food Bank by any officer or by any Director authorized by the Board. All contracts must be signed by the Chairperson and one other officer as appropriate.

The President, Secretary or Treasurer or any one of them or any Director from time to time authorized by the Board of Directors may transfer any and all shares, bonds or other securities from time to time standing in the name of the

North Bay Food Bank in its individual or any other capacity or as trustee or otherwise and may accept in the name of and on behalf of the Board transfers of shares, bonds, or other securities from time to time transferred to the Board, and may affix the corporate seal to any such transfers or acceptance of transfers and may make, execute and deliver under the corporate seal any and all instruments in writing necessary and proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation.

### **BOOKS AND RECORDS**

- 15. The Directors shall see that all necessary books and records of the Board required by the by-laws of the Board or by any applicable statute or law are regularly and properly kept, including proper books of account with respect to all sums of money received and expended by the North Bay Food Bank in the manners in respect of which receipts take place, all sales and purchase of securities and other property by North Bay Food Bank, the assets and liabilities of the North Bay Food Bank and all other financial transactions effecting the financial position of the North Bay Food Bank.

### **NOTICE**

- 16. Whenever ,under the provisions of the by-laws of the North Bay Food Bank, notice is required to be given, notice may be given personally or by e-mail to the last address provided by the member or by telephoning to the last telephone number provided by the member. Such efforts will constitute proper notice.

### **CHEQUES AND DRAFTS**

- 17. All cheques, bills of exchange or other orders for the payment of money or notes of other evidence of indebtedness issued in the name of the Board and in such manner as shall from time to time be determined by resolution of the Board of Directors that any 2 of the Chairperson, the Treasurer and 1 other officer of the Board may endorse notes and drafts for collection on account of the Board. through its bankers and endorse notes and cheques for deposit with the Board's bankers for the

credit of the Food bank or the same may be endorsed "for collection" or "for deposit" with the bankers of the Board by using the Board's rubber stamp for the purpose. The Treasurer shall arrange, settle, balance and certify all books and accounts between the Board and the Board's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

### **DEPOSITS**

18. The funds of the North Bay Food Bank may be deposited from time to time to the credit of the North Bay Food Bank with such bank or banks or trust company or trust companies or with such bankers as the Board of Directors may approve from time to time by resolution.

### **DEPOSIT OF SECURITIES FOR SAFEKEEPING**

19. The securities of the North Bay Food Bank shall be deposited for safekeeping with one or more banks, trust companies or other financial institutions selected by the Board of Directors by resolution. Any and all securities so deposited may be withdrawn from time to time only upon the written order of the Board of Directors signed by such officer or officers, agent or agents of the Board, and in such manner, as shall from time to time by resolution of the Board of Directors and such authority may be general or confined to specific instances. Any institution which may be so selected as custodian by the Board of Directors shall be fully protected in acting in accordance with the directions of the Board of Directors and shall be in no event liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

### **FINANCIAL YEAR**

20. The financial year of the North Bay Food Bank shall end on December 31 in each year.

### **BORROWING**

21. The Board of Directors of the North Bay Food Bank may, upon resolution, borrow money upon the credit of the Food Bank in such amounts and on such terms as may be deemed necessary, in order to fulfill its responsibilities, by obtaining loans or advances or by way of an overdraft or by assuming a mortgage.

### **AUDITORS**

22. The members shall, at each annual meeting, appoint an auditor to audit the accounts of the North Bay Food Bank to hold office until the next annual meeting. Remuneration of the auditor shall be fixed by the Board or Directors.

### **ANNUAL AND OTHER GENERAL MEETINGS OF MEMBERS**

23. The annual or any other general meetings of the members shall be held in North Bay at a place, day and time determined by the Board of Directors. Notice of an annual or any special general meeting of the members shall be given to the members at least 10 days prior to the meeting. Notice shall be given by e-mail, telephone or regular mail. Notice of a general meeting of members shall include the receipt of agenda and in the case of an Annual General Meeting, receipt of the minutes of the previous annual and subsequent special meetings, the agenda shall reference the presentation of the report from the Board of Directors, the financial statement, the report of the auditor and the election of Directors and any other items of business the Board wants to present to the members. Any member wishing to propose an addition or deletion to the agenda must inform the Secretary

of this request 5 days prior to the date of the meeting. The requested addition or deletion will require the support of 2/3 of the members present at the meeting.

Each member of the North Bay Food Bank shall, at all meetings of the members, be entitled to one vote on each issue requiring majority approval of the members at the meeting. At all meetings of the members every question shall be decided by a majority vote of the members present unless otherwise required by the by-laws of the North Bay Food Bank, or the *Act*. Proxy votes shall not be allowed.

Every question shall be settled by a show of hands unless polling by ballot is requested by one or more members at which point balloting shall take place. Regardless of the resulting method of voting the Chairperson shall declare that the result of the count shall be deemed the decision of the members of the North Bay Food Bank. In case of an equality of votes on any resolution that resolution is defeated.

The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any) and others who are entitled or required under any provision of the *Act* or the articles to be present at the meeting. Any other person may be admitted only if invited by the Chairperson of the meeting or with the majority consent of the Members present at the meeting.

#### DISSOLUTION

24. Upon the dissolution of the North Bay Food Bank and after the payment of all debts and liabilities, the Food Bank's remaining property shall be distributed or disposed of to recognized charitable organizations which carry on their business in North Bay and area.

#### ENACTMENT, REPEAL AND AMENDMENT OF BY-LAWS

25. The by-laws of the NORTH BAY FOOD BANK shall be enacted by a majority vote by the Directors of the NORTH BAY FOOD BANK at a meeting of the Board of Directors and must be sanctioned by an affirmative vote of at least a majority of the members present at the next Annual General Meeting of the North Bay Food Bank in order to remain in effect.

The by-laws of the North Bay Food Bank may be appealed or amended by by-law enacted by a majority of the Directors at a meeting of the Board and must be sanctioned by an affirmative vote of the majority, or when required two-thirds majority of members present at the next Annual General Meeting in order to remain in effect, in accordance with the *Act*.

Passed by the Board of Directors and sealed with the corporate seal the on October 29, 2024

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CHAIR/PRESIDENT

Signed by:  
  
567F4189D9C0402...  
SECRETARY