

Bylaw of Guelph Coalition for Active Transportation

Approved by GCAT Board – 11 October 2023
Approved by GCAT Membership – 20 February 2024

Section 1 – Directors

Electing and Appointing Directors

1.1 The Members shall elect the Directors.

1.2 Only current Members are qualified to serve as a Director.

1.3 The initial number of directors shall be set at 9. The Board may by resolution from time to time change the number of Directors to within the range specified in the Articles. Such a resolution requires the approval of not less than two-thirds of the votes cast.

1.4 Subject to the provisions of section 1.5 below, Directors shall be elected for a three-year term. A Director shall not be elected to more than three consecutive three-year terms and a Director shall not serve as a Director for more than 10 consecutive years.

1.5 The Director terms shall be staggered so that in each calendar year, approximately one-third of the Director terms shall expire. The Board may from time to time, prior to the election of Directors at the annual members' meeting, set a one-year or two-year Director term in order to achieve the goal of approximately one-third of the Director terms expiring in each calendar year.

Empty Seats

1.6 A Director will stop holding office immediately, if he/she:

- a) dies
- b) becomes bankrupt,
- c) is found to be incapable of managing property by a court or under Ontario law, or
- d) is removed from office at a meeting of the Members by resolution passed by at least 67% of the votes cast by the Members.
- e) is removed from office by the Board in accordance with the provisions of sections 1.16 to 1.19 (Disciplining Directors) below.

1.7 A Director may resign by written notice to the Corporation. A Director who resigns will stop holding office when the Corporation receives the written notice or at the time specified in the notice, whichever is later.

- 1.8 A quorum of Directors may fill a vacancy among the Directors by a majority vote.
- 1.9 If there aren't enough Directors to make up a quorum or the Members did not elect the minimum number of Directors set out in the articles, the Directors in office will, without delay, call a special Members' Meeting to fill the vacancy. If the Directors fail to call such a meeting, the meeting may be called by any Member.
- 1.10 A Director elected to fill the vacancy will hold office until the next Annual Members' Meeting. After that, the appointee will be eligible to be elected as a Director.

Director's Duties

- 1.11 The Board of Directors is responsible for the management of the business affairs of GCAT. Directors will perform the duties described in the Bylaws, such other duties as may be required by law and such duties as the Board may determine from time to time.
- 1.12 Subject to the provisions of Section 5 of this Bylaw (Conflict of Interest), an employee of the Corporation may hold the position of Director.

Committees

- 1.13 The Board may appoint a committee of Directors and may delegate to the committee any of the powers of the Directors except those powers set out in the Act that are not permitted to be delegated.
- 1.14 The Board will determine the composition and terms of reference for any committee of Directors. The Board may dissolve any committee by resolution at any time.

Paying Directors

- 1.15 The Directors will fulfill their role as Director without remuneration.

Disciplining Directors

- 1.16 The Board may by resolution authorize disciplinary action of a Director or terminate a Director's term of office for violating the Corporation's bylaws, violating the Corporation's Equity, Diversity and Inclusion policy or other policies, for failing to comply with the Director's job description and any other reasons calling for discipline at the discretion of the

Board. Such a resolution requires the approval of not less than two-thirds of the votes cast.

- 1.17 The Board must provide 15 days' written notice to the Director before passing the above-mentioned resolution.
- 1.18 The notice will set out the reasons for the disciplinary action or termination of the Director's term.
- 1.19 The Director receiving the notice is entitled to give the Board an oral and a written submission addressing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the submission of the Director before making a final decision regarding disciplinary action or termination of membership.

Section 2 – Board Meetings

First Board Meeting following Annual Members' Meeting

- 2.1 The Board shall hold a Board Meeting within one month of the Annual Members' Meeting. The Board Meeting shall be chaired by an Interim Chair chosen by consensus by the Board or elected by the majority vote for this purpose,
- 2.2 The Board may set a schedule of Board Meetings for the 12 month period immediately following the Annual Members' Meeting. At a minimum, one Board Meeting shall be held every three months.

Board Meeting on Notice

- 2.3 The Chair or any three Directors jointly may call meetings of directors at any time and any place on notice as required by the Notices Section of this Bylaw (Section 8 below).
- 2.4 Notice of the time and place for the holding of a meeting of the Board will be given to every Director of the Corporation in the manner provided in the Notices Section of this Bylaw (Section 8 below).
- 2.5 Notice of the time and place of the meeting must be given not less than 5 days before the date that the meeting is to be held.

2.6 Notice of a meeting is not necessary if:

- a) All of the Directors are present, and none objects to the holding of the meeting.
- b) Those absent have waived notice or have otherwise signified their consent to the holding of such meeting.

Conducting Board Meetings

2.7 The Chair will oversee Board Meetings. If the Chair is absent, the Vice-Chair will oversee the Board Meeting. If both the Chair and Vice-Chair are absent, the Directors will choose a Director to act as the chair of the meeting.

2.8 Each Director, including the Chair, has one vote. Questions arising at any Board Meeting will be decided by a majority (51%) of votes unless otherwise required by the Act.

2.9 In a case of a tie vote, the Chair will not have a second or casting vote, and the motion or resolution does not pass.

2.10 A majority of the Board shall constitute a quorum. If a quorum is present at the opening of a Board Meeting, the Directors present may proceed with the business of the Meeting. If a quorum is not present throughout the meeting, the meeting shall be considered adjourned immediately upon there ceasing to be a quorum and shall reconvene only when there is a quorum of Directors.

Phone and e-Meetings

2.11 If all of the Directors consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephone or electronic means. The telephone or electronic means must allow all participants to communicate adequately with each other during the meeting. A Director participating in the above ways is deemed to be present at that meeting. For greater certainty, Board meetings may be held entirely by phone or electronic means.

Section 3 – Officers

Appointments and Removals

- 3.1 The Board will appoint from among the Directors a Chair and may appoint any other person to be Vice-Chair, Treasurer and Secretary at its first meeting following the annual meeting of the Corporation. The Board may appoint other Officers and agents as it deems necessary. These Officers and agents will have such authority and duties as the Board may assign from time to time.
- 3.2 The office of Treasurer and Secretary may be held by the same person and may be known as the Secretary-Treasurer.
- 3.3 No Director who has served five consecutive years as a particular officer shall be eligible for re-election to the same role.
- 3.4 The Board may remove any Officer by resolution.

Duties

- 3.5 The Chair will perform the duties described in the Bylaws, such other duties as may be required by law and such duties as the Board may determine from time to time, including: calling and chairing meetings of the Board.
- 3.6 Each Officer will perform the duties described in the Bylaws, such other duties as may be required by law and such duties as the Board may determine from time to time.
- 3.7 Officers will be responsible for the duties assigned to them but they may delegate to others the performance of part of such duties.

Section 4 – Legally Protecting Directors and Others

- 4.1 No Director, Officer or committee member of the Corporation will be liable for:
- a) The acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation
 - b) 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

- c) 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
- d) 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
- e) Any other loss, damage or misfortune whatever that may happen in the execution of the duties of his or her respective office or trust.

4.2 No Director, Officer or committee members of the Corporation will be liable for the above-mentioned things as long as they:

- a) Complied with the Act and the Corporation's articles and Bylaws, and
- b) Exercised their powers and discharged their duties in accordance with the Act.

Section 5 – Conflicts of Interest

5.1 A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation shall make the disclosure required by the Act.

5.2 No such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction, except as provided by the Act.

Section 6 – Members

6.1 Membership in the Corporation shall consist of 1 class(es) of Members referred to as the General Class.

6.2 Membership will consist of individuals who are interested in furthering the Corporation's purposes and who have applied and been accepted for General membership in the Corporation.

6.3 Annual membership dues may be set from time to time by the Board in its absolute discretion.

6.4 Each Member of the General class:

- a) is entitled to receive notice of, attend, and vote at all Members' Meetings, and will be entitled to one (1) vote at such meetings,
- b) may be nominated for election to the Board,
- c) may participate in all scheduled events hosted by GCAT.

6.5 Membership in the General class automatically terminates if the Member resigns or such membership is otherwise ended according to the Act.

6.6 The term of membership will be 1 year from the date of receipt of payment of the applicable membership dues by the Corporation, subject to renewal in accordance with the policies of the Corporation.

Discipline of Member

6.7 The Board may pass a resolution authorizing disciplinary action or the termination of Membership for: violating the Corporation's bylaws, violating the Corporation's Equity, Diversity and Inclusion policy or other policies, and any other reasons calling for discipline in the Discretion of the Board.

6.8 The Board must provide 15 days' written notice to a Member before passing the above-mentioned resolution.

6.9 The notice will set out the reasons for the disciplinary action or termination of membership.

6.10 The Member receiving the notice is entitled to give the Board an oral and a written submission addressing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the submission of the Member before making a final decision regarding disciplinary action or termination of membership.

Section 7 – Members' Meeting

7.1 The Board will decide the date and place of the Annual Members' Meeting. The place of the Annual Members' Meeting must be within Ontario.

7.2 The business at the annual meeting will include the following:

- a. approve the agenda for the AGM

- b. approve the minutes of the previous AGM and any special meetings
- c. approve the financial statements for the previous year
- d. elect directors,
- e. presentation of the budget for the upcoming fiscal year, and
- f. any new or special business that was included in the notice of the meeting

7.3 Voting Members have a right to submit proposals to be added to the agenda. They must give the proposal to the Board prior to the giving of notice of the Annual Members' Meeting in accordance with the Act, so that such item(s) of new business can be included in the notice of Annual Members' Meeting. No other item of business shall be included on the agenda for the Annual Members' Meeting.

7.4 Any Member, upon request, shall be provided, not less than 21 days or other number of days prescribed in regulations before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the Bylaws or articles.

Special Members' Meeting

7.5 The Directors may call a Special Members' Meeting.

7.6 The Board will convene a Special Members' Meeting on written request of not less than 10% of the Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within 21 days from the date of the deposit of the request.

Notice

7.7 Subject to the Act, not less than 10 and not more than 50 days prior to the Meeting written notice of any annual or Special Members' Meeting must be given in the manner specified in the Act and the Notices Section of this Bylaw (Section 8 below) to each Member.

7.8 Notice of any meeting where special business will be transacted must contain enough information to permit the Members to form a reasoned judgement on the decision to be taken.

Phone and E-Meetings

7.9 A Member may participate in a Members' Meeting by telephone or electronic means. The telephone or electronic means must:

- a) Allow all participants to communicate adequately with each other during the meeting,
- b) Allow the Corporation to verify the identity of anyone casting a vote,
- c) When voting by secret ballot, prevent the Members from knowing how other Members voted.

A Member participating in the above ways is deemed to be present at that meeting.

Members' Meetings may be held entirely by phone or electronic means.

Quorum

7.10 A quorum for the transaction of business at a Members' Meeting is 5 members entitled to vote at the meeting plus the current number of directors.

7.11 If a quorum is not present throughout the meeting, the meeting shall be considered adjourned immediately upon there ceasing to be a quorum and shall reconvene only when there is a quorum of Members.

Chair of the Meeting

7.12 The Chair shall be the chair of the Members' Meeting.

7.13 In the Chair's absence, the Vice-Chair will chair the Members' meeting. If both the Chair and Vice-Chair are absent, the Members present at any Members' meeting will choose another Director as chair. If no Director is present, or if all of the Directors present decline to act as chair, the Members present will choose a Member present to chair the meeting.

Voting

7.14 Business arising at any Members' Meeting will be decided by a majority of the votes unless otherwise required by the Act or the Bylaws.

7.15 Each voting Member will be entitled to one vote at any Members' Meeting.

- 7.16 If a Member is unavailable to attend or participate in a Members' Meeting, they may not appoint someone to vote for them by proxy.
- 7.17 Voting for the election of Board members shall be by secret ballot. Voting for any other business arising at any Members' Meeting will be taken by a show of hands among all voting Members present unless otherwise required by the Act.
- 7.18 The chair of the meeting, if a voting Member, will have a vote.
- 7.19 Before or after a show of hands has been taken on any question, any Member may demand a written ballot. A written ballot so required or demanded will be taken in such manner as the chair of the meeting directs.
- 7.20 If there is a tie vote, the chair of the meeting must call for a written ballot. The chair cannot vote in a written ballot to break a tie. If the written ballot results in a tie, the motion doesn't pass.
- 7.21 Whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes will be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.
- 7.22 An abstention will be considered a vote cast.

Adjournments

- 7.23 The chair may, by resolution of a majority of votes cast at any Members' Meeting, adjourn the Members' Meeting. The Members must be provided with notice of the adjourned meeting. Any business may be dealt with at any adjourned meeting that may have been dealt with at the original meeting in accordance with the notice calling the same.

Section 8 – Notices

- 8.1 Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement shall be delivered:
- a) To the last address on record for that director or member, or

- b) To the last email address on record for that director or member, or
- c) Other electronic means, or
- d) As the Board determines.

8.2 Notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled to the notice.

8.3 Where a given number of days notice or notice extending over any period is required to be given, the day of service or posting of the notice will, unless it is otherwise provided, be counted in such number of days or other period.

8.4 No error or accidental omission in giving notice of any Board Meeting or any Members' Meeting will invalidate the meeting or make void anything that happens at the meeting.

Section 9 – Finances & Signing Authority

9.1 The financial year of the Corporation ends on December 31 in each year or on such other date as the Board may from time to time by resolution determine.

9.2 Cheques, deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its Officers. In addition, the Board may from time to time decide who will execute a particular document or type of document and how it will be executed. Any Director or Officer may certify a copy of any instrument, resolution, Bylaw or other document of the Corporation to be a true copy thereof.

Section 10 – Adoption and Amendment of Bylaws

10.1 The Members may from time to time amend this Bylaw with 67% of the votes cast at a Members' Meeting.

10.2 The Board may from time to time in accordance with the Act pass or amend this Bylaw.

10.3 The Board must submit any Bylaws it passes or changes it makes to existing Bylaws to the Members at the next Members' Meeting. The Members may confirm, reject or amend the new Bylaw or Bylaw changes.

Section 11 – Definitions & Interpretation

11.1 In this Bylaw, 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. “Bylaws” means this Bylaw (including the schedules to this bylaw) and all other bylaws of the Corporation as amended and which are, from time to time, in force;
- d. “Chair” means the chair 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; and
- i. “Officer” means an Officer of the Corporation

11.2 Other than as specified in the Definitions section, all terms contained in this Bylaw that are defined in the Act will have the meanings given to them in the Act. Words in the singular include the plural and vice versa, and words in one gender include all genders.

11.3 The invalidity or unenforceability of any provision of this Bylaw shall not affect the validity or enforceability of the remaining provisions of this Bylaw.

11.4 If any of the provisions contained in the Bylaws are inconsistent with those contained in the articles or the Act, the provisions contained in the articles or the Act will prevail.