



Community Race Relations Committee of Peterborough

CRRC By-Laws	Revision dates: April 2005, 2017, April 2020 Approved on:
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DEFINITIONS

Board: the Board of Directors of Community Race Relations Committee (“CRRC”)

Director: a member of the Board of Directors of CRRC

Member: a person or organization holding membership in CRRC as defined in these By-laws

Executive/Officer: a member of the Board of Directors holding an executive office of Chairperson, Vice-Chairperson, Secretary, or Treasurer

Staff: a person or persons financially employed by CRRC

Volunteer: a person working in support of CRRC who does not receive remuneration

Article 1 COMMUNITY RACE RELATIONS COMMITTEE OF PETERBOROUGH

1.0 The name of the organization shall be the Community Race Relations Committee of Peterborough (also referred to in this document as “CRRC”).

Article 2 MISSION STATEMENT & OBJECTIVES

2.0 CRRC exists to ensure the implementation of strategies that help create and nurture positive race relations in Peterborough based on inclusion, dignity, and respect through:

- 2.1 Advocacy for those affected by racism and discrimination, including the encouragement of consultation and conflict resolution
- 2.2 Collaboration, including the partnering with City and community organizations on intersecting issues of diversity, and the promotion and development of community networks focused on equity and inclusion
- 2.3 Education, including the development of anti-racism resources, and the expansion of community understanding of the impacts of racism, bias and discrimination

Article 3 HEAD OFFICE

3.0 The head office of the Community Race Relations Committee shall be in the City of Peterborough, in the province of Ontario, and at such place therein as the Directors may from time to time determine.

3.1 The CRRC's catchment area shall be within the territorial boundaries of the City of Peterborough and the County of Peterborough, in the Province of Ontario, Canada.

Article 4 SEAL

4.0 The seal, an impression of which is stamped in the margin hereof, shall be the seal for the CRRC.

Article 5 MEMBERSHIP AND FEES

5.0 Membership in the CRRC is open to individuals or agencies that support the mission and objectives of the CRRC and meet the requirements of Articles 5.3 to 5.5.

5.1 Each individual Member shall be entitled to one vote on each question arising at any special or general meeting of the Membership held in the following fiscal year.

Current staff of the CRRC may become Members but are not entitled to vote at any special or general meeting.

5.2 Each member shall promptly be informed by the staff of his/her admission as a Member.

5.3 All Members shall pay an annual membership fee as determined from time to time and passed at a meeting of the Board of Directors.

5.4 Membership is open to any person who **resides, studies or works in** Peterborough City or County. Eligible Members shall submit a membership application and, in the opinion of the Board, hold a genuine interest in the objectives of the CRRC. **In order to be in good standing at an Annual General Meeting, all memberships must be established or renewed, including paying their annual membership fee, before the beginning of the meeting.**

5.5 Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date, the members in default shall automatically cease to be Members of the CRRC.

5.6 The Board may suspend or terminate a Membership if the Member has failed to abide by the By-laws and has engaged in activity judged to be harmful to the mission or fiscal wellbeing of the CRRC or harassed or caused harm to staff of the CRRC. The affected Member will receive 15 days written notice of the Board's impending decision on their status and will have the opportunity to submit a written response not less than 5 days before the end of the 15 day period. The member may appear before the Board to address the matter before its deciding vote, whose decision will be final.

5.7 Any Member may resign by providing written notice to the Board Executive. The Member's name will be removed from the Register of Members.

5.8 No rights or privileges of any Member are transferable to another person.

Article 6 BOARD OF DIRECTORS

6.0 The affairs of the CRRC shall be governed by a Board of Directors consisting of **nine (9)** members. The Board shall designate two (2) seats for one (1) current student of Fleming College and one (1) current student of Trent University, which will be 1-year terms. All other Board positions will consist of a term of two (2) years. All Directors shall be elected at the Annual General Meeting of Members. Each Director may be re-elected at subsequent AGMs but shall serve no more than three (3) consecutive terms before leaving the Board for a period of no less than one (1) year. Former staff of the organization may seek a Board position no sooner than six (6) months following their employment. The Board of Directors will strive to consist of at least four (4) people of colour, including its Chairperson.

6.1 All Directors must be Members in good standing, be at least 18 years old, and reside, **study, or work** within CRRC's catchment area. All Board members shall abide by the CRRC's Board and Committee Code of Conduct and all other policies that may be adapted from time to time by the Board.

6.2 Meetings of the Board of Directors may be called by the Chairperson or by the Vice Chairperson on written direction signed by two Members.

6.3 Notice of all meetings of the Board of Directors shall be e-mailed, telephoned, mailed or delivered to each Director not less than 48 hours before the meeting is to take place. The statutory declaration of the Chairperson that notice has been given pursuant to this By-law shall be sufficient evidence of the giving of such notice. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named. A Directors' meeting may also be held, without notice, immediately following the

Annual General Meeting of the CRRC. The Directors may consider or transact any business either special or general at any meeting of the Board.

6.4 The Board of Directors shall choose a Chairperson from among the Board members by a simple majority vote at the first Board meeting after the Annual General Meeting. In the absence of the Chairperson, their duties may be performed by the Vice Chairperson or other Directors as the Board from time to time appoints for the purpose.

6.5 If not re-elected as a Director, the immediate past Chairperson or other immediate past executive members of the Board may be invited to act for one (1) year as an ex-officio Board member. Ex-officio members are not entitled to voting privileges or quorum inclusion, and are not required to continue to hold Membership within the organization.

Vacancies

6.6 Any vacancy on the Board of Directors may be filled by the Board from among qualified Members of the CRRC who may be appointed until the following Annual General Meeting, at which time they must be duly elected to remain in office.

6.7 If, in the opinion of the Board, a Director is not acting in the best interests of the CRRC as defined by the Board and Committee Code of Conduct and Conflict of Interest policies, the Board may, by a simple majority vote, call an extraordinary meeting of the Board to determine whether or not the Director shall be dismissed from the Board.

6.8 Any Director may be removed from the Board if three (3) meetings of the Board are missed within the fiscal year without *advance written notice and clear reason* to be absent as accepted by the Board.

6.9 The Members of the CRRC may, by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of their term of office. Through a majority of votes cast at that meeting, the Membership may elect any Member to serve in place of the removed Director for the remainder of their term.

6.10 Any Director removed or dismissed from the Board will immediately lose membership in the CRRC along with all its accompanying rights. A former Director may submit a request in writing to reinstate membership after three (3) years from dismissal or removal to be presented at the next Annual General Meeting and to be approved by two thirds of members.

Quorum and Meetings

6.11 A two-thirds majority (66%) of Directors will form a quorum for the transaction of business. Except as otherwise required by law, the Board of Directors may hold its meetings at such place or places as it may from time to time determine.

6.12 Board minutes shall be distributed within 48 hours of the Board meeting to the Board of Directors through electronic mail. All minute discrepancies are to be brought to

the Board Secretary for amendment by the end of the next Board meeting. The Board will vote on and approve minutes of the last meeting at its next meeting.

Voting

6.13 Decisions of the Board shall be in the form of Motion, duly seconded and voted upon. While striving for consensus-based decision-making, questions arising at any meeting of Directors which are not passed unanimously shall be decided by a majority of votes. All Directors, including the Chairperson, may vote on any question. In the case of a tie vote, the motion shall be defeated. A declaration by the Chairperson 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 proof of the number or proportion of the votes recorded in favour of or against such resolution.

Article 7 ERRORS IN NOTICE, BOARD OF DIRECTORS

7.0 No error or omission in giving such notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting, and any Director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

Article 8 POWERS

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

8.1 The Board and individual Directors represent the Membership of the CRRC and are directly accountable to said Membership. They also have a fiduciary duty to those who provide funds to CRRC and to its staff for the sound administration of the CRRC. In addition, they have a general duty of trust to those served by the CRRC, and to the general public.

8.2 [DELETE] The Board may authorize lease of property to any party upon the authorization of a simple majority vote at a meeting of the Board upon terms and conditions determined by the Board for up to a period of 5 (five) years, with a term of automatic renewal for an additional and no longer than 5 (five) years, and with 3 (three) months' notice to vacate by either the landlord and tenant and any other terms as agreed upon by the landlord and tenant. The Board may set policies regarding the use of its offices.

8.3 The Board may appoint any person or persons to perform any function which they deem necessary to conduct the CRRC's business. The Board will be responsible for the hiring and releasing of the Coordinator.

8.4 The Board shall establish such standing and temporary committees which they deem necessary to serve the needs of the CRRC. Each standing or temporary committee shall consist of a Chairperson to be named by the Board, and may include community members recruited by the Board or staff. A temporary committee shall exist only so long as it serves a current, useful purpose. A temporary committee may be dissolved by the Board if in the Board's opinion it no longer serves this current, useful purpose.

Article 9 REMUNERATION OF DIRECTORS

9.0 The Directors shall receive no remuneration for acting as such except repayment of reasonable expenses incurred by them in the normal course of their duties. No Director shall directly or indirectly receive any profit from their position.

9.1 Board members who would like to apply for a staff or contract employment position must resign from the Board at least one meeting prior to applying.

Article 10 OFFICERS OF THE CRRC AND EXECUTIVE COMMITTEE

10.0 The officers of the CRRC shall be: Chairperson, Vice-Chairperson, Secretary, and Treasurer, and together they shall form the Executive Committee of the Board. The Chair, Vice-Chair and Treasurer shall be elected for a one-year term and the Secretary shall be elected for a two-year term from among the Directors at the first Board of Directors meeting held after the Annual General Meeting. Officers may serve two (2) consecutive terms. Previous service as a CRRC Officer does not disqualify a person from future eligibility as a CRRC Officer, but they may serve again no sooner than one (1) year from the last date of their term. No person shall be eligible to serve at any time in the future as a CRRC Officer if after election they have been disqualified as a member of the Board. If an executive office becomes vacant, the Board of Directors shall elect another Board member to serve the remainder of the term.

10.1 A person nominated for any office of the CRRC must be in attendance at the meeting, or give their consent in writing to another member.

Duties of Officers

- 10.2 The **Chairperson** of the Board shall:
- Be a member of the Board of Directors
 - Preside at all meetings of the Board
 - Be responsible for the appointment of the Board members to such committees as provided for in the By-laws
 - Report to each annual meeting of the CRRC, and at such other times as they deem necessary, concerning the **governance** of the CRRC
 - Be responsible for the administration of all meetings, including the setting of agendas and other related duties
 - Fulfill any other duties that may be specified from time to time by the Board of Directors

- 10.3 The **Vice-Chairperson** of the Board shall:
- Be a member of the Board of Directors
 - Preside at all meetings of the Board of Directors and of the Members if the Chair of the Board is absent, is unable or refuses to act, **or is in a conflict of interest**
 - Have such other duties and powers as the Board may specify

10.4 The **Treasurer** shall have all the power and duties generally pertaining to that office including the responsibility for:

- Custody and control of all securities and funds
- Reports of all financial holdings and transactions of the Board
- Presenting annual financial statements to the Board and the CRRC Membership of the financial operations of the CRRC and such other financial reports as are required from time to time by the Board, the CRRC, or by law
- Reporting to the Executive should CRRC policies be breached, within seven (7) days of discovery of the breach

10.5 The **Secretary** shall be responsible for:

- The minutes of all meetings of the Board and of the Executive Committee
- The safekeeping of all correspondence to and from the Board, a copy of all minutes (including an attendance record of those attending meetings of the Board and Executive Committee), and other documents and records of the Board
- Distributing copies of minutes to each Board member
- Such other duties as ordinarily pertain to that office or directed from time to time by the Board

Article 11 ANNUAL AND GENERAL MEETINGS OF THE MEMBERS

11.0 The annual general meeting of the members shall be held at a place in Peterborough and on such day as determined by the Board of Directors.

11.1 A general meeting shall be held a minimum of once per year unless a meeting is requested by two-thirds (2/3) majority of the Members, in which case it will be held at such date, time and place as chosen by the Board.

11.2 At every general meeting, in addition to other business that may be transacted, the report of the Directors, the financial statement, and the minutes of the previous elections meeting shall be presented.

11.3 The Chairperson or Secretary shall call a general meeting on a majority vote of the Board of Directors or upon written request from a Director and four Members.

11.4 No public notice of the Annual General Meeting or any other general meeting shall be required, but notice of the time and place of every such meeting shall be given to each Member by sending it by e-mail, mail or telephone, and posting the notice on the organization's website, no less than 30 days before the time fixed for the holding of

such meeting, provided that any meetings of Members may be held at any time and place without such notice if all members of the CRRC are present thereat. At such meeting any business may be transacted which the CRRC at election or general meetings may transact.

Quorum of Members

11.5 A quorum for a general meeting and for transaction of any business at such meeting shall be the attendance of at least ten (10) Members.

11.6 The Chair shall postpone the General Meeting if a quorum is not present within one-half (1/2) hour after the set time. If postponed, the meeting is rescheduled for seven (7) days later at the same time and place. If a quorum is not present within one-half (1/2) hour after the set time of the second meeting, the meeting will proceed with the Members in attendance.

Article 12 ERRORS OF OMISSION IN NOTICE

12.0 No accidental omission in giving notice to, or the non-receipt of notice by, any CRRC Member, Director or Officer of any general meeting shall invalidate such meeting or make void any proceedings taken thereat, and any Member may at any time waive notice to any such meeting and may ratify, approve and confirm any or all proceedings taken thereat. For the purpose of sending notice to any Member, Director or Officer, their last address recorded by the CRRC shall be used.

Article 13 ADJOURNMENTS

13.0 Any meeting of the CRRC or of the Directors may be adjourned at any time, notwithstanding that there may not be a quorum present.

Article 14 VOTING OF MEMBERS

14.0 Each Member of the CRRC shall be entitled to one vote at meetings during the **current** fiscal year.

14.1 At all meetings of members, every question shall be decided by a majority of votes of the eligible voting Members present in person or represented by law. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any member. Upon a show of hands, every Member having voting rights shall have one vote, and unless a poll be demanded, a declaration by the Chairperson that a resolution has been carried or not carried and an entry to the effect in the minutes of the CRRC shall be admissible in evidence of prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour or against such resolution. The demand for a poll may be withdrawn, but if a poll is demanded and not withdrawn, the question shall be decided by a majority of votes given by the Members present. Such poll shall be taken in such a manner as the Chairperson shall direct, and

the result of such poll shall be deemed the decision of the CRRC. In case of an equality of votes at any general meeting, either upon a show of hands or upon a poll, the Chairperson shall be entitled to a second or casting vote as a final resort following their unsuccessful attempts to achieve consensus on the matter.

Article 15 FINANCIAL YEAR

15.0 Unless otherwise ordered by the Board of Directors, the fiscal year of the CRRC shall terminate on the 31st day of December in each year.

Article 16 SIGNING AUTHORITY

16.0 Contracts in the ordinary course of the CRRC's operations may be entered to on behalf of the CRRC by any two of the Chairperson, Vice-Chairperson, Secretary or Treasurer, or by any person authorized by the Board, including the Coordinator.

16.1 For the purposes of signing cheques, there shall be two signing officers designated by the Board of Directors, any two of whom can sign cheques for the CRRC.

Article 17 BOOKS AND RECORDS

17.0 The Directors shall ensure that all necessary books and records of the CRRC required by law and by these By-laws are regularly updated and properly kept.

17.1 All minutes, documents and records pertaining to the Board of Directors and the seal of the CRRC shall be kept securely on the physical premises or in the online storage of the CRRC.

Article 18 BY-LAWS, RESOLUTIONS AND AMENDMENTS

18.0 The By-laws may be repealed or amended if supported by 2/3 of the Directors, which shall hold force and effect until it is sanctioned by an affirmative vote of a majority of the Members in attendance at an AGM or special meeting. Notice of the proposed amendments must be included with the 30-days' notice of the meeting.

Article 19 LIABILITY

19.0 Every Director of the CRRC and their executors, administrators, estate and other legal personal representatives shall, from time to time and at all times, be indemnified and saved harmless, out of the funds of the corporation, from and against:

- a) Any liability and all costs, charges and expenses that they sustain or incur in respect of any action, suit or proceeding that is proposed or commences against them for or in respect of the execution of their duties of their office; and
- b) All other costs, charges and expenses that they sustain or incur in respect to the CRRC except by their own willful neglect, fraud or dishonesty.

19.1 No Director or Officer of the CRRC shall be liable for the acts, receipts, neglects or defaults by any other Director or Officer or employee, or for joining in any act of conformity, or for any loss, damage or expense happening to the CRRC through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the CRRC or for the insufficiency or deficiency of any security in or upon which any of the monies of the CRRC shall be invested or for any loss or damage arising from the bankruptcy or insolvency of any person, firm or CRRC with whom any monies, securities or effects shall be lodged or deposited, or for any other loss occasioned by any error, or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of their respective office or trusts or in relation thereto unless the same shall happen by or through their own willful act or default.

19.2 Any act or proceeding of any Director of the Board shall be deemed invalid or ineffective by reason of the subsequent ascertainment of any irregularity in regard to such act or proceeding or the qualifications of such Director(s).

19.3 Directors may rely upon the accuracy of any statement or report prepared by the CRRC's auditors and shall not be responsible or held liable for any loss or damage resulting from acting upon such statement or report.

Article 20 DISSOLVING CRRC

- The CRRC does not pay any dividends or distribute its property among its Members
- If the CRRC is dissolved, any funds or assets remaining after paying all the debts and two months wages to employees, are to be paid to a non-profit organization within the CRRC's territorial boundaries that has similar objectives to the CRRC
- Members are to select the organization to receive the assets by special resolution. In no event do any Members receive any assets of the CRRC

By-Laws passed by the Board of Directors on:

____ **April 7th, 2022** _____

Passed at the Annual General Meeting held on:

Chairperson

Secretary