



Pillar Nonprofit Network

Amended and Restated By-Law

By-Law Number 2019-1

A By-law relating generally to the conduct of the affairs of
Pillar Nonprofit Network

ARTICLE 1 – INTERPRETATION

1.1 Meaning of Words

In this By-law and all other By-laws and resolutions of Pillar Nonprofit Network, unless the context requires otherwise:

- (a) the singular includes the plural;
- (b) the masculine gender includes the feminine;
- (c) “Act” means the *Corporations Act* (Ontario) and any statute amending or enacted in substitution therefor, from time to time;
- (d) “Authorized Representative” means a person named to act as an authorized representative of a Member pursuant to Section 3.4;
- (e) “Board” means the Directors of Pillar;
- (f) “By-law” or “By-laws” means this By-law and any other by-law of Pillar that may be in force;
- (g) “Director” means a person who has been elected to the office of director or appointed to fill a vacancy in the office of Director in accordance with Article 5;
- (h) “Member” means a person or Nonprofit Sector Organization who has become a member in accordance with Article 3;

- (i) “Nonprofit Sector Organization” means any group, organization or association (incorporated or unincorporated) which has its primary and permanent mailing address located within the geographic region referred to as Southwestern Ontario and surrounding area and has the following characteristics:
 - (i) an independent decision-making process;
 - (ii) it exists to serve a public benefit;
 - (iii) is dependent on volunteers, including its Board of Directors;
 - (iv) participation in the group, organization or association is on a voluntary basis only;
 - (v) profit is not distributed to members; and
 - (vi) it is independent from government and the for-profit sector (although it may be dependent upon government or the for-profit sector for funding and service partnerships);
- (j) “Officer” means an officer elected or appointed pursuant to Article 7;
- (k) “Pillar” means Pillar Nonprofit Network; and
- (l) “Special Resolution” means a resolution passed by the Board and confirmed with or without variation by at least two-thirds (2/3) of the votes cast at a general meeting of the Members of Pillar called for that purpose.

ARTICLE 2 – PURPOSE & OBJECTIVES

2.1 Statement of Purpose

Pillar exists to strengthen the effectiveness of the nonprofit sector. Pillar supports Nonprofit Sector Organizations in fulfilling their missions in our community. Pillar provides leadership, advocacy and support to the nonprofit sector through the promotion of volunteerism, professional development, networking, and information.

ARTICLE 3 – MEMBERSHIP

3.1 Composition

Membership in Pillar shall be available only to individuals and Nonprofit Sector Organizations interested in furthering Pillar’s purposes and who have been accepted into membership in Pillar by resolution of the Board or in such other manner as may be determined by the Board from time to time.

3.2 Classes

There shall be one (1) class of Members in Pillar. Such class shall consist of:

- (a) any individual who:
 - (i) is a current Director of Pillar;
 - (ii) is a past Director of Pillar who has indicated to Pillar that he or she wishes to be a Member;
 - (iii) has paid any membership dues set by the Board from time to time;
 - (iv) has, in the opinion of the Board, a genuine interest in the objectives of Pillar and is in compliance with Pillar policies regarding membership; and
 - (v) is not an undischarged bankrupt; and
- (b) any Nonprofit Sector Organization that has indicated to Pillar that it wishes to be Member and that has the attributes described in paragraphs (a)(iii) through (v) above.

3.3 Member Rights

Each Member shall be entitled to receive notice of, attend, speak at and vote at all meetings of the Members of Pillar.

3.4 Appointment of Authorized Representative

A Member that is a Nonprofit Sector Organization shall, from time to time, in writing:

- (a) appoint a person who shall be its Authorized Representative;
- (b) remove and/or replace a person as its Authorized Representative.

Such Member shall provide the details and contact information of the Authorized Representative to be appointed, removed or replaced from time to time to the Executive Director or to the Secretary, either of whom shall immediately update Pillar's records for the purposes of providing notice of all meetings to which the Authorized Representative is entitled to exercise the rights provided in Section 3.3.

3.5 Rights of Authorized Representative

Unless Pillar receives written notification from a Member that an Authorized Representative has been removed or shall not otherwise attend, act or vote on behalf of the Member in respect of a particular meeting or matter brought before the Members, the Authorized Representative shall be entitled to:

- (a) receive notice of any meeting the Member is entitled to receive;
- (b) act as the proxy holder of the Member in respect of any meeting of Members, as further described in Section 4.6;
- (c) appoint another person as the proxy holder of the Member in respect of any meeting of Members, as further described in Section 4.6;
- (d) attend, speak at, and vote at a meeting at which the Member is entitled to vote; and
- (e) execute a written resolution on behalf of the Member.

3.6 Transfer of Membership

Membership in Pillar is not transferable.

3.7 Revocation of Membership

Upon ten (10) days' prior notice in writing to a Member, the Board may pass a resolution authorizing the removal of a Member from the membership of Pillar and thereupon such person or Nonprofit Sector Organization shall cease to be a Member. Any such former Member may re-apply for membership in Pillar.

3.8 Termination of Membership

Membership automatically terminates upon the happening of any of the following:

- (a) if a Member, in writing, resigns as a Member of Pillar;
- (b) if a Member dies;

- (c) if a Member is removed pursuant to Section 3.7;
- (d) if a Member is a current Director of Pillar and he or she is removed pursuant to Section 5.4;
- (e) if a Member fails to pay any membership dues set by the Board from time to time; or
- (f) if a Member otherwise fails to satisfy the requirements of membership in Pillar.

3.9 Membership Dues

Membership dues, fees, assessments and similar obligations, if any, will be fixed periodically by the Board and notice thereof shall be given to each of the Members.

3.10 Liability of Members

Members shall not, as such, be held answerable or responsible for any act, default, obligation or liability of Pillar or for any engagement, claim, payment, loss, injury, transaction, matter or thing relating to or connected with Pillar.

ARTICLE 4 – MEETINGS OF THE MEMBERS

4.1 General Meeting

The Board may at any time call a general meeting of the Members for the transaction of any business, the general nature of which is set out in the notice calling the meeting. A general meeting of Members may also be called at the request, in writing, of twenty-five percent (25%) of the Members.

4.2 Annual Meeting

The annual meeting of the Members of Pillar shall be held each year within Ontario in a location and at a time and date determined by the Board; provided, however, such date shall be within one hundred twenty (120) days of the end of Pillar's financial year-end.

4.3 Notice of Meetings

Notice of the time, place and date of meetings of Members and the general nature of the business to be transacted shall be given at least thirty (30) days prior to the date of the meeting to each Member (in the case of an annual meeting, to the auditor of Auditor) by sending notice by any one of the methods set out in Section 13.1.

4.4 Quorum

A quorum for the transaction of business at meetings of the Members shall be sixteen (16) Members, present in person or represented by proxy.

4.5 Voting

All questions proposed for consideration at a meeting of Members shall be determined by a majority of the votes cast by Members present (in person or represented by proxy) who shall each be entitled to cast one (1) vote. In the case of a tie, the Chair presiding at the meeting will cast the deciding vote.

4.6 Proxies

Every Member may by means of a proxy appoint a person, who need not be a Member, as nominee for the Member to attend and act at the meeting in the manner, to the extent and with the power conferred by the proxy. A proxy shall be in writing and shall be executed by the Member entitled to vote. A proxy may be in such form as the Board may from time to time prescribe or in such other form as the Chair of the meeting may accept and shall be deposited with the Secretary of the meeting before any vote is called.

4.7 Show of Hands

At all meetings of Members every question shall be decided by a show of hands unless otherwise required by a By-law of Pillar or unless a poll is required by the Chair or requested by any Member entitled to vote.

ARTICLE 5 – BOARD OF DIRECTORS

5.1 Board

The Board shall consist of fifteen (15) Directors elected by the Members pursuant to this By-law, unless otherwise amended by an amendment to these By-laws duly approved by the Members.

5.2 Qualifications

Each Director shall:

- (a) be or automatically become on the date of election, and thereafter remain throughout the term of office, a Member of Pillar;

- (b) be at least eighteen (18) years of age; and
- (c) not be an undischarged bankrupt or a mentally-incompetent person.

If a person ceases to be qualified by the terms of this Section to hold office or becomes bankrupt or a mentally-incompetent person, the person thereupon ceases to be a Director and the vacancy so created may be filled in the manner prescribed by Section 5.3.

5.3 Vacancies

So long as a quorum of the Directors remains in office, a vacancy on the Board may be filled by the Directors. If no quorum of Directors exists, the remaining Directors shall forthwith call a general meeting of Members to fill the vacancies on the Board.

5.4 Removal of Directors

The Members may, by resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of which notice specifying the intention to pass the resolution has been given, remove any Director before the expiration of his or her term of office and may, by a majority of the votes cast at that meeting, elect any person in the place of the person so removed for the remainder of the term of the removed Director. If any Director is removed pursuant to this Section 5.4, such Director shall concurrently immediately cease to be a Member.

5.5 Term of Office

Directors shall be elected at the annual general meeting of the members. A Director shall serve no more than three consecutive two-year terms unless serving as an Officer, in which event the Director shall be permitted to serve four consecutive two-year terms. A Director serving the maximum number of consecutive terms shall not be eligible for election as a Director until a period of eleven months has elapsed from the date of retirement of such Director.

5.6 Accountability of Directors

Every Director of Pillar when exercising powers and discharging duties must:

- (a) act honestly, in good faith, and in the best interests of Pillar;
- (b) carry out the duties as a reasonable person would in the circumstances;
and

- (c) comply with the Act, its regulations, any amendments to the Act or its regulations, all other applicable law, the Letters Patent, any Supplementary Letters Patent, the by-laws of Pillar and Board governance policies.

ARTICLE 6 – MEETING OF DIRECTORS

6.1 Calling Meetings

Meetings of Board may be held at any place within or outside Ontario as designated in the notice calling the meeting. Meetings of the Board may be called by the Chair of the Board or any five (5) Directors.

6.2 Notice of Meetings

Notice of board meetings shall be given to each Director by telephone, facsimile, email or other electronic method not less than five (5) days before the meeting is to take place or by prepaid letter post not less than ten (10) days before the meeting is to take place. No formal notice of a meeting is necessary if all the Directors are present or if those absent have signified their consent to the meeting being held without notice and in their absence.

6.3 Meetings by Electronic Conference

If all persons who are members of the Board consent thereto generally or in respect of a particular meeting and each has adequate access, such persons may participate in a meeting of the Board by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other. Any person participating in such meeting by such means is deemed to be present at the meeting.

6.4 Voting

Each Director shall have one (1) vote on all questions arising at any meeting of the Board. Questions arising at any meeting of the Board shall be decided by a majority vote. In the case of an equality of votes, the Chair will cast the deciding vote.

6.5 Quorum

A majority of the elected voting Directors shall constitute a quorum for the transaction of business at any meeting of the Directors.

ARTICLE 7 – OFFICERS

7.1 Executive Officers

There shall be the following Officers:

- (a) a Chair;
- (b) a Vice-Chair;
- (c) a Secretary
- (d) a Treasurer; and
- (e) such other Officers as the Board may from time to time determine.

Save and except for the Executive Director, if appointed as an Officer, each Officer shall be a Director and shall be elected by the members of the Board for a term of two (2) years. One person may hold more than one office, save that the Chair may not hold any other office.

7.2 Executive Director

The Board may appoint an Executive Director who shall be the Chief Executive Officer of Pillar and who shall, subject to the direction of the Board, supervise and control the operations of Pillar. The Executive Director shall have the right to receive notice of, to attend, to speak (but not to vote) at all meetings of the Board, any committee of the Board and the Members of Pillar, except those meetings where the terms of employment, compensation or disciplinary action of the Executive Director are discussed or except as otherwise determined by the Board.

7.3 Board Appointment of Other Officers

The Board may from time to time appoint such other Officers at it considers expedient.

7.4 Removal from Office

Any Officer may be removed by resolution of the Board at a meeting of which notice of intention to present such resolution has been given to all Directors.

ARTICLE 8 – COMMITTEES

8.1 Committees

The Board may by resolution establish and appoint standing and ad hoc committees whose members will hold their offices at the will of the Board as required from time to time. Such committees shall exist for the purposes prescribed by the Board by resolution.

ARTICLE 9 – ACCOUNTING AND FINANCING

9.1 Maintenance of Records

The Board is responsible for ensuring that full and accurate accounts of all receipts and disbursements of Pillar are kept in proper books of account and that all monies or other valuable effects are deposited in the name and to the credit of Pillar in such bank or banks as may from time to time be designated by the Board. The Board will regularly review an account of all such transactions and the financial position of Pillar.

9.2 Banking

The Board shall designate, by resolution, the officers and other persons authorized to transact the banking business of Pillar or any part thereof with the bank, trust company or other corporation carrying on a banking business that the Board designates as Pillar's banker.

9.3 Borrowing

The Board may:

- (a) borrow money on the credit of Pillar;
- (b) issue, sell or pledge securities of Pillar; or
- (c) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of Pillar, owned or subsequently acquired, to secure any obligation of Pillar,

provided that, except where Pillar borrows on the security of its real or personal property, its borrowing power shall be limited to borrowing money for current operating expenses.

ARTICLE 10 – FINANCIAL YEAR

10.1 Financial Year Determined

Unless otherwise ordered by the Board of Directors, Pillar’s financial year-end shall be the 31st day of December each year.

ARTICLE 11 – INSURANCE AND PROTECTION OF DIRECTORS AND OTHERS

11.1 Insurance

Pillar shall purchase and maintain appropriate liability insurance for the benefit of Pillar and each person acting or having previously acted in the capacity of a Director, Officer or any other capacity at the request of or on behalf of Pillar, which insurance shall include property and public liability insurance, directors’ and officers’ insurance and may include such other insurance as the Board sees fit from time to time, with coverage limits in amounts per occurrence, with aggregate maximum limits and with insurers, all as deemed appropriate by the Board from time to time. Pillar shall ensure that each Director and Officer is added as a named insured to any policy of directors’ and officers’ insurance maintained by Pillar. No coverage shall be provided for any liability relating to a failure to act honestly and in good faith with a view to the best interests of Pillar.

11.2 Indemnification of Directors and Officers

Every Director, Officer and member of a committee of Pillar, including his or her respective heirs, executors, administrators, estate, successors and assigns of such person, shall be indemnified and saved harmless from and against:

- (a) all costs, charges and expenses whatsoever that he sustains or incurs in or in relation to any demand, action, suit or proceeding which is brought, commenced or prosecuted against him in respect of any act, deed, matter or thing whatsoever, made, done or permitted or not permitted by him in relation to the execution of the duties of his office or in respect of any such liability; and
- (b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof;

save and except such costs, charges or expenses as are occasioned by his own willful neglect or default or by his failure to act honestly and in good faith in the performance of the duties of office. This indemnity will only be effective (i) upon the exhaustion of

all available and collectible insurance provided to Directors by Pillar inclusive of whatever valid and collectible insurance has been collected; and (ii) providing the Director has carried out all duties assigned to him which are the subject of the claim in complete good faith so as to comply with the conditions of the insurance policy concerning entitlement to coverage.

ARTICLE 12 – EXECUTION OF DOCUMENTS

12.1 Cheques, Drafts, Notes, Etc.

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by the officer or officers or person or persons and in the manner from time to time directed by the Board.

12.2 Execution of Documents

Documents requiring execution by Pillar may be signed by any two (2) of the Chair, Vice-Chair, Executive Director, the Secretary, the Treasurer or the Secretary-Treasurer (as applicable) or any one (1) of the foregoing together with any one (1) other Director. The Board may from time to time appoint any Officer or Officers or any person or persons on behalf of Pillar either to sign documents generally or to sign specific documents.

ARTICLE 13 – NOTICE

13.1 Method of Notice

Except where otherwise provided in this By-law, notice shall be validly given if given by telephone or if in writing:

- (a) by prepaid letter post;
- (b) by facsimile;
- (c) by email; or
- (d) by other electronic method,

addressed to the person for whom intended at the last address shown on Pillar's records; or in lieu of the foregoing where the number of Members is not less than one hundred (100), by posting such notice on the website maintained by Pillar. Any such notice shall be deemed given:

- (i) in the case of telephone, at the time of the telephone call;
- (ii) in the case of letter post, on the third (3rd) day after mailing;
- (iii) in the case of posting on the website, on the date of posting; and
- (iv) in all other cases, when transmitted.

13.2 Omissions and Errors

The accidental omission of given notice of any meeting of the Board, a committee or Members or the non-receipt of any notice by any Director or Member or any error in any notice not affecting its substance does not invalidate any resolution passed or any proceedings taken at the meeting. Any Director or Member of Pillar may at any time waive notice of any meeting and may ratify and approve any and all proceedings taken thereat.

ARTICLE 14 – AMENDMENTS

14.1 Enactment

By-laws of Pillar may be enacted, repealed, amended, altered, added to or re-enacted in the manner contemplated in and subject to the provisions of the Act.

14.2 Repeal

Subject to Section 14.3, all prior by-laws, resolutions and other enactments of Pillar inconsistent in either form or content with the provisions of this By-law are repealed; provided, however, the repeal of prior by-laws, resolutions and other enactments shall not impair in any way the validity of any act or thing done pursuant to any such repealed by-law, resolution or other enactment.

14.3 Exception

The provisions of Section 14.2 shall not extend to any by-law or resolution heretofore enacted for the purpose of providing to the Board the power or authority to borrow.

ARTICLE 15 – EFFECTIVE DATE

15.1 Effective on Passing

This By-law shall come into force when enacted by the Board in accordance with the Act.

ENACTED by the Directors as a By-law of Pillar Nonprofit Network this ____ day of _____, 2019.

Chair

Secretary

CONFIRMED by the Members in accordance with the *Corporations Act* (Ontario) on the _____ day of _____, 2019.

Chair

Secretary