

## **SCHEDULE B**

### **BY-LAWS HALIFAX & REGION MILITARY FAMILY RESOURCE CENTRE**

#### **ARTICLE 1 – Halifax & Region Military Family Resource Centre**

The name of the Society shall be ~~is~~ the Halifax & Region Military Family Resource Centre hereafter referred to as the Halifax & Region MFRC.

#### **ARTICLE 2 – Location of the Centre**

The Halifax & Region MFRC will be located in the Maritime Forces Atlantic area. The primary sites for the Centre shall be at Windsor Park and Shearwater, with additional satellite locations being determined by the Board.

#### **ARTICLE 3 – Memorandum of Association**

The Memorandum of Association is to be approved by a majority vote of 75% of the attendees at the general or special meeting held for this purpose.

#### **ARTICLE 4 – Base, Fleet, 5 Div and Wing Chief Participation**

Given the unique needs of the Maritime Forces Atlantic community, ~~it has been decided by the Society that~~ the Base Chief Petty Officer, Wing Chief Warrant Officer for 12 Wing Shearwater, 5<sup>th</sup> Division Chief Warrant Officer and the Fleet Chief ~~Petty Officer~~, or permanent appointed representatives, will be members of the Board. ~~The 5 Division Chief Warrant Officer and the Fleet Chief are nonvoting members.~~ These positions ~~will not be~~ to be voted in.

#### **ARTICLE 5 – Community Support**

The services offered by the Halifax & Region MFRC will be available to all military members and their respective families, and DND civilian personnel on deployments, residing in or working in the Maritime Forces Atlantic area. As well as those affected by separation due to service commitments where the military member is on temporary duty, a UN posting, NATO, extended training or any other form of unaccompanied posting.

#### **ARTICLE 6 – Definitions**

In the memorandum of Association and By-laws for the Halifax & Region MFRC the following definitions shall apply:

- a. Military community includes all military personnel and their families as outlined in Article 5;

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Sydney, NS B1P 6Z2  
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- b. Board means the Board of Directors, the group of persons who form the governing and administrative bodies responsible for the operation of the Halifax MFRC;
- c. Board members means a person of the Board of Directors;
- d. Masculine includes the feminine and vice-versa and the singular shall include the plural;
- e. Program means a formalized Family and / or Community Support Service as determined by the Board;
- f. Executive Director means the staff member with the central responsibility for the day to day administrative and operational functions of the Halifax & Region MFRC and who is an employee of the Board;
- g. CAF means Canadian Armed Forces; and
- h. Family member means any person who is legally married to or the common-law spouse of or in a long-term relationship with of a military member or the parent of a single member.

### **ARTICLE 7 – Entitlement of Eligible Users**

- a. Membership Fees - are not a requirement for the general use of the Centre's resources although fees may be charged for enrollment in specific programs or services designated by the Board;
- b. Voting – All eligible users of the Centre over the age of 18 are entitled to vote at all general/special meetings and on other occasions as specified by the Board;
- c. Holding Office – Any person over the age of 18 who is a member of the military community at large will be eligible to hold office on the Board unless the person is a staff member of the MFRC;
- d. Liability of Users – Any persons eligible to use or whom use the Center shall not, as such, be held answerable or responsible for any act, default, obligation, or liability of the Board, Staff or for any claim, payment, loss, expiry, transaction, or situation relating to the Board or the staff of the MFRC;
- e. Annual General Meeting – The Board shall call an in person Annual General Meeting for the military community. The place, date, and time of the meeting will be determined by the Board but will be held within 90 days of the end of the previous fiscal year, no later than 1 July. The Annual Meeting has as its principal purposes:
  - 1. The hearing and receiving of the reports and statements on the financial management and committees of the MFRC;
  - 2. The electing of members to the Board of Directors;
  - 3. The appointing of an auditor to audit accounts of the MFRC. The auditor appointed will hold office until the next Annual General Meeting. In the case of the auditor resigning, the Board may appoint an interim auditor until the next Annual General Meeting; and
  - 4. The transaction of any other business properly brought before the meeting;
- f. Other General Meeting – The Board, at any time, may call a general/special meeting of the military community for the transaction of any business of concerns related to the MFRC, the general nature of which is specified in the notice of calling the meeting;
- g. Notice of Annual General/Special Meetings – Written notice of the time, place and date of the meeting for the military community and the general nature of the business to be transacted shall be advertised at least 30 days in advance;

- h. Acceptance of Decision – Every question submitted to any meeting shall be decided by a 66% majority vote. Whether a show of hands or secret ballot is required as evidence will be decided upon by the Chairperson. Any attendee with voting rights can propose the use of secret ballots. Each person eligible to vote shall have one vote. At any meeting, unless a poll is requested, a declaration by the Chairperson that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the meeting conclusive evidence of the fact;
- i. Chairperson – The Chairperson of the Board will act as the Chairperson for all general meetings. If unable to fulfill this task, the Vice-Chairperson will conduct the meeting. In the absence of the Chairperson and the Vice-Chairperson, those attendees entitled to vote shall choose another member of the Board to act as Chairperson. If all Board members present are unable to accept the task, then the attendees entitled to vote shall choose one of their members to be the Chairperson;
- j. Quorum – A quorum for the transaction of business at general or special meetings of the MFRC shall consist of not less than 8 persons; and
- k. Rules of Order – All meetings including general, Board, Executive and Committees shall follow Roberts Rules of Order to ensure that business is conducted in an organized and professional fashion.

## **ARTICLE 8 – Board**

The Board of Directors shall be a Volunteer Board of no less than 7 and no more than 15 voting members responsible to the military community for the overall management of the Halifax & Region MFRC. The Board shall ensure the goals of the MFRC are attained as outlined in the Constitution of the Halifax & Region MFRC.

### a. Composition of the Board

The Board shall consist of at least 51% family members of military members and may also include one member of the community at large. Non-voting members may include the Base Chaplain, MARLANT Chief Petty Officer, MARLANT Office of Primary Interest representative, 12 Wing Commander representative, and the Executive Director of the Center. Non-voting status of the chaplain does not preclude their election to the Board as Regular members.

Consideration of the following should be given when determining the composition of the Board -

- 1) Spouse or Common Law Spouse of serving CAF Member;
- 2) Parent of Single serving CAF Member;
- 3) One (1) Parent of a child enrolled in H&R MFRC daycare (Shearwater or Halifax); and
- 4) Equal Representation from all ranks for both civilian partners and military members;

### b. Responsibilities of the Board

Responsibilities ~~These shall~~ will include:

- 1) Identifying social and community needs of the military families living / working within the geographical area supported by the Maritime Forces Atlantic Formation;
- 2) Hiring the Executive Director;
- 3) Determining the priority of the identified needs;

- 4) ~~Planning projects / programs / services in response to the priority needs as established by the Board in consultation with the Executive Director;~~
  - 5) ~~Approving the establishment of funding new programs to meet the changing needs of the community;~~
  - 6) ~~Approving policies for the center as developed by the committees of the Board or the Executive Director;~~
  - 7) Reviewing and approving the annual operating budget;
  - 8) Monitoring the budget through review of the financial statements;
  - 9) Ensuring responsible expenditures of all funds awarded / held by the MFRC;
  - 10) Ensuring that operational reports and audited financial statements are available annually for the information of the military community and forwarded as information to the Base Commander;
  - 11) ~~Ensuring the active participation of all partners at all stages in the development and operation of the center;~~
  - 12) Initiating, as required, trust agreements with a trust company for the purpose of creating a trust fund in which capital and interest will be available for use in the Center's operation;
  - 13) Completing a written evaluation on the Executive Director annually;
  - 14) ~~Developing hiring and termination policies only on the professional and non-professional staff of the Center, and~~ Ensuring that liability insurance coverage has been obtained for all Board members, staff members and volunteers.
- c. Election of Board Members
- The Board members shall be elected at the Annual General Meeting
- 1) A slate of officers will be put forward by the ~~Nominating~~ Recruiting Committee. ~~and~~ There will be no nominations entertained that have not been previously considered by this committee;
  - 2) **The Term of office:** ~~for~~ Board members shall ~~be~~ fulfil a two-year term, and members shall be eligible to offer re-election;
  - 3) **Vacancies:** A voluntary resignation from the Board can be filled from names submitted from the community until the next Annual General Meeting by a majority vote of the remaining members as long as a quorum is present when the majority vote is taken. The individual chosen may be nominated again at the next Annual General Meeting for a position on the Board in the next term. Should a vacancy occur in the office of the Chairperson, the Vice-Chairperson shall assume the responsibility until the new Chairperson is elected;
  - 4) **Co-opting New Board Members:** The Board of Directors may co-opt a new director to the Board when deemed appropriate until such time as he / she can be elected at the next Annual General Meeting;
  - 5) **Removal of Board Members:** A General Meeting shall be called for this purpose and through a resolution, the voting attendees present by at least 75% of the vote cast, shall remove any Board member before the expiration of ~~his / her~~ their term of office and may, by a majority vote cast at that meeting, elect any person to fill the vacancy for the remainder of the term. Failure to attend three consecutive Board meetings, without sufficient reason accepted by the Board, shall be cause for the Board to propose the removal of the Board member in question. Also, failure to attend 75% of the Board

meetings during the year without compensatory activity on Board committees or other Board functions may be cause for the removal of a Board member;

- 6) **Remuneration:** The members of the Board of Directors shall serve without remuneration but may be reimbursed for reasonable expenses incurred for Board work. Approval for these expenses must be given to the Chairperson and the Treasurer;
- 7) **Meetings** - Meeting of the Board and of the Executive Committee shall be held monthly. The notice of the time and place for such meetings shall be delivered or telephoned to each applicable member of the Board at least two (2) days before the meeting or shall be mailed to be applicable member not less than seven (7) days before the meeting is to take place. Voting board members will receive a reminder of right to use a proxy in advance of any board meeting;
- 8) **Quorum:** A quorum for the transaction of business at Board meetings shall consist of not less than fifty (50%) of the Board plus one, including any proxy votes, and
- 9) **Voting:** Questions arising at any Board meeting shall ordinarily be decided by a 66% majority of the votes cast and in the case of an equality of votes, the Chairperson shall have the deciding vote. The Chairperson does not normally have a vote. A board member may vote by proxy at a members' meeting. Any board member may hold the proxy of another board member who is not able to attend a meeting, provided that the proxy is designated in writing to the Chair in advance of the meeting.

## **ARTICLE 9 – Executive Board**

The Executive of the Board, comprised of the Chairperson, Vice-Chairperson, Past Chair, Secretary and Treasurer, will normally be elected to their positions at the Annual General Meeting. The Executive shall exercise such powers as are authorized by the Board of Directors and is a permanent Standing Committee.

### 1. Duties of the Executive Member(s)

- a) ~~The~~ **Chairperson** shall;
  - 1) When present, preside at all meetings (General, Board, Executive);
  - 2) Cast a vote only in the case of a tie;
  - 3) Supervise the affairs and operations of the Board;
  - 4) Confirm that all orders and resolutions of the Board are carried into effect;
  - 5) Sign contracts and other documents which require a signature in conjunction with the Secretary, Treasurer, or Executive Director's signing of the document as the situation warrants, and
  - 6) Have other duties and powers from time to time as assigned by the Board;
- b) ~~The~~ **Vice-Chairperson** shall, in the absence of the Chairperson, perform the duties of the Chairperson and other duties as assigned from time to time by the Board. In the event that the Chairperson is required to resign from his / her duties, the Vice-Chairperson shall assume this duty;
- c) **The Past Chair** shall, support the Chairperson in the performance of their duties.
  - 1) ~~Chair the Nominating Recruitment Committee, and assist with the recruitment and orientation of new Board members;~~
  - 2) Provide historical continuity about the board's activities; and
  - 3) Have other duties and powers from time to time as assigned by the Board;

d) ~~The Treasurer shall~~

- 1) Be responsible for the care and custody for all funds and securities of the MFRC;
- 2) Keep full and accurate accounts of all assets, liabilities, receipts, and disbursements of the MFRC in such chartered bank, as designated by the Board;
- 3) Deposit all monies, securities and other valuable effects in the name and credit of the MFRC in such chartered as designated by the Board;
- 4) Present financial statements to the Board and Executive monthly and upon request at other times;
- 5) Submit yearly financial statements for review by the attendees at the Annual General Meeting;
- 6) Sign financial documents in conjunction with the Chairperson, Secretary, or Executive Director as the situation warrants. If the Treasurer is not available any two members of the Executive Committee and the Executive Director can sign applicable documentation; and
- 7) Preference should be provided to a board member with a strong financial background;

e) ~~The Secretary shall~~

- 1) When present, record all motions of General, Board and Executive Committee proceedings / meetings and distribute these to the appropriate individuals for approval at the subsequent meeting;
- 2) Provide notice of all meetings to the appropriate individuals;
- 3) Be responsible for all books, documents, records, and correspondence belonging to the Board; and
- 4) Perform other duties from time to time as prescribed by the Board or Executive Committee or incident to his / her office.

## 2. Quorum for the Executive Committee Meetings

The presence of three of the five members of the Executive Committee is required for a quorum. No business may be decided upon the Executive Committee except at a meeting with a quorum.

## 3. Powers

During the intervals between meetings of the Board, the Executive Committee has the authority to exercise all powers of the Board, unless specified otherwise by the Board, in the management of the Halifax & Region MFRC.

## ARTICLE 10 – Committees

1. The Board may, as the need rises, constitute standing and Ad Hoc committees to investigate, plan, or conduct activities on a particular matter; and
2. Each committee shall be comprised of at least one (1) Board member who serves as committee chair, and volunteers from various groups such as representatives of the MFRC staff, the civilian partners and other members of the military family community. The Board shall elect the Chairperson of each committee.

## **ARTICLE 11 – Staff Appointments**

The Board shall hire the Executive Director to carry out the day-to-day management and administration of the Center and other duties that shall from time to time be prescribed by the Board.

1. Duties of the Executive Director shall be contained in the Statement of Duties approved by the Board;
2. ~~The Executive Director shall ensure that civilian partners are involved in the decision making process at all stages in the establishment and operation of the Center~~
3. The Executive Director shall, in so far as is practical, attend General, Board, and Committee meetings, as the Board requires; and
4. The normal administrative channel for the Executive Director shall be the Chairperson.

## **ARTICLE 12 – Financial Management**

1. The financial year for the MFRC shall be the fiscal year 1 April to 31 March;
2. The signing officers for the MFRC account(s) shall be any two of the following; Chairperson, Vice-Chairperson, Treasurer, Secretary, and / or Executive Director. Exceptions to this are as follows:
  - a) The Executive Director may authorize the expenditure of funds totaling less than \$5000 (except pay cheques) if this expenditure was approved in the annual operating budget and / or approval was granted in the minutes of a Board meeting;
  - b) The Executive Director has signing authority for expenditure of funds totaling less than \$1000 outside of the approved budget for the day-to-day operations of the Halifax & Region MFRC;
  - c) The Executive or **Deputy Director** plus **one** designated staff member can sign for the staffs pay cheques except that of the Executive Director; and
  - d) One officer of the Board of Directors and a staff designate must sign for any cheque payable to the Executive Director;
3. Any member may inspect the books and records of the Association at any reasonable time within two (2) days prior to the Annual General Meeting and thereafter at the registered office of the Association; and
4. The borrowing powers of the Association may be exercised by special resolution of the members.

## **ARTICLE 13 – Auditors**

The voting attendees at each Annual General Meeting shall appoint an auditor to audit the accounts of the MFRC. This individual will hold office until **the next** Annual Meeting. If the office of auditor becomes vacant before the term is complete the vacancy shall be filled by an appointment made by the Board of Directors. The Board shall fix the remuneration of the auditor.

## **ARTICLE 14 – Execution of Contracts**

The Chairperson or his/ her their designate and one other member of the Executive shall sign all contracts, documents or any instruments in writing requiring execution by the Board. In the case of contracted personnel whereas the contract negotiated between the Board and contractor must be signed by the Chairperson or his/ her their designate and one member of the Board as outlines by Supply and Services regulations. All such documents, once signed are binding upon the MFRC without any further authorization or formality. The Board may, from time to time, appoint any Board member on behalf of the MFRC either to sign documents generally or to sign specific documents.

## **ARTICLE 15 – Indemnity**

Every Board, staff and volunteer member of the MFRC and his/ her heirs, executors and administrators, and estate and effects, respectively, shall at all times be indemnified and saved harmless out of the funds of the MFRC, from and against:

1. All costs, charges and expenses whatsoever which the Board, staff or volunteer sustains or incurs in or about any action, or proceedings which are brought, commenced, or prosecuted against him / her for or in respect any act, deed, matter of thing whatsoever made, done or permitted by him / her in or about the execution of the duties of his office; and
2. All other costs, charges, and expenses which he / she sustains or incurs in or about or in relation to the affair thereof, except the costs, charges or expense occasions by his / her own willful neglect or default.

## **ARTICLE 16 – Protection of the Board, Staff and Volunteers**

No member of the Board, staff, or volunteer of the MFRC shall be liable for:

1. The acts, receipts or defaults of any other Board member, staff or volunteer;
2. Joining in any receipts or act of conformity;
3. Any loss, damage to expense happening to the MFRC insufficiently of security towards money of the MFRC;
4. Loss or damage to funds arising from bankruptcy, insolvency or factious act of any person or firm with whom monies or effects were deposited; and
5. For any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust in relation thereto unless the same shall happen by or through his / her own wrongful and willful act or through his / her own wrongful and willful neglect or default.

Release of information to the public concerning any aspect of the operations or business of the Halifax & Region MFRC must be authorized by the Executive Director or the Chairperson of the Board.

## **ARTICLE XVII – Membership**

~~Membership in the Association shall cease upon the death of a member, or if by notice in writing to the Association, he or she will resign his or her own membership or if he or she ceases to qualify for membership in accordance with these by-laws.~~





**ARTICLE 17 – Seal of the Society**

The seal of the ~~Association~~ Halifax & Region MFRC shall be in the custody of the Executive Director and must be affixed to any document upon approval of the Secretary and one other signing authority.

**ARTICLE 18 – Amendments**

Amendments of the ~~Memorandum of Association and/or~~ By-Laws may be made in accordance with the following:

1. Notice of proposed amendments, additions and / or deletions shall be presented to the Secretary not less than thirty days prior to the date of the Annual General Meeting or Special Meeting called for that purpose after a resolution was passed by the Board;
2. Copies of the changes will be made public at least fourteen days before the meeting at which time they will be voted upon to enable the community to be informed of the proposals; and
3. A seventy-five percent majority vote of the attendees eligible to vote is required for the changes to be adopted.

**Effective Date**

This By-Law shall come into force without further formality upon enactment.

Enacted as By-Law **Number 1** of the Board of Directors at a meeting duly called and held with a quorum present on the ~~17th day of June 2015.~~

Chairperson

Vice-Chairperson

Treasurer

Secretary