

# PERFORMING ARTS LODGES OF CANADA FOUNDATION

## OPERATION BY-LAW NO. 2

### ARTICLE 1 DEFINITIONS

**1.01 Immediate Past President** is a Member of the Board who has voice and vote but cannot hold Executive Office.

**1.02 Standing Committee** is a permanent committee of the Board and/or Chapter.

### ARTICLE 2 HEAD OFFICE

**2.01** The Head Office of PAL Canada Foundation shall be located at a place in Canada designated by the Board.

### ARTICLE 3 COMPOSITION OF THE BOARD OF DIRECTORS

**3.01** The property and business of PAL Canada Foundation shall be managed by a Board of Directors.

**3.02** The Board of Directors and their election shall be governed by the following:

- (a) The Board shall be composed of:
  - i. Seven Directors elected at large, drawn from the Individual and Life members;
  - ii. One representative and one alternate appointed by each PAL Chapter, who must be members of PAL Canada Foundation and elected to the Chapter Board, both of whom are welcome to attend all meetings, and the alternate will have a voice but will only have a vote in lieu of the representative when the representative is not in attendance, and will not be required to sit on committees of the Board; “
  - iii. Four *ex-officio* Directors, one appointed by each of the founding organizations as set out in By-Law 1, Article 3.01(b);
  - iv. The Immediate Past President, unless otherwise elected, who has voice and vote but may not hold Executive Office; and
  - v. By a 2/3 vote, the Board may appoint up to three Honorary Directors who have served at least 2 terms on the Board. Such Directors may be appointed for a term of up to three years, and will have voice but no vote, and may not hold Executive Office.
  
- (b) Directors elected at large shall be elected for a two-year term or until their successors are elected, or appointed by resolution of the Board in the case of a mid-term vacancy.

- (c) Each year the positions of the Directors elected at large whose 2-year terms expire that year, shall be filled by a mail-in election conducted under the proportional, single transferable vote system as detailed in the Rules & Regulations, and the results will be announced at the Annual General Meeting.
- (d) Directors elected at large may serve not more than six consecutive years, but may stand for election again after a hiatus of at least one year.
- (e) The office of Director shall be automatically vacated:
  - i. if a Director resigns the office of Director by delivering a written resignation to the President or Secretary of PAL Canada Foundation, or if a Director fails to pay any required membership dues;
  - ii. if a Director is an undischarged bankrupt;
  - iii. if, at a Membership meeting, a resolution to remove a Director from office is passed by three-quarters (75%) of the Members present or represented by proxy at the meeting; or
  - iv. by death provided that if any vacancy shall occur for any reason in this paragraph, the Board may by resolution fill any vacancy with an eligible member.
- (f) Directors may be appointed by resolution of the Board before January 1<sup>st</sup> of any year and shall be considered to have served a full year at the time of the AGM following their appointment regardless of when the resolution was passed, and if necessary, they shall stand for election for the remaining one year of their first two-year term. Directors appointed after January 1<sup>st</sup> will stand for election for a two-year term.

#### **ARTICLE 4                      RESPONSIBILITIES OF THE BOARD**

- 4.01** The Board represents PAL Canada Foundation in all respects and speaks publicly for PAL Canada Foundation through the President or the President's designate.
- 4.02** The Board shall meet at least four times a year, either in person or through electronic means, where each participant can communicate with each other participant simultaneously.
- 4.03** The Board may:
  - (a) Appoint such agents and engage such employees as it deems necessary to perform such duties as shall be prescribed by the Board at the time of such appointment;
  - (b) Delegate to an Executive Officer or Executive Officers the right to employ and pay wages to employees;
  - (c) Fix the remuneration or delegate the fixing of remuneration of all agents and employees, the total of which shall be included in the Treasurer's report in the financial statements of PAL Canada Foundation, for confirmation by the Members;
  - (d) Establish committees from within and without the Board, together with the methods by which such committees shall liaise with the Board;
  - (e) Establish, review, and revise when appropriate a Mission Statement to better articulate the Corporation's goals and the means by which they may be achieved;
  - (f) Borrow money upon the credit of PAL Canada Foundation by obtaining loans or advances or by way of overdraft or otherwise;

- (g) Issue, sell, or pledge securities of PAL Canada Foundation including bonds, debentures, and debenture stock for such sums and on such terms and at such prices as it deems expedient; and
- (h) Assign, transfer, convey, pledge, charge, or give security in any manner upon all or any of the real or personal, movable or immovable property, for the repayment of any money borrowed or to be borrowed under the Bank Act or otherwise, now or hereafter made or incurred directly or indirectly or otherwise.

**4.04** The Board shall disperse monies raised nationally in the name of PAL Canada Foundation in areas and in the manner which the Board deems proper.

## **ARTICLE 5                    RESPONSIBILITIES OF THE EXECUTIVE COMMITTEE**

- 5.01** The Board will appoint an Executive Committee, consisting of the Executive Officers (President, Vice-President, Secretary, Treasurer, and 2 Executive Officers without Portfolio), as well as any other Director(s) that the Executive Committee by majority vote, may recommend.
- 5.02** The Executive Committee shall meet every two months and as necessary, in person or through electronic means, where each participant can communicate with each other participant simultaneously.
- 5.03** The Executive Committee shall administer the business and financial affairs of PAL Canada Foundation between Board meetings, and shall have the authority of the Board to act on matters consistent with established Board policy, including the entering into of employment contracts; the purchase of goods and services; the unbudgeted expenditure of less than \$2,500; the preparation of the Annual Budget; the management of PAL Canada Foundation assets, legal and legislative matters; PAL Canada Foundation's administrative structure; and all other duties as may be assigned from time to time by the Board. The Executive Committee shall report its actions to the Board at the earliest opportunity. When there is demonstrable urgency and the Executive Committee decides that action must be taken which is not consistent with Board policy, an emergency Board meeting will be convened, which may be attended either in person or through electronic means, where each participant can communicate with each other participant simultaneously.

## **ARTICLE 6                    EXECUTIVE OFFICERS AND THEIR DUTIES**

- 6.01** The Executive Officers of PAL Canada Foundation shall be a President, a Vice-President, a Secretary, a Treasurer, and 2 Executive Officers Without Portfolio. The offices of Secretary and Treasurer may be held by the same person.
- 6.02** At the first meeting of the Board following each AGM the above-named Executive Officers shall be elected from among the Directors except the Immediate Past President and any Honorary Directors.
- 6.03    President**  
The President shall be the Chief Executive Officer and shall preside, where possible, at all meetings of the Members and the Board. Subject to the direction of the Board and the Executive

Committee, where applicable, the President shall have the general and active management of the business of PAL Canada Foundation, and shall see that all orders and resolutions of the Board are given effect.

**6.04 Vice-President**

The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as may be determined by the Board.

**6.05 Secretary**

The Secretary shall, when possible, attend all meetings of the Board and the Membership Meetings and shall cause to be recorded all votes and Minutes of the proceedings in the books to be kept for that purpose. The Secretary shall give or cause to be given notice of all such meetings and shall perform such other duties as may be determined by the Board. The Secretary shall be the custodian of the seal of PAL Canada Foundation which s/he shall deliver only when authorized by a resolution of the Board to do so. Such custodial and recording duties may be delegated to others with the consent of the Board.

**6.06 Treasurer**

The Treasurer shall cause to be kept full and accurate accounts of receipts and disbursements in books belonging to PAL Canada Foundation, and shall cause to be deposited all monies and other valuable effects in the name and to the credit of PAL Canada Foundation, and in such depositories as may be designated by the Board. The Treasurer shall oversee the disbursement of the funds of PAL Canada Foundation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and the Board at its regular meeting, or whenever they may require it, an account of all of PAL Canada Foundation's transactions and of the financial position of PAL Canada Foundation. The Treasurer shall also perform such other duties as may be determined by the Board.

**ARTICLE 7 COMMITTEES**

**7.01** At the first Board meeting after the AGM, the Chair will ask Members for expressions of interest in serving on the Standing Committees. This information will be referred to the Executive Committee and its recommendation on the composition of the Committees will be made to the Board.

The Board will strike the following Standing Committees to be comprised of at least three Directors, and other PAL members, as appropriate, and all Directors shall sit on at least one Standing Committee:

- (a) **Development Committee**, to develop and implement a comprehensive strategy to increase membership and to establish a strong financial position for PAL Canada Foundation, in order to create and support PAL services and facilities.
- (b) **Research and Communications Committee**, to provide communications support to the Board and its Committees; to monitor and disseminate information on public and private policy regarding non-profit housing and on other issues relating to PAL's aims and objectives; and to maintain a strong profile for PAL Canada Foundation and an effective

communications link with PAL members and with associated institutions and organizations.

- (c) **Chapter Support and Liaison**, to assist Chapters to develop effective policies and strategies to deliver PAL services in their local areas; to evaluate and make recommendations to the Board with respect to Chapter requests for grants and other forms of assistance; and to monitor compliance with Canada Customs and Revenue Agency requirements and with PAL Canada Foundation's policies and standards of operation.

- 7.02** The Standing Committees shall meet every two months and as necessary, in person or through electronic means, where each participant can communicate with each other participant simultaneously.
- 7.03** The Board may appoint *ad hoc* committees to undertake specific projects.

## **ARTICLE 8 BOARD MEETINGS**

- 8.01** Meetings of the Board may be held at any time and place to be determined by the Board, provided that five days' notice of such meeting shall be given to each Director. No formal notice shall be necessary if all Directors are present at the meeting or waive notice thereof in writing.
- 8.02** A quorum shall consist of a majority of the voting Directors.

## **ARTICLE 9 MEMBERSHIP MEETINGS**

- 9.01** The Annual General Meeting shall be held at a location designated by the Board, to receive reports and announce the election of Directors to the Board in accordance with the Article 3.02, above.
- 9.02** Notice of Membership Meetings shall be sent to all Members twenty-one days prior to the date of the meeting.
- (a) Accompanying the Notice of Meeting of the AGM shall be the proposed agenda, financial statements, notice of any proposed amendments to the By-Laws and/or Rules and Regulations, a Voting Package for the election of Directors, and a proxy solicitation form.
- (b) Accompanying the Notice of Meeting of a Special Membership Meeting shall be an explanation of the purpose of the meeting, notice of any proposed amendments to the By-Laws and/or Rules and Regulations, any background information the Board deems appropriate, and a proxy solicitation form.
- 9.03** A quorum shall consist of twenty Members, either physically present or represented by proxy.
- 9.04** A voting Member who is present shall have the right to exercise one vote on each Motion placed before the meeting.

**9.05** A voting Member may designate another voting Member to exercise her/his vote by proxy. This signed proxy must be received by the Secretary by hand, mail, or facsimile at least four full days before the meeting.

**9.06** At each General Meeting the members shall appoint an auditor to audit the accounts and the financial statements of PAL Canada Foundation for the current year. The Board shall have the right to fix the remuneration of the auditor and to fill any vacancy in the position between meetings.

## **ARTICLE 10 REMUNERATION OF DIRECTORS**

**10.01** No Director shall be entitled to receive any compensation for services rendered to the Corporation as Director.

## **ARTICLE 11 INDEMNIFICATION**

**11.01** Every Director of PAL Canada Foundation and the Director's heirs, executors, and administrators, and estate and effects, respectively, shall at all times be indemnified and saved harmless out of the funds of PAL Canada Foundation, from and against all costs, charges, and expenses whatever that such Director, officer, or person sustains in or about an action, suit, or proceeding that is brought, commenced, or prosecuted against her/him, for or in respect of any act, deed, matter, or thing whatever made, done, or permitted by her/him, in or about the execution of the duties of her/his office, except such costs, charges, or expenses as are occasioned by her/his own wilful neglect or default, or failure to act honestly and in good faith with a view to the best interests of PAL Canada Foundation.

## **ARTICLE 12 SIGNING OFFICERS**

**12.01** Any two Executive Officers are authorized and directed to do, sign, and execute all things, deeds, and documents necessary or desirable for the carrying out of the business of PAL Canada Foundation. Cheques and negotiable instruments for the payment of money are to be signed by two Signing Officers.

## **ARTICLE 13 RULES AND REGULATIONS**

**13.01** The Board may prescribe national rules and regulations consistent with the By-Laws relating to the operation and management of PAL Canada Foundation which it deems expedient, and such rules and regulations and any amendments to such, shall have force and effect only until the next Membership Meeting when they shall be subject to confirmation by majority vote. Failure to receive such confirmation will render such rules and regulations of no further force and effect.

**ARTICLE 14            GENERAL**

**14.01** The financial year of PAL Canada Foundation shall end on the 31<sup>st</sup> of December in each year.

**14.02** In these By-Laws, the singular shall include the plural and the plural the singular, and any gender reference shall include either the male or female as the case may be.