



# KINGSTON MILITARY FAMILY RESOURCE CENTRE

## BY-LAWS

September 11, 2024

Batoche Community Centre, CFB Kingston

32 Lundy's Lane, Kingston, ON, K7K 5G2

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## 1. GENERAL

### 1.1 Interpretation

This By-law shall be, unless the context otherwise requires, interpreted in accordance with the following:

- a) All terms contained in this By-law which are defined in the Act or the Regulations shall have the meanings given to such terms in the Act or the Regulation importing the singular number only shall include the plural and vice-versa; and the word "person" shall include corporations, companies, partnerships, syndicates, trusts and any number or aggregate of persons;
- b) The headings used in this By-law are inserted for reference purposes only and are not to be considered or taken into account in interpreting the terms or provisions contained in this By-law or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

### 1.2 Head Office

The head office of the Kingston Military Family Resource Centre ("KMFRC") shall be located within the City of Kingston in the Province of Ontario. The corporation may change the location of its Head Office within the municipality or geographic township by resolution of its directors from time to time.

The KMFRC may change the municipality or geographic township in which its registered office is located to another place in Ontario by special resolution.

### 1.3 Name

The KMFRC derives its name as a result of formalization under the Military and Veteran Family Support Program (MVFSP) to ensure consistency across Canadian Forces Bases, Wings and Stations.

### 1.4 Location

The KMFRC is located at 32 Lundy's Lane, Kingston, ON, K7K 5G2 with satellite office(s) located throughout the City being established as necessary, depending on the services being offered. This address may not necessarily be the address of the Head Office.

### 1.5 Purpose

The KMFRC exists to deliver services and resources that enhance military family resilience and stabilization in the face of unique military family challenges.

## 1.6 Governance

1.6.1 The KMFRC is incorporated under the Ontario Not-for-Profit Corporations Act (ONCA). It is a registered charity (140746157RR0001) and as such is subject to all governing regulatory requirements associated with registered charities operating in the Province of Ontario. It must be operated in accordance with these authorities and the instructions contained in the By-law and amplified in policy statements.

## 1.7 Fiscal Year

The fiscal year for the KMFRC shall be from April 1 to March 31. The accounting records shall be audited within twelve (12) weeks of the close of the fiscal year and the audited statements shall be presented at the Annual General Meeting.

## 1.8 Partnerships

The KMFRC may choose, at the discretion of the Board of Directors and the Executive Director, to maintain partnerships with other agencies whose mandate is consistent with the mission and vision of the KMFRC.

## 2. **MEMBERSHIP**

### 2.1 Classes and Conditions of Membership

Subject to this Bylaw, there shall be one class of members in the KMFRC, namely, Military and Veteran family members. The following conditions of class membership shall apply:

- a) Members of a Canadian Armed Forces family:
  - i) Voting membership in the KMFRC and access to its services is extended to all Canadian Armed Forces (“CAF”) family members who are associated with Canadian Forces Base (“CFB”) Kingston or residing in the CFB Kingston geographic area. This includes current and veteran Canadian Armed Forces’ personnel, Regular and Reserve Force, and their spouses, partners, parents, children and relatives. Also included are Non-Public Fund and the Department of National Defence civilian employees during a deployment with the Canadian Armed Forces to a mission area outside of Canada, their parents, spouses, children and relatives. As well, family members and persons of significance to Canadian Armed Forces personnel who die while serving remain part of the military family community in perpetuity. Members must be eighteen (18) years of age or older to hold a valid vote.
  - ii) Voting membership will be suspended to any members with outstanding monies owed to KMFRC.

### 3. MEETINGS

#### 3.1 Annual General Meetings (AGM)

The Annual General Meeting of the members shall be held within one hundred eighty (180) days of the end of each fiscal year within the Province of Ontario, at a time, place and date determined by the Board, for the purpose of:

- a) Hearing and receiving the reports and statements required by the Not-for-Profit Corporations Act to be read at and laid before the Corporation at an annual meeting;
- b) Electing such Directors as are to be elected at the annual meeting;
- c) The transaction of any other business properly brought before the meeting (i.e. By-laws amendment);
- d) Appointing an auditor for the following year; and
- e) Presenting and accepting the audit statements.

#### 3.2 General Meetings

General meetings may be convened at the discretion and direction of the Board, provided proper notice stating the business to be brought before the meeting is provided to members.

#### 3.3 Special Meetings

The directors may at any time call a Special Meeting of the members. A Special Meeting shall also be convened by the Board if a written petition signed by at least ten percent (10%) of members stating the purpose of the meeting is issued to the Board. A Special Meeting shall be held within twenty-one (21) days of the Board receiving such petition. Discussion at the Special Meeting shall be limited to the purpose outlined in the petition, unless a majority of the members present agree to introduce other agenda items.

#### 3.4 Notice

The time and place of every Annual General, General, or Special Meeting shall be given to each member a minimum of 30 days before the date fixed for the meeting. All notices shall contain the time, place and proposed business of the meeting, including the text of any special resolution or bylaw to be considered.

#### 3.5 Adjournment

The President may, with the consent of the majority of the members in attendance and subject to such conditions as those members may decide, adjourn an Annual General, General or Special Meeting.

#### 3.6 Voting

At all Annual General, General or Special Meetings, Resolutions shall be decided by a majority of votes of the members present. All Special Resolutions will require at least two-thirds of the votes

cast. Every question shall be decided in the first instance by a show of hands unless any member demands a poll. Upon a show of hands, every member having voting rights shall have one (1) vote and, unless a poll be demanded by a member present, a declaration by the President that a resolution has been carried or not carried and an entry to the effect in the minutes of the KMFRC 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 of 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 members present. Such poll shall be taken in such a manner as the President shall direct and the result of such poll shall be deemed the decision of the KMFRC in an Annual General Meeting upon the matter in question. In case of an equality of votes at any Annual General, General, or Special Meeting whether a show of hands or by poll, the President shall be entitled to a second or casting vote. Voting may be done via electronic means provided all members are provided the opportunity to vote and rules for quorum are followed.

#### **4. BOARD OF DIRECTORS**

##### **4.1 Role**

The role of the Board of Directors is to provide the strategic guidance for the KMFRC and take responsibility for the effective governance of the organization, in order to ensure that its mission is fulfilled.

The Board members shall ensure that they are fully informed regarding the general operation and services of the KMFRC. They shall receive no salary for their services but may be reimbursed for reasonable expenses incurred while representing the KMFRC.

The Board establishes policy to ensure the effective implementation of the By-law of the KMFRC, and shall review all KMFRC services, evaluate their effectiveness, and set goals for the growth of the KMFRC.

##### **4.2 Board Structure**

The Board shall consist of between seven (7) and twelve (12) voting Directors (elected and/or interim) filling the following positions:

- a) President;
- b) Vice-President;
- c) Treasurer;
- d) Secretary;
- e) Elected Directors;
- f) One (1) Director shall be appointed to the Board by the Base Commander (nonvoting);  
and
- g) Executive Director of the Corporation (non-voting).

The Board must be comprised of at least fifty-one percent (51%) of Canadian Armed Forces military family members as defined in Article 2.1.

Each director shall be a member of the KMFRC at the time of his or her election or appointment. A director shall be eighteen (18) years of age or older. A director may not be an undischarged bankrupt nor a mentally incompetent person.

#### 4.3 Duties and Powers of the Board

The Board is responsible for the highest level of decision making and legal authority for the KMFRC. The Board primarily acts on behalf of the membership and is required to act in the best interest of the KMFRC and the families being served. The Board is responsible for, but not limited to, the following key areas:

- a) Vision, Planning and Evaluation;
- b) Financial Management;
- c) Human Resources;
- d) Corporation's By-Laws reviews and updates;
- e) Community Relations; and
- f) Organizational Operations and Governance.

The Board has the responsibility to manage and utilize the funds entrusted to the KMFRC on behalf of the funders and partners. Therefore, the Board must act in good faith, trust and confidence and exercise high standards of care in managing the affairs of the KMFRC.

The Board will review the requirement for a Community Needs Assessment and endeavor to deliver the services needed through the KMFRC. The Board will establish a Strategic Plan, review it annually and update it as required on a minimum of a 5 year basis.

### 5. OFFICERS

The Board shall appoint from among the Directors a President, Vice President, and may appoint any other person to be Treasurer and Secretary at its first meeting following the Annual General Meeting of the KMFRC. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

#### 5.1 President

The President shall chair all Board meetings, the AGM, and any Special and General Meetings.

They shall take the steps necessary to ensure that the Board follows its mandate as described in Article 2.1, and are responsible and accountable to the Board for any and all of the Board actions carried out under the auspices of the KMFRC. If the President is unavailable, the Vice-President will carry out the duties. If both are unavailable, the Board of Directors will appoint another

member to carry out the duties in the interim. The President normally does not vote on items, except in the case of a tie.

A complete list of duties can be found in the Board Policies — President Terms of Reference, which is signed by the President at the beginning of their term of office.

### 5.2 Vice-President

The Vice-President may perform the duties of the President in the absence of the President and shall assume other responsibilities in accordance with assignments made by the Board.

A complete list of duties can be found in the Board Policies — Vice-President Terms of Reference, which is signed by the Vice-President at the beginning of their term of office.

### 5.3 Treasurer

The Treasurer is responsible for the general administration of funds belonging to the KMFRC, including the methods used for bookkeeping and accounting, and shall ensure that full and accurate accounts consisting of receipts and disbursements of funds provided to the Board on a monthly basis. In addition, annual financial statements are presented to the Board.

The Treasurer shall ensure the financial statements are audited and presented to the Board and membership, along with an analysis of those statements. In addition, the Treasurer shall ensure the auditing of the financial statements is completed in a timely manner at the close of each fiscal year.

A complete list of duties can be found in the Board Treasurer Terms of Reference, which is signed by the Treasurer at the beginning of their term of office.

### 5.4 Secretary

The Secretary is responsible for the administrative procedures of the Board and the Not-for-Profit Corporations Act.

A complete list of duties can be found in the Board Secretary Terms of Reference, which is signed by the Secretary at the beginning of their term of office.

### 5.5 Executive Director

The Board will hire an Executive Director. Subject to any duties or responsibilities imposed or any directions given, the Executive Director shall be the Chief Operating Officer of the Corporation responsible for all operations. The Executive Director shall attend all meetings of the Board, except during discussions regarding the Executive Director's performance or salary or as otherwise determined by the Board or Executive Committee. The Executive Director will be a non-voting member of the Board. The Executive Director may be invited to committee meetings as required or be a permanent member of any other committee. The Executive Director will provide a report at each monthly meeting and act as a liaison for KMFRC staff at Board meetings.

### 5.6 Other Directors

Other members have the responsibility to be an effective voice in the management of the KMFRC, and to remain current with KMFRC services, in addition to other roles as designated by the Board of Directors. They are expected to be part of one (1) or more sub-committees, either as the chair or as a member.

A complete list of duties can be found in the Board Member Terms of Reference, which is signed by each Director at the beginning of their term of office.

## **6. ELECTION/APPOINTMENT TO THE BOARD**

All Board members shall be elected to the Board by the membership at the AGM or at a Special General Meeting. Board members shall be screened in accordance with the volunteer program screening process. Certain members of the Board will be responsible to review applications, conduct interviews and make recommendations concerning potential candidates who wish to join the Board. When vacancies occur between Annual General Meetings the board may vote in Interim Members who must then be confirmed by the membership at the subsequent AGM. All Board members will accept their position in writing following their election to the Board.

The Board of Directors shall vote in and appoint each member of the Executive Committee to their respective positions at a Board Meeting whenever there is a vacancy. Interim Board members may be appointed to positions on the Executive Committee.

Former staff members of the KMFRC, regardless of their positions, are permitted to apply to be Board members, provided they have resigned from the agency for at least twelve (12) months prior to applying for a Board member position. Board members may apply for employment at the agency provided they have resigned from the Board of Directors at least twelve (12) months prior to applying for a staff member position.

## **7. TERM OF OFFICE**

Each director shall be selected for a three (3) year term. Re-election for a subsequent term must be made by the membership at the subsequent Annual General Meeting

## **8. BOARD MEETINGS**

The Board shall meet monthly or more frequently, if necessary, at the call of the President. The Board may suspend July and December meetings. Work on Board business may continue secretorially between regularly scheduled meetings.

All meetings of the Board are open to the public. They must, however, provide notice of their intent to the Executive Director at least five (5) working days prior to the meeting so the right size venue can be secured and advertised. No person shall be excluded from an open meeting except as required by safety regulations or for improper conduct as determined by the Board. Where a matter is determined by a Board to be confidential, the part of the meeting concerning such confidential matter may be held in camera.

## **9. QUORUM**



The quorum for meetings of the Board shall be a simple majority. The President or their replacement shall not vote except to break a tie. At the AGM fifty-one percent (51%) of all Board directors must be present to have quorum. A meeting without quorum may continue but voting will be suspended.

## **10. LEAVE OF ABSENCE**

A member of the Board may apply for a leave of absence. Applications must be made in writing to the President and will be approved at the discretion of the Board prior to commencement of the leave. The leave may last no longer than six (6) months, although an extension can be requested.

## **11. REMOVAL FROM BOARD BY DIRECTORS**

The directors may pass a resolution to remove a director who:

- a) Without sufficient reason and without prior approval of the President has missed three (3) meetings of the Board during any one (1) year;
- b) Commits a material breach of this By-law, the policies or procedures of the Corporation, or is convicted of an offence under the Criminal Code of Canada; or,
- c) Acts in a manner detrimental to the Board or the Corporation or is inconsistent with the objects of the Corporation.

## **12. COMMITTEES**

### **12.1 Purpose, Structure, and Membership of Committees**

Committees are formed as required by the Board to represent areas which are essential to the effective governance of the KMFRC. These committees are Board-based but may seek assistance from staff, subject matter experts, and/or other community members as required.

### **12.2 Executive Committee**

The Executive Committee consists of a President, Vice President, Treasurer and Secretary. The Executive Committee acts in an advisory role with the board and Executive Director and performs duties as determined by the Board of Directors.

### **12.3 Other Committees**

More information on the Standing Committees and reasons for establishing Ad Hoc Committees can be found in the Board policies.

## **13. MISCELLANEOUS**

### **13.1 Confidentiality**

Every member of the KMFRC organization, including staff, Board Members, and volunteers shall respect the confidentiality of both the people and the matters with which the KMFRC deals, and shall keep in mind that unauthorized statements may adversely affect both the KMFRC and the individuals which it serves.

### 13.2 Without Purpose of Gain

The business of the KMFRC shall be carried out without purpose of gain to its members and any profits or other accretions of the KMFRC shall be used in promoting its objectives.

### 13.3 Conflict of Interest

Directors will not place themselves in a situation where their duty as a Director conflicts with their personal interests or with their duty to others or in a situation where there may be a perceived conflict of interest. Should a Board Member find themselves in a conflict of interest situation or one that may be perceived as a conflict, they must declare the conflict to the Board, refrain from entering into any discussion regarding the issue and abstain from voting.

Conflict of interest would occur if staff, volunteers, or Board Members of the KMFRC participate in discussion or decision-making on behalf of the KMFRC about a matter from which they may benefit from directly or indirectly, regardless of the size or nature of the benefit. Should the conflict or perceived conflict be deemed immaterial and does not adversely affect the interests of the KMFRC, a majority vote of the disinterested Directors must occur to support the decision for the Director with the conflict to then vote on the subject.

A Director should not use inside information provided to them in the position as Director for their personal advantage or that of any close relative.

A Director who is uncertain as to whether they may have a conflict or a perceived conflict, must ask the President or Executive Committee for an opinion.

### 13.4 Recording of Conflicts of Interest

The minutes of the meeting at which a conflict of interest or perceived conflict of interest is disclosed shall reflect that:

- a) There was a disclosure of a potential or perceived conflict of interest;
- b) The affected Director removed themselves from the discussion;
- c) The affected Director did not vote on the subject; and
- d) The affected Director returned to the discussion at a specified time, when the conflict was no longer an issue.

### 13.5 Close Relationships to a Director

A conflict of interest exists when parties may have shared interests or are too closely related to be seen as completely independent (Arm's length principle):

- a) When a Director or close relative of a Director or the employer of either of the foregoing has an interest in an issue, matter or transaction within the KMFRC; or

b) When any Director or close relative of a Director acts as an agent, representative or spokesperson for any person, business, group or organization which would have an interest in any matter, transaction or issue within the KMFRC.

Someone is considered a close relative if they are a spouse, a child, natural or adoptive parent, grandparent, grandchild, brother, sister of a Director. The term also includes any other family member who resides in the same household as a Director.

### 13.6 Failure to Disclose a Conflict

If a Director knowingly fails to disclose a conflict of interest and participates in the discussion and subsequent vote, the KMFRC reserves all rights it may have under the law to have any contract entered into or any action taken set aside, revoked, or rescinded.

### 13.7 Gifts

A Director may not accept any gift of nominal value, nor solicit or accept gifts in the exchange for future consideration, nor will they accept any service, discount, concession fee for advice and service, or anything of value from any person or organization with an interest in an issue, matter or transaction in which the KMFRC also has an economic or other interest in.

### 13.8 Volunteering within the KMFRC

Any member of the Board shall be welcome to volunteer within the KMFRC provided their volunteer responsibilities do not place them in a direct conflict of interest with Board governance roles. Board members shall adhere to the conflict of interest statement and the Executive Director and Board President will consult to determine if a conflict exists. If a conflict is determined to exist, the Board member will need to choose between governance and program volunteer responsibilities.

### 13.9 Financial Investments

Any surplus funds shall be managed/invested in a manner that minimizes risk to those funds. Therefore they will only be invested in GICs, term deposits, money market funds, or similar cash equivalent vehicles and must be in the name of the organization.

## **14. INDEMNITIES OF THE BOARD**

No Board member is liable for any loss, damage or misfortune, whatever which will happen as a result of them acting as a Board member, unless the same is caused by an act of fraud, dishonesty, bad faith or wilful neglect or default. The KMFRC will indemnify each Director against all costs, charges and expenses incurred by him/her in respect of any civil, criminal or administrative action or proceeding to which they are made a party by reason of being or having been a Director or Officer of the KMFRC. This being the case as long as they acted honestly in good faith, with a view to the best interest of the KMFRC; and in the case of criminal or administrative action or proceeding that is enforced by a monetary penalty, they had reasonable grounds for believing their conduct was lawful.

The KMFRC will not indemnify or protect any Director or Officer for acts of fraud, dishonesty, bad faith or willful neglect or default of their duties.

The KMFRC shall purchase and maintain such insurance for the benefit of the Board members, staff and volunteers as such the Board may, from time to time, determine. The Board will carry Directors' Liability Insurance.

The Board has a fiduciary responsibility to perform their tasks with diligence, and to act with prudence and duty to avoid any conflict of interest. The Board will also maintain the organization's legal status, and act only within its scope of authority.

#### **15. ROBERT'S RULES OF ORDER**

All meetings of the KMFRC and the Board shall be conducted in accordance with the Parliamentary Procedure as outlined by "Robert's Rules of Order" insofar as applicable and consistent with the authorization for the By-laws.

#### **16. DISSOLUTION**

In the event of dissolution of the KMFRC, all remaining assets belonging solely to the KMFRC will be given to one (1) or more charitable Public Benefit Corporation(s) which serve a similar organizational purpose or be returned to the government as required. The choice of Public Benefit Corporation (s) is to be at the discretion of the Board.

#### **17. AMENDMENT TO BY-LAWS**

Subject to the Act, the By-law may be repealed, added to, or amended at any AGM or Special General Meeting by a simple majority vote of members present. Notice of an intention to amend the By-laws, and the substance of the resolutions shall be made available to members of the KMFRC a minimum of fourteen (14) days prior to the meeting.

Approved at the 11 September 2024 KMFRC AGM,

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Catherine MacLean,  
President, Board of Directors  
Kingston Military Family Resource Centre