

AMENDED AND RESTATED
E-QUALITY COMMUNICATION CENTRE OF EXCELLENCE, INC.



GENERAL BY-LAW NUMBER ONE

Revised:

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ARTICLE 1: DEFINITIONS AND INTERPRETATION

(a) Definitions

The following terms as used in these By-laws shall have meanings given to them below unless the context otherwise specifies or requires:

- i) **“Act”**: means *The Corporations Act* (Manitoba) C.C.S.M c.C255, including any Regulations made pursuant to the Act, and any statute or regulations that may be substituted, or amended from time to time;
- ii) **“Annual General Meeting” or “AGM”** means an Annual General Meeting of Members of ECCOE called in accordance with Article 5 of this By-law;
- iii) **“Board” or “Board of Directors”** means the Board of Directors of ECCOE;
- iv) **“By-laws”** means this By-law No. 1 and all other by-laws of ECCOE from time to time in force and effect;
- v) **“Communication Services”** means various services provided by ECCOE to enhance communication for Deaf and Deaf-Blind clients and communities, and may include, but is not limited to, interpreters, intervenors, note-takers, transcribers, translators or other communication facilitators as needed;
- vi) **“Deaf”** includes people with all ranges of hearing loss and/or cultural Deafness who may or may not use sign language and may or may not use other visual forms of communication under this definition;
- vii) **“deaf”** means those with medically diagnosed deafness who do not identify as culturally Deaf, and who may or may not use sign language or other forms of visual communication under this definition;
- viii) **“Deaf-Blind”** means a person with a condition which combines any degree of hearing loss combined with any degree -of vision loss which interferes with communicating and acquiring information, even though a person may have some useful vision and / or hearing;

- ix) **“Deafened” or “late-deafened”** means those who have lost their hearing later in life who may not identify as either culturally Deaf or deaf or hard of hearing.
- x) **“ECCOE”** means the E-Quality Communication Centre of Excellence, Inc.;
- xi) **“Employee of ECCOE”** means staff members who work as salary-paid employees for ECCOE but for certainty does not include independent contractors, freelance interpreters, intervenors, transcribers, note-takers or translators, or temporarily hired consultants;
- xii) **“Hard of hearing”** means those who have various ranges of medical hearing loss who may or may not identify with the Deaf community and may or may not use forms of visual language;
- xiii) **“Meeting of Members”** means an Annual General Meeting of Members or a Special Meeting of Members;
- xiv) **“Member” or “Members”** has the meaning described in Article 4 of this By-law;
- xv) **“Regulations”** means the regulations made under the Act, as amended, restated or in effect from time to time;
- xvi) **“Special Meeting of Members”** means a meeting of Members other than an Annual General Meeting of Members.

(b) Interpretation

- i) The headings used in this By-law are inserted for reference purposes only and are not to be considered or taken into account concerning the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of such terms or provisions.
- ii) In the interpretation of this By-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and “person” includes an individual, body corporate, partnership, trust and unincorporated organization.

- iii) Other than as specified above in this Article 1, words and expressions defined in the Act have the same meanings when used in these By-laws.

ARTICLE 2: AFFAIRS OF THE CORPORATION

(a) Legal Name

The name of the organization shall be "E-Quality Communication Centre of Excellence, Inc." and may be referred to as "ECCOE".

(b) Head Office

The head office of ECCOE is to be situated in the City of Winnipeg, in the Province of Manitoba.

(c) Fiscal Year

The fiscal financial year of ECCOE shall be from the first day of April to the last day of March in the succeeding year or such other date as the Board of Directors may, from time to time, by resolution determine.

(d) Execution of Instruments

- i) All deeds, transfers, conveyances, assignments, contracts, agreements, orders, directions, requisitions, notices and other instruments, including any cheques, bills of exchange or other orders, for the payment of money, notes, or other evidences of indebtedness issued in the name of ECCOE shall be signed by any one of the President, the Treasurer, and/or the Executive Director for amounts up to \$10,000.00, or any two of these Officers for amounts greater than \$10,000.00.
- ii) All such instruments so signed shall be binding upon ECCOE without any further authorizations or formality. The Board shall have the power from time to time to appoint authorized signatories on behalf of ECCOE to sign instruments in writing generally or to sign specific instruments.

(e) Books and Records

The Executive Director shall see that all necessary books and accounts required by the By-laws or by any applicable statute or law are regularly and properly kept.

ARTICLE 3: OBJECTIVES AND PRINCIPLES

(a) Objectives

- i) ECCOE's primary purpose is to promote and provide professional, independent communication services of a high calibre, which meet the needs of consumers throughout Manitoba by:
- ii) providing professional and independent communication services which facilitate equal participation in communication;
- iii) promoting the utilization of communication services throughout the community at large in all aspects of society;
- iv) promoting and providing consultation to educational programs to ensure continued improvement and development of professional qualified communication service providers;
- v) providing communication services of a high caliber, which meet the needs and respect the rights of consumers;
- vi) providing communication services which comply with the Code of Ethics as set out by the Association of Visual Language Interpreters of Canada;
- vii) working cooperatively with the community at large to ensure that services are designed, developed and delivered in a comprehensive, rational, efficient and effective manner;
- viii) working as liaison with other organizations and agencies promoting the advancement, enhancement and continued development of the interpreting field.

(b) Principles

- i) ECCOE is a non-profit organization whereby none of its income may be paid, payable or otherwise made available for the personal financial benefit of its members;

- ii) ECCOE will strive to ensure that equitable services are available throughout the province;
 - i. ECCOE will strive to provide communication services that facilitate full participation in society;
- iii) any changes in the services provided by ECCOE will occur in such a way that the rights and needs of consumers will continue to be respected;
- iv) ECCOE will ensure the establishment of a fair and objective appeals mechanism to which consumers, staff, and/or the community may forward concerns and complaints without prejudice;
- v) ECCOE will conduct its operations in a cooperative manner with consumers, board members, management and staff, working together within a participatory management framework towards the achievement of common objectives;
- vi) ECCOE is accountable to its consumers and the community at large to meet its objective in an efficient manner;
- vii) to this end, ECCOE will develop an evaluation mechanism to review policies, operations, planning and budgeting with a view to adapting to the changing needs of the community it serves;
- viii) ECCOE will design, implement, and maintain an affirmative action policy and program.

ARTICLE 4: MEMBERSHIP

(a) Active Member

Any person, residing in the Province of Manitoba, interested in and supportive of the objectives and principles of ECCOE is eligible to be an Active Member. Only an Active Member in good standing is entitled to vote at an Annual General Meeting and hold an office in ECCOE.

(b) Associate Member

Any individual that is not qualified to be an Active Member interested in and supportive of the objectives and principles of ECCOE is eligible

to be an Associate Member. The Board of Directors shall have the right to establish subcategories of Associate members. Associate members are not eligible to vote and are not eligible to hold office.

(c) Organizational and Affiliate Member

Any corporation or organization interested in and supportive of the objectives and principles of ECCOE is eligible to be an Organizational or an Affiliate Member. The Board of Directors shall have the right to establish subcategories of Organizational and Affiliate Membership categories for Non-Profit Organizations, For-Profit Organizations and Government Affiliates. Organizational and Affiliate members are not eligible to vote.

(d) Honourary Member

Honorary membership status may be conferred by the Board of Directors to individuals in recognition of distinguished service. Honorary Members are not eligible to vote, unless such individuals are also Active Members. Honorary members are not eligible to hold office, unless such individuals are also Active Members.

(e) Membership Fees

Membership fees for each category of membership shall be determined by the Board of Directors, if deemed needed. Members shall be notified in writing or via electronic means of the membership dues at any time payable by them and, if any are not paid within one (1) calendar month in advance of an Annual General Meeting, the members in default shall automatically cease to be members.

ARTICLE 5: MEETINGS OF MEMBERS

(a) Annual Meetings

- i) An annual meeting of Members shall be held in the City of Winnipeg not later than 15 months after the preceding annual meeting on such date and time as the Board of Directors shall determine.
- ii) At annual meetings, Members shall:
 - i. Elect Directors;
 - ii. Receive reports to the operation and affairs of ECCOE for

- the previous fiscal year;
- iii. Consider financial statements of ECCOE and the auditor's report thereon;
- iv. Appoint auditors; and
- v. Conduct any other business properly presented to the meeting.

(b) Special Meetings

Special meetings of Members shall be held on the call of the Board of Directors at any time, and be held in Winnipeg. The Board of Directors shall call a special meeting of Members upon the written petition of one hundred Members. All business to be conducted by Members except business to be conducted at an annual meeting of Members shall be conducted at a special meeting of members.

(c) Notice

Notice stating the day, hour and place of each meeting of Members shall be sent not less than ten days notice to each Member entitled to vote at the meeting, to each director and to the auditors of ECCOE, and, in the case of special business, the general nature of such business.

(d) Omission of Notice

Irregularities in a notice or in the giving of any notice or the accidental omission to give notice to, or non-receipt of a notice by any person entitled thereto shall not invalidate any action taken at the meeting.

(e) Quorum

Twenty (20) Active Members entitled to vote at a meeting shall constitute quorum. No business shall be conducted at a meeting unless the requisite quorum shall be present at the commencement of the meeting.

(f) Chair

Subject to the provisions of any resolution of the Directors, the President or, in his or her absence, the Vice-President or, in the absence of the foregoing officers, any other officer who is also a

Director designated by the Board of Directors for that purpose shall preside at any meeting of Members; provided that if all of the foregoing are absent, or otherwise unable to chair, the Members present and entitled to vote at such meeting shall choose another to act as the chair of the meeting hereinafter referred to as “the Chair”.

(g) Procedure at Meetings

The Chair of any meeting of Members shall conduct the procedure thereof in all respects and his or her decision on all matters or things, including, but without in any way limiting the generality of the foregoing, any question regarding the validity or invalidity, shall be conclusive and binding upon the Members. The Chair may appoint one or more persons to act as scrutineers at any meeting

(h) Voting

- i) The only persons entitled to be present at a meeting of members shall be those Active Members in good standing that are entitled to vote at the meeting, the Directors and the auditor of ECCOE.
- ii) Voting at every meeting of members shall be by a show of hands except where, either before or after a show of hands, a ballot is required by the Chair of the meeting or is demanded by any person present and entitled to vote at the meeting.
- iii) At every meeting of members all questions proposed for the consideration of members shall be decided by the majority of votes, unless otherwise required by the Act.
- iv) Any vote referred to in this section may be held, subject to and in accordance with the Act, partly or entirely by means of a telephonic, electronic or other communication facility, if ECCOE makes available such a communication facility. Any person participating in a meeting members under Article 14 and entitled to vote at that meeting may vote, subject to and in accordance with the Act by means of the telephonic, electronic or other communication facility that ECCOE has made available for that purpose.
- v) Proxies are not permitted at any meetings.

- vi) Unless a poll is or had been demanded at any general meeting of members, a declaration by the Chair of the meeting that a resolution has been carried and an entry to that effect in the minutes of the proceedings of ECCOE shall be sufficient evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against a resolution.
- vii) If a poll is demanded, whether before or after the Chair of the meeting has given his/her declaration, the same shall be taken in such manner as the Chair of the meeting directs, and the results shall be deemed to be the resolution of the ECCOE in general meeting.
- viii) Unless identified otherwise in these By-laws the greatest number of votes for a position shall govern.

(i) Adjournment

The Chair of any meeting of Members may at any time during the proceedings adjourn the meeting.

ARTICLE 6: BOARD OF DIRECTORS

(a) Powers

The Board of Directors hereinafter referred to as “the Board”, shall manage, control, supervise and be responsible for the management of the activities and affairs of ECCOE. The Board may, on behalf of ECCOE, exercise all the powers that ECCOE may legally exercise under the Act.

(b) Number of Directors

The Board shall be comprised of a fixed number of Directors as determined from time to time by resolution of the Board, but which number shall not be less than fifteen (15) and always be an odd number of Directors

(c) Election and Term

- i) Directors shall be elected to hold office for a term of three years.

- ii) Terms shall be staggered and no more than four (4) Directors shall be elected at an Annual General Meeting.
- iii) Each Director shall hold office until a successor is duly elected and qualified or until the earlier of the Director's death, resignation, disqualification or removal.
- iv) Directors may serve for a maximum of six (6) consecutive years except where the Board, by ordinary resolution, and Active Members agree to permit one or more Directors to serve as such for one or more one (1)-year extensions beyond six (6) consecutive years.
- v) After six (6) consecutive years (together with any permitted extensions), a minimum absence from the Board of one (1)-year is required before an individual may serve as a Director of ECCOE again with the exception of Officers that have been duly elected by the Board.
- vi) Transition provision.
 - i. The term limits identified in subsection 6(c)(iv) above shall not apply to any Director serving or elected prior to the the time this Amended and Restated By-law is made effective (on **October XX, 2020**) it being understood that any such Directors, but for this provision, whose terms would have expired shall continue to complete their existing terms.

(d) Composition

- i) At all times, ECCOE shall aim to have a Board of Directors, at least fifty-one percent (51%) of which shall:
 - i. be Deaf, deaf, Deafened, Hard of Hearing, Deaf-Blind, or
 - ii. be a parent or legal guardian, child, sibling, spouse or common-law partner of a person who is Deaf, deaf, Deafened, Hard of Hearing or Deaf-Blind.
- ii) Any slate of Directors shall to the extent reasonably practicable comply with the composition target in addition to any other criteria established by the Board. However, all acts of the Board of

Directors are valid notwithstanding a failure to comply with this composition target.

- iii) Two to four additional Directors may be appointed at the discretion of the Board. Every effort shall be made to seek Directors from communities that have perspectives and experiences that are relevant to ECCOE's activities, needs and are not otherwise represented on the Board.

(e) Qualifications of Directors

- i) Subject to the provisions of Section 100(1) of the Act, Directors shall:
 - i. be at least eighteen (18) years of age;
 - ii. be an Active Member of ECCOE at the time of their election or appointment and shall remain an Active Member throughout his or her term in office;
 - iii. not be bankrupt;
 - iv. otherwise be legally competent under applicable laws;
 - v. not generally serve simultaneously on the Board of Directors of any other Deaf association unless can demonstrate to the satisfaction of the Nominations Committee established under Article 8 that is able to avoid any conflicts as well as has sufficient time and ability to service on multiple boards;
 - vi. be a resident of Manitoba.

(g) Election of Directors

- i) The Board shall establish a transparent nominations process consistently applied to each nominee for election or appointment.
- ii) The Board may set the matter and method for election of nominee Directors, and such manner and method shall be disclosed in the notice provided to members prior to an Annual General Meeting at which Directors are to be elected.
- iii) Any individual who applied for a board position but was not put forward by the Board may have their name added to the list of approved candidates if they provide, in writing, the support of at least five (5) Active Members in good standing at least forty-eight (48) hours in advance of the election.

(h) Nominations

- i) A Nominating Committee (constituted under Article 8) shall prepare a report that shall include a list of persons to be nominated to the Board. The persons so nominated shall be representative of the community, both men and women; the Deaf community and/or Deaf-Blind community. The Report of the Nominating Committee shall be presented to the Board at least fourteen (14) days prior to the date fixed for the Annual General Meeting of ECCOE.
- ii) As well, the Nominating Committee shall cause notices to be published via Deaf and Deaf-Blind organizations at least 60 days before the date fixed for the Annual General Meeting, requesting nominations for the Board. The notice shall specify that nominations:
 - i. be in writing, with nominee's consent;
 - ii. be supported by at least two (2) Active Members in good standing;
 - iii. be received at the Head Office of ECCOE 30 days prior to the date fixed for the Annual General Meeting of ECCOE.
- iii) In the event that the number of nominees presented by the Nominating Committee together with the written nominations received exceeds the total number of Directors to be elected, an

election for each vacant Director, including those up for re-election, shall be held at the Annual General Meeting.

(i) **Vacancies**

- i) The office of a Director shall be vacated:
 - i. If the Director dies;
 - ii. If the Director resigns;
 - iii. If the Director ceases to be a resident of Manitoba;
 - iv. If the Director ceases to be an Active Member of ECCOE;
 - v. If an order is made declaring a Director to be a mentally incompetent person or incapable of managing his or her affairs;
 - vi. If a Director has the status of a bankrupt;
 - vii. If the Director has served their maximum term allowance (except subject to transitory provision identified in Articles 6(c)(iv) and (v));
 - viii. If the Board by resolution deems it is in the best interests of ECCOE that such office vacated; or
 - ix. A Director who misses three consecutive Board meetings or all Board meetings in a six month period (whichever is shorter) ceases to be a Director. The remaining Board members may, by motion, excuse the absence and continue the member's term. The Chair will give prior notice of the member concerning either removal from the Board or a motion to the member concerning either the member's excused absence and/or provide the member an opportunity to explain their absences;
 - x. (x) If the Director is an employee of ECCOE.
- ii) If any vacancy shall occur for any reason in the office of a Director, the Board may, at its discretion, on recommendation of the Nominating Committee, by resolution fill the vacancy.

Otherwise, such vacancy shall be filled at the next annual meeting of the Members at which the Board for the ensuing year is elected, but if there is not a quorum of Directors of the Board, the remaining Directors of the Board shall forthwith call a Special Meeting of the Members to fill the vacancy.

(j) Duty of Good Faith

Every Director of ECCOE shall exercise the powers and discharge the duties of his or her office honestly, in good faith and in the best interests of ECCOE, and in connection therewith shall exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in similar circumstances.

(k) Remuneration

- i) Every Director shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from the position as such, provided that a Director may be paid reasonable expenses incurred in the performance of duties. Nothing herein contained shall be construed to preclude any Director from serving ECCOE in any other capacity and receiving compensation therefor.
- ii) No Director shall be disqualified from contracting with ECCOE nor shall any contract or arrangement entered into by or on behalf of ECCOE with any Director or in which any Director is in any way interested be liable to account to ECCOE or creditors for any profit realized from any such contract or arrangement by reason of such Director holding that office or the fiduciary relationship thereby established. Every declaration of interest and the general nature thereof shall be recorded in the minutes of the meeting.

ARTICLE 7: BOARD MEETINGS

(a) General

The Board may meet for the dispatch of business, adjourn and otherwise regulate their meetings as they see fit, but shall meet a minimum of three times per fiscal year.

(b) Meetings

The Board may meet at any time at the call of the President, or the Vice-President or any three Directors.

(c) Notice

Notice of any meeting of the Board shall be provided to each Director at least five days prior to the date of each meeting. Shorter notice of a meeting shall only occur to consider business in an urgent manner should such a meeting be deemed required by the President, Vice-President or at least three Directors.

(d) Delegations

The Board shall reserve time at each of its regular Board meetings for the purpose of hearing delegations from the community. Persons/organizations wishing to make such delegation shall give the Board prior notice.

(e) Quorum

A quorum of any Board meeting shall be determined at the time of the meeting or at the sole discretion of the chair. A quorum of any Board meeting shall be 50% of the Directors.

(f) Voting

Questions arising at any meeting of the Board shall be decided by a majority of votes of those Directors present at the meeting.

(g) Resolutions

A resolution signed by all the Directors shall be as valid and effectual as if it had been passed at a Board meeting of the Directors duly called and constituted.

(h) Omission

All acts done by any meeting of the Board or by committee of Directors, or any Director acting as a Director, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director, or that some defect in the appointment of any such Director, or that they, or any of them,

were disqualified, shall be as valid as if every such Director had been duly appointed and was qualified to be a Director.

ARTICLE 8: COMMITTEES AND ADVISORY BODIES

(a) Committees

- i) The Board may from time to time establish any committee or other advisory body, as it deems necessary or appropriate for such purposes and, with such powers as the Board shall see fit, or terminate any committee or other advisory body, as it deems necessary or appropriate.
- ii) The size, composition, structure and election process for members of any such committee shall be established by the Board. Any such committee shall operate within the rules and directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board.

(b) Special Advisors

- i) from time to time, the Board may appoint such standing and ad hoc individuals as special advisors as it sees fit. The special advisors shall be entitled to attend meetings of the Board in an advisory capacity if invited. They shall not be entitled to vote at Board meetings.
- ii) The special advisors shall be subject to the same rules with respect to conflicts of interest as any Director of the Board.
- iii) The Board may conduct part of its business "in camera". Special advisors to the Board would not normally be permitted to attend "in camera" sessions and may be asked by the chair of the meeting to leave the "in camera" portion of the Board meeting.
- iv) Nothing in this By-law precludes the Board from retaining such special advisors as the Board considers appropriate.
- v) There are no special qualifications or limitations to participating as an advisor. Special advisors to the Board may be added, suspended and removed by the Board in its discretion.

ARTICLE 9: CONFLICT OF INTEREST

- (a) All Officers, Directors and employees of ECCOE must discharge their powers and carry out their duties to ECCOE, as applicable, honestly, in good faith, and in the best interests of ECCOE rather than in their own interest.
- (b) Where a Director, either on his or her behalf or while acting for, by, with or through another, has a material interest, direct or indirect, in any matter, or otherwise has a conflict of interest, such Director shall:
 - i) Declare her or his interest at the first meeting of the Directors after which she or he became interested or aware of any such material interest;
 - ii) Request that her or his declaration be recorded in the minutes of the meeting; and
 - iii) Not vote any resolution or participate in any discussion with respect to the resolution concerning the matter.
 - iv) Every declaration of interest and the general nature thereof shall be recorded in the minutes of the Board meeting at which such declaration is made.

ARTICLE 10: OFFICERS

(a) Appointment of Officers

The Board may appoint Officers on an annual or more frequent basis, and delegate to such officers the following duties and power associated with their positions. The Officers of ECCOE that shall be Directors are the President, Vice-President, Treasurer, all of whom shall be elected annually by the Board. A Director may be appointed or elected to any office of ECCOE. An Officer may, but need not be, a Director unless these By-laws otherwise provide. Two (2) or more offices may be held by the same person.

(b) Duties of Officers

- i) The President shall:
 - i. be a Director;

- ii. when present, preside at all meetings of the Board and of the Members;
 - iii. serve as the official spokesperson for ECCOE;
 - iv. be responsible for implementing the strategic plans and policies of ECCOE;
 - v. subject to the authority of the Board, have general supervision of the affairs of ECCOE;
 - vi. be a full voting member of all committees of the Board; and
 - vii. perform any other duties and powers as the Board may, from to time, appoint.
- ii) The Vice-President shall:
- i. be a Director;
 - ii. if the President is absent or is unable or refuses to act, the Vice-President shall, when present, preside at all meetings of the Board and of the Members;
 - iii. assist the President implementing the strategic plans and policies of ECCOE;
 - iv. in absence of the President, and subject to the authority of the Board, have general supervision of the affairs of ECCOE;
 - v. be a full voting member of all committees of the Board;
 - vi. perform any other duties and powers which the Board may, from to time, appoint.
- iii) The Secretary, if appointed, shall:
- i. attend and be the Secretary of all meetings of the Board, Members and committees of the Board;
 - ii. enter or cause to be entered in ECCOE's minute book, minutes of all proceedings at such meetings;
 - iii. give, or cause to be given, as and when instructed, notices to Members, Directors, the auditor and members of committees;
 - iv. shall be the custodian of all books, papers, records, documents and other instruments belonging to ECCOE;
 - v. perform any other duties and powers which the Board may, from time to time, appoint.
- vi. The Secretary, if one is to be appointed, does not need to be a Director, and can be an employee including the Executive Director.
- iv) The Treasurer shall:

- i. oversee the finances of ECCOE;
 - ii. ensure the completeness and accuracy of all financial records and books of ECCOE;
 - iii. sit on at least one Board committee;
 - iv. chair the Finance Committee if one is constituted;
 - v. assist in preparation of the financial statements of ECCOE;
and
 - vi. perform any other duties and powers which the Board may, from time to time, appoint.
- v) The Past President shall:
- i. be either a current or past Director whose term has expired and must be an Active Member of ECCOE;
 - ii. act as an advisor to the Directors and Officers and as a goodwill ambassador on behalf of ECCOE;
 - iii. attend all meetings of the Board of Directors and participate fully in the activities of the Board and ECCOE;
 - iv. preside at meetings upon request;
 - v. act as a parliamentarian at all official meetings of the Board, Annual General Meeting and Special Meetings; and
 - vi. perform any other duties and powers which the Board may, from time to time, appoint.

(c) Duties of Other Officers

The powers and duties of all other officers of ECCOE shall be such as the terms of their engagement call for or the Board requires of them. The Board may from time to time vary, add to or limit the powers and duties of any officer. If any of the officers above are not appointed, to the extent that such officers have any responsibilities pursuant to any other provisions of this By-law, the Board may assign those responsibilities to another officer or employee of ECCOE.

(d) Term Limits

No Officer shall hold the same office for more than two successive annual terms without the consent of the Board.

(e) Vacancy

Any vacancy occurring in the Officers of ECCOE, shall, provided that quorum of the Board remains in office, be filled by the Board.

ARTICLE 11: EXECUTIVE DIRECTOR:

- (a) The Board may, from time to time, employ an Executive Director, who acts as the chief operating officer of ECCOE and is responsible to the Board, and between Board Meetings to the Chair or a committee of the Board or another officer designated by the Chair in consultation with the Board.
- (b) The Board prescribes the duties and responsibilities of, and exercises all decisions concerning the hire, compensation, objectives, performance evaluation, management, including but not limited to, terms of employment, dismissal and other matters, of the Executive Director.
- (c) Notwithstanding the generality of the foregoing, the Executive Director:
- (d) shall be a non-voting member of all committees and act as a non-voting Officer of ECCOE;
- (e) administers the general affairs, organization and management of ECCOE in accordance with the By-Laws, regulations and policies established by the Board;
- (f) advises and assists the Board, Officers and committees in the discharge of their responsibilities;
- (g) plans meetings and prepares minutes of meetings for the Board and Officers;
- (h) exercises authority over and is responsible for ECCOE's office and staff, including but not limited to the adoption of administrative personnel guidelines consistent with regulations and policies of the Board; as well as prescribes the duties and responsibilities of staff, revises salaries, evaluates each staff member, hires and dismisses staff; ensures development of staff and maintenance of their morale; and keeping an office manual up to date;
- (i) maintains proper books of account, records and files, attends to all correspondence and sends out all notices required, or as directed by the Board;
- (j) carries out duties delegated by the Board or Officers, including but not limited to: preparing budgets; administering contracts; coordinating strategic planning processes; ensuring all programs and policies approved by the Board are implemented;
- (k) maintains effective communication and a good working relationship with the community, clients, members, all stakeholders and entities, including maintaining liaison on behalf of ECCOE with other associations and organizations with complementary interests;
- (l) attends and participates in any meetings of ECCOE;
- (m) performs such other duties as may be assigned by the Board.

ARTICLE 12: POLICIES

- (a) The Board may adopt, amend, or repeal board policies relating to the management and operation of ECCOE as the Board may deem appropriate from time to time that are not inconsistent with these By-laws.

ARTICLE 13: OMISSIONS AND ERRORS

- (a) The accidental omission to give any notice to any member, director, officer, member of a committee of the board or auditor, or the non-receipt of any notice by any such person where ECCOE has provided notice in accordance with the by-law or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

ARTICLE 14: ELECTRONIC MEETINGS

(a) Participation by Electronic Means

- i) If ECCOE chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members or directors, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility.
- ii) A person participating in a meeting by such means is deemed to be present at the meeting.
- iii) Notwithstanding any other provision of this by-law, any person participating in a meeting pursuant to this section who is entitled to vote at that meeting may vote, by means of any telephonic, electronic or other communication facility that ECCOE has made available for that purpose.

(b) Meeting Held Entirely by Electronic Means

- i) If the Directors call a meeting, those Directors may determine that the meeting of members or Directors shall be held entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

ARTICLE 15: INDEMNITIES TO DIRECTORS AND OTHERS

(a) Indemnification

- i) ECCOE shall indemnify a Director or Officer, a former director or officer, or an individual who acts or acted at ECCOE's request as a director or an officer or in a similar capacity of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with ECCOE or other entity, if such individual:

- ii) was not judged by the court or other competent authority to have committed any fault or to have omitted to do anything that the individual ought to have done;
- iii) acted honestly and in good faith with a view to the best interests of ECCOE or, as the case may be, to the best interests of the other entity for which the individual acted as director or officer or in a similar capacity at ECCOE's request; and
- iv) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that such conduct was lawful.
- v) ECCOE shall also indemnify such individuals in such other circumstances as the permits or requires to the maximum extent permitted by law. Nothing in this by-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this by-law.

(b) Advance of Defence Costs

- i) ECCOE shall advance monies to a Director, Officer or other individual for the costs, charges and expenses of a proceeding referred to in Section 15(a). The individual shall repay the monies if he or she does not fulfil the conditions of Section 15(c).

(c) Impermissible Indemnification

- i) ECCOE shall not indemnify an individual under paragraph (a) unless he or she (i) acted honestly and in good faith with a view to the best interests of ECCOE or, as the case may be, to the best interests of the other entity for which he or she acted as a director or officer or in a similar capacity at ECCOE's request and (ii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.

(d) Limitation of Liability

- i) Every Director and Officer of ECCOE in exercising his or her powers and discharging his or her duties shall act honestly and in good faith with a view to the best interests of ECCOE and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

- ii) Subject to the foregoing, no Director or Officer shall be liable for the acts, omissions, failures, neglects or defaults of any other director, officer or employee, or for joining in any act for conformity, or for any loss, damage or expense suffered or incurred by ECCOE through the insufficiency or deficiency of title to any property acquired by ECCOE or for or on behalf of ECCOE, or for the insufficiency or deficiency of any security in or upon which any of the monies of ECCOE shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of ECCOE shall be deposited, or for any loss occasioned by any error of judgment or oversight on his or her part, or for any other loss, damage or misfortune that shall happen in the execution of the duties of his or her office or in relation thereto. Nothing herein shall relieve any director or officer from the duty to act or from liability for any breach thereof.

(e) Insurance

- i) ECCOE may, as permitted under the law, purchase and maintain insurance for the benefit of any person referred to herein.

ARTICLE 16: FISCAL POLICY

(a) Auditors

The Members at each Annual General Meeting can appoint a public accountant or a firm of public accountants to audit the financial records of ECCOE and to report thereon to the next ensuing annual meeting of Members. The auditors shall hold office until the next annual meeting or until a successor has been appointed. The Board may fill any temporary vacancy in the office of the auditor. The remuneration of the auditors shall be fixed by the Board.

(b) Annual Financial Statements

ECCOE shall at least annually make available to the Members audited financial statements showing income, disbursements, assets and liabilities. Such statements shall be published on the ECCOE website or made available by other public means,

(c) Banking Arrangements

The banking business of ECCOE, including without limitation, the placing on deposit of funds raised, shall be transacted with such Canadian chartered banks, Canadian trust companies and Credit Unions as may from time to time be designated by or under the authority of the Board pursuant to such agreements and instructions as the Board may from time to time prescribe or authorize.

(d) Cheques, Notes, Drafts, 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 Treasurer, or the President, or the Executive Director, or one or more persons specifically designated by the Board in each fiscal year.

ARTICLE 17: BY-LAW AMENDMENTS

(a) By-laws and Amendments

The By-laws and any part thereof may be amended from time to time by resolution with an affirmative vote by at least two-thirds majority of those present at any regular or special meeting of the Board; provided written notice of any proposed by-law changes has been sent to all Directors at least fifteen days prior to such meeting.

(b) Ratification by Members

Action taken by the Board to repeal or amend the By-laws shall take effect immediately but such action shall be submitted to the Members to adopt, confirm, ratify and approve such action, or decline to do so, at the next meeting of Members. If the Members decline to ratify action previously taken by the Board to repeal or amend the By-Laws, such action by the Board shall be void and of no effect.

(c) Invalidity of any Provisions of this By-law

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

(d) Repeal

Upon this by-law coming into force, General By-law Number One (as revised in 2010) of ECCOE is repealed provided that such repeal shall not affect the previous operation of such by-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under the validity of any contract or agreement made pursuant to any such by-law prior to its repeal.

ARTICLE 18: DISSOLUTION

- (a) In the event of dissolution or winding up of ECCOE, all its remaining assets after payment of liabilities shall be distributed to one or more recognized charitable organizations in Canada.

ARTICLE 19: EFFECTIVE DATE

- (a) Subject to matters requiring a resolution of voting members, this By-law shall be effective when passed by the voting members of ECCOE.
- (b) CERTIFIED to be By-law Number One of ECCOE, as passed by the members of the ECCOE by resolution on the ?? day of ?????? 2020.