

**Cornwall Community Hospital Foundation
Fondation de l'Hôpital communautaire de Cornwall**



Cornwall Hospital Foundation
Fondation de l'Hôpital de Cornwall

THE CORNWALL COMMUNITY HOSPITAL FOUNDATION

Bylaw 001-2019

A bylaw to ADOPT the Proceedings and manner in which
The Cornwall Community Hospital Foundation shall conduct Business
as a Not-for-profit Organization

**ARTICLE I
PREAMBLE**

WHEREAS the name of the Foundation shall be known as “*The Cornwall Community Hospital Foundation*”, which may also be known or referred to as the “*CCHF*” or “*The Foundation*”; and

WHEREAS it is desirable for the Cornwall Community Hospital Foundation to establish proceedings and manners in which they shall conduct business; and

WHEREAS it is necessary that the proceedings clearly identify how The Foundation shall conduct its mandate; and

WHEREAS this document shall be known as the general Bylaw of CCHF which Bylaw shall regulate the transaction of business affairs of CCHF; and

WHEREAS it is the wish of The Foundation that the following be identified as their MISSION STATEMENT:

“Working in collaboration with the Cornwall Community Hospital, to enable sustainable philanthropy to support the Hospital in providing high-quality health services to the communities we serve”.

now therefore be it

RESOLVED THAT THE CORNWALL COMMUNITY HOSPITAL FOUNDATION ENACTS AS FOLLOWS:

**ARTICLE II
DEFINITIONS AND INTERPRETATIONS**

- 2.1 Annual Meeting:** shall mean the annual meeting described in Article 10.
- 2.2 Board:** shall mean the Board of Directors of The Foundation.
- 2.3 Bylaw:** shall mean the Bylaws of The Foundation.
- 2.4 CCHF:** shall mean the Cornwall Community Hospital Foundation.
- 2.5 Directors:** shall mean any person elected or appointed to The Foundation Board. This also includes the Chair, Vice Chair, Treasurer an immediate Past Chair (if remaining on the Board).
- 2.6 Executive Director:** shall mean the person acting in the capacity of Executive Director for the Cornwall Community Hospital Foundation.
- 2.7 Foundation:** shall mean the Cornwall Community Hospital Foundation.
- 2.8 General Meeting:** shall mean the General Meetings of The Foundation.
- 2.9 Member or Non-voting Member:** shall mean a member of The Foundation.
- 2.10 Officer:** shall mean any Officer listed in Article 5.1.5.
- 2.11 Register of Members:** shall mean the register maintained by The Board of Directors containing the names of the members of The Foundation.
- 2.12 Special Meeting:** shall mean a special meeting described in Article 11.
- 2.13 Quorum and Meetings of the Board of Directors:** shall mean one half plus one of eligible voting directors shall constitute a quorum at any meeting of the Board of Directors for the transaction of general business with a minimum quorum set at five (5).
- 2.13.1 The quorum will not be compromised by a member or members declaring a conflict of interest.
- 2.14 Voting Member:** shall mean a Director entitled to vote at any meeting of The Foundation or a Member in good standing of The Foundation who is entitled to vote at the Annual Meeting or a Special Meeting of The Foundation.

**ARTICLE III
OBJECTS OF THE FOUNDATION**

- 3.1 To act as the fundraising arm of The Cornwall Community Hospital based on the needs identified by the Cornwall Community Hospital.
- 3.2 To support programs in the interest of The Cornwall Community Hospital.
- 3.3 To manage fundraising programs established by The Foundation.

**ARTICLE IV
MEMBERSHIP IN THE FOUNDATION**

4.1 Admission

Membership in The Foundation shall be limited to:

- 4.1.1 The Directors of The Foundation;
- 4.1.2 Honorary Members;
- 4.1.3 persons interested in furthering The Foundation's objects; and
- 4.1.4 shall consist of any person whose application for admission as a Member has been approved by a resolution of the Board.

4.2 A person is eligible to be an Annual Member of The Foundation if the person

- 4.2.1 is a Canadian citizen or a permanent resident (i.e. Landed Immigrant);
- 4.2.2 is eighteen (18) years of age;
- 4.2.3 is a resident of the Counties of Stormont, Dundas and Glengarry including the Cornwall Island portion of Akwesasne;
- 4.2.4 has been a resident, as identified in article 4.2.3 for three (3) consecutive months prior to the date of the meeting;
- 4.2.5 is not in a pecuniary interest in accordance to Article 9 of The Foundation's Bylaw; and
- 4.2.6 has paid the annual fee.

4.3 Annual Membership

- 4.3.1 Subject to subsection 4.1 a person is eligible to be an annual Member where he or she pays to The Foundation the annual membership fee, where the amount is to be determined from time to time by resolution of the Board.
- 4.3.2 The annual membership shall be effective from April 1st to March 31st of the following year.
- 4.3.3 Annual members may not vote at any Annual meeting or Special meeting unless the membership fee was paid in full at least thirty (30) days prior to the date set for these meetings.
- 4.3.4 At the time of the payment of the fee in section 4.3.1 the person must meet the criteria listed in section 4.2 above.

4.4 Honourary Members

- 4.4.1 The Board may appoint, by resolution, a person as an Honourary Member in recognition of his/her contribution or service rendered to The Foundation or the hospital.
- 4.4.2 Honourary Members shall not be subject to fees and shall not be entitled to vote.

4.5 Application

- 4.5.1 On an annual basis, or where there is a need for filling a vacant position, The Foundation shall advertise the vacancy through the local media and in accordance to section 8.7.3.

4.6 Termination of Membership

- 4.6.1 A person's annual membership in The Foundation is automatically terminated in the event that the person ceases to meet the criteria listed in section 4.2.
- 4.6.2 The interest of a Member in The Foundation is not transferable and lapses or ceases to exist upon the following:
 - 4.6.3 upon death, dissolution, resignation or termination of the Member;
 - 4.6.4 when the Member's period of membership expires.
 - 4.6.5 when the Member ceases to be a Member by resignation or otherwise in accordance with the Bylaw;
 - 4.6.6 if at a special meeting of the Board, a resolution is passed to remove the Member by at least two-thirds (2/3) of the votes cast at the special meeting; and
 - 4.6.7 if any Member's membership dues are not paid within one (1) calendar month of the membership renewal date, as the case may be, the Members in default shall thereupon cease to be Members of The Foundation.

ARTICLE V GOVERNANCE OF THE FOUNDATION

5.1 Board of Directors

- 5.1.1 The Board of Directors shall fulfill roles as described in section 5.2.
- 5.1.2 The Board of Directors should include when possible, but not be limited to, representation of the English and French communities, representation of the Legal and Financial Communities and representation from a variety of sectors representative of the communities which the Cornwall Community Hospital serves.
- 5.1.3 Parameters for soliciting Board members should include:
 - a) Sectors represented should be analyzed with those sectors missing being identified and approached for interest.

For Transparency purposes, there shall be no immediate family member appointed to the Board at the same time (i.e. spouse, parent, children, brother or sister).

5.1.4 Exclusions due to conflict of Interest: Any individual who provides services for a fee to The Foundation and the service provider's Board members, owners, operators, major shareholders, or employees cannot be elected or appointed to the Board if they or their agency is:

- a) under contract with The Foundation;
- b) has responded to any request for proposals issued by The Foundation in the previous fiscal year; or
- c) is likely to submit a proposal for the following fiscal year.

The intent is to clearly separate the roles of The Foundation and the service provider to minimize any perceived conflict of interest, unfair influence, or bias in awarding service agreements.

The finite restrictions on service provider participation, allows that the circumstances and focus of individual service provider agencies can change over time, and an enduring ban may not be warranted.

The requirement does not preclude individuals from resigning a current directorship and accepting membership on the Board.

5.1.5 **Composition of Executive Committee**

The Executive Committee of The Cornwall Community Hospital Foundation shall be composed of:

- Chair,
- Vice Chair,
- Treasurer;
- Executive Director, ex-officio, whose duties are identified under Article 6,
- (1) Past Chair, (if remaining on the Board) whose duties are identified under Article 6.

5.1.6 **Board Composition**

- (a) The Board shall consist of a maximum of fifteen (15) Directors as follows: a minimum of ten (10) to a maximum of fifteen (15) directors shall be elected to the Foundation Board.
- (b) Board Appointees in collaboration with The Foundation
 - (i) One (1) appointed by the Cornwall Community Hospital Board from amongst their current Board Members, on an annual basis;
 - (ii) One (1) Past Chair (if remaining on the Board) as a non-voting member of the Board;
 - (iii) The Chief Executive Officer of the Cornwall Community Hospital or designate shall be a non-voting member of the Board; and
 - (iv) One (1) Non Union Hospital Employee at the Director Level appointed by the Hospital, on an annual basis

5.1.7 Liability

No Director is, in its individual capacity liable, for any debt or liability of The Foundation and is protected by indemnity insurance.

5.1.8 Elected Directors

- (a) A maximum of fifteen (15) to a minimum of ten (10) directors shall be elected at Annual, Special or General Meetings. Each director shall be elected for a term of up to three (3) years expiring three (3) years from their first attended Board Meeting.
- (b) At no time, shall a person be eligible to be elected as a Director after having served six (6) consecutive years. However, a person may be eligible to be elected as a Director of The Foundation after a one (1) year break.

5.1.9 Term of Appointment

At the first election of Directors following the approval of this by-law, one-third (1/3) directors shall be elected for a three-year term, one-third (1/3) directors shall be elected for a two-year term and one-third (1/3) directors shall be elected for a one-year term.

Thereafter, Directors shall be elected for three (3) year terms. Members elected to fill vacancies shall be assigned to complete the designated term of the person they are replacing.

5.1.10 Election of Chair, Vice-Chair and Treasurer

The elected Officers of the Executive Committee are the Chair, Vice Chair, Treasurer, and who may be elected annually by the Board of Directors immediately following the Annual Meeting.

- The Chair may be elected to serve a term of two (2) years and may be nominated by the Board for additional terms, if the Chair and the Board wish to do so up to a maximum of 6 years.

5.1.11 **Executive Director and Past Chair**-The Executive Director and the Past Chair shall also be non-voting members of the Executive Committee.

5.2 Roles of the Board

- 5.2.1 To establish policies that will provide guidance to those empowered with the responsibility to manage Foundation operations;
- 5.2.2 To choose from alternatives which are consistent with Board Policies and that advance the goals of The Foundation; and

- 5.2.3 To undertake activities that will result in raising funds to advance the Mission of The Foundation.
- 5.2.4 To maintain and support the best interests of the Foundation by not sitting on any similar or like boards, or by engaging in any activities that could compete or interfere with the stated Mission of the Foundation.

5.3 Responsibilities of the Board

- 5.3.1 To formulate the vision, mission and values of The Foundation;
- 5.3.2 To contribute to the development of and approve the strategic plan of The Foundation;
- 5.3.3 To establish key financial objects and measure corporate performance against the strategic and operating plan ensuring accountability;
- 5.3.4 To select the Executive Director, specify measurable performance expectations in cooperation with the Executive Director appraise/assess performance and determine compensation;
- 5.3.5 To delegate responsibility and authority to the Executive Director and require accountability to the Board ensuring optimal utilization of resources;
- 5.3.6 To build and maintain good relationships with the Cornwall Community Hospital, key stakeholders, volunteers and donors;
- 5.3.7 To ensure that the organization undertakes the necessary financial planning activities and ensures that resources are allocated in accordance with approved Foundation mandate;
- 5.3.8 To measure the Board's effectiveness and efficiency, including monitoring the effectiveness of individual Directors and employing a process for Board renewal that embraces evaluation and continuous improvement of The Foundation;
- 5.3.9 To ensure ethical behaviour and compliance with laws and regulations, audit and accounting principles and the By-laws ensuring decision making processes are transparent and input is inclusive; and
- 5.3.10 To ensure The Foundation has a Policy to enable The Foundation to communicate effectively with its stakeholders. This includes addressing feedback from stakeholders recognizing the importance of the role of the media and the publication of communications to the community.

5.4 CONFIDENTIALITY

Every director, officer and employee of The Foundation shall respect the confidentiality of matters brought before the Board. Any director of The Foundation who violates confidentiality of matters brought before the Board may be removed from the Board by motion of the Board as per Article 7.

ARTICLE VI

RESPONSIBILITIES AND DUTIES OF THE OFFICERS OF THE FOUNDATION

6.1 Executive Committee is responsible for:

- 6.1.1 Meeting as required review and approve routine activities of The Foundation, the donors and the Board of Directors;
- 6.1.2 Carrying out emergency, unusual business and required approvals between General Meetings;
- 6.1.3 Reporting to the Board on actions taken between Board Meetings;
- 6.1.4 Carrying out other duties as assigned by the Board; and
- 6.1.5 Irregularities or errors done in good faith shall not validate acts conducted during any meeting of the Executive Committee.

Duties of the Executive Committee Officers Described

6.2 CHAIR

- 6.2.1 To oversee the affairs of the Board;
- 6.2.2 To Chair all meetings of The Foundation;
- 6.2.3 To act as an ex-officio Member of all Committees;
- 6.2.4 To act as the spokesperson for The Foundation;
- 6.2.5 Is responsible for ensuring that all directors and committee members are aware of the conflict of interest policies;
- 6.2.6 Is responsible to ensure the annual evaluation of the Executive Director is completed and recorded in the personal file of the Executive Director; and
- 6.2.7 To perform duties as required by The Board.

6.3 VICE CHAIR

- 6.3.1 To preside at meetings in the absence of the Chair;
- 6.3.2 To replace the Chair at various functions in the absence of the Chair or when asked to do so by the Chair or The Board;
- 6.3.3 To Chair the Nomination/Governance Committee; and
- 6.3.4 To perform other duties as required by the Board [Cornwall Community Hospital Foundation] Page 9

6.4 TREASURER

- 6.6.1 To ensure that a detailed account of revenues and expenditures are presented to the Board as requested;
- 6.6.2 To oversee and approve Investments of The Foundation in collaboration with the Executive Director;
- 6.6.3 To ensure that an audited statement of The Foundation's financial position is prepared and presented at the Annual Meeting; and
- 6.6.4 To perform other duties as required by the Board.

6.5 SECRETARY – Executive Director

- 6.5.1 This task falls under the responsibility of the Executive Director, an ex-officio member of the Board, who shall ensure that minutes of all meetings reflect the decisions of The CCHF Board of Directors;
- 6.5.2 To address all correspondence of the Board of Directors; and
- 6.5.3 To perform duties as required by the Board.

6.6 PAST CHAIR, non-voting member of the Board and Executive Committee

- 6.6.1 To assist the Chair in the affairs of the Board;
- 6.6.2 To act as the spokesperson for The Foundation upon the request of the Chairperson;
- 6.6.3 To be a member of the Nomination Committee; and
- 6.6.4 To perform duties as required by The Board.

6.7 EXECUTIVE DIRECTOR

- 6.7.1 Be responsible to the Board for the organization and management of The Foundation in accordance with policies established by the Board and subject to direction of the Board;
- 6.7.2 To keep original copies of all minutes taken at the meetings;
- 6.7.3 To ensure that notices for all meetings are sent in accordance to the Bylaw;
- 6.7.4 To ensure the recording of Board meetings;
- 6.7.5 To ensure that there is sufficient insurance coverage, including Directors' liability insurance;
- 6.7.6 To ensure appropriate systems and structures are in place for the effective management and control of The Foundation and its resources including the employment, development, control, direction and discharge of all employees of The Foundation;
- 6.7.7 To ensure effective human resource planning and identify resource implications;
- 6.7.8 Attend meetings of the executive committee, standing, ad-hoc and advisory committees without a vote;
- 6.7.9 Attend all Board meetings and report to the Board on any matters about which it should have knowledge;
- 6.7.10 To safe keep the Seal of The Foundation;
- 6.7.11 To ensure that annual Income Tax returns are filed;
- 6.7.12 To record all changes in Director elections;
- 6.7.13 To legally record any and all changes to Bylaws; and
- 6.7.14 To perform other duties as assigned by the Board.

6.10 EXECUTIVE COMMITTEE: TERMS OF OFFICE

- 6.10.1 A director may be eligible to become an officer of the Executive Committee, upon being nominated to the Board.
- 6.10.2 In the event an officer on the Executive Committee resigns or is unable to complete his/her term, the position will be filled by another eligible Board member by a majority vote of the Board of Directors.

ARTICLE VII VACATION OF OFFICE AND REMOVAL OF DIRECTORS

Vacancies on the Board of Directors, however caused, may, so long as a quorum of directors remains in office, be filled by appointment by the Board of Directors, if they shall see fit to do so, failing which, such vacancy shall be filled at the next annual meeting of the members at which the directors for the ensuing year are elected. If there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy.

7.1 Resignation, Leave of Absence and Attendance

- 7.1.1 **Resignation:** A Member may withdraw from The Foundation by delivering a written resignation to the Executive Director, such resignation becoming effective upon receipt by the Executive Director or as detailed within the letter of resignation. Upon withdrawal, a Member is not entitled to a refund of the Membership dues in whole or in part.
- 7.1.2 **Leave of Absence:** A member may apply for a leave of absence from the Board of Directors upon the approval of the Board. Such application for a leave of absence must specify the reason for the absence as well as an estimate of required time. Such a leave of absence will take effect upon approval by the Board. Just cause for a leave of absence would include, but not be limited to: an illness or injury within the immediate family of the member. Generally, most leaves of absence are less than one year in duration.
- 7.1.3 **Attendance:** Every Director is expected to attend Board meetings. The seat of a Member of The Foundation becomes vacant if the Member is absent from three (3) consecutive Board meetings or failure to attend at least 50% of the regular meetings, in any one fiscal year without being authorized to do so by a resolution of The Foundation unless the Member has substantiated his / her absence due to illness or injury.

If a Director is absent from three (3) consecutive meetings of the Board, or has failed to attend at least 50% of the regular meetings, in any one fiscal year without being authorized to do so by a resolution of The Foundation, or due to illness or injury, the Chairperson (or the Chair of the Nominating Committee) shall convene a meeting with the individual, to determine if continued directorship is warranted and report back to the Board of Directors with a recommendation for removal or resolution.

7.2 Suspension

Any Officer of The Foundation shall temporarily cease to hold office upon resolution of the Board by a two-thirds (2/3) majority of votes of eligible members present at such meetings, provided that such members constitute a quorum. The length of suspension shall be determined by the Board of Directors. Just cause for suspension would include, but is not limited to the following:

- 7.2.1 If a director has failed to abide by the Bylaws of The Foundation;
- 7.2.2 If a director has been disloyal to The Foundation;
- 7.2.3 If a director has disrupted meetings or functions of The Foundation;
- 7.2.4 If a director has done ~~or failed to do~~ anything judged to be harmful to The Foundation.

7.3 Expulsion

Any Officer of The Foundation shall cease to hold office upon resolution of the Board by a two-thirds (2/3) majority of votes of eligible members present at such meetings, provided that such members constitute a quorum. Just cause for expulsion would include, but is not limited to the following:

- 7.3.1 If a director has failed to abide by the Bylaws of The Foundation;
- 7.3.2 If a director has been disloyal to The Foundation;
- 7.3.3 If a director has disrupted meetings or functions of The Foundation;
- 7.3.4 If a director has done anything judged to be harmful to The Foundation;
- 7.3.5 If a director has failed to fulfill his or her roles and/or responsibilities as stated herein.

7.4 Transmission of Directorship

No right or privilege of any Director is transferable to another person. All rights and privileges cease when the Director resigns, dies or is expelled from The Foundation.

ARTICLE VIII BOARD COMMITTEES

- 8.1 The Board, by Resolution, may establish ad-hoc committees to advise the Board. Such an established committee may include non-members, but shall be chaired by a Member of the Board.
- 8.2 The Foundation Chair shall appoint a Chair for each Board Committee established who shall call the Committee meetings.
- 8.3 The Foundation Chair and the Executive Director shall be Ex-officio Members of all Committees, standing and ad-hoc.

**ARTICLE VIII
BOARD COMMITTEES**

8.4 Committee Responsibilities

Each Committee shall:

- 8.4.1 Record minutes of meetings;
- 8.4.2 Distribute the minutes to all Committee Members, to The Foundation Chair, and the Executive Director.
- 8.4.3 Provide reports for Board meetings at the Board's request.

8.5 Standing Committees to be established by the Board

- 8.5.1 Executive Committee
- 8.5.2 Nominating/Governance Committee

8.6 Executive Committee Responsibility

8.6.1 The Executive Committee shall be responsible for:

- 8.6.1.1 Planning all Board Meeting Agendas;
- 8.6.1.2 Carrying out emergency and unusual business between Board meetings;
- 8.6.1.3 Reporting to the Board on actions taken between Board meetings;
- 8.6.1.4 Addressing any Human Resources issues that are beyond the responsibility of the Executive Director;
- 8.6.1.5 Carrying out other duties as assigned by the Board.

8.6.2 Irregularities or errors done in good faith shall not invalidate acts conducted during any meeting of the Executive Committee.

8.7 Nominating / Governance Committee

Nominating/Governance Responsibilities

- 8.7.1 The Nominating/Governance Committee shall be chaired by the Vice Chair and shall consist of at least two (2) additional Board Members selected by the Chair. The Executive Director serves as The Foundation staff resource.
- 8.7.2 The Nominating/Governance Committee shall be responsible for cultivating a list of potential Board members on an on-going basis. They are to prepare from various sources including Board members the nomination list of persons interested in being elected to fill a vacant Director's position.
- 8.7.3. The Nominating/Governance Committee shall ensure that all nominations shall be conducted by public advertising in local media soliciting interested individual(s) to submit their letters of interest to The Foundation.
- 8.7.4 The Nominating/Governance Committee be mandated to review and do background checks with respect to all applications received and submit the best qualified, interested individual(s) before The Foundation Board for final approval.
- 8.7.5 The Nominating/Governance Committee is also responsible for reviewing Bylaws, policies and procedures for Board approval as the needs of The Foundation Board change.

**ARTICLE IX
CONFLICT OF INTEREST**

- 9.1** Every Board Member who, either directly or indirectly or through a formal associate, (including parents, siblings, children, spouses and common-law partners), have or believe they have a potential interest with respect to a proposed or current contract, transaction or decision of the Board, must disclose the nature and extent of the interest at a meeting of the Board, provided that:
- 9.1.1 Such declaration shall be recorded in the minutes.
 - 9.1.2 The declaration of interest should be declared at the meeting of the Board at which the contract, transaction or decision is first raised.
 - 9.1.3 If the Board Member (or his or her associates) becomes interested in a contract, transaction, or decision after the Board meeting at which it is first raised, the Board member shall make a declaration at the following Board meeting.
 - 9.1.4 In the case of an existing contract, transaction, or decision, the declaration should be made at the first meeting of the Board after the Member becomes a Director or the interest comes into being.
 - 9.1.5 After making such a declaration, no interested Board Member shall vote, or be present at the vote, or otherwise attempt to influence the voting on a contract, transaction, or decision, nor shall the member be counted in any required quorum with respect to the vote.
 - 9.1.6 If a Board Member has made a declaration of interest in compliance with this By-law, the Board Member is not accountable to the Board for any profit he or she may realize from the contract, transaction, or decision. 9.1.7 If the Board Member fails to make a declaration of his or her interest in a contract, transaction, or decision as required by this By-law, this shall be considered grounds for forfeiture of Board Membership.

ARTICLE X ANNUAL MEETING

- 10.1** The Foundation holds its Annual Meeting no later than June 30th of each calendar year in Cornwall, Ontario. The Board sets the place, date and time of the meeting.
- 10.2** The Executive Director shall mail or deliver, by hand or electronic format, a notice to each Director at least twenty-one (21) days prior to the scheduled Annual Meeting. The notice shall state the place, date and time of the Annual Meeting and any business requiring a Special Resolution.
- 10.3** An Agenda detailing all matters to be discussed shall be prepared with the following format:
- 10.3.1 i) Adoption of the Agenda
 - ii) Minutes of the last Annual Meeting
 - iii) Disclosures
 - iv) The Chair's Report
 - v) Executive Director's Annual Report
 - vi) Financial Statements setting out The Foundation's income, disbursements, assets and liabilities
 - vii) Auditor's report
 - viii) Appointment of Auditors
 - ix) Slate of Officers
 - x) Adjournment

ARTICLE XI SPECIAL MEETINGS

- 11.1** A Special Meeting may be called at any time by Resolution of the Members to that effect; or upon a written request of at least three (3) members. The request must state the reason for the Special Meeting.
- 11.2** The Executive Director shall mail or deliver by hand or electronic transmission a notice to each Member at least twenty four (24) hours prior to the Special Meeting. The notice shall state the place, date, time and purpose of the Special Meeting. No formal notice of a special meeting shall be necessary if all the directors are present, or if those absent have signified their consent to the meeting being held in their absence.
- 11.3** The Agenda for a Special Meeting, shall consider only the matters set out in the notice for such meeting.
- 11.4** Any Special Meeting shall be conducted in the same manner as an Annual Meeting, including quorum requirements.

**ARTICLE XII
PROCEEDINGS AT THE ANNUAL OR SPECIAL MEETINGS**

12.1 Attendance by the Public

Annual meetings of The Foundation are open to the public. A majority of the members present may ask any person to leave.

12.2 Failure to Reach Quorum

After the set time called for a meeting, if there is no quorum present within 30 minutes, the Chair does one of the following:

- (i) Ask for a motion “*to set the time to which to adjourn*” (which should be set for a future date within a 30-day period; and on which date, the annual general meeting shall take place; (or)
- (ii) Ask for a motion “*to recess*” and attempt to call Members to the meeting in order to reach a quorum; (or)
- (iii) Ask for a motion to adjourn, in which case, the annual general meeting shall be terminated, in which case discussions may proceed without resolution.

12.3 Presiding Officer

12.3.1 The Chair presides over every Annual Meeting of The Foundation. The Vice-Chair presides in the absence of the Chair.

12.3.2 If neither the Chair nor Vice-Chair is present within 15 minutes after the time is **12.5 Voting**

set to begin the Annual Meeting, a designate member of the Board shall preside.

12.4 Adjournment

12.4.1 The Chair may adjourn any Annual Meeting with the consent of the majority of the members present at the meeting.

12.4.2 Any business not dealt with at the adjourned Annual Meeting shall be dealt with as Unfinished Business first at the next General Meeting.

12.5 Voting

- 12.5.1 Each Voting Member has one (1) vote only. A show of hands shall be conducted to decide all votes taken at all Annual Meetings.
- 12.5.2 In the event of a tie vote, the vote shall be recorded as defeated for want of a majority.
- 12.5.3 Proxy voting is not permitted.
- 12.5.4 A majority of the votes of the Members present shall decide the issue and resolution, unless the vote required is 2/3's of the voting members, at which time a 2/3's vote shall decide the vote.
- 12.5.5 The Chair shall declare if the vote is carried or lost.
- 12.5.6 Unless petitioned by a voting member, the Chair's statement shall be final.
- 12.5.7 If the vote is put in question, the Chair shall re-take the vote by recorded vote and the vote shall be recorded in the minutes.
- 12.5.8 The Chair shall decide any dispute on any vote and the decision is final.

12.6 Rules of Order

All meetings of The Foundation shall be conducted using the latest edition of Roberts Rules of Order.

ARTICLE XIII
GENERAL BOARD OF DIRECTOR MEETINGS

- 13.1** There shall be at least eight (8) General Board Meetings per year. Additional meetings may be held as often as the Board deems appropriate. No formal notice of any such meeting shall be necessary if all the directors are present, or if those absent have signified their consent to the meeting being held in their absence.
- 13.2** Each Elected Director, including the Chair, Vice-Chair and Treasurer has one (1) vote.
- 13.3** The Chair does not have a second or casting vote in the case of a tie vote. A tie vote indicates that the motion is defeated (see article 12.5.2)
- 13.4** Directors' meetings may be formally called by the Chairperson or by the Executive Director on the direction of the Chairperson, or by the Executive Director on the direction in writing of three (3) directors. Notice of such meetings shall be mailed, telephoned or sent by facsimile to each director not less than three (3) days before the meeting is to take place. The statutory declaration of the Chairperson or Executive Director that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice.
- 13.5** No notice is required for regularly scheduled meetings.
- 13.6** A directors' meeting may also be held, without notice, immediately following the annual meeting of The Foundation. The directors may consider or transact any business either special or general at any meeting of the Board.
- 13.7 Remote Participation**
- 13.7.1** If all of the directors of The Foundation present at or participating in the meeting consent, a meeting of the directors may be held by means of such electronic or other communication facilities so long as all persons participating in the meeting are able to communicate with each other simultaneously and instantaneously. A director participating in such a meeting by such means is deemed for the purpose of the Act to be present at the meeting.
- 13.7.2** In the case of remote participation where quorum is not met, electronic votes will be collected to ensure business is conducted in a timely fashion. Directors are responsible to cast their electronic votes no later than two business days following the issue of the electronic vote. This timeline is waived for Directors who provide their regrets due to vacation, illness or other situations where electronic access is not guaranteed.
- 13.8** If necessary, a meeting of the Board Members may be held by a conference call. Consensus by Directors on emergent issues may be conducted during the conference call and (per bylaw 13.7.2) electronic voting may be issued to ensure business is conducted in a timely fashion.
- 13.9** Agendas for the General Meetings shall be presented in the following manner:
- 13.9.1 i) Adoption of the Agenda
ii) Adoption of minutes of previous Board of Director Meetings

- iii) Disclosures
- iv) Unfinished Business (Business arising from the minutes)
- v) Reports
- vi) New Business
- vii) Date and Time of next meeting
- viii) Adjournment

ARTICLE XIV

FINANCE AND OTHER MANAGEMENT MATTERS

14.1 The Registered Office of The Foundation is located in the City of Cornwall, Province of Ontario.

14.2 Financing and Auditing

14.2.1 The fiscal year of The Foundation ends March 31st of any given year.

14.2.2 There shall be an audit conducted on the books, accounts and records of The Foundation at least once each calendar year. A qualified accountant appointed at The Foundation's Annual Meeting shall perform the audit.

14.2.3 The appointed Auditor shall submit its final statement of the books from the previous year, at each Annual Meeting.

14.3 Cheques and Contracts of the Foundation

14.3.1 All cheques must be signed by the Treasurer and Executive Director. In the absence of the Treasurer and/or Executive Director, the Chair and/or the Vice Chair may sign the cheque(s).

14.3.2 All contracts of The Foundation must be signed by the Officers or other persons authorized to do so by Resolution of the Board.

14.4 Keeping and Inspection of Books and Records of The Foundation

14.4.1 The Executive Director shall keep a copy of all approved minutes to all meetings of The Foundation, The Board and the Executive Committee and all other standing and ad-hoc committees of the Board.

14.4.2 The Executive Director shall keep a book of the original minutes at the Registered Office of The Foundation.

14.4.3 Any person wishing to inspect the minutes, books or records of The Foundation must give reasonable notice to the Chair or the Executive Director of The Foundation of one's intention to do so, with the exception of minutes, books or records of In-Camera meetings.

14.5 Borrowing Powers

The Foundation may borrow or raise funds to meet its objectives and operations. The Board decides the amounts and manner in which the money shall be raised including giving or granting of security.

**ARTICLE XV
AMENDING THE BYLAWS**

- 15.1** Notwithstanding any provision herein contained, the Bylaws of The Foundation may be enacted, and the Bylaws repealed or amended Bylaw enacted, by a majority of the directors at a meeting of the Board of Directors and confirmed at the annual general meeting of members or at a special meeting of members called for the purpose of such amendments by a two-thirds (2/3) votes of eligible members present at such meetings, provided that such members constitute a quorum.
- 15.2** The twenty-one (21) days notice of the Annual or Special Meeting of The Foundation must include details of any proposed change suggested to any Bylaw.
- 15.3** The amended Bylaws take effect after approval of the Resolution at the Special Meeting called for that purpose or after approval of the Resolution at the Annual General Meeting.

**ARTICLE XVI
DISTRIBUTING ASSETS AND DISSOLVING THE FOUNDATION**

- 16.1** Upon dissolution of The Foundation, all debts shall be paid from Foundation funds and all remaining funds or assets shall be transferred to the Cornwall Community Hospital.
- 16.2** No Member shall accept any dividend or payment.

ARTICLE XVII

CERTIFICATE OF ENACTMENT

- 17.1** That Bylaw 001-2012 and any other Bylaw(s) inconsistent with this Bylaw shall hereby be repealed.
- 17.2** This Bylaw shall be enacted after approval of the Special Resolution at the Annual or General Meeting and come into effect upon approval from the Ministry of Industry.

Approved by Cornwall Community Hospital Foundation Board this 24th day of June, 2015.

Amended by Cornwall Community Hospital Foundation Board this 27th day of October 2020

CHAIR OF BOARD OF DIRECTORS
Cecile Leblanc

EXECUTIVE DIRECTOR
Amy Gillespie