

**OTTAWA THERAPY DOGS
BY-LAWS
Approved at AGM, May 25, 2010**

BY-LAW NO. 1

A by-law relating generally to the transaction of the business and affairs of the corporation is enacted as the by-law of Ottawa Therapy Dogs (OTD) as follows:

ARTICLE 1: HEAD OFFICE

The head office of the corporation shall be in the Regional Municipality of Ottawa-Carleton, in the Province of Ontario, and at such place therein as the Directors may from time to time determine.

ARTICLE 2: MEMBERSHIP

2.1 Eligibility:

Membership in the corporation shall be available to persons who are interested in furthering the objectives of the corporation.

2.2 Membership Categories:

2.2.1 Regular Member:

A regular member is an individual who:

- along with their companion dog have, as a team been evaluated and certified by OTD Evaluators to provide services on behalf of OTD;
- has attended an OTD Orientation session;
- is approved to work in the Vulnerable Sector by the local Police Service;
- has completed the relevant application process: and,
- has paid the annual OTD membership fee.

2.2.2 Associate Member:

- open to volunteers without a therapy dog who want to participate within the organization;
- includes external applicants who are applying for new membership, as well as internal applicants, for example, handlers who have retired their dog or whose dog has died;
- Associate members are eligible for committees and Board election, providing all necessary screening and orientation has occurred; and,
- the annual OTD Associate membership fee has been paid.

2.2.3 Lifetime Member:

A person who has made a significant contribution to OTD which has furthered its objectives, shall be awarded a lifetime membership; this category includes all regular member privileges.

2.2.4 Honorary Member:

Honorary lifetime memberships shall be awarded to persons who have made an outstanding contribution to OTD.

- 2.3 Fee:
The annual membership fees shall be as directed from time to time by the Board of Directors.
- 2.4 Term:
All memberships shall be annual memberships and shall terminate on December 31 of each year.
- 2.5 Notice of Meeting:
Membership entitles each member to notification of meetings of members.
- 2.6 Voting Rights:
Each regular, associate and lifetime member in good standing, shall be entitled to one vote on each question arising at any regular, special or general meeting of the members.
- 2.7 Transferability:
Membership interests shall be non-transferable.
- 2.8. Resignation:
Members may resign by written notification to Chairperson of Board of Directors. and/or Director and/or Volunteer Coordinator.
- 2.9 Revocation:
Any membership may be revoked by the Board of Directors when in its opinion, that membership is, or has become, prejudicial to the interests of the corporation. In all such cases, the member in question will be given a reasonable opportunity to defend himself/herself before the Board. No membership shall be revoked without due notification of the complaint and without having had an opportunity to be heard by the Board of Directors.

ARTICLE 3: ANNUAL (AGM) AND OTHER MEETINGS OF MEMBERS

- 3.1 Notice:
- 3.1.1 Notice of the AGM and other general meetings shall be communicated to all members not less than ten business days before the time fixed for the holdings of such meetings.
- 3.1.2 No error or omission in giving such notice for the AGM or other general meetings shall invalidate such meetings or invalidate or make void any proceedings taken or had at such meetings and the Board of Directors and members may ratify and approve any or all proceedings taken or had thereat.
- 3.1.3 For the purpose of sending notice to any member, Director or officer for any meeting or otherwise, the address of any member, Director or officer shall be the last address recorded on the books of the corporation.

- 3.2 Meetings without Notice:
Meetings may be held without notice when all members of the corporation are present or when members, confirm by email or phone or land mail, and waive their right to notice.
- 3.3 Location:
The AGM or any other general meetings of the members shall be held in the National Capital area at such time and day in each year as the Board of Directors by resolution determine.
- 3.4 Agenda:
At every AGM in addition to any other business, the following must be considered:
- (a) the Report from the Board of Directors;
 - (b) the Treasurer's financial statement;
 - (c) the Auditor's report;
 - (d) the election of the new Board of Directors; and
 - (e) the appointment of the Auditors for the next fiscal year.
- 3.5 Other General Meetings:
The Board of Directors or the Chairperson or Vice-Chairperson shall have power at any time to call a general meeting of the members of the corporation for the transaction of any business, the general nature of which is specified in the notice calling the meeting.
- 3.6 Quorum:
A quorum for the transaction of business at any meeting of members shall consist of half of the Executive Members plus one.
- 3.7 Voting:
- 3.7.1 Each member of the corporation, who is in good standing, shall at all meetings of members be entitled to one vote, subject to the provisions, if any, contained in the Letters Patent of the corporation.
- 3.7.2 At all meetings of members, every question shall be decided by consensus of the members present in person. Failing consensus, a question may be decided by a show of hands or a poll which may be demanded by a minimum of three members.
- 3.7.3 A declaration by the Chairperson that a resolution has been carried or not carried and an entry to that effect in the minutes of the corporation shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution.
- 3.7.4 In the case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the Chairperson shall be entitled to a second or casting vote.

ARTICLE 4: BOARD OF DIRECTORS

Preamble:

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

4.1 Composition of the Board:

The affairs of the corporation shall be directed by a Board of not less than five and not more than seven Directors.

4.2 Eligibility:

Each Director shall, at the time of his/her taking office, or within ten days thereafter and throughout term of office, be a member of the corporation, be at least eighteen years of age, be resident or employed in the National Capital area, and have had one year of active service as a Therapy Animal Handler and must not be an undischarged bankrupt.

4.3 Election:

4.3.1 The Directors of the corporation shall be elected and shall retire in rotation;

4.3.2 At least two months prior to the AGM, the Board shall appoint a Nominating Committee composed of at least three Members. The Nominating Committee shall endeavour to propose Members who have the skills required as determined by the Board of Directors. The Nominating Committee shall present nominations for election to the Board of Directors. These nominations shall be presented to the membership at the AGM. Further nominations may be made from the floor at the AGM and must be seconded;

4.3.3 The election of Directors shall be by the members at the AGM;

4.3.4 Those Directors whose terms have expired shall retire at the AGM, but shall be eligible for re-election if otherwise qualified; and,

4.3.5 A retiring Director shall remain in office until the dissolution or adjournment of the meeting at which his/her successor is elected.

4.4 Term:

The Directors of the corporation shall be elected for a term of two years or until the second AGM after the election.

4.5 Vacancies:

4.5.1 Vacancies on the Board of Directors, however caused, may be filled by the Directors from among the qualified members of the corporation, so long as a quorum of Directors remain in office;

4.5.2 Otherwise such vacancies shall be filled at the next AGM of the members at which the Directors for the ensuing year are elected;

4.5.3 However, if there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the members to fill the vacancies; and,

4.5.4 Members appointed to such vacancies will assume the term of the outgoing Director.

4.6 Duties:

4.6.1 The Directors of the corporation shall administer the affairs of the corporation and shall execute, or cause to be executed on behalf of the corporation, any contract which the corporation may lawfully enter into. The Directors shall exercise all such other powers and responsibilities as the corporation is, by its charter or otherwise, authorized to do;

4.6.2 The Board of Directors represents the corporate membership and is accountable to the membership, clients, staff and funders for the overall administration of OTD and for the programs and services it provides;

4.6.3 The Board of Directors conducts its affairs through consultative processes in a consensus seeking/creating environment;

4.6.4 Duties of the Board include:

- (a) establishing philosophy and goals for OTD, making policy decisions, approving programs, ensuring compliance with applicable legislation, through consultation and consensus seeking;
- (b) exercising all such powers as the corporation, by its by-laws, charter or otherwise, is authorized to do;
- (c) being responsible for the general management and supervision of the affairs and operations of the corporation;
- (d) approving changes in these by-laws, for ratification by the corporate membership;
- (e) establishing an Executive Committee to whom is delegated the task of operating OTD;
- (f) appointing committees and sub-committees from amongst the members of the Board or the membership at large, as well as honorary or advisory committees, and delegate to or vest the same with such authority as may be deemed advisable; and,
- (g) recommending the award of lifetime and honorary memberships at the AGM.

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

4.7 Removal of Directors:

4.7.1 A Director shall attend at least 75% of Board meetings from one AGM to the next AGM;

4.7.2 A Director who fails to attend, without notice, more than three consecutive meetings shall be asked to resign. Such Director shall have a reasonable opportunity to present his/her position before the Board concerning the Board's request for his/her resignation.

4.7.3 A Director shall not be entitled to a leave of absence.

4.7.4 The members of the corporation may, for cause, by resolution passed by at least two-thirds of the votes cast at a special meeting of which notice specifying the intention to pass such a resolution has been given, remove any Director before the expiration of his/her term in office, and may, by a majority of votes cast at that meeting, elect any person in his/her stead for the remainder of his/her term.

4.8 Quorum:

50% + 1 of Directors shall form a quorum for the transaction of business.

4.9 Notice of Meeting:

4.9.1 The Board of Directors shall hold its meetings within the National Capital Region. 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.

4.9.2 Directors' meetings may be formally called by the Chairperson or Vice-Chairperson or by the Secretary on direction of the Chairperson or Vice-Chairperson, or by the Secretary on direction in writing of two Directors.

4.9.3 Notice of such meetings shall be communicated by letter, telephone or other acceptable means of electronic communication to each Director not less than one day before the meeting is to take place or shall be mailed to each Director not less than two days before the meeting is to take place. The statutory declaration of the Secretary or Chairperson that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice.

4.9.4 The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting, it shall not be necessary to send notice.

4.9.5 A Directors meeting may also be held without notice immediately following the AGM of the corporation.

4.9.6 The Directors may consider or transact any business either special or general at any meeting of the Board.

4.10 Error in Notice:

No error or omission in giving such notice for meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meetings and the Board of Directors may ratify and approve any or all proceedings taken or had thereat.

4.11 Decision-Making:

4.11.1 Questions arising at any meeting of Directors shall be decided by consensus, failing which, questions shall be decided by a majority of votes.

4.11.2 In case of an equality of votes, the Chairperson shall cast a tie-breaking vote.

4.11.3 All votes at any such meeting shall be taken by ballot if so demanded by any Director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent.

4.11.4 A declaration by the Chairperson that a resolution has been carried or not carried and an entry to that effect in the minutes of the corporation shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution.

4.12 Adjournment:

Any meetings of the Directors may be adjourned to any time. No notice shall be required of any such adjournment. Such adjournment may be made whether or not a quorum is present. Business may be transacted at the adjourned meetings as could have been considered at the original meeting.

4.13. Remuneration:

The Directors shall receive no remuneration for acting as such, however they may be reimbursed for reasonable expenses incurred by them in the performance of their duties.

4.14 Conflict of Interest:

4.14.1 A Director shall identify himself/herself in a conflict of interest situation, where such exists, and absent himself/herself from the decision-making.

4.14.2 Where a Director has not acknowledged a conflict of interest, the Chairperson shall take responsibility of identifying such Director and for requesting that said Director absent himself/herself from the voting.

4.14.3 Where there is a dispute regarding the Chairperson's decision, this dispute shall be resolved by a vote of the Board.

4.15 Confidentiality:

4.15.1 Information about clients, staff and or volunteers, facilities served by Members of OTD shall be considered confidential whether received directly or indirectly.

4.15.2 The Board has the discretion to declare certain matters confidential and may close the meeting to Directors and others whose presence the Board deems necessary.

ARTICLE 5: OFFICERS

5.1. There shall be a Chairperson, Vice-Chairperson, a Secretary and a Treasurer and Member-At-Large and such other officers as the Board of Directors may determine, from time to time who constitute the Executive Committee.

- 5.2 These officers shall be elected by the Board of Directors from among their number at the first meeting of the Board after the election of Directors, provided that in default of such election the then incumbents, being members of the Board, shall hold office until their successors are elected.
- 5.3 The Chairperson or designate shall preside at all Board meetings and at all meetings of the members of the corporation.
- 5.3.1 The Chairperson along with the Directors of the Board shall be charged with the general management and supervision of the affairs and operations of the corporation.
- 5.3.2 The Chairperson shall be responsible for representing OTD to the community and to OTD funders.
- 5.3.3 The Chairperson shall be responsible for signing official documents as may be required by funders.
- 5.3.4 The Chairperson with the Secretary or other officer appointed by the Board for the purpose, shall sign all by-laws, special resolutions and other such documents.
- 5.4 The Vice-Chairperson shall perform the duties and assume the responsibilities of the Chairperson, during the absence of the Chairperson.
- 5.5 The Board of Directors may appoint from its numbers, a temporary Chairperson in the absence of both the Chairperson and the Vice-Chairperson.
- 5.6 The Secretary shall be responsible for:
- 5.6.1 keeping the corporate seal and all the books, records and correspondence, contracts and other papers of the corporation, except those specifically assigned to the Treasurer;
- 5.6.2 The Secretary shall record the minutes of all Board and general meetings;
- 5.6.3 The Secretary and the Chairperson shall sign such documents that may require their signatures;
- 5.6.4 The Secretary shall give all notices required to be given to members and to Directors and shall perform such other duties as may be determined by the Board of Directors or the Executive Committee including the maintenance of the membership roster; and,
- 5.6.5 The Secretary may delegate any of the above responsibilities with the approval of the Board of Directors.
- 5.7 The Treasurer, or person performing the usual duties of a Treasurer, shall:
- 5.7.1 Keep full and accurate accounts of all receipts and disbursements of the corporation in proper books of account and shall deposit all monies or other valuable effects in the name and to the credit of the corporation in such bank or banks as may from time to time be designated by the Board of Directors;

5.7.2 The Treasurer shall disburse the funds of the corporation under the direction of the Board of Directors, taking proper vouchers therefor, and shall render to the Board of Directors at regular meetings thereof, or whenever required, an account of all transactions as Treasurer, and of the financial position of the corporation; and,

5.7.3 The Treasurer shall also perform such duties as may from time to time be determined by the Board of Directors.

5.8 The duties of all other officers of the corporation shall be such as the terms of their engagement call for or the Board of Directors requires of them.

5.9 The Board shall delegate all or any of the responsibilities and duties of any officer to any other officer or Director in the case of absence or inability to act or any other reason that the Board may deem sufficient.

5.10 Any officer elected or appointed by the Board shall be subject to removal, with or without cause, at any time, by a majority vote of the Board, whenever, in its sole judgment, the best interests of the corporation will be served thereby.

5.11. The officers as such shall receive no remuneration for their duties, but they may be reimbursed for reasonable expenses incurred by them in the performance of those duties.

5.12 The Board of Directors may appoint an officer to fill a vacancy if an office of the corporation shall become vacant by reason of death, resignation, disqualification or otherwise.

ARTICLE 6: COMMITTEES

6.1 Executive Committee:

6.1.1 Mandate :

(a) The Board of Directors shall delegate responsibility to the Executive Committee to make decisions regarding operations of OTD.

(b) The Committee shall be responsible for monitoring the provision of quality services to the community, for ensuring the smooth running of OTD programs, for overseeing the financial operations of the organization and for ensuring that decisions taken by the Board regarding OTD operations are implemented.

(c) Ultimate authority and responsibility for OTD operations rests with the Board.

6.1.2 Membership :

(a) The Executive Committee shall consist of the Officers of the Board of Directors of OTD plus others the Executive Committee may from time to time determine to be needed as Members of Executive Committee.

(b) Executive Officers are elected by the Directors. Nomination and voting procedures will be carried out in adherence to OTD by-laws.

(c) The term for membership will be one year, renewable.

6.2 Nominating Committee:

6.2.1 Mandate:

(a) To develop and carry out the procedures for the annual nomination to the Board of Directors of OTD.

(b) To receive and prepare the nominations for the Board well in advance of the AGM, as well as for appointments should vacancies occur between AGM's.

(c) To endeavour to nominate suitable candidates .

(d) To inform the Board of any problems arising in the nominations process.

(e) To ensure that the nominees agree to stand in nomination.

6.2.2 Membership:

(a) At least two months prior to the AGM, the Board shall appoint a Nominating Committee, composed of at least three members, one of whom shall be from the Board of Directors.

(b) The Nominating Committee shall present nominations for election to the Board of Directors. These nominations shall be presented to the membership at the AGM.

(c) Further nominations may be made from the floor at the AGM and must be seconded.

6.3 By-Law Committee

6.3.1 Mandate:

(a) to review existing by-laws on an annual basis;

(b) to amend and / or create by-laws as advised by the membership and / or Board of Directors;

(c) submit and recommend amendments to the Board of Directors at least 90 days prior to the AGM;

(d) to establish and maintain a "Binder for By-Laws";

(e) to prepare a report for the AGM to be circulated to the membership not less than ten business days before the meeting; and,

(f) to present amendment(s) to the membership and move the acceptance of amendment/s.

6.3.2 Membership:

(a) The Board shall appoint a Nominating Committee, composed of at least two members, one of whom shall be from the Board of Directors; and,

(b) The Committee will meet annually at a minimum and more frequently as required.

6.4 General Committees:

There shall be Committees of the corporation established as required at the discretion of the Board. The membership of these Committees shall include either a Board member or a person Board liaison.

ARTICLE 7: EXECUTION OF DOCUMENTS AND THEIR AUTHENTICATION

- 7.1 Deeds, transfers, licences, contracts and engagements on behalf of the corporation shall be signed by either the Chairperson or Vice-Chairperson and by the Secretary.
- 7.2 Contracts in the ordinary course of the corporation's operations may be entered into by the Chairperson or Vice-Chairperson, and the Treasurer.
- 7.3 Notwithstanding any provisions to the contrary contained in the by-laws of the corporation, the Board of Directors may at any time by resolution direct the manner in which, and the person or persons by who, any particular instrument, contract or obligation of the corporation may or shall be executed. A document requiring authentication by a corporation may be signed by an officer of the Board, or an officer elected by the Board of Directors to the Executive Committee.

ARTICLE 8: BOOKS AND RECORDS

The Directors shall be responsible for ensuring that all necessary books and records of the corporation required by the by-laws of the corporation or by any applicable statute or law are regularly and properly kept.

ARTICLE 9: FINANCIAL YEAR

Unless otherwise ordered by the Board of Directors, the fiscal year of the corporation shall terminate on the 31st day of December.

ARTICLE 10: CHEQUES etc.

10.1 All cheques, bills of exchange or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such a manner as shall from time to time be determined by resolution of the Board of Directors.

10.2 Any one of such officers or agents may alone endorse notes and drafts for collection on account of the corporation through its bankers, and endorse notes and cheques for deposit with the corporation's bankers for the credit of the corporation, or the same may be endorsed "for collection" or "for deposit" with the bankers of the corporation by using the corporation's rubber stamp for the purpose.

10.3 Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the corporation and the corporation's bankers and may receive all paid cheques and vouchers and sign all of the bank's forms or settlement of balances and release or verification slips.

ARTICLE 11: AUDITOR

At each annual meeting, the members shall appoint an auditor to hold office for one year or until a successor is appointed.

ARTICLE 12: LIMITATION OF LIABILITY

12.1 No Director or officer of the corporation shall be liable for

12.1.1 the acts, receipts, neglects or defaults of any other Director, officer, or for joining in any act of receipt or any other act of conformity;

12.1.2 any loss, damage or expense happening to the corporation through the insufficiency or deficiency of title to any property acquired by order of the Board on behalf of the corporation, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the corporation shall be invested;

12.1.3 any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person with whom any of the moneys, securities or effects of the corporation shall be deposited;

12.1.4 any loss occasioned by any error of judgment or oversight on his/her part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his/her office or in relation thereto, unless the same are occasioned by his/her own wilful neglect or default; provided that nothing herein shall relieve any Director or officer of any liability imposed upon his/her by the Act.

ARTICLE 13: INDEMNITY

13.1 Subject to the limitations contained in the Act, every Director and every officer of the corporation and any other person who has undertaken or is about to undertake any liability on behalf of the corporation or any body corporate controlled by it and its heirs, executors, administrators and other legal personal representatives, shall, from time to time, be indemnified and saved harmless by the corporation from and against:

13.1.1 any liability and all costs, charges and expenses that he/she sustains or incurs in respect of any actions, suit or proceeding that is proposed or commenced against his/her for or in respect of anything done or permitted by his/her in respect of the execution of the duties of his/her office and

13.1.2 all other costs, charges and expenses that he/she sustains in respect of the affairs of the corporation.

ARTICLE 14: INSURANCE

Subject to the limitations contained in the Act, the corporation may purchase and maintain such insurance for the benefit of its Directors and officers as such as the Board may from time to time determine.

ARTICLE 15: AMENDMENT TO BY-LAWS

The by-laws of the corporation may be repealed or amended by by-law enactment by a majority of the Directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds of the members present at a meeting called within sixty days for the purpose of considering the said by-laws.