



Project New Hope Canada Inc.

You Served ♥ We Care

**Mission Statement**

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**By-Laws**

<b>Amendment Number</b>	<b>Amendment Title</b>	<b>Amended By</b>	<b>Date</b>
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## **ARTICLE I - Name**

This organization shall be known as Project New Hope Canada Inc., hereafter referred to as "The Project" or "Project." The name of The Project shall be abbreviated "PNHC."

## **ARTICLE II – Mission and Purpose**

Its mission is to provide veterans and their families the education, training, and skills necessary to manage their lives after operational service through the provision of family retreats, seminars and workshops by:

- Creating activities and programs for these veterans and their families;
- Aiding in the establishment of provincial and territorial chapters in Canada where requested;
- Subscribing to the highest of ethical standards and principles relating to the implementation of support programs for our veterans and their families,

## **ARTICLE III - Membership**

### **Section A. Eligibility**

Eligibility for Membership in the project shall be extended to applicants, both uniformed and civilian. No applicants to the Project shall be denied membership on the grounds of gender, sexual orientation, race, skin colour, religion, political beliefs, or physical handicaps. Applicants under the age of majority may be accepted into The Project on a case by case basis, at the discretion of the Board of Directors.

### **Section B. Categories and Definitions of Membership**

1. **Regular Member** – A Regular Member shall be entitled to all rights, privileges, and benefits of Membership in The Project, including, but not limited to: attendance and full participation in all meetings as well as eligibility to submit material for publication in The Project's newsletter (if one is published), journal and any other Project publications.
2. **Spousal Member** – A Spousal Member shall be entitled to all rights, privileges, and benefits of Membership in the Project, and shall be awarded a

50% discount on yearly dues, provided that his/her spouse is a Regular Member in good standing in the Project.

3. **Electronic Member** – An Electronic Membership may be granted to members who by reason of distance, health, or other personal circumstance, are not able to actively participate in Project activities, but who wish to continue as Members. Electronic Members shall be awarded a 66% (two-thirds off) discount on annual dues and shall receive the monthly newsletter (if one is published) via email delivery only. Electronic Members are eligible to submit material to The Project’s newsletter (if one is published). Should Electronic Members wish to participate more actively in the Project, they must upgrade to a Regular Membership, and pay any pro-rated difference in yearly dues.

4. **Honourary Member** – An Honourary Member shall be entitled to all rights, privileges, and benefits of Regular Membership in the Project. Honourary Members are awarded a 100% discount on annual dues. The status is not transferable to another Member and shall be reviewed by the Board on a yearly basis.

5. **Life Member** – A Life Member shall be entitled to all rights, privileges, and benefits of Regular Membership in the Project. There are no yearly dues for this Membership category. This category of Membership is limited to a written nomination by a Regular Member, reviewed and recommended by the Board of Directors and voted on by the membership at the Annual General Meeting of Project New Hope – Canada.

### **Section C. Application for and Approval of Membership**

1. Those interested in joining The Project, or in renewing their Membership, must submit an application form to be reviewed and approved by the Director Membership, accompanied with a check or cash for the appropriate yearly dues.

2. No application for Membership or Membership renewal shall be considered without both a fully completed application form and accompanied by payment.

### **Section D. Initiation Requirements and Fees**

1. All applicants who have attained the age of majority within their Provincial or Territorial jurisdiction and who: 1) profess a desire to support and assist in the Mission and Purpose of the Project, 2) submit a fully completed membership application, 3) along with their full or prorated dues payment, as determined by the Board, shall be automatically passed or renewed as

Members by the Director, Membership, unless it is determined by the Director that there is reasonable cause to deny the Membership.

2. Reasonable cause may include but is not limited to: danger to another Member, history of disruptive behaviour in The Project as a Member or guest, or any other factor which would interfere with The Project's ability to complete its Mission.
3. Said cause to deny Membership must be presented to the Board of Directors by the Membership Chairman at the first opportunity after the application is received. At least 2/3 (two-thirds) of the Board must vote to deny an applicant's Membership, or the applicant shall be automatically accepted.
4. If an application for Membership is denied, said applicant will be given written notice that he/she has not been accepted into The Project, or that his/her renewal has been denied. Denied Member applicants shall be offered an opportunity to appeal said denial at the next regular meeting of the Board of Directors, unless in the best judgment of the Chairman and the Board, said opportunity might place any Members of The Project at risk for physical or emotional harm.

#### **Section E. Other Affiliations**

Members shall not be required to be affiliated with any other organization or group to qualify as Members of The Project.

#### **Section F. Membership Dues**

1. Annual dues shall be determined and assessed by the Board of Directors.
2. Dues shall be payable on or before the annual assessment date.
3. The Membership period covered shall commence on the 1<sup>st</sup> day January and end on the 31<sup>st</sup> day of December annually.
4. The Treasurer shall notify Members of their annual dues prior to the annual assessment date.
5. Should a Member fail to reinstate his/her Membership by a date determined by the Board of Directors, his/her Membership shall be forfeited.
6. The Board of Directors shall have the right to institute late penalties for those Members who fail to renew their Memberships in a timely manner, and/or

to institute an “early bird discount” to those Members who renew their Memberships on or before the annual assessment date.

### **Section G. Membership Privileges and Responsibilities**

1. Members shall have the right to attend all Project New Hope - Canada official functions, including but not limited to: General Membership Meetings, Special Interest Groups, Workshops (as a volunteer), social functions, etc.; to submit material for publication in The Project newsletter (if one is published), journal, and any other publications or projects.
2. Members are eligible to vote for the President and Executive Officers of the Project, to serve on the Board of Directors, act as hosts or hostesses, or to Chair or serve on various Project committees.
3. Information gathered from Members via Membership applications, surveys, volunteer and all other Project forms shall be considered confidential. Such information may be shared on a “need to know” basis among the Board of Directors, volunteers involved with Member communications, Committee Members, etc. Member information shall not be disclosed to any outside agencies or organizations, without the express permission of the individual Member, or by court order.
4. Members who disclose Member information, however garnered, to outside organizations, or who utilize Project membership information to solicit for or send material related to religious, political, commercial, or any other non-Project purposes, without the express consent of the Member being mailed, telephoned, e-mailed, or otherwise contacted, shall face disciplinary action.
5. Members must respect and abide by the By-Laws and rules of The Project, or be subject to disciplinary action.

### **Section H - Disciplinary Procedures**

Members who violate The Project By-Laws or other rules, or who constitute a physical or emotional danger to other Members of The Project, may be suspended or terminated from The Project. Disciplinary Procedures shall be as follows:

1. Notice of said violation shall be brought to the attention of the Board of Directors. If it is determined by the Board that there is sufficient evidence that a violation or violations of the Project rules or By-Laws has occurred, the Recording Secretary shall give the Member a written warning via certified mail that he/she

has violated the rules of The Project, and is in danger of suspension, should said violation re-occur.

2. Should the Member repeat the offence within a one year period from the time of the written warning, evidence shall be brought to the attention of the Board of Directors, prior to the Member being suspended. If the Board votes by a 2/3 (two-thirds) majority in favour of suspension, the Secretary of the Project shall send the Member written notice, via certified mail that suspension of his/her Membership is pending. Said Member shall be offered an opportunity to appeal his/her suspension at the next regular meeting of the Board of Directors.

3. If the Member chooses not to appeal his/her suspension, the suspension shall automatically take place. The Secretary shall notify the suspended Member as to the date of when a Member has been suspended, and the date that his/her suspension shall be lifted.

4. The President shall always have the power to immediately suspend the Membership of any Member, without prior approval of the Board of Directors, if said Member, in the best judgment of the President, poses a physical or emotional danger to another Member of The Project. Should the President enact an emergency suspension, he/she shall present evidence supporting the suspension to the attention of the Board of Directors at the first available opportunity. At the next meeting of the Board of Directors, the Board will review and ratify the President's decision, or will lift the suspension as unwarranted, in which case the suspended member shall receive a written apology in the name of The Project.

5. A Member shall not be suspended if his/her second offence or violation of Project By-Laws or rules is of a different nature than the one for which he/she received the first warning of suspension. He/she shall receive a written warning as the first step for each separate offence (per Section H-1.) However, a Member who continually violates different rules of the Project may be subject to discussion and debate about whether he/she should be asked to resign, the Membership declined when it is up for renewal, or his/her Membership terminated.

6. No Membership may be terminated without the matter being brought before the Board of Directors. If the Board of Directors votes by a 2/3 (two-thirds) majority in favour of termination, the Secretary shall give the Member written notice via certified mail that termination of his/her Membership is pending, and offer the Member an opportunity to appeal his/her termination at the next regular meeting of the Board of Directors.

7. If the Member chooses not to appear before the Board to contest his/her termination, it shall automatically take place. The Secretary shall notify all Project SIGs, Workshop and other Project leaders as to the date of a Member's termination.

8. An appeal to contest a suspension or termination of Membership may be made in writing, via either regular mail or e-mail; via a proxy representative; through any other means found acceptable by the Board of Directors; or in person, unless in the best judgment of the President and the Board, said personal appearance might place any Members of the Project at risk for physical or emotional harm. The Board must receive an appeal or notice of a pending appeal at least three (3) days prior to the upcoming Board meeting. Late appeals may be considered at the discretion of the Board of Directors.

### **Section I. Termination or Resignation of Membership**

1. Members shall be considered to have resigned their Membership if they fail to submit a properly completed Membership renewal application, together with their annual dues assessment, by the annual renewal date, or within a grace period following that date, to be determined by the Board of Directors.

2. Members may choose to formally resign their Membership prior to their annual renewal date.

3. Members may be either terminated for cause from Membership in The Project, or asked to resign from the Project, after the Board of Directors has determined that such Membership is no longer in the best interests of The Project. Disciplinary Procedures and Termination procedures are set forth in Section H, above.

## **ARTICLE IV Officers – Selection, Terms & Duties**

### **Section A: Board**

1. The administration and general management of The Project shall be the functions of the Officers of the Project. Officers shall serve without compensation except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in their regular duties. The number of Officers may vary, depending on the size of The Project, unfilled vacancies, and changes to the Project program content.

2. All Officers of the Board of Directors shall make as a priority the training of other volunteer Members in vital facets of their particular areas of responsibility,



to ensure that important functions of The Project may be maintained, in the case of temporary or permanent inability of Officers to perform such functions.

3. All Officers of the Board, recognizing that participation in meetings of the Board of Directors is essential to meet quorum requirements and to ensure the smooth administration of The Group, shall make as a priority their attendance, or designation of a proxy representative to attend, meetings of the Board of Directors. Should an Officer be unable to attend or to designate a proxy to attend any given meeting, he/she shall provide an informative written report on the past, current, and upcoming activities relating to his/her area of responsibility, to the Board of Directors, in the week prior to or following said meeting.

### **Section B: Officers of the Board**

The Board Membership shall include the following six Executive elected Officers:

1. President
2. Executive Vice-President
3. Project Treasurer
4. Project Recording Secretary
5. Director, Membership
6. Director, Program Services
7. Director, Health Services
8. Director, Fund Raising
9. Director, Volunteer Services
10. Director, Public Relations

Additionally, the Board may include Other Discretionary Project Officers and Administrators as determined necessary and appointed by the President, and ratified by the Board of Directors, including but not limited to: Director of Communications, Director of Marketing, Director of Technology, Past President or other Officers.

### **Section C: Annual Election and Term of Office**

1. The term of office for the President and Executive Vice President is for a period of two (2) years from the date of election at the Annual General Membership meeting.
2. The outgoing President, with the approval of the Board of Directors, shall appoint a Nominating Committee of at least three (3) Members of The Project to review and evaluate candidates for the office of President and the other seven

(7) Executive positions. At each annual meeting in December, the Chair of the Nominating Committee shall present the Project with a list of one or more interested and qualified candidates for President of The Group.

3. At said annual meeting in December, the Members of The Project New Hope - Canada shall elect a President to serve a 2 year term beginning on January 1 through December 31 of the ensuing year by a majority vote of all Members present. The President may be elected from the list of candidates presented by the Nominating Committee, or by nomination from the floor. However, no nomination from the floor shall be considered valid unless said nominee is present and expresses a willingness to serve The Project as President, if elected.

4. The elected President shall be given the list of candidates for the remaining eight (8) Executive Board positions if so required, along with the recommendations, if any, of the Nominating Committee, by the Chair of the Nominating Committee.

5. The incoming President shall make as his/her priority the selection of a slate of candidates for the eight (8) remaining Executive Board positions (if required), which shall be presented to the Membership for ratification at the first general meeting following his/her election as President. The President's slate may be composed of some, all, or none of the candidates presented by the Nominating Committee.

6. After selection of a slate for the Project Executive Board positions, the President shall prepare a slate of Discretionary Officer candidates for the Board of Directors. This slate shall be presented to the Executive Board at the first meeting of the Board of Directors, and after ratification, said Discretionary Officers shall join the Board as full voting participants.

7. Additional Discretionary Officers may be added at any time throughout the President's term, as volunteer Members are recruited to fill the Offices, or Offices are created by the addition of new programs or committees, provided said candidates are ratified by the existing Board of Directors.

#### **Section D: Vacancies**

If any vacancy occurs in the Board of Directors, by death, resignation, or otherwise, it may be filled by a majority vote of the remaining Officers at any regular meeting, or at any special meeting called for that purpose.

**Section E: Meetings, Notice and Quorum**

1. Regular meetings of the Board of Directors shall be held immediately following the annual election, and on such days thereafter as shall be determined by the Board. Such meetings may be held in person, via video or teleconferencing, or by whatever means is determined best suits the needs of the Board and The Project.
2. The Chair may at any time, or at the request of three (3) Executive Officers, issue a call for a special meeting of the Board. Notice of each meeting shall be given by the Recording Secretary to each Director either by regular postal delivery mail or via e-mail at least three (3) business days before the time appointed, to the last recorded address of each Director, or via personal notice or telephone, at least twenty-four (24) hours before the time appointed.
3. One-half (1/2) of the full Board including Discretionary Officers or their proxy representatives, which must also include at least two (2) Executive Officers; or, alternately, a lesser number including at least four (4) Executive Officers (including the Chair,) shall constitute a quorum for the transaction of Project business.
4. Interested Members of The Project who are not Board Officers or their representatives may attend any regular meeting of the Board of Directors, but may not propose motions or vote. They may be invited to speak and/or to join in discussions about Project matters, at the discretion of the Chair or acting Board Chair. They may also be excused from Board discussions or debates at the discretion of the Chair or acting Board Chair.

**Section F: Duties and Powers**

1. The President shall:
  - a. Oversee the operation and welfare of The Project;
  - b. Ensure the proper execution and/or operation of established activities;
  - c. Seek to initiate new and beneficial activities for The Project;
  - d. Preside over all General Membership Meetings and otherwise represent The Project when and where necessary;
  - e. Preside as Chair at the meetings of the Board of Directors;
2. The Executive Vice President shall:
  - a. Perform special duties as directed by the President;
  - b. Seek to arbitrate grievances and other matters which may affect the welfare of The Project;

- c. In the absence of the President, preside as Chair at the meetings of the Board of Directors; and
  - d. Assume all duties of the President, if he/she is unable to complete his/her term.
3. The Director Membership shall:
- a. Perform special duties as directed by the President;
  - b. Maintain the Project membership list and disperse membership information as needed for newsletter distribution or other Project purposes;
  - c. Oversee the admission of new members and the continuing integration of new members into The Project;
  - d. Submit a comprehensive Business Plan (BP) for the Membership Division for inclusion in the annual BP of the Project; and
  - e. Attend meetings of the Board of Directors, or provide a representative to attend said meetings, to report on membership activities and to provide input into the governance of the Project.
4. The Director Program Services shall:
- a. Perform special duties as directed by the President;
  - b. Initiate and oversee all special programs associated with the General Meetings, seminar, workshops, retreats including guest speaker booking, agenda co-ordination, hospitality, audio-visual support, and refreshments where required;
  - c. Submit a comprehensive Business Plan (BP) for the PR Division for inclusion in the annual BP of the Project; and
  - d. Attend meetings of the Board of Directors, or provide a representative to attend said meetings, to report on program activities and to provide input into the governance of the Project.
5. The Director Health Services shall ensure that Project Counsellors:
- a. Provide appropriate short / long term counselling to clients;
  - b. Are able to offer a culturally appropriate service and incorporate anti discriminatory policies into practice;
  - c. Are able to work with the unique needs that clients bring;
  - d. Offer therapeutic opportunities that elicit empowerment and personal growth;
  - e. Are able to work and adhere to professionally agreed guidelines such as the Manitoba Association of Social Workers and the Manitoba Institute of Registered Social Workers;
  - f. Are aware of and comply with the policies, procedures and service standards of Project New Hope;

- g. Or other Disciplines required by Project New Hope – Canada meet those registration requirements identified by their Provincial or National Association (Psychologists, Massage Therapist, etc.);
  - h. Attend and contribute to the quarterly team clinical meetings;
  - i. Assist with the evaluation of the service by contributing to data collection and analysis;
  - j. Maintain adequate records of clinical work and provide appropriate statistical returns as required;
  - k. Participate in research as required;
  - l. Maintain training and continue professional development
  - m. Submit a comprehensive Business Plan (BP) for the Health Services Division for inclusion in the annual BP of the Project; and
  - n. Attend meetings of the Board of Directors, or provide a representative to attend said meetings, to report on program activities and to provide input into the governance of the Project.
6. The Director Public Relations shall:
- a. Prepare or edit organizational publications for internal and external audiences, including membership newsletters and annual Project reports;
  - b. Respond to requests for information from the media or designate another appropriate spokesperson or information source;
  - c. Establish and maintain cooperative relationships with representatives of community, consumer, public interest groups, Provincial and Federal Departments;
  - d. Plan and direct development and communication of informational programs to maintain favourable public perceptions of the organization's accomplishments and agenda;
  - e. Confer with newsletter production staff and committee members to produce or coordinate production of advertisements and promotions;
  - f. Arrange public appearances, lectures, or exhibits for membership to increase public awareness and to promote goodwill;
  - g. Study the objectives, promotional policies and needs of organizations to develop public relations strategies that will influence public opinion or promote ideas, products and services;
  - h. Confer with other managers to identify trends and key group interests and concerns or to provide advice on business decisions;
  - i. Consult with advertising agencies and their staff to arrange promotional campaigns in all types of media or products, the Project, or individual members;
  - j. Coach client representatives in effective communication with the public;
  - k. Prepare and deliver speeches to further public relations objectives;

- l. Purchase advertising space and time as required in promoting the Project's product or agenda;
  - m. Plan and conduct market and public opinion research to test products or determine potential for product success, communicating results to the Project Board Directors;
  - n. Submit a comprehensive Business Plan (BP) for the PR Division for inclusion in the annual BP of the Project; and
  - o. Attend meetings of the Board of Directors, or provide a representative to attend said meetings, to report on program activities and to provide input into the governance of the Project.
7. The Director Volunteer Services shall:
- a. Coordinate and maintain volunteer program record keeping;
  - b. Liaise with other Project Directors to determine program volunteer and certification requirements;
  - c. Develop and maintain policies and systems for effective volunteer management;
  - d. Assist supervisors in establishing and conducting regular volunteer performance reviews including exit interviews;
  - e. In concert with the Board of directors and other Project staff, develop and execute a volunteer recruitment and retention strategy (including the development of a volunteer recognition program);
  - f. Submit a comprehensive Business Plan (BP) for the Volunteer Division for inclusion in the annual BP of the Project; and
  - g. Attend meetings of the Board of Directors, or provide a representative to attend said meetings, to report on program activities and to provide input into the governance of the Project
8. The Director Fund Raising shall:
- a. Ensure that fundraising income is maximized in line with the fundraising strategy;
  - b. Manage and monitor fundraising programs to ensure that the annual fundraising income meets targets, and that acquisition and retention programs achieve the supporter number objectives;
  - c. Develop performance against key indicators, in terms of Return on Investment, attrition, average donation, etc;
  - d. Review and maintain fundraising systems and procedures;
  - e. Develop systems to manage key relationships and monitor progress and performance;
  - f. Prepare annual and monthly budgets on time including the fundraising component of the annual Organizational Development Plans;
  - g. Manage revenue and expenditure budgets within approved limits;

- h. Work closely with the Project Treasurer to prepare standard monthly and annual income and expenditure reports and any other fundraising reports that may be requested via the Board of Directors;
  - i. Work closely with the Project Treasurer to reconcile income figures with the records of the Board;
  - j. Ensure that fundraising activities comply with the requirements of local legislation;
  - k. Develop and maintain knowledge of banking, VAT and tax benefit aspects, to assess opportunities or threats within the fundraising programs;
  - l. Collaborate effectively with the Director of Public Relations to ensure coherence with the communications strategy, and for cross departmental integration on aspects such as pro-bono work, web, and campaign communications;
  - m. Promote integration with campaign projects, to maximize potential impact on fundraising programs, and develop supporter mobilization;
  - n. Submit a comprehensive Business Plan (BP) for the Fund Raising Division for inclusion in the annual BP of the Project; and
  - o. Attend meetings of the Board of Directors, or provide a representative to attend said meetings, to report on program activities and to provide input into the governance of the Project
9. The Project Treasurer shall:
- a. Keep all monies collected by The Project;
  - b. Maintain and ensure the safe deposit and collection of such monies in an account designated or approved by the Board of Directors;
  - c. Distribute such monies as may be directed by the Chair or the Board of Directors;
  - d. Maintain such financial records as required through sound business and administrative practices on behalf of the Project;;
  - e. Provide a regular status report on Project funds and activity for all meetings of the Board of Directors;
  - f. Complete a yearly Business Plan (BP) and any other projections which may be needed for long-term planning for Project New Hope – Canada; and
  - g. Attend meetings of the Board of Directors, or provide a representative to attend said meetings and to provide input into the governance of the group.
10. The Project Recording Secretary shall:
- a. Maintain a record of all meetings of the Board of Directors;

- b. Send meeting notices as necessary for meetings of the Board of Directors, the General Membership; Special Interest Groups, or other events, or delegate a representative to send such notices;
  - c. Maintain such administrative records as required through sound business and administrative practices on behalf of the Project;
  - d. Receive, file, prepare, record and forward such correspondence and minutes of regular and special meetings necessary to the proper functioning of the Project; and
  - e. Attend meetings of the Board of Directors, or provide a representative to attend said meetings, to record Project business and to provide input into the governance of the group.
11. The Project Discretionary Officers shall:
- a. Perform special duties related to his/her area of responsibility as directed by either/or the Division Director and the Board of Directors; and
  - b. Attend meetings of the Board of Directors or appoint a representative to attend said meetings to provide input into the governance of the group. Failing ability to attend such meetings, to provide a written report on past, current, and upcoming activities related to his/her area of responsibility within The Project.

#### **Section H: Voting**

1. Voting at Board meetings shall be by voice vote, unless it is decided by a majority vote of the Board Members present to require a written ballot. The Recording Secretary shall make a record of the results of all matters brought to a vote by the Board.
2. No member of the Board of Directors shall be entitled to cast more than one vote. If an Officer of the Project holds more than one Office (for example, the Executive Vice President is also the Director of the Volunteer Services), he/she may cast only one vote. However, a proxy representative from one of his/her committee(s) may attend the Board Meeting and may vote as the representative of said special area, even if the Director who oversees that committee is present at that Board meeting serving in another capacity.
3. All matters affecting the operation and well-being of The Project shall be acted upon at a regular or special meeting of the Board of Directors.
4. In the event the Board of Directors is unable to affect a clear and decisive resolution of a matter brought or placed before it, the President or Board Chair may call for a vote of the general Membership.
  - a. Such notice shall be presented in writing, with all available information pertaining to the matter, to the Membership at large at



least fourteen (14) calendar days prior to the general Membership meeting at which the matter is to be taken under consideration. Such notice may be delivered via regular or electronic mail, at the discretion of the Recording Secretary.

- b. Unless otherwise specified herein, a vote by the general Membership is considered passed if it receives a majority of "yes" votes. Should the matter appear equally divided, the Membership shall again be equally addressed by proponents of and opponents to the issue for the purpose of taking another vote.

### **Section I: Removal from Board of Directors**

The President, with the approval of the Board of Directors, shall have the right to remove or replace any Member of the Board of Directors or Committee Chair if he/she has failed to perform his/her duties, or any other factor in which said Officer's continuing participation in that position no longer serves the best interests of The Project.

### **Article V – Committees**

**Section A.** The President, with the approval of the Board of Directors, shall have the authority to appoint such committees for subsidiary portions of The Project as may best serve the needs of the Membership and Project. These committees shall be delegated authority, under the supervision of the Board of Directors, to initiate, develop, and promote one-time or ongoing programs or events that may be of benefit to The Project or membership.

**Section B.** Such committees may include, but are not limited to: General Meetings Programs, Guest Speaker Selection and Scheduling, Project Newsletter or Journal, Marketing, Nominating Committee, Picnic and/or Special Events, Volunteers, Website, as well as Special Interest Group (SIG) meetings and activities associated with the operation of the Project.

**Section C.** The Chair of any committee approved by the Board of Directors shall fully communicate with the Director overseeing his/her area of responsibility, as to all activities, proposals, problems or concerns. The Chair may also attend any meetings of the Board of Directors, to address said issues or answer questions relating to his/her committee; or may attend in the capacity of proxy representative for the Director of his/her area of responsibility if so designated by said Director, the President, or the Board Chair.

## **Article VI - Meetings**

**Section A.** The Annual General Membership Meeting, at which the Board of Directors shall be elected, shall be held in December of each calendar year.

**Section B.** Meetings for the Board of Directors shall be held once monthly, at a regular time and location.

**Section C.** Special meetings of the Board of Directors and/or the General membership may be called by a joint declaration of the President and the Board of Directors.

**Section D.** The Board of Directors meetings may be rescheduled by agreement of the President and the Board of Directors in cases where the scheduled meeting date is on or in close conflict with a national or religious holiday. Otherwise, all General Membership meetings shall be held as scheduled and not cancelled, except by approval of the President and all available Members of the Board of Directors, in cases of natural disaster, extremes of weather, or other hazardous conditions.

**Section E.** The frequency and date of all Board of Directors meetings shall be stated in documents of greeting to new Members, posted in The Project's Newsletter (if one is published), on The Project's website, and in all other materials and announcements.

## **Article VII - Fiscal Year**

**Section A.** The fiscal year of the Project shall begin on the first day of January and shall end on the last day of December of each successive calendar year.

## **Article VIII - Agents and Employees**

**Section A.** The Board of Directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of such appointment.

**Section B.** Remuneration of Agents and Employees will be as follows. The remuneration of all agents and employees shall be fixed by the Board of Directors by resolution. Such resolution shall have force and effect only until the next meeting of members when such resolution shall be confirmed by resolution of the members, or in the absence of such confirmation by the members, then

the remuneration to such agents or employees shall cease to be payable from on the date of such meeting of members.

**Section C.** Remuneration for the Board of Directors will be as follows. The directors as such shall not be entitled to any remuneration, but they shall be entitled to be paid for travelling and other expenses properly incurred by them in connection with the affairs of the Project.

### **Article IX – Conflict of Interest**

**Section A.** Conflict of Interest is defined as follows. A director who is in any way directly or indirectly interested in a contract or proposed contract with the Project shall make the disclosure required by the Act and except as provided by these Bylaws, no such director shall vote on any resolution to approve any such contract. In supplement of and not by way of limitation upon any rights conferred upon directors by the Act, it is declared that no director shall be disqualified by any such office from, or vacate any such office by reason of, holding any office or place of profit under the Project or under any corporation in which the Project shall be a shareholder or by reason of being otherwise in any way directly or indirectly interested or contracting with the Project as vendor, purchaser or otherwise or being concerned in any contract or arrangement made or proposed to be entered into with the Project in which the director is in any way directly or indirectly interested as vendor, purchaser or otherwise. Subject to compliance with the Bylaws, no contract or arrangement entered into by or on behalf of the Project in which any director shall be in any way directly or indirectly interested shall be avoided or voidable and no director shall be liable to account to the Project or any of its members or creditors for any profit realized by or from any such contract or arrangement by reason of any fiduciary relationship.

### **Article X - Indemnities**

*Indemnities to Directors and Officers of the Project:* Every director or officer of the Project or other person who had undertaken or is about to undertake any liability on behalf of the Project and their heirs, executors, administrators and assigns, respectively, shall at all times, be indemnified and saved harmless, out of the funds of the Project from and against:

- a. All costs, charges, and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceeding which is brought or prosecuted against him or her for, or in respect of any act, deed, matter, or thing whatsoever made,

done or permitted by him or her in or about the execution of the duties of his/her office except such costs, charges or expenses as are occasioned by his or her own wilful neglect.

- b. All other costs, charges and expenses, which he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges, or expenses as are occasioned by his/her own wilful neglect. The Project shall also indemnify any such person in such other circumstances as the Act or law permit or requires. 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 to the extent permitted by the Act or law.

c. Except as otherwise provided in the Act, no director or officer for the time being of the Project shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for any loss, damage or expense happening to the Project through the insufficiency or deficiency of title to any property acquired by the Project or for or on behalf of the Project or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Project shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person including any person with whom or which any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Project or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the director's or officer's respective office or trust or in relation thereto unless the same shall happen by or through the director's or officer's own wilful neglect or default. The directors and officers for the time being of the Project shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Project, except such as shall have been submitted to and authorized or approved by the Board of Directors. If any director or officer of the Project shall be employed by or shall perform services for the Project otherwise than as a director or officer or shall have an interest in a person who is employed by or performs services for the Project, the fact of being a director or officer of the Project shall not disentitle such director or officer or such person, as the case may be, from receiving proper remuneration for such services.

### **Article XI - Parliamentary Authority**

**Section A.** The rules and conduct and order of meetings of the Project, when not inconsistent with The Project's Mission Statement, these By-Laws, or any special rules of order as the Project's Board may adopt, shall be determined by Robert's Rules of Order.

### **Article XII - Amendments**

**Section A.** These By-Laws may be amended at any regular or special general Membership meeting by a two-thirds (2/3) majority vote of all Members present, provided notice of the proposed amendment was given to all Members at least fourteen (14) days in advance of such a vote.

### **Article XIII - Dissolution**

**Section A.** The Project may be dissolved for whatever purpose by a majority vote of the general Membership.

**Section B** The Project may be dissolved by default, if there are insufficient volunteer members willing to serve as Officers of Project New Hope - Canada.

1. If the office of President becomes vacant, the Executive Vice-President shall assume the office. If the Executive Vice-President is unable to assume the office, and no other Officer of the Board of Directors is able to assume the office, a candidate shall be sought among the full Membership of The Project. If, within 90 days of the office becoming vacant, no Member of The Project is able to assume the office of President, Project New Hope - Canada shall be dissolved.

2. If the four Offices on the Executive Board (1-President; 2-Executive Vice-President; 9-Treasurer; and 10-Recording Secretary) are filled by three (3) or fewer persons, and no candidates are found to bring the Executive Board to number at least four (4) separate persons within 90 days of the office(s) becoming vacant, The Project may be dissolved.

**Section C** If, by a majority vote of the general Membership of Project New Hope - Canada, it is decided to dissolve the Project, or the Project dissolves by default, the Project shall cease to exist upon the occurrence of the proper and legal disposition of all assets of Project New Hope - Canada.

## **Section D - Distribution of Property upon Dissolution**

1. Upon dissolution of The Project New Hope - Canada and after all outstanding debts and claims have been satisfied, the Project Treasurer, at the direction of the Board of Directors, shall distribute the property of the Project to another such organization or organization maintaining an objective similar to that set forth herein.
2. The Project Treasurer shall provide a report to be distributed via e-mail to all remaining Members of The Project as to the final distribution of Group property.