

**THE ASSOCIATION OF COMMUNITY INFORMATION
CENTRES IN ONTARIO
(ACICO)
*Operating as InformOntario***

BY-LAWS

1. HEAD OFFICE

The office of the Corporation shall be situated in the Province of Ontario at a location set by resolution of the Board of Directors.

2. BOARD OF DIRECTORS

- a) The affairs of the Corporation shall be managed by the Board of Directors who shall be responsible for the proper operation of the Association.
- b) The Board of Directors shall be responsible for seeing that the goals and objectives of the Association are met and shall take into account, in a reasonable manner, the concerns of the Member Centres in so doing.
- c) The Board of Directors shall consist of:
 - i. A minimum of six (6) and a maximum of eleven (11) persons elected by the membership at the Annual General Meeting, not less than six (6) of whom shall be from member agencies representative of varied areas of the province, together with the Past President who shall be ex officio (non-voting), if such a person is not elected as a member of the Board.
 - ii. Up to five (5) Board members may be elected at large.
 - iii. Elections will be held at the Annual General Meeting.
- d) The term of office of a Director will be two (2) years. Directors may be elected for three (3) terms for total of six (6) consecutive years. Thereafter, a person must wait a full two (2) year period before becoming eligible to stand for additional terms.
- e) Terms will be staggered to ensure continuity.
- f) A Director shall be at least 18 years of age. A Director may not be an undischarged bankrupt or a mentally incompetent person.
- g) The office of the Director of the Corporation shall be vacated by a person who:
 - i. is found to be incapable of managing his/ her affairs,
 - ii. provides notice in writing to the Corporation resigning his/ her office.

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- h) Board member absent for more than three (3) consecutive meetings during any two (2) year terms may be asked to resign
- i) A Director may be removed from office by two thirds (2/3) vote of members at a meeting of the Board, providing thirty (30) days notice of such action has been provided
- j) Vacancies occurring on the Board of Directors may be filled by persons appointed by the Board to complete the term of the person(s) being replaced
- k) The Board of Directors shall serve without pay.

3. INDEMNIFICATION

The Corporation shall indemnify and save harmless the Directors, their heirs, executors and administrators, and estates and effects, respectively from time to time and at all times from and against:

- a) all costs, charges and expenses whatsoever that he or she sustains or incurs in or about any action, suit or proceeding that is brought, commenced 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 the execution of the duties of his or her office; and
- b) all other costs, charges and expenses that he or she sustains or incurs in or about or arising from or in relation to the affairs except costs, charges or expenses thereof as are occasioned by his or her own wilful neglect or default.

4. THE OFFICERS

The Board will elect a President, Vice-President, Secretary and Treasurer at the first meeting following the Annual General Meeting.

- a) President – shall preside at all Board meetings, appoint committee members, and perform other duties as associated with the office
- b) Vice-President – shall be prepared to assume the duties of the President in case of the President's absence
- c) Treasurer – shall be accountable to the Board by ensuring the development of a budget, overseeing the maintenance of the accounts of the Association, the paying and receiving of accounts, the submission of proposals and reports to funders and is responsible for ensuring that an annual audit is performed and having financial reports prepared as needed.

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- d) Secretary – shall ensure that an accurate record of meetings is kept and circulated to appropriate members; shall oversee the orderly and safekeeping of legal documents, contracts, correspondence and other such documents; shall ensure appropriate storage and use of the Corporate Seal and shall oversee appropriate communication with the membership.

5. COMMITTEES

- a) The Board may appoint standing and ad hoc committees whose Chairs shall be a member of the Board as needed.
- b) All Committees shall be accountable to the Board. The Committee Chair may approve expenditures as occurring within the schedule of the financial authorities adopted by the Board from time to time.

6. CONFLICT OF INTEREST

Any member of the Board who has a financial, personal, organizational or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse him/ herself and will vacate his seat and refrain from discussion and voting on said item.

7. MEETINGS OF THE DIRECTORS

- a) Meetings of the Board of Directors and the Executive Committee (the Officers) may be held at a place in Ontario, or by any means including telephonic and electronic (teleconferencing), designated by the President. Such a meeting may be convened by the President or Vice-President or by any two Directors. Notice of such meeting shall be at least 14 days prior to the meeting taking place.
- b) No formal Notice of any meeting of the Board shall be necessary if all the elected Directors are present or if those absent have indicated their consent to the meeting being held in their absence
- c) The Board may appoint a day or days in any month or months for regular meetings at an hour to be named. If regular meetings are scheduled, no additional notice is required. A meeting of Directors may also take place without notice immediately after an annual general meeting or a general meeting to transact any business.

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- d) The first meeting of the Board of Directors held immediately following the election of Directors will require no notice and will legally constitute a meeting.
- e) The Board shall meet at least quarterly.
- f) A meeting of the Board of Directors may be held *in camera* on a two-thirds vote of members present.
- g) A majority of the voting members of the current Board shall constitute a quorum for the transaction of business at a meeting. In absence of a quorum no formal action shall be taken except to adjourn the meeting to a subsequent date.
- h) Passage of a motion requires a simple majority i.e. one more than half the members present
- i) All questions arising at any meeting of Directors shall be decided by a simple majority. In case of a tie, the President, in addition to his/her regular vote shall have a second and deciding vote.

8. GENERAL MEMBERSHIP

ACICO (*InformOntario*) membership extends to both agencies and to individuals, both of which shall be voting members of the Association.

- a) Agency membership is open to all agencies, public or private, that offer information and referral services at no charge to the general public, or defined by the ACICO (*InformOntario*) Board of Directors.
- b) Individual – Associate Membership is open to any person, including employees of agency members.
- c) The Board of Directors shall reserve the right to accept/ deny membership applications.
- d) The Board members shall maintain the status of individual members in relation to quorum and voting at Annual General Meetings.

9. MEMBERSHIP REQUIREMENTS

- a) Members shall be required to pay an annual membership fee, the amount and date of payment to be determined by the Board of Directors.
- b) Each member shall have one (1) vote at the Annual Meeting of the Association.

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- c) Each member of the Board of Directors shall have one (1) vote at the Annual Meeting of the Association. When a Director is from a member agency, that agency will also have one (1) vote
- d) Membership is not transferable
- e) A member may resign by giving written notice to the ACICO (*InformOntario*) Board of Directors
- f) Membership may be terminated by a majority vote of the ACICO Board of Directors when a member fails to meet the current criteria for membership. A Board of Appeal may be set up at the request of the Agency or individual to rule on a decision.
- g) Membership that has not been renewed through payment of dues shall be considered lapsed sixty days (2) months after the renewal due date.

10. ANNUAL GENERAL MEETINGS

- a) In compliance with the Corporation Act (Ontario) an Annual Meeting shall be held at such place in the province of Ontario, on such day and time as the Board may, by resolution, determine. No more than fifteen (15) months shall elapse between Annual Meetings. At each Annual Meeting there shall be presented a report of the activities of the Corporation for the previous year, a financial statement of the Corporation, an auditor's report or financial review thereon and such other information or material relating to the Corporation's affairs as, in the opinion of the Directors, is of interest or importance. At each Annual General Meeting, the members shall appoint an auditor for the following fiscal period.
- b) Other meetings of the members may be convened by order of the President of the Board, or by a quorum of Directors or at least twenty (20) per cent of the Association's voting members, for any date and time and at any place within the province of Ontario.

11. NOTICE OF MEETINGS

- a) Notice of the Annual General Meeting or of a general meeting shall be given to the members by the secretary at least 14 days before the date of the meeting.
- b) The accidental omission to give appropriate notice of any meeting or the non-receipt of any notice by any member or members shall not invalidate any resolution passed or any proceedings taken at any meeting.

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- c) Any notice required to be given by a member, director, officer or auditor shall be deemed to have been given if it is:
 - i) delivered personally to the person to whom it is to be given;
 - ii) sent to the person's address as recorded in the corporation's records by any means of prepaid transmittal, delivery or recorded communication.
- d) A notice shall be deemed to have been given when it is delivered personally or to the person's address, or three days after it was mailed or transmitted.
- e) The notice shall specify the business to be attended to at the annual general meeting, the general meeting or the meeting.

12. VOTING AT MEMBERSHIP MEETINGS

- a) Every question shall be decided by a simple majority vote and in case of a tie the President shall have a second and deciding vote. A recorded vote may be requested by any member.
- b) The President or a member of the Board appointed by the President shall chair the meeting.
- c) Within the Association, each paid up Member and each Director shall have one (1) vote, either in person or by proxy.
- d) Proxy votes must be received by an officer of the Board forty-eight (48) hours before the start of the meeting.
- e) A quorum shall consist of thirty per cent 30% of voting members present, in person or proxy.

13. CHEQUES, DRAFTS & NOTES

All cheques, drafts and orders for payment of money, all notes and acceptance and bills of exchange shall be signed by such Officers of the Corporation and in such manner as the Board of Directors may from time to time designate. Signing authority for the up coming fiscal year will be decided at the first Board meeting following the Annual General Meeting.

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14. EXECUTION OF INSTRUMENTS

Contracts, documents or any instruments in writing, requiring the signature of the Corporation may be signed in such manner as directed by the Board of Directors from time to time, and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality.

The Seal of the Corporation may, when required, be affixed to contracts, documents and instruments in writing signed as of aforesaid.

15. FISCAL YEAR

The Fiscal year shall be from January 1st to December 31st of each year.

16. AMENDMENT OF BY-LAWS

- a) The Board will review the Bylaws on a regular basis
- b) All changes to the By-laws shall be approved and confirmed by at least two thirds of votes of the Membership at the Annual General Meeting.
- c) Proposed changes shall be sent to the membership at least 14 days prior to the Annual General Meeting.

Dated the 12th day of May, 2008

Witness thereby

Signed Pamela Shiller
Director

Signed [Signature]
Director

These amended bylaws were ratified by the ACICO (*InformOntario*) at the Annual General Meeting held in Oshawa, Ontario, on:

Date: May 12, 2008