

BYLAWS  
OF  
GRAND RIVER  
FRIENDSHIP SOCIETY

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## **Section 1 – Mission and Objectives**

**1.1** The mission of the Grand River Friendship Society is to foster community engagement, provide educational opportunities, and support individuals in need through various programs and services.

**1.2** The specific objectives include:

- a. To establish and operate a community centre for the purpose of offering workshops, educational programs, cultural events, athletics, drama, art, music, handicrafts, hobbies, and recreational activities for the general public.
- b. To provide relief from poverty at local, regional, and global levels.
- c. To offer educational support for students and youth, including after-school tutoring and assistance with housing for local and international students.
- d. To establish and maintain primary and secondary schools to further the educational development of children in our community.

## Section 2 – Directors

### Electing and Appointing Directors

- 2.1** The Members elect the Directors.
- 2.2** The Board of Directors shall consist of no fewer than five (5) and no more than seven (7) directors, as determined by the Board from time to time, in accordance with the needs of the organization.
- 2.3** The Board of Directors shall appoint the Executive Director. Upon appointment, the Executive Director becomes a voting member of the Board.
- 2.4** The Board shall identify potential candidates for the Nominating Committee. During the annual or special meeting, Members will elect and appoint individuals to serve on the committee. This committee will be tasked with overseeing the nomination and election process in accordance with the procedures set out in the organization's election policies.
- 2.5** In the event that all Director positions are vacant, the Members shall elect Directors as follows:
- one third of the Directors for a 3-year term,
  - one third of the Directors for a 2-year term,
  - one third of the Directors for a 1-year term.
- Thereafter, all Directors shall be elected for 3-year terms.  
If there are Directors currently in office, their 3-year terms began when they were first appointed.  
They shall remain in their positions until their current terms conclude.

### Empty Seats

- 2.6** A Director will stop holding office immediately, if he/she:
- dies
  - becomes bankrupt, or
  - is found to be incapable of managing property by a court or under Ontario law.
- A Director may resign by written notice to the Corporation. A Director who resigns will stop holding office when the Corporation receives the written notice or at the time specified in the notice, whichever is later.
- 2.7** Members may remove a Director before the end of their term of office. Members may do this by passing a resolution at a Members' Meeting with at least a majority (51%) of the votes cast by the Members. If a vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote.
- 2.8** The Board may appoint alternate Directors in the event of a mid-term vacancy. If no alternate members are available, a quorum of Directors may fill the position by majority vote. The Nominating Committee may propose qualified candidates for the Board's consideration, and the appointed Director will serve for the remainder of the vacated term.
- 2.9** A quorum of Directors may appoint additional Directors, with the total number of appointed Directors not exceeding one-third of the Directors elected at the previous annual meeting of members.

- 2.10** If there aren't enough Directors to make up a quorum or the Members did not elect the minimum number of Directors set out in the articles, the Directors in office will, without delay, call a special Members' Meeting to fill the vacancy. If the Directors fail to call such a meeting, the meeting may be called by any Member.
- 2.11** If the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority (51%) vote. The Board may fill any other vacancy by a majority (51%) vote.
- 2.12** The Director elected to fill the vacancy will hold office for the remainder of the removed Director's term. After that, the appointee will be eligible to be elected as a Director.

### Committees

- 2.13** The Board may appoint Directors to be a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors except those powers set out in the Act that are not permitted to be delegated.
- 2.14** The Board will determine the composition and terms of reference for any committee of Directors. The Board may dissolve any committee by resolution at any time.

### Paying Directors

- 2.15** Directors shall not receive compensation for their work as Directors.
- 2.16** Directors shall not be paid for services rendered in any other capacity within the organization.
- 2.17** No Director shall directly or indirectly receive any profit from occupying the position of Director or from providing services to the Corporation in another capacity. However, Directors may be reimbursed for reasonable expenses that they incur in either of those capacities.

## **Section 3 – Board Meetings**

**3.1** The Chair, President and any 2 Directors jointly may call meetings of directors at any time and any place on notice as required by the Notices Section of this Bylaw.

### **Board Meeting Notices**

**3.2** Notice of the time and place for the holding of a meeting of the Board will be given to every Director of the Corporation in the manner provided in the Notices Section of this Bylaw.

**3.3** Notice of the time and place of the meeting must be given not less than 7 days before the date that the meeting is to be held.

**3.4** Notice must be given according to requirements set out in the Notices Section of this Bylaw.

**3.5** Notice of a meeting is not necessary if:

- a. all of the Directors are present, and none objects to the holding of the meeting,
- b. those absent have waived notice or have otherwise signified their consent to the holding of such meeting, or
- c. a quorum of Directors is present and it would be the first meeting of a newly elected or appointed Board immediately following the annual meeting of the Corporation.

### **Conducting Board Meetings**

**3.6** The Chair will oversee Board Meetings. If the Chair is absent, the Directors present will choose a Director to act as the Chair.

**3.7** Each Director, including the Chair, has one vote. Questions arising at any Board Meeting will be decided by a majority (51%) of votes unless otherwise required by the Act.

**3.8** In case of an equality of votes, the Chair will have a second vote or casting vote.

## **Section 4 – Officers**

### Appointments and Removals

- 4.1** The Board will appoint from among the Directors a Chair and may appoint any other person to be President, Treasurer and Secretary at its first meeting following the annual meeting of the Corporation. The Board may appoint other Officers and agents as it deems necessary. These Officers and agents will have such authority and duties as the Board may assign from time to time.
- 4.2** The same person may hold two or more offices of the Corporation.
- 4.3** Officers can be removed by quorum of the board.
- 4.4** An Officer may be removed for any reason.

## **Section 5 – Legally Protecting Directors and Others**

- 5.1** No Director, Officer or committee member of the Corporation will be liable for:
- a. the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation
  - b. joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation
  - c. the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested
  - d. any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or
  - e. any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust.
- 5.2** No Director, Officer or committee members of the Corporation will be liable for the above-mentioned things as long as they:
- a. complied with the Act and the Corporation's articles and Bylaws, and
  - b. exercised their powers and discharged their duties in accordance with the Act.

## **Section 6 – Conflicts of Interest**

- 6.1** A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation shall make the disclosure required by the Act.
- 6.2** No such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction, except as provided by the Act.
- 6.3** No Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Corporation if it is a charitable corporation unless the provisions of the Act and the law applicable to charitable corporations are complied with.

## **Section 7 – Members**

- 7.1** Membership in the Corporation shall consist of 1 class of Members. Membership in the Corporation will include the incorporators named in the articles until such time as their membership ends.
- 7.2** Membership will consist of individuals who have applied and been accepted for membership in the Corporation.
- 7.3** As set out in the articles, each Member is entitled to receive notice of, attend, and vote at all Members' Meetings, and each Member will be entitled to one (1) vote at such meetings.
- 7.4** Membership automatically terminates if the Member resigns or such membership is otherwise ended according to the Act or by decision of the Board.
- 7.5** The term of membership will be 3 years, subject to renewal in accordance with the policies of the Corporation.

### Transferral of Membership

- 7.6** Membership in the Corporation is not transferable.

### Discipline of Members

- 7.7** The Board or a committee of the Board may pass a resolution authorizing disciplinary action or the termination of Membership for: violating our Code of Conduct or other policies, violating our bylaws and any other reasons calling for discipline in the Discretion of Discipliner.
- 7.8** The discipliners must provide 15 days' written notice to a Member before passing the above-mentioned resolution.
- 7.9** The notice will set out the reasons for the disciplinary action or termination of membership.
- 7.10** The Member receiving the notice is entitled to give the discipliners an oral and a written submission addressing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the submission of the Member before making a final decision regarding disciplinary action or termination of membership.

## **Section 8 – Members’ Meetings**

### **Annual Members’ Meeting**

- 8.1** The Board will decide the date and place of the Annual Members’ Meeting. The place of the Annual Members’ Meeting must be within Ontario. The Annual Members’ Meeting must be held within six months after the end of the corporation’s fiscal year.
- 8.2** The business at the annual meeting will include the following:
- a. Present the agenda for the AGM
  - b. Present the minutes of the previous AGM
  - c. Review of the financial statements for the previous year
  - d. A report from the auditor or the person appointed to review the nonprofit’s finances
  - e. Reappoint the auditor or appoint a new public accountant to do an audit or review engagement
  - f. If necessary elect director(s), and
  - g. Any new or special business that was included in the notice of the meeting
- 8.3** Voting Members have a right to submit proposals to be added to the agenda. They must give the proposal to the Board prior to the giving of notice of the Annual Members’ Meeting in accordance with the Act, so that such item of new business can be included in the notice of Annual Members’ Meeting. No other item of business shall be included on the agenda for the Annual Members’ Meeting.
- 8.4** Any Member shall be provided, not less than 21 days or other number of days prescribed in regulations before the annual meeting, with a copy of the approved financial statements, auditor’s report or review engagement report and other financial information required by the Bylaws or articles.

### **Special Members’ Meetings**

- 8.5** The Directors may call a Special Members’ Meeting.
- 8.6** The Board will convene a Special Members’ Meeting on written request of not less than 10% of the Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within 21 days from the date of the deposit of the request.

### **Notice**

- 8.7** Subject to the Act, not less than 10 and not more than 50 days prior to the Meeting written notice of any annual or Special Members’ Meeting must be given in the manner specified in the Act and the Notices Section of this Bylaw to each Member and to the auditor or person appointed to conduct a review engagement.

**8.8** Notice of any meeting where special business will be transacted must contain enough information to permit the Members to form a reasoned judgement on the decision to be taken.

### Phone and e-Meetings

**8.9** A Member may participate in a Members' Meeting by telephone or electronic means. The telephone or electronic means must:

- a. allow all participants to communicate adequately with each other during the meeting
- b. allow you to verify the identity of anyone casting a vote
- c. prevent you from knowing how they voted.

A Member participating in the above ways is deemed to be present at that meeting. Members' Meetings may be held entirely by phone or electronic means.

### Quorum

**8.10** A quorum for the transaction of business at a Members' Meeting is 50% Members entitled to vote at the meeting, whether present in person or by proxy. If a quorum is not reached at the first meeting, a second meeting shall be convened within two weeks. At this second meeting, the annual meeting may proceed with a majority vote of the participants present.

**8.11** If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

### Chair of the Meeting

**8.12** The Chair shall be the chair of the Members' Meeting.

**8.13** In the Chair's absence, the Members present at any Members' meeting will choose another Director as chair. If no Director is present, or if all of the Directors present decline to act as chair, the Members present will choose a Member present to chair the meeting.

### Voting

**8.14** Business arising at any Members' Meeting will be decided by 51% of votes unless otherwise required by the Act or the Bylaws.

**8.15** Each voting Member will be entitled to one vote at any Members' Meeting.

**8.16** If a Member is unavailable to attend or participate in a Members' Meeting, they may appoint another Member to vote for them by proxy.

**8.17** Votes will be taken by a show of hands, by telephone or electronic means among all voting Members present unless otherwise required by the Act.

**8.18** Before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded will be taken in such manner as the chair of the meeting directs.

**8.19** The chair of the meeting, if a voting Member, will have a vote.

**8.20** If there is a tie vote, the chair of the meeting has to call for a written ballot. The chair can vote in a written ballot to break a tie. If the written ballot results in a tie, the motion doesn't pass.

**8.21** Whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes will be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

**8.22** An abstention will not be considered a vote cast.

### Adjournments

**8.23** The chair may, by resolution of a majority of votes cast at any Members' Meeting, adjourn the Members' Meeting. The Members must be provided with notice of the adjourned meeting. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

### Attendance

**8.24** The only persons entitled to attend a Members' Meeting are:

- a. the Members
- b. the Directors
- c. the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any) and
- d. others who are entitled or required under any provision of the Act or the articles to be present at the meeting.

Any other person may be admitted only if the Chair of the meeting invites them or the majority (50%+1) of the Members present at the meeting consent to their being there.

## **Section 9 – Notices**

- 9.1** Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement shall be delivered:
- a. To the last address on record for that director or member
  - b. Telephone
  - c. Email
  - d. Other electronic means
  - e. As the directors determine
- 9.2** Notices mentioned above will be sent to any such Member or Director at their latest address as shown in the records of the Corporation and to the auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address be given then to the last address of such Member or Director known to the Board.
- 9.3** Notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled to the notice.
- 9.4** Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice will, unless it is otherwise provided, be counted in such number of days or other period.
- 9.5** No error or accidental omission in giving notice of any Board Meeting or any Members' Meeting will invalidate the meeting or make void anything that happens at the meeting.

## **Section 10 – Finances & Signing Authority**

- 10.1** The financial year of the Corporation ends on December 31 in each year or on such other date as the Board may from time to time by resolution determine.
- 10.2** The Board of Directors shall establish an Internal Audit Committee, consisting of at least three members of the community, appointed by the Board, who are independent of the organization's financial and management operations. The Internal Audit Committee shall be responsible for overseeing the internal audit process, ensuring the effectiveness of internal controls, compliance with applicable laws and regulations, and the accuracy of the organization's financial reporting. The committee shall report its findings and recommendations directly to the Board of Directors on a regular basis and present the report at the annual meeting.
- 10.3** The seal of the Corporation, if any, will be in the form determined by the Board.
- 10.4** Unless the articles or the by-laws provide otherwise, the directors of a corporation may, without authorization of the members,
- a. borrow money on the credit of the corporation;
  - b. issue, reissue, sell or pledge debt obligations of the corporation;
  - c. give a guarantee on behalf of the corporation to secure performance of an obligation of any person; and
  - d. mortgage, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any obligation of the corporation.
- 10.5** In the absence of specific regulations or provisions governing a particular financial matter within the corporation, Part IX - Corporate Finance of the Ontario Not-for-Profit Corporations Act, 2010 (ONCA) will be applicable.

## **Section 11 – Adoption and Amendment of Bylaws**

**11.1** The Members may from time to time amend this Bylaw with 51% of the votes cast at a Members' Meeting.

**11.2** Only the voting Members may pass or amend this Bylaw.

## Section 12 – Definitions & Interpretation

### Definitions

**12.1** In this Bylaw, unless the context otherwise requires:

- a. “Act” means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- b. “Board” means the board of directors of the Corporation;
- c. “Bylaws” means this Bylaw (including the schedules to this bylaw) and all other bylaws of the Corporation as amended and which are, from time to time, in force;
- d. “Policy” means a set of guidelines, principles, and regulations that govern the operations, management, and conduct of the corporation. It ensures that the corporation operates in accordance with legal requirements, ethical standards, and best practices;
- e. “Chair” means the chair of the Board;
- f. “Corporation” means the corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;
- g. “Director” means an individual occupying the position of director of the Corporation by whatever name he or she is called;
- h. “Member” means a member of the Corporation;
- i. “Members” means the collective membership of the Corporation;
- j. “Officer” means an Officer of the Corporation; and
- k. “President” means the president of the Corporation who is appointed by the Board to manage Corporation’s day to day operations and is responsible for the overall management of the Corporation.

**12.2** Other than as specified in the Definitions section, all terms contained in this Bylaw that are defined in the Act will have the meanings given to them in the Act. Words in the singular include the plural and vice versa, and words in one gender include all genders.

**12.3** The invalidity or unenforceability of any provision of this Bylaw shall not affect the validity or enforceability of the remaining provisions of this Bylaw.

**12.4** If any of the provisions contained in the Bylaws are inconsistent with those contained in the articles or the Act, the provisions contained in the articles or the Act will prevail.

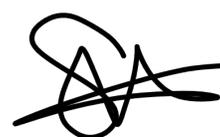
**Enacted at the Special Meeting held on 14 October 2024, it was approved by a majority vote of the members.**



**Kerem Ertabak**  
President



**Kenan Ay**  
Director



**Sezai Yeter**  
Director