

2008

THE CANADIAN CULTURAL SOCIETY OF THE DEAF, INC.

BY-LAWS

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THE CANADIAN CULTURAL SOCIETY OF THE DEAF, INC. BY-LAWS

NAME

1. This organization shall be known as the Canadian Cultural Society of the Deaf, Inc. (CCSD)

INCORPORATION

2. This society shall be incorporated under the Federal Chapter and the laws of the Canada Corporations Act. This Society is a registered charitable organization #11883 0702 RR 0001.

CORPORATE SEAL

3. The seal, an impression of which is stamped in the margin, shall be the seal of the Canadian Cultural Society of the Deaf.

PURPOSE

4. The purposes of the CCSD are as follows:
 - to preserve, encourage and advance the cultural needs of Canada's Deaf population.
 - to encourage new and developing forms of creativity, research, participation and interest in the arts, humanities, social sciences and literacy development.
 - to guide provincial societies and territories in their cultural pursuits and in highlighting unique cultural contributions.
 - to promote better understanding between Deaf and hearing adults and children.
 - to advocate for progress in literacy at all levels and promote Bilingual/Bicultural Education of Deaf children.
 - to develop and promote heritage resources.

HEAD OFFICE

5. The head office of the Canadian Cultural Society of the Deaf (CCSD) shall be located in the city of Toronto, Ontario subject to change pursuant to section 24 of the Canadian Corporations Act.
6. The CCSD may establish such other offices and agencies elsewhere within Canada as the CCSD Board of Directors may deem expedient by resolution.

GEOGRAPHICAL AREAS

7. The program shall encompass all of Canada.

The CCSD affiliates are comprised of one cultural organization from each province or territory.

CONDITIONS OF MEMBERSHIP

8. Only individuals over the age of 18 may be admitted to membership in this corporation through the membership of the provincial cultural societies of the Deaf and affiliated organizations of the CCSD. Membership in this corporation shall be limited to persons interested in furthering the objects of the corporation.
9. There shall be no membership fees or dues unless otherwise directed by the CCSD Board of Directors.
10. Any member may withdraw from the CCSD by delivering to the CCSD a written resignation and lodging a copy of the same with the Executive Secretary of the CCSD.
11. Any member may be required to resign by a vote of 51 percent of the members attending the general meeting of members provided that any such member shall be granted an opportunity to be heard at such meeting.
12. The interest of a member in the CCSD is not transferable and ceases to exist upon his death or when he ceases to be a member by resigning or otherwise in accordance with the by-laws of the CCSD.

BOARD OF DIRECTORS

13. The CCSD Board of Directors shall consist of:

- President
 - Vice-President
 - Executive Secretary
 - Treasurer
 - Four (4) Project Directors
 - At least one representative from each Provincial Cultural Society of the Deaf
 - Executive Director
 - Any other officers as the CCSD Board of Directors may by-law determine
 - Such honourable Board members as the Board may, from time to time, choose to appoint
14. The property and business of the CCSD shall be managed by a Board of no more than 25 Directors; a majority of the Directors shall constitute a quorum.
- 15A To be eligible to serve on the CCSD Board of Directors, any current member of an affiliated provincial cultural society of the Deaf can be voted into an office.
- 15B The CCSD may from time to time appoint non-voting honourable board members to better enhance the activities of CCSD. Such appointments may be terminated at the pleasure of the Board.
16. The office of director shall be automatically vacated:
- a) if a director shall resign his office by delivering a written resignation to the secretary of the affiliated organization;
 - b) if he is found by a court to be incompetent;
 - c) if he becomes bankrupt or suspends payment or compounds with his creditors; if at a special general meeting of the affiliated organization a resolution is passed by majority of the members present at the meeting that he be removed from office;
 - d) on death;
 - e) if he is found demonstrating inappropriate code of conduct as per the “interpretation” section of the by-laws commencing at paragraph 71C
- 16A provided that if any vacancy shall occur for any reason in this paragraph contained, the affiliated organization by majority vote, may, by appointment, fill the vacancy with a member from the affiliated organization.

17. A retiring director shall remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted and his successor is elected.
18. The CCSD 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 been prescribed by the CCSD Board of Directors at the time of such appointment.
19. The remuneration of all officers, agents and employees and committee members shall be fixed by the CCSD Board of Directors by resolution.
20. The CCSD Board of Directors may administer affairs of the CCSD in all things and make or cause to be made for CCSD, in its name, any kind of contract which the CCSD may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the CCSD is by its charter or otherwise authorized to exercise and do.
21. The CCSD Board Directors shall have power to authorize expenditures on behalf of the CCSD from time to time and may delegate by resolutions to an officer or officers of the CCSD the right to employ and pay salaries to employees. The directors shall have the power to make expenditures for the purpose of furthering the objects of the CCSD. The directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Canadian Cultural Society of the Deaf in accordance with such terms as the CCSD Board of Directors may prescribe.
22. The CCSD Board of Directors shall take such steps as they may deem requisite to enable the CCSD to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the CCSD.
23. The CCSD Board of Directors with the exception of the Executive Director shall not receive any stated remuneration for their services, but, by resolution of the CCSD Board of Directors expenses of their attendance may be allowed for their attendance at each regular or special meeting of the CCSD Board of Directors. The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his position as such; provided that a director may be paid reasonable expenses incurred by him in the performance of his duties.

INDEMNITIES TO DIRECTORS AND OTHERS

24. Every director or officer of the CCSD or other person who has undertaken or is about to undertake any liability on behalf of the corporation or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the CCSD 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 proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability;
 - b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

MEETINGS OF DIRECTORS

25. The annual general meeting of the CCSD Board of Directors shall be held at the head office of the CCSD or elsewhere in Canada as the CCSD Executive Committee may designate, not more than fifteen (15) months after the holding of the last preceding annual meeting. Such time and date shall be determined by the CCSD Board of Directors at the Annual General Meeting. At such meetings the CCSD Board of Directors shall receive a report of the Executive Directors, Presidents of the Provincial Cultural Societies of the Deaf, and the Executive Committee members. At every annual meeting, in addition to any other business that may be transacted, the financial statement and the report of the auditors shall be presented and auditor(s) appointed for the ensuing year.

26. Forty-five (45) days prior written notice shall be given to each director of any annual board meeting. Notice of the time and place of the meeting, and general nature of the business to be transacted shall be delivered to each director and to the auditor of the Association by mail, fax or electronic mail Forty-five (45) days (exclusive of the day of mailing and of the day for which notice is given) before the date of such meeting. Notice shall be directed to such address of each director and of the auditor as appears on the books of the Association. If no address is given therein, then to the last address of such director known to the Secretary. A quorum for the transaction of business at any meeting of directors of the Society shall consist of at least two (2) directors present in person. No business shall be transacted at the CCSD Board of Directors

meeting unless the requisite quorum be present at the commencement of business.

27. Other meetings of directors (to be known as “special meetings”) may be convened by order of the President or Vice-President or by the Executive Committee member to be held at any date and time and at any place.
28. Each CCSD Board of Director present at a meeting shall have the right to exercise one vote. There shall be no proxy vote.
29. The meetings of the CCSD Board of Directors may be chaired by the President or Vice-President in the absence of the President or any director as appointed by the CCSD Board of Directors. The Executive Secretary by direction of such officer or two officers shall convene a meeting of the directors. Notice of any such meeting shall be delivered, mailed or telegraphed to each director not less than ten days before the meeting is to take place, provided always that the meetings of the CCSD Board of Directors may be held at any time without formal notice if all the directors are present or those absent waive notice or signify their consent in writing to the meeting being held in their absence. Notice of any meeting or any irregularity in any meeting or the notice thereof may be waived by any director.
30. The CCSD Board of Directors may exercise all such power of the CCSD as allowed by the Canadian Corporation Act or by those by-laws required to be exercised by the members at general meetings.
31. All directors must have a right to vote. Voting rights of all directors must be equal.
32. Questions arising at any meeting of directors shall be decided by a majority vote. In the case of an equal number of votes, the President shall have a tie-breaking vote only.
33. Each provincial cultural society of the Deaf will elect two representatives to serve on the CCSD Board of Directors for a two-year term pending to the approval of the CCSD Board of Directors.

EXECUTIVE COMMITTEE

34. The Executive Committee of the CCSD shall be President, Vice-President, Executive Secretary, Treasurer, four (4) Project Directors, Executive Director and any other officers as the CCSD Board of Directors may by-law determine.

35. The nomination committee shall consist of two executive committee members with the exception of the President and one Board of Directors member. Said committee shall make recommendations to fill executive committee positions needed. The Executive Secretary and the Treasurer of the CCSD shall be Board Members and shall be appointed by the President with the approval of the CCSD Board of Directors at the Annual General Meeting.

The appointment of Executive Committee Members shall be ratified by the Board at the next Annual General Meeting.

36. The Executive Committee of the CCSD shall hold office for two years or until their successors are elected or appointed in their stead.
37. The Executive Committee shall start their duties in January of the odd year after the nomination in even year at the Annual General meeting of the CCSD Board of Directors.
38. The Executive Committee 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 CCSD Board of Directors prior to such appointment.
39. The Executive Committee members shall be eligible for re-election during even years at the Annual General Meeting of the CCSD Board of Directors. The office of an Executive Committee member shall automatically be vacated:
- if an officer shall resign from his office by delivering a written resignation to the Executive Secretary of the corporation or the President;
 - if he is found by a court to be incompetent;
 - if he misses three or more consecutive meetings;
 - on death;
 - if he is found demonstrating inappropriate code of conduct as per the “interpretation” section of the by-laws commencing at paragraph 71C.
- 39A Provided that if any vacancy shall occur for any reason in this paragraph contained, the CCSD Board of Directors may by resolution fill the vacancy with a person in good standing.
40. The Directors of the Society may, by resolution passed by at least 51% of the votes cast at a special meeting of which notice specifying the intention

to pass such resolution has been given, remove any Director before the expiration of his term of office and may, by a majority of the votes cast at such meeting, elect any member in his stead for the remainder of his term.

41. Meetings of the Executive Committee may be held at any time and place to be determined by the members of such committee provided that forty-eight (48) hours' notice of such meeting shall be sent in writing to each member of such committee. Four (4) members of Executive Committee shall constitute a quorum. No error or omission in giving notice of any meeting of the Executive Committee or any adjourned meeting of the Executive Committee of the CCSD shall invalidate such meeting or make void any proceedings taken thereat and any member of such committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken at any such meeting.
42. Questions arising at the Executive Committee meetings shall be decided by a majority vote. In the case of equality, the President shall have a tie-breaking vote only.

DUTIES OF EXECUTIVE COMMITTEE MEMBERS

43. All Executive Committee members shall be directors of the CCSD and they shall cease to be officers if they cease to be directors or if they are removed by a majority of the CCSD Board of Directors.
44. The President shall preside at all meetings of the CCSD and of the CCSD Board of Directors. He shall have the general and active management of the business of the CCSD. He shall see that all orders and resolution of CCSD Board of Directors are carried into effect and he or the Vice-President with the Executive Secretary or other officer appointed by the CCSD Board of Directors for the purpose shall sign all by-laws and other documents requiring the signatures of the officers of the CCSD.
45. The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as shall from time to time be imposed upon him by the CCSD Board of Directors or the President.
46. The Executive Secretary shall attend all sessions of the CCSD Board of Directors and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. He shall give or cause to be given notice of all meetings of the CCSD Board of Directors and the

Executive Committee Members. He shall perform such other duties as may be prescribed by the CCSD Board of Directors or under whose supervision he shall be. He shall be custodian of the seal of the CCSD, which he shall deliver only when authorized by a resolution of the Executive Committee members to do so and to such person or persons as may be named in the resolution.

47. The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the CCSD and shall deposit all monies and other valuable effects in the name to the credit of the CCSD and in such depositories as may be designated by the CCSD Board of Directors from time to time. He shall disburse the funds of the corporation as may be ordered by CCSD Board of Directors or the President, taking proper vouchers for such disbursements, and shall render to the President and CCSD Board of Directors, or whenever they may require it, an account of all his transactions as Treasurer and of the financial position of the CCSD. He shall also perform such other duties as may from time to time be determined by the CCSD Board of Directors. He shall give the CCSD a bond in a sum and with one or more sureties satisfactory to the CCSD Board of Directors for the faithful performance of the duties of his office, and for the restoration to the CCSD in case of his death, resignation, retirement or removal from office of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the CCSD. He shall submit a budget covering the next annual period prior to the annual meeting of the CCSD Board of Directors.
48. There shall be four (4) Project Directors. The CCSD Board of Directors will determine the duties of the four (4) Project Directors and any other officers at the CCSD Board of Directors may by-law determine before the election in the even year at the annual general meeting,
49. The Executive Director(s) shall perform duties such as applying for financial grants and acting as a public relations officer. The Executive Director(s) shall report directly to the President of the CCSD.
50. The duties of all other officers of the CCSD shall be such as the terms of their engagement call for or the CCSD Board of Directors required of them.

ROBERT'S RULE OF ORDER

51. At all meetings of CCSD, Robert's Rule of Order shall be used if need arises. Bummy's Basic Parliamentary Guidebook and Bummy's Basic Parliamentary workshop video will be used as an adjunct to Robert's Rule of Order.

MINUTES OF BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE

52. The minutes of the CCSD Board of Directors shall be available to the provincial cultural societies of the Deaf, each of whom shall receive a copy. The minutes of the Executive Committee shall be available to members of this committee only.

FINANCIAL YEAR

53. Unless otherwise ordered by the CCSD Board of Directors the fiscal year-end of the corporation shall be December 31.

COMMITTEES

54. The CCSD Board of Directors may appoint committees whose members will hold their offices at the will of the CCSD Board of Directors.

AMENDMENT OF BY-LAWS

55. The by-laws of the corporation may be repealed, amended or enacted 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 at a meeting duly called for the purpose of considering the said by-law, provided that the repeal or amendment of such by-law shall not be enforced or acted upon until the approval of the Minister of Corporate and Consumer Affairs for Canada has been obtained.

AUDITORS

56. The CCSD Board of Directors at the Annual General Meeting shall appoint an auditor to audit the accounts of the CCSD to hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the CCSD Board of Directors.

BOOKS AND RECORDS

57. The CCSD Board of Directors shall see that all necessary books and records of the CCSD required by the by-laws of the CCSD or by an applicable statute or laws are regularly and properly kept.

RULES AND REGULATIONS

58. The CCSD Board of Directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the CCSD as they deem expedient, provided that such rules and regulations shall have force and effect only until the next Annual General Meeting of the CCSD Board of Directors when they shall be confirmed, and in default of confirmation at such annual general meeting shall at and from that time cease to have force and effect.

EXECUTION OF DOCUMENTS

59. Contracts, documents or any instruments in writing requiring the signature of the CCSD, shall be signed by any two of the President, Executive Secretary or Treasurer, and all contracts, documents and instruments in writing so signed shall be binding upon the CCSD without any further authorization or formality. The CCSD Board of Directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the CCSD either to sign contracts, documents and instruments in writing. The seal of the CCSD when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the CCSD Board of Directors.

FINANCIAL MATTERS

60. The CCSD Board of Directors may from time to time set aside such sums as they deem fit as a reserve fund to meet contingencies, for repairing, improving and maintaining any of the property of the CCSD or replacing wasting assets, and for such purposes as the directors in their absolute discretion think conducive to the interests of the CCSD and may invest the several sums so set aside in such investments as trustees, are authorized to invest in, and from time to time to deal with and vary such investments, and dispose of all or part thereof or of any such reserves.

61. All cheques, drafts, or orders for the payment of money and all notes and

bills of exchange shall be signed by such officer or officers or person or persons and in such manner as the CCSD Executive Committee of the Board of Directors and one of the Executive Directors may from time to time designate; provided that any cheque, draft, promissory note, bill of exchange of order for payment of money to be deposited to the credit of the CCSD at the CCSD's bank or for collection by such bank, may be endorsed by the Treasurer alone, or in his absence by any of the officers of the CCSD authorized as above and for such purposes only, but not for the purpose of borrowing money thereon, or by a stamp in the following form:

**PAY TO THE ORDER OF the RBC
For Deposit Only
To the Credit of
CANADIAN CULTURAL SOCIETY OF THE Deaf, INC.**

62. The CCSD Executive Committee may make arrangements with any chartered bank or trust company doing business in the Province, for the deposit of monies or securities belonging to the CCSD as they shall from time to time deem necessary, including the borrowing of monies for the purpose of the CCSD.
63. All monies received by the CCSD shall be deposited in the CCSD's bank account as nearly as possible from day to day and all payments shall be made by cheque only upon the CCSD's bank account.

AFFILIATED ORGANIZATIONS

64. The officers of the provincial cultural societies of the Deaf shall be elected by the members of the such organizations.
65. Each provincial cultural society of the Deaf shall elect and send at least one representative to the annual CCSD Board of Directors meeting.
66. Each provincial cultural society of the Deaf is to send a report written in both English and French to the CCSD Head Office 75 days before the date of the annual meeting.
67. Each provincial cultural society of the Deaf shall have its own by-laws and logo. A copy of such by-laws is to be sent to CCSD to be kept on file.
68. Each provincial cultural society of the Deaf is to pay an annual affiliation fee of one hundred dollars (\$100.00) to CCSD by the end of January.
69. Membership fees are determined and varied in each affiliated organization.

70. All provincial cultural societies of the Deaf shall have full responsibility for their own funds and property and shall not be financially responsible to the Canadian Cultural Society of the Deaf, except to the extent of paying their annual dues. Conversely, the CCSD assumes no financial responsibility for any of its affiliates.
- 70A Any Province that does not have an affiliated Deaf cultural organization but does have a provincial Deaf organization, shall have at least three cultural directors on their provincial board for the province to maintain its national cultural affiliation in addition to paying their affiliation fee.

INTERPRETATION

- 71A. In these by-laws and in all other by-laws of the CCSD hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.
- 71B. The Code of Conduct policy is to ensure professionalism and credibility of Board members, volunteers and staff. All members who represent CCSD must present a positive image. This includes paid and non-paid staff, elected volunteers, active volunteers and appointed volunteers. All staff and Board members shall be treated with respect.

CCSD values

- fair treatment
- respect
- credibility
- professionalism

Inappropriate volunteer behaviour would include but is not limited to the following:

- failure to accept and fulfill responsibilities
- action taken by individuals that misrepresents decisions taken by Executive Committee
- action by individuals that undermines existing policy
- action that misrepresents the organization to funders, potential funders and the general public
- action that undermines the priorities given by the Board to paid accountable staff
- action that does not present a positive image of CCSD

- action that does not support the goals and mission of CCSD

Any volunteer and/or member whose actions are not appropriate will be subject to discipline. The Executive Committee has the option to censure the individual(s) involved. Censure would include but is not limited to the following:

- removal from office or appointment
- revoking membership

LANGUAGES

72. All CCSD official documents such as the minutes of the Annual General Meeting shall be printed in both English and French.

IN WITNESS WHEREOF we have hereunto set out hands at

_____, _____,
City Province

on the _____ day of _____, 2008

President

Vice President

Secretary

Treasurer

Director

Director