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HALTON PEEL HUMANIST COMMUNITY

Freethinking atheists inspired to Humanism

Preamble

The Halton Peel Humanist Community was founded in 2005.

Humanism is a philosophy of life that affirms our ability and responsibility to lead ethical lives of personal fulfillment while aspiring to the greater good without theistic or other supernatural beliefs.

Our Mission: To promote the principles of Humanism through engaging social gatherings of local freethinkers and community outreach.

We aim to accomplish our mission by:

- Being an accessible and welcoming group where Atheists, Agnostics and Freethinkers have the opportunity to meet and engage with people who share their philosophy
- Being an accessible and welcoming group to anyone who would like to know more about Humanism and a non-religious approach to life
- Hosting interesting speakers and documentary/film nights on topics that fit with Humanist values (rationality, science, ethics, human rights and freedoms)
- Recognizing and identifying instances at a regional level where religion impedes upon the lives of the non-religious in order to consider appropriate responses
- Working with other Humanist and secular organizations to promote common goals and objectives

Incorporation

The Community was incorporated as the Halton Peel Humanist Community Inc., on September 29, 2020 under the Ontario Not-for-Profit Act (2010). In accordance with the requirements of that Act, the Bylaws of the Community as last amended on June 10, 2020 are replaced by the following:

Section 1 - General

1.01 Definitions

In these Bylaws, 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 these Bylaws (including the appendix to these Bylaws) and any other Bylaws of the Corporation as amended and which are, from time to time, in force;
- d. "Chair" means the Chair of the Board;
- e. "Community" or "Corporation" refers to Halton Peel Humanist Community Inc;
- f. "Director" means a Member elected or appointed to serve on the Board;
- g. "Member" means a member in good standing of the Community;
- h. "Members" means the collective membership of the Community; and
- i. "Officer" means a Director chosen by the Board in a role of leadership, or assigned specific responsibilities.

1.02 Interpretation

Other than as specified in Subsection 1.01, all terms contained in this Bylaw that are defined in the *Act* shall have the meanings given to such terms in the *Act*. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

1.03 Severability and Precedence

The invalidity or unenforceability of any provision of the Bylaws shall not affect the validity or enforceability of the remaining provisions of the Bylaws. 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*, as the case may be, shall prevail.

Section 2 - Membership

2.01 Eligibility

Membership shall be open to all who embrace the principles of Secular Humanism¹.

There shall be an annual membership fee², as set by the Board and approved by a majority vote at the Annual Meeting. The fee may be adjusted from time to time by the Board as circumstances require.

A Member will remain in good standing if fees due have been paid and membership will remain in effect for one year from the date the person paid annual membership dues.

The Board may, by resolution, waive membership dues for one year at a time for Members who contribute significantly or in a material way to the activities of the Community. The waiver is subject to renewal.

A membership in the Corporation is not transferable and automatically terminates if the Member resigns, expires or such membership is terminated in accordance with the *Act*.

2.02 Termination of Membership for Cause

A person's membership is subject to termination by majority decision of the Board where the person is found to have engaged in behavior inconsistent with the Community's objectives or otherwise detrimental to it.

- a. Upon 15 days written notice to a Member, the Board may pass a resolution authorizing termination of person's membership.
- b. The notice shall set out the reasons for the termination of membership. The

¹ See: Ten-Point Humanist Manifesto (by Rodrigue Trembley) [http://hp-hc.ca/sites/default/files/filepicker/1/10%20point%20Humanist%20manifesto%20\(RT\).pdf](http://hp-hc.ca/sites/default/files/filepicker/1/10%20point%20Humanist%20manifesto%20(RT).pdf)
What is Secular Humanism: <http://secularhumanism.org/index.php/3260>
Secular Humanism Defined (by Tom Flynn): <http://secularhumanism.org/index.php/13>
Affirmations of Humanism (by Paul Kurtz): <http://secularhumanism.org/index.php/12>
A Secular Humanist Declaration: <http://secularhumanism.org/index.php/11>
Humanist Manifesto 2000: ([Link to Amazon.ca](#)).

² Current membership fees and application form are found on the HPHC website at <http://hp-hc.ca/basic-page/become-member-4616.html>

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Member receiving the notice shall be entitled to give the Board a written submission opposing the termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

2.03 Membership privileges and benefits

- Only Members may vote to elect Directors of the Board.
- Only Members are eligible to be candidates to serve as Directors.
- Only Members may vote on matters presented for consideration by the Board.
- The Board may deem certain meetings or events to be limited to Members.
- The Board may, by resolution, deem certain benefits to be privileges limited to Members.

Section 3 - Board of Directors

- The Board shall consist of at least 5 Directors.
- The Directors shall be elected by the Members at their Annual Meeting as provided under Section 8.
- All Directors shall serve for a term of one year. It shall be a guiding credo, but not binding, that Director positions' will rotate and be replaced regularly to encourage fresh thinking and innovation for the group.
- The Board shall make decisions on behalf of the Community in between General Meetings and Annual Meetings. Decisions so made may be revoked, amended or ratified by the Members at a General or Annual Meeting.

Section 4 - Directors

4.01 Election and Term

- The Directors shall be elected by the Members at their Annual Meeting as provided under Subsection 8.01.
- The term of office of the Directors shall be from the date of the meeting at which

they are elected or appointed until the next Annual Meeting or until their successors are elected or appointed.

4.02 Vacancies

The office of a Director shall be vacated:

- a. if the Director resigns office by written notice to the Secretary, which resignation shall be effective at the time it is received by the Secretary or at the time specified in the notice, whichever is later;
- b. if the Director dies or becomes bankrupt;
- c. if the Director is found to be incapable of managing property by a court or under Ontario law;
- d. if the Director absents himself or herself from two or more consecutive Board meetings and does not participate in the Board deliberations, and a majority of the remaining Directors declare by resolution the position of the absent Director vacant;
- e. if, at a meeting of the Members, a resolution is passed by at least a majority of the votes cast by the Members removing the Director before the expiration of the Director's term of office.

4.03 Filling Vacancies

A vacancy on the Board shall be filled as follows:

- a. the Board may fill any vacancy by a majority vote by appointing a Director from among the Members,, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director. After that, the appointee shall be eligible to be elected as a Director;
- b. where a vacancy occurs that causes the number of Directors to fall below the minimum set out in Section 3 and the Directors fail to fill that vacancy, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Member; and
- c. if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote and any Director elected to fill

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the vacancy shall hold office for the remainder of the removed Director's term.

4.04 Vacancy in an Office Position

In the case of the vacancy being of a Director who serves as President, Treasurer, or Secretary the remaining Board members shall fill that position by an appointment from among the remaining Directors or, subject to Subsection 5.01, by designating another Officer to hold dual positions.

4.05 Remuneration of Directors

No Director shall directly or indirectly receive any remuneration, or gratuity for services given, or profit from occupying the position of Director.

Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties; provided that the amount of any such reimbursement is:

- a. considered reasonable by the Board;
- b. approved by the Board for payment by resolution passed before such payment is made; and
- c. in compliance with the conflict of interest provisions of the *Act*.

Section 5 - Officers

5.01 Officers

The Board shall, at its first meeting following the Annual Meeting of the Corporation, appoint from among the Directors a Chair, a President, a Vice President, a Treasurer and a Secretary. The office of Treasurer and Secretary may be held by the same person and may be known as the Secretary-Treasurer. The office of Chair and President may also be held by the same person.

The Board may appoint from among the Directors such other Officers as it deems necessary, and such Officers shall have such authority and shall perform such duties as the Board may prescribe from time to time.

5.02 Office Held at Board's Discretion

Any Officer shall cease to hold office upon resolution of the Board.

5.03 Duties

Directors with specific responsibilities are Officers of the Corporation . These are the President, the Chair, the Vice President, the Treasurer and the Secretary and other Directors exercising authority in matters to which they are assigned.

Officers shall be responsible for the duties assigned to them and they may delegate the performance of any or all of such duties to another Director or Member.

The Duties of the Officers are set out in the Appendix.

Section 6 - Protection of Directors and Others

6.01 Protection from Liability

No Director, Officer, or committee member of the Corporation who acts in conformity with the requirements of Subsection 6.02 is liable:

- a. for the acts, neglects, or defaults of any other Director, Officer, committee member, or employee of the Corporation; or
- b. for joining in any receipt; or
- c. for any loss, damage, or expense happening to the Corporation through the insufficiency or deficiency of title to any property
 - (1) acquired by resolution of the Board; or
 - (2) for or on behalf of the Corporation; or
- d. for 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; or
- e. for 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
- f. for any other loss, damage, or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust.

6.02 Conditions for Protection

The protection from Liability of Directors, Officers, and committee members of the Corporation under Subsection 6.01 only applies if the persons,

- a. comply with the Act and the Corporation's Bylaws; and

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b. exercise their powers and discharge their duties in accordance with the Act.

Section 7 - Board Meetings

7.01 Calling of Meetings

Meetings of the Directors may be called by the Chair, President or any two Directors at any time and any place on notice as required by Subsection 7.03.

7.02 Regular Meetings

The Board may fix the time and place, physical and/or virtual, of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director and no other notice shall be required for any such meetings.

7.03 Notice

Notice of the time and place, physical and/or virtual, for the holding of a meeting of the Board shall be given in the manner provided in Section 11 of the Bylaws to every Director of the Corporation not less than seven days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting.

If a quorum of Directors is present at the Annual Meeting of the Corporation at which they were elected, the Board may, without notice, hold its first meeting immediately following the Annual Meeting of the Corporation.

7.04 Chair

The Chair shall preside at Board meetings. In the absence of the Chair, the Directors present shall choose one of their numbers to act as the Chair.

7.05 Voting

Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. Except in cases where a Director abstains from a

vote for having declared a conflict of interest, an abstention shall be counted as a vote against the motion.

In case of an equality of votes, the Chair shall not have a second or casting vote.

7.06 Participation by Telephone or Other Communications Facilities

If all of the Directors of the Corporation consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

Section 8 - Members' Meetings

8.01 Annual Meeting

The Annual Meeting shall be held within three months following the Community's Fiscal Year end on a day and at a physical place within the Regions of Halton or Peel, or virtually online, as set by the Board.

The business transacted at the Annual Meeting shall include:

- a. receipt of the agenda;
- b. receipt of the minutes of the previous annual and subsequent special meetings;
- c. consideration of the financial statements;
- d. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year if applicable;
- e. election of Directors; and
- f. such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for the Annual Meeting unless a Member's proposal has been given to the Secretary prior to the giving of notice of the Annual Meeting in accordance with the *Act*, so that such item of new business can be included in the notice of Annual Meeting.

8.02 Special Meetings

The Board of Directors may call a special meeting of the Members.

The Board shall convene a special meeting on written requisition of not less than one-tenth 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 requisition.

8.03 Notice

Subject to the *Act*, not less than 10 and not more than 50 days written notice of any annual or special Members' meeting shall be given by email to each Member.

Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken. The notice for an Annual Meeting must include a copy of the annual financial statements approved by the Board.

Notice of each meeting must remind the Member of the right to vote by proxy.

8.04 Chair of the Meeting

The Chair shall be the chair of the Members' meeting; but if unable to attend, the Chair may delegate responsibility for chairing the meeting to another Director. In the case of the Chair's absence, and the Chair's failure to delegate responsibility to another Director, the Members present at any Members' meeting shall choose another Director as Chair and if no Director is present or if all of the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

8.05 Voting of Members

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the *Act* or the Bylaw provided that:

- a. each Member shall be entitled to one vote at any meeting;
- b. votes shall be taken by a show of hands among all Members present and the chair of the meeting, if a Member, shall have a vote;
- c. an abstention shall not be considered a vote cast;
- d. 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 shall be taken in such manner as the chair of the meeting shall direct;

- e. if there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
- f. whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, the chair of the meeting may choose to declare that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

8.06 Adjournments

The chair of a meeting of Members may, and if so directed by the Members must, adjourn the meeting to a future time and/or a different place, but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

No notice of the meeting adjournment date needs be sent to the members unless the adjourned meeting is 30 days or more from the original meeting date.

8.07 Persons Entitled to be Present

The only persons entitled to attend a Members' meeting are the Members, the Directors and others who are entitled or required under any provision of the *Act* to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting, or by a Member with the consent of the Chair or with the majority consent of the Members present at the meeting.

Section 9 - General rules for Board and Members' meetings

9.01 Minutes of Meetings

Minutes of all meetings shall be kept by the Secretary, or deputy.

Minutes of Members' Annual Meetings and General Meetings shall be distributed to all Members in a timely manner following the meeting and be read and reviewed at



the subsequent Members' Annual Meeting or General Meeting as the case may be. Minutes of Board Meetings shall be distributed to all Directors in a timely manner and be read and reviewed at the subsequent Board meeting.

Any Member may request a copy of the Minutes of a Board meeting and the requested Minute or Minutes shall be provided to the Member.

9.02 Rules

Roberts Rules of Order shall be used to govern all procedural matters at meetings.

9.03 Bylaws

The Bylaws may be amended as follows:

- a. By approval of the Board of Directors. Such amendment would become effective as at the date it receives Board approval, but would be subject to confirmation by Members at the first Members' meeting that follows. In the event that the members fail to confirm the Board approved Bylaw amendment, the amendment by-law ceases to have effect thereafter; or
- b. by the Members at an annual or special Member's meeting.

Amendments approved by the Board under clause 'a' may not include an amendment to a provision respecting the transfer of a membership or to change the method of voting by Members not in attendance at a meeting of Members.

9.04 Quorum for Voting

For the purpose of voting to elect Members to the Board or to adopt formal resolutions, the quorum shall be 30% of the Members, whether in attendance at the meeting or represented by formal proxy.

The quorum to enable the Board of Directors to conduct business is the attendance at the meeting, or representation by proxy of a majority of the Directors.

Section 10 - Financial

10.01 Banking

The Board shall by resolution from time to time designate the bank in which the

money, bonds or other securities of the Corporation shall be placed for safekeeping.

10.02 Fiscal Year

The Fiscal Year of the Community shall be the twelve month period commencing on April 1st of a year and ending on March 31st of the subsequent year.

10.03 Financial Responsibility

The Treasurer shall oversee the financial activities of the Community. The Treasurer shall ensure that accurate records are kept of the Community's funds and securities in accordance with generally accepted accounting practices, act as a signing authority for the Community and provide the Board with regular financial reports.

10.04 Use of Community Funds

The funds of the Community, whether obtained from membership fees or received as donations from Members or other persons may only be used to pay for regular activities of the Community or as approved by the Board.

Such use of Community Funds includes payments of speaker fees and expenses, or honoraria. Where a speaker represents a secular charitable organization or an organization which promotes secularism that is consistent with humanist values and provides financial transparency to its donors, a donation to the organization may be made in lieu of an honorarium to the speaker.

The sum total of payments in a fiscal year to a person or organization, or to multiple closely affiliated persons or organizations referred to in the prior paragraph may not exceed \$200 unless authorized by the Board.

Section 11 - Notices

11.01 Delivery of Notices

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 provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Director at their latest address as shown

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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 Secretary; provided always that 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 thereto.

11.02 Computation of Time

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 shall not, unless it is otherwise provided, be counted in such number of days or other period.

11.03 Error or Omission in Giving Notice

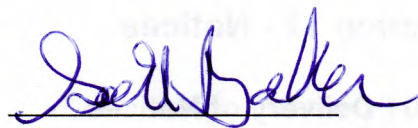
No error or accidental omission in giving notice of any Board meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

Section 12 - Dissolution

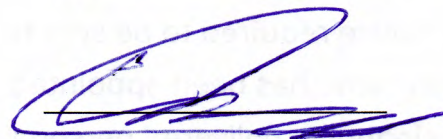
If the Community is dissolved at some time in the future the Community's assets will be donated to Humanist Canada or its successor organization, or, if no such organization exists at such time, to an organization with a mission consistent with the mission of the Community.

Approved by HPHC membership at 2021 AGM on June 15, 2021

Certified on July 14, 2021 by
Gerald Bakker HPHC Secretary



George Cordahi President



Chair

The Chair shall preside at Board meetings, and act as the chair of Members' meeting.

President

The President provides leadership to the Board; ensures the integrity of the Board's process and represents the Board to outside parties. The President co-ordinates Board activities in fulfilling its governance responsibilities and facilitates co-operative relationships among Directors. The President ensures the Board discusses all matters relating to the Community's mission.

Responsibilities

Agendas

Establish agendas aligned with Community goals and preside over Board meetings if also holding the office of Chair. Ensure meetings are effective and efficient for the performance of governance work

Work Plan

Ensure that a Board work plan is developed and implemented that includes annual goals for the Board and embraces continuous improvement.

Representation

Serve as the Board's primary contact with the public.

Reporting

Report annually to Members on the Community's activities and issues relevant to its mission.

Board Conduct

Set a high standard for Board conduct and enforce policies and Bylaws concerning Directors' conduct.

Mentorship

Serve as a mentor to other Directors. Ensure that all Directors contribute fully. Address issues associated with underperformance of individual Directors.

Succession Planning

Ensure succession planning occurs for Officers and other Directors.



Committee Membership

Serve as member on Board committees.

Vice President

The Vice President and President must work together. There are several guidelines which can aid in this task:

- The Vice President must be as knowledgeable about all community activities as the President. This means both the administration of the group and the groups programs. This allows the Vice President to step into the office when the President is absent or unable to serve.
- The Vice President must work closely with the President in defining and executing the goals of the organization.

Treasurer

The Treasurer has overall responsibility for the organization's finances. Their main role is keeping financial records.

The Treasurer works collaboratively with the President to support the Board in achieving its fiduciary responsibilities.

Responsibilities

Custody of Funds

The Treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. The Treasurer shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Chair and directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. The Treasurer shall also perform such other duties as may from time to time be directed by the Board.

Board Conduct

Maintain a high standard for Board conduct and uphold policies and Bylaws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

Financial Statement

Present to the Members at the Annual Meeting as part of the annual report, the financial statement of the Corporation approved by the Board.

Filing of Financial Statements with Governments

File with the Federal or Ontario Governments any financial reports as required in Statute, Regulation or other legally binding authorities, and most specifically the T2 (Corporation Income Tax Return) required by the Canada Revenue Agency.

Secretary

The main roles of the Secretary are to:

- prepare agendas for Members' and Board meetings
- take minutes of meetings and
- distribute the agendas and minutes to the general membership or the members of the Board as the case may be.

The Secretary works collaboratively with the President to support the Board in fulfilling its fiduciary responsibilities, and to ensure that meetings of the Board and of Members' meeting are conducted effectively and efficiently and in accord with the Bylaws of the Community.

Responsibilities

Board Conduct

Support the President in maintaining a high standard for Board conduct and uphold policies and the Bylaws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

Document Management

Ensure the proper recording and maintenance of minutes of all meetings of the Corporation, the Board and when and where required, of Board committees. Attend to correspondence on behalf of the Board. Have custody of all minute

books, documents of the Corporation and ensure that they are maintained as required by law. Ensure that all reports are prepared and filed as required by law or requested by the Board.

Meetings

Give such notice as required by the Bylaws of all meetings of the Corporation, the Board and Board committees.

Attend all meetings of the Corporation, the Board and Board committees.

Government Filings

File any required informational documents with the provincial or other Government entities including the Annual Return filing for the Ontario Business Registry.

Members at Large

As provided under the Bylaws, members at large may be assigned specific responsibilities consistent with their interests and capabilities. These include

Membership secretary

- Maintain accurate and up to date list of Members and their contact information.
- Advise Members that their membership expires or has expired
- Encourage potential members to become paying Members

Webmaster

- Maintain and manage website and keep it up to date
- Maintain domain registration

Event programmer

- Propose and explore programs and activities for the Community
- Be responsible for the planning and coordination of activities
- Ensure activities that engage the membership occur on a regular basis