



PETS ALIVE ANIMAL RESCUE NIAGARA INC.

BY-LAWS

The Board shall have the power to pass By-Laws, which may be amended or repealed from time to time as may be therein provided. All By-Laws shall be consistent with the existing laws of Canada and the Province of Ontario.

Definitions

1. In these By-Laws:

“Act” means the *Corporations Act*, R.S.O. 1990, c. C.38, as amended, and any successor legislation thereto, including the *Not-for Profit Corporations Act*, 2010, S.O. 2010, c. 15, as amended, once proclaimed;

“Board” means the board of directors of Pets Alive Animal Rescue Niagara Inc.

“Director” means a member of the Board.

“Head Office” means the head office of Pets Alive Animal Rescue Niagara Inc., the location of which will be determined by the Board.

“Member” means a member in good standing of Pets Alive Animal Rescue Niagara Inc.

Membership

2. An applicant for membership in Pets Alive Animal Rescue Niagara Inc. must: (a) complete a membership application form; (b) pay the fee as prescribed in these By-Laws; (c) support the objects of, and act in the best interests of, Pets Alive Animal Rescue Niagara Inc.; (d) not have a conviction under the laws of any jurisdiction for animal cruelty; and (e) have the membership application approved by a motion passed by a two-thirds majority vote of the Directors present and voting at any ordinary or special meeting of the Board.
3. The names, addresses, and phone numbers (unless unlisted) of all current members shall be kept on file as a Register of Members at Pets Alive Animal Rescue Niagara Inc.’s Head Office.
4. All annual memberships expire on December 31 of the year of purchase.
5. Membership in Pets Alive Animal Rescue Niagara Inc. shall also cease upon the expiry of the term of membership unless renewed, or upon the death of a member, or upon resignation, or upon cancellation pursuant to paragraph 6 herein, or upon disqualification in accordance with these by-laws. Membership is not transferrable.
6. The Board may cancel a membership by a motion passed by a two-thirds majority vote of the Directors present and voting at any ordinary or special meeting of the Board. The member shall be notified in writing by email or ordinary mail not less than seven days before the Board meeting at which the motion for cancellation will be considered, and shall be provided with a brief written statement as to the reasons for the proposed

cancellation. The member shall be given an opportunity to be heard at the Board meeting before the resolution for cancellation is voted upon. A member whose membership is cancelled is not entitled to a refund of the membership fee. The cancellation of the membership of a current Board member shall be pursuant to paragraphs 21-23 of these By-Laws.

Classes of Members

7. There shall be two classes of Members: Annual and Lifetime. However, the lifetime membership class is closed as of September 22, 2016, and no further lifetime membership will be offered.
8. Annual membership shall be further divided into two categories: Adult and Family. All holders of annual membership must be natural persons.
9. An adult annual member shall be 18 years of age or over, and shall pay an annual membership fee of \$25. Each ordinary annual member who has been a member for at least 6 months shall be entitled to one vote on each issue at any members' meeting at which the member is present.
10. A family membership may be purchased by a family living at the same address, consisting of up to two adults 18 years of age or over, and up to two children under 18 years, for an annual fee of \$45. Each adult member who has been a member for at least 6 months shall be entitled to one vote on each issue at any members' meeting at which the member is present. Each child who attains the age of 18 years while being part of a family membership must become an ordinary member for at least 6 months before being eligible to vote, and he/she shall pay \$20 for an ordinary membership in the year in which he/she turns 18.
11. Existing lifetime members shall be entitled to one vote on each issue at any members' meeting at which the member is present.

Board of Directors

12. The Board of Directors shall consist of up to 12 annual and/or lifetime members, not under the employ of Pets Alive Animal Rescue Niagara Inc., as follows:
 - (a) The Executive, consisting of up to 4 directors, being the President, Vice-President, Treasurer, and Secretary;
 - (b) Eight Directors at Large.
13. All Directors shall:
 - (a) Fully inform themselves of the services provided by Pets Alive Animal Rescue Niagara Inc. and publicly support them;
 - (b) Foster a positive working relationship with staff, members and volunteers;
 - (c) Prepare for and participate in the discussions and the deliberations of the Board;

- (d) Act honestly and in good faith with a view to the best interests of Pets Alive Animal Rescue Niagara Inc.;
 - (e) Exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances;
 - (f) Comply with the Act and regulations, any other applicable legislation, and these By-Laws.
14. Each Director must be a member, must be at least 18 years of age, must not be an undischarged bankrupt, must not have been found to be incapable of managing property pursuant to any legislation or court in Canada or elsewhere, and must meet such other criteria as determined by the Board from time to time.

Election of Board

15. Directors shall be elected at the annual general meeting.
16. The term of office for Directors shall be 2 years. No Director may serve more than a total of two terms on the Board, consecutive or otherwise, except as permitted by a two-thirds majority vote of the members present and voting at an annual general meeting.
17. To be eligible for the position of President, candidates must have served as Director at Large or in another Executive position for a minimum of six months immediately prior to assuming the President position.
18. If Pets Alive Animal Rescue Niagara Inc. fails to hold an annual general meeting in accordance with the Corporations Act or these By-Laws, the Directors who would have retired had the annual general meeting been held may continue to hold office until other Directors are appointed or elected in their place or until the day on which the next annual general meeting is held.
19. The election of Board members at an annual general meeting shall be done by secret ballot.
20. The Board shall establish a nominating committee to propose a slate of directors at an annual general meeting. Members who wish to stand for election to the Board at the annual general meeting shall submit their qualifications to the committee at least 30 days before the annual general meeting. It is the responsibility of the member to ensure that the committee receives his/her qualifications in time.

Ineligibility and Removal of Board Members

21. Any Director may be removed for cause as a Director and member of Pets Alive Animal Rescue Niagara Inc. upon resolution passed by a two-thirds majority vote of the members present and voting at an annual general meeting or a members' meeting. The Director shall be notified in writing by email or ordinary mail not less than seven days before the meeting at which the motion for removal will be considered, and shall be provided with a brief written statement as to the reasons for the proposed removal. The Director shall be given an opportunity to be heard at the meeting before the resolution for removal is voted upon.

22. Cause as referred to in paragraph 21 is intended to mean a Director's actions that, in opinion of the Board and eligible voting members present at the vote, are in contravention of or are adversarial to the objects of Pets Alive Animal Rescue Niagara Inc.
23. Any Director, after failing to attend three meetings in a calendar year without notifying the Board of the reason, may have their voting privileges revoked for the remainder of the calendar year at the discretion of the Board, with the exception of the annual general meeting. Prior to privileges being revoked, the Director shall be given the opportunity to appeal to the Board at a regularly scheduled meeting.

Interim Appointment

24. In the event that a Director resigns his/her office or ceases to be a member, his/her office as a Director shall be vacated, and the vacancy thereby created, subject to paragraph 15, may be filled for the un-expired portion of the term by the Board from among the members. Official appointments shall be reserved for the annual general meeting. If the interim Director serves less than 1 year on the Board prior to the official election, it will not constitute a term. If the interim Director serves more than 1 year on the Board, it will constitute a term.

Committees

25. The Board may form all necessary committees to execute the objects of Pets Alive Animal Rescue Niagara Inc., and may solicit Directors, members, or non-members to head these committees. Each committee will report to the Board as required.
26. One committee that shall be formed by the Board is the Finance Committee, consisting of at least two members of the Executive as designated by the Board and two other board members. The Finance Committee shall report to the Board at least once per month.

Executive Director

27. The Executive Director is an employee of Pets Alive Animal Rescue Niagara Inc. responsible for its ongoing day-to-day operations. The Board and its committees will provide support to the Executive Director as required.
28. The Executive Director reports to the Board, and shall be required to furnish reports to the Board on an annual basis, or more frequently if the Board requires, on performance measures on animal care; adoption, euthanasia, and other statistics; community relations; employee relations; and other measures as the Board requires.
29. The Board shall establish a formal performance evaluation process for the Executive Director, to be held at least once per year.

Meetings

30. The Board shall meet as regularly as necessary to meet its legal and organizational responsibilities, in any event no less than once every three months. Fifty percent (50%) of the Directors in office at the time of the meeting, including at least one member of the Executive, shall constitute a quorum for the transaction of business at any meeting of the Board.
31. The annual general meeting of Pets Alive Animal Rescue Niagara Inc. will be held not more than 15 months apart for the election of the Board, hearing of reports, and for the transaction of such other business as may be properly brought before such a meeting. Ten percent (10%) of members present in person shall constitute a quorum. A minimum of two weeks' notice of an annual general meeting, specifying the place, day and hour of the meeting, shall be given to all members by posting a notice in a medium that is widely accessible (for example, on Facebook) or, in the alternative, by email or regular mail to each member. Notice of any special business, including a motion to ratify changes in these By-Laws, must be provided by email or regular mail to each member, with a brief written statement of the special business to be transacted and the text of any special resolution.
32. An extraordinary general meeting of Pets Alive Animal Rescue Niagara Inc. may be called by the Board at any time, and shall be called by the President if requisitioned in writing by at least 10% of the members, or 50% of the Directors, in compliance with the Act. A minimum of two weeks' notice of an extraordinary general meeting, specifying the place, day and hour of the meeting, shall be given to all members by posting a notice in a medium that is widely accessible (for example, on Facebook) or, in the alternative, by email or regular mail to each member. Notice of any special business, including a motion to ratify changes in these By-Laws, must be provided by email or regular mail to each member, with a brief written statement of the special business to be transacted and the text of any special resolution.
33. Accidental omission to give notice of a meeting to a Director or member, or the non-receipt of notice of meeting by a Director or member, will not invalidate the proceedings at that meeting.
34. Directors and members who wish to bring forth special business or proposals at any meeting shall comply with the Act.

Voting of Members

35. Each Director shall have one vote on each motion arising at any Board meeting at which the Director is present in person or by telephone or by internet.
36. Subject to paragraphs 9-11 of these By-Laws, each Director and each member who is 18 years or older shall have one vote on each question arising at any extraordinary or annual meeting of Pets Alive Animal Rescue Niagara Inc. at which the Director or member is present in person or by telephone or by internet.
37. At all meetings of the Board, every motion shall be decided by a majority of the votes of the Directors present. Every motion shall be decided in the first instance by a show of hands and/or by verbal indication, and a declaration by the Chair of the meeting that a resolution

has been carried or not carried, and an entry to that effect in the minutes of Pets Alive Animal Rescue Niagara Inc. shall be admissible in evidence as prima facie proof of the fact without proof of the number of votes in favour of or against the resolution. If, however, a Director demands a poll of the votes cast on a motion, and does not withdraw such demand before the minutes are approved, the vote of each individual Director present at the meeting must be recorded in the minutes.

38. Voting by email between Board meetings is permitted using the following processes:
- (a) To approve the minutes of a meeting – The Secretary may send by email to all Board members an electronic version of draft meeting minutes, and request revisions or objections to be submitted by email within a reasonable time frame. Once all revisions have been incorporated, should no objections be received by the Secretary by the end of the time frame specified, the minutes will be considered approved. Record of the approval of the minutes shall be read into the minutes of the next Board meeting.
 - (b) In other situations – Any Director may put forward a motion by email to the entire Board. In such cases, voting on the email motion shall require a quorum of Directors to respond to the email motion indicating whether they are for or against the motion. Should the motion be related to a discussion held at a previous Board meeting, the previous meeting date shall be specified in the motion, and only those Directors in attendance at the specified meeting are eligible to vote on the motion.
 - (c) Approval of the motion shall be by majority vote cast by eligible voters. All email motions must be open for voting for a minimum of 48 hours. The Secretary or designate shall be responsible for recording all responses for or against the motion. Once the time frame for voting has ended, the Secretary or designate shall notify the Board of the outcome of the vote, including the names of Directors who voted and whether they were for or against the motion, as a means of verifying the process. Record of the approval or defeat of the motion shall be read into the minutes of the next Board meeting.
39. Voting by proxy is not permitted.
40. The chair of any meeting of the Board may vote on all motions and, in the case of a tie, vote again to break a tie.
41. At all meetings of members, every motion shall be decided by a majority of the votes of the Directors and members present and eligible to vote. Every motion shall be decided in the first instance by a show of hands and/or by verbal indication, and a declaration by the Chair of the meeting that a resolution has been carried or not carried, and an entry to that effect in the minutes, shall be admissible in evidence as prima facie proof of the fact without proof of the number of votes in favour of or against the resolution. If, however, a member demands a poll of the votes cast on a motion, the vote of each individual member present at the meeting must be recorded in the minutes. If a member demands a secret ballot on a motion, the vote must be conducted by secret ballot. Board elections must be held by secret ballot.

Auditors

42. The Board shall appoint an auditor, when required by *The Canadian Income Tax Act* legislation applicable to registered charities, to audit the books of Pets Alive Animal Rescue Niagara Inc., and the results of the audit so conducted shall be reported to those present at the annual general meeting.

Employees

43. Pets Alive Animal Rescue Niagara Inc. may employ staff as necessary. Employees are to be supervised by the Executive Director.
44. The Board shall appoint at least one Director to be the staff and volunteer liaison, and shall encourage open communications between Board, Executive Director, employees, and volunteers.

Duties of the President

45. The duties of the President include:
 - (a) In collaboration with the Executive Director, acting as the official spokesperson for Pets Alive Animal Rescue Niagara Inc. when speaking to the media or the public;
 - (b) Maintaining positive and productive relationships with media, funders, donors, other organizations, and public;
 - (c) Establishing or proposing the establishment of committees of the Board and assigning tasks and delegating responsibilities to committees and/or Board Members;
 - (d) Effectively chairing all executive meetings, Board meetings, annual meetings, and extraordinary meetings;
 - (e) Serving as an ex-officio member of all Board committees, except that of the nominating committee, if he/she is a candidate for any office;
 - (f) Answering correspondence from members, staff, volunteers, and public, with the assistance of other Board members and the Executive Director where necessary;
 - (g) Executing documents with another member of the Executive pursuant to paragraph 50 of these By-Laws;
 - (h) Performing all other duties as are incumbent upon the President to ensure that all officers, directors, employees, agents, members, and others associated with Pets Alive Animal Rescue Niagara Inc. act in the best interests of Pets Alive Animal Rescue Niagara Inc. and that the objects of Pets Alive Animal Rescue Niagara Inc. are being carried out.

Duties of the Vice-President

46. The duties of the Vice-President include:

- (a) Actively assisting the President with his/her duties; performing them in his/her absence; and carrying out such other duties as may be delegated by the President;
- (b) Performing all other duties as are incumbent upon the Vice-President to ensure that all Directors, officers, members, employees, volunteers, agents, and others associated with Pets Alive Animal Rescue Niagara Inc. act in the best interests of Pets Alive Animal Rescue Niagara Inc. and that the objects of Pets Alive Animal Rescue Niagara Inc. are being carried out.

Duties of the Secretary

47. The duties of the Secretary include:

- (a) Preparing agendas for all meetings;
- (b) Recording accurate minutes of the proceedings of all Board meetings, annual meetings, and extraordinary meetings of Pets Alive Animal Rescue Niagara Inc.;
- (c) Collecting, compiling and distributing reports and other materials that require Board review prior to meetings;
- (d) Relaying messages to the Board from internal and external sources;
- (e) Ensuring that all records required to be kept by Pets Alive Animal Rescue Niagara Inc. pursuant to the Act are kept in a form accessible to Directors, members, and others as may be required under the Act.

Duties of the Treasurer

48. The Treasurer has no exclusive right, authority or obligation to determine any specific investment of Pets Alive Animal Rescue Niagara Inc. or the selection or termination of any investment advisor. The duties of the Treasurer include:

- (a) Ensuring that financial records, including books of account of Pets Alive Animal Rescue Niagara Inc., are maintained;
- (b) Assisting and giving direction in analyzing, and offering solutions to strengthen, the financial position of Pets Alive Animal Rescue Niagara Inc.;
- (c) Reviewing stewardship that investments are being managed appropriately with fair returns at minimal risk;
- (d) Assisting and giving direction in providing strategic and non-monetary plans to improve the organization;
- (e) Identifying opportunities for cost savings and suggesting purchases that will have long-term savings;
- (f) Assisting in the negotiations of contracts and tenders;

- (g) Ensuring that Pets Alive Animal Rescue Niagara Inc. is in compliance with the Charities Accounting Act and other applicable legislation;
- (h) Liaising with the auditor as required;
- (i) Reporting to and educating the Board of Directors on other financial issues.

Expenditures

- 49. Two members of the Finance Committee with signing authority may authorize expenditures up to the amount of Five Hundred Dollars (\$500.00). The Board may authorize expenditures up to the amount of Five Thousand Dollars (\$5,000.00) by a majority vote of those Directors attending the meeting at which the vote is called. Any expenditure in excess of Five Thousand Dollars (\$5,000.00) shall require a two-thirds majority vote of the Directors attending the meeting at which the vote is called.

Execution of Documents

- 50. The President and another member of the Executive may execute deeds and mortgages on behalf of Pets Alive Animal Rescue Niagara Inc., after such deeds and mortgages are approved by at least a two-thirds majority of the Board. If, for any reason, the President is unable to execute these deeds and mortgages, then another member of the Executive as determined by the Board shall execute them in the place of the President.
- 51. Any Board member or any Committee chair may execute documents or papers, other than deeds and mortgages, on behalf of Pets Alive Animal Rescue Niagara Inc., with the prior approval of at least a two-thirds majority of the Board. Where the Board permits a Committee chair to execute documents or papers, the Board must specify the type or purpose of the documents or papers the Committee chair may execute, and the Committee chair may not execute documents or papers outside of the type or purpose specified by the Board.

Legal Counsel

- 52. The Board is empowered to engage legal counsel for Pets Alive Animal Rescue Niagara Inc. Such counsel, once engaged, shall have the charge and conduct of all suits or proceedings instituted on behalf of, or against Pets Alive Animal Rescue Niagara Inc. and its officers. The Board may authorize counsel to settle such suits or proceedings on terms as counsel deems just, but where the settlement involves disbursement of any funds of Pets Alive Animal Rescue Niagara Inc., then such settlement may only be made on the specific authority of the Board.

Power to Amend

- 53. Subject to paragraph 56, these By-Laws may be amended or repealed by a majority vote at any regular meeting of the Board at which at least two-thirds of the Board are present in

person or by telephone or by internet and, subject to paragraph 54 of these By-Laws, such changes are effective immediately or as the Board stipulates.

54. Any changes to the By-Laws pursuant to paragraph 53 must be subsequently ratified by a majority vote at the next members' meeting at which a quorum of eligible voting members are present in person or by telephone or by internet. If these changes are not ratified by the next meeting after the changes are made, such changes become null and void, with the exception that the business conducted pursuant to the changes in the By-Laws remain valid.
55. Notice of changes to the By-Laws must be furnished to the members in accordance with paragraphs 31 and 32 of these By-Laws.
56. Any fundamental changes as defined under the Act may be made only in accordance with procedures set out under the Act.

Dissolution

57. Upon the dissolution of Pets Alive Animal Rescue Niagara Inc., and after the payment of all debts and liabilities, its remaining property including any lottery trusts shall be distributed, or disposed of, to similar charitable organizations.

General

58. Except as specifically provided in these By-Laws, Pets Alive Animal Rescue Niagara Inc., its Board, members, employees, and volunteers shall in all respects comply with the Act and other applicable legislation.

RESOLVED: That the foregoing By-Laws of Pets Alive Animal Rescue Niagara Inc. be adopted and passed.

MOVED by Grace Pang

SECONDED by Allen Tait

MOTION PASSED UNANIMOUSLY with all 12 directors of Pets Alive Animal Rescue Niagara Inc. voting by email on August 8 and 9, 2017, and confirmed by the following directors present at the Board of Directors meeting on August 15, 2017:

J. Brad Davis, President
Allen Tait, Treasurer
Shannon Ambeau, Director
Whitney Crumback, Director
Tina Lanzillotta, Director
Cathie Marderosian, Director
Megan Pasche, Director

Chelsey Sneath, Director
Patti-Gaye Welch, Director

We hereby certify that the foregoing resolution was officially passed on August 15, 2017.

_____ J. Brad Davis, President

_____ Allen Tait, Treasurer