
WINDSOR CONSTRUCTION ASSOCIATION BY-LAW NUMBER 12

1. Article One -Repeal of Existing Bylaws
 - 1.01 This bylaw repeals all other bylaws of the corporation.
2. Article Two -Seal
 - 2.01 The Seal of the Association, an impression of which is stamped on the margin hereof, shall be used to certify documents of the Association and shall remain in custody of the Executive Director.
3. Article Three -Head Office Location
 - 3.01 The Head Office of the Association shall be in the City of Windsor, in the Province of Ontario.
4. Article Four -Objects
 - 4.01 INTERESTS -To foster and advance the interests of those members who are actively engaged, either directly or indirectly, in the construction industry at the local, provincial, national and international levels but with particular emphasis on local matters and concern.
 - 4.02 CONDITIONS -To improve conditions affecting the construction industry.
 - 4.03 GOOD RELATIONS -To promote, establish and maintain positive and constructive Relationships:
 - a) between members of the various sections within the Association; and
 - b) with the buyers of construction services; and
 - c) with the design professions; and
 - d) with local governments and agencies; and
 - e) with other Associations in the construction industry at the local, provincial and federal levels.
 - 4.04 INFORMATION -To acquire, preserve and disseminate information of interest and concern to the industry.
 - 4.05 STANDARD METHODS -To establish and maintain standard methods and practices among the membership and others in the construction industry.
 - 4.06 REPRESENTATION -To provide effective representation of the membership in matters pertaining to the construction industry and to take such action as may be deemed to be in the best interests of the membership and the industry.
 - 4.07 LEADERSHIP -To encourage, create and co-ordinate unified action, where it is appropriate and legitimate to do so, in matters of concern which relate to policies, principles and the common interests of the membership as a whole.
 - 4.08 EDUCATION -To organize, co-ordinate and co-operate with other local associations and institutions to establish appropriate educational and training programs to increase the knowledge, skills and proficiency of member firms and their employees.
 - 4.09 EVALUATION -To provide an ongoing evaluation of the Association's services made available to members in relation to their needs.
 - 4.10 ASSETS -To establish and maintain such assets as may be deemed to be necessary to accomplish these objects.
 - 4.11 FINANCE -To establish and maintain a viable means of funding operating and capital expenditures of the

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Association to accomplish these objects.

4.12 OTHER -To do all other things as are necessary or incidental to the promotion and attainment of the objects aforementioned.

5. Article Five -Definitions

5.01 In this bylaw, all other bylaws and special resolutions of the Association, unless the context otherwise requires:

"Act" means the Corporations Act of Ontario, and any Act that may be substituted therefore, as from time to time amended; and

"Association" means the corporation without share capital incorporated under the Act by Letters Patent dated the 19th DAY OF MARCH, 1949 and named WINDSOR CONSTRUCTION ASSOCIATION; and

"Board" means the Board of Directors of the Association; and

"Bylaws" means this bylaw and all other bylaws of the Association from time to time in force and effect; and

"General Manager" shall be taken to mean the General Manager and the Executive Director and use of either term shall imply the other; and

"Day" shall mean calendar day; and

"Letters Patent" means the letters patent incorporating the Association, as from time to time amended and supplemented by supplementary letters patent; and

"Members" shall have the meaning ascribed to them pursuant to Article Seven; and

"Prime Contractor" shall mean any firm providing construction services as the "lead" or "head" contractor and includes firms that promote themselves as "design build", "project management", "contract management" and "general contractor"; and

"Trade Contractor" shall mean any firm providing construction services, employing directly or indirectly persons in the performance of construction service and which would not be included as a firm defined as a prime contractor.

6. Article Six -Not for Profit Provision

6.01 The Association shall be carried on without the purpose of gain for its members and any profits or other accretions to the Association shall be used in promoting its objects.

7. Article Seven -Membership Provisions

Membership

7.01 Membership in the Association shall be open to such corporations, partnerships, and persons as may come within the scope enumerated in Articles 7.04, 7.05, 7.06 and 7.07, are of good repute, possess honesty, integrity, financial responsibility and experience in the business covered by the category of membership for which they seek membership. Membership in the Association may be subscribed for by undertaking to pay the membership dues and fees thereof.

Classes of Membership

7.02 Membership shall be divided into four (4) principal classes.

7.03 **Contractors Category:** Shall include prime contractors and trade contractors. For the purposes of specifically defining the work of any contractor member, the Board may set out sub-category definitions for the contractor category of membership.

7.04 **Manufacture and Supply (M & S) Category:** Shall include those members having contact with the construction industry, not coming within the scope of Contractors Category, and which are either: (a) a manufacturer, or (b) product/material supplier.

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- 7.05 **Associate Members Category:** An Associate Member is a member that does not qualify as a Contractor or Manufacture and Supply Member and which may provide secondary or indirectly related services to the construction services and may include architects, engineers, or service provider which may include bonding companies, insurance companies, brokers, trade journal publishing companies and credit information companies and similar construction industry professionals.
- 7.06 **Honorary Life Members Category:** The Board may appoint any person as an Honorary Life Member of the Association. Honorary Life Membership shall be granted as an expression of its appreciation for distinguished services to or in the interests of the Association. Honorary Life Membership may be granted to persons who have demonstrated a keen interest in the affairs of the Association by their personal involvement in its activities. Each person appointed as an Honorary Life Member shall be presented with a suitably inscribed scroll. There shall be no fees or dues attached to Honorary Life Membership. Honorary Life Members may at all times have a voice in the affairs of the Association and shall be eligible to hold office.
- 7.07 The Board may appoint as ex-officio Associate Members without the requirement to pay membership dues, those persons appointed to the Board of Directors under article 9.09 for the period of time for which such persons remain members of the Board by virtue of such appointment. Should they become a representative of a member as described in article 7.04 or 7.05 or cease to be a director, the ex-officio membership shall likewise cease to be in effect.

Representatives

- 7.08 Where the member is not a person, but is a corporation or partnership, the member shall be entitled to name a person as its designated representative.
- 7.09 Each member shall provide to the Association, as and when requested, confirmation of the full name and address for its designated representative.
- 7.10 The Association shall send all notices or correspondence intended for the member to the designated representative at the address last noted in the records of the Association.

Application for Membership

- 7.11 Application for membership shall be made in the form adopted and provided by the Association, signed by a duly authorized officer of the applicant and accompanied by payment for membership dues then in force.
- 7.12 Membership shall be subject to approval of the Board of Directors. Such application may be accepted by the Executive Director on the date of application who shall cause the Association's services to be immediately made available to the applicant. The provision of member services shall continue unabated until the approval or non-approval of membership has been decided by the Board of Directors.
- 7.13 Should the Board of Directors not approve the application for membership, the dues paid shall be refunded in full, without interest, and no dues or fees shall apply for the services provided to the applicant in the period since the date of application.
- 7.14 In any case, the Executive Director shall advise the applicant of the Board of Directors decision.
- 7.15 An applicant whose application has been rejected by the Board of Directors may apply in writing requesting a meeting with the full Board of Directors at its next regularly scheduled meeting, to make any submissions that it desires, and the decision of the majority of the Board of Directors, may override the initial decision of the Board of Directors.

Suspension and Expulsion

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- 7.16 Any member may be suspended or expelled if in the opinion of the Board of directors its conduct or behaviour is inimical to the interests of the Association.
- 7.17 The procedures for consideration of the suspension or expelling of any member shall be determined by the Board and shall include reasonable notification and invitation of affected parties to any hearing before the Board of Directors, conditions for rendering a decision in the presence or absence of them and reasonable notification any decision reached by the Board of Directors to the affected parties.
- 7.18 Any decision may be appealed to the Board for a final and binding decision.

Resignation

- 7.19 Resignation from membership may be made at any time in writing addressed to the Association and the effective date shall be the date received by the Association. Any dues and fees owing to the Association on the effective date of resignation shall become immediately due and payable to it.

Rules, Regulations, Agreements and Code of Ethics

- 7.20 All members of the Association shall be subject to and abide by such rules, regulations, lit agreements and Code of Ethics related to the business of construction as may from time to time be established by the Board.

8. Article Eight -Annual Dues and Membership Renewal

Dues and Fees

- 8.01 Annual membership fees, shall be those approved by the Board from time to time and shall be sent to members for payment on or before July 1 of each and every calendar year.

Membership Renewal

- 8.02 Notice of the membership fees payable for the ensuing year shall be sent to the member, by regular or electronic mail, at least 30 days prior to the end of the unexpired term of the membership.
- 8.03 Members whose fees remain unpaid for ninety (90) days following the anniversary date for renewal of their membership, shall have their membership revoked or suspended as the Board may decide. The Board shall set procedures in respect of the reinstatement of membership.

9. Article Nine -Board of Directors

Board of Directors Role and Responsibility

- 9.01 The Association Board shall govern and oversee the affairs of the Association, and in particular: develop and review on an annual basis the mission, vision, objectives and strategic plan of the Association in relation to the policies of the Association, their application and implementation and the appropriate provision of services, within available resources, to meet the members needs; and work collaboratively with other construction industry organization; and review and consider policy recommendations from any management and standing committees of the Association; and approve annually the budget of the Association; and establish policies and procedures to provide the framework for operations of the Association and representations of the Association on matters of industry practices, custom, promotion and accreditation; and establish policies and procedures regarding the approval, suspension or expelling of members; and the directors shall maintain facilities for continuous communication between its members within the Association and also with other related Associations.

Board Composition and Term of Office

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- 9.02 The Board shall be comprised of the following fifteen (15) elected and ex-officio persons whose term shall begin on January 1 in the year following which they are elected:
the President; who shall be chairman of the Board; the immediate Past President who shall be ex-officio a member of the Board. And the remaining fourteen (14) directors shall be
- (A) eight (8) directors elected as hereinafter provided .Each year the membership shall elect four (4) members for a term of two (2) years. Additionally, four (4) members shall serve the second year of their two (2) years term as elected the previous year. In each odd-numbered year, the Board shall appoint two (2) representatives from the Associate membership section of the Association'
 - (B) One (1) representative of the Windsor Construction Labour Relations Group;
 - (C) One (1) representative of the St. Clair Region Society of Architects
 - (D) One (1) representative of the Heavy Construction Association of Windsor
 - (E) One (1) representative of the Mechanical Contractors Association of Windsor, or the Windsor Electrical Contractors Association , or the Windsor Sheet Metal Contractors Association
- 9.03 The President and Vice President shall be elected bi-annually to serve a two year term. They shall not be nominated to serve any consecutive terms in the office to which they are elected but may be nominated to serve a term immediately following any term for which they were appointed to fill a vacancy.
- 9.04 It is the intention that one third, or as close to one third as possible, of the persons set out in 9.02 and 9.03 be elected each year. The purpose of this is to provide for continuity of directors and eliminate any wholesale change to this group.
- 9.05 The Immediate Past-President who shall be appointed ex-officio for a two-year term. The President shall be the chairman of all board meetings
- 9.06 It is the intention to allow those organizations set out in 9.02 to provide the appointed person they believe best represents them. As such, these positions are appointments without limitation on the term of office but shall be subject to this bylaw in all other respects. The appointing organization can revoke and amend their appointments at any time.
- 9.07 The appointment shall be confirmed annually in writing with the Executive Director of the Association. Should the appointing organization fail to confirm the appointment in writing 30 days in advance of the Annual Meeting of the Association, the Executive Director shall write to the appointing organization requesting they confirm its appointment in writing. It is not necessary for the organization to make an appointment and should they fail to do so, this shall not invalidate their right to appoint a person at any other time.

Election of Officers and Directors

- 9.12 At the Annual Meeting of the Association the directors of the Association shall be elected for the terms set out in this bylaw.
- 9.13 Only members are entitled to vote. The members will receive their ballots for this purpose from the Executive Director whose duty it will be to refuse a ballot form to any member not in good standing.
- 9.14 If no nominations other than those of the Nominations Committee are received the whole slate may be accepted on the one vote. If more than one candidate stands for election for any office the two or more such

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candidates will be voted on by secret ballot and the candidate securing the highest number of votes shall be declared elected. In the event of a tie the deciding vote shall be cast by the Chairman of the Annual General Meeting.

- 9.15 The ballots received in any election will be counted by the Chairman and two other members appointed by him.
- 9.16 Directors shall serve from the date of their election or appointment for the term of the position held or until their successors shall be elected or appointed and shall conduct the affairs of the Annual Meetings next ensuing their election and for the unexpired term of office.

Nominations

- 9.17 Nominations shall be put forward by the Nominations Committee and additional nominations may be put forward by members but the nomination must be submitted so as to comply with the notice requirements hereinafter set out. This Committee shall place its nominations in the hands of the Executive Director for distribution in writing to the membership not less than 30 days prior to the date of the Annual Meeting. The Executive Director shall cause the notice of the nominations committee slate to be made to the members not less than 21 days prior to the date of the Annual Meeting.
- 9.18 Nominations of other candidates for the same positions may be made by the members in writing to the Executive Director not less than seven (7) days prior to the Annual Meeting. Such nominations must have the written consent of the nominated candidate and the nomination be signed by at least five (5) members.
- 9.19 Nominations put forward by the Nominations Committee or the members
- 9.19.01 for elected officers may only be those persons who are members as set out in article 7.03 & 7.04 - and
- 9.19.02 or committee chairman may only be those persons who are members as set out in article 7.03 and 7.04 of the Voting Membership Categories.

Vacancies -Directors and Officers

- 9.20 The office of a Director shall be vacated upon the occurrence of any of the following events:
If director or the member represented by them becomes bankrupt or suspends payment to their creditors; or
If they cease to represent a member of the Association; or if they are convicted of a criminal offence under the laws of Canada that constitutes moral turpitude and the majority of the Board asks for the resignation; of the Director ; or if the Director fails to be present for three consecutive Board meetings the Board by majority may ask for the resignation of such Director; or if an order is made declaring the director as a mentally incompetent person or incapable of managing their affairs; or If, by notice in writing to the Association, the director resigns and such resignation, if not effective immediately, becomes effective in accordance with its terms.
- 9.21 Vacancies on the Board, however caused, may, so long as a quorum of directors' remains in office be filled by the Board from among the qualified members of the Association. When a vacancy is filled by the Board, the person shall serve the unexpired term of the position vacated.

Remuneration of Directors, Officers and Committee Members

- 9.22 No director, officer (except the Executive Director), committee chairman or member shall receive remuneration for acting as such.

10. Article Ten – Committees

Nominations Committee

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- 10.01 The Nominations Committee shall nominate candidates for the offices of President, Vice President, Secretary, Treasurer, elective directors at large and standing committee chairman.
- 10.02 This committee shall consist of three Past Presidents, the Chairman of the Committee to be the Senior Past President. The Executive Director shall be the recording secretary of the Nominations Committee.
- 10.03 Nominations shall be made in accordance with the requirements set out in Article 9.

Strategic Planning and Bylaws

- 10.04 The committee shall be chaired by the Vice President and consist of such other members and number as the Board may appoint from time to time. Annually the committee shall review and report to the Board on long range/strategic planning matters. It shall review and recommend amendments to the bylaws of the Association as requested by the Board, or any member.

Standing Committees

- 10.05 The Board may pass a resolution to create or disband any standing committee and a Special Events Coordinator. Standing committees may be created provided that their terms of reference set out responsibilities and activities of an ongoing nature.
- 10.06 The terms of reference, membership and operations of the standing committees shall be as determined by the Board from time to time.
- 10.07 The chairman of each standing committee shall be elected for a two (2) year term and may serve a second and succeeding term if elected, but shall not be eligible for election beyond the second two (2) year term except provided that one full term has past.

Ex-officio Committee Members

- 10.08 The President and the Executive Director shall be ex-officio members of all committees, except for the Nominations Committee.

11. Article Eleven -Meetings Quorum

- 11.01 A quorum for the transaction of business at any meeting of the members, including the annual meeting, shall be twenty members.
- 11.02 A quorum for the transaction of business at any meeting of the Board shall be 50% plus one of the voting members of the Board.
- 11.03 A quorum for the transaction of business at any meeting of the standing committee of the Board shall be three (3) persons not including any ex-officio members.

Voting

- 11.04 Questions arising at any meeting shall be decided by a majority of votes cast. All votes at any such meeting shall be taken by ballot if so demanded by any voting member present, but if no demand is made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chairman that a resolution has been carried and an entry to that effect in the minutes shall be prima facie evidence of the fact without proof

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of the number or proportion of the votes recorded in favour of or against such resolutions. Voting of the Board of Directors in emergency situations as determine by the Executive Director as they arise may be done by facsimile or email from a Director which shall be kept on file by the Executive Director

- 11.05 At any Annual or Special General Meeting any member shall have one vote each which may be exercised only by the member or authorized representative thereof.
- 11.06 The Chairman, if they meet the qualification as a voting member of the meeting, shall be entitled to one vote on any resolution and shall not have a second or deciding vote in the event of a tie vote. Where a tie vote occurs, the resolution shall be considered defeated.
- 11.07 Every member entitled to vote at a meeting of the members may by instrument in writing appoint a proxy, who need not be a member, to attend and act at the meeting in the same manner, to the same extent and with the same power as if the member were present at the meeting in the manner, to the extent and with the power conferred by the proxy. The instrument appointing a proxy shall be in writing under the hand of the person making the appointment or their attorney authorized in writing or, if a corporation, under the corporate seal or under the hand of an officer or attorney, authorized in writing, and shall cease to be valid after the expiration of one (1) year from the date thereof. The instrument appointing a proxy may be in such form as the directors from time to time prescribe or in such other form as the Chairman of the meeting may accept as sufficient, and shall be deposited with the Secretary of the meeting before any vote is cast under its authority or at such earlier time and in such manner as the Board may prescribe in accordance with the Act.

Annual Meeting

- 11.08 The Annual Meeting of the Association shall be held within six (6) months after the end of the fiscal year. It shall be held in the geographic area served by the Association at such place as the Board may decide. Notice of the time and place of this meeting shall be mailed to, circulated by regular or electronic mail, at least ten (10) calendar days before the date fixed for the holding of such meeting but not including the date of the meeting. Non receipt of such notice by any member shall not, however, invalidate the proceedings.
- 11.09 The order and business of the Annual Meeting of the Association shall be as follows:
- Call to Order and Quorum
 - Approval of Agenda
 - Minutes of the Preceding Annual Meeting
 - Treasurer's Report
 - Presentation of Auditors Report and Approval of Audited Financial Statements
 - Appointment of Auditor
 - Nominations Committee Report and Election of Directors, and Committee Chairmen
 - Committee Reports
 - Report of the President
 - Report of the Executive Director
 - Bylaw Amendments
 - New Business
 - Notices of Motions
 - Adjournment
 - Special Membership Meetings
- 11.10 Special General Meetings shall be held at the call of the majority of the members of the Board of Directors, or on petition of ten percent (10%) of the members of the Association. Three clear days' notice of such Special General Meetings must be given to the member and must state the nature of the business to be

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brought before the meeting and that no other business will be discussed at such special meetings.

Board Meetings

- 11.11 The Board of Directors shall hold a minimum of ten regularly scheduled meetings annually at a time and location as may be determined from time to time. Notice of the time and place of each regular meeting shall be sent to each director not less than five (5) calendar days prior to the date of the meeting, except that no notice of a meeting shall be necessary if all the directors are present or if those absent have, in writing, waived notice or otherwise signify their consent to such meeting being held.
- 11.12 The Board of directors may also meet at the call of the President or upon the written request of any five directors, for the purpose of considering such matters as may properly come before the Board regarding the affairs of the Association. Where such a meeting is called, the directors shall be given five (5) calendar days notice prior to the date of the meeting.

Rules of Order

- 11.13 Questions of procedure at or for any meetings of the Association members, Board or committee provided for in this bylaw or by the Act shall be determined by the chair in accordance with the text "Wainberg's Society Meetings, including Rules of Order (1992)" unless in conflict with the Act or these bylaws.

13. Article Twelve -Errors in Notice of Board Meeting

- 12.01 No error or omission in giving such notice for a meeting of directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

13. Article Thirteen -Officers

Officers

- 13.01 The Officers of the Association shall be the Immediate Past President, President, Vice President, Treasurer and Executive Director and Secretary.

Duties

- 13.02 The President shall preside as Chairman of meetings of the Board, the Annual and Special meetings of the members.
- 13.03 The President is a signing officer and shall assume general supervision of the affairs of the Association and its officers. The President shall be authorized to sign all documents requiring the signature of the President and perform such other duties as are usual for such an officer in a not-for-profit corporation.
- 13.04 The Vice President is a signing officer and in the absence of the President, shall perform such duties as the President would otherwise perform.
- 13.05 The Treasurer is a Signing Officer. The Treasurer shall prepare the annual budget for consideration and approval by the Board, account for all transactions of the Association and make full report of the same to the Annual Meeting of the members. The Treasurer shall be familiar with and keep under review any dues, fees and assessments levied in connection with functions of the Association or any Category or Sections thereof as an authorized agent for any contributory insurance, medical or pension plans that may have been or shall be approved by the Board.

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13.06 The Association may employ a senior staff official with the title of Executive Director or such other title as the Board may from time to time designate, who shall be the recording Secretary of the Association and a Signing Officer. The senior staff official shall attend all meetings of the Board with the right to speak at such meeting, be a member of the Operating Committee and an ex-officio member of all committees of the Association, except the Nominations Committee to which this person shall be the recording secretary. The senior staff officer shall: spend full time efforts in organizing and promoting the business of the Association; and receive carefully account for the same, and immediately deposit them to the credit of the Association in such bank or other institution as may from time to time be appointed the Association's bank; and keep complete and accurate record and minutes of all proceedings which take place at meetings of the Association as well as at meetings of the Board and committees; and have custody of the seal and shall keep the books, papers and records of the Association; and employ all help subject to the approval of the Board; and attend to the business of securing plans and specifications for the use of members and endeavour to supply them with all other information of a similar nature that may be necessary to make the Association of service to its members; and shall perform all duties which the nature of his office may require or the Board may order.

Signing Officers

13.07 The signing officers of the Association shall be any two of the President, Vice President, Treasurer and Executive Director.

14. Article Fourteen -Indemnification of Directors, Officers and Committee Members

14.01 Every Director, Officer and committee member of the Association, their heirs, estate trustees, and estates and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless, out of the funds of the Association, from and against all costs, charges and expenses whatsoever which the Director, Officer or committee member sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against them for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by them in or about the execution of their duties of office; and,

14.02 All other costs, charges and expenses which a Director, Officer or committee member sustains or incurs in or about or in relation to the affairs thereof, except the costs, charges or expenses which arise in consequence of their own wilful neglect or wilful default.

14.03 No Directors, Officers or committee members of the Association shall be liable for the acts, receipts, neglects or defaults of any other Director, Officer, committee member or Employee or for joining in any receipt or act for conformity or for any loss, damage and expense happening to the Association through the insufficiency or deficiency of title to any property acquired by the Association or for or on behalf of the Association, or for the insufficiency of any security in or upon which any of the money of or belonging to the Association shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency, or tortuous act of any person, firm or corporation with whom which monies, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatsoever which may happen in the execution of the duties of their respective office or trust or the relation thereto unless the same shall happen by or through their own wrongful and wilful act or through their own wrongful and wilful neglect or wilful default.

14.04 The Directors for the time being of the Association shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into the name or on behalf of the Association, except such as shall have been submitted to an authorized person or approved by the Board.

15. Article Fifteen -Bonding

15.01 All officers or employees handling money on account of the Association may be bonded in such amounts as

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may be determined by the Board. The expense of furnishing such bonds shall be met by the Association.

16. Article Sixteen -Appointment of Auditor

16.01 An auditor shall be appointed every year by the members at the Annual General Meeting. It shall be the duty of the auditor to audit the books, vouchers and accounts of the Association, to certify to the correctness of the balance sheet, to examine the securities in the possession of the Treasurer and to certify to the reasonableness of the valuation at which the Association's assets are carried, all in accordance with generally accepted accounting and auditing practices. The Auditors remuneration shall be fixed by the Board of Directors

17. Article Seventeen -Bylaw Amendments

17.01 The Association bylaws may be amended by a vote of at least two-thirds of the members of the Association present at any Annual or any Special General Meeting called for that purpose, except for those provisions where a greater number is required by the Act, notice of such proposed amendment having been given by a member of the Board in writing to the Executive Director and approved at the next regular scheduled Board of Directors meeting. If approved, at least 30 days prior to the date of the meeting, it shall be the duty of the Executive Director to forward to the members a copy of such amendment at least 21 days prior to the Annual or Special General Meeting.

18. Article Eighteen -Borrowing

18.01 The Board may from time to time:
Borrow money on the credit of the Association; and Issue, sell or pledge securities of the Association; and Charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Association, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Association; and from time to time the directors may authorize any director, officer or employee of the Association or any other person to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed or remaining due by the Association as the directors may authorize, and generally to manage, transact and settle the borrowing of money by the Association.

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2. **Article Two - Seal**

2.01 The Seal of the Association, an impression of which is stamped on the margin hereof, shall be used to certify documents of the Association and shall remain in custody of the Executive Director.

3. **Article Three - Registered Office Location**

3.01 The Registered Office of the Association shall be in the City of Windsor, in the Province of Ontario.

4. **Article Four – Vision & Mission**

4.01 INTERESTS -To foster and advance the interests of those members who are actively engaged, either directly or indirectly, in the construction industry at the local, provincial, national and international levels but with particular emphasis on local matters and concern.

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a) between members of the various sections within the Association; and

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Association to accomplish these objects.

- 4.12 OTHER -To do all other things as are necessary or incidental to the promotion and attainment of the objects aforementioned.
- 4.13 OBJECTS - The objects of the Association shall be those set forth in its articles from time to time.

5. **Article Five - Definitions**

- 5.01 In this By-Law, unless the context otherwise requires:

"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;

"Articles" shall have the meaning ascribed to such term under the Act; and

"Association" means Windsor Construction Association, a not-for-profit corporation by Articles dated March 19th, 1949 as amended by Articles dated March 2nd, 1965 and November 6th, 1970, and as may be amended from time to time; and

"Board" means the Board of Directors of the Association; and

"By-Law" means this By-law; and

"General Manager" shall be taken to mean the General Manager and the Executive Director and use of either term shall imply the other; and

"Day" shall mean calendar day; and

"Members" shall have the meaning ascribed to it pursuant to Article Seven; and

"Prime Contractor" shall mean any firm providing construction services as the "lead" or "head" contractor and includes firms that promote themselves as "design build", "project management", "contract management" and "general contractor"; and

"Trade Contractor" shall mean any firm providing construction services, employing directly or indirectly persons in the performance of construction service and which would not be included as a firm defined as a prime contractor.

- 5.02 Unless otherwise required by context, words importing the singular shall include plural and vice versa; and words importing the use of any gender shall be deemed to include all genders.

6. **Article Six - Not for Profit Provision**

- 6.01 The Association shall be carried on without the purpose of gain for its members and any profits or other accretions to the Association shall be used in promoting the objects set out from time to time in the Articles of the Association.

7. **Article Seven - Membership Provisions**

Membership

- 7.01 Membership in the Association shall be open to such corporations, partnerships, and persons as may come within the scope enumerated in Articles 7.04, 7.05, 7.06 and 7.07, are of good repute, possess honesty, integrity, financial responsibility and experience in the business covered by the category of membership for which they seek membership.

Classes of Membership

- 7.02 Membership shall be divided into four (4) principal classes.
- 7.03 *Contractors Category*: Shall include prime contractors and trade contractors. For the purposes of specifically defining the work of any contractor member, the Board may set out sub-category definitions for the contractor category of membership.

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- 7.04 *Manufacture and Supply (M & S) Category*: Shall include those members having contact with the construction industry, not coming within the scope of Contractors Category, and which are either: (a) a manufacturer, or (b) product/material supplier.
- 7.05 *Associate Members Category*: An Associate Member is a member that does not qualify as a Contractor or Manufacture and Supply Member and which may provide secondary or indirectly related services to the construction services and may include architects, engineers, or service provider which may include bonding companies, insurance companies, brokers, trade journal publishing companies and credit information companies and similar construction industry professionals.
- 7.06 *Honorary Life Members Category*: The Board may appoint any person as an Honorary Life Member of the Association. Honorary Life Membership shall be granted as an expression of its appreciation for distinguished services to or in the interests of the Association. Honorary Life Membership may be granted to persons who have demonstrated a keen interest in the affairs of the Association by their personal involvement in its activities. Each person appointed as an Honorary Life Member shall be presented with a suitably inscribed scroll. There shall be no fees or dues attached to Honorary Life Membership. Honorary Life Members may at all times have a voice in the affairs of the Association and shall be eligible to hold office.
- 7.07 The Board may appoint as ex-officio Associate Members without the requirement to pay membership dues, those persons appointed to the Board of Directors under article 9.09 for the period of time for which such persons remain members of the Board by virtue of such appointment. Should they become a representative of a member as described in article 7.04 or 7.05 or cease to be a director, the ex-officio membership shall likewise cease to be in effect.

Representatives

- 7.08 Where the member is not a person, but is a corporation or partnership, the member shall be entitled to name a person as its designated representative.
- 7.09 Each member shall provide to the Association, as and when requested, confirmation of the full name and address for its designated representative.
- 7.10 The Association shall send all notices or correspondence intended for the member to the designated representative at the address last noted in the records of the Association.

Application for Membership

- 7.11 Application for membership shall be made in the form adopted and provided by the Association, signed by a duly authorized officer of the applicant and accompanied by payment for membership dues then in force.
- 7.12 Membership shall be subject to approval of the Board of Directors. Such application may be accepted by the Executive Director on the date of application who shall cause the Association's services to be immediately made available to the applicant. The provision of member services shall continue unabated until the approval or non-approval of membership has been decided by the Board of Directors. Membership applications shall be subject to the review and approval of the Board by a two-thirds (2/3rds) majority vote at the next regularly scheduled Board meeting to take place following the submission of the application.
- 7.13 Should the Board of Directors not approve the application for membership, the dues paid shall be refunded in full, without interest, and no dues or fees shall apply for the services provided to the applicant in the period since the date of application.

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- 7.14 In any case, the Executive Director shall advise the applicant of the Board of Directors decision.
- 7.15 An applicant whose application has been rejected by the Board of Directors may apply in writing requesting a meeting with the full Board of Directors at its next regularly scheduled meeting, to make any submissions that it desires, and the decision of the majority of the Board of Directors, may override the initial decision of the Board of Directors.

Suspension and Expulsion

- 7.16 Any member may be suspended or expelled if in the opinion of the Board of Directors its conduct or behaviour is inimical to the interests of the Association. A suspension or expulsion of a member in accordance with this subsection shall be done in good faith and in a fair and reasonable manner as required by the Act.
- 7.17 The procedures for consideration of the suspension or expelling of any member shall be determined by the Board and shall include reasonable notification and invitation of affected parties to any hearing before the Board of Directors, conditions for rendering a decision in the presence or absence of them and reasonable notification any decision reached by the Board of Directors to the affected parties.
- 7.18 Any decision may be appealed to the Board for a final and binding decision.

Termination of Membership

- 7.19 Membership in the Association is non-transferable and lapses or ceases to exist upon the happening of any of the following events:
- (a) in the case of an individual holding membership, the individual dies;
 - (b) in the case of a corporation or partnership holding membership, such entity is dissolved;
 - (c) when the period of his, her, or its membership expires, if applicable;
 - (d) if the individual member or a representative of a member delivers notice in writing that he, she or it resigns from membership, in which case such membership shall be terminated at the time that the notice is received by the Association, or the time specified in the notice, whichever is later; provided that the resigning member shall remain liable for and make payment of any and all dues, assessments or other sums levied or which became payable to the Association prior to the effective date of such resignation; or
 - (e) if the Member is expelled by the Board in accordance with the procedures set out herein; provided that such expulsion shall be done in good faith and in a fair and reasonable manner as required by the Act.

Rules, Regulations, Agreements and Code of Ethics

- 7.20 All members of the Association shall be subject to and abide by such rules, regulations, lit agreements and Code of Ethics related to the business of construction as may from time to time be established by the Board.

8. **Article Eight - Annual Dues and Membership Renewal**

Dues and Fees

- 8.01 Annual membership fees, shall be those approved by the Board from time to time and shall be sent to

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members for payment on or before July 1 of each and every calendar year.

Membership Renewal

- 8.02 Notice of the membership fees payable for the ensuing year shall be sent to the members, by regular or electronic mail, at least thirty (30) days prior to the end of the unexpired term of the membership.
- 8.03 If any member fails to pay any membership fees or other amounts owed to the Association for a period of ninety (90) days after such amounts become due and payable, they shall have their membership suspended or revoked as the Board may decide; provided such member may be reinstated by the Board upon payment of any all unpaid fees or other amounts owing in respect of such year.

9. Article Nine - Board of Directors

Board of Directors Role and Responsibility

- 9.01 The Association Board shall govern and oversee the affairs of the Association, and in particular: develop and review on an annual basis the mission, vision, objectives and strategic plan of the Association in relation to the policies of the Association, their application and implementation and the appropriate provision of services, within available resources, to meet the members needs; and work collaboratively with other construction industry organization; and review and consider policy recommendations from any management and standing committees of the Association; and approve annually the budget of the Association; and establish policies and procedures to provide the framework for operations of the Association and representations of the Association on matters of industry practices, custom, promotion and accreditation; and establish policies and procedures regarding the approval, suspension or expelling of members; and the directors shall maintain facilities for continuous communication between its members within the Association and also with other related associations.

Board Composition and Term of Office

- 9.02 The Board shall be comprised of the following fifteen (15) elected and ex-officio persons whose term shall begin on January 1 in the year following which they are elected. The Board shall be composed as follows:
- (i) The immediate Past President, who shall be an ex-officio member of the Board.
 - (ii) The remaining fourteen (14) directors shall be:
 - (A) Eight (8) directors elected as follows:
 - (i) Each year at the annual meeting of the Association, the membership shall elect four (4) members for a term of two (2) years. Additionally, four (4) members shall serve the second year of their two (2) year term as elected the previous year.
 - (B) In each odd-numbered year, the membership shall also elect two (2) representatives from the Associate membership section of the Association to serve as directors;
 - (C) One (1) representative of the Windsor Construction Labour Relations Group (elected by the group);
 - (D) One (1) representative of the St. Clair Region Society of Architects (elected by the group);
 - (E) One (1) representative of the Heavy Construction Association of Windsor (elected by the group);
 - (F) One (1) representative of the Windsor Electrical Contractors Association or the Mechanical Contractors Association of Windsor (elected by the group);

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- 9.03 The President and Vice President shall be elected bi-annually to serve a two year term. They shall not be nominated to serve any consecutive terms in the office to which they are elected but may be nominated to serve a term immediately following any term for which they were appointed to fill a vacancy.
- 9.04 It is the intention that one third, or as close to one third as possible, of the persons set out in 9.02 and 9.03 be elected each year. The purpose of this is to provide for continuity of directors and eliminate any wholesale change to this group.
- 9.05 The Immediate Past-President who shall be appointed ex-officio for a two-year term. The President shall be the chairman of all board meetings.
- 9.06 It is the intention to allow those organizations set out in 9.02 to provide the appointed person they believe best represents them. As such, these positions are elected by these organizations for two (2) year term of office.
- 9.07 The appointment shall be confirmed annually in writing with the Executive Director of the Association. Should the appointing organization fail to confirm the appointment in writing 30 days in advance of the Annual Meeting of the Association, the Executive Director shall write to the appointing organization requesting they confirm its appointment in writing. It is not necessary for the organization to make an appointment and should they fail to do so, this shall not invalidate their right to appoint a person at any other time.

Election of Officers and Directors

- 9.12 At the annual meeting of the Association, the directors of the Association shall be elected for the terms set out in this By-Law.
- 9.13 Only members are entitled to vote. The members will receive their ballots for this purpose from the Executive Director whose duty it will be to refuse a ballot from any member not in good standing.
- 9.14 If no nominations other than those of the Nominations Committee are received the whole slate may be accepted on the one vote. If more than one candidate stands for election for any office the two or more such candidates will be voted on by secret ballot and the candidate securing the highest number of votes shall be declared elected. In the event of a tie the deciding vote shall be cast by the Chairman of the annual meeting.
- 9.15 The ballots received in any election will be counted by the Chairman and two other members appointed by him.
- 9.16 Directors shall serve from the date of their election or appointment for the term of the position held or until their successors shall be elected or appointed and shall conduct the affairs of the annual meeting next ensuing their election and for the unexpired term of office.

Nominations

- 9.17 Nominations shall be put forward by the Nominations Committee and additional nominations may be put forward by members but the nomination must be submitted so as to comply with the notice requirements hereinafter set out. The Nomination Committee shall present its recommendations to the Board for approval. Once approved by the Board, the Board shall place the recommended slate in the hands of the Executive Director for distribution in writing to the membership not less than thirty (30) days prior to the date of the annual meeting. The Executive Director shall cause the notice of the nominations committee slate to be made to the members not less than twenty-one (21) days prior to the date of the annual meeting.
- 9.18 Nominations of other candidates for the same positions may be made by the members in writing to the Executive Director not less than seven (7) days prior to the annual meeting. Such nominations must have the written consent of the nominated candidate and the nomination be signed by at least five (5) members.

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9.19 Nominations put forward by the Nominations Committee or the members

9.19.01 for elected officers may only be those persons who are members as set out in article 7.03 & 7.04 - and

9.19.02 or committee chairman may only be those persons who are members as set out in article 7.03 and 7.04 of the Voting Membership Categories.

Vacancies

9.20 The office of a director shall be vacated:

- (a) if the director becomes disqualified under any of the qualifications set forth in this By-Law;
- (b) if by notice in writing to the Association, the director resigns, which resignation shall be effective at the time it is received by the Association or at the time specified in the notice, whichever is later;
- (c) upon a resolution to remove the director, other than an ex officio director, passed by a majority of votes cast by the members at a meeting of the members for which notice specifying the intention to pass such resolution has been given to the members;
- (d) upon the death of a director; or
- (e) if a director fails to attend for three (3) consecutive meetings of the Board without acceptable reasoning

9.21 From time to time in the event of any vacancy however caused or occurring on the Board, except through an increase or decrease in the number of directors, such vacancy may as long as there is a quorum of directors then in office, be filled by the directors if they shall see fit to do so. If they do not see fit to do so, such vacancy shall be filled at the next annual meeting at which the directors from the ensuing year are elected.

If a quorum of directors does not remain as a result of a vacancy, the remaining directors shall forthwith without delay call a special meeting of the members to fill the vacancy and, if they fail to call a meeting or if there are no directors then in office, the meeting shall be called by any member.

Any director appointed or elected to fill any such vacancy shall hold office for the unexpired term of the director who ceased to be a director and caused such vacancy.

Remuneration of Directors, Officers and Committee Members

9.22 No director, officer (except the Executive Director), committee chairman or member shall receive remuneration for acting as such.

Qualifications of Directors

9.23 Every director shall:

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- (a) be an individual who is at least eighteen (18) years of age;
- (b) be a member of the Association or a duly elected representative of the organizations identified in Article 9.02, as applicable.
- (c) not be a person that has been found under the *Substitute Decisions Act, 1992*, or under the *Mental Health Act* to be incapable of managing property;
- (d) not be a person who has been found to be incapable by any court in Canada or elsewhere; and
- (e) not be an undischarged bankrupt; and
- (f) not be or previously been convicted of a criminal offence under the laws of Canada.

10. Article Ten – Committees

Nominations Committee

- 10.01 The Nominations Committee shall nominate candidates for the offices of President, Vice President, Secretary, Treasurer, elective directors at large and standing committee chairman.
- 10.02 This committee shall consist of three Past Presidents, the Chairman of the Committee to be the Senior Past President. The Executive Director shall be the recording secretary of the Nominations Committee.
- 10.03 Nominations shall be made in accordance with the requirements set out in Article 9.

Strategic Planning and By-laws

- 10.04 The committee shall be chaired by the Vice President and consist of such other members and number as the Board may appoint from time to time. Annually the committee shall review and report to the Board on long range/strategic planning matters. It shall review and recommend amendments to the by-laws of the Association as requested by the Board, or any member.

Standing Committees

- 10.05 The Board may pass a resolution to create or disband any standing committee and a Special Events Coordinator. Standing committees may be created provided that their terms of reference set out responsibilities and activities of an ongoing nature.
- 10.06 The terms of reference, membership and operations of the standing committees shall be as determined by the Board from time to time.
- 10.07 The chairman of each standing committee shall be elected for a two (2) year term and may serve a second and succeeding term if elected but shall not be eligible for election beyond the second two (2) year term except provided that one full term has past.

Ex-officio Committee Members

- 10.08 The President and the Executive Director shall be ex-officio members of all committees, except for the Nominations Committee.

11. Article Eleven -Meetings

Quorum

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- 11.01 A quorum for the transaction of business at any meeting of the members, including the annual meeting, shall be twenty (20) members entitled to vote, in person or by proxy.
- 11.02 A quorum for the transaction of business at any meeting of the Board shall be 50% plus one of the voting members of the Board.
- 11.03 A quorum for the transaction of business at any meeting of the standing committee of the Board shall be three (3) persons not including any ex-officio members.

Voting

- 11.04 Questions arising at any meeting shall be decided by a majority of votes cast. All votes at any such meeting shall be taken by ballot if so demanded by any voting member present, but if no demand is made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chairman that a resolution has been carried and an entry to that effect in the minutes shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolutions. Voting of the Board of Directors in emergency situations as determined by the Executive Director as they arise may be done by facsimile or email from a Director which shall be kept on file by the Executive Director
- 11.05 At any annual or special meeting any member shall have one vote each which may be exercised only by the member or authorized representative thereof.
- 11.06 The Chairman, if they meet the qualification as a voting member of the meeting, shall be entitled to one vote on any resolution and shall not have a second or deciding vote in the event of a tie vote. Where a tie vote occurs, the resolution shall be considered defeated.
- 11.07 Every member entitled to vote at a meeting of the members may by instrument in writing appoint a proxy, who need not be a member, to attend and act at the meeting in the same manner, to the same extent and with the same power as if the member were present at the meeting in the manner, to the extent and with the power conferred by the proxy. The instrument appointing a proxy shall be in writing under the hand of the person making the appointment or their attorney authorized in writing or, if a corporation, under the corporate seal or under the hand of an officer or attorney, authorized in writing, and shall cease to be valid after the meeting. The instrument appointing a proxy may be in such form as the directors from time to time prescribe or in such other form as the Chairman of the meeting may accept as sufficient, and shall be deposited with the Secretary of the meeting before any vote is cast under its authority or at such earlier time and in such manner as the Board may prescribe in accordance with the Act.

Annual Meeting

- 11.08 The annual meeting of the Association shall be held within six (6) months of the end of the fiscal year. Such annual meeting shall be held at such a place in Ontario as the directors may determine from time to time. Notice of the time and place of this meeting shall be delivered, mailed to, or circulated by regular or electronic mail, not less than ten (10) calendar days and not more than fifty (50) calendar days before the date fixed for the holding of such meeting, excluding the date of the meeting, to each member entitled to receive notice of such meeting, each director, and the auditor or the Association or the person appointed to conduct a review engagement of the Association. Non-receipt of such notice by any member shall not, however, invalidate proceedings conducted thereat.
- 11.09 The order and business of the Annual Meeting of the Association shall be as follows:
Call to Order and Quorum
Approval of Agenda
Minutes of the Preceding Annual Meeting
Treasurer's Report

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Presentation of Auditors Report and Approval of Audited Financial Statements
Appointment of Auditor
Nominations Committee Report and Election of Directors, and Committee Chairmen
Committee Reports
Report of the President
Report of the Executive Director
Bylaw Amendments
New Business
Notices of Motions
Adjournment
Special Membership Meetings

11.10 Special meetings shall be held at the call of the majority of the members of the Board of Directors, or on requisition of the members of the Association in accordance with the Act. Not less than ten (10) days' notice of such special meetings shall be given to each member, director, and the auditor of the Association, and must:

(a) state the nature of that business in sufficient detail to permit a member to form a reasoned judgment on the business; and

(b) state the text of any special resolution to be submitted to the meeting.

Board Meetings

11.11 The Board of Directors shall hold a minimum of ten (10) regularly scheduled meetings annually at a time and location as may be determined from time to time. Notice of the time and place of each regular meeting shall be sent to each director not less than five (5) business days prior to the date of the meeting. A director may waive notice of a meeting of the directors, and attendance of a director at a meeting of directors is a waiver of notice of the meeting, except if the director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called.

11.12 The Board of directors may also meet at the call of the President or upon the written request of any five (5) directors, for the purpose of considering such matters as may properly come before the Board regarding the affairs of the Association. Where such a meeting is called, the directors shall be given notice five (5) calendar days prior to the date of the meeting.

Rules of Order

11.13 Questions of procedure at or for any meetings of the Association members, Board or committee provided for in this By-Law or by the Act shall be determined by the chair in accordance with the text "Wainberg's Society Meetings, including Rules of Order (1992)" unless in conflict with the Act or this By-Law.

12. **Article Twelve -Errors in Notice of Board Meeting**

12.01 No error or omission in giving such notice for a meeting of directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

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13. Article Thirteen -Officers

Officers

13.01 The Officers of the Association shall be the Immediate Past President, President, Vice President, Treasurer and Executive Director and Secretary.

Duties

13.02 The President shall preside as Chairman of meetings of the Board, the annual meeting and any special meetings of the members.

13.03 The President is a signing officer and shall assume general supervision of the affairs of the Association and its officers. The President shall be authorized to sign all documents requiring the signature of the President and perform such other duties as are usual for such an officer in a not-for-profit corporation.

13.04 The Vice President is a signing officer and in the absence of the President, shall perform such duties as the President would otherwise perform.

13.05 The Treasurer is a Signing Officer. The Treasurer shall prepare the annual budget for consideration and approval by the Board, account for all transactions of the Association and make full report of the same to the annual meeting of the members. The Treasurer shall be familiar with and keep under review any dues, fees and assessments levied in connection with functions of the Association or any category or sections thereof as an authorized agent for any contributory insurance, medical or pension plans that may have been or shall be approved by the Board.

13.06 The Association may employ a senior staff official with the title of Executive Director or such other title as the Board may from time to time designate, who shall be the recording Secretary of the Association and a Signing Officer. The senior staff official shall attend all meetings of the Board with the right to speak at such meeting and an be ex-officio member of all committees of the Association, except the Nominations Committee to which this person shall be the recording secretary. The senior staff officer shall: spend full time efforts in organizing and promoting the business of the Association; and receive carefully account for the same, and immediately deposit them to the credit of the Association in such bank or other institution as may from time to time be appointed the Association's bank; and keep complete and accurate record and minutes of all proceedings which take place at meetings of the Association as well as at meetings of the Board and committees; and have custody of the seal and shall keep the books, papers and records of the Association; and employ all help subject to the approval of the Board; and attend to the business of securing plans and specifications for the use of members and endeavour to supply them with all other information of a similar nature that may be necessary to make the Association of service to its members; and shall perform all duties which the nature of his office may require or the Board may order.

Signing Officers

13.07 The signing officers of the Association shall be any two of the President, Vice President, Treasurer and Executive Director.

14. Article Fourteen - Indemnification of Directors, Officers and Committee Members

14.01 Every Director, Officer and committee member of the Association, their heirs, estate trustees, and estates and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless, out of the funds of the Association, from and against all costs, charges and expenses whatsoever which the Director, Officer or committee member sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against them for or in respect of any act, deed, matter or thing

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whatsoever made, done or permitted by them in or about the execution of their duties of office; except the costs, charges, or expenses which arise in consequence of their wilful neglect or wilful default or their failure to act in accordance with the standard of care prescribed by the Act and,

- 14.02 All other costs, charges and expenses which a Director, Officer or committee member sustains or incurs in or about or in relation to the affairs thereof, except the costs, charges, or expenses which arise in consequence of their wilful neglect or wilful default or their failure to act in accordance with the standard of care prescribed by the Act.
- 14.03 No Directors, Officers or committee members of the Association shall be liable for the acts, receipts, neglects or defaults of any other Director, Officer, committee member or Employee or for joining in any receipt or act for conformity or for any loss, damage and expense happening to the Association through the insufficiency or deficiency of title to any property acquired by the Association or for or on behalf of the Association, or for the insufficiency of any security in or upon which any of the money of or belonging to the Association shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency, or tortuous act of any person, firm or corporation with whom which monies, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatsoever which may happen in the execution of the duties of their respective office or trust or the relation thereto unless the same shall happen by or through their own wrongful and wilful act or through their own wrongful and wilful neglect or wilful default or their failure to act in accordance with the standard of care prescribed by the Act.
- 14.04 The Directors, for the time being of the Association, shall not be under any duty or responsibility in respect of any contract, act or transaction, whether or not made, done or entered into the name or on behalf of the Association, except such as shall have been submitted to an authorized person or approved by the Board.

15. **Article Fifteen - Bonding**

- 15.01 All officers or employees handling money on account of the Association may be bonded in such amounts as may be determined by the Board. The expense of furnishing such bonds shall be met by the Association.

16. **Article Sixteen -Appointment of Auditor**

- 16.01 An auditor shall be appointed every year by the members at the Annual Meeting. It shall be the duty of the auditor to audit the books, vouchers and accounts of the Association, to certify to the correctness of the balance sheet, to examine the securities in the possession of the Treasurer and to certify to the reasonableness of the valuation at which the Association's assets are carried, all in accordance with generally accepted accounting and auditing practices. The Auditors remuneration shall be fixed by the Board of Directors

17. **Article Seventeen – By-law Amendments**

- 17.01 This By-Law may be amended by a vote of at least two-thirds (2/3rds) of the members of the Association present at any annual or any special meeting called for that purpose, except for those provisions where a greater number is required by the Act, notice of such proposed amendment having been given by a member of the Board in writing to the Executive Director and approved at the next regular scheduled Board of Directors meeting. If approved, it shall be the duty of the Executive Director to forward to the members a copy of such amendment at least twenty-one (21) days prior to the annual meeting or special meeting, as the case may be.

18. **Article Eighteen - Borrowing**

- 18.01 The Board may from time to time without authorization of the members:

- (a) borrow money on the credit of the Association;
- (b) issue, reissue, sell or pledge debt obligations of the Association;

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(c) give a guarantee on behalf of the Association to secure performance of any obligation of any person; and
(d) mortgage, pledge or otherwise create a security interest in all or any property of the Association, owned or subsequently acquired, to secure any obligation of the Association.

PASSED BY the Board of Directors and on the ____ day of _____.

PRESIDENT

SECRETARY

Passed and adopted at a meeting of the members held on the ____ day of _____.

SECRETARY