

**ADVANCING CRYSTAL BEACH**  
**COMMUNITY DEVELOPMENT ORGANIZATION**

**Amended August 15, 2016**

**ARTICLE I**  
**Name and Mission**

**Section 1. Name.** The Corporation shall be known as Advancing Crystal Beach Community Development Organization.

**Section 2. Mission.** The objects for which the corporation is incorporated are:

- The establishment and maintenance of a community development organization for the purposes of developing and fostering community spirit and collaboration.
- Promoting employment, entrepreneurship, organized athletics, arts, recreation, education, civic, emergency, social service and other community endeavours.
- Establishing employment, financial, educational, recreational, environmental and social programs for the benefit of the community.
- Collaboration with service delivery partners from the private, non-profit and public sector throughout the region.
- Monitoring and reporting on the progress made within the community, and evolving new programs to serve changing needs.
- And such other complementary purposes not inconsistent with these objects.

**ARTICLE II**  
**Directors**

**Section 1. Number and Qualifications.** The affairs of the Corporation shall be managed by a board of directors who may be known and referred to as directors, trustees or governors. The board of directors shall be composed of nine (9) members of Advancing Crystal Beach Community Development Organization. The board of directors is responsible for the nomination and election of appropriate directors with skill sets to fulfill the needs and mission of the organization. The board of directors may be decreased to such number, not less than seven (7), by the board of directors at any time by a majority vote of the members of the board entitled to vote thereon. No decrease in the number of directors shall shorten the term of any incumbent director or negatively impact the mission of the organization. Any vacancy created in the number of directors shall be filled as provided in section 3 hereof. Directors must be at least eighteen years of age.

**Section 2. Compensation.** No director shall receive any compensation, either by way of salary, fees for attendance at meetings, or otherwise, or shall be reimbursed for his/her expenses,

except pursuant to authorization of the board of directors. This section shall not preclude any director from serving the Corporation in any other capacity or from receiving compensation for such services and reimbursement for his/her related expenses.

**Section 3. Election and Tenure.** The directors of the Corporation, except as otherwise provided by law or these by-laws, shall be elected by a majority of the votes cast at the annual meeting of directors or at any meeting held in lieu of such annual meeting (which meeting, for the purposes of these by-laws, shall be deemed the annual meeting) and shall hold office until the next annual meeting of directors and until their successors are elected and have qualified. The limit of annual terms directors may be appointed to serve shall be determined by the board of directors. Newly created directorships resulting from an increase in the number of directors, and vacancies occurring in the board for any reason except the removal of directors without cause, may be filled by vote of a majority of the directors entitled to vote thereon. A director elected to fill a vacancy shall be elected to hold office until the next annual meeting at which the election of directors is in the regular order of business, and until a successor is elected or is appointed or qualified.

**Section 4. Resignation.** Any director of the Corporation may resign at any time by giving his/her resignation to any officer of the Corporation. Unless otherwise specified therein, the acceptance of a resignation shall not be necessary to make it effective.

**Section 5. Removal.** Any or all of the directors may be removed, either with or without cause, at any meeting of directors, notice of which shall have referred to the proposed action. Any director may be removed for cause by a vote of a majority of the members of the board of directors entitled to vote thereon.

**Section 6. First Meeting of Each New Board of Directors.** The first meeting of a newly elected board of directors may be held without notice immediately after the annual meeting of members if a quorum of the board is present, and no notice of such meeting shall be necessary. In the event the first meeting of a newly elected board of directors is not held at such time, this meeting shall be held as provided in Section 7 hereof.

**Section 7. Meetings of Directors.** Meetings of the board of directors shall be held at such times and at such places as may be determined by action of the voting members of the board of directors or in the absence of such action by any two directors, the chairman of the board or the president pursuant to such notice as is required by Section 8 hereof.

**Section 8. Notice of Meetings of Board of Directors.** Notice of the time and place of each meeting of the board of directors shall be given by the Chairman of the board, the President or the Secretary, or by the two members of the board calling the same to each member of the board not less than five (5) days before the meeting by mailing the notice, postage prepaid, addressed, to each member of the board at his residence or usual place of business, or not less

then two (2) days before the meeting by delivering the notice to each member of the board personally, by telephone, fax, e-mail or other electronic means. Notice of a meeting of the board of directors or a committee thereof need not be given to any director who submits a signed waiver or notice, whether before or after the meeting. The attendance of any director at a meeting of the board or a committee thereof without protesting prior thereto or at its commencement the lack of notice to him/her shall constitute a waiver of notice by him/her. The meeting shall be duly called and held if notice is given to, or is waived by, all absent directors.

**Section 9. Quorum.** At all meetings of the board of directors, except as otherwise provided by law, the certificate of incorporation or these by-laws, a quorum shall be required for the transaction of business and shall consist of not less than a majority of the members of the board entitled to vote thereon, and the vote of a majority of the directors entitled to vote thereon shall decide any question that may come before the meeting. A majority of the voting directors present at any meeting, although less than a quorum, may adjourn the same from time to time, without notice other than announcement at the meeting.

**Section 10. Procedure.** The order of business and all other matters of procedure at every meeting of directors may be determined by the presiding officer.

**Section 11. Committees of the Board.** The board of directors may, by resolution or resolutions adopted by a majority of the entire board, designate from among its members one or more committees, each consisting of one or more directors, and each of which, to the extent provided by the applicable resolution, shall have all of the authority of the board of directors, except insofar as its exercise of authority may be inconsistent with any provision of law, the certificate of incorporation or these by-laws. The board may designate one or more directors as alternate members of a committee, who may replace any absent member or members at any meeting of such committee. The committees shall keep regular minutes of their proceedings and make the same available to the board upon request.

**Section 12. Annual Report.** The board of directors shall keep a fair record of all of the transactions of the Corporation, a report of which, prepared in accordance with the provisions of the Not-For-Profit Corporation Law, shall be presented at each annual meeting of the directors of the Corporation. The report shall be filed in the Corporations records and a copy of the report shall be entered in the minutes of the proceedings of the annual meeting of members.

**Section 13. Action Without A Meeting.** Any action required or permitted to be taken by the board of directors or any committee thereof may be taken without a meeting if all members of the board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto shall be filed with the minutes of the proceedings of the board or the committee.

**Section 14. Meeting By Conference Telephone.** Any one or more members of the board of directors or any committee thereof may participate in a meeting of such board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

### **ARTICLE III Officers**

**Section 1. Officers.** The officers of the Corporation shall be elected by the board of directors entitled to vote thereon and may include: a president, a secretary, a treasurer, one or more vice presidents, one or more assistant secretaries, one or more assistant treasurers, and an executive director.

**Section 2. Compensation.** The compensation of all officers shall be fixed by the board of directors or a committee thereof. The compensation of other employees shall be fixed by the president or other officers or employees, subject to any limitations prescribed by the board of directors or a committee thereof.

**Section 3. Term of Office.** The officers of the Corporation, unless otherwise determined by the directors, shall hold office until their successors are elected and have qualified. Any officer may be removed at any time with or without cause by the board of directors. Vacancies in any office shall be filled by the board of directors.

**Section 4. Powers and Duties.** All officers shall sign such contracts, documents or instruments in writing as require their respective signatures and shall respectively have and perform all powers and duties incident to their respective offices and such other powers and duties respectively as may from time to time be assigned to them by the board of directors. From time to time the board may vary, add to or limit the powers and duties of any office or officers. The duties of the officers shall include:

- (a) **President** The president shall be the chief executive officer of the Corporation unless otherwise determined by resolution of the board of directors. The President shall be a director and shall, if present, preside at all meetings of the members and of the directors and shall be the Chairperson at any such meeting and shall be charged with the general supervision of the business and affairs of the Corporation except as provided otherwise by law.
- (b) **Vice President** The Vice President or, if more than one, the Vice Presidents, in order of seniority, shall be vested with all of the powers and shall perform all of the duties of the President in the absence or inability or refusal to act of the President. The Vice-

President shall also perform such duties and exercise such powers as the President may from time to time delegate to the Vice-President or the board may prescribe.

- (c) **Secretary** The Secretary shall attend all meetings of the directors, members and committees of the board and shall enter or cause to be entered in books kept for that purpose minutes of all proceedings at such meetings; the Secretary shall give, or cause to be given, when instructed, notices required to be given to members, directors and members of committees; the Secretary shall be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Corporation and all books, registers, papers, records, documents and other instruments belonging to the Corporation; and the Secretary shall perform such other duties as from time to time may be prescribed by the board.
- (d) **Treasurer**.The Treasurer shall keep, or cause to be kept proper accounting records as required; the Treasurer shall have the care and custody of all the funds and securities of the Corporation and shall deposit or cause to be deposited the same in the name of the Corporation in such bank or banks or with such depository or depositories as the board of directors may direct; the Treasurer shall, under the direction of the board supervise the safekeeping of securities and the disbursements of the funds of the Corporation; the Treasurer shall render to the board, whenever required, an account of all transactions as Treasurer and of the financial position of the Corporation; and the Treasurer shall perform such other duties as may from time to time be prescribed by the board.

**Section 5. Officers Holding Two or More Offices.** Any two or more of the above-mentioned offices, except those of president and secretary, may be held by the same person, but no officer shall execute or verify and instrument in more than one capacity if such instrument is required by law or otherwise to be executed or verified by two or more officers.

**Section 6. Temporary Transfer of Powers and Duties.** In case of the absence or illness of any officer of the Corporation, or for any other reason that the board of directors may deem sufficient, the board of directors may delegate and assign, for the time being, the powers and duties of any officer to any other officer or to any director.

## **ARTICLE IV Membership**

**Section 1. Members.** The membership of Advancing Crystal Beach Community Development Organization shall consist of all persons elected to membership as hereinafter provided. No member shall be entitled to a vote except for the voting members of the board of directors. Each shall remain a member until his/her/its membership terminates by death, resignation, expulsion or otherwise. Non-transferable certificates of membership may be issued to the members.

**Section 2. Eligibility.** Any person who is interested in the purposes of the Corporation may become a member of the Corporation upon election by a majority vote of the entire board of directors of the Corporation entitled to vote thereon at any meetings.

**Section 3. Suspension and Expulsion.** Any member of the Corporation may be suspended or expelled from membership for cause by a majority vote of the board of directors entitled to vote thereon of the Corporation, but no member shall be suspended or expelled without due notice and an opportunity to appear and be heard at the meeting at which such action is proposed to be taken.

**Section 4. Withdrawal.** Any member may withdraw from the Corporation at any time by notice in writing to the president or the secretary. The consent of the Corporation to a withdrawal shall not be necessary.

**Section 5. Dues.** The dues for membership shall be in such amount as the Board of Directors shall determine from time to time.

**Section 6. Compensation.** Members shall not receive compensation for their services to the Corporation, but they may be reimbursed for any reasonable expenses incurred on behalf of the Corporation with prior board approval. A member may, however, serve the Corporation in another capacity and may receive compensation therefore.

## **ARTICLE V Indemnification**

The Corporation shall indemnify each person made or threatened to be made a party to any action or proceeding, whether civil or criminal, by reason of the fact that such person or such person's testator or intestate is or was a director, trustee or officer of the Corporation, or, while a director, trustee or officer, serves or served, at the request of the Corporation, any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity, against judgements, fines, penalties, amounts paid in settlement and reasonable expenses, including attorneys' fees, incurred in connection with such action or proceeding, or any appeal therein, provided that no such indemnification shall be made if a judgment or other final adjudication adverse to such person establishes that his or her acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or that he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled, and provided further that no such indemnification shall be required with respect to any settlement or other nonadjudicated disposition of any threatened or pending action or proceeding unless the Corporation has given its prior consent to such settlement or other disposition.

The Corporation shall advance or promptly reimburse upon request any director, trustee or officer seeking indemnification hereunder for all expenses, including attorneys' fees, reasonably incurred in defending any action or proceeding in advance of the final disposition thereof upon receipt of an undertaking by or on behalf of such person to repay such amount if such person is ultimately found not to be entitled to indemnification or, where indemnification is granted, to the extent the expenses so advanced or reimbursed exceed the amount to which such person is entitled.

This Article shall be given retroactive effect and the full benefits hereof shall be available in respect of any alleged or actual occurrences, acts, or failures to act prior to the date of the adoption of this Article. The right to indemnification or advancement of expenses under this Article shall be a contract right.

## **ARTICLE VI Miscellaneous**

**Section 1. Form of Seal.** The seal of the Corporation shall be in such form as the directors shall determine.

**Section 2. Fiscal Year.** The fiscal year of the Corporation shall be the calendar year unless otherwise provided by the board of directors.

**Section 3. Amendment.** These by-laws may be added to, amended or repealed by the board of directors. The board of directors by vote of a majority of the members of the board of directors entitled to vote thereon may amend the by-laws to increase or decrease the number of directors. Any by-laws adopted by the board may be amended or repealed by the voting members. If any by-law regulating an impending election of directors is adopted, amended or repealed by the board, there shall be set forth in the notice of the next meeting of the members for the election of directors the by-law so adopted, amended or repealed, together with a concise statement of the changes made.