

**BY-LAWS RELATING TO THE REGULATION OF THE BUSINESS AND AFFAIRS OF
RURAL FAMILY CONNECTIONS INC.**

Article One: Name

1.0 There is constituted hereby an organization incorporated as Rural Family Connections (herein known as 'the Corporation').

Article Two: Head Office

2. The head office of the Corporation shall be located in the village of Metcalfe, in the City of Ottawa, in the province of Ontario. The exact address is 8243 Victoria St., Metcalfe, Ontario, K0A 2P0.

Article Three: Board of Directors

Powers

3.0 The Directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and save as hereinafter provided, generally, may exercise all such other powers and do all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to do.

3.1 The Board may appoint any person or persons to perform any function for which they deem necessary to conduct efficiently the Corporations business. The Board will be responsible for the hiring and releasing of all employees.

3.2 The Board shall set up such standing and temporary committees which they deem necessary to adequately serve the needs of the Corporation. Each standing or temporary committee shall consist of a Chairperson to be named by the Board and committee members recruited by the committee chair. A temporary committee shall exist only so long as it serves a current, useful purpose. A temporary committee may be dissolved by the Board if in the Board's opinion it no longer serves the current, useful description above.

3.3 The affairs of the corporation shall be managed and administered by a board consisting of at least six (6) directors and a maximum of twelve (12) elected directors all of whom shall be elected members, and shall be elected for a term of two years at the Annual General Meeting of members. The Board of Directors shall include at least one representative from each of the Programs of the Corporation (Metcalfe Co-operative Nursery School, Metcalfe Home Day Care, and Live and Learn Resource Centre).

3.4 Every director must be 18 years of age at the time of his/her election. No person may be appointed or elected as a director unless his/her nomination has prior approval of the board of directors.

Election of Directors and Term of Office

3.5 Directors shall be elected at each annual meeting. Directors are eligible for re-election upon the expiry of their term of office. No director may sit in the same office for more than two years.

3.6 Directors meetings may be formally called by the Chairperson or by the Secretary on direction in writing of two directors.

3.7 Directors may resign in writing which shall be effective upon acceptance thereof by the Board of Directors.

3.8 The Board of Directors shall choose a chairperson from among the Board members by a simple majority vote at the first Board meeting after the Election Meeting.

Remuneration

3.9 The Directors shall serve as such without remuneration, and they shall not directly or indirectly receive any profit from their positions. The directors may be paid reasonable expenses incurred by them in the performance of their duties.

Indemnity

3.10 Every Director and every officer of the Corporation and heirs, executors, administrators and other legal personal representatives shall, from time to time and at all times, be indemnified and saved harmless by the Corporation from and against Rural Family Connections.

a) Any liability and all costs, charges and expenses sustained or incurred in respect of any action, suit or proceeding that is proposed or commenced against a board member for or in respect of the execution of duties of office: and

b) all other costs, charges and expenses that a member of the board sustains or incurs in respect of the affairs of the Corporation except by his own willful neglect or default.

3.11 No Director or officer of the Corporation shall be liable for the acts, receipts, neglects or defaults by any other director or officer or employee, or for joining in any act of conformity, or for any loss, damage or expense happening to the corporation through the insufficiency or deficiency of title to any property acquired by order of the board for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, or insolvency of any person, firm or corporation with whom any monies, securities or effects shall be lodged or deposited or for any loss occasioned by any error or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trusts or in relation thereto unless the same shall happen by or through his own willful act or default.

3.1 Any act or proceeding of any director of the board shall be deemed invalid or ineffective by reason of the subsequent ascertainment of any irregularity in regard to such act or proceeding or the qualifications of such director or directors.

3.13 Directors may rely upon the accuracy of any statement or report prepared by the Corporation's auditors and shall not be responsible or held liable for any loss or damage resulting from acting upon such statement or report.

Article Four: Quorum, Meetings and Voting

4.0 A majority of directors (fifty percent plus one) is required for the transaction of business at any meeting of the board. Any resolution or decision may be passed by a majority of the votes. In case of equality, the chair, in addition to their original vote may have a second or casting vote. Votes may be taken by ballots if demanded by any Director.

4.1 Notice of such meetings shall be mailed, delivered, telephoned or faxed to each Director not less than 48 hours before the meetings are to take place. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent. A Director's meeting may also be held, without notice, immediately following the annual meeting of the Corporation. The Directors may consider or transact any business either special or general at any meeting of the Board.

4.2 Board members shall determine by a simple majority vote, whether or not a Board member has a conflict of interest. A Board member who declares conflict of interest or who has been declared so by the Board shall not enter into debate or vote concerning the matter.

4.3 A signed resolution or e-mail response shall be as valid and effectual as if it had been passed at a meeting of the board duly called.

4.4 Any board member missing three consecutive meetings of the board without notice of intent to be absent may be removed from the board.

Article Five: Vacancies

5.0 Vacancies on the Board of Directors may be filled by the Directors from among qualified members of the Corporation or the community, if they shall see fit to do so, so long as a quorum of Directors remains in office. If there is not a quorum of Directors, such vacancy shall be filled at a general meeting of the members. The remaining Directors shall forthwith call a meeting of the members to fill the vacancy.

5.2 If in the opinion of the Board a member is not acting in the best interests of the Corporation the Board may, by a simple majority vote, call an extraordinary meeting of the Board to determine whether or not the member concerned shall be dismissed from the Board.

5.3 The members of the corporation may by resolution passed by at least two thirds of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of her/his term of

office, and may be a majority of votes cast at that meeting, elect any person in her/his stead for the remainder of her/his term.

Article Six: Membership

6.0 The membership shall consist of the Board of Directors and the adults using the services of the Corporation in the year following the last annual meeting of the Corporation. The membership may include staff employed by the services of the Corporation because they are registered to use the services. These services are carried out by the Metcalfe Co-operative Nursery School, the Metcalfe Home Day Care and the Live and Learn Resource Centre. Each member shall promptly be informed by the Secretary Treasurer of his/her admission as a member.

Article Seven: Annual and Special Meetings of Members

Frequency

7.0 An annual general meeting shall be held a minimum of once a year unless requested by the two thirds majority of the membership at such date, time place as chosen by the board. The membership will be notified of the annual meeting by mail or e-mail at least 30 days before the meeting.

7.1 The annual general meeting must be called within 15 months of the last annual meeting. The Secretary/Treasurer may call a general meeting on the written requests of a Director and four full members; or call a meeting of the Board at the verbal request of the Secretary/Treasurer and any member of the Board.

Attendance

7.2 A person nominated for any office of the Corporation must be in attendance at the meeting. Each nomination must be seconded.

Business

7.3 At every annual meeting in addition to any other business that may be transacted there will be:

- the minutes of the previous annual meeting
- a report from the Directors
- a report from the executive Director
- annual financial statement from each program
- annual financial statement from the board
- report from the auditors
- a budget from each program
- an appointment of auditors for the subsequent fiscal year

Quorum of Members

7.4 A quorum for a general meeting and for transaction of any business at such meeting shall be at least three Directors and 10 of paid up full members.

Voting

7.5 Each member in good standing shall be entitled to one vote on each question arising at any special or general meeting of the members of the corporation. Such member may vote through a duly authorized proxy. At all meetings of members every question shall be decided by a majority of the votes of the members present or represented by proxy. In the case of an equality of votes at any general meeting, the chair person shall be entitled to a second or casting vote.

7.6 At all meetings of members every question shall be decided by a majority of votes of the members present in person or represented by law. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any member. Upon a show of hands, every member having voting rights shall have one vote, and unless a poll be demanded a declaration by the Chairperson that a resolution has been carried or not carried and an entry to the effect in the minutes of the Corporation shall be admissible in evidence of prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll is demanded and not withdrawn, the question shall be decided by a majority of votes given by the members present. Such poll shall be taken in such a manner as the Chairperson shall direct and the result of such poll shall be deemed the decision of the Corporation in a general meeting upon the matter in question. In case of an equality of votes at any general meeting whether a show of hands or at a poll, the Chairperson shall be entitled to a second or casting vote.

Article Eight: Adjournments

8.0 Any meeting of the Corporation or of the Directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of such adjournment. Such adjournment may be made notwithstanding that no quorum is present

Article Nine: Books, Records, Financial Matters

Financial Year

9.1 The financial year will begin July 1st and end June 30.

Books and Records

9.2 The Directors shall see that all necessary books and records of the corporation required by these by-laws or by any applicable statute or law are regularly and properly kept.

Cheques

9.3 All cheques, bills of exchange or other order for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation shall be signed by such Director or Directors, officer or officers, employee or employees, agent or agents of

