

## CareNow Ontario By-law No. 2

Amended by Board of Directors and in force effective Nov 16 2022  
To be ratified at 2023 AGM by members

### 1.0 **About this By-law**

#### 1.1 **Purpose of this By-law**

This By-law contains the rules under which CareNow Ontario (the Corporation) is organized.

#### 1.2 **Corporate Law**

The Corporation is governed by the Ontario Corporations Act. The Ontario Not-for-Profit Corporations Act has been passed as a replacement. It will not be in force at the time when this By-law is passed. This Bylaw complies with the Corporations Act

The *Corporations Act* is called the *Act* in this By-law

#### 1.3 **Priorities**

If there is a conflict, the following is the order of priority:

- first, the *Act*
- second, the Regulations under the *Act*
- third, other Government Requirements
- fourth, the Corporation's Letters Patent
- fifth, this By-law and the other By-laws of the Corporation
- sixth, Corporate Policies adopted by the board of directors.

#### 1.4 **Corporate By-laws and Policies**

The board of directors **will** make sure there are By-laws and Corporate Policies to effectively govern how the Corporation will carry on its business in significant areas of operation.

By-laws must be passed by the board of directors. A By-law is required to amend or repeal a By-law.

#### 1.5 **Confirmation of Bylaw by Members**

By-laws are effective at the time they are passed by the board but cease to be effective at the next annual general meeting, if they have not been confirmed with or without variation at that meeting by a majority vote. Notice of the general nature of a proposed By-law must be given with notice of the members' meeting as per Paragraph 3.5.

#### 1.6 **Corporate Policies**

Corporate Policies must be in writing and passed by the board. They may contain substantial details and procedures beyond what is normal for By-laws.

#### 1.7 **Periodic Review**

The board of directors will review all By-laws and Corporate Policies regularly to ensure that they are working effectively and are appropriate for current purposes.

## **2.0 Membership**

### **2.1 Separate Board and Membership**

The *Act* requires corporations to have both members and a board of directors. Each of these bodies must fulfill the obligations in the *Act*-even if they are comprised of the same persons.

### **2.2 Application for Membership**

Any person 18 years of age or over who meets the following qualifications:

- 2.2.1 has applied for membership on the form provided for that purpose by the Board of Directors,
- 2.2.2 has agreed to support the Objects of the Corporation and abide by the Bylaws of the Corporation, as they are adopted from time to time,
- 2.2.3 does not have activities that materially conflict with the activities of the Corporation,
- 2.2.4 has paid the annual membership fee as determined by resolution of the Board of Directors, and
- 2.2.5 may apply to become a member of the Corporation.

### **2.3 Admission**

The board of directors may, in its discretion, admit persons to membership in the Corporation if, in its view, they meet the requirements set out in paragraph 0.

### **2.4 Notice of Admission of Member**

Each member shall promptly be informed by the Secretary of his or her admission as a member.

### **2.5 Transfers and Resignations**

Members cannot transfer their membership to another person. Members may resign from membership by giving written notice to the Corporation.

### **2.6 Termination of Membership**

Membership terminates

- 2.6.1 if a member dies,
- 2.6.2 automatically, if a member has failed to pay the annual membership fee by December 31 in each year, or
- 2.6.3 by a decision of the Board of Directors, for cause, which may include ceasing to have the qualifications for membership, or conduct that is injurious to the Corporation's interests. Such decision must be made in good faith, in a fair and reasonable manner, and by a procedure that is fair and reasonable. At a minimum, such procedure shall include:
  - 2.6.3.1 at least 15 days' notice of a proposed termination, which shall include the grounds to be relied upon, shall be given to the member; by any method reasonably intended to give actual notice, and

2.6.3.2 the member shall be given an opportunity to be heard, orally, or in writing by the Board of Directors before it makes its decision, which shall not be less than five days before the termination of membership becomes effective.

2.6.3.3 A member will have the right to appeal at a membership meeting. Member must follow process as outlined in Paragraph 3.2.

## **2.7 Membership Fee**

2.7.1 The annual membership fee shall be determined by the Board and ratified by the members at the next Meeting of Members duly called for that purpose. A fee paid shall not be refunded to a member upon termination of membership unless determined by the Board. The annual fee paid by a member who is admitted on or after September 1 shall cover the remainder of that year and the entire next year.

2.7.2 The Secretary shall send a membership renewal notice for the following calendar year to each member by September 30 in each year, and shall notify each member who is not paid the required fee on or before November 30 in each year that their membership shall cease on December 31st if the annual membership fee is unpaid. Any failure to give such notice shall not have any effect on the member's obligation to pay the fee.

2.7.3 The Board may, in its discretion, upon request of the member, waive payment of annual membership fee.

## **3.0 Members' Meetings**

### **3.1 Annual Members' Meetings**

The Corporation must hold an annual members' meeting no later than fifteen months after the last annual meeting.

### **3.2 Other Special Members' Meetings**

3.2.1 The board of directors or the members at a members' meeting may call a members' meeting. Members' meetings may also be called in accordance with this provision of the *Act*:

3.2.2 Not less than one-tenth of the members of the Corporation may request the directors to call a members' special meeting of the members for any purpose connected with the affairs of the Corporation that is not inconsistent with the *Act*.

The requisition shall state the general nature of the business to be presented at the meeting and shall be signed by the requisitionists and deposited at the head office of the Corporation and may consist of several documents in like form signed by one or more requisitionists.

3.2.3 Upon deposit of the requisition, the directors shall call forthwith a general meeting of the members for the transaction of the business stated in the requisition. If the meeting is not held within 21 days the requisitionists can hold the meeting.

### **3.3 Place of Meetings**

Members' meetings must be held in the Province of Ontario.

### **3.4 Notice of Members' Meetings**

Notice of any members' meeting must be given to the members not less than 30 calendar days before the date of the meeting. Notice must include the time and place of the meeting, and the agenda for the meeting, and the process to appoint a proxy.

Article O of this Bylaw states rules for giving notice and how to calculate the right date for giving notice.

### **3.5 Agenda of Members' Meetings**

#### **3.5.1 Annual meeting**

The business transacted at each annual meeting must include:

- annual approval of the agenda
- approval of minutes of previous annual and any special meetings
- report of the organization
- approval of the auditor's report and financial statements
- appointment or re-appointment of the auditor for the next year; and
- election of directors.

#### **3.5.2 Other business**

The agenda for any members' meeting shall include the general nature of any business to be dealt with at the meeting.

#### **3.5.3 Items not on agenda**

Members may raise any matter at a meeting that is within the meeting's power to decide but they cannot vote on it if it was not included in the notice of the meeting. If it is significant, the chair can rule any discussion out of order.

#### **3.5.4 Power of Members' Meeting**

If proper notice is given, the members may make any decision that does not conflict with the power of the Board of Directors to manage the affairs of the Corporation.

#### **3.5.5 Notice of Proposed By-law**

A copy of a proposed new By-law or a By-law change does not have to be given with the agenda or notice of meeting, but a summary of the proposed Bylaw or Bylaw change shall be included. A copy must be made available to members on request at least five days before the meeting.

#### **3.5.6 Quorum**

Quorum at members' meetings means the minimum number of members who must be present for the Corporation to hold a valid members' meeting. A quorum for the transaction of business at a members' meeting is 10 members.

#### **3.5.7 If no Quorum**

If there is not a quorum of members present, any vote will have no legal effect.

## **3.6 Voting**

### **3.6.1 One vote per member**

Every member of the Corporation has the right to one vote at any members' meeting. Anyone may vote who is a member at the time that the vote is held.

### **3.6.2 Majority vote**

A majority vote is needed to make any decision, unless a By-law, or the *Act*, states differently. An abstention is not counted as a vote. A tie vote defeats the motion.

### **3.6.3 Proxy voting**

A member may, by proxy, appoint another member to vote for them at a members' meeting.

To be valid, a proxy must be signed by the member granting the proxy and be in the following form:

"I, a member of CareNow Ontario, appoint \_\_\_\_\_(name) or, if no name is inserted, the Secretary of the Association, as my proxy, to attend and vote for me at the meeting of the members to be held on (date) at (place) in the same manner, to the same extent and with the same powers as if I was present at the meeting. (signature and date)."

Proxies should be received 48 hours prior to the AGM but should a member not be able to attend the meeting at the last minute, they may give a proxy to another voting member or to the corporation secretary. A proxy shall be received by the Secretary prior to the beginning of the meeting. The member may amend or revoke a proxy at any time.

## **4.0 Board of Directors**

### **4.1 Powers and Duties of the Board**

The board of directors manages or supervises the management of the activities and affairs of the Corporation. It may use all the powers of the Corporation, unless the *Act*, the Letters Patent, or the Bylaws say that a members' meeting is needed to decide on something.

### **4.2 Powers of Individual Directors**

The board may act only by a decision at a proper board meeting or a resolution signed in accordance with Paragraph 0. Individual directors or officers have no authority to act except as stated in a By-law or as authorized by the board.

### **4.3 Number of Directors**

The board of directors is made up of seven directors. The number of directors may be changed by a resolution passed by the directors and confirmed with or without variation by at least two-thirds of the votes cast at a members' meeting duly called for that purpose.

#### **4.4 Who Can be a Director**

A director must:

- Be a member of the Corporation
- Be at least eighteen years old
- Consent to be a director
- Not be an undischarged bankrupt.

#### **4.5 Election of Directors**

Members elect the directors at the annual meeting. If vacancies occur, the board may appoint someone as stated in Paragraph 5.3 (Vacancies) of this Bylaw.

#### **4.6 Nominations**

4.6.1 Any Member in good standing may nominate an individual who meets the qualifications of Paragraph 4.4 to stand for election to the Board.

4.6.2 A Call for Nominations must be issued to members at least 75 (seventy-five) days before the Annual General Meeting. Any nominations must be received by the Secretary in the method as stated on the Call for Nominations at least 45 (forty-five) days prior to the Annual General Meeting. All nominations must include the nominee's consent to stand for nomination plus other documentation as required in the Call for Nominations.

4.6.3 All nominees from the membership shall be considered. The Board of Directors will present recommended nominees for vacant director positions. The Secretary shall send the name and description of all eligible nominees to the members 30 (thirty) days before the AGM. The recommended nominees will be identified.

4.6.4 There will be no nominations from the floor.

#### **4.7 Term of Office**

The Directors of the Corporation shall be elected and shall retire in rotation. At the first annual meeting of members for the election of Directors following the coming into force of this by-law, three Directors shall be elected for a term of 1 year, two Directors shall be elected for a term of 2 years, and two Directors shall be elected for a term of 3 years. The term to be served by each of the Directors shall be as agreed among them. If there is no agreement, the chair of the meeting shall determine the terms by lot.

Thereafter, at each annual meeting of members, Directors shall be elected to fill the positions of those Directors whose term of office has expired, and each Director so elected shall hold office for a term of 3 years.

#### **4.8 Standard of Care**

Each director and officer in exercising his or her powers and discharging his or her duties to the Corporation must:

- act honestly, in good faith with a view to the best interests of the Corporation; and
- exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

## **4.9 Conflict Procedures**

The following provisions are in addition to and not in substitution for the requirements of the *Act*, other government requirements and the requirements of any Conflict of Interest By-law or Corporate Policy.

### **4.9.1 Deciding on conflict**

When a potential conflict of interest is raised before or during a board meeting, the following rules apply:

#### **A. Board decides on conflict**

The board must decide if there is an actual or potential conflict of interest. The parties involved must not participate in the process of deciding if there is a conflict. They cannot be in the room while the decision is being made.

#### **B. If there is a conflict**

If the board decides that a conflict of interest exists, the involved party must not vote or participate in any decision-making regarding the subject-matter of the conflict of interest and must leave the meeting while the item is under discussion. The party involved may not see any of the documents relating to the matter, either before or after the decision is made. The Board of Directors may seek input related to a matter on which a director has been found to be in a conflict of interest, but that director shall be excluded from discussion and decision-making on the matter.

### **4.9.2 Not confined to financial conflicts**

The procedures stated in this Paragraph will apply, even to situations that do not constitute a conflict of interest under the *Act*, other government requirements or any Conflict of Interest By-law or Policy, such as a friendship or bias that does not involve any financial or other personal benefit to the director involved.

## **4.10 Indemnification of Directors**

The Corporation will indemnify all directors and officers, and their heirs and legal personal representatives in respect of civil, criminal, administrative, investigative or other actions or proceedings to the maximum extent permitted by the *Act* or any successor legislation.

The board of directors may purchase insurance to cover this liability, subject to reasonable limitations and deductibles and must comply with the requirements of the *Act* and the *Charities Accounting Act*.

## **5.0 Early Ending of Directors' Terms**

### **5.1 Resignation of a Director**

A director may resign by giving written notice, delivered either to the President or to the Secretary. The resignation will take effect at the time the resignation is received or at the time specified in the resignation, whichever is later.

## **5.2 Removal**

5.2.1 The members may remove any Director before the end of the Director's term. Notice that a motion will be made to remove a Director must be included in the notice for the meeting. This motion must be passed by a two-thirds majority vote.

5.2.2 The Board may recommend that the members remove a Director, if the Director:

- has not carried out the responsibilities of a Director;
- has acted in a manner contrary to the best interests or objects or policies of the Corporation; or
- has failed to adhere to the policies and principles of the Corporation.

5.2.3 A Director shall automatically be removed if they fail to attend three (3) meetings in a twelve month period. The Board may suspend the application of this provision in extraordinary circumstances.

5.2.4 When the members remove a Director, the members may elect any qualified person to replace the Director for the rest of the term of the former Director. If the members do not do this, then paragraph O applies.

## **5.3 Vacancies**

5.3.1 When there is a vacancy on the board, if there is still a quorum, subject to paragraph O, the directors may appoint a qualified person for the rest of the term of the former director.

5.3.2 If no quorum of directors remains in office, the remaining directors must call a members' meeting to fill the vacancies. At that meeting the members elect directors to serve the rest of the terms of the former directors.

## **6.0 Procedures for Board of Directors**

### **6.1 Board Meetings**

#### **6.1.1 Place of meetings**

Board meetings must be held in the Province of Ontario.

#### **6.1.2 Regular meetings**

Notice of regular Board meetings will be given. Unless the board decides something else, the board will hold regular meetings on a date decided at the previous meeting, or at a regular time set by the board. The board must hold at least four meetings a year

#### **6.1.3 Special meetings**

The board may hold special meetings. A special meeting may be called by a decision of the board, by the president or by a quorum of directors.

Each director must be given at least three days written notice of a special meeting. The notice must state the general nature of the meeting's business.



#### **6.1.4 Agenda of a board meeting**

An agenda should be given to directors before a board meeting. The agenda contains the items that the directors will consider at the meeting. At regular meetings, however, the board may consider or adopt any motion even if no notice of the item was given.

At special meetings or at emergency meetings, the board may only consider the business stated in the notice, or the agenda given with the notice.

#### **6.1.5 Giving up the right to a notice**

Directors may give up their right to notice of a specific meeting. This must be done in writing.

#### **6.1.6 Chair**

The chair of board meetings may be either the president or another person chosen by the board. The chair may only vote on matters which come before board meetings in order to break a tie.

#### **6.1.7 Voting**

Each director has one vote at board meetings. A majority vote is needed to make any decision, unless a By-law, or the *Act*, states differently. An abstention is not counted as a vote. A tie vote defeats the motion unless the chair votes to break the tie.

#### **6.1.8 Quorum at Board Meetings**

Quorum at board meetings means the minimum number of directors who must be present to hold a board meeting and make decisions or transact any business.

A majority of the directors in office makes up a quorum to deal with the business of the Corporation, provided at least three are present.

#### **6.1.9 Electronic Meetings**

If all the directors consent, any director may participate in a meeting of the board or a committee by telephone or in other electronic ways that permit all participants to communicate adequately with each other during the meeting. A director participating in those ways is considered to be present at the meeting.

#### **6.1.10 Signed Resolutions**

A resolution signed by all the directors entitled to vote on that resolution at a board is as valid as if it had been passed at a duly called meeting of the board. All such resolutions will be kept with the minutes of board meetings.

### **7.0 Officers**

#### **7.1. Appointment of Officers**

The board appoints a President, Secretary, Treasurer and any such other officers that the Board may determine from time to time. One Director may hold the offices of both Secretary and Treasurer. All officers shall exercise duties and powers as determined by the Board from time to time.

The officers of the Corporation shall be appointed from among their number at the first meeting of the Board after the Annual Meeting of Members, provided that in default of such an appointment the then incumbents shall hold office until their successors are appointed, if such incumbents continue to be qualified.

## **7.2 Removal of Officers**

This Paragraph deals with removing an officer. Paragraph 5.2 of this Bylaw deals with removing a director.

7.2.1 The board may remove any officer at any time and for any reason.

7.2.2 The directors may immediately choose another qualified person to fill the vacancy.

## **7.3 Resignation of Officers**

This Paragraph deals with the resignation of an officer. Paragraph 5.1 of this By-law deals with the resignation of a director.

7.3.1 An officer may resign by giving written notice to the president or the office of the Corporation.

7.3.2 The resignation takes effect upon delivery of the notice or at the time specified in the resignation letter, whichever is later.

## **7.4 Duties of Officers**

### **7.4.1 Duties of the President and Chair of the Board**

The President is also the Chair of the Board. The President ensures the integrity of the Board's process; represents the Board to outside parties; oversees the governance of the affairs and operations of the corporation; and ensures the Board follows approved policies.

Unless another person is authorized by the meeting, the President/Chair, when present, chairs all meetings of the members of the Corporation and of the Board. The President, with the Secretary or other officer appointed by the Board to do so, will sign all by-laws and any membership certificates.

### **7.4.2 Duties of the Secretary**

The Secretary is clerk of the Board. The Secretary will attend all meetings of the Board and members and ensure that minutes of all decisions are recorded in the minute book of the Corporation; will give all notices required to be given to members and to Directors; will keep the seal of the Corporation and all documents belonging to the Corporation; and will give those documents to such person or persons as the Board decides only when authorized by a written decision of the Board.

### **7.4.3 Duties of the Treasurer**

The Treasurer will ensure that full and accurate accounts of all receipts and payments of the Corporation are kept in proper account books and will ensure that all moneys are

deposited in the Corporation's bank account; will prepare cheques from the Corporation's bank account as directed by the Board, and get proper receipts for payments and will report to the Board at the regular meetings whenever the Board requires regarding all such transactions; will report on the financial position of the Corporation, and shall perform such other duties as the Board may decide.

#### **7.4.4 Duties of Other Officers**

The duties of all other officers of the Corporation will be such as the Board decides.

### **8.0 Committees**

#### **8.1 Creating Committees**

The board of directors may create committees for any purpose it considers appropriate. It shall decide on the mandates of the committee and appoint and remove the committee's members. All recommendations of a committee must be approved by the Board. Committee members may be directors, members or other persons.

### **9.0 Non-Profit and Charitable Status**

#### **9.1 No Gain**

The Corporation must be carried on without the purpose of gain for its members, and any profit or other accretion to the Corporation must be used in promoting its objects.

#### **9.2 No Payment on Termination of Membership**

The Corporation must not distribute any of its property or pay any amount to a member upon termination of that member's membership or in connection with such termination. The Corporation must not distribute any of its property or pay any amount to a member for any other reason, save payment up to fair market value for services provided to the Corporation.

#### **9.3 No Payment of Directors**

##### **9.3.1 No payment**

Directors and officers must serve as such without payment of any kind whether direct or indirect. However, they may be reimbursed for reasonable travel or other expenses incurred while doing business for the Corporation. The board must authorize these expenses. Directors and officers cannot receive compensation for lost income while doing business for the Corporation.

##### **9.3.2 No contracts**

Directors cannot directly or indirectly be employed by, enter into contracts with, or receive any payment from the Corporation.

##### **9.3.3 Directors cannot apply**

Directors must resign from the board before the board deliberates or votes on a contract or an employment position for which that director intends to compete or apply.

#### **9.4 Dissolution**

On windup or dissolution of the Corporation and after payment of all debts and liabilities, its remaining property and assets must be distributed or disposed to registered charitable organizations which carry on work solely in Canada.

## **10.0 Financial and Legal**

### **10.1 Fiscal Year**

Unless otherwise ordered by the Board, the fiscal year of the Corporation shall commence on the pt day of January of every year.

### **10.2 Auditor**

#### **10.1 Appointed by members**

The members appoint an auditor at each annual members' meeting. The auditor may be either a chartered professional accountant or a chartered professional accountant firm. The auditor stays in office until another auditor is appointed as stated in the *Act*.

The remuneration of the auditor shall be fixed by the Members or by the directors if the Members have authorized the Board to set the remuneration.

#### **10.2 Work of auditor**

The auditor must have access to the books, accounts and vouchers of the Corporation at all reasonable times. The directors, officers and staff of the Corporation must provide any information and explanations that the auditor requests.

### **10.3 Power to Borrow**

The board of directors may:

- borrow money on the credit of the Corporation;
- issue, sell or pledge securities of the Corporation; and
- use the property of the Corporation as security for a loan or payment of a debt or any other obligation.

### **10.4 Signing Officers**

#### **10.4.1 Corporate Policy**

The board of directors must adopt a Corporate Policy stating which directors, officers and/or staff are signing officers for cheques and documents. The Policy may state any limits on their authority and any procedures that the board considers appropriate.

The Policy cannot change Paragraphs O or O of this By-law.

#### **10.4.2 Specific authorization**

The board may make a specific decision to appoint one or more directors, officers or staff to sign specific documents or any class of documents.

### **10.5 Minimum Requirements for Signing Documents**

#### **10.5.1 Mortgages and loans**

All mortgages and other documents relating to borrowing must be signed by two directors authorized for that purpose by the board.

## **10.5.2 Authorization**

Whoever signs a document must make sure the document has been properly authorized. When authorizing a document, the board may decide its exact form. If it does not, the signing officers approve the final form of the document.

## **10.6 Signing Cheques**

All cheques must be signed by two authorized persons.

## **10.7 Confidentiality of Board and Committee Business**

10.7.1 Sometimes directors or committee members discuss or learn about confidential matters. All directors and committee members must keep these matters secret, even after they are no longer directors, members of the committee, or members of the Corporation. Confidential matters are:

- personal and financial information about members,
- personal information about staff, and
- information about the Corporation's business which should be kept secret to protect the Corporation.

10.7.2 When the board considers confidential matters, the minutes of these discussions and any motions must be kept in a separate section of the minute book. Only board members may see the confidential minutes.

Directors must decide which items are confidential. They must have a good reason for keeping something confidential.

Confidential or other personal information may be made available to the board when necessary regarding the Corporation's business. The information should not be made available to individual directors unless authorized by a board motion, Corporate Policy or By-law.

10.7.3 Staff, volunteers or others sometimes learn confidential information. The board shall take reasonable measures to ensure they keep that information secret and not pass it on to anyone else unless authorized by a board motion. The rules in this Paragraph apply to them in the same way as to directors or committee members.

10.7.4 Directors and committee members should sign a confidentiality agreement.

10.7.5 The provisions of this Paragraph are in addition to and not in substitution for government requirements and the requirements of any Corporate Privacy Policy.

## **11.0 Notice**

### **11.1 Delivery of Notices**

Notices or other documents may be given personally to a member or director or sent by ordinary mail to the member or director at their last address, as shown on the books and records of the Corporation, or in accordance with paragraph 12.2. Where something is sent by mail, it will be considered delivered, served or given on the third day after it was mailed.

**11.2 Electronic Mail**

**11.2.1 E-mail delivery**

Notices may be given to a member or director by electronic mail at an electronic mail address designated by that person. Where a notice is sent by electronic mail, it will be considered delivered, served or given at the time it is sent.

If within one business day the sender receives electronic or other evidence that the notice was not received, the notice will not be considered delivered, served or given, but must be given in some other way.

**11.2.2 Opt out**

This Paragraph does not apply to notices to a member or director who has delivered a written statement to the Corporation stating that he or she does not wish to receive notices by electronic mail.

**11.3 Defects in Notice**

A minor error or omission in any notice will not affect any decision made by the board or members. This includes accidentally failing to give notice to a person entitled to it. It also includes a person's not receiving a notice that has been sent.

**11.4 Calculating Time for Notices**

When calculating the time for a notice, the date on which the notice is given is not counted, but the date of the meeting or event is counted. For example, a members' meeting is scheduled for Wednesday, October 31. The By law says that there must be a notice of thirty days. Counting back thirty days, including the day of the meeting, this count will end at Tuesday, October 2nd. Therefore, notice should be given on or before Monday, October 1. Sundays or holidays are included when counting.

**12.0 Repeal**

**12.1 By-laws Repealed**

All former bylaws of the Corporation are repealed when this Bylaw becomes effective.

PASSED by the Board of Directors at a meeting held on this 16<sup>th</sup> day of November, 2022.

Original signed

Original signed

\_\_\_\_\_  
Name: Denise Magi  
Title: President and  
Chair of the Board

\_\_\_\_\_  
Name: John Doherty  
Title: Secretary