



Creative Community
Impact Association

Creative Community Impact Association
Bylaws & Governance Policies
Version 2.0 / Approved by Board

Date: Dec 10, 2025

ARTICLE 1 - Name and Definitions

1.1 Name The name of the corporation is Creative Community Impact Association ("the Corporation").

1.2 Definitions

- "Act" refers to the Canada Not-for-profit Corporations Act S.C. 2009, c.23.
- "Board" means the board of directors of the Corporation.
- "Director" means a member of the Board with voting rights.

ARTICLE 2 - Board of Directors

2.1 Powers The Board shall manage or supervise the management of the activities and affairs of the Corporation.

2.2 Composition

The Board shall consist of a minimum of three and a maximum of ten (10) directors.

2.3 Election and Term

- Directors are elected or appointed by the Board.
- Terms may be up to two (2) years, with directors eligible for consecutive terms.

2.4 Appointment of Directors

- The Board may appoint additional directors, provided the total does not exceed one- third of currently appointed directors.
- Appointments may be approved by written/email resolution.

2.5 Vacancies

- Vacancies on the Board may be filled by majority vote of the Board.
- Directors may approve appointments by written/email resolution until the next Board meeting.

2.6 Removal

- A director may be removed by a two-thirds majority vote of the Board.

2.7 Voluntary Resignation

- Directors may resign at any time by written notice.
- Resignation is effective upon receipt or at a specified later date and does not relieve obligations incurred prior.

2.8 Conflict of Interest

- Directors must comply with the Corporation's Conflict of Interest Policy.

2.9 Volunteer Status and Expenses

- Directors serve without remuneration but may be reimbursed for approved expenses.

2.10 Electronic Approval of Board Actions

- Any decision requiring Board approval may be made by written/email resolution.
- Such approvals have the same effect as decisions made at a duly called meeting.

ARTICLE 3 - Meetings of the Board

3.1 Frequency

- The Board shall meet at least quarterly, with additional meetings as required.

3.2 Notice

- Notice of meetings shall be given at least seven (7) days in advance, unless waived by a majority of directors.

3.3 Quorum

- A quorum is a simple majority of currently appointed directors.
- For written/email resolutions, approval by a majority of directors constitutes quorum.

3.4 Electronic Participation

- Directors may participate via telephone, video conference, or other electronic means, and participation constitutes presence at the meeting.

3.5 Written Resolutions

- Decisions may be made by written/email resolution and shall be recorded in the minutes of the next Board meeting.

ARTICLE 4 - Officers

4.1 Officers

The Board shall elect from its directors the following officers:

- Chair
- Secretary
- Treasurer

4.2 Duties

- Chair: Presides over meetings and provides leadership to the Board.
- Secretary: Maintains records and minutes.
- Treasurer: Oversees financial records and reporting.

4.3 Emergency Appointment of Officers

- The Board may appoint temporary officers by written/email resolution until the next Board meeting.

ARTICLE 5 - Committees

5.1 Committees

- The Board may establish committees (e.g., Finance, Programs, Fundraising) to support its work.
- Committee members may include non-directors.
- Committee mandates are reviewed annually.

ARTICLE 6 - Financial Matters

6.1 Fiscal Year

- The fiscal year ends on December 31.

6.2 Auditor or Public Accountant

- The Board may appoint an auditor if necessary. Appointment may be waived if approved by the Board.

6.3 Signing Authority

- Cheques, contracts, and financial instruments require signatures of two authorized individuals.
- The Board designates signatories by resolution.
- For day-to-day operations, the Executive Director and one officer may sign, subject to Board limits.

ARTICLE 7 - Conflict of Interest

7.1 Conflict of Interest

- Directors must disclose any personal interest in matters before the Board and abstain from voting.
- Non-disclosure may constitute a breach under the CNCA.

ARTICLE 8 - Confidentiality

8.1 Confidentiality

- Directors and officers shall maintain the confidentiality of all sensitive information acquired during their duties and shall not disclose such information except when authorized by the Board or required by law.
- This obligation continues indefinitely, even after leaving the Corporation.

ARTICLE 9 - Dissolution and Distribution of Property

9.1 Dissolution

- In the event of the liquidation or dissolution of the Corporation, and after the discharge of all liabilities, the remaining property shall be distributed to one or more qualified donees within the meaning of subsection 248(1) of the Income Tax Act.

ARTICLE 10 - Record-Keeping

10.1 Record-Keeping

- The Secretary shall maintain minutes of all meetings, records of directors, and official correspondence.
- The Treasurer shall maintain accurate financial records and prepare financial statements. All records shall be made available to directors upon reasonable request.

ARTICLE 11 - Notice and Communication

11.1 Notice and Communication

- Notice of meetings and other official communications may be delivered by email or other approved method.
- Notices shall be sent at least seven (7) days prior to the meeting date unless otherwise specified.

ARTICLE 12 - Amendments

12.1 Authority to Amend

- The Board may amend these bylaws, in whole or in part, by a two-thirds vote of directors, either at a duly called meeting or by written/email resolution.

12.2 Adoption of Revised Bylaws

- The Board may adopt a completely revised version of these bylaws at any meeting or by written/email resolution. Such adoption is considered an amendment under these bylaws and the Canada Not-for-profit Corporations Act.

12.3 Notice

- Notice of proposed amendments or adoption of revised bylaws shall be given to all directors at least 7 days prior to a meeting or prior to requesting written/email approvals.
- In urgent circumstances, the Board may approve amendments or a revised bylaw version by unanimous written/email resolution with a shorter notice period.

12.4 Minor vs. Major Amendments

- Minor amendments (e.g., typos, procedural clarifications) may be approved by a simple majority of directors.
- Major amendments (e.g., structural changes, mission updates, dissolution clauses) require a two-thirds vote of directors.

12.5 Effective Date

- Amendments or newly adopted bylaws take effect upon filing with Corporations Canada or on a later date specified by the Board.
- The Board may operate according to the newly adopted or amended bylaws internally prior to filing.

12.6 Record of Adoption

- The Board shall maintain a signed resolution confirming the adoption or amendment of the bylaws, to be attached to the filed copy.

ARTICLE 13 - Additional Governance Policies

The Board shall adopt and enforce policies including, but not limited to:

- Conflict of Interest Policy – Directors disclose conflicts and abstain from voting.
- Code of Conduct / Ethics Policy – Directors act with integrity, fairness, and in the best interests of CCIA.
- Confidentiality Policy – Directors and officers maintain confidentiality indefinitely.
- Harassment and Discrimination Policy – Directors ensure a safe and inclusive environment; violations may result in removal.
- Whistleblower Policy – Directors, staff, or volunteers may report unethical or illegal activity without fear of retaliation.

Governance Policies

1. Conflict of Interest Policy

Purpose: To ensure transparency and fairness by requiring directors and officers to disclose any personal interests and avoid conflicts that may affect their impartiality.

Policy:

- All directors and officers must disclose any actual, perceived, or potential conflict of interest to the Board as soon as it arises, including any affiliation with or leadership role in another nonprofit organization.
- Any director or officer with a conflict shall abstain from voting on related matters.
- The Board shall document all disclosed conflicts in the minutes and determine appropriate steps to manage them, which may include recusal from discussions or votes.
- Non-disclosure of a conflict of interest may constitute a breach of duties under the Canada Not-for-profit Corporations Act (CNCA). Directors and officers shall sign an annual Conflict of Interest Acknowledgment Form.

2. Code of Conduct / Ethics Policy

Purpose: To promote integrity, respect, accountability, and professionalism among all directors, officers, members, and volunteers.

Policy:

- Act honestly, in good faith, and in the best interests of the Corporation.
- Treat all stakeholders, members, staff, volunteers, partners, and the public, with respect and fairness.
- Avoid any behavior or actions that could harm the Corporation's reputation or mission.
- Comply with all applicable laws, regulations, and internal policies. Directors, officers, members, and volunteers must comply with CCIA's harassment, anti-bullying, and discrimination standards.
- Violations may result in disciplinary action, including removal from the Board or termination of volunteer status.
- Directors shall sign an annual Code of Conduct / Ethics Acknowledgment Form.

3. Confidentiality Policy

Purpose: To protect the privacy and security of the Corporation's sensitive information.

Policy:

- Confidential information includes all non-public information concerning the Corporation, its members, donors, employees, volunteers, and business activities.
- Directors, officers, employees, and volunteers must keep such information confidential and only share it when authorized or legally required. This obligation continues indefinitely, even after an individual leaves the Corporation.
- Breaches of confidentiality may result in disciplinary actions, including removal from the Board, and may expose the individual to legal liability.
- Directors shall sign an annual Confidentiality Acknowledgment Form.

4. Harassment and Discrimination Policy

Purpose: To maintain a safe, respectful, and inclusive environment free from harassment and discrimination.

Policy:

- Harassment and discrimination based on race, gender, sexual orientation, religion, age, disability, or any other protected grounds under federal or provincial human rights law are strictly prohibited.
- All directors, officers, employees, volunteers, and members are required to comply with this policy.
- Complaints must be reported to the Chair or Executive Director. Reports will be investigated promptly, impartially, and confidentially, and documented appropriately.
- Retaliation against individuals who report concerns or participate in investigations is strictly prohibited.
- Confirmed violations may result in disciplinary measures, including removal from the Board or termination of employment or volunteer status. In future years, the Board may designate an independent officer or committee to handle complaints.

5. Whistleblower Policy

Purpose: To provide a confidential process for reporting unethical, illegal, or unsafe activities within the Corporation without fear of retaliation



Policy:

- Any director, officer, employee, volunteer, or member may report concerns regarding unethical, illegal, or unsafe activities, including fraud, corruption, harassment, or violations of policies, to the Chair or a majority of the Board.
- Reports may be made confidentially or anonymously, where permitted by law.
- The Corporation will investigate all reports promptly, fairly, and in accordance with this policy.
- Retaliation against whistleblowers is strictly prohibited and may result in disciplinary action, including removal from the Board or termination of employment or volunteer status.
- In future years, the Board may appoint an independent party or committee to oversee whistleblower investigations and ensure that reports and outcomes are maintained securely.