



BYLAW NO. 1

Amended June 18th, 2012

CANADIAN FRIENDS OF OAXACA INC. (ONTARIO NOT-FOR-PROFIT CORPORATION # 1866676)

ARTICLE I – NAME, OBJECTS

Section 1: Name.

The name of the organization is CANADIAN FRIENDS OF OAXACA INC. In minutes of meetings, in bylaws and in other organizational records, as well as in correspondence and promotional literature, it can be referred to by its full name or alternatively by the acronym CANFRO.

Section 2: Objects.

CANFRO is organized exclusively for charitable purposes and specifically, according to its objects, to:

#1: To relieve poverty among needy people of Oaxaca, Mexico by providing basic amenities including housing, food, clothing and other basic supplies and educational support.

#2: To advance education for young people in Oaxaca, Mexico by providing a tutoring program and by providing school fees, uniform, educational aids for attendance at public educational institutions

#3: To improve the health of needy people of Oaxaca, Mexico by providing medical care including the provision of hearing aids.

#4 To undertake activities ancillary and incidental to the above-mentioned charitable purposes

ARTICLE II – MEMBERSHIP

Section 1: Membership.

Membership shall consist only of members of the Board of Directors (the Board).

ARTICLE III – ANNUAL MEETINGS AND SPECIAL BOARD MEETINGS

Section 1: Annual Meetings.

Annual meetings shall ordinarily be in September, and the Board shall set the exact date, place and time.

Section 2: Special Board Meetings.

The President or the Vice-President of the Board may call special meetings of the Board on their own initiative, or upon the request of one-half of the Board members.

Section 3: Notice of Annual Meetings or Special Board Meetings.

Notice of annual meetings or special meetings of the Board shall be given to each Board member, by email, not less than ten days before the meeting.

ARTICLE IV – BOARD OF DIRECTORS

Section 1: Board Role, Size, and Compensation.

The Board is responsible for the overall policy and direction of CANFRO, and can delegate day-to-day operations to committees it duly establishes. The Board shall have no fewer than four and no more than ten members. Board members receive no compensation other than reasonable expenses incurred during the performance of their duties.

Section 2: Board Meetings.

The Board shall meet at least two times each year at an agreed date, place and time, ordinarily in February and in June, in addition to the annual meeting and any special meetings. Proxy voting shall be allowed.

Section 3: Board Elections.

Election of new Board members, election of current members to additional terms and election of Board officers will occur as the first item of business at the annual meeting. New members will be elected by a majority vote of the current members.

Section 4: Board Members – Terms of Office.

Board members shall serve two-year terms of office, but are eligible for re-election.

Section 5: Board Meetings – Quorums.

A Board meeting must be attended by at least a majority of Board members before business can be transacted or motions made or passed.

Section 6: Board Meetings – Notice.

Each Board member must receive written notice, by email, not less than ten days before any official meeting of the Board.

Section 7: Board Officers and Duties.

There shall be four officers of the Board. These are the President, Vice-President, Secretary and Treasurer. Their duties are as follows:

The President shall convene meetings of the Board and shall preside or arrange for another Board member to preside at each meeting in the following order: Vice-President, Secretary and Treasurer.

The Vice-President shall chair any committees duly formed and perform other duties as decided by the Board.

The Secretary shall be responsible for keeping records of Board actions, for taking of minutes at all meetings of the Board, for sending out notices of meetings, for distributing copies of minutes and agendas to Board members, and for assuring that corporate records are maintained.

The Treasurer shall make a report at each meeting of the Board. The Treasurer shall assist in preparing the budget, help in developing any fundraising plans and make financial information available to Board members and the public.

Section 8: Vacancies.

When a vacancy exists on the Board, current Board members may make nominations to the Secretary. These must be submitted two weeks in advance of any meeting of the Board at which they will be addressed, and then forwarded to members with notice of the meeting to be voted upon at that meeting. Vacancies will be filled only to the end of the term of the member being replaced.

Section 9: Resignation, Termination and Absence.

Resignation from the Board must be in writing and addressed to the Secretary. A Board member's term may be terminated for excess absences if s/he has three unexcused absences from meetings of the Board in a year. A Board member may be removed for other reasons by a majority vote of the remaining members.

ARTICLE V - COMMITTEES

Section 1: Creation.

The Board may create standing or ad hoc committees as needed. The President of the Board appoints all committee chairs.

ARTICLE VI – AGENTS

The Board may appoint agents in Oaxaca, Mexico to represent its interests and to assist with carrying out its mandate. Each agent shall be vetted and approved by the Board and enter into a formal agency agreement to be submitted to Canada Revenue Agency for approval.

ARTICLE VII – FISCAL YEAR

Section 1: Fiscal Year.

The fiscal year of CANFRO shall commence on August 1st and terminate on July 31st.

ARTICLE VIII – AUDITORS

Under current legislation, the Board is exempt from a requirement to appoint an auditor as long as its annual income remains less than \$100,000 and Board members agree that an annual financial statement prepared by the Treasurer and approved by the Board shall be sufficient in the fiscal year it addresses.

ARTICLE IX – BYLAW AMENDMENTS

Section 1: Bylaw Amendments.

Bylaws may be amended when necessary by a two-thirds majority of the Board. A proposal to amend a bylaw must be submitted to the Secretary, who will then send it to Board members with notice of the next Board meeting.

This bylaw was approved at a meeting of the Board of Directors of CANFRO held on February 13th, 2012, at 5:00 PM in Oaxaca, Mexico.