BYLAWS OF ACTIVE LEADERS OF LOVE CORPORATION

Date Last Updated: May 25, 2026
Active Leaders of Love
Incorporation Number: 1000039276

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ARTICLE I — CORPORATE NAME, STATUS, AND PURPOSE

1.1 Corporate Name
The Corporation shall operate under the name set out in its Articles of Incorporation under the Ontario Not-for-Profit Corporations Act, 2010 (ONCA), as may be amended from time to time.
1.2 Legal Status
The Corporation is a not-for-profit corporation without share capital incorporated under ONCA. It shall be carried on exclusively for non-profit purposes and shall not be operated for the purpose of financial gain for its members, Directors, or Officers.
1.3 Purpose and Objects
The purpose of the Corporation is to advance education, social inclusion, and community engagement through the design and delivery of community-based programs, initiatives, and partnerships.
All activities of the Corporation shall be conducted in a manner consistent with its charitable and non-profit purpose and in compliance with applicable law, including ONCA and any applicable regulatory requirements.
1.4 Nature of Activities
The Corporation may develop and deliver programs, conduct educational and outreach activities, engage in fundraising, receive donations, and collaborate with public, private, and non-profit sector partners in furtherance of its purpose.
All such activities shall remain non-partisan and shall be conducted in a manner consistent with the Corporation’s legal and charitable obligations.
1.5 Interpretation of Purpose
The purpose of the Corporation shall be interpreted broadly but always in a manner consistent with its charitable objectives, these bylaws, and applicable law. No provision of this Article shall be interpreted as granting governance authority to any member or membership class beyond what is expressly set out in these bylaws or required under ONCA.
1.6 Compliance Priority
Where any provision of these bylaws conflicts with ONCA or other applicable law, the applicable law shall prevail and the Corporation shall operate in compliance with such law.

ARTICLE II — MEMBERSHIP
2.1 Classes of Members
The Corporation shall have two classes of members known as the Mission Stewardship Class and the Community Class.
Membership in the Corporation confers only the rights expressly set out in these bylaws or required under ONCA and does not confer any authority to manage, direct, or supervise the operations of the Corporation, which remain the responsibility of the Board of Directors.
2.2 Mission Stewardship Class
The Mission Stewardship Class is a special voting membership class established under ONCA to safeguard the Corporation’s mission, purpose, and structural integrity.
Members of the Mission Stewardship Class shall have voting rights only in respect of Reserved Member Matters as defined in Section 2.3.

The Mission Stewardship Class shall not have any authority to manage, direct, supervise, or interfere with the operations of the Corporation or the fiduciary duties of the Board of Directors. The Mission Stewardship Class shall consist of the following members: i. Joyce Faluyi; ii. Tony Fantauzzi. Additional members may be appointed in accordance with this Article, up to a maximum of ten members, subject to Board-approved eligibility criteria, conflict of interest requirements, and applicable law.

Membership in the Mission Stewardship Class does not confer any right to appoint, remove, or direct Directors or Officers of the Corporation.

2.3 Reserved Member Matters

The Mission Stewardship Class shall have authority to vote only on the following Reserved Member Matters:

Any amendment to these bylaws that materially affects the Corporation's membership structure, governance framework, or Reserved Member Matters.

Any change to the Corporation's mission, purpose, or charitable objects.

Any amalgamation, merger, dissolution, or liquidation of the Corporation.

Any sale, transfer, or disposition of substantially all of the Corporation's assets.

Any matter that is expressly required under ONCA or these bylaws to be approved by members.

2.4 Community Class

The Community Class consists of individuals who participate in the Corporation's programs and engagement activities and provide feedback and advisory input.

Community Class members do not constitute a governing body under ONCA and do not have voting rights in respect of governance or Reserved Member Matters, except where expressly permitted under Board policy consistent with ONCA.

Community participation is intended to support community engagement, program feedback, and mission alignment.

2.5 Admission, Suspension, and Termination of Membership

Admission, suspension, and termination of Community Class members shall be governed by policies established by the Board of Directors.

Admission of members to the Mission Stewardship Class shall be conducted in accordance with criteria established by the Board of Directors and recorded in the Corporation's official membership register.

Membership in either class may be subject to suspension or termination in accordance with Board-approved policies, these bylaws, and applicable law.

2.6 Voting and Quorum

Each member of the Mission Stewardship Class shall be entitled to one vote on Reserved Member Matters.

Quorum for meetings of the Mission Stewardship Class shall be a majority of its members.

Except where a higher threshold is required under ONCA or these bylaws, Reserved Member Matters shall be decided by a majority vote of the members present and voting.

Community Class members shall not have voting rights in governance matters unless expressly provided under these bylaws or Board-approved policy consistent with ONCA.

2.7 Conflict of Interest

All members shall disclose any actual or potential conflict of interest in accordance with applicable law and Board-approved policies.

Members with a material conflict of interest shall not participate in discussions or voting on matters in which the conflict exists, where required by law or policy.

2.8 Legal Authority of Members

For greater certainty, membership in the Corporation does not confer any authority to manage, operate, or control the Corporation.

The Board of Directors remains the sole governing body of the Corporation and retains full fiduciary responsibility for the affairs of the Corporation, except where member approval is expressly required under ONCA or these bylaws.

ARTICLE III — BOARD OF DIRECTORS AND GOVERNANCE

3.1 Authority of the Board

The Board of Directors is the legal governing body of the Corporation under the Ontario Not-for-Profit Corporations Act, 2010 ("ONCA"). The Board is responsible for the management and supervision of the affairs of the Corporation, including financial oversight, operational governance, staffing, compliance, and implementation of the Corporation's strategic direction. Directors owe fiduciary duties to act in good faith, with care, diligence, and in the best interests of the Corporation at all times.

3.2 Composition of the Board

The Board shall consist of not fewer than three (3) and not more than ten (10) Directors. The Founder shall serve as a Director and may concurrently hold an officer role, including Chief Executive Officer, subject to appointment and removal in accordance with these bylaws and applicable law.

3.3 Appointment and Term of Directors

Directors shall be elected or appointed by the members in accordance with ONCA and these bylaws. Directors shall serve for a term determined by the members unless otherwise specified in Board policy or resolution, and may be re-elected or re-appointed.

3.4 Removal of Directors

A Director may be removed from office by ordinary resolution of the members entitled to vote, where permitted under ONCA. Any removal process shall include procedural fairness, including written notice of the proposed removal and a reasonable opportunity for the Director to respond. Removal shall be effective upon approval of the required resolution or at such time as specified therein.

3.5 Duties and Powers of the Board

The Board shall have full authority over all operational, financial, staffing, and strategic matters of the Corporation, except where ONCA or these bylaws expressly require member approval. The Board may delegate authority to officers or committees but remains ultimately responsible for governance oversight.

ARTICLE IV — OFFICERS AND FINANCIAL MANAGEMENT

4.1 Officers of the Corporation

The Corporation shall have a President and Chief Executive Officer, a Treasurer or Chief Financial Officer, and a Secretary, and may appoint a Chair of the Board where deemed necessary. Officers may, but are not required to, be Directors.

4.2 Appointment and Removal of Officers

Officers shall be appointed and may be removed by resolution of the Board of Directors at any time, subject to applicable law and any contractual obligations. Any removal shall be conducted in a procedurally fair manner, including notice and opportunity to respond.

4.3 President and Chief Executive Officer

The President and Chief Executive Officer is responsible for the day-to-day management and operational execution of the Corporation in accordance with Board-approved strategy, policies, and budgets. The CEO does not have authority to override Board decisions or fiduciary governance responsibilities.

4.4 Treasurer or Chief Financial Officer

The Treasurer or Chief Financial Officer is responsible for maintaining financial records, preparing reports, ensuring compliance with applicable financial standards, and supporting budgeting and audit processes. The CFO operates under Board oversight.

4.5 Financial Authority and Controls

The Board retains ultimate authority over financial governance, including approval of budgets, financial policies, and major expenditures. Officers may act only within delegated financial limits established by the Board. All financial transactions shall be subject to appropriate internal controls, including segregation of duties and dual authorization requirements.

4.6 Audit and Financial Oversight

The Corporation shall maintain adequate financial controls and may undergo internal or external audit as determined by the Board. Audit findings shall be reviewed by the Board and addressed in accordance with applicable governance and regulatory standards.

ARTICLE V — LEGAL, COMPLIANCE AND GOVERNANCE OVERSIGHT

5.1 Compliance Framework

The Corporation shall comply with all applicable laws, including ONCA and relevant regulatory requirements. The Board is responsible for ensuring that appropriate compliance systems are in place and functioning effectively.

5.2 Fiduciary Duties

All Directors and Officers must act in accordance with their fiduciary duties, including the duty of care and duty of loyalty, and must act in the best interests of the Corporation at all times.

5.3 Risk Management

The Corporation shall maintain appropriate systems for identifying and managing operational, financial, legal, and reputational risks. The Board is responsible for overseeing the effectiveness of such systems.

5.4 Governance Documentation

The Corporation shall maintain accurate records including minutes, financial statements, registers, policies, and other governance documents required under ONCA or Board policy.

5.5 Public Communications

The Board may designate authorized spokespersons. Public communications shall be consistent with the Corporation's mission, values, and legal obligations.

5.6 Indemnification and Insurance

The Corporation may indemnify Directors, Officers, and authorized representatives to the extent permitted by ONCA, provided they act in good faith and within authority. The Corporation may also maintain Directors and Officers insurance as determined by the Board.

5.7 Role of Advisory Input
Advisory input from membership bodies, including the Mission Stewardship Class, may be considered by the Board but does not override fiduciary duties, legal obligations, or Board authority under ONCA.

ARTICLE VI — DONATIONS, RESTRICTED FUNDS, AND GIFT MANAGEMENT

6.1 Purpose
This Article governs the receipt, restriction, management, and reporting of donations and charitable funds to ensure compliance with ONCA, CRA requirements, and generally accepted nonprofit financial standards.

6.2 Gift Acceptance
The Corporation may accept gifts, donations, or contributions only where they align with its charitable purposes and do not compromise legal compliance, fiduciary obligations, or governance independence. The Board retains final authority to accept or decline any gift.

6.3 Restricted Funds
Restricted funds are donations designated by donors for specific purposes. Such funds shall be tracked separately and used solely for their intended purpose unless otherwise permitted by donor consent or legal requirement.

6.4 Administration of Restricted Funds
The Chief Financial Officer shall maintain accurate records of all restricted funds, including receipts, expenditures, and remaining balances. Restricted funds must be managed in accordance with donor intent and applicable accounting standards.

6.5 Use and Reallocation
Restricted funds shall not be reallocated except where donor consent is obtained or where permitted by law and approved by the Board. Where donor intent cannot be fulfilled, the Corporation shall take reasonable steps to consult the donor or apply funds to a similar charitable purpose consistent with legal requirements.

6.6 Reporting and Oversight
The CFO shall provide regular financial reports to the Board, including updates on restricted funds. Annual financial statements shall reflect all restricted and unrestricted funds in accordance with applicable standards.

6.7 Audit Requirements
The Corporation shall maintain sufficient financial controls to ensure accountability. The Board may require internal or external audits at its discretion.

6.8 Donor Restrictions and Compliance
All donor restrictions must be clearly documented and adhered to. The Corporation shall not accept any donation that imposes unlawful, unethical, or governance-compromising conditions.

ARTICLE VII — FUNDING ACCEPTANCE POLICY

7.1 Purpose
This Article establishes the Corporation's framework for evaluating, accepting, managing, and declining funding. The purpose is to ensure all funding aligns with the Corporation's charitable objects, complies with applicable law including ONCA and CRA requirements, and does not compromise governance independence or fiduciary duties of the Board of Directors.

The Board of Directors retains final authority over all funding decisions.

7.2 Permitted Sources of Funding

The Corporation may accept funding from government programs, private donations, philanthropic contributions, fundraising activities, sponsorships that do not compromise charitable status, program-related revenue, and any other lawful funding sources approved by the Board.

No funding source shall be accepted unless it is consistent with the Corporation's mission, legal obligations, and governance requirements.

7.3 Conditions for Acceptance

All funding must align with the Corporation's charitable objects, mission, and applicable legal obligations.

The Corporation shall not accept funding that requires unlawful conduct, compromises charitable status under CRA rules, creates unmanaged conflicts of interest, or materially undermines Board fiduciary independence.

The Board may require due diligence review before accepting any significant or complex funding arrangement.

7.4 Restricted or Conditional Funding

Restricted or conditional funding may be accepted where the restriction is clearly documented in writing and is consistent with the Corporation's charitable purpose.

All restricted funds shall be governed in accordance with Article VI. The Board retains authority to determine whether restrictions are operationally feasible and legally compliant prior to acceptance.

7.5 Funding Approval Authority

The Board of Directors has exclusive authority to accept or decline funding.

Officers may review and recommend funding opportunities within limits established by Board policy. No funding agreement shall be binding unless formally approved under Board procedures.

7.6 High-Risk Funding Arrangements

High-risk funding includes large grants, multi-year commitments, funding with significant compliance obligations, or funding that introduces reputational or governance risk.

Such arrangements require enhanced review and explicit Board approval. The Board may seek external legal or financial advice prior to approval where appropriate.

7.7 Ethical and Mission Alignment Review

The Corporation shall assess all funding for alignment with mission, values, and long-term sustainability.

Funding that introduces material ethical, reputational, or governance risk may be declined at the discretion of the Board.

7.8 Advisory Input

Advisory input may be sought from members of the Mission Stewardship Class regarding mission alignment, fundraising strategy, or governance considerations.

Such input is advisory only and does not constitute approval authority and does not override Board fiduciary responsibilities.

7.9 Compliance and Documentation

All funding agreements must be documented in writing and maintained in corporate records.

The CFO is responsible for ensuring proper financial recording, reporting, and reconciliation of all funding received.

7.10 Reporting and Transparency

The CFO shall provide regular financial reports to the Board regarding funding sources, conditions, and compliance obligations.

Funding activity shall be reflected in annual financial statements in accordance with ONCA and CRA requirements.

7.11 Limitation of Authority

No officer, Director, or membership class may independently bind the Corporation to funding arrangements outside Board-approved authority.

All funding decisions must remain consistent with fiduciary duties of the Board and applicable law.

ARTICLE VIII — STAFFING AND MANAGEMENT

8.1 General Principle

The Corporation may engage employees, contractors, consultants, and volunteers to support its mission. All staffing decisions shall comply with applicable employment, human rights, and tax laws.

The Board of Directors retains ultimate oversight authority over staffing governance.

8.2 Staffing Authority

The Board shall approve staffing structures, compensation frameworks, and overall HR policies. Officers may implement staffing decisions within Board-approved budgets and policies.

8.3 Hiring Process

Hiring shall be conducted through fair, transparent, and merit-based processes consistent with applicable law and organizational needs.

Final hiring decisions must remain within Board-approved financial and governance limits.

8.4 Executive Leadership Role

Where an executive officer is appointed, including the President or Chief Executive Officer, that individual may oversee operational staffing and recruitment within Board-approved parameters. All executive compensation requires Board approval.

8.5 Temporary Staffing Authority

In urgent circumstances, executive leadership may make temporary staffing decisions where delay would materially impact operations, legal compliance, or safety.

Such decisions must be documented and reported to the Board for ratification.

8.6 Volunteers

Volunteers may be engaged at the discretion of the Corporation and do not create employment relationships unless formally converted into paid roles.

8.7 Conduct Standards

All staff and volunteers must comply with applicable codes of conduct, anti-discrimination standards, confidentiality obligations, and organizational policies.

Violations may result in disciplinary action consistent with Board-approved policies and applicable law.

8.8 Oversight

The Board retains responsibility for HR governance, including oversight of senior leadership structure and compliance systems.
Advisory input from membership classes does not override Board authority.

ARTICLE IX — MISCELLANEOUS

9.1 Fiscal Year

The fiscal year of the Corporation shall be determined by resolution of the Board of Directors.

9.2 Execution of Documents

Legal documents, contracts, and agreements may be executed by individuals authorized by Board resolution.
The Board may establish signing authority policies and financial thresholds.

9.3 Banking and Financial Arrangements

All banking arrangements shall be established in the legal name of the Corporation and governed by Board-approved financial controls.
Authorized signing officers shall be determined by the Board.

9.4 Corporate Notices

Notices may be delivered electronically or by other methods permitted under ONCA and shall be deemed received in accordance with applicable law or Board policy.

9.5 Interpretation

Headings are for convenience only and do not affect interpretation. Any ambiguity shall be resolved in a manner consistent with ONCA and the best interests of the Corporation.

9.6 Severability

If any provision is found invalid or unenforceable, the remaining provisions shall continue in full force and effect.

9.7 Transition

All prior governance practices shall be interpreted consistently with these bylaws and applicable law.

ARTICLE X — BYLAW AMENDMENT AND APPROVAL

10.1 Authority to Amend

These bylaws may be amended, repealed, or replaced by resolution of the Board of Directors in accordance with ONCA.

10.2 Member Approval

Where required under ONCA or these bylaws, amendments shall also require approval of members.

10.3 Reserved Member Matters

The Mission Stewardship Class may exercise approval rights only where expressly stated in these bylaws, including amendments affecting membership rights, governance structure, mission or charitable objects, or dissolution and amalgamation.
Such rights shall not override Board fiduciary duties under ONCA.

10.4 Filing and Effectiveness

Amendments become effective only after proper approval under ONCA and any required regulatory filings.

ARTICLE XI — GENERAL GOVERNANCE PROVISIONS

11.1 Fiscal Year
The fiscal year shall be determined by the Board of Directors.

11.2 Execution of Documents
Documents may be executed by authorized individuals as determined by Board resolution.

11.3 Banking
Banking arrangements shall be governed by Board-approved financial controls and signing authority policies.

11.4 Notices
Notices may be delivered electronically or by any lawful method under ONCA.

11.5 Interpretation
These bylaws shall be interpreted in a manner consistent with ONCA and fiduciary duties of Directors.

11.6 Severability
Invalid provisions shall not affect the validity of the remaining bylaws.

ARTICLE XII — COMMITTEES

12.1 Establishment
The Board may establish standing or ad hoc committees to support governance and operations.

12.2 Types of Committees
Committees may include governance, finance, audit, fundraising, programs, or risk and compliance committees.

12.3 Appointment
Committee members may include Directors, officers, staff, volunteers, or external advisors as determined by the Board.

12.4 Authority
Committees operate in an advisory capacity unless formally delegated authority by the Board. No committee may override Board authority under ONCA.

12.5 Reporting
All committees shall maintain records and report regularly to the Board.

12.6 Dissolution
The Board may dissolve or restructure any committee at its discretion.

CERTIFICATION AND ADOPTION

These bylaws were duly adopted by resolution of the Board of Directors of Active Leaders of Love (ALL) on **November 15, 2025**, in accordance with the Ontario Not-for-Profit Corporations Act (ONCA) and the governing documents of the Corporation.