



COMMUNITY  
**YWCA**  
MUSKOKA

YWCA Muskoka

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# Constitution & Bylaws

Revised April 2018

*Passion*

*Possibility*

*Choice*



# **COMMUNITY YWCA OF MUSKOKA**

## **COMMUNITY YWCA OF MUSKOKA**

### **CONSTITUTION**

#### **ARTICLE I - Name**

This organization shall be called the Community Young Women's Christian Association of Muskoka and is referred to in this Constitution and its bylaws as the Association.

#### **ARTICLE II - Mission**

Our Mission is to offer programs and opportunities to enrich the mental, spiritual, physical and emotional wellbeing of women and girls in our unique Muskoka community, and to empower them to reach their full potential.

#### **ARTICLE III - Guiding Principles**

1. The Association's Board of Directors and staff are committed to the Association's Mission. The Board of Directors will make policies, which are consistent with that Mission, and the staff will administer those policies accordingly.
2. The Association will provide accessible services and program opportunities throughout Muskoka in order to meet the changing needs at women and their families.
3. The Association will develop appropriate partnerships locally, nationally and internationally to meet the needs of all parts of our community.
4. The Board of Directors of the Association should represent the diversity of Muskoka.

#### **ARTICLE IV - Affiliations**

The Association will be affiliated with the YWCA of Canada and through this affiliation will be a part of the World Young Women's Christian Association.

#### **ARTICLE V - Head Office**



The Association's Head Office will be in the District of Muskoka at a place determined by the Board of Directors.

#### **ARTICLE VI - Amendments**

The Constitution of the Association may be amended by a three-fourths (3/4) vote of those present in person or by proxy who are entitled to vote at an Annual General Meeting or a Special Meeting of the Members provided that:

1. a resolution to amend the Constitution has been duly moved, seconded and carried by a simple majority of Directors present at a regular or special meeting of the Directors.
2. such resolution to amend the Constitution has been submitted for approval to the Secretary of the YWCA of Canada not less than thirty(30) days prior to the date of the Annual General Meeting or Special Meeting of Members at which the amendment is to be submitted for ratification; and
3. the members of the Association have been notified in writing twenty-one (21) full days prior to the meeting of the date, place and purpose of the Annual General meeting or Special Meeting of Members, and of the text of the resolution to amend the Constitution.
4. the amendment to the Constitution is submitted to the Ministry of Consumer and Corporate Affairs.

#### **ARTICLE VII - Bylaws**

The Association may enact bylaws for the purpose governing its affairs. All members, staff and directors of the Association will carry out their obligations and responsibilities in accordance with those bylaws.

# **COMMUNITY YWCA OF MUSKOKA**

## **BYLAWS**

### **ARTICLE I - MEMBERSHIP**

#### **A. Membership**

##### **1. Members**

Members of the Association shall be all persons who support the Purpose and Mission of the Association and meet the terms and conditions of membership. The board will establish and periodically review the terms and conditions of membership.

##### **2. Voting Members**

Voting members of the Association are members 18 years of age and older who support the Mission of the Association and meet the terms and conditions of membership.

#### **B. Categories of Membership**

##### **1. General Membership**

General Members are those members with voting privileges who support the Mission of the Association and meet the terms and conditions of membership.

## 2. Honorary Life Member

Honorary Life Member of the Association shall be a person who has rendered notable service to the Association and upon whom this honour is conferred by the membership upon recommendation of the Board.

Membership shall be subject to the approval of the Board of Directors, who may establish additional categories with conditions of membership and responsibilities.

### C. **Rights and Responsibilities**

1. All Association Members:
  - a. shall be kept informed of Association affairs.
  - b. are entitled to notification of and attendance at the Annual General Meeting or Special Association Meetings.
  - c. have the right and responsibility to advise and inform the board on matter of concern to the Association.
  
2. Voting Members of the Association:
  - a. are entitled to vote at the Annual General Meeting and Special Association meetings,
  - b. shall elect board members who accept the responsibility for the furthering of the Association's Mission.
3. Are eligible for election to the board subject to Article III.

### D. **Term of Membership**

The term of membership shall be determined according to the Membership Policy and Procedure established by the board.

### E. **Termination of Membership**

1. Any member may resign by written notice to the Board or by nonpayment of dues.
2. Any member whose conduct is considered detrimental to the Association may be expelled by a resolution passed by the two-thirds (2/3) vote of Board members, where the quorum is seventy-five (75) percent of the Board. The member shall be notified in writing by the President thirty (30) days prior to the meeting and shall have the opportunity to make presentation thereat.

### F. **Transfer of Membership**

Any person holding a comparable membership from an accredited YWCA wishing to transfer that membership shall have that request honoured.

## **ARTICLE II - MEMBERSHIP MEETINGS**

### **A. Annual General Meeting**

1. Date – The AGM of the YWCA shall be held in the district of Muskoka as soon as possible after the end of the fiscal year and, no more than 4 months after the end of the fiscal year.
2. Notice – All members shall be notified of the AGM, at least 14 days prior to the meeting. Notice of the meeting shall include the agenda, time, and place of the meeting, the slate of nominees to the Board and the nominees to the nominating committee. The meeting time and place shall be publicly advertised not less than 14 days prior to the meeting. The accidental omission to give notice of a meeting to, or nonreceipt of a notice by, any members entitled to receive notice does not invalidate proceedings at that meeting.
3. Purpose – Rules of order shall be established.
  - a. Reports on the work and affairs of the YWCA shall be received.
  - b. The financial statements and the report of the auditor thereon shall be approved.
  - c. Directors shall be elected
  - d. Auditor of the ensuing year shall be appointed
  - e. Election of nominating committee
  - f. Any other business deemed appropriate by the Board of Directors may be conducted.
4. Quorum
  - a. A quorum at the Annual General Meeting shall be the number of members equal to twice as many Board members plus one, present in person or by proxy.
5. Voting
  - a. Every question shall be decided by a simple majority vote cast by the members present or represented by proxy unless otherwise indicated by the bylaws. A member of good standing who is present at the meeting is entitled to one vote. Each member may hold only one proxy.
6. Chairperson
  - a. The Chair of the Board, Vice Chair, or in the absence of both, one of the Directors shall preside as Chairperson of the AGM
  - b. If there is no Chair of the Board, Vice President or other Director present within 15 minutes after the time appointed for the meeting, or they are unwilling to act as Chairperson, the members present shall choose one of their number to be Chairperson.

- c. The chairperson may not propose a motion.
- d. In case of an equality of votes, the Chairperson shall not have a casting vote or second vote in addition to the vote to which they may be entitled as a member and the proposed resolution shall not pass.

## **B. General Membership Meetings**

Other gatherings of members from time to time as deemed appropriate shall be called by the Directors or the Members.

## **C. Special Membership Meetings**

A special membership meeting may be called at any time upon resolution by the board or by the President upon the written request of 10~ or more of the voting members of the organization or by any 3 or more Directors.

1. Notice – notice of the special membership meeting shall specify the place, date and hour of the meeting and shall specify the business to be brought before the meeting and no business shall be transacted except as specified in the notice.
2. The accidental omission to give notice of a meeting to, or non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
3. Notice of the meeting shall be given to every member shown on the register of members on the day notice is given not less than 14 days prior to the meeting.
4. Quorum - same as the AGM section
  - i. Voting –same as the AGM section
  - ii. Chairperson – same as the AGM Section.

## **ARTICLE III - BOARD OF DIRECTORS**

### **A. Composition**

1. Number: The Board of Directors shall comprise not less than 6 and not more than 12 voting members of the Association as elected at the Annual General Meeting.
2. Representation: The Directors shall be comprised of not more than 20% male.
3. The Executive Director of the Association will have an advisory, non-voting position without election. The Past-Chair of the Board will have an advisory, non-voting position without election.

### **B. Term**

1. Eligible voting members can be elected to the Board for a single term of two years with consecutive re-election for a maximum of two (2) additional two-year terms.
2. Past-Chair of the Board is an ex-officio member for one term.
3. A Director who has served the maximum number of consecutive terms is eligible for re-election after an absence of one full year.
4. Article 111(B)(1) and (2) shall not apply where a Director holds the office of Vice-Chair or Chair of the Board. The Director shall be entitled to serve the term of Vice-Chair in accordance with Article IV, up to the maximum of 3 years and/or serve the term of President in accordance with Article IV, up to the maximum of 3 years, even if the total number of years the Director serves on the Board would exceed 6 years.
5. The first year election will witness one-half of the board nominees elected for three years and one-half of the board nominees elected for two years. Subsequently each term will be two years.
6. The board may extend these time frames by board approval.

**C. Resignations, Vacancies, Absences, and Terminations**

1. Any director may withdraw from the board by notice in writing to the Chair of the Board.
2. Board members may be appointed to the Board if:
  - A vacancy exists on the Board.
  - The nominee is a voting member of the Association.
  - The nominations committee has recommended the nominee.
  - A majority of the board supports the motion.
  - The requirements of section III-A have been satisfied.
  - The term of office for any appointed board member shall end at the date of the next annual meeting. Such term shall not be deemed the initial term of such a member as a Board member and shall not be taken into consideration for the purposes of determining such members' eligibility for re-election to the Board.
3. A member of the Board of Directors ceases to hold office if two consecutive meetings of the Board of Directors are missed without presenting to the Board sufficient reason for the absence.
4. Membership on the Board of Directors may be suspended or terminated for just cause by a two-thirds (2/3) vote of the Board of Directors. The Board member shall be notified in writing of the pending action and shall be given the Opportunity of making a presentation to the Board.



#### **D. Responsibilities**

The Board shall:

1. be accountable to the membership for ensuring that the Mission and Purpose is being furthered through responsible leadership and management, effective planning and evaluation, and sound fiscal management;
2. when appropriate, employ an Executive Director or acting Executive Director to manage the affairs of the Association;
3. approve an annual Association budget
4. use all the reasonable efforts to secure, or cause to be secured, the human and financial resources necessary for the participation of the Association in any area, regional national or international meetings that might benefit the YWCA movement as a whole;
5. keep the membership informed of important developments regarding the Association and from time to time seek the guidance of members on policy decisions affecting the Association, and;
6. ensure that adequate insurance coverage for the Association is maintained.
7. The Directors shall serve without remuneration and no director shall, directly or indirectly, receive any profit from their position, provided that a director may be reimbursed for reasonable expenses incurred by them in performance of their duties.
8. individual Board Members shall:
  - a) adequately inform themselves on all matters before the Board.
  - b) immediately declare any conflicts of interest and abstain from discussion or voting on any matter where any conflict of interest would arise, and;
  - c) adhere to the bylaws and other governing policies of the Association.

#### **E. Authority**

The Board shall have the authority:

1. to cause the Association to conduct the business of the Association in a manner not inconsistent with the Purpose and Mission. Such business may include, without limitation:
  - a. acquisition, management and disposition of assets; and the incurring of liabilities
  - b. from time to time, to authorize such of the officers, board members and Association staff, as the Board may deem fit, to sign contracts and any obligations and securities for the payment of money by the Association.

#### **F. Meetings**

The Board shall schedule and hold annually at least eight (8) regular Board meetings at agreed upon times and places.

1. If a quorum of Directors is present, each newly elected or appointed Board may, without



- notice, hold its first meeting immediately following the annual general meeting. In the event that a quorum is not present or an immediate meeting is not feasible, the first meeting will be held as soon as possible for the purpose of electing the Officers of the Association. The chair of the meeting shall be a member of the board who was a member of the nominating committee. If there is more than one such member, the Chair of the Board shall determine which of these members shall chair the meeting.
2. Other board meetings may be called by the Chair of the Board, provided board members receive notice of the date, time, place and purpose at least forty-eight (48) hours prior to the meeting.
  3. Quorum for the meeting of the Board shall be fifty (50) percent plus one (1) of the membership of the Board.
  4. A simple majority of the Board members present is sufficient to carry all motions.
  5. The Chair of the Board or any chair of the meeting appointed by the Chair of the Board is responsible for the orderly conduct and control of the Board meeting and has only one vote.
  6. All Association members are entitled to attend the board meeting, except when stipulated by a majority of board members as a closed meeting. Non-members may attend only at the invitation of the Chair of the Board.
  7. At the discretion of the Chair of the Board, a board member may participate in a board meeting by means of such telephone or other communication facilities that permit all persons participating in the meeting to hear each other. A Board member participating in such a meeting by such a means is deemed to be present at the meeting.
  8. The board may establish a procedure for polling between board meetings when board action is required on pressing matters in between meetings. Any actions carried out through this process will be carried forward and reported at the next board meeting.
  9. In the event of an emergency, as determined by the Chair of the Board, the Chair of the Board may convene a meeting of at least two officers and one other Board member and such Board members shall have the authority to act on behalf of the Board. Notice of the action taken as the result of such a meeting shall be sent to all Board members not later than seven (7) days after such a meeting.
  10. A meeting of the board must be called by the Chair of the Board upon the receipt of a written request which states the purpose of the meeting and is signed by at least five (5) Board members.

## **Article IV - OFFICERS OF THE ASSOCIATION**



**A. Election and Term:**

The Board of Directors shall annually or oftener as may be required, elect the following officers: Chair of the Board, Vice-Chair, Secretary and Treasurer. The Officers shall be Board members and shall be elected at a meeting immediately following the annual general meeting. The term of office shall be one year, allowing a maximum of 3 years in the same office, with the exception of Secretary or Treasurer. Only one (1) of the four (4) offices may be held by a man.

**B. Chair of the Board**

There shall be a Chair of the board who presides at meetings of the board and membership meeting; appoints the chairpersons of committees with the exception of the nominating committee; is ex officio at committee meeting and performs all duties which usually pertain to such office. The Chair of the Board, at their discretion, may designate any of their functions to other directors

**C. Vice-Chair:**

There shall be a Vice-chair who shall carry out the duties of the Chair of the Board if the Chair of the Board is unable to do so.

**D. Secretary:**

There shall be a secretary who shall ensure that notice of meetings, minutes of and attendance at meetings be given and kept. They shall also ensure that such meetings are conducted according to the bylaws and that said bylaws are reviewed and amended when needed

**E. Treasurer:**

There shall be a treasurer who works collaboratively with the president and the executive director to support the board in achieving its fiduciary responsibilities.

**ARTICLE V - EXECUTIVE DIRECTOR**

1. The Board shall, when appropriate, employ an Executive Director who shall be the administrative head of staff.
2. The Executive Director shall be an ex-officio member of all committees and task forces.
3. The Executive Director shall be responsible for the general management of the Association and the fulfillment of its Mission.

**ARTICLE VI - COMMITTEES OF THE ASSOCIATION**

1. **Board Committees**

The Board may establish committees from time to time to assist the Board in meeting its responsibilities.

**A. Authority, Composition and Term**

Board Committees may advise the Board but may not act on behalf of the Board or enter into any contracts or obligations or make representation on behalf of the Association or represent themselves to the community as having the authority to act on behalf at the Association, unless such authority is specifically delegated by the Board.

**B. Mandate**

Each Board committee shall have a clearly stated mandate outlining its purpose, functions and reporting responsibilities.

C. Board committees may be comprised of members of the Association and other persons from the community.

D. Each Board committee shall be chaired by a board member.

E. The Chair of the Board and the Executive Director shall be ex-officio members of all Board committees. The Executive Director is without vote.

F. The term of all Board committees shall end at the date of the next annual general meeting unless otherwise specified by the Board.

**II. Standing Committees**

There shall be the following standing committees:

Nominating committee

Governance Committee

Finance Committee

Human Resources Committee

Fund Development and Communications Committee

**III. Nominating Committee**

The Nominating Committee shall consist of the Chair of the Board, two other members of the board, and 2 voting members of the association.

B. The Executive Director shall be a member of the nominating committee ex-officio, without vote.

C. The chairperson of the Nominating Committee shall be appointed by the board.

D. The term of office shall be for one (1) year or until the next AGM, whichever comes first. Nominating Committee spots from the voting members shall be elected annually by the

Membership at the annual general meeting. The Board may appoint members to the Nominating Committee when vacancies occur using the composition formula outlined in III.A.

E. The nominating committee shall meet when there is a vacancy on the Board or at the direction of the Board.

## **ARTICLE VII - AMENDMENT OF THE BYLAWS**

1. Bylaws of the Association may be rescinded, altered or added to by approval by the Board of Directors followed by a resolution passed by a majority at an Annual General Meeting or by an extraordinary resolution passed by a three-fourths (3/4) majority at a Special Meeting of the Association. No revision, alteration or addition shall have any effect until it has been registered by the Ministry of Consumer and Corporate Affairs.

2. Intention to propose a revision, alteration or addition of any Bylaw shall be given in the notice of meeting published or broadcast at least two (2) weeks in advance of the meeting at which the vote on the revision, alteration or addition is to be considered.

3. The resolution to amend the Bylaws of the Association shall be submitted for approval to the Secretary of YWCA Canada not less than thirty (30) days prior to the day of the Annual or Special Association Meeting at which the amendment is to be presented for ratification.

## **ARTICLE VIII - PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert's Rules of Order Newly Revised will govern the YWCA where applicable and when they are consistent with these bylaws and any special rules which the Association may adopt.

## **ARTICLE IX - FISCAL YEAR**

The Fiscal year for the Association shall end on December 31 of each year.

## **ARTICLE X - INDEMNIFICATION OF DIRECTORS, ASSOCIATION OFFICIALS AND AGENTS**

Every Director, Officer, official, employee, volunteer and every member of a Committee and their heirs, executors and administrators and estate and effects respectively shall from time to time and at all times, be indemnified and saved harmless out of the funds of YWCA Muskoka (the Association) from and against:

All costs, charges and expenses whatsoever which such Director, Officer, official, employee, volunteer and every member of a Committee sustains or incurs in or about any action, suit or

proceeding which is brought, commenced or prosecuted against them, for or in respect of any act, deed matter or thing whatsoever, made, done or permitted, in or about the execution of the duties of their office and all other costs, charges or expenses that they sustains or incurs in or about or in relation to the affairs thereof except such costs, charges, or expenses as are occasioned by personal willful neglect or default.

## **ARTICLE XI-DISSOLUTION OF THE ASSOCIATION**

No proceedings of any kind for the dissolution of the Association shall take place unless and until there has been compliance with the procedures of the following section:

### **ASSOCIATION BOARD OF DIRECTORS ACTION**

1. A resolution to dissolve the Association shall be duly moved, seconded and carried by a three-fourths (3/4) vote of the Board of Directors at which no less than fifty (50) percent plus one of the Directors is present.

### **NOTIFICATION**

#### **2. a) Members of the Association**

The members of the Association shall be notified by mail of the resolution of the Board of Directors and of the Annual or Special Association Meeting to be held to deal with such resolution; notice of such meeting including the specific resolution of dissolution to be given to the Members at least thirty (30) days prior to the meeting.

#### **b) YWCA Canada**

The Association shall deliver in writing to the Secretary of the National Association notice of the resolution of the Board of Directors and of the date of the Annual or Special Association Meeting at least thirty (30) days in advance of the meeting.

#### **c) General Public**

The Association shall notify the community served by the head office or branches of the Association of the resolution of the Board of Directors and of the dates of the Annual or Special Association Meeting by advertisement in all regular newspapers in the District of Muskoka.

### **SPECIAL ASSOCIATION MEETING**

3. The resolution of the Board of Directors to dissolve the Association shall be presented to an Annual or Special Association Meeting. It shall receive an affirmative three- fourths (3/4) vote of those present in person or by proxy in order to take effect.

4. The Board of Directors, on behalf of the Association, shall strike an arbitration committee of three to five (3-5) persons to determine the manner in which the assets shall be distributed to one

or more recognizable charitable organizations in Canada.



## Appendix I

### **Procedure for Email Polling between Board meetings**

*This procedure assumes the email is taking the place of a Board meeting and all discussions of the matter are shared among all Directors and the Executive Director using the 'reply all' function.*

1. The Chair or Executive Director informs the other party of the need to initiate a consultation with the full Board between meetings on a matter considered important to the organization via email.
2. The Chair authorizes the Executive Director to start the email discussion on the pertinent matter. If the Executive Director is unable to manage the conversation for any reason the Chair or Vice-Chair will assume this responsibility.
3. All responses will be shared with all Directors and the Executive Director using the "reply all" function.
4. The Chair or Executive Director will inform the Board of the results of the discussion which may or may not involve a formal motion.
5. The conclusion of the discussion including any motions passed will be reported at the first Board meeting taking place after the decision so it can be included in the minutes.
6. Except in an extraordinary situation a minimum of four working days will be allowed for the Board to make its final decision.
7. Participation by a quorum is required for decision making via email between meetings as per the corporate bylaws.
8. A record of the email consultation will be kept by the secretary and a copy kept on file in the Executive Director's office.