



BYLAWS

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SECTION 1

INTERPRETATION

1.0 Definitions

In the Bylaws of the Association, unless the context otherwise specifies or requires:

“Association” means the Calgary Young Women’s Christian Association;

“Board” means the board of directors of the Association;

“Bylaws” means these bylaws of the Association;

“Mission” means the mission of the Association as established by the Board from time to time;

“Purpose” means the purpose of the Association as set forth in Article II of the Constitution of the Association; and

“YWCA” means Young Women’s Christian Association.

SECTION 2

MEMBERSHIP

2.0 Members

Members of the Association shall be all who support the Purpose and Mission of the Association and meet the rights and responsibilities of membership as further described in this Clause 2.0.

2.1 Voting Members

Voting members of the Association are women members of eighteen (18) years of age and older.

2.2 Rights and Responsibilities of all Association Members

All members of the Association:

- a. shall be kept informed of Association affairs;
- b. are entitled to notification of and attendance at annual general or special Association meetings; and
- c. have the right and responsibility to advise the Board on matters of concern to the Association.

2.3 Rights and Responsibilities of Voting Members

2.3.1 In addition to the rights and responsibilities enumerated in Section 2.2 above, voting members of the Association:

- a. are entitled to vote at annual general and special Association meetings, provided they have been members of the Association for at least thirty (30) days prior to the date of the meeting;
- b. may, in the event that the voting member is unable to attend the Association meeting, assign his or her proxy to any other voting member who is attending such Association meeting in person, where the manner of registration of proxies shall be determined by the Board;
- c. shall elect to the Board voting members who accept responsibility for furthering the Purpose and Mission; and
- d. are, subject to Section 4.4.1, eligible for election to the Board.

2.4 Renewal of Membership

Renewals received up to thirty (30) days after expiry shall be retroactive to the expiry date. Any membership that has not been renewed within such thirty (30) day extension period shall automatically expire at the end of such period.

2.5 Termination of Membership

2.5.1 The Board by a three-quarters (3/4) vote at a meeting of the Board, may terminate the membership of any person whose membership, in the opinion of the Board, is harmful to the Association.

2.5.2 The member shall be notified in writing by the chairperson thirty (30) days prior to the meeting and shall have the opportunity to make representation thereat.

2.6 Transfer of Membership

Any member of any other association affiliated with the World Young Women's Christian Association may, at the Board's discretion, be granted a membership in the Association until the expiration of their current year's membership in such other affiliated association to a maximum of twelve (12) months.

SECTION 3

ASSOCIATION MEETINGS

3.0 General Procedures

- 3.0.1 All meetings shall be open to the general public unless otherwise specified.
- 3.0.2 A simple majority of voting members present in person or represented by proxy shall be sufficient to carry all motions unless stated otherwise in these Bylaws.
- 3.0.3 Quorum shall be twenty (20) voting members, present in person or represented by proxy.
- 3.0.4 The Association shall make reasonable efforts to provide written notification to all members of the Association, at least thirty (30) days prior to the meeting. Notice shall be posted conspicuously in the Association head office and branches thirty (30) days prior to the meeting.
- 3.0.5 The notice of meeting shall state the date, time, place, purpose and include the agenda and all motions for consideration.
- 3.0.6 In computing the date when notice must be given of a meeting, the date of giving the notice shall be excluded and the date of the meeting shall be included.

3.1 Annual General Meeting

- 3.1.1 The annual general meeting of the Association shall be held within four (4) months of the end of the fiscal year.
- 3.1.2 The purpose of the annual general meeting shall be:
 - a. to receive reports on the work and affairs of the Association including financial statements and auditors' report thereon;
 - b. to elect directors;
 - c. to appoint auditors for the ensuing year; and
 - d. to transact any other business as may be deemed appropriate by the Board.

3.2 Special Association Meetings

- 3.2.1 A special Association meeting shall be called by the Board, or the interim Board, as the case may be, not later than sixty (60) days after the occurrence of any one or in one of the following:
 - a. a majority vote of the Board, or the interim Board, as the case may be; or

- b. receipt by the Board, or the interim Board, as the case may be, of a written request, stating the purpose of the meeting, and signed by at least twenty-five (25) voting members of the Association who support the request.
- 3.2.2 A special Association meeting shall be called by the Board not later than one hundred twenty (120) days after an annual general meeting to transact any unfinished business from such meeting.
- 3.2.4 The purpose of all special Association meetings shall only be those matters so stated in the notice of the meeting.

SECTION 4

BOARD OF DIRECTORS

4.0 Constitution

4.0.1 The Board, all members of which shall have the same rights and responsibilities, shall be constituted of:

- a. not less than ten (10) and not more than fifteen (15) voting members of the Association, the majority of whom were elected at an annual general meeting; and
- b. the current, or acting, chief executive officer who is automatically an ex-officio member of the Board in her capacity as the chief executive officer.

4.1 Interim Board

4.1.1 The existing Board becomes an interim Board if the Board is not properly constituted in accordance with Section 4.0.1. The interim Board shall:

- a. within one hundred twenty (120) days of becoming an interim Board call a special meeting for the purpose of electing directors to the Board to meet the requirements of a properly constituted Board, in accordance with Section 4.6.2;
- b. ensure positions of the required officers of the Association are filled; and
- c. conduct the normal affairs of the Board until the Board is properly constituted.

4.2 Responsibilities

4.2.1 The Board shall:

- a. 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;
- b. employ a chief executive officer or acting chief executive officer to manage the affairs of the Association;
- c. approve an annual Association budget;
- d. use all 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;

- e. 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
- f. ensure that adequate insurance coverage for the Association is maintained.

4.2.2 To ensure that the Board properly discharges its responsibilities, 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.

4.3 Authority

4.3.1 The Board shall have the authority:

- a. 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:
 - i) the acquisition, management and disposition of assets; and
 - ii) the incurring of liabilities; and
- 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.

4.4 Eligibility, Election and Term

4.4.1 To be eligible for election to the Board, a woman must have been a voting member of the Association for at least one (1) day prior to the close of nominations.

4.4.2 Board members shall either be elected at the annual general meeting by voting members of the Association or appointed by the Board in accordance with Section 4.6.2.

4.4.3 The initial elected term shall be for three (3) years and one (1) subsequent term for a three year term.

4.4.4 Subject to Section 4.4.5, Board members are not eligible to stand for re-election after six (6) consecutive years as an elected Board member.

4.4.5 Notwithstanding Section 4.4.4:

- a. a member may on one occasion stand for re-election to the Board to allow her to complete the second year of a two (2) year term as chairperson; and
- b. a voting member who has served on the Board for six (6) consecutive years is eligible for election to the Board for two (2) three (3) year terms after one (1) year off the Board.
- c. upon approval of the Board of Directors and in extenuating circumstances, a member of the Board of Directors may be invited to stand for re-election for a one (1) year term following the expiry of the six (6) consecutive years in order to complete obligations of an unforeseen nature.

4.4.6 Except for the chief executive officer, membership on the Board is voluntary and no remuneration by way of salary or honorarium shall be paid.

4.5 Meetings

4.5.1 The Board shall, from the date immediately following the meeting of the Board referred to in Section 4.5.2 to the next annual general meeting, schedule and hold not less than four (4) regular Board meetings and a sufficient number of meetings to conduct the business of the Association. Notice of time and place shall be given in writing at least twenty-one (21) days prior to such meeting.

4.5.2 In addition to the regular Board meetings referred to in Section 4.5.1:

- a. a meeting of the Board, or the interim Board, as the case may be, shall be held not later than twenty-four (24) hours after each annual general meeting for the sole purpose of electing the officers of the Association. Such meeting shall be conducted in the following manner:
 - i) the chair of such meeting shall be a Board member, or interim Board member, as the case may be, who was a member of the Governance Committee immediately prior to such annual general meeting;
 - ii) in the event there is more than one such Board member or interim Board member, the chairperson-elect shall designate which such member shall chair the meeting; and
 - iii) in the event there is no Board member or interim Board member, as the case may be, who was a member of the Governance Committee immediately prior to the annual general meeting just adjourned and who is available to chair such meeting of the Board or the interim Board, as the case may be, such meeting shall be chaired by the longest serving member of the Board, or the interim Board, as the case may be; and

- b. other Board meetings may be called by the chairperson, provided Board members receive notice of the date, time, place and purpose at least forty-eight (48) hours prior to the meeting.
- 4.5.3 Quorum at Board meetings shall be fifty percent (50%) plus one (1) of the membership of the entire Board.
- 4.5.4 A simple majority of all Board members present is sufficient to carry all motions, including without limitation, any motions in respect of matters requiring Board approval under these Bylaws, unless stated otherwise in these Bylaws.
- 4.5.5 The chairperson, or any chair of the meeting appointed by the chairperson under Section 5.1.1, is responsible for the orderly conduct and control of all Board meetings and, subject to Section 5.5.4, does not vote except in the event of a tie.
- 4.5.6 All Association members are entitled to attend Board meetings except at those times stipulated by a simple majority of the Board members present as being closed, but non-members may only attend Board meetings at the invitation of the chairperson.
- 4.5.7 At the discretion of the chairperson, a Board member may participate in a Board meeting by means of such telephone or other communications facilities that permit all persons participating in the meeting to hear each other, and a Board member participating in such meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates.
- 4.5.8 In the event of an emergency, as determined by the chairperson, the chairperson may convene a meeting of at least two other 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 a result of such meeting shall be sent to all Board members not later than seven (7) days after such meeting.
- 4.5.9 A meeting of the Board must be called by the chairperson upon the receipt of a written request which states the purpose of the meeting and is signed by at least five (5) Board members.

4.6 Resignations, Vacancies, Absences and Terminations

- 4.6.1 A Board member who wishes to resign from the Board shall do so in writing to the chairperson.
- 4.6.2 Board members may be appointed by the Board, or the interim Board, as the case may be, if:
 - a. a vacancy exists on the Board;
 - b. the nominee is a voting member of the Association;

- c. the Governance Committee has recommended the nominee; and
 - d. a majority of the Board, or the interim Board, as the case may be, supports the motion..
- 4.6.3 The term of office for any Board member appointed under Section 4.6.2 shall end at the date of the next annual general meeting. Such term shall not be deemed to be the initial term of such member as a Board member under Section 4.4.3 and shall not be taken into consideration for the purposes of determining such member's eligibility for re-election to the Board under Section 4.4.4.
- 4.6.4 Unless such absence is approved by the Board, a Board member shall be deemed to have resigned from the Board if she is absent from either two (2) consecutive regular Board meetings or fifty percent (50%) of the regular Board meetings in any twelve (12) month period.
- 4.6.5 The chairperson shall provide the affected Board member with written notice of her deemed resignation no later than thirty (30) days after the deemed resignation takes effect, and shall inform the Board no later than the following regular Board meeting.
- 4.6.6 The affected Board member may request in writing to the chairperson to be reinstated and reinstatement shall be decided upon by a vote of the Board.
- 4.6.7 A leave of absence for a Board member may be approved by the Board if:
- a. the leave of absence is for a period not in excess of one hundred (100) days and does not extend beyond her term; and,
 - b. the Governance Committee and the chairperson recommend acceptance of the leave.
- 4.6.8 A Board member may be suspended or terminated for failure to act in accordance with Board policy by a three quarters (3/4) vote at a Board meeting. The Board member shall be notified in writing of the pending action and shall be given the opportunity to provide information to the Board before the vote is taken.

SECTION 5

OFFICERS OF THE ASSOCIATION

5.0 Election and Term

- 5.0.1 Officers shall be Board members and shall be elected at the Board meeting immediately following the annual general meeting. Officers shall be comprised of: a chairperson, one or more vice-chairperson(s), a secretary and a treasurer. Subject to her re-election by the Association membership, the chairperson shall be elected for a two (2) year term, and shall not be re-elected for a further term. The other officers shall be elected for a two (2) year term and may be re-elected for not more than one (1) further consecutive one (1) year term.
- 5.0.2 Officers of the Association shall serve on a voluntary basis and no remuneration by way of salary or honorarium shall be paid.

5.1 Chair

- 5.1.1 The Chairperson shall:
- a. subject to Section 4.5.2 (a) and Section 5.5.1, chair or assign a Board member to chair all Board and Association meetings;
 - b. appoint, after consultation with the Board at a Board meeting, the chairs of all Board committees;
 - c. be an ex-officio member on all Board committees;
 - d. perform all other duties required.

5.2 Vice-Chair

- 5.2.1 There shall be a minimum of one (1) and a maximum of three (3) vice-chairpersons.
- 5.2.2 If there is more than one (1) vice-chairperson, the vice-chairpersons shall be designated as first vice-chairperson, second vice-chairperson and third vice-chairperson.
- 5.2.3 The vice-chairpersons, in order of precedence, shall perform the duties of the chairperson in the event the chairperson is unable to act.
- 5.2.4 Vice-chairpersons shall perform such other duties as are delegated from time to time by the chairperson.

5.3 Secretary

5.3.1 The secretary shall ensure:

- a. all minutes of all meetings of the Association and the Board are accurately recorded, and properly circulated and maintained;
- b. accurate attendance records are kept of such meetings;
- c. all meetings of the Association and the Board are conducted in accordance with the Bylaws; and,
- d. the Bylaws are reviewed and amended when required.

5.4 Treasurer

5.4.1 The treasurer shall advise the Board on:

- a. the adequacy of the financial policies of the Association;
- b. the formulation of financial policies; and,
- c. the Association's compliance with financial policies.

5.5 Non-Confidence in the chairperson

5.5.1 A special meeting of the Board regarding a non-confidence vote in the chairperson shall be called and chaired by the first vice-chairperson within forty-five days (45) from receiving a written request with stated reasons and signed by at least five (5) Board members.

5.5.2 Twenty-one (21) days notice of the special meeting shall be given to the chairperson and to the chairperson of the Young Women's Christian Association of/du Canada of the intention to move a vote of non-confidence.

5.5.3 The chairperson, or her designate, shall have the right to attend, and speak and/or provide a written submission at the special meeting.

5.5.4 A vote of non-confidence shall require a three fourths (3/4) vote of the Board members in attendance at the special meeting. The first vice-chairperson on this one occasion shall have the right to vote. The chairperson shall have no vote.

SECTION 6

CHIEF EXECUTIVE OFFICER

6.0 Employment

6.0.1 The chief executive officer shall be employed by the Board.

6.1 Duties

6.1.1 The Chief Executive Officer shall:

- a. be responsible to the Board for furthering the Mission and Purpose within policies and directions established by the Board.
- b. manage the affairs of the Association in accordance with the policies established by the Board.

6.2 Membership on Board and Committees

6.2.1 The Chief Executive Officer shall:

- a. be an ex-officio member of the Board; and
- b. be an ex-officio member of all Board committees.

SECTION 7

BOARD COMMITTEES

7.0 General

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

7.1 Authority, Composition and Term

- 7.1.1 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 of the Association, unless such authority is specifically delegated by the Board.
- 7.1.2 Each Board committee shall have a clearly stated mandate outlining its purpose, functions and reporting responsibilities, which mandate shall be approved annually by the Board.

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

- 7.1.4 The chairperson, after consultation with the Board at a Board meeting, shall appoint all Board committee chairpersons and committee vice chairpersons.
- 7.1.5 The Board chairperson and the chief executive officer shall be ex-officio members of all Board committees.
- 7.1.6 The term of all Board committees, other than the Finance and Audit committee, shall end at the date of the next annual general meeting, unless otherwise specified by the Board, provided that the term of any Board committee shall not exceed two (2) years. The Finance and Audit committee term shall end one (1) day after the next annual general meeting.

7.2 Finance and Audit Committee

- 7.2.1 There shall be a finance and audit committee which shall be a standing Board committee.
- 7.2.2 The Finance and Audit Committee shall be comprised of the Board Treasurer, at least one but no more than three members of the Board of Directors, and at least one but no more than three members of the community. The Board Treasurer shall chair this Committee and the Committee may designate one of its members to serve as Vice-Chair who would discharge the duties of the Chair in the Chair's absence.

7.3 Board Governance Committee

7.3.1 There shall be a board governance committee which shall be a standing Board Committee.

7.3.2 The Board Governance Committee shall consist of not less than three (3) and not more than six (6) Board members.

7.4 Human Resources and Compensation Committee

7.4.1 There shall be a human resources and compensation committee which shall be a standing Board committee.

7.4.2 The Human Resources and Compensation Committee shall consist of not less than three (3) Board members.

SECTION 8

NOMINATIONS TO THE BOARD

8.0 Constituency

8.0.1 The Board Governance standing committee of the Association shall be responsible for nominations to the Board of the Association.

8.1 Responsibilities

8.1.1 The Governance Committee's nomination responsibilities shall include:

- a. design, for approval by the Board, a nomination and election procedure for Board members to ensure the orderly, open and democratic conduct of same, including, without limitation, the designation of the official place of record for recording all matters regarding the nominations and election;
- b. inform voting members of the nominating and election procedures at such time and in such manner as approved by the Board;
- c. fix a date for the close of nominations which shall not be less than thirty (30) days prior to the date on which the annual general meeting is to be held;
- d. prepare for the annual general meeting a list or ballot of names for election to the Board at the annual general meeting;
- e. post the slate of all nominees to the Board in the official place of record approved by the Board under Section 8.1.1 (a);
- f. present a list of all nominees to the Board at any special Association meeting called in accordance with Section 3.2; and
- g. present its written report to the membership at the time and in the manner prescribed for the annual general meeting.

SECTION 9

PARTICIPATION IN YWCA OF/DU CANADA

- 9.0** The Association shall make all reasonable efforts to ensure participation of the Association in the YWCA of/du Canada in accordance with membership criteria outlined in YWCA of/du Canada bylaws.
- 9.1** The membership shall be informed of YWCA of/du Canada membership meetings.

SECTION 10

FISCAL YEAR

10.0 The fiscal year end of the Association shall be on the thirty-first (31st) day of March.

SECTION 11

INDEMNIFICATION OF DIRECTORS, ASSOCIATION OFFICIALS AND AGENTS

- 11.0** The Association undertakes to indemnify and save harmless out of the funds of the Association any Board member, officer, employee, member, volunteer worker of the Association, her/his heirs, executors and administrators and her/his estate and effects from and against all costs, charges and expenses whatsoever which such Board member, officer, employee, member, volunteer worker sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against her/him, or in respect of any act, done or permitted by her/him, in or about the execution of the duties of her/his office and all costs, charges and expenses which she/he sustains or incurs in or about in relation to the affairs to the Association except such costs, charges or expenses as are occasioned by her/his own willful neglect or default.
- 11.1** No Board member, officer, employee, member, volunteer worker for the time being of the Association shall be liable for the acts, receipts, neglects or defaults of any other Board member or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Association or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Association shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation including any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any monies, securities or other assets belonging to the Association or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of her/his respective office or trust or in relation thereto unless the same shall happen by or through her/his own act, neglect or default if such act, neglect or default is willful or wrongful.

SECTION 12

DISSOLUTION OF THE ASSOCIATION

12.0 General

12.0.1 No proceedings of any kind for the dissolution of the Association shall be taken unless and until there has been compliance with the procedures of this Section 12.

12.1 Board Action

12.1.1 A resolution to dissolve the Association shall be duly moved, seconded and carried by a three fourths (3/4) vote of the Board.

12.2 Notification

12.2.1 The members of the Association shall be notified by mail of the resolution of the Board and of the special Association meeting to be held to deal with such resolution. In the event it is not possible to notify members by mail, reasonable efforts shall be made to contact members by the most effective means.

12.2.2 Notice of such meeting including the specific resolution of dissolution shall be given to the members at least thirty (30) days in advance of the meeting.

12.2.3 The Association shall deliver in writing to the secretary of the YWCA of/du Canada notice of the resolution of the Board and of the date of the special Association meeting at least thirty (30) days in advance of such meeting.

12.2.4 The Association shall notify the community served by the head office and branches of the Association of the resolution of the Board and of the date of the special Association meeting by an advertisement in all daily newspapers in the City of Calgary.

12.3 Members' Meeting

12.3.1 The resolution of the Board to dissolve the Association shall be presented to two (2) subsequent consecutive annual or special Association meetings. It shall require a three fourths (3/4) vote of those present in person in order to take effect.

12.4 Distribution of Assets

12.4.1 The Board, on behalf of the Association, shall strike an arbitration committee of three (3) persons to determine the manner in which assets shall be divided.

12.4.2 Such committee shall be comprised of:

- a. one (1) appointee of the Board;
- b. one (1) appointee of the board of directors of the YWCA of/du Canada; and
- c. a third member of the committee appointed by the other two (2) appointees.

12.4.3 The decision of the committee shall be final so long as it is in accordance with applicable legislation.

SECTION 13

PARLIAMENTARY AUTHORITY

- 13.0** The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order which the Association may adopt.

SECTION 14

AMENDMENTS

14.0 BYLAWS

- 14.1 The Bylaws of the Association may be amended by a two-thirds (2/3) vote of those present in person or represented by proxy and entitled to vote at an annual or special Association meeting provided that:
- a. a resolution to amend has been approved by the Board;
 - b. such resolution to amend has been submitted for approval to the secretary of the YWCA of/du 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; and
 - c. the members of the Association have been duly notified of the date, time, place and purpose of the annual or special Association meeting in the manner prescribed by these Bylaws.