



Constitution & Bylaws of YWCA of St. John's Inc.

CONSTITUTION

Article I - Name

The organization shall be called the YWCA of St. John's Inc. and shall hereinafter be referred to as the Association.

Article II – Mission, Vision, and Values

VISION STATEMENT

- A community where all girls and women are safe, supported and empowered.

MISSION STATEMENT

- To educate the community about particular issues affecting girls and women.
- To create opportunities for girls and women to learn, achieve and participate.
- To ensure our work is grounded in the real life issues affecting girls and women.
- To advance social change through public engagement, and use our voice to call for social justice.

VALUES

- Equality: We work for equal outcomes for girls and women.
- Diversity: We embrace diversity and promote inclusion of all girls and women.
- Collaboration: We will work with other organizations and collaborative partners to advance social and economic security of girls and women.
- Respect: In all our work, with girls, women, partners and staff, we will act with fairness.
- Trust: We will be a trusted community partner, friend and program provider.
- Balance: Awareness of mind, body and spirit is central to our work.

Article III – Purpose

- a) To advance education by providing leadership training programs for the public;
- b) To address and prevent problems, such as poverty, violence and related issues in the community faced by women, young women and girls by providing workshops and conferences;
- c) To receive and maintain a fund or funds and to apply all or part of the principal and income therefrom, from time to time, to qualified donees as defined in subsection 149.1(1) of the Income Tax Act (Canada); and
- d) To undertake activities ancillary and incidental to the attainment of the above charitable purposes.

Article IV - Affiliations

The Association shall be affiliated with YWCA Canada, and through this affiliation shall be part of the World YWCA.

Article V - Head Office

The head office of the Association shall be in St. John's, in the province of Newfoundland and Labrador, and at such place therein as the Board of Directors may from time to time determine.

Article VI – Amendments to Constitution

The Constitution of the Association may be amended by a three-fourths vote of those present in person or by proxy and entitled to vote at a meeting of the Board of Directors provided that:

- A. A resolution to amend has been duly moved, seconded and carried by a simple majority of Directors present at a regular or special meeting of the Board of Directors.
- B. Such resolution to amend has been submitted for approval to the CEO of YWCA Canada not less than sixty (60) days prior to the date of the Board of Directors meeting at which the amendment is to be presented for ratification.

BYLAWS

Article I – Membership

A. Members

Members of the Association shall be all those who support the Purpose of the Association and who pay such membership fees as may, from time to time, be determined by the Board of Directors.

B. Voting Members

Voting Members - all female members 16 years of age and over who have held a membership for a minimum of thirty days and who reside in the catchment area as set by the Board of Directors.

C. Non-Voting Members

- a. Supporting Member - any person who is eligible for membership may become a supporting member on payment of such fee as set by the Board of Directors.
- b. Honourary Life Member - a person who has rendered notable service to the Association and upon whom this honour has been conferred by the membership upon recommendation of the Board of Directors.
- c. Organizational Member - any organization which supports the Purpose of the Association on payment of such fee as set by the Board of Directors.

D. Privileges and Responsibilities of Membership

- a. Members of the Association in good standing shall be kept informed of Association affairs; shall be notified of Annual General Meetings and Special Membership Meetings; shall elect the Board of Directors; shall be notified of national (YWCA Canada) meetings; members who accept responsibility for furthering the Purpose of the Association may be delegated or elected to represent the Association in the community and/or at national and international meetings and have the right and responsibility to advise the Board of Directors on matters of Association concern.
- b. In addition to the above, voting members of the Association in good standing are entitled to vote at Annual General Meetings and Special Membership Meetings, are eligible for election to the Board of Directors and may be appointed to Chair or to be a member of Board or Association committees.

E. Renewal of Membership

Membership is renewable on an annual basis. Membership terms run from January to December of each calendar year.

F. Termination of Membership

Membership may be suspended or terminated for just cause if at a Board Meeting a resolution is passed by two thirds (2/3) majority to remove a Member, and provided that the Member who is the object of the removal is notified in writing (which may include by email) of the pending action and rationale, and is notified of the place, day and time of the meeting within the same requirements as those which specified for the calling of the meeting, and is further given the opportunity to make representation before the Membership and to state any reasons for opposition to the resolution proposing the Member's removal.

Article II – Membership Meetings

Section 1 – General

A. Voting

Only voting members in good standing are eligible to vote.

B. Majority

A simple majority of voting members present in person (or by proxy as permitted) shall be sufficient to carry all motions unless stated otherwise in these bylaws.

C. Quorum

A quorum for the transaction of business at any Annual General or Special Membership Meeting of members shall be the number of Board seats plus one voting member present in person (or by proxy) at the meeting.

D. Proxies

Any member entitled to vote at a meeting of members may appoint another voting member, as her nominee to attend and act for her at the meeting, to the extent and with the power conferred by the instruction appointing her. A completed proxy form, as approved by the Board of Directors, executed by the member to appoint a proxy shall be submitted to the Executive Director or Chair prior to the start of the meeting, and shall state clearly the meeting and time period for which it is valid. A member present by proxy for a specified meeting shall be considered present for the purposes of quorum requirements.

Section 2 – Annual General Meeting

A. Date

There shall be a general meeting of the Association held annually.

B. Notice

All members shall be notified in writing (which may include by email) of the Annual General Meeting at least twenty-one (21) days prior to the meeting. This notice of meeting shall include the date, time, place of the meeting. Any problems with the notice shall not invalidate the meeting.

C. Purpose

The purpose of the Annual General Meeting shall be:

- a. To receive reports on the work and affairs of the Association including the financial statements and report of the auditors thereon;
- b. To elect Directors and to fill vacancies on the Board of Directors occurring at such meetings;
- c. To appoint auditors for the ensuing year;
- d. To transact such other business as may be deemed appropriate by the members or by the Board of Directors.

Section 3 – Special Membership Meetings

A. Time

Special Membership Meetings may be called by the Board of Directors at any time, and shall be called by the Board of Directors at the written request of a minimum of fifteen (15) of Voting Members within six (6) weeks of receipt of such request. A request for a special meeting must state the purpose of the meeting,

B. Notice

Written notice of the date, time, place and purpose of the Special Membership Meetings shall be sent to members at least fourteen (14) days prior to the meeting (notice may include by email).

C. Purpose

The purpose of a Special Membership Meeting shall be stated in the notice of meeting and shall deal only with those matters stated in the notice of meeting.

Section 4 – Attendance at Membership Meetings

A Member may participate in an Annual General or Special Membership Meeting by means of such telephone, electronic or other communications facilities as permit all persons participating in the meeting to hear each other simultaneously and instantaneously, and a Member participating in such a meeting by such means is deemed to be present at the meeting.

Article III – Board of Directors

Section 1 – Number

The Board of Directors shall comprise not fewer than five (5) and not more than thirteen (13) members, all of whom must be voting members.

Section 2 – Tenure and Eligibility

Members shall be elected to the Board of Directors for a term of two (2) years and shall be eligible for re-election for two (2) further two (2) year terms.

No member of the Board of Directors shall serve for more than three (3) consecutive terms. A member who has served on the Board of Directors for three (3) consecutive terms shall be eligible for election after a period of one (1) year off the Board of Directors.

If the immediate past Chair is eligible for re-election, this can be dealt with in the usual way. If not, the immediate past Chair may sit on the Board ex-officio without a vote for a period of one (1) year.

Membership on the Board of Directors shall be voluntary and no remuneration by way of salary shall be paid.

Section 3 – Meetings

A. Regular Meetings of the Board of Directors

- a. The Board of Directors shall meet at least 4 (four) times per year.
- b. Regular Meetings of the Board of Directors shall be called by the Chair.
- c. Members of the Board of Directors shall receive written notice (may include by email) of the time and place of all Regular Meetings at least seven (7) days in advance of meetings.

B. Special Meetings of the Board of Directors

- a. Special Meetings of the Board of Directors may be called at any time by the Chair or the Executive Committee, and shall be called by the Chair at the written request, which states the purpose of the meeting, of twenty (20) percent of the members of the Board of Directors, within two (2) weeks of such request.
- b. Members of the Board of Directors shall receive written notice of the date, time, place and purpose of a special meeting of the Board of Directors at least seven (7) days in advance of such meeting.

C. Quorum

The presence in person of fifty (50) percent plus one Board member shall constitute a quorum at any meeting of the Board of Directors.

D. Attendance at Meetings

If all the Directors consent thereto generally or in respect of a particular meeting, a Director may participate in a meeting of the Board of Directors by means of such telephone, electronic or other communications facilities as permit all persons participating in the meeting to hear each other simultaneously and instantaneously, and a Director participating in such a meeting by such means is deemed to be present at the meeting.

E. Attendance by Non-Members

The Chair in consultation with the Executive Director and with the approval of the Board of Directors may from time to time invite staff members, other members, or persons from the community to attend meetings of the Board.

Section 4 – Responsibilities of the Board of Directors

The Board of Directors shall operate under a governance model and shall:

- A. Set the policies and govern the affairs of the Association;
- B. Approve an annual operating budget;
- C. Establish such committees and working groups as may be required from time to time, in addition to the standing committees;
- D. Keep the membership informed throughout the year of important developments regarding the Association and seek the guidance of the members on policy decisions affecting the Association;
- E. Employ an Executive Director who is responsible for day-to-day operations;
- F. Hold all funds and other assets of the Association and enter into all contracts and leases on behalf of the Association;
- G. Secure the human and financial resources necessary in order that the Association may participate in any area, regional, national or international meeting that the directors determine might benefit the YWCA movement as a whole;
- H. Monitor and regularly discuss the Board's own process and performance, ensure the continuity of its governance through mentorship and training opportunities;
- I. The Board shall strive for consensus in all decisions. If consensus cannot be reached, a simple majority vote will decide the issue.

Section 5 – Documents

- A. The Board of Directors shall have authority to incur obligation and to authorize the execution of contracts and agreements in relation to real or personal property on behalf of the Association in order to give effect to the Purpose of the Association.
- B. The Board of Directors may hold or dispose of property, real or personal, as may be given or bequeathed to it, or entrusted to its care and keeping; may purchase, acquire and dispose of such property as may be necessary to carry out the Purpose of the Association, and may

manage, control and utilize such property as the Board deems fits in carrying out the Purpose of the Association.

- C. The Board of Directors may, from time to time, by resolution authorize such of its officers, Directors and staff members as it may deem fit to sign and endorse contracts, documents or any instruments in writing requiring the signature of the Association, cheques, acceptances, promissory notes, drafts, orders, and other obligations and securities.

Section 6 – Borrowing and Financing

The Board of Directors may, at its discretion:

- A. Raise or borrow money for the Purpose of the Association;
- B. Sign and endorse bills, notes, acceptances, mortgages, cheques, contracts and other dividends or securities for money borrowed by the Association;
- C. Solicit and receive funds and other property both real and personal, and interest therein, by gift, transfer, devise or bequest. It may invest, re-invest, hold, manage, administer, expend and apply such funds and property subject to such considerations and limitations which are not inconsistent with the general charitable, scientific, literary or educational purposes set forth, if any, as may be expressed in any instruments evidencing such gift, transfer, devise or bequest.

Section 7 – Resignations, Vacancies, Absences and Termination

- A. A member of the Board of Directors who wishes to resign from the Board shall state her intent in writing (which may include by email) to the Chair. Her resignation shall become effective on the date specified in her letter of resignation.
- B. Any vacancy on the Board of Directors that should occur between Annual General Meetings of the Association may be filled by the Board of Directors, with the assistance of the Nominating Committee, provided that a quorum of Board members remains in office. The voting member appointed to fill the vacancy shall serve until the next Annual General Meeting at which time she must stand for election for a full term in her own right. The appointed term shall not constitute part of her maximum time serving on the Board.
- C. If a member of the Board of Directors is absent from three (3) successive meetings of the Board without adequate reason (as determined by the Board), that director shall be deemed to have resigned from the Board and a vacancy shall be declared.
- D. Membership on the Board of Directors may be suspended or terminated for just cause if at a Board Meeting a resolution is passed by two thirds (2/3) majority to remove a Director before the expiration of the Director's term of office, and provided that the Director who is the object of the removal is notified in writing (which may include by email) of the pending action and rationale, and is notified of the place, day and time of the meeting within the same requirements as those which specified for the calling of the meeting, and is further given the opportunity to make representation before the Board of Directors and to state any reasons for opposition to the resolution proposing the Director's removal.

Article IV – Executive Officers of the Association

Section 1 – Election and Tenure

The Board of Directors shall elect from among themselves the Executive Officers of the Association at their first meeting following the Annual General Meeting.

Executive Officers are elected for a two (2) year term and may be re-elected for not more than two (2) further consecutive two (2) year terms. An Executive Officer may not hold the same position for more than two (2) consecutive terms.

Section 2 – Chair

The Chair shall, when present, be Chairperson of all business meetings of the Board of Directors, the Executive Committee and at Annual General Meetings and Special Membership Meetings; shall be an ex-officio non-voting member of all other committees and shall perform all duties usually pertaining to this office.

Section 3 – Vice-Chair

The Vice-Chair shall perform the duties of the Chair when the Chair is absent from her duties, and shall have such powers and duties as the Directors or Chair may determine.

Section 4 – Secretary

The Secretary shall ensure that:

- A. All minutes of all meetings of the Association, the Board of Directors and the Executive Committee are accurately recorded and circulated;
- B. Accurate attendance records are kept of such meetings;
- C. Proper notice is given regarding notices required to be given to all Directors, members, auditors, committee members.

Section 5 – Treasurer

The Treasurer shall ensure that:

- A. The records of all funds of the Association are kept and that the funds are deposited in the name of the Association in banks designated by the Board;
- B. Disbursements are made in accordance with procedures of the Finance Committee approved by the Board of Directors;
- C. A full and accurate record of receipts and expenditures is kept;
- D. A financial statement is presented to the Board of Directors at each regular meeting as well as the full report to the Annual General Meeting;
- E. Approved methods of accounting are used;
- F. An annual audit is conducted by an accredited auditor for the Association.

Section 6 – Past Chair

The Past Chair shall be a member of the Executive for a period of one year as an ex-officio, non-voting member.

Article V – Executive Director

An Executive Director shall be employed by the Board of Directors to be Executive Officer of the Board of Directors and administrative head of staff. The Executive Director shall be responsible to the Board of Directors for the general management of the Association and the fulfillment of its goals and objectives.

The Executive Director shall attend Board of Directors and all Board committees and working groups.

Article VI – Committees

Section 1 – General

- A. Standing or any other committees or working groups of the Association shall be comprised of members of the Association and other persons from the community according to their areas of interest and/or expertise.
- B. At least one Board member shall serve on each standing committee and shall be responsible for reporting on the work of that committee to the Board of Directors.
- C. A simple majority of voting members of the committee shall constitute a quorum.

Section 2 – Standing Committees

A. Executive Committee

a. Members

The Executive Committee shall consist of the Executive Officers of the Association. The Executive Director shall be an ex-officio, non-voting member of the Executive Committee.

b. Responsibilities

The Executive Committee shall act for and on behalf of the Board of Directors between regular Board meetings. It shall have such powers and responsibilities as may be delegated to it from time to time by the Board of Directors. Any action taken by the Executive Committee shall be reported to the Directors for ratification at the next meeting of the Board of Directors.

B. Finance Committee

The Finance Committee shall carry out responsibilities in the area of finance as directed by the Board of Directors. The Treasurer shall be a member of this committee. It shall also perform any other functions as designated by a terms of reference for the committee as approved by the Board of Directors. Members shall be appointed by the Board of Directors.

C. Other Committees

Other committees or working groups may be established from time to time by the Board of Directors. Members of such committees or working groups may or may not be Directors, shall serve on a voluntary basis, and no remuneration by way of salary shall be paid.

Article VII – Nominating Committee

Section 1 – Members

There shall be a Nominating Committee which shall be a standing committee of the Association. It shall consist of between three to five (3-5) voting members of the Association in good standing including at least one member of the Board of Directors.

The Chair and Executive Director shall be ex-officio, non-voting members of the Nominating Committee.

This committee shall be appointed by the Board of Directors.

Section 2 – Election and Term of Office

The committee shall select its Chairperson from among its members. Committee members shall be appointed 6 months prior to the AGM and may be reappointed for 2 additional terms.

Section 3 – Responsibilities

The Nominating Committee shall:

- A. Design, for approval of the Board of Directors, a nominating and election procedure to ensure the orderly, open and democratic conduct of same;
- B. Inform members of the nominating and election procedures at such time and in such manner as approved by the Board of Directors;
- C. Prepare, for approval by the Board of Directors, a list or ballot of names for presentation to the membership for election of the Board of Directors at the Annual General Meeting;
- D. Prepare a list or ballot of names for presentation to the Board of Directors for election of officers.
- E. Assist the Board of Directors and Chair with nominations for appointments throughout the year;
- F. Present its report in writing to the membership at the time and in the manner described for notification of the Annual General Meeting.

Article VIII – Representation at YWCA Canada Meetings

The Association shall provide representation to all national meetings of YWCA Canada, as finances permit.

Article IX – Fiscal Year

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

Article X – Indemnification of Directors, Association Officials and Agents

The Association undertakes to indemnify and save harmless out of the funds of the Association any director, officer, official, employee, member, volunteer worker of the Association, her heirs, executors and administrators and her estate and effects from and against all costs, charges and expenses whatsoever which such director, officer, official, employee, member, volunteer worker sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against her, for or in respect of any act, done or permitted by her, in or about the execution of the duties of her office and all costs, charges and expenses which she sustains or incurs in or about or in relation to the affairs of the Association except such costs, charges or expenses as are occasioned by her own willful neglect or default.

Article XI – Dissolution of the Association

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 the following sections.

Section 1 – Association Board of Directors Action

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.

Section 2 – Notification

A. Members of the Association

The members of the Association shall be notified in writing (which may include by email) of the resolution of the Board of Directors and of an Annual General Meeting or Special Membership Meeting, to be held to deal with such resolution. Written notice of such meeting, including the specific resolution of dissolution, is to be given to the members at least ninety (90) days in advance of the meeting.

B. YWCA Canada

The Association shall deliver in writing (which may include by email) to YWCA Canada notice of the resolution of the Board of Directors and of the date of the Annual General Meeting or Special Membership Meeting at least ninety (90) 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 General Meeting or Special Membership Meeting by an advertisement in all daily newspapers in St. John's, NL.

Section 3 – Special Membership Meeting

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

Section 4 – Distribution of Assets

Upon dissolution of the Association and after payment of all debts and liabilities, its remaining property shall be distributed to (a) qualified donee(s) within Newfoundland and Labrador, as described in subsection 149.1 (1) of the Income Tax Act (Canada) and, if possible, an organization formed for the benefit of women and girls in St. John's.

Article XII – Withdrawal from YWCA Canada

The Association may withdraw its membership in YWCA Canada by delivering to the CEO of YWCA Canada a resolution to that effect; duly moved, seconded and carried by three-fourths (3/4) of the votes cast at each of two (2) successive meetings of its membership held no less than ten (10) days and not more than twenty (20) days apart. Notice of such meetings shall include the specific resolution of withdrawal and shall have been given to the members of the Association and to the CEO of YWCA Canada no less than six (6) months before the first of the two (2) meetings.

Article XIII – Amendments to Bylaws

The Bylaws of the Association may be amended by a three-fourths vote of those present in person or by proxy and entitled to vote at a meeting of the Board of Directors provided that:

- A. A resolution to amend has been duly moved, seconded and carried by a majority of Directors present at a regular or special meeting of the Board of Directors;
- B. Such resolution to amend has been submitted for approval to the CEO of YWCA Canada not less than sixty (60) days prior to the day of the Board of Directors meeting at which the amendment is to be presented for ratification.