

# **OAKVILLE FAMILY YMCA**

## **GENERAL BY-LAW**

### **ARTICLE 1 - PURPOSE**

The Oakville Family YMCA (hereinafter referred to as the "Corporation" or the "Association") is dedicated to promoting the growth of persons in spirit, mind and body and in a sense of responsibility to each other and to the community.

### **ARTICLE 2 - FUNCTIONS**

In carrying out this purpose, the Corporation shall provide a program that will result in the physical, social, intellectual and spiritual development of men and boys, women and girls as individuals committed to the responsibility of good citizenship. This involves a program of education, recreation and personal service.

### **ARTICLE 3 - AFFILIATIONS**

In the promotion of its purpose, the Corporation shall be united with other Associations in Canada through affiliation with the National Council of YMCA Canada and through them, with the International Convention of YMCAs of North America and with other Associations throughout the world, through the World Alliance of the YMCA and the World Council of the YMCA. The Corporation shall conform to the requirements of its affiliation with the National Council of the YMCA of Canada.

### **ARTICLE 4 - MEMBERSHIP**

#### **4.1 Membership and Admission**

Members shall be admitted to the Corporation in accordance with provisions established by the Board of Directors.

#### **4.2 Categories of Membership**

The Corporation shall have the following classes of membership:

##### **a) Voting Member**

A Voting Member is a person who is at least 18 years old and:

- i) has made a donation of \$250 or more to the Corporation on or before December 31st of each of the previous two calendar years; or

- ii) has performed a minimum of 40 hours of voluntary service with the Association on or before December 31st of each of the previous two calendar years; or
- iii) has been admitted by the Board, in its discretion, into membership as a Voting Member.

b) Program Member

A Program Member is a person who subscribes to, is accepted into and participates in any activity or function of the Association. A Program Member is a non-voting Member.

c) Life Member

The Board may appoint a person a Life Member based on service to the Association, length of membership or such other criteria as the Board considers appropriate. A Life Member is a Voting Member.

4.3 Revocation of Membership

The Chief Executive Officer may revoke a membership if the actions of the Member are not in keeping with the mission, values or policies of the Corporation. The decision of the Chief Executive Officer is subject to the Member's right of appeal to the Board of Directors.

4.4 Membership Fees

The Corporation shall charge membership fees that are reasonable to sustain the Corporation.

**ARTICLE 5 - BOARD OF DIRECTORS**

5.1 Duties and Number

- a) The Board of Directors shall govern the business affairs of the Corporation.
- b) The Board of Directors shall consist of twelve (12) Directors, plus the Past Chair.
- c) The Board of Directors shall be responsible for and have control of all policies, administration and programs of the Corporation. No contract, debt or obligation shall be binding, except under authority of the Board. The Board shall provide for an annual audit of the books of the Corporation by a competent auditor (where possible, a chartered accountant). The audit shall be completed within four (4) months after the close of the fiscal year of the Corporation.

- d) The Board of Directors may hold or dispose of property, real or personal, as may be given or bequeathed to it, entrusted to its care and keeping; may purchase, acquire mortgage and dispose of such property as may be necessary to carry out the purposes of the Corporation and may manage, control and utilize the same as the Board of Directors deems best in carrying out the purposes of the Corporation.
- e) The Board of Directors shall engage a Chief Executive Officer (s.6.3) in consultation with YMCA Canada. The staff of the Association shall execute the policies, administration and programs of the Corporation under the direction of the Chief Executive Officer.

## 5.2 Election and Term

- a) An election for Directors shall be held at each Annual Meeting. The Governance Committee shall present a list of proposed directors to each Annual Meeting. In doing so, the Governance Committee shall undertake a selection process having regard to the diversity of skills and competencies needed to promote the best interests of the Association. If an election of the Directors is required, such election shall be held by secret ballot. Each Voting Member may cast a number of votes equal to the number of Directors to be elected, with only one vote permitted per nominee. Those nominees receiving the most votes shall be elected to the Board.
- b) Board members shall hold office for a period of three years. Directors shall serve for a maximum of two consecutive three year terms, after which they must retire for at least one year before being eligible for re-nomination to the Board. Time spent as the Board Chair, Vice Chair or Past Chair shall not be included when calculating the maximum six year term. Whenever possible, terms shall be staggered to allow one third of the Directors to be elected at each Annual Meeting. If any Director(s) shall have resigned prior to the termination of their three year term, and the vacancy created thereby has not been filled pursuant to Subsection 5.2(c), then a Director or Directors shall be elected at the Annual Meeting to complete the remainder of the term of any such Director(s) who shall have resigned.
- c) The Board of Directors shall fill any vacancy occurring between annual elections. The person filling such vacancy shall serve until the next Annual Meeting and shall then be eligible for nomination and election either for the balance of the unexpired term created by such vacancy or for a succeeding full term.

## 5.3 Quorum

Forty (40%) percent or more of the Directors elected to the Board of Directors shall constitute a quorum for all meetings of the Board of Directors. Notwithstanding any vacancy among the Directors, a quorum of Directors may exercise all the powers of Directors. No business shall be transacted at a meeting of Directors unless a quorum of the Board of Directors is present.

#### 5.4 Attendance

All Board members shall be notified of each Board meeting in advance. The Chief Executive Officer shall be given notice of and be entitled to attend and speak at all Board meetings. Any other person or persons may be invited to attend a Board meeting with the Chair's approval. Absence of a Board member from two regular meetings in succession for which no sufficient reason is presented shall, after due notification, be considered equivalent to resignation.

#### 5.5 Attendance by Telephone

Meetings of the Board or of a committee of the Board may be held by telephone conference call or other similar telecommunications method provided that the method permits all Directors to hear each other and to speak. A director participating in a meeting using such a method is deemed to be present at the meeting.

#### 5.6 Place of Meetings

The Board may hold its meeting at any place in Ontario as it may, from time to time, determine.

#### 5.7 Removal of Directors

The Voting Members of the Corporation may, by resolution passed by at least a two-thirds (2/3) vote at a meeting of the members, remove any Director before the expiration of the Director's term of office. Notice of such meeting must specify that the resolution to remove such Director will be brought before such meeting.

### **ARTICLE 6 - OFFICERS**

#### 6.1 Election

The following officers shall be elected by the Board from among the members of the Board and, subject to Section 6.2, shall serve until successors are elected or appointed:

##### a) Chair

The Chair shall preside at all meetings of the Board of Directors. The Chair shall be a member of the Governance Committee and the CEO Performance Committee and, ex officio, of all other committees of the Board. The Chair shall be considered to be the President of the Corporation for purposes of the Corporations Act and shall have vested in such office all the powers, authority and duties normally vested in such office. In order to be eligible to serve as Chair, a Director must have served on the

Board for a period of at least the time between one Annual Meeting and the next Annual Meeting of the Voting Members.

b) Vice-Chair

The Vice-Chair shall perform all the duties of the Chair in his or her absence and such other duties as may from time to time be delegated.

c) Vice-Chair Finance

The Vice-Chair Finance shall be Chair of the Finance Committee. At the close of the financial year, the Vice-Chair Finance shall see that the books of the Association are audited by the auditor appointed at the last Annual Meeting and shall present the auditor's statement to the next Annual Meeting.

d) Past Chair

The immediate Past Chair of the Association shall be ex-officio a voting member of the Board of Directors, if not otherwise an elected member thereof, until such time as there shall be another past Chair to succeed to this position. The Past Chair shall not be counted as one of the twelve (12) directors.

## 6.2 Term of Office

The term of office for elected officers in any one office shall be two (2) years.

## 6.3 Chief Executive Officer

The Chief Executive Officer of the Corporation shall be appointed by the Board and shall be the Executive Officer of the Corporation and head of the staff. His or her duties shall be as defined from time to time by the Board. The Chief Executive Officer shall also be considered to be the Secretary of the Corporation and shall have vested in such office all the powers, authority and duties normally vested in such office.

# **ARTICLE 7 - COMMITTEES OF THE BOARD OF DIRECTORS**

7.1 The Board may, by resolution and in accordance with the constating documents and By-laws of the Corporation, establish Board committees, outline the duties and responsibilities of the committees and appoint the members and chair of the committees. A member of the Board shall be the chair of each Committee. Committees may include Board members, and non-Board members, including those who may be considered for future Board positions.

7.2 At present, the Committees of the Board are:

- a) Finance;
- b) Governance;
- c) Philanthropy;
- d) CEO Performance.

#### **ARTICLE 8 - SUSTAINING MEMBERSHIP**

Each Board Member shall be responsible for making an annual contribution to maintain his or her membership. The Board of Directors shall establish a minimum contribution amount on an annual basis.

#### **ARTICLE 9 – MEETINGS OF MEMBERS**

9.1 The Annual Meeting of the Corporation to which all Voting Members entitled to vote shall be invited and of which due notice shall be given, shall be held within six months after the close of the Corporation's Fiscal year. At the Annual Meeting, Voting Members shall receive reports from the Board of Directors and the Chief Executive Officer, shall appoint auditors, shall elect Directors and shall transact such other business as may properly come before the meeting.

9.2 Special meetings of the Voting Members may be called by the Board of Directors or by a petition of not fewer than fifteen Voting Members of whom not more than five are Directors. A notice calling a special meeting must state the purpose for which it is being called and no other business may be transacted at such meeting.

9.3 At least 14 days prior to the Annual Meeting, a notice of the Annual Meeting shall be sent to each Voting Member as of a date 45 days prior to the Annual Meeting at the Voting Member's last recorded address on the Corporation's books.

9.4 Notice of the Annual Meeting shall be posted in a conspicuous location in the Corporation's premises at least 14 days prior to the Annual Meeting, and shall be posted on the Corporation's website.

9.5 A quorum for the purpose of conducting business at a meeting of Voting Members of the Corporation shall be 10 Voting Members present in person or represented by proxy and entitled to vote when any vote is taken provided that at least 2 Voting Members present are not Directors.

9.6 The Annual meeting, or any other meeting of Voting Members, shall be held at the head office of the Corporation or at any other place in Ontario as the Board of Directors may determine and on such day as the Board of Directors may appoint.

**ARTICLE 10 - PROCEDURE**

All meetings of the Board of Directors and all other applicable proceedings of the Corporation shall be governed by Robert's Rules of Order (revised), except in cases where or to the extent that these conflict with provisions of the constating documents and by-laws of the Corporation.

**ARTICLE 11 - FINANCIAL YEAR**

The financial year of the Corporation shall be from January 1 to December 31.

**ARTICLE 12 - INDEMNIFICATION**

12.1 Every Director and officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any corporation controlled by it and his or her heirs, executors and administrators and estate shall from time to time and at all times be indemnified and saved harmless out of the funds of the Corporation, from and against:

- (a) all costs, charges and expenses whatsoever which such Director, officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against the Director, officer or other person for or in respect of any act, deed matter or thing whatever, made, done or permitted by them, in or about the execution of the duties of such office or in respect of any such liability; and
- (b) all other costs, charges and expenses which the Director, officer or other person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default.

12.2 The Corporation shall also indemnify any such person in such other circumstances as the Corporations Act or law permits or requires. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law to the extent permitted by the Corporations Act or law.

**ARTICLE 13- CONFLICT OF INTEREST**

13.1 A conflict of interest exists where the personal or business interests of a Director of the Corporation conflict with the best interests of the Corporation in a manner that could influence or compete with his or her duties and responsibilities as a Director and includes circumstances where a Director or relative of a Director receives a direct or indirect personal benefit, advantage or privilege as a result of business conducted by or with the Corporation.

13.2 It is important for Directors to avoid any actual or potential conflicts of interest and, where a potential conflict of interest exists, to follow the rules set out in this bylaw.

13.3 No Director may be an employee of the Corporation and no immediate family member of a Director shall be employed by the Corporation in a full-time position.

13.4 No Director shall directly or indirectly receive remuneration from such position. Directors may be entitled to compensation for reasonable expenses incurred in the performance of their duties for the Corporation.

13.5 In cases where a potential or actual conflict of interest arises, a Director must declare the conflict at the earliest opportunity and shall disclose the nature of that interest to the Board. The Director shall not attempt in any way to influence the matter under consideration including refraining from participating in any discussion of the matter or voting on the matter and, where determined appropriate by the Board, shall withdraw either from the entire meeting or that part of the meeting in which such matter is being considered.

13.6 The minutes of meetings of the Board shall record all actual and potential conflicts of interest.

13.7 Where a conflict of interest is discovered after consideration of the matter, it should be declared to the Board and recorded at the first opportunity thereafter.

13.8 All Directors of the Corporation shall monitor potential and actual conflicts of interest.

#### **ARTICLE 14 - AMENDMENTS**

This by-law may be amended by resolution of the Board of Directors which shall only be effective until the next annual meeting of the Voting Members unless confirmed by the Voting Members at such meeting.

#### **ARTICLE 15 - DISSOLUTION**

The Corporation may be dissolved by Special Resolution in accordance with the applicable provisions of the Ontario Corporations Act.

Revised –May 18, 2010

Approved: AGM June 15, 2010