

YMCA-YWCA of Vancouver Island

BY-LAWS

1.00 DEFINITIONS AND INTERPRETATION

1.01 Definitions

In these By-laws:

- (a) "Act" means the Societies Act SBC 2015 Chapter 18 from time to time in force and all amendments to it.
- (b) "Association" means the YMCA-YWCA of Vancouver Island.
- (c) "Board" means the Board of Directors of the Association as constituted from time to time.
- (d) "By-laws" means the by-laws of the Association as amended from time to time.
- (e) "Chair" means the individual who has been duly elected or appointed to hold the office of Chair of the Board.
- (f) "Chief Executive Officer" means an individual who has been duly appointed by the Board to hold the office of Chief Executive Officer of the Association.
- (g) "Director" means an individual who has been duly elected or appointed to the Board.
- (h) "Employee" means an employee of the Association.
- (i) "Officer" means an individual who has been duly elected or appointed to hold one of the offices of the Association as contemplated in the By-laws.
- (j) "Special Resolution" means a special resolution as defined by the Act.
- (k) "Vice-Chair" means the individual duly elected or appointed to hold the office of Vice-Chair of the Board.
- (l) "Voting Member" means a member of the Association in good standing as described in section 2.01.

1.02 Interpretation

- (a) The definitions in the Act on the date the By-laws become effective apply to the By-laws.
- (b) In these By-laws, the masculine includes the feminine and the neuter genders and the plural includes the singular and vice versa.

2.00 MEMBERSHIP

2.01 Class of Members

Voting Member is the only class of member of the Association. A Voting Member must uphold the mission and purpose of the Association, be 18 years of age and older and are those:

- (a) who are a Director; or
- (b) who have made receipted donations of at least \$100, or such other amount as may be determined by the Board from time to time, to the Association in each of the previous two full calendar years.

2.02 Membership Privileges

A Voting Member shall be entitled to attend and vote at all general meetings and such general meetings of the Association as may be called from time to time and shall be eligible to be elected or appointed as a delegate to represent the Association in national, or international YMCA or YWCA meetings, and any other bodies with which the Association is affiliated, if qualified.

2.03 Standing

Voting Members are in good standing if they uphold the mission and purpose of the Association and meet the conditions set out in these By-laws as determined by the Board. Adherence to these Bylaws is a prerequisite for continued membership.

2.04 Participation

The Association is open to all who wish to participate in one or more of its programs and who pay the program fees. Program participants are individuals who participate in any program or service that the Association operates including but not limited to Childcare, Camping and Outdoor Education, Community Health Programs, Health, Fitness and Aquatic Facility Membership and Supported Housing. Program participants are not Voting Members, unless otherwise qualified as a Voting Member.

2.06 Termination of Membership

A Voting Member may be suspended or expelled if an individual's conduct is considered in breach of the mission and purpose of the Association.

Before a Voting Member is suspended or expelled the Association will:

- (a) send the Voting Member written notice of the proposed suspension or expulsion, including reasons; and,
- (b) give the Voting Member a reasonable opportunity to make representations to the Association respecting the proposed suspension or expulsion.

2.07 Forfeiture of Rights

A Voting Member who is under suspension forfeits the right to membership privileges.

3.00 REGISTERED OFFICE

3.01 Location

The registered office of the Association shall be on Vancouver Island, in the Province of British Columbia, and at such place as the Board may from time to time determine.

4.00 MEETINGS OF VOTING MEMBERS

4.01 Time and Location

The annual or any other general meeting of the Voting Members shall be held at such place on Vancouver Island and at such time and on such day as the Board shall appoint, provided that the annual general meeting is held at least once in each calendar year. Every general meeting other than an annual general meeting is an extraordinary general meeting and shall be called by the Chair or the majority of the Board.

4.02 Purpose of Meeting

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;
- (b) to elect directors to the Board;
- (c) to appoint auditors for the ensuing year; and
- (d) to transact such other business as may be deemed appropriate by the Voting Members or by the Board.

4.03 Requisition of Meetings

Voting Members representing not less than 10% of the Voting Members may requisition the Board to call an extraordinary general meeting of the Association for the purposes stated in the requisition. The requisition notice shall state the business to be transacted at the meeting, shall be signed by the requisitioning

Voting Members and shall be sent by registered mail to the Chair at the registered address of the Association. Upon receipt of the requisition, the Board shall call a meeting of the Voting Members and deliver a notice of such meeting, in accordance with section 15.01 to transact the business stated in the requisition. The Board must call a meeting to be held within 60 days of the Association's receipt of the requisition. If the Board does not call a meeting within twenty-one (21) days after receiving the requisition, a majority of the requisitioners may call the meeting within 60 days of the expiry of the 21 day period.

4.04 Notice of Meetings

Notice of the Annual General Meeting or any special meetings of the membership shall be given by sending notice;

(a) by one of the methods set out in section 15.01 addressed to such person at their most recent address as shown in the Associations records not less than 14 days and not more than 60 days prior to the meeting. Such notice shall specify the time, place, date and business to be transacted at such meetings; and,

(b) by posting on the Association's website 21 days prior to the meeting.

4.05 Chair of Meetings

The Chair or a designate from amongst the Board shall preside over all meetings of Voting Members. In the absence of the Chair or designate, the Voting Members present at the meeting and entitled to vote shall elect the meeting chair from among those Voting Members present at the meeting.

4.06 Quorum

A quorum for the transaction of business at any general meeting of Voting Members shall consist of 20 Voting Members present in person, 5 of whom are directors.

4.07 Voting

At all meetings Voting Members are entitled to one vote each, every question shall be decided by a majority of the votes of the Voting Members present and entitled to vote unless otherwise required by these By-Laws or the Act. Votes shall not be cast by proxy or by electronic or telecommunications means.

4.08 Casting Vote

The Chair presiding over the meeting shall not be entitled to cast a vote upon a resolution except in the event of a tie vote, in which case the Chair shall cast the deciding vote.

4.09 Guests

The Board may invite such individuals as it deems advisable to attend meetings of

the Association as guests, observers and consultants.

5.00 BOARD OF DIRECTORS

5.01 Composition of Board

The Board will be comprised of no fewer than 8 Directors. Wherever possible, the Board will be comprised of no less than 40% of each gender.

5.02 Duties and Responsibilities

The Board shall govern and supervise the management of the activities and affairs of the Association in accordance with the Constitution, these By-Laws, the Act, and all laws and statutes affecting the Association and any rules which are made from time to time by the Association at an annual general meeting to the extent they are consistent with these Bylaws.

5.03 Chief Executive Office

The Chief Executive Officer shall be an ex-officio, non-voting Director.

5.04 Invalidity

No act or proceeding of the Board is invalid only by reason of there being fewer Directors in office than prescribed by section 5.01.

5.05 Election

An individual accepts the designation, election or appointment as Director by:

- (a) consent in writing; or
- (b) attending the meeting at which the designation, election or appointment is made and not refusing to be a director.

5.06 Term

Directors will be elected for a term of two (2) years and shall be eligible for re-election if otherwise qualified. Unless approved by the Board, no individual shall be elected as a Director for more than three (3) consecutive two (2) year terms or an aggregate term of six (6) years.

5.07 Office

Each Director shall hold office until the earlier of the date on which his or her office is vacated pursuant to sections 5.06, 5.09, 5.10 or 5.11 or until the end of the meeting at which his or her successor is elected or appointed.

5.08 Past Chair

Notwithstanding section 5.06, the immediate past Chair shall be invited to continue as a director for the year immediately following the expiry of their term as Chair.

5.08 Remuneration

A Director shall serve the Association without remuneration but may be reimbursed

for any reasonable expenses incurred in the performance of his or her duties on behalf of the Association.

5.09 Qualification of Directors

In addition to the qualifications of Directors under Section 44 of the Act, no person shall be qualified for election or appointment as a Director if he or she:

- (a) is less than eighteen (18) years of age;
- (b) is an Employee or the partner or child of an Employee; or
- (c) is a person who holds elected public office.

5.10 Vacation of Office

The office of a director shall automatically be vacated if a Director:

- (a) dies;
- (b) resigns;
- (c) disqualified under subsection 5.09;
- (d) is removed as determined by a 75% majority of the Board;
- (e) is removed from office in accordance with section 50(1) of the Act.

In the event of a vacancy on the Board, the Board, by a majority vote, may appoint a person to fill such vacancy.

5.11 Resignation

A resignation of a Director becomes effective at the time the resignation is received by the Association or at the time specified in the resignation, whichever is later.

5.12 Election of Directors

Nominations for the election of directors at a meeting of Voting Members may be made only in accordance with the nominating and election procedure prescribed by the Board:

- (a) subject to section 5.01, the Board shall fix the number of positions on the Board to be filled by vote of the members at the annual general meeting, and the number so fixed may be revised by the Chair at any time prior to the annual general meeting. The number of nominees selected by the nominating committee shall be equal to the number of positions fixed by the Board under section 5.01;

- (b) any Voting Member in good standing may nominate any other Voting Member for election to the Board by delivering such nomination, in writing, with confirmation of the nominee's acceptance of the nomination, to the Chairperson of the Nominating Committee, not less than fourteen (14) days prior to the Annual General Meeting;
- (c) where there are no nominations additional to the slate of nominees created under section 5.12 the slate may be collectively elected by acclamation at the annual general meeting;
- (d) where the number of nominees on the slate exceeds the number of available positions on the Board fixed by the Board under section 5.01, the election of Directors shall be by ballot, and those nominees, equal in number to the available directorships and receiving the greatest number of votes cast, shall be declared elected;
- (e) the Board may at any time between annual general meetings appoint Directors, but Directors so appointed shall hold office only until the conclusion of the next following annual general meeting whereupon they may be re-nominated in accordance with section 5.12; and,
- (f) nominations for the election of Directors shall not be accepted from the floor of the annual general meeting or in any other manner other than as provided herein.

6.00 QUORUM AND MEETINGS OF BOARD OF DIRECTORS

6.01 Meetings

The Board shall meet at such times and in such places as may be determined by the Board, the Chair, the Vice- Chair or the Chief Executive Officer.

6.02 Regular Meetings

The Board may designate one (1) or more days for regular meetings of the Board at place(s) and time(s) named.

6.03 Telephonic or Electronic Meetings

A meeting of Directors or a meeting of a committee of Directors may be held by such telephonic or electronic means that permit all persons participating in the meeting to communicate adequately with each other during the meeting and a Director participating in the meeting by these means is deemed to be present at the meeting.

6.04 Notice

Notice of meetings of the Directors shall be given by email to the address provided by the Director. The non-receipt of notice by any Director does not invalidate proceedings at the meeting.

- 6.05 Quorum
50% of the Board as listed in the official records of the Association shall constitute a quorum at any regular or special meeting of the Board.
- 6.06 Voting
Questions and resolutions arising at meetings of the Board shall be resolved by majority vote. Directors, except for the Chair, shall have one vote in respect of every question or resolution put to a vote at a meeting of the Board. The Chair is entitled to vote only in the case of a tie vote and in such a case the deciding vote shall be cast by the Chair.
- 6.07 Chair
The Chair shall preside as chairperson at all meetings of the Board. If the Chair is absent or unwilling to act as chairperson, a Vice-Chair shall act as chairperson. If the Chair and Vice-Chairs are either absent or unwilling to act as chairperson fifteen (15) minutes after the time scheduled for holding the meeting, the Directors present shall elect someone of their number to act as chairperson.
- 6.08 Conduct of Affairs
Directors shall unreservedly subscribe to and support the purposes of the Association and shall be responsible for conducting the affairs of the Association in accordance with the Association's purposes and these By-laws.
- 6.09 Delegation
The Board may delegate any, but not all, of its powers and duties to any Director or Officer or committee of Directors or Officers.
- 6.10 Duties of Board
Subject to the Act and the By-laws, the Board shall:
- (a) Set the policies and shall be responsible for governance of the affairs of the Association;
 - (b) Manage the assets and property of the Association;
 - (c) Appoint Directors in accordance with section 5.10;
 - (d) Appoint the Chief Executive Officer and establish his or her terms and conditions of employment, and monitor performance;
 - (e) Recommend the appointment of an auditor for the Association;
 - (f) Designate those individuals who shall have the authority and responsibility for signing cheques, notes, bills of exchange, financial documents, contracts, engagements, applications, deeds,

documents and instruments of whatsoever kind or nature of the Association or on behalf of the Association; and

- (g) Elect and appoint Officers under section 7.01.

7.00 OFFICERS OF THE ASSOCIATION

7.01 Officers

The Officers of the Association shall be a Chair elected by the Board from among the Directors, and such other officers the Board may determine by resolution from time to time. Unless the Board otherwise determines, the term of the office of the Chair shall be two (2) years, but no individual shall hold the office of Chair for more than two (2) years. Notwithstanding section 5.07 herein, the Chair shall remain a Director for the whole of his or her term. All officers other than the Chair shall be appointed for one (1) year terms and shall hold office until their successors are appointed. A director may hold one or more offices.

7.02 Duties of Officers

Duties of the Officers shall be prescribed by the Board.

8.00 INDEMNIFICATION OF DIRECTORS AND OFFICERS

8.01 Indemnification

Every Director or Officer or other individual who has undertaken or is about to undertake any liability on behalf of the Association shall be indemnified and saved harmless out of the funds of the Association from and against:

- (a) all costs, charges and expenses whatsoever which such Director, Officer or other individual 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 by them, in or about the execution of the duties of their office or in respect of any such liability; and
- (b) all other costs, charges and expenses which they sustain or incur in or about or in relation to the affairs thereof; except such costs, charges or expenses as are occasioned by their own willful neglect or default.

9.00 FOR THE PROTECTION OF DIRECTORS AND OFFICERS

9.01 Liability of Directors and Officers

No Director or Officer of the Association shall be liable for:

- (a) any act or failure to act or omission of any other Director, Officer or

- employee;
- (b) any loss, damage or expense suffered by the Association through the insufficiency or deficiency of title to any property acquired by the Association or on behalf of the Association;
- (c) 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;
- (d) any loss or damage arising from the bankruptcy, insolvency or tortious act of any individual, firm or association, including any individual, firm or association with whom or which any monies, securities or effects shall be lodged or deposited;
- (e) any loss, conversion, misapplication or misappropriation or any damage resulting from any dealings with any monies, securities or other assets belonging to the Association; or
- (f) any other loss, damage or misfortune whatever which may happen in the execution of the duties of their respective office or trust or in relation thereto unless the same shall happen by or through their own wrongful and willful act or through their own wrongful or willful neglect or default.

9.02 The Directors shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name of, or on behalf of, the Association, except such as shall have been submitted to and authorized or approved by the Board.

10.00 COMMITTEES

10.01 Constitution of Committees

All Board committees and Board task forces, with the exception of the nominating committee and the audit committee (which are standing committees that report to the Voting Members), are advisory to the Board. The Board may constitute and dissolve such committees as it deems necessary and shall prescribe the organization and duties of each committee. Committee members may be appointed from among the Voting Members or the community, but each committee shall have at least one Director, and report to the Board. The Chair and the Chief Executive Officer shall be non-voting members of each committee.

10.02 Nominating Committee

A nominating committee shall be appointed by the Board and shall consist of a Director, the Chief Executive Officer, and other such persons who need not be Directors as the Board may approve from time to time. The Chair of the nominating committee will be a Director and will be appointed by the Board. The nominating

committee shall submit to the annual general meeting of the Voting Members a slate of the names of proposed Directors to fill any vacancies on the Board. The same shall be published by posting on the Associations website, at least fourteen (14) days before the annual general meeting, a list of the individuals so nominated, giving the name and occupation of each.

10.03 Audit Committee

The audit committee shall be appointed by the Board and shall consist of at least two Directors and such other persons who need not be Directors who the Board may approve from time to time. The Chair of the audit committee will be a Director and will be appointed by the Board. The audit committee will monitor the annual audit of Association books of account and any special audit which may be required by the Board. The audit committee shall recommend the appointment of auditors to the Board.

11.00 INVESTMENT

11.01 Investment

The Association may invest its funds:

- (a) in accordance with any investment policy established by the Board;
and;
- (b) in an investment in which a prudent investor might invest unless these By-laws prohibit that investment.

12.00 BORROWING, DISTRIBUTIONS AND DISPOSAL OF UNDERTAKINGS

12.01 Borrowing

The Association may from time to time if authorized by the Board:

- (a) borrow money in the manner and amount on the security, from the sources and on the terms and conditions the Board may determine.

12.02 Restrictions on Distributions

The Association must not distribute any of its money or other property other than:

- (a) for full and valuable consideration;
- (b) in furtherance of the purposes of the Association;
- (c) to a qualified recipient; or,
- (d) for a distribution required or authorized by the Act.

12.03 Disposal of Undertaking

The Association must not sell, lease or otherwise dispose of all or substantially all of its undertaking unless the Association has been authorized by Special Resolution.

13.00 AUDIT OF ACCOUNTS

13.01 Appointment of Auditors

At each annual general meeting of the Association, the Voting Members shall appoint a duly qualified auditor to hold office until the next annual general meeting.

13.02 Disqualification

No Director or Officer shall concurrently be the auditor or be a member of the auditor firm retained by the Association.

13.03 Access to Records

At the end of each fiscal year, the auditor shall be given unrestricted access to all financial statements, books of account, records, and any and all other information relative to the financial position of the Association.

13.04 Auditor's Report

The auditor shall compile a report which shall include the balance sheets, statements of income and expenses, and statements of changes in the financial position of the Association.

13.05 Presentation of Auditor's Report

The auditor's report shall be presented to the Voting Members at the next annual general meeting.

13.06 Remuneration of Auditor

The remuneration of the auditor of the Association shall be negotiated by the Chief Executive Officer or his or her designate.

14.00 CHIEF EXECUTIVE OFFICER

14.01 Management of the Association

The Directors may appoint a Chief Executive Officer who shall be charged with the general management and supervision of the affairs, business and operations of the Association, shall perform such duties as may be prescribed by the Board, and shall at all times be responsible to and subject to the direction and control of the Board. The Chief Executive Officer must meet the qualifications of the Act and these By-laws.

15.00 SIGNING OFFICERS

15.01 Banking

All cheques, bills of exchange, promissory notes, drafts, acceptances, or other instruments of indebtedness issued in the name of the Association shall be signed by at least two (2) Officers, or individual or individuals as shall be from time to time determined by resolution of the Board.

15.02 All cheques, bills of exchange, promissory notes, drafts, acceptances, or other instruments received to the credit of the Association shall be negotiated or deposited with, or transferred to such bank or financial institution as may be determined from time to time by the Board, and shall be signed by at least two (2) Officers, or individual or individuals as shall be from time to time determined by resolution of the Board.

16.00 NOTICE

16.01 Notice

Whenever the provisions of the By-laws require notice to be given for an annual or general meeting, such notice may be given:

- (a) by email to each Director and every Voting Member who has provided an email address to the Association;
- (b) by notice of date, time and location of the meeting on the Association’s website; and
- (c) the accidental omission to give notice of a meeting or the non-receipt of notice by any member entitled to receive notice does not invalidate proceedings at the meeting.

No other person is entitled to receive a notice of a general meeting.

17.00 RECORDS

17.01 Inspection

A Voting Member is entitled to inspect the corporate records of the Association, under Section 20(1) of the Act, upon written request to the Board which sets out the documents the Voting Member wishes to inspect and the purpose of the inspection. Inspection will be made available, in person at a reasonable time after giving reasonable notice at the Association’s registered office.

17.02 A Voting Member is not entitled to inspect or receive copies of the minutes of Board meetings, Board consent resolutions, including in camera meeting minutes and accounting records of the Association, other than financial statements, with the exception of those portions of any of the above records that evidence a disclosure

of a Director's or Chief Executive Officer's interest in accordance the Act.

17.03 Subject to the Act a member will not have access to documents of the Association that the Board, acting reasonably, determines to be confidential; nor to documents of the Association that are protected, immune, exempt or otherwise excepted from disclosure under applicable laws including without limitation confidentiality laws and privacy legislation.

17.04 A person who is not a member of the Association may inspect the corporate records of the Association under Section 20(1) of the Act, upon written request to the Board which sets out the documents the individual wishes to inspect and purpose of the inspection. Inspection will be made available, in person at a reasonable time after giving reasonable notice at the Associations registered office. The Board maintains discretion to approve or deny this request.

18.00 GENDER EQUALITY

18.01 Equality

The Association shall strive at all times to ensure that the organization, operations, programs and undertakings of the Association reflect its commitment to gender equality.

19.01 DISSOLUTION OF THE ASSOCIATION

19.01 The Association may only be dissolved in accordance with the Act.

19.02 Effect of Dissolution

No dissolution shall have any effect until the Registrar, after being satisfied that sufficient notice of the Association's intentions has been given and that no debts or liabilities of the Association are outstanding, accepts the surrender of the certificate and fixes a date from which the Association shall be dissolved.

20.00 AMENDMENT

20.01 Amendment of Bylaws

These By-laws may only be amended in accordance with the Act.

21.00 SEVERABILITY

21.01 Invalidity

The invalidity or unenforceability of any provision of these By-laws shall not affect the validity or enforceability of the remaining provisions of these By-laws.

22.00 RULES OF ORDER

22.01 Roberts Rules

Subject to the applicable law and these By-laws, Roberts Rules of Order shall apply to all questions of procedure.

23.00 FORMER CONSTITUTION PROVISIONS

23.01 No ownership or rights in the assets or property of the Association shall vest in any member or employee of the Association and this provision is unalterable.

22.02 The Association guarantees access to any facilities which are constructed in part or in whole with funds received from Her Majesty in the Right of the Province of British Columbia, to any person or persons who wish to use them in accordance with the purpose of the facility; the charge for using the said facilities to those members of the public who are not Voting Member of the Association shall be either a daily or hourly charge, or other such charges, as agreed upon between the Association and the Department of Recreation and Conservation, or the Department of Government charged with this responsibility; and in the event of dissolution of the YMCA-YWCA of Vancouver Island, any assets remaining after payment of all debts and obligations shall be distributed to a recognized charitable organization in the Province of British Columbia with similar objects, or a suitable level of local government. These provisions with reference to dissolution and public access are unalterable.