



United Way

United Way serving Saint John, Kings & Charlotte Counties

BY-LAWS

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UNITED WAY serving SAINT JOHN, KINGS and CHARLOTTE COUNTIES

A By-Law relating generally to the conduct of the operation and affairs of UNITED WAY serving SAINT JOHN, KINGS and CHARLOTTE COUNTIES.

BE IT AND IT IS HEREBY ENACTED as a By-Law of UNITED WAY serving SAINT JOHN, KINGS and CHARLOTTE COUNTIES.

ARTICLE 1.00 - DEFINITIONS

In this By-Law and in all other By-Laws of the Company, unless the content otherwise specifies or requires:

- 1.01 "Board" means the Board of Directors of the Company.
- 1.02 "Company" means United Way of Greater Saint John Inc.
- 1.03 "Director" means a member of the Board.
- 1.04 "Member" means a person who is a member of the Company and includes an honorary member of the Company.
- 1.05 "Meeting of Members" includes an annual Meeting of Members and a special Meeting of Members.
- 1.06 "Person" includes an individual, firm, Company, society, or organization.
- 1.07 "Standing Committees" means those committees created by or pursuant to Article 8.00 of this By-Law, and "Committees" means such committees collectively.
- 1.08 The headings used in this By-Law are inserted for reference purposes only and are not to be considered or taken into account concerning the terms or provisions thereof or to be deemed in any way to clarify, modify, or explain the effect of any such terms or provision.

ARTICLE 2.00 - AFFAIRS OF THE COMPANY

2.01 Head Office

The head office of the Company shall be in Saint John in the county of Saint John in the Province of New Brunswick, and at such location therein as the board may determine.

2.02 Common Seal

The Company shall have a common seal which, until changed by the Board, shall be in the form impressed in the margin hereof.

2.03 Fiscal Year

The fiscal year of the Company shall end on the last day of February in each year until changed by the Board.

2.04 Execution of Instruments

Deeds, transfers, conveyances, assignments, contracts, agreements, and other instruments in writing requiring the execution of the Company may be executed on behalf of the Company by the Executive Director and the Chair or the Vice-Chair, or otherwise as prescribed by resolution of the Board of Directors.

ARTICLE 3.00 - MEMBERSHIP

3.01 Qualification

Members of the Company shall be limited to persons who are resident within the boundaries of Saint John, Kings & Charlotte Counties and who:

- a. have submitted to the Company an application to be a Member of the Company in standard form, which application is approved by the Board of Directors of the Company, or its designate, and which application shall include the statement that such individual agrees with and supports the Company's objectives, mission, vision and values from time to time; or
- b. have made a monetary donation to the Company, or have performed volunteer service with the Company, during the immediately preceding fiscal year.

3.02 Powers and Responsibilities

Without limitation, Members shall have the power and responsibility at Meetings of Members to elect Directors, to receive reports from and make recommendation to the Board, and to adopt, confirm, ratify, and approve By-Laws, and rules or regulations enacted by the Board or to decline to do so.

ARTICLE 4.00 - MEETINGS OF MEMBERS

4.01 Annual Meetings

An annual Meeting of Members shall be held no later than 15 months after the preceding annual meeting on such date and at such time as the Board shall determine. At the Annual Meetings the Members of the Company shall: elect Directors; receive reports as to the operation and affairs of the Company for the previous fiscal year; consider financial statements of the

Company and the auditors report thereon; appoint auditors and conduct any other business properly presented to the meeting.

4.02 Special Meetings

Special Meetings of Members shall be held on the call of the Chair or the Board at any time. The Board shall call a special "meeting of members" upon the written petition of at least twenty five of the Members. All business to be conducted by Members, except business to be conducted at an annual Meeting of Members, shall be conducted at a special Meeting of Members.

4.03 Notice

Notice stating the day, hour, and place of each Meeting of Members shall be given:

- a. Fifteen (15) days' written notice shall be given to each member of any annual or special general meeting of members. Notice of any meeting where special business will be transacted shall contain sufficient information, such notice to include:
 - I. reference to the business to be conducted at such meeting; and in the case of an Annual Meeting of Members:
 - i. a statement that the report of the Governance Committee as to its nominations for Directors and for Officers of the Company may be examined at the offices of the Company during the twenty-five day period immediately preceding such meeting; and
 - ii. an outline of the procedure contained in clauses 5.04 (b) of this By-Law for the making of additional nominations for Directors; and, if such is the case,
 - iii. a statement that a motion will be made to change the By-Laws of the Company and that a report on such proposed changes may be examined at the offices of the Company during the fifteen day period immediately preceding such meeting.
- b. To Directors at least fifteen (15) days before each such Meeting of Members is to take place.
- c. Notice may be e-mailed to each Member who has provided an e-mail address to the Company.

4.04 Omission of Notice

The accidental omission to give notice of any Meeting of Members or the non-receipt of any notice by any Member shall not invalidate any resolution passed or any proceedings taken at any such meetings. For purpose of sending notice to any Member, Director or Officer for any meeting or otherwise, the address of the Member, Director or Officer shall be his last address or e-mail address recorded on the books of the Company.

A Member or any other person entitled to attend a meeting of the members may participate in the meeting by means of a telephone or other communications facilities that permit all persons participating in the meeting to hear each other and a person participating in a meeting by those means shall be deemed for the purposes of these by-laws to be present at the meeting.

4.05 Quorum

Twenty five of the Members at a Meeting of Members shall constitute a quorum. No business shall be conducted at any such meeting unless the requisite quorum shall be present at the commencement of such business.

4.06 Chair

In the absence of the Chair of the Board and the Vice-Chair of the Board, the Members present at the Meeting of Members shall choose any Director as Chair.

4.07 Voting

Every Member shall have one vote and no more. Every question submitted to a Meeting of Members shall be decided in the first instance by a majority of votes given on a show of hands and in case of an equality of votes cast in respect of any resolution, the same shall be deemed to have been not carried. No Member shall be entitled to vote by proxy. Unless a poll is demanded, a declaration by the Chair that a resolution has been carried unanimously or by a particular majority shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

4.08 Polls

If at any Meeting of Members a poll is demanded on any question or as to the election of Directors, it shall be taken in such manner and either at once or after adjournment as the Chair directs. The results of a poll shall be deemed to be the resolution of the Meeting of Members at which the poll was demanded. A demand for a poll may be withdrawn.

ARTICLE 5.00 - BOARD OF DIRECTORS

5.01 Powers and Duties

The Board shall direct in all particulars the operation and affairs of the Company and the administration, management, and control of its properties and, without limitation, shall have the following powers and duties:

- a. The raising of monies by financial campaigns and the distribution of monies so raised;
- b. The appointment of the following Officers from among the Directors at the first meeting of the Board following each annual Meeting of Members:
 - Chair
 - Vice-Chair
 - Treasurer

and such other Officers as the Board may from time to time determine;

- c. Subject to the provisions of this By-Law, the appointment of the Standing Committees of the Board;
- d. The appointment and removal of the Executive Director and the fixing of the terms and conditions of his/her employment; and
- e. The creation of policies, rules and regulations, consistent with this By-Law, relating to the management and operation of the Company as it may deem necessary.
- f. The presentation at every annual Meeting of Members of comparative financial statements of the Company for the fiscal year immediately preceding and the report of the auditors thereon.

5.02 Number

The Board shall consist of a minimum of three (3) and a maximum of fifteen (15) persons.

5.03 Qualifications

An individual shall be qualified for election to the Board if the age of majority and if not an employee of the Company.

5.04 Nominations

- a. The Governance Committee shall prepare and shall submit to the

Executive Committee, prior to the public notice of meeting, a report on its nominations for Directors and Officers of the Company.

- b. The Executive Committee shall review the list of nominees provided by the Governance Committee and shall submit to the Chair, prior to the public notice of meeting, a final report on its nominations for Directors and Officers of the Company. Such report shall propose a single slate of nominees.
- c. The nomination of any individual as Director, who is not nominated as Director in the report of the Executive Committee, shall be in writing signed by at least twenty-five (25) Members. It shall be received by the Secretary not less than seven (7) days prior to the annual meeting at which such nomination is to be presented, together with a statement in writing signed by such nominee indicating a willingness to serve as Director if elected.
- d. If prior to any annual Meeting of Members, more nominations for Directors shall be received than there are Directors to be elected, the election of Directors at such meetings shall be by written ballot. Otherwise, individuals nominated by the report of the Executive Committee shall be elected by a show of hands.

5.05 Elections and Terms

- a. All Directors of the Board shall be elected by the Members for a term of two years. At each annual meeting of the Company, the Members shall elect approximately one-third of the Directors to hold office for a term of not more than two years.
- b. No Director shall be eligible to serve for more than six consecutive years except by special resolution of the Board.
- c. Any member who is duly elected to the Board of Directors of United Way of Canada shall automatically become a Director of United Way of Great Saint John Inc. and shall remain a director until such time as she or he no longer serves on the Board of the United Way of Canada.

5.06 Vacancies

The office of a director shall ipso facto be vacated:

- a. if he or she becomes bankrupt or suspends payment of compounds with his or her creditors or makes an authorized assignment or is declared insolvent;
- b. if he or she becomes of unsound mind and has been so found by a court in Canada or elsewhere;

- c. if by notice in writing to the Company he or she resigns his or her office;
- d. if he or she ceases to be a Member of the Company; or
- e. if he or she fails to attend three (3) consecutive meetings of the board without a valid reason, which reasonableness shall be decided in the sole discretion of the board
- f. if he or she be removed from office by resolution of at least 2/3 of the members of the Company.

A quorum of Directors may fill a vacancy on the Board until the next annual Meeting of the Members, at which time the individual (s) may be nominated as Director(s) to fill the vacancy for the remainder of the unexpired term.

A board member may not attend board meetings or vote if they have been formally charged with a criminal offence while the outcome of the charges is pending. Notwithstanding the foregoing, failure of a Director to attend three (3) consecutive meetings of the board due to criminal charges does not vacate the Director's office. Should the member be convicted, they will vacate the Director's office.

ARTICLE 6.00 - MEETINGS OF THE BOARD

6.01 Place of Meetings

Meetings of the Board shall be held in Saint John or in a location as determined by the Board.

6.02 Calling of Meetings

- a. The Board of Directors shall meet a minimum of six times throughout the year. The first regular meeting of the board following the election of Directors at an annual Meeting of Members shall be held no later than forty-five (45) days after such meeting.
- b. Special meetings of the Board shall be held at the call of the Chair, the Board, or any five (5) Directors.

6.03 Notice

Notice stating the day, hour, and place of every meeting of the Board shall be given to each Director at least twenty-four (24) hours before such meeting is to be held. Notices of a special but not necessarily of a regular meeting of the Board shall specify the purpose of and/ or the business to be conducted at such meetings.

6.04 Omission of Notice

The accidental omission to give notice of any meeting of the Board or the non-receipt of such notice by any Director shall not invalidate any resolutions passed or any proceeding taken at such meeting.

A Director may participate in a meeting of Directors or a committee of Directors by means of telephone or other communications facilities that permit all persons participating in the meeting to hear each other and a director participating in a meeting by those means shall be deemed for the purposes of these by-laws to be present at that meeting.

A resolution approved via e-mail by all of the Directors, or approved in writing signed by all the Directors or signed counterparts of such resolution by all the Directors entitled to vote on that resolution at a meeting of the Board of Directors or a committee of directors, is as valid as if it had been passed at a meeting of the Board of Directors or committee of Directors duly called, constituted and held. A copy of every such resolution or counterpart thereof shall be kept with the minutes of the proceedings of the Board of Directors or such committee of Directors.

6.05 Quorum and Voting

Fifty percent plus 1 (50% + 1) of the filled Board positions shall constitute a quorum for the transaction of business. Questions arising at any meeting of the Board shall be decided by consensus or failing that, by a majority of votes. The Chair of each meeting of the Board shall be entitled to one vote. In case of an equality of votes cast in respect of any resolution, the same shall be deemed to have been not carried.

6.06 Meetings Open to Members

Members may attend all regular meetings of the Board as observers and, with the approval of the Board, shall have the privilege of the floor, except where the Board has determined that its discussions must proceed in camera.

ARTICLE 7.00 - OFFICERS

7.01 Election and Appointment

The Board shall bi-annually, or more often as required, elect a Chair, a Vice-Chair, a Treasurer, and such other Officers as the Board may determine. The Executive Director shall be the Secretary. Each of the said Officers, with the exception of the Secretary, shall be elected each year from and by the Board following each annual meeting. The Governance Committee shall submit to the Board at the first regular meeting its report as to nominations for Officers. Additional nominations for Officers may be made by Directors present at such meeting. The election of Officers shall

be by written ballot if more than one individual is nominated for any office; otherwise, the election of Officers shall be by show of hands.

7.02 Term of Office

The Chair of the Board shall hold office for a term of two years. The Chair of the Board will have completed a minimum of a one year term as Vice-Chair, unless the board determines otherwise. Incumbent Officers shall continue in office until their successors are elected.

7.03 Vacancies

If the position of any officer other than the Secretary shall be or become vacant by reason of death, resignation, disqualification or otherwise, the Board, on the recommendation of the Governance Committee, may appoint a Director to fill such vacancy at any regular or special meeting of the Board.

7.04 Chair

The Chair shall, when present, preside at all Meetings of the Members, and all meetings of the Board. He/she shall call special meetings of the Board as when he/she considers them necessary or upon the written request of no fewer than five Directors. He/she shall be a member of all Standing Committees. He/she may, with the Secretary or other officer appointed by the Board for the purpose, sign all By-Laws and other documents requiring the signatures of Officers of the Company. He/she shall possess and may exercise such other powers and shall perform such other duties as may be assigned to him/her by the Board.

7.05 Vice-Chair

The Vice-Chair shall, in the absence, disability or refusal to act of the Chair, perform the duties and exercise the powers of the Chair and shall aid the Chair in the performance of his/her duties. The Vice-Chair shall perform such other duties and shall possess and may exercise such other powers as may be assigned to the Vice-Chair by the Board.

7.06 Treasurer

The Treasurer shall ensure the care and custody of all funds and securities of the Company. He/she shall cause to be kept full and accurate accounts of receipts and disbursements and shall make reports thereof in such form as the Board may direct in order to ensure that the fiscal policies and practices of the Company are properly observed and carried out. He/she shall perform such duties as are usually incidental to the office of Treasurer or as may be assigned to him/her by the Board or the Chair.

7.07 Executive Director

The Executive Director shall be a non-voting member of the Board and all Standing Committees. The Executive Director shall be accountable for the general management of the operation and affairs of the Company, subject to the supervision and control of the Board. He/she shall see that all orders and resolutions of the Board are carried into effect and shall at all times provide the Board with such information as they may respectively require concerning the operation and affairs of the Company. He/she shall advise, co-operate with and furnish information and assistance to all Committees. The Executive Director shall employ and discharge agents and employees of the Company within the budgetary limitations set by the Board and shall perform such other duties as assigned by the Board.

7.08 Secretary

The Executive Director, as the Secretary, and/or his/her designate, shall attend and act as Secretary of all meetings of the Board. He/she shall record all votes and proceedings in books to be kept for that purpose. He/she shall give or cause to be given, notice of all Meetings of Members and of all meetings of the Board and committees. He/she shall be the custodian of the common seal of the Company and of all books, papers, records, documents and instruments belonging to the Company and shall perform such other duties as are usually incidental to the office of Secretary or as may be assigned to him/her by the Board or Chair.

ARTICLE 8.00 – STANDING COMMITTEES

8.01 Constitution

The following committees: Governance Committee, Executive Committee, Campaign Committee, Community Investment Committee, are hereby constituted as Standing Committees of the board. Ad Hoc committees may be constituted by the Board as required for finite times and tasks.

8.02 Membership

All Standing Committees shall be appointed by the Board, with the assistance of the Governance Committee. The Chair of each Standing Committee shall be a member of the Board.

8.03 Duties and Responsibilities

Each Standing Committee shall be responsible to and shall report to the Board and shall have such other and further duties and responsibilities as the Board may assign to it.

8.04 Procedure and Governance

The Board shall approve, the terms of reference, membership, rules and procedures of each Standing Committee.

ARTICLE 9.00 - GENERAL

9.01 Indemnities to Directors and Officers

Every Director and Officer for the time being of the Company shall from time to time and at all times be indemnified and saved harmless by the Company from and against all cost, charges and expenses whatsoever which such Director or Officer may sustain or incur in or about the execution of the duties of his/her office or otherwise in relation to the operation or affairs of the Company; except such costs, charges, or expenses as are occasioned by or through his/her own wrongful or willful act or by his/her own wrongful or willful neglect or default.

9.02 Indemnification

- a. Every Director or Officer of the Company or other person who has undertaken or is about to undertake any liability on behalf of the Company and his or her heirs and executors respectively shall at all times be indemnified and saved harmless out of the funds of the Company from and against:
 - i. all cost, charges and expenses whatsoever that he or she sustains or incurs in or about any action, suit or proceeding that is brought or commenced or prosecuted against him or her for in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in or about the execution of the duties of his or her office; and
 - ii. all other costs, charges and expenses that he or she 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 willful act.
- b. The indemnity provided for in the preceding paragraph:
 - i. shall be applicable only if the Director or the officer of the Company acted honestly and in good faith with a view to the best interests of the Company; and
 - ii. in the case of criminal or administrative action or proceeding that is enforceable by monetary penalty, the Director or officer had reasonable grounds to believe that his or her conduct was lawful.

9.03 Books and Records

The Minutes of Board meetings and all books and financial records of the Company (except individual contributions to financial campaigns of the Company and except individual records of employees) shall be open and available for examination by Members at any time by arrangement with the Executive Director and/ or his/her designate at the offices of the Company.

ARTICLE 10.00 - FISCAL POLICY

10.01 Auditors

The Members shall at each annual Meeting of Members appoint a firm of chartered accountants to audit the financial records of the Company and to report thereon to the next ensuing annual Meeting of Members. The auditors of the Company so appointed shall hold office until such next annual meeting and the Board may fill any casual vacancy in the office of auditors. The remuneration of the auditors shall be approved by the Board.

10.02 Annual Financial Statements

The Company shall, at least annually, cause to be published comprehensive audited financial statements of the Company showing income, disbursements, assets and liabilities of the Company. The Company shall provide a copy of such statements to any Member who shall request it.

10.03 Financial Management

The Directors are hereby authorized from time to time:

- a. To borrow money upon the credit of the Company in such amounts and on such terms as may be deemed expedient by obtaining loans or advances by way of overdraft or otherwise.
- b. To issue debentures or other securities of the Company.
- c. To pledge or sell such debentures or other securities of such sums and at such prices as may be deemed expedient.
- d. To mortgage, hypothecate, charge or pledge, or give security in any manner whatever, upon all or any of the property, real or personal, immovable and movable, undertaking and rights of the Company, present and future, or any money borrowed or to be borrowed, or any obligation or liability of the Company present or future.

- e. To invest assets as may be deemed desirable.
- f. To delegate to such Officers of the Company, appointees or trustees as the Directors may designate, all or any of the foregoing powers to such extent and in such manner as the Directors may determine.

ARTICLE 11.00 - AMENDMENT OF BY-LAWS

11.01 Enactment

The By-Laws may be repealed or amended by special resolution passed at any regular or special meeting of the Board. Such changes must be approved by a three-quarters majority of those present; provided that written notice of any proposed By-Law changes has been sent to all Directors at least fifteen (15) days prior to such meeting.

11.02 Ratification by Members

Action taken by the Board to repeal or amend the By-Laws shall take effect immediately but such action shall be submitted to the Members to adopt, confirm, ratify and approve such action, or to decline to do so, at the Meeting of Members next following. If the Members decline to ratify action previously taken by the Board to repeal or amend the By-Laws, such action of the Board shall be void and of no effect.

DONE, PASSED AND ENACTED this _____ day of _____ 2013.

WITNESS the common seal of the Company

Chair, Board of Directors

Vice-Chair, Board of Directors