



United Way
Bruce Grey

Bylaws Bylaw – 1: THE ORGANIZATION	Policy Type: Governance
Document Number: Gov1	Adopted: March 27 2013 Last Reviewed: Approved: Next Review:

BYLAW 1: THE ORGANIZATION

A by-law relating generally to the transaction of business of the affairs of the United Way of Bruce Grey, a registered charity.

Be it enacted as a by-law of United Way Bruce Grey (“the Organization”) as follows:

- 1.1 The Head Office of the Organization shall be within the boundaries of the Counties of Bruce and Grey, in the Province of Ontario.
- 1.2 The operations of the United Way of Bruce Grey are to be carried out within the jurisdictions assigned by United Way of Canada.
- 1.3 The Organization shall carry out its activities without gain for its Members, Directors, staff, or volunteers. Any profits or other benefits to the Organization shall be used solely to promote its objectives.

UWBG Bylaws Bylaw - 2: MEMBERSHIP	Policy Type: Governance
Document Number: Gov2	Adopted: March 27 2013 Last Reviewed: Approved: Next Review:

BYLAW 2: MEMBERSHIP

The following persons shall be Members of the Organization:

- 2.1 Current Directors of the Board of United Way of Bruce Grey.
- 2.2 Agencies that are a current recipient of Allocated funds from the Organization are entitled to be represented by a volunteer or staff delegate at Annual and General meetings of the Organization, with the privilege of a single vote per Agency.
- 2.3 Members may vote only in person. Voting by proxy will not be allowed.
- 2.4 Membership shall cease upon:
 - a) the death of a member;
 - b) the member resigning by written notice given to the Chair; or
 - c) the member no longer qualifying for membership in accordance with the Bylaws or,
 - d) by action of the members at a duly constituted meeting.

UWBG Bylaws Bylaw 3: MEETINGS OF THE ORGANIZATION	Policy Type: Governance
Document Number: Gov3	Adopted: March 27 2013 Last Reviewed: Approved: Next Review:

BYLAW 3: MEETINGS OF THE ORGANIZATION

- 3.1 General meetings of the Members of the Organization may be held at the call of the Board of Directors at any time.
- 3.2 The Directors shall call a general meeting of the Organization if at least one third of sitting members of the Organization request that a general meeting be called.
- 3.3 Any meetings of the Members of the Organization shall be called with two (2) weeks minimum public notice to be given in such manner as the Board may determine, and shall be held at such time and place as the Board may determine.
- 3.4 No error or omission with respect to notice for a meeting of the Organization shall invalidate the meeting or invalidate or make void any proceedings taken or had at such meeting. Any member may at any time waive notice for any such meeting, and may ratify and approve of any or all proceedings taken or had at the meeting.
- 3.5 The quorum necessary for the transaction of business at any meeting of Members of the Organization shall not be less than eight (8) Members.
- 3.6 Any meeting of the Corporation may be adjourned by the Chair to any other time or date, without reason or voting. No notice shall be required for any adjournment. An adjournment may be made with, or without, a quorum being present.

UWBG Bylaws Bylaw 4: ANNUAL AND GENERAL MEETINGS	Policy Type: Governance
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BYLAW 4: ANNUAL AND GENERAL MEETINGS

- 4.1 The Annual General Meeting of the membership of the Organization shall be held within four (4) months of the end of the fiscal year, which is December 31st.
- 4.2 The business of the Organization's Annual General Meeting shall be:
 - i) receiving the annual report of the Chair;
 - ii) receiving the financial report of the fiscal year just ended;
 - iii) appointing auditors
 - iv) amending the bylaws of the Organization;
 - v) electing members to the Board of Directors; and
 - vi) conducting any other business deemed necessary by the Board, or the Members.

UWBG Bylaws Bylaw 5: BOARD OF DIRECTORS	Policy Type: Governance
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BYLAW 5: BOARD OF DIRECTORS

5.1 The governance of the affairs of the Organization shall be entrusted to a Board of Directors consisting of a minimum of eight (8), and a maximum of sixteen (16) members.

- a. There may be a maximum of three (3) additional youth members of the Board who are non-voting. These non-voting members shall be appointed by the Board. Non-voting members shall be appointed for a one-year term, which is renewable. Non-voting Youth representatives of the Board may become voting members of the Board upon reaching their eighteenth birthday provided in all other aspects such person qualifies as a Director. In the event of their addition as voting members, the Board may have a maximum of 18 members. The appointment of a Youth Representative as a Director shall be ratified through the Board's nomination and election process at the next Annual or General Meeting of the Organization.
- b. Four (4) of the above positions, on the Board of Directors, shall be reserved for affiliates in good standing belonging to an organized labour group of whom shall be nominated by the Grey Bruce Labour Council or its successor and the remaining shall be nominated by the Nominating Committee.
- c. The Labour Council President or designate appointed by the Labour Council President will be an additional board position
- d. Three (3) of the above positions, on the Board of Directors, can be reserved for agency representatives, in good standing who are funded or not funded, by the United Way. These representatives will step out of meetings where funding decisions are made that directly affect their agency. Representatives can be board members or staff members from agencies.

5.2 No additional person shall be a member of the Board who is a member of the Board of Directors of a current Participating Funded Agency, or is a paid employee of a Participating Funded Agency.

5.3 No person serve on the Board of Directors in any capacity for more than two (2) consecutive terms of three (3) years. Directors would be eligible for re-election to

the Board for further terms after a lapse of one year following each such two consecutive terms. One third of the terms shall expire each year.

- 5.4 In the instance that the Immediate Past Chair does not qualify as a member of the Board solely do his/her length of term on the Board of Directors, one additional year's appointment to the Board is allowed.
- 5.5 At each annual meeting there will be five (5) rotating terms of the board that are completed. If a term is not filled, it will be considered vacant until such time that it may be filled.
- 5.6 The Board may fill any vacancy on the Board of Directors for the remainder of the unexpired term of a Member who leaves or resigns from the Board.
- 5.7 Any member of the Board of Directors shall be deemed to have resigned from the Board under the following circumstances:
 - i) If he/she misses three (3) consecutive Board meetings without being granted a Leave of Absence by the Board.
 - ii) If he/she attends fewer than one-half the number of Board meetings in a year without being granted a Leave of Absence by the Board.
 - iii) If he/she fails to adhere to the Board of Director's Code of Conduct.
 - (1) A Code of conduct shall include but not be limited to: respectful communication, respect for the confidentiality of Board business, declaring a conflict of interest when appropriate and relevant, coming prepared and participating in discussion at Board meetings, representing the agency in a positive light in the community
 - (2) Having failed to resolve the concerns relating to the Code of Conduct, through a conflict resolution process, removal under these circumstances requires a motion passed by a majority of two-thirds of the sitting board members

UWBG Bylaws Bylaw 6: OFFICERS	Policy Type: Governance
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BYLAW 6: OFFICERS

- 6.1 The Officers shall be the Chair, the Vice-Chair, the Second Vice-Chair, the Treasurer, and any other Directors; all of whom shall be elected by the Board from among its Members, at an organizational meeting of the Board. The meeting of the Board shall be held immediately following the meeting of the Organization's Annual General Meeting which appointed the Board.
- 6.2 The Chair shall preside at all meetings of the Organization and the Board of Directors. The Chair shall call special meetings of the Board whenever he/she deems it necessary, or upon the written request of at least five (5) voting Members of the Board.
- 6.3 The Vice-Chair shall perform the duties of the Chair in the event of the Chair's absence, resignation, or inability to perform his/her duties.
- 6.4 The Second Vice-Chair shall perform the duties of Campaign Chair
- 6.5 The Chair shall be responsible for ensuring proper record keeping for the Organization; and shall keep or cause to be kept the minutes of all meetings of the Board of Directors, and Committees. The Organization's Executive Director shall act as Secretary to the Board of Directors.
- 6.6 The Treasurer shall be responsible for ensuring that the funds of the Organization are properly handled; and shall keep or cause to be kept all financial records, in accordance with Federal and Provincial Law and the directions of the Board.
- 6.7 All Officers shall be elected for terms of one (1) year or until their successors are elected. No person shall serve in any particular Officer position for more than two (2) consecutive one-year terms. Any person will be eligible for re-election to a particular Officer position for further terms after a lapse of one year following such two consecutive terms.
- 6.8 The Authorized Signing Officers of the Organization shall be the Chair, both Vice Chairs and Executive Director for the purpose of official documents of the Organization.

- 6.9 The Board of Directors shall have in place a Signing Authority Policy that directs and authorizes persons who may sign cheques, money transfers, and bank documents.

UWBG Bylaws Bylaw 7: POWERS AND DUTIES OF THE BOARD OF DIRECTORS	Policy Type: Governance
Document Number: Gov7	Adopted: March 27 2013 Last Reviewed: Approved: Next Review:

BYLAW 7: POWERS AND DUTIES OF THE BOARD OF DIRECTORS

- 7.1 The powers and duties of the Board shall be:
 - a) To be responsible for the management of the affairs of the Organization.
 - b) To appoint such committees, subcommittees, and task forces as it may deem expedient for carrying out objects of the Organization.
- 7.2 The Board may delegate, where appropriate, any of its powers or duties to committees consisting of its members as it thinks fit, together with such additional persons as it thinks fit. Any committee so formed shall, in the exercise of the powers or the duties so delegated, conform to all regulations or directions that may be imposed on it by the Board.
- 7.3 The Board of Directors may enter into contracts or agreements.
- 7.4 The Board of Directors may make banking and financial arrangements.
- 7.5 The Board of Directors may execute documents.
- 7.6 The Board of Directors may direct the manner in which any other person, or persons, may enter into contracts or agreements on behalf of the Organization.
- 7.7 The Board of Directors may purchase, lease or otherwise acquire, sell, exchange or otherwise dispose of real or personal property, securities, or any rights or interests for such consideration and upon such terms and conditions as the Directors may consider advisable.
- 7.8 The Board of Directors shall purchase, if available, insurance to protect the property, rights, and interests of the Organization; and to indemnify the Organization, its members, Directors, and Officers from any claims, damages, losses, or costs arising from or related to the affairs of the Organization.

UWBG Bylaws Bylaw 8: BOARD OF DIRECTORS MEETINGS	Policy Type: Governance
Document Number: Gov8	Adopted: March 27 2013 Last Reviewed: Approved: Next Review:

BYLAW 8: BOARD OF DIRECTORS MEETINGS

- 8.1 The time and place of regular Board of Directors meetings, unless otherwise determined by the Board, shall be fixed by the Chair in his or her call for each meeting.
- 8.2 A minimum of 11 regular meetings of the Board shall be held annually. Normally these meetings shall occur on a monthly basis.
- 8.3 A majority of Directors shall constitute a quorum for the transaction of business by the Board of Directors.
- 8.4 The Board of Directors may present, second and vote upon motions between meetings of the Board through e-mail communications; provided that all members of the Board receive copies of all communications, and a majority of the current members of the Board indicate agreement with the motion.
- 8.5 All motions and the associated voting tally conducted through e-mail communications shall be recorded in the minutes of the following meeting of the Board of Directors.

UWBG Bylaws Bylaw 9: THE EXECUTIVE DIRECTOR	Policy Type: Governance
Document Number: Gov9	Adopted: March 27 2013 Last Reviewed: Approved: Next Review:

BYLAW 9: STANDING COMMITTEES OF THE BOARD OF DIRECTORS

9.1 The five main committees appointed by the Board of Directors shall be

- a. Executive Committee:
- b. Finance Committee:
- c. Human Resources Committee
- d. Allocations Committee
- e. Campaign Committee

UWBG Bylaws Bylaw 9: THE EXECUTIVE DIRECTOR	Policy Type: Governance
Document Number: Gov10	Adopted: March 27 2013 Last Reviewed: Approved: Next Review:

BYLAW 10: THE EXECUTIVE DIRECTOR

10.1 The Executive Director shall be responsible to the Board of Directors for the efficient conduct, in keeping with its Policies and Bylaws, the business of the Organization. The Executive Director shall be responsible for the staff of the Organization, their employment and discharge in accordance with the policies or directives of the Board. The Executive Director shall also perform, or cause to be performed, such other duties as may from time-to-time be determined by the Board. The Executive Director shall be an ex-officio non-voting member of the Board and all Board Committees.

UWBG Bylaws Bylaw 10: INDEMNIFICATION	Policy Type: Governance
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BYLAW 11: INDEMNIFICATION

- 11.1 The Organization shall indemnify and save harmless the Directors, their heirs, executors and administrators, and estates and effects, respectively from time-to-time, and at all times from and against all costs, charges and expenses whatsoever that he/she sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him/her, for or in respect of any act, deed, matter; or all other costs, charges and expenses that he/she sustains or incurs in or about or arising from or in relation to the affair, except costs, charges or expenses thereof as are occasioned by his or her own willful neglect or default.
- 11.2 No act or proceeding of any Director or the Board of Directors shall be deemed invalid or ineffective by reason of the subsequent ascertainment of any irregularity in regard to such act or proceeding or the qualification of such Director or the Board.
- 11.3 Directors may rely upon the accuracy of any statement or report prepared by the Organization's auditors, and shall not be responsible or held liable for any loss or damage resulting from acting on such statement or report.

UWBG Bylaws Bylaw 11: AMENDMENTS	Policy Type: Governance
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BYLAW 12: AMENDMENTS

12.1 These By-laws may only be amended by a two-thirds majority vote of the delegates present and entitled to vote at an Annual General Meeting or at a Special Meeting duly called for that purpose. At least 30 days' notice of a proposal to amend these By-laws shall be given to the membership in writing, with details of all proposed amendments."

Passed by the Board of Directors on the 27th day of March 2013.

Signature of Chair

Signature of Executive Director

To be confirmed at a special General Meeting of Members to be held on the 19th of June 2010.

Signature of Chair

Signature of Executive Director

Appendix A

Committee Terms of Reference

Terms of Reference

Executive Committee of the United Way of Bruce and Grey

Annually, following the Annual General Meeting, the Board shall appoint an Executive Committee consisting of: The Officers of the Corporation, those being, the Chair, Vice Chair, Second Vice Chair, Treasurer.

The Executive Director shall act as the recording secretary of the Executive Committee.

For continuity, the Immediate past President is a non-voting member of this committee

The Executive Committee will meet at the call of the Chair.

The Executive committee can act in place of the Board to make decisions due to unusual circumstances. These decisions will be subject to ratification by the board at its next meeting.

Minutes of Executive Committee meetings will be presented to the Board at the next regular Board meeting.

The Executive Committee is responsible to prepare the nominations slate for presentation to the Board prior to the AGM

The Executive Committee is responsible to review and update agency bylaws as required for presentation the Board.

The Executive Committee shall conduct the annual performance review of the Executive Director.