



United Way
Perth-Huron

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Bylaw 1: The Organization			
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Date Adopted	June 9, 2010	Approved	July 5, 2017

A by-law relating generally to the transaction of business of the affairs of the United Way of Perth-Huron, an organization without share capital incorporated under the Ontario Corporations Act (Ontario Corporation Number 1305642).

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

- 1.1 The Head Office of the Organization shall be within the boundaries of the Counties of Perth and Huron, in the Province of Ontario.
- 1.2 The operations of the United Way of Perth-Huron 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.



Bylaw 2: Membership			
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The following persons shall be Members of the Organization:

- 2.1 Current Directors of the Board of United Way of Perth-Huron.
- 2.2 Supported Partners that are a current recipient of allocated funds from the Organization are entitled to be represented by a volunteer or non-staff delegate at Annual and General meetings of the Organization, with the privilege of a single vote per Supported Partner.
- 2.3 Volunteers who are a member of a Committee, Subcommittee or Task Force of the Organization (other than Directors); as long as they are either residents of and/or employed within the jurisdiction of the Organization.
- 2.4 Members may vote in person or by proxy.
- 2.5 Membership shall cease upon:
 - a) the death of a member;
 - b) the member resigning by written notice given to the Secretary; 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.
- 2.6 The Board of Directors has authority to terminate the membership of a Member.
 - a) Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of Membership for violating any provision of the articles or By-laws.
 - b) The notice shall set out the reasons for the disciplinary action or termination of Membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of Membership.



Bylaw 3: Meetings Of The Organization			
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- 3.1 General meetings of the Members of the Organization may be held at the call of the Board of Directors at any time. Members of the Organization and other persons invited by the Board of Directors are entitled to attend general meetings of the members.
- 3.2 The Directors shall call a special meeting of the Organization if at least twenty (20) members of the Organization request that a special meeting be called. The meeting must be called within 21 days of the request.
- 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 twenty (20) Members and/or seventy-five percent (75%) of the current Board members.
- 3.6 Any meeting of the Organization 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.

3.7 Voting

- 3.7.1 Subject to the provisions, if any, contained in the Letters Patent of the Organization, each Member of the Organization shall at all meetings of Members be entitled to one vote and may vote by proxy.
- 3.7.2 No Member shall be entitled to vote either in person or by proxy at meetings of the Organization unless all member requirements have been met.

- 3.7.3 At all meetings of Members every question shall be decided by a majority of the votes of the Members present in person or represented by proxy.
- 3.7.4 Every question shall be decided in the first instance by a show of hands unless a count is demanded by any Member.
- 3.7.5 Upon a show of hands, every Member having voting rights shall have one vote, and unless a count be demanded, a declaration by the President that a resolution has been carried or not carried and an entry to that effect in the minutes of the Organization shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution.
- 3.7.6 The demand for a count may be withdrawn, but if a count is demanded and not withdrawn, the question shall be decided by a majority of votes given by the Members present in person or by proxy, and such count shall be taken in such manner as the Chair shall direct, and the result of such count shall be deemed the decision of the Organization.
- 3.7.7 In case of a tied vote at any general meeting, the Chair shall be entitled to cast a vote, but shall not otherwise be entitled to vote.
- 3.7.8 All votes shall be taken by ballot if so demanded by any Member present, but if no demand be made, the vote shall be taken in the usual way.
- 3.7.9 A member who is unable to attend the meeting may vote by proxy if he or she sends the vote to the Board Secretary in writing at least 48 hours before the meeting.
 - 3.7.9.1 A proxy is valid for only one meeting and any adjournment of that meeting.
 - 3.7.9.2 The Board will establish the form of Proxy.



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Bylaw 4: Annual And General Meetings

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- 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 March 31st.
- 4.2 The business of the Organization's Annual General Meeting shall be:
- i) receiving the annual report of the President;
 - 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.
- 4.3 The approved financials statements must be available to members at least 21 days prior to the Annual General Meeting.



Bylaw 5: Board Of Directors			
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- 5.1 The Board of Directors shall be elected by the Members.
- 5.2 The Board of Directors shall have a minimum of four (4) of its members from Huron County, and a minimum of four (4) members from the rest of the domain. The governance of the affairs of the Organization shall be entrusted to a Board of Directors consisting of a minimum of eleven (11), and a maximum of fifteen (15) members.
- 5.3 There may be a maximum of three (3) additional 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.
- 5.4 No employee shall be a member of the Board.
- 5.5 A majority of the Board of Director's must be at arm's length to each other, to the most senior staff person and other management staff.
- 5.6 No Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Organization if it is a charitable organization unless the provisions of the Act and the law applicable to charitable organizations are complied with.
- 5.7 A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Organization shall make the necessary conflict of interest disclosure. Except as provided by in the ONCA, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.

- 5.8 No person shall be a member of the Board who has significant perceived or actual conflict of interest.
- 5.9 No person shall be elected to the Board of Directors 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. This two (2) consecutive term limit does not include any term which is less than three (3) years in length. One third of the terms shall expire each year.
- 5.10 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.
- 5.11 In the instance that the Immediate Past President does not qualify as a member of the Board solely due to his/her length of term on the Board of Directors, one additional year's appointment to the Board is allowed.
- 5.12 The office of a Director shall be vacated immediately:
- i) if the Director resigns office by written notice to the Organization, which resignation shall be effective at the time it is received by the Organization or at the time specified in the notice, whichever is later;
 - ii) if the Director dies;
 - iii) if the Director becomes bankrupt;
 - iv) if the Director is found to be incapable of managing property by a court or under Ontario law;
 - v) if, at a meeting of the Members, a resolution is passed by at least a majority of the votes cast by the Members removing the Director before the expiration of the Director's term of office;
 - vi) if the Director misses three (3) consecutive Board meetings without being granted a leave of absence by the Board.
 - vii) if the Director attends fewer than one-half the number of Board meetings in a year without being granted a leave of absence by the Board ; or
 - viii) if the Director fails to adhere to the Board of Director's Code of Conduct (Sup2) and/or Privacy Policy (Sup3).
- 5.13 A Director may request a leave of absence from the Board for up to one year by written notice to the Organization. The leave of absence will be effective once the Board have approved the request.



Bylaw 6: Officers			
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- 6.1 The Officers shall be the President, the Vice-President, the Secretary, the Treasurer, and any other Directors; all of whom shall be elected by the Board from among its Members, with the exception of the Secretary, 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 President shall preside at all meetings of the Organization and the Board of Directors. The President 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-President shall perform the duties of the President in the event of the President's absence, resignation, or inability to perform his/her duties.
- 6.4 The Secretary 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.
- 6.5 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. A vote of the majority of the Board of Directors can remove any Officer from their position.

- 6.8 The Authorized Signing Officers of the Organization shall be the President, Vice President, Treasurer and the Secretary for the purpose of official documents of the Organization, excluding cheques and bank documents.
- 6.9 The Board of Directors shall have in place a Signing Authority Policy (Sup6) that directs and authorizes persons who may sign cheques, money transfers, and bank documents.



Bylaw 7: Powers And Duties Of The Board Of Directors			
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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.
- 7.1 The Board may delegate 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.
- 7.2 The Board of Directors may enter into contracts or agreements.
- 7.3 The Board of Directors may make banking and financial arrangements.
- 7.4 The Board of Directors may execute documents.
- 7.5 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.
- 7.6 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.
- 7.7 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.



Bylaw 8: Board Of Directors Meetings			
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- 8.1 The time and place of regular Board of Directors meetings, unless otherwise determined by the Board, shall be fixed by the President in his or her call for each meeting.
- 8.2 A minimum of 6 regular meetings of the Board shall be held annually. Normally these meetings shall occur on a bi-monthly basis.
- 8.3 A majority of Directors shall constitute a quorum for the transaction of business by the Board of Directors.
- 8.4 Board members may participate in a meeting of the Board of Directors through the use of conference telephone or similar telecommunications equipment, provided that all participating members in such a meeting can speak to and hear one another.
- 8.5 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.
- 8.6 All motions and the associated voting tally shall be done in accordance with the Electronic Voting Policy and shall be recorded in the minutes of the following meeting of the Board of Directors.



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Bylaw 9: The Executive Director			
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- 9.1 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.



Bylaw 10: Indemnification			
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- 10.1 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.
- 10.2 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.
- 10.3 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.



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Bylaw 11: Amendments			
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11.1 Amendments to the Organization's Articles of Incorporation and Bylaws may from time-to-time, be recommended by the Board of Directors and then dealt with by a vote of two-thirds (2/3) of the Members present at a duly constituted General or Annual General Meeting of the Organization.

Passed by the Board of Directors on the 9th day of May 2017.

Signature of President

Signature of Secretary

Confirmed at the Annual General Meeting of Members held on the 5th of July 2017.

Signature of President

Signature of Secretary