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UNITED WAY OF LUNENBURG COUNTY

A by-law relating generally to the conduct of the operation and affairs of the United Way of Lunenburg County

BE IT AND IT IS HEREBY ENACTED as a by-law of the UNITED WAY OF LUNENBURG COUNTY.

ARTICLE 1.00 - DEFINITIONS

In this by-law and in all other by-laws of the Society, unless the content otherwise specifies or requires:

- 1.01 "Act" means *Societies Act*, R.S., c. 435, s. 1, as amended.
- 1.02 "Board" means the Board of Directors of the Society.
- 1.03 "Society" means United Way of Lunenburg County.
- 1.04 "Director" means a member of the Board.
- 1.05 "Member" means a person who is a member of the Society and includes an honorary member of the Society.
- 1.06 "Meeting of Members" includes an annual Meeting of Members and a special Meeting of Members.
- 1.07 "Person" includes an individual, firm, corporation, society, or organization.
- 1.08 "Standing Committees" means those committees created by or pursuant to Article 8.00 of this by-law, and "Committees" means such committees collectively.
- 1.09 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 SOCIETY



2.01 Head Office

The head office of the Society shall be in Lunenburg County in the Province of Nova Scotia, and at such location therein as the board may determine.

2.02 Common Seal

- (a) The Society shall have a common seal which, until changed by the Board, shall be in the form impressed in the margin hereof.
- (b) The common seal, along with all books, papers, records, documents and instruments belonging to the Society shall be kept at the registered office of the Society.

2.03 Fiscal Year

The fiscal year of the Society shall end on the 31st day of December in each year until changed by the Board.

2.04 Execution of Instruments

The signing officers may execute deeds, transfers, conveyances, assignments, contracts, agreements, and other instruments in writing requiring the execution of the Society. The signing officers are deemed to be the Chair, Vice-Chair, Treasurer, and CEO. Any two of the signing officers will be required to execute the instruments.

ARTICLE 3.00 – MEMBERSHIP

Qualification

- 3.01 Membership of the Society shall be limited to members of the Board of Directors, members of Board Standing Committees and donors at the Leadership level, as defined by the Society, who are persons who uphold the mission and objectives of the Society.

Admission



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3.02 Repealed (May 4, 2010)

Powers and Responsibilities

3.03 (a) Without limitation, Members shall have the power and responsibility to elect Directors, to receive reports from and make recommendations 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.

(b) These powers and responsibilities may be executed by mail ballot, by electronic voting or during a Meeting of Members.

ARTICLE 4.00 - MEETINGS OF MEMBERS

4.01 Annual Meetings

An annual general Meeting of Members shall be held no later than 15 months after the preceding annual general meeting on such date and at such time as the Board shall determine. The Annual General Meeting shall be called by the Chair, the Board or any five (5) Directors. Annual Meetings of Members shall: elect Directors; receive reports as to the operation and affairs of the Society for the previous fiscal year; consider financial statements of the Society 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 ten (10) 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) To Members by announcement published in at least one issue of each daily newspaper of general circulation not less than fifteen (15) days before each such meeting is to take place, such notice to include:

(i) reference to the business to be conducted at such meeting; and

(ii) in the case of an annual Meeting of Members:

- 1) a statement that the report of the Nominating Committee as to its nominations for Directors and for Officers of the Society may be examined at the offices of the Society during a period not less than fifteen days immediately preceding such meeting; and
- 2) 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,
- 3) a statement that a motion will be made to change the By-Laws of the Society and that a report on such proposed changes may be examined at the offices of the Society during the fifteen day period immediately preceding such meeting.
- 4) To Directors at least fifteen (15) days before each such Meeting of Members is to take place.

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 Director shall not invalidate any resolution passed or any proceedings taken at any such meetings.

4.05 Quorum



Ten (10) Members present in person 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

(a) Every Member shall have one vote on each question 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.

(b) (Repealed January 2014)

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 Society 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 Chief Executive Officer and the fixing of the terms and conditions of his/her employment;
- (e) The creation of policies, rules and regulations, consistent with this By-Law, relating to the management and operation of the Society as it may deem necessary;
- (f) The presentation at every annual Meeting of Members of comparative financial statements of the Society for the fiscal year immediately preceding and the report of the auditors thereon; and
- (g) (Repealed January 2014)

5.02 Number

The Board shall consist of a minimum of ten (10) persons.

5.03 Qualifications

- (a) An individual shall be qualified for election to the Board if the age of majority and if not an employee of the society.
- (b) Notwithstanding Article 5.03(a) above, the Board can include youth Directors, which individuals shall not be less than fifteen (15) years of age.

5.04 Nominations



- (a) The Nominating Committee shall prepare and shall submit to the Chair, prior to the public notice of meeting a report on its nominations for Directors and officers of the Society. Such report shall propose a single slate of nominees.
- (b) Individuals wishing to serve on the Board may submit their names to the Nominating Committee for consideration.
- (c) 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 Nominating Committee shall be elected by a show of hands.

5.05 Elections and Terms

- (a) The Members shall elect all Directors of the Board. At each annual meeting of the Society, the Members shall elect one-third of the Directors to hold office for a term of three years.
- (b) No Director shall be eligible to serve for more than six years except by special resolution of the Members. Directors shall continue to hold office until their successors are elected.
- (c) Any member who is duly elected to the Board of Directors of United Way of Canada shall automatically become a Director of South Shore Charity Society 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 Remuneration of Directors and Officers

- (a) Directors and Officers of the Society shall be volunteers and will receive no remuneration from the Society for so acting.

5.07 Vacancies

- (a) A Director ceases to hold office upon his/her death, disqualification or upon receipt by the Society of his/her resignation in writing.



- (b) 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.

ARTICLE 6.00 - MEETINGS OF THE BOARD

6.01 Place of Meetings

Meetings of the Board shall be held in the County of Lunenburg 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 Members shall be held from 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.

6.05 Quorum and Voting

Six (6) Directors 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. It is mandatory that the CEO and Chair or Vice Chair be present.

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.

6.07 Absences of Directors

The office of Director shall automatically be vacated by any Director who is absent from three (3) consecutive meetings unless excused by the Board from attendance at such meetings.

ARTICLE 7.00 - OFFICERS

7.01 Election and Appointment

The Board shall elect a Chair, a Vice-Chair, a Treasurer, and such other officers as the Board may determine, following each annual meeting. Directors present at such meeting may make additional nominations for officers. 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

Officers of the Board may 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 shall be or become vacant by reason of death, resignation, disqualification or otherwise, the Board, on the recommendation of



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the Nominating 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 not less than five Directors. He/she shall be an ex-officio 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 Society. 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 Secretary

The Secretary, and/or his/her designate approved by the Chair, 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 circulate to the Directors minutes of the previous meeting prior to each meeting 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.

7.07 Treasurer

The Treasurer shall ensure the care and custody of all funds and securities of the Society. He/she, with the Audit Committee, 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 Society 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.

7.08 Chief Executive Officer

The Chief Executive Officer (CEO) shall attend all meetings of the Board and all Standing Committees. The Chief Executive Officer shall be accountable for the general management of the operation and affairs of the Society, 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 Society. He/she shall advise, co-operate with and furnish information and assistance to all Committees. He/she shall give or cause to be given, notice of all Meetings of Members and of all meetings of the Board and committees. The Chief Executive Officer shall employ and discharge agents and employees of the Society within the budgetary limitations set by the Board and shall perform such other duties as assigned by the Board.

ARTICLE 8.00 - STANDING COMMITTEES

8.01 Constitution

The following committees: Nominating Committee, Audit Committee, Campaign Management Team and Community Resources Committee are hereby constituted as Standing Committees of the board.

8.02 Membership

The Board shall appoint all Standing Committees, with the assistance of the Nominating 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 Society shall from time to time and at all times be indemnified and saved harmless by the Society 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 Society; 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 Protection of Directors and Officers

No Director or Officer for the time being of the Society shall be liable for the acts, receipts, neglects or defaults or any other Director or Officer or employee or for any loss, damage, or expenses happening to the Society or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Society shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency, or tortious act of any person, firm or society (including any person, firm or society with whom or which any monies or securities or assets may be lodged or deposited) or any loss conversion, misapplication or misappropriation of or any damage resulting from any dealing with any monies, securities or other assets belonging to the Society or for any board. The Society shall also provide a copy of such statements to any Member who requests it.

ARTICLE 10.00 - FISCAL POLICY



10.01 Auditors

The Board shall recommend at an annual meeting of Members the appointment of a firm of chartered accountants to audit the financial records of the Society and to report thereon to the next ensuing annual Meeting of Members. The auditors of the society so appointed shall hold office for up to 3 years and the Board may fill any casual vacancy in the office of auditors. The Board shall approve the remuneration of the auditors, and may dismiss the auditors.

10.02 Annual Financial Statements

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

10.03 Financial Management

The Board of Directors is hereby authorized from time to time:

- (a) To borrow money upon the credit of the Society in such amounts and on such terms as may be deemed expedient by obtaining loans or advances by way of overdraft or otherwise.
- (b) With the sanction of a special resolution, to issue debentures or other securities of the Society.
- (c) With the sanction of a special resolution, to pledge or sell such debentures or other securities of such sums and at such prices as may be deemed expedient.
- (d) With the sanction of a special resolution, 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 Society, present and future, or any money borrowed or to be borrowed, or any obligation or liability of the Society present or future.
- (e) To invest assets as may be deemed desirable.



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- (f) To delegate to such Officers of the Society, 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. No By-Law or amendment to By-Laws shall take effect until the Registrar approves of it.

	United Way of Lunenburg County	Document Number 17 XXXXXXXX	
Document Type :	Author :	Board Approval Date :	Date :
<h1>By Laws</h1>			

11.02 Ratification by Members

The Board may take action to repeal or amend the By-Laws but any such action shall only be effective upon adoption, confirmation, ratification and approval of such action and special resolution to that end by the Members at the meeting of the Members next following. If the Members decline to ratify action previously taken by the Board to repeal or amend the By-Laws and to make a special resolution to that end, such action of the Board shall be void and of no effect. Further no repeal or amendment of any By-Law shall become valid until such time as the Registrar approves of same.

DONE, PASSED AND ENACTED this 4th day of May, 2010.
WITNESS the common seal of the Society

Chair

Secretary