



YMCA of Pictou County

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YMCA of Pictou County

Notice of Special Resolution

The Board of Directors of the YMCA of Pictou County gives Notice that the following Special Resolution to amend the By-laws will be moved and voted on at the Annual General Meeting (AGM) of the Association to be held on Thursday the 6th day of August, 2020, as follows:

Time: 7:00 P.M.

Location: YMCA of Pictou County Gymnasium

Address: Pictou County Wellness Centre,
2756 Westville Road, R.R. #3 New Glasgow, Nova Scotia

Board of Directors Resolution

At a meeting of the Board of Directors of YMCA of Pictou County (PCYMCA) held at the Y Boardroom on the 23rd day of January, 2020, the following Resolution was proposed and approved by the Board:

Resolved:

That the By-laws of YMCA of Pictou County be amended as follows within this Resolution, replacing in full the By-laws now in effect. This Resolution shall be effective upon adoption as a Special Resolution at the next Annual General Meeting of PCYMCA.

(signed) Jodi Matlock
Board Chair

January 23, 2020
Date

(signed) Susan MacConnell
Secretary

January 23, 2020
Date

BY-LAWS OF
YMCA of PICTOU COUNTY

DEFINITIONS

1. In these by-laws unless there is something in the subject or context inconsistent therewith
 - a) *“Association”* means the YMCA of Pictou County.
 - b) *“Registrar”* means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act.
 - c) *“Special Resolution”* means a resolution passed by not less than three fourths of such members entitled to vote as are present in person at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.
 - d) *“Board”* means the Board of Directors of the Association.
 - e) *“Director”* means a member of the Board.
 - f) *“Notice”* means posting of a public notice in accordance with Paragraph 17 of these by-laws, unless otherwise specified herein.
 - g) *“Membership Fees”* means that amount prescribed from time to time by the Board to be paid for membership in the Association.
 - h) *“Child Care Fees”* means that amount prescribed from time to time by the Board to be paid for child care provided by the Association.
 - i) *“Annual Meeting”* means the annual general meeting of the Association.
 - j) *“Special Meeting”* means any meeting of the Association other than the Annual Meeting.

k) "Member" means a member of the Association as defined by these By-laws.

MEMBERSHIP

2. Any person shall be admitted to membership in the Association in accordance with these By-laws.
3. Members of the Association shall be divided into Voting Members and Non-voting Members.
4. Voting Members are Members who are at least 18 years of age at the time of the Annual Meeting, whose membership has not been suspended or terminated, and
 - (a) have paid the Membership Fees for at least the six months immediately preceding the Annual Meeting; or
 - (b) have a child or children enrolled full time in the child care program of the Association and have paid their Child Care Fees in full for at least the six months immediately preceding the Annual Meeting, whereby one parent or guardian shall be entitled to one vote for each child so enrolled; or
 - (c) are a Director or a member of a standing committee of the Board.
5. Non-voting members shall include all members under 18 years of age. Non-voting members shall not be eligible to vote at any meeting of the Association, or to serve on the Board of Directors. Employees of the Association and volunteers shall be Non-voting Members, unless they are otherwise Voting Members in accordance with the provisions of these By-laws.
6. Every Member of the Association shall be entitled to:
 - (a) participate in the programs and services of the Association, provided that the Voting Member has paid the Membership Fees and/or the Child Care Fees as the case may be and other fees for programs and services as prescribed from time to time by the Board; and
 - (b) a Voting Member may attend and vote at the Annual Meetings and any Special Meeting of the Association and hold any office.
 - (c) a Non-Voting Member may attend the Annual Meetings and any Special Meeting of the Association, but shall not have a vote.

7. Every Voting Member of the Association has the right and responsibility to vote at the Annual Meetings and Special Meetings of the Association, including electing the Board of Directors in accordance with these By-laws.
8. All Members of the Association must adhere to and support the objectives of the Association.
9. Membership in the Association shall not be transferable.
10. Membership in the Association shall cease upon the death of a Member, or upon notice of resignation to the Association, or becoming unqualified for membership in accordance with these By-laws. The Board shall be entitled, by resolution, to terminate any membership, if the Board determines that a Member's conduct interferes with the objectives or operations of the Association.
11. There shall be no proxy voting.
12. Any Member may have their membership suspended by the Executive Director where the Executive Director believes that:
 - (a) continuing that membership would be inconsistent with the objects, mission and vision of the Association, or
 - (b) continuing that membership would put the Association, members or any other person at risk, or
 - (c) the conduct of the Member is inconsistent with the reasonable conduct expected of Members of the Association.
13. Any suspension of a Member by the Executive Director may, upon request of the Member, be reviewed by the Board and the Board shall:
 - (a) end the suspension of the Member, or
 - (b) continue with the suspension for a fixed or indefinite period of time, or
 - (c) allow for reinstatement of the Member subject to conditions, as determined by the Board in its unfettered discretion, or
 - (d) terminate the membership and make a final determination with respect to any fees or charges that are outstanding.

MEETINGS OF THE ASSOCIATION

14. The Annual Meeting shall be held within five months after the end of each fiscal year, or otherwise, on a day to be fixed by the Board. The Chair and the

Executive Director shall submit to the Annual Meeting a report on the work carried on during the previous year by the Association.

15. The business of all Annual Meetings shall include at a minimum:

- a) minutes of the preceding meetings
- b) presentation of the audited year-end financial statements of the Association
- c) report of the Board Chair
- d) report of the Executive Director
- e) election of Directors, excepting those Directors whose three year terms have not ended and remain in office
- f) appointment of Auditors.

16. Special Meetings may be called as the Board deems necessary or shall be called by the Board at the request in writing of at least five per cent (5%) of the Voting Members. The only business to be transacted at a Special Meeting shall be that specified in the notice calling the meeting.

17. Notice of all meetings of the Association shall be given to Voting Members:

- a) by notice posted in a conspicuous place in the premises of the Association for a period of fourteen days immediately preceding the date of the meeting; and
- b) by notice in a newspaper, including an online newspaper, published in the Pictou County area and/or the Association's website and social media, in both cases not less than seven days before the date of the meeting.

18. At the Annual Meeting and any Special Meeting of the Association quorum shall be 15 Voting Members.

19. A quorum as defined in Paragraph 18 foregoing is required for the transaction of business at meetings of the Association, but any lesser number

may adjourn a meeting to any other date and notice of an adjourned meeting shall be given as provided in paragraph 17 above.

20. Each Voting Member shall be entitled to one vote only at a meeting of the Association except as otherwise provided for in these By-laws, and voting by proxy shall not be permitted.

21. At every meeting of the Association:

a) The Board Chair of the Association shall preside as Chair and if there is no Board Chair or, if at any meeting the Chair is not present at the time the meeting is to begin, the Vice Chair shall preside as Chair.

b) If there is no Chair or Vice Chair or if neither the Chair nor the Vice Chair is present at time the meeting is to begin, the Directors of the Board present shall choose someone of theirs to be Chair of the meeting.

c) The Chair of any meeting of the Association shall have no vote except in the case of an equality of votes and in such case the Chair shall have a vote.

d) At any meeting, unless a poll is demanded by at least three members, a declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes of the Association shall be sufficient evidence of that fact, without proof of the number or proportion the members recorded for or against the resolution.

e) If a poll is demanded, it shall be taken in such manner as the Chair may prescribe and the result of such poll shall be deemed to be the resolution of the Association in its meeting.

FISCAL YEAR

22. The fiscal year of the Association shall be the period from January 1st in any year to December 31st in the same year.

BOARD OF DIRECTORS

23. The stewardship, general control and management of policy and affairs of the Association is vested in the Board which shall consist of not less than ten (10) and not more than fifteen (15) persons elected at an Annual Meeting of the Association.

24. Directors shall be at least 19 years of age at the time of election and shall provide a satisfactory criminal record check, child abuse registry check and vulnerable sector record check.

25. Directors shall be elected at an Annual Meeting for a term of three years and shall hold office until their successors are elected or appointed.

26. In the event a Director's position becomes vacant for any reason before the completion of the 3 year term, the Board may appoint a replacement Director to hold office until the next Annual Meeting, whereupon an election will be held for the completion of the term.

27. If any Member has reasonable cause to believe that a Member no longer qualifies as a Director pursuant to these By-laws or a Member's conduct interferes with the objectives and operations of the Association, the concerned Member may bring the matter to the attention of the Chair and seek direction from the Chair. If the matter involves the Chair, the concerned Member shall bring the matter to the attention of the Vice-Chair. Failing a satisfactory outcome, the matter shall come to the attention of the Board.

28. To include a motion to remove a Director on the agenda, a Member shall submit the motion at least seven (7) days before the date of the meeting. The Member who is the subject of the motion may participate in the debate in private session in the normal manner, and shall be offered the opportunity to

speak. A Member who is the subject of the motion may vote on the motion. A Director may be removed by a three fourths vote of all the Directors.

29. Absence by a Director from two regular Board meetings in succession without reasonable cause may be considered sufficient reason to remove the Director in accordance with the process provided for in paragraph 28.

30. No more than 5 of total number of Directors shall be elected with the same three-year term, except in the event where a Director's position has become vacant before the completion of the 3 year term.

31. Directors shall be eligible to be re-elected unless they have served for a continuous period of six years, in which case they shall not be eligible to be re-elected as a Director until one year has elapsed.

32. Notwithstanding paragraph 31, a Director who has served as an Officer of the Association within the previous two years may be re-elected a Director for a further term of three years, but the maximum continuous service of such a Director shall not exceed nine years.

33. Where a Director has served as an officer or a member to the YMCA Canada Board, this time as officer or YMCA Canada Board member shall not count in calculating Board eligibility.

34. If the immediate Past Chair is retired without being re-elected to the Board, the immediate Past Chair may choose to continue as a member of the Board for one year as Past Chair and shall have no vote.

35. Notification of any meeting of the Board shall be given at least seven days before the meeting but in extraordinary circumstances, a meeting may be held on shorter notice if notice is given at least 24 hours in advance of the meeting and at least 50% of Directors are able to attend. Such notification may be made in person, by e-mail, mail, fax or telephone.

36. At any meeting of the Board quorum shall consist of fifty percent (50%) of all of the Directors.

37. Meetings of the Board shall be attended by Directors and by such other persons as the Chair shall invite.

38. The Board shall hold at least six bi-monthly meetings each year on dates set by the Chair and approved by the Board.

39. No contract, debt or obligation, other than those approved as a result of the approval of the annual budget, shall be binding, except under the authority of the Board.

40. The Board shall provide for an annual audit of the books of the Association and preparations of audited financial statements by a Chartered Professional Accountant.

41. Notice of any meeting of the Board shall be given by mail, fax, telephone or email, seven days before the meeting is to take place, but non-receipt of this notice by any Director shall not invalidate the proceedings at any meeting of the Board.

42. A meeting of the Board may be held at the close of the Annual Meeting without notice.

43. The Board Chair may call a meeting of the Board on notice given aforesaid, at any time and for any reason the Chair may determine. If the Chair is for any reason unable to act, this may be done by the Vice-Chair.

44. The Chair, or in the event of the Chair's refusal or inability to act, the Vice-Chair, shall upon the written request of at least five Directors, call a Special

Meeting of the Board on the terms and in the manner set out in the preceding paragraphs.

45. In the event that all of the Directors are present or consent orally or in writing, a meeting of the Board may be held at any time or place without any previous notice, or other pre-conditions.

46. A Director may participate in a meeting by telephone or other communication facilities that permits all persons participating in the meeting to hear one another and such Director shall be deemed for all purposes to be present at such meeting and shall be included for purposes of a quorum.

47. The Chair of the Association or in the absence of the Chair, the Vice-Chair, or in the absence of both of them, any Director appointed from among those Directors present at the meeting, shall preside as Chair of the meeting of the Board.

48. The Chair shall be entitled to vote as a Director. It is not necessary for the Chair to declare an intention to vote on any motion presented to the Board.

49. The business at all meetings of the Board shall include at a minimum:

- a) minutes of the preceding meeting,
- b) report of the Chair
- c) report of the Executive Director
- d) financial report
- e) reports of standing and other committees
- f) unfinished business, and
- g) new business.

50. Neither the office of Director, nor any executive position on the Board of

Directors, shall entitle the holder thereof to remuneration for any services, with the exception of reasonable direct expenses incurred in the performance of the duties of the office and approved by the Board.

EXECUTIVE DIRECTOR

51. The Board shall have the authority to engage the Executive Director of the Association, who is accountable to and directed by the Board. The title of Executive Director may also include the title of Chief Executive Officer as defined by the Board.

52. The Executive Director shall:

- a) have general charge and control of the work of the Association, in accordance with the Terms of Reference of the Executive Director as adopted by the Board and amended from time to time;
- b) prepare and present to the Board, for recommendation and subsequent approval by the Board, the annual operating and capital budget and the annual business plan for the Association;
- c) conduct the general correspondence of the Association;
- d) under the auspices of the Secretary, give notice of all meetings of the Association and the Board, attend all meetings and take and keep the minutes;
- e) under the auspices of the Secretary, keep the permanent register of the members of the Association up to date, including status whether Voting Members or Non-voting Members;
- f) administer the property, operations, finance and programs of the Association;
- g) subject to the Board, establish and administer personnel policies applicable to the employees of the Association;
- h) hire and supervise all other staff within the policies and financial limits approved by the Board;
- i) under the auspices of the Treasurer, be responsible for the collection of moneys due to the Association, the receipt, custody, banking and

disbursement of the funds of the Association and the general financial management and financial wellbeing of the Association;

j) under the auspices of the Treasurer, be responsible for the preparation of regular reports to the Board on the financial position and financial performance of the Association and the preparation of the annual audited financial statements for presentation at the Annual Meeting of the Association;

k) be an ex-officio non-voting member of the Board of Directors and of all committees of the Association;

l) have custody of the permanent records of the Association and the seal of the Association, if any;

m) prepare and present annually to the Board a stand alone report on child protection;

n) ensure that the Association is in compliance with all legal requirements regarding taxes, remittances, health and safety and child protection.

OFFICERS

53. The Officers of the Association are: Chair, Vice-Chair, Secretary, and Treasurer and shall be elected by the Directors at the first meeting of the Directors following the Annual Meeting. Only Voting Members who are currently sitting Directors may be elected as an Officer.

54. The Chair shall preside at all meetings of the Board, the Annual Meeting and Special Meetings and shall cast a deciding vote in the case of an equality of votes. The Chair shall possess and may exercise such powers and fulfill such duties as the Board may by resolution determine.

55. The Vice-Chair shall, in the absence of the Chair, preside at all meetings of the Board, the Annual Meeting and Special Meetings and shall cast a deciding vote in the case of an equality of votes. The Vice-Chair shall possess and may exercise such powers and fulfill such duties as the Board may by resolution determine.

56. The Secretary shall ensure that proper notice of all meetings of the Board and Members is issued as provided for by these By-laws. The Secretary shall ensure an accurate record of all minutes is maintained and that the permanent records and files of the Association are maintained and archived in accordance with good business practices. The Secretary shall be responsible for the permanent register of members.

57. The Treasurer shall be the Chair of the Finance and Audit Committee and together with that Committee and the Executive Director, shall provide oversight and supervision of the financial affairs, financial security, accounting, banking and related processes of the Association. The Treasurer shall report on the finances of the Association at each regular meeting of the Board and shall ensure that the annual audited financial statements of the Association are completed and reported at the Annual Meeting. The Treasurer shall hold the designation of Chartered Professional Accountant or have similar qualification and shall also have such other responsibilities as the Board may designate by resolution.

58. The immediately preceding Chair may be the Past Chair and an Officer of the Association during the time that the Past Chair continues to serve on the Board and shall have such duties as the Board may determine from time to time.

59. Officers shall hold office at the pleasure of the Board and until new Officers are elected.

60. If a vacancy shall occur in any office by reason of death, resignation, disqualification or otherwise, the Board shall within a reasonable time by resolution elect or appoint a sitting Director to fill such vacancy.

COMMITTEES

61. The Chair, at the first meeting of the Board following the Annual Meeting, and as may be required from time to time thereafter, shall recommend to the

Board for approval such committees, committee members and committee chairs as the Chair may determine, including the standing committees.

62. The Board shall appoint the following standing committees:

(a) Finance and Audit Committee – To be comprised of the Board Chair, Treasurer, at least one other Director and one other Voting Member who is not a Director, said committee to have such powers and duties as are assigned by the Board from time to time. At least one committee member shall hold the professional designation of Chartered Professional Accountant.

b) Governance and Human Resources Committee – To be comprised of at least four Voting Members of the Association appointed by the Board, including at least three Directors, one of whom shall be the Past Chair. The committee shall have responsibility for providing the nominees for Directors to the Annual Meeting, as well as such other powers and duties as are assigned by the Board from time to time.

c) Philanthropy Committee – To be comprised of at least four Voting Members of the Association appointed by the Board, including at least two Directors. Said committee to have such powers and duties as are assigned by the Board from time to time.

d) The Board may appoint or wind up such other standing and *ad hoc* committees as may be required from time to time.

63. A committee shall meet at the call of its Chair and as deemed necessary by motion from the Board, may appoint subcommittees for the carrying out of its work, shall not contract any obligations or indebtedness without previous authorization by the Board and shall submit to the Board and its Chair, a report on its work when required by the Board or its Chair.

AUDIT OF ACCOUNTS

64. The auditor of the Association shall be appointed annually by the Voting Members of the Association at the annual meeting and in the event of the failure of the members to appoint an auditor, the Board shall do so.

65. No less than once a year, the Association shall make a written report to the members as to the financial position of the Association and the report shall contain a balance sheet and operating accounts.

66. No less than once a year, the auditor shall make a written report to the members upon the balance sheet and operating account and, in every such report, the auditor shall state whether, in the auditor's opinion, the balance sheet is a full and fair balance containing the particulars required by the Association and properly drawn up so as to exhibit a true and correct view of the Association affairs, and such report shall be read at the Annual Meeting.

AMENDMENT OF BY-LAWS

67. These by-laws may be amended by a Special Resolution of the Voting Members present at any regularly constituted meeting of the Association, provided that notice, including the wording of the amendment, shall have been given at a regularly constituted meeting 30 days or more previous, or, shall have been approved by the Board and notice, including the wording of the amendment, has been posted conspicuously in the premises of the Association for at least 30 days prior to the meeting of the Voting Members.

PROTECTION OF DIRECTORS

68. The Directors, Chair, Vice-Chair, Past Chair, Secretary, Treasurer and other officers for the time being of the Association and every one of them, and every one of their heirs, executors and administrators, shall be indemnified and secured harmless out of either of or both of (1) the proceeds of any Directors & Officers insurance (or similar insurance) received by the Association, and (2) the assets of the Association, from and against all actions, costs, charges, losses,

damages and expenses which they or any of them, or any of their heirs, executors, or administrators shall or may incur or sustain by or by reason of any act, concurred in or omitted in or about the execution of their duty or supposed duty in their respective office or trusts, except such (if any) as they shall incur or sustain by or through their own willful neglect or default respectively.

DISSOLUTION OR AMALGAMATION OF THE ASSOCIATION

69. The Association may be dissolved or amalgamated under the following conditions:

- a) By a resolution of the Board adopted by at least three fourths of all the Directors at a regular meeting of which notice of motion by first class mail, to this effect, has been given to all Directors and to the National Council of YMCAs at least 30 days in advance of the meeting at which the resolution will be voted on.
- b) The decision of the Board must be confirmed by a Special Resolution of the Voting Members who are present at a meeting open to all Voting Members of which 30 days notice must be given as provided in Paragraph 17.
- c) In the event of dissolution of the Association, all of its remaining assets after payment of liabilities shall be held in trust for such organization as the Board may designate, for the purposes of a group in the Pictou County area which has similar objectives and mission as the Association.

MISCELLANEOUS

70. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Association by any two of the Board Chair, the Vice Chair, the Secretary or Treasurer, the Executive Director or otherwise as prescribed by resolution of the Board.

71. All cheques, drafts, notes and orders for the payment of money (including electronic funds transfers) shall be signed by any two of the Chair, Vice Chair,

Secretary, Treasurer or Executive Director or otherwise as authorized by the Board.

72. Any borrowing powers of the Association which require security against the assets of the Association may only be exercised by Special Resolution of the Voting Members.

73. The Association shall file with the Registrar with its Annual Statement a list of its Directors with their addresses, occupations and dates of appointment or election, and within fourteen days of a change of directors, notify the Registrar of the change.

74. The Association shall file with the Registrar a copy in duplicate of every Special Resolution within fourteen days after the Special Resolution is passed, provided that, failure to file any such Special Resolution shall not impact upon the validity thereof.

75. Where circumstances so warrant, the Chair and the Board shall refer to Robert's Rules of Order as a source of guidance in the application of these By-laws.