



YMCA of
Brandon

CONSTITUTION AND BY-LAWS

THE YOUNG MEN'S CHRISTIAN ASSOCIATION
OF BRANDON

*Building healthy
communities*

**THE YOUNG MEN'S CHRISTIAN ASSOCIATION
OF BRANDON**

Founded November 4, 1886
Incorporated January 4, 1905

Approved November 25, 1997
Amended November 29, 2012
Amended November 30, 2016

ARTICLE I: NAME AND PURPOSE

Name

The name of this organization shall be the "Young Men's Christian Association of Brandon" (hereinafter the "YMCA of Brandon" or the "Association").

Purpose

1. The purpose of the YMCA of Brandon is the development of all people by such means as may from time to time be determined by the Association.
2. In carrying out this purpose the Association follows the core values of respect, responsibility, caring, honesty, equality and inclusiveness.

ARTICLE II: AFFILIATION

The Association shall be affiliated with other YMCA's in Canada through membership in the National Council of YMCA Canada, and with other global YMCA's through the World Alliance of Young Men's Christian Associations with which the National Council of YMCA Canada is affiliated.

ARTICLE III: MEMBERS

There shall be four categories of membership in the Association: Program Membership, Philanthropic Membership, Volunteer Membership and Honourary Membership, each with the privileges and responsibilities set forth in this Article.

1. Program Members

are and have been program members in good standing with the YMCA of Brandon in the current year and in each of the two preceding calendar years (those individuals who currently pay annual or monthly membership or program fees to the Association for such individual's enrollment in a program or programs of the Association including, without limitation, health, fitness and aquatics membership, child care and camp; or

2. Philanthropic Members

have donated a minimum of \$100 per year, or such other greater amount as the Board may from time to time determine, to the Association in the current year and in each of the two preceding calendar years; or

3. Volunteer Members

are and have been volunteers in good standing of the Association, as determined by the Board, in the current year and in each of the two preceding calendar years; or

4. Honourary Members

who have been granted honorary life membership in the Association by the Board out of recognition of their significant contributions to the Association or its predecessor associations.

The Board may from time to time deem an individual who is otherwise connected to the Association in the current year and the two preceding years to be otherwise deserving of being an Association Member.

The President & Chief Executive Officer may, at any time, suspend the Program Membership and privileges thereof of any person without limit on the number of such suspensions. The Board may also, at any time by resolution, revoke the Program Membership of any person.

ARTICLE IV: VOTING

Voting Members of the Association shall be entitled to attend and vote at any Meeting of the Association. Program Members shall not be entitled to vote at meetings of members of the Association unless otherwise qualified pursuant to subsections listed below. The voting membership shall be composed of individuals 18 years of age or over who are supportive of the purposes and objectives of the Association and who are members of any one or more of the following categories:

- a) members of the Board (Directors are deemed to be Association Members during the term of their office),
- b) Honourary Members,
- c) Persons who have made a receipted donation of at least \$100 to the Association in each of the two consecutive fiscal years of the Association completed prior to the date when a vote is intended to be cast.

Unless approved by the Board, no new member shall receive voting privileges within (60) days prior to an annual meeting of the members.

ARTICLE V: BOARD OF DIRECTORS

1. Number & Qualifications of Directors

- a) There shall exist the Board of Directors which shall consist of a number of Directors as the Board may set from time to time by its own resolution;
- b) The number of Directors on the Board, will not, normally, be less than 8; and
- c) To become a Director, an individual must be at least 18 years of age.

2. Appointment

The Directors of the Association will be appointed in accordance with the following process:

- a) An invitation for expressions of interest by the Members to become or nominate a Director, will be implemented by the Nominating and Board Governance committee. Such invitation process will be open and transparent.
- b) Members of the Board may then nominate candidates who meet the criteria of a Director, as determined by the Board from time to time, to the Nominating & Board Governance committee.

- c) The Nominating & Board Governance Committee will review the nominated candidates and prepare a short-list of candidates from the nominees.
- d) The short-list of candidates will be interviewed by the Nominating & Board Governance Committee.
- e) Once a short-listed candidate accepts the potential position of Director, the Nominating & Board Governance Committee will recommend that the selected candidate be approved by the Board at a regular Board meeting no less than 30 days prior to the Annual General Meeting.
- f) The selected candidate, or candidates, will be presented to the Membership of the YMCA for approval at the Annual General Meeting of the YMCA. Once approval by the Membership is obtained, the candidate will be appointed as a Director of the YMCA.

3. Tenure of a Director

- a) A person elected to the Board will hold office for 3 years beginning on the date of the Annual Meeting at which he or she is appointed or until his or her successor is duly appointed, unless otherwise determined by the Board (the "Initial Term").
- b) After the Initial Term of office, incumbent Directors may be nominated and elected to serve up to two additional three year terms by the Board, unless the Board otherwise determines.
- c) The maximum term for a Director is 9 consecutive years, unless the Board otherwise determines.

4. Removal of a Director

- a) A Director will be removed from his or her office if such Director is deemed by a special resolution of 3/4 of the Board to no longer be fit for office or if such Director resigns, in writing, from the Board.
- b) A Director may be removed in the event that he or she is incapable of carrying out his or her responsibilities as a Director by virtue of being of unsound mind or having serious illness.
- c) A Director may be removed from his or her office by resolution of the Board if that Director is, without cause acceptable to the Board, absent for 3 consecutive regular Board meetings, or is absent for 3 regular Board meetings in a 12 month period.
- d) Any Director may be removed at an Annual Meeting, or at any other regularly constituted meeting of the Members, by a majority vote of the Members who are present in person or represented by proxy.

5. Vacancies

- a) A vacancy on the Board, however caused, may be filled by a person chosen by the majority of the Directors then in office, until the next Annual Meeting.
- b) Any vacancy on the Board may be filled at the next Annual Meeting.
- c) If a vacancy occurs through the removal of a Director, then such vacancy may be filled at the same Annual Meeting, failing which the vacancy may be filled by the Directors.
- d) If the number of Directors on the Board is increased in between Annual Meetings, then a vacancy or vacancies may be filled by special resolution of 3/4 of the Board until the next Annual Meeting.

6. Remuneration of Directors

No member of the board is entitled to receive, either directly or indirectly, any salary, wages, fees, commissions or other amount for services rendered to the organization in their capacity as a director.

7. Duties of Directors

- a) Every Director will act honestly and in good faith with a view to fulfilling the purpose and objectives of the YMCA of Brandon, and will exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- b) Every Director has a responsibility to ensure that the YMCA of Brandon pursues its purpose and objectives.
- c) The Board may create, or have created for them, a manual or Code of Conduct and Ethics to define the high ethical standards expected of every Director.

8. Duties of the Board

- a) The Board of the YMCA shall act honestly and in good faith with a view to fulfilling the Purpose and Objectives of the YMCA of Brandon.
- b) The Board, in discharging its overall responsibility of stewardship, will:
 - i) set the YMCA of Brandon's direction, preserve and advance the Purpose and Objectives of the YMCA of Brandon, and establish policies to guide the operation of the YMCA of Brandon;
 - ii) recruit and appraise the performance of the President & Chief Executive Officer
 - iii) be responsible for funding planning and policy decisions, and for ensuring that the YMCA of Brandon is adequately financed;
 - iv) be responsible for monitoring and taking action in respect of the implementation of planning and policy decisions made by the Board to ensure the achievement of Purpose and Objectives;
 - v) have the power to sanction

9. Powers of the Board

- a) The Board will have the power of supervision and control of the business and affairs of the YMCA of Brandon, and of all property and assets of the YMCA of Brandon.
- b) The Board may make for and on behalf of the YMCA of Brandon, and in its name, any kind of contract which the YMCA of Brandon may lawfully enter into and, generally, may exercise all such other powers and do all such other acts and things as the YMCA of Brandon is, by its Act of Incorporation or these Bylaws, otherwise authorized to exercise and do.
- c) Without restricting the generality of the foregoing, the Directors are expressly empowered, from time to time, to purchase, lease, alienate, sell, exchange, or otherwise acquire or dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings, and any other property, real or personal, or any right or interest therein for such consideration and upon such terms and conditions as the Directors may deem advisable, subject to the Act of Incorporation and except as otherwise provided herein.
- d) The Board may, from time to time, appoint such committees and task forces and chairpersons of such committees and task forces as it sees fit and may state the policy and duties to be performed by any such committees or task force. The Board has the power to reorganize and discontinue any committee or task force it so appoints.

10. Officers of the Association

The officers of the Association shall be the Chair elected by the Board from among their number, the President & CEO appointed by the Board, and such other officers as the Board may determine by resolution from time to time. Unless the Board otherwise determines, the term of the office of the Chair shall be two years. The Chair shall remain a director for the whole of his or her term. All officers other than the Chair

and the President & CEO shall be appointed for two year terms and shall hold office until their successors are appointed. The office of President & CEO has no fixed term of appointment. Duties of all officers of Association shall be prescribed by the Board.

11. President & Chief Executive Officer

The Board shall appoint a President & Chief Executive Officer and may delegate to such Officer such power and authority to manage and direct the business, affairs, and operations of the Association as the Board may determine. The President & Chief Executive Officer shall be responsible to the Board for the general management and supervision of the business, affairs and operations of the Association. The President & Chief Executive Officer shall conform to all lawful directions given by the Board and shall at all reasonable times give to the Board all information as may be requested or required by the Board regarding the Association. The President & Chief Executive Officer shall not be a member of the Board. However, the President & Chief Executive Officer shall be given due notice of and have the right to attend and participate in all Board, Committee and Task Force meetings in the Association and any Meeting of the Members of the Association, unless specifically excused by the Chair from a meeting or portion thereof for good cause. The President & Chief Executive Officer provides key insight to the Board and will assist the Chair in preparing Board meeting agendas and will lead the process of management's reporting to the Board.

ARTICLE VI: MEETINGS

1. Annual General Meeting

- a) An Annual General Meeting of the Members of the YMCA will be held within 6 months following the end of each fiscal year for the purpose of:
 - (i) appointing Directors to the Board of Directors
 - (ii) receiving reports of the Board; and
 - (iii) appointing auditors of the YMCA
- b) No other business will be conducted at the Annual General Meeting, unless notice thereof is included in the notice of the Annual General Meeting.
- c) The Fiscal year end is the 31st day of August in each year or as determined by the Board
- d) Notice of the time and place of the Annual General Meeting will be posted in a conspicuous place in each branch of the YMCA, not less than 30 days prior to the date of the Annual General Meeting.
- e) No error or omission in giving notice of any Annual General Meeting or any adjourned meeting, whether Annual or General, of the Members of the YMCA will invalidate such meeting or make void any proceedings taken thereat.
- f) Any Member, at any time, may waive notice of such meeting and may ratify, approve, and confirm in writing any or all proceedings taken or had thereat.
- g) A quorum for the transaction of business at any Annual General Meeting will be such number of Members, as the Board may determine, that provides a reasonable representation of membership of the YMCA, who shall be present in person. This number should be no less than 16.

2. Regular Meetings

- a) The Board of Directors shall meet not fewer than four times per year with no more than three calendar months between each meeting, on as such days as may be determined by the Board.
- b) A quorum for the regular monthly Board meeting shall be 50% of the active Board list, with a minimum of 5. All decisions shall be by a majority vote.

Article VII - Financial Matters and Execution of Documents

1. Fiscal Year

The fiscal year of the Association shall end on August 31st of each year or on such date as the Board may from time to time determine.

2. Financial Reporting

The Association shall from time to time and at times, maintain reliable accounting records and prepare annual financial statements. Such annual financial statements shall be audited by the Association's external auditor. The Board shall approve the financial statements of the Associations in respect of each fiscal year, and place such statements, together with the report of the auditor thereon, before the Voting Members at each Annual General Meeting. The Association shall make copies of its financial statements as approved by the Board, together with the auditor's report thereon, available to Association members at the head office of the Association and by posting on the Association's website.

3. Signing Authorities

Banking Documents, all cheques, bills of exchange or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Association, shall be signed by such Officer—or Officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board and , unless determined otherwise by the Board, any of such Officers or agents may endorse notes and cheques for deposit with the Association's bankers for the credit of or "for deposit" with the banks of the Association by using the Association's rubber stamp for the purpose. Any two such Officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Association and the Association's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement or balances and releases or verification slips. Other documents, contracts or other instruments in writing not otherwise provided for in the Bylaws and requiring the signature of the Association shall be signed by such Officer or Officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board.

4. Banking Arrangements

The securities of the Association shall be deposited for safekeeping with one or more banks, trust companies or such other financial institutions as may be selected by the Board or by such individual designated by the Board from time to time to make such decisions. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Association, signed by such officer or officers, agent or agents of the Association, and in such manner, as shall from time to time be determined by resolution of the Board and such authority may be general or confined to specific instances.

5. Borrowing Authority

The Association may, upon authorization by resolution of the Board from time to time:

- a) borrow money upon the credit of the Association in such amounts and upon such terms as the Board may deem expedient,
- b) issue, sell or pledge securities (including bonds, debentures, or other evidence of indebtedness) of the Association in such amounts and upon such terms as the Board may deem expedient, and
- c) charge, mortgage, hypothecate or pledge in such amounts and upon such terms as the Board may deem expedient, all or any of the real or personal property of the Association, to secure any

such securities or any money borrowed, or other debt, or any other obligation or liability of the Association.

Article VIII Indemnification of Directors and Officers

1. Indemnity

Every member of the Board and every Officer of the Association and his or her heirs, executor, administrators and other legal personal representatives will, from time to time, and at all times, be indemnified and saved harmless by the Association from and against:

- a) any liability and all costs, charges and expenses that he or she sustains or incurs in respect of any action, suit or other proceeding that is proposed or commenced against him or her, for or in respect of the execution of the duties of his or her office; and
- b) all other costs, charges and expenses that he or she sustains or incurs in respect of the affairs of the Association, if he or she acted honestly and in good faith with a view to the best interests of the Association and, in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.

2. Restriction on Indemnity

No member of the Board or Officer will be indemnified for any costs, charges or expenses he or she sustains in or about or in relation to the affairs of the Association where such costs, charges or expenses are occasioned by his or her own willful neglect or default.

3. Insurance

The Association may purchase and maintain such insurance for the benefit of the members of its Board and Officers as the Board may, from time to time, determine, except when the liability relates to the failure of the person to be insured to act honestly and in good faith with a view to the best interests of the Association.

Article IX—Amendments

These Bylaws may be amended, repealed or added to at any Annual or General Meeting of the Association by Special Resolution.

Article X—Records of the Association

- a) The Board will ensure that all necessary books and records of the Association required hereby or by any applicable statute or law are regularly and properly kept.
- b) The minutes of proceedings of the Association and of the Board, as well as other books and records of the Association, will be prepared by a person or persons appointed to such position by the President and President & Chief Executive Officer.
- c) The minutes of proceedings of the Association and of the Board will be kept in the secure document storage room. The minutes may be inspected by members of the Association at the head office of the Association during regular business hours.

Article XI - Dissolving the Association

Remaining Assets

Upon the winding up and/or dissolution of the Association, any assets remaining after payment of the Association's debts and liabilities will be:

- a) disbursed to eligible charitable groups or purposes as determined by the Board; or
- b) transferred in trust to the City of Brandon until such time as the assets can be transferred from the City of Brandon to an approved charitable group or purpose.