

DRAFT COPY ONLY

WOMEN FOR RECREATION, INFORMATION AND BUSINESS, Inc.

Bylaw #1

Article 1: DEFINITIONS

1.1 In this Bylaw and all other Bylaws of the Corporation, unless the context specifies or requires:

“Act” means the Corporations Act of Ontario

“Bylaw” means any valid bylaw of the Corporation

“Directors” means the executive officers of the Corporation

“Members” and “Membership” mean the members of the Corporation

“General Meeting” is a meeting of the members of the Corporation

Article 2: NATURE OF THE CORPORATION

2.1 NAME OF THE CORPORATION: The name of the corporation is Women for Recreation, Information and Business, Incorporated, hereinafter referred to as “WRIB” or “the Corporation”.

2.2 NOT FOR PROFIT: WRIB shall operate on a not-for-profit basis.

2.3 OBJECTS OF THE CORPORATION: The objects of WRIB are:

- To provide health, safety, social and other information pertinent to lesbian, bisexual, transgendered and transsexual women;
- To provide a variety of social activities where lesbian, bisexual, transgendered and transsexual women can safely participate within safe and supportive environments;
- To provide business networking opportunities within a safe and supportive environment, for lesbian, bisexual, transgendered and transsexual women.

2.4 SEAL: The Corporation may adopt a seal as the seal of the Corporation.

Article 3 – BUSINESS OF THE CORPORATION

3.1 HEAD OFFICE: Until changed in accordance with the Act, the head office of WRIB shall be in the City of Toronto, in the province of Ontario, and at such place therein as determined from time to time by the Board of Directors of WRIB.

3.2 FISCAL YEAR: The fiscal year of WRIB shall run from May 1st to April 30th.

3.3 ANNUAL GENERAL MEETING: A general meeting of the members shall be held annually, within ninety days of the fiscal year end. The purpose of the annual general meeting shall be to receive reports from Directors and committees, to install Directors and Committee Co-ordinators for the following term, to vote on new bylaws and amendments to bylaws, and to discuss any other business relating to WRIB. Notice of the annual general meeting shall be given to each member at least 30 days before the date of the meeting. This notice shall be delivered by mail, fax or email, to an address each member has filed with the Membership Coordinator of WRIB.

Article 4 – COMMUNICATION

4.1 NEWSLETTER: WRIB shall distribute to each member a newsletter at least four times a year in accordance with WRIB bylaws and policies related to communications.

4.2 CONSTITUTION, BYLAWS AND POLICIES: Each new member of WRIB shall promptly receive a copy of the WRIB Constitution (Bylaw #1), and all other bylaws and policies relating to WRIB activities and events. Any member, on request to the Board, shall receive a current copy of any specified WRIB bylaw or policy. Any amendment to a bylaw or policy related to WRIB events shall be published in or distributed with the next issue of the WRIB newsletter.

4.3 EMAIL LIST: WRIB shall maintain a list of email addresses of members.

4.4 PHONE LINE: WRIB shall maintain a telephone information line in accordance with WRIB bylaws and rules related to communications.

4.5 MAILBOX: WRIB shall maintain a mailing address in accordance with WRIB bylaws and rules related to communications.

4.6 WEB PAGE: WRIB shall maintain a web page on the world wide web in accordance with WRIB bylaws and rules related to communications.

Article 5 – MEMBERSHIP

5.1 NON-DISCRIMINATION: Membership in WRIB shall be open to all lesbian, bisexual, transgendered and transsexual women, without regard to race, colour, religion, national origin, ability, physical appearance or age (subject to meeting the minimum age of 19).

5.2 MINIMUM AGE: Each applicant or member must certify that she is at least 19 years of age. If there is reasonable doubt that an applicant or member meets this minimum age requirement, the Membership Coordinator shall require the applicant or member to produce proof of age, a copy of which will be kept on file with the Membership Coordinator.

5.3 CATEGORIES OF MEMBERSHIP: There are three categories of WRIB membership:

- Individual – An individual membership applies to a single person.
- Family – A family membership applies to two persons.
- Corporate – A corporate membership applies to a maximum of five persons.

5.4 WAIVER OF FEES: The Directors may establish policies for the waiver of any fee. A member whose fees have been waived has the same rights as any member in good standing.

5.5 APPLICATIONS FOR MEMBERSHIP: Each applicant for membership in WRIB shall submit a completed membership application together with all fees as required by WRIB. The applicant must agree to comply with the Constitution of WRIB (Bylaw #1) and all other bylaws and policies of WRIB, including any amendments or new provisions as may be lawfully made from time to time.

5.6 BOARD'S DISCRETION: The Membership Co-ordinator may recommend that an application from a prospective member be rejected. The Board retains discretion as the final authority of whether an applicant will be accepted or rejected into WRIB membership.

5.7 CONFIDENTIALITY OF MEMBERSHIP LIST: The names, addresses, phone numbers and email addresses of members and applicants of WRIB shall not be used for any purpose outside of WRIB, whether commercial or not-for-profit, without the advance written permission of each member or applicant affected.

5.8 NON-TRANSFERABLE: Membership in WRIB is not transferable or assignable.

5.9 REMAINING IN GOOD STANDING: To remain a member of WRIB in good standing, the member must comply with the sections regarding renewal dues [5.10] and harmful conduct [5.11]

5.10 RENEWAL DUES: A member must pay renewal dues on or before their individual renewal date. If the member fails to pay renewal dues, the Board may, without notice, deem that the member has resigned membership. Subsequent payment of all outstanding dues will return the member to good standing.

5.11 HARMFUL CONDUCT: A member must not act in a way that is harmful or detrimental to any other WRIB member or the organization. This rule applies to conduct at WRIB events and to conduct elsewhere that relates directly to WRIB.

5.12 FREEDOM OF EXPRESSION: No member shall be found to have violated section 5.11 merely for expressing her honestly-held personal opinion regarding:

- any section or proposed revision of WRIB Bylaw #1, or any other WRIB bylaw or policy,
- any action taken by a Board member or Committee member, while acting in that WRIB capacity, or
- any resolution or proposed resolution of the Board or of a general meeting of the membership of WRIB

5.13 CONSEQUENCES: Where the Board learns of an allegation against a member that, if substantiated, might reasonably be considered to constitute a violation of section 5.11, the Board shall appoint an investigator to informally inquire into the member's conduct (including hearing the member's response). The investigator shall either report to the Board that the allegation is unsubstantiated, or recommend that the Board hold a hearing into the specified allegations against the member. If, after providing the member with a reasonable opportunity to address those specified allegations, the Board then determines that the member has violated section 5.11 in a significant way, the Board may issue a warning to the member outlining any necessary corrective action(s), and suspend her membership until the corrective action has taken place, or, terminate her membership. The Board may also negotiate a written agreement with the member, subject to any such agreement being ratified by the Board.

5.14 SUSPENDED OR TERMINATED MEMBERS: A terminated member may reapply for membership after six months of termination at the Board's discretion. During suspension or termination, the member shall be barred from WRIB events (whether or not open to the public) until she again becomes a member in good standing. In addition, she shall not be entitled to any refund of membership dues.

5.15 RESIGNATION: A member may resign by giving written notice to the Membership Coordinator or the Board. The resignation is effective as of the date WRIB receives the notice. There shall be no refund of membership fees.

Article 6: ORGANIZATIONAL STRUCTURE

6.1 MANAGEMENT OF CORPORATION: WRIB shall be managed by a Board of Directors who shall, as a whole, have all the powers provided in the Act, including, but not restricted to, the power to make and amend by-laws (subject to subsequent approval by membership at a general meeting of the members), to make all decisions respecting the ordinary operations of the Corporation, to develop and approve the Corporation's budget, to fix Corporation policies and procedures, to enter into contracts, to receive and pay monies, to make policies respecting the admission of new members and the maintenance of current members, to set the fees payable by members, and to set the number, type and organization of all events.

6.2 SIZE OF BOARD: There shall be nine directors of the Corporation. Each director has a vote at all meetings of directors. The nine directors are: Chair, Vice-Chair, Treasurer, Secretary, Social Coordinator, Business Networking Coordinator,

Communications Coordinator, Membership Coordinator and one Director without Portfolio.

6.3 DUTIES OF THE BOARD OF DIRECTORS: The duties of each office of the board of directors is as follows:

6.3.1 CHAIR: The Chair is the Corporation's chief executive officer. She presides at all meetings of the Directors and of the members. She acts as a liaison with other community groups. The Chair's signature is required on all financial accounts, contracts and investments of the Corporation.

6.3.2 VICE-CHAIR: The Vice-Chair shall assume all powers of the Chair if the Chair is absent, removed from office or unable to perform the duties of her office. The Vice-Chair is responsible for those duties assigned to her by the directors.

6.3.3 TREASURER: The Treasurer is responsible for the Corporation's funds and for ensuring that these monies are deposited with a bank or trust company. She is responsible for monetary transactions on behalf of WRIB. The Treasurer is responsible for compliance with the relevant provisions of the Act.

6.3.4 SECRETARY: The Secretary is responsible for ensuring compliance with the Act, for drafting meeting agendas, for recording and maintaining accurate minutes of Directors' meetings, for maintaining WRIB archival records (including Bylaws, rules, policies, publications, newsletters, correspondence from the membership coordinator) and for those duties assigned to her by the Directors.

6.3.5 SOCIAL COORDINATOR: The Social Co-ordinator is responsible for over-seeing all WRIB social events.

6.3.6 BUSINESS NETWORKING COORDINATOR: The Business Networking Coordinator is responsible for coordinating all business networking events for WRIB.

6.3.7 COMMUNICATION COORDINATOR: The Communication Coordinator is responsible for overseeing the communication committees for WRIB, including the website, telephone tree, and the newsletter.

6.3.8 MEMBERSHIP COORDINATOR: The Membership Coordinator maintains the WRIB membership list and mailing list. She is also responsible for receiving applications for membership, for forwarding paid fees to the Treasurer, for checking proxies, and for advising the Board regarding applications for membership, and suggesting appropriate actions.

6.3.9 DIRECTOR WITHOUT PORTFOLIO: The Director Without Portfolio will have those duties assigned to her, from time to time, by the Board of Directors.

6.4 SIGNING OFFICERS: Contracts or any other instruments that require the Corporation's signature shall be signed by two of the following: Chair, the Vice-Chair and the Treasurer. The Directors may give the authority to sign contracts, notices or other documents on the Corporation's behalf to specific directors. This authority may be general or may be limited to a particular contract. This authority may be revoked at any time by the Directors.

6.5 DECLARATION OF INTEREST: A Director with an interest in a proposed contract or arrangement shall disclose that interest to the Board of Directors. The interested Directors shall not participate in a vote on the proposed contract or arrangement.

6.6 NON-LIABILITY: No director shall be personally liable for any act or omission of any other director or member of WRIB. No director shall be personally liable for any loss which occurs from the exercise of her duties, unless that director is wilfully negligent and that negligence causes loss or damage. Directors are not bound by any unauthorized contract or promise.

6.7 LENGTH OF DIRECTOR'S TERM OF OFFICE: The term of office of each director shall run from the first August 1st after the date of her election at the Annual General Meeting of the members, until the following July 31st.

6.8 QUALIFICATIONS OF DIRECTORS: Every member in good standing of at least ninety days prior to the annual general meeting of the Corporation is eligible to be a director of the Corporation, subject to the requirements of the Act.

6.9 REMOVAL FROM OFFICE: Directors may be removed by a vote of two-thirds of the members present at a general meeting, if written notice of the motion to remove a director has been mailed to each member of the Corporation at least seven business days before that general meeting. A director may also be removed by the unanimous vote of all other directors of the Corporation at a directors' meeting, provided written notice is mailed seven business days prior to the meeting where the remaining directors propose to remove a director.

6.10 RESIGNATION: A director may resign by giving written notice to the Board of her intent to resign. The resignation is effective upon receipt by the Board of Directors. The Board of Directors, by majority vote, may deem a director to have resigned if she has missed three consecutive board meetings without providing valid and substantiated reasons to the Board.

6.11 VACANCY: A director's office is vacated if she ceases to be a member of the Corporation, if she becomes a bankrupt, if she becomes mentally incompetent, if she resigns, whether effective either immediately or at a future date, if she dies, or if she is removed by the members according to the procedures set out in this by-law. If a director's office becomes vacant and a replacement is not chosen at a general meeting within three months following the vacancy, the directors shall select, at their discretion, a

replacement director from the membership of the Corporation. A replacement director's term ends on July 31st after the date of the next annual general meeting of the members.

Article 7 – VOTING PROCEDURES AT GENERAL MEETINGS

7.1 **RIGHT TO VOTE:** Members of WRIB in good standing for at least ninety days before the date of the annual general meeting have the right to vote in elections of Board members, and in other votes at general meetings, in accordance with the following formula:

- Individual members shall each have one vote for each director's position to be filled.
- Each family membership, comprising two individuals, shall have two votes for each director's position to be filled.
- Each corporate membership shall have one vote for each director's position to be filled.

7.2 **ELECTION TO BOARD OF DIRECTORS:** Directors shall be elected by secret ballot, or by a showing of hands, as determined by the membership at the beginning of the annual general meeting of the Corporation by a majority vote of the membership present. Directors may be re-elected.

7.3 **ELECTION TO OFFICE:** A member eligible to be a director of the Corporation must be nominated by another member in good standing. Completed nomination applications must be received by the Secretary two weeks before the date of the annual general meeting. This nomination must be seconded by another member in good standing. A nomination may be declined by the nominee. A candidate for each director's position is elected to that position on the Board of Directors if she receives more votes than any other candidate. A candidate who is not opposed, shall be deemed to be acclaimed to that office.

7.4 **PROXY:** Members may vote by proxy. Proxy forms must be filed with the Membership Coordinator at least one month before the general meeting for which the proxy is to apply.

ARTICLE 8: PAST CHAIR AND COMMITTEES

8.1 **COMMITTEES:** With the exception of the position of past-chair, the Board will have the discretion to appoint members to non-voting offices or committees. At least one Board member must be on, or have responsibility for, any such committee.

8.2 **PAST-CHAIR:** The person holding the office of Chair for the year immediately preceding the current Chair shall hold the office of Past-Chair and shall perform those duties assigned to her by the Directors. If a Chair is re-elected to her office, the person

who held the office of Past-Chair during the first term of the previous administration will be the Past-Chair. This is an advisory position only.

Article 9: MEETINGS OF DIRECTORS

9.1 LOCATION: The Directors may meet at any location of their choosing. Any member may attend a Directors' meeting with prior notice given to the Secretary, at least 72 hours notice prior to the meeting. The Directors may decide to hold portions of any such meeting in camera.

9.2 SPECIAL MEETING: The Chair or two other Directors may call a special meeting of the Directors on two days' notice to the other Directors.

9.3 QUORUM: Quorum shall be half of the standing directors, plus one, for the transaction of business at a Directors' meeting. A quorum may exercise all the powers of Directors.

9.4 MAJORITY: Any question at a meeting of the Board of Directors shall be decided by a majority of votes present. If there is a tied vote, the Chair or the meeting Chair shall cast an additional vote. Directors may vote by written proxy.

Article 10: GENERAL

10.1 AMENDMENTS: This and any other bylaw of the corporation may be amended by an affirmative vote of at least two-thirds of the votes cast at a special general or annual general meeting given at least thirty days' notice of the text of the proposed amendment.

10.2 NOTIFICATION: If an amendment to this bylaw has been adopted, the text of the amended provision shall be published in the next edition of the WRIB newsletter.

10.3 ACCIDENTAL OMISSION OF NOTICE: The accidental omission of notice to a member or any other irregularity in terms of notice shall not invalidate any action or proceeding taken by the Board of Directors at a members meeting.

10.4 GENERAL QUORUM: A quorum for any annual or special general meeting shall be ten percent (10%) of the individual members present in person or represented by proxy.

10.5 CONDUCT OF MEETINGS: All general meetings and Directors' meetings shall be conducted in accordance with the latest revision of Robert's Rules of Order.

