

**BYLAWS**

**REVISED – MAY 2020**

**AMENDED/REVISED – MAY 2018**

Article III – Membership: 3.1.4; 3.1.6

Article IV – Board of Directors: 4.0

Article V – Term of Office: 5.1; 5.2

Article VII- Duties of the Board of Directors: 7.9; 7.10

Article IX – Committees of the Board: 9.0

**AMENDED/REVISED – JUNE 2019**

 Article III – Membership: 3.1.5

 Article IV – Board of Directors: 4.0

 Article VII – Duties of the Board of Directors: 7.3; 7.4; 7.6; 7.7; 7.8

 Article IX – Committees of the Board: 9.0

**AMENDED/REVISED – MAY 2020**

 Article IV – Board of Directors: 4.0; 7.3; 7.4; 7.5; 7.7

 Article VIII – Meetings: 8.0; 8.1; 8.2; 8.4

 Article IX – Committees of the Board: 9.0; 9.1

 Article XII – Signing Officers: 12.0

 Addition: Bylaw change sign-off

**ARTICLE I – MANDATE**

1. The name of the Corporation shall be SASKATOON WOMEN’S NETWORK INC.
	1. The objectives of the Corporation shall be:
2. To provide a meeting place for women;
3. To establish a network which will support the aspirations of women by allowing them to:
4. Share thoughts and exchange ideas;
5. Consult other women about careers and common problems women face at home and in the workplace;
6. Exchange information and professional advice;
7. Experience companionship and social exchange;
8. To develop amongst the membership a strong network of professional and personal contacts;
9. To carry out the objectives of the Corporation without endorsing any cause or ideology;
10. To operate on a not-for-profit basis and to use any profits or accretions to the value of property of the Corporation to further the activities of the Corporation for the benefit of its members.

**ARTICLE II – DEFINITIONS**

1. “activities”, means any conduct of the Corporation to further its membership objectives, and any business carried on by the Corporation.
	1. “board”, means the board of directors of the Saskatoon Women’s Network.
	2. “Corporation”, means the Saskatoon Women’s Network Inc., a body corporate without share capital, as incorporated by or pursuant to Non-Profit Corporations Act for Saskatchewan.
	3. “director”, means a person occupying the position of director and “directors” and “board of directors” includes a single director.
	4. “ex-officio”, means a member of the board or committee by right of office.
	5. “member”, means a member in good standing who shall at all times conduct herself in a personal and professional manner to promote and enhance the objectives of the Saskatoon Women’s Network.
	6. “network”, means the Saskatoon Women’s Network Inc.
	7. “term”, means the term of office as a director and shall commence at the close of the annual general meeting.
	8. “AGM”, means Annual General Meeting.

**ARTICLE III – MEMBERSHIP**

1. Member in Good Standing shall at no time use unethical or improper business practices or other conduct which would violate the objectives of the Network or which is detrimental to its members. She shall conduct herself in a personal manner that would not injure the reputation of the Network or its members. She shall conduct herself to allow other members to fully participate in activities of the Network.
	1. Membership in the Saskatoon Women’s Network shall be open to all women who have paid the annual membership fee.

**3.1.0** Members will be classified into 3 categories:

 1. New Member – a member joining the SWN for the first time;

 2. Existing Member – a current member in good standing;

3. Returning Member – a past member re-joining after a minimum 1 year absence.

* + 1. The annual membership fee is to be paid by each member.
		2. The membership fee is due and payable in each calendar year, before the AGM or by any other date as established by the Board.
		3. If the membership fee is not paid by the date of the annual general meeting or by any other date as established by the Board, the person who has not paid the membership fee shall not be eligible to hold office or vote at the AGM.
		4. Membership dues and other fees shall be set by the Board of Directors.
		5. Any member failing to pay dues by May 31st in any year shall be notified by email at the member’s last known email address that if the dues are not paid on or before June 15th in that year that person’s membership shall expire.
		6. The Board may terminate a membership for failure to pay outstanding arrears. The Board may reinstate a former member whose membership has expired or been terminated, upon the former member’s payment of any amount owing.
		7. The membership fee is neither transferable nor refundable. The membership shall be considered a personal/individual membership. It is not a corporate membership.
	1. Review of Membership
		1. Termination
1. A Disciplinary Committee shall be established on behalf of the board. The Disciplinary Committee shall be comprised of board members and members at large.
2. Failure to comply with ARTICLE 1.1 Objectives of the Corporation or ARTICLE 3.0 Member in Good Standing may result in review of membership, which may result in termination. A vote of not less than two-thirds (2/3) of the Disciplinary Committee at a meeting called for that purpose shall be required.
	1. Forfeiture

The rights and privileges of a member, including any rights in the property of the Network, shall cease to exist when her membership interest in the Network is resigned or terminated for any reason.

**ARTICLE IV – BOARD OF DIRECTORS**

1. The board of directors of the Corporation shall consist of the persons elected to the following positions:
2. President;
3. Vice-President;
4. Treasurer;
5. Secretary:
6. Membership;
7. Program;
8. Special Events/Vacation Dinner;
9. Communications
	1. The immediate past-president shall be an ex-officio director for one (1) year.
	2. The Board shall be elected by ballot or by show of hands at the AGM of the Corporation.
	3. The term of office for each director shall begin at the close of the AGM at which they are elected.
	4. If any position, other than that of President, becomes vacant prior to the end of the term, the Board may appoint a qualified member to that office for the unexpired portion of the term.
	5. If the President’s position becomes vacant prior to the end of the term, it shall be filled by the Vice-President for the unexpired portion of the term.

**ARTICLE V – TERM OF OFFICE**

1. Each person elected to the board shall hold office for a term of one (1) year.
	1. No person shall hold the same office for more than three (3) consecutive years.
	2. No person shall serve as non-ex-officio director to the board for more than six (6) consecutive years.

**ARTICLE VI – POWERS & DUTIES OF THE BOARD OF DIRECTORS**

1. The directors shall manage the activities of the Corporation.
	1. The directors shall be responsible for all policy making decisions, long term planning and financial control of the Corporation.

**ARTICLE VII – DUTIES OF THE BOARD OF DIRECTORS**

1. The Board of Directors are required to attend 80% of all board meeting and special meetings.

**7.0.1** Operational responsibilities of the Board of Directors are outlined in detail in the job descriptions.

**7.0.2** Although each director is responsible for the duties set forth in these bylaws and in the job descriptions of that position, she is not expected to perform all duties personally and may delegate the performance of such duties as deemed necessary.

**7.0.3** A Director shall perform such other duties from time to time as may be assigned by the board.

* 1. President -- The President of the board shall provide leadership and direction to the board and membership. The President should have previous experience on the Board of Directors of the Saskatoon Women’s Network.
	2. Vice-President --The Vice-President of the board shall assist the President in the performance of her duties. The Vice-President shall assume all the powers and performs all the duties of the President in her absence. The Vice-President should have previous experience on the Board of Directors of the Saskatoon Women’s Network.
	3. Treasurer -- The Treasurer shall be responsible for the control and supervision of the collection, receipt and deposit of all monies payable to the Saskatoon Women’s Network and shall make such disbursements of monies as authorized by the board. In addition, she shall maintain full and accurate financial records of the Corporation sufficient for the production of a financial statement for review or audit.
	4. Secretary -- The Secretary shall be responsible for recording, maintaining and distributing all necessary information, documents and correspondence to the board and members. She shall have custody of all books, records and papers of the Corporation, except such documents as are necessary to be in the custody of the Secretary or such other person or persons authorized to have possession of such documents as determined by resolution of the board.
	5. Membership -- The Membership Director shall be responsible for maintaining an up-to-date membership list, recruiting new members, facilitating membership inquiries, and providing direction to new members.
	6. Program -- The Program Director shall be responsible for the organization of all regularly scheduled functions.
	7. Special Events -- The Special Events Director shall be responsible for planning, coordinating and facilitating all special events of the Saskatoon Women’s Network, including the Vacation Dinner or similar event.
	8. Communications -- The Communications Director shall be responsible for planning, coordinating and facilitating marketing-oriented tasks including social media, promotions and public relations and the website. The Communications Director shall also be responsible for communications to the membership for all matters relating to the network including regular and special events.

**ARTICLE VIII – MEETINGS**

1. Meetings pertaining to the Saskatoon Women’s Network are comprised of the Annual General Meeting (AGM), board of director meetings, committee meetings, sub-committee meetings and special meetings.
	1. Annual General Meeting -- There shall be an AGM of the members of the Corporation which shall be held before the end of May in each year or at such other time as may be established by the board.
		1. Notice of the AGM shall be sent to all members of the Corporation at least fifteen (15) days prior to the date of the annual general meeting and the notice shall state the date, time, place and the nature of the business to be conducted at the meeting.
		2. Quorum -- Twenty percent (20%) of the members in good standing shall constitute a quorum at annual general meetings of the Corporation;
			1. If a quorum is present at the opening of the AGM, as the case may be, may proceed with the business of the meeting, notwithstanding that a quorum is not present throughout the meeting;
			2. If a quorum is not present at the opening of the AGM, the members may adjourn the meeting to a fixed time and place but shall not transact any other business.
		3. The AGM shall be chaired by the President or a person appointed by the President and the business to be transacted at the AGM shall be the following:
2. Consideration and adoption of the minutes of the previous annual general meeting;
3. Consideration of financial statements and Treasurer’s report;
4. Consideration of the reports of the President and Committee Directors;
5. Appointment of auditor or designated accountant and consideration of financial statement report;
6. Consideration of any amendments to bylaws;
7. New business;
8. Election of directors and officers of the board;
9. Adjournment.
	1. Regular Board Meetings -- The Board shall meet regularly and not less than 4 times per year or as the Board may determine from time to time. The location, date and time of regular meetings will be determined by the Board at the beginning of the board year.
		1. No notice of regular meetings is required.
		2. Notice of any irregular meeting shall be given not less than forty-eight (48) hours prior to the meeting, which notice may be waived by the directors of the board;
		3. Quorum -- A majority of directors constitutes a quorum at a regular meeting of directors.
			1. If a quorum is present at the opening of a meeting of the members or the board, the members of directors present, as the case may be, may proceed with the business of the meeting, notwithstanding that a quorum is not present throughout the meeting;
			2. If a quorum is not present at the opening of the meeting, the directors in the case of a regular meeting may adjourn the meeting to a fixed time and place but shall not transact any other business.
		4. The business to be transacted at the regular meetings of the board shall include:
10. Consider and adopt minutes of last regular meeting and any intervening special meeting of the board;
11. Read and consider correspondence and take necessary action;
12. Receive and review the report of each of the directors of the board and take necessary action;
13. Unfinished business;
14. New business.
	1. Special Meetings -- A special meeting of the board shall be called within ten (10) days after the filing with the secretary of a requisition in writing, signed by at least twenty percent (20%) of the members in good standing. The purpose of the meeting shall be stated in the requisition. Except in cases of emergency, at least five (5) days’ notice shall be given to the membership of such special meeting.
	2. Procedures -- Unless otherwise provided, questions arising at any meeting shall be decided by a majority of those present. In the event of a tie vote, but not otherwise, the President as chairperson of the meeting shall have the deciding vote.

**ARTICLE IX – COMMITTEES OF THE BOARD**

1. There may be the following standing committees of the board:
2. Finance Committee;
3. Membership Committee;
4. Program Committee;
5. Special Events Committee;
6. Communications Committee;
7. Board Governance Committee;
8. Nomination Committee.
	1. The chairperson for each committee shall be the director elected to such corresponding position with the vice president chairing the Board Governance committee and the Past President chairing the Nomination Committee. Any other committees will be chaired as the board determines from time to time.
	2. The members for the committees shall be comprised of members of the Corporation.
	3. The chairperson of each committee shall be responsible for calling the meetings of the committee.
	4. All committees of the board shall function in advisory capacity to the board unless otherwise expressly stipulated by resolution of the board.
	5. The board may by resolution dissolve any committee at any time.

**ARTICLE X – FINANCE**

1. For the purpose of financial reporting and terms of office of elected directors, the Corporation shall operate on a twelve month period running May 1 to April 30 or such other twelve month period as may be determined by the membership at an AGM.

**ARTICLE XI – BANKING**

1. All monies received by or on behalf of the Corporation shall be deposited by such persons and invested in such manner as designated by the board.
	1. The Treasurer is hereby authorized for and in the name of the Corporation to do the following:
2. Subject to the approval of the board, draw and make all cheques necessary for the payment of the accounts payable of the Corporation;
3. Subject to the approval of the board, invest certain funds of the Corporation;
4. To receive any and all monies for the benefit of the corporation and deposit such monies to such accounts designated for the Corporation.

**ARTICLE XII – SIGNING OFFICERS**

**12.0** Any two (2) of the President, Vice-President, Treasurer or Secretary acting jointly, are authorized on behalf of the Corporation to sign and execute all cheques, contracts, agreements, or other documents required execution by the Corporation and as authorized by the Board.

**ARTICLE XIII – WINDING UP**

**13.0** In the event of the winding up of the Corporation, the remaining assets, after payment of all just and legal debts and obligations, shall be distributed to one or more charitable organizations in Saskatoon as may be decided by the members at an annual or special meeting.

**ARTICLE XIV – AMENDMENT OF BYLAWS**

**14.0** Notice of motion to amend any part of the bylaws shall be given at a regular meeting of the Board and the motion shall be presented at the following regular meeting of the Board.

**14.1** Notice of motion to make a new bylaw or to amend these bylaws shall be given in the notice calling the meeting of the Board at which it is intended to present the bylaw or amendment.

**14.2** Amendments shall receive the affirmative vote of at least two-thirds (2/3) of the directors present at a duly constituted meeting of the board.

**14.3** Any amendment to these bylaws or repeal of a bylaw shall be submitted to the members at the next annual general meeting following such repeal or amendment and the members, by ordinary resolution, may confirm, reject or amend the bylaw, amendment or repeal.

**ARTICLE XV – APPROVAL**

**15.0** These bylaws shall replace any previous bylaws of the Corporation and become effective when adopted by the board and confirmed and approved by the members of the Corporation.

These bylaws were passed by the board on \_April 28, 2020 (date)

\_\_Barb Zerebeski\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

President, outgoing

These bylaws were adopted by the membership at the AGM on May 28, 2020 (date)

\_\_\_Joy Crawford\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_.

President, incoming