

**AMENDED AND RESTATED BYLAWS
OF THE UNITED WAY OF CAPE BRETON**

*As amended by special resolution of the membership of the
United Way of Cape Breton on Oct. 4, 2018*

Definitions

1. In these by-laws:
 - a. “Society” means the United Way of Cape Breton
 - b. “Member” means an individual appointed to the Board of Directors for United Way Cape Breton
 - b. “Special Resolution” means a resolution passed by not less than three-quarters 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.
 - c. “Registrar” means the Registrar of Joint Stock Companies appointed under Nova Scotia *Companies Act*.
 - d. “Quorum” means the number of representatives required to be in attendance to proceed with a meeting. For all board meetings, special general meetings and annual general meetings quorum shall be one-third of the total number of Board of Directors.

Objectives

2. The objectives of the Society are to:
 - a. develop, as fully as possible, the financial resources needed to meet the human service needs of the community;
 - b. deploy United Way financial support so as to maximize the resources available to agencies for services directed at the most urgent current needs of our community, including those supplied by organizations not now receiving United Way financing; and
 - c. muster community support and commitment for the entire Society through a systematic communications and engagement program which both speaks and listens to the community.

3. In order to achieve its objectives the Society may:
 - a. purchase, lease, accept by gift or trust, or otherwise acquire any real or personal property of any kind which the Society may deem necessary for the purpose of the Society;
 - b. receive money by way of gift or otherwise and accept, hold, sell, or administer funds, gifts, legacies, and benefits to property of any sort, without limitation as to amount, value, or source, and use the income of any part of the principal of the funds of the Society to achieve the objectives of the Society;
 - c. employ staff and carry out research and any other functions which are deemed necessary;
 - d. enter into contracts, joint management agreements, arrangements or agreements of any kinds with any corporation, partnership, individual, group of individuals, government or authority whether federal, provincial, municipal, local or otherwise, which are conducive in the opinion of the Society to the achievement of the objectives of the Society, and obtain from them any property rights, privileges, concessions, or assistance which the Society may deem desirable; and
 - e. do all such things as are incidental or conducive to attaining the objectives and exercising the powers of the Society including, without limiting the generality of the foregoing, the exercise of all rights, duties, and powers envisaged by section 10 of the *Societies Act*.
4. The Society is a nonprofit, charitable corporation which shall not carry on any business or trade for the profit of its members and the Society shall hold property it may acquire in trust for application to achieve the objectives of the Society.
5. Upon dissolution of the Society and after payments of all debts due and liabilities, its remaining property shall be distributed or disposed of to United Way Centraide Canada and no part of any property of the Society shall be available to its members upon such dissolution.
6. The activities of the Society shall be chiefly carried on in Cape Breton, Province of Nova Scotia.
7. The registered office of this Society is 245 Charlotte Street, Sydney, Nova Scotia, B1P 6W4
8. The fiscal year of the Society shall be the period from April 1st to March 31st.

Membership Rights and Responsibilities

9. The Society is ultimately accountable to the members of the Society.
10. Membership in the Society shall consist of volunteers elected to the Board of Directors to oversee and control the property affairs and business of the society to be responsible for the establishment of policies and objections and for any other decision required by the society. The Directors may attend at any general members meeting as well as any meeting of the Board of Directors.
11. Membership in the Society shall cease upon:
 - a. death of a member;
 - b. by notice of resignation from the member in writing to the Society; or
 - c. disqualification for membership in accordance with these by-laws.
12. The Board of Directors of the Society may terminate the membership of any member in accordance with these by-laws by a three quarters affirmative vote at any duly called meeting of the Board of Directors.
13. Directors may take a leave of absence from the Board if they have reasons why they cannot participate. The leave may be granted by a three quarters affirmative vote of the Board of Directors.

General Members Meetings

Annual General Meeting

14. An annual general meeting shall be held within six months after every fiscal year end and notice is required which must specify the following to members with 30 days notice:
 - a. the date, place and time of the meeting;
 - b. the nature of business, such as the intention to propose a special resolution
15. At each annual general meeting of the Society there shall be a written audited statement of the financial affairs of the Society prepared by a chartered accountant and presented by the Treasurer of the Board. The statement will cover the period from the last annual general meeting of the Society to the date of its presentation or as close thereto as may be possible using standard accepted accounting principles.

16. At each annual general meeting of the Society, the President, the Treasurer and the various committees established from time to time by the Board shall present reports to the members present.
17. At the annual general meeting of the Society the following items of business shall be dealt with and shall be deemed ordinary business:
 - a. minutes of the previous annual general meeting;
 - b. consideration of the annual report of the Board of Directors and other reports;
 - c. consideration of the annual financial report of the Society and the appointment of auditors for the ensuing year; and
 - d. special resolutions for which notice has been properly given.

All other types of business shall be deemed special business and shall be transacted at a special general meeting of the members.

Special General Meeting

18. A special general meeting of the members may be held at any time and shall be called:
 - a. if requested by the President;
 - b. if requested by a majority of Directors
19. Notice to members is required for special general meetings. The notice must:
 - a. specify the date, place and time of the meeting;
 - b. be given to the members seven days prior to the meeting;
 - c. specify the nature of business, such as the intention to propose a special resolution, and
 - d. the non-receipt of notice by any member shall not invalidate the proceedings.
21. If a special general meeting is convened at the request of the members and quorum is not present within one half hour from the time appointed for the meeting, the meeting shall be dissolved.

Voting and Procedure - General Members Meetings

22. Every Director may cast one vote, on every motion at every general meeting of the Society which he or she attends in person, by telephone or by electronic means. Directors shall also be authorized to make a motion, second a motion and vote on a motion by exchange of emails with other directors.

24. The President of the Board of Directors or, in his or her absence, either of the Vice-Presidents, shall chair at the annual general meeting or a special general meeting.
25. Any action by a majority of members where a quorum is present shall be the action of the membership of this Society.
26. At an annual general meeting or a special general meeting, the President shall have a vote as any other member. In the case of an equality of votes, the motion shall be lost.
27. At any meeting a declaration by the President that a resolution has been carried is sufficient unless a poll is demanded by at least three members. If a poll is demanded it shall be held by show of hands or by secret ballot as the President may decide.

Board of Directors

28. All volunteers who are residents of Cape Breton Island shall be eligible to be elected as a Director of the Society and all Directors are Society members
29. Unless otherwise determined by special resolution, the number of directors shall not be less than eight members nor more than twenty members.
30. During the first quarter of the fiscal year, at a regular meeting of the Board, the a member shall submit to the Board of Directors the names of the volunteers it recommends to replace Board members whose membership has ceased. A majority vote of members of the Board of Directors present at a meeting of the Board is required for the election of each individual recommended.
31. At any time during the year, at a regular meeting of the Board, a member may submit to the Board the name(s) of volunteer(s) it recommends to fill any unfilled positions on the Board. A majority vote of members of the Board of Directors present at that meeting of the Board is required for the election of each individual recommended.
32. The majority of Directors, may remove from the Board any of their number. The Directors may, with respect to this article, develop a code of conduct for board members or a job description which may provide grounds for such removal.

Board of Directors Duties

33. The property, business and affairs of the Society shall be managed by a body called the Board of Directors. All powers of the Society, unless specifically delegated in these bylaws, in the *Societies Act*, or otherwise by law, shall be carried out by the Board of

Directors.

34. The Board of Directors shall appoint an Executive Committee and other committees as they see fit.
35. The Board of Directors shall have general control, management and supervision of the funds, property, business and affairs of the United Way of Cape Breton. The duties of the Board shall include but not be limited to the following:
 - a. determining the mission and reviewing it as necessary to assure that the mission remains relevant to the changing environment;
 - b. adopting such policies and procedures for the operation of the organization as may be consistent with these bylaws and designed to carry out the mission of the organization;
 - c. employing such persons as it may deem necessary for the successful pursuit of the objects of this organization. The Board of Directors shall have the power to remunerate any person employed by the Society when it considers necessary, for the fulfillment of the objectives of the Society;
 - d. appointing needed committees and supervising the work of all committees;
 - e. reviewing and approving/disapproving all fund distributions to Agency Members and non-member organizations based upon the recommendations of committees;
 - f. submitting an annual report of its activities at the annual general meeting of the membership
 - g. adopting the annual financial plan and administrative budget for the Society;
 - h. authorizing all new initiatives, programs, official collaborations and activities assuring consistency with the mission of this Society
36. In addition to the powers of these bylaws expressly conferred upon them, the Board of Directors of this Society may exercise such powers and do such lawful acts and things as are not covered by these bylaws but as are required to be exercised by the Board of Directors to pursue the fulfillment of the objectives of the Society.

Board Executive

37. There shall be an Executive Committee of the Board of Directors consisting of the six executive officers of the Board. The executive officers of the Board of Directors shall consist of:

President
Immediate Past-president
1st Vice-president
2nd Vice-president
Secretary
Treasurer

38. The Executive Committee will be responsible for the daily management of the Society and shall meet at any time at the direction of the President. The Executive Committee will report directly to the board of Directors.
39. At any time during the year, at a regular meeting of the Board, a member may submit to the Board the name(s) of volunteer(s) it recommends to fill any unfilled executive positions on the Board. A majority vote of members of the Board of Directors present at that meeting of the Board is required for the election of each individual recommended.
40. The President shall be responsible for the effectiveness of the Board and shall perform other duties as assigned by the Members of the Board of Directors.
41. The 1st or 2nd Vice Presidents shall perform the duties of the President during the absence, illness or incapacity of the President.
42. The Secretary shall:
 - a. have oversight over the preparation and custody of all books and records including:
 - i. the minutes of Members' meetings;
 - ii. the register of members; and
 - iii. the filing of annual requirements with the office of the Registrar; and
 - b. file with the Registrar:
 - i. within 14 days of their election or appointment, a list of 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.
 - ii. a copy in duplicate of every special resolution within fourteen days after the resolution is passed.
43. The Treasurer shall have responsibility for the custody of all financial books and records of the Society and carry out all other duties as assigned by the Board.

44. The immediate past President of the Board shall be member of the executive of the Board provided that she or he is a member of the Society. Should the immediate past President not be a member of the Society, this executive position shall remain vacant for the remainder of the year.
45. Members of the executive must be members of the Board and any member of the executive that ceases to be a member of the Board for any reason shall also cease to be a member of the executive of the Society.
46. Any two of the following: President, 1st Vice-president, 2nd Vice President, Treasurer and Executive Director shall execute all contracts, bills of exchange and all other instruments and documents on behalf of the Society.

Executive Director

47. The Board of Directors may engage an Executive Director and determine his or her term of appointment, duties, responsibilities and remuneration.
48. The Executive Director shall be entitled to attend meetings of the Board unless excluded by majority vote of the Board. The Executive Director shall not otherwise be a member of the Board.

Finance

49. The Board of Directors shall annually present to the members a written report on the financial position of the Society. The report shall be in the form of:
 - a. a balance sheet showing the particulars of its liabilities and assets, and
 - b. a statement of its income and expenditures for the past year.
50. A copy of the financial report, as a true and fair account of the Society's financial affairs, shall be signed by the auditor.
51. A signed copy of the financial report shall be filed with the Registrar within fourteen days after the annual general meeting in each year.
52. An auditor for the Society may be appointed annually by the members of the Society at the annual general meeting and, on the failure of the members to appoint and auditor, the directors may do so.
53. The borrowing powers of the Society may be exercised only by special resolution passed by the members.
54. No funds of the Society shall be paid to or be available for the personal benefit of any

member.

55. The Society shall not make loans, guarantee loans or advance funds to any Director.
56. Directors are not entitled to remuneration for service but may be reimbursed for reasonable expenses incurred in the conduct of their duties as specified in advance by policy of the Board of Directors.

Board of Directors Meetings

57. The Board of Directors shall meet no less than four times each year. Additional meetings may be called upon the request of not less than fifty percent of the Board. At least five days notice of any meeting shall be given.
58. Board members are expected to attend all meetings. Failure to attend three consecutive meetings may, upon the discretion of the Board, be considered a resignation.
59. No business shall be conducted at any meeting of the Board of Directors unless a quorum is present to open the meeting and, upon request, before any vote.
60. The President shall preside over all meetings of the Board of Directors, the Executive Committee and the Society.
61. Either of the Vice-Presidents shall at all times be prepared to assume the duties of the President and shall act in his or her capacity in the event of his or her absence.

Committees

62. Committees related to the work of United Way Cape Breton will be identified and overseen by the Board of Directors. Each committee must comprise of at least one board of director.
63. Board members are required to be a member and participate in at least one committee.

Books, Minutes, Seal

65. Any member of the Society may inspect the annual financial statements and minutes of membership and directors meetings books at the registered office of the Society, on any business day. Other financial records of the Society may be inspected by any member at any reasonable time within two days prior to the annual general meeting at the registered

office of the Society.

66. The Executive Director shall keep in his/her custody the corporate seal of the Society and shall mark with the seal every document executed by the officers of the Society on behalf of the Society that is required by law to bear the corporate seal of the Society. An impression of the seal is affixed to this document.

Conflict of Interest

67. Directors who have, or could reasonably be perceived to have, a conflict of interest with respect to the affairs of the society, have a duty to declare this interest. Such a declaration is to be made to the members upon nomination, or if serving as a director, to the Board, when the possibility of a conflict is realized.
68. A conflict of interest does not preclude a member from serving as a director provided that he/she withdraws from decision making on matters pertaining to that interest and that such withdrawal is duly recorded. There shall be a written record of any declaration of a conflict of interest and how it was resolved.

Non-Discrimination

69. The members, officers, directors, committee members, employees and persons served by this Society shall be selected entirely on a non-discriminatory basis with respect to age, gender, sexual orientation, race, religion and national origin.

Liability

70. Every member of the Board of Directors and their heirs, executors, administrators, success and assigns, and estate and effects, shall be indemnified and saved harmless out of the funds of the Society from and against all costs, charges, and expenses which shall or may be sustained or incurred in any action or proceeding which is brought or prosecuted against him or her for or in respect of any act, deed, matter or thing made, done or permitted by him or her in or about the execution of duties of office, and also from and against all other costs, charges and expenses which shall be sustained or incurred in or about or in relation to the affairs thereof, except such costs, charges and expenses as are occasioned by his or her own wilful neglect or default.
71. The Board shall ensure that the Society's assets are protected against damage and loss, and, if it is determined that considerable risk is involved in the operations of the Society, the Directors themselves are adequately protected against liability resulting from a legal action, suit or proceedings in respect to the pursuit of the organization's mission.

Miscellaneous

72. The Society has power to repeal or amend any of these by-laws by a special resolution passed by the members at a general members meeting, subject to the approval of the Registrar. No by-law or amendment to by-laws shall take effect until the Registrar approves of it.