

YMCA of Greater Saint John Inc.

By-Laws

April 2023

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GENERAL BY-LAWS

A by-law relating generally to the conduct of the affairs of YMCA OF GREATER SAINT JOHN INC.

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of YMCA OF GREATER SAINT JOHN INC. (hereinafter called the "Y") as follows:

HEAD OFFICE

1. The head office of the Y shall be at the City of Saint John, New Brunswick or at such place within the Province of New Brunswick as the Directors of the Y may from time to time decide.

PURPOSES

2. The purposes for which incorporation has been incorporated are as set forth in An Act to Incorporate the The Saint John YM-YWCA Inc.

CORPORATE SEAL

3. The corporate seal of the Y shall be a design formed of two concentric circles between which shall be the name of the Y and one star. Inside the concentric circles shall the words and figures "Incorporated 1986 New Brunswick" as shown in the impression on the margin hereof.

AFFILIATION

4. The Y shall be affiliated with YMCA Canada. The Y shall comply with YMCA Canada By-law #12. Through this affiliation, the Y shall be part of the worldwide YMCA. YMCA Canada By-law #12 is attached hereto as Schedule "A".

MEMBERS

5. The Members in any particular calendar year are those individuals, nineteen (19) years of age or over:

(a) who:

(i) have made a donation of twenty-five dollars (\$25.00) or more to the Y in each of the two immediately previous calendar years, or

- (ii) have performed a minimum of twenty-five (25) hours of voluntary service with the Y in each of the two immediately previous calendar years, provided however, that in respect of the previous two twelve (12) month periods ending on December 31, one of such requirements may involve a donation of twenty-five dollars (\$25.00) or more, and the other may involve a minimum of twenty-five (25) hours of voluntary service performed for the Y; or

(b) who are elected as members of the Board of Directors of the Y (and in such case for the duration of the term for which they were elected) and who, in such year, have provided the Y with, or has on file with the Y, an adequate criminal record check and Social Development record check, a signed (1) Child Protection Form, (2) Conflict of Interest Agreement and (3) Confidentiality Agreement, each in a form as approved by the Board of Directors.

6. A Member shall continue to be a Member so long as the individual otherwise qualifies to be a Member pursuant to any one of subsections 5(a), 5(b) or 5(c) of these By-Laws, has not resigned in writing, and has not been suspended or expelled as a Member.

7. The CEO/President, or the CEO/President's designate, shall maintain a roll of those individuals who qualify as Members.

8. The Board of Directors shall have authority to suspend or expel any Member for any one or more of the following grounds:

- (a) violating any provision of the articles, by-laws, or written policies of the Y;
- (b) carrying out any conduct which may be detrimental to the Y as determined by the Board of Directors in its sole discretion; or
- (c) for any other reason that the Board of Directors in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Y.

In the event that the Board of Directors determines that a Member should be expelled or suspended from membership in the Y, the Chairperson, or such officer as may be designated by the Board of Directors, shall provide twenty (20) days' notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make written submissions to the Chairperson, or such officer as may be designated by the Board of Directors, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the Chairperson, or such officer as may be designated by the board, may proceed to notify the Member that the Member is suspended or expelled from membership in the Y. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board of Directors decision shall be final and binding on the Member, without any further right of appeal. For greater certainty, the Board of Directors may expel a Member who has been appointed to the Board of Directors if such Member does not provide the Y with an adequate criminal record check, and a signed (1) Child Protection Form, (2) Conflict of Interest Agreement and (3) Confidentiality Agreement within one month of receiving a request in writing or via e-mail to do so.

9. Members shall be entitled to attend, participate and vote at all meetings of Members.

MEMBERSHIP ROLL

10. A Membership Roll, as provided for in paragraph 7 herein, shall be maintained by the Y in which shall be entered the names and addresses of all persons who are or shall be Members of the Y. The Membership Roll shall at all times during business hours be open for inspection to all Members of the Y and the Minister of Justice or his representative. In case any person resigns or is expelled from the Y, that person's name shall be removed from the Membership Roll and in case of suspension of any Members a memorandum thereof shall be inserted in the Membership Roll during such suspension.

MEETINGS OF MEMBERS

11. The Annual General Meeting of the Members shall be held at such time during each year and at such place as the Directors shall determine but in no event shall such meetings be held later than six months after the termination of the fiscal year of the Y. At such meeting, the Members shall receive reports of officers, shall (subject to the provisions of the by-laws) elect the directors, receive reports of auditors, appoint auditors and carry on such other business as may properly come before the meeting.

12. Special General Meetings of the Members may be called at any time by the Directors and must be called upon a written requisition from at least 10% of the Members of the Y.

13. No public notice or advertisement of meetings of the Members, annual or special, shall be required but written notice of the Annual General Meeting or Special General Meetings shall be posted at least twenty-one (21) days prior to the date

fixed for the meeting at the Saint John Regional YMCA. Such notice shall also be e-mailed out to each Member who has provided an e-mail address to the Y, at least twenty-one (21) days prior to the date fixed for the meeting and shared on social media. Notices shall state in general terms any special business to be transacted at an Annual General Meeting or Special General Meeting.

14. The presence, either in person or by proxy, of 25 Members, or 50% plus one of the Members, whichever is fewer, shall constitute a quorum at meetings of the Members of the Y. Each Member shall have one vote and no more. A Member may participate in a meeting of Members by means of telephone or other communication facilities that permit all persons participating in the meeting to hear each other.

15. A Member may by means of a proxy appoint a proxyholder or one or more alternate proxyholders, none of whom are required to be a Member of the Y, which proxyholders shall have all the rights of the Member to attend and act at the meeting in the place and stead of the Member except to the extent limited by the proxy. For greater certainty, a Member may only be represented by one proxyholder at a meeting of the Members.

An instrument appointing a proxy shall be in writing and shall be executed by the Member. A proxy is valid only at the meeting in respect of which it is given or any adjournment thereof.

Unless the Companies Act requires another form, an instrument appointing a proxyholder may be in the following form:

"The undersigned Member of _____ hereby appoints _____ of _____ or failing him, _____ of _____ as the proxy of the undersigned to attend and act for and on behalf of the undersigned at the _____ meeting of the Members of the said company to be held on the ___ day of, ___, and at any adjournment thereof to the same extent and with the same power and authority as if the undersigned were personally present at the said meeting or such adjournment thereof.

Dated the ___ day of _____, ____.

Signature of Member

Note: This form of proxy must be signed by a Member.

16. A resolution in writing signed by all Members is as valid as if had been passed at a meeting of Members.

DIRECTORS

17. The affairs of the Y shall be managed by the Board of Directors, consisting of 8 to 10 persons, who may exercise all such powers and do all such acts and things as may be exercised or done by the Y, if the Board of Directors is not otherwise restricted to so act either by statute, by- laws or any special resolution of the Members of the Y. Members of the Board of Directors who are appointed as ex-officio, non-voting members shall not be counted for the purposes of determining the size of the Board of Directors.

The number of directors shall be determined from time to time by the Board of Directors. The Board of Directors may set the number of directors without seeking the ratification of the Members if such number of directors is to be neither less than 8 nor greater than 10.

18. A director shall be nineteen or more years of age and shall be a Member in good standing of the Y.

19. A director shall hold office for a period of two years. In the event that any director should die, resign or be removed from office, the vacancy may be filled by the remaining directors for the unexpired portion of such director's term, but in the case that such death, resignation, or removal results in the number of directors falling below 8, such vacancy shall be filled by the remaining directors for the unexpired portion of such director's term. A director is not eligible to be reappointed as a director in the year following the expiry of such director's third consecutive term as a director. Notwithstanding the foregoing, a director who is also an officer may be reappointed as a director as long as such director continues to be an officer. A director who ceases to be an officer shall not be entitled to be reappointed as a director for one year if such director has served three or more consecutive terms. Directors who miss two consecutive board meetings without adequate reason shall forfeit their position on the board.

20. Nominations for the office of the Directors shall be filed by a Member or Members in good standing with the Chairperson or Past Chairperson in writing, duly proposed and seconded by Members in good standing at least two weeks before an annual general meeting.

21. Any director shall become disqualified to act as a director if such director ceases to be a Member of the Y.

22. The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from their position. A director may be paid reasonable expenses incurred by him/her in the performance of their duties and as directed by policy.

MEETINGS OF DIRECTORS

23. Directors' meetings shall be held at such times and places as may be found convenient. The Board of Directors shall meet not less than four times per calendar year.

24. Notice of meetings of the Board of Directors shall be given at least two (2) days before each meeting by letter, e-mail, or in any other practical way, but a meeting of directors may be held at any time or place without previous notice if all the directors are present or if the absent directors sign a written waiver of notice of the time and place of such meeting.

25. Directors may vote only in person and each director shall have one vote only and the Chairperson may vote along with the other directors. In the case of an equality of votes the chair of the meeting shall cast the deciding vote.

26. (a) At all meetings of the Board of Directors, the presence of a majority of the voting directors shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of the majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or in the By-laws of the Y. If less than a quorum shall be in attendance at the time for which a meeting of the directors shall have been called, the meeting may, after the lapse of fifteen minutes from the time appointed for holding the meeting, be adjourned by the directors present for a period not exceeding one month. Any meeting at which a quorum is present may also be adjourned in like manner for such time as may be determined by vote. At any adjourned meeting at which a quorum shall attend, any business may be transacted which might have been transacted if the meeting had been held as originally called.

(b) A director may participate in a meeting of the Board of Directors or of a committee of directors by means of such telephone or other communication facilities that permit all persons participating in the meeting to hear each other, and a director participating in such a meeting by such means shall be deemed to be present at that meeting. Any director participating in a meeting of the Board of Directors in such a manner shall be deemed to be participating in person.

(c) A resolution approved via e-mail by all of the directors, or approved in writing signed by all the directors or signed counterparts of such resolution by all the directors entitled to vote on that resolution at a meeting of the Board of Directors or a committee of directors, is as valid as if it had been passed at a meeting of the Board of Directors or committee of directors duly called, constituted and held. A copy of every such resolution or counterpart thereof shall be kept with the minutes of the proceedings of the Board of Directors or such committee of directors.

27. The Board of Directors shall appoint a Chief Executive Officer/President who shall execute the policy, administration and programs of the Y, and the Directors. Such Chief Executive Officer/President shall be an ex-officio non-voting

member of the Board and Committees.

28. All acts done by any meeting of the Board of Directors shall, notwithstanding that it be afterwards discovered that there was some defect in the election or appointment of any such director or persons acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly elected or appointed and was qualified to be a director.

29. The directors of the Y may from time to time purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of lands, buildings or other property movable or immovable, real or personal, or any interest therein for such consideration and upon such terms and conditions as they may deem advisable.

PROTECTION OF DIRECTORS

30. The directors, Chairperson, Vice-Chairperson, Past Chairperson, Secretary, Treasurer and other officers for the time being of the Y and the Trustee (if any) for the time being acting in relation to any of the affairs of the Y and every of them, and every 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 Y and (2) the assets of the Y from and against all actions, costs, charges, losses, damages and expenses which they or any of them, their 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.

OFFICERS

31. The officers of the Y are: Chairperson, one or two Vice-Chairperson(s), Past Chairperson, Secretary, and a Treasurer. All officers shall be elected by the Board of Directors. Only persons who are voting directors may be elected to be an officer. A Chairperson and a Treasurer must be elected by the directors; the other offices may be filled or remain vacant at the discretion of the Board of Directors. If there is more than one Vice-Chairperson, one Vice-Chairperson will be designated as the 1st Vice-Chairperson, and the other as the 2nd Vice-Chairperson.

32. The Chairperson of the Y shall preside at all meetings of the Board of Directors and shall cast a deciding vote in the case of an equality of votes. The Chairperson shall possess and may exercise such powers and fulfill such duties as the Board of Directors may by resolution determine.

33. A Vice-Chairperson shall, in the absence of the Chairperson, preside at all meetings of the Board of Directors, and if a Vice-Chairperson is presiding at a meeting of the Board of Directors, shall cast a deciding vote in the case of an equality of votes. The Vice-Chairpersons shall possess and may exercise such powers and fulfill such duties as the Board of Directors may by resolution determine.

34. The Secretary, or his/her designate, shall ensure that all notices of meetings of the Board of Directors and Members are issued. The Secretary shall ensure an accurate record of all minutes is maintained.

35. The Treasurer shall perform all duties that are properly required of him/her by the Board of Directors. The Treasurer should have a Chartered Professional Accountant designation.

36. All officers of the Y shall hold office during the pleasure of the Board of Directors.

37. If a vacancy shall occur in any office by reason of death, resignation, disqualification or otherwise, the Board of Directors may by resolution elect or appoint a person to fill such vacancy.

COMMITTEES

38. The Board of Directors may from time to time as deemed necessary appoint committees of such number of directors and/or members as may be deemed desirable and may prescribe their duties.

CHEQUES, DRAFTS AND NOTES

39. All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or person or persons, whether or not officers of the Y, and in such manner as the Board of Directors may from time to time designate.

EXECUTION OF INSTRUMENTS

40. All contracts, documents or any instruments in writing requiring the signature of the Y shall be executed in accordance with the Board Governance Policy, as set from time to time.

41. The seal of the Y may when required be affixed to contracts, documents and other instruments in writing signed as aforesaid by any officer or officers, person or persons, appointed as aforesaid by resolution of the Board of Directors.

AUDITORS

42. Auditors shall be appointed at the Annual General Meeting of the Members of the Y. The auditors of the Y when appointed shall hold office until the next Annual General Meeting of the Members after being appointed, or until their successors are appointed, unless previously removed by resolution of the Board of Directors.

FISCAL YEAR

43. The fiscal period of the Y shall terminate on the 31st day of December of each calendar year, or on such other date as the directors shall by resolution from time to time determine.

AMENDMENT OF BY-LAWS

44. The Board of Directors may from time to time repeal, amend, add to, or re-enact these By-laws or any of them, or any other By- laws of the Y, and any such changes shall have force until the next Annual Meeting of the Y and if not confirmed thereat shall from that time only cease to have any force.

Notwithstanding the foregoing any changes in the By-laws relating to the definition of Members shall not be effective until the same have been confirmed by an Annual or Special General Meeting of the Members.

INTERPRETATION

45. In all By-laws of the Y, the singular shall include the plural and the plural the singular, the word "person" shall include firms and corporations, and the masculine shall include the feminine.

ENACTED this 17th day of May, A.D. 2023.

YMCA OF GREATER SAINT JOHN INC.

per *B. W. Leubach MD*
Chair