



YMCA-YWCA of Winnipeg
By-Law 1-2025

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1. Core Purpose and Values

Name

- 1.1 The YMCA-YWCA of Winnipeg Inc. (hereinafter 'the YMCA-YWCA of Winnipeg' or the 'Association') exists to be the heartbeat of our community (its 'Core Purpose').

Core Purpose

- 1.2 The YMCA-YWCA of Winnipeg pursues its Core Purpose by empowering individuals to reach their full potential through connection, belonging, and active participation in fostering a healthy self and community. We do this by:

(a) Igniting potential and nurturing belonging:

- Developing youth as a new generation of community leaders
- Creating and delivering transformative programs and spaces that integrate physical, mental, emotional and social health and wellbeing
- Elevating diversity and equity through our programs, services, and spaces

(b) Leading the way to equitable access to high quality child care:

- Being the centre of excellence for quality child care in Manitoba
- Addressing unmet child care needs to optimize impact and equity
- Increasing physical capacity and sustainable workforce

(c) Being unforgettable

- Proactively building strategic partnerships to create impact
- Telling our stories to share our impact
- Being a primary destination for philanthropy

Values

- 1.3 As a charitable organization, the YMCA-YWCA of Winnipeg believes:

Belonging is the heart of potential. We help people find their spark, because individuals shine when they know they belong.

Potential is the heart of equity. Everyone has the right to reach their full potential and we help people on their journey.

Equity is the heart of community. We actively and intentionally remove disparity to build healthy communities where diversity is not simply tolerated, but celebrated.

Community is the heart of possibility. We work together to make great things happen.

Possibility is the heart of everything we do. We are bold and innovative with a bias towards action to achieve a sustainable future for our organization, our environment and the people we serve.

Affiliations

- 1.4 The YMCA-YWCA of Winnipeg is affiliated with YMCA Canada and YWCA Canada and complies with their by-laws related to Conditions of Membership for Member Associations. Through this affiliation, we are part of the worldwide YMCA and YWCA.

2. Registered Office

- 2.1 The registered office of the Association shall be in the City of Winnipeg, in the Province of Manitoba, and at such place therein as the Board may from time to time determine.

3. Membership

Association Members

- 3.1 “Association Members” shall be individuals accepted by the Board of Directors of the Association (the “Board”) through processes as determined by the Board from time to time, who are 18 years of age or older, who actively support the mission and values of the Association, and:
 - (a) Are and have been Program Members in good standing of the YMCA-YWCA of Winnipeg in the current year and preceding calendar year; or
 - (b) Have donated a minimum of \$50 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 the preceding calendar year; or
 - (c) Are and have been volunteers in good standing of the Association, as determined by the Board in the current year and in the preceding calendar year; or
 - (d) Who have been granted life membership in the Association by the Board out of recognition of their significant contributions to the Association or its predecessor associations; or
 - (e) May be deemed as deserving of being an Association member by the Board by being connected to the Association in the current and immediate past calendar year through a combination of program membership, donations or volunteerism.

Association Member Voting and Privileges

- (i) Association Members shall be entitled to one vote per member at all meetings of members of the Association and shall be eligible to be elected or appointed as a delegate to represent the Association in community, national, or international meetings.
- (ii) Association Members may be suspended or terminated for cause subject to a majority resolution of the Board.
- (iii) Directors are deemed to be Association Members during the term of their office as directors of the Association.

Program Members

3.2 “Program Members” shall be 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, camp and training programs.

Program Member Voting and Privileges

- (i) Program Members shall not be entitled to vote at meetings of members of the Association unless otherwise qualified pursuant to subsections 3.1(a), 3.1(b), 3.1(c), 3.1(d), 3.1(e), or by virtue of a requirement of The Corporations Act (Manitoba) (the “Act”).
- (ii) In the case of a Program Member aged seventeen years or younger, one parent of that Program Member may apply to become an Association Member provided that their child is and has been a Program Member in good standing of the YMCA-YWCA of Winnipeg in the current year and the past calendar year.
- (iii) Program memberships or the right to participate in programs or utilize Association facilities may be suspended or terminated for cause as determined at the sole discretion of the Chief Executive Officer of the Association.

Other Non-Voting Classes

3.3 The Board may from time to time create additional classes of non-voting members, including members ex-officio.

4. Meeting of Members

Location / Date

4.1 The annual or any other general meeting of the members of the Association shall be held at such place in the City of Winnipeg and at such time and on such day as the Board shall appoint, provided that the annual meeting shall be held not later than six months after the last day of the fiscal year of the Association.

Annual General Meeting

- 4.2 At every annual general meeting, Association members will:
- (a) Receive the report of the directors and the Chief Executive Officer
 - (b) Receive the financial statements and the report of the auditors
 - (c) Elect / re-elect directors and to fill vacancies on the Board of Directors
 - (d) Appoint auditors for the ensuing year
 - (e) Transact other business as deemed appropriate by the members or by the Board of Directors

Special General Meeting

4.3 The Board shall have power to call at any time a general meeting of the members of the Association. A special general meeting of Association Members may be called under the following circumstances:

- (a) Fifty Association Members or twenty percent (20%) of all Association Members in good standing as determined by the Board, whichever number is greater may in writing request the Board to call a general meeting of members.
- (b) The request must set out in general terms the purpose of the meeting, be signed by the Association Members requesting the meeting and deposited at the registered office of the Association.
- (c) The meeting must be held within 30 days from the date the request is received.
- (d) No business will be transacted at such meeting other than that specified in the notice.

Notices of Annual or Special General Meetings

4.4 Notice of any annual meeting and notice of any general meeting of members of the Association shall be given by posting a notice, in writing, on the notice board of each branch of the Association at least 30 days in the case of an annual meeting, or at least 21 days in the case of a general meeting, before the date set for the meeting.

The notice shall:

- (a) Specify the time, place and purpose of such meeting,
- (b) Be given to each director, and the auditor of the Association,
- (c) Be posted for all staff and voting members in the Association's newsletter and website,
- (d) State members must register for the meeting at least 10 days in advance of the meeting.

Presiding Officer

4.5 The Chair or their designate from amongst the Board shall preside over all meetings of members of the Association. In the absence of the Chair or designate, the members present at the meeting and entitled to vote shall elect the meeting chair from among those Association Members present at the meeting.

Adjournment

4.6 Any meeting of the members of the Association or of the Board may be adjourned to any time and from time to time, and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place.

No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

Quorum

- 4.7 A quorum for the transaction of business at any meeting of the members of the Association shall consist of not less than twenty-seven (27) voting members present in person.

The Board may make, and from time to time amend, rules governing the form, use, revocation, and deposit of proxies for use at any Annual or General Meeting.

Voting

- 4.8 At all meetings of the members of the Association, every question shall be decided by a majority of the votes of the members present and entitled to vote unless otherwise required by these by-laws or by statute.

- 4.9 Every Association member having voting rights shall have one vote. Every question submitted to any meeting of the members of the Association shall be decided by a show of hands. A declaration by the chair of the meeting that a resolution has been carried or not carried and an entry to that effect in the minutes of the Association shall be admissible in evidence as prima facie proof of the fact without proof of the number of votes accorded in favour of or against such resolution.

Guests

- 4.10 The Board may invite such persons as it deems advisable to attend meetings of members of the Association as guests, observers, and consultants.

Record

- 4.11 Minutes, upon approval of the Board, from any Annual or General Meeting shall be made available to the voting members and directors of the Association within 45 days of the conclusion of the Annual or General Meeting upon request.

5. Board of Directors

Composition of Board

- 5.1 The affairs of the Association shall be managed by a Board of Directors of no fewer than 8 and no more than 12 directors who become Association Members upon appointment to the Board.

The board will strive to have skills, competencies and experiences reflective of the diverse communities it serves.

Election of Directors

- 5.2 The election of directors shall be by a majority vote of members present and entitled to vote at the Annual General Meeting consistent with section 4.

Terms of Directors

- 5.3 Each director shall be elected to hold office until no later than the third annual meeting of the members of the Association after they have been elected, and shall be eligible for re-election if otherwise qualified.

No person shall be elected as a director for more than two consecutive three year terms or an aggregate term of six years.

A person who has served as a past director may be re-elected as a director if they have not been a director on the Board for the three years immediately preceding such re-election.

Election of Officers

5.4 The officers of the Association shall be the Chair elected by the Board from among their number, the President appointed by the Board, and such other officers as the Board may determine by resolution from time to time.

Duties of Officers

5.5 Duties of all officers of the Association shall be prescribed by the Board.

Chair / Past Chair

5.6 Unless the Board otherwise determines,

- (a) The term of the office of the Chair shall be up to two years within their six year term, but no person shall hold the office of Chair for more than two years.
- (b) The immediate past Chair of the Association shall be invited to continue as a director immediately following the expiry of their term as Chair for up to two years, based on one year increments with priority for the most Immediate Past Chair. There will not be more than one past chair.

Vice-Chair and Officers

5.7 All officers, other than the Chair and the President, shall be appointed by the Board for one year terms and shall hold office until their successors are appointed.

President and CEO

5.8 The President shall be the Chief Executive Officer of the Association, appointed by the Board.

- (a) The President shall be charged with the general management and supervision of the affairs, business and operations of the Association, shall perform such duties as may be prescribed by the Board, and shall at all times be responsible to and subject to the direction and control of the Board.
- (b) The President shall be an ex-officio member of the Board and is not entitled to vote.
- (c) The office the President has no fixed term of appointment.

Secretary

5.9 The Secretary shall ensure that all notices of meetings of the Board of Directors and Members are issued, and shall ensure an accurate record of all minutes is maintained. The Secretary has no voting rights. If the Secretary is absent, the President and CEO is the back-up.

Treasurer

5.10 The Treasurer shall perform all duties that are properly required by the Board of Directors. The Treasurer should have a Chartered Professional Accountant designation. The Treasurer has no voting rights.

Absence or Inability to Act

5.11 In the case of the absence or inability to act of the President or any other officer of the Association or for any other reason that the Board may deem sufficient, the directors may delegate all or any of the powers of such officer to any other officer or to any director for the time being.

If any office becomes vacant by reason of death, resignation, disqualification or otherwise the Board may appoint an officer to fill such vacancy.

Disqualification / Removal of Director

5.12 The following persons are disqualified from being a director of the Association:

- (a) Anyone who is less than 18 years of age;
- (b) Anyone who is an employee of the Association;
- (c) Anyone who has the status of a bankrupt;
- (d) Anyone who holds elected public office; or
- (e) Anyone who violated the purpose or policies of the Association or whose conduct may be considered detrimental to the Association as determined by the Board of Directors in its sole discretion.

Subject to section 5.1, the Association Members may, by resolution passed by ten percent (10%) of all Association Members entitled to vote at a general meeting of members of the Association of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of their term of office, provided that at least ten percent (10%) of all Association Members are present at the said meeting.

Subject to section 5.12 (a to e), the Association Members may, by a majority of the votes cast at that meeting, elect any Association Member or any other individual recommended in writing by the Board in the stead of the removed director for the remainder of the removed director's term.

Vacancies

5.13 The office of a director shall automatically be vacated if the director:

- (a) Resigns their office by delivering a written resignation to the Chair of the Association;
- (b) Is legally declared to be of unsound mind or incapable of managing their own affairs;
- (c) Becomes bankrupt or takes the benefit of any legislation relating to bankruptcy;
- (d) Is removed from office by a resolution passed in accordance with section 5.12 herein;
- (e) Is elected to public office;

(f) Dies; or

(g) Is removed for cause as determined by 2/3 majority of the Board.

A director may be removed from office by resolution of the Board if that director is, without cause acceptable to the Board (acting reasonably), inexcusably absent for three consecutive regular Board meetings, or is inexcusably absent for 4 regular Board meetings in a 12 month period.

All officers in the absence of agreement to the contrary shall be subject to removal by resolution of the Board at any time with or without cause.

Subject to sections 5.12, vacancies on the Board, however caused, provided that a quorum of directors remains in office, may be filled by the directors if they shall see fit to do so.

Subject to section 5.12, if a vacancy on the Board, however caused, results in there not being a quorum of directors in office, the remaining directors shall forthwith call a meeting of the members of the Association for the purpose of filling the vacancy.

Remuneration

5.14 Directors shall serve without remuneration, and no director shall directly or indirectly receive any profit from their position as such, provided that a director may be reimbursed for reasonable expenses incurred in performing their duties. A director shall not be prohibited from receiving compensation for services provided to the Association in another capacity.

5.15 The President and Chief Executive Officer of the Association will be paid for services to the Association as the Board may determine. The remuneration of all other Officers who are not directors will be determined by the President and Chief Executive Officer of the Association.

6. Meetings of Board of Directors

Timelines

6.1 The Board shall meet not fewer than four times a year with no more than three calendar months between each meeting.

Notice

6.2 The Board may appoint a day in any month or months for regular meetings of the Board at a place and hour to be named.

Notice of meetings of the Board shall be emailed to each director at least six days before each meeting. Each board member will have access to and be notified that an agenda and background information is available via a secure board portal. The non-receipt of notice by any member does not invalidate proceedings at the meeting.

Quorum

6.3 The quorum for meetings of directors shall be the majority of the directors of the Board attending in person or by electronic means.

Participation

- 6.4 A director may, if all the directors of the Association consent, participate in a meeting of the Board by means of such telephone or other communication facilities as permit all persons participating in the meeting to hear each other, and a director participating in such a meeting by such means is deemed to be present at that meeting.

Voting

- 6.5 Questions arising at any meeting of the Board shall be decided by a majority of votes cast by the directors in attendance unless otherwise required by statute or these by-laws. In the event of an equality of votes, a motion shall be deemed to have been defeated.
- 6.6 All votes at any meeting of the Board shall be taken by a show of hands for assent or dissent. A declaration by the chair of the meeting that resolution has been carried or defeated and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact, without proof of the number of votes recorded in favour of or against such resolution.

7. Committees of the Board

Terms of Reference

- 7.1 The Board may constitute and dissolve such committees as it deems necessary and shall prescribe the organization and duties of each committee. A Terms of Reference will be created for each committee and approved by the Board.

Nominating Committee - Composition

- 7.2 A nominating committee shall be appointed by the Board at least three months prior to the annual meeting of the members of the Association.
- (a) The committee will consist of a director of the Board, the Chief Executive Officer and two other persons. The nominating committee shall elect its chair.
 - (b) The Board Chair and the Chief Executive Officer shall not be entitled to a vote on decisions of the nominating committee.

Nominating Committee - Duties and Notices

- 7.3 The nominating committee shall:
- (a) Submit to the annual meeting of the members of the Association the names of a sufficient number of Association Members and/or other individuals chosen by the nominating committee to fill the places of the retiring directors and all other vacancies on the Board.
 - (b) Publish the same by posting on the bulletin board of each branch of the Association at least 14 days before the annual meeting, a list of persons so nominated, giving the name, address and occupation of each.

Audit and Finance Committee – Composition

7.4 The Audit and Finance Committee shall be appointed by the Board.

- (a) The committee will consist of a director of the Board, the Chief Executive Officer and two to four other persons appointed by the Board, including the Treasurer of the Board. The committee shall elect its chair.
- (b) The Board Chair, the Chief Executive Officer, and Senior Management Representative/Treasurer shall not be entitled to a vote on decisions of the committee.

Audit and Finance Committee – Duties

7.5 The Audit and Finance Committee is responsible for reporting to the Association Members at the annual or general meetings the Association's financial situation, and recommending the Association's independent auditor.

8. Indemnification of Directors and Officers

8.1 Subject to the provisions of the Act, every director or officer of the Association or other person who has undertaken or is about to undertake any liability on behalf of the Association shall be indemnified and saved harmless out of the funds of the Association from and against:

- (a) All costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced, or prosecuted against them, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by them, in or about the execution of the duties of their office or in respect of any such liability; and
- (b) All other costs, charges and expenses which they sustain or incur in or about or in relation to the affairs thereof; except such costs, charges or expenses as are occasioned by their own willful neglect or default.

9. Protection of Directors and Officers

9.1 Subject to the provisions of the Act, no director or officer of the Association shall be liable for:

- (a) The acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or act for conformity;
- (b) Any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by the Association or on behalf of the Association;
- (c) The insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Association shall be placed out or invested;
- (d) Any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or association, including any person, firm or association with whom or which any monies, securities or effects shall be lodged or deposited;

- (e) Any loss, conversion, misapplication or misappropriation or any damage resulting from any dealings with any monies, securities or other assets belonging to the Association; or
 - (f) Any other loss, damage or misfortune whatever which may happen in the execution of the duties of their respective office or trust or in relation thereto unless the same shall happen by or through their own wrongful and willful act or through their own wrongful or willful neglect or default.
- 9.2 The directors of the Association shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name of, or on behalf of, the Association, except such as shall have been submitted to or authorized or approved by the Board.

Financial Matters

Fiscal Year

- 10.1 Unless otherwise designated by resolution of the Board, the fiscal year of the Association shall terminate on the last day of August of each year.

Signing of Cheques and Execution of Other Documents

- 11.1 All deeds, transfers, licenses, contracts or other instruments on behalf of or in the name of the Association and all cheques, bills of exchange or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, or person or persons as shall be from time to time determined by resolution of the Board.
- 11.2 The Board may without authorization of the members of the Association:
- (a) Borrow money on the credit of the Association;
 - (b) Issue, re-issue, sell or pledge debt obligations of the Association; and
 - (c) Mortgage, hypothecate, pledge or otherwise pledge a security interest in all or any property of the Association, owned or subsequently acquired, to secure any obligation of the Association.
- 11.3 The banking business of the Association, or any part thereof, shall be transacted with such bank, trust company or other firm or corporation carrying on a banking business as the Board may designate, appoint or authorize from time to time by resolutions.

All such banking business, or any part thereof, shall be transacted on behalf of the Association by such one or more officers and/or other persons as the Board may designate, direct or authorize from time to time by resolution and to the extent therein provided including, without limitation, the:

- (a) Operation of the accounts of the Association;

- (b) Making, signing, drawing, accepting, endorsing, negotiating, lodging, depositing or transferring of any cheques, promissory notes, drafts, acceptances, bills of exchange and orders for payment of money;
- (c) Giving of receipts for and orders relating to any property of the Association;
- (d) Execution of any agreement relating to any such banking business and defining the rights and powers of the parties thereto; and
- (e) Authorizing of any officer of such bank to do any act or thing on behalf of the Association to facilitate such banking business.

Seal

12.1 The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Association.

Charitable Status, Property and Winding-Up

- 13.1 As long as the Association remains a Registered Charity, the directors shall at all times conduct its affairs in such a manner so as to maintain the charitable status of the Association in accordance with the provisions of the Income Tax Act (Canada) (the "Tax Act").
- 13.2 The Association shall be carried on without the purpose of financial gain for its members, and any profits or other accretions to the Association shall be used in furtherance of its purposes.
- 13.3 Members of the Association do not have and may not have a personal interest in the Association's property.
- 13.4 In the event of the dissolution or winding-up of the Association, all its remaining assets after payment of its liabilities shall be distributed to one or more qualified donees as defined under the provisions of the Tax Act.

By-Laws

Amendment

14.1 The Board shall have the power from time to time to make, amend or repeal by-laws provided such by-law, amendment or repeal shall only be in force until the next annual or special meeting of the Association, unless confirmed thereat.

Interpretation

- 15.1 In these by-laws and in all other by-laws of the Association hereafter passed, unless the context otherwise requires, words importing the singular number shall include the plural number; the masculine shall include the feminine and neuter genders; and the word "person" shall include firms and corporations.
- 15.2 The headings of the sections, paragraphs and sub-paragraphs herein are inserted for convenience of reference only and shall not affect the meaning or construction hereof.

15.3 In the event of any irreconcilable conflict between the provisions of these by-laws and the Act, as may be amended or replaced from time to time, the provisions of the Act shall govern.

Severability

16.1 The invalidity or unenforceability of any provision of these by-laws shall not affect the validity or enforceability of the remaining provisions of these by-laws.

Rules of Order

17.1 Subject to the applicable law and these by-laws, The Governance Guru's Rules of Order for Non-Profit Board and Committee Meetings shall apply to all questions of procedure.

Gender Equity

18.1 The Association will ensure that the organization, operations, programs and undertakings of the Association reflect its commitment to gender equity.

Signatures

AMENDED AND RESTATED and confirmed by the Members of the Association this 15^h day of January, 2025.

Insert Signature

Insert Signature

Kaitlan Buchko
Chair, Board of Directors
YMCA-YWCA of Winnipeg

Cordella Friesen
President and CEO
YMCA-YWCA of Winnipeg

Note: By-Law Number 1/2025 is the amendment and restatement of By-Law Number 1/2024 confirmed by the Members of the Association on January 17, 2024. This replaced By-Law Number 1-2019 confirmed by Members of the Association on February 27, 2019 and By-Law 1/2016 which was confirmed by the Members of the Association on January 28, 2016.