

## **CONSTITUTION AND BY-LAWS**

May 2008

### **CONSTITUTION**

#### **ARTICLE I - Name**

The name of this organization shall be CANADIAN FEDERATION OF UNIVERSITY WOMEN ONTARIO COUNCIL (hereinafter called CFUW OC).

#### **ARTICLE II - Purpose**

1. To promote cooperation and to facilitate communication of information and ideas among Canadian Federation of University Women (CFUW) Clubs in Ontario.
2. To promote the policies and programs of CFUW.
3. To encourage and initiate studies with respect to matters of a provincial nature consistent with the CFUW Purpose.
4. To make or direct representation to the appropriate provincial authorities consistent with CFUW and CFUW OC policy.
5. To promote an understanding of provincial and national issues and their implications through dialogue among member Clubs.

### **BY-LAWS**

#### **BY-LAW I - Membership**

Members shall be CFUW Clubs in Ontario.

#### **BY-LAW II - Dues**

1. CFUW OC Clubs shall pay annual per capita dues calculated on the basis of the current year's CFUW membership as of the date specified on the notice. A member who belongs to more than one CFUW OC Club shall only pay annual CFUW OC per capita dues to the Club to which she pays CFUW dues.
2. These dues shall be payable to the Treasurer of CFUW OC when billed each year.
3. Annual CFUW OC per capita dues shall be set at the Annual General Meeting.

Written notice outlining any proposed change shall be sent to all Clubs at least six weeks before the Annual General Meeting.

4. Clubs which have paid the annual CFUW OC per capita dues and Clubs which have received their charter but have not yet been required to pay CFUW OC dues are deemed to be members of CFUW OC.

### **BY-LAW III - Fiscal Year**

The fiscal year of CFUW OC shall close on March 31 of each year.

### **BY-LAW IV - Governing Bodies of CFUW OC**

The Governing Bodies of CFUW OC are the Executive Committee and the CFUW OC Voting Body.

1. a. The Executive Committee shall consist of:
    - i. President (CFUW Vice-President Ontario)
    - ii. Secretary
    - iii. Treasurer
    - iv. Communications Convenor
    - v. Chair of Standing Committee on Legislation
    - vi. Chair of Standing Committee on Education
    - vii. Chair of Standing Committee on Status of Women and Human Rights
    - viii. Regional Director Ontario North
    - ix. Regional Director Ontario South
    - x. Regional Director Ontario West
    - xi. Regional Director Ontario Central
    - xii. Regional Director Ontario East
  - b. Each year, the President shall appoint a Regional Director to act as Vice President of CFUW OC.
  - c. Every effort shall be made to achieve regional representation on the Executive Committee and on all Committees of CFUW OC.
  - d. The directors serve without remuneration.
  - e. No director shall directly or indirectly receive any profit from her position.
  - f. A director may be reimbursed acceptable expenses incurred in the performance of her duties.
2. The Voting Body of CFUW OC shall be the members of the Executive Committee, the Immediate Past President of O/C and the President of each CFUW OC member Club or her appointed delegate.

## **BY-LAW V - Duties of the Governing Bodies**

### **1) The Executive Committee:**

- a. The Executive Committee shall conduct all routine business of CFUW OC between Annual General Meetings.
- b. The three Standing Committee Chairs shall be appointed by the incoming President of CFUW OC in consultation with the incoming Regional Directors and with the advice of the retiring Committee Chairs and those members who attend the final Committee meetings of each Biennium.
- c. The Secretary, Treasurer and Communications Convenor shall be appointed by the President of CFUW OC with the approval of the Executive Committee.
- d. The above appointments shall be presented to the Annual General Meeting of CFUW OC for ratification.
- e. Each member of the Executive Committee shall report to the Executive Committee as requested by the President, and to the Annual General Meeting.
- f. The Executive Committee shall meet at least three times between Annual General Meetings.
- g. The quorum for the Executive Committee shall be seven.
- h. The Executive Committee shall serve for a two year term to coincide with the Biennium of CFUW.
- i. If a member of the Executive Committee, other than the President and the Regional Directors, is unable to complete her term, an interim appointee shall be proposed by the President of CFUW OC, approved by the Executive Committee and ratified at the Annual General Meeting of CFUW OC.
- j. The Executive Committee shall initiate action and respond to issues in accordance with the aims and objectives of CFUW.
- k.
  - i. In order to respond between Annual General Meetings to issues where no CFUW or CFUW OC policy exists, the Executive Committee shall conduct a vote of the member Clubs before committing CFUW OC to any course of action. Any action taken must be consistent with CFUW OC and CFUW Purposes.
  - ii. This vote shall be a recorded vote of all Ontario Clubs and Executive Committee members, taken by mail or electronic means. The result shall be determined by a majority. The deadline for

replying shall be clearly stated and Clubs not replying in that time shall be deemed to have abstained.

- iii. Clubs shall be notified of the result of the vote and any action taken shall be reported at the next Annual General Meeting.
  - iv. Approval of an amendment to the budget at the Annual General Meeting which would require an additional expenditure exceeding \$2000 shall require ratification by following the voting procedure outlined in by - law v.1.k.ii and v.1.k.iii.
- I. In the event of urgent business arising between Executive Committee meetings, the President shall conduct a vote of Executive Committee members before committing the Executive Committee to any course of action. A recorded vote shall be taken by mail or electronic means and the result shall be determined by a majority. Those from whom no reply is obtained shall be deemed to have abstained.
- m. i. CFUW Ontario Council shall indemnify and hold harmless each member of the Board from all liability arising out of her position as a member of the Board.
- ii. CFUW Ontario Council shall obtain what is commonly known as "Directors and Officers Liability Coverage" in order to fund this indemnity and also to encourage service on this Board.
- iii. A member of the Board shall not be personally liable for a mistake of judgment, negligence, or any acts of omission made in good faith except for willful malfeasance, misfeasance, misconduct or bad faith.

## **2. Members of the Executive Committee:**

- a. The President shall:
- i. chair, or delegate the chairing of, all meetings of the Executive Committee and of the Annual General Meeting of CFUW OC
  - ii. be the administrative head of CFUW OC
  - iii. be an ex-officio member of all committees
  - iv. head all CFUW OC delegations or designate her representative
  - v. appoint a CFUW OC member as Archivist.
- b. The Vice President shall:
- i. perform the duties of the President when the President is absent or unable to act.
  - ii. act as alternate to the President in the President's role as VP Ontario on the CFUW Board of Directors.

- c. The Secretary shall:
  - i. be responsible for distributing the Notice of Meeting and for taking and distributing the Minutes of all meetings of the Executive Committee and of the Annual General Meeting of CFUW OC
  - ii. conduct correspondence on behalf of CFUW OC
  
- d. The Treasurer shall:
  - i. be responsible for the conduct of the financial affairs of CFUW OC and ensure that full and accurate accounts are kept of all receipts and disbursements, and that all monies are deposited in the name and to the credit of CFUW OC
  - ii. be responsible for CFUW OC's securities, and any other valuable effects and, at the direction of the Executive Committee, invest or reinvest any funds of CFUW OC.
  - iii. prepare an Annual Report for the Annual General Meeting and regular interim reports for the President and Executive Committee
  - iv. submit the financial records annually to an auditor or audit committee appointed at the Annual General Meeting on the recommendation of the Executive Committee
  - v. be responsible for the preparation of an annual budget for approval at the Annual General Meeting
  - vi. have signing authority for CFUW OC cheques, together with the President and the Secretary. Cheques shall be signed by any two of these three Executive Committee members.
  
- e. The Communications Convenor shall:
  - i. publish and distribute the CFUW OC newsletter
  - ii. prepare and distribute news releases as requested by the President and Executive Committee.
  
- f. The Chairs of Standing Committees shall:
  - i. further the policies and programs of CFUW and CFUW OC
  - ii. initiate action and respond to issues in consultation with the President of CFUW OC
  - iii. communicate with CFUW Clubs in Ontario on matters of concern
  - iv. maintain liaison with CFUW Standing Committee Chairs
  - v. be responsible for the administration of the Committee
  - vi. suggest one or more candidates for new Committee Chair to the President of CFUW OC.
  
- g. The CFUW Regional Directors, Ontario shall:
  - i. further the policies and programs of CFUW and CFUW OC within their regions
  - ii. represent their regions at Executive Committee meetings.

### **3. The CFUW OC Voting Body**

At the Annual General Meeting, the CFUW OC Voting Body shall meet to receive reports, to consider and act on resolutions, to hold general discussions of the affairs of CFUW OC, to appoint auditors and to advise the Executive Committee on the conduct of the business of CFUW OC.

### **BY-LAW VI - Special Committees**

The Executive Committee may establish Special Committees for specific tasks. Their Terms of Reference and period of office shall be determined by the Executive Committee. Each Special Committee shall report to the Executive Committee as requested by the President and to the Annual General Meeting.

### **BY-LAW VII - Meetings**

1. CFUW OC shall hold an Annual General Meeting for the discussion of all matters of provincial interest and for the receiving of reports.
2. Annual General Meetings shall be open to all current CFUW members residing in Ontario and to all members of prospective CFUW OC Clubs.
3. Standing Rules for each CFUW OC Annual General Meeting shall be adopted at the beginning of the meeting.
4. The Executive Committee shall meet at such time and place as the President deems necessary and at least three times between Annual General Meetings of CFUW OC.
5. Other meetings may be called as deemed necessary by the Executive Committee.
6. Notice of any meeting of CFUW OC must be given by the Secretary to the Presidents of all Clubs in Ontario and the members of the Executive Committee, in writing, at least six weeks before the time of the meeting.

### **BY-LAW VIII - Voting Bodies**

1. The Voting Body of CFUW OC at Annual General Meetings shall consist of the Executive Committee, the Immediate Past President of O/C and the President of each Club or her appointed delegate. Each position on the Executive Committee and each Club shall carry one vote as shall the Immediate Past President.
2. A Regional Director may carry, in addition to her own vote, the vote of any Club in her region, using a letter authorizing the proxy vote signed by the Club

President and a second member of the Club Executive. No person shall cast a proxy vote on any subject without prior instruction.

### **BY-LAW IX - Quorum**

The quorum for the Annual General Meeting of CFUW OC shall be thirty percent of the CFUW Clubs in Ontario in addition to the quorum of the Executive Committee (see BY-LAW V).

### **BY-LAW X - Briefs**

1. Briefs - CFUW on Established Policy

CFUW Clubs in Ontario, CFUW OC Standing Committees and CFUW OC Special Committees may present Briefs on any subject on which there is established CFUW policy. Copies of such Briefs are to be sent to the President of CFUW OC prior to presentation.

2. Briefs - On Provincial matters where there is no established CFUW Policy

CFUW Clubs in Ontario, CFUW OC Standing Committees and CFUW OC Special Committees may present Briefs in the name of CFUW OC on emergency matters of provincial interest where there is no established policy after due consultation with the President of CFUW OC and following the vote procedure outlined in By-Law V.1.k. ii. & V.1.k. iii.

### **BY-LAW XI - Ontario Resolutions**

1. Any CFUW OC Club or Standing Committee of CFUW OC or the Executive Committee of CFUW OC may sponsor a Resolution that is provincial in scope and relevant to Ontario to be voted on at the CFUW OC Annual General Meeting. Resolutions must be consistent with established CFUW and CFUW OC policy and must be in accordance with the Purpose of CFUW.

2. The Resolution must be approved by the sponsoring Club or Committee(s) before being submitted to CFUW OC.

3. A Resolutions Committee shall be formed each year consisting of the Chairs of Standing Committees or their designates. The Legislation Chair shall chair this Special Committee.

4. a. Any Club wishing to sponsor a Resolution must give notice of its intent to its Regional Director, the relevant Standing Committee Chair, the Resolutions Committee Chair and the President of CFUW OC.

b. Any Committee wishing to sponsor a resolution must give notice of its intent to the Resolutions Committee Chair and the President of CFUW OC.

5. The Resolution in its final form must be received by the Resolutions Committee Chair by the date set by the Executive Committee so as to allow for an orderly process of amendments and changes during the year prior to the Annual General Meeting at which the vote is to be taken.
6. The Committee shall review submitted Resolutions and facilitate the process of amendments and changes during the period prior to the Annual General Meeting. Resolutions shall be sent to Ontario Clubs and members of the Executive Committee eight weeks before the CFUW OC Annual General Meeting.
7. An Emergency Resolution may be presented at the Annual General Meeting if it is of provincial concern and of a nature that requires immediate action by CFUW OC. Copies of the proposed Emergency Resolution and a written rationale justifying the emergency status must have been received in writing by the CFUW OC President, the Chair of the Local Planning Committee, and the Resolutions Committee Chair forty-eight hours prior to the commencement of the Annual General Meeting. Copies of the resolution must be available for all delegates at the beginning of the first business meeting. Such an Emergency Resolution may be called by a four/fifths affirmative vote of the votes cast.

#### **BY-LAW XII - Amendments**

Amendments to this Constitution and these By-Laws may be made by a two-thirds affirmative vote of the votes cast at the Annual General Meeting. Proposed amendments must be received by the CFUW OC President by the date set by the Executive Committee in the year of the Annual General Meeting at which the vote is to be taken. The notice calling the meeting shall present the text of the proposed amendment(s).

#### **BY-LAW XIII - Parliamentary Authority**

The rules contained in the current edition of *Robert's Rules of Order, Newly Revised* shall govern CFUW OC in all cases to which they are applicable, and in which they are not inconsistent with the By-Laws or Standing Rules of CFUW and CFUW OC.

#### **BY-LAW XIV - Dissolution and Disbursement of Funds**

In the event of the impending dissolution of CFUW OC, all the assets remaining after payment of liabilities shall be distributed to the Charitable Trust Fund of CFUW at dissolution.