

**BIG BROTHERS AND SISTERS
OF AJAX-PICKERING**

**CONSTITUTION
AND
BYLAWS**

(Revised June, 2014)

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BIG BROTHERS AND SISTERS OF AJAX-PICKERING

(HEREINAFTER CALLED THE "ASSOCIATION")

A by-law relating generally to the conduct of the affairs of the Association.

Be it enacted as a by-law of the Association as follows:

ARTICLE 1 HEAD OFFICE

The office of the Association shall be within the geographic boundaries of the Communities served in the Province of Ontario and at such place therein as the Board of Directors may from time to time determine.

ARTICLE 2 INTERPRETATIONS

In this by-law and all other by-laws and resolutions of the Association, unless the context requires otherwise:

- a) the singular includes the plural
- b) the masculine gender includes the feminine
- c) "Board" means the Board of Directors of the Association
- d) "Association" means the Big Brothers Association of Ajax-Pickering
- e) "Letters Patent" means Letters Patent and any supplementary Letters Patent
- f) "Documents" includes deeds, mortgages, hypotheca, charges, conveyances, and transfers and assignments of property, real or personal, immovable or moveable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writings.

ARTICLE 3 PURPOSE

The purpose of the Association is to help young people from our communities enjoy a positive relationship with an adult volunteer that is personally, socially and psychologically satisfying. A Little or a Mentee is a young person between the ages of 5 and 18 years of age (but may continue at the discretion of the caseworker) who would benefit from a relationship with a positive adult role model. The Little or a Mentee is one who needs friendship, guidance, support and someone to help them develop a wholesome character and personality so that they may become a responsible person. A Big or a Mentor is a friendly, concerned, mature, stable and personable adult of good character who comes to fill a void in a young person's life. Their friendship must have the qualities of patience, dependability and reliability, as well as a capacity for a sincere, close friendship without conditions.

ARTICLE 4 MEMBERSHIP

- a) The membership of the Association shall include all Big Brothers, Big Sisters, In-School Mentors, all custodial parents or guardians of Little Brothers and Little Sisters, all members of the Board of Directors, all members of all committees of the Board of Directors, employees and volunteers at least 30 days prior to any meeting where a vote may occur. (All Little Brothers, Little Sisters and paid employees shall be considered non-voting members.)
- b) The membership year shall be from the Annual meeting in one year until the Annual meeting in the next year. The annual meeting shall take place in April of every year.
- c) Eligibility:

General Membership - any person;

- i. Who is an individual 18 (eighteen) years of age or over
- ii. And who is not a paid employee of the Association of Big Brothers Big Sisters of Canada
- iii. And who is recognized by the Board of Directors as supporting the purposes and objectives of the Association.

Honorary Membership may be conferred by the Board on any person who has made an outstanding contribution to the Association. Holding of Honorary Membership does not preclude the holding of General Membership by eligible persons.

- d) Responsibilities:

General Membership

It is the responsibility of the general membership to be informed; to attend meetings or to delegate attendance when appropriate; to propose motions and resolutions; to speak; to vote or to delegate representation; to hold accountable those to whom authority is delegated; and to exercise all rights and privileges vested in the membership by the law, these by-laws and adopted rules of the Association.

Honorary Membership

Honorary Membership shall not, in itself, carry any of the rights, privileges and responsibilities of general membership.

ARTICLE 5 MEETINGS

- a) Annual General Meetings.

The Annual meeting of members shall be held within 60 days of the anniversary of the previous AGM at a time and place as shall be determined by the Board of Directors for the transaction of the following business:

- i. Approval of minutes of the previous general meeting of the membership
- ii. Amendment of by-laws (if applicable) according to the provisions
- iii. Receiving reports of the activities of the Association during the preceding year, the annual financial statement and the report of the auditors

- iv. The appointment of auditors for the current year
- v. The election of directors
- vi. Transaction of any other business, either special or general which may properly come before the annual meeting without prior notice

b) General Meetings

In accordance with Article 7, the Chair of the Board of Directors may convene a general meeting of the members at any time or place for business relating to the affairs of the Association.

c) Members' Agenda Items

Any member wishing to have any matter connected with affairs of the Association brought up or discussed at any meeting shall notify the Secretary of the Board of the Association in writing of such matter at least twenty-one (21) days before the meeting; upon receipt of such notification the Secretary shall place the matter on the agenda of the meeting.

ARTICLE 6 REQUISITIONS FOR MEETINGS

Not less than one-tenth of the members of the Association entitled to vote at a general meeting of members may present a requisition in writing to the Board of Directors calling for a special General meeting of members for any purpose related to the affairs of the Association. The requisition shall state the general nature of the business to be presented at the meeting and shall be signed by the requisitionists and deposited at the head office of the Association. The requisition may consist of several documents in like form signed by one or more members. Upon deposit of the requisition, the Board of Directors shall forthwith call a general meeting of the members for the transaction of the business stated in the requisition. This meeting shall be held within 60 days of the deposit of the requisition.

If the Board of Directors do not within fourteen (14) working days from the date of the deposit of the requisition call such meeting, any of the requisitionists may call such meeting which shall be held within 60 (sixty) days from the date of the deposit of the requisition. A meeting called by the requisitionists under this section shall be called in the same manner as meetings of shareholders or members are called under the by-law.

Any reasonable expenses incurred by the requisitionists by reason of the failure of the Directors to call such meeting shall be repaid to the requisitionists by the Association unless at such meeting the members by a majority of the votes cast reject payment of the expenses of the requisitionists.

ARTICLE 7 NOTICES OF MEMBERS MEETINGS

- a) Notice in writing of the annual and all general meetings of members, stating the time and place of the meeting and the general nature of the business to be transacted at the meeting shall be delivered or sent by mail, postage prepaid, at least fourteen (14) days (exclusive of the day of mailing and the day for which the notice given) before the date of such meeting, to each member at his address as it appears on the books of the Association, and if no address is given therein then to the last address known to the secretary.

- b) Alternatively, notice of the annual and all general meetings of members may be given by a publication of a notice of the meeting at least once a week for two consecutive weeks next preceding in a newspaper or newspapers circulated in the municipality or municipalities in which the majority of members reside as shown by their address on the books of the Corporation.
- c) A meeting of the members may be held for any purpose at any time and at any place within Ajax and Pickering, without notice, if all the members are present in person at the meeting or if the absent members have signified their consent in writing to such a meeting being held. A member may waive notice of any meeting or any irregularity in any meeting or in the notice thereof. The accidental omission to give notice of any meeting or the non-receipt of any notice by any member or members shall not invalidate any resolution passed or any proceeding taken at any meeting of the members.

ARTICLE 8 QUORUM FOR MEMBERS' MEETINGS

The presence of two members in person shall be a quorum of any meeting of members for the choice of a chairman and the adjournment of the meeting; for all other purposes the presence of five per cent (5%) of the membership entitled to vote in person for an annual or a general meeting shall be necessary to constitute a quorum. No business shall be transacted at any meeting of members unless the requisite quorum is present at the commencement of the transaction of such a business.

ARTICLE 9 PROCEDURES AT ANNUAL MEETINGS

In the absence of the Chair and every Vice Chair the members present shall choose a Director as chairman of the meeting and if no Director is present or if all Directors present decline to act as chairman of the meeting the members present shall choose one of their number to be chairman. Every question submitted to a meeting of members shall be decided by a majority of votes, and in the case of an equality of votes the chairman of the meeting shall have the casting vote. Unless a poll is demanded, the declaration of the chairman of the meeting recorded in the minutes that a resolution has been carried or has not been carried shall be conclusive evidence of the fact. Subject to this by-law, all meetings shall be conducted in accordance with "Roberts Rules of Order"

ARTICLE 10 BOARD OF DIRECTORS

- a) Composition

The affairs of the Association shall be governed by a Board of Directors of no less than 6 and no greater than 12 members who shall be elected by the membership and in addition the immediate Past Chair who shall serve as a Director ex officio of the Association.

b) Term of Office

- i. Each Director shall be elected for a one year period following the Annual General Meeting at which they were elected.
- ii. New Directors are asked to be committed to serve three terms of office (3 Years).

c) Re-Election

A director is eligible for re-election.

d) Vacancies

Vacancies on the Board of Directors, except in that directorship position held in ex-officio capacity by the immediate Past Chair, shall, as long as a quorum remains in office, be filled by the board from persons eligible to be members of the Association except that when a vacancy occurs within a period of 60 (sixty) days prior to the date, of the Annual General Meeting such vacancy shall be filled by nomination and election at the Annual General Meeting.

e) Eligibility

Each candidate for Director shall be a person at least eighteen (18) years of age.

No solicitor acting for the Association or for any client or party adverse in interest to the Association is eligible to be a director while so acting.

f) Vacation of Office of Director:

The office of a director of the Association shall be vacated:

- iii. If by notice in writing to the Association he resigns his office.
- iv. If the director becomes ineligible pursuant to Article 10 or 4 of this by-law.

Any vacancy on the Board so created may be filled in the manner prescribed in article 10 (d) of this by law.

g) Removal of Directors

The members may by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass the resolution has been given, remove any director before the expiration of his term of office, and may, by a majority of the votes cast at that meeting, elect any member in his stead for the remainder of his term.

h) Responsibilities

The Board of Directors shall be responsible to the membership for:

- i. The management and conduct of all affairs of the Association in accordance with its letters patent and by-laws and the formulation of necessary policies, and in so doing shall,
- ii. Elect or appoint the officers of the Association and elect members of the executive committee and the chairpersons of the standing committees,
- iii. Appoint and constitute additional committees, as it deems necessary,
- iv. Authorize necessary expenditures including the purchase and rental of property and the making of contracts,
- v. Authorize the borrowing of money upon the credit of the Corporation on cheques, promissory notes, bills of exchange or otherwise in such amount and subject to such terms as may be considered advisable and may assign, transfer, convey, hypothecate, mortgage, charge or pledge to or in favour of the bank any property of the corporation, real or personal, moveable or immovable, present or future, including book debts, unpaid calls, rights, powers, undertakings, franchises and the Corporation's own debentures, as security for the fulfillment of any liabilities or obligations, present or future, of the Corporation to the bank, and may empower the bank or any person to sell by public or private sale, assign, transfer or convey from time to time any such property, and may sign, make, draw, accept, endorse, execute and deliver on behalf of and in the name of the Corporation all such cheques, promissory notes, bills of exchange, drafts, acceptances, orders for the payment of money, warehouse receipts, bills of lading, agreements to give mortgages, pledges, securities and other agreements, documents and instruments as may be necessary or useful in connection with the borrowing of money and other banking business of the Corporation.
- vi. Authorize the signing by such officers, employees or agents of the Association to exercise the responsibility of any of the rights, powers and authorities conferred by this article.
- vii. Authorize the signing by such officers, employees or agents as shall be determined by the Board, of all cheques, bills of exchange or other orders for payment of moneys, notes or other evidence of indebtedness issued in the name of the Association.
- viii. Appoint managing staff if appropriate and exercise through the Chair such direction over administrative affairs as is necessary for effective pursuit of the Association's objectives, any and all actions of the Board of Directors may be reviewed by the membership at the next annual general meeting of the membership, but no action done or right acquired by such action shall be prejudicially affected by any amendment or rejection of the action.

i) Quorum of Directors

No business of the Association shall be transacted by its Directors except at a meeting of the Board of Directors at which at least 40% of the Directors are present.

j) Directors' Voting

Subject to the provisions of the Constitution, questions arising at any meeting of the Board of Directors shall be decided by a majority of votes. In the case of equality of votes, the chairman of the meeting shall have the casting vote.

k) Meetings of Board of Directors

Meetings of the Board of Directors may be held either at the Head Office or any other place within Ontario as may from time to time be decided upon. 40% of the Directors shall form a quorum for the transaction of business at meetings. Formal notice of any such meeting shall not be necessary if all the Directors are present or if those absent have signified their consent to the meeting being held in their absence. Notice of all meetings of the Board of Directors shall be delivered, mailed or telephoned to each Director not less than two (2) days before the meeting is to take place. The Board of Directors may appoint a day or days in the month or months for a regular meeting at an hour to be named, and no notice of such a regular meeting need be sent. No error or omission in giving notice for a meeting of Directors shall invalidate the meeting or make void any proceedings taken at such meeting. The Board of Directors shall meet at least monthly (except for the months of July and August).

l) No Remuneration of Directors

Directors shall serve without remuneration and no Director shall indirectly or directly receive any profit from his position as such, provided that a Director may be reimbursed for reasonable expenses incurred by him in the performance of his duties.

m) Directors Conflict of Interest

Every Director is in a fiduciary relationship with the Association and is under an obligation to act in the utmost good faith towards the Association in his dealings with it or on its behalf. Every Director who in any way directly or indirectly has an interest in a proposed or existing contract or transaction of the Association shall make a full and fair declaration of the nature and extent of the interest at a meeting of Board of Directors.

In the case of a proposed contract or transaction, the declaration of interest shall be made at the meeting of the Board of Directors at which the question of entering into the contract or transaction is first taken into consideration, or, if the Director or the Director's spouse is not at the date of that meeting interested in the proposed contract or transaction, at the next meeting of the Board of Directors held after the Director or the Director's spouse becomes interested.

In the case of an existing contract or transaction, the declaration shall be made at the first meeting of the Board of Directors after the Director assumes office and the interest comes into being. After making such a declaration no Director shall vote on such a contract or transaction nor shall he/she be counted in the quorum in respect of such interact transaction. If a Director has made a declaration of interest in a contract or transaction in compliance with this clause, the Director is not accountable to the Association for any profit realized from the contract or transaction. If the Director fails to make a declaration of interest in a contract or Association for all profits realized directly or indirectly from such contract.

n) Indemnity

Every director, and the heirs, executors and administrators and estate and effects, respectively, of every Director may with the Consent of the Association given at an Annual General Membership Meeting, from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:

- i. All costs, charges and expenses whatsoever that is sustained or incurred by the Director, in or about any action, suit or proceeding that is brought, commended or prosecuted against the Director
- ii. All other costs, charges, expenses that are sustained or incurred by the Director in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by the willful negligence or debt of the Director.

o) Directors Code of Responsibility

Directors shall abide by the following code of responsibility:

- i. Be familiar with the Association's structure, goals, objectives, activities, publications and programs.
- ii. Treat the affairs of the Association with care and diligence.
- iii. Be familiar with the rules and regulations under which programs of the association operate.
- iv. Be familiar with the Association's budget, budget process and financial situation, and insist on an annual audit by a reputable chartered accountant.
- v. Declare all conflicts of interest.
- vi. Regularly attend Board meetings and meetings of committees of which they are members.
- vii. Be familiar with and assume responsibility for the accuracy of the minutes of Board meetings and of meetings of committees of which they are members.
- viii. Ensure that committees, including the executive committee, if any, report on the exercise of any delegated authority to the Board of Directors and do not overstep their authority.
- ix. Ensure that the Association has access to competent legal and accounting services.
- x. Ensure that the Board of Directors as a whole determines the policies and manages the affairs of the Association.

p) Consent of Director

A person who is elected or appointed as a director is not a Director unless:

- i. He was present at the meeting where he was elected or appointed and did not refuse to act as a Director, or
- ii. Where he was not present at the meeting where he was appointed or elected, he consented to act as Director in writing before his election or appointment or within ten (10) days thereafter.

ARTICLE 11 OFFICERS

a) Composition

The officers of the Association shall be Chair, Vice-Chair, Treasurer and Secretary.

- i. The officers of the Association shall be elected by the Board of Directors from among their number at the first meeting of the Board of Directors after the Annual election of the Board of Directors.

b) Vacancies

- i. If the vacancy occurs in the position of Chair or if for any reason the Chair is no longer able to act in that capacity, the Vice-Chair is authorized to act and to assume all responsibilities of the position of Chair.
- ii. A meeting of the Board of Directors shall be held within four (4) weeks for the purpose of electing a Chair.
- iii. Vacancies in other officers shall be filled by the Directors for the balance of the unexpired terms from amongst those eligible to serve.

c) Removal for Cause

The Board of Directors may, by a vote of three-fourths of all Directors at a meeting of which notice specifying the intention to hold such a vote has been given, remove any officer for cause before the expiration of his or her term of office.

d) Executive Director

The Board may from time to time appoint an Executive Director who shall have such duties as are determined by the Board. The Executive Director shall remain in office at the pleasure of the Board or until the Board accepts his/her resignation. The Board may appoint such other staff as may be necessary to carry out the objectives and purposes of the Association. The Board shall determine remuneration and other terms of employment of Executive Director and other staff.

e) Officer's responsibilities

Chair

The Chair shall;

- i. Represent the Association in the Community.
- ii. Preside at all General Meetings and Annual General Meetings of the membership and act as chairperson of the Board of Directors and the Executive Committee.
- iii. Exercise general supervision over all Association activities in accordance with policies determined by the Board of Directors.
- iv. Be a member ex officio of all committees.
- v. Conduct annual reviews of the Executive Director and oversee the Executive Director's review of other Association staff.

Vice-Chair

The Vice-Chair shall;

- i. In the absence of the Chair, perform the duties of the Chair.
- ii. Assume other responsibilities in accordance with assignments made by the Board and/or Chair.

Secretary

The Secretary shall;

- i. Be responsible for recording the proceedings at all meetings.
- ii. Issue notification of all meetings and provide a copy of the agenda at the meetings for each member present.
- iii. Be responsible for such correspondence as is authorized by the Board and the Executive Committee.
- iv. Keep an up to date list of all members of the Association.
- v. Publish an organizational roster of names, addresses and telephone numbers at the commencement of the year.

Treasurer

The Treasurer shall;

- i. Be responsible to the Board for the oversight of funds, including the method of bookkeeping and accounting.
- ii. Ensure the Annual Financial Report is audited by an Independent Professional Accountant and is published.
- iii. Be responsible for making financial reports at stated intervals as authorized by the Board, including the Annual Financial Report.
- iv. Conduct the Association's financial business through such chartered banks as directed by the Board of Directors.
- v. When directed by the Board of Directors, may negotiate a loan or line of credit through a chartered bank.

- vi. Be responsible for the preparation of annual budgets and financial applications.

ARTICLE 12 EXECUTIVE COMMITTEE

a) Composition

The Executive Committee shall consist of the Chair, Vice Chair, Secretary, Treasurer and Past Chair. Additional Directors may be co-opted for specific purposes and shall at that time have all rights and privileges of the Committee.

b) Vacancies

Vacancies on the Executive Committee shall be filled immediately by the Board of Directors for the remainder of unexpired terms provided that all requirements of these by-laws are met.

c) Responsibilities

The Executive Committee shall:

- i. Be responsible for the management of the affairs of the Association in the periods between meetings of the Board of Directors.
- ii. Act for the Board in the interim on matters requiring immediate attention except matters, which are counter to, approved Board policies and decisions.
- iii. Consider all emergency requests for funds and may in such circumstances authorize on behalf of the Board expenditures not provided for in the adopted budget.
- iv. Be responsible for the appointment of the Executive Director.

All actions and decisions so taken by the Executive Committee shall be subject to review by the Board at its next regular meeting.

d) Meetings (Executive Committee)

Meetings of the Executive Committee shall be required at the call of the Chair or on written request to the Secretary by any (1) member of the Committee. Notice of all meetings shall be communicated to all members at least one (1) week prior to the meeting except that such notice may be waived by vote of all members of the Committee.

e) Quorum

A quorum for the transaction of any business by the Executive Committee shall be 50% of the members of the Executive Committee.

ARTICLE 13 COMMITTEES

a) Composition and Term

The Board of Directors may from time to time appoint standing or ad hoc committees, including an executive committee, consisting of such numbers of Directors and other persons as may be deemed desirable and necessary for competent operation of all programs and activities of the Association.

b) Responsibilities

The Board of Directors shall prescribe the duties and authority of committees, who shall be accountable for their actions to the Board. The Board of Directors may at any time revise the duties and the authority of any committee, may at any time remove any person from any committee or may add persons to any committee.

c) Authority

No committee shall have authority to bind this Association for the payment of money or the performance of any contract or the carrying out of any obligation, or duty, the authority to do so hereby being specifically reserved expressly unto the Board of Directors or the duly authorized and elected officers of the Association.

d) Voting

Subject to the direction of the Board of Directors, committees may meet for the transaction of business, monitoring of specified programs, regulating their meetings as they see fit. A majority of members shall be a quorum and questions arising at any meeting shall be decided by a majority of votes. In the case of equality of votes the Chairman shall have the casting vote. Any decision at any meeting of a committee may be referred by any member of the committee to the Board of Directors for confirmation or revocation.

ARTICLE 14 GOVERNANCE & FINANCE COMMITTEE

a) Composition

The Governance & Finance Committee shall consist of:

- i. A Chairperson who shall be elected by the members of the committee.
- ii. The Treasurer of the Board of Directors
- iii. The Secretary of the Board of Directors
- iv. At least Two (2) members who may or may not be Directors.

b) Vacancies

Vacancies for the Governance & Finance Committee shall be filled by the Board from those eligible to serve according to the provisions of Article 14 (a).

c) Responsibilities

The Governance & Finance Committee shall be responsible for:

- i. Ongoing and continuous focus on identifying, preparing and recruiting future governance leaders, board members (including the definition of skills and attributes required in Board members)
- ii. Board of Directors election process
- iii. Orientation of new and existing Board members
- iv. Training and education of the Board related to governance roles and responsibilities

- v. Assessment/evaluation of the Board, the Chair, individual directors, including each director's self-assessment, board committees and Board meetings/sessions
- vi. Evaluation and monitoring of governance structures and processes, including policy development and processes for Board monitoring/oversight of operations
- vii. Reviewing and making recommendations on board structure, size, policies and procedures, board attendance, etc.
- viii. Present and obtain Board approval of the annual budget of the Association
- ix. Present to Board monthly financial statements, quarterly budget statements and annual audited financial statements
- x. Oversee banking and related matters
- xi. Make recommendations to the Board with respect to all matters regarding physical plant, Association staff including, hiring, firing, discipline, promotions, salaries, etc.
- xii. Formulate policies with respect to personnel matters, e.g., vacations, hours, working conditions, etc.
- xiii. To formulate and update inventory of Association assets, members, clients, etc.
- xiv. Such other duties as may be assigned by the Board.

ARTICLE 15 PROGRAMS COMMITTEE

a) Composition

The Programs Committee shall consist of:

- i. A Chairperson who shall be a Director of the Association and elected by the other members of the committee.
- ii. The Executive Director of the Association.
- iii. Association Casework staff.
- iv. A minimum of two (2) members who are not members of the Board and who shall be active professionals in the social services area (i.e., C.A.S., probation etc.)
- v. At least two other members who may or may not be members of the Board of the Association.

b) Vacancies

Vacancies for the Programs Committee shall be filled by the Board from those eligible to serve according to the provisions of Article 16 (a).

c) Responsibilities

The Programs Committee shall:

- i. Ensure sound casework practices are upheld within the Association.
- ii. Give advice to Association staff re: problem matches, exceptional referrals, etc.
- iii. To formulate and make recommendations to the board re: policies and procedures re: a Big, Mentor, Little or Mentee eligibility or casework policies, guidelines and procedures.
- iv. Act as a professional resource group to the Board and the Association staff.
- v. Plan recreational, educational, social and other events and activities for Littles and Bigs

- vi. Obtain Board approval for all proposed activities and related expenses

ARTICLE 16 MARKETING COMMITTEE

a) Composition

The Marketing Committee shall consist of:

- i. A Chairperson who shall be elected by the members of the Committee
- ii. The First Vice-Chair of the Association
- iii. Two members who may or may not be members of the Board of Directors.

b) Vacancies

Vacancies for the Marketing Committee shall be filled by the Board from those eligible to serve according to the provisions of Article 17 (a).

c) Responsibilities

The Marketing Committee shall:

- i. To formulate short and long term plans, future growth and development of the Association.
- ii. Duties as may be assigned by the Board.
- iii. Formulate and implement policies with respect to Big Brother and Mentee recruitment.
- iv. Ensure that Big Brother/Little Brother and Mentor/Mentee activities and the activities of the Association are reported and covered by local media where appropriate.
- v. Ensure that the Association, its purpose and its activities are well known in the community.
- vi. Solicit from the membership and the community at large potential nominees for the election to the board of Directors.
- vii. Submit to the Board of Directors at least fourteen (14 days prior to the Annual General Meeting) its recommendations of nominees for election to the Board of Directors.
- viii. Present to the membership at the Annual General Meeting its recommendation of nominees to the Board of Directors.

ARTICLE 17 FUNDING COMMITTEE

a) Composition

The Fund Raising Committee shall consist of:

- i. A Chairperson who shall be elected by the members of the committee
- ii. A minimum of Two (2) members, one of which shall be a member of the Board
- iii. Additional members may be added to fulfill committee responsibilities.

b) Vacancies

Vacancies shall be filled by the Board from those eligible to serve according to Section (a) of the Article.

c) Responsibilities

- i. To establish ways and means to raise the funds necessary to meet the budget as set out by Administration and Finance Committee and approved by the Board. United Way funding is included in this responsibility.
- ii. To establish ad hoc committees, e.g., "Bowl For Kids Sake" to carry out Committee objectives as necessary.

ARTICLE 17.1 VOLUNTEER COMMITTEE

a) Composition

The Volunteer Committee shall consist of:

- i. A Chairperson who shall be elected by the members of the Committee
- ii. The Executive Director of the Association
- iii. Two members who may or may not be members of the Board of Directors.

b) Vacancies

Vacancies for the Volunteer Committee shall be filled by the Board from those eligible to serve according to the provisions of Article 17.1 (a).

c) Responsibilities

The Volunteer Committee shall:

- i. Promote and coordinate the recruiting of non-program volunteers (those volunteers not dealing directly with youth in BBBSAP programs as part of their volunteer duties).
- ii. Identify specific opportunities for effectively utilizing non-program volunteers.
- iii. Develop orientation and training programs for non-program volunteers.
- iv. Formulate and implement governance with respect to non-program volunteers.
- v. Annually review the organization's utilization of non-program volunteers to identify and mitigate potential organizational risk associated with the use of such volunteers.
- vi. Coordinate the ongoing stewardship between the Agency and non-program volunteers.
- vii. Other duties as may be assigned by the Board.

ARTICLE 18 NOMINATION AND ELECTION PROCEDURES

a) Board of Directors

The Chairman of the Marketing Committee shall place before the members at each Annual General Meeting the names of those persons it is nominating to fill the vacancies on the Board and shall then call for nominations from the floor, and may receive in nomination the names of any person eligible for membership whose consent to act has been given except that names of members who do not have voting rights in the Association under Article 4 of these by-laws may not be received in

nomination. Upon nominations being closed, elections shall be held by ballot and the Chairperson of the Annual General Meeting of members shall declare the members receiving the highest number of votes to be duly elected to the Board of Directors. In the case of a tie for the last positions for the Board of Directors a second ballot shall decide.

b) Vacancies

Elected or appointed officers, Committee Chairpersons and Executive Committee, members at large, shall serve a one (1) year term and shall be eligible for re-election or appointment for additional terms subject to the terms of this by-law.

ARTICLE 19 SIGNING AUTHORITY

The Board of Directors shall from time to time by resolution designate which officers may sign documents on behalf of the Association provided that such a resolution includes the Chair, one other member of the Executive Committee and one other person specified by the Board of Directors, and provided that two signatures from the officers designated are required on each such document.

ARTICLE 20 GENERAL

a) Fiscal Year

The fiscal year of the Association shall terminate on the 31st day of December in each year.

b) Affiliation

The Association shall comply with the constitution and by-laws of Big Brothers Big Sisters of Canada.

c) Rules of Order

All meetings of the Association shall be conducted in accordance with "Roberts Rules of Order".

d) Amendments to By-Laws

The Board of Directors may pass, amend or repeal by-laws for the management of the Association, but these must be submitted to the next following Annual General Meeting of the Association. If the by-law, amendment or repeal is not ratified, it is automatically revoked.

It is the responsibility of the Association to pass for the management of its affairs by-laws, which are consistent with the by-laws of Big Brothers Big Sisters of Canada. Notice of Motion of Amendment must be given to the members fourteen (14) days before the Annual Meeting at which the amendment or amendments will be voted upon. Amendments must be ratified by a majority of members present at the Annual Meeting.

ARTICLE 21 DISSOLUTION

If dissolution is desired at any time, the Association shall notify Big Brothers and Big Sisters of Canada by letter of such desire, and such letter shall be addressed to the head office, giving reasons, not less than sixty (60) days before surrendering the Charter. In the event of dissolution all assets after payment of liabilities will be turned over to Big Brothers Big Sisters of Canada for distribution to one or more charitable organizations designated by the Board.

ARTICLE 22 REPEAL OF PRIOR BY-LAWS

All prior by-laws, resolutions or other enactments of the Association inconsistent with this by-law are hereby repealed.

Secretary,
Big Brothers and Sisters of Ajax-Pickering

Dated this _____ day of _____ 2014

Revised September 17, 2014 as per approval at the Board Meeting on May 20, 2014