

BY-LAW I

Being a by-law relating generally to the transactions of the affairs of ROSES ON THE ROCKS - SUDBURY WOMEN'S CENTRE / LES ROSES SUR LES ROCHES - CENTRE DES FEMMES DE SUDBURY.

Be it enacted and it is hereby enacted as a by-law of ROSES ON THE ROCKS - SUDBURY WOMEN'S CENTRE / ROSES SUR LES ROCHES - CENTRE DES FEMMES DE SUDBURY:

ARTICLE I - MEMBERSHIP

Section I

Membership in the corporation shall be open to any woman who abides by the aims and purposes of the Letters Patent and who has paid her membership dues.

Section II

Any member may resign in writing from the Corporation any time. When a member ceases to abide by the aims and purposes of the Letters Patent, notice of intent to revoke her membership must be given in writing, showing just cause, two weeks prior to a General Membership meeting and must be accepted by a 2/3 majority vote to those in attendance.

Membership shall be to individual members only, but any group which abides by the aims and purposes of the Corporation may become an Affiliate Member. Affiliate membership shall be ratified by a majority of the members at a General Membership meeting. Affiliate membership may be terminated in the same manner as an individual membership. Affiliate Members have no voting privileges. Women's groups who use the facilities of the Corporation on a regular basis will be asked to hold Affiliate Membership Cards and may send delegates to the Steering Committee or General Membership meetings.

ARTICLE II - FEES

Section I

A membership fee shall be decided by the General Membership at the annual meeting.

ARTICLE III - STEERING COMMITTEE

Section I

There shall be a Steering Committee made up of 12 positions to which members shall be elected at the annual general meeting.

Section II

No one shall sit on the Steering Committee for more than three consecutive terms.

Section III

Any paid-up member of the Corporation may stand for election to the Steering Committee.

Section IV

If an elected member of the Steering committee resigns or is removed from the Steering Committee, then the Steering Committee shall appoint a new member, such appointment to be ratified at the next General Membership meeting. The position will be held until the end of the original term.

Section V

A request for resignation of a Steering Committee member must be given to the Steering Committee member, in writing, two weeks prior to a General Membership meeting and must be accepted by a 2/3 majority vote of those in attendance. The member making this complaint must give notice of the complaint and of the upcoming General Membership meeting to all members.

Section VI

Each member of the Steering Committee shall hold one of the following positions:

a) President:

oversees functioning of Centre; works on Secretary of State grant proposal; ensures that personnel problems are dealt with; signing officer.

b) Treasurer:

works with financial committee to ensure that all financial work be accomplished; pays bills and records financial transactions; arranges meeting with auditor for year-end report; works on Sec. State grant proposal (especially budget); signing officer.

c) Secretary:

takes minutes of Steering Committee meetings; distributes minutes; calls Steering Committee members to remind/advise of meetings; puts together agenda for S.C. meetings; responsible for "phone-arounds" to S.C. members; works on Sec. State grants.

d) Newsletter Chair:

oversees committee which puts out newsletter.

e) Fund-raising Chair:

chairs committee which organizes fund-raising events and investigates other fund-raising avenues.

f) Membership Chair:

co-ordinates efforts to recruit and maintain membership.

g) Publicity Chair:

chairs publicity committee which handles publicity with the media and works to increase community awareness of the Women's Centre.

h) Member-at-Large:

works to develop issues and members involvement in them as they become identified during the term of office.

i) Member-at-Large:

works to develop issues and members involvement in them as they become identified during the term of office.

Section VII

Collective Duties of the Steering Committee are:

- TO set policies and priorities of the Corporation;
- TO initiate, receive, co-ordinate and assist with the implementation of any policies or initiatives recommended by the Steering Committee or the General Membership which further the aims and purposes of the Corporation.
- TO maintain contact with all committees of the Corporation;
- TO accept reports of the Committees and to ratify any recommendations of the Committees as they see fit;
- TO make all routine decisions regarding the operation of the Corporation;
- TO strike the annual budget of the Corporation to be approved by the membership;
- TO review all monies of the Corporation;
- TO prepare agenda for monthly Steering Committee Meetings and General Membership meetings, to chair such meetings;
- TO hire and dismiss staff;
- TO direct and administer staff and their work;

ARTICLE IV - COMMITTEES

Section I

There shall be five standing committees of the Sudbury Women's Centre. They are: Finance, Personnel, Publicity, Fundraising and Newsletter. The terms of reference for the committees are as follows:

a) Finance Committee Terms of Reference Name

1) The name of this Committee shall be the Finance Committee

Duties

2) The duties of the Committee shall be:

- a) to advise the Steering Committee on all matters relating to the financial situation of the Corporation.
- b) to monitor the budget of the Corporation.
- c) to perform such other duties as assigned from time to time by the Steering Committee.

Membership

3) The membership of the Committee shall consist of:

- a) the Treasurer of the Sudbury Women's Centre
- b) any Sudbury Women's Centre member appointed by the Steering Committee

Meetings

4) The Committee will hold meetings according to these terms of reference and the By-Laws of the Sudbury Women's Centre. In addition, procedures for the Committee shall be:

- a) that quorum shall consist of a majority of voting members of the Committee.
- b) that meetings of the Committee may be called by the Chairperson, by the Steering Committee or by consent of the majority of Committee members.
- c) that the secretary of the Committee shall notify all members of the meeting, seven days in advance, unless the members waive the notice.

Chairperson

5) The Chairperson of the Committee is the Steering Committee members so designated by electoral portfolio and shall be responsible to ensure that the following duties are carried-out:

- a) chair meetings of the Committee.
- b) report on the activities of the Committee to the Steering Committee
- c) make the Committee aware of Sudbury Women's Centre policy and make the Steering Committee aware of Committee recommendations for additions or changes to this policy.

Secretary

6) The Secretary of the Committee shall be responsible to ensure that the following duties are carried-out:

- a) notify all Committee members of the meeting, at least seven days in advance, unless the members waive notice.
- b) take minutes at Committee meetings.
- c) ensure that records pertaining to the Committee are properly maintained.

Amendment

7) The Steering Committee of the Sudbury Women's Centre may amend these terms of reference by a simple majority vote. The Committee may recommend changes in the terms of reference to the Steering Committee.

A) Personnel Committee Terms of Reference

Name

1) The name of this Committee shall be the Personnel Committee

Duties

2) The duties of the Committee shall be:

- a) to advise the Steering Committee on all matters relating to staffing and personnel of the Corporation.
- b) to perform such other duties as assigned from time to time by the Steering Committee.

Membership

- 3) The membership of the Committee shall consist of:
- a) at least one member the of Steering Committee
 - b) any Sudbury Women's Centre members appointed by the Steering Committee

Meetings

- 4) The Committee will hold meetings according to these terms of reference and the By-Laws of the Sudbury Women's Centre. In addition, procedures for the Committee shall be:
- a) that quorum shall consist of a majority of voting members of the Committee.
 - b) that meetings of the Committee may be called by the Chairperson, by the Steering Committee or by consent of the majority of Committee members.
 - c) that the secretary of the Committee shall notify all members of the meeting, seven days in advance, unless the members waive the notice.

Chairperson

- 5) The Chairperson of the Committee is the Steering Committee members so designated by electoral portfolio and shall be responsible to ensure that the following duties are carried-out:
- a) chair meetings of the Committee.
 - b) report on the activities of the Committee to the Steering Committee
 - c) make the Committee aware of Sudbury Women's Centre policy and make the Steering Committee aware of Committee recommendations for additions or changes to this policy.

Secretary

- 6) The Secretary of the Committee shall be responsible to ensure that the following duties are carried-out:
- a) notify all Committee members of the meeting, at least seven days in advance, unless the members waive notice.
 - b) take minutes at Committee meetings.
 - c) ensure that records pertaining to the Committee are properly maintained.

Amendment

7) The Steering Committee of the Sudbury Women's Centre may amend these terms of reference by a simple majority vote. The Committee may recommend changes in the terms of reference to the Steering Committee.

c) Publicity Committee Terms of Reference

Name

1) The name of this Committee shall be the Publicity Committee

Duties

2) The duties of the Committee shall be:

- a) to advise the Steering Committee on all matters relating to publicity and promotion of the Corporation.
- b) to perform such other duties as assigned from time to time by the Steering Committee.

Membership

3) The membership of the Committee shall consist of:

- a) the Publicity Chair(s)
- b) any Sudbury Women's Centre members appointed by the Steering Committee

Meetings

4) The Committee will hold meetings according to these terms of reference and the By-Laws of the Sudbury Women's Centre. In addition, procedures for the Committee shall be:

- a) that quorum shall consist of a majority of voting members of the Committee
- b) that meetings of the Committee may be called by the Chairperson, by the Steering Committee or by consent of the majority of Committee members.
- c) that the secretary of the Committee shall notify all members of the meeting, seven days in advance, unless the members waive the notice.

Chairperson

5) The Chairperson of the Committee is the Steering Committee members so designated by electoral portfolio and shall be responsible to ensure that the following duties are carried-out:

- a) chair meetings of the Committee.
- b) report on the activities of the Committee to the Steering Committee
- c) make the Committee aware of Sudbury Women's Centre policy and make the Steering Committee aware of Committee recommendations for additions or changes to this policy.

Secretary

6) The Secretary of the Committee shall be responsible to ensure that the following duties are carried-out:

- a) notify all Committee members of the meeting, at least seven days in advance, unless the members waive notice.
- b) take minutes at Committee meetings.
- c) ensure that records pertaining to the Committee are properly maintained.

Amendment

7) The Steering Committee of the Sudbury Women's Centre may amend these terms of reference by a simple majority vote. The Committee may recommend changes in the terms of reference to the Steering Committee.

d) Fundraising Committee Terms of Reference

Name

1) The name of this Committee shall be the Fundraising Committee

Duties

- 2) The duties of the Committee shall be:
- a) to advise the Steering Committee on all matters relating to fundraising of the Corporation.
 - b) to perform such other duties as assigned from time to time by the Steering Committee.

Membership

3) The membership of the Committee shall consist of:

- a) the Fundraising Chair
- b) any Sudbury Women's Centre members appointed by the Steering Committee

Meetings

4) The Committee will hold meetings according to these terms of reference and the By-Laws of the Sudbury Women's Centre. In addition, procedures for the Committee shall be:

- a) that quorum shall consist of a majority of voting members of the Committee.
- b) that meetings of the Committee may be called by the Chairperson, by the Steering Committee or by consent of the majority of Committee members.
- c) that the secretary of the Committee shall notify all members of the meeting, seven days in advance, unless the members waive the notice.

Chairperson

5) The Chairperson of the Committee is the Steering Committee members so designated by electoral portfolio and shall be responsible to ensure that the following duties are carried-out:

- a) chair meetings of the Committee.
- b) report on the activities of the Committee to the Steering Committee
- c) make the Committee aware of Sudbury Women's Centre policy and make the Steering Committee aware of Committee recommendations for additions or changes to this policy.

Secretary

6) The Secretary of the Committee shall be responsible to ensure that the following duties are carried-out:

- a) notify all Committee members of the meeting, at least seven days in advance, unless the members waive notice.
- b) take minutes at Committee meetings.
- c) ensure that records pertaining to the Committee are properly maintained.

Amendment

7) The Steering Committee of the Sudbury Women's Centre may amend these terms of reference by a simple majority vote. The Committee may recommend changes in the terms of reference to the Steering Committee.

e) Newsletter Committee Terms of Reference

Name

1) The name of this Committee shall be the Newsletter Committee

Duties

2) The duties of the Committee shall be:

- a) to advise the Steering Committee on all matters relating to news of the Corporation.
- b) to perform such other duties as assigned from time to time by the Steering Committee.

Membership

3) The membership of the Committee shall consist of:

- a) the Newsletter Chair
- b) any Sudbury Women's Centre members appointed by the Steering Committee

Meetings

4) The Committee will hold meetings according to these terms of reference and the By-Laws of the Sudbury Women's Centre. In addition, procedures for the Committee shall be:

- a) that quorum shall consist of a majority of voting members of the Committee.
- b) that meetings of the Committee may be called by the Chairperson, by the Steering Committee or by consent of the majority of Committee members.
- c) that the secretary of the Committee shall notify all members of the meeting, seven days in advance, unless the members waive the notice.

Chairperson

5) The Chairperson of the Committee is the Steering Committee members so designated by electoral portfolio and shall be responsible to ensure that the following duties are carried-out:

- a) chair meetings of the Committee.
- b) report on the activities of the Committee to the Steering Committee
- c) make the Committee aware of Sudbury Women's Centre policy and make the Steering Committee aware of Committee recommendations for additions or changes to this policy.

Secretary

6) The Secretary of the Committee shall be responsible to ensure that the following duties are carried-out:

- a) notify all Committee members of the meeting, at least seven days in advance, unless the members waive notice.
- b) take minutes at Committee meetings.
- c) ensure that records pertaining to the Committee are properly maintained.

Amendment

7) The Steering Committee of the Sudbury Women's Centre may amend these terms of reference by a simple majority vote. The Committee may recommend changes in the terms of reference to the Steering Committee.

Section II

There shall also be such Committees as from time to time the Steering Committee deems appropriate.

Section III

Formation of a Committee shall be by a motion at a Steering Committee meeting.

Section IV

A representative from each Committee shall attend Steering Committee and General Membership meetings to report on the activities of the Committee.

ARTICLE V - MEETINGS

Section I

The Steering Committee shall meet once monthly and the meeting is open to all members. All members shall have speaking rights, but voting is the responsibility of Steering Committee members only.

Section II

Twelve members, two of whom must be elected members of the Steering Committee, shall constitute a quorum for a General Membership meeting. A majority of Steering Committee members shall constitute a quorum for the transaction of business at a meeting of the Steering Committee. Any Steering Committee member who cannot attend a Steering Committee meeting shall send regrets to the President. If three consecutive meetings are missed, the Steering Committee member will be removed.

Section III

The Corporation shall hold at least one annual general meeting, which shall be held in the Spring of each year and prior to June 30th. Additional general membership meetings may be called at any time by the Steering Committee or by any two members.

Section IV

At the annual meeting there shall be transacted, in addition to any other business, the following:

- (a) a report by the Steering Committee of the activities of the Corporation since the previous annual meeting;
- (b) election of the members of the Steering Committee, each for one-year terms;
- (c) presentation of a financial statement;
- (d) setting of the annual membership fee;
- (e) presentation of the auditor's report;
- (f) appointment of the auditor's for the next fiscal year, and the determination of the auditor's remuneration;
- (g) any other business that might properly be placed on the agenda.

Section V

Public notice of the annual general meeting, or special general membership meetings shall be required, at least two weeks prior to the event.

ARTICLE VI - VOTING

Section I

All paid up members have the right to vote at general membership meetings. Votes can be cast by individuals only. Voting for elected positions is by ballot. All other votes are show of hands. A member may call for a vote by ballot on any motion, subject to the ratification by simple majority of those present.

ARTICLE VII - EXECUTION OF DOCUMENTS

Section I

All deeds, transfers, licences, contracts and engagements on behalf of the Corporation shall be signed by the Secretary and one of the President, Treasurer, or Membership Co-ordinator, and upon such signing the Secretary shall affix the seal of the Corporation to such instruments as may be required.

Section II

Contracts in the ordinary course of the Corporation operations may be entered into by the President, Treasurer, Secretary or any other person so authorized by the Members.

Section III

Notwithstanding any provisions to the contrary contained in this by-law, the Steering Committee may, at any time by resolution direct the manner in which, and the person by whom, any particular instrument, contract or obligation of the Corporation may or shall be executed.

ARTICLE VIII - FISCAL YEAR

Section I

The fiscal year of the Corporation shall be from the 1st day of April to the 31st day of March, inclusive, in the following year.

ARTICLE IX - WINDING UP

Section I

By resolution of the Steering Committee or by resolution of the Corporation members, passed by not less than two-thirds (2/3) of the members attending an annual or special meeting and entitled to vote, the Corporation may be wound-up.

Section II

In the event of winding-up, all the assets of the Corporation remaining after the payment of any just debts shall be distributed to one (1) or more recognized charitable organizations in the Province of Ontario having objects similar to or the same as those of the Corporation.

ARTICLE X - CORPORATE SEAL

Section I

The seal of the Corporation shall be in the form prescribed by the Steering Committee and shall be kept in the custody of the Secretary.

ARTICLE XI - AMENDMENT OF BY-LAW

Section I

This by-law may be amended or repealed, in part or in its entirety by resolution passed by not less than two-thirds (2/3) of the members present and entitled to vote at an annual or special meeting of the Corporation.

PASSED by the members in attendance at the special meeting held in Sudbury, on the ___ day of _____, and affirmed by the signatures of the officers of the Corporation.

Section II

Public notice of a special meeting to amend or repeal this by-law shall be required and the General Membership shall be notified.

PRESIDENT

SECRETARY

TREASURER

