

**BIG BROTHERS BIG SISTERS OF HANOVER & DISTRICT BY-LAWS**

1. **Name:** The name of the organization shall be “Big Brothers Big Sisters of Hanover & District”, Hereinafter known as the Association or Agency.
2. **Vision:** “Every child who needs a mentor, has a mentor.”
3. **Purpose:** The purpose of the association is to provide mentors to children identified as in need of companionship of one or more significant adults.
4. **Affiliation:** The Association shall be affiliated with Big Brothers Big Sisters of Canada and shall conform to all requirements of the affiliation.
5. **Membership:** The association shall recognize two categories of membership:
  - 5.1. **VOTING MEMBERS:**
    - 5.1.1. Current members of the Board of Directors appointed at the AGM or at a regular monthly meeting by the board.
    - 5.1.2. Custodial parents, guardians or caregivers of waiting and matched little brothers and sisters
    - 5.1.3. All screened and matched Big Brothers and Big Sisters and In-School Mentors
    - 5.1.4. All volunteers who have served the Association in the calendar year prior to the AGM
  - 5.2. **NON VOTING ACTIVE MEMBERS:**
    - 5.2.1. Friends of the Agency
    - 5.2.2. Honourary: *Individuals selected by the Board of Directors in recognition of outstanding service to the association*
    - 5.2.3. Staff : Staff are not eligible for nomination to the Board of Directors
  - 5.3. **RESIGNATION OF MEMBERS:**
    - 5.3.1. Board members may resign their membership by delivering a written resignation to either the Executive Director or the President of the Board.
    - 5.3.2. All other voting members may resign simply by natural termination of arrangement by disassociation.
6. **BOARD OF DIRECTORS:**
  - 6.1. The association shall be governed by a Board of Directors elected at the AGM and consisting of not less than 5 and not greater than 20 Directors.
  - 6.2. The Board shall offer governance for the operations of the agency and shall govern according to:
    - 6.2.1. By-laws of the association
    - 6.2.2. Approved Policies and Procedures Manual which may be amended from time to time by the Board of Directors as required.
7. **OFFICERS:** The officers of the association shall consist of the Past-President, President, Vice-President, Secretary and Treasurer. These members form the Executive Committee of the Board of Directors.

8. STANDING COMMITTEES:

8.1. The following are standing Committees whose duties are outlined in the By-Laws:

8.1.1. Executive Committee

8.1.2. Nominating Committee

8.2. The chairman of each committee may be a member of the Board of Directors, Staff or a Volunteer.

8.3. Special committees may be appointed by the President or the Board as the need arises.

9. FISCAL POLICY:

9.1. The fiscal year of the Association shall be the end of the last day of December. The books shall be audited as soon as feasible by the auditors appointed at the Annual Meeting.

9.2. All monies belonging to the Association shall be deposited in such bank or trust company, as the Board shall determine.

9.3. The signing officers of the Association shall be any two of the President, Vice- President, Treasurer, Secretary or Executive Director.

10. AUDITOR: All accounts will be audited by a properly qualified Auditor who has been approved by a majority of the members at the previous Annual Meeting.

11. QUORUM: A quorum of the Board of Directors or any Committee shall be 50% of the members thereof.

12. AMMENDMENTS: The Constitution and By-Laws may be added to or amended by a majority vote of the active membership in attendance at a regularly called meeting of the Association provided that due notice of the proposed additions or amendments has been given at least fourteen (14) days prior to the date of such meeting

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14. ANNUAL MEETING:

14.1. Unless otherwise authorized by the Board, the Annual Meeting of the Association shall be held no later than June 30<sup>th</sup>, of each year. The notice of the Annual Meeting shall be given to all voting members of the association at least fourteen (14) days prior to the meeting date.

14.2. "Notice" shall include any, and not necessarily all, of:

14.2.1. posting on the Association website

14.2.2. email

14.2.3. phone

14.2.4. fax

14.2.5. in person.

- 14.3. The purpose of the Annual Meeting is to elect the Officers of the Board of Directors, approve the appointment of the Auditor, receive reports and transact the business of the association.

**15. BOARD OF DIRECTORS:**

- 15.1. The Board of Directors shall be approved at the Annual Meeting of the Association.
- 15.2. The Immediate Past-President shall automatically be a member of the Board.
- 15.3. The term of the Members of the Board of Directors shall be three (3) years.
- 15.4. Any Director shall not serve more than two (2) consecutive terms.
- 15.5. Directors who have completed two (2) consecutive terms may stand for nomination for return to the Board after a minimum one year absence.
- 15.6. Any Member can be removed from office by majority vote by the Board of Directors.
- 15.7. Any Director who is absent from three consecutive meetings shall be removed from the office unless the majority of the Board agree that such absence is justified or that the interests of the association can best be served by retaining that Director on the Board.
- 15.8. The Board shall meet monthly, with the exception of July and December, and the meetings shall be at a time and place determined by the Directors.
- 15.9. Special meetings of the board may be called at any time by the President or on the request of four (4) or more Directors.
- 15.10. The Board may, whenever it sees fit, and upon request made in writing by five (5) or more members, convene a General Meeting of Association. The request shall express the object of the meeting and shall be personally delivered to the President at least fourteen (14) days prior to the date of the requested meeting.
- 15.11. The Directors and Officers of the Association and every one of the, and every one of their heirs, executors and administrators shall be indemnified and saves harmless out of damages, which they or any of them, their or any of their heirs, executors and administrators incur or sustain by or by reason of any act done, concurred in or omitted in the execution of their duty or supposed duty in their respective offices except such (if any) as they shall incur or sustain by or through their own willful neglect or default respectively.
- 15.12. The Board of Directors are hereby authorized from time to time to –
  - 15.12.1. Borrow money upon the credit of the association.
  - 15.12.2. Limit or increase the amount borrowed.
  - 15.12.3. Mortgage, hypothecate, charge or pledge all of the Real and Personal property undertaking the rights of the association to secure any such money borrowed or any other liability of the association.

**16. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS:**

- 16.1. To ensure confidentiality of all members by everyone in respect to everyone.
- 16.2. To make policies regarding the operation of the association.
- 16.3. To ensure an adequate budget.
- 16.4. To represent the Association in the Community.
- 16.5. To provide adequate records and confidential filling system for all phases of the activities and to insure inactive files shall be kept for one hundred (100) years, after which time, they can be destroyed. Upon closure of the agency, all files shall be sent to Big Brothers Big Sisters of Canada implications
- 16.6. All other important matters having major policy implications.
- 16.7. Establish long range goals and assess their effectiveness.

**17. OFFICERS OF THE BOARD OF DIRECTORS:**

- 17.1. The election of Officers shall take place at the Annual Meeting following the election of the Board of Directors.
- 17.2. Nominations for those offices shall be submitted to the meeting by the Nominating Committee.
- 17.3. Nominations can be received from the membership at the Annual Meeting with the consent of the nominee, subject to the normal screening process for the Board members.
- 17.4. The term of the office shall be one (1) year. Any vacancies in offices shall be filled by the appointment of the Board for the un-expired term.
- 17.5. Any officers can be removed from office by vote by the Board of Directors.

**18. DUTIES OF OFFICERS OF THE BOARD OF DIRECTORS**

**18.1. PRESIDENT: The President shall:**

- 18.1.1. Establish time and dates and preside at all meetings of the Association and the Board.
- 18.1.2. Authorize the call for special meetings.
- 18.1.3. Be an ex-officio member of all committees.
- 18.1.4. Deliver an address at the Annual Meeting outlining the activities of the past year, assessing the state of the Association, and suggesting plans for the future.
- 18.1.5. Screen prospective board members.
- 18.1.6. Assist with interviewing and selecting new personnel.

**18.2. VICE-PRESIDENT: The Vice- President shall:**

- 18.2.1. Assume the duties of the President in his/her absence.
- 18.2.2. Assume other responsibilities as directed by the president.

**18.3. SECRETARY: The Secretary shall:**

- 18.3.1. Record the proceedings of all Board Meetings.
- 18.3.2. Ensure distribution of draft minutes of the Board Meeting to all Directors prior to the Board Meeting make any changes requested and once adopted deliver to Executive Director for posting on the webpage.
- 18.3.3. Keep a record of all business that has transpired.

**18.4. TREASURER: The treasurer shall:**

- 18.4.1. Be responsible for ensuring that adequate books and records of finances of the Association are maintained.
- 18.4.2. Present monthly and annual statements to the Board.
- 18.4.3. Conduct the Association's financial business through such financial institutions as directed by the Board.
- 18.4.4. Arrange for the President, Vice President, Secretary, Past President and Executive Director to be the second signing officer and ensure that all monies distributed are authorized by two officers of the Association.
- 18.4.5. Review all disbursements monthly with the board.
- 18.4.6. Prepare an annual Budget for the Board's Approval.
- 18.4.7. To ensure an annual audit of the finances is carried out.

**18.5. PAST-PRESIDENT: The Past-President shall:**

- 18.5.1. Perform any duties entrusted to him/her as an officer of the association.
- 18.5.2. Perform other duties and assignments delegated by Board action and/or the present President.

By-laws as Ammended and Approved: Tuesday, January 25, 2011

- 18.5.3. Be responsible to, and accountable to, the Board for any and all actions as Past-President.
- 18.5.4. Prepare, with two other Directors, a slate of nominations of officers for the Board of Directors for the Annual General Meeting.
- 18.5.5. Call and chair the Standing Nominating Committee meetings as required.

19. DUTIES OF COMMITTEES OF THE ASSOCIATION:

19.1. EXECUTIVE COMMITTEE

- 19.1.1. The committee shall consist of the Past President, President, Vice-President, Treasurer, Secretary.
- 19.1.2. The committee is empowered to make decisions between regularly monthly meetings.
- 19.1.3. These decisions to be reported at the next regular board meeting.
- 19.1.4. The committee shall make decisions regarding human resource issues.

19.2. NOMINATING COMMITTEE

- 19.2.1. The Committee shall consist of the immediate Past President and two members of the Board.
- 19.2.2. The Committee shall submit a proposed slate of Board Members, for approval only, at each Annual Meeting.
- 19.2.3. The Committee shall submit a proposed slate of Officers at each annual meeting.
- 19.2.4. The Committee shall propose new members to fill any vacancies on the Board which may arise during the year.

- 19.3. The Board of Directors has the ability to strike other committees as required.

20. RULES OF PROCEDURE

- 20.1. All the meetings of the association and all committees shall be conducted in accordance with the Parliamentary Procedure as outlined by Roberts Rules of Order insofar as applicable and not inconsistent with the Letters Patent and these By-Laws.