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**BYLAWS  
OF THE SASKATOON FAMILY YOUNG MEN'S  
CHRISTIAN ASSOCIATION, 1983  
(Revised June 2018- approved at AGM Nov 20, 2018)**

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ARTICLE 1: *Name*

Section 1:

The legal name of this organization shall be "The Saskatoon Family Young Men's Christian Association" as continued under The Non-Profit Corporations Act of the Province of Saskatchewan, and the organization operates as the "Saskatoon Y". Our association recognizes that the teachings of Jesus Christ are inclusive of all, and welcomes people of all faiths.

ARTICLE 2: *Purpose*

Section 1:

The Saskatoon Family Young Men's Christian Association is an association embodying the purposes of YMCA Canada which are as follows: "The YMCA in Canada is dedicated to the growth of all persons in spirit, mind and body and in a sense of responsibility to each other and the global community." The Association is part of the YMCA Canada, it and will strive to support its evolving vision as stated, as it moves forward.

ARTICLE 3: *Affiliations*

Section 1:

The Association shall be affiliated with YMCA Canada, and through this affiliation shall be part of the World Alliance of YMCA's.

ARTICLE 4: *Membership*

Section 1:

Membership in the Association shall consist of Voting Members, Honourary Life Members and Associate Members as follows:

Section 2:

*Voting Members* shall include any person eighteen years of age or over who pays any annual or other membership fee as approved by the Board of Directors and shall also include Honourary Life Members and Associate Members.

Voting membership shall confer the following rights:

- (a) the right to one vote on each arising question at any meeting of the Association;
- (b) the right to serve on the Board of Directors;
- (c) the right to serve as an elected officer of the Association;

(d) the right to be selected to represent the local Association on the National Council of YMCAs of Canada and at conventions and councils of the World Alliance of YMCAs. Voting membership in the Association shall cease upon non-payment of the required fees (other than in the case of an Honourary Life Member) or upon expulsion for cause by resolution of the Board of Directors and/or members.

Section 3:

*Honourary Life Members* shall include those members who, in the opinion of the Board of Directors or of the majority of members at an annual meeting, have been long standing members of the Association and made meritorious contribution to the Association. Honourary Life Members shall enjoy the rights confirmed upon voting Members save that Honourary Life Members shall be exempt from the payment of any annual or other membership fees.

Section 4:

*Associate Members* shall include those members who, in the opinion of the Board of Directors or of the majority of members at an annual meeting, provide services of importance to the Association. Associate Members shall pay such annual or other membership fee as approved by the Board of Directors from time to time.

ARTICLE 5: *Board of Directors*

Section 1:

The administration of the Association shall be vested in a Board of Directors composed of not less than ten and not more than fourteen persons, who are voting members of the Association in good standing, elected by majority vote of the voting members present in the annual meeting.

Section 2:

The maximum number of Associate members who may serve on the Board of Directors at any one time shall be no more than three with the number not to exceed 30% of the Directors.

Section 3:

The Board of the Directors shall elect a President Elect from among the Directors, who shall hold office for a term of two years commencing immediately after the last annual meeting of the Association, a Vice-President to act in the absence of the President and such other officers as the Board deems fit.

Section 4:

Except as provided in Article 5, Section 7, the President shall preside at all general meetings of the Association and at all meetings of the Board of Directors and shall be an ex-officio member of all committees of the Board of Directors.

In the event of a tie on any vote of the Board of Directors, the President shall have the deciding vote.

Section 5:

The Vice-President shall perform the duties of the President in the President's absence or inability to act.

Section 6:

On the death, resignation or removal for other reasons of the President, or any of the three Vice-Presidents, the vacancy shall be filled from among the members of the Board of Directors by an election to be conducted by the Board of Directors.

Section 7:

Directors shall be elected for a two or one year term as are required to ensure that the term of office of no more than one-half plus one of the Directors shall expire at each succeeding annual meeting.

Section 8:

Directors retiring from office shall be deemed to hold office until the conclusion of the meeting at which they retire.

Section 9:

Any vacancy on the Board may be filled for the remainder of the current year (i.e. The Association's year-end) by the Board of Directors.

Section 10:

No Director or officer shall be disqualified from office or required to vacate his or her office by reason of contracting with the Association either as vendor, purchaser or otherwise, or being concerned in any contract or arrangement made or proposed to be entered into with the Association in which he or she is interested either as vendor, purchaser or otherwise; nor shall any contract or arrangement entered into by or on behalf of the Association or any profit realized by any such contract or arrangement by reason of the fiduciary relationship existing be rendered invalid by reason of that fact. It shall be the duty, however, of every Director of the Association who is any way, whether directly or indirectly, interested in a contract or arrangement with the Association to declare such interest in

advance of such contract or arrangement and to refrain from voting in respect of such contract or arrangement.

Section 11:

In the event that a Director is absent from four consecutive meetings of the Board of Directors, the remaining members of the Board may, in their discretion by majority vote, remove such Director from the Board effective immediately.

Section 12:

The Board of Directors shall have authority to deal with all classes of misconduct or violation of the rules and regulations of the Association on the part of any member, employee or other persons.

Section 13:

No Director shall serve for more than eight consecutive years, provided that the years which a Director serves in the capacity of Past President, President or Vice-President shall not be counted in calculating the eight-year period.

Section 14:

The Board of Directors shall mandate a committee of the Association to have responsibility for submitting nominations of qualified persons for Director to the annual meeting.

Section 15:

In conjunction with the Parent Advisory Council, one Board of Directors shall sit on the board of the Parent Advisory Council and/or one Director from the Council will sit on the board of the YMCA.

ARTICLE 6 *Administration*

Section 1:

The Board of Directors may enact bylaws, which shall not nullify, in any respect, anything specifically established herein. The voting members at the next ensuing annual meeting shall ratify all bylaws.

Section 2:

The Board of Directors shall be responsible for and have control of all policies, administration and programs of the Association. The Board of Directors shall provide for an annual audit of the books of the Association by a competent auditor, this audit to be completed within ninety days of the close of the Association's fiscal year.

Section 3:

The Board of Directors shall ensure adequate management, control and disposal of property of the Association. Any sale of real property or disposal of other property over a value of \$25,000 shall require approval of the Board of Directors.

Section 4:

The Board of Directors shall engage an Executive Director whose responsibility shall be to execute the policies, administration and programs of the Association.

Section 5:

The Board of Directors shall appoint such Committees as may be found necessary to give leadership in various phases of the work of the Board of Directors. Such Committees will report to the Board of Directors. The Chairs of such Committees must be members of the Board of Directors. The quorum shall be no less than three Committee members.

Section 6:

The bylaws of the Association may be amended at any meeting of the Board of Directors by a two-thirds vote of all Directors present, provided that notice of such amendments shall have been given in writing at a previous regular meeting of the Board of Directors and in the notice calling the meeting at which it is proposed to amend the bylaws. Such amendment or amendments shall be ratified at the annual meeting of members.

Section 7:

No organization, club, group or the like, shall bind or represent the Association except with approval of the Board of Directors. Organizations receiving such approval shall make an annual financial and operational report to the Board of Directors, and their constitution, bylaws, and rules shall be subject to the approval of the Board of Directors.

Section 8:

All property, presently or henceforth acquired or received by any group or groups of the Association exclusively or otherwise, and by whatever means in whatever way acquired by it or them shall be and will remain solely the property of the Association and its successors. However, such group or groups acquiring or receiving any property whatsoever shall have absolute control over its use to the exclusion of all other groups or persons subject to the overriding right of the Board of Directors of the Association at a duly constituted meeting to direct that such property be used, allocated or disposed of in whatever way it sees fit.

Section 9:

The Association Bank accounts shall be kept in such financial institution as the Board of Directors may by resolution from time to time determine.

Section 10:

The Board of Directors shall have power, from time to time by resolution, to appoint any officer, and officers or any persons on behalf of the Association either to sign instruments in writing generally or to sign specific instruments in writing. The term “instruments” includes: contracts, documents, deeds, mortgages, hypothecates, charges, conveyance, transfers, and assignments of property (real and personal, immovable or moveable) agreements, tenders, releases, receipts, and discharges for the payment of money or other obligations, conveyances, stock, bonds, debentures or other securities, financial transaction and all legal papers.

Section 11:

(a) The Board of Directors may from time to time:

- i. borrow money on the credit of the Association, or
- ii. issue, sell or pledge obligations of the Association including bonds and debentures, or
- iii. charge, mortgage, hypothecation, or pledge all or any currently owned or subsequently acquired real or personal, movable or immovable, property of the Association including book debts, rights, powers, government grants, public donations, franchises and undertakings, to secure any debt obligations or any money borrowed or other debt or liability of the Association, and
- iv. grant security as aforesaid in the form of bonds, debentures or hypothecs.

(b) The Board of Directors is authorized to delegate by resolution to one or more Directors or officers of the Association specified in such resolution all or any of the powers conferred on them pursuant to Section 12 (a) hereof, including, without limiting the generality of the foregoing, the power to make arrangements with reference to the borrowing of money as aforesaid and as to the terms and conditions of the loan thereof and security therefor and as to the debt obligations to be given therefor, with power to vary or modify such arrangements, terms and conditions and debt obligations as the Board of Directors of the Association may authorize, and generally to manage, transact and settle the borrowing of money by the Association.

Section 12:

The Board of Directors shall not approve any capital expenditure projects (capital expenditures being defined in accordance with sound accounting principles) exceeding \$50,000.00 in any fiscal year unless, prior to such approval, all funds required to pay for such project are on deposit to the credit of the Association (such funds on deposit shall not include funds from borrowing of the Association from any source except from a charitable foundation or organization or persons lending such funds for charitable purposes.)

Section 13:

The Association's fiscal year shall be as determined by resolution of the Board of Directors.

ARTICLE 7: *Meetings*

Section 1:

(a) The quorum for any annual or general meeting of the Association shall be no less than twenty members.

(b) The quorum for the Board of Directors shall be two-thirds of all voting Directors, but Directors not present at a meeting lacking a quorum may ratify its actions in writing, including electronically.

Section 2:

Due notice shall be given of the annual meeting of the Association by the posting of an announcement in the lobby of the YMCA building at least twenty-one days prior to the meeting. The annual meeting shall be held at least once per year at a time determined by the Board of Directors.

Section 3:

Special meetings of the Association may be called by the Board of Directors at any time or may be called by a petition of no fewer than twenty-five voting members. A notice of at least twenty-one days prior to a special meeting shall be given as aforesaid and shall state the purpose for which it is being called, and no other business shall be transacted.

Section 4:

The Board of Directors shall have a minimum of four regular meetings per fiscal year. One to two strategic planning sessions and/or governance training seminars shall also be held each year with the attendance of the Board of Directors.

Section 5:

Special meetings of the Board of Directors may be called upon two days notice at the request of the President or upon written request of three Directors. Notice of such meetings shall set out their special purposes and no other business shall be transacted.

Section 6:

Adequate notice shall be given to all members or Directors prior to any Association or Board meeting. The accidental omission of notice of any meeting, or the non-receipt of any notice by any member or Director, shall not invalidate any resolution passed or any proceedings taken at any meeting.