



BPW Saskatoon

Business and Professional Women of Saskatoon Inc.

Empowering Women to Lead Our Community
www.bpwsaskatoon.com

BUSINESS AND PROFESSIONAL WOMEN - SASKATOON INC.

By-Laws and Procedures

Entity #101077923

| Approved June 2017 |
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| ARTICLE I - NAME |
| The name of this organization shall be "Business and Professional Women's Club Saskatoon Inc." and defined within these Bylaws and Procedures as "the Club". |
| ARTICLE II - OBJECTIVES |
| The objectives of the Club shall be: |
| A. to improve the status of women in the business, industry and professional world, locally, nationally and internationally; |
| B. to discover and develop those qualities in our members which will enable them to take their full share in public life; |
| C. to extend educational opportunities to business and professional women; |
| D. to provide a non-partisan, non-sectarian basis for co-operation; and |
| E. to promote the Purposes & Objectives of the Canadian Federation of Business & Professional Women's Clubs and to co-operate in its projects and activities. |
| ARTICLE III - MEMBERSHIP |
| A. Definition |
| "A member in good standing" shall be defined as a member who: <ol style="list-style-type: none">1. has paid all fees required by Article IV; and2. whose membership has not been terminated by the Executive Committee in accordance Article III, Section D. |
| B. Classes |
| There shall be three classes of members in the Club, ACTIVE, HONOURARY and STUDENT. <ol style="list-style-type: none">1. An Active Member is a person who at the time of admittance accepts the goals and objectives of BPW Canada.2. An Honourary Member is a person of special merit who is voted honorary membership by the Board of Directors;3. A Student Member is a person who can provide proof of enrollment in 60% or more of full-time study at a post-secondary educational institution. |



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C. Application

1. Every application for membership to the Club shall be in writing and shall give the full name, address and occupation of the applicant.
2. Every membership application shall be accompanied by a membership and initiation fee.
3. All members shall assume a responsibility to follow the Club's Code of Conduct (see Appendix).
4. The Executive Committee reserves the right to accept or deny the application of a member whose membership has been terminated.

D. Termination of Membership

Failure to abide to the Code of Conduct may result in termination of membership.

The Executive may terminate the membership of a member by sending notice in writing to the member when:

1. The member's actions, in the sole discretion of the Executive Committee, are inconsistent with the objectives of the Club; or
2. The member has missed three consecutive meetings without reasonable explanation to the Club.

E. Privileges of members

1. All Active Members shall enjoy full privileges of the Club.
2. Honourary Members and Student Members shall not hold office as President or Vice President, but may serve within the Club in other capacities.

F. Limits

1. Any member may bring the same guest for no more than three of the Club's meetings per year.
2. At all times, at least seventy-five percent (75%) of the membership of the Club shall be Active members.

ARTICLE IV - FEES

A. The annual membership fee for the Club shall cover at minimum, the Canadian Federation fee, the International Federation fee, and the Provincial Organization fee. The amount of the annual Club membership fee shall be approved at the Annual General Meeting and become effective starting on September 1.

B. An initiation fee shall be paid by every member upon joining the Club. The amount of the initiation fee shall be approved at the Annual General Meeting and become effective September 1.

C. The membership term for each member, regardless of category of membership, shall be 12 months from the renewal date.



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D. A former member whose membership has lapsed for 12 months or longer shall be considered a New Member upon re-application to the club.

E. A Honourary Member pays no fees for the 12 month membership year she is voted and, the Club shall be responsible for payment of Provincial, National and International fees for any Honourary Member so voted by the Board of Directors for the 12 month membership term.

F. Student Members shall pay half of the Active Member fee.

ARTICLE V - FISCAL YEAR

The fiscal year for the Club shall be from May 1 to April 30.

ARTICLE VI - SIGNING AUTHORITY

1. The President, Secretary and Treasurer of the Club shall have signing authority on all accounts of the Club.

2. Two out of the three signatures of those carrying signing authority for the Club are required for any financial transaction on behalf of the Club.

ARTICLE VII - GOVERNING BODY

A. The affairs, funds and property of the Club shall be administered by a Board of Directors that, with the exception of the directors of the standing committees shall be elected at the AGM from a slate of nominated candidates. The Directors of the standing committees shall chair those committees.

B. The officers of this Club shall be the President, Immediate Past President or Vice President, Secretary and Treasurer. These four officer positions shall constitute the Executive Committee.

C. The Board of Directors shall consist of the Executive Committee and the directors of the Standing Committees. All members of the board are Directors.

D. Standing Committees shall operate in accordance with the Club's mandate, objectives and procedures and shall consist of the following:

1. Program
2. Marketing/Communications
3. Fundraising
4. Membership
5. Advocacy

E. Other ongoing committees to assist in the Club operation and special ad hoc committees as need arises, may be set up by the Board of Directors.

1. When the purposes for such committees have been accomplished, the committees may be dissolved.



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ARTICLE VIII - DUTIES OF OFFICERS and BOARD of DIRECTORS

A. The duties of officers shall be such as implied by their respective titles and such as are specified by these Bylaws and their Terms of Reference. All officers shall keep a permanent record of their work and within one month of relinquishing office shall turn all records over to their successors.

B. The President shall preside at all meetings of the Club, of the Executive Committee and the Board of Directors. The President shall also be an ex-officio member of all committees.

C. The Immediate Past President or Vice President shall perform the duties of the President in her absence and other specific duties that may be outlined in the procedures.

F. The Secretary shall keep minutes and a record of all meetings of the Club, the Executive Committee and the Board of Directors. She shall preserve these in a permanent file for the Club archives and file with the provincial archivist.

G. The Treasurer shall chair the budget and finance committee and be responsible for the payment and reporting requirements as detailed in the Procedures. For more details refer to Procedure III – Duties of the Treasurer.

1. The Duties of the Board of Directors shall be to consider the affairs of the Club in accordance with the By-Laws, Policies and Procedures of the Club.

2. The Board shall establish Procedures and Policies and these may be amended by the Board of Directors at any regular board meeting, provided one month's notice has been given and the proposed amendments are approved by two-thirds vote of Board members present.

ARTICLE IX - NOMINATIONS AND ELECTIONS

A. Following initial incorporation, the officer positions of President, Vice-President, Secretary and Treasurer shall be held by the initial incorporators.

B. In subsequent years, officers shall be elected from a slate of candidates brought forward by the nominations committee and be elected by majority vote of members present at the Annual General Meeting and commence immediately after the AGM .

C. The officer positions of President, Vice President, Secretary and Treasurer shall be elected at the Annual General Meeting and terms commence immediately after the AGM.

D. Terms shall be 2 years for all positions except Vice and Immediate Past President, which shall be one year. Each year the membership shall elect candidates to fill vacancies.

E. No member shall hold the same office for more than one consecutive term. Twenty-four months shall be considered one term in determining the eligibility for re-election.

F. Vacancies may be filled for the remainder of the fiscal year by the Board of Directors. This portion is not counted as part of the term.

ARTICLE X - MEETINGS



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| A. Regular meetings shall be held at least once a month from September to June. |
| B. One-fifth (20%) of the members of the Club shall constitute a quorum at any meeting of the membership. |
| C. Special meetings may be called by the president or by any five members, provided the entire membership has been notified of the date and place for such meeting at least 7 days prior. The notice for a special meeting must state the business to be transacted and no other business shall be transacted except that stated in the notice of meeting. |
| D. Meetings of the Board of Directors shall be called by the president monthly from September to June. Quorum for monthly meetings is 50% of officers. At least one of these board meeting shall be called to approve the financial statements. |
| E. Meetings of the Executive Committee may be called by the President when required. Any three members of the Executive Committee may call a meeting of the Executive Committee. |
| F. Standing Committee directors shall call at least two meetings of committee members during the year and prepare an annual activity report for the AGM or as requested by the Board of Directors. |
| G. Non-standing committee chairs shall report to the board as per Procedures. |
| H. E-mail is considered written notice of any meeting, regular or special, pursuant to The Non-Profit Corporations Act and is deemed to be received upon the day it is sent. |
| I. The Club shall hold an Annual General Meeting in June of each year. |

ARTICLE XI - VOTING BODY

Active Members and Student Members in good standing and who have paid the membership fee for the current year at the time of the AGM shall be entitled to vote.

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| A. If a member cannot attend the Annual General Meeting, representation can be given to an Active Member in good standing by giving written proxy as in Appendix A. Proxy must be received by the Secretary five days before the Annual General Meeting (via email is acceptable). |
| B. In certain circumstances, voting may be conducted electronically (i.e. sent via email) to Active Members and administered and reported by the Secretary at the next meeting. |
| C. A simple majority (50% + 1) of those present carries a motion at the AGM. |

ARTICLE XII - AMENDMENTS TO BY-LAWS

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| A. By-laws may be made, amended or repealed at the Annual General Meeting or any regular or special meeting of members by a two-thirds vote of the active members present, provided that Notice of the Motion has been sent to all members not less than seven days before the meeting. |
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B. Notwithstanding Section A above, By-laws may be made, amended or repealed at the Annual General Meeting **without** Notice of the Motion, provided that the vote is unanimous of those present.

ARTICLE XIII - RULES OF PROCEDURE

A. For the conduct of Board and AGM meetings, Robert's Rules of Order shall be used. Official motions are required for matters pertaining to budgets or the administration and governance of the Club.

B. The Constitution, By-Laws and Regulations of The Canadian Federation of Business and Professional Women's Clubs shall have precedence over any clauses in these By-laws where there appears to be any conflict.

C. Except where otherwise provided, the provisions of *The Non-Profit Corporations Act, 1995* apply.

ARTICLE XIV – FINANCIAL REVIEWS

A. Two Members of the Club may be appointed by the Executive Committee to act as Reviewers.

B. The Reviewers shall review the accounts of the Treasurer and certify the financial report for the Annual General Meeting or a special meeting.

ARTICLE XV – DISSOLUTION OF THE CLUB

A. The Club may dissolve and withdraw from membership in the Canadian Federation of Business and Professional Women's Clubs upon giving four months' notice in writing to the Secretary of the CFBPW, and thereafter upon presenting to the Board of Directors of the CFBPW a certified copy of the minutes of the special meeting called for the purpose of making a withdrawal. Thereafter, the minutes of the special meeting, statement of assets and club charter shall be forwarded to the Secretary of the CFBPW with a copy to the appropriate provincial president.

B. The Board of Directors of the CFBPW may issue a notice requesting that the club send a summary of designated assets where appropriate to the provincial treasurer with copy to the provincial president.

C. The physical assets and club charter are to be forwarded to the provincial president to be reviewed and sorted at the board meeting following receipt. In lieu of a provincial organization, the assets will be directed to the CFBPW Treasurer.

ARTICLE XVI – SPECIAL EVENTS BUDGETS

A. Money raised during fundraising events including but not limited to money raised from Silent Auctions, Raffles, and similar activities must be directed in their entirety to the



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previously determined and advertised cause of the event with the exception of any direct costs incurred in carrying out these activities, such as credit card processing fees.

B. Individual ticket pricing, including early-bird discounts, must be set to cover the cost of attendance, at minimum. Any excess money earned over and above the cost of attendance that is received from individual ticket pricing including early bird discounts shall roll into the Event Sponsorship pool.

C. BPW offers 2 types of sponsorship: Event and Award.

1. An Award Sponsor must, at minimum, cover the costs associated with granting the award, including the award itself and any recipient benefits. Any excess shall roll into the Event Sponsorship Pool.

2. Event Sponsorship must, at minimum, cover any costs associated with the Event that ticket revenue does not cover.

D. Excess ticket and sponsor revenues shall be allocated as follows:

1. 50% of Sponsorship funds remaining after all costs are paid shall be allocated to BPW Operations, to a limit of 10% of the Gross Revenues.

2. The remaining 50% may be used to enhance fundraising activities, such as providing Silent Auction items or contest promotions.

3. Any remaining proceeds shall be allocated to the charity if applicable, or held in reserve for future years' Events.

These Bylaws, as amended, were adopted and approved at the Annual General Meeting of the Business and Professional Women's Club Saskatoon Inc., Entity # 101077923 on June 6, 2017.

Signed *Colson LePage* President

Jill Salomon Secretary