



# **Business and Professional Women Ontario**

## **BPW Ontario**

### **By-Laws**

*BPW Ontario By-Laws Revised June 2023 –approval by BPWC pending*

## **Table of Contents**

NAME OF ORGANIZATION	5
BY-LAW I - MEMBERSHIP	5
Section 1 – Membership Eligibility	5
Section 2 – Application for Club Charter	5
Section 3 – Membership Rosters	5
Section 4 – Categories of Membership	5
BY-LAW II - DISTRICTS	6
Section 1 – Division of Districts	6
Section 2 – New Clubs	6
BY-LAW III - FEES	6
Section 1 – Payment of Fees	6
Section 2 – Charter Member Fees	6
Section 3 – Access to Members' Side of BPW Ontario Website	6
Section 4 – Annual Remittances	7
Section 5 – Fiscal Year	7
BY-LAW IV - BOARD OF DIRECTORS	7
Section 1 – Chairs of Standing Committees	7
Section 2 – Eligibility	7
Section 3 – District Directors/Assistant District Directors	7
Section 4 – Vacancies	7
Section 5 – Transfer of Materials	8
Section 6 – First Vice-President Fulfilling Duties of President	8
BY-LAW V - EXECUTIVE COMMITTEE	8
Section 1 – Composition of Executive	8
Section 2 – Position on Current Issues	8
Section 3 – Election Package	8
BY-LAW VI - ELECTION OF OFFICERS	8
Section 1 – President Elect	8
Section 2 – Conduct of Elections	8
Section 3 – Nominations	9
Section 4 – Voting Process	9
Section 5 – Eligibility	10
Section 6 – Campaigning by Nominees	10
Section 7 - Qualifications of Directors	10
BY-LAW VII – DUTIES OF OFFICERS, DISTRICT DIRECTORS, AND ASSISTANT DISTRICT DIRECTORS	10
Terms of Office	10
Section 1 – President	10
Section 2 – Vice-Presidents, Immediate Past President, and District Directors	10
Section 3 – Treasurer	11
Section 4 – Secretary	11
Section 5 – Editor	11
Section 6 – District Directors and Assistant District Directors	11
BY-LAW VIII - DUTIES AND RESPONSIBILITIES OF BOARD OF DIRECTORS	12
Section 1 – Conduct of Business	12
Section 2 – Expenses For Board Members	12
Section 3 - Duties and Responsibilities of the Executive Committee	12
Section 4 - Duties of Officers	13

BY-LAW IX - STANDING COMMITTEES	13
Section 1 - Public Affairs Committee	13
Section 2 - Budget and Finance Committee	13
Section 3 – Resolutions, Commendations, and By-Laws Committee	13
Section 4 – Membership Committee	14
Section 5 – Emblems Committee	14
Section 6 - Personal Development Committee	14
Section 7 - Young BPW Committee	14
Section 8 – Parliamentary	14
Section 9 – Insurance Committee	14
Section 10 - Publicity and Public Relations Committee	15
Section 11 - Programs and Projects Committee	15
Section 12: Anti-Human Trafficking and Sexual Exploitation Committee	15
BY-LAW X - TASK FORCES	15
Section 1 - Nominations Task Force	15
Section 2 - Conference/AGM Task Force	15
Section 3 - Historian Task Force	15
Section 4 - International Affairs Task Force	15
Section 5 - Strategic Planning Task Force	16
Section 6 - Annual Report Task Force	16
BY-LAW XI - DUTIES OF CLUBS	16
Section 1 - Reporting	16
Section 2 - Attendance at Conference/AGM	16
Section 3 – Club Log In Access	16
Section 4 - Club E-mail addresses	16
BY-LAW XII - MEETINGS	16
Section 1 - Conference/AGM	16
Section 2 - Board of Directors	17
Section 3 - Executive Committee	17
Section 4 - District Meetings	17
BY-LAW XIII – REPRESENTATION AT CONFERENCES/AGMs	17
Section 1 – Eligibility of Delegates	17
Section 2 – Voting Eligibility	18
Section 3 – Club in Arrears	18
Section 4 – Voting Strength	18
Section 5 – Credentials Submission	18
BY-LAW XIII A - REPRESENTATION AT DISTRICT AND SPECIAL MEETINGS	18
Section 1 – Delegate Selection	18
Section 2 - Special Meetings of Members	18
BY-LAW XIV – VOTING BODY	19
Section 1 – Voting at Meetings	19
Section 2 – Voting Quota	19
Section 3- Voting Body at Meetings	19
Section 4 – Voting Body at Board Meetings	19
BY-LAW XV - PARLIAMENTARY PROCEDURE	19
Section 1 – Rules of Order	19
BY-LAW XVI - AUDIT	19
Section 1 – Appointing an Auditor	19
Section 2 – Auditor’s Access to Book and Records	19
BY-LAW XVII – AMENDING BY-LAWS	20
Section 1 – Repealing and Amending By-Laws	20

Section 2 – When By-Laws Can be Amended	20
Section 3 – Distribution of By-Laws	20
BY-LAW XVIII REGULATIONS	20
Section 1 - Regulations	20

## **NAME OF ORGANIZATION**

The name of the organization shall be "The Business and Professional Women of Ontario" also referred to as "BPW Ontario".

## **BY-LAW I - MEMBERSHIP**

### **Section 1 – Membership Eligibility**

- a) Any group of women, or those who identify as women, in Ontario shall be eligible to charter a BPW Club in Ontario upon completion of the requirements set out in the Constitution and By-Laws of BPW Canada.
- b) All members shall accept the vision, mission, goals and objectives of BPW Ontario and be in good standing.
- c) All members in good standing shall enjoy full privileges of all levels of the BPW organization.

### **Section 2 – Application for Club Charter**

- a) Application for Club Charter must be submitted to BPW Canada and a copy of the application shall be filed with the BPW Ontario President. The application shall be accompanied by a list of the charter members which shall include the complete contact information for each member using the membership roster form as provided by BPW Canada.

### **Section 3 – Membership Rosters**

- a) Membership rosters shall be the property of the local club and shared with BPW Ontario and BPW Canada. The roster will be used only for communicating club business and activities to the members. The membership rosters will not be made available to individuals or organizations outside of BPW (Ontario and/or Canada) without the express consent of each member in accordance with the Personal Information Protection and Electronic Documents Act (PIPEDA) also referred to as the Privacy Act. Circulation of membership rosters by the members to non-members is prohibited.

### **Section 4 – Categories of Membership**

- a) There shall be four classes of membership in the club, namely:
  - i. Active
  - ii. Honourary
  - iii. Student
  - iv. Corporate
- b) At all times, at least seventy-five percent (75%) of the total membership of a club shall be Active Members.
- c) An Active Member shall be one who accepts the vision, mission, goals and objectives of BPW Ontario and pays annual dues.
- d) All members shall enjoy full privileges of the club except Honourary Members.
- e) Honourary Members are persons of distinction who support the club's vision, mission, and goals. The sponsoring club is responsible to pay the Honourary Member's annual membership dues to BPW Ontario, BPW Canada/BPW International on their behalf.
- f) A Student Member is a person enrolled in sixty percent (60%) of full-time or more studies at a post-secondary educational institution.

- g) Corporate Membership includes corporations, partnerships, and sole proprietorships within Canada that are committed to the vision, mission, goals, and objectives of BPW Ontario and clubs to ensure the mission of such Corporate Members does not contravene those of BPW Canada. Representation for BPW purposes shall be limited to employees or board members of the organization that would otherwise meet individual membership requirement.
- h) Life members are considered active members and the provincial, international, and travel pool fees are the responsibility of their club to remit.

Refer to BPW Canada's Regulation VI Section 2 for implementation guidelines.

## **BY-LAW II - DISTRICTS**

### **Section 1 – Division of Districts**

- a) BPW Ontario clubs shall be identified under six districts, which are described in detail under Regulation II, Section 1.

### **Section 2 – New Clubs**

- a) A new club shall be assigned by the Board of Directors to the District closest to the new club's geographic location.

## **BY-LAW III - FEES**

### **Section 1 – Payment of Fees**

- a) Each club shall remit membership fees for each club member that gives membership in BPW Ontario, BPW Canada, and BPW International.
- b) All club members are required to be in good standing (fees paid in full) in order to participate in BPW organization events to receive BPW member benefits. Student Members as described in the Regulations may be allocated a reduced fee at the discretion of the Board of Directors and will be reflected on the prescribed form or format.
- c) Upon new members joining and/or current members renewing, the Club shall remit an updated Form 100 and applicable fees by the end of that month to the BPW Ontario Treasurer:
  - i. The fee in full per each club member for the period May 1<sup>st</sup> to April 30<sup>th</sup>; or
  - ii. Half the fee per each new member admitted to a club during the period January 1<sup>st</sup> to April 30<sup>th</sup> with the exception of BPW International fees, which are paid in full to BPW Canada; and
  - iii. Each club member shall pay a fee for Travel Pool as prescribed by the Board.

### **Section 2 – Charter Member Fees**

- a) Where a club is chartered between January 1st and April 30th, the membership fees for the charter members shall be one-half the annual fee per member; thereafter each member shall pay the membership fee in accordance with Section I of this section.

### **Section 3 – Access to Members' Side of BPW Ontario Website**

- a) The membership fee as described in Sections 1 and 2 shall include the cost of all communications distributed by the Board of Directors and posted on the website. Any information posted on the website specifically "for members only" shall be

accessible only to members when their annual fee is paid in accordance with the club roster.

#### **Section 4 – Annual Remittances**

- a) Each club is responsible to remit the following, within the current fiscal year, in order to maintain its charter status:
  - i. Updated Form 100 (see Section 1);
  - ii. BPW Ontario membership fees;
  - iii. BPW Canada membership fees;
  - iv. BPW International fees (payable to BPW Canada);
  - v. BPW Travel Pool fees to both provincial and national;
  - vi. Annually invoiced insurance amount (payable to BPW Ontario).

#### **Section 5 – Fiscal Year**

- a) The fiscal year for BPW Ontario shall end on April 30th.

### **BY-LAW IV - BOARD OF DIRECTORS**

#### **Section 1 – Chairs of Standing Committees**

- a) The Board of Directors shall be limited to a maximum of nineteen members consisting of the President, Immediate Past President, First Vice-President, Two Vice-Presidents, Young BPW Vice-President, Treasurer, Secretary, Editor, six District Directors, the Parliamentarian, and Chairs of Standing Committees and Task Forces.

#### **Section 2 – Eligibility**

- a) Only current members in good standing of a club shall be eligible to hold office on the Board of Directors.

#### **Section 3 – District Directors/Assistant District Directors**

- a) There shall be one District Director from each District as described in Regulation II Section 1.
- b) Any district may elect an Assistant District Director to assist their District Director. Club President, Secretary or Treasurer are not eligible to serve as a District Director.
- c) If the District Director is unable to attend a meeting of the Board or the Conference/Annual General Meeting (hereafter called Conference/AGM), an Assistant District Director may represent the district at such meeting.

#### **Section 4 – Vacancies**

- a) Should an officer of the Board of Directors, other than the First Vice-President, be unable to fulfill the duties of the office due to death, illness, or other circumstances, the position shall be deemed vacant, and it shall be the duty of the Board of Directors to appoint a member to complete the unexpired term.
- b) In the event that the office of the First Vice-President becomes vacant during the first year of the two-year term, the Board of Directors shall call an election for First Vice-President at the next Conference/AGM to elect their replacement for the balance of the term.
- c) If the First Vice-President position becomes vacant during the second year of the term, it shall remain vacant until the next Conference/AGM.

### **Section 5 – Transfer of Materials**

- a) Each member of the Board of Directors shall forward to their successor all material in connection with their office within thirty days upon completion of their term.
- b) It is recommended that the outgoing Board Member provide guidance and training to their incoming peer.

### **Section 6 – First Vice-President Fulfilling Duties of President**

- a) In the event of the President being unable to fulfill their responsibilities, it shall be the duty of the First Vice-President to call a meeting of the Board of Directors, and request approval to take over the duties of the President.

## **BY-LAW V - EXECUTIVE COMMITTEE**

### **Section 1 – Composition of Executive**

- a) The Executive Committee shall consist of the President, First Vice-President, two Vice-Presidents, Young BPW Vice-President, Immediate Past President, Treasurer, Editor, Secretary, and six District Directors.

### **Section 2 – Position on Current Issues**

- a) Whenever the Government of Ontario introduces legislation which would affect the status of women, BPW Ontario's position on the issue shall be conveyed to the Government of Ontario by the Executive Committee under the direction of the President.
- b) The Executive Committee shall be empowered to take the necessary action to determine and quickly convey BPW Ontario's position to the Government. The Executive Committee shall immediately advise the Clubs of the issue and the action taken.

### **Section 3 – Election Package**

- a) In the event of a Provincial election, the Board of Directors shall strike a Task Force to develop a package of election issues for use by clubs to discuss issues with candidates.

## **BY-LAW VI - ELECTION OF OFFICERS**

### **Section 1 – President Elect**

- a) The First Vice-President at the expiration of their term of office shall automatically assume the office of President. If they are not eligible or unable to continue as President, there shall be an election by ballot for the office of President, except where there is only one candidate for the office, they shall be declared elected by acclamation.

### **Section 2 – Conduct of Elections**

- a) Elections shall be conducted at the Conference occurring in the years alternate to BPW Canada's Convention to elect the following:
  - i. First Vice-President, two Vice-Presidents, Young BPW Vice-President, Treasurer, Secretary, and Editor;
  - ii. The Chair of Nominations shall supervise and conduct the election process;
  - iii. At the opening of the Conference, the President shall appoint Scrutineers to assist the Chair of Nominations;



- iv. The District Directors and Assistant District Directors shall be elected by the delegates from each Club in the District at the District Meeting to be held in each District; and
- v. Club President, Secretary or Treasurer shall not be eligible to serve as a District Director.

### **Section 3 – Nominations**

- a) Nominations for the office of two Vice-Presidents, Young BPW Vice-President, Treasurer, Secretary, and Editor may be made from the floor at the Conference, provided that prior written consent of such nominee is submitted to the Nominations Chair, or the nominee orally consents at such meeting. Nominations from the floor are not permitted for the position of President or First Vice-President; and
- b) Nominations for the offices of District Director and Assistant District Director may be made from the floor at the District Meeting, provided prior written consent of such nominee is submitted or the nominee orally consents at such meeting.
- c) Further nominations for the Vice-Presidents, the Treasurer, the Secretary, the Editor, and for the President when an election for that office is necessary, shall be called for from the floor separately for each office, and the consent of the nominee shall be presented in writing if they is not present in person.
- d) There shall be no nominations from the floor for the First Vice-president unless there are no candidates presented by the Nominations Task Force.

### **Section 4 – Voting Process**

- a) A majority of the votes cast for a particular office shall elect a candidate to that office; and
- b) Where there is a number of candidates in excess of more than one candidate over the number required to fill any office, the candidate or, in the case of a tie, the candidates receiving the lowest number of votes shall withdraw and another ballot be taken. Furthermore, following each ballot, the number of votes cast for each candidate shall be announced, and the total number of votes cast must exceed ninety-five percent (95%) of the total of the eligible votes, then a revote must take place immediately. The winner of each vote shall only be declared when at least ninety-five percent (95%) of the vote has been recorded and announced to the delegates. This procedure shall be followed until the required number of candidates receives the majority of votes. If a tie vote between the two remaining candidates occurs, first a recount will occur, followed by additional ballots to break the tie. If after two additional ballots, the tie is not broken, the chair will draw one of the two names from a "hat."
- c) In addition, a challenge to the results of the election may be launched within 30 days after the close of the meeting at which such election occurred. Such challenge may be launched by notice to the President, Past President, and the Chair of Nominations, by any one of the following: a candidate, a Board member, a delegate, or proxy. The challenger(s) must provide evidence of reasonable cause for such challenge. As soon as the notice of a challenge has been received, the President must establish a review committee of not less than five (5) BPW members who are independent of the Board of Directors to investigate the challenge. The investigation has to be completed within 30 days of the receipt of the challenge. In the event that such investigation provides reasonable doubt of the validity of the election results, a revote must be called immediately by the President.

### **Section 5 – Eligibility**

- a) No member is permitted to hold an executive position on the Board of Directors of BPW Ontario if they also holds an executive position on the Board of Directors of BPW Canada with the exception of the Immediate Past President.

### **Section 6 – Campaigning by Nominees**

- a) Campaigning by Nominees shall be permitted at the Conference as set out in Regulation VI, Section 6.

### **Section 7 - Qualifications of Directors**

- a) At the time of taking office and throughout their term of office, each Director shall be an Active Member of a club in good standing, and throughout their term of office shall reside in Ontario. Should the Director no longer reside in Ontario and unable to continue in the role, and sixty percent (60%) of their term is completed, the Board of Directors may ask their to finish their term provided always that the Immediate Past President shall not be subject to the provision to reside in Ontario but must continue to be an Active.
- b) No Director shall receive a salary, remuneration, honorarium, or fee from the Organization for performance of tasks which are the duties of the position(s) they hold;
- c) Should the Director's qualifications under subsection (a) or (b) of this Section lapse during their term of office, their position on the Board of Directors shall be deemed vacant immediately.

## **BY-LAW VII – DUTIES OF OFFICERS, DISTRICT DIRECTORS, AND ASSISTANT DISTRICT DIRECTORS**

### **Terms of Office**

- a) The term of office for the elected officers shall be two years commencing at the close of the Conference at which they are elected.
- b) The term of office for the elected District Directors and Assistant District Directors shall be for two years commencing at the close of the District Meeting at which they are elected.

### **Section 1 – President**

- a) Is the chief executive officer of BPW Ontario;
- b) Presides at all Conferences/AGMs and other meetings of the Board of Directors;
- c) They shall be an ex-officio member of all Committees;
- d) Is responsible to the members for the management of the Organization's business;
- e) Approves all accounts prior to payment;
- f) Performs such further and other duties as described in the Regulations; and
- g) Upon confirmation of their election as President, they shall also assume the duties set down for each Provincial President in the Constitution and By-Laws of BPW Canada.

### **Section 2 – Vice-Presidents, Immediate Past President, and District Directors**

- a) The Vice-Presidents and the Immediate Past President shall assist the President in all their duties;
- b) The First Vice-President, each Vice-President, the Immediate Past President, and the six District Directors shall be appointed to Chair one Standing Committee or Task Force;

- c) In the absence of or at the request of the President, the First Vice-President shall preside at meetings of the Board of Directors, or at Conferences/AGMs, or other meetings of BPW Ontario;
- d) The Young BPW Vice-President shall:
  - i. Chair the Young BPW Standing Committee;
  - ii. Represent the interests of those members in Ontario who are 35 years of age and under, on the Executive Committee and report the work of Young BPW members to the Executive Committee;
  - iii. Be a direct link between the Executive Committee and members who form part of Young BPW by disseminating appropriate information to them;
  - iv. Stimulate and encourage the activities of members who form part of Young BPW;
  - v. Undertake any other issue as determined from time to time by the Executive Committee; and
  - vi. Liaise with the International Young BPW and exchange information with Young BPW members across the country and around the world; and
  - vii. The Vice-Presidents shall perform such further and other duties as set out in the Regulations.

### **Section 3 – Treasurer**

- a) Is the custodian of and is accountable for the funds and securities of BPW Ontario as set out in the Regulations;
- b) Countersigns or endorses all cheques, acceptances, obligations, and securities for payment of money by BPW Ontario, together with either the President or the First Vice-President, or such other officer as the Board of Directors may from time to time authorize;
- c) Submits financial records for an audit for the fiscal year to be presented at the Conference/AGM;
- d) To act within procedural authorities and limits, and obtain pre-approval from the board to exceed, as set out in the regulations; and
- e) Performs such further and other duties as set out in the Regulations.

### **Section 4 – Secretary**

- a) This is an elected position. The Secretary is responsible:
  - i. For all communication between the President and the Board;
  - ii. For recording the proceedings of all meetings of the Board of Directors;
  - iii. To attend all meetings of the Board of Directors and the Executive Committee, and all AGMs and meetings of BPW Ontario;
  - iv. To perform such further and other duties as set out in the Regulations.

### **Section 5 – Editor**

- a) The Editor is responsible to:
  - i. Post all communication sent to the membership, including the Board of Directors, from the President or any Board of Directors member on the BPW Ontario website; and
  - ii. Perform other duties as set out in the Regulations.

### **Section 6 – District Directors and Assistant District Directors**

- a) In the event that a District Director is not elected at a District meeting, the Board of Directors shall appoint a District Director for the District;
- b) The District Director is eligible to hold the position for a maximum of two complete

- terms (a total of four years);
- c) As a member of the Board of Directors, District Directors shall chair a Standing Committee; and
  - d) They shall perform such further and other duties as set out in the Regulations.

## **BY-LAW VIII - DUTIES AND RESPONSIBILITIES OF BOARD OF DIRECTORS**

### **Section 1 – Conduct of Business**

- a) Summon meetings of the Board of Directors of the Organization, and fix times and places of such meetings;
- b) Provide for, receive, and administer the funds and property of the Organization;
- c) Remove an Officer from the Executive for just cause in accordance with procedures set out in the Regulations;
- d) Fill any vacancy or vacancies on the Board of Directors for the unexpired term as prescribed in By-Law VI Election of Officers;
- e) Constitute or abolish Task Forces as deemed advisable (e.g. Equal Pay, WEPs, Child Care, etc.);
- f) Appoint Chairs of Standing Committees and Task Forces who shall be responsible to the Board of Directors, and terminate such appointments and fill vacancies as the Board of Directors deems advisable;
- g) Take action of the Board of Directors as deemed advisable on applications of membership;
- h) The Board of Directors to advise BPW Canada with respect to recalls of Charters, withdrawals and reinstatements and return the charter to BPW Canada;
- i) Upon recommendation of the Resolutions, Commendations, and By-Laws Committee, allow an Emergency Resolution, as described in the Regulations, to be placed on the agenda of the Conference/AGM; and
- j) On its own initiative or at the request of a club presenting a well-documented submission, issue a Commendation as described in and according to the guidelines in Regulations IX - STANDING COMMITTEES, Section 3 Resolutions, Commendations & By-Laws Committee and Rules of Procedure.
- k) The Board of Directors may from time to time authorize the Executive Committee to conduct such portion of the Organization's business as it deems advisable until the next meeting of the Board of Directors.
- l) Each Director and standing committee or task force chair are to forward all original and revised documents (e.g. Word, Excel, PowerPoint) to the Editor for publishing to the appropriate area of the website.

### **Section 2 – Expenses For Board Members**

- a) BPW Ontario shall pay reasonable out-of-pocket expenses incurred by the Board of Directors in performing the duties of their office. A list of eligible expenses may consist of communication expenses (postage, long distance fees, printing), shared accommodation for Conferences/AGMs, conventions and board meetings, travel for Conferences/AGMs, convention and board meetings. (Full details outlined in the corresponding Regulation.)

### **Section 3 - Duties and Responsibilities of the Executive Committee**

- a) It shall be the duty of the Executive Committee:
  - i. To carry out the duties delegated to it by the Board of Directors; and
  - ii. To conduct the business of the Organization in matters of emergency after consultation with all the Club Presidents.

#### **Section 4 - Duties of Officers**

- a) Each officer shall be responsible to the membership and shall perform all duties delegated to them by the Board of Directors from time to time and as prescribed in the Regulations and in these By-Laws.

#### **BY-LAW IX - STANDING COMMITTEES**

Chairs of Standing Committees shall be appointed by the President in consultation with Executive Committee. Unless otherwise specified, Standing Committees shall be composed of a Chair and at least two other members who are proposed by the Chair and appointed by the President, and shall serve for a period of two years.

#### **Section 1 - Public Affairs Committee**

- a) The purpose of this Committee is to monitor employment conditions and legislative changes within the scope of our Aims and Objectives and advise the Board of Directors and Clubs of such matters.
- b) It shall be the duty of this Committee to:
  - i. Keep BPW Ontario informed of the conditions concerning women's employment in Ontario;
  - ii. Keep BPW Ontario informed of existing laws and proposed legislation of interest to the membership; and
  - iii. Encourage women to participate in the business of government at all levels.

#### **Section 2 - Budget and Finance Committee**

- a) The Chair of this committee shall be the Treasurer.
- b) The purpose of the Committee is:
  - i. To prepare an annual budget with recommendations for maintaining a sound, financial position for the Board of Directors and once approved by the Board of Directors, present at the Conference/AGM; and
  - ii. To review the Travel Pool assessment for each Club and advise the Board.
- c) The Committee shall consist of:
  - i. The Treasurer shall be an ex-officio member of this committee;
  - ii. The Immediate Past President and the First Vice-President are members of this committee and other members as deemed necessary; and
  - iii. The President will appoint the Chair of the committee.

#### **Section 3 – Resolutions, Commendations, and By-Laws Committee**

- a) The purpose of the committee shall be to:
  - i. issue the Call for Resolutions, Amendments to the By-Laws and Commendations;
  - ii. receive, study, assemble, and present to clubs, meetings of the Board of Directors, and to Conferences/AGMs the Resolutions, Commendations, and Amendments to the By-Laws submitted by clubs or the Board of Directors;
  - iii. receive and present Emergency Resolutions to the Board of Directors;
  - iv. produce and distribute briefs and position statements based on the resolutions passed each year and on topical issues as set out in the Resolutions Database;
  - v. update the Resolutions Database after each Conference/AGM;
  - vi. review the By-Laws and draft amendments in consultation with the Parliamentarian for submission to Conference/AGM by the Board of Directors;

- vii. draft amendments to the Regulations and submit them to the Board of Directors for adoption; and
- viii. provide updated versions of the By-Laws and Regulations to the Editor to be posted on the members' side of the website.

#### **Section 4 – Membership Committee**

- a) The Committee shall:
  - i. Promote formation of new clubs and increase the membership of established clubs;
  - ii. Present the Membership Recognition Award at the Conference/AGM as directed by the Board of Directors to the club which has had the greatest percentage increase in membership over the previous year. The Terms for the Membership Recognition Award are in the Regulations; and

#### **Section 5 – Emblems Committee**

- a) The purpose of this committee is:
  - i. To promote interest in the emblems among the clubs, and the sale of Emblem supplies to the club members.
  - ii. The Committee shall be responsible for:
  - iii. the Emblems Display at the Conference/AGM; and
  - iv. safekeeping of the Emblems Display at all times during their term of office.

#### **Section 6 - Personal Development Committee**

- a) The purpose of this Committee is to advise the Board of Directors and the membership of changing trends and new developments in education and training, and to promote self- development and leadership training among the members.

#### **Section 7 - Young BPW Committee**

- a) The Chair of this committee shall be the Young BPW Vice-President.
- b) The purpose of this Committee is to advocate for young BPW women both within the club and outside the club.
- c) It shall be the duty of this Committee to:
  - i. inform the Organization on all matters pertaining to Young BPW, as directed from the national Young BPW Committee; and
  - ii. address the specific needs of the young women in Ontario by ensuring that at an early stage in their careers, they can participate in a network of supportive women both locally, provincially, nationally, and internationally.

#### **Section 8 – Parliamentarian**

- a) The Parliamentarian is appointed by the President.
- b) The Parliamentarian shall be responsible for ensuring Rules of Procedure are developed, disseminated and upheld for all Conferences/AGMs.
- c) The purpose of this Committee is to provide a pool of members qualified as parliamentarians to attend meetings for the purpose of ensuring that Rules of Order are observed during all meetings and they shall be a resource for clubs.

#### **Section 9 – Insurance Committee**

- a) The purpose of this Committee is to provide a qualified member to review the insurance policy annually. The Insurance Committee shall consist of at least one licenced insurance broker; committee members shall also be BPW Ontario members.

### **Section 10 - Publicity and Public Relations Committee**

- a) The purpose of this Committee is to promote BPW through advance news releases and contacting media personnel to provide publicity.
- b) It shall be the duty of this Committee to act under the direction of the Board of Directors to promote and market BPW Ontario through advance news releases, contacting media personnel to provide publicity and other forms of promotion both hard copies and online.
- c) Perform other duties as set out in the Regulations.

### **Section 11 - Programs and Projects Committee**

- a) The purpose of this committee is to assist clubs with program planning and support the efforts of the Personal Development Chair.

### **Section 12: Anti-Human Trafficking and Sexual Exploitation Committee**

- a) The purpose of this task force is to be the eyes and ears on issues related to human trafficking as it relates to women in Ontario, communicate information to clubs, and work with the government to provide laws and strategies to protect the victim/survivors,.

## **BY-LAW X - TASK FORCES**

Task Forces may be formed at the discretion of the President and the Board of Directors.

Chairs of Task Forces shall be included in all board communications. They are permitted to attend all meetings of the Board of Directors as observers.

Task Force Chairs are required to submit a report for every board meeting. The Chair or a Task Force Member shall attend any board meeting requiring approvals or directions of their activities.

### **Section 1 - Nominations Task Force**

- a) The Chair of this Task Force shall be the Immediate Past-President.
- b) The purpose of this task force is to provide a slate of officers for election at the Conference and to conduct elections at the Conference.

### **Section 2 - Conference/AGM Task Force**

- a) The Chair of this Task Force shall be appointed by the President.
- b) The purpose of this task force is to be the organizing committee to host the Conference/AGM as directed by the President.

### **Section 3 - Historian Task Force**

- a) The Chair of this Task Force shall be the Programs and Projects Chair
- b) The purpose of this task force is to maintain a current record of the history of BPW Ontario, to provide updates to BPW Canada, and to archive the material.

### **Section 4 - International Affairs Task Force**

- a) The Chair of this Task Force shall be the Public Affairs Chair.
- b) The purpose of this task force is to provide information to clubs regarding international events and activities of BPW International.

### **Section 5 - Strategic Planning Task Force**

- a) The Chair of this Task Force is the President.
- b) The purpose of this task force is to update the strategic plan annually and provide a continuous planning process.

### **Section 6 - Annual Report Task Force**

- a) The Chair of this Task Force shall be the Editor.
- b) The purpose of this task force is to publish and distribute an annual report for BPW Ontario.

## **BY-LAW XI - DUTIES OF CLUBS**

### **Section 1 - Reporting**

- a) To complete The Form 100 and forward to the Treasurer in accordance with Section (fees section)
- b) To pay all annual fees in accordance with Section (fees section).
- c) To provide a list of the contact information of the Club's Executive immediately after their election along with the club's monthly meeting details to the BPW Ontario Editor;

### **Section 2 - Attendance at Conference/AGM**

- a) To promote attendance of members at the Conference/AGM and District Meetings; and
- b) To appoint delegates, alternates, and/or proxy, according to the provisions in Regulations.

### **Section 3 – Club Log In Access**

- a) A minimum of two members of each club must have access to or knowledge of all club logins and vendors' contact information. This includes website hosting, social media, contact management systems, websites, domains, membership information etc.

### **Section 4 - Club E-mail addresses**

- a) A member's personal or business email address should not be used for the setup of club social media accounts, memberships (e.g. Eventbrite) or as the club promotions, including dinner meeting invitations.

## **BY-LAW XII - MEETINGS**

### **Section 1 - Conference/AGM**

- a) BPW Ontario shall hold a Conference/AGM at such time and place as shall be determined by the delegates at the preceding Conference/AGM for the purpose of receiving the auditor's report, appointing an auditor for the next year, and transact such other business as may properly come before such meeting;
- b) The "Call to Conference/AGM" shall be issued by the President at least sixty (60) days prior to the date of the Conference/AGM;
- c) The President has the power to call meetings from time to time, as they deems necessary;
- d) An election of a First Vice-President, two Vice-Presidents, Young BPW Vice-President, Treasurer, Secretary, and Editor shall be conducted at the Conference



- occurring in the year prior to BPW Canada's Convention;
- e) Representation of fifty-one percent (51%) of member clubs shall constitute a quorum; and
  - f) During the election of the Board of Directors, it is the duty of the scrutineers to announce the results of the election for each person. Such announcement must include the total of number of votes cast and the winner announced. Abstentions shall not be permitted during elections. In the event that less than ninety-five percent (95%) of the eligible votes are cast, a re-election must occur for that position before the election shall proceed.

## **Section 2 - Board of Directors**

- a) At the call of the President, the Board of Directors shall meet immediately before and after the Conference/AGM. At the Post-Conference/AGM Board meeting following an election, the previous Board members shall attend, as observers, in order to forward the pertinent information to the newly elected Board Members. In addition, there shall be an Interim Board Meeting in the first and second year of the biennium.
- b) Meetings may be held at such other times and places as may be determined by the President, or by a majority of the Board of Directors;
- c) Fifty-one percent (51%) of the members of the Board of Directors shall constitute a quorum. Voting members of the Board of Directors shall be President, Immediate Past President, First Vice-President, two Vice-Presidents, Young BPW Vice-President, Secretary, Communication Director, Treasurer, six District Directors, and Standing Committee Chairs.

## **Section 3 - Executive Committee**

- a) Meetings of the Executive Committee may be held at such times and places as may be determined by the President; and
- b) Fifty-one percent (51%) of the Executive Committee shall constitute a quorum.

## **Section 4 - District Meetings**

- a) A District Meeting shall be held annually or biennially to:
  - i. To elect a District Director and Assistant District Director;
  - ii. To discuss issues and concerns specific to the district;
  - iii. To share and exchange ideas;
  - iv. To promote district activities and collaborate with clubs within the district;
  - v. To discuss means for increasing the number of clubs in a district;
  - vi. Identify areas for starting new clubs; and
  - vii. To provide executive training for members and personal development workshops.

## **BY-LAW XIII – REPRESENTATION AT CONFERENCES/AGMs**

### **Section 1 – Eligibility of Delegates**

- a) Representation at a Conference/AGM shall consist of delegate(s) from Clubs in good standing. If no member is able to attend a Conference/AGM and represent their Club as a delegate, the Club may appoint a Member of another Club or an Executive member to represent it as its proxy. No member shall represent more than two (2) clubs as a proxy at any meeting of BPW Ontario.

### **Section 2 – Voting Eligibility**

- a) Delegates, alternates, and proxies must be current Members as of the date of a meeting.
- b) It shall be the duty of all delegates, alternates, and proxies to cast their designated votes in all proceedings at the business sessions, and in particular, in the election of the Board of Directors.

### **Section 3 – Club in Arrears**

- a) A Club shall be considered in arrears if no fees are paid to BPW Ontario and/or BPW Canada by December 31st of the year in which dues are payable.
- b) If the situation is unable to be resolved, the Board shall refer this Club to BPW Canada with a request to rescind its Charter.

### **Section 4 – Voting Strength**

- a) Every Club having a total membership fifteen (15) or less shall be entitled to one Delegate; one (1) additional Delegate shall be allocated for every fifteen (15) additional members or fraction thereof, based on paid up membership as at April 30<sup>th</sup>. In order to be included in the designation of delegates, fees for all members must be received by the Treasurer no later than April 30<sup>th</sup> of the year in which the fees are due and payable; and
- b) Clubs eligible to appoint more than one delegate may authorize one member to carry no more than two (2) of its delegate votes.

### **Section 5 – Credentials Submission**

- a) Four weeks prior to the date of a Conference/AGM, each club shall complete the Appointment of Delegate/Alternate/Proxy Credential Form. Any subsequent changes of the appointment must be confirmed in writing to the Conference/AGM Credentials Chair by the club's signing officers or by the President; and
- b) The club must forward a signed copy of the form to the club's delegate/alternate/proxy, who must bring a copy of the form to the Conference/AGM in order to obtain voting privileges.

## **BY-LAW XIII A - REPRESENTATION AT DISTRICT AND SPECIAL MEETINGS**

### **Section 1 – Delegate Selection**

- a) Representation at a District meeting shall be decided by the previously assembled delegates representing the Clubs in the District. The delegates at such meeting shall select the method of representation for the next meeting based on one of the following models:
- b) Each Club shall be entitled to either:
- c) one (1) delegate for each twenty (20) members or fraction thereof, OR three (3) voting delegates from each Club in the District.
- d) Each Club must provide verification that it has remitted its annual fees to BPW Ontario as of April 30<sup>th</sup> and that the representatives are current members.

### **Section 2 - Special Meetings of Members**

- a) The President or any two member clubs may call a special meeting of members by giving at least ten (10) days' notice electronically or by post stating the purpose of such meeting;
- b) Representation from not less than fifty-one percent (51%) of the clubs of the Organization shall constitute a quorum;

- c) Should a special meeting outcome result in recommendations or requested action by the BPW Ontario Board of Directors, that a report be issued to the Board of Directors within two weeks of the special meeting date;
- d) The BPW Ontario Board of Directors is expected to review, deliberate, and respond to the entire membership within two weeks of receiving the special meeting report; and
- e) If the issue is not resolved to the satisfaction of the Board of Directors or the members, the issue may be elevated to the Board of Directors of BPW Canada for resolution.

## **BY-LAW XIV – VOTING BODY**

### **Section 1 – Voting at Meetings**

- a) The voting body at all meetings of BPW Ontario shall consist of duly accredited delegates and appointed proxies of Clubs in good standing.

### **Section 2 – Voting Quota**

- a) Each Club represented shall be allowed its full quota of votes whether or not it has its full representation of delegates as defined in By-Law XIII Section 4.

### **Section 3- Voting Body at Meetings**

- a) The voting body at all meetings of BPW Ontario shall include the duly elected Executive Officers of the Board of Directors as defined in By-Law V Section 1 of these Rules of Procedure.

### **Section 4 – Voting Body at Board Meetings**

- a) The voting body at Board meetings shall consist of the Executive Committee, District Directors, and the Chairs of Standing Committees. The Parliamentarian and Task Force Chairs do not have a vote.

## **BY-LAW XV - PARLIAMENTARY PROCEDURE**

### **Section 1 – Rules of Order**

- a) Conferences/AGMs shall be conducted in accordance with the Rules of Order to set out in Bourinot's Rules of Order and shall be monitored by the Parliamentarian.

## **BY-LAW XVI - AUDIT**

### **Section 1 – Appointing an Auditor**

- a) At each Conference/AGM the delegates shall appoint an auditor or auditors as required.

### **Section 2 – Auditor's Access to Book and Records**

- a) See By-Law XVI Parliamentary Procedure.
- b) The auditor(s) shall be given reasonable access to the books and records of BPW Ontario. They shall be entitled to require from the Board of Directors and any officer of BPW Ontario, such information and explanation as may seem necessary to perform the duties of the audit/review.

## **BY-LAW XVII – AMENDING BY-LAWS**

### **Section 1 – Repealing and Amending By-Laws**

- a) By-Laws may be made, repealed, or amended at any Conference/AGM by a majority vote, notice of motion having been received by the Resolutions, Commendations, and By-laws Chair by January 31<sup>st</sup>; and
- b) Amendments may be proposed only by the Board of Directors or by a club in good standing.

### **Section 2 – When By-Laws Can be Amended**

- a) Notwithstanding the provision of Section 1 above, amendments to these By-Laws may be made at any Conference/AGM of BPW Ontario provided the vote is unanimous and the proposed amendment is submitted in writing and read to the meeting at a session preceding the session at which the vote is taken.

### **Section 3 – Distribution of By-Laws**

- a) See By-Law XVII – Amending By-Laws.
- b) It is the responsibility of the Board of Directors to update the By-Laws as amended and distribute to the membership.

## **BY-LAW XVIII REGULATIONS**

### **Section 1 - Regulations**

- a) The Board of Directors shall have and publish Regulations not inconsistent with these By-Laws to deal with forms and procedures for the carrying out of these By-Laws, and may amend such Regulations from time to time, as the Board deems advisable; and
- b) The Regulations shall form an additional document to the By-Laws.

***BPW Ontario By-Laws Revised June 2023 –approval by BPW Canada pending***