



GIRLS INCORPORATED®
OF LIMESTONE, ALGONQUIN AND LAKESHORE

CORPORATE BY-LAWS

Revision 4.3 – Amendments Effective December 2009
Approved by General Membership – May 18, 2010

ARTICLE 1 - NAME

- 1.1 The name of the organization shall be Girls Incorporated® of Limestone, Algonquin and Lakeshore, and shall hereafter in the by-laws be referred to as the “Corporation.”

ARTICLE 2 - HEAD OFFICE

- 2.1 Until changed in accordance with the Corporations Act of Ontario, the Head Office of the Corporation shall be in the City of Kingston, Ontario.

ARTICLE 3 - CORPORATION VISION, MISSION, MOTIVATION, AND MANDATE

- 3.1 Vision: *Empowered girls and an equitable societysm.*
Mission: *Inspiring all girls to be strong, smart and boldsm.*
Motivation: *Because growing up is serious businesssm.*

Mandate:

“Girls Incorporated® of Limestone, Algonquin and Lakeshore is committed to inspiring all girls to be strong, smart and bold by promoting their emotional, physical and social well-being through the friendship and guidance of responsible, mature and caring women. We are dedicated to providing long-term, prevention-based education to our members.”

- 3.2 The Girls Inc. Advocacy Statements are provided to all Board and Staff Members and are reviewed regularly at Board meetings. The Advocacy Statements are utilized as the agency’s foundation for program planning, setting policy, program delivery and the advocacy of girls and young women.

ARTICLE 4 - MEMBERSHIP

- 4.1 Membership in the Corporation shall be limited to persons at least nineteen (19) years of age and organizations interested in furthering the objectives of the Corporation. Members must be approved for membership as per the Corporation’s operational policy.
- 4.2 Corporation members are comprised of the following individuals:
- (a) Members of the Board of Directors
 - (b) Committee Members active in the year preceding an Annual General Meeting
 - (c) Girls Inc. ONE-to-one Mentors
 - (d) Program Delivery Volunteers

- (e) One parent from a family whose daughter(s) is (are) participating in the Corporation's programs, providing said parent has reached the age of nineteen (19).

ARTICLE 5 - CONFIDENTIALITY

- 5.1 Every participant in the activities of the Corporation including, but not restricted to, Board members, paid staff members, placement students and adult volunteers shall be made aware of the individual's duty of confidentiality with respect to information acquired in the process of conducting Corporation business, interaction with a child or youth member or family, access to confidential Corporation files, or presence in the Corporation office, and will sign a declaration of confidentiality accordingly.

ARTICLE 6 - BOARD OF DIRECTORS

- 6.1 The property and business of the Corporation shall be managed by a Board of a minimum of eight (8) and maximum of twelve (12) Directors, of whom fifty percent (50%) plus one (1) shall constitute a quorum. Directors must be individuals at least nineteen (19) years of age with the power under law to contract. Directors shall become members of the Corporation within ten (10) days of their election or appointment.
- 6.2 Directors shall be elected by the members for a term of two (2) years, provided that in the first year after passage of this by-law, or in the first year following an increase in the number of Directors, fifty percent (50%) of the Directors or fifty percent (50%) plus one (1), should the number of Directors be uneven, shall be elected for a one (1) year term and the balance of the Directors shall be elected for a two (2) year term. The length of each Director's term shall be determined at the first meeting of the Board of Directors following the Annual General Meeting. In subsequent years, the term shall be as first set out above, provided that individuals are limited to a maximum of three (3) consecutive terms as Director.
- 6.3 A Director retiring following the completion of a total of three (3) terms on the Board of Directors may return to the Board after a one-year rest period. The returning Board member is then eligible to complete three (3) consecutive terms.
- 6.4 A retiring Director, who has served one's term, shall remain in office until the dissolution or adjournment of the meeting at which the individual's retirement is accepted.
- 6.5 The office of Director shall be automatically vacated:
 - (a) If a Director shall resign one's office by delivering a written resignation to the Secretary/Treasurer of the Corporation;

- (b) If the individual is found by a court to be of unsound mind;
- (c) If an individual becomes bankrupt or suspends payment or compounds with the individual's creditors;
- (d) On death;

provided that if any vacancy shall occur for any reason contained in this paragraph, the Board of Directors by majority vote, may, by appointment, fill the vacancy with a member of the Corporation and further provided that the right of the Board of Directors to fill any vacancy is effective only so long as a quorum of the Board remains as hereinbefore set out. If no quorum remains in office, the members shall fill vacancies at a special meeting of the members, duly called. Any persons so appointed to fill a vacancy shall be appointed for the balance of the term held by the vacating Director, and;

provided always that the Board of Directors may, by resolution passed by at least two-thirds (2/3) of the votes cast at a general or special meeting of which notice specifying the intention to pass such a resolution has been given, remove any Director before the expiration of the individual's term of office and may, by a majority of the votes cast at that meeting, elect a person in the individual's stead for the remainder of the term.

- 6.6 A general meeting of the Board of Directors may be held at any time and place in Ontario to be determined by the Directors, provided that forty-eight (48) hours' written notice of such meeting shall be given to each Director. There shall be at least four (4) meetings per year of the Board of Directors. No error or omission in giving notice of any meeting of the Board of Directors or any adjourned meeting of the Board of Directors of the Corporation shall invalidate such meeting, or make void any proceedings taken thereat, and any Director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.
- 6.7 Each Director is authorized to exercise one (1) vote, with the exception of the President or Chairman of any meeting, whose vote shall be a casting vote only.
- 6.8 If all the Directors of the Corporation consent thereto generally or in respect of a particular meeting, a Director may participate in a meeting of the board or of a Committee of the Board by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a Director participating in such a meeting by such means is deemed to be present at the meeting.

- 6.9 Where a Director of the Board's personal or professional interests are in conflict with the individual's involvement in conducting the business of the Corporation, a "Conflict of Interest" must be declared and the individual shall abstain from the deliberation and voting process. Where an individual is uncertain if an issue is in conflict, the individual must advise the Board of Directors, who will determine if a conflict does, in fact, exist.
- 6.10 A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of the Directors or Committee of Directors, is as valid as if it had been passed at a meeting of the Directors or Committee of Directors.
- 6.11 The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from one's position as such, provided that a Director may be paid reasonable expenses incurred by the individual in the performance of one's duties.

ARTICLE 7 - INDEMNITIES TO DIRECTORS AND OTHERS

- 7.1 Every Director or Officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless of the funds of the Corporation, from and against;
- (a) All costs, charges or expenses which such Director, Officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against the individual, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by the individual, in or about the execution of the duties of one's office or in respect of any such liability;
- (b) All other costs, charges and expenses which the individual sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by the individual's own wilful neglect or default.

ARTICLE 8 - POWERS OF DIRECTORS

- 8.1 The Directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally may exercise all such other powers and do all such other acts and things as the Corporation is, by its charter or otherwise, authorized to exercise and do.

The Directors shall administer the affairs of the Corporation in accordance with the Governing Board Policies passed from time to time by the Board of Directors.

- 8.2 The Board of Directors shall have the general management of the affairs of the Corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect.
- 8.3 The Directors shall have the power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an Officer or Officers of the Corporation the right to employ and pay salaries to employees. The Directors shall have the power to enter into a trust arrangement with a trust company for the purposes of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the Board of Directors may prescribe.
- 8.4 The Board of Directors shall take such steps as they deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objectives of the Corporation.
- 8.5 The Directors of the Corporation may from time to time:
- (a) Borrow money to the direct benefit of the operation of the Corporation, on the credit of the Corporation;
 - (b) Issue, sell or pledge debt obligations (including bonds, debentures, debenture stock or other like liabilities) of the Corporation but no invitation shall be extended to the public to subscribe for any such debt obligations;
 - (c) Charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired real or personal, movable or immovable property of the Corporation, including book debts, rights, powers, franchises or undertaking, to secure any debt obligations or any money borrowed, or other debt or liability of the Corporation;
 - (d) Delegate the powers conferred on the Directors under this by-law to such Officers of the Corporation and to such extent and in such manner as the Directors shall determine.

ARTICLE 9 - OFFICERS

- 9.1 The Officers of the Corporation shall be a President, a Past-President, a Vice-President and a Secretary/Treasurer, and any such other Officers as the Board of Directors may, by Governing Board Policy, determine. In the event a President

does not remain on as Past-President, or does so in a non-voting capacity if exceeding six (6) consecutive years in office, a second Vice-President will be appointed as the fourth Officer of the Corporation. Any two (2) offices may be held by the same person, with the exception of the office of President, who is precluded from holding any other office.

9.2 All Officers shall be elected at an Annual General Meeting of members.

ARTICLE 10 - DUTIES OF OFFICERS

- 10.1 The President shall be the chairperson of the Corporation and shall preside at all meetings of the Corporation and the Board of Directors.
- 10.2 In the absence or disability of the President, the Board of Directors, by majority vote, shall appoint a Director to perform the duties and exercise the powers of the President.
- 10.3 In collaboration with the Finance Committee, the Secretary/Treasurer is responsible for ensuring the Corporation keeps full and accurate accounts of all assets, liability, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall ensure deposit of all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or in the case of securities, in such registered dealer in securities as may be designated by the Board of Directors from time to time. The Secretary/Treasurer or the individual's delegate shall render to the President and Directors at the regular meeting of the Board of Directors, or whenever they require it, an accounting of all the transactions and a statement of the financial position of the Corporation.
- 10.4 The Secretary/Treasurer may be empowered by the Board of Directors upon resolution of the Board of Directors, to carry on the affairs of the Corporation generally under the supervision of the Officer thereof and shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. The Secretary/Treasurer or the individual's delegate shall give or cause to be given notice of all meetings of the members and of the Board of Directors, and shall perform such duties as may be prescribed by the Board of Directors or President under whose supervision the individual shall be. The Secretary/Treasurer shall sign under the seal of the Corporation which the individual shall deliver only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution.
- 10.5 The duties of all other Officers of the Corporation shall be defined in the Governing Board Policies, such as the terms of their engagement call for, or the Board of Directors requires of them.

ARTICLE 11 - RESOLUTION OF DOCUMENTS

11.1 Contracts, documents or any instruments in writing requiring the signature of the Corporation, must have prior approval of the Board of Directors, and shall be signed by the President and Executive Director, and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Directors shall have power from time to time by resolution to appoint a designated signing authority on behalf of the Corporation to sign specific contracts, documents and instruments in writing. The Directors may give the Corporation's Power of Attorney to any registered dealer in securities for the purposes of transferring of and dealing with any stocks, bonds and other securities of the Corporation. The seal of the Corporation, when required, may be affixed to contracts, documents and instruments in writing, signed as aforesaid or by any Officer or Officers appointed by resolution of the Board of Directors.

ARTICLE 12 - MEETINGS

- 12.1 For the purposes of Article 12, the term "member" means voting member. The annual or other general meeting of the members shall be held at the Head Office of the Corporation or at any place in Ontario as the Board of Directors may determine and on such day as the said Directors shall appoint.
- 12.2 At every Annual Meeting, in addition to any other business that may be transacted, the report of the Directors, the Financial Statement and an Accountant's Audit shall be presented and an Accountant will be appointed. The Board of Directors shall call a special general meeting of members on written requisition of members carrying not less than one-third (1/3) of the voting rights. A majority of members present in person or by proxy at a meeting shall constitute a quorum.
- 12.3 Fourteen (14) days' written notice shall be given to each voting member of an annual or special general meeting of members. Notice of any meeting where special business will be transacted should contain sufficient information to permit the member to form a reasoned judgement on the decision to be taken. Notice of each meeting of members must remind the member that one has the right to vote by proxy.
- 12.4 Each voting member present at a meeting shall have the right to exercise one vote. A member may, by means of a written proxy, appoint a proxy holder to attend and act at a specific meeting of members, in the manner and to the extent authorized by the proxy. A proxy holder must be a member of the Corporation.

- 12.5 A resolution in writing, signed by all members entitled to vote on the resolution at a meeting of the members, is as valid as if it had been passed at a meeting of the members.
- 12.6 No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meeting or make void any proceeding taken thereat and any member may, at any time, waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, Director or Officer for any meeting or otherwise, the address of the member, Director or Officer shall be the individual's last address recorded on the books of the Corporation.

ARTICLE 13 - VOTING OF MEMBERS

- 13.1 At all meetings of members of the Corporation, every question shall be determined by a majority of votes unless otherwise specifically provided by statute or by these By-Laws.

ARTICLE 14 - FINANCIAL YEAR

- 14.1 Unless otherwise ordered by the Board of Directors, the fiscal year end of the Corporation shall be December 31st.

ARTICLE 15 - COMMITTEES

- 15.1 The Board of Directors may appoint committees whose members will hold their offices at the will of the Board of Directors, and which members shall serve as such without remuneration.
- 15.2 Any such committees of the Board shall be provided with a committee Terms of Reference document which will outline the committee's reporting relationship with the Board of Directors and required operational procedures.

ARTICLE 16 - AMENDMENT OF BY-LAWS

- 16.1 The By-Laws of the Corporation, not embodied in the Letters Patent, may be repealed or amended by By-Law enacted by a majority of the Directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members present at a meeting duly called for the purpose of considering the said By-Law.

ARTICLE 17 - ACCOUNTANT

17.1 The members shall, at each Annual Meeting, appoint an Accountant to prepare a Review Engagement Report and/or Audit for report to the members at the next annual meeting.

ARTICLE 18 - BOOKS AND RECORDS

18.1 The Directors shall see that all necessary books and records of the Corporation, required by the By-Laws of the Corporation or by any applicable statute or law, are regularly and properly kept.

ARTICLE 19 - RULES AND REGULATIONS

19.1 The Board of Directors may prescribe such rules and regulations not inconsistent with these By-Laws and relating to the management and operation of the Corporation, as they deem expedient.