CFUW Perth and District
Constitution and Bylaw

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**Constitution**

**Article I—Name**
1. The name of this organization shall be Canadian Federation of University Women Perth and District, hereinafter referred to as “CFUW Perth and District,” or “the Club.”

**Article II—Purpose**
1. Promote high standards of public education, advanced study and research by women, and a sound concept of lifelong learning locally and nationally.
2. Advocate for the advancement of the status of women, human rights and the common good locally, nationally and internationally.
3. Promote cooperation, networking, support and understanding among women.
4. Encourage and enable women to apply their knowledge and skills in leadership and decision-making in all aspects of the political, social, cultural, educational and scientific fields.

**Article III—Membership**
1. The Club shall have one class of members, and each member shall have one vote on all matters that come before the members for decision.

**Article IV—Location**
1. The head office of the Club shall be in Perth or such other location in Lanark or Leeds-Grenville Counties or the Town of Smiths Falls as the Executive of the Club may determine from time to time.

**Bylaw**

1. **Interpretation**
   “Ad Hoc Committee” means a committee that is struck to perform a specific function for a specified period of time;
   “AGM” means the Annual General Meeting of the Club;
   “Annual Dues” means the dues payable by a member of the Club in each Fiscal Year;
   “Annual Report” means the report submitted annually to the members, comprising a summary of Club activities during a Fiscal Year and prepared by the President with contributions from the Officers and Committee Chairs and including the financial statements for that Fiscal Year;
   “CFUW” means Canadian Federation of University Women;
   “Club” means Canadian Federation of University Women Perth and District;
   “District” means the County of Lanark other than Perth, the County of Leeds-Grenville and the Town of Smiths Falls;
   “Due Date” for Club dues means October 31 or such other date in a Fiscal Year as may be determined by the Executive, effective upon at least thirty (30) days notice to the members;
   “Executive” means the Officers, Committee Chairs and Newsletter Editor;
   “Fiscal Year” means the accounting year of the Club;
   “General Meeting” means a meeting of the members of the Club held periodically throughout the Fiscal Year;
“Officers” means the President, the Vice President(s), the Past President, the Treasurer, the Secretary, and the Promotion and Membership Officers, acting as a body;
“Ontario Council” means Canadian Federation of University Women Ontario Council;
“Policy and Procedures Manual” means the CFUW Perth and District Policy and Procedures Manual, posted on the Club website;
“Signing Authority” means any of the President, the Vice President, the Past President and the Treasurer;
“Special Meeting” means a meeting of members other than the AGM or a General Meeting;
“Special Committee” means a Club committee that performs an annual function;
“Standing Committee” means a Club committee that performs a continuing function;
“Woman” means a person who identifies as being of the female gender.

The provisions of this Bylaw shall prevail in the event of any conflict between those provisions and the provisions of any policy or procedure of the Club.

2. **Language**

2.1 Meetings of the Club shall be conducted in English.

3. **Membership: Eligibility of Individuals**

3.1 Membership in the Club is open to Women interested in furthering the purposes of the Club. The Club values and seeks a diverse membership. There shall be no barriers to full participation in the Club on the basis of age, ancestry, colour, creed, disability, education, family status, marital status, place of origin, race, receipt of public assistance or sexual orientation.

3.2 A member is in good standing if the member has paid the Annual Dues by the Due Date.

3.3 A member in good standing of another member organization of CFUW shall be permitted to become a member of the Club in a Fiscal Year without paying Annual Dues for that Fiscal Year.

3.4 The Executive may confer an honorary membership in the Club for a period of one (1) year on a Woman who is not a Club member but who has made a significant contribution to CFUW, to the Club, or to the development of society in ways consistent with the purposes of the Club (herein called an “Honorary Member”). An Honorary Member is not entitled to hold office.

3.5 The Executive may confer a Life Membership in the Club on a member of the Club who has given outstanding service to the Club (herein called a “Life Member”).

3.6 Each member in good standing, other than an Honorary Member, shall be entitled to receive notice of, attend and vote at all meetings of the members of the Club.

4. **Finance/Dues**

4.1 The Fiscal Year of the Club shall be from July 1 to June 30 inclusive.

4.2 Each member of the Club other than an Honorary Member or a Life Member shall pay the Annual Dues. The Annual Dues shall consist of the then-current CFUW and Ontario Council dues plus an amount to be retained by the Club, approved at the AGM.

4.3 Annual Dues for a Fiscal Year are due by the Due Date, which is established annually by the Executive and shall not be later than October 31. Any member who fails to pay the Annual Dues by the Due Date shall not, until such Annual Dues are paid in full, have her name included in the
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membership list for that Fiscal Year, be eligible for participation in any activity of the Club in that Fiscal Year, or be eligible to vote at any Club meeting.

4.4 New members shall be accepted at any time in the Fiscal Year, but those joining after January 15th shall only pay half the Annual Dues for that Fiscal Year. Such Annual Dues are payable by the member on joining.

4.5 Any two Signing Authorities may, with the consent of the Executive, invest any of the Club’s funds that are not required for the normal operations of the Club (which operations include but are not limited to fundraising activities and special events) in an interest-bearing account or security at the most advantageous interest rate available for a term of up to three (3) years. The interest earned on these investments will be available to cover operating expenses.

4.6 Cheques, contracts and other legal documents and instruments shall require the signatures of any two of the Signing Authorities.

4.7 The Treasurer may approve disbursements submitted using the Club reimbursement form up to and including $100.00. Disbursements exceeding $100.00 for fund-raising purposes and special events, supported by an invoice and submitted using the Club reimbursement form, may be approved by the Treasurer and paid by cheque.

4.8 The Executive may approve disbursements submitted using the Club reimbursement form up to and including $500.00 and paid by cheque.

4.9 Disbursements in excess of $500.00 must be approved by a majority of the voting members present at a General Meeting, after notice of the motion to approve the disbursement has been given in the Club newsletter or agenda sent out before the General Meeting.

4.10 The Executive may recommend changes to any of the dollar amounts referred to in Section 4 at any time and from to time. Such change to be approved by the membership at a general meeting.

4.11 The completed unaudited financial statements shall be distributed with the Annual Report within sixty (60) days after the end of the Fiscal Year, together with the proposed budget for the next Fiscal Year. The audited (or as the case may be, reviewed) financial statements for the previous Fiscal Year shall be distributed to the incoming Executive and to all other members prior to the General Meeting in September of the next following Fiscal Year.

5. Governing Body

5.1 The Officers of the Club shall be the President, the Vice-President(s), the Past President, the Treasurer, the Secretary, and the Membership and Promotion Officers.

5.2 The Club Executive shall include the Officers and the Chairs of Standing and Special Committees.

5.3 The Officers shall be elected by the members at the AGM. The President, Vice President(s), and Past President shall serve for a minimum term of one year. All other Officers shall serve for a minimum term of two years. Committee Chairs shall be elected to the Executive by the Club members at the AGM for a minimum term of one year. If possible, some Executive members should be elected in one year and the remainder in the next.

5.4 Members of the Executive may serve a maximum of six (6) consecutive years, subject to the term limits of the specific positions. An Executive who has served for the maximum period is
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eligible to run for election as an Executive after an absence from office of three (3) consecutive years.

5.5 To be eligible for election to office and to remain in office, a Woman must be a member in good standing of the Club.

5.6 If an Officer leaves office for any reason before her term has expired, the President may appoint a replacement to serve until the following AGM or may divide the duties of the position among other members of the Executive.

5.7 In the event that an Officer position is not filled at the AGM, it shall be at the discretion of the President to divide the duties of that position between or among other Officers.

5.8 On proof of fraud, an undisclosed conflict of interest, or any conduct which may be detrimental to CFUW, the members may remove any Officer from office by a resolution passed by at least a two-thirds (2/3) majority of votes cast at a members’ meeting. A Notice of Meeting specifying the intention to pass such a motion must be given at least 30 days in advance.

6. Duties of Executive

6.1 The established duties of the Executive are described in the Policy and Procedures Manual and may be amended by the Executive from time to time.

6.2 A member of the Executive who is in any way directly or indirectly interested in an existing or proposed contract or transaction with the Club shall disclose it at the Executive meeting at which the contract or transaction is to be considered. No such Executive member shall attend any part of an Executive meeting at which such a contract or transaction is considered or vote on any motion regarding such a contract or transaction. The disclosure by an Executive member of a conflict of interest and her abstention from voting shall be recorded in the meeting’s minutes. The Executive member who absents herself due to a conflict of interest shall be included in determining the quorum for the meeting.

7. Standing Committees

7.1 The Club shall normally have six Standing Committees: Education, Literacy and the Arts; Environment; Hospitality; Interest Groups; Programs; and Social Justice. Standard Operating Procedures for all committees are included in the Policy and Procedures Manual.

7.2 The Executive may, from time to time, establish and set the terms of reference of one or more additional Standing Committees to be responsible for additional Club matters.

7.3 Unless otherwise set out in this Bylaw, each Standing Committee shall consist of the Chair or Co-chairs and sufficient members to fulfill the responsibilities of the Committee, appointed by the Chair(s) of the Committee from among the members of the Club.

7.4 Chairs of Standing Committees shall receive notice of, and may attend, the meetings of the Executive.

7.5 Chairs of Standing Committees shall update the Executive regularly on the activities of the Committee.

7.6 Chairs of Standing Committees shall prepare a brief final report of the Committee’s achievements during the year for the Annual Report.

7.7 All members of Standing Committees shall be members of the Club unless otherwise determined by the Executive.
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7.A.1 Education, Literacy and the Arts Committee:
7.A.1.1 The Education, Literacy and the Arts Committee shall assess the needs of district schools and of literacy programs at district libraries for the funding of ELA activities, and shall recommend the approval of such funding to the Executive, which may authorize it, taking into account the current Fiscal Year budget.

7.B.1 Environment Committee:
7.B.1.1 The Environment Committee shall bring current local, national and international concerns about the environment to the attention of the Club membership and the public and shall liaise with other groups concerned with environmental issues.

7.C.1 Hospitality Committee:
7.C.1.1 The Hospitality Committee shall be responsible for arrangements for the Fall Potluck, the Christmas Dinner, Resolutions Night, the Education Awards Dinner/Annual General Meeting and, as required, refreshments at General Meetings.

7.D.1 Interest Groups Committee:
7.D.1.1 The Interest Groups Committee shall promote the formation of Interest Groups, coordinate their activities and keep the membership aware of existing and new groups.

7.E.1 Programs Committee:
The Programs Committee shall arrange for and manage the Club programs (panels, guest speakers, other activities) for each Fiscal Year.

7.F.1 Social Justice Committee:
7.F.1.1 The Social Justice Committee shall bring current local, national and international concerns about social justice to the attention of the Club membership and shall liaise with other groups concerned with social justice issues, including but not limited to the CFUW Human Rights Committee.

8. Special Committees
8.1 There shall normally be five Special Committees: Education Awards, House Tour, Member Wellbeing, Nominating and Resolutions. Standard Operating Procedures for all Special Committees are included in the Policy and Procedures Manual.

8.2 The Executive may establish, from time to time, other Special Committees for particular tasks and set their terms of reference and the time frames for completion of those tasks.

8.3 Unless otherwise set out in this Bylaw, each Special Committee shall consist of the Chair or Co-chairs and sufficient members to fulfill the responsibilities of the Committee, appointed by the Chair(s) from among the members of the Club.

8.4 Chairs of Special Committees shall receive notice of, and may attend, the meetings of the Executive.

8.5 Chairs of Special Committees shall update the Executive regularly, as needed, on the activities of the Committee.

8.6 Chairs of Special Committees shall prepare a brief final report of the Committee’s achievements during the year for the Annual Report.

8.7 All members of Special Committees shall be members of the Club unless otherwise determined by the Executive.
8.A.1 Education Awards Committee:
8.A.1.1 A Vice President shall serve as Chair of the Education Awards Committee, and she shall appoint sufficient members to fulfill the responsibilities of the Committee. Some, but not all, of the members of the Committee shall, if available, be former Education Awards Committee members.

8.A.1.2 In the event the Vice President is unable to serve, the President shall appoint a former Education Committee Chair or a member with Education Awards Committee experience, if available, to serve as Chair.

8.A.1.3 The Education Awards Committee is responsible for reviewing the education award criteria yearly, forwarding any changes to the Executive for approval, and for choosing the recipients for education awards.

8.A.1.4 The amount of money available for educational awards in a Fiscal Year shall be determined in that Fiscal Year by the Executive.

8.B.1 House Tour Committee:
8.B.1.1 The House Tour Committee shall be responsible for planning and implementing this fundraising activity.

8.C.1 Member Wellbeing Committee:
8.C.1.1 The Member Wellbeing Committee shall be a communal unit to identify and provide aid, if required, to members in distress, either through illness or a serious personal event (e.g. the death of a close family member).

8.C.1.2 The committee shall consist of four to six members with connections to a number of the club members. There shall be no chair of this committee.

8.D.1 Nominating Committee:
8.D.1.1 The Immediate Past President shall serve as Chair of the Nominating Committee. She shall appoint sufficient members to fulfill the responsibilities of the Committee provided that some, but not all, of the members of the Committee shall be Executives. In the event the immediate Past President is unable to serve, the President shall appoint a former Past President or a former Officer, if available, to serve as Chair.

8.D.1.2 The Nominating Committee shall commence work no later than February in each Fiscal Year to prepare a slate of candidates to fill Executive positions that become vacant at the end of the Fiscal Year and shall present them to the Executive, at the latest, at its last meeting before the AGM.

8.E.1 Resolutions Committee:
8.E.1.1 A Vice President shall serve as Chair of the Resolutions Committee and shall appoint sufficient members to fulfill the responsibilities of the Committee.

8.E.1.2 In the event the Vice President is unable to serve, the President shall appoint a replacement to serve as Chair; if available, a former Past President or a former Officer.

8.E.1.3 The Resolutions Committee shall circulate resolutions received from CFUW National and CFUW Ontario Council for consideration at the General Meeting designated by the
Executive to consider resolutions, and it shall manage the execution of the Resolutions Night.

9. **Ad Hoc Committees**

9.1.1 The Executive may establish, from time to time, one or more Ad Hoc Committees for special tasks and set their terms of reference and the time frames for completion of those tasks (which shall in no event extend beyond the next AGM).

9.1.2 The Executive shall appoint as Chair of an Ad Hoc Committee a current or former Executive member or someone who has the special skills required to carry out the work of the Committee. The Chair shall appoint committee members from among the members of the Club sufficient to achieve the aims of the Committee.

10. **Archivist**

10.1 The Executive shall appoint an Archivist who shall be responsible for maintaining Club documents and Club material of a historical nature.

11. **Club Meetings**

11.1 *Robert’s Rules of Order (Newly Revised)*, shall govern all the Executive, General and Special meetings.

11.2 The date, time and place of Executive meetings in a Fiscal Year shall be decided by the Executive immediately following the AGM. In addition, the President may call a meeting of the Executive at any time and from time to time with notice in writing, including but not limited to email, no later than seven (7) days before the meeting.

11.3 An Executive may participate in an Executive meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. An Executive participating by such means is deemed to be present at that meeting.

11.4 General Meetings shall be held on the third Monday of each month from September through April, unless otherwise decided by the Executive from time to time and notified to the members at a General Meeting or with notice in writing.

11.5 Special Meetings may be called at any time by the President or, upon written request to the Executive by at least twenty percent (20%) of the members, at any time and from time to time, provided notice is given in writing, including but not limited to email, no later than thirty (30) days before the meeting.

11.6 Committee and Interest Group meetings shall be held at the dates and times determined by their respective Chairs or Coordinators.

11.7 The AGM shall be held in at a date and time in May or, at the option of the Executive, in June at a date, time and place determined by the Executive for the purpose of:

a) considering the financial statements;

b) electing the Executive;

c) appointing the auditor or other person to conduct a financial review;

d) honouring the recipients of the Education Awards; and

e) considering any other matters of business, provided that the notice of such AGM shall state the nature of that business in sufficient detail to permit a member to form a reasoned judgment on such business.
11.8 Notice of the AGM and the proposed slate of Executive members shall be given to the members in writing, including but not limited to email, no later than seven (7) days before the AGM.

11.9 Nominations from the floor to fill vacancies in the Executive positions will be accepted at the AGM, provided that consent has been received from the nominee(s).

11.10 Where there is more than one nominee for an office, voting for that office shall be by secret ballot.

11.11 The President shall hold a crossover meeting within 30 days of the AGM. This meeting should include both outgoing and incoming Executive members to allow for a turnover of roles and responsibilities, duties and information.

11.12 All executive, member and committee meetings shall be held in Perth and District.

12. **Voting Body**

12.1 All members of the Club in good standing on the date of the AGM, or any General or Special meeting, shall be entitled to vote on all matters before such a meeting.

12.2 Committee Chairs shall have a single or joint vote at Executive Meetings, depending upon whether the Committee has a single or joint Chairs.

12.3 Issues concerning CFUW National shall be determined by the President.

13. **Quorum**

13.1 Twenty percent (20%) of the members in good standing shall constitute a quorum for the AGM or a General or Special meeting.

13.2 Members may vote by proxy at a General or Special meeting or at the AGM by completing the form attached to this Bylaw as Appendix A and providing the completed form to an Executive no later than the start of the meeting at which the proxy is to be exercised.

13.3 A majority (51%) of the Executive shall constitute a quorum for a meeting of the Executive.

13.4 When a quorum is present at the opening of any meeting of the members or of the Executive, the business of the meeting may proceed. No vote may be taken on any motion without a quorum being present.

14. **Indemnity**

14.1 Every Executive member of the Club or other persons who have undertaken or who are about to undertake any liability on behalf of the Club or any organization 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 out of the funds of the Club, from and against:

a) all costs, charges and expenses whatsoever which such Executive members or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against her, or in respect of any act, deed, matter or thing whatsoever, done or permitted by her, in or about the execution of the duties of her office or in respect of any such liability; and

b) all other costs, charges, and expenses which she sustains or incurs in or about or in relation to the affairs thereof; except such cost, charge or expenses as are occasioned by her own willful neglect or default.
15. **Membership in Ontario Council and CFUW National**

15.1 The Club shall be a member of CFUW and Ontario Council and shall pay dues according to the Bylaws of those bodies.

16. **Attendance at Meetings of CFUW National, Ontario Council and Other Organizations**

16.1 The voting delegate(s) whom the club sends to a CFUW annual general meeting, an Ontario Council provincial conference, or the meeting of any other body shall be selected by the Executive.

16.2 The Executive may appoint delegates to non-CFUW meetings (e.g. United Nations Standing Committee, Chamber of Commerce).

16.3 The Club may reimburse the delegate attending any such conference or meeting for all or part of the registration fee and travel and living expenses to attend the conference or meeting, taking into account the nature and location of the conference or meeting, the amount budgeted in that Fiscal Year and the financial position of the Club.

17. **Additions and Amendments**

17.1 These Articles and Bylaw may be amended by the vote of at least two-thirds (⅔) of the members in good standing present at the Special Meeting at which a motion to make the amendment is made, providing that notice of such proposed amendment is given to the members in writing at least thirty (30) days before the meeting at which it is to be voted upon.

18. **Withdrawal from CFUW**

18.1 Withdrawal of the Club from membership in CFUW requires a vote at a General, Special or Annual meeting. A notice of meeting must be distributed to all members at least thirty (30) days prior to the meeting at which a vote shall be taken.

18.2 The Policy and Procedures Manual contains detailed information on the procedure to be followed in the event of a proposed withdrawal from membership in CFUW.

19. **Dissolution**

19.1 The members may dissolve the Club by the vote of at least two-thirds (2/3) of the members in good standing present at the AGM or General or Special Meeting at which a motion to dissolve is made, providing that notice of such motion is given to the members in writing at least thirty (30) days before the meeting at which it is to be voted upon.

19.2 All the Club’s assets remaining after payment of its liabilities shall be distributed as education awards, in accordance with the established pattern of distribution for such awards and any applicable Club policies and procedures last promulgated.

19.3 The Executive shall alone, and in its entire discretion, make such distribution.

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**Approval of the revised CFUW Perth and District Constitution signed and witnessed by:**

President:  

__________________________________________
Constitution and Bylaw: CFUW Perth and District

Vice President: __________________________________________

Treasurer: __________________________________________

Secretary: __________________________________________

Dated: __________________________________________
Appendix A

Proxy form for voting at a CFUW Perth and District General Meeting, Special Meeting or Annual General Meeting

Proxy for meeting of CFUW Perth and District meeting on __________________________ (date)

I, __________________________________________(please print name) a member in good standing of CFUW Perth and District, allow the individual named below (the proxy holder), who is also a member in good standing, to vote on my behalf at the meeting on the above-noted date.

Member’s signature: __________________________________________

Date: _______________________

Proxy holder (print name): _________________________________________