

CONSTITUTION FOR GUELPH WOMEN IN NETWORKING

1 NAME

1.1 The name of the organization is “Guelph Women in Networking” (“GWIN”).

2 MISSION, VISION AND PURPOSE

2.1 The mission of GWIN is to advocate the success of women in business by committing its members to supporting each other in their business, personal and professional development.

2.2 The vision of GWIN is to be the *Primary Resource* for supporting and connecting women in business.

2.3 The purpose of GWIN is to provide a forum for its members to build and maintain business relationships, and to grow and develop professionally. It will do this by any or all of the following:

2.3.1 providing programs that not only advocate the success of women in the business community, but also educate the members to enhance their professional development;

2.3.2 providing the opportunity for members to network with each other, guests and guest speakers, therefore strengthening both the organization and individual members;

2.3.3 increasing public awareness of the organization to attract and keep committed members;

2.3.4 to promote and encourage women in business and to consider and discuss all subjects affecting women in business;

2.3.5 to facilitate the exchange of information and ideas on matters affecting women in business and related subjects;

2.3.6 to associate, to affiliate and to federate with any association, society or organization, incorporated or unincorporated, with purposes the same as or similar to the purpose of GWIN;

2.3.7 to invest the monies of GWIN not immediately required in such manner as may, from time to time, be determined; and

2.3.8 to do all such other lawful things as may be incidental or may be deemed to be conducive to the attainment of these objects, or any of them.

2.4 The activities of GWIN shall be carried on without a view to profit.

Adopted by the Membership at the
Annual General Meeting, May 6, 2008

3 MEMBERSHIP

- 3.1 GWIN membership is open to all individuals meeting the following criteria:
 - 3.1.1 Interested individuals must be business women, women in business or women interested in business;
 - 3.1.2 Interested individuals must subscribe to the mission and purpose of GWIN, as set out in Article 2;
 - 3.1.3 Interested individuals must pay the annual membership fees, as determined by the Executive Committee;
 - 3.1.4 Membership is limited to individuals only. Membership is not available on a corporate, company or business basis. Membership is non-transferable.

- 3.2 There are two categories of membership:
 - 3.2.1 Active Members: a Lifetime Member or a person participating in the work of GWIN and paying the annual membership fee;
 - 3.2.2 Lifetime Members: an individual who is honoured for outstanding service to GWIN or an individual who has been rewarded for participation in GWIN. Such a member does not have to pay the annual membership fee;

- 3.3 Members in good standing have the following privileges:
 - 3.3.1 to attend GWIN members meetings and special events, subject to any associated fees, as determined by the Executive Committee;
 - 3.3.2 to receive any newsletters published by GWIN;
 - 3.3.3 to hold office and to vote at meetings of GWIN; and
 - 3.3.4 to additional membership privileges as determined by the Executive Committee.

- 3.4 Members have the following responsibilities and obligations:
 - 3.4.1 to uphold the mission and purpose of GWIN;
 - 3.4.2 to attend and actively participate in meetings;
 - 3.4.3 to ensure that the Executive Committee performs its duties responsibly and according to GWIN's Constitution and By-Laws; and
 - 3.4.4 to actively participate in the efforts to grow the success of GWIN, such participation includes but is not limited to:
 - 3.4.4.1 joining committees, as they may arise;
 - 3.4.4.2 participating in special events; and
 - 3.4.4.3 running for office;

- 3.5 The annual membership dues of the organization shall be set by the Executive Committee

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as deemed necessary and approved by the membership at the Annual General Meeting. Membership dues cover the calendar period from September to August. For new members only, the membership fee will be reduced by one-half after January 31st of any given year. A new member will be considered one who has not been a paid member for 18 months or greater.

4 TERMINATION OF MEMBERSHIP

4.1 A membership shall be considered terminated upon one or more of the following events:

- 4.1.1 upon death of the member;
- 4.1.2 upon the resignation of the member;
- 4.1.3 upon the expulsion of the member; or
- 4.1.4 upon a member's failure to pay dues for the current fiscal year.

4.2 A member may be expelled from GWIN upon any one or more of the following grounds:

- 4.2.1 a member has failed to maintain and uphold the mission and purpose of GWIN;
- 4.2.2 a member's behaviour is not in accordance with the purpose and spirit of GWIN;
- 4.2.3 a member's behaviour, whether by act or omission, verbal or otherwise, is deemed to be inappropriate or inconsistent with the mission, purpose or spirit of GWIN; or
- 4.2.4 a member fails to pay any dues, fees, or other administrative charges assessed against the member;
- 4.2.5 in accordance with the By-Laws.

4.3 A member shall only be expelled in accordance with the following procedures:

- 4.3.1 a member may only be considered for expulsion upon a majority vote of the Executive Committee, which shall then trigger the following procedures:
 - 4.3.1.1 a member may only be expelled upon a 2/3 vote in favour of expulsion by the Executive Committee;
- 4.3.2 a member must be provided with a minimum of thirty (30) days written notice of the impending vote, and such notice shall set out the grounds for such expulsion and the procedure of same;
- 4.3.3 upon receipt of such notice, a member, or her representative, may attend at the Executive Committee meeting where the vote is occurring to defend against such expulsion

5 EXECUTIVE COMMITTEE

Adopted by the Membership at the
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Executive Committee

- 5.1 The management of the affairs of GWIN shall be vested in the Executive Committee which shall report to the membership at general meetings.
- 5.2 The Executive Committee may pass By-Laws respecting the affairs of GWIN. Any By-Law passed by the Executive Committee shall be confirmed by a majority of members voting at a monthly meeting upon one week's notice being provided to the membership, duly called for that purpose, and shall not be effective until so confirmed and approved.
- 5.3 A GWIN By-Law, once enacted, may be amended in the manner as set out in any such By-Law. If a By-Law is silent on how it may be amended, then it shall be amended in the same manner as the Constitution. Any such amendment must comply with the Constitution.
- 5.4 The officers of GWIN shall include the President, Vice-President, Secretary, Treasurer, Membership Coordinator and Hospitality Coordinator.
- 5.5 The Executive Committee of GWIN shall consist of a minimum of seven (7) members and shall include the elected officers of GWIN, pursuant to 5.4, and the Past President. The term of every position of the Executive Committee shall be determined by the By-Laws of GWIN.
- 5.6 Any *ex officio* members of the Executive Committee, including the Past President shall not have a vote at Executive Committee meetings. The President shall only have a vote in the case of tie, at which point the President shall have a second or casting vote.
- 5.7 All Executive Committee positions shall be elected by the members at the Annual General Meeting, subject to 5.21 and 5.22.
- 5.8 A quorum of the Executive Committee shall consist of the greater of:
 - 5.8.1 a majority of voting members of the Executive Committee; or
 - 5.8.2 five (5) voting members of the Executive Committee.
- 5.9 Executive Committee members shall serve without remuneration and shall not receive any profit from their position as such. Notwithstanding the foregoing, the Executive Committee may appoint a member in an *ex officio* capacity, who may receive payment or honorarium for services performed. If duly authorized by two of three Signing Officers, members may be reimbursed for reasonable expenses incurred by them in the performance of their duties.
- 5.10 The Executive Committee shall meet at least once each month, save and except for the

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month of July.

- 5.11 The Executive Committee is empowered to establish, alter and dissolve such committees, standing or otherwise, as it deems necessary to vigorously promote the objectives of this Constitution and to appoint such chairpersons, vice-chairpersons and secretaries thereof.
- 5.12 Notice, save and except for notice of potential expulsion, may include an announcement at a monthly meeting, being posted in the monthly newsletter or via broadcast e-mail.

Election

- 5.13 Members of GWIN wishing to stand for a position on the Executive Committee may be formally nominated in writing, either by other members or themselves, before the Annual General Meeting. Nomination forms shall be distributed to the membership by the Secretary, or designated member, at the March members' meeting. Nominations shall be given to the Secretary, who will present them to the Past President, or designate. The names of all nominees shall be sent by the Secretary to all members with notice of the Annual General Meeting to be held in May. Nominations will also be accepted from the floor for each position at the Annual General Meeting.
- 5.14 At the Annual General Meeting, the Past President, or designate, shall present the slate of nominees to the members at the meeting. Members thus nominated shall be given the opportunity to accept or decline the nomination.
- 5.15 Nominees shall be elected by the members using secret ballots. Only active members in good standing and present at the Annual General Meeting shall be entitled to vote.
- 5.16 The positions of the Executive Committee shall be filled with the nominees with the majority of votes. In instances where there is no contest, the nominees shall win by acclamation.

Duties of Executive Committee

- 5.17 The primary function of the Executive Committee is to ensure that the mission and purpose of GWIN is upheld through all activities.
- 5.18 The duties of every member of the Executive Committee is:
 - 5.18.1 to attend all Executive Committee meetings, regular members' meetings, and any other activities of GWIN;
 - 5.18.2 to share a joint and collective authority and to remain united in all public decisions;
 - 5.18.3 Executive Committee meetings confidential to the attendees until details are issued to all members, upon consent of the committee as a whole;

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- 5.18.4 Executive Committee minutes, due to their confidential nature, are open only to Executive Committee members and to Active Members, upon request.
- 5.18.5 the Executive Committee is collectively responsible and accountable for the collection, safekeeping and expenditure of all funds, and ensuring accurate financial records are kept;
- 5.18.6 all Executive Committee members are required to pass on to their successors all information that shall ensure a smooth transition from one Executive Committee to the succeeding one;
- 5.18.7 each Executive Committee member is responsible for acting as host before, during and after each regular member meeting. To this end, Executive Committee members must greet members/guests at the door, and host individual dinner tables;
- 5.18.8 Executive Committee meeting expenses will be drawn from the treasury according to the annual budget. Any other expenditures incurred will only be paid according to the established budgets.
- 5.18.9 to fulfill the specific duties assigned to their position, as designated in the By-Laws of GWIN.

Termination of Position

- 5.19 Any member of the Executive Committee failing to attend three successive meetings without adequate reason may, upon notice to the member, and by vote of the Executive Committee be terminated from their position.
- 5.20 A member of the Executive Committee may also be terminated from their position, pursuant to 4.2 or 5.19, and in the same process as 4.3. A member of the Executive Committee may be terminated from their position and not expelled from GWIN.
- 5.21 A member of the Executive Committee may resign from their position, upon written notice to the Committee as a whole. Upon receipt of said notice, that member is thereby terminated from their position.

Vacancy

- 5.22 Should a vacancy occur in any position which thereby results in an Executive Committee of less than seven (7) members, or if the vacancy is an elected officer, pursuant to 5.4, then the position shall be filled by election at a following meeting of the members, in accordance with 5.12 to 5.15, with necessary modifications.
- 5.23 If a vacancy occurs which does not result in a Committee of less than seven (7) members, or is not a vacancy of an elected officer, pursuant to 5.4, then the Executive Committee shall determine whether it is necessary to fill the position prior to the next Annual General Meeting. If such a determination is made, then the position shall be filled by election at a following meeting of the members, in accordance with 5.12 to 5.15, with

necessary modifications.

6 GENERAL MEETINGS

- 6.1 There shall be a members' meeting every month, save and except during July and August. It is intended that such meeting shall be on the first Tuesday of every month, save and except that a different date may be selected to accommodate statutory holidays.
- 6.2 The members meeting in May shall be known as the Annual General Meeting for the election of the Executive Committee. At this time, reports (either verbal or written) of the season's activities shall be given by the President, Treasurer, Membership Coordinator, Public Relations Coordinator. Other Executive Committee members may give such report if deemed advisable by the Executive Committee.
- 6.3 Members' meetings will follow a format chosen by the Executive Committee. This may include, but is not limited to dinner, table-talk, programs, and special events.
- 6.4 Forty (40%) of active members present in person constitute a quorum of members for the transaction of business by the membership.
- 6.5 Questions arising at any meeting of GWIN shall be decided by a majority vote of those present and entitled to vote, unless otherwise stated in this Constitution or in the By-Laws. In the case of a tie, the chair of the meeting has a second or casting vote.

7 ANNUAL GENERAL MEETING

- 7.1 The Annual General Meeting agenda shall include, but not be limited to:
 - 7.1.1 approval of the minutes of the previous Annual General Meeting;
 - 7.1.2 a report from the President;
 - 7.1.3 a report from the Treasurer;
 - 7.1.4 approval of the Treasurer's report;
 - 7.1.5 a report from the Membership Coordinator;
 - 7.1.6 a report from the Public Relations Coordinator;
 - 7.1.7 a report from any other Executive Committee members;
 - 7.1.8 election of Officers and members of the Executive Committee;
 - 7.1.9 voting on any proposed amendments to the Constitution or By-Laws, or proposed new By-Laws; and
 - 7.1.10 elections

8 FISCAL YEAR

Adopted by the Membership at the
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8.1 The fiscal year of GWIN shall be from July 1st to June 30th.

9 DISSOLUTION

9.1 GWIN may be dissolved by two-thirds of the votes cast at a general meeting of members called for that purpose. On dissolution of GWIN, the property remaining after payment of all debts of GWIN shall be paid or transferred to a charity or charities chosen by the members of GWIN.

10 AMENDMENTS

10.1 Any amendment of this Constitution must be approved by a majority of the Executive Committee and sent to all members at least thirty (30) days in advance of the meeting at which it is to be presented, such notice to designate the section(s) proposed to be amended. Any such amendment must then be confirmed by a two-thirds majority vote of the active members present at a meeting duly called to consider the amendment.

11 RESCISSION

11.1 The Constitution of the Guelph Women in Networking, as attached hereto at Schedule 'A', is hereby rescinded.