

The
Constitution
Of The
Ontario Women in Law Enforcement

Proposed revisions of Constitution – to be ratified at 2018 AGM.

Revised: December 18th, 2017

BYLAW # 1

A bylaw relating generally to the conduct of the affairs of **ONTARIO WOMEN IN LAW ENFORCEMENT INC.** (the "Corporation").

ARTICLE I

Interpretation

1.1 Definitions

In this bylaw and all other bylaws and special resolutions of the Corporation unless the context otherwise requires:

- (a) "Act" means The Corporation Act of Ontario and any Act that may be substituted thereafter, as from time to time amended;
- (b) "Active Member" means a person that satisfies the qualifications of an active member as set in paragraph 8.2 (a) hereof and who has been admitted to membership in accordance with the provisions of section 8.3 hereof;
- (c) "Articles" means the articles of the Corporation upon which is endorsed the certificate of incorporation dated 16 October 1997, as from time to time amended, supplemented or restated;
- (d) "Associate Member" means a person that satisfies the qualifications of an associate member as set forth in paragraph 8.2 (b) hereof and who has been admitted to membership in accordance with the provisions of section 8.3 hereof;
- (e) "Board" means the board of directors of the Corporation;
- (f) Board of Trustee means; Board comprised of past executive members who have completed at least one full term in a particular voting position and have remained in good standing during the term(s) he/she served with the Organization. These past executive members shall be referred to as Board of Trustee members.
(Revised 2011).
- (g) Board of Trustee member; A OWLE member in good standing who has completed a full term as a Director on the OWLE Executive Board and has completed their term in good standing. In addition, a Board of Trustee member must be compliant with the responsibilities in accordance with Article 11, Board of Trustee. *(Revised 2011).*
- (h) "Bylaws" means this bylaw and all other bylaws of the Corporation from time to time in force and effect;
- (i) "Founding Executive" means Amy Ramsay, Myra James, Lee-Ann Ansell, Tracy Smith, Michele Paradis, Brenda Glass, Joanne Tawton, Lisa Hodgins, Pauline Gray, Monica Harris, and Val Jarvis. *(Name "Jarvis" Revised 1999)*

- (j) "Lifetime Membership" is restricted to the original Founding Executive Members and all those Executive Members who are subsequently elected or appointed to the Board, and who serve their full term of office. It can include those exceptional members who are considered by the Board to have provided an outstanding contribution to the organization. *(Added January 2001)*
- (k) "Members" includes Active Members, Associate Members, and Student Members;
- (l) "Member in Good Standing" means a Member who has paid in full all membership dues owing by her/him at that particular time.
- (m) "Ordinary Resolution" means a resolution passed by a majority of votes cast by members who voted in respect of that resolution
- (n) "Special Resolution" means a resolution passed by not less than 2/3 of the votes cast by the Members who voted in respect of that resolution;

Words and expressions defined in the Act have the same meanings when used herein.

ARTICLE II

Objects of the Corporation

1.2 Objects

The object of the Corporation is to encourage, promote, and advance women in law enforcement and shall include, but shall not be limited to:

- (a) securing proper training for women in the law enforcement profession;
- (b) encouraging the increased role of women in law enforcement;
- (c) assisting in the creation of support groups for women in law enforcement;
- (d) securing recognition of women within the law enforcement profession, and their work;
- (e) fostering closer official and personal relationships among women in law enforcement.

2.02 Nature

The Corporation shall be not-for-profit.

ARTICLE III

Business of the Corporation

3.1 Registered Office

Until changed in accordance with the Act, the registered office of the Corporation shall be in the Province of Ontario, and at such location therein as determined by the Board namely the residence of the President.

3.2 Execution of Instruments

Any contract, document or other instrument in writing requiring execution by the Corporation shall be executed by any two directors or officers, and all contracts, documents, or other instruments in writing so executed shall be binding upon the Corporation without any further authorization or formality. The Board is authorized from time to time, by resolution, to appoint any officer, or officers, or any other person, or persons, on behalf of the Corporation to execute, either manually or by facsimile signature, and deliver either contracts, documents, or other instruments in writing, generally or specific contracts, documents, or other instruments in writing. The term "contracts, documents, and other instruments in writing" as used in this Bylaw shall include, specifically but without limitation, deeds, mortgages, charges, security agreements, conveyances, releases, receipts and discharges for the payment of money or other obligations, transfers and assignments of property of all kinds, including, specifically but without limitation, transfers and assignments of shares, warrants, bonds, debentures or other securities and all paper writings.

3.3 Banking Arrangements

The banking business of the Corporation shall be transacted with such chartered banks, trust companies, credit unions or other bodies corporate or organizations as may from time to time be designated by or under the authority of the Board. Such banking business, or any part thereof, shall be transacted under such agreements, instructions, and delegations of powers as the Board may from time to time prescribe or authorize.

3.4 Withholding Information from Members

Subject to the provisions of the Act, no member shall be entitled to discovery of any information respecting any details or conduct of the Corporation's business which, in the opinion of the Board, it would be inexpedient in the interests of the members or the Corporation to communicate to the public. The Board may from time to time determine whether and to what extent and at what time and place and under what conditions or regulations the accounts, records and documents of the Corporation or any of them shall be open to the inspection of the Members, and no Member shall have any right of inspecting any account, record or document of the Corporation except as conferred by the Act or authorized by the Board or by resolution passed at a general meeting of Members.

3.5 **Borrowing**

The Board may, without the authorization of the Members:

- (a) Borrow money upon credit of the Corporation;
- (b) Issue, reissue, sell or pledge debt obligations of the Corporation, including bonds, debentures, notes or other evidences of indebtedness or guarantees, whether secured or unsecured; subject to section 59 of the Act, give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
- (c) Mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.

ARTICLE IV

Directors

4.1 Number of Directors

In accordance with the Articles, there shall be a minimum of 3 and a maximum of 15 directors. The exact number of directors to form the Board shall be determined from time to time by the Board Members. *(Revised January 2001)*.

4.2 (a) Qualifications

In order for an individual to be a director **not** including the position of President and Vice President, the individual must:

- (a) be an Active Member in Good Standing;
- (b) be 18 years of age or older; and
- (c) not have the status of a bankrupt

4.2 (b) Qualifications for position of President and Vice President

In order for an individual to be a director and hold the position of President or Vice President, the individual must:

- (a) be an active member in Good Standing;
- (b) be 18 years of age or older; and
- (c) not have the status of bankrupt
- (d) have served at least one full term as a director on the Board
- (e) Must not have been removed from the Board by the Board

4.3 (a) Election and Term

Subject as hereinafter provided, each director shall serve a term of 3 years. A director shall retire upon the expiration of the term but, if qualified, shall be eligible for re-election.

Such election shall be carried out as follow:

- (i) For the purpose of the election, the board shall at the appropriate monthly meeting appoint the necessary Returning Officers provided that they are members or life time members.
- (ii) The Returning Officer shall secure a sufficient number of ballots on which shall be printed the names of the qualified candidates.

- (iii) The names shall be placed on the ballots in alphabetical order and separate ballots shall be printed for the positions of President, Vice president, Administrative Record Keeper, Treasurer, Professional Association Liaison, Sergeant-at-Arms, Marketing, Media Relations / Editor, Herstorian, Professional Development, Northern Representative and Membership. The ballots shall be numbered consecutively, commencing with the number one.
- (iv) The Returning Officer will destroy all ballots received after a forty-eight hour recount period has elapsed or in the case of a recount, immediately thereafter.
- (v) The ballots will be mailed to the most recent recorded address of all eligible members. The Returning Officer shall secure a specific postal box to which all ballots shall be mailed by the voters. The Returning Officer(s) shall be the only one with access to the postal box or to the returned ballots and shall maintain custody of same until ballots have been destroyed in compliance with 4.03(d). The postal box shall be emptied by the returning officer at 15:00 hours on the twenty-first day after the meeting at which the nominations are made. Any ballots arriving in the postal box after the designated time will be void.
- (vi) Any ballot containing votes for more than one choice will be void.
- (vii) Neither the Returning Officer nor the Deputy Returning Officer shall vote in an election.
- (viii) The candidate who receives the highest number of votes within their specific position sought shall be elected as director in that position for the prescribed term of three years. In the event that an available director's position yields only one qualified candidate/nominee. That candidate/nominee shall be acclaimed in that position.
- (ix) Following the elections, the new Board of Directors shall be sworn to office at the earliest opportunity.
- (x) In the event that, there is an unexpected delay in conducting an election, in the interim, and until such time that an election is held, the incumbent directors shall continue in office until the successors are elected.

4.3(b) Notwithstanding Clause

If the Corporation is in the position of hosting a major event (i.e., International Police Conference), election of new executive members may be delayed until such time as the President deems suitable so as not to interfere with preparations for the event.

(Added 1999)

4.4 Nomination Procedure

Any individual who desires to be a candidate for a vacancy on the Board must:

- (a) meet all of the qualifications set forth in section 4.2 and/or 4.2a hereof; and
- (b) submit a nomination form to the Administrative Record Keeper, which declares the intention to run at the time specified by the Board.

4.5 Removal of Director

Subject to the provisions of the Act, the Members who are entitled to vote at Members meetings may by Ordinary Resolution at a special meeting remove any director or directors from office and may elect any qualified person or persons as a replacement for the remainder of the or their term.

4.6 Resignation of Director

A director may resign office by giving written notice of such resignation to the Corporation which resignation shall be effective upon receipt by the Corporation or upon the date specified in the resignation, whichever is later.

4.7 Vacation of Office

The office of a director shall be vacated if:

- (a) the member dies;
- (b) the member is removed from office in accordance with the provisions of section 4.5 hereof;
- (c) by written notice to the Corporation upon resignation;
- (d) the member becomes a bankrupt; or
- (e) the member ceases to be an Active Member in Good Standing.

4.8 Vacancies

Subject to the Act, a quorum of the Board may fill a vacancy in the Board, except a vacancy resulting from an increase in the minimum number of directors or from a failure of the Members who are entitled to vote in respect thereof, to elect the minimum number of directors. In the absence of a quorum of the Board, or if the vacancy has arisen from a failure of the Members to elect the minimum number of directors, the Board shall forthwith call a special meeting of members to fill the vacancy. If the Board fails to call such meeting or if there are no such directors then in office, any Active Member in Good Standing may call the meeting.

4.9 Meetings of Directors

Notwithstanding the provisions of section 10.1 hereof, meetings of the Board may be called upon 24 hours' notice in writing or by telephone by any officer or director of the Corporation. Any meeting of directors may be held at any place and time without such notice if all the directors are present or if a quorum is present and those directors who are absent have signified their consent to the holding of the meeting by an instrument in writing, or by telephone, or subsequently thereto signify their consent in writing. Any resolution passed or proceeding had or action taken at such meeting shall be as valid and effectual as if it had been passed or taken at a meeting duly called. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any director.

4.10 Quorum

A quorum for the transaction of business at any meeting of the Board shall consist of not less than one-third of the directors then in office. In the absence of a director, such director may make her vote known by way of a proxy vote. Such proxy vote must be made in writing or by electronic means and forwarded to the President or Vice-President and must be signed or identifiable. The Proxy vote must clearly indicate the intention of the director vis a vis the matters to be voted on.

4.11 Meetings by Telephone

If all the directors consent, a director may participate in a meeting of the Board or of a committee of the Board by means of such 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. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Board and of committees of the Board held while a director holds office.

4.12 Meeting of Board Without Notice

Except for an annual or general meeting of Members or for a meeting of the Board at which a director is appointed to fill a vacancy on the Board, no notice of meetings shall be necessary in order for the meeting to be duly constituted, provided that a quorum of directors is present.

4.13 Votes to Govern

At all meetings of the Board every question shall be decided by a majority of votes cast on the question, and each member of the Board shall have one vote. In the case of an equality of votes, the chairperson of the meeting shall not be entitled to a second or casting vote. A declaration by the chairperson of the meeting that a resolution has been carried and any entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of votes recorded in favor or against such resolution.

4.14 Chairperson

The chairperson of any meeting of the Board shall be the President, and in the President's absence, the Vice-President. If both the President and the Vice-President are absent, the directors present shall choose one of their numbers to act as chairperson of the meeting.

4.15 Remuneration and Expenses

The directors shall receive no remuneration as such, but shall be entitled to be reimbursed for expenses properly incurred by them while participating on the Board and any committee thereof, as approved by the directors.

4.16 Resolution in Lieu of Meeting

A resolution in writing, signed by all of the directors entitled to vote thereon at a meeting of directors or committee of directors, is as valid as if it had been passed at a meeting of directors or committee of directors and is effective from the date specified in the resolution, but that date shall not be prior to the date on which the first director signed the resolution.

ARTICLE V

ROLE OF THE DIRECTORS

5.1 Board of Directors

Should a vacancy of a position within the Board occur, the Board may assign the function of that Director to an existing Director pending its fulfillment. Refer to election procedure Article IV.

Each director of the Board Shall:

- Perform her duties in a manner creditable to the Ontario Women in Law Enforcement and in the best interest of the membership
- Attend a minimum of four monthly meetings in the calendar year and the Annual General Meeting.
- Attend and participate in the completion in a minimum of one training session yearly.
- Perform other duties as may be assigned by the Board
- In their absence at the monthly meeting, provide the Chair with a monthly report.

5.2 President

The President shall be the chief executive and operating officer of the Corporation and, subject to the authority of the Board shall have general supervision of the business of the Corporation, and shall without limiting the generality of the foregoing:

- (1) Preside at all meetings of the Board or committees of the Board.
- (2) Appoint standing committees and special committees.
- (3) Act as member ex-officio of all committees.
- (4) Coordinate committees.
- (5) Submit articles to the editor of the Corporation's official publication.

5.3 Vice-President

The Vice-President, if any, shall have all of the powers and authority, and shall perform all of the duties of the President in the absence of, disability or refusal to act of the President. In addition, the Vice-President shall assist the President, as necessary, in the performance of duties.

5.4 Administrative Record Keeper

The Administrative Record Keeper, if any, shall perform, among other things, the following functions:

- (1) Maintain such books, documents and papers as the Board shall determine.
- (2) Attend and keep detailed minutes of all meetings of the Board and Members.
- (3) Transcribe minutes and send copies to all members of the Board and to the editor of the Corporation's official publication within thirty days after the meeting.
- (5) Receive correspondence and other materials for the Corporation and maintain them in orderly files. Respond to correspondence as requested by the President and/or Board.
- (6) Assure that the records and files are available at meetings as may be needed or requested for reference. Advise the President and Board as requested during meetings.
- (7) Present minutes for approval at Members and Board meetings either in writing or as read, unless otherwise waived by a majority of the Members or of the Board, as the case may be.

5.5 Membership Chair

The Membership Chair or the director who is performing the function of the Membership Chair shall:

Functions:

- (a) Provide the Board with a complete and current listing of addresses and phone numbers and e-mails of all members. Update the list as required.
- (b) Maintain records of current dues paid and status of members
- (c) Present membership cards and receipts to those joining the Corporation and to those renewing dues.
- (d) Send notices to those who owe dues.
- (e) Keep the membership list current and accurate.
- (f) Coordinate with the treasurer to ensure that payments have been received.
- (g) Contact those members by telephone or e-mail, who have not renewed,

to ascertain the reason. Keep track of the reasons and provide the Board with a report to that effect.

(h) Ensure that membership e-mail is checked daily for electronic memberships, renewals or any other inquiries pertaining to memberships.

5.6 Treasurer

The Treasurer, or the director who is performing the function of the treasurer shall:

Functions:

- (1) Maintain custody of all funds, property and securities of the Corporation.
- (2) Submit records to the Corporation's accountant annually, prior to the preparation of tax returns and immediately after leaving office.
- (3) Endorse for collections, cheques, notes and other obligations and deposit in the bank of the Corporation.
- (4) Sign receipts, vouchers, cheques, bills of exchange and promissory notes issued by the Corporation.
- (5) Make payments as necessary on behalf of the Corporation.
- (6) Enter regularly on the books, the full and accurate account of all money received and obligations paid.
- (7) Render annual financial statements to the Board.
- (8) Make available at all times to the Board or Members, the Corporation's books.
- (9) Communicate with the Membership Chair to ensure payments received are recorded for new or renewing members.

5.7 Sergeant-at-Arms

The Sergeant-at-Arms, if any, shall perform, among other things, the following functions:

- (1) Maintain order at all Business, Member, and Board meetings.
- (2) Verify status of members present and their eligibility to vote at meetings.
- (3) Assist the President and the Board of Directors as requested.

5.8 Media Relations / Editor

(Position of media Relations Director and Editor merged in 2015)

Functions:

- (1) Prepare and manage the publishing and dissemination of the official publication of the Corporation.
 - (a) Edit items submitted for publication.
 - (b) Facilitate marketing and advertising for the magazine.
 - (c) Reach out to various sources for articles and submissions to the magazine.
 - (d) Communicate with the membership chair to obtain current membership list and forward any changes as received.
- (2) Promote the Corporation and its advancement by regularly supplying written articles for publication in law enforcement journals, magazines, etc. Promote Corporation through social media outlets.
- (3) Represent the Corporation and its objects to any media requesting such information.
- (4) Assist the President and the Board as required.
- (5) Act as the liaison between the Corporation and the Website Master.

5.9 Herstorian

(title amended December 14th, 2017)

The Herstorian or Director performing the function of the Herstorian shall: Functions:

- (a) Maintain the archives of the Corporation including but not limited to copies of all publications, minutes, training sessions and banquet literature (posters, programs etc).
- (b) Compile pertinent material of interest and/or concern to the Corporation.
- (c) Present materials of interest, as requested, to members at meetings and conferences.
- (d) Prepare displays and articles of historical value or of interest to the membership.
- (f) Assist the President and the Board as required.

5.10 Professional Development Director

The Professional Development Director, or the person performing that function, shall perform, among other things, the following functions:

- (a) Coordinate efforts in partnership with the Professional Development Committee for the advancement and development of members of the Board and/or the membership through a program of selected speakers, instructors, activities and events.
- (b) Provide the Board with a current list of speakers, listing their expertise prior to any training session.
- (c) Maintain a list of potential speakers and instructors including those provided by the Board and or the Professional Development committee.
- (d) Consult with the Board and get Board approval prior to the final decision regarding speakers/instructors for a training session.
- (e) Ensure attendees complete a speaker/event evaluation form for each training session/event and provide the Board with a summary of the survey at the monthly meeting following the event.

5.11 Special Events Director

The special Events Director, if any, shall perform, among other things the following functions:

- (1) Act as host at events and functions sponsored by the Corporation, by planning, coordinating, and directing the agenda of each of the aforementioned.
- (2) Assist the president and the Board as required.

5.12 Promotion and Marketing Director

The Marketing Director shall perform, the following functions:

- (a) Promote the Corporation and its objectives in any manner deemed appropriate to specific functions of the organization.
- (b) Acquire sponsors for selected functions sponsored by the Corporation.
- (c) Select and Purchase OWLE Promotional Merchandise including clothing, with prior financial approval from the Board.
- (d) Assist the President and Board as required.

5.13 Executive Liaison

(title amended effective 2013)

The Executive Liaison, if any, shall perform, among other things, the following functions:

- (a) Establish contacts and introduce the object of the Corporation to all professional law enforcement associations, unions, and affiliates within the Province of Ontario.
- (b) Assist the President and the Board of Directors as required.

5.14 Northern Representative

The Northern Representative or the person(s) performing the function of the Northern Representative shall perform, among other things, the following function:

- (a) Promote the Corporation and its mission to Northern Services/organization, including but not limited to providing outreach, presentation about the Corporation.
- (b) Be the liaison between the members from Northern Services/organizations and the Corporation.
- (c) Communicate special events, promotions, issues related to the Northern Area to the Board.
- (d) Assist the President and the Board as required.

ARTICLE VI

Committees

6.1 Standing Committee

The Corporation may have the following standing committees:

- (a) Bylaw Committee/ Strategic Planning Committee, chaired by the President;
- (b) Membership Committee, chaired by the Membership Director;
- (c) Official Publication Committee, chaired by the Media Relations/Editor;
- (d) Fundraising and Sponsorship Committee, chaired by the Director of Marketing.
- (e) Banquet Committee, chaired by the Board of Trustees Chair
- (f) Professional Development Committee, chaired by the Professional Development Director.

The composition and functions of each standing committee shall be determined by the Board.

Except as specifically provided by this constitution, the committees shall be appointed by the President for the duration of the term and perform such duties as written in Policy and Procedures. The President shall be a member ex-officio of all committees except the Nominating and Election Committee. Treasurer shall be a member ex-officio of the Membership Committee.

6.2 Other Committees

The Board may, from time to time, constitute such other committees as it deems necessary or advisable to assist the Board in carrying on the affairs of the Corporation.

6.3 Meetings

Except as may be provided by the Board, the committees may meet for the transaction of business, adjourn and otherwise regulate their meetings as they deem necessary provided, however, that a majority of the members of each committee shall constitute a quorum thereof for the transaction of business. Questions arising at any meeting of a committee shall be decided by a majority of votes.

ARTICLE VII

Protection of Directors, Officers and Others

7.1 Indemnification of Directors and Officers

The Corporation hereby consents that each and every officer and director of the Corporation shall be deemed to have assumed office on the expressed understanding and agreement and condition that every officer and director of the Corporation, her/his heirs, executors, administrators, estate and effects shall from time to time, and at all times, be indemnified and saved harmless out of the funds of the Corporation from and against all costs, charges and expenses whatsoever which such director or officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against the director or officer for or in respect of any act, deed, matter or transaction whatsoever made, done or permitted by the director or officer in or about the execution of the duties of the director or officer's office, and also from and against all other costs, charges and expenses which the director or officer sustains or incurs in or about or in relation to the affairs of the Corporation in respect of which the director or officer has acted honestly and in good faith with a view of the best interests of the Corporation.

7.2 Indemnification of Others

The Corporation shall indemnify and save harmless any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that the person is or was an employee or agent of the Corporation, or is or was serving, at the request of the Corporation, as a director, officer, employee, agent of or participant in another corporation, partnership, joint venture, trust or other enterprise, against expenses (including legal fees), judgments, fines, and any amount actually and reasonably incurred by the person in connection with such action, suit or proceeding if the person acted honestly and in good faith with a view to the best interests of the Corporation, and with respect to any criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that the conduct was lawful. The termination of any action, suit or proceeding by judgment, order settlement, or conviction, shall not, of itself, create a presumption that the person did not act honestly and in good faith with a view to the best interests of the Corporation, or, with respect to any criminal or administrative action or proceeding that is enforced by a monetary penalty, had no reasonable grounds for believing that the conduct was lawful.

7.3 Right of Indemnity Not Exclusive

The provisions for indemnification contained in the Bylaws of the Corporation shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any Bylaw, agreement, vote of Members or disinterested directors or otherwise, both as to action in an official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall ensure to the benefit of the heirs, executors and administrators of such a person.

7.4 No Liability of Directors, Officers or Employees for Certain Acts

No director, officer or employee of the Corporation, for the time being, shall be liable for the acts, receipts, neglects or defaults of any other director, officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the respective office or in relation thereto unless the same shall happen by or through the person's own willful act or default.

7.5 Insurance

Subject to the limitations contained in the Act, the Corporation may purchase and maintain such insurance for the benefit of its directors and officers as the Board may from time to time determine.

ARTICLE VIII

Members

8.1 Membership

There shall be three classes of members of the Corporation, namely:

- (a) Active Members;
- (b) Associate Members; and
- (c) Student Members.

8.2 Qualification for Membership

(a) *Active Members.*

To be eligible to become an Active Member, a person must be either:

- (i) a currently employed law enforcement officer having the power to arrest; or employed in a full-time capacity as a law enforcement educator, (*Revised 1999*) or
- (ii) a civilian member of a law enforcement agency occupying a permanent position; or
- (iii) a retired law enforcement officer who had the power to arrest while employed; or
- (iv) a retired civilian member of a law enforcement agency who, while employed, occupied a permanent position.

(b) *Associate Members.*

To be eligible to become an Associate Member, a person must have such training, experience or other professional attainments in the law enforcement or related fields as may be determined by the Board from time to time. Those persons employed as part-time law enforcement educators are eligible for Associate membership. (*Revised 1999*)

(c) *Student Members.*

To be eligible to become a Student Member, a person must be actively involved in the study of law enforcement, but not possess the power to arrest or be permanently employed by a law enforcement agency.

8.3 Admission to Membership

Eligible persons who desire to become Active or Associate or Student Members, as the case may be, must submit an application to the Board in the form prescribed by the Board from time to time. The Board shall, in its sole discretion, either accept or reject any application for membership. If the application is accepted by the Board, such applicant shall be admitted as an Active or Associate or Student Member, as the case may be, upon payment by her/him of the membership dues or portion thereof established by the Board from time to time. Upon becoming a Member, a person shall receive:

- (a) a unique membership number; and
- (b) access to the Bylaws, as may be amended from time to time.
- (c) copy of the Official publication.

8.4 Incorporators as Active Members

The First Directors, by virtue of the Act, are members of the Corporation and are hereby designated Active Members.

Furthermore, the First Directors will submit their Active Membership dues for the first year only. As compensation and recognition for their efforts in the formation of the Corporation, the First Directors will then be granted a lifetime membership in the Corporation.

Furthermore, subsequent serving executive members, either elected or appointed, will also be granted lifetime memberships to the Corporation as compensation and recognition for their service to the Corporation. *(Added 1999)*

8.5 Additional Classes of Membership

The Board may from time to time create additional classes of membership, including membership ex-officio.

8.6 Rights of Active Members

Each Active Member shall, provided the member is a Member in Good Standing, be entitled to:

- (a) receive notice of and to attend meetings of Members;
- (b) vote at meetings of Members (every Active Member in Good Standing having one vote except for the purposes of electing directors which shall be governed by the provisions of section 4.3 hereof);
- (c) receive a copy of the official publication of the Corporation; and
- (d) hold office in accordance with Article IV.

8.7 Rights of Associate Members

Each Associate Member shall, provided the person is a Member in Good Standing, be entitled to:

- (a) receive notice of and attend meetings of Members; and
- (b) receive a copy of the official publication of the Corporation.

An Associate Member shall not however, be entitled to vote at meetings of Members nor hold office.

8.8 Rights of Student Members

Each Student Member shall, provided the person is a Member in Good Standing, be entitled to:

- (a) receive notice of and attend meetings of Members; and
- (b) receive a copy of the official publication of the Corporation.

A Student Member shall not however, be entitled to vote at meetings of Members nor hold office.

8.9 Dues

Each Member shall be obligated to pay to the Corporation annual dues in an amount which shall be established by the Board from time to time. Upon payment of the annual dues in full, the Member shall be issued a new membership card *and a tax receipt*, which shall be valid for the upcoming year. The Board may establish different dues for Active, Associate, and Student Members. All Members will be issued a Member's number which will be unique to them.

8.10 Ceasing to be a member

A Member who fails to pay the Corporation any amount owing to the Corporation within thirty days of being notified in writing by the Membership Chair of the amount owing shall automatically cease to be a Member of the Corporation, however any Member may on payment of all unpaid amounts be reinstated by resolution of the Board.

8.11 Resignation of Members

Members may resign by resignation in writing which shall be effective upon receipt thereof by the Board. Upon resignation, the Member shall cease to be a Member of the Corporation and accordingly, shall cease to have any rights in respect thereof. Any membership fees paid shall not be refunded.

ARTICLE IX

Meetings of Members

9.1 Annual Meeting

Subject to the provisions of the Act, the annual meeting of the Members shall be at such place within Ontario and on such date in each year as the Board may determine. Any meeting of Members may be held outside Ontario, if all Members entitled to vote at that meeting so agree.

9.2 Special Meetings

Subject to the provisions of the Act, special meetings of the Members may be convened at any time and at any place by order of the President or by the Board on their own motion or on the requisition of Members as provided for in the Act.

9.3 Notice

Notice of the time and place of each meeting of Members shall be given in the manner provided in section 10.1 hereof not less than 30 nor more than 50 days before the date of the meeting to each director, to the auditor, if any, and to each Member who at the close of business on the record date, if any, is a Member in Good Standing.

9.4 Quorum

The quorum for the transaction of business at meetings of the Members shall consist of not less than 5 active Members who are Members in Good Standing present in person, except as otherwise provided by the Act or the Bylaws.

9.5 Chairperson

The chairperson of any meeting of Members shall be the President, if present, or the Vice-President in the President's absence. If neither the President nor the Vice-President is present, the Members present shall choose a person present to be the chairperson.

9.6 Votes to Govern

At any meeting of Members, every question shall, unless otherwise required by the Articles or Bylaws, be determined by the majority of the votes cast on the question. In the case of an equality of votes either upon a show of hands or upon a ballot, the chairperson of the meeting shall be entitled to a second or casting vote.

9.7 Show of Hands

Subject to the provisions of the Act, any question at a meeting of Members shall be decided by a show of hands unless a ballot is demanded as hereinafter provided. Upon a show of hands, every Member who is present and entitled to vote shall have one vote. Whenever a vote by a show of hands shall have been taken upon a question,

unless a ballot thereon is so demanded, a declaration by the chairperson of the meeting that the vote upon the question has been carried or not carried and an entry to that effect in the minutes shall be sufficient evidence of the fact without proof of the number or the proportion of the votes recorded in favor of or against the resolution or the proceeding in respect of the question, and the result of the vote so taken shall be the decision of the Members upon the question.

9.8 Ballots

On any question proposed for consideration at a meeting of Members, and whether or not a show of hands has been taken thereon, any Member entitled to vote at the meeting may require a ballot. A ballot so required shall be taken in such manner as the chairperson shall direct. A requirement for a ballot may be withdrawn at any time prior to the taking of the ballot. If a ballot is taken, each Member entitled to vote at the meeting shall be entitled to one vote and the result of the ballot so taken shall be the decision of the Members upon the question.

9.9 Voting By Proxy

Members wishing to vote by proxy on matters not voted on by mail Ballot shall forward their vote in writing or e-mail to the President two business days prior the meeting. The President shall make known the vote at the appropriate time. The Proxy vote shall include the Member's full name, membership number, organization and their vote.

9.10 Resolution in Writing

A resolution in writing signed by all Members entitled to vote thereon at a meeting of Members including all if any proxy votes received as per Article IX section 9.10 is as valid as if it had been passed at a meeting of the Members.

ARTICLE X

Notices

10.1 Method of Giving Notices

Any notice to be given (which term includes sent, delivered, or served) pursuant to the Act, the Articles, the Bylaws or otherwise to a Member, director, officer, auditor, member of a committee, shall, unless otherwise specified in the Act, the Articles, or the Bylaws, be sufficiently given if delivered personally to the person to whom is to be given, or if delivered to the last address known to the Corporation, or if mailed to the last address known to the Corporation by prepaid ordinary mail, or if sent to the last address known to the Corporation by transmittal by telecopier, facsimile or other electronic means. A notice so delivered shall be deemed to have been given when it is delivered personally, to the last known address, or known e-mail address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box, except in the case of an interruption in mail service in which case notice shall be deemed to be received when personally delivered; and a notice so sent by any means of transmittal by telecopier, facsimile or other electronic means shall be deemed to have been given on the date of transmittal.

10.2 Computation of Time

In computing the date when notice must be given under provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

10.3 Execution of Notice

The signature of any notice to be given by the Corporation may be lithographed, written, printed, or otherwise mechanically reproduced.

10.4 Omissions and Errors

The accidental omission to give any notice to any Member, director, officer, auditor, member of a committee, or the non-receipt of any notice by a member, director, officer, auditor, member of a committee, or any error contained in any such notice, not affecting the substance of the notice, shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

10.5 Waiver of Notice

Any Member, director, officer, auditor, member of a committee, may either before or after any meeting, waive any notice, or waive or abridge the time of any notice, required to be given under any provision of the Act, the regulations, the Articles, the Bylaws or otherwise, and such waiver or abridgment shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgment shall be in writing.

10.6 Proof of Service

A certificate of the Secretary or other duly authorized officers of the Corporation in office at the time of the making of the certificate as to facts in relation to the mailing or delivery of any notice to any Member, director, auditor, or officer or publication of any notice shall be conclusive evidence thereof and shall be binding on every member, director, auditor, or officer of the Corporation as the case may be.

Article XI

Board of Trustees

(Revised 2004)

11.1 Purpose and Responsibilities

The Association recognizes the value of the combined resources and experience of past presidents and past Executive Council Members. The Board of Trustees is entrusted with safeguarding the purposes and objectives of this Association. The Board of Trustees shall serve as an advisory body to the President and Executive Council. The Board of Trustees shall consider and advise on matters of policy, procedures, finance, and other matters relating to the Association. The Chair of the Board of Trustees shall deliver recommendations from the Board of Trustees to the President and Executive Council.

11.2 Members and Qualifications

There shall be a Board of Trustees whose members are comprised of Past Presidents and Past Executive Members. All members must have served a minimum of one full term in an executive position. All members shall be active members of the Association.

11.3 Terms of Office

Membership shall become automatic with the expiration of active terms as officers on the Executive Council (including the Presidency). Members shall remain on the Board of Trustees for an indefinite term. The Chair of the Board of Trustees shall be the immediate past-president of the Executive Council unless that person declines the position in which case the Chair shall be elected by that body for a three-year term.

11.4 Resignations

Any member of the Board of Trustees may resign at any time by giving written notice to the Board of Trustees and President and Executive Council.

11.5 Removal

A member of the Board of Trustees may be removed if the member fails to attend the required number of meetings per year.

11.6 Reinstatement

A member may be reinstated to the Board of Trustees with the approval of three-quarters of the Board of Trustees and the majority approval of the President and Executive Council.

11.7 Meetings

The Board of Trustees shall hold at least one Trustee Meeting during the year and may attend the Annual General Meeting of the Association. Members of the Board of Trustees are required to attend 1/3 of the total number of monthly meetings held by the President and

Executive Council. Special meetings may be called at the request of the Chair of the Board of Trustees. All Board of Trustee members must be notified, in writing or electronically, at least thirty (30) days in advance of the meeting.

11.8 Voting

No member of the Board of Trustees shall be a voting member, on any issue pertaining to the President and her Executive Board. The Board of Trustees may be consulted by the President prior to any vote, upon request by the President.

ARTICLE XII

Miscellaneous

12.1 Use of Proceeds

The income and property of the Corporation derived, shall be applied solely towards the promotion of the objects of the Corporation, as set forth in its Articles, and no portion thereof shall be paid or transferred or be available directly or indirectly by way of dividend, bonus or otherwise howsoever for the benefit of any Member or Members of the Corporation. Provided that nothing herein shall prevent the payment in good faith of reasonable remuneration to any servant of the Corporation, in return for any services actually rendered to the Corporation, but no director of the Corporation shall be appointed to any salaried office of the Corporation or any office of the Corporation paid by fees and that no remuneration or other benefit of money or moneys shall be given by the Corporation to any of its Members.

12.2 Policy for purchases / use of services / use of OWLE Brand

(Revised 2017)

- (a) No member working on behalf of OWLE shall commit to the purchase/use of services, product or similar without first presenting proposal to the OWLE Executive Board. This includes use of the OWLE brand. The OWLE Executive Board will then discuss, and advise in writing whether or not proposal is approved to move forward. Once such service, product or similar is secured, the member responsible will submit to the OWLE Treasurer a written estimate from the source for retention until final reconciliation of bill submitted by the provider.
- (b) No Executive Board Member / Board of Trustee / OWLE Member shall use the OWLE brand unless approved by the OWLE Executive Board. Formal requests will be made at Executive Board meetings and the decision will be reflected in meeting minutes.

12.3 Amendment of Bylaws

The directors, by resolution, may make, amend, or repeal any Bylaws, provided that the enactment, repeal, or amendments of such Bylaws shall not be enforced or acted upon until sanctioned by an affirmative vote of not less than 2/3 of the votes cast by the Members who were entitled to vote thereon at a meeting duly called for the purpose of considering the said Bylaws.

12.4 Invalidity of Any Provision of This Bylaw

The invalidity or enforceability of any provision of this Bylaw shall not affect the validity or enforceability of the remaining provisions of this Bylaw.

12.5 **Rules of Order**

All questions not herein provided for, shall be decided upon the principles laid down in *Robert's Rules of Order* and when the ruling of the President is so based on the Rule of Order it cannot be appealed against to unseat a member.

Article XIII

Professional Development

(Revised 2017)

13.1 Guidelines for Selection of Funded OWLE Board Member / Board of Trustee for Annual Training Conference

- (a) The following criteria have been established as a guideline, to select the funded OWLE Executive Board Member or Board of Trustee for an annual Conference. The funding will be a set amount as established by the Executive Board. These guidelines may change at any given time subject to the Organization's fiscal restraint. The President and the rest of the Executive Board will make the final decision.
 - (i) The applicant must be an O.W.L.E Executive Board member or Board of Trustee in good standing.
 - (ii) In the spirit of providing accessibility to the largest number of people as possible, generally, the delegate should not have been sponsored the previous year. This clause should only apply if more than 2 delegates apply for funding.
 - (iii) The applicant must not be receiving funding from another source such as but not limited to their police service.
 - (iv) The applicant must have paid for their registration and provide the receipt to show payment.
 - (v) Type of conference can include: IAWP Annual Conference, AWLE Annual Conference or any other conference that is leadership based for professional development. When applying for funding for the IAWP Conference, the member shall be an IAWP Active Member.
- (b) In order to apply for the sponsorship funding, the applicant shall forward an e-mail to president@owle.org with a cover letter requesting to be sponsored to attend the Conference and the reason for the request.
- (c) The sponsorship funding will be decided and awarded once the deadline has arrived provided all of the conditions have been met.
- (d) The deadline for the application will be July 1st for the corresponding year.
- (e) The applicant(s) will be notified by e-mail or telephone as to whether or not their application was successful. The names of the successful applicants will be reflected in OWLE Meeting Minutes.
- (f) Upon their return, the successful applicants are expected to submit an article to the OWLE newsletter about their experience at the Conference.

- (g) There will be a maximum of two (2) Executive Board Member(s) and /or Board of Trustee member(s) sponsored each year. The total amount allotted will be \$1000 between the two members.
- (h) To receive the sponsorship money, the member must provide a receipt for either registration, accommodation or travel expenses. Accompanying the receipt will be an OWLE expense form. These two items will be forwarded to the current Treasurer for reimbursement.

13.2 Guidelines for Selection of Funded OWLE Member for Annual Training Conferences

- (a) The following criteria have been established as a guideline, to select the funded OWLE Member to the annual Training Conference. The funding will be a set amount as determined by the OWLE Executive Board. The President and the majority of the OWLE Executive Board will make final approval of the successful delegate. These guidelines may change at any given time subject to the Organization's fiscal restraint.
 - (i) The applicant must be an O.W.L.E member in good standing prior to registering for the conference.
 - (ii) In the spirit of providing accessibility to the largest number of people as possible, generally, the delegate should not have been sponsored the previous year. This clause should only apply if more than 2 delegates apply for funding.
 - (iii) The applicant must not be receiving funding from another source such as but not limited to their police service.
 - (iv) The applicant must have paid for their registration and provide the receipt to show the payment.
 - (v) Type of conference can include: IAWP Annual Conference, AWLE Annual Conference or any other conference that is leadership based for professional development. When applying for funding for the IAWP Conference the member shall be an IAWP Active Member.
- (b) In order to apply for the sponsorship funding, the OWLE Member shall forward an e-mail to president@owle.org with a cover letter requesting to be sponsored to attend the conference and the reason for the request. The e-mail must include your name, organization, member number if available, copy of the paid registration receipt and contact information including address, and telephone number where you can be reached and preferred e-mail address.
- (c) The sponsorship funding will be decided and awarded once the deadline has been reached and provided all of the conditions have been met.
- (d) The deadline for the application will be July 1st of the corresponding year. The deadline will be indicated on the website www.owle.org in the Member's only site.
- (e) The applicant(s) will be notified by e-mail or telephone as to whether or not their application was successful. The name of the successful applicant will be reflected in OWLE meeting minutes.

- (f) Upon their return, the successful delegate is expected to submit an article to the OWLE newsletter about their experience at the Conference.
- (g) There will be a maximum of one (1) delegate sponsored each year for a total amount up to \$1000. This amount may change at any given time subject to the Organization's fiscal restraint.

ARTICLE XIV

Winding-Up

14.1 Dissolution

The Corporation shall be dissolved voluntarily whenever a Special Resolution requiring the Corporation to be so dissolved is passed by each class of Members whether or not they are otherwise entitled to vote.

14.2 Distribution on Dissolution

Upon the dissolution of the Corporation, the remaining property of the Corporation (after payment of all debts and liabilities) shall be distributed to a non-profit and/or charitable organization or organization whose objects are similar to those of the Corporation, or failing the existence of any such organization or organizations, to such non-profit and/or charitable organization or organizations as may be designated by the directors of the Corporation.

MADE by the Board the _____ day of _____, 20XX

CONFIRMED by the Members in accordance with the Act the _____ day of _____, 20XX.

President

Administrative Record Keeper