



## **Ladies Who Lead Constitution**

### **Preamble**

The purpose of the Ladies Who Lead (LWL) is to foster a network of dynamic, professional women empowered through support, inspiration, and mentoring to promote the success of women in business and their professions. LWL strives to uphold our foundational pillars of building business, building self, building relationships, and building community. The policies and provisions within this document represent integrity and mutual respect that is expected of all executives (ELT Members) and General Members within Ladies Who Lead.

### **Definition of Terms**

LWL: Abbreviation for Ladies Who Lead

Executive Leadership Team (ELT): appointed within LWL that have the ability to put plans, actions or events into effect under the letterhead "Ladies Who Lead"; have the ability to put forward amendments to the constitution which will then be voted and decided upon by the ELT within the LWL. ELT may also be referred to as Members of the Executive throughout this document.

General Member: A member within the LWL that has the ability to participate in all LWL events if they meet the requirements for the event and they have paid their general membership fee.

### **Section 1-** **Name and Mandate**

- 1.1 The organization shall be known as "Ladies Who Lead" (LWL).
- 1.2 This is a not-for-profit incorporated organization
- 1.3 LWL shall adopt logos or other identifying marks as the ELT shall from time to time approve.

- 1.4 LWL shall strive to represent the collective interests and promote the general welfare of its membership.
- 1.5 LWL shall strive to provide networking and development aimed at empowering women to strengthen themselves and their businesses through collaboration, education and peer support.
- 1.6 LWL shall strive to achieve the four pillars (list the pillars)

## **Section 2- Membership**

- 2.1 The founder of LWL is Shannon McMannis
- 2.2 Membership to LWL shall be open to all that apply, however, requires the completion of an application which is to be approved by the ELT (see 2.5 for membership criteria)
- 2.3 A membership is valid from the first of the month in which the member paid the fee to the first of the month of the following year. If the membership renewal is not paid within the 30-day renewal period, then the Member could incur an overdue charge.
- 2.4 Membership in LWL shall be administered by the ELT (as defined in Section III below) and shall be subject to the provisions of subsections 2.5 and 2.6 below. Membership in LWL shall include, but not be limited to, the following classes:
  - (a) Executive Leadership Team Class: Members of the Executive shall be Members of LWL, and any annual membership fee must be paid. Each Member of the ELT shall have one vote at all ELT meetings;
  - (b) General Membership Class: All those eligible for membership in LWL in accordance with subsection 2.2 above shall become general members upon payment of any annual membership fee established by the E. General members must have paid the necessary fees. General Membership Class includes Individual, Corporate and Associate memberships.
  - (c) Supporting Team Class: All those eligible for membership in LWL in accordance with subsection 2.2 and qualifying in the General Membership Class in accordance with subsection 2.4 (b) are eligible for appointment to Supporting Team positions.

2.5 To be considered for a Membership, the application consists of the criteria as followed;

- (a) Members must be 18 years of age or older.
- (b) The applicant member, promise NOT to use or conduct any fraudulent or business activity or have more than one Member Account at any time.
- (c) You must have a connection to Brantford, Brant or Six Nations (e.g., resident or employed/business opportunities or have a desire to build connections in the community).
- (d) You must be currently employed, self-employed, freelance, retired, or a student
- (e) Adhere to the Code of Ethical Conduct.
- (f) Pay your membership fees promptly within 30 days of your renewal period.
- (g) Maintain and promote a positive, supportive attitude to your peers.
- (h) Participate in initiatives that support volunteerism and philanthropy.
- (i) You must act as a Ladies Who Lead Ambassador.

2.6 A Member shall be deemed to be a “Member in Good Standing”, provided that the Member;

- (a) Actively participates in meetings, events, etc. and maintains a minimum of 25% of attendance per year. Not complying with this provision may risk having membership revoked.
- (b) Upon initial membership acceptance, the annual membership fee must be paid within the first 30 days. No refunds will be issued at any point.
- (c) Maintains and promotes a positive and supportive attitude to other members and those who attend events and meetings.
- (d) Be an active participant in community initiatives or projects supported by LWL. In doing so, acting as an ambassador to LWL.
- (e) Upholds and observes the rules, policies and procedures appearing in this Constitution or as set by the ELT from time to time.
- (f) Upholds and observes the rules, policies and procedures appearing in the LWL Code of Ethical Conduct.

2.7 Failure to remain a Member in Good Standing as defined in subsection 2.6 above shall have the following consequences:

- (a) In the case of non-payment of LWL membership fees, benefits, and privileges of membership in LWL and the right to take part in LWL events and meetings will be revoked automatically. Membership will be reinstated only on payment of all membership fees at that time due and overdue.
- (b) Members of LWL alleged to have committed an “Offence of Conduct” as outlined in the LWL Code of Ethical Conduct (Code) could face immediate suspension from participation in LWL and will be dealt with in accordance with the provisions in the Code.
- (c) In all other cases, cancellation of membership or suspension of benefits and privileges shall be at the discretion of the ELT. If such action is taken, a notice of the decision of the ELT shall be to the Member affected within 48 hours of the decision. The affected

member shall have the right to appeal the decision in accordance with the following procedure:

- (j) Within 7 days of receipt of notice of the decision of the ELT, the Member affected may submit a written request for an appeal hearing. The Chairperson will then arrange for the hearing of the appeal at the next regularly scheduled ELT meeting or request an emergency meeting. The Member affected shall be given the right to make presentations to the ELT and present evidence supporting that Member's standing; and
- (ii) If the ELT upholds its original decision, then the decision is final
- (iii) If the decision is overturned, all privileges and benefits will be reinstated

2.8 Upon termination of the membership, the member will be removed from the online social community and LWL's online presence, etc.

2.9 If a Member would like to withdraw their membership, the Member will not receive a refund for the remainder of the existing membership year and must provide written notification within 30 days

2.10 Privileges and benefits of LWL Members in Good Standing shall include, but not be limited to, timely notification of all social events and meetings, proceedings, and summaries of general meetings, and, upon request, access to records of LWL under supervision of a member of the ELT.

### **Section 3-** **Executive Leadership Team (ELT)**

3.1 It is the right of the Founder to make any changes or amendments to the ELT, general membership, and direction of Ladies Who Lead should they not adhere to the mission and values of the organization.

3.2 The general management of LWL shall be vested in the ELT.

3.3 There is a minimum of 3 and a maximum of 7 ELT positions, excluding the Chairperson

3.4 The ELT is subject to the guidelines as set out in the Ladies Who Lead Constitution and Code of Ethical Conduct.

3.5 ELT members serve as guiding directors and resources to the membership. ELT Members will participate in community opportunities to promote LWL, will engage in exploring strategic partnerships, and nurture philanthropic ideals.

3.6 The incoming ELT Members are recruited and nominated by the Membership or ELT and are appointed by current ELT members. Keeping in mind diversity, equity, and inclusion during the process.

3.7 ELT Members shall serve a two-year renewable term upon the completion of an ELT 'shadowing' period as set out in section 3.8 below. Members are appointed to staggered terms to preserve continuity.

3.8 Upon acceptance of office all newly appointed ELT Members must undergo a one-month 'shadowing' period for the ELT role to be assumed. This period shall commence immediately following the appointment of new ELT Members. It is the duty of the ELT to ensure all new ELT Members are prepared, in every aspect, to maintain their new position for the course of the next two years.

3.9 It shall be a fundamental duty of the ELT to ensure a healthy transition of LWL each year. This includes, but is not limited to, the release of electronic copies of all documents and proprietary information in an effort to maintain transparency.

3.10 There shall be regular ELT meetings and the minutes of each meeting should be recorded, distributed to other members of the ELT, and archived for future use.

3.11 The Founder/Chairperson shall have the overall responsibility and due diligence for the operations of the LWL chapter.

3.12 All decisions made at the ELT meetings will be guided by the mission and Pillars of the Ladies Who Lead.

3.13 The ELT duties and expectations are as followed;

- (a) Members of the ELT shall assume and carry out from time to time such other duties and responsibilities as the ELT shall from time to time determine.
- (b) Serve as an ambassador to Ladies Who lead. ELT members may be invited to attend community or business special events as a representative of Ladies Who Lead.
- (c) Help to advance and strengthen strategic partnerships and sponsorship opportunities in the community.
- (d) Advise and foster the overall direction of the Ladies Who Lead purpose, mission, pillars and meeting structure.
- (e) Help advance and strengthen core membership.
- (f) Will participate in regular executive meetings that are limited to 2 hours in length. If the meetings are to extend past 2 hours in length, a motion must be passed amongst the ELT

3.14 In the absence of the Chairperson, the Vice-Chair shall carry out the duties of the Chairperson.

3.15 Should the office of Chairperson become vacant, the Vice-Chair shall assume the office of the Chairperson.

3.16 ELT Meetings must have an attendance of at least 60% of ELT Members

## **Section 4**

### **General Meetings and Events**

4.1 There shall be regular general meetings of General Members from September to June unless otherwise determined by the ELT

4.2 The ELT will collaborate and set the direction of programming and business learning foundations, offering an educational component for each monthly meeting following the LWL mission and pillars.

4.3 Attendance at the general meetings of LWL shall be open to all Members in Good Standing.

4.4 Those interested in joining LWL can attend one (1) meeting per year without purchasing a membership.

4.5 All Members of LWL shall be advised, by the way of electronic notice or otherwise, of any upcoming general meeting at least one week in advance of such general meeting.

4.6 Members and those interested in joining LWL must pre-register for general meetings and pay the associated cost of attending

4.7 All general meetings of LWL shall be chaired by at least one ELT Member.

4.8 LWL may periodically host community-wide events in collaboration with other organizations subject to the following provisions;

- (a) All Members shall be advised, by way of electronic notice or otherwise, of details concerning an upcoming event a minimum of one week in advance at the discretion of the ELT; and
- (b) The planning, organization, rules and policies pertaining to LWL events shall be the responsibility of the ELT.

## **Section 5-**

### **Executive Leadership Team (ELT) Meetings**

5.1 ELT meetings shall be open only to members of the ELT unless otherwise agreed upon by the ELT Members.

5.2 Meetings of the ELT shall be called by the Chairperson regularly.

5.3 Members of the ELT shall be advised, by way of electronic notice or otherwise, of any meeting of the ELT at least one week in advance of such meeting, unless otherwise unanimously agreed upon by the ELT.

5.4 All meetings of the ELT shall be chaired by the Chairperson. If the Chairperson is absent, than the meeting is chaired by the Vice-Chair.

5.5 At any ELT meeting, a quorum shall consist of three members of the ELT present in person, or virtually present not including a Chairperson.

## **Section 6-** **Financial matters**

6.1 the fiscal year shall terminate on August 31<sup>st</sup> and commence on September 1<sup>st</sup>

6.2 Funds may be raised for all purposes of LWL as determined by the ELT.

6.3 Annual membership fees and deadlines for said fees are subject to change at the discretion of the ELT.

6.4 All funds shall be deposited in the financial institution as designated by the ELT.

6.5 All disbursement of funds of LWL shall be by cheque, electronic means, or through a petty cash fund approved by at least two members of the ELT.

6.6 Only members of the ELT may receive funds and issue receipts for funds on behalf of LWL

6.7 The Treasurer shall ensure that interim financial statements are prepared and submitted on a quarterly basis at ELT meeting.

6.8 The Founder/Chairperson shall be responsible for signing all cheques, contracts, and other instruments on behalf of LWL. The Founder/Chairperson may direct other ELT members to sign on behalf.

6.9 The ELT must at all times conduct itself with the utmost care, discretion and responsibility with regard to the handling of funds.

6.10 The Treasurer must release financial records once a year to general members

## **Section 7-** **Nomination and Appointment Procedures**

7.1 All Members in Good Standing of LWL are considered eligible to stand for appointment, to sign nomination forms for others seeking appointment, and to be considered for the position on the ELT or Returning Officer.

7.2 Appointments for the ELT shall be made in June. The ELT shall determine the closing date, time, and location for receiving nominations. All Members shall be advised, by way of electronic notice or otherwise, of details concerning the call for nominations, a minimum of two weeks in advance of the closing date nominations are to be received.

7.3 There shall be a Nominating Committee composed of the ELT and a Returning Officer appointed by the ELT. The Returning Officer shall;

- (a) Be a Member in Good Standing of LWL;
- (b) Not be a candidate for nomination to any position on the ELT while serving as Returning Officer;
- (c) Not be the Chairperson of LWL while serving as Returning Officer

7.4 The Nomination Committee shall:

- (a) Act as impartial participants in the nominations process, and shall not divulge the particulars of nominations (including names, number of nominations or like information to any member of LWL in advance of the closing date for nominations established according to subsection 7.2 above;
- (b) Notwithstanding the provisions of paragraph 7.4(a) above,
  - (i) make an honest attempt to ensure that at least one nomination for each position on the ELT is received by the closing date for receipt of nominations; and
  - (ii) provide regular reports on the work of the Nominations Committee to the Chairperson.

7.5 The following nomination procedures shall be followed:

- (a) Nominations shall close no later than May 15
- (b) A candidate may only seek one nomination and subsequent appointment to the LWL ELT position
- (c) A candidate may apply to stand for appointment to a single position on the ELT by referring to the campaigning policies set out within this document:
- (d) The candidates must:
  - (i) Submit to the Nominating Committee, in writing, their intention to stand for appointment to the ELT
  - (ii) Provide, by way of declaration, notices of support from at least two other Members in Good Standing of LWL. Excluding General Members and ELT Members on the Nomination Committee.
  - (iii) Contact the Returning Officer to verify all information provided to the Nominating Committee, to discuss any questions or concerns the candidate may have.
  - (iv) Sign and date an acknowledgment, agreeing to use their best efforts to comply with the terms of the Ladies Who Lead Constitution and Code of Ethical Conduct document.
  - (v) Please refer to the nomination policies outlined within this document.

7.6 The following regulations must be adhered to throughout the nomination process

- (a) Nominated members are to refrain from any form of slander, specifically any spoken words or gestures about other(s) who are also nominated for ELT positions.
- (b) Nominated members for a position within LWL ELT are to refrain from any form of libel, specifically, any written, printed words, pictures or any form other than spoken words or gestures about other(s) who are nominated for LWL.



(c) The Returning Officer is appointed before the nomination period by a member of the ELT and is to be unbiased while monitoring the process for any position within LWL.

7.6 Decisions for appointment by the Nomination Committee shall be done so by secret ballot.

## **Section 8-** **Vacancies and Interim Appointments**

8.1 The office of a member of the ELT shall be automatically vacated:

- (a) If a member of the ELT resigns their office by delivering a written resignation to the Chairperson of LWL. Resignation of a position is not effective until communicated appropriately
- (b) If a member of the ELT becomes incapable of fulfilling, or refuses to fulfill, their proper duties and responsibilities.

8.2 If the ELT determines that a member of the ELT is not using their best efforts to fulfill the duties and responsibilities of their office as set out in this document, the Chairperson may issue the member of the ELT an official warning. Any member receiving more than two warnings during any single term of office shall be deemed to have their ELT position terminated in accordance with paragraph 8.1(b) above.

8.3 Subject to only subsection 3.15 above, any vacancies occurring among members of the ELT may be filled by appointment effected by the remaining members of the ELT from LWL Members in Good Standing. Such appointment shall be made only after notice of the vacancy and intent to fill the office by appointment is given to all Members of LWL.

8.4 The ELT may also choose to initiate the nomination process to fill the vacancy. This process can only be initiated if all members of the ELT agree and a motion is passed at a meeting.

## **Section 9-** **Inner Organization Conflict/Dispute**

9.1 Any conflict or dispute that arises among Members of LWL shall be resolved internally within the ELT or in a closed meeting, formal or informal, between the affected Member and any Member(s) of the ELT.

- (a) A Member who is in direct conflict with an ELT Member(s) shall then attempt to resolve the issue with three (3) uninvolved/impartial ELT Members.
  - (iv) If there is no ELT Member(s) that are impartial, the task will be given to up to three (3) agreed-upon General Members
- (b) A Member who is in direct conflict with another Member(s) shall then attempt to resolve the issue with at least one (1) member of the ELT.

9.2 Only when all avenues of conflict and dispute resolution have been exhausted internally within LWL shall the affected Member seek remedy from other external bodies.

**Section 10-**  
**Offences of Conduct**

10.1 No member of LWL shall violate the Code of Ethical Conduct established by LWL.

10.2 Any Member of LWL alleged to have committed an “Offence of Conduct” may face suspension by the ELT

10.3 The Chairperson shall immediately notify all ELT Members of the suspension and shall provide details in writing to the ELT, including the violations the Member is alleged to have committed.

10.4 The decision of the ELT as to the disposition of any matter arising under this Code of Ethical Conduct shall be final and binding. ELT shall immediately take steps to implement such decision upon being notified in writing of such decision.

**Section 11-**  
**Amend the Constitution**

11.1 This Constitution shall be amended only at a general meeting of LWL and shall be by way of a two-thirds majority of Members in Good Standing voting on such amendment.

11.2 Any amendment effected pursuant to subsection 11.1 above shall take effect on the conclusion of the general meeting at which it was passed.

11.3 Proposed amendments to this Constitution shall be announced to all General Members of LWL and circulated upon request, by electronic means or otherwise, not less than one week prior to the General Meeting at which such amendments will be considered.

11.4 No amendments to this Constitution shall be considered which, in the sole determinations of the ELT, would constitute a violation of the Code of Ethical Conduct

**Section 12-**  
**Dissolution of LWL**

12.1 LWL Shall be dissolved either:

- (a) By way of a motion to dissolve as duly passed at any General Meeting of LWL by a three-quarters majority of Members in Good Standing voting on such resolution.

12.2 Notice of intent to introduce a motion to dissolve LWL pursuant to paragraph 12.1(a) above must be provided to the Chairperson not less than four weeks prior to the General Meeting at which such motion will be introduced, and the Chairperson shall advise, by electronic means or otherwise, all Members of LWL of the intent to introduce such motion not less than two weeks prior to the General Meeting at which such motion is intended to be introduced.

12.3 Upon dissolution, the Chairperson shall cause all liabilities of LWL to be paid out of available assets of LWL. In addition, the Chairperson shall cause all records of LWL to be deposited with themselves or with a chosen member, for safekeeping.

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