



The Red Deer Family Service Bureau

BYLAWS

Article 1 – Preamble

- 1.1 The name of the Society is the Red Deer Family Service Bureau, also known or referred to as the Society or Family Services of Central Alberta.
- 1.2 This document is the general bylaws of the Society. These Bylaws regulate the transaction of business and affairs of the Society.

Article 2 – Defining and Interpreting the Bylaws

- 2.1 **Definitions** – in these Bylaws, the following words have these meanings:
 - 2.1.1 Annual General Meeting means the Annual General Meeting described in Article 4.1.
 - 2.1.2 Society means the Red Deer Family Service Bureau (aka Family Services of Central Alberta).
 - 2.1.3 Board means the Board of Directors of the Society.
 - 2.1.4 Bylaws mean the Bylaws of this Society as amended.
 - 2.1.5 Director means any person elected or appointed to the Board.
 - 2.1.6 General Meeting means the Annual General Meeting (A.G.M.) and a Special General Meeting (S.G.M.).
 - 2.1.7 Member means a member in good standing of the Society.
 - 2.1.8 Officer means any officer listed in Article 5.2.
 - 2.1.9 Registered office means the registered office for the Society.
 - 2.1.10 Special Meeting means the Special General Meeting described in Article 4.2.

2.1.11 Special Resolution means:

- a. a resolution passed at a General Meeting of the membership of the Society. There must be twenty-one days' notice for this meeting. The notice must state the proposed resolution. There must be approval by a vote of 75% of the voting Members who vote in person; or
- b. a resolution proposed and passed as a Special resolution at a General Meeting with less than the twenty-one days' notice. All the Voting Members eligible to attend and vote at the General Meeting must agree; or
- c. a resolution agreed to in writing by all the Voting Members who are eligible to vote on the resolution in person at a General Meeting.

2.1.12 Voting Member means a Member entitled to vote at the meetings of the Society.

2.2 **Interpretation**

The following rules of interpretation must be applied in interpreting these Bylaws.

Article 3 – Membership

3.1 **Member**

Any person residing in the service catchment area of Family Services of Central Alberta who completes an application form and pays the annual fee for Membership to the Society. Employees of the Society may be non-voting members.

3.1.1 Membership is renewed annually.

3.1.2 Any member of the Society of legal age shall be eligible to be elected a director of Society.

3.2 **Admission of Members**

Any individual may become a Member by meeting the requirements in Article 3.1. The individual will be entered as a Member in the Register of Members to be kept at the registered office of the Society.

3.3 **Rights and Privileges of Members**

Any member in good standing is entitled to:

- Receive notice of the A.G.M. and S.G.M. of the Society.
- Attend any A.G.M, S.G.M. or Board meeting of the Society.
- Speak at any A.G.M. or S.G.M. of the Society.
- Exercise other rights and privileges given to Members in these Bylaws.

- Notice of special events, fund development initiatives
- Be elected as a member of the Board of Directors
- Other special Member benefits as determined by the Board of directors.

3.4 Suspension of Membership

3.4.1 Decision to Suspend

The Board may suspend a Member's membership indefinitely for one or more of the following reasons:

- a. if the Member has failed to abide by the Bylaws
- b. if the Member has been disloyal to the Society
- c. if the Member has done anything judged to be harmful to the Society

3.4.2 Notice to the Member

- a. The affected Member will receive written notice of the Board's intention to deal with whether or not that Member should be suspended. The Member will receive at least two weeks' notice before the Special Meeting.
- b. The notice will be sent by single registered mail to the last known address of the Member shown in the records of the Society. The notice may also be delivered by an officer of the Board.
- c. The notice will state the reasons why suspension is being considered.

3.4.3 Decision of the Board

- a. The Member will have an opportunity to appear before the Board to address the matter.
- b. The Board will determine how the matter will be dealt with.
- c. The Board may exclude the Member from its discussion of the matter, including the deciding vote.
- d. The decision of the Board is final.

3.5 Termination of Membership

3.5.1 Resignation

- a. Any Member may resign from the Society by sending or delivering a written notice to the Secretary or President of the Society.

- b. Once the notice is received, the Member's name is removed from the Register of Members. The Member is considered to have ceased being a Member on the date the name is removed from the Register of Members.

Article 4 – Meetings of the Society

4.1 The Annual General Meeting

4.1.1 The Annual General Meeting (AGM) of the Society is held within 5 months after the close of the fiscal year, in Red Deer, Alberta. The Board of Directors sets the place, date and time of the meeting.

4.1.2 The Secretary informs Members via mail or public notice at least twenty-one days before the AGM. This notice states the place, date and time of the AGM.

4.1.3 *Agenda for the meeting*

Call to Order
Approval of minutes of previous Annual General Meeting
Presidents Report
Executive Director's Report
Auditor's Report
Appointments of Financial Auditor
Committee(s) Reports (s)
Election of New Directors
Adjournment

4.1.4 *Quorum*

A quorum for any General or Special meeting of the Society shall be 10 members.

4.2 Special General Meeting of the Society

4.2.1 *Calling of Special General Meeting*

A Special General Meeting (SGM) may be called at any time:

- a. by a resolution of the Board of Directors, or
- b. upon the written request of 10 Members. This request must state the reason for the SGM and the motions intended to be submitted.

4.2.2 *Notice for a Special General Meeting (SGM)*

The Secretary informs Members via mail or public notice at least twenty-one days before the SGM. This notice states the place, time, date and purpose of the SGM.

4.2.3 *Agenda for a Special General Meeting*

Only the matter(s) set out in the notice for the SGM are considered at the Special General Meeting.

4.3 **Proceedings at the Annual or a Special General Meeting**

4.3.1 *Attendance by the Public*

General Meetings of the Society are open to the public.

4.3.2 *Presiding Officer*

4.3.2.1 The President chairs every General Meeting of the Society. The Past-President chairs in the absence of the President.

4.3.2.2 If neither the President nor the Past- President is present within one-half hour after set time for the General Meeting, the Members present choose one of the members to chair.

4.3.3 *Adjournment*

4.3.3.1 The President may adjourn any General Meeting with the consent of the Members at the meeting. The adjourned General Meeting conducts only the unfinished business from the initial meeting.

4.3.3.2 No notice is necessary if the General Meeting is adjourned for less than thirty days.

4.3.3.3 The Society must give notice when a General Meeting is adjourned for thirty days or more. Notice must be the same as for any General Meeting.

4.3.4 *Voting*

4.3.4.1 Each Voting Member has one vote. A show of hands decides every vote at every General Meeting.

4.3.4.2 The President does not have a second or casting vote in the case of a tie vote. If there is a tie vote, the motion is defeated.

4.3.4.3 A majority of the votes of the Voting Members present decides each issue and resolution, unless the issue needs to be decided by a Special Resolution.

4.3.5 *Failure to Give Notice of Meeting*

No action taken at a General Meeting is invalid due to:

- a. accidental omission to give any notice to any Member
- b. any Member not receiving any notice
- c. any error in any notice that does not affect the meeting

4.3.6 *Written resolution of All Voting Members*

All Voting Members may agree to and sign a resolution. This resolution is as valid as one passed at a General Meeting. It is not necessary to give notice or to call a General Meeting. The date on the resolution is the date it is passed.

Article 5 – The Government of the Society

5.1 The Board of Directors

5.1.1 *Governance and Management of the Society*

The Board governs and manages the affairs of the Society. The Board may hire a paid administrator to carry out management functions under the direction and supervision of the Board.

5.1.2 *Powers and Duties of the Board*

The Board has the powers of Family Services of Central Alberta, except as stated in the Societies Act. The powers and duties of the Board include:

- a. Signing and adhering to the terms of a code of conduct and conflict of interest policies
- b. Promoting the objects and membership of the Society
- c. Hiring an administrator to operate the Society
- d. Approving and monitoring:
 - i. Mission/vision
 - ii. Strategic plan
 - iii. Business plan(s)
 - iv. Annual budget
 - v. Risk management plan
 - vi. Society investments and assets

- vii. Auditing, borrowing or raising monies
- viii. Policies and limits of authority
- e. Selling, disposing of, or mortgaging any or all of the property of the Society
- f. Without limiting the general responsibility of the Board, delegating its powers and duties to the paid administrator of the Society.

5.1.3 *Composition of the Board*

The Board consists of:

- a. The President, and
- b. Not less than seven and not more than twelve Directors-at-large elected at the Annual General Meeting from among the Voting Members.

5.1.4 *Election of the Directors*

5.1.4.1 At the Annual General Meeting, all new Directors shall be elected for a term of three years.

5.1.4.2 Directors may be re-elected for a maximum of two additional three-year terms.

5.1.4.3 No Director may serve more than three consecutive terms until they have retired from the Board for one year.

5.1.4.4 Board appointments will be sequenced to ensure that no more than 2/3 of the Directors will be completing terms in any given year.

5.1.5 *Resignation or Removal of a Director*

5.1.5.1 A Director may resign from office by giving one month's notice in writing. The resignation takes effect either at the end of the month's notice, or on the date the Board accepts the resignation.

5.1.5.2 Voting Members may remove any Director before the end of the Director's term. There must be a majority vote at a Special General Meeting called for this purpose. The Director will receive two weeks written notice of the SGM, and will have the opportunity to appear before the voting members to address the matter.

- 5.1.5.3 If there is a vacancy on the Board, the remaining Directors may appoint a Member in good standing to fill that vacancy for the remainder of the term.
- 5.1.5.4 Absence of a Director from three consecutive meetings without an excuse considered valid by the Board may be considered as a resignation.
- 5.1.5.5 An undisclosed conflict of interest may be grounds for removal of a Board member by a majority vote of the Board of Directors.

5.1.6 Meetings of the Board

- 5.1.6.1 The Board holds not less than 8 meetings each year.
- 5.1.6.2 The President calls the meetings, or the Executive Director upon direction of the President. The President may also call a meeting if any three Directors make a request in writing, stating the business of the meeting.
- 5.1.6.3 Board Meeting dates are set one month in advance. Ten days notice for change of date of the meeting is communicated to each Board Member. Notice may also be given electronically. Board Members may waive notice.
- 5.1.6.4 One half of the members of the Board of Directors are required for quorum.
- 5.1.6.5 If there is no quorum, the President adjourns the meeting to a later date.
- 5.1.6.6 Each Director has one vote.
- 5.1.6.7 The President does not have a second or casting vote in the case of a tie vote. A tie vote means the motion is defeated.
- 5.1.6.8 Meetings of the Board are open to Members of the Society, but only Directors may vote. A majority of the Directors present may ask any other members to leave.
- 5.1.6.9 All Directors may agree to and sign a resolution. This resolution is as valid as one passed at any Board meeting. It is not necessary to give notice or to call a Board meeting. The date on the resolution is the date it is passed.

5.1.6.10 A meeting of the Board may be held by use of technology. Directors who participate are considered present for the meeting.

5.1.6.11 A Director may waive formal notice of a meeting.

5.2 **Officers**

5.2.1 The officers of the Society are the President, Past-President, Secretary and Treasurer.

5.2.2 At its first meeting following the Annual General Meeting, the Board elects from among the Directors the officers for the following year.

5.2.3 The Officers hold office until re-elected or until a successor is elected.

5.3 **Duties of the Officers of the Society**

5.3.1 *The President:*

- supervises the affairs of the Board
- chairs all meetings of the Society and the Board
- is an *ex-officio* member of all committees
- acts as the spokesperson for the Society
- carries out other duties assigned by the Board.

5.3.2 *The Past-President:*

- presides at meetings in the President's absence. If the Past-President is absent, the Directors elect a chair for the meeting
- replaces the President at various functions when asked to do so by the President or the Board.
- carries out other duties assigned by the Board.

5.3.3 *The Secretary:*

- attends all meetings of the Society and the Board
- ensures accurate minutes of these meetings are kept
- has charge of the Board's correspondence
- ensures a record of names and addresses of all Members of the Society is kept
- makes sure all notices of various meetings are sent
- makes sure the annual return, changes in the directors of the organization, amendments in the bylaws and other incorporating documents are filed with the Corporate Registry
- carries out other duties assigned by the Board.

5.3.4 *The Treasurer*

- makes sure all monies paid to the Society are deposited in a chartered financial institution chosen by the Board
- makes sure a detailed account of revenues and expenditures is presented to the Board as requested
- makes sure an audited statement of the financial position of the Society is prepared and presented at the Annual General Meeting
- carries out other duties assigned by the Board

5.4 **Board Committees**

5.4.1 *Establishing Committees*

The Board may appoint committees to advise the Board.

5.4.2 Each committee must have:

- a. a current terms of reference approved by the Board which includes but is not limited to:
 - i. membership eligibility
 - ii. meeting schedule (number of times) & term limit
 - iii. goals & objectives
 - iv. reporting requirements

5.4.3 *General Procedures for committees*

- a. A Board Member chairs each committee created by the Board.
- b. The chair calls committee meetings. Each committee records minutes of meetings and provides verbal or written reports to the Board.

5.5 **The Executive Director**

5.5.1 The Board may hire an Executive Director or Chief Executive Officer (CEO) as required to carry out assigned duties.

5.5.2 The Executive Director or CEO reports to and is responsible to the Board, and acts as an advisor to all Board Committees. The Executive Director or CEO does not vote at any meeting.

5.5.3 The Executive Director or CEO acts as the administrative officer of the board in:

- hiring, supervising, evaluating and releasing all other paid staff
- approving all staff salaries within the approved budget
- interpreting and applying the Board's policies
- maintaining the Society's books
- preparing budgets for Board approval

- implementing and monitoring strategic and business plans
- implement implementing and monitoring risk management plan(s)
- planning programs and services based on the strategic and business plans
- keeping the Board informed about the affairs of the Society
- carrying out other duties assigned by the Board

Article 6 – Finance and other Management Matters

6.1 The Registered Office

The Registered Office of the Society is located in Red Deer, Alberta. Another place may be established at the AGM or by resolution of the Board.

6.2 Finance and Auditing

6.2.1 The fiscal year of the Society ends on December 31 of each year.

6.2.2 There must be an audit of the books, accounts and records of the Society at least once each year. A qualified accountant appointed at each Annual General Meeting must do this audit. At each AGM of the Society, the auditor submits a complete statement of the books for the previous year.

6.3 Seal of the Society

The Society shall have a corporate seal. The executive director, or agent designated by the Board shall have custody of the seal of the Society and shall certify all documents issued by the Society which require certification.

6.4 Cheques and Contracts of the Society

6.4.1 The designated Officers of the Board sign all cheques drawn on the monies of the Society. Two signatures are required on all cheques. The Board may authorize the Executive Director to sign cheques as one of the two signers.

6.4.2 All contracts of the Society must be signed by the Officers or other persons authorized to do so by resolution of the Board.

6.5 The Keeping and Inspection of the Books and Records of the Society

6.5.1 The Secretary keeps a copy of the Minute Books and records minutes of all meetings of the Board.

- 6.5.2 The Secretary keeps the original Minute Books are kept at the Registered Office of the Society. This record contains minutes from all meetings of the Society, (is this correct) the Board, and the Board Committees.
- 6.5.3 The Board keeps and files all necessary books and records of the Society as required by the Bylaws, and the Societies Act, or any other statute or laws at the Registered Office of the Society.
- 6.5.4 A Member wishing to inspect the books or records of the Society must give reasonable written notice to the President or Secretary of the Society of the intent to do so.
- 6.5.5 Unless otherwise permitted by the Board, such inspection will take place only at the Registered Office during normal business hours.
- 6.5.6 Financial statements of the Society are open for such inspection by the Members.
- 6.5.7 Other records of the Society are also open for inspection, except for records the Board designates as confidential.

6.6 Borrowing Powers & Fund Development

- 6.6.1 The Society may borrow or raise funds to meet its objects and operations. The Board decides the amounts and ways to raise the money, including giving or granting security.
- 6.6.2 The Board shall establish policies which permit the Society to receive or reject donations, gifts, deferred gifts and in-kind gifts.

6.7 Payments

- 6.7.1 No Member, Director, or Officer of the Board receives any payment for services as a Member, Director, or Officer. No Director shall directly or indirectly receive any profit from a position as director or officer.
- 6.7.2 Reasonable expenses incurred while carrying out duties of the Society may be reimbursed upon Board approval.

6.8 Protection and Indemnity of Director and Officers

- 6.8.1 Each Director or Officer holds office with protection from the Society. The Society indemnifies each Director or Officer against all costs or charges that result from any act done in a role for the Society. The Society does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.

- 6.8.2 No Director or Officer is liable for the acts of any other Director, Officer, or employee. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Society. No Director or Officer is liable for any loss due to an oversight or error in judgment or by an act in any role for the Society, unless the act is fraud, dishonesty, or bad faith.
- 6.8.3 Directors or Officers can rely on the accuracy of any statement or report prepared by the Society's auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

Article 7 – Amending the Bylaws

- 7.1 These Bylaws may be cancelled, altered or added to by a Special Resolution of the members at any AGM or Special General Meeting of the Society.
- 7.2 The 21 days' notice of the AGM or SGM of the Society must include details of the proposed resolution to change the Bylaws.
- 7.3 The amended Bylaws take effect after approval of the Special Resolution at the Annual General Meeting or Special General Meeting and acceptance by the Corporate Registry of Alberta.

Article 8 – Distributing Assets and Dissolving the Society

- 8.1 All profits or other assets of the Society shall be used in promoting the objectives of the Society and for no other purpose whatsoever, and, upon dissolution or winding-up of the Society, all assets of the Society, after payment of liabilities, shall be distributed to other legally established and publicly-owned organizations open to the public and registered as charitable organizations under the Income Tax Act, Canada. No Member in an individual capacity is liable for debt or liability for debt or liability of the Society.