



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 RDFSB or the Bureau.
- 1.2 This document is the general bylaws of the RDFSB. These Bylaws regulate the transaction of business and affairs of the RDFSB.

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 Bureau means the Red Deer Family Service Bureau.
 - 2.1.3 Board means the Board of Directors of the Bureau.
 - 2.1.4 Bylaws means the Bylaws of this Bureau 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 of the Bureau.
 - 2.1.8 Officer means any officer listed in Article 5.2.
 - 2.1.9 Registered office means the registered office for the RDFSB.
 - 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 RDFSB. 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 Bureau.

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 the RDFSB who submits an application form for Membership to the Bureau. Employees of the Bureau may be non-voting members.

3.1.1 Membership is renewed annually.

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 Bureau.

3.3 Rights and Privileges of Members

3.3.1 Any member in good standing is entitled to:

- a. receive notice of the A.G.M. and S.G.M. of the Bureau
- b. attend any A.G.M, S.G.M. or Board meeting of the Bureau
- c. speak at any A.G.M. or S.G.M. of the Bureau
- d. exercise other rights and privileges given to Members in these Bylaws.

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 Bureau

3.4.2 Notice to the Member

3.4.2.1 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.

3.4.2.2 The notice will be sent by single registered mail to the last known address of the Member shown in the records of the Bureau. The notice may also be delivered by an officer of the Board.

3.4.2.3 The notice will state the reasons why suspension is being considered.

3.4.3 Decision of the Board

3.4.3.1 The Member will have an opportunity to appear before the Board to address the matter.

3.4.3.2 The Board will determine how the matter will be dealt with.

3.4.3.3 The Board may exclude the Member from its discussion of the matter, including the deciding vote.

3.4.3.4 The decision of the Board is final.

3.5 **Termination of Membership**

3.5.1 Resignation

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

3.5.1.2 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 Bureau

4.1 The Annual General Meeting

4.1.1 The Annual General Meeting (AGM) of the Bureau is held within 5 months after the close of the fiscal year, in Red Deer, Alberta. The Bureau 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
- Nominating Committee Report
- Election of New Directors
- Adjournment

4.1.4 Quorum – A quorum for any General or Special meeting of the Bureau shall be 10 members.

4.2 Special General Meeting of the Bureau

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
- b. on 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 – 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 purposes 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 Bureau are open to the public.

4.3.2 Presiding Officer

4.3.2.1 The President chairs every General Meeting of the Bureau. The Vice-President chairs in the absence of the President.

4.3.2.2 If neither the President nor the Vice- 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 Bureau 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 Bureau. 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 the Bureau, except as stated in the Societies Act.

The powers and duties of the Board include:

- a. Promoting the objects of the Bureau
- b. Promoting membership in the Bureau
- c. Hiring employees to operate the Bureau
- d. Regulating employees' duties and setting their salaries
- e. Maintaining and protecting the Bureau's assets and property
- f. Approving an annual budget for the Bureau
- g. Paying all expenses for operating and managing the Bureau
- h. Paying all persons for services and protecting persons from debts of the Bureau
- i. Investing any extra monies
- j. Financing the operations of the society, and borrowing or raising monies
- k. Making policies for managing the Bureau
- l. Approving all contracts for the Bureau
- m. Maintaining all accounts and financial records of the Bureau
- n. Appointing legal counsel as necessary
- o. Making policies, rules and regulations for operating the Bureau and using its facilities and assets
- p. Selling, disposing of, or mortgaging any or all of the property of the Bureau
- q. Without limiting the general responsibility of the Board, delegating its powers and duties to the Executive committee or the paid administrator of the Bureau.

5.1.3 Composition of the Board

The Board consists of:

- a. The President
- 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 two years.

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

5.1.6 Meetings of the Board

5.1.6.1 The Board holds not less than 10 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 mailed to each Board Member. Notice may also be given by telephone or fax. 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, no later than two weeks following the date of the adjourned meeting.
- 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 Bureau, 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 a conference call. Directors who participate in this call 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 Bureau are the President, Vice-President, Secretary and Treasurer.
- 5.2.2 At its first meeting after 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 Bureau, the Board and the Executive Committee
 - is an *ex-officio* member of all committees, except the Nominating Committee.
 - acts as the spokesperson for the Bureau
 - carries out other duties assigned by the Board.

5.3.2 The Vice-President:

- presides at meetings in the President's absence. If the Vice-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.
- replaces the President at various functions when asked to do so by the President or the Board.
- is a member of the Executive Committee
- carries out other duties assigned by the Board.

5.3.3 The Secretary:

- attends all meetings of the Bureau, the Board and the executive Committee
- ensures accurate minutes of these meetings are kept
- has charge of the Board's correspondence
- makes sure a record of names and addresses of all Members of the Bureau is kept
- makes sure all notices of various meetings are sent
- ensures safekeeping of the Bureau's Seal
- 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 Bureau are deposited in a chartered bank, treasury branch or trust company 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 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
- chairs the Finance Committee of the Board
- is a member of the Executive Committee
- 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 General Procedures for committees

5.4.2.1 A Board Member chairs each committee created by the Board.

5.4.2.2 The chair calls committee meetings. Each committee records minutes of meetings and provides verbal reports to the Board.

5.5 **Standing Committee**

The Board establishes these standing committees:

- a. Executive Committee
- b. Personnel Committee
- c. Finance Committee
- d. Nominating Committee

5.5.1 The Executive Committee:

- a. consists of the President, Vice-President, Secretary, Treasurer.
- b. is responsible for:
 - planning agendas for Board meetings
 - carrying out emergency and unusual business between Board meetings
 - reporting to the Board on actions taken between Board meetings
 - carrying out other duties as assigned by the Board.
- c. meets as required. The meetings are called by the president or on the request of any other two officers. They must request in writing that the president call a meeting and state the business of the meeting.
- d. All officers may agree to and sign a resolution. This resolution is as valid as one passed at an Executive Committee meeting. It is not necessary to give notice or to call a meeting of the Executive Committee. The date on the resolution is the date it is passed.
- e. A meeting of the Executive Committee may be held by a conference call. Officers who participate in this call are considered present for the meetings. Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Executive Committee.
- f. An Officer may waive formal notice of a meeting.

5.5.2 The Personnel Committee:

- a. consists of three Directors, one of whom is appointed chair
- b. is responsible for:
 - recommending a job description, qualifications, and performance appraisal system for the Executive Director
 - interviewing applicants for the position of Executive Director of the Bureau and recommending an appointment to the Board
 - recommending policies on personnel to the Board including recruiting, hiring, evaluation and dismissal, contracts of employment, salary and employee benefits
 - acting as a mediator for personnel problems
 - recommending personnel policies for volunteers
 - reporting on the year's activities at the AGM
 - carrying out other duties assigned by the Board.

5.5.3 The Finance Committee:

- a. consists of the Treasurer, who is the chair, and two other Directors
- b. is responsible for:
 - recommending budget policies to the Board
 - investigating and making recommendations to the Board for acquiring funds and property
 - recommending policies on disbursing and investing funds to the Board
 - establishing policies for Board and committee expenditures
 - arranging the annual audit of the books
 - reporting on the year's activities at the AGM
 - carrying out other duties assigned by the Board

5.5.4 The Nominating Committee

- a. consists of three Directors, one of whom is appointed chair.
- b. is responsible for:
 - preparing a slate of nominees for each Board position
 - orienting new Board Members
 - presenting its recommendations at the AGM

5.6 **The Executive Director**

5.6.1 The Board may hire an Executive Director as required to carry out assigned duties.

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

- 5.6.3 The executive Director acts as the administrative officer of the board in:
- hiring, supervising, evaluating and releasing all other paid staff
 - interpreting and applying the Board's policies
 - maintaining the Bureau's books
 - preparing budgets for Board approval
 - planning programs and services based on the Board's priorities
 - keeping the Board informed about the affairs of the Bureau
 - 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 Bureau 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 Bureau ends on December 31 of each year.

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

6.3 Seal of the Bureau

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

6.4 Cheques and Contracts of the Bureau

6.4.1 The designated Officers of the Board sign all cheques drawn on the monies of the Bureau. 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 at the Registered Office of the Bureau. This record contains minutes from all meetings of the Bureau, the Board, and the Executive Committee.
- 6.5.3 The Board keeps and files all necessary books and records of the Bureau as required by the Bylaws, and the Societies Act, or any other statute or laws.
- 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 Bureau 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 Bureau are open for such inspection by the Members.
- 6.5.7 Other records of the Bureau are also open for inspection, except for records the Board designates as confidential.

6.6 Borrowing Powers

- 6.6.1 The Bureau 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.

6.7 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 Bureau. The Bureau indemnifies each Director or Officer against all costs or charges that result from any act done in a role for the Bureau. The Bureau 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 Bureau. No Director or Officer is liable for any loss due to an oversight or error in judgement or by an act in any role for the Bureau, 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 Bureau'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 Bureau.
- 7.2 The 21 days' notice of the AGM or SGM of the Bureau 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 Bureau

- 8.1 All profits or other assets of the Bureau shall be used in promoting the objectives of the Bureau and for no other purpose whatsoever, and, upon dissolution or winding-up of the Bureau, all assets of the Bureau, 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.