

Society Bylaws

Name of Society

HOMELESS FOUNDATION FOR RED DEER REGION

SOCIETY BY-LAWS DEFINITIONS

1. In these By-laws:
 - a) "Act" means the *Societies Act* RSA 2000, c S-14, as amended from time to time;
 - b) "appoint" includes "elect" and vice versa;
 - c) "Board" means the board of directors of the Society;
 - d) "By-laws" means these by-laws and all other by-laws that regulate the activities or affairs of the Society from time to time in force and effect;
 - e) "Meeting" includes an annual general and a special meeting of Members;
 - f) "Member" means an individual who becomes a member of the Society in accordance with Section 2 and who has not withdrawn from membership or been suspended as a Member or expelled from the Society or who has not ceased to be a Member in accordance with Section 3;
 - g) "Society" means the Homeless Foundation for Red Deer Region; and
 - h) "Special Resolution" has the meaning given to it in the Act.

Except as defined above, words and expressions defined in the Act have the same meanings when used herein. Words importing the singular number include the plural and vice versa; words importing gender include the masculine, feminine and neutral genders; and words importing a person include an individual, partnership, association, body corporate, trustee, executor, administrator and legal representative.

MEMBERS

2. Any person residing in Alberta, and being of the full age of 18 years, may become a Member upon approval by a majority of the Board and payment of the membership fee, if any.
3. A Member wishing to withdraw from membership may do so upon a notice in writing to the Board. A Member, upon a majority vote of the Board, may be expelled from membership for any cause.
4. The members shall at all times observe and be bound by the provisions of the Application to Form a Society, as amended, including the stated objects of the Society and the By-laws from time to time governing, issued to or lawfully adopted by the Society. In relation to the affairs of the Society, each member shall act in conformity with such Application to Form a Society and By-laws or authority conferred pursuant thereto.
5. Any Member shall be eligible to be a director or to hold any office in the Society.
6. Membership fees in the Society shall be determined, from time to time, by the Board.

MEMBERSHIP MEETINGS

7. An annual general meeting of the Society shall be held within nine months of each fiscal year end of the Society at such time and on such day in each year and at such place in the Province of Alberta as the Board may determine from time to time, of which notice in writing shall be delivered by ordinary mail to the last known address of each Member or by electronic mail to the last known email address of each Member, not less than 10 days prior to the date of the meeting and 21 days prior to the date of such meeting where a Special Resolution is proposed for consideration by the Members at such meeting.
8. Special meetings of the Members may be called at any time by the Secretary upon the instructions of the Chair or a majority of the Board and shall be called by the Secretary upon receipt of a petition signed by one-third of the Members, setting forth the reasons for calling such meeting. Written notice of a special meeting, together with any reasons for the special meeting, shall be sent by ordinary mail to the last known address of each Member or by electronic mail to the last known email address of each Member, not less than ten (10) days prior to the date of the meeting and 21 days prior to the date of such meeting where a special resolution is proposed for consideration by the Members at such meeting.
9. Notwithstanding Sections 7 and 8, written notice will be provided by electronic mail in those circumstances where the intended recipient has requested that all notices be sent only by electronic mail.
10. Twenty-five (25%) percent of the Members present or represented by proxy, shall constitute a quorum at any meeting of the Members. If a quorum of Members is present at the opening of any such meeting, the Members present may proceed with the business of the meeting notwithstanding that a quorum is not present throughout the meeting. If a quorum is not present at the opening of such meeting, the Members present may adjourn the meeting to a fixed time and place but may not transact any other business.
11. Except as otherwise required by the Act or By-laws, any matter to be decided at a meeting of the Members shall be decided by a majority of votes cast by Members present in person, registered on the Society's membership roster and entitled to vote at that meeting, and in the case of an equality of votes, the Chair shall not be entitled to an additional or casting vote. All votes shall, unless the Chair elects to call for a ballot, or a resolution called for a ballot is approved, be determined by a show of hands.
12. Any matter to be decided at a meeting of the Members may be decided upon by the unanimous written resolution of the Members, which resolution may be executed in counterpart, by ink or electronic signature, and may be delivered by facsimile transmission or electronic mail.
13. Any Member shall have the right to attend and vote at any meeting of the Society or to vote by written proxy. Proxies may be transmitted to the Society by facsimile or electronic mail.

14. If the Society chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of Members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the policies and procedures of the Society. A person participating in a meeting by such means is deemed to be present at the meeting. Any person participating in a meeting of Members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the policies and procedures of the Society, by means of any telephonic, electronic or other communication facility that the Society has made available for that purpose.

BOARD OF DIRECTORS

15. The directors shall be elected to the Board at the annual general meeting of Members and subject to Section 16 below, the Board may appoint additional directors from time to time. All directors shall serve until their successors are elected or appointed in accordance with Board policy.
16. The Board shall consist of a minimum of seven (7) and a maximum of thirteen (13) directors; such number of directors to be determined by the Members at the annual general meeting.
17. All directors shall be Members.
18. Any director, upon a majority vote of the Members at a properly called and constituted meeting, may be removed from the Board for any cause.
19. The Board may form such standing or ad hoc committees as may be appropriate, which shall report to the Board as a whole.
20. Subject to the Act and the By-laws, the Board shall manage or supervise the management of the affairs of the Society.

OFFICERS

21. The Board may from time to time, appoint a President and Chair, a Secretary and a Treasurer as officers of the Board.
22. The Board may from time to time, in accordance with the By-laws and subject to the Act, create, vary or limit the powers and duties of any such officer of the Society, and delegate such powers and duties of such officers, to manage the affairs of the Society.
23. If the office of any such officer of the Society shall be or become vacant by reason of death, resignation, disqualification or otherwise, the Board may appoint a person to fill such vacancy.
24. Any such officer of the Society shall be subject to removal by the Board at any time, with or without cause.
25. Any such officer may, but need not be, a director and one person may hold more than one office.

PRESIDENT AND CHAIR

26. The President and Chair shall chair, when present, all meetings of the Board and of the Society and shall be an ex-officio member of any committee of the Board or the Society.
27. If the President and Chair is absent, a chairperson may be elected at the meeting to preside and shall assume the duties of the Chair.

28. The President and Chair will be responsible for the custody and use of the Society's seal and will ensure that the books, records, Members' register and minutes of proceedings of meetings of the Society and of the directors are prepared and remain in the custody of the Society.
29. The Chair of any meeting described may direct the procedure for the conduct of the meeting they are chairing, including how a vote will be conducted and can call a vote on a motion to move a meeting in camera and out of that status. Where these Bylaws are silent as to procedure, the Chair may rely upon Robert's Rules of Order.

SECRETARY

30. The Secretary shall attend all meetings of the Members and of the Board and shall keep accurate minutes of same. In case of the absence of the Secretary, his or her duties shall be discharged by such officer as may be appointed by the Board.

TREASURER

31. The Treasurer shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare (or cause to be prepared) for submission to the annual general meeting of the Members statements of the financial position of the Society.

BOARD MEETINGS

32. Meetings of the Board may be held as required and shall be called and chaired by the Chair. A special meeting of the Board may be called by any two directors on written request to the Chair stating the business to be brought before the meeting.
33. Meetings of the Board shall be called on not less than ten (10) days notice in writing mailed to each director, or three (3) days notice by electronic means, including facsimile, telephone and electronic mail.
34. The quorum for the transaction of business at any meeting of the Board shall be a majority of the directors then holding office.
35. Meetings of the Board may be held without notice if a quorum of the Board is present provided that any business transacted at such meeting shall either be ratified at the next regularly called meeting of the Board or shall be null and void.
36. Decisions of the Board shall be made by a majority of votes, and in the event of any equality of votes, the motion would not pass.
37. Any matter to be decided at a Board meeting may be decided upon by unanimous written resolution of the directors (which resolution may be executed in counterpart, by ink or electronic signature, and transmitted by facsimile transmission or electronic mail) provided all of the directors entitled to vote on such matter have executed the written resolution.

38. Meetings of directors may be conducted by telephone, electronic or other communication facility provided proper notice of such meeting has been given in accordance with the By-laws; and provided all directors participating in such meeting are able to hear each other. If the Society chooses to make available a telephonic, electronic or other communication facility, that permits all directors to communicate adequately with each other during a meeting of the Board, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the policies and procedures of the Society. A person participating in a meeting by such means is deemed to be present at the meeting. Any person participating in a meeting of the Board pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the policies and procedures of the Society, by means of any telephonic, electronic or other communication facility that the Society has made available for that purpose.

REMUNERATION

39. Except for any other officer who is an employee of the Society, no remuneration will be paid to the officers and directors of the Society.

AUDIT

40. The books, accounts and records of the Society reviewed by the Treasurer shall be audited at least once each year by a duly qualified accountant appointed at the annual general meeting of the Members.

41. The books and records of the Society may be inspected by any Member at the annual general meeting of the Members. Each director shall at all times have access to such books and records.

BORROWING POWERS

42. For the purposes of carrying out its objects, the Society may borrow or raise or secure the payment of money in such manner as it thinks fit, including by the granting of security on its assets and the power to borrow shall be exercised by the Board by ordinary resolution, provided that in no case shall debentures be issued without the sanction of a Special Resolution of the Society.

EXECUTING DOCUMENTS

43. Any deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Society, whether under the Society's seal or not, may be signed by any two (2) of its officers or directors. The Board may also from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the Society's seal to the document.

POLICIES

44. The Board may adopt, amend, or repeal by resolution such policies that are not inconsistent with the By-laws of the Society relating to such matters as terms of reference of committees, duties of officers, Board code of conduct and conflict of interest as well as procedural and other requirements relating to the By-laws as the Board may deem appropriate from time to time. Any policy adopted by the Board will continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board.
45. Every director and officer of the Society in exercising his or her powers and discharging his or her duties shall:
- a) act honestly and in good faith with a view to the best interests of the Society; and
 - b) exercise the care, diligence and skill that a reasonable and prudent person would exercise in comparable circumstances.
46. No director or officer shall be liable for:
- a) The acts, receipts, neglects or defaults of the Society, or of any other director, officer, volunteer or employee of the Society, or for joining in any receipt or act for conformity;
 - b) Any loss, damage or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by the Society or for or on behalf of the Society or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Society shall be placed or invested;
 - c) Any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation including any person, firm or corporation with whom or with which any monies, securities or effects shall be lodged or deposited;
 - d) Any loss, conversion, misapplication or misappropriation of monies, securities or effects or any damage resulting from any dealings with any monies, securities or other assets of or belonging to the Society; or
 - e) Any other loss, damage or misfortune whatsoever which may happen in the execution of the duties of his or her respective office or trust or in relation thereto;
- unless the same shall happen by or through his or her failure to exercise the powers and to discharge the duties of his or her office honestly and in good faith.

INDEMNITY OF DIRECTORS AND OFFICERS

47. Except in respect of an action by or on behalf of the Society against a director or officer to procure a judgement in the Society's favour, the Society shall indemnify a director or officer, his or her heirs, executors administrators and assigns against all actions, claims, costs (including legal costs on a solicitor and his own client basis) charges and expenses and other liabilities including any amount paid to settle an action or satisfy a judgement, reasonably incurred by the director or officer in respect of any civil, criminal or administrative action or proceeding to which the director or officer is made a party by reason of having been a director or officer of the Society, if:
- a) The director or officer acted honestly and in good faith with a view to the best interests of the Society, and
 - b) In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the director or officer had reasonable grounds for believing that the director or officer's conduct was lawful.

INSURANCE

48. The Society may purchase and maintain insurance, to the extent reasonably available, for the benefit of any director or officer against any liability incurred by him or her in his or her capacity as such director or officer, except when the liability relates to his or her failure to act honestly and in good faith.

AMENDMENT OF BYLAWS

49. No amendment of or addition to the By-laws shall be made except by a Special Resolution of the Members, and no amendment or addition shall be effective if it would cause the revocation of the Society's status as a registered Society or charitable organization.

DISTRIBUTION OF PROPERTY ON DISSOLUTION

50. Upon the dissolution of the Society and after the payment of all debts and liabilities in accordance with the provisions of the Act, any remaining assets of the Society, including gaming proceeds, shall be distributed in trust or otherwise to such Qualified Donees within the meaning of subsection 248(1) of the Income Tax Act (Canada), R.S.C. 1985 c.1 (5th Supp.), as amended from time to time, including charitable and religious groups and municipalities, as the Board shall in its sole discretion determine.