

SOLACE GRIEF SUPPORT SOCIETY

Okotoks, Alberta

BYLAW #2

being a general by-law of the Society

ARTICLE 1 - NAME

1.1 The Society

The name of the society is the **SOLACE GRIEF SUPPORT SOCIETY**, which may also be known or referred to in this document as **Solace or SGSS**.

1.2 The Bylaws

The following articles set forth the general bylaws for the conduct of the business of the **SOLACE GRIEF SUPPORT SOCIETY**.

ARTICLE 2 - DEFINING AND INTERPRETING THE BYLAWS

2.1 Definitions

In these Bylaws, the following words have these meanings:

- 2.1.1 **Act** means the *Societies Act* R.S.A. 1980, Chapter S-18 as amended, or any statute substituted for it.
- 2.1.2 **Annual General Meeting** means the annual general meeting of the Society;
- 2.1.3 **Board** means the Board of Directors of the Society
- 2.1.4 **Bylaws** means any by-law of this Society from time to time in effect, including any amendments
- 2.1.5 **Director** means any person elected or appointed to the Board in accordance with Article 5.1.3.
- 2.1.6 **Executive Director** means a paid administrator hired by the Board to carry out the management functions under the direction and supervision of the Board in Article 6.6.

- 2.1.7 Ex officio members of committees or the Board may attend meetings as observers. They have no vote and may speak only with the permission of the Chair.
- 2.1.8 **Member** means a Member of the Society in good standing as described in Article 3.
- 2.1.10 **Members Meeting** means and includes general meetings of the Members, the Annual General Meeting and Special General Meetings of the Society.
- 2.1.11 **Officer** means any Officer listed in Article 5.2.
- 2.1.12 **Past President** means the person whose term of office as President has most recently expired and who is willing to serve as such.
- 2.1.13 **Registered Office** means the registered office for the Society.
- 2.1.14 **Register of Members** means the register maintained by the Board containing the names of the Members of the Society.
- 2.1.15 **Regulations** means the regulations made under the Act as from time to time amended and every regulation that may be substituted for those and, in the case of such substitution, any references in the By-laws of the Society to provisions of the regulations shall be read as references to the substituted provisions in the new regulations.
- 2.1.16 **Society** means the **SOLACE GRIEF SUPPORT SOCIETY** or **Solace** or **SGSS**.
- 2.1.17 **Special General Meeting** means a meeting of the Members of the Society at which a Special Resolution is to be considered.
- 2.1.17 **Special Resolution** means:
- (a) A resolution passed:
 - i. at a Special General Meeting of the membership of this Society of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given; and
 - ii. by the vole of not less than 75% of those members who are entitled to vote in person
 - iii. a resolution consented to in writing by all the members who would have been entitled at a general

meeting or special meeting to vote on the resolution
in person;

- 2.1.19 **Voting Member** means a Member entitled to vote at the meetings of the Society.

2.2 Interpretation

The following rules of interpretation shall be applied in interpreting these Bylaws:

- 2.2.1 **Singular and Plural:** words indicating the singular number also include the plural and vice versa.
- 2.2.2 **Masculine and Feminine:** words indicating the masculine gender also include the feminine gender and vice versa.
- 2.2.3 **Corporation:** words indicating persons also include corporations.
- 2.2.4 **Headings** are for convenience only. They do not affect the interpretation of these Bylaws.
- 2.2.5 **Liberal Interpretation:** these Bylaws shall be interpreted broadly and generously.
- 2.2.6 **Statutory Terms:** all terms use in this by-law and which are defined in the Act or the Regulations shall have the meanings given to such terms in the Act or Regulations;

ARTICLE 3 - MEMBERSHIP

3.1 Full Membership

To become a Member, an individual must be admitted to the Society as a member by vote of the Board of Directors and pay the annual membership fees.

3.2 Categories of Membership and Admission of Members

- 3.2.1 **Individual Membership:**
Any person residing in Alberta, and being of the full age of 18 years, may become a Member of the Society upon approval of the Board of Directors and upon payment of the applicable membership fee.

- 3.2.1 **Association Membership:**
Any organization, corporation or association may become a Member

of the Society, upon the approval of the Board of Directors and payment of the applicable membership fees and shall be referred to as an Association Member. Each Association Member shall appoint one person (hereinafter called a "Delegate") and one alternative individual of at least the age of 18 years, who shall represent the Association Member at any meeting of the Members of the Society. The Association Member shall advise the secretary of the Society (the "Secretary") of the person designated to represent the Association Member and the Secretary may rely upon past notice in this regard, until advised of a new representative or alternate.

3.3 Membership

3.3.1 Applications

Unless otherwise determined by the Board, applicants for Membership in the Society shall be admitted as Members upon approval by the Board and payment of the prescribed fee.

3.3.2 Membership Year

The membership year will run from July 1 of any applicable year to June 30th of the following year.

3.3.3 Setting Membership Fees

The Board shall set the annual membership fees for each category of Members and shall notify each Member by sending notice of such fees to the last email of the Member, on record with the Society.

3.3.4 Payment Date for Fees

The annual membership fees, shall be in default if not paid by July 31st of each year.

3.3.4 Waiving Fees

The Board may by resolution waive the annual membership fee for a Member. These Members will be considered to be Members in good standing.

3.4 Rights and Privileges of Members

3.4.1 Any Member in good standing shall be entitled to:

3.4.1.1 Receive notice of the Annual General Meeting, General and Special General Meetings of the Society;

3.4.1.2 Attend the Annual General Meeting and any General and Special General Meetings of the Society;

3.4.1.3 Speak at any General and Special General Meetings of the Society; and

3.4.1.4 Exercise other rights and privileges given to Members in these Bylaws.

3.4.2 Voting Member

The only Members who can vote at Annual, General, and Special General Meetings of the Society are Members in good standing;

The appointed representative or the named alternative of the Association Members shall exercise the right to vote of the Association Member who is in good standing.

3.4.3 Number of Votes

A Member is entitled to one (1) vote at the Annual, General and Special General Meetings of the Society.

3.4.4 Member in Good Standing

A Member is in good standing when such Member has paid membership fees or other required fees to the Society.

3.5 Termination of Membership

3.5.1 Resignation/Withdrawal

Any Member may resign or withdrawal from the Society by sending or delivering a written notice to the Secretary or President of the Society. Upon receipt of such notice, the Member's name shall be removed from the Register of Members. The Member shall be considered to have ceased being a Member upon acceptance by the Board.

3.5.2 Death

The membership of an Individual Member ceases upon the death of the Member.

The membership of an Association Member ceases upon the dissolution of the member, or cancellation of the charter of the association or corporation.

3.5.3 Deemed Withdrawal

If a Member is in arrears for fees or assessments for any year, such member shall be automatically suspended at the expiration of six (6) months from the end of such year and shall thereafter be entitled to no membership privileges or powers in the society until reinstated. In this case, the name of the Member shall be removed from the Register of Members. The Member ceases to be a Member on the date his name is removed from the Register of Members.

3.5.4 Revocation or Suspension of Membership

3.5.4.1 Revocation of Membership

The Board may, by a resolution passed by the directors entitled to vote thereon at a meeting of the Directors called for such purpose, (an "Expulsion Resolution") expel any Member for any cause, which is deemed reasonable in the interests of the Society. The decision of the Board of Directors shall be final. On passage of the Expulsion Resolution, the name of the Member shall be removed from the Register of Members. The Member ceases to be a Member on the date the Expulsion Resolution is passed.

3.5.4.2 Suspension of Membership

At a Meeting called for that purpose, the Board may suspend a Member's membership for such time as may be determined by the Board for one or more of the following reasons:

- (a) If the Member has failed to abide by the Bylaws;
- (b) If the Member, in the opinion of the Board, has been disloyal to the Society;
- (c) if membership fees set pursuant to section 3.3.3 or any other debt owed by the Member to the Society remains unpaid for more than sixty (60) days after notice of such fees or unpaid debt has been given to the Member;
- (d) If the Member has disrupted meetings or functions of the Society; or
- (e) If the Member has acted, or failed to act, in any manner, whichever course of action is deemed to be harmful to the

Society.

3.5.4.3 Notice to the Member

The Member concerned shall receive at least two (2) weeks' written notice of the Meeting at which it is the Board's intention to decide whether or not the Member should be suspended or expelled. Such notice, which shall state the reasons why suspension or expulsion is being considered, shall be sent by registered mail to the last known address of the Member shown in the records of the Society. The notice may also be delivered by hand by an Officer or Director.

3.5.4.4 Decision of the Board

The Member shall have an opportunity to appear before the Board to address the matter. The Board may allow another person to accompany the Member. The Board shall determine how the matter will be dealt with and may limit the time given to the Member to address the Board. The Board may exclude the Member from its discussion of the matter, including the deciding vote. The decision of the Board shall be final.

3.6 Transmission of Membership

No right or privilege of any Member is transferable to another person.

All rights and privileges cease when an Individual Member resigns, dies, or is expelled from the Society.

All rights and privileges of an Association Member cease upon dissolution or revocation of its charter or when it is expelled from the Society.

An Association Member may be required to appoint another representative or alternate for one or more of the following reasons:

- (a) If the representative or alternate has failed to abide by the Bylaws;
- (b) If the representative or alternate has been disloyal to the Society;
- (c) If the representative or alternate has disrupted meetings or functions of the Society; or
- (d) If the representative or alternate has acted, or failed to act, in any manner, whichever course of action is deemed to be harmful to the Society.

3.7 Continued Liability for Debts Due

Although a Member ceases to be a Member by death, resignation or otherwise, he (or his estate) shall be liable for any debts owed by him to the Society at the date he ceases to be a Member.

3.8 Limitation of the Liability of Members

No Member, in their individual capacity, as such, shall be held answerable or responsible for any act, default, obligation or liability of the Society or for any engagement, claim, payment, loss, injury, transaction, matter or thing relating to or connected with the Society.

ARTICLE 4 - MEETINGS OF THE SOCIETY

4.1 The Annual General Meeting

4.1.1 The Society shall hold its Annual General Meeting no later than November 1 of each year, in the province of Alberta. The Board shall set the place, date and time of the meeting.

4.1.2 Notice

The Secretary shall mail, email, fax or deliver to the last known address of each Member, a notice of meeting at least fourteen (14) days before the Annual General Meeting. Such notice shall state the place, date and time of the Annual General Meeting and the business to be dealt with thereat, including the approval of the financial statements of the Society setting out its income, disbursements, assets and liabilities, audited and signed by the society's auditor.

4.1.3 Meeting Agenda

The following matters shall be placed on the Agenda for the Annual General Meeting:

- (a) The adoption of the minutes of the previous Annual General Meeting;
- (b) The President's report;
- (c) The election of directors, if applicable.
- (d) The receipt of the financial statements setting out its

income, disbursements, assets and liabilities, audited and signed by the society's auditor, together with the Auditors' report thereon; and

- (e) The appointment of Auditors.

4.2 General Meetings of the Society

Other meetings of the Members may be convened by order of the Chair of the Board (if any and if so authorized by Special Resolution of the Society), the President or a Vice-President, by at least 2 Directors, or by the Board at any date and time and at any place within Alberta or, in the absence of such determination, at the place where the Head Office of the Society is located.

Such meetings may be called as a Special General Meeting or a General Meeting of the Members.

4.2.1. Special General Meeting

4.2.1.1 Calling a Special General Meeting

A Special General Meeting may be called at any time:

- (a) By resolution of the Board of Directors; or
- (b) On the written request of at least two (2) Directors; or
- (c) Upon receipt of a petition signed by one-third of the Members, setting forth the reasons for calling such meeting, which shall be by letter to the last known address to each Member, delivered 21 days prior to the meeting.

for the purpose of considering a Special Resolution.

4.2.1.2 Notice

The Secretary shall mail, email, fax or deliver a notice of meeting to each Member at least twenty (21) days before the Special General Meeting. Such notice shall state the place, date, time and purpose of the Special General Meeting.

4.2.1.3 Meeting Agenda

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

4.2.1.4 Procedure at the Special General Meeting

Any Special General Meeting has the same method of voting and the same quorum requirements as the Annual General Meeting.

4.2.2 General Meeting of the Society

4.2.2.1 Calling a General Meeting

A General Meeting of the Members may be called at any time:

- (a) By resolution of the Board of Directors; or
- (f) By the President or the Vice President ; or
- (g) By at least two (2) Directors; or
- (c) Upon receipt of a petition signed by one-third of the Members, setting forth the reasons for calling such meeting, which shall be by letter to the last known address to each Member, delivered 21 days prior to the meeting.

4.2.2.2 Notice

The Secretary shall mail, email, fax or deliver a notice of meeting to each Member at least fourteen (14) days before the General Meeting. Such notice shall state the place, date, time and purpose of the General Meeting.

4.2.2.3 Meeting Agenda

The meeting agenda shall be determined by the Board of Directors and may include matters which they wish to draw to the attention of the Members at such time. It shall not include consideration of any resolution to be passed as a Special Resolution.

4.2.2.4 Procedure at the General Meeting

Any General Meeting has the same method of voting and the same quorum requirements as the Annual General Meeting.

4.2.3 Waiver of Notice.

A Member or any other person entitled to attend a meeting of Members may in any manner waive notice of a meeting of Members and attendance of any such person at a meeting of Members shall constitute a waiver of notice of the

meeting except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

4.2.4 Omission of Notice.

The accidental omission to give notice of any meeting or any irregularity in the notice of any meeting or the non-receipt of any notice by any Member or Members or by the auditor of the Society shall not invalidate any resolution passed or any proceedings taken at any meeting of Members.

4.3 Proceedings at the Meetings of the Society

4.3.1 Rules of Order

All meetings of the Members of the Society shall be conducted according to Roberts Rules of Order.

4.3.2 Quorum

Attendance by that number of Members which is the greater of 3 and ten (10%) percent of the Members, shall constitute a quorum for the Annual General Meeting of the Members of the Society and all other meetings of the Members of the Society.

4.3.3 Absence of Quorum

The Chair shall cancel the meeting if a quorum is not present within one-half (1/2) hour after the time for which such meeting has been called. If cancelled, the Members meeting shall be rescheduled for seven business (7) days later at the same time and place, if possible. If a quorum is not present within one-half (1/2) hour after the time for which the rescheduled meeting has been called, the Members Meeting shall proceed with those Members in attendance.

4.3.4 Presiding Officer

The President shall chair the Meetings of the Members of the Society. In the absence of the President, the Vice-President shall chair the meeting. If neither the President nor the Vice-President is present within one-half (1/2) hour after the time for which such meeting has been called, those Members present shall choose one (1) of the Members present to chair the meeting.

4.3.5 Adjournment

The Chair may, with the consent of the Members present at the meeting,

adjourn any Members Meeting. Only the unfinished business from the adjourned meeting shall be carried forward to the next Annual, General or Special General Meeting.

4.3.6 Voting Procedures

- 5.3.5.1 Voting at any Annual, General or Special General Meeting shall be by a show of hands.
- 5.3.5.2 A poll may be demanded either before or after any vote by show of hands by any person entitled to vote at the meeting. If at any meeting a poll is demanded on the election of a Chair or on the question of adjournment it shall be taken forthwith without adjournment. If at any meeting a poll is demanded on any other question or as to the election of Directors, the vote shall be taken by ballot in such manner and either at once or later in the meeting or after adjournment as the Chair of the meeting, at which the poll was demanded, may determine. A demand for a poll may be withdrawn.
- 4.3.5.3 All new or reinstated Members shall be entitled to vote at any Members Meeting only if they are a Member in good standing;
- 4.3.5.4 The Chair shall not vote on resolutions unless there is a tied vote, in which case the Chair has a casting vote.
- 4.3.5.5 A Member shall not be entitled to vote by proxy.
- 4.3.5.6 The majority of the votes cast shall decide each issue and motion, unless otherwise specified within these Bylaws.
- 4.3.5.7 The Chair shall declare a motion carried or defeated. Such declaration of the Chair shall be final and need not specify the number of votes cast for and against the motion. The Chair shall decide any dispute on any vote and this decision shall be final.
- 4.3.5.8 Five (5) Voting Members present at the Annual or Special General Meeting may request a vote by formal ballot. In such case, the Chair shall set the time, place and method for a formal ballot.

4.3.6 Failure to Give Notice of Meeting

No action taken at any Members Meeting shall be invalidated as a result of:

- (a) Any accidental omission to give notice of the meeting to any Member;
- (b) Any Member not receiving any notice; or
- (c) Any error in any notice that does not affect the meaning of the notice.

4.3.7 Adjournment

The Chair of any meeting may with the consent of the majority of the Members present adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the Members. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

4.3.8 Written Resolution of All Voting Members

A resolution in writing signed by all Voting Members shall be as valid as if it had been passed at an Annual or Special General Meeting of the Society.

4.3.9 Attendance by the Public

Members Meetings of the Society shall be open to the public. Should they wish to do so, the majority of the Members present may ask any persons who are not Members of the Society to leave the meeting.

ARTICLE 5 - THE GOVERNMENT OF THE SOCIETY

5.1 The Board of Directors

5.1.1 Governance and Management of the Society

The Board shall, subject to the bylaws or directions given it by majority vote at any meeting properly called and constituted, have full control and management of the affairs of the Society.

5.1.2 Powers and Duties of the Board

The Board has the powers of the Society, as stated in the Societies Act. The powers and duties of the Board shall include:

- (a) Promoting the objects of the Society;

- (b) Promoting membership in the Society;
- (h) Hiring a paid administrator to carry out the management functions under the direction and supervision of the Board;
- (i) Recruiting, employing, contracting with and terminating the employment of the Executive Director, Administrator; or sub-contractor(s)
- (d) Approving all new staff positions, salary schedules, and benefit packages;
- (e) Ensuring the maintenance and protection of the Society's assets and property;
- (f) Approving the annual budget for the Society;
- (g) Authorizing payment of all expenses and/or debts;
- (h) Authorizing the investment of monies, borrowing and fundraising activities of the Society;
- (i) Making policies for managing and operating the Society;
- (j) Approving all contracts entered into by the Society;
- (k) Ensuring that all accounts and financial records of the Society are maintained in good standing and in accordance with the Societies Act;
- (l) Appointing legal counsel as necessary;
- (m) Selling, disposing of, or mortgaging any or all of the property of the Society; and
- (n) Without limiting the general responsibilities of the Board, delegating its powers and duties to the Executive Director of the Society, if applicable.

5.1.3 **Directors**

5.1.3.1 Duties and Number of Directors

The affairs of the Society shall be managed by a Board consisting of not less than five (5) nor more than nine (9) Directors. The number of Directors for the ensuing year shall be set by the Board at a Board Meeting preceding the Annual General Meeting.

5.1.3.2 Qualifications

Every Director shall be an individual of eighteen (18) or more years of age, who is not of unsound mind and has not been so found by a court in Canada or elsewhere; and does not have the status of a bankrupt and, subject to the Act, shall be a Member of the Society or shall become a Member of the Society within ten (10) days after their election or appointment as a Director, and remain a Member of the Society through their term of office.

5.1.3.3 Term of Office

The Directors' terms of office (subject to the provisions, if any, of the letters patent and any supplementary letters patent of the Society and of the by-laws) shall be from the date of the meeting at which they are elected or appointed until the second annual meeting next following or until their successors are elected or appointed.

So long as there is a quorum of Directors in office, any vacancy occurring in the Board may be filled for the remainder of the term by the Directors then in office, if they shall see fit to do so; otherwise such vacancy shall be filled at the next annual meeting of the Members at which the Directors for the ensuing year are elected, but if there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the Members to fill the vacancy, and, in default or if there are no Directors then in office, the meeting may be called by any Member; The Directors so elected shall form a Board, and shall serve until their successors are elected and installed.

Each Director shall be eligible to stand for re-election but a Director's term of office shall not exceed, in total, six (6) years.

Each Director who has served his maximum of six (6) years shall be eligible to stand for re-election after an absence from the Board of one (1) year, but such second term of office shall not exceed, in total, three (3) years.

Should a Director tender his resignation as a result of his inability to complete the term for which he was elected or be asked to tender his resignation as a Director for cause, or due to becoming deceased the remaining Board members have the right to appoint someone to act as a Director in his place. However, the term of the Director so appointed shall last only until the next Annual General Meeting, at which time such Director shall be eligible to stand for election in the usual manner.

5.1.5 Vacation of Office

The office of a Director shall be vacated:

- 5.1.5.1 if the Director does not within ten (10) days after appointment as a Director become a Member, or if they cease to be a Member of the Society for a period in excess of 10 days; or
- 5.1.5.2 if they become bankrupt or suspend payment of their debts generally or makes an authorized assignment or are declared insolvent; or
- 5.1.5.3 if they are found to be a mentally incompetent person or become of unsound mind; or
- 5.1.5.4 if by notice in writing to the Society such Director resigns their office which resignation shall be effective at the time it is received by the Society or at the time specified in the notice, whichever is later; or
- 5.1.5.5 if he or she dies; or
- 5.1.5.6 if the Director is removed from office by the Members in accordance with paragraph 5.1.6.

5.1.6 Resignation, Removal or Death of a Director

- 5.1.6.1 A Director may resign from office by giving one (1) months' notice in writing. Such resignation shall take effect at the end of the months' notice, or on the date upon which the Board accepts the resignation.
- 5.1.6.2 Voting Members may remove any Director before the end of his term for any cause which the Society may deem reasonable by a Special Resolution passed at a Special General Meeting called for such purpose.
- 5.1.6.3 A Director who fails to attend three (3) consecutive meetings of the Board without notice to the Board shall be deemed to have resigned, unless, in the opinion of the Board, such absence is the result of illness or other extenuating circumstances.
- 5.1.6.4 If a vacancy occurs on the Board as a result of the death of one of the Directors, the appointment of a person to fill that

vacancy shall be dealt with as set out in Article 5.1.4 of these Bylaws.

5.1.5.5 Any vacancy occurring during the year shall be filled at the next meeting of Directors, provided it is so stated in the notice calling such meeting.

5.1.7 **Meetings of the Board**

5.1.7.1 **Number of Meetings**

Meetings of the Board shall be held as often as may be required, but at least four (4) meetings each year, occurring at least once every three months.

5.1.7.2 **Calling of Meetings**

The President shall call the meetings of the Board. The President shall also call a meeting if any two (2) Directors make a request therefore in person or in writing and state the business for which the meeting shall be called.

5.1.7.3 **First Meeting Following Election**

If the first meeting of the Board following the election of Directors by the Members is held immediately thereafter, then for such meeting or for a meeting of the Board at which a Director is appointed to fill a vacancy in the board, no notice shall be necessary to the newly elected or appointed Directors or Director in order to legally constitute the meeting, provided that a quorum of the Directors is present.

5.1.7.4 **Notice of Meetings.**

With the exception of the first meeting of the Board following the election of Directors, held immediately after their election, forty-Eight (48) hours' notice for Board Meetings shall be mailed, emailed, or faxed to each Director. The required notice may be waived by the Board if all directors are in agreement.

5.1.7.4 **Holding Meetings without Formal Notice**

Meetings of the Board, other than the regularly scheduled meetings of the Board, may be held without formal notice being given, provided that all Directors attend such meeting or provided that those unable to attend such meeting have signified their consent to the meeting being held in their absence.

5.1.7.5 Quorum

The quorum for any meeting of the Board shall be fifty percent of Directors. If a quorum is not present, the Chair shall adjourn the meeting to the same time, place and day of the following week if possible. At least three (3) Directors present at the adjourned meeting shall constitute a quorum.

5.1.7.6 Chairing the Meeting.

The President shall chair every meeting of the Board of Directors. In the absence of the President, the Vice-President shall chair the meeting. If neither the President nor the Vice-President is present, those Directors present shall choose a Director from among those present to chair the meeting.

5.1.7.7 Adjournment

Any meeting of Directors may be adjourned from time to time by the Chair of the meeting, with the consent of the majority of the Directors present, to a fixed time and place. Notice of any adjourned meeting of Directors is not required to be given if the time and place of the adjourned meeting is announced at the original meeting. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. The Directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

5.1.7.8 Voting at Director's Meetings

Each Director has one (1) vote, except that the Chair shall only have a casting vote in the case of a tied vote.

5.1.7.9 Member Attendance at Director's Meetings.

Meetings of the Board shall be open to Members of the Society, but only the Directors may vote on any matter which comes before the meeting. The Chair may ask any Member who is not a Director to leave the meeting. The Chair's decision may be overruled by majority vote.

5.1.7.10 Others Present.

Such others as the Board may from time to time by resolution determine, shall be entitled, in the same manner and to the same extent as a Director, to notice of, and personally or by their delegate to attend and to speak at, meetings of the Board, but shall not be entitled to vote thereat.

5.1.7.11 Resolution in Writing

Without a meeting being called for such purpose, all Directors may be asked to agree to and sign a resolution in writing, and such resolution, when signed by all of the Directors, shall be as valid as one passed at any Board Meeting. The resolution shall be deemed to have been passed as of the date upon which the resolution is signed. Should a proposed resolution in writing not be agreed to or signed by all of the Directors, the resolution shall be invalid and; therefore, considered to have been defeated.

5.1.7.12 Meetings by Conference Call

A meeting of the Board may be held by telephone conference call, provided that all the Directors are able to communicate with each other during the meeting

5.1.7.13 Irregularities

Irregularities occurring or errors made in good faith shall not invalidate the actions resulting from any meeting of the Board.

5.1.7.14 Place of Director Meetings

Meetings of the Board may be held at any place within or outside Alberta.

5.1.7.15 Conflict of Interest of the Directors of the Board

Directors must disclose any personal interest in any matter under discussion and may be excused from the discussion, or from the meeting by a majority vote of the Board. Except as provided by the Act, no such Director shall vote on any resolution relating to a matter in which they have a personal interest. Where there is a clear conflict of interest, Directors shall excuse themselves from the discussion or decision.

Subject to the provisions of the Act, no contract or arrangement entered into by or on behalf of the Society in which any Director shall be in any way directly or indirectly interested shall be avoided or voidable and no Director shall be liable to account to the Society or any of its Member or creditors for any profit realized by or from any such contract or arrangement by reason or any fiduciary relationship.

5.2 Officers

5.2.1 Positions of officers

The Officers of the Society shall be the President, the Vice-President, the Past President, the Secretary, and the Treasurer. Two or more of the same offices may be held by the same person. In the case and whenever the same person holds the office of Secretary and Treasurer they may be known as the Secretary-Treasurer. The Board may from time to time appoint such other officers and agents as it shall deem necessary who shall have such authority and shall perform such duties and require such qualifications as may from time to time be prescribed by the Board.

5.2.2 Election and Appointment

At the first Board Meeting held during or after each Annual General Meeting, the Board shall appoint the President and the Vice-President, from among the Board Members, and appoint the Secretary and Treasurer, each for a term of two years.

5.2.3 Term of Office

Each Officer shall serve a term of 2 years. Notwithstanding the foregoing, each incumbent officer shall continue in office until the earlier of (i) their resignation, (ii) the appointment of their successor, (iii) their ceasing to be a Director of the Society, if applicable and (iv) the meeting at which the Directors appoint the officers of the Society.

5.2.4 Qualifications

An Officer shall be a Member of the Society or shall become a Member within 10 days of their election or appointment and shall remain a Member during their term of office. A Director may be appointed to any office of the Society.

5.2.5 Remuneration and Removal of officers.

No officers/directors elected or appointed by the Board shall receive

remuneration for serving as such. All officers, in the absence of agreement to the contrary, shall be subject to removal by resolution of the Board at any time, with or without cause.(amended April 29, 2019 to add /directors)

5.3 Duties and Responsibilities of the Officers of the Society

Subject to the duties set out in the following paragraph of this section, all officers shall sign such contracts, documents or instruments in writing as require their respective signatures and shall respectively have and perform all powers and duties incident to their respective offices and such other powers and duties respectively as may from time to time be assigned to them by the Board; subject however, to any special resolution of the Society.

The duties and responsibilities of the President, the Vice-President, the Secretary, the Treasurer of the Society, and any other officer or officers of the Society who may from time to time be appointed, shall be defined by the Board, which shall have the right to amend such duties and responsibilities as it sees fit. Specific duties of the officers named herein are:

5.3.1 The President

- (a) When present, shall chair all Members Meetings of the Society and the Board;
- (b) Shall be an ex officio member of all Committees, but shall not vote at any committee meetings;
- (c) Shall act as the spokesperson of the Society;
- (d) In conjunction with the Directors, shall set the Agenda for the Board meetings; and
- (f) Shall carry out other duties assigned by the Board.

5.3.2 The Past President

- (a) Shall perform from time to time the duties prescribed by the Board, and may perform such additional duties as may be requested by the President

5.3.4 The Vice-President

- (a) Shall preside at meetings in the President's absence;
- (b) Shall represent the President at various functions when asked to do so by the President or the Board;

- (c) Shall chair the Human Resources Committee if applicable; and
- (d) Shall carry out other duties assigned by the Board.

5.3.5 The Secretary

- (a) Shall attend all meetings of the Society and the Board;
- (b) Shall ensure that accurate minutes of all meetings of the Society are maintained,
- (c) Shall have charge of all correspondence of the Society, and ensure such records are kept in accordance with the Act;
- (d) Shall send all notices of various meetings of the Society to the appropriate persons as required and collect and receive the annual dues or assessments levied by the Society. Such monies shall be promptly turned over to the Treasurer for deposit in a Bank, Trust Company, Credit Union or Treasury Branch as required.
- (e) Shall keep a record of all the members of the Society and their addresses (email and mailing) as the official Register of Members;
- (f) Shall ensure that the Annual Return, changes in the Directors of the Society, amendments in the Bylaws and other incorporating documents are filed with the Corporate Registry;
- (g) Shall be in charge of the Seal of the Society, which whenever used shall be authenticated by the signature of the Secretary and the President, or in the case of the death or inability of either to act, by the Vice-President. In the case of the absence of the Secretary, his/her duties shall be discharged by such officer as may be appointed by the Board.

5.3.6 The Treasurer

- (a) Shall ensure that all monies paid to the Society are deposited in a chartered bank, treasury branch, or trust company chosen by the Board;
- (b) Shall keep or cause to be kept a detailed account of revenues and expenditures to be presented to the Board whenever requested;
- (c) Shall prepare or assist the designated Auditors in preparing and

presenting an audited statement of the financial position of the Society at the Annual General Meeting and submit a copy of same to the Secretary for the records of the Society;

- (d) Shall prepare an annual budget for the Society; and
- (e) Shall carry out other duties assigned by the Board.
- (f) The office of the Secretary and Treasurer may be filled by one person if any annual meeting for the election of officers shall so decide.

5.3.7 Chair of the Board.

The Society may by special resolution provide for the election by the Directors from among themselves of a Chair of the Board and define their duties, and may assign to the Chair of the Board any or all of the duties of the President or other officer of the Society, and in that case the special resolution shall fix and prescribe the duties of the President.

5.3.8 Duties of officers may be delegated

In case of the absence or inability to act of any officer of the Society or for any other reason that the Board may deem sufficient, the Board may delegate all or any of the powers of any such officer to any other officer or to any Director for the time being.

5.3.9 Vacancies.

If the office of any officer of the Society shall be or become vacant by reason of death, resignation, disqualification or otherwise, the Directors shall, in the case of the President and the Chair of the Board, if any, elect a person to fill such vacancy and in the case of any other office, appoint a person to fill such vacancy.

5.4 Board Committees

5.4.1 Establishing Committees

The Board shall appoint such the Standing Committees as it may from time to time deem necessary or advisable. Sub-committees and Advocacy Committees may also be established under Standing Committees when deemed necessary.

The President shall act as an ex-officio member and advisor to all Board Committees but shall not have a vote.

5.4.2 General Procedures for Committees

- 5.4.2.1 A Board Member shall chair each committee created by the Board.
- 5.4.2.2 The Chair of each committee shall call committee meetings. Each committee shall record minutes of its meetings, distribute such minutes to the committee members and to the Chair of all other committees, and provide reports to any Board Meeting at the Board's request.
- 5.4.2.3 Forty –eight (48) hours' notice shall be emailed, mailed or delivered to each committee member. The notice of meetings shall state the date, place and time of the committee meeting. Notice of committee meetings may also be given by telephone or fax. Committee members may waive notice of a committee meeting if all members are in agreement.
- 5.4.2.4 A majority of the committee members present at a meeting shall constitute a quorum.
- 5.4.2.5 Each member of the committee has one (1) vote on any motion to come before the meeting. The Chair does not have a casting vote in the event of a tie. Should a vote result in a tie, the motion shall be considered to have been defeated.

5.5 Standing Committees

The Board may establish the following Standing Committees:

- (a) Executive Committee;
- (b) Finance Committee;
- (c) Fundraising Committee; and
- (d) Public Relations & Communications Committee

The members of, and the mandate for, each of the Standing Committees shall be determined by the Board and amended by it from time to time as deemed necessary.

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 shall report to and be responsible to the Board, and shall act as an advisor to all Board Committees. The Executive Director shall not vote at any meeting.
- 5.6.3 The Executive Director acts as the administrative officer of the Board. The duties and responsibilities of the Executive Director shall be defined by the Board, which shall have the right to amend such duties and responsibilities, as it deems necessary.

ARTICLE 6 - FINANCE AND OTHER MANAGEMENT MATTERS

6.1 The Registered Office

The delivery address and mailing address of the registered office of the Society and the location of the records of the Society shall be at such place in the Province of Alberta as is designated by the directors of the Society from time to time.

6.2 Finance and Auditing

6.2.1 The fiscal year of the Society shall end on June 30 of each year.

6.2.1.1 There shall be an audit of the books, accounts and records of the Society at least once each year by a qualified accountant appointed at each Annual General Meeting or by two members of the Society elected for that purpose at the Annual General Meeting. A complete and proper statement of the standing of the books for the previous fiscal year shall be submitted by such auditor(s) at the Annual General Meeting of the Society.

6.2.1.2 The books and records of the Society may be inspected by any member of the Society at the Annual General Meeting or at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same. Each member of the Board shall at all times have access to such books and records.

6.3 Seal of the Society

The Board may adopt a seal as the Seal of the Society, which shall only be used by Officers authorized to do so by resolution of the Board. The Secretary, President or Executive Director shall have control and custody of the seal unless

the Board decides otherwise.

6.4 Cheques and Contracts of the Society

- 6.4.1 Officers designated by the Board shall sign all cheques drawn on the monies of the Society. Two signatures shall be required on all cheques. Notwithstanding the foregoing, the Board may authorize the President or the Executive Director, if applicable to sign cheques for certain amounts and under certain circumstances.
- 6.4.2 All contracts entered into by the Society shall be signed by the Officers or other persons authorized to do so by resolution of the Board.
- 6.4.3 No Officer, Director, or Member of the Society shall obligate SGSS or commit to any significant policy, program, purchase, role or responsibility without the express authority of the Board.

6.5 Retention and Inspection of the Books and Records of the Society

- 6.5.1 The original Minute Books of all meetings of the Society, the Board, and the Executive Committee shall be kept at the Registered Office of the Society; unless the Board agrees to or designates an alternate location.
- 6.5.2 The Board shall keep and file all necessary books and records of the Society as required by the Bylaws, the Societies Act, or any other statute or law.
- 6.5.3 A Member wishing to inspect the books or records of the Society shall give reasonable notice to the President or the Secretary of his intention to do so. Notwithstanding the foregoing, records that the Board designates as confidential (i.e. all records pertaining to clients, Members and employees) shall not be open for inspection by Members. Standard Freedom of Information and Protection of Privacy protocol shall be adhered to.
- 6.5.4 Unless otherwise permitted by the Board, such inspection shall take place during normal business hours and only at the Registered Office of the Society, or other regular business premises operated or designated by the Board.
- 6.5.5 All financial records of the Society shall be open for inspection by the Members; during regular business hours at a designated office in the presence of the Executive Director or Treasurer or appointed delegate.

6.6 Borrowing Powers

- 6.6.1 For the purpose of carrying out its objects, the Society may borrow or raise or secure the payment of money in such a manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the Society, and in no case, shall debentures be issued without the sanction of a 'Special Resolution' of the Society. The Board shall decide upon the amounts and the ways in which to raise money, including the giving or granting of security.

6.7 NOTICES

6.7.1 Service

Any notice or other document required by the Act, the Regulations, the letters patent, supplementary letters patent (if any) or the by-laws to be sent to any Member or Director or to the auditor shall be delivered personally or sent by electronic transmission, prepaid mail or by telegram or cable or facsimile transmission to any such Member or Director at their latest address as shown in the records of the Society and to the auditor at their business address or business email address, or if no address be given therein then to the last such address of any nature of such Member or Director known to the Secretary provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

6.7.2 Signature to notices

The signature of any Director or officer of the Society to any notice or document to be given by the Society shall be in writing.

6.7.3 Computation of time

Where a given number of days' notice or notice extending over a period is required to be given under the by-laws, letters patent or supplementary letters patent of the Society the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such manner of days or other period.

6.7.4 Proof of service.

With respect to every notice or other document sent by post, it shall be sufficient to prove that the envelope or wrapper which contained the notice or other document was properly addressed as provided in paragraph 6.7.1 of this by-law and put into a Post Office or into a letter

box. A certificate of an officer of the Society in office at the time of the making of the certificate as to facts into the sending or delivery of any notice or other document to any Member, Director, officer or auditor or publication of any notice or other document shall be conclusive evidence thereof and shall be binding on every Member, Director, officer or auditor of the Society as the case may be.

6.8 Indemnification of Directors and Officers

6.8.1 The Society shall indemnify each Director and Officer against all costs or charges that may result from any act done by such director or officer, in the performance of their duties. The Society shall not indemnify any Director or Officer for acts of fraud, dishonesty, or bad faith. Such indemnity shall include all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgement, reasonably incurred by such director or officer in respect of any civil, criminal or administrative action or proceeding to which such director or officer is made a party by reason of having been a director or officer of the Society if: such officer or director:

(a) 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, had reasonable grounds for believing that their conduct was lawful.

6.8.2 No Director or Officer shall be liable for the acts of any other Director, Officer or employee of the Society. No Director or Officer shall be responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm, or Society dealing with the Society. No Director or Officer shall be liable for any loss resulting from an oversight or error in judgment, or any act performed by him in his position with the Society, unless such act is fraudulent, dishonest, or in bad faith.

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

6.8.4 Directors and Officers may rely on the accuracy of any statement or report prepared by the Society's auditor. Neither Directors nor Officers shall be held liable for any loss or damage as a result of acting on that statement or report.

6.9 Cheques, Drafts, Notes, etc.

- 6.9.1 All cheques, drafts or orders for the payment of money and all notes and acceptances and bills or exchanges shall be signed by such officer or officers or person or persons, whether or not officers of the Society, and in such manner as the Board may from time to time designate by resolution.

6.10 Custody of Securities

- 6.10.1 All shares and securities owned by the Society shall be lodged (in the name of the Society) with a chartered bank or a trust company or in a safety deposit box or, if so authorized by resolution of the Board, with such other depositories in such other manner as may be determined from time to time by the Board.
- 6.10.2 All share certificates, bonds, debentures, notes or other obligations belonging to the Society may be issued or held in the name of the nominee or nominees of the Society (and if issued or held in the names of more than one nominee shall be held in the names of the nominees jointly with the right of survivorship) and shall be endorsed in blank with endorsement guaranteed in order to enable transfer to be completed and registration to be effected.

6.11 Execution of Instruments

- 6.11.1 Subject to any Special Resolution of the Society, contracts, documents or instruments in writing requiring the signature of the Society may be signed by:
- 6.11.1.1 any one of the President and the Vice-President, Secretary or Treasurer;
 - 6.11.1.2 any two Directors; or
 - 6.11.1.3 any one of the aforementioned officers together with any one Director;

and all contracts, documents and instruments in writing so signed shall be binding upon the Society without any further authorization or formality. The Board shall have authority from time to time by resolution to appoint any officer or officers or any person or persons on behalf of the Society either to sign documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

- 6.11.2 The seal of the Society, if applicable may when required be affixed to contracts, documents and instruments in writing and signed as

aforesaid or by any officer or officers, person or persons, appointed as aforesaid by resolution of the Board.

- 6.11.3 The term "contracts, documents or instruments in writing" as used in this by-law shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, share warrants, stocks, bonds, debentures or other securities and all paper writings.

ARTICLE 7 - AMENDMENT OF BYLAWS

- 7.1 These Bylaws may be cancelled, altered, or added to by a Special Resolution passed at a Special General Meeting of the Society, the notice given for which shall include details of the proposed Special Resolution to amend the Bylaws.
- 7.2 The Bylaws, as amended, shall take effect after the passing of the Special Resolution and upon their acceptance by Corporate Registry of Alberta.

ARTICLE 8 - DISSOLUTION OF THE SOCIETY AND DISTRIBUTION OF ITS ASSETS

The Society shall not pay any dividends or distribute its property among its Members. Upon the dissolution of the Society, any funds or assets remaining after payment of all of its debts shall be distributed to a registered and incorporated charitable organization. The Members of the Society shall select such organization by Special Resolution. Under no circumstances, shall any Member receive any assets of the Society.

ARTICLE 9 - EFFECTIVE DATE

This by-law shall come into force without further formality upon its enactment.

The foregoing by-law is hereby confirmed by the Directors of the Society pursuant to the *Societies Act* R.S.A. 1980, Chapter S-18, as evidenced by their signatures hereto.

DATED at the Town of _____, in the Province of Alberta,

this ____ day of _____, 2018.

President

Secretary