

BOYS & GIRLS CLUB of WHITECOURT & DISTRICT SOCIETY

BYLAWS

INTERPRETATION

1. In these bylaws:

- (a) “Board” means the Board of Directors established under these bylaws;
- (b) “Certificate of Amalgamation” means the Certificate of Amalgamation of the Society;
- (c) “Director” means a person currently holding office as a Director and appointed or elected in accordance herewith;
- (d) “member” means a person or corporation who is a member in accordance with Sections 2 to 12 hereof and “membership” has a corresponding meaning;
- (e) “person” means an individual;
- (f) “Society” means Boys & Girls Club of Whitecourt & District Society;
- (g) “special resolution” means a resolution approved by not less than 75% of the members present and voting at a general meeting (whether annual or special), provided that notice of the meeting and of the proposed resolution has been circulated to all members entitled to such notice at least 21 days in advance of the general meeting;
- (h) words importing the singular include the plural and *vice versa*;
and
- (i) words importing the masculine include the feminine and *vice versa*.

MEMBERSHIP

2. The Directors may, upon application therefor, and in accordance with Board

policy, admit as a Voting member any person over the age of 18 years who:

(a) is the custodial parent or guardian of a child who is registered to receive service from the Society, whether actually receiving service or accepted to receive service;

(b) has been accepted by the Society as a volunteer with the expectation that they will serve as volunteers for more than 30 days; or

(c) wishes to support the Society and be involved in its operations and who subscribes to the values and objects of the Society.

3. Voting members are entitled to notice of every annual general meeting and special general meeting of the Society and are entitled to one vote on any question coming before such meeting.

4. A corporation may be admitted as an Associate member upon approval of the Board.

(a) Such corporation shall designate an individual who shall represent the corporation and such designate may be changed, from time to time, by written notice by the corporation to the Secretary-Treasurer of the Society.

(b) Associate members are entitled to notice of every annual general meeting and special general meeting of the society, but shall have no vote on any question coming before such meeting.

5. Any person may be admitted as a Temporary Associate member for a period not exceeding 30 days upon approval of the President or the President's designate. Specifically, and without restricting the generality of the foregoing, Temporary Associate membership may be given to a person who volunteers to work at a gaming event at which only members may work. A Temporary Associate member is not entitled to notice of any meeting or to vote on any question.

6. The Board may, from time to time, by resolution appoint a person a Honourary member in recognition of outstanding service to the Society or the community. An Honourary member shall have the same rights and privileges as an Associate member but shall not be required to pay any membership fee.

7. Membership in the Society automatically lapses:

(a) upon written resignation submitted to the Secretary-Treasurer or President, which shall become effective immediately upon receipt by the Secretary-Treasurer or President, or at the date specified and agreed upon;

(b) upon failure to pay any fee, assessment or other charge within 30 days of it's becoming due unless payment arrangements have been made and agreed upon;

(c) upon a person ceasing to qualify for membership; or

(d) upon the member failing to be involved in the meetings, activities, events or work of the Society for a period of at least six consecutive months.

8. The Board may, by resolution, expel a Voting member or an Associate member from the membership, provided that:

(a) written notice of the intention to introduce such a resolution is given to the Secretary-Treasurer or President by a Director, such notice to contain a statement of the reasons to be cited in support of the motion to expel;

(b) the member named in the notice is given a copy of the notice at least 21 days prior to the date on which it is to be considered, and is advised of the date, time and place at which the resolution is to be considered;

(c) the member named in the notice is given the opportunity to appear before the Directors at the time the resolution is to be considered and given opportunity to address the resolution, in person, with or without legal counsel or agent or by legal counsel or agent alone;

(d) the resolution is passed by not less than fifty-one percent of the Directors present and voting; and

(e) written notice of the approval of the resolution is sent to the member by registered mail.

9. A person may appeal a decision to expel him or her as a Voting member by delivering written notice to the Secretary-Treasurer or President within 21 days of delivery of the written notice of the approval of the expulsion motion.

(a) An appeal under this section shall be heard by a single arbitrator

appointed in the manner prescribed the Arbitration Act (Alberta).

(b) An appeal under this section shall be heard within 30 days of the appointment of the arbitrator and a decision rendered within 30 days of the hearing.

(c) The provisions of the Arbitration Act (Alberta) apply to an appeal under this section.

10. No appeal lies from a decision of the Board to expel an Associate member.

11. No paid staff member of the Society is eligible for membership.

12. The Board may, from time to time, establish or change membership fees payable by all members, or members of a particular class.

13. Board Members must disclose any conflict of interest that they may have in regards to employees, funders, supporters or instances of bankruptcy.

DIRECTORS AND OFFICERS

14. The Board shall consist of no less than five (5) people and not more than nine (9) persons, all of whom must remain Voting members at all times during their term of office.

(a) The number of Directors shall be decided upon by the Board from time to time; at least 60 days prior to the annual general meeting, but no change shall operate so as to reduce the term of an incumbent Director.

(b) Directors shall hold office until the adjournment of the second annual general meeting following their election and until their successors are elected.

15. The Board may choose to appoint a Nominating Committee consisting of such members or others as the Board may decide.

(a) The Nominating Committee shall make recommendations for persons to be elected as Directors at the annual general meeting. The report of the Nominating Committee shall be circulated to members with the notice of the meeting.

(b) Any member may nominate some other member for election as a Director by giving written notice to the Secretary-Treasurer at least 10 days prior to the annual general meeting.

(c) At each annual general meeting, the Voting members shall elect a sufficient number of Directors to complete the membership of the Board. Nominations from the floor are not permitted unless necessary to fill open positions and;

16. A retiring Director may be re-elected, provided that no Director may serve for more than eight consecutive years. A member having served eight consecutive years shall remain off the Board for one year before being eligible for reelection.

17. Immediately following each annual general meeting, the Directors shall meet and elect from among their number the following officers: President, a Vice-President, and a Secretary-Treasurer. No notice shall be required of this meeting. The officers so elected shall hold office until the conclusion of the next following annual general meeting and until their successors are elected.

(a) If there is an open Executive position at any time during the year, the Board may elect from their current membership to fill that position at any general meeting.

18. The Executive Director of the Society shall, *ex officio*, be the Assistant Secretary of the Society, but shall not be a Director or have a vote on any matter before the membership, the Board or any committee.

19. The Board may, from time to time, appoint committees and shall:

(a) designate the committee as a standing committee or an ad hoc committee;

(b) establish or approve the terms of reference for the committee; and

(c) appoint the members of the committee and designate the chair of the committee.

20. The Board may from time to time establish satellite offices to provide services to children and youth in areas outside of the Whitecourt and District geographic area.

21. The Board shall meet:

(a) at the call of the President not less than once every three months, and

(b) within 21 days of the President receiving written requests from at least fifty percent of Directors for such purpose as is stated in the request.

22. The Board may meet in person, by teleconference, by videoconference or by use of any other technology which allows each Director to communicate his views to all other Directors participating in the meeting.

23. Each Director participating in a meeting shall have one vote on all questions coming before the meeting. In the event of an equality of votes, the motion is lost.

24. All Directors may agree to sign a resolution and this resolution is as valid as one passed at any Board meeting. It is not necessary to give notice of or to call a Board meeting if a resolution is signed by all Board members. The date on the resolution is the date it is passed. The resolution may be executed in counterpart and transmitted by telecopy, email or other electronic transmission. The Directors may pass a resolution by email correspondence and such resolution shall be valid, provided that the resolution is ratified at a future Board meeting.

25. The Secretary-Treasurer or their appointee shall give each Director at least 14 days' notice of any meeting of the Board.

(a) Notice may be given personally, by telephone, text, fax, email, mail or any other use of technology available.

(b) The Directors may, by unanimous agreement, waive notice of a particular meeting.

(c) The accidental failure to give notice shall not invalidate the proceedings of the meeting.

26. The Board shall take no action unless at least a majority of Directors is present at the time the action is taken.

27. The President shall preside at all meetings of the Board and of the membership. He/she shall be, *ex officio*, a voting member of any committee established by the Board or the membership. In the event of the absence of the President and the Vice President, the members of the Board present at the meeting shall appoint any Director present to preside at that meeting.

28. The Vice-President shall act as president in the absence or inability of the President.

29. The Secretary-Treasurer shall:

(a) exercise supervision over the collection, deposit and disbursement of the Society's funds and shall cause to be kept a proper accounting for the funds of the Society.

(b) present financial reports to the Board at each meeting or as often as may be required by the Board; and

(c) present a financial report to each annual general meeting of the Society.

30. The Secretary-Treasurer or an Appointee shall:

(a) keep, or cause to be kept, minutes of all meetings of the Board and the membership and shall retain custody of such minutes, along with all other records of the Society; and

(b) have custody of, or cause to be kept, the seal of the Society, if so authorized, and shall affix it to documents in accordance with the policy set, from time to time, by the Board.

31. A Director's office is automatically vacated upon:

(a) written resignation submitted to the Secretary-Treasurer or President, which resignation shall become effective immediately upon receipt by the Secretary-Treasurer or President, or upon the date specified and agreed upon;

(b) the Director being adjudged mentally incompetent to manage his or her affairs or being the subject of a certificate of incapacity or a guardianship order under the Adult Guardianship and Trusteeship Act (Alberta); or

(c) the Director making an assignment in bankruptcy.

32. The Board may, by resolution, remove a Director or officer from office, provided that:

(a) written notice of the intention to introduce such a resolution is given to the Secretary-Treasurer or President by a Director, such notice to contain a statement of the reasons to be cited in support of the motion to remove;

(b) the Director or officer named in the notice is given a copy of the notice at least 21 days prior to the date on which it is to be considered, and is advised of the date, time and place at which the resolution is to be considered;

(c) the Director or officer named in the notice is given the opportunity to appear, in person and/or by counsel, before the Directors at the time the resolution is to be considered and given opportunity to address the resolution;

(d) the resolution is passed by not less than two-thirds of the Directors present and voting; and

(e) written notice of the approval of the resolution is sent to the person by registered mail.

33. A person may appeal a decision to remove him or her as a Director or officer by delivering written notice to the Secretary-Treasurer or President within 21 days of delivery of the written notice of the approval of the expulsion motion.

(a) An appeal under this section shall be heard by a single arbitrator appointed in the matter prescribed by the Arbitration Act (Alberta).

(b) An appeal under this section shall be heard within 30 days of the appointment of the arbitrator and a decision rendered within 30 days of the hearing.

(c) The provisions of the Arbitration Act (Alberta) apply to an appeal under this section. The person appealing the decision is responsible for all costs of Arbitration. In the event that the person wins the Arbitration, the Club will reimburse for the costs.

34. Any vacancy occurring on the Board may be filled by the remaining Directors (or any person approved by the Board of Directors.) For the purposes of this section, "vacancy" includes any Board position that was not filled at the immediately previous annual general meeting. A person elected to fill a vacancy shall serve the unexpired term of that office. This election can occur at any general meeting.

INDEMNIFICATION

35. Every Director shall have assumed office on the express understanding and agreement that he or she and his or her heirs, executors, and administrators and estate shall, at all times, be indemnified and saved harmless against all costs, charges and expenses which may occur in or about any action, suit or proceedings which is or are brought against him or her in or about the execution of the duties of his or her office, except such costs, charges or expenses as are occasioned by his or her own willful neglect or default.

MEETINGS OF THE MEMBERSHIP

36. An annual general meeting shall be held in each year on a date and at a location to be fixed by the Board, but not later than June 30 in each year, except in extraordinary circumstances where the Board may decide to hold the annual general meeting at a later time.

37. At each annual general meeting, the membership shall:

- (a) receive the report of the Directors for the previous fiscal year;
- (b) receive and approve the financial statements of the Society for the previous fiscal year and the auditors' report thereon;
- (c) elect Directors of the Society;
- (d) appoint the auditors of the Society for the following year; and
- (e) conduct such other business as may properly come before the meeting.

38. The Board may, from time to time, order that a special general meeting of the membership be convened and shall specify the business to be transacted at such meeting.

39. The Secretary-Treasurer or President shall give notice of each annual and special general meeting of the Society at least 21 days in advance of such meeting to each person entitled to such notice.

- (a) Notice of a meeting shall contain a statement of the business to be

transacted at the meeting. No business shall be transacted at a meeting, other than that contained in the notice of meeting and such business as is required by law or these bylaws.

(b) Notice may be given personally, by telephone, text, fax, email, mail or any other use of technology available.

(c) Notice may be given within a publication that is circulated to all members entitled to such notice.

(d) The accidental failure to give notice does not invalidate the proceedings of the meeting.

40. A quorum for any annual general meeting or special general meeting of the Society shall be at least 5 Voting Members. No business shall be transacted in the absence of a quorum.

41. Annual or special general meetings of the Society may be held in person, by teleconference, by video conference or by use of any other technology which allows each Voting member to communicate their views to all other Voting members participating in the meeting.

42. Voting at meetings where the members are present in person shall be by show of hands. Voting at meetings where one or more members are not in attendance in person or where the meeting is held using electronic or other technology shall be conducted in such manner as is established by the chairman, provided it is in a manner that allows all votes to be tallied at the time of the meeting. Proxy voting is not allowed at any meeting of the Society.

AUDIT

43. The books, accounts and records of the Society shall be audited at least once per year by a chartered accountant, certified general accountant or certified management accountant. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor(s) at the annual general meeting of the Society.

44. The books and records of the Society may be inspected by a Voting member 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 Director shall, at

all times, have access to such books and records.

FISCAL YEAR

45. The fiscal year end of the Society shall be December 31 unless changed by the Board.

REMUNERATION

46. No member or Director shall receive any remuneration for his or her services except:

(a) members or Directors may be compensated for out-of-pocket expenses reasonably incurred in the performance of his or her duties.

BORROWING POWERS

47. For the purpose of carrying out its objects, the Society may borrow, raise, or secure the payment of money in such 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 by a decision of the Board, provided that in no case shall debentures be issued without the sanction of a special resolution of the Society.

DISSOLUTION

48. If the Society is dissolved or wound up, then all funds of the Society remaining after the payment of all legitimate debts and expenses, shall be given to a registered charity or charities in the District(s) served by the Society.

AMENDMENTS

49. These bylaws may be amended by a special resolution passed at any general meeting.

PARLIAMENTARY AUTHORITY

50. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern in all cases to which they are applicable and in which they are not

inconsistent with these bylaws or the Society's incorporating statute or any special rules of order the Society may adopt.