

FBY-LAWS FOR TOFIELD-RYLEY and AREA FOOD BANK SOCIETY

Corporate Access # 501528726

ARTICLE 1 – PREAMBLE

1.1 The Society

The name of the Society is Tofield - Ryley and Area Food Bank Society, which may also be known or referred to as the Society or the Tofield - Ryley Food Bank. The Tofield - Ryley and Area Food Bank Society will be operated without purpose of gain for its members, and any profits or other assets of the organization will be used solely to promote its objects.

1.2 The Bylaws

The following articles set forth Bylaws of the Tofield - Ryley and Area Food Bank Society.

ARTICLE 2 – DEFINING AND INTERPRETING THE BYLAWS

2.1 Definitions

- a. *Act* means the *Societies Act* R.S.A. 2000m Chapter S-14 as amended, or any statute substituted for it.
- b. *Annual General Meeting* (AGM) means the annual general meeting described in Article 4.1.
- c. *Board* means the Board of Directors of this Society.
- d. *Bylaws* means the Bylaws of this Society as amended.
- e. *Member* means a paid-up member of this Society.
- f. *Officer* means Chairperson, Vice-Chairperson, Secretary, and Treasurer.
- g. *Director* means any person elected or appointed to the Board. This includes the Chairperson.
- h. *Society* means the Tofield-Ryley and Area Food Bank Society.
- i. *Special Meeting* means the special meeting described in Article 4.2.
- j. *Special Resolution* means a resolution passed at an AGM or Special Meetings of the membership of this Society. There must be twenty-one (21) days' notice for this meeting. The notice must state the proposed resolution. There must be approval by a vote of the majority of the voting Members who vote in person.

ARTICLE 3 – MEMBERSHIP

3.1 Admission of members

- a. Any individual residing in the Tofield - Ryley area, and being the full age of 18 years, may become a Member by meeting the requirements in Article 3.2.
- b. All active and past volunteers are considered members of the Society.

3.2 Membership Fees

- a. The membership year shall be January 1 to December 31.

- b. Membership fee, if any, in the society shall be determined, from time to time, by the members at a general meeting.

3.3 Termination of Membership

- a. Any member wishing to withdraw from membership may do so upon a notice in writing to the Board through its Secretary.
- b. If any member is in arrears for fees or assessments for any year, such member shall be automatically suspended at the expiration of six months from the end of such year and shall thereafter be entitled to no membership privileges or powers in the society until reinstated.
- c. Any member upon a majority vote of all members of the society in good standing may be expelled from membership for any cause which the society may deem reasonable.

3.4 Rights and Privileges of Members

Any Member in good standing is entitled to:

- a. receive notice of meetings of the Society,
- b. attend any meeting of the Society,
- c. speak at any meeting of the Society: and
- d. exercise other rights and privileges given to Members in these bylaws.

3.5 Voting Members

- a. The only Members who can vote at meetings of the Society are Members in good standing who are at least eighteen years old at the time of the meeting.

3.6 Number of Votes

- a. A Voting Member is entitled to one (1) vote at a meeting of the Society.

3.7 Member in Good Standing

A Member is in good standing when:

- a. The Member has paid membership fees or other required fees to the Society: and
- b. The Member is not suspended as a Member as provided for under Article 3.3.

3.5 Membership Liability

- a. Although a Member ceases to be a Member, by death, resignation or otherwise, he is not liable for any debts owing to the Society at the date of ceasing to be a Member.
- b. No Member is, in his individual capacity, liable for any debt or liability of the Society.

ARTICLE 4 – MEETINGS OF THE SOCIETY

The Society operates the following types of meetings: Annual General, Special, Executive, and Board.

4.1 The Annual General Meeting (AGM)

4.1.1 Requirement

- a. The Society holds its Annual General Meeting no later than March 31 of each calendar year, in Tofield Alberta. The Board sets the place, day and time of the meeting.
- b. The Secretary mails, emails or delivers a notice to each Member and places an announcement in the local newspaper at least twenty-one (21) days before the Annual

General Meeting. This notices states the place, date and time of the Annual General Meeting, and any business requiring a Special Resolution.

4.1.3 Agenda

The AGM deals with the following matters:

- a. Adopting the agenda.
- b. Adopting the minutes of the last Annual General Meeting.
- c. Considering the Chairperson's Report.
- d. Reviewing the financial statements setting out the Society's income, disbursements, assets and liabilities and the auditor's report.
- e. Appointing the auditors.
- f. Electing the Chairperson.
- g. Electing the Members of the Board.
- h. Considering matters specified in the meeting notice.

4.1.4 Quorum and Conduct

- a. Attendance by 8 Members at the Annual General Meeting is a quorum.
- b. The meeting shall be governed by *Robert's Rules of Order*.

4.2 Special Meeting of the Society

4.2.1 Calling a Special Meeting

A Special Meeting may be called at any time:

- a. By a resolution of the Board to that effect; or
- b. On the written request of at least three (3) Directors. The request must state the reason for the Special Meeting and the motion(s) intended to be submitted at this Special Meeting; or
- c. On the written request of at least thirty (30%) of the Voting Members. The request must state the reason for the Special Meeting and the motion(s) intended to be submitted at such Special Meeting.

4.2.2 Notice

- a. The Secretary mails, e-mails or delivers a notice to each member at least twenty-one (21) days before the Special Meeting. This notice states the place, date, time and purpose of the Special Meeting.

4.2.3 Agenda

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

4.2.4 Procedure

- a. Any Special Meeting has the same method of voting and the same quorum requirements as the AGM.

4.3 Executive Meetings

- a. Executive Meetings are called by the Chairperson as needed to discuss issues and develop recommendations for the board.

4.4 Board Meetings

- a. Board meetings are called by the Chairperson.
- b. Quorum at this meeting is 50% of the board plus 1.

4.5 Proceedings at the AGM or Special Meeting

Proceedings at the AGM, or Special Meeting are as follows:

4.5.1 Attendance by the Public

General Meetings of the Society are open to the public. A majority of the Members present may ask any persons who are not Members to leave.

4.5.2 Failure to Reach Quorum

The Chairperson cancels the Meeting if a quorum is not present within twenty (20) minutes after the set time. If cancelled, the meeting is rescheduled for one (1) week later at the same time and place. If a quorum is not present within twenty (20) minutes after the set time of the second meeting, the meeting will proceed with the members in attendance as if quorum were achieved.

4.5.3 Presiding Officer

The Chairperson chairs every AGM or Special Meeting of the Society. The Vice-Chairperson chairs in the absence of the Chairperson. If neither the Chairperson nor the Vice-Chairperson is present within twenty (20) minutes after the set time for the Meeting, the members present choose one (1) of the remaining Board members to chair.

4.5.4 Voting

The following points apply to voting at every meeting:

- a. Each member has one (1) vote. A show of hands decides every vote. A ballot is used if three (3) members request it.
- b. The Chairperson does not have a second or casting vote in the case of a tie vote. If there is a tie vote, the motion is defeated.
- c. A Voting Member may not vote by proxy.
- d. A majority of the votes of the voting Members present decides each issue and resolution unless the issue needs to be decided by a Special Resolution.
- e. The Chairperson declares a resolution carried or lost. This statement is final and does not have to include the number of votes for or against the resolution.
- f. The chairperson decides any dispute on any vote. The Chairperson decides in good faith, and this decision is final.

4.5.5 Failure to Give Notice of a Meeting

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

- a. Accidental omission to give any notice to any member,
- b. Any Member not receiving any notice; or
- c. Any error in any notice that does not affect the meaning.

ARTICLE 5 – THE GOVERNANCE OF THE SOCIETY

5.1 The Board of Directors

- a. The Board of Directors are Officers of the Society and will be the official representatives for the Society.

- b. The board governs and manages the affairs of the Society.

5.1.1 Duties of the Board

The duties of the Board include:

- a. Promoting the objectives of the Society.
- b. Promoting membership in the Society.
- c. Maintaining and protecting the Society's assets and property.
- d. Approving an annual budget for the Society.
- e. Paying all expenses for operating and managing the Society.
- f. Paying persons for services and protecting persons from debts of the Society.
- g. Investing any extra monies.
- h. Financing the operations of the Society and borrowing or raising monies with Society approval.
- i. Making policies for managing and operating the Society.
- j. Approving all contracts for the Society.
- k. Maintaining all accounts and financial records of the Society.
- l. Appointing legal counsel as necessary.
- m. Making policies, rules and regulations for operating the Society and using its facilities and assets.
- n. Without limiting the general responsibility of the Board, delegating its powers and duties to the Executive Committee.

5.1.2 Composition of the Board

- a. The Chairperson.
- b. No fewer than 7 and no more than 10 Directors-at-large elected at the AGM from among the Voting Members.

5.1.3 Election of the Chairperson and Directors.

- a. At the first Annual General Meeting of the Society, the Voting Members elect the Chairperson and 7 to 10 directors as needed.
- b. Each term of office shall be two (2) years in length.
- c. Voting members elect the Chairperson at the Annual General Meeting.

5.1.4 Resignation, Death or Removal of a Director or Officer

- a. A Director or Officer may resign from office by giving one (1) month's notice in writing. The resignation takes effect either at the end of the month's notice, or on the date the Board accepts the resignation.
- b. Voting members may remove any director or officer, including the Chairperson, before the end of his term. There must be a majority vote at a Special Meeting called for this purpose.
- c. If there is a vacancy on the Board, the remaining Directors may appoint a Voting Member in good standing to fill that vacancy for the remainder of the term.

5.1.5 Meetings of the Board

- a. The Board shall hold no fewer than 6 meetings per year and will hold one Annual General Meeting in March of each year.
- b. The Chairperson calls the meetings. The Chairperson also calls a meeting if any two (2) Directors make a request in writing and state the business of the meeting.

- c. 7 days notice for Board meetings is phoned, emailed or mailed to each Board Member. A general schedule of Board meetings may also be determined at the Board's discretion. Board members may waive notice.

5.1.6 Quorum for Board meetings is the chairperson and five (5) Directors.

- a. If there is no quorum, the Chairperson adjourns the meeting to the same time, place, and day of the following week.
- b. Each director, including the Chairperson, has one (1) vote.
- c. The Chairperson does not have a second or casting vote in the case of a tie vote. A tie vote means the motion is defeated.
- d. Meetings of the Board are open to Members of the Society, but only Directors may vote. Members are permitted to participate in a discussion only when invited to do so by the Board. A majority of the Directors present may ask any other Members, or other persons present, to leave.

5.2 Duties of the Officers of the Society

- a. The Officers of the Society are the Chairperson, Vice Chairperson, Secretary and Treasurer.
- b. The Officers hold office until re-elected or until a successor is elected.

5.2.1 The Chairperson

- a. Supervises the affairs of the Board.
- b. Chairs all meetings of the Society, the Board and the Executive Committee.
- c. Is an *ex officio* member of all Committees.
- d. Acts as the spokesperson for the Society.
- e. Chairs the Executive Committee.
- f. Performs other duties assigned by the Board.

5.2.2 The Vice Chairperson

- a. Presides at meetings in the Chairperson's absence.
- b. Replaces the Chairperson at various functions when asked to do so by the Chairperson or the Board.
- c. Is a member of the Executive Committee, and
- d. Carries out other duties assigned by the Board.

5.2.3 The Secretary

- a. Attends all meetings of the Society, the Board and the Executive Committee.
- b. Keeps accurate minutes of these meetings.
- c. Has charge of the Board's correspondence.
- d. Makes sure a record of names and addresses of all Members of the society is kept.
- e. Makes sure all notices of various meetings are sent.
- f. Files the annual return, changes in the directors of the organization, amendments in the bylaws and other incorporating documents with the Corporate Registry; and
- g. Carries out other duties assigned by the Board.

5.2.4 The Treasurer

- a. Makes sure all monies paid to the Society are deposited in a chartered bank, treasury branch or trust company chosen by the Board,

- b. Makes sure a detailed account of revenues and expenditures is presented to the Board as requested,
- c. Makes sure an audited statement of the financial position of the Society is prepared and presented to the Annual General Meeting,
- d. Is a member of the Executive Committee, and
- e. Carries out other duties assigned by the Board

5.3 Board Committees

The Board may appoint committees to advise the Board.

5.3.1 General Procedures for Committees

- a. A Board Member chairs each committee created by the Board.
- b. The Chairperson calls committee meetings.
- c. Each committee provides reports to each Board meeting at the Board's request.
- d. Two (2) days' notice is mailed or delivered to each member of the committee. The notice states the date, place and time of the committee meeting. Committee members may waive notice.
- e. A majority of the committee members present at a meeting is a quorum.
- f. Each member of the committee, including the Chairperson, has one (1) vote at the committee meeting. The Chairperson does not have a casting vote in case of a tie.

5.3.2 Executive Committee

- a. The Executive Committee consists of the Chairperson, Vice Chairperson, Secretary, and Treasurer, and is responsible for:
 - planning agendas for Board meetings,
 - carrying out emergency and unusual business between Board meetings,
 - reporting to the Board on actions taken between Board meetings, and
 - carrying out other duties as assigned by the Board.
- b. Executive Meetings shall be called by the Chairperson upon the request of any two (2) Officers.
- c. At the request to call a meeting, the business of the meeting shall be disclosed to the Chairperson.
- d. All Officers may agree to and sign a resolution. This is as valid as one passed at an Executive Committee meeting. It is not necessary to give notice or to call a meeting of the Executive Committee. The date on the resolution is the date it is passed.
- e. Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Executive Committee.

ARTICLE 6 – FINANCE AND OTHER MANAGEMENT MATTERS

6.1 Registered Office

- a. The Registered Office of the Society is located in Tofield, Alberta. Another place may be established at the AGM, or by resolution of the Board, but any change must be communicated to Corporate Registry.

6.2 Finance and Auditing

- a. The fiscal year of the Society starts January 1st and ends on December 31st of each year.
- b. There must be an audit of the books, accounts and records of the Society at least once each year. The auditor(s) shall be elected or appointed at the AGM.

6.3 Cheques and Contracts of the Society

- a. The designated Officers of the Board sign all cheques drawn on the monies of the Society. Two (2) signatures are required on all cheques.
- b. All contracts of the Society must be signed by the Officers or other persons authorized to do so by resolution of the Board.

6.4 Record Keeping and Inspection

The following policies apply to record keeping and inspection:

- a. The Secretary keeps an electronic copy of the Minutes and records minutes of all meetings of the members and of the Board.
- b. The Board keeps and files all necessary books and records of the Society as required by the Bylaws, the *Societies Act*, or any other statute or laws.
- c. A member wishing to inspect the books or records of the Society must give reasonable notice to the Chairperson or the Secretary of the Society of his intention to do so.
 - Unless otherwise permitted by the Board, such inspection will take place only at the Registered Office, or other regular business premises operated by the Society, during normal business hours.
 - All financial records of the Society are open for such inspection by the members.
 - Other records of the Society are also open for inspection, except for records that the Board designates as confidential.

6.5.1 Borrowing Powers

- a. The Society may borrow or raise funds to meet its objects and operations. The Board decides the amounts and ways to raise money, including giving or granting security.
- b. The Society may issue debentures to borrow only by resolution of the Board, confirmed by a Special Resolution of the Society.

6.6 Payments

- a. No Member, Director or Officer of the Society receives any payment for his services as a member, Director, or Officer.
- b. Reasonable expenses incurred while carrying out duties of the Society may be reimbursed upon Board approval.

6.7 Protection and Indemnity of Officers

- a. Each Officer holds office with protection from the Society. The Society indemnifies each Officer against all costs or charges that result from any act done in their role for the Society. The Society does not protect any Officer for acts of fraud, dishonesty, or bad faith.
- b. No Officer is liable for the acts of any other Officer or employee. No Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Society. No Officer is liable for any loss

due to an oversight or error in judgment, or by an act in their role for the Society, unless the act is fraud, dishonesty, or bad faith.

- c. Directors and Officers can rely on the accuracy of any statement or report prepared by the Society's auditor(s). Directors and Officers are not held liable for any loss or damage as a result of acting on that statement or report.

ARTICLE 7 – AMENDING THE BYLAWS

7.1 Amendment

- a. These Bylaws may be cancelled, altered or added to by a Special Resolution at any AGM or Special Meetings of the Society in accordance with Alberta Societies Act.

7.2 Notice

- a. The twenty-one (21) days' notice of the AGM or Special Meeting of the Society must include details of the proposed resolution to change the Bylaws.

7.3 Effective Date

- a. The amended bylaws take effect after approval of the Special Resolution at the AGM or Special Meeting and accepted by the Corporate Registry of Alberta.

Article 8 – Distributing Assets and Dissolving the Society

8.1 Procedure for Distribution of Assets and dissolution of the Society.

- a. The Society may only surrender its certificate of incorporation by Special Resolution.
- b. Notice of intention to surrender the certificate of incorporation must be given to the Registrar.
- c. The Society does not pay any dividends or distribute its property among its Members.
- d. If the Society is dissolved, any funds or assets remaining after paying all debts are to be distributed to a qualified donee with objects that are similar to those of the Tofield - Ryley and Area Food Bank Society.
- e. Voting Members are to select the qualified donee to receive the assets by Special Resolution. In no case do any Members receive any assets of the Society.