

**BY-LAWS FOR THE 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**

In these Bylaws, the following words have these meanings.

**2.1.1** Act means the *Societies Act RSA 2000 Chapter S-14*, as amended, or any statute substituted for it.

**2.1.2** Annual General Meeting means the annual general meeting described in Article 5.1

**2.1.3** Board means the Board of Directors of this Society

**2.1.4** Bylaws means the Bylaws of this Society

**2.1.5** Director means any person elected or appointed to the Board. This includes the Chairperson.

**2.1.6** Member means a Member of the Society.

**2.1.7** Officer means any Officer listed in Article 6.2

**2.1.8** Registered Office means the legal office of the Society.

**2.1.9** Register of members means the register maintained by the Board of Directors containing the names of the Members of the Society.

**2.1.10** Society means the Tofield - Ryley and Area Food Bank Society

**2.1.11** Special Meeting means the special meeting described in Article 5.2

**2.1.12** Special Resolution means:

- a. A resolution passed at a General Meeting 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 75% of the voting Members who vote in person;
- b. A resolution proposed and passed as a Special Resolution at a General Meeting with less than twenty-one (21) days' notice. All the Voting Members eligible to attend and vote at the General Meeting must agree: or
- c. A resolution agreed to in writing by all the Voting Members who are eligible to vote on the resolution in person at a General Meeting.

**2.1.13** Voting Members means a Member entitled to vote at the meetings of the Society

**2.2 Interpretation**

The following rules of interpretation must be applied in interpreting these Bylaws.

**2.2.1** Words indicating persons also include individuals, corporations, partnerships, trusts, societies, associations and unincorporated organizations

**2.2.2** Liberal interpretation: these Bylaws shall be interpreted broadly and generously adhering not only to the letter but also the spirit of the Articles.

**2.2.3** In situations where these By-Laws do not cover the situation, Roberts Rules of Order shall apply.

**ARTICLE 3 OBJECTS OF THE SOCIETY**

The objects of the society are detailed in the Application to form a Society.

**ARTICLE 4 – MEMBERSHIP**

**4.1 Admission of members**

Any individual residing in the Tofield Ryley area may become a Member by meeting the requirements in Article 4.2.

**4.2 Membership Fees**

The membership year shall be January 1 to December 31.

**4.2.1** Setting Membership Fees - The Board decides annual membership fees.

**4.2.2** Payment Date for Fees - The annual membership fees must be paid on or before the Annual General Meeting of every year.

**ARTICLE 4 – MEMBERSHIP – CONT ‘D**

- 4.3** Rights and Privileges of Members
  - 4.3.1** 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.
  - 4.3.2** Voting Members - 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.
  - 4.3.3** Number of Votes - A Voting Member is entitled to one (1) vote at a meeting of the Society.
  - 4.3.4** 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 4. 4
- 4.4** Suspension of Membership - The Board, at a Special Meeting called for that purpose, may suspend a Member’s membership not more than three (3) months, for one or more of the following reasons:
  - a. If the Member has been disloyal to the Society
  - b. If the Member has disrupted meetings or functions of the Society
  - c. If the Member has done or failed to do anything judged to be harmful to the Society.
  - 4.4.1** Notice to the Member
    - 4.4.1.1** The affected member will receive written notice of the Board’s intention to deal with whether that Member should be suspended or not. The Member will receive at least two (2) weeks’ notice before the Special Meeting.
    - 4.4.1.2** The notice will 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 an Officer of the Board.
    - 4.4.1.3** The notice will state the reasons why suspension is being considered.
  - 4.4.2** Decision of the Board
    - 4.4.2.1** The Member will have an opportunity to appear before the Board to address the matter. The Board may allow another person to accompany the Member
    - 4.4.2.2** The Board will determine how the matter will be dealt with, and may limit the time given the Member to address the Board.
    - 4.4.2.3** The Board may exclude the Member from its discussion of the matter, including the deciding vote.
    - 4.4.2.4** The decision of the Board is final.
- 4.5** Termination of Membership
  - 4.5.1** Resignation
    - 4.5.1.1** Any Member may resign from the Society by sending or delivering a written notice to the Secretary of the Society
    - 4.5.1.2** Once the notice is received, the Member’s name is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members
    - 4.5.1.3** Death. The membership of a Member is ended upon his death.
    - 4.5.1.4** Deemed Withdrawal - If a member has not paid the annual membership fees within 3 months following the date the fees are due, the Member is considered to have submitted his resignation, and the name of the Member will be removed from the Register of Members. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members
    - 4.5.1.5** Expulsion - The Society may, by Special Resolution at a Special meeting called for such a purpose, expel any Member for any cause which is deemed sufficient in the interests of the Society. This decision is final. On passage of the Special Resolution, the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members.
- 4.6** Transmission of Membership - No right or privilege of any Member is transferable to another person. All rights and privileges cease when the Member resigns, dies, or is expelled from the Society.
- 4.7** Continued Liability for Debts Due- Although a Member ceases to be a Member, by death, resignation or otherwise, he is liable for any debts owing to the Society at the date of ceasing to be a Member
- 4.8** Limitation on the Liability of Members - No Member is, in his individual capacity, liable for any debt or liability of the Society.

**ARTICLE 5 – MEETINGS OF THE SOCIETY**

- 5.1** The Annual General Meeting
- 5.1.1** 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.
- 5.1.2** 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.
- 5.1.3** Agenda for the Meeting  
The Annual General Meeting 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
- 5.1.4** Quorum - Attendance by 10 Members at the Annual General Meeting is a quorum.
- 5.2** Special General Meeting of the Society
- 5.2.1** Calling of Special General Meeting  
A Special General Meeting may be called at any time:
- a. By a resolution of the Board of Directors to that effect; or
  - b. On the written request of at least five(5) Directors. The request must state the reason for the Special Meeting and the motion(s) intended to be submitted at this Special General Meeting; or
  - c. On the written request of at least 30% of the Voting Members. The request must state the reason for the Special Meeting and the motion(s) intended to be submitted at this Special General Meeting.
- 5.2.2** Notice - The Secretary mails or delivers a notice to each member at least twenty-one (21) days before the Special General Meeting. This notice states the place, date, time and purpose of the Special General Meeting
- 5.2.3** Agenda for Special Meeting - Only the matter(s) set out in the notice for the Special General Meeting are considered at the Special General Meeting.
- 5.2.4** 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 (refer to 5.3.5.1)
- 5.3** Proceedings at the Annual, Special or General Meeting
- 5.3.1** 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.
- 5.3.2** Failure to Reach Quorum  
The Chairperson cancels the General Meeting if a quorum is not present within one-half (1/2) hour after the set time. If cancelled, the meeting is rescheduled for two (2) weeks later at the same time and place. If a quorum is not present within one-half (1/2) hour after the set time of the second meeting, the meeting will proceed with the Members in attendance.
- 5.3.3** Presiding Officer
- 5.3.1** The Chairperson chairs every General Meeting of the Society. The Vice-President chairs in the absence of the President.
- 5.3.2** If neither the Chairperson, nor the Vice-President is present within one-half (1/2) hour after the set time for the General meeting, the Members present choose one (1) of the Directors to chair.
- 5.3.4** Adjournment
- 5.3.4.1** The Chairperson may adjourn any General Meeting with the consent of the Members at the meeting. The adjourned General Meeting conducts only the unfinished business from the initial meeting.
- 5.3.4.2** No notice is necessary if the General Meeting is adjourned for less than thirty (30) days.
- 5.3.4.3** The Society must give notice when a General meeting is adjourned for thirty (30) days or more. Notice must be the same as for any General meeting.

**ARTICLE 5 – MEETINGS OF THE SOCIETY – CONT 'D**

- 5.3** Proceedings at the Annual or a Special General Meeting – cont'd
- 5.3.5** Voting
- 5.3.5.1** Each Voting Member has one (1) vote. A show of hands decides every vote at every General Meeting. A ballot is used if at least (5) Voting members in good standing request it.
  - 5.3.5.2** 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.
  - 5.3.5.3** A Voting Member may not vote by proxy.
  - 5.3.5.4** A majority of the votes of the Voting Members present decide each issue and resolution, unless the issue needs to be decided by a Special Resolution.
  - 5.3.5.5** The Chairperson declares a resolution carried or lost. This statement is final, and does not have to include the number of votes for and against the resolution.
  - 5.3.5.6** Five Voting Members may request a ballot vote. In such case, the Chairperson or the presiding officer may set the time, place and method for a ballot vote. The result of the ballot is the resolution of the General Meeting.
  - 5.3.5.7** Members may withdraw their request for a ballot.
  - 5.3.5.8** The President decides any dispute on any vote. The President decides in good faith, and this decision is final.
- 5.3.6** Failure to Give Notice of meeting - No action taken at a General meeting is invalid due to:
- a. Accidental omission to give any notice to any Member;
  - b. Any Member not receiving any notice; or
  - c. Any error in any notice that does not affect the meaning.

**ARTICLE 6 – THE GOVERNANCE OF THE SOCIETY**

- 6.1.** The Board of Directors
- 6.1.1** Governance and Management of the Society - The Board governs and manages the affairs of the Society. The Board may hire a paid administrator to carry out management functions under the direction and supervision of the Board.
  - 6.1.2** Powers and Duties of the Board - The Board has the powers of the Society, except as stated in the *Societies Act*. The powers and duties of the Board include:
    - a. Promoting the objects 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. Investment of funds
    - h. Financing the operations of the Society, and borrowing or raising monies;
    - 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 or the paid administrator of the society.
  - 6.1.3** Composition of the Board - The Board consists of:
    - a. The Chairperson:
    - c. No fewer than 7 and no more than 10 Directors-at-large elected at the Annual General Meeting from among the Voting Members

**ARTICLE 6 – THE GOVERNANCE OF THE SOCIETY – CONT ‘D**

- 6.1.** The Board of Directors – cont’d
- 6.1.4** Election of the Directors and Officers
- 6.1.4.1** At the first Annual General Meeting of the Society, the Voting Members elect the following Directors:
- a. Three (3) Directors, each serving a term that ends at the close of the third Annual General Meeting at which these Directors were elected;
  - b. Three (3) Directors, each serving a term that ends at the close of the second Annual General Meeting following the Annual General Meeting at which these Directors were elected; and
  - c. Three (3) Directors, each serving a term that ends at the close of the first Annual General Meeting following the Annual General Meeting at which these Directors were elected.
  - d. A maximum of two (2) Directors, each serving a one year term.
  - e. Voting Members elect the following Officers: Chairperson, Vice Chairperson, Secretary, Treasurer
- 6.1.4.2** Each term of office shall be two (2) years in length.
- 6.1.4.4** Voting members elect the Chairperson at the Annual General Meeting. The Chairperson can only serve for a maximum of three (3) consecutive terms.
- 6.1.5** Resignation, Death or Removal of a Director or Officer
- 6.1.5.1** 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.
- 6.1.5.2.** 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.
- 6.1.5.3.** 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.
- 6.1.6.** Meetings of the Board
- 6.1.6.1** The Board shall hold no fewer than 5 meetings per year, and will include an Annual General Meeting.
- 6.1.6.2** 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.
- 6.1.6.3.** 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.
- 6.1.7** Quorum for Board meetings is five (5) Directors.
- 6.1.7.1** If there is no quorum, the Chairperson adjourns the meeting to the same time, place, and date of the following week.
- 6.1.7.2.** Each director, including the Chairperson, has one (1) vote.
- 6.1.7.3.** 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.
- 6.1.7.4.** 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.
- 6.1.8** All Officers may agree to and sign a resolution. This resolution is as valid as one passed at any Executive meeting. It is not necessary to give notice or to call an Executive meeting. The date on the resolution is the date it is passed.
- 6.1.9.** Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board.
- 6.2** Officers
- 6.2.1** The Officers of the Society are the Chairperson, Vice Chairperson, Secretary and Treasurer
- 6.2.2** The Officers hold office until re-elected or until a successor is elected.

**ARTICLE 6 – THE GOVERNANCE OF THE SOCIETY – CONT ‘D**

- 6.3** Duties of the Officers of the Society
- 6.3.1** The Chairperson

- Supervises the affairs of the Board
- Chairs all meetings of the Society, the Board and the Executive Committee;
- Is an *ex officio* member of all Committees
- Acts as the spokesperson for the Society;
- Chairs the Executive Committee;
- Carries out other duties assigned by the Board

**6.3.2** The Vice Chairperson

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

**6.3.3** The Secretary

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

**6.3.4** The Treasurer

- Makes sure all monies paid to the Society are deposited in a chartered bank, treasury branch or trust company chosen by the Board
- Makes sure a detailed account of revenues and expenditures is presented to the Board as requested;
- Makes sure an audited statement of the financial position of the Society is prepared and presented to the Annual General Meeting;
- Is a member of the Executive Committee; and
- Carries out other duties assigned by the Board

**6.4** Board Committees

**6.4.1** The Board may appoint committees to advise the Board

**6.4.2** General Procedures for Committees

**6.4.2.1** A Board Member chairs each committee create by the Board

**6.4.2.2** The Chairperson calls committee meetings. Each committee:

- Records minutes of its meetings
- Distributes these minutes to the committee members and to the Chairpersons of all other committees
- Provides reports to each Board meeting at the Board's request

**6.4.2.3** 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.

**6.4.2.4** A majority of the committee members present at a meeting is a quorum.

**6.4.2.5** 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.

**6.5** Standing Committees

**6.5.1** The Executive Committee:

- a Consists of the Chairperson, Vice Chairperson, Secretary, Treasurer
- b Is responsible for:

- -planning agendas for Board meetings;
- -carrying out emergency and unusual business between Board meetings;
- -reporting to the Board on actions taken between Board meetings;
- -carrying out other duties as assigned by the Board

**6.5** Standing Committees

**6.5.1** The Executive Committee:

- c Executive Meetings shall be called by the Chairperson upon the request of any two (2) Officers.

- d. At the request to call a meeting, the business of the meeting shall be disclosed to the Chairperson.
- e. 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.
- f. Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Executive Committee.

**ARTICLE 7 – FINANCE AND OTHER MANAGEMENT MATTERS**

- 7.1** The Registered Office - The Registered Office of the Society is located in Tofield, Alberta. Another place may be established at the Annual General Meeting or by resolution of the Board, as long as this change is communicated to Corporate Registry.
- 7.2** Finance and Auditing
  - 7.2.1** The fiscal year of the Society ends on December 31 of each year.
  - 7.2.2** 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 Annual General Meeting. At each Annual General Meeting of the Society, the Treasurer submits a complete statement of the books for the previous year.
- 7.3** Cheques and Contracts of the Society
  - 7.3.1** The designated Officers of the Board sign all cheques drawn on the monies of the Society. Two signatures are required on all cheques.
  - 7.3.2** All contracts of the Society must be signed by the Officers or other persons authorized to do so by resolution of the Board
- 7.4** The Keeping and Inspection of the Books and Records of the Society.
  - 7.4.1** The Secretary keeps a copy of the Minute Books and records minutes of all meetings of the Members and of the Board.
  - 7.4.2** The Secretary keeps the original Minute Books. This record contains minutes from all meetings of the Society, the Board and the Executive Committee.
  - 7.4.3** 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.
  - 7.4.4** 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.
  - 7.4.5** Unless otherwise permitted by the Board, such inspection will take place at the Registered Offices, during normal business hours.
  - 7.4.6** All financial records of the Society are open for such inspection by the Members, during business hours and with reasonable notice.
  - 7.4.7** Other records of the Society are also open for inspection, except for records that the Board designates as confidential. Reasonable notice must be provided.
  - 7.4.8** Each Director of the Board shall at all times have access to such books and records.
- 7.5** Borrowing Powers
  - 7.5.1** 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.
  - 7.5.2** The Society may issue debentures to borrow only by resolution of the Board confirmed by a Special Resolution of the Society.
- 7.6** Payments
  - 7.6.1** No Member, Director or Officer of the Society receives any payment for his services as a Member, Director or Officer.
  - 7.6.2** Reasonable expenses incurred while carrying out duties of the Society may be reimbursed upon Board approval.

**ARTICLE 7 – FINANCE AND OTHER MANAGEMENT MATTERS**

- 7.7** Protection and Indemnity of Directors and Officers

- 7.7.1 Each Director or Officer holds office with protection from the Society. The Society indemnifies each Director or Officer against all costs or charges that result from any act done in his role for the Society. The Society does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.
- 7.7.2 No Director or Officer is liable for the acts of any other Director, Officer or employee. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Society. No Director or Officer is liable for any loss due to an oversight or error in judgment, or by an act in his role for the society, unless the act is fraud, dishonesty or bad faith.
- 7.7.3 Directors or Officers can rely on the accuracy of any statement or report prepared by the Society's auditor. Directors or Officers are not held liable for any loss or damages as a result of acting on the statement or report.
- 7.8 Seal of the Society
  - 7.8.1 The Board may adopt a seal as the Seal of the Society.
  - 7.8.2 The Secretary has control and custody of the seal, unless the Board decides otherwise.
  - 7.8.3 The Seal of the Society can only be used by Officers authorized by the Board. The Board must pass a motion to name the authorized Officers.

**ARTICLE 8 – AMENDING THE BYLAWS**

- 8.1 These Bylaws may be cancelled, altered or added to by a Special Resolution at any Annual General or Special Meeting of the Society.
- 8.2 The twenty-one (21) days' notice of the Annual General or Special Meeting of the Society must include details of the proposed resolution to change the Bylaws.
- 8.3 The amended bylaws take effect after approval of the Special Resolution at the Annual General Meeting or Special Meeting and accepted by the Corporate Registry of Alberta.

**ARTICLE 9 – DISTRIBUTING ASSETS AND DISSOLVING THE SOCIETY**

- 9.1 The Society may only surrender its certificate of incorporation by Special Resolution.
- 9.2 Notice of intention to surrender the certificate of incorporation must be given to the Registrar
- 9.3 The Society does not pay any dividends or distribute its property among its Members.
- 9.4 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.
- 9.5 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.

By-Law amendment approved at the November 5, 2013 Special Resolution Meeting of the TOFIELD-RYLEY & AREA FOOD BANK SOCIETY.

Signed: \_\_\_\_\_  
Dawn Arnold, Chairperson

Signed: \_\_\_\_\_  
Jodi Huculak, Vice Chairperson

Dated: \_\_\_\_\_, 2013.