

Central Alberta Women's Outreach Society

Red Deer, Alberta

Bylaws

ARTICLE 1: NAME OF THE SOCIETY

- 1.1 The Society shall be known as the Central Alberta Women's Outreach Society. The Society may do business as "Women's Outreach".

ARTICLE 2: MEMBERSHIP

- 2.1 Eligibility: Any person aged 18 or older and residing in Alberta who supports the Society's aims may become a member upon application to the Society and payment of any Membership Fee.
- 2.2 Term: Membership is annual. The membership term runs from April 1 to March 31 of each year.
- 2.3. Good Standing: A member shall be deemed to be in good standing if any required Membership Fee has been paid and provided such member has not been expelled pursuant to Article 5.3 hereof. A member in good standing shall be entitled to vote at the Annual General Meeting and stand for election to the Board of Directors.

ARTICLE 3: MEMBERSHIP FEES

- 3.1 Membership fees, if any, shall be fixed by the Board from time to time.

ARTICLE 4: VOTING RIGHTS OF MEMBERSHIP

- 4.1 One vote: Each member shall be entitled to one vote on every matter properly put for a vote before a meeting of the membership.
- 4.2 In person: Votes shall be in person and not by proxy.

ARTICLE 5: MEMBERSHIP CEASES

- 5.1 Withdrawal: Individuals may withdraw from membership by providing written notice to the Society. Withdrawal is effective upon delivery of such notice to the Society.

- 5.2 Failure to renew: Failure to renew an existing membership by March 31 shall be deemed withdrawal from membership effective on the first day of the next membership term.
- 5.3 Expulsion: Any member, upon a majority vote of the Board, may be expelled from the membership for any cause which the Board may deem reasonable.

ARTICLE 6: NOTICE

- 6.1 Means of Notice: Wherever these Bylaws require notice to be given to a member or a Director, such notice may be given:
- a. in person;
 - b. by mail, deposited in a postage pre-paid envelope addressed to the recipient's address on the Society records;
 - c. by facsimile transmission to the recipient's number as listed on the Society records;
 - d. by email to the recipient's email address as listed on the Society records; or,
 - e. by any other means of transmission deemed reasonable by the Board;

and shall be deemed to have been received three (3) days after mailing, if mailed and otherwise on the date delivered in person, by fax or by e-mail.

- 6.2 Notice of Change in Bylaws: Proposed changes to the bylaws will be made available for members to preview at the Society offices one (1) week prior to the date at which such changes will be considered.
- 6.3 Proposed Board Members: A summary of information, or such information as the Board deems reasonable, about proposed board members shall be made available for members to preview at the Society offices one (1) week prior to the AGM.

ARTICLE 7: ERROR OR OMISSION IN NOTICE OF MEETING OF MEMBERS

- 7.1 No error or omission in giving notice of any AGM, general meeting or special meeting or any such adjourned meeting shall invalidate such meeting or make void any proceedings at that meeting. Any member may, at any time, waive notice of any such meeting and may ratify, approve and confirm any or all proceedings of that meeting.

ARTICLE 8: ANNUAL GENERAL MEETINGS

- 8.1 Time and Place: An AGM of the membership shall be held once per year, within 90 days of the end of the fiscal year, at a time and place to be determined by the Board.
- 8.2 Notice: The Secretary shall give no less than fourteen (14) days notice of the AGM to all members in any manner authorized under the applicable notice provisions in Article 7.
- 8.3 Proceedings: The AGM shall be held to elect the Board of Directors, appoint the auditor, receive reports, and transact other business presented to it by the Board of Directors.

ARTICLE 9: GENERAL AND SPECIAL MEETINGS OF THE MEMBERSHIP

- 9.1 Request: General and special meetings of the members may be held if requested by the Board of Directors, or upon receipt of a written request by no less than 30% of all members in good standing.
- 9.2 Notice: Notice of a special meeting or a general meeting shall be issued no less than 10 days prior to the meeting in any manner authorized under the notice provisions in Article 6.

ARTICLE 10: QUORUM FOR MEETINGS OF THE MEMBERSHIP

- 10.1 At any AGM, special or general meeting of the membership 6 members shall constitute a quorum.

ARTICLE 11: ADJOURNMENT

- 11.1 Adjournment: Any meeting of the members or of the Board may be adjourned and if a quorum is not present within one half hour of the time appointed for a meeting. Such meeting shall be adjourned to a place and time not less than seven (7) days thereafter and such adjourned meeting may proceed to consider such business as may be before that meeting whether or not a quorum is present at such adjourned meeting.
- 11.2 Business considered at an adjourned meeting: Any business that could properly have been transacted at the original meeting can be transacted at the adjourned meeting.
- 11.3 Notice: No notice of the adjournment is necessary.
- 11.4 Quorum: Adjournment may be made without a quorum being present.

ARTICLE 12: BOARD OF DIRECTORS

12.1 “Board of Directors” or “Board” shall mean the Board of Directors of the Society.

ARTICLE 13: DUTIES OF THE BOARD OF DIRECTORS

13.1 The Board, subject to the bylaws or directions given it by majority vote at any properly called meeting of members is charged with the responsibility of fulfilling the aims of the Society and shall manage the affairs of the Society accordingly. The Board may exercise all such powers and do all such acts and things as may be exercised or done by the Society and are not, by the bylaws of the Society or by law, expressly directed or required to be done by the Society at a meeting of the members or otherwise.

ARTICLE 14: ELIGIBILITY FOR THE BOARD OF DIRECTORS

14.1 Any member in good standing of the Society who is not an employee of the Society may serve on the Board of Directors.

ARTICLE 15: NUMBER OF MEMBERS OF THE BOARD OF DIRECTORS

15.1 The Board shall consist of no less than 6 and no more than 14 members in good standing of the Society.

ARTICLE 16: TERM OF SERVICE ON THE BOARD OF DIRECTORS

16.1 The term of office shall be two (2) years.

16.2 Board members shall be eligible to serve a maximum of 6 years of continuous service.

ARTICLE 17: VACANCIES ON THE BOARD OF DIRECTORS

17.1 Vacancies on the Board may, so long as 6 members of the Board remain in office, be filled by the Board for the balance of the term of the vacated Directorship. However, such appointments shall be subject to ratification at the next AGM after the appointment.

ARTICLE 18: MEETINGS OF THE BOARD OF DIRECTORS

18.1 Regular meetings: The meetings shall be held from time to time as deemed necessary by the Board and the date of the next meeting shall be determined at the previous Board meeting.

- 18.2 Special meetings: Special meetings of the Board may be called on the request of any two members of the Board upon written request to the President of the Board which clearly states the business to be brought before the meeting.

ARTICLE 19: NOTICE OF THE MEETINGS OF THE BOARD OF DIRECTORS

- 19.1 Meetings shall be called on ten (10) days written notice or on three (3) days notice by any other form of transmission if so approved by the Board.
- 19.2 Meetings may be held without notice if a quorum of the Board is present; and all present consent; provided however, that any business transacted at such a meeting shall be subject to ratification at the next regularly called meeting of the Board; otherwise it shall be null and void.

ARTICLE 20: RESOLUTION IN WRITING

- 20.1 A resolution in writing signed by all the Directors personally shall be valid and effective as if it had been passed at a duly called and constituted Board meeting.

ARTICLE 21: QUORUM FOR BOARD OF DIRECTORS

- 21.1 Board of Directors: 50% of the members of the Board shall constitute a quorum.

ARTICLE 22: VOTING AT BOARD OF DIRECTORS' MEETINGS

- 22.1 Majority: All matters to be decided by the Board shall be determined by a simple majority of Directors present at the meeting of the Board, so long as a quorum is present.
- 22.2 Show of Hands: Every question shall be decided by a show of hands unless any Director demands a poll.
- 22.3 Declaration Sufficient: A declaration by the chairperson of the meeting that a resolution has been carried or not carried and the entry to that effect in the minutes shall be sufficient evidence of the fact without proof of the number or proportion of the vote on that resolution.

ARTICLE 23: RESIGNATION FROM BOARD OF DIRECTORS

- 23.1 Directors may resign from the Board by providing written notice to the Society. Withdrawal is effective upon delivery to the Society of such notice.

ARTICLE 24: REMOVAL OF A DIRECTOR

- 24.1 Director: Any Director, upon majority vote of the members of the Society, may be removed from office for any cause which the members of the Society deem reasonable.
- 24.2 Officers: Any Officer of the Board of Directors, upon majority vote of the Board, may be removed from office for any cause which the members of the Board deem reasonable.

ARTICLE 25: REMUNERATION OF DIRECTORS

- 25.1 All Directors will act without remuneration, except for any honorarium established and approved at an AGM.

ARTICLE 26: LIABILITY OF DIRECTORS

- 26.1 Every Director of the Society shall be deemed to have assumed office on the express understanding, agreement and condition that he/she and his/her heirs, executors, administrators, estate and effects, shall at all times be indemnified and saved harmless out of funds of the Society from and against all costs, charges and expenses whatsoever which such Director sustains or incurs in or about any action, suit, claim or proceeding which is raised, brought, commenced, or prosecuted against him/her in respect of any act, deed, matter or thing whatsoever made, done or permitted by him/her or any other Director, in or about the execution of the duties of his/her or their office, and also from and against all other costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof except such costs, charges or expenses as are occasioned by his/her own willful neglect or default.

ARTICLE 27: OFFICERS OF THE SOCIETY

- 27.1 Officers: The Board of Directors shall elect from their number a President, Vice President, Secretary, and Treasurer. The Board may establish other officers or committees to assist in the work of the Board.
- 27.2 Policies: The Board will establish policies outlining the duties of Officers and the mandate of committees.
- 27.3 Term of Office: Officers shall hold office for two years. Officers may serve additional terms upon re-election by the board. Officers shall assume their positions at the first meeting of the Board following the meeting at which they are elected or appointed.

27.5 Vacancies: The Board may appoint Officers from time to time as needed.

27.5 Records and Relinquishment of Records: All officers shall keep a permanent record of their work, and within one month of relinquishing office, shall pass those records to their successor or to the Society.

ARTICLE 28: COMMITTEES OF THE BOARD

28.1 The Board may establish and disband committees from time to time and as may be necessary to accomplish the objectives of the Society.

ARTICLE 29: EXECUTIVE COMMITTEE

29.1 The officers of the Board (President, Vice-President, Secretary and Treasurer) shall constitute the Executive committee of the Board.

29.2 Duties: The Board will establish the duties of the Executive Committee. The Executive committees shall be responsible to administer the financial and other affairs of the Society, including the management of its accounts.

29.3 Meetings: The Executive Committee meets on the call of the President and reports its activities to the Board of Directors.

ARTICLE 30: DUTIES OF THE PRESIDENT OF THE BOARD

30.1 The President shall:

- a. call and cause notice to be served of the AGM, Special, General and Board meetings;
- b. preside, when present, at all meetings of the Society, the Board and the Executive Committee;
- c. cause the AGM to be organized;
- d. be an ex-officio member of all committees; and,
- e. act as the official spokesperson of the Society.

ARTICLE 31: DUTIES OF THE VICE PRESIDENT

31.1 The Vice President shall:

- a. assist the President in the performance of duties;
- b. perform all duties of the President in the absence of the President; and,

- c. serve on selected Committees.

ARTICLE 32: DUTIES OF THE SECRETARY

32.1 The Secretary shall:

- a. ensure that the minutes of the organization and the Executive Committee are kept, maintained and distributed;
- b. ensure that a list of Society members in good standing is maintained; and,
- c. ensure that all records required by the Societies Act are maintained.

ARTICLE 33: DUTIES OF THE TREASURER

33.1 The Treasurer shall:

- a. review books of accounts and ensure that proper disbursements are made as directed by the Board;
- b. submit a financial report at each monthly Board meeting and from time to time as directed by the Board; and
- c. present a complete financial statement for the fiscal year at the AGM.

ARTICLE 34: AUDIT

34.1 The books, accounts and financial records of the Society shall be audited annually, in advance of the AGM, by a qualified accountant. The auditor's statement shall be presented at the AGM.

ARTICLE 35: ACCESS TO BOOKS AND RECORDS

35.1 Every member of the Society shall, at all time, have access to the books, accounts and records of the Society, except for personnel and client records.

ARTICLE 36: BORROWING OF MONEY

36.1 The Society may borrow or raise or secure the payment of money, in such a manner as determined by the Board, for the purpose of carrying out the objects of the Society.

ARTICLE 37: FISCAL YEAR

37.1 The fiscal year of the Society shall be April 1 to March 31 of each year.

ARTICLE 38: AMENDMENTS TO BYLAWS:

38.1 The Bylaws may be rescinded, altered or amended only by special resolution of the members of the Society as permitted by the Societies Act of Alberta and subject to the applicable notice provisions of these bylaws.

ARTICLE 39: ADDRESS, BOOKS, SEAL AND RECORDS

39.1 The address where the Society conducts its primary business shall be the place where the books, seal and records of the Society are located and may be inspected.

39.2 The secretary of the Board of the Society is responsible for keeping the Society's seal.

39.3 Only the Executive Director and officers of the Board of the Society are permitted to use the Society's seal.

ARTICLE 40: DISSOLUTION OF THE SOCIETY

40.1 If the Society is dissolved, any funds or assets remaining after paying all debts will be paid to the Red Deer and District Community Foundation.