

May 10, 2022

Bylaws

Harvest Sky Animal Rescue Society



Harvest Sky
Animal Rescue

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1. NAME

- 1.1. The name of the Society shall be Harvest Sky Animal Rescue Society.
- 1.2. The Society is created pursuant to the *Societies Act*, RSA 2000, c S-14, and all amendments and regulations thereto.

2. DEFINITIONS

- 2.1. In these Bylaws, unless the context otherwise requires, the following words shall have the following meanings:
 - 2.1.1. “Act” means the *Societies Act*, RSA 2000, c S-14, as amended from time to time;
 - 2.1.2. “Board” means the Board of Directors of Harvest Sky Animal Rescue Society;
 - 2.1.3. “The Society” means Harvest Sky Animal Rescue Society;
 - 2.1.4. “Members” means all Members of Harvest Sky Animal Rescue Society.
- 2.2. “Special Resolution” is defined in *Section 1(d)* of the *Societies Act*, RSA 2000, c S-14 as:
 - 2.2.1. a resolution passed
 - 2.2.1.1. (A) at a general meeting or special meeting of which not less than 21 days’ notice specifying the intention to propose the resolution has been duly given, and
 - 2.2.1.2. (B) by the vote of not less than 75% of those members who, if entitled to do so, vote in person,
 - 2.2.2. a resolution proposed and passed as a special resolution
 - 2.2.2.1. at a general meeting or special meeting of which less than 21 days’ notice has been given, if all the members entitled to attend and vote at the general meeting or special meeting so agree, or
 - 2.2.3. a resolution consented to in writing by all the members
 - 2.2.3.1. who would have been entitled at a general meeting or special meeting to vote on the resolution in person.
- 2.3. In these Bylaws, unless the context otherwise requires, notification by writing may include regular mail, email, or other written methods as deemed appropriate by the Board.
- 2.4. In these Bylaws, unless the context otherwise requires, any and all words importing the singular shall include the plural, and vice versa.
- 2.5. In these Bylaws, unless the context otherwise requires, any and all words importing the feminine shall include the masculine, and vice versa.
- 2.6. Headings used in these Bylaws are for convenience of reference only and do not affect the interpretation of the Bylaws.

3. OBJECTIVES

- 3.1. To provide a range of services necessary to meet the needs of companion animals and to fulfill our mandate as the principal animal welfare organization for Hanna and District;
- 3.2. To develop and maintain educational programs for Directors, volunteers, and members of the community in animal-welfare related issues, and to fulfill our mandate as the principle humane education organization for Hanna and District.

- 3.3. To promote a friendly, supportive environment within the Society resulting in a sense of belonging and professional satisfaction as well as excellence in all programs and endeavours.

4. MEMBERSHIP

4.1. Categories of Membership

- 4.1.1. The Board shall have the sole authority and discretion to establish, define, vary, amend, repeal, or add to categories of membership in the Society. Such decision shall be made by special resolution at any meeting of the Board.
- 4.1.2. For any special resolution establishing a new category of membership, such special resolution must define the rights and duties of members to whom that new category of membership will apply.

4.2. Eligibility

- 4.2.1. Any person who supports the objectives of the Society may apply to become a member of the Society.
- 4.2.2. Applications to become a member of the Society shall be subject to approval by the Board or a committee appointed by the Board.

4.3. Application For Membership

- 4.3.1. The Board shall have the sole authority and discretion to establish, define, vary, amend, repeal, or add to the form and contents of applications for membership in the Society.
- 4.3.2. Any membership of the Society shall include an undertaking by the member to:
 - 4.3.2.1. abide by the provisions of the Bylaws, as well as with any and all rules, and policies of the Society; and
 - 4.3.2.2. pay all dues as may be required by the Society pursuant to the Bylaws and from time to time.
- 4.3.3. The Board shall have the sole authority and discretion to accept or refuse any submitted application for membership. Such decision shall be made by a two-thirds (2/3) majority vote at any meeting of the Board.
- 4.3.4. No applicant shall be entitled to attend meetings of the Society, hold office in the Society, or receive any rights and privileges of members of the Society unless and until such time as their submitted application for membership is accepted by the Board.
- 4.3.5. If and when a submitted application for membership is accepted by the Board, the applicant shall become a member of the Society and shall be entitled to attend meetings of the Society, hold office in the Society, and receive all the rights and privileges of members of the Society, subject to any limitations as the Board may set down.

4.4. Rights and Privileges of Membership

- 4.4.1. Each member of the Society shall be entitled to:
 - 4.4.1.1. attend general meetings of the Society; and
 - 4.4.1.2. one vote at any general meeting of the Society pursuant to and in accordance with these Bylaws; and

- 4.4.1.3. such further and other rights and privileges of membership in the Society as may be determined by the Board from time to time.

4.5. Good Standing

- 4.5.1. A member is in good standing when that member has paid to the Society any and all dues, levies, or assessments as may be required by the Society.
- 4.5.2. All membership dues are payable annually on April 1st.
 - 4.5.2.1. A sixty (60) day grace period shall be given after April 1st for the payment of dues by members renewing their membership.
- 4.5.3. Members of the Society whose memberships are not in good standing shall forfeit the right to vote at any meetings of the Society until such time as the membership returns to good standing.

4.6. End of Membership

- 4.6.1. A Member automatically ceases to be a member, and their membership in the Society shall be deemed to have been immediately terminated, on the date when:
 - 4.6.1.1. the annual membership has lapsed and the grace period has passed;
 - 4.6.1.2. that Member has voluntarily resigned their membership pursuant to and in accordance with these Bylaws; or
 - 4.6.1.3. that Member's membership has been terminated by the Board pursuant to and in accordance with these Bylaws.
- 4.6.2. When a member's membership in the Society has been terminated, the Board shall notify the affected member in writing that their membership in the Society has ended, including the reason(s) why their membership in the Society has been terminated no later than 14 days after the termination is effective.

4.7. Resignation of Membership

- 4.7.1. Any member may voluntarily resign their membership in the Society by:
 - 4.7.1.1. delivering to the Board notice of their resignation in writing, including a statement of the intended effective date of the voluntary resignation, no less than fourteen (14) days in advance of the stated effective date of their voluntary resignation; and
 - 4.7.1.2. discharging in full all lawful liabilities due from the member to the Society, including but not limited to any outstanding dues, levies, fees, and assessments, on or before the stated effective date of their voluntary resignation.

A member's voluntary resignation shall not be effective unless and until both of the above conditions have been satisfied, in which case, the voluntary resignation shall be effective as of the effective date of the voluntary resignation.

- 4.7.2. A member who has voluntarily resigned shall not enjoy any of the rights and privileges of membership unless and until the Board reinstates that member's membership.
- 4.7.3. A member who has voluntarily resigned shall not, by virtue of the voluntary resignation, be:

- 4.7.3.1. entitled to a refund of any payments made to the Society on or before the effective date of the voluntary resignation, including but not limited to payments for dues, levies, fees, assessments; or
- 4.7.3.2. absolved of any lawful liabilities due from the member to the Society on or before the effective date of the voluntary resignation.

4.8. Termination of Membership

- 4.8.1. The Board may terminate the membership of any member, for any reason or cause which the Board deems is reasonable. Such termination shall be made by three-quarters (75%) majority vote at any meeting of the Board.
- 4.8.2. A Member whose membership in the Society has been terminated shall not enjoy any of the rights and privileges of membership in the Society unless and until the Board reinstates that Member's membership.
- 4.8.3. A Member whose membership in the Society has been terminated shall not, by virtue of the termination, be:
 - 4.8.3.1. entitled to a refund of any payments made to the Society on or before the effective date of the termination, including but not limited to payments for dues, levies, fees, assessments; or
 - 4.8.3.2. absolved of any lawful liabilities due from the member to the Society on or before the effective date of the termination.

4.9. Reinstatement of Membership

- 4.9.1. Any former Member whose membership in the Society has ended, and who is otherwise eligible for membership in the Society, may re-apply to the Board for membership in accordance with the membership application process set out in these Bylaws.

5. BOARD OF DIRECTORS

5.1. Composition of the Board

- 5.1.1. The Board shall be composed of Directors selected by majority vote of the Members. The Board shall consist of not less than five Directors and not more than twelve Directors.

5.2. General Duties and Powers of the Board

- 5.2.1. The Board shall manage the business and affairs of the Society in accordance with the stated objectives of the Society and with these Bylaws.
- 5.2.2. In managing the business and affairs of the Society, the Board may exercise all such powers and do all such acts as may be exercised by the Society and which are not expressly directed or required to be done by the Society at a meeting of the members or otherwise.
- 5.2.3. In addition to any duties and powers expressly described in the Bylaws or otherwise implied by the Bylaws, the Board shall have the duty and shall be empowered to:
 - 5.2.3.1. meet to conduct the affairs and business of the Society as often as required, and to manage those affairs and business in the intervals between meetings;

- 5.2.3.2. promote the general interests of the Society and its members, both at any meetings of the Society and in the intervals between meetings;
- 5.2.3.3. appoint and maintain such committees as may be necessary for the functioning of the Society and to further its objectives;
- 5.2.3.4. manage such volunteers as may be necessary for the functioning of the Society and to further its objectives;
- 5.2.3.5. represent the Society publicly and to other organizations;
- 5.2.3.6. formulate policy on issues affecting the Society and establish procedures governing any and all the Society publications;
- 5.2.3.7. ensure that the Society's finances and books of account undergo an official review or audit each year, and as often as may be necessary during the year;
- 5.2.3.8. prepare and approve an annual budget; and
- 5.2.3.9. report on the activities of the Society to the membership at Annual General Meetings.

5.3. Financial Duties and Powers of the Board

- 5.3.1. In addition to any financial duties and powers expressly described in the Bylaws or otherwise implied by the Bylaws, the Board shall have the duty and shall be empowered to:
 - 5.3.1.1. borrow money in the name of the Society and to limit the amount to be borrowed;
 - 5.3.1.2. purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, moveable or immovable, real or personal, or for any right or interest therein owned by the Society for such consideration and upon such terms and conditions as it deems advisable.
- 5.3.2. The Board shall not authorize the use of the Society's funds or assets, including a loan or other financial support, to a third party in any manner that could reasonably be expected to cause the Society's not-for-profit status to be challenged, or that could otherwise place the Society's not-for-profit status at risk.
- 5.3.3. The Board shall ensure that all monies received on account of the Society's operations from time to time shall be immediately paid into the bank of the Society and all disbursements in respect of the Society expenditures shall be paid by cheque on such bank.
- 5.3.4. Unless otherwise authorized by a special resolution of the members, or consented to in writing by all of the members, the Board shall not:
 - 5.3.4.1. Sell, lease, or exchange all or substantially all of the property of the Society other than in the ordinary course of business;
 - 5.3.4.2. Purchase or sell any real or immovable property;
 - 5.3.4.3. Enter into of any partnerships or joint ventures;
 - 5.3.4.4. Enter into any contract outside of the Society's ordinary course of business;
 - 5.3.4.5. Borrow money on the credit of the Society in excess of the sum of five thousand (\$5,000.00) Dollars;

- 5.3.4.6. Mortgage, hypothecate, pledge, or otherwise create a security interest in all or any property of the Society owned or subsequently acquired, to secure any obligation of the Society.

5.4. Nomination and Election of Directors

- 5.4.1. A member seeking election to the Board must first submit their candidacy by letter to the current Board no later than twenty-one (21) days prior to the scheduled Annual General Meeting.
- 5.4.2. Directors shall be elected by Members at the scheduled Annual General Meeting by simple majority where:
 - 5.4.2.1. a single Member is nominated to a position, by show of hands; or
 - 5.4.2.2. more than one Members are nominated to a position, by secret ballot vote.

5.5. Resignation or Removal of Directors

- 5.5.1. Any member of the Board may resign or retire by notice in writing directed to the Chair of the Board and will be eligible for re-election at a subsequent Annual General Meeting.
- 5.5.2. If any Director is found to be in violation of the Code of Conduct, the Director may be removed from the Board by:
 - 5.5.2.1. The Chair notifying in writing all Board Members notice of a vote to remove a Director at least fourteen (14) days before the vote is to be held. The notice shall clearly state the matter of removal of a Director shall be put before the Board Members present.
 - 5.5.2.2. All Board Members attending the meeting shall be entitled to one (1) vote. Voting shall be conducted by secret ballot.
 - 5.5.2.3. A majority of at least seventy-five percent (75%) of all Board Members present and eligible to vote will be required to remove a Director.
 - 5.5.2.4. If the Board Members vote in favour of removing a Director, the Director shall cease to hold that position immediately after a motion to destroy ballots has been carried.

6. EXECUTIVE OFFICERS

- 6.1. The Board may, by normal resolution, add to, amend, or delegate the duties of its Executive Officers from time to time, in the best interests of the Society, and as may be necessary for, or conducive to, the affairs and business of the Society.

6.2. Chair

- 6.2.1. The Chair shall:
 - 6.2.1.1. preside at and chair all meetings of the Board and of the Society;
 - 6.2.1.2. act as spokesperson of the Board and of the Society;
 - 6.2.1.3. be responsible for implementing and carrying out the Society's policies, and for ensuring that the Board adheres to its own policies;
 - 6.2.1.4. address disciplinary matters in accordance with the Bylaws; and

6.2.1.5. ensure compliance with applicable privacy legislation.

6.3. Vice Chair

6.3.1. The Vice Chair shall:

- 6.3.1.1. preside at and chair all meetings of the Board where the Chair is unable to do so due to absence, illness, disability, death, resignation, vacancy, or where the Board resolves that another member of the Board shall serve as chair;
- 6.3.1.2. assume any or all of the duties of the Chair in the event that the Chair is unable to complete those duties;
- 6.3.1.3. be responsible for establishing and maintaining the flow of communication between the Society and its members, and between the Society and other organizations; and
- 6.3.1.4. act as an ex officio member of all committees.

6.4. Secretary

6.4.1. The secretary shall:

- 6.4.1.1. ensure that all documents, correspondence, and records of the Society are kept and maintained, including an accurate record of the membership;
- 6.4.1.2. take or oversee the taking of full and accurate minutes of all meetings;
- 6.4.1.3. ensure that a full and accurate record of the proceedings for each and every meeting of the Board and of the Society is kept and maintained;
- 6.4.1.4. distribute copies of the meeting agenda and the previous meeting minutes for each and every meeting of the Board and of the Society in advance of any and all such meetings; and
- 6.4.1.5. have charge of the Seal of the Society which whenever used shall be authenticated by the signature of the Secretary and the Chair.

6.5. Treasurer

6.5.1. The Treasurer shall:

- 6.5.1.1. act as custodian of the financial records and books of account of the Society;
- 6.5.1.2. oversee the expenditures of the Society in accordance with the Bylaws and with any and all Bylaws, rules, and policies of the Society;
- 6.5.1.3. ensure that all funds of the Society are deposited in a financial institution approved by the Board and in the name of the Society;
- 6.5.1.4. ensure that all payments of the Society are properly signed by signing officers;
- 6.5.1.5. ensure that the Society's finances and books of account are audited each year, or as often as may be necessary during the year;
- 6.5.1.6. prepare an annual budget to be approved by the Board;
- 6.5.1.7. report on the finances of the Society to the membership at Annual General Meetings; and
- 6.5.1.8. report on the finances of the Society to the Board at Board meetings.

6.6. Election of Executive Officers

- 6.6.1. The Board shall elect the Officers from among their number at the first meeting of the Board following the Annual General Meeting for a one (1) year term or until the first meeting of the Board following the next Annual General Meeting of the Society.
- 6.6.2. The Executive Officers shall be determined by a single ballot vote; the Director with the largest number of votes for a given Executive Officer position will be declared elected for that position.
- 6.6.3. In the event that only one nomination has been received for a given Executive Officer position, that nominee shall be acclaimed and declared elected to that Executive Officer position without proceeding to a vote.
- 6.6.4. In the event that no nominations are received for a given Executive Officer position, that Executive Officer position shall be deemed to be vacant.
- 6.6.5. All elections shall be determined by a single ballot; the member with the largest number of votes for a given Board position will be declared elected for that position.
- 6.6.6. Elections for Executive Officer positions shall be open to voting by all those Directors in good standing present at the meeting determined by clause 6.6.1.
- 6.6.7. Elections may normally be conducted by paper or electronic ballot, or by such other method and in such a manner as the Board may approve and implement.
- 6.6.8. For any Annual General Meeting at which an election will take place, the Board shall include, in its notice to the membership, notice of the approved method(s) and manner by which the election will be conducted.

6.7. Resignation of Executive Officers

- 6.7.1. Any Executive Officer may resign or retire by notice in writing directed to the Board and will be eligible for re-election at a subsequent Annual General Meeting.

7. COMMITTEES

- 7.1. The Board shall be empowered to appoint and maintain such committees as may be necessary for the functioning of the Society and to further its objectives.
 - 7.1.1. Committees shall consist of:
 - 7.1.1.1. A minimum of one member of the Board; and
 - 7.1.1.2. Any other Board members or volunteers as the Board may deem appropriate.
- 7.2. Committee terms of service, powers, and duties shall be defined by the Board upon creation of the committee and shall be recorded in Policy of the Society.

8. TERM OF DIRECTORS

- 8.1. The term of a Director begins as of the date that they are appointed to the Board pursuant to and in accordance with these Bylaws.
- 8.2. A Director shall serve a term of three (3) years.

- 8.3. There shall be no limit to the number of terms a Director shall be eligible for election to the Board.

9. VACANCIES

9.1. Automatic Vacancy

- 9.1.1. A member of the Board shall automatically and immediately vacate their Board position if and when that member:
- 9.1.1.1. becomes ineligible for membership;
 - 9.1.1.2. has resigned from their Board position or from membership in the Society pursuant to the Bylaws, and their resignation is effective;
 - 9.1.1.3. is removed from the Board pursuant to the Bylaws;
 - 9.1.1.4. is found by the Board to have ceased to act, or to have become unable to complete their duties, by reason of death, illness, severe injury or disability, or otherwise;
 - 9.1.1.5. is found by the Board to have failed to attend more than one third (1/3) of the Board meetings in a given year of their term without sufficient reason.

9.2. Vacancy of Executive Officers

- 9.2.1. Should the Chair vacate their position during the course of their term, the Vice-Chair shall assume the position of Chair for the remainder of that term, during which time they shall assume the duties and responsibilities of that position in addition to their existing duties and responsibilities as Vice-Chair. The position of Chair shall be open for nomination and election at the first Board of Directors meeting after the next General Meeting of the Society.
- 9.2.2. Should the Vice-Chair vacate their position during the course of their term, the Board shall, by normal resolution, appoint a Board member other than the Chair to assume the position of Vice-Chair for the remainder of that term, during which time they shall assume the duties and responsibilities of that position in addition to their existing duties and responsibilities on the Board. The position of Vice-Chair shall be open for nomination and election at the first Board of Directors meeting after the next General Meeting of the Society.
- 9.2.3. Should the Secretary or Treasurer vacate their position during the course of their term, the Board shall, by normal resolution, appoint a Board member for the remainder of that term, during which time they shall assume the duties and responsibilities of that position in addition to their existing duties and responsibilities on the Board. The position of Secretary or Treasurer shall be open for nomination and election first Board of Directors meeting after the next General meeting of the Society.

10. MEETINGS

- 10.1. Meetings of the Board and of the Society shall be conducted in accordance with the current edition of Robert's Rules of Order. A simplified form of these rules may be adopted for any

meeting by a majority vote of the members present; the main text shall apply wherever and whenever such simplified rules are insufficient.

10.2. Meetings may be conducted by conference call, video conference, or such other means as the Board may determine by normal resolution and from time to time.

10.3. Regular Meetings of the Board

10.3.1. The Chair may call a meeting of the Board for one or more specific purposes relating to the business and affairs of the Society, and at such date, time, and location as they may determine.

10.3.2. The Board shall hold at least eight regular meetings within each fiscal year for the purpose of generally administering and managing the business and affairs of the Society.

10.3.3. Quorum for each regular meeting shall be a simple majority (50% plus one) of the sitting Directors at the time of the regular meeting. No business of the Society shall be conducted at a regular meeting unless a quorum is present when the regular meeting is scheduled to begin.

10.3.4. If there is no quorum for a regular meeting when a regular meeting is scheduled to begin:

10.3.4.1. the regular meeting shall be automatically adjourned to a date, time, and location agreed upon by a majority of the Directors present;

10.3.4.2. the new date for the regular meeting must be no less than fourteen (14) days after the initial date;

10.3.4.3. notice of the new date for the regular meeting must be provided to the Directors in accordance with the Bylaws;

10.3.4.4. the regular meeting shall proceed on the new date specified in the notice, without further adjournment; and

10.3.4.5. those members present at the regular meeting on the new date specified in the notice shall be deemed to constitute a quorum.

10.3.5. Notice in writing of regular meetings shall be delivered to the Directors a minimum of seven (7) days in advance of the regular meeting and shall include an agenda for the regular meeting. Such notice may be delivered by mail, fax, email, or such other means as the Board may determine by normal resolution.

10.3.6. The Chair shall preside at and chair each regular meeting. In the absence of the Chair, the Vice-Chair shall act as chair of any regular meeting. In the absence of both the Chair and the Vice-Chair, the chair for such regular meeting shall be determined by the agreement of a majority of the Directors present at the regular meeting.

10.3.7. The Secretary shall record and keep accurate minutes of each regular meeting. In the absence of the Secretary, the acting Secretary for such regular meeting shall be determined by the agreement of a majority of the Directors present at the meeting.

10.3.8. Only Directors may vote at regular meetings of the Board. The Board may, at any time, by normal resolution, and at its sole discretion, ask and require any other persons present at a regular meeting to leave the regular meeting.

- 10.3.9. Unless otherwise specified in the Bylaws, any motions arising at a regular meeting of the Board shall be decided by normal resolution, meaning that for each motion subject to a vote:
- 10.3.9.1. each Director present at the meeting shall have one (1) vote;
 - 10.3.9.2. each Director present at the meeting may choose whether or not to abstain from voting;
 - 10.3.9.3. the motion voted on passes if it receives a simple majority (50% plus one) of the Directors present who did not abstain from voting; otherwise, the motion voted on does not pass.
- 10.3.10. There shall be no proxy votes at Regular Board Meetings.
- 10.3.11. All votes at regular meetings shall be decided by a show of hands, unless any member of the Board requests the vote proceed by secret ballot, in which case the vote shall be decided by secret ballot. The result of the vote shall be recorded in the minutes of the regular meeting.

10.4. Special Meetings of the Board or Members

- 10.4.1. The Chair may call a special meeting of the Board or Members for one or more specific purposes relating to the strategic planning and affairs of the Society, and at such date, time, and location as they may determine, on an as-needed basis, and not to exceed four (4) meetings per fiscal year.
- 10.4.2. Quorum for each special meeting shall be a simple majority (50% plus one) of those eligible to attend at the time of the special meeting. No business of the Society shall be conducted at a special meeting unless a quorum is present when the special meeting is scheduled to begin.
- 10.4.3. If there is no quorum for a special meeting when the special meeting is scheduled to begin, the special meeting shall be automatically adjourned to a date, time, and location agreed upon by a majority of those present at the special meeting. The new date and time for the special meeting must be no less than forty-eight (48) hours after the initial date and time, and notice must be provided to those eligible to attend in accordance with the Bylaws.
- 10.4.4. Notice in writing of special meetings shall be delivered to those eligible to attend a minimum of forty-eight (48) hours in advance of the special meeting. In urgent situations, this notice requirement may be waived by agreement in writing of the majority of the sitting members of the Board. Such notice may be delivered by mail, fax, email, or such other means as the Chair may determine.
- 10.4.5. Notice of a special meeting must include the purpose(s) of the meeting and specify the items of business to be discussed at the special meeting. At the special meeting, only the matters expressly set out in the notice for the special meeting may be considered and resolved.
- 10.4.6. The Chair shall act as chair of each special meeting. In the absence of the Chair, the Vice-Chair shall act as chair of any special meeting. In the absence of both the Chair and the

Vice-Chair, the chair for such special meeting shall be determined by the agreement of a majority of the delegates present at the meeting.

10.4.7. The Secretary shall record and keep accurate minutes of each special meeting. In the absence of the Secretary, the acting Secretary for such special meeting shall be determined by the agreement of a majority of the delegates present at the meeting.

10.4.8. Unless otherwise specified in the Bylaws, any motions arising at a special meeting shall be decided by normal resolution.

10.4.9. All votes at special meetings shall be decided by a show of hands, unless any delegate requests the vote proceed by secret ballot, in which case the vote shall be decided by secret ballot. The result of the vote shall be recorded in the minutes of the special meeting.

10.5. Annual General Meetings

10.5.1. The Annual General Meeting is the highest decision-making authority of the Society. At any Annual General Meeting, the Members in good standing have the opportunity to make, ratify, or reverse any decisions of the Society to the extent that such action would not violate the Bylaws, any collective agreement in force between the Society and any employer, or any applicable legislation.

10.5.2. The Annual General Meeting shall be held on or before May 31 of each calendar year.

10.5.3. The Board shall set the agenda for the Annual General Meeting.

10.5.4. At the outset of the Annual General Meeting, prior to the meeting's commencement, each and every Member in attendance shall confirm with the Secretary their identity and their attendance at the Annual General Meeting, and this record shall be kept and maintained by the Secretary.

10.5.5. Quorum for each Annual General Meeting shall be a simple majority (50% plus one) of the members in good standing at the time of the Annual General Meeting. No business of the Society shall be conducted at a regular meeting unless a quorum is present when the regular meeting is scheduled to begin.

10.5.6. If there is no quorum for an Annual General Meeting when the Annual General Meeting is scheduled to begin, the Annual General Meeting shall be automatically adjourned to a date, time, and location agreed upon by a majority of the members in good standing present at the Annual General Meeting. The new date and time for the Annual General Meeting must be no less than thirty (30) days after the initial date and time, and notice must be provided to the members in accordance with the Bylaws.

10.5.7. Notice in writing of Annual General Meetings shall be delivered to the membership a minimum of twenty-one (21) days in advance of the Annual General meeting. Such notice shall:

10.5.7.1. include an agenda for the Annual General Meeting;

10.5.7.2. be posted publicly on the Society's website, or by such other public means as the Board may determine by normal resolution; and

- 10.5.7.3. be delivered to each member, at the most current contact information on record with the Society, by mail, fax, email, or by such other means as the Board may determine by normal resolution.
- 10.5.8. The fact that one or more members did not receive notice of the Annual General Meeting or were unintentionally omitted from the list of members to whom the notice of the Annual General Meeting was delivered shall not invalidate the Annual General Meeting, or any proceedings taken at the Annual General Meeting, or any resolution passed at the Annual General Meeting.
- 10.5.9. The Chair (or outgoing Chair) shall act as chair of each Annual General Meeting. In the absence of the Chair (or outgoing Chair), the Vice-Chair (or outgoing Vice-Chair) shall preside over and chair of any Annual General Meeting. In the absence of both the Chair and the Vice-Chair (or outgoing Chair and outgoing Vice-Chair), the chair for such Annual General Meeting shall be determined by the agreement of a majority of the members in good standing present at the Annual General Meeting.
- 10.5.10. The Secretary (or outgoing Secretary) shall record and keep accurate minutes of each Annual General Meeting. In the absence of the Secretary (or outgoing Secretary), the acting Secretary for such regular meeting shall be determined by the agreement of a majority of the members in good standing present at the Annual General Meeting.
- 10.5.11. Annual General Meetings are open to all Members, however only those Members in good standing as of the date of the Annual General Meeting may vote.
- 10.5.12. It is incumbent on members to ensure that they are in good standing at least seven (7) days prior to the date of the Annual General Meeting. In the event of any dispute as to whether or not a given member is in good standing as of the date of the Annual General Meeting, that member's vote shall not be counted unless that member received and can show confirmation from the Board, that the member was in good standing as of seven (7) days prior to the date of the Annual General Meeting.
- 10.5.13. Unless otherwise specified in the Bylaws, any motions arising at an Annual General Meeting shall be decided by normal resolution of the members in good standing, meaning that for each motion subject to a vote:
 - 10.5.13.1. each member in good standing present at the meeting shall have one (1) vote;
 - 10.5.13.2. each member in good standing present at the meeting may choose whether or not to abstain from voting;
 - 10.5.13.3. the motion voted on passes if it receives a simple majority (50% plus one) of the members in good standing present who did not abstain from voting; otherwise, the motion voted on does not pass.
- 10.5.14. There shall be no proxy votes at Annual General Meetings.

11. DUES, FEES, LEVIES, AND ASSESSMENTS

- 11.1. Excepting as otherwise set out in these Bylaws, any proposed new dues or fees, or any proposed variance to existing dues or fees, may be established by majority vote of the membership of the Society at the Annual General Meeting of the Society. Any such new dues

or fees, and any variance to existing dues or fees, shall take effect immediately upon the start of the following fiscal year.

11.2. Membership Fees

11.2.1. Membership fees shall be approved by the Members at each Annual General Meeting and shall take effect immediately after approval.

11.3. Levies and Assessments

11.3.1. Any proposed new levies or assessments, or any proposed variance to existing levies or assessments, may be established by majority vote of the membership of the Society at the Annual General Meeting or at any special meeting. Any such new levies or assessments, and any variance to existing levies or assessments, shall take effect immediately upon the start of the following fiscal year.

12. FISCAL YEAR AND FINANCIAL TRANSACTIONS

12.1. The fiscal year of the Society shall be April 1 to March 31 inclusive unless otherwise determined by majority vote of the membership of the Society at any Annual General Meeting. Any change to the fiscal year of the Society shall take effect immediately upon the start of the following fiscal year.

12.2. The signing officers for any financial transaction of the Society shall be the Chair, Secretary, and Treasurer.

12.3. Any financial transactions of the Society shall require the signatures of two (2) signing officers.

12.4. All operating and capital expenditures of the Society shall be in accordance with the budget for the current fiscal year which shall be presented at each Annual General Meeting of the Society.

12.5. Unless authorized by the Members at the Annual General Meeting, no Member of the Society shall receive remuneration from the funds of the Society.

12.6. The registered office for the Society shall be located at the main facility of the Society.

12.7. The Society shall keep detailed records and books of account prepared in accordance with accepted accounting principles. Members may examine the Society's records, books of account, and minute books at an Annual General Meeting, or at any time and place agreed upon by the requesting Member and the Officer or Officers charged with keeping of the records.

13. AUDITING

13.1. An audit of the Society's books, accounts, and financial records must be performed at least once per financial year by either:

13.1.1. an auditing committee comprised of two people elected from among the membership at the Annual General Meeting; or

13.1.2. a duly qualified accountant.

13.1.2.1. Members of the committee shall not include the Treasurer or any other Board member with financial signing authority.

- 13.2. An audited financial statement setting out the income, disbursements, assets, and liabilities of the Society shall be presented to the membership at the Annual General Meeting bearing the auditor's signature.

14. DISSOLUTION

- 14.1. Dissolution will occur when seventy-five percent (75%) of all Members in good standing, though voting in person at a General Meeting of the membership or by formal written notice of intention, vote to dissolve.
- 14.2. Upon the dissolution of the Society and after payment of all debts and liabilities of the Society, the remaining property of the Society shall be distributed to one or more non-profit organization with similar objectives and are recognized registered charitable organizations in Canada. Such allocation shall be determined by a seventy-five percent (75%) vote by the Members.

15. AMENDMENT

- 15.1. The Members may amend, repeal, or add to the Bylaws or any Bylaw by special resolution at any Annual General Meeting or at any special meeting of the Members.
- 15.2. Notice of any proposed amendment, repeal, or addition to the Bylaws or any Bylaw shall be delivered to the membership at least twenty-one (21) days prior to the date of the meeting at which the proposed amendment, repeal, or addition is to be voted on. Such notice shall include:
- 15.2.1. the current text of the proposed section(s) of the Bylaws or of the Bylaw to be amended, repealed, or added to;
 - 15.2.2. the full text of the proposed amendment, repeal, or addition; and
 - 15.2.3. the particulars of the reasons for the proposed amendment, repeal, or addition.