

Approved by Special Resolution of the Red Deer Hospice Society July 28, 2020  
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# **Hospice By-Laws**

**BYLAWS OF THE  
RED DEER HOSPICE SOCIETY**

*As approved by the members at the July 28, 2020 General Meeting  
And the societies branch August 28, 2020*

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## **ARTICLE 1.0 - PREAMBLE**

### **1.1 THE NAME OF THE SOCIETY**

The name of the society is the Red Deer Hospice Society which may also be referred to in these bylaws as RDH or the Society.

### **1.2 OBJECTS OF THE SOCIETY**

The Objects of the Society are:

- To promote, establish and operate a free-standing Hospice.
- To promote learning about palliative and hospice care.
- To establish and offer bereavement counseling and care for those who are dying, their families and friends.
- To provide care that is specific to individual needs.
- To provide care that affirms the individual's dignity and self-worth.
- To lease, purchase or acquire facilities to house the hospice.
- To raise funds to achieve the objects of the Society. This includes accepting gifts, donations, grants, legacies, bequests and inheritances.
- To borrow and lease, mortgage, sell and dispose of property of the Society and establish a line of credit to achieve the objects of the Society.
- To use funds of the Society only according to and in pursuit of these objects or other charitable objects.
- To provide care that ministers to the individual's physical, spiritual and emotional need.

### **1.3 THE BYLAWS**

The following articles are the Bylaws of the Society.

## **ARTICLE 2.0 - DEFINING AND INTERPRETING THE BYLAWS**

### **2.1 DEFINITIONS**

In these Bylaws, the following words have the following meanings:

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

2.1.2 **Annual General Meeting** means the Annual General Meeting, as provided for in Article 4.2.

2.1.3 **RDH Office** means the Registered Office of the Society, as provided for in Article 6.1.

2.1.4 **Board** means the Board of Directors of the Society, as provided for in Article 5.0

2.1.5 **Bylaws** – means the Bylaws of the Society, as amended.

2.1.6 **Director** means any person elected or appointed to the Board, including the Officers, as provided for in Article 5.0.

2.1.7 **Disqualify** means to deprive of the rights, powers, and privileges provided through these Bylaws.

- 2.1.8 **General Meeting** means any meeting of Members, including the Annual General Meeting, as provided for in Article 4.0.
- 2.1.9 **Good Standing** means a member that meets the criteria as provided for in Article 3.5.2
- 2.1.10 **Honorary Member** shall mean any individual qualifying as an honorary member as provided for in Article 3.2.2.
- 2.1.11 **Individual** means a natural person.
- 2.1.12 **Lifetime Member** shall mean any member identified as a lifetime member as provided for in Article 3.2.3
- 2.1.13 **Member** means a Member of the Society, as provided for in Article 3.0.
- 2.1.14 **Membership Year** shall be from April 01 – March 31
- 2.1.15 **Officer** means any Officer listed in Article 5.2.
- 2.1.16 **Person**, unless otherwise specified, is an individual
- 2.1.17 **Policy** means a written document that is created and approved by the Board and designated at the time of approval as policy made under the authority of these Bylaws of RDH, in order to supplement these Bylaws, and to serve as guides for action.
- 2.1.18 **Register of Members** means the register containing the names of the Members of the Society, which is maintained by the Board.
- 2.1.19 **Regular Member** means an individual who is a member as defined in 3.2.1
- 2.1.20 **Special Meeting** means any Special Meeting of the Members, as provided for in Article 4.3.
- 2.1.21 **Special Resolution of Members** means any of the following forms of resolution passed by the Voting Members of RDH including:
- a) A resolution passed at a General Meeting of the membership of RDH for a specific matter. There must be at least twenty-one (21) calendar days' notice for the meeting, and the notice must state the proposed resolution. The resolution must be approved by three-quarters (3/4) of the Voting Members present at the meeting; or
  - b) A resolution proposed and passed as a Special Resolution at a General Meeting with less than twenty-one (21) calendar days' notice of the resolution. The resolution must be approved by all of the Voting Members eligible to attend and vote at the General

- Meeting, either in person or by mail-in ballot vote; or
- c) A resolution agreed to in writing by all of the Voting Members who are eligible to vote on resolutions at General Meetings. There must be at least twenty-one (21) calendar days allowed for the membership to respond to the resolution.

2.1.22 **Special Resolution of Directors** means a resolution passed by at least three-quarters (3/4) of the Directors present and voting at a Board meeting for which notice of the special resolution has been given, as provided for in Article 5.1.8.2.

2.1.23 **Voting Members** - Regular Members in Good Standing as provided in Articles 3.2.1, 3.2.3 and 3.5.2.

2.1.24 **Voting Delegate** – A Regular Member in good standing who another Regular Member has proxied in to vote on their behalf. As per 4.1.7.5

## 2.2 INTERPRETATION

These Bylaws are interpreted according to the following:

2.2.1 These Bylaws are to be interpreted broadly and generously.

2.2.2 Words indicating the singular number shall also include the plural, and vice versa.

2.2.3 The headings used in these Bylaws are for reference purposes only. Headings do not affect the interpretation of these Bylaws.

## ARTICLE 3.0 – MEMBERSHIP

### 3.1 ENTITLEMENT

Membership in the Society is open to all Persons who:

- a) Support the purpose, and are interested in furthering the objects, of RDH
- b) Meet the criteria for membership as established by these Bylaws, and supplemented by the Board in Policy
- c) Are approved by the Board

### 3.2 CATEGORIES OF MEMBERS

There are three categories of members:

- a) Regular Member
- b) Honorary Member
- c) Lifetime Member



### 3.2.1 Regular Member

Regular Member is an individual who is eighteen (18) years or older, who qualifies for membership in the Society, as prescribed in 3.1, applies to the Board and pays membership fees. Regular Members can be Annual (A) or Lifetime (L), dependent on the type of membership fee paid. Membership fees shall be prescribed from time to time by the Board by ordinary resolution; shall be considered a Regular Member (A) or (L) as at the date the individual's name appears in the Register of Members.

An Employee of RDH cannot be a regular member of the Society.

The Board may further define these qualifications and may establish additional criteria for Regular Members, in Policy, that are consistent with these requirements.

### 3.2.2 Honorary Member

- a) An Honorary Member is an individual, corporation, partnership or other entity who has made a long-term, outstanding contribution to the objects of the Society and to the activities of the RDH. The Board may invite that person or organization to join the Society as an Honorary Member. Any member fees shall be waived for an Honorary Member. An Honorary Member shall be designated as such on the Register of Members and shall remain an Honorary Member at the discretion of the Board.
- b) Nominations for an Honorary Member are made through the RDH Board.
- c) Honorary Members receive the benefits of membership in the Society as Regular Members, except they are not eligible to vote at Annual, General or Special Meetings of the Society or be elected to the Board.
- d) Nothing precludes an individual who is an Honorary Member from becoming a Regular Member (with all the rights and privileges of that class) by applying for such membership in accordance with these Bylaws.

### 3.2.3 Lifetime Member

Is a member who qualifies as a Regular Member, as provided for in Article 3.2.1, and has paid the lifetime membership fee. The fee shall be prescribed from time to time by the Board through an ordinary resolution.

## 3.3 **ADMISSION OF MEMBERS**

Applications for membership are made through the RDH Board. The Board Governance Committee reviews all applications. Applications that meet the criteria for membership in the appropriate category, as provided for in Article 3.2, are forwarded to the Board as a whole for approval. Approved members are entered under the appropriate category in the Register of Members.

### **3.4 MEMBERSHIP FEES**

#### **3.4.1 Membership Year**

The membership year is April 1 to March 31.

#### **3.4.2 Setting Membership Fees**

The Board decides annual membership fees for each category of Members. Honorary Members do not pay a membership fee.

#### **3.4.3 Payment of Fees**

Annual membership fees are due and payable on April 1. Membership privileges are withdrawn for any Member who has not paid the fees within 30 days following the date the fees are due. The Board may reinstate membership after payment of delinquent fees.

### **3.5 RIGHTS, PRIVILEGES, AND OBLIGATIONS OF MEMBERS**

#### **3.5.1 All Members**

Any Member in Good Standing is entitled to:

- a)** Receive notice of General Meetings of the Society
- b)** Attend any General Meetings of RDH
- c)** Speak at any General Meetings of RDH
- d)** Vote at any General Meetings of RDH, with the exception of Honorary Members.
- e)** Exercise other rights and privileges given to Members, as provided for in these Bylaws

#### **3.5.2 Member in Good Standing**

A Member is in Good Standing when the Member:

- a)** Has paid membership fees or other required fees to RDH.
- b)** Continues to meet Member requirements as outlined in Section 3.1,3.2.1, 3.2.2
- c)** Is not disqualified as provided for in Article 3.6.

#### **3.5.3 Number of Votes for Regular Members**

Each Regular Member has one vote at any Special or General Meeting

#### **3.5.4 Limitation of the Liability of Members**

No Member is liable for any debt, action, or liability of the Society.

### **3.6 DISQUALIFICATION OF A MEMBER**

#### **3.6.1 Decision to Disqualify**

The Board, at a Board meeting called for that purpose, may disqualify a Member for one or more of the following reasons:

- a)** The Member has failed to abide by these Bylaws.
- b)** The Member has failed to abide by RDH policies.
- c)** The Member has disrupted meetings or functions of the Society; or

- d)** The Member has done anything judged by the Board to be harmful to the Society.

### 3.6.2 Categories of Disqualification

There are three categories of disqualification of a member that vary only in the duration of the disqualification:

- a)** Level 1 - the member may reapply for membership according to Article 3.0 after waiting one year from the date of disqualification
- b)** Level 2 - the member may be disqualified for not more than two consecutive Annual General Meetings
- c)** Level 3 – the membership is permanently disqualified, and the member can never be re-approved as a member

### 3.6.3 Notice to the Member

- a)** At least one (1) month prior to the Board meeting, an Officer of RDH gives written notice to the Regular Member who is being considered.
- b)** The written notice that states the reason for disqualification being considered:
  - i) Is sent to the last known address, as shown RDH records, of the Member by mail or courier that require the recipients' signatures or
  - ii) May be delivered in person by a member of the Board. If delivered in person, the Board member who delivered the notice will provide written confirmation of the delivery to the Secretary.
- c)** In addition, all other Members receive written or electronic notice of the motion for disqualification of a Regular Member at least twenty-one (21) days prior to the date of the Board meeting at which the Board considers the motion.
- d)** A decision to disqualify a member requires a three-quarters (3/4) vote of the Board present at the meeting. This decision is final.

### 3.6.4 Decision of the Board

- a)** The Member will have an opportunity to address the matter by appearing before, or submitting a statement in writing to, the Board.
  - i) The Member may represent him/herself at the RDH Board Meeting, OR
  - ii) Specify an Individual other than themselves, to represent them at the RDH Board meeting, OR
  - iii) Authorize another Individual, other than themselves, to submit a letter to the RDH Board on behalf their behalf.
- b)** The Member being considered may accompany the Individual representing them.

- c) The Board determines how to deal with the matter. The Board may exclude the Individual representing the Member, and/or others who are in attendance at the meeting, from its discussion of the matter, including the deciding vote.
- d) Three-quarters (3/4) of the Directors present must approve the decision. The Board's decision is final.

### **3.7 RESIGNATION**

#### **3.7.1 Resignation**

Any Member may resign from the Society by emailing, sending or delivering a written notice to the RDH office. A resignation is effective on the date it is received by the RDH office, or on the date specified in the written resignation, whichever is the later date.

#### **3.7.2 Deemed Resignation**

If a Member has not paid the annual membership fees within sixty (60) days following the date the fees are due, the Member is considered to have resigned.

#### **3.7.3 Death**

The membership of an Individual who is a Regular Member, Lifetime or Honorary Member membership ends upon the death of the individual.

### **3.8 TRANSFER OF MEMBERSHIP**

No right or privilege of any Member is transferable to another corporation or individual.

## **ARTICLE 4.0 - MEETINGS OF THE SOCIETY**

### **4.1 PROCEDURES FOR GENERAL MEETINGS**

General Meetings of the Society include, but are not limited to, the Annual General Meetings, General Meetings or Special Meetings. The Board may call General Meetings of the Regular Members at any time.

#### **4.1.1 Notice of General Meetings**

- a) The RDH Office notifies every Member at least twenty-one (21) calendar days prior to an Annual General Meeting. Other General and Special Meetings require at least fourteen (14) calendar days' notice. Any notice of meeting is delivered personally, or sent to the Member by prepaid mail, facsimile, or electronic mail. The notice is sent to the last email address of the Member as shown in the records of the Society. Any Member entitled to receive a notice may waive this notice in

writing.

- b)** The notice must state the date, time, location, and agenda of the General Meeting. The notice must include sufficient information about the business to be conducted to permit a Member to form a reasoned judgment on any decision.

#### 4.1.2 Errors or Omissions in Giving Notice

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

- a)** Accidental omission to give notice to any individual Member
- b)** Any individual Member not receiving notice
- c)** An error in any notice that does not affect the meaning of the notice

#### 4.1.3 Attendance by the General Public

General Meetings, including the Annual General Meeting, are open to the general public. For Annual General Meetings and Special Meetings, any persons who are not Members may be asked to leave the meeting by a resolution of the majority of the Voting Members present at the meeting.

#### 4.1.4 Presiding Officer

The Board Chair chairs every General Meeting of the Society. The Board Vice Chair chairs a General Meeting in the absence of the Board Chair. If neither the Board Chair nor the Board Vice Chair is present within one-half (1/2) hour after the set time for the General Meeting, the Voting Members present choose one (1) of the Directors present as chairperson.

#### 4.1.5 Quorum

A quorum for any General or Special Meeting consists of a minimum of 50% of Board Members in Good Standing

#### 4.1.6 Failure to Reach Quorum

- a)** The chairperson of the General or Special Meeting adjourns the General Meeting if a quorum is not present within one-half (1/2) hour after the time set for the meeting.

#### 4.1.7 Voting

##### 4.1.7.1

##### Voting Eligibility

Each Regular Member in Good Standing has one vote.

##### 4.1.7.2

##### Voting Method

- a)** A show of hands decides every vote at all General and Special Meetings.

- b)** A ballot vote is used if at least five (5) Members eligible to vote request it.
- c)** Voting Members may withdraw their request for a ballot.
- d)** Electronic (E) Votes are accepted at all general and special meetings if the meeting is conducted in an electronic/video format.

#### 4.1.7.3

##### Decisions

- a)** A majority of the votes of the Voting Members present decides each resolution, unless the resolution needing to be decided is a Special Resolution.
- b)** The chairperson of the General Meeting declares a resolution either carried or lost. This statement is final and does not have to include the number of votes for and against the resolution
- c)** The chairperson of the General Meeting decides any dispute on any vote, with the exception of the election of Directors, and this decision is final.
- d)** Any Regular Member may contest, in writing, the election results of Directors. The Board establishes, in Policy, the appeal process for elections.

#### 4.1.7.4

##### Tie Vote

In the case of a tie vote, the chairperson of the General Meeting calls for a ballot. In the case of a tie vote on a ballot, the chairperson of the General Meeting has a second or deciding vote

#### 4.1.7.5

##### Proxy Vote

A Regular Member in Good Standing can proxy in a voting delegate on their behalf. The Board establishes, in Policy, the proxy vote process

#### 4.1.8 Adjournment

The chairperson of the General Meeting may adjourn the General Meeting with the consent of the majority of Voting Members present at the meeting. The adjourned General Meeting may be rescheduled and conducts only the unfinished business from the initial meeting. No notice is necessary if the General Meeting is adjourned for less than thirty (30) calendar days. RDH must give notice when a General Meeting is adjourned for thirty (30) calendar days or more. Notice is the same as for any General Meeting, as provided for in Article 4.1.1.

#### 4.1.9 Written Resolution of all Voting Members

All Voting Members may agree to and sign a resolution. This written resolution requires unanimous support. Where there is unanimous

written support, this resolution is as valid as one passed at a General Meeting. It is not necessary to give notice or to call a General Meeting. The date on the resolution is the date it is passed.

## **4.2 ANNUAL GENERAL MEETING**

### **4.2.1 Time and Location**

The Board calls the Annual General Meeting within six (6) months of the fiscal year end, as provided for in Article 6.2.1. The Board sets the date, time, and location in Red Deer Alberta or within a radius of 35 km.

### **4.2.2 Submitting Resolutions for the Annual General Meeting**

- a)** Any Regular Member may submit a resolution to be put on the agenda of the Annual General Meeting by submitting a written request, by mail or an electronic document, to the Board.
- b)** This written request must include the signature of the Regular Member, as well as, the signature of another Regular Member who is seconding the request.
- c)** This request must also contain background information about the resolution.
- d)** The Regular Member must submit the request to the Board Chair through the RDH Office. The Board Chair must receive the request at least five (5) weeks prior to the Annual General Meeting.

### **4.2.3 Agenda for the Annual General Meeting**

- a)** The business of the Annual General Meeting includes:
  - i) Adopting the agenda
  - ii) Adopting the minutes of the last Annual General Meeting
  - iii) Reviewing both the Treasurer's Report and the Auditor's report
  - iv) Receiving the Chair's report
  - v) Electing Directors to the Board.
  - vi) Appointing qualified auditors for the following year
  - vii) Considering matters specified in the Meeting notice
- b)** The order of business at the meeting is at the discretion of the chairperson of the Annual General Meeting as long as business and reports relating to the previous fiscal year precede the election of the Directors and the appointment of the auditors.
- c)** No vote may be taken on matters that are not included in the Meeting notice.

## **4.3 SPECIAL MEETINGS**

### **4.3.1 Calling of a Special Meeting**

A Special Meeting of Members may be called at any time:

- a) By the Board with a resolution at a Board meeting. This requires the approval of the majority of the Directors and at least three-quarters (3/4) of the Directors present and voting at the meeting; or by a written unanimous resolution of all of the Directors as provided for in Article 5.1.8.5. The request must state the reason for the Special Meeting and the resolution(s) intended to be submitted at this Special Meeting; or
- b) By a written request to the Board that is signed by at least one-third (1/3) of the Regular Members in good standing. The request must state the reason for the Special Meeting and the resolution(s) intended to be submitted at this Special Meeting. Upon receiving the written request, the Board calls the Special Meeting as provided for in Article 4.1.1.

#### 4.3.2 Time and Location

The Board establishes the date, time, and location within Alberta of the Special General Meeting. If a location is not established, the Special Meeting is held at the RDH Office.

#### 4.3.3 Agenda for a Special Meeting

- a) Only the matter set out in the notice for the Special Meeting is decided at this meeting.
- b) Other matters may be considered at a Special Meeting. Additions to the agenda require approval by two-thirds (2/3) of all Voting Members present at the Special Meeting.
- c) Any items added to the agenda that were not included in the notice for the Special Meeting may be considered. To be decided, these items must receive unanimous approval from both the Voting Members present at the Special Meeting, and all eligible Voting Members not in attendance at the meeting. Eligible Voting Members not in attendance at the meeting must provide written approval within twenty-one (21) calendar days.

#### 4.4 **Member Meetings by Electronic Conference**

A Member may participate in a meeting of Members by means of an electronic or other communication device that permits all participants to communicate adequately with each other during the meeting. Any person participating by electronic conference is deemed to be present at that meeting. Any security, confidentiality or other considerations, including whether an electronic meeting is warranted and the conduct of that a meeting, shall be at the sole determination of the Board from time to time.



## **ARTICLE 5.0 – GOVERNANCE**

### **5.1 THE BOARD OF DIRECTORS**

#### **5.1.1 Governance and Management of the Society**

- a)** The Board governs the affairs of the Society
- b)** The Board hires the Executive Director to carry out the management of RDH on behalf of the Society

#### **5.1.2 Board Members**

- a)** Must sign the Confidentiality Agreement
- b)** Submit a criminal record check depending on the legislation at the time
- c)** Other documents as required in Policy from time to time

#### **5.1.3 Powers and Duties of the Board**

The Board has the powers available to it under the Societies Act

#### **5.1.4 Composition of the RDH Board and Qualifications of its Directors**

5.1.4.1 The Board of Directors of RDH consists of the Chair and minimum of eight (8) and maximum of eleven (11) other Directors

5.1.4.2 If RDH is unable to recruit Directors as required by this Article 5.1.4 any unfilled position remains vacant until a qualified candidate is located at which point the Board may fill the vacancy for the unexpired term.

5.1.4.3 All Directors, either upon election or upon appointment, and while in office, must meet the following qualifications:

- a)** Must be at least eighteen (18) years old
- b)** Must be a Regular Member in Good Standing
- c)** Must reside in the province of Alberta

5.1.4.4 Employees of RDH cannot be Directors of the Society.

#### **5.1.5 Nominations**

The Board must seek nominations by designated category and position as provided for in Articles 5.1.4. The Board must receive all nominations for election to the Board no later than fourteen (14) calendar days prior to the Annual General Meeting. Any Member may submit a nomination, as long as prior consent is obtained from the nominee. The Board reviews all submissions to ensure that the nominees meet the criteria, as provided for in Articles 5.1.4 and meet the skill and diversity needs of the Board. The Board prepares a list of nominees to present to the Members at the Annual General Meeting.

#### **5.1.6 Election and Terms of Directors**

##### **5.1.6.1 Directors**

Directors are elected or appointed to the Board for a three (3) year term until their successors are elected or appointed as follows:

- a)** Directors are elected by Voting Members at the Annual General Meeting. Directors terms of office are from the date of the Annual General Meeting at which they are elected until the third following Annual General Meeting.
- b)** The Board establishes, in Policy, the rotation of the election of Directors in order to maintain the composition of the Board as provided for in Article 5.1.4 and 5.1.5

- c) Voting Members may elect any Director for a maximum of two (2) consecutive terms. If any Director has served two (2) consecutive terms, the Director may not stand for election until two (2) years following the end of the Directors' second term.
- d) Any Director elected or appointed to fill a vacancy on the Board, as provided for in Article 5.1.7 holds office for the remainder of the term of the vacancy and is eligible for two (2) additional consecutive terms.

## 5.1.7 Vacancies

### Failure to Qualify as Director

Any Director automatically vacates the position of Director when that individual:

- a) Vacates the position of a Regular Member for any reason, or
- b) Ceases to be a Regular Member for any reason, or
- c) No longer resides in the province of Alberta.

#### 5.1.7.1 Resignation

A Director, including all Officers, may resign from office by giving notice in writing to the Secretary of the Board. The resignation is effective on the date it is received by the Secretary, or on the date specified in the written resignation, whichever date is later.

#### 5.1.7.2 Removal

- a) Board members may remove any Director before the end of that Director's term. This is done by a Special Meeting called for this purpose. The Board Members may, by Special Resolution of Members as outlined in 2.1.20, remove a Director for any cause that is deemed advisable in the interests of the Society. This decision is final.
- b) A Director is automatically removed if absent from three (3) regular Board Meetings in a twelve (12) month period following the Annual General Meeting without approval from the Chair, and when the Board by resolution has requested that Director's removal.
- c) The Board may adopt a Code of Conduct that all Directors must agree to abide by and sign. The Board may require any Director who does not follow the Code of Conduct to resign from office.

#### 5.1.7.3 Death

A vacancy occurs immediately upon the death of a Director.

#### 5.1.7.4 Other Disqualifications

The Board may remove any Director who:

- a) is an assisted person and has a co-decision-making person appointed for them by court order for guardianship or trusteeship under the Adult Guardianship and Trusteeship Act
- b) Is a formal patient as defined in the Mental Health Act;
- c) Is the subject of an order under the Mentally Incapacitated Persons Act appointing a committee of the person or estate or both;
- d) Has been found to be a person of unsound mind by a court elsewhere in Alberta;

- e) Has the current status of bankruptcy; or
- f) Has a related criminal offense.

## 5.1.8 Filling Vacancies

- 5.1.8.1 Vacancies Caused by Director No Longer Qualifying, or by Removal Resignation or Death (Article 5.1.7)
- a) As long as there is a quorum of Directors, the Board may appoint a Regular Member in Good Standing to fill the remainder of the term of that vacancy on the Board, or the Board may appoint a Director to fill the remainder of the term for that vacancy on the Board.
  - b) The Board must fill the positions with an individual who has the required expertise to hold the same position as the vacated Director.
  - c) If there is not a quorum of Directors, the remaining Directors, will call a Special Meeting. At this Special Meeting, any Regular Member in Good Standing may fill the vacancy by majority vote. If there are no remaining Directors, any Regular Member in Good Standing may call a Special Meeting.
  - d) If the Vacancy is not filled as provided for in 5.1.8.1 and 5.1.8.2, the vacancy is filled at the next Annual General Meeting for the remainder of the term of the vacated position.

- 5.1.8.2 Vacancies Caused by Bylaw Amendments
- If, at any time, the Society amends these Bylaws to change to composition of Directors, the vacancy or vacancies are filled as provided for in Articles 5.1.7.1. In order to maintain rotating Director terms a register of directors and the terms of each will be maintained and monitored by the Board from time to time

## 5.1.9 Meetings of the Board

- 5.1.9.1 Number of Meetings
- The Board holds a minimum of six (6) meetings within each calendar year, distributed evenly throughout the year.
- 5.1.9.2 Notice of Meetings
- a) The Board determines dates, times, and locations for regular Board meetings. Before the next regular Board meeting, each Director receives a schedule of these meetings. No further notice is required for any regular Board meeting.
  - b) The Chair may call additional Board meetings. The Chair also calls a meeting if any two (2) Directors make a request in writing and state the business for the meeting.
  - c) Ten (10) business days' notice for additional Board meetings is given to each Director, by mail, telephone, fax, email or courier. Directors may waive formal notice of a Board meeting.
  - d) Errors or accidental omissions in giving notice of any Board meeting do not invalidate the meeting, or any business transacted at the meeting.

- 5.1.9.3 Quorum  
a) A quorum for Board meetings is 50% or more of the Directors. A quorum is necessary for the transaction of business at a Board meeting.  
b) The Board may conduct no business of the Society without a quorum.
- 5.1.9.4 Voting at a Board Meeting  
a) Each Director has one (1) vote. Business arising at any Board meeting is decided by a majority of votes. The Chair may only vote in the case of a tie vote.  
b) All votes cast at any Board meeting are taken by a show of hands, unless any Director in attendance requests a ballot.  
c) Irregularities or errors done in good faith do not invalidate business conducted at any Board meeting.
- 5.1.9.5 Written Resolutions  
All Directors may agree to and sign a resolution. Where there is unanimous written support, this resolution is a valid as one passed at any Board meeting. It is not necessary to give notice or to call a Board meeting. The date on the resolution is the date it is passed.
- 5.1.9.6 Telephone or Electronic Participation  
A Director or Officer may participate in a meeting of Members by means of telephone, electronic or other communication device that permits all participants to communicate adequately with each other during the meeting. Any person participating by electronic conference is deemed to be present at that meeting. Any security, confidentiality or other considerations, including whether an electronic meeting is warranted, and the conduct of that meeting shall be at the sole determination of the Board from time to time.

## 5.2 OFFICERS

The Officers of the Society are the:

- a) Chair
- b) Vice Chair
- c) Secretary
- d) Treasurer

### 5.2.1 Election of Officers

The Officers shall be elected by a majority vote of a quorum of the Directors at the first meeting of the Board following each AGM.

- a) A vacancy in an Officer's position may be filled by the Board, by majority vote, at any meeting of the Board
- b) The term for Officers shall be from their election until they resign, complete their term as a Director or are replaced which replacement is normally to occur at the first meeting of the Board following the AGM.
- c) An Officer may not be elected for more than four (4) consecutive one-year terms in one position

### 5.2.2 Duties of Officers

Officers have all the powers to perform all of the duties required by their offices, and any other powers and duties that the Board may assign. Officers with signing authority as provided for in Article 6.4.1 sign all contracts, documents, bylaws, or other written instruments that require their signatures. The Specific duties of the Officers are listed in Articles 5.2.3, 5.2.4, 5.2.5 and 5.2.6

### 5.2.3 The Chair

- a) Provides leadership and promotes public awareness
- b) Coordinates and supervises the affairs of the Board
- c) Chairs all General Meetings and Board meetings
- d) Is a non-voting member of all Board committees
- e) Prepares, with the Executive Director, agendas for Board meetings
- f) Acts as the spokesperson for RDH

### 5.2.4 The Vice Chair

- a) Chairs meetings in the absence of the Chair
- b) Has all of the powers and performs all of the duties of the Chair in the absence, inability or refusal to act of the Chair
- c) Assists the Chair in coordinating the affairs of the Society
- d) Replaces the Chair at various functions when asked to do so by the Chair of the Board.

### 5.2.5 The Secretary

- a) Ensures that accurate minutes are kept of all General and Special Meetings and Board Meetings
- b) Ensures that an accurate and up to date Register of Members is kept. This register includes a record of all Members, their proxies, addresses and other pertinent information
- c) Ensures that all notices of various meetings, minutes, and other communications are sent as required
- d) Ensures the safekeeping of the Seal of the Society, the minute books, and all books, papers, records, correspondence, contracts, and other documents of the Society

### 5.2.6 The Treasurer

- a) Ensures the care and custody of all the funds and securities of the Society
- b) Ensures that all monies paid to the Society are deposited in a financial institution approved by the Board
- c) Ensures that a detailed account of revenues and expenditures is presented to the Board as requested
- d) Ensures that an annual budget is presented to the Board for approval
- e) Ensures that an audited statement of the financial position of the Society is prepared and presented to the Members at the Annual General Meeting

### 5.2.7 Delegation of Officer Duties

In the case of the absence or inability or refusal to act, of any officer or for any other reason that the Board considers sufficient, the Board may delegate any or all of the powers of that Officer to another Officer or to any Director.

### 5.2.8 Vacancies of Officers

- a) Each Officer continues in office until:
  - i) The Officer's resignation by written notice is delivered to the Secretary of the Society. This resignation is effective on the date it is received by the Secretary or on the date specified in the written resignation, whichever date is later.
  - ii) The election of a successor Officer
  - iii) The Officer's removal by resolution of the Board
  - iv) The removal by members at a special meeting called for that purpose
  - v) The Officer no longer meets the qualifications as provided for in Article 5.1.4.5 or ceases to be a regular member
  - vi) The Officer's inability to complete the term due to mental or physical reasons or
  - vii) The Officer's death
- b) The Board by resolution may fill any vacant Officer position of the Society

## 5.3 **BOARD COMMITTEES**

### 5.3.1 Establishing Committees

- a) The Board may establish any standing and/or ad hoc committees it deems necessary to advise the Board. Ad hoc committees are established for a specific task, and for a designated length of time. These committees are dissolved when the task is completed.
- b) The Board approves terms of reference for each committee. The Board may delegate to these committees any powers subject to the restrictions in these Bylaws or any resolution passed by the Board
- c) The Board may, by resolution, dissolve any committee

### 5.3.2 Powers of Committees

No committee has the power to act for or on behalf of the Society or to commit or bind RDH to any course of action. Committees have the power only to make recommendations to the Board, or to the Members as directed by the Board.

## **ARTICLE 6.0 - FINANCE AND OTHER MANAGEMENT MATTERS**

### **6.1 THE REGISTERED OFFICE**

The Registered Office of the Society is located in Red Deer, Alberta. Another place within the province of Alberta may be established at the Annual General Meeting or by resolution of the Board.

### **6.2 FINANCE AND AUDITING**

#### 6.2.1 Fiscal Year

The fiscal year of the Society ends on March 31 of each year.

#### 6.2.2 Annual Audit

There must be an audit of the books, accounts, and records of the Society at least once each fiscal year. An accountant, who is qualified by being a member in good standing in a professional organization, and appointed at each Annual General Meeting, must complete this audit. At each Annual General Meeting, the auditor submits a complete

statement of the standing of the books for the previous fiscal year.

### **6.3 SEAL OF THE SOCIETY**

The Board may adopt a seal as the corporate Seal of the Society. The Office of the Corporation has custody of the seal. The Seal is affixed to documents authorized by the Board. Only those Signing Officers authorized by the Board can use the Seal of the Society. If the Board has not designated any Officers, the Chair, Secretary or Executive Director, if designated, may use the Seal.

### **6.4 CHEQUES, CONTRACTS, SECURITIES, AND OTHER FINANCIAL INSTRUMENTS**

#### **6.4.1 Signing Authority for Cheques and Contracts**

**a)** Cheques, contracts, and other documents that require the signature of the Society may be signed by any two (2) of the following:

- i) Chair
- ii) Vice Chair
- iii) Secretary
- iv) Treasurer
- v) Executive Director

**b)** The Board, in Policy, may authorize employees to sign cheques up to specific limits and sign certain contracts.

#### **6.4.2 Securities and Other Financial Instruments**

All signing authorities are authorized, according to RDH policy, to sign or endorse securities or other financial instruments held by the society.

### **6.5 KEEPING AND INSPECTION OF THE BOOKS AND RECORDS OF THE SOCIETY**

#### **6.5.1 Minute Books**

The originals of the minute books of all the General Meetings, Board meetings, and Board committee meetings are kept at the RDH Office.

#### **6.5.2 Books and Records**

The Board keeps and files all necessary books and records of the Society as required by these Bylaws, Board policy, or any other statute or laws. These books and records are kept at the RDH Office.

#### **6.5.3 Inspection of the Books or Records**

A Member wishing to inspect the books or records of the Society must give reasonable notice to the Chair or Secretary of the Society of the Member's intention to do so. Unless otherwise permitted by the Board, this inspection takes place only at the RDH Office during normal business hours. The Board may designate certain records as confidential, and not open them for inspection by Members.

## **6.6 BORROWING POWERS**

### **6.6.1 Borrowing**

The Board is authorized to borrow and raise money on behalf of RDH by a resolution of the board.

### **6.6.2 Debentures**

The Society may issue debentures only with the approval of a Special Resolution of Members.

## **6.7 PAYMENTS**

### **6.7.1 Payments for Service**

No Member, Director, or Officer of RDH receives any payment for their services as a Member, Director, or Officer.

### **6.7.2 Expenses**

The Board may approve reimbursement of reasonable expenses incurred while Directors are carrying out duties of the Society.

## **6.8 PROTECTION AND INDEMNITY OF DIRECTORS AND OFFICERS**

### **6.8.1 Protection**

Each Director or Officer holds office with protection from the Society. RDH indemnifies each Director or Officer against all costs or charges that result from any act done in an individual's role for the Society. RDH does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.

### **6.8.2 Liability**

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 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 an individual's role for the Society, unless the act is fraudulent, dishonest, or done in bad faith.

### **6.8.3 Accuracy of the Auditor's Report**

A Director or Officer can rely on the accuracy of any statement or report prepared by the Society's auditors. A Director or Officer is not held liable for any loss or damage as a result of acting on the auditors' statement or report.

## **6.9 RULES OF ORDER**

The Society will use *Robert's Rules of Order Newly Revised* for matters not covered in these Bylaws.



## **ARTICLE 7.0 - AMENDING THE BYLAWS**

### **7.1 AMENDING THE BYLAWS**

- a)** These Bylaws may be cancelled, altered, or added to by a Special Resolution of Members at an Annual General Meeting or General Meeting of the Society.
- b)** Details of the proposed resolution to change the Bylaws must be included in the twenty-one (21) calendar days' notice of the General Meeting.
- c)** The amended Bylaws take effect after approval of the Special Resolution at the Annual General Meeting or General Meeting, and acceptance by the Corporate Registry of Alberta.
- d)** The resolution must be passed by at least three-quarters (3/4) of the Voting Members present and voting at a General Meeting for which notice of the special resolution has been given.

## **ARTICLE 8.0 - DISTRIBUTING ASSETS AND DISSOLVING THE SOCIETY**

### **8.1 DISSOLUTION OF THE SOCIETY**

Dissolution of the Society requires a Special Resolution of Members at a General Meeting.

### **8.2 PAYMENT OF DEBTS AND LIABILITIES**

When the Society is dissolved, funds and assets are first used to satisfy the Society's debts and liabilities.

### **8.3 DISTRIBUTION OF ASSETS TO MEMBERS**

RDH does not pay any dividends or distribute its property among its Members.

### **8.4 DISTRIBUTION OF REMAINING ASSETS**

Any remaining funds or assets are transferred to a registered and incorporated charitable organization whose objects are similar to, or compatible with, the objectives of the Society. Voting Members select this organization by Special Resolution of Members on or before the date of dissolution. Any assets that are not transferred are held in trust for charitable purposes.