

# **REACH Edmonton Council**

## **Bylaws**

### **SECTION 1 – DEFINITIONS**

#### **1.1 Definitions**

In these Bylaws, unless the context otherwise requires:

- a) “**Elect**”, “**Elected**” and “**Election**” means to elect on a show of hands unless a poll is demanded, and if a poll is demanded, such election shall be by ballot;
- b) “**Immediate Family Members**” means the employee's spouse or common-law partner; the employee's father and mother and the spouse or common-law partner of the father or mother; the employee's child(ren) and the child(ren) of the employee's spouse or common-law partner; the employee's grandchild(ren); the employee's brothers and sisters; the grandfather and grandmother of the employee; the father and mother of the spouse or common-law partner of the employee and the spouse or common-law partner of the father or mother; and any relative of the employee who resides permanently with the employee or with whom the employee permanently resides. “**Common-law partner**” means a person who has been cohabiting with an individual in a conjugal relationship for at least one year, or who had been so cohabiting with the individual for at least one year immediately before the individual's death.
- c) “**Special Resolution**” means:
  - (i) a resolution passed:
    - A. at a general meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given, and
    - B. by the vote of not less than 75% of those members who, if entitled to do so, vote in person,
  - (ii) a resolution proposed and passed as a special resolution at a general meeting of which less than 21 days' notice has been given, if all the members entitled to attend and vote at the general meeting so agree, or
  - (iii) a resolution consented to in writing by all the members who would have been entitled at a general meeting to vote on the resolution in person.

### **SECTION 2 – MEMBERSHIP**

#### **2.1 Membership**

Subject to Section 2.2(b)(iv)A, any person who supports the objects of the Society may become a Voting Member of the Society, or they may become a member of any other category of membership of the Society, in accordance with these Bylaws, and upon payment of the Membership Fees. In order to remain a member of any category of membership of the Society, such member shall pay the applicable Membership Fees as they become due on an annual basis.

#### **2.2 Membership Fees and Categories**

- a) Membership Fees
  - (i) Membership Fees of the Society shall be determined, in accordance with these Bylaws, by the Board.

- (ii) The Board, in its sole and absolute discretion, may waive the Membership Fees of any member of any category of membership of the Society on an annual basis.

b) **Membership Categories**

- (i) Categories of membership in the Society shall be determined, in accordance with these Bylaws, by the Board.
- (ii) An Honoured Life Member of the Society is a person whom the Society wishes to honour in accordance with certain criteria established by the Board.
- (iii) A Voting Member is a member of the Society, who has not withdrawn from the membership of the Society, nor has been suspended or expelled from the Society in accordance with these Bylaws, and, pursuant to membership policies ratified by the Board, shall have the right to vote at any meeting of the Society and such votes must be made in person or by proxy in accordance with these Bylaws.
- (iv) A Non-Voting Member is a member of the Society, who has not withdrawn from the membership of the Society, nor has been suspended or expelled from the Society in accordance with these Bylaws, and, pursuant to membership policies ratified by the Board, shall not have the right to vote at any meeting of the Society.
  - A. Employees of the Society and their Immediate Family Members shall not be eligible to become a Voting Member of the Society; however, Employees of the Society and their Immediate Family Members may be eligible to become a Non-Voting Member of the Society.

**2.3 Termination of Membership**

Notwithstanding Section 3.8, a member of any category of membership in the Society may be suspended or terminated at any time for any cause upon approval, by resolution of the Board, of not less than two-thirds (2/3) of all of the Directors holding office and who are entitled to vote. Prior to a suspension or termination of such member's membership, the member shall have the right to appear before the Board on the member's own behalf.

**2.4 Withdrawal from membership**

Any member wishing to withdraw from any category of membership of the Society, may do so upon giving notice in writing of their intention to withdraw to the Society, and such member's membership shall terminate effective on the date such notice is received by the Society.

**SECTION 3 – BOARD OF DIRECTORS**

**3.1 Board of Directors**

- a) The Board shall, subject to these Bylaws, have full control and management of the affairs of the Society.
- b) The Board shall consist of no less than seven (7) and no more than fifteen (15) Directors.
- c) 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.

### **3.2 Advisors, Executive Director and Past-Chair**

- a) In addition to the elected Directors, the following entities are entitled to each nominate one Advisor for appointment by the Board:
  - (i) Edmonton City Council
  - (ii) City of Edmonton
  - (iii) Edmonton Police Commission
  - (iv) Edmonton Police Service
- b) The Board may appoint, in accordance with any requirements or procedures established by the Board, additional Advisors based on the needs and priorities of the Board and the Society.
- c) The Advisors shall attend meetings of the Board to provide advice and counsel but shall not have the right to vote at any meeting of the Board.
- d) The executive director of the Society shall attend meetings of the Board to provide advice and counsel to the Board but shall not have the right to vote at any meeting of the Board.
- e) If the preceding Chair has reached the maximum term of office as defined in Section 3.3, the preceding Chair, at the sole discretion of the Board, may be appointed by the Board to serve as Past-Chair and shall be a non-voting Advisor to the Board for a term not to exceed two (2) years.
- f) If the preceding Chair has not exceeded the maximum term of office and remains a current Director, the preceding Chair will be appointed as Past-Chair and shall have the right to vote at any meeting of the Board as a Director in accordance with Section 3.9 of these Bylaws.

### **3.3 Election and Term of Office**

- a) Directors of the Society shall be Elected to the Board by the Voting Members at an Annual General Meeting pursuant to Section 7.1 and shall serve as Directors for a term not to exceed three (3) years from the date of their being Elected to the Board, unless they are removed pursuant to these Bylaws, or they have resigned as Director.
- b) A Director of the Society shall serve a maximum of two (2) consecutive terms.

### **3.4 Removal of Directors.**

The office of a Director shall be vacated:

- a) if a Director gives written notice to the Society of their intention to resign as a Director of the Society; and
- b) if, at a properly constituted Annual General Meeting, or a special meeting of the Society, a resolution, removing a Director from office, is passed by at least seventy-five (75%) percent of Voting Members present.

### **3.5 Board Vacancies**

- a) Notwithstanding anything in these Bylaws, for the purpose of filling a vacancy occurring on the Board arising from the resignation or removal of a Director pursuant to these Bylaws, the Directors may, by majority vote, appoint any Voting Member as Director and such person shall hold office as Director for a term not to exceed the date of the next occurring Annual General Meeting of the Society, and such appointment shall not be considered part of the appointed Director's term for the purposes of Section 3.3 of these Bylaws.
- b) Any person appointed as a Director for the purpose of filling a vacancy occurring on the Board pursuant to Section 3.5(a) shall apply to the nominating committee of the Society for their election as a Director to the Board at the next occurring Annual General Meeting of the Society.

### **3.6 Indemnity by the Society**

The Society indemnifies each Director and Officer against any liability incurred as a result of any action or decision taken in good faith as a Director or officer of the Society, and waives any claim it may have against such Director or Officer for any such action or decision.

### **3.7 Board Meetings**

- a) Meetings of the Board of Directors shall be held as often as may be required but no less than four (4) times per year, and such meetings shall be called by the Chair, or the Vice-Chair (upon the Vice-Chair receiving instructions of the Chair).
- b) Meetings of the Board shall be called by providing ten (10) days' notice in writing mailed to each Director, or by three (3) days' notice by telephone, facsimile or email correspondence.
- c) A meeting of the Board may be held by conference call, or a Director may participate in a meeting of the Board by means of a conference call or other communications facilities, including an electronic conference facility, approved by the Board, which permits all persons participating in the meeting to communicate with each other clearly, and a Director participating in such a meeting by such means is deemed to be present.

### **3.8 Quorum**

Fifty (50%) percent of the Directors shall constitute a quorum for the transaction of business of the Society at any meeting of the Board.

### **3.9 Voting Rights**

- a) Questions on any issue arising at any meeting of the Board shall be decided by a majority of votes cast at such meeting.
- b) Each Director, with the exception of the Chair, in attendance at a meeting of the Board shall have one (1) vote.
- c) The Chair is not entitled to cast a vote as a regular voting Director and shall only vote in the case of a tie vote.
- d) Directors are not permitted to vote by proxy at meetings of the Board, and the Board shall not accept votes by proxy at meetings of the Board.

## **SECTION 4 – OFFICERS**

### **4.1 Officer Eligibility**

No person, other than a Director, shall be eligible to be Elected by the Board to any office of the Society.

### **4.2 Election**

The Board of Directors shall meet and organize a meeting of the Board as soon as practicable following the Society's Annual General Meeting in order to Elect the officers of the Society.

### **4.3 Officers**

The officers of the Society shall be:

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

- e) such other officers as the Board may deem necessary.

The duties of the officers shall be such as their titles by general usage would indicate, and as may be required by law, and as specified or assigned by the Board of Directors.

#### **4.4 Chair**

The Chair shall be an ex-officio member of all committees of the Society and of the Board. The Chair shall, when present, preside at all meetings of the Society and of the Board, and decide all matters relating to the rules of order of the meetings. In the absence of the Chair at any meeting of the Board or of the Society, the Vice-Chair shall preside at such meeting. In the event that both the Chair and the Vice-Chair are absent at any meeting of the Board or of the Society, a Director may be Elected at such meeting by the other Directors in attendance to preside thereat.

#### **4.5 Vice-Chair**

In the event that the Chair is unable to discharge their duties as Chair, then the Vice-Chair shall assume such duties of the Chair pursuant to Section 4.4, or until a meeting is called by the Board for the purpose of the Election of a new Chair by the Board.

#### **4.6 Secretary**

The Secretary shall:

- a) have custody of the seal of the Society, which seal whenever used shall be authenticated by the signature of the Secretary or the Chair, or by such other person or persons as may have been designated by the Board;
- b) prepare and submit an annual return for the Society to corporate registry of Alberta, and be responsible for the filing of all certificates, documents and returns or other instruments necessary to maintain the status of the Society;
- c) have charge of all correspondence of the Society and shall preserve minutes of all meetings of the Board and the Society, and in the absence of the Secretary, this duty shall be discharged by any such member of any category of membership of the Society as may be Elected by the Board; and
- d) ensure that a record is kept of all Members of the Society and their addresses, and shall send all notices of all meetings of the Board and Society as required, and collect and receive the Membership Fees or assessments levied by the Society, and in the absence of the Secretary, such duties shall be temporarily discharged by any officer Elected by the Board.

#### **4.7 Treasurer**

The Treasurer shall:

- a) supervise the receipt of all monies and Membership Fees paid to the Society, and shall be responsible for the deposit of same in whatever financial institution the Board may order, and be responsible for all financial records of the Society, including bank accounts, and shall properly account for the funds of the Society and keep such books as may be directed; and
- b) present a full, detailed account of receipts and disbursements to the Board whenever requested, and shall prepare, for submission to the Annual General Meeting of the Society, a statement, duly audited of the financial position of the Society reflecting the current fiscal year, and submit a copy of same to the Secretary for the records of the Society.

#### **4.8 Removal of officers**

- a) Any officer, upon a majority vote of all Board members, may be removed from office for any cause that the Board may deem reasonable.

- b) Any officer may resign from office by giving written notice to the Board of their intention to resign as an officer of the Society. Such resignation shall be effective immediately upon receipt of such resignation by the Board.

#### **4.9 Officer Vacancies**

Notwithstanding anything in these Bylaws, for the purpose of filling the vacancy of any office arising from the resignation or removal of any officer pursuant to these Bylaws, the Directors may, Elect any Director as an officer, and any officer Elected to fill any such vacancy may be appointed to hold office for the unexpired term of the officer or any such term as decided by the Board.

#### **4.10 Committees**

The Board may appoint such committee or committees, as it deems necessary or appropriate for such purposes and with such powers as it sees fit provided that any decision by a committee shall be subject to ratification of the Board. Committee members may be Directors, officers, Voting Members or other individuals as determined by the Board.

### **SECTION 5 – EXECUTION OF INSTRUMENTS**

#### **5.1 Signing Authority**

The Board may designate by resolution the manner in which the person or persons by whom a particular instrument or class of instruments may or shall be executed, and all instruments so executed shall be binding upon the Society without further authorization or formality. In the event that such a resolution is not passed, any and all documents, deeds, transfers, assignments, contracts, obligations, certificates and other instruments, may be executed on behalf of the Society by any two officers, or any two Directors, or by one officer and one Director together.

#### **5.2 Electronic Fund Transfers, Cheques, Drafts, and Notes**

All electronic fund transfers, cheques, drafts or orders for the payment of money, and all notes, acceptances and bills of exchange, shall be executed in such manner and by such Directors of the Society, or other persons, or any combination of the foregoing, as the Board may designate by resolution.

#### **5.3 Seal of the Society**

The Seal of the Society shall be kept at the offices of the Society, and will be used in accordance with the Board's resolution for the execution of particular instruments and documents.

### **SECTION 6 – RECORDS, FISCAL YEAR, AND ANNUAL REPORT**

#### **6.1 Books and Records**

The books and records of the Society may be inspected by any Voting Member of the Society at an Annual General Meeting of the Society, or at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same. Each Director of the Board shall, at all times, have access to such books and records.

#### **6.2 Fiscal Year**

The fiscal year end of the Society shall be determined by the Board.

#### **6.3 Annual Report**

Unless otherwise directed by the Board, the Society shall submit, on or about one hundred and eighty (180) days after the end of each fiscal year, to the Voting Members, an Annual Report of the Society, which shall include the audited financial statements and reports of the Society that the Board may require.

## **SECTION 7 – MEMBERSHIP MEETINGS**

### **7.1 Annual General Meeting**

The Society shall hold an Annual General Meeting each year on such date, time and place as may be designated by the Board. In order to replace those previous Directors whose terms on the Board have expired, or to replace those Directors' offices that have been vacated pursuant to Section 3.4, there shall be an election of Directors to the Board at such Annual General Meeting.

### **7.2 General Meetings**

General meetings of the Society may be called at any time by the Secretary upon the instructions of the Chair, or the Board.

### **7.3 Special Meetings**

A special meeting of the Society may be called by the Chair, or the Secretary, upon receipt by the Chair or Secretary of a petition signed by not less than twenty-five (25%) percent of the Voting Members, or a petition signed by not less than fifty (50%) percent of the Directors, calling such special meeting. The business to be transacted at such special meeting shall be stated in the notice thereof, and no other business may be considered at such meetings.

### **7.4 Due Notice**

Due notice of all Annual General Meetings, general meetings, or special meetings, shall be given to all Voting Members in writing and delivered by regular mail, facsimile or email correspondence at the last known address, fax number, or email address (as the case may be) of each Voting Member of the Society, at least twenty-one (21) days prior to such meeting, and such notice shall state the place, date, time and purpose of the meeting.

### **7.5 Quorum**

- a) Fifteen (15%) percent of Voting Members that are present in person shall constitute a quorum at any meeting of the Society.
- b) If quorum for a meeting of the Society is not established no later than one-half (1/2) hour after the start time designated for the meeting as set out in the notice for such meeting, then the Chair shall cancel the meeting.

### **7.6 Voting**

Each Voting Member shall have the right to vote at any meeting of the Society, and such votes by Voting Members must be made in person, in accordance with these Bylaws.

## **SECTION 8 – BORROWING POWERS**

### **8.1 Borrowing Powers**

For the purpose of carrying out its objects, the Society may borrow or raise or secure the payment of money in such manner as it thinks fit. In no case shall debentures be issued without the sanction of a special resolution, as defined in the Act, or the Society's Bylaws.

## **SECTION 9 – DISTRIBUTION OF PROPERTY UPON WINDING-UP OR DISSOLUTION OF THE SOCIETY**

### **9.1 Dissolution**

The Society may be dissolved by a Special Resolution passed at a Special Meeting of the Society called for that purpose.

## **9.2 Distribution of Property**

Upon dissolution, all the property and assets of the Society shall be paid and distributed as follows:

- a) Return to grant sponsors: All property in the hands of the Society, upon winding-up or dissolution of the Society, that has been placed in its hands by a grant sponsor, and has not been disbursed pursuant to the terms of the granting agreement between the Society and the grant sponsor, shall be returned to the grant sponsor, or otherwise dealt with in accordance with such agreements between the Society and the grant sponsor.
- b) Casino funds: Any funds remaining in the hands of the Society, upon winding-up or dissolution of the Society, that originated from casino revenue and remain after the payment of all debts, liabilities and other obligations of the Society for which such funds can be used pursuant to the terms of the applicable casino license, shall be delivered to a registered charitable organization determined by the Board and which is acceptable pursuant to the terms of the applicable casino license.
- c) Remaining funds or assets: Any remaining funds or assets in the hands of the Society, upon winding up or dissolution of the Society, after the payment of all debts, liabilities and other obligations of the Society of any kind, shall be delivered to a registered charitable organization located in the City of Edmonton, as determined by the Board.

## **SECTION 10 – AMENDMENTS**

### **10.1 Amendments**

The Bylaws of the Society may be rescinded, altered or amended by Special Resolution of the Society.

### **10.2 Amendment Effect**

Such changes to the Bylaws are not effective until such time as the changes have been accepted and registered by the corporate registry of Alberta.

## **SECTION 11 – AUDIT**

### **11.1 Annual Audit**

The books, accounts, and records of the Society, shall be audited each year by a duly qualified accountant. A complete and proper statement of the standing of accounts for the previous year shall be submitted by such Auditor(s) to the Voting Members at the Annual General Meeting of the Society.

Dated this 6<sup>th</sup> day of June 2019