

Snowflake House Respite Foundation Society Bylaws

ARTICLE ONE – INTERPRETATION

1.1 The name of the Foundation shall be Snowflake House Respite Foundation, incorporated on the 18th day of July, 2012, by law, under the Societies Act of Alberta.

1.2 DEFINITIONS – The following words, when used in these bylaws, shall mean as stated hereinafter:

a)The “Board” or “Board of Directors” shall mean the elected Board of Directors of the Snowflake House Respite Foundation;

b)“Executive” shall refer to the executive positions of President, Vice-President, Secretary, Treasurer, or Public Relations Officer

c)“Director” shall mean any member of the Board of Directors;

d) “Member” means an individual who has paid his annual dues;

e)“Family” shall mean a spouse, sibling or parent/child of a member of the Foundation;

f)“Same residence family member” shall mean any Foundation Member’s spouse, sibling or parent/child who has permanent residence with said Foundation Member;

g)“Act” shall refer to the Society Act of Alberta

h)“Foundation” shall refer to Snowflake House Respite Foundation

ARTICLE TWO – MEMBERSHIP

2.1 ELIGIBILITY – Any person may become a member provided they are:

- a) Interested in the objectives of the Foundation;
- b) Over 18 years of age
- c) Junior members under the age of 18 are eligible for membership however will not serve on the Board of Directors. Junior members will receive voting rights at the age of 16.

2.2 MEMBERSHIP FEE – Membership fee for the Foundation shall be \$1.00 per annum or as determined at an annual meeting. The fee shall be paid on or before the annual meeting and be valid for one year.

2.3 PRIVILEGES – Payment of the membership fee entitles the member to the privileges of membership for the year for which the fee is paid.

2.4 RESPONSIBILITIES OF THE MEMBERS

- a) All members shall execute the objectives as outlined in these bylaws.

2.5 TERMINATION – Any member can be removed from the Foundation at the discretion of the Board of Directors for any such reason as ratified by the Board. Any such resolution can be appealed to the general membership within the next three (3) meetings and if such decision is reversed by the general members, the member will be immediately reinstated. If any member is in arrears for fees or assessments for any year, such member shall be automatically suspended at the expiration of six months from the end of such year and shall thereafter be entitled to no membership privileges or powers in the Foundation until reinstated.

2.6 RESIGNATION OF MEMBERS - Any member may voluntarily resign from the Foundation, in writing through any member of the Executive. If any member fails to attend official Foundation meetings and/or events for more than a year, such member will be considered resigned from the Foundation, and may be reinstated at such time as the member chooses to return to the Foundation.

ARTICLE THREE – BOARD OF DIRECTORS

3.1 COMPOSITION OF THE BOARD – The affairs of the Society shall be administered by a Board of Directors made up of no less than 5 members, consisting of five (5) executive members serving in the position of President, Vice President, Secretary, Treasurer, and Public Relations Officer

3.2 TERMS OF OFFICE – Each board member will be elected by the membership at the annual general meeting for a term of one (1) year. There is no limit to the amount of terms that may be served for any given board member.

3.3 QUORUM – Three (3) Directors for a meeting of the Board shall constitute a quorum.

3.4 ELIGIBILITY – Only those members who have paid their membership for the ensuing year shall be qualified to be elected as a member of the Board.

3.5 MEETINGS OF THE BOARD – Meetings of the Board may be held at any time that the President or Executive determines.

3.6 RESPONSIBILITIES OF THE EXECUTIVE

a) President shall:

- i. preside at all meetings of the Society and regulate the order of business at such meetings;
- ii. provide leadership to the Foundation in order to attain the Foundation's objectives;
- iii. exercise general supervision and direction over the business of the Society;
- iv. delegate tasks and responsibilities to other board members so they may take an active role in the Foundation;
- v. provide an opportunity for the Vice-President to share the responsibilities in order to prepare them for assuming the position in a new term;
- vi. represent the Foundation in the community and among other community organizations.

b) Vice-President shall:

- i. in the absence of the President, the Vice-President shall perform the duties of the President and exercise the powers of the President;
- ii. in the absence of the Treasurer, Secretary, and/or Public Relations Officer, the Vice-President shall perform the duties of the absentee Director
- ii. perform any such duties assigned by the President or the Board of the Foundation.
- iii. insure that equipment and property owned by the Foundation is well-maintained.

c) Treasurer shall:

- i. have charge of the financial situation of the Foundation, including but not limited to, bank deposits, bill payments of previously approved expenses, keeping an accurate account of income and expenses, overseeing the investment of funds and the preparation of the financial statements;
- ii. present the prepared financial statements at all general meetings of the Foundation;
- iii. insure the year-end financial statements are presented at the annual general meeting of the Society;
- iv. perform any such duties assigned by the President or the Board of the Foundation.

d) Secretary shall:

- i. record, prepare, and keep minutes for meetings of the board as well as meetings of the members;

- ii. present the prepared minutes at all general meetings of the Foundation;
- iii. perform any such duties assigned by the President or the Board of the Foundation

e) Public Relations Officer shall:

- i. initiate and/or execute media contact, including but not limited to: advertising, interviews, and printing of promotional materials
- ii. perform any such duties assigned by the President or the Board of the Foundation
- iii. Keep a record of media reports in which the Foundation is mentioned

3.7 RESPONSIBILITIES OF THE BOARD – The responsibilities of the Board shall be as follows:

- a) Board members shall serve on a voluntary basis and will not be remunerated by the Foundation for their service on the Board.
- b) The Board shall be responsible to see that the duties of executive members, employees or volunteers are properly performed;
- c) The Board shall be responsible for providing policy and guidelines to all committees of the Foundation;
- d) The Board shall review these bylaws annually prior to the Annual General Meeting. Any changes or recommendations to these bylaws shall follow the procedure as stated in article 8.2;
- e) Board members shall conduct themselves in an ethical and professional manner at all times when representing the Foundation including the proper use of authority and appropriate group and individual behaviour;
- f) Members of the Board are expected to regularly attend all Board and General meetings of the Society.

3.8 FILLING A VACANCY – Should the President resign or be unable to complete his/her term, the Vice-president may be declared President for the balance of the term. Should a vacancy occur in any other position on the board, that position may be filled by any member in good standing from among the members of the Foundation. The candidate must be elected by the membership.

3.9 REMOVAL OF EXECUTIVE AND DIRECTORS – Any member of the Board of Directors may be removed by special resolution at the discretion of the Board. Such resolution may be appealed to the general membership within the next three meetings and if such decision is reversed by the general membership, the board member will be immediately reinstated.

ARTICLE FOUR – MEETING OF THE MEMBERS

4.1 GENERAL MEMBERSHIP – A meeting of the membership may be held at any time that the Executive or Board determines.

4.2 NOTICE OF MEETINGS – Notice of meetings or special meetings will be submitted to members in writing, by phone or published in the local newspaper stating time and place. Notices for special meetings must also specify the purpose of the meeting.

4.3 QUORUM – Five (5) members at a meeting of the Foundation shall constitute a quorum.

4.4 VOTING – Every member in good standing shall have voting privileges. Voting may occur in person, or by proxy.

4.5 SPECIAL MEETINGS

a) Special meetings must be called by the Board of Directors to receive authorization from the membership before selling, mortgaging, leasing for over one year or otherwise disposing of any real property owned by the Foundation. A notice of at least one (1) month must be given in the manner provided for in article 4.2;

b) A special meeting may be called to amend the bylaws;

c) A special meeting must be called for member's approval to borrow over \$5000;

d) A special meeting shall be held if requested by 5 or more members of the Foundation who have a specific concern.

ARTICLE FIVE – ANNUAL GENERAL MEETING

5.1 ANNUAL GENERAL MEETING – The Society shall hold an annual meeting on or before the thirtieth (30th) day of September in each year at such a time and place as determined by the Directors.

5.2 NOTICE OF MEETING – The notice of the annual general meeting shall be advertised in the local newspaper at least two (2) weeks prior to the meeting stating time, and place of the meeting, and any additional notice of information as decided by the Board of the Foundation.

5.3 ORDER OF BUSINESS – The order of business at an annual general meeting shall include:

a) Adoption of Agenda

b) Adoption of the Minutes of the previous annual general meeting

c) President's report

d) Committee reports

e) Presentation of the annual financial statements

f) Appointment of the auditors

g) Election of the executive and directors

h) Adjournment

5.4 REPORTS – All reports of the executive and committee chairpersons will be provided in writing to the Secretary, and in their absence, the Vice-President

5.5 FINANCIAL STATEMENTS – The books, accounts and records of the Treasurer shall be audited at least once each year by a duly qualified accountant or by two members of the society elected for that purpose at the Annual General Meeting. The Treasurer will ensure that an independently compiled, complete and proper statement of the books for the previous year is available for all members to review at the Annual General Meeting in the month of September following the fiscal year-end.

5.6 ELECTION OF THE BOARD – The Board of Directors shall be elected at each Annual General Meeting of the Society. Nominations shall be put forth from the floor. Any voting taking place shall be done by secret ballot.

5.7 ANNUAL REPORT – An annual report of the activities of the Society shall be submitted to the Registrar no later than September 30th.

ARTICLE SIX – FINANCIAL

6.1 FISCAL YEAR – The financial year of the Foundation shall be from June 1 to May 31.

6.2 ANNUAL BUDGET – The Treasurer shall prepare and submit to the Board of Directors an annual budget, where the proposed expenses do not exceed the proposed revenue. Any expenditure provided for in the budget shall not require further approval by the membership.

6.3 SIGNING AUTHORITY – Cheques and documents must be signed by any two (2) of the following:

a) President

b) Treasurer

c) Secretary

d) Public Relations Officer

In any case, no two same-residence family members will have signing authority at any given time. Any Executive member of the Society entitled to a reimbursement shall not endorse their own cheque.

6.4 MANAGEMENT OF FUNDS – The funds of the Society shall be deposited to the credit of the Foundation in a chartered bank or any similar financial institution as directed by the Board of Directors. Any funds, however derived, shall not be expended for any objects inconsistent with those of the Foundation.

6.5 BORROWING FUNDS – The Foundation may not borrow more than \$1000 without the approval of a board recommendation to a general or annual general meeting. This must be approved by a 75% majority of members present.

6.6 FINANCIAL REVIEW – The appointed auditors will complete an annual audit of the financial statements and accounts of the society. An independent accountant will compile a complete and proper statement of the books each year.

6.7 FINANCIAL INSTITUTION – Following the Annual General Meeting, the Treasurer will advise the financial institution of any changes made to the Board of Directors including signing authorities and will review the status of the financial papers filed with the institution.

6.8 NON-BUDGET EXPENDITURES – Any expenditures not included in the budget may be approved by the Board of Directors as long as such expenditures do not exceed \$5000. Any expenditure in excess of such amount shall be submitted for approval to a general meeting.

ARTICLE SEVEN – COMMITTEES

7.1 APPOINTMENT OF COMMITTEES – The Board will appoint those standing committees required to meet the objectives of the Foundation. Special committees may take action as the Board may require. The Board will provide such committees with the necessary detailed direction as to its responsibility;

ARTICLE EIGHT – MISCELLANEOUS

8.1 CONFLICT OF INTEREST – No member shall vote on a motion to enter into a business arrangement with the Foundation, however, may participate in the discussions thereof

8.2 AMENDMENT OF BYLAWS – At an annual general meeting of the Foundation or at a special meeting called for that purpose, the members of the Foundation may make, alter and repeal the bylaws for the general management of the Foundation.

8.3 DISSOLUTION OF THE FOUNDATION – The Foundation may, at a special meeting and on reasonable grounds, pass a resolution to dissolve the Foundation. At the dissolution meeting, it will be decided who will assume ownership and control of the Foundation's assets and services.

8.4 SPOKESPERSON – No public statement shall be made on behalf of the Foundation other than the President and/or Public Relations Officer, unless such other person is designated by the President.

8.5 INDEMNITY – The Foundation shall hold appropriate Liability Insurance on behalf of the Directors. No Director shall, in any capacity, be held personally liable for any debts or liability of the Foundation, except for those that are due to their intentional neglect or fault. Every Director shall be indemnified

and saved harmless against all odds, charges and expenses, which may occur in or about any execution of the duties of the office.

8.6 REMUNERATION OF DIRECTORS AND MEMBERS – Remuneration for approved expenses incurred by the Foundation members including the Board of Directors shall be made upon submission of the appropriate expense claim form and/or presentation of eligible receipts.

8.7 KEEPING AND USING THE FOUNDATION’S SEAL – The Foundation’s seal shall remain at the office of Trevor R. Lee Law Office. Any of the signing officers (as per 6.3: President, Treasurer, and/or Secretary) may use the Foundation’s seal when necessary.

8.8 ALL OTHER MATTERS – In the event that these bylaws do not adequately cover any particular situation, reference shall be made to the Societies Act of Alberta, which shall be the supreme authority whereby the actions and activities of the Foundation are managed and controlled.

Date: _____.

Signature:	Address (including postal code):
Print Name:	
Signature:	Address (including postal code):
Print Name:	
Signature:	Address (including postal code):
Print Name:	
Signature:	Address (including postal code):
Print Name:	
Signature:	Address (including postal code):
Print Name:	
WITNESS Signature:	Address (including postal code):
Print Name:	

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