

# **Action for Healthy Communities Society of Edmonton Bylaws**

Ratified by the Society at the AGM June 08, 2011

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## **1. Preamble**

- 1.1 The association shall be known as the Action for Healthy Communities Society of Edmonton (AHC). The AHC is a non-profit and registered charitable organization.
- 1.2 This document is the general bylaws of the Society. These bylaws regulate the transaction of business and affairs of the Society.

## **2. Defining and Interpreting the Bylaws**

### **2.1 Definitions**

In these bylaws, the following words have these meanings:

- 2.1.1 Act means the Societies Act R.S.A. 1980, Chapter S-14 as amended, or any statute substituted for it.
- 2.1.2 Society means the Action for Healthy Communities Society of Edmonton.
- 2.1.3 Member means a member of the Society.
- 2.1.4 Annual General Meeting means the annual general meeting of Society members described in Article 25 of the Act.
- 2.1.5 Special Meeting means a specially called meeting of Society Members.
- 2.1.6 Board means the Board of Directors of this Society.
- 2.1.7 Board Member means the Board Members elected or appointed to the Board.
- 2.1.8 Board Meeting refers to regularly scheduled meetings of the Board.
- 2.1.9 Special Meeting of the Board refers to a specially called meeting of the Board.
- 2.1.10 Bylaw means the Bylaws of this Society as amended.
- 2.1.11 Officer means any officer listed in Section 6.1.1.10 of the bylaws.
- 2.1.12 Registered Office means the registered office of the Society.
- 2.1.13 Register of Members means the register maintained by the Board of Directors containing the names of the Members of the Society.
- 2.1.14 Special Resolution means a special resolution as defined in the Act.

## 2.2 Interpretation

2.2.1 Liberal Interpretation: These Bylaws must be interpreted broadly and generously.

## 3. Objects (Objectives)

3.1 To improve the lives of people and the communities in which they live through the provision of public education and other initiatives to enable individuals to enhance their own lives.

## 4. Membership

4.1 Membership in the Action for Healthy Communities Society of Edmonton is open to individuals who wish to contribute to the goals of the AHC. Membership shall be renewed on an annual basis.

4.2 There is a nominal membership fee. Membership entitles individuals to vote at the Annual General Meeting (AGM) and at all duly constituted general or special meetings and to stand for election to the Society's Board.

4.3 The AHC shall keep a list of past and present members together with the following particulars of each:

- a) Full name and mailing address
- b) The date on which they became a member
- c) The date on which they ceased being a member

The list shall be kept at the AHC office. Distribution of the list is at the discretion and approval of the Board and shall be in accordance with federal and provincial legislation governing personal information.

### 4.4 Suspension of Membership

#### 4.4.1 Decision to Suspend

The Board, at a Special Board Meeting called for that purpose, may choose to suspend a Member's Membership until the Society's next AGM for one or more of the following reasons:

- (a) If the Member has failed to abide by the Bylaws.
- (b) If the Member has been disloyal to the Society.
- (c) If the Member has disrupted meetings or function of the Society.
- (d) If the Member has done anything judged to be harmful to the Society

#### 4.4.2 Notice to the Member

The affected Member will receive written notice of the Board's intention to deal with the Member's membership status. The Member will receive at least two (2) weeks' notice before the Special Meeting.

#### 4.4.3 Decision of the Board

The Member will have an opportunity to appear before the Board to address the matter, accompanied by another person if the Member chooses. The Board will determine how the matter will be dealt with, including determining the time given to the Member to address the Board. The decision of the Board regarding suspension of membership is final.

### 4.5 Termination of Membership

#### 4.5.1 Resignation

Any Member may resign from the Society by sending or delivering a written notice with an effective date to the Secretary or Chair of the Society. Once the notice is received, the Member's name will be struck from the Register of Members and the Member will cease to be a Member of the Society.

#### 4.5.2 Deemed Withdrawal

If a Member has not renewed their membership and paid their renewal fee within one (1) month following the AGM, the Member is considered to have submitted his/her resignation. At that time, the Member's name will be removed from the Register of Members and the Member will cease to be a Member of the Society.

#### 4.5.3 Expulsion

Pursuant to Section 4.4 regarding Suspension of Membership, the Society may, by Special Resolution at a Special Meeting of the Society Members called for such a purpose, expel any Member for any cause, which is deemed sufficient in the interests of the Society. This decision is final. On passage of the Special Resolution, the name of the Member is removed from the Register of Members and the Member will cease to be a Member of the Society.

## 5. Meetings of the Society

### 5.1 Annual General Meeting

5.1.1 The Annual General Meeting will be the only General Meeting.

- 5.1.2 An open and public Annual General Meeting shall be held each fiscal year within three (3) months of the fiscal year end and at a time specified by the Board with notification by mail to current members thirty (30) days in advance. A quorum at an Annual General Meeting will be 20% of the Society's Membership. Members will vote in person by a show of hands. There will be no voting by proxy.
  - 5.1.3 Current members in good standing shall have the right to vote at the Annual General Meeting, and especially constituted meetings of the AHC.
  - 5.1.4 Board Members shall be elected by the Society Membership at the Annual General Meeting.
  - 5.1.5 An audited financial statement of the previous fiscal year shall be presented at the Annual General Meeting.
  - 5.1.6 By a majority vote, members may close all or a portion of an Annual General Meeting or a Special Meeting to the public.
- 5.2 The Board of Directors may call a Special Meeting in response to an urgent matter. The Board is required to call a Special Meeting in response to a request to do so by 20% of the Society's Membership. A quorum at a Special Meeting will be 20% of the Society's Membership. Current members will be notified by mail 30 days in advance of any Special Meeting being scheduled. Members will vote in person by show or hands. There will be no voting by proxy.

## **6. Governing the Society**

### 6.1 Board of Directors

#### 6.1.1 Governance and Management of the Society

The Board governs and manages the affairs of the Society. All Board members are unpaid volunteers. The Board's authority is subject to the Bylaws or directions given it by majority vote at any duly constituted General or Special meeting of the Society. The Board may hire an Executive Director to carry out the management functions under the direction and supervision of the Board.

#### 6.1.2 Mandate, Powers and Duties of the Board

- (a) Conceptualize the Society in terms of the organizational chart, reporting procedures, and adherence to the mission, philosophy, objects and bylaws of the Society.

- (b) Develop policies and procedures for operating and managing the Society and to further the Society's objects.
- (c) Supervise and evaluate the Action for Health Communities Society of Edmonton Executive Director and develop personnel policies.
- (d) Develop fundraising strategies and oversee the raising of funds necessary to sustain and provide for the Society's growth.
- (e) Review and adopt the annual budget and monitor the Society's financial affairs.
- (f) Develop and follow financial accountability policies.
- (g) Review all contracts for the Society; seek legal counsel as necessary.
- (h) Develop criteria for project submission, guidelines for allocation decisions, and accountability measures for projects.
- (i) Oversee the evaluation of all aspects of the Society.
- (j) Promote the Society to the general public, and in particular, to potential funders, academic researchers, etc.
- (k) Provide moral and tangible support to staff.

#### 6.1.3 Composition of the Board

The Board shall be elected at the Annual General Meeting and shall consist of not less than six (6) or more than twelve (12) members. New Board Members may be temporarily appointed by the Board but will have their names placed before Society Members for election at the next Annual General Meeting.

#### 6.1.4 Process to solicit new Board Members

The Board will strike a Nominations Committee with a mandate to develop a slate of proposed new Board Members. The Nominations Committee will solicit names of prospective Board Members from the existing board, AHC staff and community residents.

The Nominations Committee will present a slate of potential Board Members to the Board for approval and the approved slate will be presented at the AGM for a vote by Society's Members.

A Society Member wishing to become a new Board Member, but who is not included on the slate approved by the Board, must submit their name to the Board Chair 30 days prior to the AGM. These names shall be added to the slate and presented to the membership for a vote by Society Members at the AGM.

- 6.1.5 Each Board Member shall be elected for a two (2) year term that shall be renewable for an additional term of two (2) years. A retiring chair may be invited to remain on the Board for one (1) year immediately after vacating the Chair. In this case the retiring chair shall also serve as an ex-officio member of the executive committee and may serve on the Board for a maximum period of five (5) consecutive years.
- 6.1.6 All elected or appointed Board Members must be members of the Society.
- 6.1.7 Removal of a Board Member  
Any Board Member may be removed from the Board for any cause that the Board may deem reasonable, by a minimum 75% vote of Board Members. The affected Board Member may appeal in writing to the Board Chair. At the discretion of the Chair, the original decision of the Board may be returned to the Board for reconsideration.
- 6.1.8 Board Member Remuneration
  - 6.1.8.1 No Member of the Board or Member of the AHC shall receive any financial remuneration for his or her services or indirectly profit from his/her position on the Board.
  - 6.1.8.2 Subject to Board approval, a Board Member may be reimbursed for reasonable expenses incurred by him or her in the performance of AHC duties.
- 6.1.9 Other Board Regulations
  - 6.1.9.1 Board meetings shall be convened at least six (6) times per year.
  - 6.1.9.2 50% of elected Members in good standing shall constitute a quorum at any Board Meeting.
  - 6.1.9.3 Any Member resigning from the Board must provide one month's written notice of their decision to the Board Chair.

6.1.9.4 A Leave of Absence for a Board Member may be approved by the Board.

6.1.9.5 Board Committees or task groups will be struck as needed with specific mandates from the Board.

#### 6.1.10 Duties of Officers

6.1.10.1 Officers of the Board shall be chosen by the Board from among the elected members of the Board. Officers shall include the Chair, Treasurer, Secretary, and past-Chair as per 6.1.5.

6.1.10.2 No Officer of the Board shall receive any financial remuneration for his or her services or indirectly profit from his/her position on the Board.

##### 6.1.10.3 Chair

The Chair or his/her designate shall preside at all Board meetings, ensure the mandate of the Society is carried out, and the Bylaws of the Society are adhered to. The Chair will serve as an ex-officio member on all committees of the Board.

##### 6.1.10.4 Secretary

The Secretary or his/her designate shall attend all Board and General meetings of the Society, keep accurate minutes, and ensure that minutes are distributed expeditiously. The Secretary shall also ensure that the membership list of the Society is kept current.

##### 6.1.10.5 Treasurer

The Treasurer:

- Serves on the Executive Committee
- Reports regularly to the Board regarding the financial state of the Association
- Ensures an audited statement of the financial positions of the Association is prepared and presented to the Annual General Meeting
- Acts as a signing officer along with the Chair, Executive Director, and other board members appointed by the board for all cheques and other documents
- Ensures that all necessary books and records of the Association are kept and filed as required by the Bylaws, the Societies Act, or any other statutes or laws
- Performs any other duties assigned by these bylaws

#### 6.1.10.6 Removal of an Officer of the Board

Any Officer of the Board may be relieved of their duties as an Officer for any cause that the Board may deem reasonable, by a minimum 75% vote of Board Members.

#### 6.2 AHC Executive Director

The Executive Director reports to the Board and acts as the administrative officer of the Board by:

- Attending Board Meetings and other meetings as required
- Hiring, supervising, and evaluating staff
- Terminating staff, if necessary, following due process
- Interpreting and applying the Board's policies
- Administering the day-to-day operations of AHC
- Keeping the Board informed about the operation of AHC
- Linking the Board with the community
- Increasing the public profile of the Society and acting on the Society's behalf
- Ensuring the Society's financial books are maintained and up to date
- Preparing the annual budget for Board approval
- Planning programs and services based on the Board's priorities
- Carrying out other duties as assigned by the Board.

#### 6.3 Community Initiatives

Based on the Seed Grant policy approved by the Board, the Community Initiatives Team composed of community volunteers, makes the final decision regarding the allocation of seed grants to community initiatives representatives.

## 7. Financial Records

#### 7.1 Borrowing Powers

AHC may borrow money as required for the efficient operation of the organization, with the approval of the Board.

#### 7.2 Financial Control

Contracts, cheques for the disbursement of funds, or any other official document shall require the signature of two (2) signing authorities.

- 7.2.1 The Board shall allow the Executive Director to spend, at his or her discretion and without signatures of the designated Board members with signing authority, an amount to be determined by the Board but not exceeding \$5,000 per fiscal year. Such expenditure must be reported in detail to the Board in a timely fashion.



### 7.3 Audit/Financial

The fiscal year of AHC shall be the calendar year April 1 to March 31 of the following year.

- 7.3.1 A complete and proper audited financial statement or financial report shall be presented by a qualified auditor at the Annual General Meeting.

### 7.4 Inspection of Records

The books and records of the AHC may be inspected by any current member of the Society upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of the same. Each member of the Board shall at all times have access to such books and records.

## **8. Amendments to Bylaws**

- 8.1 The Bylaws may be rescinded, altered or added to by a “Special Resolution” passed by 75% of the votes cast at an Annual General Meeting or at any duly constituted General or Special Meeting, providing that at least 20% of current members are in attendance.
- 8.2 The thirty (30) days’ notice of the Annual General Meeting or Special Meeting of the Society must include details of any proposed resolution to change the Bylaws.

## **9. Dissolution**

- 9.1 In the event of dissolution or winding-up of the AHC, all the remaining assets, after payment of liabilities, shall be returned, when possible, to the appropriate funding agencies. In the event that this is not possible, the remaining assets shall be distributed to a charity or charities selected by the Board in accordance with subsection 188 (1.3) of the federal Income Tax Act.