

BY-LAWS OF THE ELDERCARE

EDMONTON SOCIETY

1. DEFINITIONS

For the purposes of these By-Laws:

Act means the Societies Act R.S.A. 1980, Ch. S-18 as from time to time amended, or any statute substituted for it.

Board means the Board of Directors of the Society.

By-Laws means the By-Laws of this Society.

Director means any person duly elected or appointed to the Board.

Meetings means Annual General Meetings, General Meetings and Special Meetings.

Member means a member of the Society described in Paragraph 3 of the By-Laws.

Society means ElderCare Edmonton Society for Adult Day Programs incorporated under the Act.

Volunteer means a person not employed by the Society and not remunerated for providing services to the Society's clients on behalf of the Society and has successfully completed the application process.

2. INTERPRETATION

- 2.1 Words indicating the singular number also include the plural, and vice versa.
- 2.2 Words indicating the masculine gender also include the feminine gender, and vice versa.
- 2.3 Headings are for convenience only and do not affect the interpretation of these By-Laws.
- 2.4 These By-Laws shall be interpreted broadly and generously.

3. MEMBERS OF THE SOCIETY

- 3.1 The Members of the Society include Governing Members and Staff Members.
- 3.2 Governing Members are Volunteers who have applied for membership and successfully completed a formal interview and evaluation process leading to induction as a Director at the Annual General Meeting.
- 3.3 Staff Members have successfully completed an interview and evaluation process leading to acceptance of an offer of employment from the Society.

4. RIGHTS AND OBLIGATIONS OF MEMBERS

- 4.1 Members are entitled to:
 - i. receive notice, attend, speak, and vote at Annual General Meetings, General Meetings, and Special Meetings of the Society; and

- ii. exercise any other rights and privileges given to all members in these Bylaws.
- 4.2 Members are required to adhere to the Society's Code of Conduct as set out in policy by the Board.

S. TERMINATION OF MEMBERSHIP

- 5.1 A member loses their Membership in the Society when:
 - i. In the case of a Member, that Member dies or provides written notice of withdrawal from the Society to the Secretary of the Society.
 - ii. In the case of a Governing Member, at the completion of the terms of office.
 - iii. In the case of a Staff Member, that Member ceases to be an Employee or Volunteer of the Society.
- 5.2 Any member will be expelled if deemed non-compliant with the organization's By-laws, or policies related to Conflict of Interest, Confidentiality, or Code of Conduct.
- 5.3 Any member may appeal the loss of status to the Board of Directors. The Board of Directors will hear the appeal. The decision of the Board will be final.

6. ANNUAL GENERAL MEETINGS

- 6.1 The Society shall hold its Annual General Meeting on or before the 31st of March each year, in Edmonton, Alberta.
- 6.2 The Board shall determine the location, date, and time of the Annual General Meeting.
- 6.3 Notice of meeting:
 - i. Public notice of the AGM shall be given one month prior to the meeting.
 - ii. All members will be notified of the AGM by mail, e-mail or telephone at their last known contact information at least twenty-one (21) days prior to the meeting.
- 6.4 Submitting Resolutions for the AGM:
 - i. Any voting member may submit a resolution to be put on the agenda of the AGM by submitting a written request by mail, fax or e-mail.
 - ii. This written request must include the signature of the voting Member, as well as the signature of another voting Member who is seconding the request.
 - iii. This request must also contain background information about the resolution.
 - iv. The Voting Member must submit the request to the Board through the Board Secretary. The Board Chair must receive the request at least four (4) weeks prior to the AGM for inclusion in meeting notification.

6.5 Agenda for the AGM:

6.5.1. The business of the AGM includes:

- i. Adopting the Agenda
- ii. Adopting the Minutes of the previous AGM
- iii. Reviewing both the Treasurer's report and the Auditor's report
- iv. Receiving the Board.Chair's and Executive Director's reports.
- v. Receiving the Nominating Committee's slate for Directors.
- vi. Appointing qualified auditors for the following year.
- vii. Considering matters specified in the Meeting notice.

6.5.2 A financial statement, audited and signed by the Society's Auditor, shall be made available to the Members, which sets out the Society's income, disbursements, assets and liabilities for the previous year.

6.5.3 A Treasurer's report shall be presented that addresses and summarises the- previous year's financial activities.

6.5.4 An Executive Director's report shall be presented that addresses and summarises the previous year's operational activities

6.5.5 A Chairperson's report shall be presented that summarises the previous year's strategic activities.

7. GENERAL MEETINGS

7.1 General Meetings of the Society may be called at any time by the Secretary upon instructions of the Chairperson of the Board who shall determine the location, date, and time of the General Meeting,

7.2 The Secretary shall mail or e-mail notice of this meeting to each Member as per their last known contact information at least 21 days prior to the General Meeting.

7.3 Only those matters set out by the Chairperson in the notice are to be considered at the General Meeting.

8. SPECIAL MEETINGS

8.1 A Special Meeting shall be called by the Board within sixty (60) days of:

- a) receipt of a petition signed by one-third (1/3) of the Members, setting forth the reasons for calling such meeting, or
- b) a resolution being passed by the Board at a Board meeting. This requires approval of at least three quarters (3/4) of the Directors in office.

8.2 The Chairperson shall determine the location, date, and time of the Special Meeting, and shall direct the Secretary to mail, e-mail, or deliver

information by a notice to each Member at their last known contact information at least 21 days prior to the Special Meeting.

- 8.3 Only those matters set out in the petition or resolution are to be considered at the Special Meeting.

9. VOTING AND QUORUM AT ANNUAL GENERAL MEETINGS, GENERAL MEETINGS, AND SPECIAL MEETINGS

- 9.1 Voting by Members at Meetings shall be made in person by a show of hands, except in circumstances determined by the Board prior to the AGM when the alternate option will be by secret ballot. Voting must be done in person. No proxy votes will be allowed.
- 9.2 Except for Special Resolutions, all matters at Meetings are to be decided by majority vote excluding the Chairperson who does not vote.
- 9.3 Except as provided in Paragraph 9.4 below, a quorum at any Meeting will consist of attendance by 10% of the Members and a majority of the Board.
- 9.4 The Chairperson shall cancel a Meeting if a quorum is not present within one-half (1/2) hour after the set time for the Meeting. If cancelled, the Meeting shall be re-scheduled.
- 9.5 Special Resolutions can only be passed:
- i. at Annual General Meetings;
 - ii. at Special Meetings; or
 - iii. at General Meetings;
 - iv. at which a quorum of members is in attendance;
 - v. upon the approval of three-quarters (3/4) of voting members
- 9.6 A minimum of twenty-one (21) days notice is required to conduct a meeting at which a Special Resolution will be moved.
- 9.7 The Society can only be dissolved by the passing of a Special Resolution with attendance by 10% of the Members, and a majority of the Board.

10. PROCEDURE AT ANNUAL GENERAL MEETINGS, GENERAL MEETINGS AND SPECIAL MEETINGS

- 10.1 The Chairperson chairs every Meeting. The Vice Chairperson chairs in the absence of the Chairperson.
- 10.2 If neither the Chairperson nor the Vice Chairperson is present within 15 minutes (one-quarter of an hour) of the set time for the Meeting, the Members present shall choose one (1) of the Members in attendance as Acting Chairperson.
- 10.3 Meetings are open to the public.
- 10.4 Meetings and Board Meetings will be conducted in the spirit of good faith and cooperation, and any dispute as to order is to be settled according to the most current edition of 'Robert's Rules of Order'.

11. GOVERNANCE OF SOCIETY

- 11.1 The property and affairs of the Society shall be governed and managed by the Board in which shall be vested full control of revenues and expenditures of the Society.
- 11.2 The Board will ensure policies are implemented.
- 11.3 The Board will report fully to the membership annually.

12. COMPOSITION OF THE BOARD

- 12.1 The Board consists of no more than ten {10} Directors elected at the Annual General Meeting, one of whom is the Chairperson, and one of whom may be the immediate Past-Chairperson.
- 12.2 The minimum number of Board members is five (5) including the non-voting Chairperson.
- 12.3 In the case of a Board that consists of fewer than the minimum number of Board members, By-laws 11.1, and 23 will be suspended until the minimum number of Board members is achieved.

13. ELECTION OF DIRECTORS

- 13.1 The Nominating Committee will each year present a slate of candidates nominated or ratified at a previous Board meeting and also provide a list of the Directors currently serving a term on the Board.
- 13.2 At each Annual General Meeting Members shall vote to accept or reject any nominee(s) presented by the Nominating Committee, or a person nominated from the floor.
- 13.3 Each elected Director shall serve a term that ends at the close of the third Annual General Meeting following the Annual General Meeting at which the Director was elected.
- 13.4 Members may serve any number of terms on the Board, but not more than two terms in succession as an Officer without taking a year off from being an Officer.

14. RESIGNATION, DEATH OR REMOVAL OF A DIRECTOR

- 14.1 A Director may resign from office by giving one (1) month's notice in writing. The resignation takes effect either at the end of the month's notice, or on the date the Board accepts the resignation.
- 14.2 If a Director is deemed to be non-compliant with the By-laws and/or Roles and Responsibilities related to the Code of Conduct, Confidentiality and/or Conflict of

Interest, the Board may remove that Director by a majority vote of fifty one percent (51 %) at a Special Meeting called for that purpose.

- 14.3 The Board may remove, on majority vote of fifty one percent (51 %) of the Board, a Board member who fails to attend three (3) consecutive Board meetings without a valid reason.
- 14.4 If a Board member resigns, dies, or is removed from the Board, the remaining Directors may appoint a Director to fill that vacancy until ratified at the next Annual General Meeting.

15. BOARD MEETINGS

- 15.1 The Board must hold at least eight (8) meetings each year.
- 15.2 A quorum for Board meetings shall consist of not less than one-half (1/2) the duly elected Directors, and not less than three (3) voting Directors.
- 15.3 All matters at Board meetings are to be decided by majority vote of fifty one percent (51 %), excluding the Chairperson who does not vote. In case of a tie vote, the motion is defeated.
- 15.4 Board meetings are open to all Members, but only Directors may vote.
- 15.5 Members of the Board must represent un-conflicted loyalty to the interests of the ElderCare Edmonton Society. This loyalty supersedes any conflicting loyalty related to advocating for interest groups, service providers, and memberships on another Board. This loyalty also supersedes the personal interest of any Director acting as or for an individual consumer of the organization's services. The Agenda for the board meetings will include a declaration of Conflict of Interest at the beginning of the meeting, and shall become a permanent addition to all Agendas.
- 15.6 Any discussions related to performance appraisals, salary, contract negotiations an employee will be held 'in camera'. A motion must be made to go 'in camera', then seconded and voted on. After discussion is held, the vote on the issue will occur once the Board session reconvenes.
- 15.7 The Minutes of the Board meetings will be kept by the Secretary. In case the Secretary is absent, the duties shall be discharged by such Director as may be appointed by the Board.
- 15.8 Telephone or other electronic participation:
 - i. Board meetings may be held by telephone or electronic equipment if a majority of Directors agree in advance. Directors may hold a Board meeting in this case if all individuals participating are able to hear each other simultaneously and instantaneously.
 - ii. Board meetings may be held by telephone or electronic equipment if all Directors participating in a meeting consent. One (1) or more Directors may

participate by such means if all individuals participating in the meeting are able to hear each other simultaneously and instantaneously. A Director participating in this meeting is considered present for the meeting.

- iii. Consent for participating in Board meetings by electronic means may be given, through policy for all Board meetings

15.9 Confidentiality:

- i. Every Director, member and employee shall respect and or adhere to the confidentiality of matters brought before the Board.
- ii. All Directors, staff and members of the society shall maintain strict confidentiality outside of official situations pertaining to knowledge about any clients, their families, relatives or personal business.
- iii. A client's individual rights for self-determination, ethnic or cultural tradition and religious beliefs shall be respected by all members.
- iv. Where there is evidence or reasonable grounds to believe that any member has contravened this section, they will be disqualified from remaining a member.
- v. All Directors, staff and volunteers will signan Oath of Confidentiality every 3 years.

16. DUTIES OF THE BOARD

- 16.1 To carry out the instructions given at the Annual General Meeting, within the best interests of the Society, and to ensure business is conducted in accordance with the Objectives of the Society.
- 16.2 To deal with all matters which in its' opinion, require action between meetings.
- 16.3 To arrange and direct all communications with the funding agencies and whatever communications are deemed necessary with any other agencies.
- 16.4 To consult with departments of the Governments of Canada, Alberta, and other bodies concerning legislation which affects the Society, its volunteers, staff and programs.
- 16.5 To keep in touch with the Chairpersons of standing and ad-hoc committees in order to be kept informed of progress.
- 16.6 To review all budgets and expenditures.
- 16.7 To pay all legitimate expenses incurred in the conduct of authorized Society business.
- 16.8 To employ an Executive Director to carry out the work of the Society.
- 16.9 To set remuneration for staff members within budgetary guidelines.
- 16.10 To handle conflict situations promptly and fairly.
- 16.11 To appoint delegates to conferences and meetings which the Society is entitled to attend, and wishes to be represented.
- 16.12 To fill vacancies on the Board of Directors that may occur between Annual

General Meetings; by resolution, fill any vacant Office of the Society.

16.13 To appoint ad-hoc committees as may appear necessary from time to time.

17. OFFICERS

- 17.1 The Officers of the Society are the Chairperson, Vice-Chairperson, Secretary, and Treasurer.
- 17.2 The Board will appoint the Officers at the first Board meeting following the Annual General Meeting.
- 17.3 New Officers may be prescribed to fill vacancies between Annual General Meetings.
- 17.4 Officers have the power to perform the duties required by their offices, and any other powers that the Board may assign. Officers with signing authority will sign all contracts, documents, By-laws or other written documents that require official signatures.
- 17.5 If an Officer is deemed to be non-compliant with the By-laws and/or Roles and Responsibilities related to the Code of Conduct, Confidentiality and/or Conflict of Interest, the Board may remove that Officer by a majority vote of fifty one percent (51 %) at a Board Meeting.

18 DUTIES OF THE OFFICERS.

- 18.1** The duties of the Chairperson are to:
 - i. supervise the affairs of the Board;
 - ii. when present, chair all Meetings and Board meetings;
 - iii. act as an ex-officio member of all Board committees;
 - iv. act as a spokesperson for the society; and
 - v. carry out any other duties assigned by the Board.
- 18.2** The duties of the Vice-chairperson are to:
 - i. preside at the Meetings and Board meetings in the Chairperson's absence; and
 - ii. carry out other duties assigned by the Chairperson or the Board.
- 18.3** The duties of the Secretary are to:
 - i. ensure minutes are taken at all meetings;
 - ii. approve the draft meeting minutes;
 - iii. ensure they are distributed per policies and procedures;
 - iv. ensure accurate membership records are maintained; and
 - v. carry out other duties assigned by the Chair or Board.
- 18.4** The duties of the Treasurer are to:
 - i. chair the Finance Committee;
 - ii. assist in the preparation of the budget;
 - iii. help develop fundraising plans;

- iv. make available to Board Members and the public the Society's financial information; and
- v. ensure annual audit of accounts is conducted by the appointed auditor.

19. BOARD COMMITTEES

- 19.1 Membership of committees shall be by invitation of the Board and will remain at the Board's discretion.
- 19.2 The Board may establish any standing committees it deems necessary to advise and/or assist the Board. Committees shall be responsible to and report to 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.
- 19.3 The Board approves Terms of Reference for each committee. The Board may delegate to those committees any powers, subject to the restrictions in these By-laws, or any resolution passed by the Board.
- 19.4 Directors are expected to participate in at least one committee.
- 19.5 The Board may, by resolution, dissolve any committee.

20. THE EXECUTIVE DIRECTOR

- 20.1 The Board may hire an Executive Director as required to carry out duties assigned by the Board, and act as Administrative Officer of the Board.
- 20.2 The Executive Director reports to and is responsible to the Board, and acts as an advisor to Board Committees.
- 20.3 The Executive Director shall, on behalf of the Board, be responsible for the general administration, organization, and management of the society, and subject to such policies as may be adopted and such direction as may be issued by the Board.
- 20.4 The Executive Director shall:
 - i. be an ex-officio member of the Board of without voting rights;
 - ii. be responsible for the selection, employment and evaluation of all employees;
 - iii. ensure all policies and directions of the Board are carried out;
 - iv. ensure that the Society complies with all legislative requirements including preparing and maintaining custody of Minutes of all Meetings, and Board meetings as well as other books and records of the Society at the Registered Office;
 - v. prepare budgets for the Board's approval;
 - vi. plan programs and services based on the Board's priorities;
 - vii. keep the Board informed about the affairs of the Society; and
 - viii. carry out any other duties assigned by the Board.

21. FINANCE AND OTHER MANAGEMENT MATTERS

- 21.1 The registered Office of the Society is located in Edmonton, Alberta. Another location in Alberta may be established by ordinary resolution at an Annual General Meeting or by resolution of the Board.
- 21.2 The fiscal year of the Society ends on December 31 of each year.
- 21.3 The books, accounts, and records of the Society shall be audited at least once each year by a duly qualified accountant appointed by the Board for purpose.
- 21.4 The Executive Director has control and custody of the Corporate Seal, unless the Board decides otherwise.
- 21.5 The Seal whenever used shall be authenticated by at least three (3) Officers authorized by the Board.
- 21.6 The Board shall oversee and conduct the financial affairs of the Society in such a way that no one employee, volunteer, or Board Member shall have sole access to, or opportunity for disbursement of any of the assets of the Society.
- 21.7 All contracts of the Society must be signed by the Officers or other person authorized to do so by resolution of the Board.

22. INSPECTION OF THE BOOKS AND RECORDS

- 22.1 Any Member wishing to inspect the books or non-confidential records of the Society must give ten (10) days notice to the chairperson of his intention to do so.
- 22.2 Unless otherwise permitted by the Board, such inspection shall take place only at the Registered Office, during normal business hours.
- 22.3 All financial records of the Society are open for such inspection by the Members.
- 22.4 Other records of the Society may also be open for inspection by the Members, unless prohibited by existing policy or legislation.

23. BORROWING POWERS

- 23.1 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.
- 23.2 The Society may issue debentures to borrow only by resolution of the Board confirmed by a Special Resolution of the Society.

24. REMUNERATION

- 24.1 No Director or Officer shall receive any payment from the Society for providing such Services.
- 24.2 Reasonable expenses incurred by Directors and Officers while carrying out duties of the Society may be reimbursed upon Board approval.

25. PROTECTION AND INDEMNITY OF DIRECTORS AND OFFICERS

- 25.1 Each Director or Officer holds office with protection from the Society. The Society indemnifies each Director or Officer against all costs or charges that result from any act or omission except for acts of fraud, dishonesty or bad faith.
- 25.2 No Director or Officer is liable for 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, firm or corporation dealing with the Society. No Director or Officer is liable for any loss due to an oversight or error in judgment, or by any act in his role for the Society, unless the act is fraud, dishonesty or bad faith.
- 25.3 Directors and Officers can rely on the accuracy of any statement or report prepared by the Society's auditor. Directors and Officers are not held liable for any loss or damages as a result of acting according to the statement or report.

26. AMENDING THE BY-LAWS

- 26.1 These By-Laws may be cancelled, altered, or added to by a Special Resolution of Members at an Annual General Meeting or Special General Meeting of the Society.
- 26.2 Details of the proposed Resolution to change the By-Laws must be included in the twenty-one (21) calendar day' notice of the Special General Meeting.
- 26.3 The amended By-Laws take effect after approval of the Special Resolution at the Annual General Meeting or Special General Meeting, and acceptance by the Corporate Registry of Alberta.

27. DISTRIBUTING ASSETS AND DISSOLVING THE SOCIETY

- 28.1 Dissolution of the Society requires a Special Resolution of Members at a Special General Meeting.
- 28.2 The Society does not pay any dividends or distribute its property among its Members.
- 27.3 When the Society is dissolved, funds are used to satisfy the Society's debts and liabilities. Once all debts and liabilities have been paid, any remaining funds that were procured by grants will be returned to the granting organization. Any remaining funds procured by fundraising will be transferred to a registered and incorporated charitable organization whose objects are similar to, or compatible with, the objects of the Society. Members select this organization by Special Resolution.