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## Bylaws of the Edmonton Social Planning Council



### ARTICLE 1: Preamble

#### 1.1 The Society

The name of the society is the Edmonton Social Planning Council, which may also be known or referred to as ESPC or the Council.

#### 1.2 The Bylaws

The following articles set forth Bylaws of the Edmonton Social Planning Council. These bylaws regulate the transaction of business and affairs of ESPC.

### ARTICLE 2: Definitions

2.1 In these Bylaws, key terms are described as follows.

- 2.1.1 Act or Societies Act means the *Societies Act* R.S.A. 2000, Chapter S-14 as amended, or any statute substituted for it.
- 2.1.2 Board means the Board of Directors of this Society.
- 2.1.3 Bylaws means the Bylaws of this society as amended.
- 2.1.4 Council means the Edmonton Social Planning Council.
- 2.1.5 Director means any person elected or appointed to the Board. This includes the President.
- 2.1.6 Majority vote refers to a majority of those present and voting on a particular item.
- 2.1.7 Member refers to a Member of the Council, belonging to any of the membership categories outlined in Article 4. A Member in good standing shall have paid their dues annually.
- 2.1.8 Objects refers to the most fundamental goals and objectives of the Council, as detailed in the Article of Incorporation.
- 2.1.9 Special Meetings: A Special General Meeting of the Council, also called a Special Meeting of the Council, as described in Article 5.2, refers to a general meeting of the Council, other than the Annual General Meeting, that is called for a specific purpose. A Special Meeting of the Board, as described in Article 6.1.5.3, refers to a Meeting of the Board, other than regularly scheduled Board Meetings, that is called for a specific purpose.

- 2.1.10 A Special Resolution, as defined by the Societies Act, is required to: change the Objects, amend the Bylaws, issue debentures or surrender the Certificate of Incorporation. A Special Resolution means:
- a. A resolution passed at a General Meeting of the membership of this Society. There must be twenty-one (21) days' notice for this meeting. The notice must state the proposed resolution. There must be approval by 75% of the votes cast at the meeting;
  - b. A resolution proposed and passed as a Special Resolution at a General Meeting with less than twenty-one (21) days' notice. All the Voting Members eligible to attend and vote at the General Meeting must agree; or
  - c. A resolution agreed to in writing by all the Voting Members who are eligible to vote on the resolution in person at a General Meeting.
- 2.1.11 Voting Member means a member entitled to vote at meetings of this Society, as defined in ARTICLE 4.3.

### **ARTICLE 3: Jurisdiction**

- 3.1 The area to be served by the Council shall include the City of Edmonton and adjacent communities and such other municipalities and communities as may be determined from time to time by the Board.

### **ARTICLE 4: Membership**

#### **4.1 Admission of Members**

- 4.1.1 Membership in the Council shall be open to any person, including individuals and organizations that subscribe to and agree to abide by the Objects and Bylaws of the Council.
- 4.1.2 Membership in the Council shall be effective upon application to the Council, the applicant's agreement to subscribe in and abide by the Objects and Bylaws of the Council, and upon payment of Membership dues. Membership dues shall be set and reviewed by the Board.

#### **4.2 Classes of Membership**

There shall be four (4) classes of Membership:

- a. Individual
- b. Associate
- c. Organizational
- d. Honorary

4.2.1 *Individual Membership* is open to any person who

- a. has an interest in the mission and goals of the Council, and
- b. is 18 years of age or over.

4.2.1.1 An Individual Member is entitled to one vote per motion or resolution at the Annual General and Special Meetings of the Council.

4.2.1.2 Only Individual Members may be elected or appointed to the Board of Directors.

4.2.2 *Associate Membership* is open to any person who:

- a. has an interest in the purpose and objectives mission and goals of the Council, and
- b. is interested in receiving Council publications, and
- c. does not wish to, or is ineligible to, participate in voting at the Annual General or Special Meetings of the Council and therefore foregoes the right to vote on Council matters.

4.2.2.1 Associate members shall not have a vote on any Council matters including Annual General and Special Meetings of the Council.

4.2.2.2 Associate members may not join the Board of Directors.

4.2.3 *Organizational Membership*

Organizational membership is open to organizations and institutions which have an interest in the mission and objectives goals of the Council.

4.2.3.1 Organizational Members may designate one representative and one alternate to exercise the Organizational Member's vote at Annual General and Special Meetings of the Council. The representative and alternate, and any changes thereto, must be named in writing to the Council prior to voting or otherwise participating in Council business.

4.2.3.2 Where the applicant and the payer of Membership dues are not the same, the former shall be deemed to be the official member.

4.2.3.3 An Organizational Member is entitled to one vote per motion or resolution at the Annual General and Special Meetings of the Council, to be exercised by its duly appointed representative or alternate. The vote of an Organizational Member is equal to that of any other voting Member of the Council.

4.2.4 *Honorary Membership*

4.2.4.1 The Board may grant honorary membership in the Edmonton Social Planning Council and define privileges of honorary membership, through a majority vote.

### 4.3 Voting Eligibility

4.3.1 Voting Members include:

- a. Individual Members;
- b. Organizational Members represented by a designate or alternate (one vote per Organizational Member).
- c. Honorary Members, only if their privileges have been defined by the Board to include voting.

4.3.2 No member of any class who is in arrears shall be eligible to vote on motions or resolutions at the Annual General Meeting or Special General Meetings.

4.4 Employee Membership

Employees shall only be entitled to Associate Membership.

4.5 Revision of Classes of Membership

The foregoing classes of membership and their rights may be rescinded, varied, and new classes established from time to time through a Special Resolution subject to the approval of 75% of Members who vote at an Annual General or Special General Meeting of the Council.

4.6 Termination of Membership

The Board may, by resolution at a duly called meeting of the Board, terminate the Membership in the Council of any Member who, in the opinion of the Board, fails to comply with the Bylaws. The resolution must be passed by 75% of votes cast. Such decision of the Board shall be final and binding. Appeals can be made only to an Annual General or Special Meeting of the Council. In the event of such appeal, the Board decision shall apply from the time of that decision until that Annual General or Special Meeting.

4.7 Withdrawal of Membership

Members shall be deemed to have voluntarily withdrawn if

- a. A written statement, from the Member(s) to be withdrawn, requesting withdrawal is presented to the Board; or
- b. Membership is not renewed by payment of dues at the end of three months after the annual renewal date.

**ARTICLE 5: Meetings of the Council**

### 5.1 Annual General Meetings

- 5.1.1 The Annual General Meeting of the Council shall be held not later than May 31<sup>st</sup> of each year.
- 5.1.2 At such an annual meeting, the Board as herein provided, shall be elected.
- 5.1.3 Written notice of the date, time and location of the meeting, and any business requiring a Special Resolution, shall be sent to all Members at least twenty-one (21) days prior to the meeting.

### 5.2 Special General Meetings

- 5.2.1 Special General Meetings of the Membership of the Council may be called at any time:
  - a. By a resolution of the Board of Directors; or
  - b. Upon written request of at least twenty (20) Members in good standing of the Council. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted.
- 5.2.2 Written notice of the date, time, location and purpose of a Special General Meetings shall be sent to all Members at least twenty-one (21) days prior to such a meeting.
- 5.2.3 Only the matters set out in the notice for the Special General Meeting will be considered at the Special General Meeting.

### 5.3 Quorum

At all General Meetings and Special General Meetings of the Council, a quorum for the transaction of business shall be twenty (20) Voting Members.

### 5.4 Voting

- 5.4.1 Only Voting Members (outlined in 4.3.1) in good standing shall have the right to vote.
- 5.4.2 A majority of the votes of the members present at any General Meeting of the Council shall decide any questions coming before the Meeting, except in the case of Special Resolutions, which must meet the requirements outlined in 2.1.10.
- 5.4.3 Each Voting Member has one vote. A show of hands decides every vote at every General Meeting. A ballot is used if at least five (5) Voting Members request it.
- 5.4.4 Voting by proxy is not permitted at any General Meetings or Special General Meetings of the Council.

## **ARTICLE 6: Governance of the Council**

## 6.1 Board of Directors

### 6.1.1 Governance and Management of the Council.

The management of the business and affairs of the Council shall be vested in the Board, which may delegate any of its powers to an appropriate group or individual.

### 6.1.2 Composition of the Board

6.1.2.1 The Board shall consist of eight (8) to twelve (12) Directors of the Council duly elected at the Annual General Meeting.

6.1.2.2 All Board Members must be Members of the Council in good standing.

### 6.1.3 Election of Directors

6.1.3.1 The Board or its delegate will present a list of nominees for election to the Board at the Annual General Meeting.

6.1.3.2 Nominations for election to the Board may also be made from the floor at the Annual General Meeting providing the nominee is present at the meeting and has agreed to let her or his name stand for election.

6.1.3.3 The term of office shall be two years. Directors shall be eligible to serve a maximum of two consecutive terms of office. A Director having served two consecutive terms of office shall remain off the Board for one year before being eligible for re-election.

6.1.3.4 A former Employee of the Council shall not be elected to the Board within twelve (12) months of the conclusion of their employment.

6.1.3.5 Associate Members and Organizational Members may not stand for election to the Board.

### 6.1.4 Resignation or Removal of a Director

#### 6.1.4.1 Filling Vacancies on the Board

If the number of Directors falls below the minimum number of eight, the remaining Directors are empowered to act as the Board until the vacancies are filled by the Board, or until the next Annual General Meeting. Any vacancy during the year shall be filled by the Board. A Director filling a vacancy shall serve only until the next Annual General Meeting and such service shall not be considered a term of office.

6.1.4.2 A Director may resign from the Board by giving written notice to the President. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President.

6.1.4.3 The Board may, at a Special Meeting of the Board called expressly for the purpose, remove any Director, including the President, from the position of Director before the end of her/his term. There must be notice

of the meeting date, time, location and purpose to all Directors, including the Director being removed, twenty-one (21) days in advance. There must be a three quarters (75%) majority of votes to remove the Director.

#### 6.1.5 Meetings of the Board

6.1.5.1 The Board shall meet at least six (6) times a year.

6.1.5.2 The date and place of a Board meeting shall be set by the Board.

6.1.5.3 Special Meetings of the Board may be called, with seven (7) days written notice to all Board Members:

- a. by the Executive Committee; or,
- b. by request of 40% of Directors to the President.

6.1.5.4 Board meetings shall be open to all Members of the Council, but only Directors may vote. Members wishing to attend a Board meeting must provide reasonable notice to the President.

6.1.5.5 Meetings of the Board shall be chaired by the President or by another Officer in the President's absence.

6.1.5.6 At all meetings of the Board a quorum for the transaction of business shall be 40 percent of the Directors.

6.1.5.7 When necessary due to extenuating circumstances, Directors may participate in a meeting of the Board by telephone or other electronic means that permit adequate communication between Directors. Directors who participate in a meeting through these media are considered present for the meeting and may participate in voting.

6.1.5.8 A majority of the votes of the members present at any meeting of the Board shall decide any questions coming before the meeting except questions of termination of Directors or Members of the Council.

#### 6.1.6 Powers of the Board

The Board will exercise all the powers of the Council except such as are by law or by the Council Bylaws conferred upon or reserved to the members.

#### 6.1.7 Duties of the Board

- a. The Board will be responsible for establishing general policy guidelines to govern the management, programs and services of the Council. The Board is a Policy Governing Board and therefore responsible for the policies and long-term direction of the Council. Board policies will be implemented by the Executive Director, who will manage the day-to-day business of the organization. The Executive Director is accountable to the Board. Employees and program volunteers are accountable to the Executive Director. The employees and program volunteers implement programs and services.

- b. The Board will create, update and review policies and procedures of the Council, as presented and recommended by committee of the Board.
- c. The Board will be responsible for monitoring the work of any committee which it may establish, accepting, revising or declining their recommendations and voting on their recommendations.
- d. The Board will ensure the proper process be undertaken for decision-making.
- e. Board policy, having been duly endorsed, will be considered accepted policy, subject to amendment only by a Board decision.
- f. The Board will review the Council's goals annually.
- g. The new members of the Board will be briefed and given an orientation to the Council by the Board at their first Board meeting. The Executive Director will provide information on operations, Employees and organizational information at the beginning of each term.
- h. The Board will ensure the Council's Objects, Bylaws and policies are reviewed at least once every three (3) years. The findings and recommendations of this review will be considered by the Board prior to the Annual General Meeting so that appropriate action can be taken if necessary.

## 6.2 Officers

- 6.2.1 The Officers of the Council shall consist of the President and three (3) Vice-Presidents.
- 6.2.2 The Officers shall each be duly elected for a term of one year by the Board at their first meeting following the Annual General Meeting.
- 6.2.3 In the event of the death, retirement, or termination of an Officer a replacement shall be elected from the membership of the Board, by the Board, at its soonest duly called meeting. The replacement shall serve until the next Annual General Meeting.
- 6.2.4 The Board may, at a Special Meeting of the Board called expressly for the purpose, remove any Officer, including the President, from their Officer position, before the end of his/her term. There must be notice of the meeting date, time, location and purpose to all Directors, including the Officer being removed, twenty-one (21) days in advance. There must be a three-quarters (75%) majority of votes to remove the Officer. The Board shall fill the position of the removed Officer at the same meeting. A Director removed from an Officer position may continue to serve as a Director, unless removed from the position of Director according to the process outlined in Article 6.1.4.3.

### 6.2.5 Powers and Duties of Officers



The Officers shall sit on the Executive Committee (see 7.3.1). The individual Officers shall carry out such tasks, and with such authority, as are given them respectively by the Board.

### 6.3 Executive Committee

6.3.1 The Officers and such other Directors appointed by the Board shall comprise the Executive Committee.

6.3.2 The date and place of the Executive Meetings shall be set by the Executive Committee. Special meetings of the Executive Committee may be called with seven (7) days notice by the President or two (2) Officers.

6.3.3 At all general meetings of the Executive Committee, a quorum for the transaction of business shall be two (2) members.

6.3.4 A majority of the votes of the Executive Committee members present at any Executive Committee meeting shall decide any question coming before the meeting.

#### 6.3.5 Powers of the Executive Committee

The Executive Committee shall carry out such tasks, and with such authority, as are given to the Executive Committee by the Board. Roles and Responsibilities of the Executive Committee are further detailed in the Executive Committee Terms of Reference.

#### 6.3.6 Duties of the Executive Committee

- a. The Executive Committee is responsible for the preparation and custody of the proceedings of the Annual and Special General Meetings of the Council, the minutes of meetings of the Board and the books and records of the Council.
- b. To plan the agenda for all Board meetings.
- c. To perform duties required of the Executive Committee in the personnel policy.
- d. To act on issues when there is insufficient time for the matter to be dealt with by the Board, and to report all major decisions to the next meeting of the Board, or if necessary to call an emergency Board meeting.
- e. To speak on behalf of the Board or the Council when it is considered by the Board to be appropriate.
- f. To conduct an annual evaluation of the Executive Director.
- g. To maintain an active liaison with the Executive Director.

## **ARTICLE 7: Finance and other Management Matters**

### **7.1 Bonding**

7.1.1 Members and Employees of the Council who handle funds or property of the Council may be bonded in such amounts as may be required from time to time by the Board, the expense of which bonding shall be borne by the Council.

### **7.2 Use of funds**

7.2.1 The funds and property of the Council shall be used for the benefit of the Council and to promote its objectives and not for personal gain or profit of any Employee, Board, the Executive Director or the Membership.

### **7.3 Fiscal Audit**

7.3.1 The books and accounts of the Council shall be audited yearly by a chartered accountant.

7.3.2 The administrative and fiscal year of the organization shall be the calendar year.

7.3.3 Auditors shall be appointed at the Annual General Meeting of the organization. Such auditors shall be chartered accountants.

7.3.4 A statement of accounts duly audited shall be presented at every Annual General Meeting.

7.3.5 Each member of the Council shall upon request be entitled to receive a copy of such a report.

### **7.4 Borrowing Powers**

7.4.1 The Council, for the purpose of carrying out any of its objects, may borrow, raise, or secure the payment of money in any manner it sees fit, and all of its powers in this regard may be exercised by the Board.

7.4.2 No debentures shall be issued without the sanction of a Special Resolution of the Council passed by a 75% majority of votes cast. There must be at least twenty-one (21) days' written notice given to the Membership of the intension to propose a Special Resolution at a General Meeting of the Council.

### **7.5 Signing Authority**

7.5.1 The Board shall designate at least two (2) members of the Executive Board, the President and the Executive Director to sign cheques drawn on the monies of the Council. Two signatures are required on all cheques. The Board may authorize the Executive Director to sign cheques for certain amounts and circumstances.

7.5.2 All contracts of the Society must be signed by the Officers or other persons authorized to do so by the Board.

## 7.6 Books and Records

- 7.6.1 Every Director shall have access to and the right of inspection of all books and records of the Council, except the confidential personnel records of an Employee, which are only available to the President, the Executive Director and the individual Employee concerned.
- 7.6.2 The records and books of the Council are open for inspection by any Member of the Council, except for records designated as confidential in Article 7.6.1. A Member wishing to inspect the books or records must give reasonable notice in writing to the Officers having charge of such books and records.
- 7.6.3 All books and records related to the operation of the Council shall be kept at the current office of the Council.
- 7.6.4 Unless otherwise permitted by the Board, inspection of the books and records will take place at the current office of the Council, during normal business hours.

## 7.7 Seal of the Society

- 7.7.1 The seal of the Council shall be kept in the custody of the Executive Director of the Council and shall be attached by the signatures of any two (2) Officers or the Executive Director and any one (1) Officer of the Council.

## 7.8 Liability of Directors and Staff

- 7.8.1 Every member of the Board, the Executive Director, and each Employee and her/his personal representative and estate and effects respectively shall from time to time and at all times be indemnified and saved harmless out of the funds of the Council from and against all costs, charges, losses and expenses whatsoever made, done or permitted by her/him, as part of the Board or in any way in the discharge of her/his duties, except such costs, charges, losses and expenses as are occasioned by her/his own dishonesty, gross neglect or willful default.

## 7.9 Payments

- 7.9.1 No Director or Officer shall receive payment for acting as such, except for reimbursement of out-of-pocket expenses incurred on Council business as authorized by established Board policy.

## 7.10 Notice

- 7.10.1 When necessary, written notice will be provided to each member by mail, email or delivery. Notice will be sent to the Member's last address on record with the council. The Member shall be responsible for the accuracy of the address on record with the Council.
- 7.10.2 Written notice to any member shall be deemed to be received within two business days of the posting thereof.

**ARTICLE 8: Amending the Objects and Bylaws**

- 8.1 The Objects and Bylaws of the Council may be cancelled, altered or added to by a Special Resolution at the Annual General or any General Meeting of the Council.
- 8.2 Written notice of the proposed amendment shall be sent to all members, not less than twenty-one (21) days before the meeting of the Council at which the amendment is to be proposed, and shall be proposed as a Special Resolution as set forth in the Societies' Act of Alberta. A 75% majority of the members who vote at the meeting is required to approve the change.
- 8.3 The amended Objects or Bylaws take effect after they are approved by Special Resolution at the Annual General or Special Meeting of the Council and accepted by the Corporate Registry of Alberta.

**ARTICLE 9: Dissolution**

- 9.1 Upon dissolution of the Council, after all debts have been paid, the assets of the Council shall be distributed to one or more qualified donee(s) as outlined by Canada Revenue Agency qualified donee guidelines.
- 9.2 In the event of dissolution, the Board is to select the qualified donee(s) as outlined by Canada Revenue Agency qualified donee guidelines to receive the assets of the Council. In no event do any Members receive any assets of the Council.