

THE FORT VERMILION and AREA SENIORS and ELDERS LODGE BOARD 1788

BYLAWS

Article 1 Preamble

1.1 The Board

The name of the Board is the Fort Vermilion and Area Seniors and Elders Lodge Board 1788 ('FVASELB1788')

1.2 The Bylaws

The following articles set forth the Bylaws of the Fort Vermilion and Area Seniors and Elders Lodge Board 1788.

Article 2 Defining and Interpreting the Bylaws

2.1 Definitions

In these Bylaws, the following words are defined as:

- 2.1.1 *Act*: The Societies Act Alberta.
- 2.1.2 *Annual General Meeting*: As described in Article 4 in these Bylaws.
- 2.1.3 *Bylaws*: The Bylaws as amended.
- 2.1.4 *Board*: The Directors of the FVASELB1788 Board.
- 2.1.5 *Director*: A person elected or appointed to the Board through nomination and voting by the membership. This includes the Chairman and the immediate past Chairman.
- 2.1.6 *General Meeting*: Those meetings as prescribed through motion to be a time where regular business is conducted.
- 2.1.6 *Membership Year*: The period between Annual General Meetings.
- 2.1.7 *Registered Member*: An individual who has remitted his/her membership fee for the membership year. Only members in good standing can allow their name to stand for a Director or an Appointed Director. Registered Members having voting rights at the Annual General Meeting only, however, can actively participate at regular general meetings and special meetings. Registered Members who have identified themselves as willing volunteers may be called upon from time to time to carry forward and assist in the objects of the Board.
- 2.1.8 *Registered Membership List*: The member's contact information as recorded in the membership list. Any Registered Member wishing to withdraw from membership may do so upon a notice in writing to the Board through the Secretary.

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- 2.1.9 *Appointed Director:* The FVASELB1788 has four (4) such persons and shall constitute one person from each of the North Peace Tribal Council Membership First Nations including: Tallcree First Nation, Little Red River Cree Nation, Beaver First Nation and Dene Tha' First Nation.
- 2.1.10 *Membership Fee:* Shall be set at \$5.00 and is to be paid annually at the Annual General Meeting. Membership fees can be accepted throughout the year at the discretion of the Board.

Article 3 Membership

- 3.1 Any person residing in the Mackenzie County Region including the North Peace Tribal Council First Nations and Paddle Prairie Metis Settlement and being of the full age of 18 years may become a Registered Member by a membership fee of \$5.00. A person may apply to the Directors for membership at any time and on acceptance by the Directors is a member of the FVASELB1788 general membership.
- 3.2 Every Director must uphold and comply with these Bylaws.
- 3.3 The amount of the first annual membership dues must be determined by the Directors and after that the annual membership dues must be determined at the Annual General Meeting of the Board.
- 3.4 A person ceases to be a Director of the Board:
- a. By delivering his/her resignation in writing (including email) to the Secretary of the Board or by mailing or delivering it to the address of the Board;
 - b. on being expelled; or
 - c. on having been a Director or Appointed Director not in good standing for three ('3') consecutive months.
- 3.5 A member may be expelled by motion passed at a general meeting.
- a) The notice of a motion for expulsion must be accompanied by a brief statement of the reason for the proposed expulsion.
 - b) The person who is subject of the proposed motion for expulsion must be given an opportunity to be heard at the general meeting before the motion is put to vote.
- 3.6 All members are in good standing except a member who has failed to pay his or her current annual membership fee, or any other subscription or debt due and owing by the member to the Board. The member is not in good standing so long as the debt remains unpaid.

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Article 4 Meetings of the Board

4.1 Annual General Meeting

4.1.1 The Board holds an Annual General Meeting no later than November 30th of each calendar year in Fort Vermilion, Alberta. The Annual General Meeting must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding Annual General Meeting.

4.1.2 The Secretary mails, emails or delivers notice to each member identified on the Registered Membership List at least twenty-one (21) days before the Annual General Meeting.

The Annual General Meeting deals with the following matters:

- a. adopting the agenda;
- b. adopting the minutes of the last Annual General Meeting;
- c. acceptance of the Chairman's annual report;
- d. acceptance of Committee's annual report;
- e. reviewing the financial statements of the Board's income, disbursements, assets and liabilities and the auditor's report (when applicable);
- f. appointing the auditors;
- g. elections;
- h. collection of membership fees and renewing Registered Membership List;
- i. other specified motions that a member in good standing has given notice of before the meeting is called to order;
- j. attendance by 20% of the Registered Membership List at the Annual General Meeting constitutes a quorum.
- k. Voting of motions is ratified upon majority (50%+1) in favour.

4.2 General Meetings

4.2.1 The Board must hold general meetings monthly at a time and place, in accordance with the Act as decided by the Directors through motion. The Secretary will send notice to the Registered Membership List of the same within two weeks preceding the Annual General Meeting.

4.2.2 General meetings are not a special meeting.

4.2.3 Special meetings can be called by the Directors for extraordinary business needs. (See 4.4)

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4.2.4 A general meeting may be held by a conference call. However, the normal meeting place shall be posted advising the public of the conference call-in information.

4.3 Proceedings at General Meeting

4.3.1 Attendance by the Public

General meetings of the Board are open to the public. However, the Directors reserve the authority to ask a person to leave if discretion warrants.

4.3.2 Failure to Reach Quorum

The Chairman will cancel the general meeting if a quorum (50% plus one) is not present within one-half (1/2) hour after the meeting is called to order. The meeting is rescheduled at the Board's discretion and if quorum is again not present at the rescheduled meeting the general meeting will proceed with a minimum of four (4) Directors in attendance.

4.3.3 Presiding Officer

- a. The Chairman presides over every general meeting of the Board. The Vice-Chairman presides in the absence of the Chairman. If neither the Chairman nor the Vice-Chairman are present within one-half (1/2) hour of the normally set time for the general meeting, the Directors present choose one (1) of the Directors to preside as Chairman for that general meeting.
- b. The Presiding Officer may adjourn any general meeting with the consent through motion of the Directors at the general meeting.
- c. The Chairman of the meeting does not have a second or casting vote in the case of a tie vote, the motion therefore defeated.
- d. The Chairman shall declare if a motion is carried or defeated.
- e. The Chairman may adjourn any meeting with the consent of the Registered Members at the meeting.

4.3.4 Voting

- a. A Director or Appointed Director in good standing, present at a general meeting is entitled to one vote. A show of hands decides every vote at general meetings. A ballot is used if at least (2/3) of the quorum Directors requests it.
- b. A proceeding regarding a motion for expulsion of a Director or a Member at Large requires at least 2/3 of the quorum Directors in favour.
- c. Except in the case described in 4.3.5(a)(b); a majority (50%+1) of the voting Registered Members at any meeting shall decide each issue through motion.

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- d. A Registered Member and/or a Director not able to be attend any meeting via face-to-face or by phone may not vote by proxy.
- e. The Chairman decides on disputes regarding the business surrounding a vote and subsequent decision(s) are final.

4.4 Special Meeting of the Board

A special meeting may be called at any time:

- a. by motion of the Directors to that effect; or
 - b. by written request to the Secretary including at least five (5) Directors supporting the request. The reason for the special meeting and the agenda topic(s) intended to be discussed is to be included.
- 4.4.1 The Secretary mails, e-mails or delivers a notice fourteen (14) calendar days before the special meeting to the Registered Membership List. Included in the notice shall be the meeting time, agenda topic(s) and place.
 - 4.4.2 The accidental omission to give notice of a special meeting to the Registered Membership List will invalidate any proceedings at said special meeting.
 - 4.4.3 Only the matter(s) set out in the notice for the special meeting are considered at the special meeting.
 - 4.4.4 Any special meeting has the same methodology of voting and the same quorum requirements as set out for general meetings.

Article 5 Governance of the Board

5.1 The Board of Directors

5.1.1 Governance and Management of the Board

- a. The Directors may exercise all the powers to manage the affairs of the board, subject to all laws affecting the Board and these bylaws.
- b. The Board may hire a paid administrator to carry out management and operational functions under the direction and supervision of the Board. Such an individual is accountable to the Board, however, reports directly to the Chairman.
- c. Unless authorized at any meeting, no officer, Director, or Registered Member of the FVASELB1788 shall receive any remuneration for his/her service. However, an officer, Director, or Registered Member shall be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Board through a pre-approved motion of the Board.

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5.1.2 Powers and Duties of the Board

The Board has the powers of the Board, except as stated in the Act. The powers and duties of the Board include:

- a. Promoting the objects of the Board;
- b. Promoting membership;
- c. Maintaining and protecting the Board's assets and property;
- d. Approving an annual budget;
- e. Paying all expenses for operating and managing the Board;
- f. Financing the operations of the Board and borrowing or raising funds;
- g. Making policies for managing and operating the Board;
- h. Approving all contracts for the Board;
- i. Maintaining all accounts and financial records of the Board;
- j. Appointing legal counsel as necessary;
- k. Without limiting the general responsibilities of the Board, delegating its powers and duties to Committees or a paid administrator of the Board

5.1.3 Composition of the Board

The Chairman, Vice-Chairman, Secretary, Treasurer, five (5) Directors and four (4) Appointed Directors shall form the official Board.

5.2 Election of the Directors

5.2.1 At the first Annual General Meeting of the Board, the voting Registered Members elected the following Directors: Chairman, Vice-Chairman, Secretary, Treasurer and five (5) Directors.

5.2.2 At the second Annual General Meeting there shall be nominations and elections for the Vice-Chairman, Secretary and two (2) Directors. At the third Annual General Meeting the Chairman, Treasurer and three (3) Directors shall be open for nomination and election. The three (3) Directors at the third Annual General Meeting cannot be the same as the second Annual General Meeting. This timing of elections will then stagger the Board election year to year.

5.2.3 The Chairman, Vice-Chairman, Secretary, Treasurer and Directors shall be a maximum term of two (2) years.

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- 5.2.4 Individuals may be re-elected as a Director of the Board for a maximum of three (3) consecutive terms. Then shall step down and cannot return as a nominee for a minimum of one (1) year.
- 5.2.5 If a vacancy on the Board occurs, the remaining Directors may appoint a Registered Member in good standing to fill that vacancy for the remainder of the term of said vacancy. A new Board composition notice shall be sent out to those on the Registered Members List.
- 5.2.6 When more than one person is nominated for an open Board position by the Registered Membership, then an election shall occur and can be conducted in an open forum or secret ballot as decided by the presiding Chair of the election.
- 5.2.7 If only one nomination for a position is brought forward by the Registered Membership, then that person shall take over that position by acclamation.
- 5.3 Appointed Directors**
- a. Each appointment will be communicated to the Board via written correspondence from the duly elected Chief and Council.
 - b. Appointments shall be accepted at the next available general meeting.

Article 6 Duties of Officers

- 6.1 Chairman
- a. The Chairman shall preside at all Board and business meetings. In consultation with the Secretary, the Chairman shall prepare the Agenda for the meeting.
 - b. The Chairman is the Chief Executive Officer of the Board and must supervise the other officers in the execution of their duties.
- 6.2 Vice-Chairman
- a. The Vice-Chairman shall preside at all Board and business meetings when the Chairman is unable or unwilling to do so. In consultation with the Secretary, he shall prepare an agenda for those meetings. The vice-chairman may be given specific oversight of committees.
- 6.3 Secretary
- a. The Secretary shall keep an accurate record of minutes taken at all Board and business meetings. He/she shall distribute such minutes within one week of the meetings. The Secretary shall also keep the Registered Membership List up to date. The Secretary shall conduct the correspondence of the Board. In the absence of the Secretary at a given meeting the Chairman shall appoint a substitute, who shall deliver to the Secretary a formal copy of the minutes for that meeting.

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6.4 Treasurer

- a. The Treasurer shall keep an accurate record of receipts for the Board, providing and preserving an audit trail including custody of all the financial records and documents of the board. All Board expenses are payable by cheque or other traceable means, as directed by the Board. A detailed report of all receipts and expenses is to be submitted monthly at Board meetings including an income statement and balance sheet. The Treasurer shall act as one of the cheque-signing authorities for the Board. To be valid, each cheque must have signatures from two persons who are duly appointed by motion as signing authorities. All receipts are to be deposited intact in the designated bank account.

6.5 Directors

- a. Shall act as liaison between Registered Members and the Board. May be appointed through motion to preside as Chairman of a business committee.

6.6 The positions of the Secretary and the Treasurer may be held by one person who is to be known as the Secretary-Treasurer.

Article 7 Borrowing Powers

- 7.1 For the purpose of carrying out its objects, the Board may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the Board, and in no case shall debentures be issued without the sanction of an approved motion of the Board.

Article 8 Auditing & Finances

- 8.1 An annual audit of the books, accounts and records of the Secretary and Treasurer will be performed by a duly qualified accountant or by two (2) Directors of the Board elected for that purpose at the Annual General Meeting.
- 8.2 A complete and proper statement of the standing of the financial position for the previous year shall be presented to the membership at the Annual General Meeting of the Board.
- 8.3 The fiscal year end of the Board shall be June 30th of each year.
- 8.4 The books and records of the Board may be inspected by any Registered Member at the Annual General Meeting or special meeting.
- 8.5 Directors of the Board shall always have access to the books, financial statements, minutes and records of the Board.

Article 9 Property Rights

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- 9.1 All property rights are held by FVASELB1788. Should FVASELB1788 cease to function and its organization be dissolved, the property shall be turned over to The Friends of The Old Bay House Society (Inc. 1988) to enable them to renew the work, or use the values thereof for further health services enterprises.

Article 10 Bylaws

- 10.1 These Bylaws must not be altered or added to except by a motion at an Annual General Meeting of the Registered Members.
- 10.2 These Bylaws shall supersede the first set of Bylaws adhered to after the first Annual General Meeting as expressed in the Boards Registered Society application, dated May 26, 2016.

DATE: **November 25, 2016**

Signature: Print Name:	Mailing Address:
Signature: Print Name:	Mailing Address:
Signature: Print Name:	Mailing Address:
Signature: Print Name:	Mailing Address:
Signature: Print Name:	Mailing Address:
Witness Signature: Print Name:	Mailing Address: