

SCHEDULE A

FORT VERMILION and AREA SENIORS and ELDERS LODGE BOARD 1788

BYLAWS

Article 2 Defining and Interpreting the Bylaws

2.1.10 *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 Tribal Government, Little Red River Cree Nation, Beaver First Nation, and Dene Tha' First Nation.

To be amended to:

2.1.10 *Appointed Director:* The FVASELB1788 has five (5) such persons and shall constitute one person from the Otipemisiwak Metis Government for the Metis Nation within Alberta – Fort Vermilion District No. 15 and each of the North Peace Tribal Council Membership First Nations including: Tallcree Tribal Government, Little Red River Cree Nation, Beaver First Nation, and Dene Tha' First Nation.

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 Member by payment of an annual 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.

To be amended to:

3.1 Any person residing in the Mackenzie County Region including the North Peace Tribal Council First Nations, Fort Vermilion District No. 15 citizens and Paddle Prairie Metis Settlement citizens and being of the full age of 18 years may become a Member by payment of an annual 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.

Article 5 Governance

5.3 Appointed Directors

- a. Each appointment will be communicated to the Board via written correspondence from the duly elected First Nation Chief and Council.

To be amended to:

- a. Each appointment will be communicated to the Board via written correspondence from the duly elected Fort Vermilion District No. 15 representatives and First Nation Chief and Council.

November 28, 2024

FORT VERMILION and AREA SENIORS and ELDERS LODGE BOARD 1788
(the "Society")

SPECIAL RESOLUTION OF MEMBERS

WHEREAS the Directors have recommended a Special Resolution to the Members that the Society amend its By-laws, and it is considered to be in the best interest of the Society to do so.

BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. The By-laws of the Society are repealed and to be amended by the By-laws attached as Schedule A to this resolution.
2. Anyone of the officers or Directors of the Society is authorized to take all such actions and execute and deliver all such documentation that is necessary or desirable for the implementation of this resolution.



Signed by the Board Chairman

FORT VERMILION and AREA SENIORS and ELDERS LODGE BOARD 1788

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Article 1 **Preamble**

1.1 The Society

The name of the society 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 society.
- 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 *Regular Board Meeting*: Those meetings as prescribed through motion to be a time where regular business is conducted.
- 2.1.7 *Membership Year*: The period between Annual General Meetings.
- 2.1.8 *Member*: An individual who has been accepted as a member and 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. Members having voting rights at the Annual General Meeting only, however, can actively participate at Regular Board Meetings and special meetings. 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.
- 2.1.9 *Membership List*: The members' contact information as recorded in the membership list. Any Member wishing to withdraw from membership may do so upon a notice in writing to the Board through the Secretary.
- 2.1.10 *Appointed Director*: The FVASELB1788 has five (5) such persons and shall constitute one person from the Otipemisiwak Metis Government for the Metis Nation within Alberta – Fort Vermilion

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District No. 15 and each of the North Peace Tribal Council Membership First Nations including: Tallcree Tribal Government, Little Red River Cree Nation, Beaver First Nation, and Dene Tha' First Nation.

- 2.1.11 *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, Fort Vermilion District No. 15 citizens and Paddle Prairie Metis Settlement citizens and being of the full age of 18 years may become a Member by payment of an annual 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 Member must uphold and comply with these Bylaws.
- 3.3 A person ceases to be a Member:
- 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 Member not in good standing for three ('3') consecutive months.
- 3.4 A member may be expelled by motion passed at a Regular Board 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 Regular Board Meeting before the motion is put to vote.
- 3.5 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.

Article 4 **Member Meetings**

4.1 Annual General Meeting

4.1.1 FVASELB1788 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 Membership List at least twenty-one (21) days before the Annual General Meeting.

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4.1.3 Annual General Meetings are not a special meeting.

4.1.4 Special meetings can be called by the Directors for extraordinary business needs. (See 4.5)

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 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 Membership List;
- i. other specified motions that a member in good standing has given notice of before the meeting is called to order.

4.2 Proceedings at Annual General Meetings

4.2.1 Attendance by 20% of the Membership List at the Annual General Meeting constitutes a quorum.

4.2.2 Annual General Meetings of FVASELB1788 are open to the public. However, the Directors reserve the authority to ask a person to leave if discretion warrants.

4.2.3 Presiding Officer

- a. The Chairman presides over every Annual General Meeting. 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 Annual General Meeting, the members present choose one (1) of the Directors to preside as Chairman for that Annual General Meeting.
- b. The Chairman of the meeting does not have a second or casting vote in the case of a tie vote, the motion therefore is defeated.
- c. The Chairman shall declare if a motion is carried or defeated.
- d. The Chairman may adjourn any meeting with the consent of the Members at the meeting.

4.2.4 Voting

- a. A Member in good standing present at an Annual General Meeting is entitled to one vote. A show of hands decides every vote at Annual General Meetings. A ballot is used if at least (2/3) of the quorum Members 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 Members in favour.

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- c. Except in the case described in 4.2.4(a)(b) or as otherwise required by the Act; a majority (50%+1) of the voting Members at any meeting shall decide each issue through motion.
- d. A Member and/or a Director not able to 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.

4.2.5 Annual General Meetings may be held by a conference call.

4.3 Regular Board Meetings

4.3.1 The Board must hold 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 Directors in advance of each meeting.

4.3.2 A Board meeting may be held by a conference call.

4.4 Proceedings at Regular Board Meetings

4.4.1 Attendance by the Public

Meetings of the Board are open to the Members, except when confidential matters are under discussion, as determined by the Board. The Directors reserve the authority to ask a person to leave if discretion warrants.

4.4.2 Failure to Reach Quorum

The Chairman will cancel the meeting if a quorum (50% plus one of the Directors) 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 meeting will proceed with a minimum of four (4) Elected Directors in attendance.

4.4.3 Presiding Officer

- a. The Chairman presides over every Board meeting. 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 Board meeting, the Directors present choose one (1) of the Directors to preside as Chairman for that Board meeting.
- b. The Presiding Officer may adjourn any Board meeting with the consent through motion of the Directors at the Regular Board 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 Directors at the meeting.

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4.4.4 Voting

- a. A Director in good standing, present at a Board meeting is entitled to one vote. A show of hands decides every vote at Board meetings. A ballot is used if at least (2/3) of the quorum of Directors requests it.
- b. Except as otherwise required by the Act; a majority (50%+1) of the voting Directors at any meeting shall decide each issue through motion.
- c. A Director not able to be attend any meeting via face-to-face or by phone may not vote by proxy.

The Chairman decides on disputes regarding the business surrounding a vote and subsequent decision(s) are final.

4.5 Special Meeting

A special meeting of the Members 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.

4.5.1 The Secretary mails, e-mails or delivers a notice not less than fourteen (14) calendar days before the special meeting to the Membership List. Included in the notice shall be the meeting time, agenda topic(s) and place.

4.5.2 The accidental omission to give notice of a special meeting to the Membership List will not invalidate any proceedings at said special meeting.

4.5.3 Only the matter(s) set out in the notice for the special meeting are considered at the special meeting.

4.5.4 Any special meeting has the same methodology of voting and the same quorum requirements as set out for Regular Board Meetings.

4.5.5 Special Meetings may be held by a conference call.

Article 5 Governance

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 FVASELB1788, subject to all laws affecting the Board and these bylaws.

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- 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. The Board or the administrator may select and employ staff, and set the terms of their duties, responsibilities, and employment.
- d. No officer, Director, or Member of the FVASELB1788 shall receive any remuneration for his/her service. However, an officer, Director, or Member shall be reimbursed for all expenses necessary and reasonably incurred while engaged in the affairs of the Board through a pre-approved motion of the Board.
- e. Nothing herein contained shall be construed to preclude any director from serving the FVASELB1788 as an employee or in any other capacity with compensation, provided that a majority of directors are not entitled to remuneration as employees or contractors of the FVASELB1788.

5.1.2 Powers and Duties of the Board

The Board has the powers of operating FVASELB1788, except as stated in the Act. The powers and duties of the Board include:

- a. Promoting the objects;
- b. Promoting membership;
- c. Maintaining and protecting the assets and property of FVASELB1788;
- d. Approving an annual budget;
- e. Paying all expenses for operating and managing FVASELB1788;
- f. Financing the operations of FVASELB1788 and borrowing or raising funds;
- g. Making policies for managing and operating FVASELB1788;
- h. Approving all contracts for FVASELB1788;
- i. Maintaining all accounts and financial records of FVASELB1788;
- 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 five (5) Appointed Directors shall form the official Board.

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5.2 Election of the Directors

- 5.2.1 At the first Annual General Meeting, the voting 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.
- 5.2.4 Directors may serve for an unlimited number of terms.
- 5.2.5 If a vacancy on the Board occurs, the remaining Directors may appoint a Member in good standing to fill that vacancy for the remainder of the term of said vacancy or until the next AGM, whichever is sooner. A new Board composition notice shall be sent out to those on the Members List.
- 5.2.6 When more than one person is nominated for an open Board position by the 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 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 Fort Vermilion District No. 15 representatives and First Nation Chief and Council.
- b. Appointments shall be accepted at the next available Regular Board Meeting.

5.4 Ceasing to be a Director

- 5.4.1 A person ceases to be a Director:
 - a. At the end of his/her term;
 - b. 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;
 - c. On being expelled; or
 - d. On ceasing to be a Member.

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5.4.2 A Director may be expelled by motion passed at a Regular Board 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 Regular Board Meeting before the motion is put to vote.

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 chair of the Board of FVASELB1788 and has the authority and responsibility to 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 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.

6.4 Treasurer

- a. The Treasurer shall keep an accurate record of receipts for FVASELB1788, 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.

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6.5 Directors

- a. Shall act as liaison between 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 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 a special resolution of the Members in good standing as per section 18(2) of the Act.

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 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.
- 8.3 The fiscal year end of FVASELB1788 shall be June 30th of each year.
- 8.4 The books and records of FVASELB1788 may be inspected by any Member at the Annual General Meeting or special meeting.
- 8.5 Directors shall always have access to the books, financial statements, minutes, and records of FVASELB1788.
- 8.6 FVASELB1788 may purchase and maintain insurance for the benefit of any or all directors or officers against personal liability incurred by any such person as a director or officer.

Article 9 **Property Rights**

- 9.1 All property rights are held by FVASELB1788. Should FVASELB1788 cease to function, and its organization be dissolved, the property then remaining shall be turned over to The Friends of The Old Bay House Society (Inc. 1988) ("FOBHS") to enable them to renew the work or use the values thereof for further health services enterprises, provided FOBHS is then a charitable organization registered under the provisions of the Income Tax Act (Canada). If FOBHS is not then a charitable organization registered under the provisions of the Income Tax Act (Canada), the property then remaining shall be given or transferred to such charitable organization as may be determined by the Members of FVASELB1788 at the time of dissolution.

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- 9.2 FVASELB1788 is constituted exclusively for non-profit purposes and must not distribute any gain, profit or dividend or otherwise dispose of its assets to a member of FVASELB1788 without receiving full and valuable consideration, and any profits or other accretions to FVASELB1788 shall be used in promoting the purposes of FVASELB1788.

Article 10 **Bylaws**

- 10.1 In the future the Bylaws can only be altered, rescinded, or added to by a special resolution of the Members in good standing.
- 10.2 These Bylaws shall supersede the third set of Bylaws adhered to after the Members Special Resolution - Approving New Objects and By-Laws on November 23, 2023.

DATE: November 28, 2024

Signature:  Print Name: Kevin Marten, Chairman	Mailing Address: Box 1011 Fort Vermilion, AB T0H 1N0
Signature:  Print Name: Raymond Friesen, Vice Chairman	Mailing Address: Box 55 Fort Vermilion, AB T0H 1N0
Signature:  Print Name: Jed Randle, Treasurer	Mailing Address: Box 152 Fort Vermilion, AB T0H 1N0
Signature:  Print Name: William Ducharme, Director	Mailing Address: Box 71 Fort Vermilion, AB T0H 1N0
Signature:  Print Name: Vina Marten, Director	Mailing Address: Box 1015 Fort Vermilion, AB T0H 1N0
Witness Signature:  Print Name: Wendy Ward, Director	Mailing Address: Box 816 Fort Vermilion, AB T0H 1N0