

# ***Volunteer Centre of Calgary BY-LAWS***

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**Approved by the Membership  
● June 22, 2016**

## 1. NAME

The name of the Society shall be Volunteer Centre of Calgary.

## 2. INTERPRETATION

### 2.1 Definitions

“Act” means the Societies Act, Revised Statutes of Alberta 2000, Chapter S-14 as amended, and all regulations thereunder in force from time to time.

“Board” shall mean the Board of Directors of Volunteer Centre of Calgary.

“Director” shall mean a member of the Board of Directors.

“General Meeting” shall include the Annual General Meeting and Special General Meetings.

“Member in Good Standing” is a member of the Society who has been accepted as a member, has paid the proscribed membership fee, and abides by the conditions of membership.

“Officers” of the Society shall be Directors and shall include Chair, Vice-Chair, Treasurer, and Secretary.

“President and Chief Executive Officer” shall mean the Officer responsible for the day-to-day administration and direction of Volunteer Centre of Calgary.

“Society” shall mean Volunteer Centre of Calgary.

“Special Resolution” means a resolution passed at a general meeting of which not less than twenty-one (21) days notice specifying the intention to propose the resolution has been duly given, and by the vote of not less than seventy-five percent (75%) of voting members present.

### 2.2 Interpretation of Bylaws

In the interpretation of these Bylaws, except where excluded by context:

- a. definitions in the Act on the date these Bylaws become effective apply to these Bylaws, save and except as otherwise herein provided;
- b. words indicating the singular number shall also include the plural, and vice-versa;
- c. words indicating persons shall include corporations;
- d. headings used throughout these Bylaws are for reference purposes only and do not affect the interpretation of these Bylaws;
- e. these Bylaws shall be interpreted broadly and generously; and,
- f. these Bylaws are subject to the Act and the Society’s Objects, in that order.

### 3. MEMBERSHIP

#### 3.1 Classes of Membership

3.1.1 The membership of the Society shall be divided into three (3) classes:

- a. Organization Member;
- b. Life Member; and,
- c. Board member.

3.1.2 Organization Member is any duly constituted organization in Canada.

3.1.3 Life Member is an individual appointed by resolution of the Board in recognition of the contribution made by the individual to the objectives of the Society.

3.1.4 Board Member is an individual who is a Director of the Society.

3.1.5 All members are entitled to vote at General Meetings of the members.

3.1.6 The Society shall maintain a list of members.

#### 3.2 Conditions of Membership

3.2.1 The Board shall determine from time to time:

- a. the membership fee and schedule for payment; and,
- b. conditions for membership.

3.2.2 Membership in the Society, and all its rights and privileges, shall be available to any individual that:

- a. has paid the prescribed membership fee;
- b. meets the conditions for membership on application; and,
- c. abides by the conditions of membership.

3.2.3 Membership in the Society is not transferable.

3.2.4 Notwithstanding clause 3.2.3, a non-member organization that has assumed control of an Organization Member through a merger or acquisition may apply for transfer of membership.

3.2.5 Membership in the Society, and all its rights and privileges, shall cease if any of the following conditions are met:

- a. member is in arrears of payment of the membership fees;
- b. upon receipt of written notice of resignation to the Secretary from the member;
- c. in the case of an Organization Member, on dissolution;
- d. in the case of a Life Member, on death; or,
- e. in the case of a Board Member, upon resignation, or on death.

### 3.3 Expulsion of a Member

- 3.3.1 Any member may be expelled from membership by Board resolution for reason of undertaking activities that violate the best interests and goals of the Society. The Board decision is final and not subject to appeal.
- 3.3.2 Prior to the Board vote on expulsion being taken, the Board shall give the member:
  - a. twenty-one (21) days written notice; and,
  - b. the opportunity to explain or justify in writing the member's position to the Board, provided that the member submit the position to the Secretary no less than seven (7) days prior to the scheduled Board vote.
- 3.3.3 Any expelled member may re-apply for membership after one (1) year has passed from the date of the resolution made under 3.3.1.

## 4. MEETINGS OF MEMBERS

### 4.1 Annual and Special General Meetings

- 4.1.1 The Annual General Meeting shall be held within six (6) months of the end of the Society's financial year end, and at such time, date, and place as the Board specifies.
- 4.1.2 The business of the Annual General Meeting shall include:
  - a. presentation of the audited financial statements;
  - b. election of Directors;
  - c. appointment of the auditor; and,
  - d. such other business as may be determined by the Board.
- 4.1.3 Special General Meetings of members may be called:
  - a. at any time by the Chair of the Board;
  - b. by resolution of the Board; or,
  - c. by any twenty-five (25) members of the society on written notice to the Chair. The notice must state the reason for the Special General Meeting. The Chair shall forthwith give notice of a meeting in accordance with sections 4.1.5 and 4.1.6.
- 4.1.4 Special resolutions may be passed at an Annual General Meeting provided the requisite notice has been given.
- 4.1.5 The Board shall provide Members with written notice of each General Meeting at least twenty-one (21) days before the meeting.
- 4.1.6 Notice of the General Meeting shall be deemed to have been given once sent by mail, or by electronic, or by other means of communication approved by the Board to the Member's last address as noted in the records of the Society, specifying the date, time, and place of the meeting and the general nature of the business to be conducted.
- 4.1.7 No error or omission in giving notice of a meeting required under 4.1.5 or 4.1.6 shall invalidate any action taken at that meeting.

## 4.2 Conduct of Meetings

- 4.2.1 At all General Meetings, the Chair shall conduct the business of the meeting.
- a. if the Chair is absent, then the Vice-Chair shall conduct the business of the meeting;
  - b. if both the Chair and Vice-Chair are absent, then the Directors present shall choose another Director to conduct the business of the meeting;
  - c. if no Directors are present, then the members present shall choose one of their number to conduct the business of the meeting.
  - d. for the purposes of 4.2.3, 4.2.4, 4.3.5, 4.3.6, and 4.3.7, a person selected under any conditions specified in 4.2.1 to conduct the business of the meeting is the Chair for the duration of the meeting
- 4.2.2 Quorum for a General Meeting is a minimum of 25 members in Good Standing.
- 4.2.3 The Chair shall refer to Robert's Rules of Order for guidance in the conduct of the General Meeting.
- 4.2.4 If a quorum is not present within thirty (30) minutes of the time appointed for the meeting, the Chair shall adjourn that meeting to another fixed time and place. Notice of the adjourned meeting shall be given to all members not less than seven (7) days before the date of the adjourned meeting.
- 4.2.5 If a quorum is not present at the rescheduled meeting, pursuant to Section 4.2.4:
- a. the meeting will be cancelled if the meeting was requested by the members; otherwise,
  - b. the members present shall constitute a quorum in all other cases.
- 4.2.6 At the direction of the Board, General Meetings may be conducted by teleconference, videoconference, or other electronic means.

## 4.3 Voting Procedures

- 4.3.1 Each member present shall have one (1) vote on all questions put to the members at any meeting.
- 4.3.2 No proxies shall be accepted at any General Meeting.
- 4.3.3 At any meeting, any motion shall be passed by a simple majority of votes cast by the members present. Motions which require a Special Resolution (as defined in the Act) shall be passed by approval of seventy-five percent (75%) of the members present.
- 4.3.4 Voting shall be by a show of hands unless a minimum of three (3) members present request a ballot. At the direction of the Board, votes may also be cast by teleconference, videoconference, or other electronic means.
- 4.3.5 Where a ballot is requested by members, the Chair shall decide the method for a ballot vote.
- 4.3.6 The Chair shall determine whether a resolution is carried or lost. This determination is final and does not have to include the number of votes for and against the resolution.

- 4.3.7 In the event of a tie vote, the Chair shall have a casting vote. The Chair is not otherwise entitled to vote on questions put to the members.
- 4.3.8 Notwithstanding anything to the contrary in these Bylaws, a resolution in writing signed by all of the members shall be valid and effective as if it had been passed at a meeting duly called and constituted.

## 5. BOARD OF DIRECTORS

### 5.1 Powers and Duties of the Board

- 5.1.1 The Board is charged with the governance, management and oversight of the Society.
- 5.1.2 The Board shall have the power to appoint and dismiss the President and Chief Executive Officer.
- 5.1.3 The Board shall have the full power to make such policies, rules, and regulations as it may from time to time consider necessary for the governance and well-being of the Society, but such policies shall not be inconsistent with the Objects and Bylaws of the Society, nor with the provisions of the Act.

### 5.2 Nomination of Directors

- 5.2.1 The Board shall appoint a nominations committee to review and recommend candidates for election to the Board of Directors.
- 5.2.2 Any individual is eligible to be a Director who:
  - a. is not an employee of the Society; and,
  - b. is legally competent to conduct business and enter into contracts under the laws of Canada and its provinces.
- 5.2.3 Members may nominate candidates for election to the Board of Directors by submitting, in writing, a nomination signed by five (5) nominators who are Members in Good Standing of the Society, and also signed by the nominee to signify acceptance. Such additional nominations will be accepted if received at least fourteen (14) days prior to the General Meeting of the members to elect Directors of the Board.
- 5.2.4 All nominees must adhere to the Society's nominating process and procedures, as approved by the Board.

### 5.3 Election of Directors

- 5.3.1 Board members shall be elected at the Annual General Meeting of the Society, subject to the following conditions:
  - a. The Board of Directors consists of not less than six (6) nor greater than fourteen (14) persons.
  - b. A Director must become a Member in Good Standing of the Society within 30 days of election to the Board.

- 5.3.2 The term of membership of a Director shall be two (2) years, but a retiring director shall be eligible for re-election as a Director if otherwise qualified. Members may elect any Director of the Board for a maximum of four (4) consecutive full terms. A Director having retired for at least one term after serving for four (4) terms shall then be eligible for re-election.
- 5.3.3 Where a Director's position becomes vacant during a term, the Board may appoint an interim Director to the position. Interim Directors shall serve from the date of appointment by the Board until the next Annual General Meeting, at which time they will be eligible for election. If the vacancy of a Director's position reduces the number of Directors to less than the required number under Section 5.3.1.a, then the Board may appoint an interim director to serve until the next AGM.
- 5.3.4 The Board may appoint up to two (2) non-voting members of the Board, including Past Chair of the Board.
- 5.3.5 A Director shall be deemed to have vacated one's position under the following circumstances:
- a. immediately upon providing a resignation in writing to the Chair;
  - b. upon being expelled by a resolution of the Board in accordance with section 5.4;
  - c. upon declaring bankruptcy; or,
  - d. upon the death of the Director.
- 5.3.6 Where a Director resigns from the Board, the resignation becomes effective on the date specified in the letter of resignation provided that resignation date is not less than the notice required in 5.3.5. a.
- 5.4 Expulsion of Director
- 5.4.1 The Board may expel any Director or any Officer that:
- a. undertakes activities that the Board determines violate the best interests and objects of the Society; or,
  - b. is absent from three (3) or more meetings of the Board within a twelve (12) month period.
- 5.4.2 Notice of Intention to Expel from the Board shall be served in writing to the Director at least seven (7) days in advance of the Board meeting at which the expulsion shall be voted upon, and shall state the grounds for expulsion.
- 5.4.3 A Director receiving a Notice of Intention to Expel shall have the right to contest such expulsion at the Board meeting at which the expulsion is to be voted upon.
- 5.4.4 Expulsion shall be deemed to have occurred upon the passing of a motion by seventy-five percent (75%) of Directors present at the meeting. The Director subject to the expulsion shall not be eligible to vote on the motion.
- 5.5 Remuneration of Directors and Officers
- Excluding the President and Chief Executive Officer, no Director or Officer shall be entitled to receive nor shall any Director or Officer be paid any remuneration in their capacity as a Director or Officer. Reasonable expenses incurred while carrying out the duties of the Society may be reimbursed subject to Board policy.

## 6. OFFICERS OF THE BOARD

### 6.1 Election of Officers

- 6.1.1 At the first meeting of the Board following the Annual General Meeting, the Directors shall elect the following Officers from among them: Chair, Vice-Chair, Treasurer, and Secretary.
- 6.1.2 The Board may combine the positions of Treasurer and Secretary and elect one Director as Secretary-Treasurer.
- 6.1.3 Elected Officers serve for a one year term and may be re-elected to the same position for a maximum of three (3) consecutive terms. A Director may be elected to more than one position provided such positions are not held concurrently and that the Director's total years of service do not exceed the provisions of Section 5.3.2.
- 6.1.4 Where an Officer's position becomes vacant during a term, the Board may elect an interim Officer to the position. The interim Officer shall serve until the next Annual General Meeting.
- 6.1.5 The President and Chief Executive Officer is a non-voting Officer and a non-voting, ex-officio member of all committees.

### 6.2 Duties of Officers

- 6.2.1 The Chair shall preside at all Board meetings and General Meetings of Members and be an ex-officio member of all committees.
- 6.2.2 The Vice-Chair shall fulfill the duties of the Chair in the event of the Chair's unavailability or incapacity.
- 6.2.3 The Treasurer shall ensure the proper recording, deposits and disbursements of all the Society's funds.
- 6.2.4 The Secretary shall ensure that the list of members is accurate and a full and complete record is kept of all proceedings of the Society, including minutes of meetings of the members and of the Board of Directors.
- 6.2.5 The President and Chief Executive Officer shall carry out the day to day operations of the Society and shall be responsible for:
  - a. the proper and legal conduct of the business of the Society according to policies established by the Board, and,
  - b. the engagement, supervision, direction and termination of all personnel.

## **7. COMMITTEES OF THE BOARD**

### **7.1 Appointment of Committees**

- 7.1.1 The Board shall appoint the standing committees responsible for governance, audit, and the performance management of the President and Chief Executive Officer, and, the members thereof.
- 7.1.2 The Board may appoint additional committees, sub-committees, and ad hoc committees, and the members thereof, to assist the Board in its work. All committees shall operate under terms of reference approved by the Board.

### **7.2 Duties of Committees**

- 7.2.1 The committee responsible for governance shall make recommendations and carry out other activities that will enhance the quality and viability of the Board.
- 7.2.2 The committee responsible for the performance management of the President and Chief Executive Officer shall:
  - a. evaluate the performance of the President and Chief Executive officer; and,
  - b. make recommendations to the Board on President and Chief Executive Officer compensation and related matters.
- 7.2.3 The committee responsible for the audit shall meet with the auditor to review the annual financial statements prior to presentation to the Board.
- 7.2.4 The Board may delegate other duties to committees as required.

## **8. MEETINGS OF THE BOARD**

### **8.1 Calling and Notice of Meetings**

- 8.1.1 The Board shall meet a minimum of six (6) times a year, and more often if required.
- 8.1.2 The Chair may at any time and upon proper notice call a meeting of the Board. The Chair shall also call a meeting if requested to do so by a minimum of one-third (1/3) of the Directors.
- 8.1.3 Notice of meetings of the Board shall be in writing and delivered not less than two (2) business days prior to the meeting. Notice may be served by mail, electronic means, or by other means of communication as approved by the Board.
- 8.1.4 No error or omission in giving notice of a Board meeting shall invalidate any action taken at the meeting.

### **8.2 Conduct of Meetings**

- 8.2.1 The Chair of the Board shall preside at all meetings of the Board.

- a. If the Chair is absent, then the Vice-Chair shall preside at meetings.
- b. If both the Chair and the Vice-Chair are absent, then the Directors shall appoint a chair from among the Directors present for the meeting.

8.2.2 A quorum at meetings of the Board shall be fifty percent (50%) plus one of elected or appointed Directors. If a quorum is not present within thirty (30) minutes of the time appointed for the meeting, then the meeting shall be cancelled.

8.2.3 Board meetings may be conducted by teleconference, videoconference, or other electronic means as required.

### 8.3 Voting Procedures

8.3.1 Subject to section 8.3.2 and section 5.3.4, each eligible Director present shall have one (1) vote on all motions put forward. A simple majority vote shall decide the outcome of all motions.

Votes may be cast by teleconference, videoconference, or by other electronic means as required.

8.3.2 In the event of a tie vote, the Chair shall have a casting vote. The Chair is not otherwise entitled to vote on questions put to the Directors.

8.3.3 In the absence of a meeting, a written resolution signed by all the Directors is as valid as if it had been passed at a meeting.

## 9. THE SEAL

9.1 The seal of the Society shall at all times be kept in the custody of the President and Chief Executive Officer.

9.2 The seal of the Society shall not be affixed to any instrument except in the presence of any two (2) Officers of the Society as authorized by Board resolution.

## 10. FINANCE

10.1 The fiscal year of the Society shall be determined by the Board from time to time.

10.2 All monies belonging to the Society shall be deposited in a bank account in the same name of the Society at a branch of a Chartered Bank, Trust Company, or Credit Union in Canada by any Officer or by an employee so designated by the Board. No cheque or other order for the payment of monies shall be valid unless signed in accordance with a resolution of the Board made from time to time.

10.3 The books, accounts, and record of the Society shall be audited at least once a year by an individual appointed for the purpose at the Annual General Meeting. Complete and proper financial statements for the previous year shall be presented at the Annual General Meeting of the Society for review.

10.4 For the purpose of carrying out its objectives, the Society may borrow or raise or secure the payment of money in such manner as prescribed by Board policy, but in no case shall

debentures or charges on real or personal property be issued or made without the sanction of a Special Resolution of the Society.

10.5 The books and records of the Society may be inspected by any Director during regular business hours upon giving reasonable notice and arranging a time satisfactory to the Officer or Officers having charge of the same.

10.6 The Society's Objects, Bylaws, Membership Register, and Annual Report to members are available for inspection by the members of the Society during regular business hours of the Society at the Society's office or such other place as determined by the Board from time to time.

## **11. PROTECTION OF DIRECTORS AND OFFICERS**

### **11.1 Conflict of Interest**

Any Director or Officer who has a material interest in any actual or proposed contract with the Society shall disclose the nature and extent of one's interest in the contract. This contract will be referred to the Board for approval even if the contract would not ordinarily require Board approval. A Director interested in a contract referred to the Board shall abstain from voting on the contract and absent oneself from that portion of the meeting at which the contract is discussed.

### **11.2 Limitation of Liability**

11.2.1 Provided that any loss, damage or expense does not result from the Director's or Officer's wilful neglect or default, no Director or Officer shall be liable for:

- a. the acts, neglects or defaults of any other Director, Officer or employee of the Society;
- b. any loss, damage or expense resulting from the insufficiency or deficiency of title to any property acquired on behalf of the Society;
- c. the insufficiency or deficiency of any security in which the Society is invested;
- d. any loss or damage arising from the bankruptcy, insolvency or wrongful acts of any other person;
- e. any loss resulting from an error in judgement or oversight on their part; or,
- f. any other loss, damage or misfortune resulting from the execution of their duties.

### **11.3 Indemnity**

11.3.1 Every Director and Officer, and their heirs, executors, administrators and estate shall be indemnified and saved harmless by the Society, from all costs resulting from the Director's or Officer's performance if:

- a. the person acted honestly and in good faith with a view to the best interest of the Society; and,
- b. in the case of a criminal or administrative act or proceeding enforced by monetary penalty, they had reasonable grounds for believing that their conduct was lawful; and,
- c. provided that:
  - i. the person seeking indemnification has given the Society prompt written notice of any such claim, lawsuit, or action; and,
  - ii. they cooperate in a reasonable manner with the Society and its agents in defence of the claim, lawsuit, or action.

11.4 Insurance

The Society shall purchase and maintain directors' and officers' liability insurance.

**12. AMENDMENTS TO THE OBJECTS OR BY-LAWS**

The objects or bylaws may be rescinded, altered, or added to by Special Resolution.

**13. POLITICAL STATEMENTS**

No member of the Society shall make political statements on behalf of the Society without prior approval of the Board of Directors.

**14. DISSOLUTION OF THE SOCIETY**

The Society may be dissolved by a special resolution and in accordance with the Act. Upon the dissolution of the Society, all remaining assets of the Society shall be distributed to one or more registered charitable organizations in Canada as determined by the Board.