

Bylaws for Boys & Girls Club of Leduc

October 19th, 2016



PURPOSE

As all organizations must create appropriate policies to ensure that the purpose and objectives of the organization are realized, the following are the Bylaws for the Board of Directors for the Boys & Girls Club of Leduc.

INTERPRETATION

The bylaws shall be interpreted pursuant to laws of the Province of Alberta.

The governing legislation of this Board of Directors and all operations of the Boys & Girls Club of Leduc shall be the *Societies Act*, RSA 2000, c. S-14, or successor legislation.

Should any provision of these bylaws become invalid or contrary to statute by virtue of amendment or alteration of any statute of Alberta or Canada, such provision will be severed and of no force and effect, without affecting the enforceability of any other provision of the bylaws. Any such severed provision shall be removed via amendment by the board, as per the amending formula, at the earliest possible time subsequent to the discovery of the applicable change in the legislation.

All Appendices form part of the Bylaws and may be used to assist in interpretation.

DEFINITIONS

- a) “Annual General Meeting” (AGM) shall refer to the yearly meeting of the membership of the organization.
- b) “Board” shall refer to the “Boys and Girls Club of Leduc Board of Directors”
- c) “Members of the Boys & Girls Club” shall refer to member of the Board of Directors and any parent and/or guardian whose children are currently enrolled in the Boys and Girls Club of Leduc.
- d) “Membership fees” refers to all dues levied by the Boys and Girls Club of Leduc as part of their registration process.
- e) “Directors” shall refer to members of the Board of Directors.



- f) “Member of the Board” shall refer to a person who has been elected or appointed to the Board of Directors
- g) “Organization” shall refer to the Boys & Girls Club of Leduc.
- h) “Special Meeting” shall refer a meeting of the Board of Directors outside of regularly scheduled Board Meetings and the Annual General Meeting.
- i) “Good Standing” shall refer to custodial parents/guardians whose children are currently enrolled in the Boys & Girls Club of Leduc and whose fees and volunteer commitments have been paid/completed in full.
- j) “Governing Body” shall refer to the members who make up the Board of Directors.
- k) “Majority Vote” shall mean a minimum of 51% in favor.
- l) “Executive Director” shall mean the individual hired to oversee the operation of the Boys and Girls Club of Leduc.
- m) “Financial Statement” shall mean balance sheet and income statement produced from the accounting program.
- n) “Directorship” shall mean the role of the director.
- o) “Quorum” at Board Member Meetings shall refer to 2/3 of the total membership of the Board of Directors as being in attendance. “Quorum” at the Annual General Meeting shall refer to the attendance of TEN (10) members in good standing.

GOVERNING BODY

1. The Board of Directors shall be comprised of not less than FIVE (5) adult directors and not more than TWELVE (12) adult directors.
2. The term of office for the Board of Directors shall be one year, whereas Executive Board positions shall be two year terms, beginning and ending at the Annual General Meeting.
3. Should any Director wish to serve an additional term of office, then they may allow their name to stand for re-election at the Annual General Meeting.
4. The Board of Directors shall hold an organizational meeting immediately prior to the A.G.M for the purpose of selecting the Executive, whose names will be put forward for approval by the Membership at the Annual General meeting.



5. A Director may resign at any time by writing to the Board of Directors President. The resignation becomes effective at the next regular meeting of the Board of Directors. If the position (vacancy) needs to be filled prior to the next A.G.M, the President will/shall approach members at large to fill the vacancy for the remainder of the term.
6. A quorum of Directors must be present in order for the business affairs of the Board of Directors to be conducted and decisions to be valid.
7. Directors shall not be paid or receive remuneration for their services. All expenses must be pre-approved by the Board of Directors and shall be reimbursed upon submission of a detailed receipt.
8. The Executive Director of the Organization shall attend Board meetings in an informational capacity, but shall not be a Director or have a vote on any matter before the membership, the Board or any committee.
9. All complaints against any Member of the Board, whether internal or public, must be reported to the Executive Director. The Executive Director will report the incident to the President within FORTY-EIGHT (48) hours of the complaint being reported and the President in turn will outline the incident at the next Board meeting. Any action regarding the complaint will be determined by the Board, through a motion approved by a simple majority vote.

MEMBERSHIP

1. Membership within the society shall be limited to persons over the age of 18 years who are either:
 - The custodial parent and/or guardian of a child who is enrolled in the Boys and Girls Club of Leduc and who retains good standing within the organization.
 - Or**
 - A current Member of the Board of Directors in good standing.
2. Members are entitled to notice of every Annual General Meeting and are entitled to one vote per person on any question coming before such meeting.
3. Membership within the Society shall automatically lapse:



- Upon written resignation submitted to the President of the Board;
 - Upon failure to pay any fee, assessment or other charge within 30 days of it becoming due;
 - Upon a member failing to meet the criteria for membership as outlined in Society's policies and procedures.
 - Through a majority vote of the Board of Directors
4. Membership fees shall be determined by the Executive Director annually and shall be paid in full by all parents and/or guardians whose children are enrolled in the Boys and Girls Club of Leduc, as a condition of membership. No membership fees are to be levied against Directors of the Board of the Boys and Girls Club of Leduc.

BOARD MEETINGS

1. Regular and/or committee meetings of the Board may be held at any time at the call of the Board of Directors.
2. A minimum of EIGHT (8) regular meetings of the Board of Directors must be held within each fiscal year.
3. At least SEVEN (7) days' notice shall be given (electronically or in writing) to the Directors of any meeting of the Board of Directors.
4. Quorum must be achieved at every Board meeting for motions to be considered valid.
5. At meetings of the Board, every Director shall have ONE (1) vote. All guests at the board meeting (including the Executive Director and any community liaisons) shall abstain from voting.
6. When a Board Member is unable to attend a meeting in person, their votes must be given to the President (electronically or in writing) ONE (1) day prior to the meeting. Written votes shall clearly state the Board Member's acceptance or opposition of the motion in question.
7. A Meeting Agenda, as well as any pre-reading material, must be distributed to the Board prior to the start of every meeting by the Board President.
8. Additions to the Agenda can be made by any Director in good standing prior to the start of the meeting.



9. Special Meetings of the Board may be called by any Board Member in good standing providing that advance electronic written notice of at least TWO (2) days be provided to all Directors. Special Meetings are still subject to the same rules of quorum and majority vote as Regular Board Meetings.
10. A Member of the Board may only miss FOUR (4) meeting with advance notice or TWO (2) meetings without. Any Board Member absences beyond this allowance may be subject to removal from the Board in accordance with the Boys and Girls Club of Leduc Board Policy Manual.
11. In the event of urgent business, a Special Vote may be called by the President of the Board to expedite a decision between Board Meetings. This vote will be done using e-mail and will require quorum and majority vote in order for the motion to pass.

ANNUAL GENERAL MEETING

1. An Annual General Meeting shall be held in each year on a date and at a location to be determined by the Board through motion, by no later than 6 months after the completion of the Society's fiscal year.
2. At each Annual General Meeting, the Membership shall:
 - (a) Receive the report of the Board President and Executive Director for the previous fiscal year;
 - (b) Receive and approve the audit report/financial statements of the Society for the previous fiscal year;
 - (c) Elect the Board of Directors and Executive of the Society.
Persons appointed or elected a director becomes a director if they were present at the meeting when being appointed or elected, and did not refuse the appointment. They may also become a director if they were not present at the meeting but consented in writing to act as director before the appointment or election, or if they acted as a director pursuant to the appointment or election. Any director of officer, upon a majority vote of all members in good standing, may be removed from office or any cause which the society may deem reasonable.
 - (d) Appoint the auditors of the Society for the current fiscal year, and
 - (e) Conduct such other business as needed.
3. The Society shall give notice of each Annual General Meeting of the Society at least 21 days in advance of such meeting to each member in good standing.



4. Notice of a meeting shall contain a statement of the business to be transacted at the meeting. No business shall be transacted at a meeting, other than that contained in the notice of meeting and such business as is required by law or these bylaws.
5. Notice will be given by email to the address last provided by the Member.
6. The accidental failure to give and/or receive notice does not invalidate the proceedings of the meeting.
7. A quorum for the Annual General Meeting of the Society shall be 10 Members in good standing. No business shall be transacted in the absence of a quorum.
8. All voting at the Annual General Meeting must be made in person.

MEETING MINUTES

1. Digital copies of the meeting minutes and reports for the Board of Directors meetings and the Annual General Meeting must be kept for SEVEN (7) years with the Executive Director.
2. Meeting Minutes and Reports for the Boys and Girls Club of Leduc can be made available to the public by request via the President. Documents must be presented to the requesting party within FIVE (5) business days.

COMMITTEES OF THE BOARD

1. The Fundraising Committee shall be the only Standing Committee of the Board of Directors. Its purpose shall be the organization of events with the purpose of raising fund to support the operations of the Boys and Girls Club of Leduc.
2. Membership on the Fundraising Committee shall consists of Members of the Board of Directors, the Executive Director, as well as any external community members with an interest in advancing in the mission and vision of the Boys and Girls Club of Leduc.
3. The Position of Chair shall be held by a current Board Member.
4. Membership on the Fundraising Committee shall be approved by a majority vote of the Board of Directors. Membership on the Fundraising committee can be immediately revoked through a majority vote of the Board of Directors.



5. The Fundraising Committee does not have the ability to independently authorize the spending of money or commission of services. The Fundraising Committee will operate according to a budget approved by the Board of Directors and all financial transactions will flow through the administration of the Boys and Girls Club of Leduc.
6. All actions of the Fundraising Committee will be subject to the approval of the Executive Director and/or Board of Directors. A monthly report on all activities of the Fundraising Committee shall be submitted to the Board of Directors by the Fundraising Committee Chair.
7. The Fundraising Committee shall abide by all policies and procedures determined by the Boys and Girls Club of Leduc.

AD HOC COMMITTEES OF THE BOARD

1. The Board may establish Ad Hoc Committees as needed.
2. An Ad Hoc Committee shall serve as an advisory body, established for a temporary purpose, to address a specific issue. The Ad Hoc Committee shall report directly to the Board of Directors, within the time prescribed and within its terms of reference.
3. Ad Hoc Committee members must be current members of the Board of Directors. The Executive Director may sit on Ad Hoc Committees in an advisory capacity.
4. The Board of Directors can dissolve all AD Hoc Committees through simple majority.

DISSOLUTION

1. Dissolution of the Boys and Girls Club of Leduc is done so at the direction of the Board of Directors upon a vote requiring 2/3 approval of the current Board of Directors.
2. If the Society is dissolved, all funds of the Society remaining after the payment of all legitimate debts and expenses, shall be given to a registered charity having objects similar to those of the society. The recipient society shall be chosen through a Board motion requiring 2/3 approval of the Board of Directors.



APPENDIX A: BOARD MEMBER ROLES

PRESIDENT

Term is TWO (2) years from AGM to AGM. The President may serve 3 consecutive terms as President. Once these terms have been completed the President may revert to a Director position.

The President shall:

- Chair the AGM as well as any and all meeting of the Boys & Girls Club Board of Directors.
- Review and sign documents as required.
- Make reports and recommendations to the Board of Directors and the Organization.
- Represent the organization at media related affairs.
- Make recommendations for future Board of Director members
- Address complaints from the public and from the Society staff.
- Ensure succession planning.
- Be the liaison between the Executive Director and the Board.
- Create the agenda for Board Meeting and the Annual General Meeting.
- Hold meetings with the Executive Director regularly to discuss any and all issues regarding the Society.
- Conduct the Executive Director performance evaluation.



VICE PRESIDENT

Term is TWO (2) years from AGM to AGM The Vice President may serve 3 consecutive terms as Vice President. Once these terms have been completed the Vice President may revert to a Director position.

Vice President shall:

- Perform the duties of the President in his/her absence.
- Assist the President with the overseeing of the Organization.
- Acts as a social liaison, promoting the relationship between The Board of Directors and the Organization's members and staff.
- Assume the position of President upon resignation of the Board President.
- Conduct an annual evaluation process of the Board of Directors.



SECRETARY

Term is TWO (2) years from AGM to AGM There is no limit on the number of terms the Secretary can serve.

The Secretary shall:

- Take meeting minutes during regular Board meetings as well as at the AGM
- Type and submit for approval to the President both the Board and A.G.M meeting minutes.
- Ensure that an adequate archive of all meeting minutes is kept so that it may be reviewed if necessary.



TREASURER

Term is TWO (2) years from AGM to AGM. There is no limit on the number of terms the Treasurer can serve.

The Treasurer shall:

- Review bank statements and credit card statements and reconcile both documents.
- Review bank deposits.
- Review and sign cheques with back-up documentation.
- Prepare and present monthly reports to the Board including the Statement of the Financial Position, Statement of Revenues over Expenses and any other reports necessary to disclose the assets, liabilities, revenue and expenditures of the organization.
- Arrange and assist with documents needed for yearly audit with Chartered Professional Accountant.
- Bring forth the name(s) of a Chartered Professional Accountant to be voted and approved at the yearly AGM.
- Present comprehensive financial statement and audit findings at the AGM.



DIRECTORS

Term is ONE (1) year from AGM to AGM. There is no limit on the number of terms a Director can serve.

The Director(s) shall:

- Meet the criteria for Board Membership as outlined within the Board Policy Manual.
- Attend and actively participate in regular meetings of the Board and the Annual General Meeting.
- Promote the Boys and Girls Club of Leduc in the community in a positive manner.



APPENDIX B: AMENDMENTS TO THE BYLAWS

All amendments:

- Must be performed using the procedure set out in the *Societies Act*, and compliant with all requirements thereunder;
- Must be submitted using the Bylaw Amendment Form, found at Appendix C of these Bylaws.
- Must be logged on the Record of Amendments Form, found at Appendix D of these Bylaws.
- Shall be approved by the Board before they are in practice.
- Must be ratified by the Membership at the A.G.M
- Must be submitted with the T3010 Form (Annual Charity Form)
- Are to be stored electronically by the administration of Boys and Girls Club of Leduc.



APPENDIX C: BYLAW AMENDMENT FORM

BYLAW AMENDMENT

| | |
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| Date: | AMENDMENT NO. : |
| INSTRUCTIONS: Record receipt of this amendment on the Record of Amendments. Insert the attached pages into your Bylaw Manual and destroy all pages removed. | |

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| REMOVE & DESTROY | INSERT |
| <u>REFERENCE</u> <u>PAGES</u> | <u>REFERENCE</u> <u>PAGES</u> |
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APPENDIX D: RECORD OF AMENDMENTS

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