

# Bylaws of Hinton Food Bank Association

## **ARTICLE 1** Preamble

### **The Society**

The Name of the Society is Hinton food Bank Association, which may also be known or referred to as the H.F.B.A. Of the Association.

### **The Bylaws**

The following articles set from the Hinton Food Bank Association.

## **ARTICLE 2** Defining and Interpreting the Bylaws

### **Definitions**

in these Bylaws, the following words have there meanings.

**Act** means the Societies Act R.S.A. 1980, Chapter S- 18 as amended, or any statue sustained for it.

**Annual General Meeting** means the annual general meeting described in Article 4 below

**Board** means the Board of directors of the Association.

**Bylaws** means the Bylaws of this Association as amended

**Director** means any person elected or appointed to the board.

**General Meeting** means the Annual General Meeting and a Special general Meeting.

**Member** means a Member of the Association

**Officer** means any officer listed in Article 5 below

**Registered Office** means the registered office for the association.

**Register of members** means the registered maintained by the Board of

directors containing the names of the members of the Association.

**Association** means the special general meeting described in Article 4 below

**Special Resolution** means:

- a) a resolution passed a General Meeting of the membership of this Association. There must be twenty-one (21) days notice for this meeting. The notice must state the proposed resolution. There must be approval by a vote of 50 % of the voting members who voted in person.
- b) a resolution proposed and passed as a Special Resolution at a General Meeting with less than (21) days notice for the meeting. 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 in the resolution in person at a General Meeting.

**Voting Member** means a Member entitled to vote at the meetings of the Association.

### Interpretation

The following rules of interpretation must be applied in interpreting these Bylaws

**Singular and Plural:** words indicating the singular number also include the plural, and vice-versa.

**Masculine and Feminine:** words indicating the masculine gender also include the feminine gender and vice versa.

**Corporation:** words indicating persons also include corporations.

**Headings:** are for convenience only. They do not affect the interpretation of these Bylaws.

**Liberal Interpretation:** these Bylaws must be interpreted broadly and generously

## ARTICLE 3 Membership

### **Classification of Membership**

There is one category of members:

#### **Full Member**

A member is defined as an individual, over the age of 17 years, who values the aims and objectives of the Hinton Food Bank Association and who volunteers time to the organisation.

#### **Rights and Privileges of members**

Any Member in good standing is entitled to:

- a) receive notice of meetings of the association
- b) attend any meetings of the association; and
- c) speak at any meetings of the Association and
- d) exercise other rights and privileges given to Members in these bylaws

#### Voting Members

The only members who can vote at meetings of the Association are:

Full Members in good standing who are at least eighteen (18) years old;

#### Number of votes

A voting Member is entitled to one (1) vote at a meeting of the Association.

#### Member in good standing

A member is in good standing when:

the member is not suspended as a member as provided under suspension of membership.

#### **Suspension of Membership:**

##### Decision to suspend

The Board at a Special Meeting called for that purpose, may suspend a Member's Membership for not more than three (3) years, for one or more of the following reasons:

- a) if the Member has failed to abide by the Bylaws,
- b) if the Member has been disloyal to the Association
- c) if the Member has disrupted meetings or functions of the Association; or
- d) if the member has done anything judged to be harmful to the Association

## Expulsion

The Association may, by special Resolution at a Special General Meeting called for such purpose, expel any Member for any cause which is deemed sufficient in the interests of the Association.

This decision is final.

On passage of the Special Resolution, the name of the Member is removed from the Register of Members

## **Transmission of Membership**

No right or privilege of any member is transferable to another person. All rights privileges cease when the member resigns, dies, or is expelled from the Association.

## **Continued Liability for Debts Due**

Although a Member ceases to be a member, by death resignation or otherwise, he is liable for any debts owing to the Association at the time of ceasing to be a member.

## **Limitation on the Liability of Members**

No Member is, in his individual capacity, liable for any debt or liability of the Association.

## **ARTICLE 4 Meetings of the Association**

### **The Annual General Meeting**

The Association holds its annual General Meeting no later than May 30 of each calendar year, in Hinton, Alberta. The Board sets the place, day and time of the meeting.

AGM notice may be any of the following at least twenty-one (21) days before the annual General Meeting.:

--The Secretary mails or delivers a notice to each member

--General notice in local newspaper.

--Poster at the food bank business premises.

This notice sets states the place, date and time of the Annual General Meeting.

### Agenda for the 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) considering the report of the chair,

d) reviewing the financial statements setting out the Association's income, disbursements, assets and liabilities

e) electing the President

f) electing the Directors

g) considering any other matters

### Quorum

Attendance by 8 (eight) Members at the Annual General Meeting is a quorum.

## **Special General Meetings of the Association**

### Calling of a special General Meeting

A Special General meeting may be called at any time:

a) by a resolution of the Board of Directors to that effect; or

b) on the written request of at least three (3) Directors. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted at this Special General Meeting ;or

c) on the written request of at least 6 (six) voting Members. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted at such Special General Meeting.

### Notice

The Secretary provides notice to each member at least twenty-one (21)

days before the Special General Meeting in any method similar to annual general meeting (see above). This notice sets states the place, date and time of the Special General Meeting.

#### Agenda for Special Meeting

Only the matter(s) set out in the notice for the Special General Meeting are considered at the Special General meeting.

#### Procedure at the Special General Meeting

Any Special General Meeting has the same method of voting and the same quorum requirements as the annual general Meeting.

### **Proceeding at the Annual or a Special General Meeting**

#### Attendance by Public

General Meetings of the Association are open to the public. A majority of the members present may ask any person who are not member to leave.

#### Failure to Reach a quorum

the Chair cancels the General Meeting if a quorum is rescheduled for one half (½) hour after the set time. If cancelled, the meeting is rescheduled for one (1) week later at the same time and place. If a quorum is not present within one half (½) hour after the set time of the second meeting, the meeting will be proceed with the members in attendance.

#### Presiding Officer

The chair chairs every genera meeting of the Association. The Vice-Chair chairs in the absence of the chair.

If neither chair nor the Vice-Chair is present within one-half (½) hour after the set time for the General Meeting, the Members present chose one(1) of the members to chair.

### **Adjournment**

The Chair may adjourn any General Meeting with the consent of the Members of the Meeting. The adjourned General Meeting conducts only unfinished business from the initial Meeting.

No notice is necessary if the General Meeting is adjourned for less than

thirty (30) days. The Society must give notice when a general Meeting is adjourned for thirty (30) days or more. Notice must be the same as for any General Meeting.

## **Voting**

Each Voting Member, has one(1) vote. A show of hands decides every vote at every General Meeting. A ballot is used if at least two (2) voting Members request it.

The Chair does not have a second or casting vote in the case of a tie vote. If there is a tie vote, the motion is defeated. A voting Member may not vote by proxy. A majority of the votes of the voting Members present decides each issue and resolution unless the issue needs to be decided by a Special resolution.

The Chair declares a resolution carried or lost. This statement is final, and does not have to include the number of votes for and against the resolution.

Five voting Members may request a ballot vote. In such case, the Chair or presiding officer may set the time, place and method for a ballot vote. The result of the ballot is the resolution of the General meeting.

Members may withdraw their request for a ballot.

The Chair decides any dispute on any vote. The Chair decides in god faith, and this decision is final.

### **Failure to give Notice of the Meeting**

No action taken at a General Meeting is invalid due to:

- a) accidental omission to give any notice to any member
- b) any member not receiving any notice, or
- c) any error in any notice that does not affect the meaning

### **Written resolution of All Voting Members**

All Voting Members may agree to and sign a resolution. This resolution is as valid as one passed at the General Meeting. It is not necessary to give notice or to call a General Meeting. The date on the resolution is the date it is passed.

## **ARTICLE 5 The Governance of the Association**

### **The Board of Directors**

The Board governs and manages the affairs of the Association. The Board may hire a paid administrator to carry out management functions under the advisement and supervisor of the Board.

#### **Powers and duties of the Board**

The Board has the power of the association, except as stated in the Societies Act.

The powers and duties of the Board include but are not restricted to :

- a) Promoting the objects of the Association;
- b) Promoting Memberships of the Association
- c) Maintaining and protecting the Association's assets and property;
- d) Approving an annual budget for the Association,
- e) Paying all expenses for operating and managing the association;
- f) Paying persons for services and protecting persons from debts of the Association,
- g) Investing any extra monies,
- h) Financing the operations of the Society, and borrowing or raising monies,
- I) Making policies for managing and operating the Association,
- j) Approving all Contracts of the Association,
- k) Maintaining all accounts and financial records of the Association,
- l) Appointing legal counsel as necessary,
- m) Making policies, rules and regulations for operating the association and using its facilities and assets,
- n) Selling, disposing of, or mortgaging any or all the property of the Association; and

#### **Composition of the Board**

The Board consists of:

- a) the Chair and
- b) four (4) Directors-at-large elected at the Annual General Meeting from among the voting Members.

#### **Election of the directors**



At the first Annual General Meeting of the Board, the Voting Members elect the following directors:

a) One (1) director, serving a term that ends at the close of the third Annual General Meeting following the Annual General Meeting at which this director was elected;

b) Two (2) Directors, each serving a term that ends at the close of the second Annual General Meeting following the Annual General Meeting at which these Directors were elected; and

c) Two (2) Directors, serving a term that ends at the close of the first Annual General Meeting following the Annual General Meeting at which these directors were elected.

At each succeeding Annual General Meeting of the Board, Voting Members elect the appropriate number of Directors, each serving a term that ends at the close of the third Annual General Meeting following the Annual General Meeting at which these Directors were elected.

Members may re-elect any Director of the Board for a maximum of three (3) consecutive terms.

#### Resignation, Death or Removal of a Director

a Director may resign from office by giving one (1) month's notice in writing. The resignation takes effect either at the end of the month's notice, or on the date the Board accepts the resignation.

Voting Members may remove any Director before the end of his term. There must be a majority of vote at a Special General Meeting called for that purpose.

If there is a vacancy on the Board, the remaining Directors may appoint a member in good standing to fill the vacancy for the remainder of the term.

#### Meetings of the Board

The Board holds at least five (5) meetings each year.

The Chair calls the meetings if any two (2) Directors make a request in writing and state the business for the meeting.

A majority of the Directors present at any Board meeting is a quorum.

Each director, including the Chair, has one (1) vote.

The Chair does not have a second or casting vote in the case of a tie vote. A majority of the Directors present may ask any other Members to leave.

Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board.

A Director may waive formal notice of a meeting.

### **Positions of Board members**

The officers of the Association are the Chair, Vice-Chair, Secretary, Treasurer and one Director at large.

The Voting members elect the Chair at the Annual General Meeting. The Chair may only be re-elected for three (3) consecutive terms.

At its first meeting after the Annual General Meeting, the Board elects from among the Directors the remaining Board officers for the following year.

The Board officers hold the office until re-elected or until successor is elected.

### **Duties of the Board Officers of the Society**

#### **The Chair**

- Supervises the affairs of the Board,
- When present, chairs all meetings of the Society and the Board;
- Is an ex officio member of all Committees, except the Nominating Committee;
- Acts the spokesperson for the Society; and

- Carries out other duties assigned by the Board.

### **The Vice-Chair**

- Presides at meetings in the Absence of the chair. If the vice-Chair is absent, the directors elect a chairperson for the meeting.
- Replaces the Chair at various functions when asked to do so by the Chair of the Board; and
- Carries out other duties assigned by the Board.

### **The Secretary**

- Attends all meetings of the society and the Board.
- Keeps accurate minutes of these meetings;
- has charge of the Boards correspondence;
- Makes sure a record of names and addresses of all Members of the society and food bank volunteers is kept;
- Makes sure all notices of various meetings are sent;
- Keeps the annual return, changes in the directors of the organization, amendments in the bylaws and other incorporating documents with the Corporate Registry; and
- Carries out other duties assigned by the Board.

### **The Treasurer**

- Makes sure all monies paid to the Society are deposited in a chartered bank, treasury branch or trust company chosen by the Board;
- Makes sure a detailed account of revenues and expenditures is presented to the Board as requested;
- Makes sure an audited statement of the financial position of the Society is prepared and presented to the Annual General Meeting, and.
- Carries out other duties assigned by the Board

### **Board Committees**

#### Establishing Committees

The Board may appoint to advise the Board.

#### General Procedures for Committees

A Board Member chairs each committee created by the Board and is then responsible for recruiting other committee members as appropriate.

The Chairperson calls committee meetings. Each committee:

- Records minutes of meetings;
- Distributes these minutes to the committee members and to the Chairperson of all other committees;
- Provides reports to each Board meeting at the Board's request.

A majority of the committee members present at the meeting is a quorum.

Each member of the committee, including the Chairperson, has one (1) vote at the committee meeting. The Chairperson does not have a casting vote in the case of a tie.

### **The Nominating Committee:**

a) consists of the immediate Past Chair, who is the Chairperson, and two (2) other Members appointed by the Board.

b) is responsible for:

- preparing a slate of nominees for the chair and director positions;and
- orientating new board members
- presenting its recommendations to the Annual General Meeting.

## **ARTICLE 6 Finance and other Management Matters**

### **The registered Office**

The Registered Office of the Society is located in Hinton, Alberta. Another place may be established at the Annual General Meeting or by resolution of the Board.

### **Finance and Auditing**

The fiscal year of the Society ends on December 31 of each year.

There must be an audit of the books, accounts and records of the Society at least once each year by two members appointed as an audit committee to

do this audit. At each Annual general Meeting of the Society, the auditor submits a complete statement of their audit.

### **Seal of the society**

The Board may adopt a seal as the Seal of the society.

The Secretary has control and custody of the Seal, unless the Board decides otherwise.

The Seal of the Society can only be used by Officers authorized by the Board. The Board must pass a motion to name the authorized Officers.

### **Cheques and Contracts of the society**

The Directors of the Board sign all cheques drawn on the monies of the Society. Two signatures are required on all cheques.

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

### **The Keeping and Inspection of the Books and Records of the Society.**

The Secretary keeps a copy of the minute Books and records minutes of all meetings of the Members of the .

The secretary keeps the original minute Books at the registered Office of the society . This record contains minutes from all meetings of the Society, the Board and the Executive Committee.

The Board keeps and files all necessary books and records of the society as required by the Bylaws, the Societies Art, or any other statute or laws.

A member wishing to inspect the books or records of the Society must give reasonable notice to the president or the secretary of the society of his intention to do so.

Unless otherwise permitted by the Board, such inspection will take place only at the registered Office, or other regular business premises operated by the society, during normal business hours.

All financial records of the Society are open for such inspection by the members.

Other records of the Society are also open for inspection, except for records that the Board designates as confidential.

### **Borrowing Powers**

The society may borrow or raise funds to meet its object and operations. The Board decides the amounts and ways to raise money, including giving or granting security.

The society may issue debentures to borrow only by resolution of the Board confirmed by a special resolution of the society

### **Payments**

No member, Director or Officer of the Society receives any payment for his services as a Member, director or Officer.

Reasonable expenses incurred while carrying out duties of the Society may be reimbursed upon Board approval.

### **Protection and Indemnity of Directors and Officers**

Each Director or Officer holds office with protection from the society. The society indemnifies each Director or Officer against all costs or charges that result from any act done in his role for the society. The Society does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.

No Director or Officer is liable for the acts of any other director, Officer or employee. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Society. No Director or Officer is liable for any loss due to an oversight or error in judgement, or by an act in his role for the Society, unless the act is fraud, dishonesty or bad faith.

Directors or Officers can rely on the accuracy of any statement or report prepared by the society's auditor. Directors and Officers are not held liable for any loss or damage as a result of acting on that statement or report.

## **ARTICLE 7 Amending the Bylaws**

These Bylaws may be cancelled, altered or added to at Annual General or special General Meeting of the Society.

Thirty (30) days' notice of the annual General or Special Meeting of the Society must include details of the proposed change to the Bylaws.

The amended bylaws take effect after approval of the special Resolution at the Annual General Meeting or special general Meeting and accepted by the Corporate registry of Alberta.

## **ARTICLE 8 Distributing Assets and dissolving the Society**

The Society does not pay any dividends or distribute its property among its members.

If the Society is dissolved, any funds or assets remaining after paying all debts are paid to a registered and incorporate charitable organization.

Members select this organization by Special Resolution. In no event do any members receive any assets of the Society.

Adopted as updated Bylaws at AGM May 22, 2012