



Greenwood Neighbourhood Place Society

By-Laws

Updated: July 6, 2023

Greenwood Neighbourhood Place Society
By-laws

1. Membership

- 1.1 Any person that is a volunteer or employee of Greenwood Neighbourhood Place Society (“the Society”), who supports the goals and objectives of the Society and is interested in becoming a member of the Society may become a member of the Society by application to and approval of the Board of Directors and payment of a \$5.00 annual fee.
- 1.2 Approved membership shall be for a term of 1 year, deemed to have commenced on the date of the current or most recent AGM.
- 1.3 The Board has full authority to reject any application for membership. The Board shall be required to state the reason(s) for rejection within fourteen (14) days from receipt of a written request from the person whose application was rejected.
- 1.4 All members in good standing are entitled, subject to any restrictions noted elsewhere in these By-laws, to attend and vote at any annual or special meeting of the Society.
- 1.5 A person immediately ceases to be a member of the Society:
 - 1.5.1 upon the member providing notice in writing to any Board member, to be effective on the date of delivery; or
 - 1.5.2 the cancellation of his or her membership under section 1.5; or
 - 1.5.3 upon his or her death, or
 - 1.5.4 upon ceasing to be a volunteer or staff of the Society
- 1.6 The Board has full discretion to cancel the membership of any member if that member does not abide by the by-laws, policies, goals and objectives of the Society, or if his or her conduct compromises the integrity or reputation of the Society.

In the event a membership is cancelled by the Board, the member shall be advised in writing within ten (10) days of the Board decision, and the reason for the cancellation of the membership shall be provided in that correspondence.

2. Board of Directors

- 2.1 Board of Directors, Executive Committee or Board shall mean the Board of Directors of the Society.
- 2.2 The Board shall, subject to the by-laws or directions given it by majority vote at any meeting properly called and constituted, have full control and management of the affairs of the Society, and meetings of the Board shall be held as often as may be required, but at

least once every three months, and shall be called by the Chair. Meetings of the Board shall be called by 10 days' notice to each Board member via email or telephone, or at such times and dates as noted in previous meetings.

- 2.3 A quorum shall consist of 50% plus 1 of the existing Board and meetings may be held if a quorum of the Board is not present, provided however, that any business transactions at such meeting shall be ratified at the next regularly called meeting of the Board; otherwise they shall be null and void.
- 2.4 A person appointed or elected a Director becomes a Director if they were present at the Annual General 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 within ten days after the appointment or election, or if they acted as a director pursuant to the appointment or election.
- 2.5 Any Director or officer, upon a majority vote of all members attending a meeting called for this purpose, may be removed from office for any cause which the Society may deem reasonable.
- 2.6 The Board of Directors shall consist of not less than 5 and no greater than 13 Directors, including 1 appointee from the Town of Sundre and 1 appointee from the County of Mountainview. The Board shall include:
 - 2.6.1 **CHAIR**
The Chair shall, when present, preside at all meetings of the society and of the Board. The Chair shall have signing authority for the Society and for banking purposes.
 - 2.6.2 **VICE CHAIR**
In the absence of the Chair, the Vice-Chair shall preside at any such meetings. In the absence of both, a chairperson may be elected at the meeting to preside. The Vice Chair shall have signing authority for the Society and for banking purposes.
 - 2.6.3 **SECRETARY**
It shall be the duty of the secretary to attend all meetings of the society and of the Board, and to keep accurate minutes of the same. He/she shall have charge of the Seal of the society which whenever used shall be authenticated by the signatures of two of the Directors with signing authority for the Society, being the Chair and Vice-Chair. In case of the absence of the Secretary, his/her duties shall be discharged by such officer as may be appointed by the Board. The Secretary shall have charge of all Board related correspondence of the society and be under the direction of the Chair and the Board.

The Secretary shall also keep a record of all the members of the society and their addresses and ensure that all notices of the various meetings are issued.

2.6.4 TREASURER

The Treasurer shall properly account for the funds of the society and keep such books as may be directed. He/she shall oversee the expenditures and collection of such financial information as may be required. He/she shall ensure that a full detailed account of receipts and disbursements is provided to the Board whenever requested and shall prepare for submission to the Annual Meeting a statement duly audited of the financial position of the society and submit a copy of same to the Secretary for the records of the society. The Treasurer shall be one of the board members with signing authority at the bank.

2.6.5 BOARD MEMBERS AT LARGE

Members at large shall attend all Board meetings, serve on Board Committees and assume other duties as assigned by the Board.

- 2.7 The Directors shall be elected at the annual general meeting.
- 2.8 The terms of office for each of the Directors shall be two (2) years. If a Director has been replaced, the term for the replacement will expire at the time that the person they are replacing's term would have expired.
- 2.9 The term of office for each of the Officers shall be one year. An officer can be re-appointed into their previous position.
- 2.10 When a vacancy on the Board occurs during any Director's term, a new Director may be elected by the remaining Directors to fill such vacancy until the original term has expired.
- 2.11 Any Director may resign by notice in writing to the Chair.
- 2.12 A Director may be removed from the Board of Directors with a majority vote of the board if he or she:
 - 2.12.1 is absent from three (3) consecutive Board meetings; or
 - 2.12.2 is incompetent or unable to handle his or her duties; or
 - 2.12.3 behaves in a manner which is likely to endanger the interest or reputation of the Society.
- 2.13 Directors shall not receive wages.

3. Annual and General Meetings

- 3.1 The Society shall hold an Annual General Meeting on or before July 31 each year. All members will be given notice at least fourteen (14) days in advance by either telephone, or email.
- 3.2 Board Meetings and/or Special Meetings may be called at any time by any of the Directors, and, unless the Board meetings are held on a regular day each month of which all Board members have been informed. If Board meetings are not held on a regular day of each month, then notice must be given at least fourteen(14) days in advance by either

telephone or email to all Board members, unless the meeting is a Special Meeting called to vote on a Special Resolution, in which case at least twenty one (21) days' notice must be given to the membership either by telephone or email.

- 3.3 A special meeting may be called on the instructions of any two Board members provided they provide a written request to the Chair to call such meeting and state the business to be brought before the meeting. The Chair must provide at least twenty one (21) days' notice of a special meeting to the membership either by telephone or email.
- 3.4 If required due to an emergency situation, an extraordinary meeting of the Board may be called by the Chair or on the instructions of any two Board members, provided the Board members provide a written or a verbal request to the Chair to call such meeting and state the business to be brought before the meeting. If reasonable under the circumstances, the Chair will provide forty-eight (48) hours' notice of the meeting either by telephone or email. If the emergency is such that a situation must be addressed immediately, such as a flood, fire, natural disaster, urgent human resource matter or such, a meeting can be called with less notice, provided Board members are notified by telephone AND email.
- 3.5 Quorum for the Annual General Meeting or any Special Meeting of the Society shall be at least 10% of the members.
- 3.6 Quorum for a Board Meeting is 50% plus one of the Board of Directors
- 3.7 Voting may be done in person or by written proxy.

4. Committees

- 4.1 The Board may create committees as needed from time to time. The Board shall appoint all Committee Chairs.
- 4.2 The Committee Chair shall report to the Board.

5. Auditing

- 5.1 The accounts and records of the Society shall be audited at least once per year, prior to the Annual General Meeting by two (2) members of the Society elected for that purpose.
- 5.2 An audited financial statement shall be presented at the Annual General Meeting by the Treasurer.
- 5.3 The Society's fiscal year shall be April 1 to March 31.
- 5.4 The Society shall, each year, on or before the last day of the month immediately following its anniversary month, make a return to the Registrar containing:
 - 5.4.1 The address of the registered office of the Society
 - 5.4.2 The full name, address and occupation of each Director of the Society

5.4.3 The audited financial statement presented at the last Annual General Meeting of the Society

6. Borrowing Powers

6.1 The Board of Directors may borrow or issue debentures to carry out Society objectives only by Special Resolution passed by the members of the Society.

7. Seal

7.1 The Directors may provide for a common seal for the Society and may from time to time destroy it and substitute a new seal in its place.

7.2 The Secretary shall have charge of the seal of the Society, which, whenever used, shall be authenticated by the signature of any two (2) of the Directors authorized to sign for the Society.

8. Society Records

8.1 All members shall have access to the records of the Society at the Annual General Meeting, or at any time upon reasonable request.

9. Amendments to the By-laws

9.1 The Society's by-laws may be amended, added to or rescinded only by a special resolution voted on at a Special Meeting.

10. Dissolution

10.1 Should at any time the Society be dissolved by the membership, funds remaining on hand at the time of dissolution shall be distributed to one or more non-profit organizations with similar aims and objectives and are recognized registered charitable organizations in the province of Alberta. Such use will be determined by a majority vote of the membership.