

**UNITED WAY
ALBERTA NORTHWEST SOCIETY**

BYLAWS

August 2013
Updated November 2016
Updated September, 2024
Amended September 2025

United Way of Alberta Northwest Society
#213, 11330-6 Street
Grande Prairie, AB
T8V 7X9

UNITED WAY ALBERTA NORTHWEST SOCIETY (THE “UNITED WAY”)

RESOLVED, as a special resolution of the Society, that the Bylaws of United Way Alberta Northwest Society be altered by deleting the text of the current bylaws in their entirety and substituting with the following:

Article 1 - Preamble

1.1. The Society

The name of the society is United Way Alberta Northwest Society, which may also be known or referred to as United Way Alberta Northwest or as United Way.

1.2 The Bylaws

The following articles set forth Bylaws of the United Way Alberta Northwest Society.

Article 2 – Defining and Interpreting the Bylaws

2.1 Definitions – In these Bylaws, the following words have these meanings:

- 2.1.1 “**Act**” means the Societies Act, R.S.A. 2000, Chap. S-14 as amended, or any statute substituted for it.
- 2.1.2 “**Board**” means the Board of Directors of this Society.
- 2.1.3 “**Bylaws**” means the Bylaws of this Society as amended.
- 2.1.4 “**Chair**” means the Chair of the Board of the Society, or such Director as may be acting as the chair of a meeting in accordance with these Bylaws.
- 2.1.5 “**Director**” means any person elected or appointed to the Board. This includes the Chair and immediate past Chair.
- 2.1.6 “**Funded Partner**” means any registered Canadian charity receiving funding from the Society.
- 2.1.7 “**Officer**” means any Officer listed in Article 6.6 Officers of the Board.
- 2.1.8 “**Registered Office**” means the registered office for the Society.
- 2.1.9 “**Society**” means the United Way Alberta Northwest Society.
- 2.1.10 “**Special Meeting**” means the special meeting described in Article 5.3 Special Meetings.

2.2 Interpretation

- 2.2.1 Words importing the singular number include the plural and vice versa.
- 2.2.2 Words importing gender include the masculine and feminine.
- 2.2.3 Liberal interpretation: the Bylaws must be interpreted broadly and generously.

Article 3 – Objects of the Society

- 3.1 Objects of the Society are detailed in the Articles of Incorporation.

Article 4 - Membership

4.1 General

- 4.1.1 Upon the approval of the application for membership in this Society, any member is subject to this Bylaw and Act, subject to this Article 4.

4.2 Membership

- 4.2.1 the following membership types shall exist in the Society:

- a. FULL, for which a Board member appointed by resolution of the Board will be eligible. Persons with full membership will be allowed to vote at all meetings.
- b. ASSOCIATE, for which a committee member or any member of the public who supports the objectives and mission of the association will be eligible. Associate members will have no vote; *and*
- c. AGENCY, United Way Alberta Northwest Society membership where a registered non-profit or charity would pay a yearly membership fee and would have access to services and programs offered through the Society. Agency members will have no vote.

full and Associate Members must be at least eighteen (18) years old.

- 4.2.2 The Board may, from time to time, establish such additional membership criteria that it may then rely upon in determining any person's eligibility for membership.

4.3 Rights and Privileges of Members

- 4.3.1 All full members, as identified in Article 4.2.1, can vote at the annual general meeting.

4.4 Withdrawal from Membership

- 4.4.1 Any member may withdraw his or her membership in the Society by delivering to the Society at its Registered Office a written resignation and lodging a copy of the same with the secretary.

4.5 Removal of Members

- 4.5.1 Any member may be required to resign by a vote of three-quarters (3/4) of the full members in favour of the removal of the member at a meeting of members.

Article 5 - Meetings

5.1 Voting Procedure

- 5.1.1 This section applies to any meeting, including general and Special Meetings, unless otherwise indicated in these Bylaws.
- 5.1.2 At any meeting, a majority vote of full members present shall decide all questions, except when special resolution is required. For special resolutions, the question must be carried by 75% of full members present.
- 5.1.3 Each full member present has one vote on each question that is brought before any meeting.

- 5.1.4 All votes at any meeting are determined by a show of hands, unless:
- i. the Chair of the meeting calls for a ballot, or
 - ii. a resolution calls for a ballot.
- 5.1.5 The Chair of the meeting shall determine the voting procedure at ballots.
- 5.1.6 In the event of a tie, the Chair shall cast his/her deciding vote. The Chair cannot abstain.
- 5.1.7 In the event of dispute, the Chair of the meeting shall act in good faith and make the final, binding decision.
- 5.1.8 Voting by Proxy at all meetings is permitted as provided by:
- i. Each full member may by means of a proxy appoint a proxy holder, or one or more alternate proxy holders, who must be a full member(s) of the Society, to attend and act with the authority conferred by the proxy;
 - ii. The proxy shall be in writing, and conform with the requirements of these Bylaws;
 - iii. The proxy is valid only for matters detailed in the proxy and will not apply to other business which may be discussed at that meeting.
- 5.1.9 Between Board meetings emailed or faxed notes, on an emerging issue, may be accepted when accompanied by a signed hard copy.

5.2 Annual General Meeting

- 5.2.1 The annual general meeting shall take place no later than the 30th of September of each year.
- 5.2.2 The Board shall determine the date, time and place of the annual general meeting.
- 5.2.3 The secretary mails, e-mails or delivers a notice to each member at least 21 days before the annual general meeting. This notice states the place, date and time of the annual general meeting, and any business requiring a Special Resolution. Furthermore, public notice is given through electronic media at least 21 days before the annual general meeting.
- 5.2.4 At the annual general meeting, the Board shall:
- i. present the nominations and elect Board of Directors and Officers
 - ii. appoint the auditor
 - iii. receive the auditor's report and
 - iv. transact any other business presented to it ten days before the meeting.
- 5.2.5 Any financial statement presented at the annual general meeting shall be current to the end of the fiscal year.
- 5.2.6 Annual general meetings are open to the public. A majority of full members present may ask any persons who are not members to leave.

5.3 Special Meetings

- 5.3.1 A Special Meeting may be called at any time:
- i. by a resolution of the Board of Directors to that effect;

- ii. on the written request of a majority of Directors. The request must state the reason for the Special Meeting and the motion(s) intended to be submitted at this Special Meeting.
- 5.3.2 The secretary mails, e-mails or delivers a notice to each member at least 21 days before the Special Meeting. This notice states the purpose, place, date and time of the Special Meeting. Public notice may be given through electronic and/or print media at least 21 days before the Special Meeting.
- 5.3.3 Only the matter(s) set out in the notice for the Special Meeting are considered at the Special Meeting.

5.4 General and Special Meetings – Quorums

- 5.4.1 No business shall be transacted at any general or Special Meeting unless a quorum of full members is present.
- 5.4.2 a majority of full members shall constitute a quorum at any meeting.
- 5.4.3 A member may attend any or all meetings by means of telephone, electronic or other means of communication provided that all persons participating in the meeting can hear each other and communicate adequately with each other. A member participating by such means is deemed to be present at the meeting, included in quorum and, in the case of a full member, has full voting privileges.
- 5.4.4 The quorum shall be dissolved:
- i. if a quorum is not present within half an hour from the meeting time, or
 - ii. at the Directors' request.
- 5.4.5 If the quorum is not present, the meeting shall stand adjourned for one half of one hour.
- 5.4.6 At the end of the adjourned half hour, the full members present at the meeting shall be a quorum.
- 5.4.7 The full members present shall select someone of their number to be a Chair.
- i. if there is no Chair or vice-Chair; or
 - ii. if the Chair or vice-Chair:
 - a) is not present within fifteen minutes of the meeting, or
 - b) is unwilling to act as Chair.

5.5 General and Special Meetings – Adjournments

- 5.5.1 The Chair may, with the consent of the quorum, adjourn the meeting to another date, time and place.
- 5.5.2 Only any incomplete business from the adjourned meeting may be dealt with at the rescheduled meeting.
- 5.5.3 Members must receive notification of any meeting adjourned for more than 10 days in the manner determined by these Bylaws.
- 5.5.4 No notice is necessary for any meeting adjourned for less than ten days.

5.6 Board of Directors' Meetings

5.6.1 The Chair in this section refers to the Chair of the Board of Directors.

5.6.2 The Chair Shall:

- i. determine the date, time, and place for the meetings.
- ii. call for meetings at least every quarter, in each year.
- iii. call for a meeting within thirty-two days of the annual general meeting.

5.6.3 The Chair may call a meeting at any time, or within ten days of receiving a written request from at least a majority of Directors of the Board.

5.6.4 A majority of the Board shall constitute a quorum at any meeting.

5.6.5 An Officer or Director may attend any or all meetings of the members by means of telephone, electronic or other means of communication provided that all persons participating in the meeting can hear each other and communicate adequately with each other. A member participating by such means is deemed to be present at the meeting, included in quorum and, in the case of a full member, has full voting privileges.

Article 6 – Governance of the Society

6.1 The Board of Directors

6.1.1 The Board shall govern the affairs of the Society in accordance with this Bylaw, and the Act, with the purpose of fulfilling the Society's Objects.

6.1.2 The Board may enact and amend the Society's Bylaws.

6.1.3 The Board may:

- i. exercise its borrowing powers,
- ii. appoint any ad hoc committee, and
- iii. in consultation with the executive director, make decisions relating to any of the executive director's terms of employment.

6.1.4 The Board Shall:

- i. control any distribution of funds and resources collected,
- ii. review and approve the Society's annual operating budget,
- iii. employ the executive director for the Society, including determining:
 - a) the duration of the employment, and
 - b) the remuneration for the position.
- iv. give a complete report to its members at least once a year, and
- v. at its discretion, exercise any powers conferred upon it in these Bylaws.

6.1.5 Directors shall adhere to its Code of Ethics. (Attachment A)

6.2 Board Appointments

6.2.1 The board comprises no fewer than five and no more than twenty-five directors, the majority of whom are at arm's length to each other, to the most senior staff person and/or to other management staff. No employee may be a director.

6.2.2 Any Director designated as a member-at-large shall be elected for a three-year term.

6.2.3 Vacant positions will be filled as they occur by Board approval.

6.2.4 No member may be eligible for election as a Director if the member is:

i. the Society's employee.

6.2.5 If a Director candidate is an employee of a Funded Partner, the candidate shall disclose the same to the Board and such employee of a Funded Partner shall not vote on the direction of funds of the Society to the organization of which they are part following their election.

6.2.6 Board members completing their elected term may be eligible for only one additional consecutive term unless:

i. The Board member is elected to Office as defined in Article 6.6, or

ii. The Board gives special approval to extend the member's term.

6.3 Board Vacancies

6.3.1 The Board will ensure that any vacancies on the Board are filled by suitable candidates as soon as possible.

6.4 Remuneration

6.4.1 No Board Director or Officer shall receive financial remuneration for services rendered in the course of their duties.

6.4.2 Any Board Director or Officer may be reimbursed for expenses incurred on behalf of the Society, upon the Chair's approval.

6.5 Evaluation and Termination of Office

6.5.1 The executive committee shall review any Director's or Officer's membership status if the Director or Officer has been absent from three unexcused consecutive meeting.

6.5.2 The executive committee may make a recommendation to the Board to remove any Director or Officer.

6.5.3 Members of the Society may pass a resolution at a meeting to remove any Director or Directors from Office, subject to:

i. The Board's recommendation, and

ii. the Society's Bylaws.

6.5.4 Any Director's or Officer's position terminates upon:

i. the Director's or Officer's death, or

ii. the Society's receipt of the Director's or Officer's written resignation, or

iii. the Director's or Officer's end of term, or

iv. being removed from office.

6.6 Officers of the Board

6.6.1 The Officers in the Society shall consist of:

- i. Chair of the Board,
- ii. Vice-Chair of the Board,
- ii. Secretary of the Board, and
- iii. Treasurer of the Board.

6.7 Officers' Duties

6.7.1 The Chair will conduct an annual Performance Review of the executive director.

6.7.2 The Chair shall preside at the meetings held by:

- i. the Board, or
- ii. the executive committee.

6.7.3 The Chair may call a Special Meeting for Directors, at her discretion, or upon the written request of a minimum a majority of Directors.

6.7.4 The Chair shall be a member of all committees.

6.7.5 The Chair may:

- i. attend any meeting, and
- ii. vote at any meeting.

6.7.6 The past-Chair of the Board shall act as a Chair of any Nominating Committee.

6.7.7 The vice-Chair shall perform the Chair's duties if the Chair:

- i. is absent, or
- ii. has resigned, or
- iii. is unable to perform his duties.

6.7.9 The treasurer shall present financial updates to the Board on a regular basis.

6.7.10 The secretary shall supervise the record and distribution of the minutes from the Board's Meetings.

6.8 Committees

6.8.1 General

6.8.1.1 The Society consists of any committee, or ad hoc committee, which the Board may appoint.

6.8.1.2 All committees' duties and powers are subject to the Board's discretion.

6.8.2 The Executive Committee

6.8.2.1 The executive committee shall consist of the Board:

- i. Chair,

- ii. Past-Chair,
- iii. Vice-Chair,
- iv. Secretary,
- v. Treasurer, and
- vi. Executive director.

6.8.2.2 The executive committee shall supervise and direct the general administration of the Society.

Article 7 – Finance and Other Management Matters

7.1 The Registered Office

7.1.1 The Registered Office of the Society is located in Grande Prairie. Another place may be established at the annual general meeting or by resolution of the Board, as long as this change is communicated to Corporate Registry.

7.2 Finance and Auditing

7.2.1 The fiscal year of the Society ends on March 31st of each year.

7.2.2 There must be an audit of the books, accounts and records of the Society at least once each year. A qualified accountant appointed at each annual general meeting must do this audit. At each annual general meeting of the Society, the auditor submits a complete statement of the books for the previous year.

7.3 Seal of the Society

7.3.1 The Board has adopted a seal as the seal of the Society.

7.3.2 The Secretary or treasurer shall have control and custody of the seal, unless the Board decides otherwise.

7.3.3 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.

7.4 Cheques and Contracts of the Society

7.4.1 All cheques drawn on the monies of the Society must be reviewed and signed by any two of the following:

- i. Chair;
- ii. Vice Chair;
- iii. Secretary;
- iv. Treasurer;
- v. Executive director

7.4.2 All contracts of the Society must be signed by at least two of the Officers as described in Article 7, subsection 7.4.1

7.4.3 No business transaction shall transpire, except with respective banks, trust companies, organizations or corporations, designated by the Board.

7.5 The Keeping and Inspection of the Books and Records of the Society.

- 7.5.1 The secretary keeps a copy of the minute books (in electronic form if desired) and oversees the recording of all meetings of the members and of the Board.
- 7.5.2 The secretary keeps the minute books (in electronic form if desired) at the Registered Office of the Society. This record contains minutes from all meetings of the Society, the Board and the executive committee.
- 7.5.3 The Board keeps and files all necessary books and records of the Society as required by the Bylaws, the Act, or any other statute or laws.
- 7.5.4 A member wishing to inspect the books or records of the Society must give 72 hours notice to the Chair or secretary of his intention to do so.
- 7.5.5 Unless otherwise permitted by the Board, such inspection will take place only at the Registered Office, during normal business hours.
- 7.5.6 All financial records of the Society are open for such inspection by members, during normal business hours and with 72 hours notice.
- 7.5.7 Other records of the Society are also open for inspection, except for records that the Board designates as confidential. 72 hours notice must be provided.

7.6 Borrowing Powers

- 7.6.1 The Society may borrow or raise funds to meet its objects and operations. The Board decides the amounts and ways to raise money, including giving or granting security.
- 7.6.2 The Society may issue debentures to borrow only by resolution of the Board confirmed by a Special Resolution of the Society.

7.7 Payments

- 7.7.1 No member, Director or Officer of the Society receives any payment for his services as a member, Director or Officer.
- 7.7.2 Reasonable expenses incurred while carrying out duties of the Society may be reimbursed upon Board approval.

7.8 Protection and Indemnity of Directors and Officers

- 7.8.1 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.
- 7.8.2 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.
- 7.8.3 Directors or Officers can rely on the accuracy of any statement of report prepared by the Society's auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

Article 8 – Amending the Bylaws

- 8.1 In the future, these Bylaws may be cancelled, altered or added to only by a Special Resolution at any annual general meeting or Special Meeting of the Society.
- 8.2 The ten (10) day notice of the annual general meeting or twenty-one (21) day notice of the Special Meeting of the Society must include details of the proposed resolution to change the Bylaws.
- 8.3 The amended bylaws take effect after approval of the Special Resolution at the annual general meeting or Special Meeting and acceptance by the Corporate Registry of Alberta and any other registry required by statute.

Article 9 – Distributing Assets and Dissolving the Society

- 9.1 The Society does not pay any dividends or distribute its property among its members.
- 9.2 If the Society is dissolved, any funds or assets remaining after paying all the debts will be distributed to another registered Canadian charity or charities. members will select the organization(s) to receive the assets by special resolution.

Attachment A

CODE OF ETHICS

As a member of this Board, I will:

- Represent the interests of all people served by this organization.
- Keep confidential information confidential.
- Approach all Board issues with an open mind, prepared to make the best decisions for the whole organization.
- Do nothing to violate the trust of those who elected me to the Board, or those we serve.
- Focus my efforts on the mission of the organization and not on my own personal goals.
- Never exercise authority as a Board member except when acting in a meeting with the full Board, or as I am delegated by the Board.
- Be cognizant of any potential conflicts of interest which may arise. I will notify my fellow Board members of such conflict, and refrain from voting on any issue where I may be determined to be in conflict of the interests of the organization.