

# **Santa's Secret Service Society of Alberta**

## **Bylaws**

**1. PREAMBLE**

- 1.1 The name of the Society is Santa's Secret Service Society of Alberta, which is also known or referred to as Santa's or Santa's Secret Service.
- 1.2 This document sets out the general bylaws of the Society.

**2. DEFINITIONS**

- 2.1 In this bylaw and all other bylaws of the Society, unless the context otherwise specifies or requires, the following words have these meanings.

2.1.1

"**Board**" means the board of directors of the Society.

- 2.1.2 "**Committee**" means a committee within the Society as designated by the Board of Directors as required.

- 2.1.3 "**Consent**" means either written consent or consent duly noted in the minutes when it is provided in a meeting of the directors or members. Outside of a meeting, consent implies consent delivered via letter, email, fax, web or other electronic means.

- 2.1.4 "**Conflict of interest**" means any situation in which a person's ability to act in the best interest of the Society is or could be directly or indirectly compromised by personal, business, or other interests.

- 2.1.5 "**Director**" means a member of the board of directors of the Society.

- 2.1.6 "**Executives**" means the President, Vice President, Treasurer and Secretary of the Society as elected by the Society's members at an annual general meeting, or as appointed in an acting capacity by the board of directors in the event of a position becoming vacant prior to the next annual general meeting.

- 2.1.7 "**Member**" means any individual eighteen (18) years of age or over, organization, or corporation residing in Canada, who supports the mandates and objectives of the Society, and who has been admitted as a member of the Society.

- 2.1.8 "**Member in good standing**" means a member who has not been expelled or suspended from, or denied membership by, the Board or withdrawal his or her membership in accordance with these bylaws.

- 2.1.9 "**Notice**" means a notice delivered in writing via either letter, email, fax, web or other electronic means. A notice is considered delivered when it is sent, not when it is received.

- 2.1.10 "**Officers**" mean those persons designated as such by the board of directors, e.g., Executive Director, Program Coordinator, etc.

- 2.1.11 "**Society**" means Santa's Secret Service Society of Alberta.

- 2.1.12 “**Special Resolution**” means a resolution passed by at least three-quarters (3/4) of all members entitled to vote, in person or by proxy, at a meeting of members for which notice has been duly given as specified by the bylaws.

**3.**

**MEMBERSHIP**

- 3.1 Any individual eighteen (18) years of age or over, organization, or corporation residing in Canada, with an interest in the Society’s mandate and objectives, may become a member of the Society by making an application in approved form to the Society and upon payment of any nominal fee that may have been determined.
- 3.2 Membership in the Society will be broadly based and encouraged from the community at large.
- 3.3 Membership fee, if any, in the Society shall be determined, from time to time, by the members at an annual general meeting.
- 3.4 Membership in the Society is for a one (1) year term and is renewable upon the expiry of such term. Renewals of membership will be subject to the payment of any applicable membership fees as determined by the Board from time to time.
- 3.5 The Board may accept or reject any membership application for good and sufficient reason, based on the perceived impact of such membership to the mandate and objectives of the Society.
- 3.6 Notwithstanding the foregoing, no applicant will be granted or denied membership on the basis of any of the following attributes, in and of themselves: gender, religion, ethnicity, race, colour, cultural background or sexual orientation.
- 3.7 No member of the Society shall, in an individual capacity, be liable for any debt or liability of the Society.
- 3.8 Membership in the Society is not transferable or assignable.
- 3.9 An up-to-date registry of all members will be maintained in the Society’s office, and any personal information included in it will be protected in accordance with provincial and federal privacy protection legislations and regulations.
- 3.10 Each member in good standing in the Society will be eligible to:
- (a) Cast one vote at all annual or general meetings where general membership voting is required;
  - (b) Be nominated for election as a member of the Board of the Society, as prescribed under these bylaws.
- 3.11 An individual, organization, or corporation shall cease to be a member of the Society:
- a) By delivering a letter of resignation in writing to the Secretary or the Board of the Society or by mailing it to the address of the Society; or

- b) Upon the death of the member or, in the case of a corporation or other organization, upon its dissolution; or
- c) Upon being expelled or suspended from membership. The Board may expel or suspend from membership in the Society any member who, in the opinion of the Board, is deemed to be acting in a manner detrimental to the mandate and objectives of the Society. The decision to expel or suspend a member will require a three-quarters (3/4) majority vote at a meeting of the Board, and the decision will be effective immediately upon a three-quarters (3/4) majority vote being passed; or
- d) If the member is in arrears of the annual membership assessment for a period in excess of six (6) months. Such a member shall be considered as automatically suspended with no entitlement to any membership privileges or powers in the Society. The member may be reinstated if and when the annual membership assessment is paid again in full.

#### **4. HEAD OFFICE**

- 4.1 Until changed in accordance with the Societies Act, the head office of the Society will be in the City of Calgary, in the Province of Alberta.

#### **5. BOARD OF DIRECTORS**

- 5.1 The property and business of the Society will be managed by a volunteer board of directors (the "Board" or the "Directors"), who may hire paid employees to carry out the operations of the Society under the direction and supervision of the Board. Members of the Board will be elected from the Society's membership. The affairs of the Society will be administered by the Board to further the mandate and objectives of the Society, as provided under the Societies Act or other applicable legislation, in accordance with these bylaws.

#### **5.2 Powers and Duties of the Board**

- 5.2.1 The Board has all the powers of the Society as provided in the Societies Act, including:
  - a) Developing and approving an annual budget for the Society;
  - b) Authorizing expenditures to manage and operate the Society;
  - c) Acquiring, accepting, soliciting or receiving legacies, gifts, grants, settlements, bequests, endowments or donations of any kind whatsoever to further the mandate and objectives of the Society;
  - d) Investing extra monies or creating a trust fund so that the capital and interest may be available to further the mandate and objectives of the Society;
  - e) Selling or disposing off any of the property of the Society;
  - f) Approving and entering into all contracts on behalf of the Society;

- g) Delegating its powers and responsibilities to a committee of the Board or to the Society's paid employees in accordance with specific terms as prescribed by the Board at that time.

5.2.2 The duties of the Board include:

- a) Promoting the mandate and objectives of the Society;
- b) Maintaining and protecting the Society's property and assets;
- c) Paying for the goods and services purchased to carry out the operations of the Society, as well as hiring paid staff as required;
- d) Making policies, rules and regulations for managing and operating the Society;
- e) Maintaining all necessary books, accounts, records and documents of the Society as required by bylaws or any applicable statutes or laws; and,
- f) Appointing professional counsel (legal, financial, etc.) as required to ensure that the Society adheres to all relevant laws and regulations.

**5.3 Nomination, Election and Terms of the Board**

5.3.1 The Board will be composed of a minimum of three (3) Directors and a maximum of twelve (12) Directors at any given time, elected from the general membership of the Society. The Board's composition must include all executive committee positions as prescribed under Article 6.5 of these bylaws.

5.3.2 The composition of the Board will be reviewed annually at the annual general meeting of the Society. Any member in good standing in the Society will be eligible to be nominated for election as a Director of the Society at the annual general meeting of the Society (as prescribed under Article 5.3.3), or for a term-limited appointment at any other time if there is a vacancy on the Board (as prescribed under Article 5.3.4).

5.3.3 Election at the annual general meeting of the Society:

- a) A list of nominations will be circulated to all members in good standing in advance of the annual general meeting. The list will be presented as a report to the meeting with the recommendation that the persons listed are considered suitable for election, have agreed to serve, and should be elected.
- b) Only persons duly nominated will be eligible for election by the general membership as a Director of the Society.
- c) A Director will be considered duly elected if so decided by a simple majority vote of the Society's members at the annual general meeting.
- d) Any Director who is elected by the Society's membership at the annual general meeting will have no limit to term of service unless decided by a three-quarters (3/4) majority vote at a meeting of the Board, or specified otherwise.

5.3.4 Appointment at meetings of the Board of Directors of the Society:

- a) If there is a vacancy on the Board at any given time other than at an annual general meeting (i.e. there are less than twelve (12) Directors on the Board), any member in good standing may be nominated for a term-limited appointment as a Director.
- b) The Directors at the Board meeting will vote on the nomination, and the person will be considered appointed to the Board if so decided by a simple majority vote of the Directors.
- c) The newly appointed Director's term will begin on the date of the meeting at which s/he is voted in, and will be considered to be up for renewal at the next annual general meeting. If the person is subsequently elected at the next annual general meeting as prescribed under Article 5.3.3 above, s/he will have no limit to term of service unless decided by a three-quarters (3/4) majority vote at a meeting of the Board, or specified otherwise.

5.3.5 The position of Director will be automatically vacated if:

- a) A Director resigns from his/her position by submitting a written resignation to a member of the executive committee of the Board; or
- b) Any director, upon a majority vote of all members in good standing, may be removed from office for any cause which the Society may deem reasonable.
- c) At any meeting of the Board, a resolution to remove the said Director is passed by three-quarters (3/4) of the Directors. If a three-quarters (3/4) majority vote is passed to remove a Director, the Directors term will end on the date of the meeting at which the voting occurred.
- d) If a vacancy occurs for any reason under this Article, the Board may fill the vacancy as prescribed under these bylaws.

5.3.6 Members of the Board will serve in these positions in a voluntary capacity and will not be entitled to receive any payment for these services (e.g., income, honoraria, dividends, etc.).

**5.4 Board Meetings**

5.4.1 Meetings of the Board will be called by the President approximately once every month and as often as required. A Special Meeting of the Board may also be called if necessary. Each Director will receive four (4) days' notice of the meeting, along with an agenda and supporting details prior to the meeting.

5.4.2 Board and committee meetings will generally be held at the Society's head office unless announced otherwise. Board meetings will be chaired by the President; committee meetings will be chaired by the designated Chair of the committee.

5.4.3 The individuals chairing the meetings will be responsible to ensure that: agendas are distributed ahead of time, meetings are run efficiently, and all orders and resolutions are properly communicated to the Board (in the case of committee meetings) and Officers, as applicable.

5.4.4 Directors may participate in meetings of the Board or committees in person, by telephone or other communication facilities, which permit all persons participating in the meeting to hear each other, or concurrently view one another's messages. Any

person participating in the meeting by such means will be deemed to be present at the meeting.

- 5.4.5 A quorum of Directors is required to hold a meeting. If a quorum is not achieved, the President or delegate may reschedule the meeting, provided that all Directors are notified of the change at least four (4) days prior to the meeting.

## **5.5 Voting and Quorum Requirements**

- 5.5.1 From time to time, Directors will be required to vote to decide on matters relating to the Society. Each Director is authorized to exercise one (1) vote. Unless stipulated otherwise, a resolution (also referred to as a “motion”) will be carried if those in favour constitute a majority of those voting.

- 5.5.2 Voting may occur at a Board meeting, or at a committee meeting (for committee-related matters). Voting may also occur outside of meetings, e.g., in writing, by proxy, via email, telephone or other communication facilities, provided that all Directors are informed of the matter being decided on and a deadline is stipulated by which time the votes must be cast.

- 5.5.3 For voting that occurs outside of meetings, the vote must generally be submitted to the President or, for committee-related matters, to the appointed Chair of the committee. A Director may appoint any other Director to cast a vote by proxy, if the first Director is likely to be absent from a meeting. The Director who appoints someone else as proxy must inform the President of such an appointment and of the exact resolutions or matters for which the proxy has been granted.

- 5.5.4 A quorum must be achieved for voting to occur. Unless stipulated otherwise, one half (1/2) of the board at any given time shall constitute a quorum, provided that at least three (3) Directors are present.

- 5.5.5 In the event of a split vote, the Chairperson will cast the deciding vote. If the Chair abstains from this, the resolution will be considered defeated.

## **6. COMMITTEES**

- 6.1 The Board may designate and appoint members to various committees to assist the Board in the performance of its duties and responsibilities.

- 6.2 Board committees may include persons who are not Directors on the Board, however, each Committee must include at least one member of the Board. The Board may either appoint a Chair for the committee, or request the committee members to nominate one of their members as the Chair. Only a member of the Board may hold the position of committee Chair.

- 6.3 With the exception of the Executive Committee (prescribed under Article 6.5 below), the terms of reference for each committee will be prescribed by majority vote of the Board at or shortly after the time of setting up the committee. These terms will include: the committee's mandate, scope of authority and responsibilities, reporting structure and requirements, description of members, and how long the Committee will be in operation.

- 6.4 Terms of reference notwithstanding, any committee may be dissolved by a majority vote of the Board.

**6.5 The Executive Committee of the Board**

6.5.1 The Executive Committee of the Board (the “Executive”) will consist, at minimum, of a President, Vice President, Treasurer and Secretary, elected by a simple majority vote at the annual general meeting of the Society. In case of a vacancy, one person may fill more than one of these positions. Other positions may be added if required. The term of the position will be for one year, with no limit on the number of terms that a person may hold. Any person on the Executive may be removed from that committee (and, therefore, from their elected position, if any) by a three-quarters (3/4) majority vote of the Directors.

6.5.2 Meetings of the Executive Committee may be held at any time and place mutually agreed upon by the committee members.

6.5.3 The President will:

- a) Supervise all affairs of the Board;
- b) Chair all meetings of the Society, the Board and the Executive Committee;
- c) Be an ex officio member of all Board Committees;
- d) Act as the official spokesperson for the Society; and
- e) Perform other duties as assigned by the Board.

6.5.3 The Vice President will, in the absence of the President, perform the duties and exercise the power of the President.

6.5.4 The Treasurer, or a person the Treasurer may delegate, will:

- a) Have the custody of the funds and securities of the Society;
- b) Ensure that full and accurate accounts of all assets, liabilities, receipts and disbursements of the Society are kept in the books belonging to the Society;
- c) Ensure that all monies, securities and other valuable effects are deposited in the name and to the credit of the Society in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time;
- d) Disburse the funds of the Society as directed, taking proper vouchers for such disbursements;
- e) Report to the Directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the Society; and
- f) Perform other duties as assigned by the Board.

6.5.5 The Secretary will act as clerk of the Society and will:

- a) Attend all meetings of the Society and of the Board and be responsible for the accurate recording of all votes and minutes of the proceedings of the Society; and to keep accurate minutes of the same;
- b) Be in charge of the Seal of the Society which whenever used shall be authenticated by the signature of the Secretary and the President, or, in the cause of the death or inability of either to act, by the Vice-President. In case of the absence of the Secretary, his/her duties shall be discharged by such officer as may be appointed by the Board;
- c) Be in charge of all correspondence of the Society and be under the direction of the President and the Board;
- d) Keep an accurate record of names and addresses of all the members of the Society;
- e) Send all notices of the various meetings as required;
- f) Collect and receive the annual dues or assessments levied by the Society. Such monies shall be promptly turned over to the Treasurer for deposit in a bank, trust company, credit union or Treasury Branch as required;
- g) Perform other duties as assigned by the Board.

## **7. INDEMNITIES TO DIRECTORS, OFFICERS AND OTHERS**

7.1 Every Director, officer or member of the Society and their heirs, executors, and administrators, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Society, if the funds so permit, from and against:

- a) All costs, charges and expenses that such Director, officer or member sustains or incurs in or about any action, suit, or proceeding that is brought, commenced, or prosecuted against him or her for or in respect of any act, deed, matter, or thing whatsoever made, done, or permitted by him or her in or about the execution of his or her duties pursuant to the bylaws; and
- b) from and against all other costs, charges, and expenses that he or she sustains or incurs in or about or in relation to the affairs of the Society except such costs, charges, or expenses as are occasioned by his or her own wilful neglect or default.

7.2 No Director, Officer, or member of any committee of the Board of the Society shall be liable in his/her individual capacity, for any debt or liability of the Society.

## **8. MEETINGS OF MEMBERS**

8.1 The annual general meeting of the Society's members will be held in Alberta on or before a date and time in each year as the Board may determine, for the purpose of:

- a) presenting the financial statements setting out the Society's income, disbursements, assets and liabilities as required by the Alberta Societies Act;

- b) electing the Directors of the Society; and,
  - c) conducting transactions of any other business deemed advisable by the Board.
- 8.2 All members in good standing will be provided with notice in writing of the time and date of the annual general meeting at least twenty-one (21) days prior to the meeting.
- 8.3 In addition to the annual general meeting, a special meeting of members shall be called by the President or Secretary:
- a) for any reason deemed necessary by the Board, or
  - b) upon receipt by the President or Secretary of a petition signed by one-third (1/3) of the members in good standing, setting forth the reasons for calling such meeting.

All members in good standing will be informed of the time, date and purpose of the special meeting at least eight (8) days prior to the meeting.

- 8.4 A written notification will be sent to each member in good standing at his/her last known street or email address, provided that such notice complies with the timelines prescribed under Articles 8.2 or 8.3 above, as applicable. Such notification may also be conveyed in the Society's newsletter.
- 8.5 The President, or in his/her absence, a Vice-President of the Society, will chair the meeting of members. If the Secretary is absent from the meeting of members, the Chair shall appoint some other person to fulfil the role of the secretary for the duration of that meeting.
- 8.6 At any meeting of members, every member in good standing will be entitled to one (1) vote by attending such a meeting in person, or by proxy (as prescribed under Article 8.7 below).
- 8.7 Written proxies will be accepted at meetings of members (see Proxy Form in Appendix 'A'). No person may act as a proxy-voter unless s/he is entitled to be present as a voting member at the meeting at which s/he acts as a proxy-voter. Any person holding proxies must file the written proxy with the appointed secretary, prior to the commencement of the meeting at which the proxy is to be exercised.
- 8.8 At any meeting of the members, 5 members in good standing represented in person or by proxy at such meeting shall constitute a quorum for the transactions of business. If less than quorum is present in person or by proxy, the President may adjourn the meeting to a fixed time and place determined by the President or Secretary.
- 8.9 At a meeting of members, any question, unless specified otherwise, may be decided by a show of hands. Every person who is present and entitled to vote shall have one vote, plus any proxy votes that they have been appointed to conduct. The Chair, or designate, will request and count the show of hands of "those in favour" of the question and those "opposed" to the question. The question will be said to have been "carried" if there is a majority show of hands by eligible voters, and will be entered as such in the minutes of the meeting. The result of the vote so taken shall be the decision of the members upon the said question.

## **9.0 FINANCIAL**

- 9.1 Unless otherwise ordered by the Board, the financial year-end of the Society in each year shall be March 31<sup>st</sup>.
- 9.2 The books, accounts and records of the Society shall be audited at least once each year by a duly qualified accountant or internally by a Board member in good standing. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the annual meeting of the Society.
- 9.3 At each annual general meeting, the Board will appoint a duly qualified accountant to audit the accounts and financial records of the Society for the coming year. The auditor shall hold office until the next annual general meeting and will provide a complete and proper audited statement of the Society's financial standing for the previous year to the Society's members at the annual general meeting.
- 9.4 The books and records of the Society may be inspected by any member of the Society at the annual meeting or at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same. Each member of the Board shall at all times have access to such books and records.
- 9.5 The remuneration of the auditor shall be fixed by the Board, and in the event of any vacancies in the office of the auditor, the Directors will fill the vacancy at the earliest possible opportunity.
- 9.6 Any financial or contractual instruments requiring the signature of the Society will be signed by the Treasurer and any one of: a) the President or b) the Secretary.
- 9.7 In the event that the Society is dissolved, after payment of all debts and liabilities of the Society, the remaining property of the Society shall be distributed or disposed of to "qualified donees".

## **10. BORROWING POWERS**

- 10.1 For the purpose of carrying out its objectives, the Society may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the Society, and in no case shall debentures be issued without the sanction of a special resolution of the Society.

## **11. AMENDMENT OF BYLAWS AND MANDATE OF THE SOCIETY**

- 11.1 The bylaws of the Society may be rescinded, altered, or revised only by Special Resolution passed at a meeting of members. Members will be notified of the intent to propose the resolution as a special resolution to rescind, alter, or revise the Society's bylaws. The notification will be in accordance with Section 8 above.
- 11.2 The mandate of the Society may be broadened, restricted or abandoned only by Special Resolution passed at a meeting of members. Members will be notified of the intent to propose the resolution as a special resolution to broaden, restrict or abandon the Society's mandate. The notification will be in accordance with Section 8 above.

- 11.3 A copy of the Special Resolution passed by the members of the Society to amend the bylaws or the mandate of the Society shall be registered with the Registrar of Corporations for the Province of Alberta as soon as possible thereafter

All above changes were sanctioned by the members at a meeting of members held in Calgary, AB on June 3, 2007.

DATED at Calgary, AB, Canada, this 4th day of March 2007.

**PROXY FORM**

I, (print name) \_\_\_\_\_ hereby appoint (print name) \_\_\_\_\_

as my proxy to vote for me on my behalf at the (general / special) meeting of members of Santa's Secret Service Society of Alberta to be held on (date) \_\_\_\_\_, and at any adjournment thereof.

Date \_\_\_\_\_ Signature \_\_\_\_\_

**Notes:**

This form must be produced as evidence, by the person using the proxy, to the recording clerk or secretary, prior to the official commencement of the meeting.

This proxy will only be accepted if the proxy-holder is a member in good standing of the Society and is entitled to vote.