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## 1 ARTICLE 1 - PREAMBLE

### 1.1 The Society

1.1.1 The name of this Society shall be: Alberta Restorative Justice Association

### 1.2 The Bylaws

1.2.1 The following articles set forth the Bylaws of the Alberta Restorative Justice Association

## 2 ARTICLE 2 – DEFINING AND INTERPRETING THE BYLAWS

### 2.1 Definitions

2.1.1 In these bylaws the following words have these meanings.

2.1.1.1 *Act* – means the Alberta Societies Act

2.1.1.2 *Association* – means the Alberta Restorative Justice Association

2.1.1.3 *Annual General Meeting* – means the annual general meeting described in article – 4.3.2

2.1.1.4 *Board* – means the Board of Directors of the Association

2.1.1.5 *Bylaws* – means the bylaws of this Association

2.1.1.6 *Director* – means any person elected to the Board of Directors

2.1.1.7 *Executive Committee* – means officers of the Board

2.1.1.8 *General Meeting* – means open to all members, the public and the media

2.1.1.9 *Member in good-standing* – means member who has retained membership.

2.1.1.10 *Officer(s)* – means President, Vice President and Secretary and Treasurer of the Board

2.1.1.11 *Register of Members* – means the written list of names and addresses of Members

2.1.1.12 *Resolution* – means motion

2.1.1.13 *Special Board meeting* – special meeting of the Board describes in article 5.1.11

2.1.1.14 *Special General meeting* – Special meeting of the members describes in article 4.4

2.1.1.15 *Special Resolution* – means a motion requiring notice of a minimum of 3 weeks notice to members and 75% of the vote of those in attendance of a General Meeting

2.1.1.16 *Voting Member* – means a member in good standing.

## **2.2 Interpretation**

- 2.2.1** The following rules of interpretation apply to interpreting these bylaws
- 2.2.1.1 ***Singular and plural*** – words indicating the singular are included in plural and vice-versa.
  - 2.2.1.2 ***He or him*** – is inclusive of both genders (he/she, him/her)
  - 2.2.1.3 ***Members*** – members of the Association
  - 2.2.1.4 ***Headings*** – are for convenience only and do not affect the interpretation of these Bylaws.
  - 2.2.1.5 ***Liberal Interpretation*** – these Bylaws must be interpreted broadly and generously.
  - 2.2.1.6 ***Bylaw interpretation disputes*** – are settled by the Board of Directors by simple majority (51%)

## **3 ARTICLE 3 - MEMBERSHIP**

### **3.1 Membership**

- 3.1.1** Any Alberta organization or individual who expresses a commitment to the values and principles of Restorative Justice may apply for membership.

### **3.2 Membership Rights & Privileges**

- 3.2.1 Receive timely notification and agendas of Association's General Meetings.
- 3.2.2 Attend and speak at Association's Annual General Meeting or any duly called general meeting.
- 3.2.3 Have one vote per motion presented at any general meetings of the Association.
- 3.2.4 Sit on committees established by the Board of the Association.
- 3.2.5 Be elected to the Board of Directors of the Association.
- 3.2.6 Receive copies of the; minutes, financial reports and other pertinent information related to the Association, upon written request.

### **3.3 Membership Limitations and Restrictions:**

- 3.3.1 Members must adhere to these Bylaws
- 3.3.2 No person directly employed by the Association will have membership in the Association.
- 3.3.3 No employee of a government department or agency/organization providing funding may be a member.

- 3.3.4 Any member performing a Board Approved contract service for the Association may retain membership but must adhere to all articles of *Article 6.4.3*

### **3.4 Application and Membership Fees**

#### **3.4.1 Application**

- 3.4.1.1 All potential members will be required to submit an application to the Association.
- 3.4.1.2 The association will review all application to ensure membership criteria.
- 3.4.1.3 Membership becomes active on payment of prescribed fee.

#### **3.4.2 Membership Fees**

- 3.4.2.1 Initial Membership fees will be set by the Association's Organization Committee
- 3.4.2.2 Thereafter, the Association will review and set membership fees at any Annual General Meeting.
- 3.4.2.3 Any increase or decrease in fees will become effective for the following year.
- 3.4.2.4 The membership year is November 1 to October 31
- 3.4.2.5 Membership fees will be due Nov. 1, annually.

### **3.5 Membership in Good Standing:**

- 3.5.1 Member in good standing refers to any accepted member having paid the required membership fees.
- 3.5.2 Member is not suspended as Member as provided in Article 3.6

### **3.6 Suspension or Termination of Membership**

- 3.6.1 A membership may be suspended for a period of not more than 1 year or have their membership terminated by the Board at any regular Board Meeting.
- 3.6.2 Reasons for suspension or terminate of membership may be as result of:
  - 3.6.2.1 The Member has failed to abide by the bylaws.
  - 3.6.2.2 The Member has failed to pay the designated Association fee.
  - 3.6.2.3 The member has been disloyal to the Association.

3.6.2.4 The Member has disrupted meetings or functions of the Association.

### **3.7 Notice to Member**

- 3.7.1 The member will be notified of the intention of the Board to suspend or revoke membership at least three weeks prior to the Board Meeting.
- 3.7.2 Notification stating why the pending suspension or revoking of membership will be provided by registered mail or may be delivered in writing by an officer of the Association.
- 3.7.3 The member will be given the opportunity to withdraw his membership in writing at any time prior to the Board Meeting; this opportunity will be included in the notification to the member.

### **3.8 Decision of the Board**

- 3.8.1 The member has a right to appear at the Board Meeting to present their view but may not vote on the resolution to suspend or terminate membership.
- 3.8.2 The Board will determine how the matter will be dealt with.
- 3.8.3 The member will be permitted to withdraw his membership at any time prior to a call for vote on the motion.
- 3.8.4 The decision of the Board is final.

### **3.9 Withdrawal of Membership**

- 3.9.1 Any member may resign his membership at any time by simply stating it at the Annual General Meeting or by sending written notice to the Board
- 3.9.2 Death of regular member
- 3.9.3 Deemed withdrawal include:
  - 3.9.3.1 Failure to pay required membership fee.
  - 3.9.3.2 Suspension or Expulsion of membership Article 3.5
  - 3.9.3.3 The Association will remove the name of Members with date of removal in the Association Register.

### **3.10 Transmission of Membership**

- 3.10.1 No right or privilege of any membership is transferable to another person.

### **3.11 Continued Liabilities for Debts Due**

- 3.11.1 Membership fees will be nonrefundable.

**3.11.2** Although a Member ceases to be a Member he is liable for any personnel debts owing to the Association at the date of ceasing to be a member.

### **3.12 Limitation on Liabilities of Members**

**3.12.1** No member is, in his individual capacity liable for any debt or liabilities of the Association.

## **4 ARTICLE 4 - MEETINGS OF THE ASSOCIATION**

### **4.1 Governance of all appropriately called meetings of the Association**

**4.1.1** All meeting will be conducted under Robert's Rules of Order.

### **4.2 Conducting Meetings**

**4.2.1** The Chair of the Board will chair all General Meetings, and Board Meetings in his/her absence the Vice-president will chair the meeting if neither is present within 15 minutes of the start time of the meeting the remaining Board members will select a chair from those Board members present.

**4.2.2** If quorum is not present within 30 minutes of the start time, the agenda items may be discussed but no motions can be moved, a new meeting date, time and place will be set for a future meeting prior to adjournment.

**4.2.3** The Secretary or his designate will take minutes at all General and Board Meetings of the Association.

**4.2.4** The Chair has the right to vote, make motions and speak to any motion he does not carry a second, tie-breaker vote, a tie vote is a defeated vote.

**4.2.5** The Chair decides in good faith on any disputed vote and this decision is final.

### **4.3 General Meeting**

#### **4.3.1 Number of Meetings**

- 4.3.1.1 Only one general meeting of the membership is required annually being the Annual General Meeting.
- 4.3.1.2 From time to time, and under extra-ordinary circumstances Special General Meetings may be called.

#### **4.3.2 Annual General Meeting**

- 4.3.2.1 An Annual General Meeting will be held between Nov. 1 and Nov. 30 of each year.
- 4.3.2.2 The Board will set the date, time and place of the meeting at least two months in advance.
- 4.3.2.3 Amendments to the Bylaws must have been preceded by appropriate Special Resolution notice.
- 4.3.2.4 Amendment of annual fee must be preceded by appropriate notice.

#### **4.3.3 Annual General Meeting, Notification & Advertisement**

- 4.3.3.1 The Executive Director or Association Secretary/Treasurer or his designate will notify all members by mail, email or fax a **minimum of 1 month** prior to meeting.
- 4.3.3.2 The date, time and place of the meeting will be advertised throughout the Province a minimum 1 month prior to the AGM.
- 4.3.3.3 Any Special resolutions being brought forth will be included in the notification.

#### **4.3.4 Annual General Meeting (AGM) Agenda**

- 4.3.4.1 The AGM, although not limited to, will be for the following purposes.
  - 4.3.4.1.1 Review and approve the fiscal year-end financial statements.
  - 4.3.4.1.2 Review of the Executive Director's report (should there be one)
  - 4.3.4.1.3 Review of Chair's annual address
  - 4.3.4.1.4 Review of any standing committees annual reports
  - 4.3.4.1.5 Bylaw Amendments
  - 4.3.4.1.6 Review and set annual membership fee
  - 4.3.4.1.7 Election of members to the Board of Directors
  - 4.3.4.1.8 The Appointment of auditor (s) to present the financial statements for approval.

#### **4.3.5 Annual General Meeting (AGM) Quorum**

- 4.3.5.1 20% of the Associations members will constitute quorum at any AGM
- 4.3.5.2 If there is no quorum at the AGM the meeting will be re-advertised and held within two months all officers and business affairs will remain status –quo until an AGM can be held.

#### **4.3.6 Annual General Meeting (AGM) Votes**

- 4.3.6.1 Each member in good standing of the Association has one vote.
- 4.3.6.2 A show of hands decides every vote by simple majority 51%
- 4.3.6.3 Bylaw changes at a AGM will be by Special Resolutions 75%
- 4.3.6.4 A secret ballot is used if 3 voting members present request it.
- 4.3.6.5 The Chair does not have a second vote; if the motion is tied it is defeated.
- 4.3.6.6 Voting members may not vote by proxy.
- 4.3.6.7 Minutes of the meeting will record the out comes of the votes but do not need to include the numbers for and against unless a member requests it.
- 4.3.6.8 Minutes will include the name of a member who specifies they are refraining from a vote.

### **4.4 Special General Meeting**

#### **4.4.1 Calling a Special General Meeting**

- 4.4.1.1 From time to time the Board of Directors may call or be required to call a Special General Meeting of its membership.
- 4.4.1.2 The Board of Directors by way of motion may call a special general meeting, the motion will state the reasons for the meeting and the motion(s) intended to be presented.
- 4.4.1.3 On written request, addressed to the Executive Committee of the Board by 20% of the registered members of the Association. The request will state the reasons and the motion(s) intended to be brought forth.



4.4.1.4 A Special General Meeting is open to the public and the media, but a simple majority of the voting members present has a right to ask any member of the public or media to leave or may entertain an *in-camera* motion.

#### **4.4.2 Notice of Special General Meeting**

4.4.2.1 The Administrator or Secretary of the Association or his member designate will notify all members of the Association a minimum of 1 month in advance of the meeting. The notice is to be in writing (Email, Mail, faxed or delivered).

4.4.2.2 The notice will state; the date, time, place and purpose of the meeting.

#### **4.4.3 Failure to Give Notice of Any General Meeting**

4.4.3.1 No action at a any General Meeting is invalid due to:

4.4.3.1.1 Accidental omission to give notice to any member

4.4.3.1.2 After the Association's Secretary or his designate has made reasonable, documented effort to notify a member.

4.4.3.1.3 Any member not receiving notice if the outcome would not have been affected by their vote.

4.4.3.1.4 Any error in any notice that does not affect the meaning or outcome

#### **4.4.4 Agenda for the Special General Meeting**

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

#### **4.4.5 Quorum for a Special General Meeting**

4.4.5.1 Quorum for a special meeting is 20% of the members of the Association.

#### **4.4.6 Votes**

4.4.6.1 Each Association member in good standing and in attendance has one vote.

4.4.6.2 No proxy votes will be permitted at a Special General Meeting.

4.4.6.3 A secret ballot is used if 3 voting Members present request it.

- 4.4.6.4 The Chair does not have a second vote; if the motion is tied it is defeated.
- 4.4.6.5 The outcomes of votes are recorded in the minutes but do not need to include the numbers for and against unless a member requests their vote be recorded.
- 4.4.6.6 Minutes will include the name of a member who specifies that they wish for it to be recorded that they refrain from a vote.
- 4.4.6.7 The outcomes of votes are recorded in the minutes but do not need to include the numbers for and against unless a member requests their vote be recorded.
- 4.4.6.8 Minutes will include the name of a member who specifies they wish it to be recorded that they refrain from a vote.

## **5 ARTICLE 5 – THE GOVERNMENT OF THE ASSOCIATION**

### **5.1 The Board of Directors**

#### **5.1.1 Governance of the Association**

- 5.1.1.1 The Board will adhere to its governance, management and powers of the Alberta Societies Act, Laws of the Province, Land and Contract/Agreements.
- 5.1.1.2 The Board governs and manages through policy.
- 5.1.1.3 The Board may hire a paid administrator and/or contract out managerial functions but these functions remain under the direction the Board.
- 5.1.1.4 Any other staff employed by the Association will be at the discretion of the Board with the hiring, screening, monitoring, evaluation and dismissal practices under the responsibilities of the Administrator.

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

- 5.1.2.1 Abide by and promote the objectives of the Association
- 5.1.2.2 Promote membership in the Association
- 5.1.2.3 Adopt policies to rule and regulate the management and operation of the Association.
- 5.1.2.4 Establish short and long-term business plans.
- 5.1.2.5 Hire, monitor, evaluate and dismiss the Administrator of the Association
- 5.1.2.6 Establish and/or approve employee's contracts and salaries.
- 5.1.2.7 Maintain and protect the Association's assets
- 5.1.2.8 Approve an annual operating budget for the Association

- 5.1.2.9 Has legal responsibility to ensure all expenses are paid for the operation and management of the Association.
- 5.1.2.10 Pay persons for services and protect persons from debts of the Association
- 5.1.2.11 Arrange financing for the operations of the Association, soliciting or raising fund.
- 5.1.2.12 Approve all contracts for the Association.
- 5.1.2.13 Maintain all accounts and financial records of the Association
- 5.1.2.14 Appoint legal council when necessary
- 5.1.2.15 Dispose of all assets of the Association should the Association cease to operate.
- 5.1.2.16 Ensure accountability and legality in all Associations matters.
- 5.1.2.17 Without limiting the general responsibilities of the Board, delegate its powers and duties to the Association's Executive Committee, paid administrator or contractors.

### **5.1.3 Composition of the Board of the Association**

- 5.1.3.1 The Board Consists of:
  - 5.1.3.1.1 Chair
  - 5.1.3.1.2 Vice-Chair
  - 5.1.3.1.3 Secretary
  - 5.1.3.1.4 Treasurer
  - 5.1.3.1.5 Directors (minimum of 4)
  - 5.1.3.1.6 The Board of Directors will be considered a full Board with a minimum of 7 elected members.
  - 5.1.3.1.7 The Board will determine annually the maximum number of directors that will constitute the Board of Directors. The membership will be notified of the number of director's seats to be elected a minimum of one month prior to the Association's AGM.

### **5.1.4 Election of the Board of Directors of the Association**

- 5.1.4.1 The Board of Directors being elected is to emphasize the Province's diverse, communities' restorative justice programs, demographics and delivery structures.
- 5.1.4.2 Board of Directors is elected to serve a 2 year term.
- 5.1.4.3 The board of Directors will determine its election methodology through policy. The policy with any revisions will be communicated to the membership.

- 5.1.4.4 Elections will be held annually at the AGM, for not more than 50% of the Board of Directors seats. (In the first year of these bylaws being filed, the Board will select which directors who will a serve 1 or 2 year term.)
- 5.1.4.5 In the event of a mid-term resignation, death or removal of a director, the Board at its discretion has the right to appoint a member to fill the vacated position for the remainder of the term.
- 5.1.4.6 From the general elected Board of Directors, the Board itself will appoint their Executive Committee (Chair, Vice-chair, Secretary and Treasurer) of the Association.
- 5.1.4.7 No member may serve longer than three years in the positions of Chair, Vice-chair, Secretary or Treasurer.
- 5.1.4.8 A member may serve on the Board of the Association to a maximum of 3 terms.

**5.1.5 Resignations, Death, or Removal of a Director or Executive Officer**

- 5.1.5.1 A Director including an Executive Officer may resign their term at any time by giving one month's written notice. The resignation comes into effect at the end of the month's notice or when the rest of the Board accepts the resignation, at a regular meeting of the Board, whichever comes first.
- 5.1.5.2 The Board may *remove* a Director or Executive Officer in term for:
  - 5.1.5.2.1 Failure to abide by or carry out duties as prescribed in the bylaws
  - 5.1.5.2.2 Disloyalty to the Association.
  - 5.1.5.2.3 Disrupting meetings or functions of the Association
  - 5.1.5.2.4 Being absent without prior notification, from a minimum, of 2 required meetings in a row.

**5.1.6 The Board may remove a Director or Executive Officer by:**

- 5.1.6.1 At any regular or Special Board Meeting
- 5.1.6.2 By simple majority (51%)

**5.1.7 Voting members can remove a Director including an executive officer in-term by:**

- 5.1.7.1 Appropriately called Special General Meeting (Article 4.4)
- 5.1.7.2 Special resolution (75% vote), at the Special General Meeting, called for the purpose.

- 5.1.7.3 If there is a vacancy on the Board, which causes the Board of Directors to fall below 7 directors, the remaining Directors shall appoint a member from the general membership respecting the Board established criteria to fill the vacancy for the remainder of the term.

### **5.1.8 Regular Meetings of the Board**

- 5.1.8.1 Regular Meetings of the Board will be held a minimum of 4 times annually to:
  - 5.1.8.1.1 Establish, review and update policy
  - 5.1.8.1.2 Approve motions
  - 5.1.8.1.3 Oversee and ensure reporting of all legal matters.
  - 5.1.8.1.4 Review Budgets
  - 5.1.8.1.5 Review Financial statements
  - 5.1.8.1.6 Review and evaluate short and long-term work-plans (business plans).
  - 5.1.8.1.7 Provide Direction to the Administrator
  - 5.1.8.1.8 Plan Board Development
  - 5.1.8.1.9 Initiate staff or contract hiring
  - 5.1.8.1.10 Initiate member suspensions or termination
  - 5.1.8.1.11 Review By-laws and initiate change
  - 5.1.8.1.12 Review members concerns
  - 5.1.8.1.13 Review sitting committees reports
  - 5.1.8.1.14 Plan and establish Special General Meetings
- 5.1.8.2 Minutes of the meeting will be the charge of Secretary.
- 5.1.8.3 All regular meetings of the Board are open, thus;
  - 5.1.8.3.1 Any Member of the Association, media and the public may attend these meetings.
  - 5.1.8.3.2 Non-Board Members will be allowed to speak but cannot vote.
- 5.1.8.4 Any Non Board Member, public or media individual may be asked leave by simple majority of the Board.
- 5.1.8.5 Board meetings minutes will be mailed, emailed, or faxed to any member of the Association upon request.

### **5.1.9 Quorum Regular Board Meeting**

- 5.1.9.1 Meeting will require 5 of the Directors to meet quorum.

### **5.1.10 Votes – Regular Board Meeting**

- 5.1.10.1 No special resolutions can be voted on at a Regular Board meeting
- 5.1.10.2 Each Board member in good standing and in attendance has one vote.
- 5.1.10.3 Under special circumstances, telephone conference, fax or proxy votes will be acceptable at Board of Directors meetings.
- 5.1.10.4 A secret ballot is used if 3 voting Members present request it.
- 5.1.10.5 The Chair does not have a second vote if the motion is tied it is defeated.
- 5.1.10.6 Non-Board members in attendance may speak to a motion but may not vote.

### **5.1.11 Special Meetings of the Board:**

- 5.1.11.1 **Calling a Special Board Meeting**
  - 5.1.11.1.1 Simple Majority (51%) of the Executive Committee may call a Special Board Meeting, the resolution will state the reasons for the meeting and the motion(s) intended to be submitted.
  - 5.1.11.1.2 The Executive Committee will call a Special Board Meeting on the written request of three (3) Directors of the Board; the request will state the reasons and the motion(s) intended to be brought forth.
  - 5.1.11.1.3 A Special Board Meeting may or may not be open to the public and the media; this decision is at the discretion on the Executive Committee of Board and will be out-lined in notice.
- 5.1.11.2 **Notice of Special Board Meeting**
  - 5.1.11.2.1 The Secretary of the Association has charge of notifying all Officers and Directors of the Board at minimum of 3 weeks in advance of the meeting. The notice is to be in writing (Email, Mail, or delivered).
  - 5.1.11.2.2 The notice will state; the date, time, place and purpose of the meeting.
  - 5.1.11.2.3 Directors may waive formal notices of meetings

### **5.1.12 Agenda for the Special Board Meeting**

- 5.1.12.1 Only the matter(s) set out in the notice of the meeting are considered at a Special Board Meeting.
- 5.1.12.2 Agenda consideration but not limited to are:
  - 5.1.12.2.1 Termination or Suspend memberships including Directors and/or Executive officers of the Board.
  - 5.1.12.2.2 Emergency Policy development and institution.
  - 5.1.12.2.3 Emergency staff or contract dismissal
  - 5.1.12.2.4 Any pending legal matter

### **5.1.13 Quorum for a Special Board Meeting**

- 5.1.13.1 Quorum for a Special Board Meeting is 5 (five) Directors of the Board of the Association.

### **5.1.14 Votes for A Special Board Meeting**

- 5.1.14.1 Each Board Director has one vote.
- 5.1.14.2 A show of hands decides regular resolution - majority 51%
- 5.1.14.3 Written, signed proxy and/or electronic votes will be permitted at a Special Board Meeting.
- 5.1.14.4 A secret ballot is used if 3 Directors present request it.
- 5.1.14.5 The Chair does not have a second vote if the motion is tied it is defeated.
- 5.1.14.6 The outcomes of votes are recorded in the minutes but do not need to include the numbers for and against unless a member requests their vote be recorded.
- 5.1.14.7 Minutes will include the name of a Director who specifies they wish for it to be recorded that they refrain from a vote.
- 5.1.14.8 The Chair will in, good faith, resolve all voting disputes, his decision is final.

### **5.1.15 Failure to Give Notice of Any Board Meeting**

- 5.1.15.1 No action at any Board Meeting is invalid due to:
  - 5.1.15.1.1 Documented, reasonable action has been taken by the Association's Secretary to notify a Director.

## **5.2 Officers of the Association**

- 5.2.1 The Officers of the Association are the Chair, Vice-Chair, Secretary and Treasurer.
- 5.2.2 The Association's Board of Directors shall select the executive officers from the AGM elected directors.
- 5.2.3 The officers will hold office until re-elected or until successor is elected; subject to articles 5.1.4.4. 5.1.4.6 and 5.1.4.7

### **5.3 Duties of Officers of the Board**

#### **5.3.1 Chair**

- 5.3.1.1 Presides over the affairs of the Board
- 5.3.1.2 Sets Association's meetings agendas
- 5.3.1.3 Is the Chair of the Executive Committee
- 5.3.1.4 When present chairs all meeting of the Association, Board and Executive committee.
- 5.3.1.5 May be a member of any committee established by the Board otherwise is an ex-officio member of all Committees.
- 5.3.1.6 Acts as spokesperson for the Association.

#### **5.3.2 The Vice-chair**

- 5.3.2.1 Presides over all meeting of the Association, Board and Executive Committee in the absence of the of the Chair
- 5.3.2.2 Replaces the Chair at various functions, business meetings of the Association when asked by the Chair or Board.
- 5.3.2.3 Is a member of the Executive Committee
- 5.3.2.4 May be a member of any committee established by the Board otherwise is an ex-officio member of all Committees

#### **5.3.3 The Secretary**

- 5.3.3.1 Attends all meetings of the Association
- 5.3.3.2 Is a member of the Executive Committee
- 5.3.3.3 Ensures accurate minutes a kept of all meetings
- 5.3.3.4 Has charge of Association's correspondence



- 5.3.3.5 Has charge of the register of all members of the Association (in good-standing and suspended or terminated).
- 5.3.3.6 Ensures all notices of various meetings are sent.
- 5.3.3.7 Ensures annual fees are collected and deposited
- 5.3.3.8 Has charge of the Seal of the Association, should the Board, adopt a seal.
- 5.3.3.9 Ensures the annual returns, changes in directors of the Association, amendments to the by-laws and other incorporating documents with the Cooperate Registry.
- 5.3.3.10 May be a member of any committee established by the Board

#### **5.3.4 The Treasurer**

- 5.3.4.1 Ensures all moneys paid to the Association are deposited in a chartered bank, treasury branch or trust company as selected by the Board.
- 5.3.4.2 Ensure detailed Accounts of revenues and expenditures are presented to the Board as requested.
- 5.3.4.3 Ensures appropriate audited statements of the financial statements of the Association are presented at the Annual General meeting.
- 5.3.4.4 Is a member of the Executive Committee
- 5.3.4.5 May be a member of any committee established by the Board

#### **5.3.5 The Directors-at-large**

- 5.3.5.1 Attends Regular and Special Meetings of the Board
- 5.3.5.2 Serve as members of Committees in roles as determined by the Board.
- 5.3.5.3 Carries out other duties as assigned by the Board.

### **5.4 Board Committees**

#### **5.4.1 Establishing Committees**

- 5.4.1.1 The Board may establish Committees to advise and/or carry out its business.
- 5.4.1.2 Upon completion of Committee's work the board will disband the committee.

#### **5.4.2 General Procedures for Establishing Committees**

- 5.4.2.1 With exception to the Executive Committee, Committees will be named, and have their terms of References established through agreements rather than in these by-laws or policy.
- 5.4.2.2 Objectives of the Committees will be directed by the Association's vision and mission statements.
- 5.4.2.3 Agreements may be established by the Committees but will be subject to approval of the Board prior to becoming practice.
- 5.4.2.4 All Committee Agreements will include committee specific activities such as:
  - 5.4.2.4.1 Committee name
  - 5.4.2.4.2 Member requirements including Directors of the Association
  - 5.4.2.4.3 Chair
  - 5.4.2.4.4 Recorder
  - 5.4.2.4.5 Objectives
  - 5.4.2.4.6 Budget with Financial Accountability Structure
  - 5.4.2.4.7 Association & Board Reporting Procedures
  - 5.4.2.4.8 Mandate (Powers)

### **5.4.3 Executive Committee**

- 5.4.3.1 Consists of the Chair, Vice-Chair, Secretary and Treasurer
- 5.4.3.2 No specific notice is required for calling a meeting.
- 5.4.3.3 Is Responsible for:
  - 5.4.3.3.1 Carrying out emergency & unusual business between Board or General meetings. All 3 officers must be in agreement on any motion (resolution) passed by the executive committee.
  - 5.4.3.3.2 Reporting to the Board of actions taken between Board Meetings.
  - 5.4.3.3.3 Carrying out other duties as assigned by the Board.
- 5.4.3.4 In emergency situations the all officers may agree to sign a resolution. This resolution is as valid as one passed at an Executive Meeting. It is not necessary to call a meeting; the date on the resolution is the date it is passed.
- 5.4.3.5 A meeting of the Executive Committee may be held by a conference call, officers who participate in this call are considered present for a meeting.

#### **5.4.4 Administrator**

- 5.4.4.1 The Board may hire an Administrator to conduct the business affairs of the Association.
- 5.4.4.2 The administrator reports to and is responsible to the Board and acts as an advisor to the Board and all committees.
- 5.4.4.3 The Administrator does not have a vote.
- 5.4.4.4 The duties of the Administrator will be established through policy or in an employment contract agreement.

## **6 ARTICLE 6 – FINANCIAL AND OTHER MANAGEMENT MATTERS**

### **6.1 The Registration Office**

- 6.1.1 The Registered Office of the Association is c/o Mediation and Restorative Justice Centre #430, 9810 – 111 Street, Edmonton, AB T5K 1K1

### **6.2 Finance & Auditing**

- 6.2.1 The fiscal year of the association is September 1 through August 31 of each year.
- 6.2.2 There must be an audit of the books, accounts and records of the Association at least once per year.
- 6.2.3 The Association may contract an agent for bookkeeping and accounting but the Association's Board of Directors ultimately is responsible for ensuring accounting accurately reflects the business affairs of the Association.
- 6.2.4 At each Annual General Meeting the auditors submits complete Fiscal Year-end Financial Statements of the books from the previous fiscal year.

### **6.3 Seal of the Association**

- 6.3.1 The Board may adopt a seal as the seal of the Association
- 6.3.2 The Secretary/Treasurer has control of the seal, unless the Board decides otherwise.
- 6.3.3 Only the Board may authorize officers or the Executive Director use of the Seal of the Association. The Board must pass a motion to name the authorized use.

## **6.4 Signing Authority, Cheques, Contracts/Agreement of the Association**

### **6.4.1 Signing Authority**

- 6.4.1.1 Four Directors of the Board of the Executive Committee will have signing authority for the Association
- 6.4.1.2 Upon Board Motion the Administrator may have signing authority.

### **6.4.2 Cheques**

- 6.4.2.1 Two persons with signing authority will sign all cheques of the Association.

### **6.4.3 Contracts or Agreements**

- 6.4.3.1 When feasible contracts and agreements will be open to competition.
- 6.4.3.2 The Board may enter into contracts or agreements with Governments, Other Agencies/Organizations, Private or Publicly Owned Businesses or Individuals.
- 6.4.3.3 Contracts and Agreements will be developed, negotiated and regulated under the same rules and guidelines as Board Committees (Article 5.4.2).
- 6.4.3.4 All Contracts and Agreements will be negotiated and developed by the Executive Committee and/or Administrator and approved by the Board.
- 6.4.3.5 All Contracts and Agreements with exception of those Contracts involving members including Directors of the Association require approved by the Board by simple majority (51%).
- 6.4.3.6 Contract Agreements with members including members of the Board of Directors who are contracted or have a personal affiliation connection to the contractor are allowed under special guidelines.
  - 6.4.3.6.1 Members may be part of the negotiating and development for a contract.
  - 6.4.3.6.2 Will not vote on the contract
- 6.4.3.7 The contract will require a 66% Board majority at a Regular Meeting of the Board.
- 6.4.3.8 An officer of the Association as well as, an Agent representing the other Contractual Party will sign Board approved Contracts.

#### **6.4.4 The Keeping and Inspection of the Books and records of the Association**

##### **6.4.4.1 Record keeping**

- 6.4.4.1.1 The Secretary will in charge of; keeping and filing all minutes of meeting, members' register, contracts, agreement, bylaws, policies and any other pertinent information of the Association.
- 6.4.4.1.2 The Treasurer will be in charge of; keeping and filing all financial statements, bank records, ledgers, journals, invoices, and receipts and any other financial correspondence related to the Association.
- 6.4.4.1.3 All files will be kept and stored at Alberta Restorative Justice Association c/o Mediation and Restorative Justice Centre #430, 9810 – 111 Street, Edmonton, AB T5K 1K1
- 6.4.4.1.4 All records will be kept for the period of time required by the Society Act, Provincial and Federal laws or by Contract/Agreement required times.

##### **6.4.5 Inspection of Books**

- 6.4.5.1.1 All financial records are open to the members of the Association.
- 6.4.5.1.2 Other records of the Association are also open to inspection except those that Board has designated as confidential.
- 6.4.5.1.3 A member wishing to inspect the books must give reasonable notice to the Executive Committee of the Association of his intention to do so.
- 6.4.5.1.4 Unless otherwise permitted by the Board all such inspections will take place at Alberta Restorative Justice Association c/o Mediation and Restorative Justice Centre #430, 9810 – 111 Street, Edmonton, AB T5K 1K1 at a time convenient to all parties.
- 6.4.5.1.5 Financial and other books and records are also open for inspection as required under the Society Act, Provincial and Federal laws or by Contract/Agreement.

##### **6.4.6 Borrowing Powers**

6.4.6.1 The Board has no borrowing powers.

#### **6.4.7 Payments**

6.4.7.1 No member, director or officer of the Association receives payment for regular services of the Association.

6.4.7.2 Appropriate, reasonable reimbursement for expenses and travel incurred while conducting regular services may be paid.

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

6.4.8.1 Each Director or Officer holds office with protection from the Association. The Association indemnifies each Director or Officer against all costs or charges that result from any act done in his role for the Association.

6.4.8.2 The Association does not protect the Director or Officer for acts of fraud, dishonesty or bad faith.

6.4.8.3 No Director or Officer is liable for the acts of any other Director, Officer or Employee.

6.4.8.4 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 Association.

6.4.8.5 No Director or Officer is liable for any loss due to an oversight or error in judgment, or by an act in his role for the Association, unless the act is fraud, dishonesty or bad faith.

### **7 ARTICLE – 7 AMENDING THE BYLAWS**

7.1 These bylaws can be canceled, altered or added to by special resolution (75% vote) at any Annual General Meeting (*Articles 4.3*), or Special General meeting (*Articles 4.4*)

7.2 The appropriate notice of the meeting must include the proposed resolution detailing the change(s) to the bylaws.

7.3 The amended Bylaws take effect, after it is accepted by Corporate Registries of Alberta.

### **8 ARTICLE – 8 DISTRIBUTING ASSETS AND DISOLVING THE SOCIETY**

8.1 The association does not pay any dividends or distribute its property among its Members.

8.2 If the Society is dissolved, any funds or assets remaining after paying all debts will be paid or given to other Registered incorporated Charitable Organization(s)