

Lethbridge HIV Connection Society

BYLAWS

Table of Contents

ARTICLE 1 - NAME OF SOCIETY	1
ARTICLE 2 - OBJECTS	1
ARTICLE 3 - AFFILIATIONS	1
ARTICLE 4 - HEAD OFFICE	1
ARTICLE 5 - MEMBERSHIP	1
ARTICLE 6 - PARTICIPATION	2
ARTICLE 7 - BOARD OF DIRECTORS	3
ARTICLE 8 - OFFICERS OF THE SOCIETY	4
ARTICLE 9 - EXECUTIVE DIRECTOR	5
ARTICLE 10 - COMMITTEES OF THE SOCIETY	5
ARTICLE 11 - MEETINGS OF THE SOCIETY	7
ARTICLE 12 - REMUNERATION	8
ARTICLE 13 - BORROWING POWERS	8
ARTICLE 14 - AUDITING	8
ARTICLE 15 - INDEMNIFICATION	9
ARTICLE 16 - DISSOLUTION OF SOCIETY	9
ARTICLE 17 - AMENDMENTS TO BYLAWS	10

Lethbridge HIV Connection Society

BYLAWS

(Revised September 2002)

ARTICLE 1 - NAME OF SOCIETY

- 1.1 The name of the society shall be the "Lethbridge HIV Connection Society", hereafter called the "Society."

ARTICLE 2 - OBJECTS

2.1 Objects of the Society

- 2.1.1. To coordinate HIV/AIDS and Hepatitis C community programs in South-Western Alberta.
- 2.1.2. To provide information, counseling and support services for individuals, family and friends of those affected by HIV/AIDS and Hepatitis C
- 2.1.3. To promote community awareness, education, research and services with respect to HIV/AIDS and Hepatitis C regarding prevention, symptoms, diagnostics and transmission
- 2.1.4. To liaise with other local, provincial and national organizations involved with HIV/AIDS and Hepatitis C programs
- 2.1.5. For the purpose of furthering the objects above, but only for such purposes (and only to the extent permitted under the provision of the Income Tax Act in respect to charitable organizations);
 - a. To solicit, receive, acquire and hold donations, gifts and bequests;
 - b. To lease, purchase or otherwise acquire physical facilities to house the Society and its work;
 - c. To borrow, fund and lease, mortgage, sell and otherwise dispose of property of the Society

2.2 Structure

The Society is a voluntary organization that operates under Canada Customs and Revenue Agency charitable status rules.

ARTICLE 3 - AFFILIATIONS

- 3.1 The Society shall be affiliated with the Alberta Community Council on HIV (ACCH).

ARTICLE 4 - HEAD OFFICE

- 4.1 The head office of the Society shall be in Lethbridge, in the province of Alberta and at such a place therein as the Board of Directors may from time to time determine.

ARTICLE 5 - MEMBERSHIP

5.1 Membership in the Society

Membership shall be open to any person, except employees of the Society, who supports the purposes and values of the Society under the following terms and conditions:

5.2 Categories of Membership - The categories of membership in the Society shall be:

Active Member - An Active Member shall be any person over the age of sixteen years who shall pay the membership fee and support the mission and objectives of the society.

Corporate Member – A Corporate Member shall be any agency or organization who shall pay the membership fee and support the mission and objectives of the society.

Honorary Member - An Honorary Member shall be any person who has rendered notable service to the Society and upon whom the membership has conferred this honour upon recommendation of the Board of Directors; such membership may be either a one-year honorary membership or a Life Honorary membership.

5.3 Membership Fees

The Board of Directors shall determine membership fees on an annual basis. The Executive may waive membership fees.

5.4 Rights and Responsibilities of Membership

- a) Voting members of the Society shall be any active, corporate or honorary members in good standing and they shall have one vote each on all issues brought to the Society;
- b) Members of the Society in good standing shall be kept informed of Society affairs by the Board of Directors and Executive Director through information provided by the Society, and at the Annual General Meeting;
- c) Members of the Society in good standing shall be notified of all annual and special general meetings of the Society;
- d) Voting Members of the Society shall have the right to advise the Board of Directors on matters of Society concern;
- e) Voting members are eligible for nomination and election to the Board of Directors and may be appointed to sit on or chair committees.

5.5 Termination of Membership

- a) Voluntary Withdrawal - Any member wishing to withdraw from membership may do so upon notice in writing to the Board.
- b) Termination - Membership in the Society may be suspended or terminated for just cause by a two-thirds vote of the Board of Directors. The member so affected shall be notified in writing of the pending action and shall be given the opportunity of making representation before the Board of Directors. The terminated member may appeal the decision at the next AGM or a duly called special general meeting.

ARTICLE 6 - PARTICIPATION

- 6.1 The Society is open to all who wish to participate in its programs. Participants shall be informed of Society affairs and may attend annual and special Society meetings but are not entitled to vote thereat unless they are also voting members of the Society.

ARTICLE 7 - BOARD OF DIRECTORS

- 7.1 **The Board of Directors of the Society** shall mean the body of people whom the membership elects to govern the Society; hereafter called the "Board." The Board shall be subject to these Bylaws or directions given to it by majority vote at any meeting properly called.
- 7.2 **Eligibility and Composition**
 - a) Any member in good standing, who accepts responsibility for furthering the mission of the Society, will be eligible for nomination to the Board.
 - b) Election of Board members shall take place at the Annual Meeting of the Society after which the term of service shall commence.
 - c) The term of office shall be two (2) years. No Board members shall serve more than two (2) consecutive elected terms on the Executive Committee
 - d) The membership of the Board shall be not less than eight (8) members and not more than fifteen (15) members.
 - e) In the event of a vacancy of a Board position, the Board may vote in an interim Board member from the eligible membership to serve until the next annual meeting.

Former employees of the Society will not be eligible for a Board position for a minimum of six (6) months after the termination of their employment.

7.3 Meetings of the Board

- a) Each duly elected or interim member of the Board shall have one vote on all questions put to the Board. A majority of the votes of the Board members present decides each question to the Board.
- b) The Board shall have full control and management of the affairs of the Society and shall meet to discharge this responsibility not less than eight (8) times in any twelve (12) month period. During the period of time elapsing between regular meetings of the Board, the Executive Committee shall have the responsibility to control the affairs of the Society, with all its actions subject to review and ratification by the Board at its next regular meeting.
- c) The President shall notify Board members of the meeting schedule at the meeting following the Annual General Meeting and shall notify them of any changes to the schedule fourteen (14) days in advance.
- d) The President, upon the written request of any two (2) Board members, shall call a special meeting within fourteen (14) days of the request. The board must be notified of the special meeting in writing at least seven (7) days in advance, or three (3) days by telephone, before the meeting.
- e) A simple majority of the Board members shall be a quorum and any business conducted shall be legally constituted. When there is no quorum, no business shall be transacted.
- f) A resolution in writing, signed by a majority of the directors personally, shall be valid and effectual as if they had passed it at a duly called meeting.

7.4 Membership and Attendance

- a) The Board may suspend or terminate membership on the Board for any cause deemed just upon a two-thirds (2/3) vote of the Board. The President shall notify the Board member in writing of the pending action. The Board member will be given the opportunity to make representation to the Board.
- b) The Board shall have deemed that a Director resigned if she or he is absent for three (3) successive meetings of the Board without adequate reason.
- c) Any Director, upon consultation with the Executive Committee and the Executive Director, may invite staff members, other Society members and/or persons from the community to attend any duly constituted meeting of the Board.

7.5 **Responsibilities**

The Board of Directors shall:

- Act as trustees
- Establish Board policy
- Set goals and objectives
- Take financial responsibility
- Evaluate organizational effectiveness
- Employ an Executive Director

ARTICLE 8 - OFFICERS OF THE SOCIETY

8.1 **President**

The President shall preside at meetings of the Society and of the Board, and shall chair the Executive Committee. She or he shall sit as an ex-officio, non-voting member of all committees. She or he shall carry out duties as outlined in the job description and shall expedite the training of the other officers to assure efficient transition of power after her or his tenure in the office.

8.2 **Vice President**

The Vice President shall have all of the powers of the President in the President's absence, and shall conduct the affairs of the office accordingly until the return of the President. In the absence of the President, the Vice President will preside over meetings of the Board or the membership. The Vice President shall attend meetings of the Society and of the Board.

8.3 **Treasurer**

The Treasurer shall ensure that the records of funds in the Society are kept and that the funds are deposited in the name of the Society in banks designated by the Board; that disbursements are made in accordance with procedures approved by the Board of Directors; that a full and accurate record of receipts and expenditures is kept; that approved methods of accounting are used; and that an annual audit is conducted by an accredited auditor for the Society. She or he shall report to the Board whenever requested and shall prepare for submission to the Annual Meeting a report and audited financial statement.

8.4 **Secretary**

The Secretary shall keep accurate minutes of all meetings of the Society and the Board. The Secretary shall have charge of the seal of the Society. The signature of the Secretary and the President (or the Vice President if the President is absent) shall authenticate the seal whenever used. The Secretary keeps and files all necessary books and records of the Society as required by the Bylaws, the Societies Act or any other statute or law.

ARTICLE 9 - EXECUTIVE DIRECTOR

- 9.1 The Board shall employ an Executive Director as its executive officer of the Board of Directors and administrative head of staff. The Executive Director shall be responsible to the Board of Directors for the general management of the Society and the fulfilment of its goals and objectives.
- 9.2 The Executive Director shall be an ex officio non-voting member of the Board of Directors and all Board committees including the Nominating Committee.
- 9.3 The Executive Director shall report to the Board of Directors, and shall act in an advisory capacity when called upon to do so by the President.

ARTICLE 10 - COMMITTEES OF THE SOCIETY

- 10.1 **Committees of the Society** shall be Standing Committees, essential to the ongoing operation of the Society. Task Force Committees will be created as needed to carry out specific tasks that the Board requests.

10.2 Chairing Committees

At least one Board member shall sit on all standing committees. With the exception of the Nominating Committee, the Chair of standing committees will be chosen by the members of the committee.

10.3 Committee Membership

Membership on Standing or Task Force committees shall include members of the Society and other persons from the community according to their interests and expertise, except the Executive. The majority of members on Standing and Task Force committees shall be Society members in good standing.

10.4 Responsibilities

Each committee shall confine itself to the tasks and responsibilities assigned to it by the Board but may make recommendations to other committees relating to matters outside its jurisdiction to further the purposes and values of the Society. A member of each committee shall report on the work of the committee to the Board. The chairperson shall call all committee meetings and otherwise be responsible for the work of the committee.

10.5 Quorum

A simple majority of the committee members shall constitute a quorum.

10.6 **Standing Committees**

The Standing Committees of the Board shall be as follows:

Executive Committee - The Executive Committee shall consist of the officers of the Board

Nominating Committee - The Nominating Committee shall consist of three (3) to five (5) members. The chairperson and one or two committee members will be appointed by the Board. Other members are to be elected at the Annual General Meeting. The term of the office shall be from one Annual General Meeting until the next.

The Nominating Committee shall:

- i) Design for approval of the Board, a nominating and election procedure to ensure the orderly, open, and democratic conduct of elections; they shall write the procedures in policy format;
- ii) Prepare a list or ballot of names for presentation to the membership for election at the Annual General Meeting. This ballot shall include the names of potential Directors and one or two names for the Nominating Committee;
- iii) Assist the Board and Officers with nominations for appointments and elections throughout the year;
- iv) Present its report in writing to the membership at the time and in the manner described for notification of the Annual General Meeting.

10.7 **Other Standing Committees**

The Board of Directors may from time to time create other Standing Committees to further the purposes of the Society that shall not require amendment to this document.

10.8 **Task Force Committees**

The Board may create Task Force Committees, the purpose of which shall be limited specifically to a particular area of concern to the Society. The Committees so struck will have a life only to the point of the final report to the Board, and shall after that be dissolved.

ARTICLE 11 - MEETINGS OF THE SOCIETY

11.1 **Notice of Meeting –**

The Society deems that notice is given at the date of mailing of said notice from the registered office of the Society.

11.2 **Annual General Meeting**

The Society shall hold The Annual General Meeting of the Society within 90 days of the Society's fiscal year end. Due notice of such meeting will be given to all members in writing not less than twenty-one (21) days before the meeting. At this meeting, the

following shall take place:

- a. The members shall elect Directors of the Board from the slate of nominees presented by the Nominating Committee and from nominations from the floor by members in good standing and shall ensure a minimum of eight (8) and a maximum of fifteen (15) board members in total;
- b. The members shall elect a President, Vice President, Treasurer and Secretary from the slate of nominees presented by the Nominating Committee;
- c. The members shall elect one (1) or two (2) members to serve on the next year's Nominating Committee from the slate of nominees presented by the current Nominating Committee and/or nominations from the floor by members in good standing;
- d. The members shall appoint an auditor;
- e. The members shall consider any Society business legally brought before the meeting.

11.3 **Board of Directors**

The Officers and Directors so elected in 11.2 (a) and (b) shall form the Board of Directors and shall serve until their successors are elected and installed or the Board accepts their resignations or terminates their membership on the Board.

11.4 **Special Meetings**

The Secretary, upon the instructions of the President, by a resolution of the Board of Directors or upon receipt of a written request resulting from a petition signed by a simple majority of members in good standing may call Special meetings of the Society. Written notice shall be sent to the last known address of each member at least twenty one (21) days before such meeting or by telephone to a member at least seven (7) days before the meeting with a statement that shall set forth the reasons for calling such meeting.

11.5 **Quorum**

A quorum for any meeting of the Society shall be twenty five (25) percent of members in good standing present in person at the meeting.

11.6 **Proxy Voting**

Any persons eligible shall execute a proxy voting form as approved by the Board of Directors to vote. They may carry a duly-executed proxy and vote on behalf of any other member(s) of the Society duly eligible to vote.

ARTICLE 12 - REMUNERATION

- 12.1 The Directors shall serve as Directors and Officers without remuneration and no Director shall directly or indirectly receive any profit from her or his position as Director or

Officer, provided that a Director be paid reasonable expenses incurred in the performance of her or his duties.

ARTICLE 13 - BORROWING POWERS

13.1 For carrying out its objects, 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 will exercise this power only under the authority of the Society, and never shall they issue debentures without the sanction of a special resolution of the Board.

ARTICLE 14 – AUDITING

14.1 The books, accounts and records of the Society shall be audited at least once each year by a duly qualified accountant. Such auditors at each Annual General Meeting shall submit a complete and proper statement of the standing of the books for the previous year of the Society. March 31st of each year shall be the end of the fiscal year of the Society.

14.2 Any member of the Society may inspect the books and records of the Society at the Annual General Meeting, or anytime upon reasonable notice and upon arranging a time with the Officer or Officers having charge of same. Each member of the Board shall always have access to such books and records.

ARTICLE 15 - INDEMNIFICATION OF DIRECTORS, SOCIETY OFFICIALS, AND AGENTS

15.1 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.

15.2 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 judgment, or by an act in his role for the Society, unless the act is fraud, dishonesty or bad faith.

15.3 Directors or Officers can rely on the accuracy of any statement or 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 16 - DISSOLUTION OF SOCIETY

16.1 Procedures

The Society shall not dissolve itself unless the following procedures are executed:

16.2 Resolution of the Board of Directors

A resolution to dissolve the Society shall be duly moved, seconded and carried by a three-fourths vote of the Board of Directors at which no less than fifty (50) percent plus one of the directors are present.

16.3 Resolution of the Voting Members

The President or Secretary shall call a Special meeting of the members eligible to vote as set forth herein except that they shall give written notice to the last known address of the member not less than thirty (30) days before the meeting.

The resolution put before the voting members shall include the following:

- a) A statement of the reasons for dissolution;
- b) A statement of the plan for distribution of all assets of the Society consistent with current legislation.

A quorum of fifty percent plus one of the members in good standing must be present in person or by proxy for the question to be called. Three-fourths ($\frac{3}{4}$) of those present must vote positively for dissolution to take place.

16.4 Distribution of Assets

As set forth in 16.3 (b) herein, the distribution of the assets of the Society shall be executed according to a plan drawn up by an Ad-Hoc Committee consisting of the following persons appointed by the Board:

- a) Two (2) members of the Board of Directors;
- b) One (1) representative from the general membership of the Society;
- c) Two (2) other persons from the membership or community appointed by the Committee.

ARTICLE 17 - AMENDMENTS TO BYLAWS

17.1 The bylaws of the Society may be rescinded, altered or added to by a three quarter ($\frac{3}{4}$) vote of those present in person or by proxy and entitled to vote at a general or special Society meeting provided that:

- a) A special resolution to rescind, alter or add to the bylaws has been duly moved, seconded and carried by a majority of directors present at a general or special meeting of the Board of Directors;
- b) The twenty-one day notice of the annual general meeting or special meeting of the Society provides details of the proposed special resolution to change the Bylaws.

17.2 Notwithstanding the foregoing, no amendments to the bylaws shall take effect unless and until they have been approved by Alberta Government Corporate Registry.