



# Association BYLAWS

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## **Being a Bylaw of the Board of Directors of the Rehoboth Christian Ministries Association governing its operations and administration**

Whereas the ultimate source of all the Board's authority is the body of stakeholders. Those stakeholders include primarily the donors, clients, members and strategic partners of the organization and various government authorities, which grant the organization its legal, operational and charitable status.

Whereas the Board's source of moral authority originates through God and within our Christian community and is delegated to the Board through that community. Specifically guiding the governance parameters of the Association are the Sustainability Plan and the Effective Governance documents.

Whereas the Board's source of legal/regulatory authority includes various levels of civil government including the municipalities in which the Association operates, the Government of Alberta and the Government of Canada.

Whereas the Board's source of strategic/tactical authority to determine the strategic direction and priorities is the community and membership of the Association acting through regular and special meetings.

### **BYLAW NO. 1 – GUIDING BASIS**

On the guiding basis of the Bible, the revealed Word of God, and in response to the Word of God with whom there is no favouritism and manifest in the mercy of Jesus Christ, His Son and our Saviour, the members of this Association affirm their responsibility to serve God and to serve their fellowmen through mutual respect and compassion.

### **BYLAW NO. 2 – DEFINITIONS**

- A) The name of the Association is, and the word "Association" where it appears in these Bylaws, shall mean and refer to: Rehoboth Christian Ministries.
- B) In these Bylaws, unless the context otherwise requires, words importing the singular number of the masculine gender shall include the plural number of the feminine gender, as the case may be and vice versa.



- C) In these Bylaws “in good standing”, when applied to members of the Association shall be deemed to mean a member, who at the particular time is a member who has paid his annual membership fee and who has not resigned or been expelled.
- D) “Special Resolution” in these Bylaws shall mean a resolution passed by a majority of not less than three-fourths of such members of the Association entitled to vote as are present in person or by proxy at a general or duly called special meeting of the Association of which 30 days written notice has been duly given specifying the intention to propose a resolution as a Special Resolution.
- E) “The Board” shall refer to the elected Directors of the Association.
- F) “Parent” shall, in these Bylaws, include a foster parent or legal guardian in addition to a natural parent.
- G) “Director/Member at large” shall mean a person appointed to the Board of Directors or Committee of the Board (standing or adhoc) possessing specific interest for the Association’s aims and objectives. A member of the Board “At Large” has no specific duties unless assigned by the President but has the same rights and responsibilities as all Board members pursuant to this Bylaw.

### **BYLAW NO. 3 – MEMBERSHIP**

- A) Any person interested in the aims and objectives and willing to accept the Basis of the Association as set out in Bylaw No. 1 of the Association may apply for membership by completing such application form as shall be approved by the Board. After completion of this application form, it shall be referred to the Board and upon acceptance by the Board and payment of such annual membership dues as shall be set by a general meeting of the Association from time to time, the applicant shall become a member in good standing.
- B) A member in good standing shall be entitled to Notice of Meeting of the Association, to attend and vote at such meetings and to hold office in the Association if duly qualified and elected pursuant to these Bylaws.
- C) A member in good standing present at a meeting of the Association shall be entitled to one vote on all matters voted upon by the Association at such meetings.



- D) Paid employees (nor spouses or common law partners) of the Association are not permitted to possess a membership, nor can they carry/exercise a voting interest in the aims and objectives of the Association. Further, former employees (nor spouses or common law partners) of the Association cannot possess a membership nor a voting interest until such time that five (5) consecutive years from the date of their termination of employment with the Association have passed. Such former employees who wish to possess a membership after five consecutive years of non-employment must have possessed a record of employment in good standing during their employment period.

## **BYLAW NO. 4 – VACANCIES, RESIGNATION, EXPULSION AND LOSS OF MEMBERSHIP**

- A) A member may withdraw from the Association by tendering his resignation in writing to the Secretary. A member may be expelled from the Association by majority of quorum vote of the Board, provided, however, that if the member under consideration for expulsion is a member of the Board, the term “majority of quorum ” shall not include the vote of the member under consideration for expulsion and that, in addition, the procedures from removal of a Board member set out in Bylaw No. 6 (C-3) shall apply.
- B) Membership dues shall be paid annually.

## **BYLAW NO. 5 – MEETINGS**

- A) An Annual General Meeting of the Association shall be held once in each fiscal year at such a time and at such place within the Province of Alberta as shall be decided upon the Board, but within three months from the end of the fiscal year of the Association. Notice of the time and place of the Annual General Meeting shall be communicated to the membership body at least thirty (30) days before the holding of such meetings. At every Annual General Meeting, in addition to any other business that may be transacted, elections for directorship on the Board of Directors shall be held; a financial statement including the report of the auditors for the preceding year shall be presented for approval; and Auditors shall be appointed for the ensuing year.
- B) Special General Meetings of the Association may be called by Order of the President, or by the President upon written request signed by 20 or more voting



members in good standing, or by five or more members of the Board, such written request to specify the nature of the business at such a meeting and shall be confined to the items specified in such a written request.

- C) A written notice of the time and place of any Special General Meeting specifying the nature of the business to be discussed/transacted thereat shall be communicated to the membership body at least seven days prior to the date for such Special General Meeting.
- D) Each member in good standing shall be entitled to one vote on any matter to be voted upon by the Association. Except where otherwise specified, motions or resolutions shall be adopted by a simple majority, the presiding officer having voted. When so requested by one or more members and for all elections, voting shall be by secret ballot.
- E) Twenty members in good standing shall constitute a quorum at any general (annual or special) meeting of the Association. If quorum is not achieved within the first half hour, the chairperson shall adjourn the meeting, and then open a new meeting in which quorum will consist of those members present.
- F) The Secretary or Board-appointed alternate shall prepare and be custodian of the minutes of proceedings of meetings of the Association. If a staff member other than the Executive Director is appointed, such staff member will have signed an oath of confidentiality.

## **BYLAW NO. 6 – BOARD OF DIRECTORS**

- A) The affairs of the Association shall be managed and conducted by the elected Board of Directors. The directors shall serve as directors and officers without remuneration, and no director shall directly or indirectly receive any profit from his position as director or officer; provided that a director may be paid reasonable expenses incurred by them in the performance of their duties.
- B) The Board shall be elected at the Annual General Meeting of the Association from among the members of the Association in good standing. An employee, an employee's spouse and members of the family to the first degree may not be appointed to the Board of Directors. Members to the first degree shall be identified as parents and siblings. Each member of the Board shall be elected to hold office until their successor shall have been duly elected and shall have taken office. The Board shall consist of no fewer than six (6) and no more than nine (9)



- members. At the first meeting of the Board members elected at the first meeting of the Association, it shall be decided by the Board which of its members shall hold executive committee office for a term of one year, two years and three years respectively. A member of the Board may not sit for consecutive terms lasting longer than six consecutive years; unless under extenuating circumstances and by majority vote of the Board can a member sit for an extended term of no more than two years.
- C) At the first regular Annual General Meeting and at each subsequent Annual General Meeting a sufficient number of Directors shall be elected to fill the minimum number of required members of the Board (as set out in No. 6 B).
- D) A member of the Board shall cease to be a member of the Board:
- i. At the time they cease to be a member of the Association by their resignation in writing or otherwise ceases to qualify as a member in good standing.
  - ii. At the option of the Board when they absent themselves from three or more consecutive meetings of the Board without reasonable cause.
  - iii. By resolution passed by three-fourths of the voting members of the Association present and entitled to vote, voting at a Special General Meeting called for that purpose.
- E) In the event of a vacancy occurring on the Executive Committee of the Board for any cause, the Board may appoint a replacement to hold office until the Annual General Meeting of the Association, at which time the position would have otherwise been filled. The appointee shall be considered a Director At Large.
- F) For the purpose of transaction of business, a quorum of the Board shall be one-half of the Directors plus one (1). Questions arising at any meeting of the Board shall be decided by a majority of votes of the members of the Board present. In the case of a tied vote, the President (or Vice President in the absence of the President) shall have second casting vote.
- G) Meetings of the Board shall be held at least four times in each fiscal year at such times and at such places as the Board may from time to time determine. A meeting of the Board may be convened by the President or any three members of the Board at any time. Notice of such meetings shall be communicated to each member of the Board no less than two days before the meeting is to take place. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and notice of such regular meetings need not be given. Meetings of the Board may be held at any time without formal notice if all



members of the Board are present or those absent have waived notice or signified their consent in writing to the meeting being held in their absence.

- H) The Secretary or Board-appointed alternate shall prepare and be custodian of the minutes of proceedings of meetings of the Directors.

## **BYLAW NO. 7 – POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

The Board shall have the following powers:

- A) As contained in the Effective Governance document clearly detailing the governance responsibilities and limitations.
- B) To purchase or take on lease or in exchange, hire and otherwise deal with any real and personal property and any rights or privileges, which the Board may think necessary or convenient for the purpose of establishing a headquarters for the Association and any other place or places of business as they may at any time decide upon, or for any other lawful purpose as the Association may decide at any General Meeting.
- C) To ensure a process exists to obtain, collect and receive money and funds by way of contributions, donations, subscriptions, legacies, grants, or any other lawful method and to receive gifts of property of any and every description for use toward the furtherance of the objectives of the Association.
- D) To appoint standing and/or adhoc committees and chairpersons for such committees as may be deemed necessary from time to time by the Board. Such chairpersons may be selected from solely from existing members of the Board. Members of the Association and/or the community at large may sit as adhoc committee members as per the specific terms of reference for such Committees.
- E) To invest in such manner as may be prescribed by law and may be determined from time to time by quorum of the Board, any monies of the Association not immediately required to meet expenses.
- F) To hire the Executive Director and to approve their employment and total compensation as may be decided upon by the Board as necessary.





- G) To borrow or raise or secure payment of money in such a manner as it thinks fit and in particular by the issue of debentures, but this power shall be exercised only under authority of the Association and in no case shall debentures be issued without the sanction of a Special Resolution.
- H) In addition to the foregoing, the Board shall have and exercise all powers permitted by law and necessary for the moral and ethical conduct of the affairs of the Association.
- I) The Board shall ensure that all necessary accounting books and official files and records of the Association or by statute are regularly and properly kept.
- J) To approve all policies developed for the operational and administrative objectives of the Association.
- K) Protect the object of the Association in that vulnerable citizens with developmental disabilities are properly supported.
- L) Ensure the short and long-term sustainability for the services and operations of the Commission.
- M) To do such other things and make such decisions as are deemed necessary in the furtherance of the objectives of the Association.

## **BYLAW NO. 8 – PROTECTION OF DIRECTORS, OFFICERS AND OTHERS**

- A) **LIMITATION OF LIABILITY** – Every Director and Officer of the Association in exercising their powers and discharging their duties shall act honestly and in good faith with a view to the best interests of the Association and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no Director or Officer for the time being of the Association shall be liable for the acts, receipts, neglects or default of any other Director or Officer or employee or for joining in any receipt or act for conformity, or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by the Association or for or on behalf of the Society or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Association shall be placed out or invested or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Association of for any

other loss, damage or misfortune whatever which may happen in the execution of the duties of their respective Office or trust in relation thereto; PROVIDED THAT nothing herein shall relieve any Director or Officer from the duty to act in accordance with the Act and any regulations thereunder or from liability for any breach thereof. The Directors for the time being of the Association shall not be under duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into the name or on behalf of the Association, except such as shall have been submitted to and authorized or approved by the Board of Directors.

- B) INDEMNITY – Subject to any limitations contained in the Act, the Association shall indemnify a Director or Officer, a former Director or Officer, a person who acts at the Association’s request as a Director or Officer, or a person or body corporate who undertakes or has undertaken at the Association’s request or consent any liability on behalf of the Association, and their heirs and legal representatives against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by them in respect of any civil, criminal or administrative action or proceeding to which they are made a party by reason of being or having been a Director or Officer of the Association or such body corporate, if:
- i. they acted honestly and in good faith with a view to the best interests of the Association; and
  - ii. in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, they had reasonable grounds for believing that their conduct was lawful.
- C) INSURANCE – Subject to any limitations contained in the Act, the Association may purchase and maintain such insurance for the benefit of its Directors and Officers as such, as the Board from time to time determined.

## BYLAW NO. 9 – OFFICERS

- A) The Officers of the Association (called the Executive Committee) shall consist of:
1. The President  
The President shall:
    - i. Serve as the voluntary Executive head of the Association
    - ii. Be subject to the Board of Directors
    - iii. Protect the general aims and objectives of the Association



- iv. Preside at all meetings and special meetings of the Association's Board of Directors
2. The Vice-President
- The Vice President shall:
- i. Assist the President and take over the affairs of the Board in the absence of the President
  - ii. Be familiar with and ensure the Association's Bylaws are followed and reviewed bi-annually.
3. The Treasurer
- The Treasurer shall:
- i. Cause all legal, responsible and prudent accounting and financial records, related financial correspondence, contracts and related documents belonging to the Association are in accordance with Canada Revenue Agency regulations.
  - ii. Ensure all legal, responsible and prudent accounting practices and processes are administered and followed during the course of the Association's normal operations to account for all funds collected, expended and saved.
- B) The Board shall appoint a recording secretary for all meetings. The role shall be filled by the Executive Director (or appointed staff member). Neither the Executive Director or appointed staff person may carry a voting interest on the Board of Directors.
- C) The duties and tasks of the officers shall be determined from time to time by resolution of the Board of the Association; and be clearly set forth in an Executive Committee Terms of Reference document.
- D) The Board shall bond the Treasurer and such other persons as are deemed necessary in an amount as may be determined by the Board.
- E) The Board of the Association, by resolution, may, as deemed necessary and expedient, fill the position of Treasurer by appointment for a one-year term renewable indefinitely, to serve in such capacity as ex-officio member of the Board of Directors.

## BYLAW NO. 10 – ELECTIONS



The Board shall invite the members, at least 60 days prior to the Annual General Meeting, to present names of possible nominees to the Board. The Board of Directors will present at least one candidate and no more than two per vacancy to the general membership. All members who are unable to attend the Annual General Meeting shall be provided with an opportunity to elect Directors by mail or by proxy (written authority given to another voting member in attendance).

Nominations from the floor at the Annual General Meeting will not be accepted so as to ensure the Board has sufficient time to ensure the criteria for membership on the Board are satisfied. Rather, persons interested in placing their names forward for election must inform the Board in writing within 14 days of the date of the Annual General Meeting.

## **BYLAW NO. 11 – COMMITTEES**

- A) The Board may appoint such committees as shall be deemed necessary for this Association.
- B) Standing Committees will exist of the following:
  - i. Executive Committee
  - ii. Finance/Audit Committee

These standing committees will follow a Terms of Reference as set forth and approved by the Board of Directors.

- C) Each standing committee shall consist of a Chairperson who is a member of the Board of Directors. Their duties shall commence as soon as appointed and they shall serve during the term of their appointment, or until their successors are duly appointed or their committee is dissolved by the Board. All committee members shall be appointed by the Board and shall be subject to removal by the Board. A term of office shall be a maximum of three years. Each committee shall be responsible to the Board and shall make such reports as it may require and direct.
- D) The Chairperson of each committee shall present a written report of the recommendations of their committee, such report to be submitted to the Board prior to the end of the fiscal year as required by the Board and become part of the minutes of the Board.



- E) The duties of each committee shall be determined by the Board and set forth in a Terms of Reference.
- F) The committees shall meet as required at the call of the Chairperson.
- G) Members at Large can be invited to sit on a Committee of the Board by majority vote of the Directors.

## **BYLAW NO. 12 – EXERCISE OF BORROWING POWER**

- A) For the purpose of carrying out its objectives, the Association may borrow or raise or secure payment of money in such manner as it sees fit and, in particular, by the issue of debentures.
- B) The power of the Association under A) above shall be exercised only under the authority of the Bylaws of the Association and in no case shall debentures be issued without the sanction of a Special Resolution of the Association.

## **BYLAW NO. 13 – AUDIT OF ACCOUNTS**

The Association shall at each Annual General Meeting appoint an Auditor or Auditors to hold office until next Annual General Meeting and at least once in each fiscal year the accounts of the Association shall be examined, and the financial statement reported on by the said Auditor or Auditors.

## **BYLAW NO. 14 – SEAL**

- A) The Executive Director, as appointed by the Board shall be the custodian of the corporate seal of the Association.
- B) The seal shall not be affixed to any documents except in the presence of two Directors, or any two of the President, Vice-President, or Treasurer, and such officers shall sign every document to which the seal is so affixed in their presence.



## **BYLAW NO. 15 – AMENDMENTS, REVIEW AND APPROVAL**

The Bylaws of the Association shall be rescinded, amended or added to only by Special Resolution of the Association, upon thirty (30) days notice of motion and a 2/3 majority vote of the Directors.

The Bylaws of the Association are to be reviewed bi-annually by the Board of Directors.

## **BYLAW NO. 16 – INSPECTION OF BOOKS AND RECORDS**

The books and records of the Association may be inspected by any member of the Association in good standing upon giving notice to the President and the books and records may be inspected by such member within one week as advised by the President at such reasonable business operating hours.

## **BYLAW NO. 17 – FISCAL YEAR**

The fiscal year of the Association shall be determined at the discretion of the Board and shall be a set time period each subsequent year unless reasonable cause exists for change.

## **BYLAW NO. 18 – BANKING AND SIGNING OFFICERS**

- A) The Signing Officers of the Association shall be any two of the President, the Treasurer or any other Board member or senior leadership employees approved by two-thirds majority of the Board.
- B) The Signing Officers shall have authority on behalf of the Association to draw cheques, to sign, make, draw and accept bills of exchange, promissory notes and other negotiable or transferable instruments, or any other contract document or instrument in writing.
- C) No money shall be withdrawn from any Association bank account except by cheque or draft duly signed by two of the approved Signing Officers with documented rationale in Board approved minutes.



## **BYLAW NO. 19 – RULES OF ORDER**

Such rules of order as may be approved by the Board shall be used and followed at all meetings of the Association and the Board.

## **BYLAW NO. 20 – DISSOLUTION**

In the event of dissolution or winding up of the Association, all its assets, after payment of liabilities, shall be distributed to one or more recognized charitable organizations which carry on the same or similar work solely in Canada.

## **BYLAW NO. 21 – INCOME**

No part of the income of the Association may be payable to or otherwise available for the personal benefit of any member thereof, except for members employed or contractually appointed by the Association for remuneration.