

Schedule A



Bylaws for the
Fort McMurray Society for the
Prevention of Cruelty to Animals

Revised Dec 2020

(Based on Jun 8, 2020 revision)

The name of the Society is the Fort McMurray Society for the Prevention of Cruelty to Animals (hereafter referred to as "FMSPCA").

1. Definitions

- 1.1. "Board of Directors" (Referred to as the "Board"): consists of the four (4) officer positions Chair, Vice Chair, Treasurer and Secretary as well as eight (8) director positions all of whom are elected by the Members.
- 1.2. "The Shelter" (Referred to as the "Shelter"): The primary location of the operations of the FMSPCA and the primary housing facility for animals in the care of either the Regional Municipality of Wood Buffalo Animal Control and/or the FMSPCA.
- 1.3. "Member in Good Standing": All Members are in good standing provided they have paid annual dues no later than noon on the day prior to the Annual General Meeting.
- 1.4. "Qualified Voting Members": Members in Good Standing over the age of eighteen (18).
- 1.5. "General Meeting": Any meeting of the members where all members are invited.
- 1.6. "Annual General Meeting": The regular general meeting of members required by the Act to be held annually.
- 1.7. "Special Meeting": A General Meeting called in response to a petition which shall set forth the reasons for requesting such a meeting and shall be signed by the lesser of:
 - 1.7.1. The greater of 50 Members in Good Standing or one-third of all the Members in Good Standing; or
 - 1.7.2. the majority of the Board of Directors.
- 1.8. "Membership year": A one year period commencing on the date payment is received for a membership.
- 1.9. "Executive Director": The sole employee of the Board of Directors. The Nominating Committee shall be responsible for the recruitment and recommendation for employment candidates for the role of Executive Director. The Executive Committee shall be responsible for selecting and hiring the successful candidate for the role of Executive Director.
- 1.10. "Objective": The Objects listed in the filed Objects of the FMSPCA.

2. Membership

- 2.1. Any person wishing to support the Objective of the FMSPCA shall be eligible to become a member of the FMSPCA. Only those members who are a minimum of eighteen (18) years of age may exercise the right to vote
- 2.2. An application for membership must be made in writing to the FMSPCA. The application shall disclose the name, current address, primary contact phone number, and e-mail address, and shall be accompanied by payment of such membership as determined in bylaw section 3.
- 2.3. A member must agree to uphold the Objective of the FMSPCA and abide by all policies of operation, guidance and procedure as established and maintained by the Board or by the Shelter.
- 2.4. The Board, or their designate, may accept or reject applications for membership based on criteria described in the board policy.

- 2.5. The Board may expel from membership in the FMSPCA any Member who, in the opinion of the Board, may be deemed to be acting in a manner detrimental to the Objective of the FMSPCA or acting in defiance of the policies and procedures, provided such Member is given the opportunity to have a proper hearing.
- 2.6. The Board may terminate the Membership of a Member by a resolution passed at a meeting of the Board by a two-thirds (2/3) vote of all Board members in office. The notice of the meeting of the Board at which the resolution for termination will be considered must include a brief statement of the reason(s) for the proposed termination and a copy of the statement must be provided to the person or organization whose Membership is the subject of the proposed resolution. The person or organization whose Membership is the subject of the proposed resolution must be given an opportunity to be heard at a Board Meeting before the resolution for termination is put to a vote.
- 2.7. Any Member wishing to withdraw from membership may do so upon notice in writing to the Board through its Secretary or Chair.

3. Fees

- 3.1. Membership fees and types of memberships will be determined by resolution of the Board of Directors at their last meeting during each fiscal year.
- 3.2. A Member in default of payment of such membership fee shall not be entitled to any of the privileges, including voting, of membership until such fee has been paid.

4. Meetings of Members

- 4.1. An Annual General Meeting of members shall be held in Fort McMurray, Alberta every year within three months of the incorporation month (April) of the FMSPCA for the transaction of general business of the FMSPCA, and for the election of the Board.
- 4.2. Other General Meetings may be called.
- 4.3. The Board shall call a Special Meeting as per the criteria set out in bylaw section 1.7. The request shall be in writing and shall specify the objective for which the Special Meeting is required. The request shall be signed by the Members making the request and it shall be deposited with the Secretary of the FMSPCA.
- 4.4. Notice of the time and place of every General Meeting and Special Meeting shall be communicated via e-mail, FMSPCA web site posting, or regular mail to each member no less than 14 days prior to the date appointed for the Meeting. Every Member shall be deemed to have received notice within seven (7) days after such communication.
- 4.5. A quorum shall consist of the duly authorized Members present at any General Meeting or Special Meeting of the FMSPCA membership provided that this shall be no less than five (5) Qualified Voting Members.
- 4.6. Each Qualified Voting Member present at the Meeting shall have one (1) vote. Voting by proxy is allowed provided a verified signed proxy form is declared prior to voting; the proxy shall only be used by the assigned Qualified Voting Member present at the meeting and recorded in the meeting minutes, and the Qualified Voting Member present at the meeting may only exercise a maximum of five (5) proxy votes.
- 4.7. Special Meetings of the Membership will be chaired by the Chair of the Board of Directors, unless deemed necessary by the board that an alternate be used.

- 4.8. The press and public may attend General Meetings unless decided otherwise by resolution of the Members entitled to vote at the beginning of such meeting.
- 4.9. The meeting Chairperson may, at their discretion, request the removal of the public and/or press from any meeting if determined they are acting in a manner detrimental to the Objective of the FMSPCA.
- 4.10. Only members may participate in discussions. The Chairperson may also permit other non-members present to participate in discussions. The Chairperson reserves the right to limit discussions.
- 4.11. In the event of an equality of votes for or against a motion, the motion shall be declared lost.
- 4.12. Save as otherwise stated in these Bylaws, procedure at all General Meetings and Special Meetings shall follow Roberts Rules of Order.

5. Nomination and Election of the Board of Directors

- 5.1. Nominees to the Board of Directors shall not include anyone working in a paid position for the FMSPCA, nor any family member in the same household of someone working in a paid position for the FMSPCA.
- 5.2. The Nominating Committee, a standing committee of the Board of Directors, shall be responsible for the recruitment and recommendation for nomination to the Board of Directors.
- 5.3. The Nominating Committee shall receive, screen, and maintain all applications to the Board of Directors and shall make recommendations to the Membership or Board of Directors of eligible and qualified members for election to the Board of the FMSPCA.
 - 5.3.1. All applications must be received a minimum of 30 days prior to the Annual General Meeting.
 - 5.3.2. The Nominating Committee reserves the right to nominate non-Members who have demonstrated skills or experience that would be an asset to the Board or any non-Member who has an expressed interest in the Vision and Mission of the FMSPCA and is deemed a qualified candidate by any member of the Nominating Committee. Any non-Member who will be nominated must pay their membership fee and complete the Membership Application Form prior to being elected;
 - 5.3.3. The list of nominations shall be presented as a report at the Annual General Meeting with the recommendation that the person(s) listed are considered suitable for election, have agreed to serve, and should be elected.
 - 5.3.4. If such recommendations are approved by resolution, the person(s) listed shall be deemed to have been elected.
- 5.4. The members present at the Annual General Meeting shall only elect members to the board, and shall not directly elect officers of the Board.
- 5.5. If any positions remain vacant following the Annual General Meeting, or if a mid-year vacancy occurs, the Board may appoint, at any time, any Nominated Member, as presented by the Nominating Committee, to fill a vacant position on the Board, or may nominate any other qualified candidate, provided that such Nominee has completed the Membership Application Form and paid the membership fee prior to said election taking effect. In that circumstance, that person shall hold a position on the Board of Directors until the next Annual General Meeting, at which time if they wish to continue

to be a member of the Board they must be elected to the Board. For the purposes of calculating the term of a Director who commences in the role of Director after an Annual General Meeting, their term shall be deemed to have commenced as of the date of the Annual General Meeting at which they were elected.

- 5.6. Only persons who submit an application 30 days prior to the Annual General Meeting, or in the case of a vacancy following the Annual General Meeting or a mid-year vacancy before the next meeting of the Board of Directors, shall be eligible to be elected.

6. Board of Directors

- 6.1. The affairs of the FMSPCA shall be managed by a Board of Directors consisting of not less than five (5) and not more than twelve (12) members.
- 6.2. The Board of Directors shall consist of the following roles:
 - 6.2.1. 4 Officers of the Board: Chair, Vice Chair, Treasurer, and Secretary; and
 - 6.2.2. 8 Directors at large.
- 6.3. Each Director shall assume office immediately following the meeting at which they have been declared elected or appointed to the office.
- 6.4. Each Director may hold office for a 2 year term up to a maximum of 3 consecutive terms. At the end of the third term any Director who has held office for three consecutive terms must take a 1 year break from membership on the board.
- 6.5. At the first board meeting following the Annual General Meeting, the Board of Directors shall elect those Officers of the Board which are vacant.
 - 6.5.1. The election of the Officers shall occur by majority vote of the Board members who are present, either in person, via telephone, or via teleconference, at the first board meeting following the Annual General Meeting.
 - 6.5.2. In order for a Director to be elected to as an Officer, the Director must agree to accept the role of an Officer of the Board.
 - 6.5.3. The Officers shall be elected for a term of 1 years.
- 6.6. In exercising the powers and performing the functions of a Director, each Director must act honestly, in good faith, and in the best interests of the FMSPCA as a whole.
- 6.7. No person shall be a Director who is:
 - 6.7.1. An employee of the FMSPCA;
 - 6.7.2. A member of a firm appointed as auditors of the books of accounts of the FMSPCA; nor
 - 6.7.3. Has a consistent ongoing conflict of interest.
- 6.8. The tenure of a Director shall cease when such Member:
 - 6.8.1. Ceases to be a Member in Good Standing;
 - 6.8.2. Becomes an employee of the FMSPCA; or
 - 6.8.3. Becomes a member of a firm appointed as auditors of the books of accounts of the FMSPCA.
- 6.9. The Board may vote to end the tenure of a Board Member at any time if that Member:

- 6.9.1. Is found to be acting or performing contradictory to any of the Policies, Procedures, Bylaws or other guidance material implemented by the Board;
 - 6.9.2. Is not performing their duties as assigned at Board Meetings; or
 - 6.9.3. Has failed to attend three (3) consecutive Board Meetings - provided that each meeting is scheduled a minimum of two weeks prior to the meeting date.
- 6.10. Immediate relatives of Directors shall not be eligible to apply for positions of paid employment or paid contract work with the FMSPCA while the Board Member remains in office.
- 6.11. Immediate relatives of paid employees of the FMSPCA shall not be eligible for nomination to the Board.
- 6.12. The Board may remove from office on the FMSPCA Board, any Director who is deemed to be acting in a manner detrimental to the Objective of the FMSPCA, provided such a Board Member is given the opportunity to have a proper hearing, according to Robert's Rules of Order Newly Revised.
- 6.13. Each Member of the Board of Directors shall sit on at least one Committee of the FMSPCA.

7. Meetings of the Board

- 7.1. Meetings of the Board shall be held in Fort McMurray, Alberta and may be called at any time and place by the Board.
- 7.2. Notice of any meeting shall be delivered by mail, electronic correspondence, or telephoned to each member of the board at least three (3) days prior to the date of such meeting.
- 7.3. Minutes of all meetings of the Board shall be kept by the Secretary. The Secretary shall make available a copy of the Meeting Minutes by mail, email or other electronic correspondence to each Board Member in sufficient time prior to the next Board Meeting to allow adequate time for review.
- 7.4. Motions arising at any meeting of the Board shall be decided by a majority of votes; and in the case of an equality of votes for or against a motion, the chair will be the tie breaking vote.
- 7.5. The chairperson of meetings of the Board shall be the Chair of the Board of Directors. In case of the absence of the Chair, the Vice Chair shall be the meeting chairperson. In the absence of both the Chair and Vice Chair, the Board Members present shall choose one of the Board Members in attendance as the meeting chairperson.
- 7.6. The meeting chairperson will only vote in instances where there is a case of an equality of votes for or against a motion.
- 7.7. The quorum necessary for the transaction of business shall be the majority of board directors then in office.
- 7.8. A Director may participate in a meeting of the Directors or of any committee of the Directors by means of conference telephone or other communication facilities by means of which all Directors participating in the meeting can hear each other and provided that all such Directors agree to such participation. A Director participating in a meeting in accordance with this bylaw will be deemed to be present at the meeting and will be deemed to have so Agreed, and:

- 7.8.1. Will be counted in the quorum for the meeting and be entitled to speak; and
- 7.8.2. Will be entitled to vote at the meeting.
- 7.9. A resolution circulated electronically via a computer network and approved through electronic communications by a quorum (as per section 7.7) shall:
 - 7.9.1. Be as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted;
 - 7.9.2. Require a minimum of three calendar days' duration to ensure directors have an opportunity to respond;
 - 7.9.3. Be effective on the closing date of the vote or on any later date specified in the resolution; and
 - 7.9.4. Be entered in to the meeting minutes of the next regular board meeting as part of the consent agenda.
- 7.10. The Board of Directors will maintain a meeting minute book for historical records.

8. Officers of the Board

- 8.1. The Officers of the Board shall be the Chair, Vice Chair, Secretary and Treasurer, all of whom shall be elected at the 1st meeting of the Board of Directors after the Annual General Meeting or the 1st meeting after an Officer has resigned.
- 8.2. The Chair, subject to the control and direction of the Board, shall:
 - 8.2.1. Be the Chairperson at all meetings of the Board;
 - 8.2.2. See that all orders and resolutions of the Board are carried into effect;
 - 8.2.3. In consultation with the Board, exercise supervision over duties of the Officers of the Board; and
 - 8.2.4. In consultation with the Board, supervise the one employee of the Board, namely the Executive Director.
 - 8.2.5. In the event that there is no Executive Director, in consultation with the Board, appoint and supervise an interim acting Executive Director.
- 8.3. The Vice Chair shall
 - 8.3.1. Be vested with all the powers and shall perform all the duties of the Chair in the absence of the latter; and
 - 8.3.2. Perform such other duties as may be prescribed by the Board Chair.
- 8.4. The Secretary shall keep the minutes of General meetings, Special meetings, and Board meetings and shall perform such duties as may be assigned by the Board or Chair.
- 8.5. In the absences of the Secretary, the duties of his/her office shall be discharged by a member of the Board appointed by the Chair.
- 8.6. The Treasurer shall:
 - 8.6.1. Oversee the care and custody of the funds and securities of the FMSPCA;
 - 8.6.2. Ensure that accurate books of records are kept showing the financial transactions of the FMSPCA, the assets of the FMSPCA, the sums of money

- received and expended and the manner in which receipts and expenditures took place;
- 8.6.3. Ensure that all monies received by the FMSPCA are properly and promptly deposited in an account of the FMSPCA in such bank or financial institution as may be designated by the Board;
 - 8.6.4. Ensure that full and accurate accounts of receipts and disbursements are presented to the Board when required;
 - 8.6.5. Cause the accounts to be audited annually and an annual financial statement be prepared and certified by the auditors; and
 - 8.6.6. Perform such other duties as may be assigned by the Board or the Chair.
- 8.7. The Members shall not hold the Directors, the Officers or any Member acting on their behalf individually or collectively liable for decisions and/or actions taken in good faith on behalf of the FMSPCA.
 - 8.8. The FMSPCA shall hold, in good standing, appropriate liability insurance for its Officers and Directors.
 - 8.9. The Board may enter into agreements with other parties. Said agreements must be accepted by resolution of the Board.
 - 8.10. The Board may create and update, from time to time, policies setting out the role and responsibilities of the Executive Director.
 - 8.11. The Board may create and update, from time to time, such policies as it deems appropriate for fulfilling the objects of the FMSPCA.

9. Committees

- 9.1. The Board shall establish such committees as it deems appropriate for fulfilling the objects of the FMSPCA, which committees shall include but shall not be restricted to the following:
 - 9.1.1. Executive Committee
 - 9.1.1.1. The members of the Executive Committee shall be restricted to the Officers of the Board, who are, by virtue of their position, members of the Executive Committee. The Chair of the Board shall be the chairperson of the Executive Committee.
 - 9.1.2. Governance Committee
 - 9.1.2.1. The Board shall appoint a Governance Committee. Membership to the Governance Committee shall be restricted to members of the Board.
 - 9.1.3. Nominating Committee
 - 9.1.3.1. The Board shall appoint a Nominating Committee. The task of the Nominating Committee shall be to nominate persons for election to the Board and recruit and recommend persons for the role of Executive Director. The Nominating Committee shall consist of three (3) members appointed at any Board Meeting no less than one (1) month prior to the Annual General Meeting.
- 9.2. The Chair of the Board shall be, by virtue of his or her position, an ex-officio member of each Committee.

- 9.3. Any person being appointed to a Committee must agree to said appointment in order for the appointment to take effect.
- 9.4. A minimum of one (1) member of the Board shall sit on Each Committee.
- 9.5. The Board shall seek interest from the members with respect to membership on the committees and, unless otherwise set out herein, shall designate the chair of such committees as established by the Board, such committee chair to hold a term of office for one year.
- 9.6. The objects of the committees established by the Board shall be determined by resolution passed by the Board of Directors at the time of establishing the committee and may be modified by the Board of Directors from time to time.

10. Audit of Accounts

- 10.1. The accounts of the FMSPCA shall be audited each year by an auditor who shall generate an audit report.
- 10.2. The auditor shall be appointed at either an Annual General Meeting or a General Meeting of the membership prior to engagement of the auditor.
- 10.3. Presentation of the most recent audit report shall be made at each Annual General Meeting.
- 10.4. The Board shall duly consider the recommendations contained in such accepted audit report.

11. Remuneration

- 11.1. No member of the Board shall receive any remuneration from the funds of the FMSPCA save as such as the Board by resolution shall determine.
- 11.2. Each member of the Board may be reimbursed for expenses incurred through duties of the membership on the board.

12. Inspection of Records

- 12.1. Qualified Voting Members may inspect the financial records of the FMSPCA at any reasonable time on giving notice to the Treasurer. Records can be viewed at the FMSPCA 155 Macalpine Crescent, Fort McMurray, AB T9H 4A5.
- 12.2. Information gained from the inspection of the financial records of the FMSPCA shall not be shared with any person who is not a Qualified Voting Member.

13. Operation of an Animal Shelter

- 13.1. The FMSPCA may set up animal shelters as it deems fit and necessary and shall enter into any business agreements pertaining thereto with any government organization concerned.
- 13.2. It shall be part of the general policy of the FMSPCA, that no animal shall be released from the FMSPCA shelter for research, teaching, or testing purposes.

14. Borrowing Power

- 14.1. For the purposes of carrying out its Objectives, the FMSPCA may borrow, 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 FMSPCA, and in no case shall debentures be issued without the sanction of a special resolution of the FMSPCA.

15. Dissolution of the Society

- 15.1. Upon the dissolution of the FMSPCA if there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, it shall not be paid or distributed among the Members of the Society. Instead, such property shall be given or transferred to some other charitable institution or institutions having the main objectives similar to the main objectives of the FMSPCA. The institution or institutions to which the property is to be given or transferred shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as imposed on the FMSPCA. Members of the FMSPCA shall select the relevant institution or institutions at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then the property shall be given or transferred to some charitable objective.
- 15.2. After dissolution, records of the FMSPCA must be retained for a period of time and manner consistent with all government legislation.

16. Bylaws

- 16.1. Subject to the provisions of the Societies Act of Alberta, these bylaws may be rescinded, altered and added to only by Special Resolution of the FMSPCA.

17. Society Seal

- 17.1. The Board may adopt a seal as the seal of the Society.
- 17.2. The Secretary has control and custody of the seal, unless the board deems otherwise.
- 17.3. The seal of the Society can only be used by those authorized by the Board. The Board must pass a motion to name those authorized to use the seal.