



Bylaws for the
Fort McMurray Society For The
Prevention Of Cruelty To Animals

Revised: May 2012

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 President, Vice President, Treasurer and Secretary as well as six (6) 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 FMSCPA and the primary housing facility for animals in the care of either the Animal Control or the FMSPCA
- 1.3. "Member in Good Standing": All Members are in good standing provided they have paid annual dues no later than one day prior to any member meeting (i.e. general meeting, annual general meeting, or special meeting).
- 1.4. "Qualified Voting Members": Members in Good Standing over the age of eighteen (18).
- 1.5. "Associate Members": Volunteers of select FMSPCA programs, as designated by the Board, are considered Associate Members. Associate Members do not have voting privileges unless such members choose to apply for full membership and pay the membership fee, in which case they become a Member in Good Standing.
- 1.6. "General Meeting": Any meeting of the members, including, for greater certainty, an Annual General Meeting of the members.
- 1.7. "Annual General Meeting": the regular general meeting of members required by the Act to be held annually.
- 1.8. "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:
 - 1.8.1. 50 Members in Good Standing; or
 - 1.8.2. one-third of the all the Members in Good Standing; or
 - 1.8.3. the majority of the Board of Directors
- 1.9. "Membership year": a one year period commencing on May 1 and ending on Apr 30 of the following year.

2. Membership

- 2.1. Any person wishing to support the Objective of the FMSPCA shall be eligible to become a member of the FMSPCA.
- 2.2. An application for membership must be made in writing to the Fort McMurray Society for the Prevention of Cruelty to Animals. The application shall disclose the name, current address and primary contact phone number or e-mail address and shall 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. No person whom has ever been convicted of any offence of harm, cruelty or inhumane treatment of animals, shall be eligible to become a Member.
- 2.5. The Board, or their designate, may accept or reject application for membership.
- 2.6. 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, providing such Member is given the opportunity to have a proper hearing.
- 2.7. The Board may cancel 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 cancellation will be considered must include a brief statement of the reason or reasons for the proposed cancellation 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 cancellation is put to a vote.
- 2.8. Volunteers of select FMSPCA programs, as designated by the Board, are considered Associate Members. Associate Members do not have voting privileges unless such members choose to apply for full membership and pay the membership fee, in which case they can receive voting privileges.
- 2.9. Any member wishing to withdraw from membership may do so upon notice in writing to the Board through its Secretary or President.

3. Fees

- 3.1. The membership fee is payable by Members must be paid prior to the first day of the membership year.
- 3.2. The amount of the fee and the types of membership application shall be set from time to time by resolution of the Board.
- 3.3. A Member in default of payment of such membership fee shall not be entitled to any of the privileges 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 in each year within three months of the beginning of the membership year for the transaction of general business of the FMSPCA; and for the election of the Board.
- 4.2. Other General Meetings of the members may be called at any time by resolution of the Board and will typically occur no less than once every three months.
- 4.3. The Board shall call a Special Meeting upon the request of at least one-third of Qualified Voting Members of the FMSPCA. 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 providing 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 providing 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. Voting by e-mail or other written communication is not allowed.
 - 4.7. The President/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.
 - 4.8. 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.
 - 4.9. In the event of an equality of votes for or against a motion, the motion shall be declared lost.
 - 4.10. 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.
 - 4.11. Save as otherwise stated in these Bylaws, procedure at all General Meetings and Special Meetings shall follow Parliamentary Rules of Procedure

5. Nomination and Election of the Board of Directors

- 5.1. The Board shall appoint a Nominating Committee. The task of the Nominating Committee shall be to nominate persons for election to the Board.
- 5.2. 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.
- 5.3. The Nominating Committee shall prepare a list of persons who are members of the FMSPCA for election to the Board.
 - 5.3.1. Any member in good standing for a minimum of one (1) year prior to the date of the Annual General Meeting is eligible for nomination to the Board.
 - 5.3.2. The Board and/or Nominating Committee reserves the right to nominate any Member in Good Standing to the Board;
 - 5.3.3. The Board and/or 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 Objective or operations 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 nominated;
 - 5.3.4. The list of nominations shall be presented as a report to the Annual General Meeting with the recommendation that the persons listed are considered suitable for election, have agreed to serve and should be elected.

- 5.3.5. If such recommendation is approved by resolution, the persons listed shall be deemed to have been elected.
- 5.4. Nominations from the floor may be made at the Annual General Meeting by any Qualified Voting Member
- 5.5. All nominees whom have been convicted of a criminal offence must declare such offence at the Annual General Meeting in order to remain a nominee.
- 5.6. If there is more than one nominee for a given position, then the Chairperson of the Meeting shall conduct a vote by secret ballot to determine who shall be elected to that position on the Board.
- 5.7. If any positions remain vacant following the Annual General Meeting, the Board can elect, at any time, any Nominated Member to fill a vacant position on the Board or can nominate any other qualified candidate, provided that such Nominee has completed the Membership Application Form and paid the membership fee prior to being elected.
- 5.8. Only persons nominated 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 ten (10) members.
- 6.2. The Board of Directors shall consist of the following roles: President, Vice President, Treasurer, Secretary, and Directors 1 through 6.
- 6.3. Each director shall assume office immediately following the meeting at which they have been declared elected to the office, and shall hold office until a successor is elected or appointed.
- 6.4. The term of office shall be:
 - 6.4.1. The positions of President, Treasurer, and Directors 1, 2, and 3 shall be elected in odd numbered years; and
 - 6.4.2. The positions of Vice President, Secretary, and Directors 4, 5, and 6 shall be elected in even numbered years.
- 6.5. 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.
- 6.6. No person shall be a Director who is:
 - 6.6.1. An employee of the FMSPCA; nor
 - 6.6.2. A member of a firm appointed as auditors of the books of accounts of the FMSPCA.
- 6.7. The tenure of a Director shall cease when such Member:
 - 6.7.1. Ceases to be a Member in Good Standing;
 - 6.7.2. Becomes an employee of the FMSPCA; or
 - 6.7.3. Becomes a member of a firm appointed as auditors of the books of accounts of the FMSPCA.
- 6.8. The Board may vote to end the tenure of a Board Member at any time if that Member:

- 6.8.1. Is found to be acting or performing contradictory to any of the Policies, Procedures, Bylaws or other guidance material implemented by the Board;
 - 6.8.2. If that Member is not performing their duties as assigned at Board Meetings; or
 - 6.8.3. If that Member 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.
- 6.9. 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.
 - 6.10. Immediate relatives of paid employees of the FMSPCA shall not be eligible for nomination to the Board.
 - 6.11. The Board may remove from office in the FMSPCA Board, any Director who may be deemed to be acting in a manner detrimental to the Objective of the Fort McMurray Society for the Prevention of Cruelty to Animals, providing such a Board Member is given the opportunity to have a proper hearing, according to Robert's Rules of Order Newly Revised
 - 6.12. Casual vacancies on the Board may be filled by the continuing Directors providing that a quorum remains in office. Such vacancies shall be filled by persons as prescribed in the aforesaid subsections. Vacancies on the Board may, at the option, of the continuing Directors, remain unfilled until the next Annual General Meeting, providing that a quorum remains in office.

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 forward a copy of the Minutes by mail or electronic correspondence (e-mail) to each Board Member as soon as possible and prior to the next Board Meeting.
- 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 motion shall be declared defeated.
- 7.5. The Chairperson of meetings of the Board shall be the President. In case of the absence of the President, the Vice President shall be the Chairperson. In the absence of both the President and Vice President, the Board Members present shall choose one of their Board Members in attendance as Chairperson.
- 7.6. The quorum necessary for the transaction of business shall be five (5) members. The Board may fix the quorum necessary for the transaction of the business of the Board and if the Board does not fix the quorum, quorum will be a majority of board directors then in office.
- 7.7. 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 to have so

7.7.1. Agreed and will be counted in the quorum for the meeting and be entitled to speak and

7.7.2. Vote at the meeting.

7.8. A resolution circulated electronically via a computer network and approved through electronic communications by a quorum (as per section 7.6) shall be:

7.8.1. As valid and effectual as if it had been passed at a meeting of the Board duly called and constituted;

7.8.2. And shall be entered in to the minute book of the FMSPCA accordingly, complete with indication of each board member's vote;

7.8.3. Shall require a minimum of three calendar days duration to ensure directors have an opportunity to respond; and

7.8.4. Shall be effective on the closing date of the vote or on any later date specified in the resolution.

8. Officers of the Board

8.1. The Officers of the Board shall be the President, Vice President, Secretary and Treasurer, all of whom shall be elected at an Annual General Meeting.

8.2. Vacancies among the positions of Officers of the Board may be filled by the President or upon approved resolution of the Board at its next meeting. Elected members of the Board shall be eligible to be appointed to fill such vacancies or any member nominated by the Board of Directors.

8.3. The President, subject to the control and direction of the Board, shall:

8.3.1. Be Chief Executive Officer of the FMSPCA;

8.3.2. Preside at all meetings of the Board;

8.3.3. See that all orders and resolutions of the Board are carried into effect; and

8.3.4. In consultation with the Board, exercise supervision over duties of the Officers of the Board and shall generally direct the working of the FMSPCA.

8.4. The Vice President shall

8.4.1. Be vested with all the powers and shall perform all the duties of the President in the absence of the latter; and

8.4.2. Perform such other duties as may be prescribed by the Board President.

8.5. 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 President.

8.6. In the absences of the Secretary, the duties of his/her office shall be discharged by a member of the Board appointed by the President.

8.7. The Treasurer shall:

8.7.1. Have the care and custody of the funds and securities of the FMSPCA;

- 8.7.2. 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;
- 8.7.3. 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;
- 8.7.4. Ensure that full and accurate accounts of receipts and disbursements are presented to the Board when required;
- 8.7.5. Cause the accounts to be audited annually and an annual financial statement be prepared and certified by the auditors; and
- 8.7.6. Perform such other duties as may be assigned by the Board or the President.
- 8.8. 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.
- 8.9. The FMSPCA shall hold, in good standing, appropriate liability insurance for its Officers and Directors.
- 8.10. The Board may enter into agreements with other parties. Said agreements must be accepted by resolution of the Board.

9. Audit of Accounts

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

10. Remuneration

- 10.1. 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. Inspection of Records

- 11.1. Members of the Board may inspect the financial records of the FMSPCA at any reasonable time on giving notice to the Treasurer at a location to be mutually agreeable.
- 11.2. Qualified Voting Members may inspect the financial records of the FMSPCA at any reasonable time on giving notice to the Treasurer at a location to be mutually agreeable. Information gained from the inspection of the financial records of the SPCA shall not be shared with any person who is not a Qualified Voting Member.

12. Operation of an Animal Shelter

- 12.1. 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.
- 12.2. 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.

13. Borrowing Power

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

14. Dissolution of the Society

- 14.1. 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.
- 14.2. After dissolution, records of the FMSPCA must be retained for a period of time and manner consistent with all government legislation.

15. Bylaws

- 15.1. 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.