

# Bylaws of the Hanna & District Society for the Prevention of Cruelty to Animals

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*(Hereafter known as the Hanna SPCA)*

## 1. INTERPRETATION

- 1.1. Number and Gender – Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation and vice versa.
- 1.2. Headings – The headings used in these Bylaws are for convenience of reference only.

## 2. MEMBERSHIP

### 2.1. Generally

- 2.1.1. Any person, corporation or family who is interested in and supports the objects of the Society may become a member of the Society by approval of the Board of Directors, or by a committee set up by the Board, having such powers conferred upon it, and by payment of the prescribed fee.
- 2.1.2. The Board has full discretion to reject any application for membership. The Board shall be required to state reasons for the rejection within fourteen (14) days upon the request of the individual whose application was rejected.

### 2.2. Categories of membership – The categories of membership in the Society are as follows:

- 2.2.1. Individual Members – Any individual who applies to be an individual Member and who the Board accepts as meeting the criteria for family membership that the Board may establish from time to time is an Individual Member. An Individual Member shall pay the annual dues established by the Board from time to time. Each Individual Member is entitled to one vote.
- 2.2.2. Volunteer Members – Any individual who applies to be a Volunteer of the Society and who the Board accepts as meeting the criteria for a Volunteer that the Board may establish from time to time is a Volunteer Member. Volunteer Members are not required to pay any membership fees. A Volunteer Member is not eligible to vote, but is not precluded from applying for another type of membership for such purposes.

### 2.3. Membership Fees – Annual membership fees shall be due and payable at such time each year as established by the Board from time to time.

### 2.4. Rights and Privileges of Members – Every member in good standing is entitled, subject to any restrictions noted elsewhere in these Bylaws, to:

- 2.4.1. Attend any general meeting of the Society;
- 2.4.2. Vote at any general meeting of the Society, such votes to be made in accordance with voting rights listed in Bylaw #7;

- 2.4.3. Hold any office of the Society; and
- 2.4.4. Such other privileges as may be determined by the Board from time to time.

- 2.5. Cessation of Membership – A person immediately ceases to be a member of the Society:
  - 2.5.1. Upon notice in writing delivered to any Board member to be effective on the date of delivery; or
  - 2.5.2. Upon his or her death or, in the case of a corporate body, on its dissolution; or
  - 2.5.3. Upon the cancellation of his or her membership under Bylaw 2.6.; or
  - 2.5.4. Upon having been a member not in good standing, pursuant to Bylaw 2.7.

No membership fee refund shall be made in relation to any of the above.

- 2.6. Cancellation of Membership
  - 2.6.1. The board has full discretion to cancel the membership of any member.
  - 2.6.2. Any member that has their membership cancelled at the discretion of the Board shall be entitled to appeal such decision in accordance with the following procedure:
    - 2.6.2.1. Such member shall forward to the Board, within thirty (30) days following receipt or deemed receipt of written notice of such cancellation, written notice of such member's decision to appeal the cancellation.
    - 2.6.2.2. Such member's appeal shall be heard by the Membership at the next Annual General Meeting, where a decision shall be made by a seventy-five percent (75%) vote of the Membership present.
    - 2.6.2.3. The decision of the Membership shall be final and such member shall have no further right to appeal.
- 2.7. Good Standing – All members are in good standing except a member who has failed to pay his or her current annual membership dues, and he or she is not in good standing so long as the dues remain unpaid.

### 3. GENERAL MEETINGS OF THE SOCIETY

- 3.1. Time for holding General Meetings
  - 3.1.1. The Society shall hold an Annual General Meeting on or before May 31 in each year, of which meeting due notice shall be given to all members in writing to their last known address.
  - 3.1.2. General Meetings of the Society may be called at any time by the Secretary upon the instructions of the President of the Board of Directors, and, unless held on a regular day each month of which all members have been informed, due notice shall be sent in writing to the last known address of each member.
- 3.2. Quorum for General Meetings – Quorum for the Annual General Meeting, of for any General Meeting of the Society, shall be two-thirds (2/3) of the membership present.

- 3.3. Adjourning the General Meetings – Any General Meeting of the Society may be adjourned to any time and from time to time. No notice shall be required for any adjournment. An adjournment may be made with or without a quorum being present.

#### 4. DIRECTORS

##### 4.1. Powers of Directors

- 4.1.1. The affairs and business of the Society shall be managed by a board of Directors of not less than five (5) and not more than twelve (12) Directors. Said Directors are authorized, subject to the Bylaws and directions given by a majority vote at any General Meeting properly called and constituted, to exercise all such powers and do all such acts and things as the Society may exercise and do. Without limiting the generality of the foregoing, such powers include, but are not limited to the following:
- 4.1.1.1. The power to enter into contracts or agreements;
  - 4.1.1.2. The power to make banking and financial arrangements;
  - 4.1.1.3. The power to exercise documents;
  - 4.1.1.4. The power to direct the manner in which any other person or persons may enter into contracts or agreements on behalf of the Society;
  - 4.1.1.5. The power to purchase, lease, or otherwise acquire, sell, exchange or otherwise dispose of real or personal property, securities or rights or interest for such consideration and upon such terms and conditions as the Directors may consider advisable;
  - 4.1.1.6. The power to borrow on the credit of the Society for the purposes of operating expenses or on the security of the Society's real or personal property;
  - 4.1.1.7. The power to purchase insurance to protect the property, rights and interests of the Society and to indemnify the Society, its Members, Directors, and Officers from any claims, damages, losses or costs arising from or related to the affairs of the Society;
  - 4.1.1.8. The power to borrow, raise, or secure the payment of money in such a manner as it thinks fit;
  - 4.1.1.9. The power to enter into commercial business for the purpose of fundraising or otherwise meeting the objectives of the Society.
- 4.1.2. The Board of Directors may appoint committees to consist of one (1) or more members of the Society, provided that such committees shall conform to any regulations that be imposed on them by the Board to whom the committee shall be responsible. The Chairperson of such committee, if not a Director, shall report directly to at least one Director. Each committee shall be required to have at least one Director as a member to the committee.

##### 4.2. Duties of Directors

- 4.2.1. In exercising the powers and performing the functions of a Director, each Director must:
- 4.2.1.1. Act honestly and in good faith and in the best interests of the Society as a whole; and
  - 4.2.1.2. Exercise the care, diligence and skill of a reasonably prudent person.
- 4.2.2. No Director, or any other member acting on their behalf, shall be held liable for decisions and/or actions taken in good faith on behalf of the Society.

#### 4.3. Signing Authorities of Directors

4.3.1. Two signatures are required for financial documents and/or contracts. Signing authority shall be one of either the Treasurer or the appointed alternative Director, and one of either the President or Vice President.

#### 4.4. Directors' Meetings

4.4.1. Meetings of the Board of Directors shall be called by the President as often as the business of the Society shall require, with a minimum of six (6) meetings to be held every year.

4.4.2. A special meeting may be called on the instructions of any two (2) Directors provided that they request of the President in writing to call such a meeting and state the business to be brought before the meeting. All board members shall be given notice of such meeting unless Board meetings are held on a regular day each month of which Board members have due notice.

4.4.3. A quorum for a meeting of the Board of Directors shall be two-thirds (2/3) of the board, and meetings shall be held without notice if quorum of the Board is present, however, any business transactions at such meetings shall require notification at the next regularly called meeting of the Board, otherwise it shall be null and void.

#### 4.5. Nomination and Election of Directors

4.5.1. Members interested in running for election of the Board of Directors must first submit their application identifying their intention to run for the Board in writing to the Nomination Committee twenty-one (21) days prior to the regularly scheduled Annual General Meeting.

4.5.2. At the Annual General Meeting, those positions up for election on the Board of Directors shall be elected by the method of a show of hands except where more than one (1) person is nominated for the same position, when the vote shall be taken by secret ballot.

#### 4.6. Term of Office for Directors

4.6.1. Members of the Board of Directors shall each serve a term of three (3) years.

4.6.2. No Director shall be entitled to remain as Director for more than five (5) consecutive terms.

#### 4.7. Resignation or Removal of Directors

4.7.1. Any member of the Board may resign or retire by notice in writing directed to the President of the Board and will be eligible for re-election at a subsequent Annual General Meeting.

4.7.2. If any Director demonstrates a lack of interest in the Society by inactivity or if any Director is incompetent or unable to handle his elected or appointed tasks or if any Director conducts himself in an improper or unbecoming manner which is likely to endanger the interest or reputation of the Society, then such Director may be removed from the Board of Directors as follows:

4.7.2.1. Reasonable notice of a meeting at which the removal shall be voted on shall be given in writing to all Directors. The notice shall state that the matter of removal of a Director shall be put before the meeting. Each Director shall be entitled to vote. A majority of seventy-five percent (75%) of the Directors present and eligible to vote shall effect the removal of a Director. That Director shall cease to hold office at the close of that meeting.

- 4.7.3. A Director shall be removed from office without a vote of the Directors if that Director misses three (3) Board Meetings during any calendar year, unless otherwise decided by a majority of the Board of Directors. Such absences need not be consecutive to result in removal from office.
- 4.7.4. Any Director who is removed from the Board of Directors in accordance with these Bylaws shall have the right to receive notice of and reasons for such removal, but such Director shall have no right to appeal such removal.

## 5. OFFICERS

- 5.1. Election of Officers – The Officers of the Society are President, Vice-President, Treasurer, and Secretary. The Directors shall elect the Officers from among their number at the first meeting of the Directors following the Annual General Meeting of the Society.
- 5.2. Term of Office of Officers – The positions of President, Vice-President, Secretary, and Treasurer shall always be three (3) year terms.
- 5.3. Duties of Officers
  - 5.3.1. President – The President is entitled to preside at all General, Board, and Executive Meetings, and shall ensure the Hanna SPCA is operating under all Bylaws, Policy, Guidelines and Procedures approved by the Board of Directors. The President is an “ex officio” member of every committee and will approve and sign any correspondence or documents sent on behalf of the Board of Directors. The position of President is always filled by someone who has completed a prior term on the Board of Directors, unless there is no one so qualified who is willing or able to take the position.
  - 5.3.2. Vice-President – The Vice-President carries out the duties of the President if the President is absent or at the request of the President, and carries out such other duties as the Board or the Executive committee may request.
  - 5.3.3. Secretary – The Secretary ensures that minutes of General, Board, and Executive Committee Meetings are taken; is in charge of the seal of the Society; is in charge of all correspondence of the Society; keeps a record of all the members of the Society and sends notices of various meetings as required; and collects annual dues and assessments levied by the Society, with such monies promptly turned over to the Treasurer. In the case of the absence of the Secretary, the duties of this office shall be discharged by such other Director as may be appointed by the Board.
  - 5.3.4. Treasurer – The Treasurer: shall receive all monies paid to the Society and shall be responsible for the deposit of the same in whatever Chartered Bank the Board may order; shall properly account for the funds of the Society and keep such books as may be directed; shall present a financial report at Board of Directors’ meetings; shall be responsible for preparing the budget of the Society, paying of accounts, issuing of receipts for funds received, presenting financial statements and such other matters as the Board may decide from time to time; and shall prepare and present a financial statement at the Annual General Meeting. Any financial document prepared or presented by the Treasurer shall follow Generally Accepted Accounting Principles.

#### 5.4. Resignation or Removal of Officers

- 5.4.1. Any Officer may resign or retire by notice in writing directed to the President of the Board, or in the case of resignation by the President, in writing directed to the Vice-President and will be eligible for re-election at a subsequent Annual General Meeting.
- 5.4.2. If any Officer demonstrates a lack of interest in the Society by inactivity or if any Officer is incompetent or unable to handle his elected or appointed tasks or if any Officer conducts himself in an improper or unbecoming manner which is likely to endanger the interest or reputation of the Society, then such Officer may be removed from the Board of Directors as follows:
  - 5.4.2.1. Reasonable notice of a meeting at which the removal shall be voted on shall be given in writing to all Directors. The notice shall state that the matter of removal of an Officer shall be put before the meeting. Each Director shall be entitled to vote. A majority of seventy-five (75%) of the Directors present and eligible to vote shall effect the removal of an Officer. That Officer shall cease to hold office at the close of that meeting.
  - 5.4.3. A Director shall be removed from office without a vote of the Directors if that Officer misses three (3) Board Meetings during any calendar year, unless otherwise decided by a majority of the Board of Directors. Such absences need not be consecutive to result in removal from office.
  - 5.4.4. Any Officer who is removed from the Board of Directors in accordance with these Bylaws shall have the right to receive notice of and reasons for such removal, but such Officer shall have no right to appeal such removal.

### 6. BOARD OF DIRECTORS

- 6.1. Composition – Board of Directors shall consist of the Officers, being the President, Vice-President, Secretary, and Treasurer and any other Directors as appointed or elected, to a maximum of twelve (12) persons total.
- 6.2. A quorum for the Board of Directors shall be two-thirds (2/3) of the Board of directors present.
- 6.3. A quorum for a General, Special, or the Annual General Meeting shall be two-thirds (2/3) of the membership present.

### 7. VOTING RIGHTS

- 7.1. All members shall vote in person or by proxy in writing with their signature attached.
- 7.2. Each member in good standing is entitled to one (1) vote at any General meeting of the Society.
- 7.3. All Directors are entitled to one (1) vote at any meeting, such vote to be given in person or by proxy in writing with their signature attached.

## 8. SEAL

- 8.1. General – The Directors may provide for a common seal for the Society and may from time to time destroy it and substitute a new seal in its place.
- 8.2. Affixing the Seal – The Secretary shall have charge of the seal of the Society, which seal, whenever used, shall be authenticated by the signature of the President and of the Secretary, or in the case of the inability of either to act, the Vice-President.

## 9. SOCIETY RECORDS

- 9.1. Inspection of Society Records – The books and records of the Society may be inspected by any member of the Society at the Annual General Meeting provided for herein, or at any time upon giving a reasonable notice and arranging a time satisfactory to the Officer or Officers having the charge of same. Each member of the board shall, at all times, have access to the books and records of the Society.
- 9.2. Auditing of Society Records – The books and records of the Secretary and the Treasurer shall be subject to either a financial review or a financial audit at least once per year by either a duly qualified accountant or by a committee elected from the membership for such purpose by the Board.

## 10. FISCAL YEAR

- 10.1. The fiscal year of the Hanna & District Society for the Prevention of Cruelty to Animals shall be April 1 to March 31 of each calendar year.

## 11. REMUNERATION

- 11.1. Unless authorized at any meeting, and after notice of same has been given, no member of the Society shall receive remuneration from the funds of the Society.

## 12. INDEMNITY AND PROTECTION

- 12.1. A Member, when duly authorized to act for the Society, shall not be personally liable for any loss or damage or depreciation to the property of the Society or otherwise except if such Member acted fraudulently, dishonestly, or committed acts of gross misconduct or negligence.
- 12.2. No Director or Officer shall be liable for the acts, omissions, or defaults of any other member or employee, or for any loss, damage or expense happening to the Society through the insufficiency or deficiency of any security in or upon which any of the monies of the Society shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous or criminal acts of any person with whom any of the monies or effects of the Society shall be deposited, or for any loss occasioned by any error of judgement, or oversight on his part, or for



any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation to it.

12.3. The Society shall indemnify and hold harmless every person who has been, is now, or is in the future a Director or Officer of the Society and his or her heirs and legal representatives against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgement, that he, she or they actually and reasonably incur in a civil, criminal or administrative action or proceeding to which he or she is or they are made a party by reason of being or having been a Director or Officer of the Society, including an action brought by the Society if:

12.3.1. He or she acted honestly and in good faith with a view to the best interests of the Society; and

12.3.2. In the case of a criminal or administrative action or proceeding, he or she had reasonable grounds for believing his or her conduct was lawful.

### 13. NOTICE

13.1. Anywhere in these Bylaws where a notice requirement is specified, such notice shall be deemed to be good and sufficient where the notice is either:

13.1.1. In writing and is mailed eight (8) days prior to the date in question; or, where written notice is not specified,

13.1.2. In person, by telephone, or by fax or email, and is communicated three (3) days prior to the date in question.

### 14. BYLAWS

14.1. The Bylaws of the Society shall not be rescinded, altered or added to except by “special resolution” of the Society, as defined in the Societies Act, R.S.A. 2000:

14.1.1. “Special Resolution” means

14.1.1.1. A resolution passed

14.1.1.1.1. At an Annual General Meeting of which not less than twenty-one (21) days notice specifying the intention to propose the resolution has been duly given and

14.1.1.1.2. By the vote of not less than two-thirds (2/3) of the Board of Directors present at an Annual General Meeting

14.1.1.2. A resolution proposed and passes as a special resolution at a general meeting of which less than twenty-one (21) days notice has been given, if all the members entitled to attend and vote at the general meeting so agree.

### 15. DISSOLUTION

15.1. Dissolution of the Society – Dissolution will occur when seventy-five percent (75%) of all Members in good standing, by voting in person at a General Meeting of the membership or by formal written notice of intention, vote to dissolve.



15.2. Dispersal of Funds upon Dissolution – Should at any time the Society be dissolved by the membership, funds remaining on hand at time of dissolution shall be distributed to one or more non-profit organizations with similar aims and objectives and are recognized registered charitable organizations in Canada. Such use will be determined by a seventy-five percent (75%) vote of the Membership.