

## COCHRANE AND AREA HUMANE SOCIETY

### SOCIETY BYLAWS

Recorded March 3, 1998 and Amended February 9, 2007, April 23, 2008 and April 28, 2010 and  
**Amended and Restated \_\_\_\_\_, 2012**

#### NAME, OBJECTIVES

- 1) Name: The name of the society shall be the "Cochrane and Area Humane Society", hereinafter referred as the "Society" or "CAHS".
- 2) Mission: The mission of CAHS is to be dedicated to promoting and preserving the well-being of animals, sustained by volunteers and community.
- 3) Objectives: The objectives of the Society include providing food, shelter, medical care and the opportunity for adoption to unwanted, surrendered, lost and unclaimed animals, and promoting responsible pet ownership through educational programs, rural spay/neuter programs and public fundraising events.

#### STRUCTURE, REGISTERED OFFICE

- 4) Structure: CAHS will be registered as a society under the *Societies Act* (Alberta) and shall be registered as a charitable organization with the Canada Revenue Agency.
- 5) Registered Office: The Registered Office of the Society shall be in the Province of Alberta at such place as the Board may from time to time determine.

#### MEMBERSHIP

- 6) Fees and Classes: Membership fees and classes of membership, if any, in the Society shall be determined, from time to time, by a Special Resolution of the members at a general meeting or special meeting.
- 7) Withdrawal: Any member wishing to withdraw from membership may do so upon a notice in writing to the Board through its Secretary.
- 8) Eligibility: Any adult individual (or minor children if part of a family membership) of the general public may become a member of the Society upon payment of the membership fee of the chosen class.
- 9) Removal: Any member may be removed, and refused future membership, at the discretion of the Executive Director for behavior deemed to bring disrespect or disrepute to CAHS or to be contrary to the mission and objectives of the Society.

#### BOARD OF DIRECTORS

- 10) Definitions: “Board of Directors”, “Executive Committee” or “Board”, shall mean the Board of Directors of the Society.  
(Special Resolution approved April 28, 2010. Received May 31, 2010 at Corporate Registries.)
- 11) Number and Eligibility: The Board shall be comprised of a minimum of three (3) members and a maximum of fifteen (15) members (the “Directors”) plus the Past Chairperson, all of who must be members in good standing and be eighteen (18) years of age or older.  
(Special Resolution approved April 28, 2010. Received May 31, 2010 at Corporate Registries.)
- 12) Election/Appointment: Ten members may be elected by the members at the AGM and an additional five members may be appointed at the Board’s discretion. The appointed members shall submit themselves for ratification at the next AGM.  
(Special Resolution approved April 28, 2010. Received May 31, 2010 at Corporate Registries.)
- 13) Term: The term of each Director may be one (1) or two (2) years, except the term of Past Chairperson, which shall be one (1) year.  
(Special Resolution approved April 28, 2010. Received May 31, 2010 at Corporate Registries.)
- 14) Number of Terms: No Director shall serve more than three (3) consecutive terms, except for the Past Chairperson who shall be eligible to serve one (1) term as Past Chairperson in addition to their service as a Director. Any Director reaching the maximum number of consecutive terms shall be restricted from standing for election to a position on the Board for a period of one (1) year.  
(Special Resolution approved April 28, 2010. Received May 31, 2010 at Corporate Registries.)
- 15) Attendance Requirement: The absences of any Director from three (3) of the previous six (6) meetings of the Board during their term as a Director, except if absent on Board business may, at the Board’s discretion, be asked to resign and be restricted from standing for election to a position on the Board for a period of one (1) year following their resignation.  
(Special Resolution approved April 28, 2010. Received May 31, 2010 at Corporate Registries.)
- 16) Consents: A person appointed or elected a Director becomes a Director if they were present at the meeting when being appointed or elected, and did not refuse the appointment. They may also become a Director if they were not present at the meeting but consented in writing to act as a Director before the appointment or election, or within ten days after the appointment or election, or if they acted as a Director pursuant to the appointment or election.
- 17) Authority: The Board shall, subject to the bylaws or directions given it by majority vote at any meeting properly called and constituted, have full control and management of the affairs of the Society.

- 18) *Meetings* Meetings of the Board shall be held as often as may be required, but at least once every three months, and shall be called by the Chairperson. A special meeting may be called on the instructions of any two members provided they request the Chairperson in writing to call such meeting, and state the business to be brought before the meeting.
- 19) *Quorum:* Fifty (50%) of the Board of Directors shall constitute a quorum, and meetings shall be held with notice if a quorum of the Board is present.
- 20) *Lack of Quorum and Ratification:* Any business transacted at meetings where a quorum was not present shall be null and void unless ratified at the next meeting of the Board at which a quorum is present.
- 21) *Vacancies:* Any vacancy occurring during the year may be filled by appointment by the Board.  
(Special Resolution approved April 23, 2008. Received May 1, 2008 Corporate Registries)
- 22) *Removal:* Upon two thirds vote of the existing board of directors, any director can be removed from the CAHS board of directors at any time for failure to comply with the Directors Code of Conduct & Ethics.
- 23) *Remuneration:* Unless authorized by Special Resolution at any meeting of the members of CAHS, after notice for same shall have been given, no Director of the Society shall receive any remuneration for his/her services as a Director.

## OFFICERS

- 24) *Officers:* At the first general board meeting after the annual meeting, the Board shall appoint, by majority vote, Directors to be the Officers of the Society, namely a Chairperson, a Vice-Chairperson, a Secretary, and a Treasurer. One person may fill the Office of the Secretary and Treasurer, if the Board so decides.
- 25) *Term:* Each Officer shall be appointed by the Board for a period of one (1) year, and may be appointed for additional terms as long as they remain a Director.
- 26) *Removal:* Any Officer, upon a majority vote of all the Directors, may be removed from their Office for any cause deemed reasonable.
- 27) *Remuneration:* Unless authorized by Special Resolution at any meeting of the members of CAHS, after notice for same shall have been given, no Officer of the Society shall receive any remuneration for his/her services as an Officer.
- 28) *Chairperson:* The Chairperson shall, when present, preside at all meetings of the Society and of the Board, and shall be an ex-officio member of all Board committees.
- 29) *Past Chairperson:* The previous Chairperson of the Society shall be eligible to serve one (1) term as Past Chairperson on the Board immediately following the end of their term as Chairperson. Should the previous Chairperson be unable to serve as Past Chairperson, the position shall be held vacant.

- 30) Vice-Chairperson: In the absence of the Chairperson, the Vice-Chairperson shall preside at any such meetings. In the absence of both, a chairperson may be elected at the meeting to preside.
- 31) Secretary and Meetings: The Secretary shall be under the direction of the Chairperson and the Board, and it shall be the duty of the Secretary to attend all meetings of the Society and of the Board, and to keep accurate minutes of the same. In case of the absence of the Secretary, an acting Secretary for such meeting shall be appointed by the Chairperson the Board.
- 32) Other Duties of the Secretary: The Secretary shall have charge of all the correspondence of the Society, and shall also keep a record of all the members of the society and their addresses; send all notices of the various meetings as required, and collect and receive the annual dues or assessments levied by the Society, which shall be promptly turned over to the Treasurer.
- 33) Treasurer: The Treasurer shall receive all monies paid to the Society and be responsible for the deposit of same, in whatever Bank, Trust Company, Credit Union or Treasury Branch and shall properly account for the funds of the Society and keep such books as may be directed by the Board. He/she shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the Annual Meeting a statement duly audited of the financial position of the Society and submit a copy of same to the Secretary for the records of the Society.  
(Special Resolution approved April 23, 2008. Received May 1, 2008 Corporate Registries.)

#### AUDITING

- 34) Annual Audit: The books, accounts and records of the Society shall be audited at least once each year by a duly qualified accountant or by two members of the Society elected for that purpose at the Annual Meeting, and a complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at each Annual Meeting of the Society.
- 35) Fiscal Year: The fiscal year of the society in each year shall end-December 31.
- 36) Right to Inspect: The books and records of the Society may be inspected by any member of the Society at the Annual Meeting or at any time upon giving reasonable notice and arranging a time satisfactory to the Officer or Officers having charge of same. Each Director shall at all times have access to such books and records.

#### MEETINGS OF THE MEMBERS

- 37) Annual Meetings: The Society shall hold an Annual Meeting on or before April 30 in each year, to elect Directors, appoint the auditors and receive the audited Financial Statements. Other business may be presented to any Annual Meeting by direction of the Board or petition by members.

- 38) Notice of Annual Meetings: Notice shall be given at least seven (7) days prior to the date of the Annual Meeting setting out the date, time, place and agenda for the meeting (including any additional business). Such notice will be communicated through written correspondence and/or electronically.
- 39) Meeting: At annual meetings, there shall be elections for Directors to serve a two (2) year term.
- 40) Additional Meetings: Additional meetings of the Society may be called at any time by the Secretary upon the instructions of the Chairperson or Board by notice given at least seven (7) days prior to the date of the Annual Meeting setting out the date, time, place and agenda for the meeting (including any additional business). Such notice will be communicated through written correspondence and/or electronically.
- 41) Petition by Members: A special meeting shall be called by the Chairperson or Secretary upon receipt of a petition signed by one third (1/3) of the members in good standing, by notice in writing to the last known address of each member, mailed at least eight (8) days prior to the date of such meeting, setting out the date, time, place and agenda for the meeting.
- 42) Quorum: Ten (10) members in good standing including current Directors shall constitute a quorum at any meeting of the members of CAHS. If a quorum is present at the beginning of a meeting, the meeting is properly constituted notwithstanding that a quorum does not remain present prior to termination of the meeting.  
(Special Resolution approved April 2, 2001. Received March 20, 2003  
Corporate Registries)
- 43) Voting: Any member who has:
- a. not withdrawn from membership;
  - b. not been suspended nor expelled (including each spouse of a family membership but excluding minor children of a family membership); and
  - c. had a membership of 3 months in good standing
- shall have the right to one vote at any meeting of the Society. Such votes must be made in person.
- 44) Votes to Govern: All resolutions shall require for approval a simple majority of the votes represented at each meeting of members at which a quorum is present, except resolutions which are stated in these bylaws to be by "Special Resolution"; which shall require for approval seventy-five percent (75%) of the votes represented at such meeting.
- 45) Remuneration of Members: Unless authorized by Special Resolution at any meeting of the members of CAHS after notice for same shall have been given, no member of the Society shall receive any remuneration for his/her services to the Society.

#### BORROWING POWERS

- 46) Borrowing Powers: For the purposes of carrying out its objectives, the Society may borrow or raise or secure 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 a majority of the Board of Directors of the Society and in no case shall

debentures be issued without the sanction of a Special Resolution of the members of the Society.

(Special Resolution approved April 20, 2004. Received May 5, 2004 Corporate Registries)

#### EXECUTIVE DIRECTOR

47) Executive Director: The Executive Director shall be a salaried employee of CAHS, retained by and reporting to the Board.

48) Responsibilities: The Executive shall be responsible for fund-raising, hiring of staff and daily management of CAHS within the constraints of a Board approved budget, and any other duties as the Board may direct.

#### BYLAWS

49) The bylaws may only be rescinded, altered or added to by a Special Resolution at any meeting of the members, and the filing of such Special Resolution with Alberta Corporate Registries.