

# ALBERTA SOCIETIES ACT

## THE EQUITABLE CHILD MAINTENANCE & ACCESS SOCIETY

### BY-LAWS

(Effective May 3, 2007)

#### **1. ARTICLE 1: NAME**

- 1.1. The legal name of the society is The Equitable Child Maintenance & Access Society (hereinafter 'the Society').
- 1.2. The acronym 'ECMAS' shall be recognized for operating purposes as being equivalent to The Equitable Child Maintenance & Access Society.

#### **2. ARTICLE 2: PROGRAMS AND SERVICES**

- 2.1. The Society shall conduct such programs and provide such services, to members and to the general public, as are determined from time to time to be pursuant to the Purpose and Objective of the Society.

#### **3. ARTICLE 3: MEMBERSHIP IN THE SOCIETY**

- 3.1. Any resident of Canada of the full age of eighteen (18) may become a member of the Society upon submission of an application and payment of the membership dues as specified by the Board. Membership is then automatic, unless the Board by majority vote rejects it within thirty (30) days. Any such rejection is not subject to appeal. Memberships expire automatically at the end of the period for which they are specified, and are renewed in the same way as originally acquired.
- 3.2. The Board may, by a two-thirds (2/3) majority vote, revoke the membership of any member for conduct not in keeping with the Purpose and Objective of the Society or with good order within the Society. A person whose membership privileges are under reconsideration shall be given thirty (30) days notice in writing and opportunity to speak before the Board before any such action is taken.

#### **4. ARTICLE 4: RIGHTS AND RESPONSIBILITIES OF MEMBERS**

- 4.1. All Members and Directors have the right to attend meetings, vote at Annual General Meetings and on Special Resolutions, and are responsible for behaving in accordance with the By-laws and Objectives of the Society.

#### **5. ARTICLE 5: FEES**

- 5.1. The Board of Directors shall set annual membership fees, possibly including partial amounts for partial years.

- 5.2. The Board may waive the payment of membership fees in individual cases in recognition of volunteer services or financial hardship.
- 5.3. The Board may set such fees for support services and programs as are deemed appropriate, and as are consistent with the not-for-profit status of the Society.

## **6. ARTICLE 6: BOARD OF DIRECTORS**

- 6.1. The governing body of the Society shall be a Board of Directors, herein referred to as "the Board."
- 6.2. The Board of Directors shall have charge and control of the management and affairs of the Society, subject to the Societies Act and these By-laws.
- 6.3. Directors and Officers shall be elected by majority vote of a quorum of members at each Annual General Meeting of the Society. Each Director shall be elected directly to one (1) or more specified positions as hereinafter described.
- 6.4. There shall be a minimum of three (3) Directors at all times.
- 6.5. At the Annual General Meeting, Board members shall be elected to concurrent one (1) year terms.
- 6.6. The Board may, by a two-thirds (2/3) majority vote, appoint members to fill any Board position that is vacant until the next election by the membership.
- 6.7. Any Director and Board member may resign at any time on written notice of thirty (30) days to the President of the Society. Any Director other than the President may be removed from the Board for cause by a two-thirds (2/3) majority vote of Board members. The President of the Society may be removed for cause by simple majority vote at any Special General Meeting of the Society.
- 6.8. Members of the Board shall not receive any payment or fees for their services as Directors.
- 6.9. Each member of the Board shall have one (1) vote in all decisions of the Board. Any member occupying more than one office on the Board at a given time shall nonetheless have only one (1) vote. Any Standing Committee headed by co-Chairs rather than by a single Chair shall be represented on the Board by only one (1) of them, with a single vote, at any given time.
- 6.10. Every member of the Board shall be indemnified by the Society against all charges and losses which such member of the Board may incur or become liable for by reason of any contract entered into or action taken by him or her as a member, or in the discharge of his or her duties; except such losses or expenses as are not authorized by the Board, or are occasioned by his or her own willful neglect or default, or as are regulated by By-law.

## **7. ARTICLE 7: EXECUTIVE OFFICERS**

- 7.1. The Executive Officers of the Society shall all be members of the Board, and shall include a President, the immediate Past President (if available), a Vice President, a Secretary, and a Treasurer (or a single Secretary-Treasurer). Two (2) co-Presidents may be elected in place of

a President and Vice President.

- 7.2. The Executive Officers shall jointly comprise the Executive Committee, and shall have, in addition to their duties under these By-laws, such powers over the day-to-day management of the affairs of the Society as the Board shall see fit to assign them.

## **8. ARTICLE 8: ADMINISTRATIVE APPOINTMENTS**

- 8.1. The Board is empowered to create and fill such administrative positions, remunerated and otherwise, as it deems fit; also to negotiate such contracts as it deems fit. For example, it may hire such persons as an Executive Director, office secretaries, and professional experts. No person on the Board at a given time shall be hired to a paid position at that time, and no person paid by the Society shall be eligible to sit on the Board.
- 8.2. The Board shall prescribe the responsibilities, salaries, and other terms of employment for any personnel appointed to such administrative positions, and shall negotiate the conditions of any contracts to which the Society is party.

## **9. ARTICLE 9: MEETINGS**

### **9.1. General Meetings**

- 9.1.1. The Society shall hold an Annual General Meeting for the following purposes: receiving and approving an annual report from each of the President, Secretary, and Treasurer; passing resolutions binding upon the Board, including any changes to the By-laws; and electing Directors for the coming year.
- 9.1.2. The Board shall set the time, date and location of the Annual General Meeting, with timely notification to all paid-up members. The Annual General Meeting shall be held in March of each year, unless timely notification is sent to all paid-up members announcing a delayed date, and may not be delayed beyond that time by more than four (4) months.
- 9.1.3. The Board of Directors may call a Special General Meeting of the Society with the same powers as the Annual General Meeting, including the power to appoint and remove Board members or the President. Such calls are subject to a fourteen (14) day notification of all members. Notice shall include an agenda of items to be acted upon, and no actions for which such notice has not been given shall be taken at a Special General Meeting.
- 9.1.4. The Board shall call a Special General Meeting at the request of twenty five percent (25%) of all paid-up members.
- 9.1.5. A quorum for the Annual General Meeting or a Special General Meeting of the Society shall be twenty percent (20%) of all paid-up members.
- 9.1.6. Timely notice of General Meetings and Special General Meetings of the Society shall be a minimum of fourteen (14) days in advance, and may be given by mail, telephone,

or electronic means. Good faith efforts must be made by the Board to reach all members, but the onus is on individual members to be sure their contact information is up to date for this purpose.

- 9.1.7. All voting at General Meetings and Special General Meetings except for amending the By-laws shall be by simple majority of 50% plus 1 and there shall be no proxy votes. Votes may be cast in person or absentee ballots will be accepted if submitted through the Secretary by 7:00 p.m. the night of the vote. The Chair of the meeting may vote only to break a tie.
- 9.1.8. Voting of the members at all other meetings shall be solely to advise the Board, not binding upon it.

## **9.2. Directors Meetings**

- 9.2.1. The Board may by majority vote establish such rules for conducting its deliberations and actions as it deems fit, subject to these By-laws.
- 9.2.2. A quorum of the Board shall be forty percent (40%) of the Directors.
- 9.2.3. The Board may hold meetings by telephone or electronic means as well as in person.
- 9.2.4. With timely notification, any member may request permission to attend Board Meetings. Such requests may be denied only for good cause and by majority vote of the Board.

## **10. ARTICLE 10: FINANCE**

- 10.1. The fiscal year of the Society shall be from January 1 to December 31.
- 10.2. All monies owned by the Society are to be held in secured accounts with reputable financial institutions.
- 10.3. All disbursements from the Society shall be by way of cheque with two (2) signatories. Signatories shall be designated from time to time by the Board of Directors and their names communicated to the financial institution or institutions by the Society. There shall be written notice that a person is not a signatory any longer.
- 10.4. The Board, by simple majority, is empowered to borrow money upon the credit of the Society in an amount not to exceed one thousand dollars (\$1,000) per annum on such terms as deemed expedient. Any debts exceeding one thousand dollars (\$1,000) shall require authorization by the membership in a General Meeting.
- 10.5. The financial records and financial reports of the Society shall be audited at least once each fiscal year. As determined according to need and external requirements, this shall be done either by the Board hiring an independent professional or by a General Meeting electing two (2) members to carry out the task.
- 10.6. Members have the right to inspect the books and records at any Annual General Meeting, or upon thirty (30) days notice to the Board.

## **11. ARTICLE 11: COMMITTEES**

- 11.1. At each Annual General Meeting or Special General Meeting, the membership shall elect Chairs for such Standing Committees as they deem necessary to the operation of the Society. At other times, the Board may appoint Chairs for such Standing Committees, as they deem necessary.
- 11.2. The Chair of each Standing Committee, as long as he or she holds that position, is ex officio a member of the Board of Directors, and shall monthly report the Committee's activities at each of the Society's regular monthly meeting. This report can be provided in person or can also be submitted by telephone or electronic means.
- 11.3. The Board of Directors is empowered to establish ad hoc committees, and to appoint Chairs and terms of reference for them, as it deems necessary.

## **12. ARTICLE 12: PUBLIC PRONOUNCEMENTS**

- 12.1. Public pronouncements may be issued from time to time in the name of the Society by the President or by his or her designate, subject to approval by the Board where practical to do so. No other person may speak in the name of the Society.

## **13. ARTICLE 13: HEAD OFFICE**

- 13.1. The Society's Head Office shall be within thirty (30) kilometers of the boundaries of the City of Edmonton within the Province of Alberta.
- 13.2. The By-laws, Policies, and all general records of the Society shall be maintained at its Head Office. Records may be inspected by any member of the Society upon reasonable advance notice at the convenience of all concerned.
- 13.3. The Seal of the Society (if any) shall remain in the custody of the President and shall be affixed by the President to all documents requiring its use.

## **14. ARTICLE 14: POLICY MANUAL**

- 14.1. The Board of Directors shall formulate a policy manual, to document all general rules governing the conduct of the Society's business that are passed by the Board or by General Meetings of the Society. These rules shall include the terms of reference for the Standing Committees.

## **15. ARTICLE 15: POLICIES AND AMENDMENTS TO BY-LAWS**

- 15.1. The By-laws of the Society may only be amended by a Special Resolution of the Members as defined in Section 1 (d) of the Societies Act.
- 15.2. The By-laws of the Society shall not be subject to waiver.
- 15.3. All other policies may be amended in the same manner as they are passed: by a majority vote of the Board at a duly authorized meeting of the Board, or by a majority at a General Meeting. The Board may not amend or rescind motions passed at General Meetings.

## **16. ARTICLE 16: DISSOLUTION OF THE SOCIETY**

- 16.1. Dissolution of the Society can be brought about only by vote of three-quarters (3/4) of the members at a General Meeting.
- 16.2. In the event of the dissolution of the Society, the property, and assets shall be returned to the funding sources, or transferred to non-profit organizations with goals similar to those of ECMAS, as appropriate.

## **17. ARTICLE 17: RULES OF ORDER**

- 17.1. In all matters of procedure not herein provided, the rules of order set forth in ROBERT'S RULES OF ORDER shall be followed, unless waived by consent of two-thirds (2/3).

## **18. ARTICLE 18: CHAPTERS**

- 18.1. The Board shall have authority to establish branches of the Society, subject to approval by the Board. The Board shall ensure that such branches support the Purpose and Objective of the Society and abide by its By-laws and Policies. It may disestablish them by a two-thirds (2/3) majority vote, subject to any relevant Provincial legislation, if they do not so abide.

## **19. ARTICLE 19: DUTIES OF OFFICERS AND DIRECTORS**

### **19.1. PAST PRESIDENT**

- 19.1.1. To advise the President, Officers, and Directors on any pertinent matters important to the Society.
- 19.1.2. To perform all the regular duties of a Director of the Society as established by the Board.

### **19.2. PRESIDENT**

- 19.2.1. To chair the Board of Directors, the Executive Committee, and General Meetings.
- 19.2.2. To establish the agenda, time, and place of these meetings, and to assure that they are held regularly.
- 19.2.3. To act as the spokesperson for the Society.
- 19.2.4. To ensure that the By-laws and Policies of the Society are followed.
- 19.2.5. To direct the day-to-day operation of the Society, in person or by delegation.

### **19.3. VICE-PRESIDENT**

- 19.3.1. To chair the Board, and Executive Committee Meetings, and General Meetings in the absence of the President.
- 19.3.2. To perform general duties of the President when requested by the President.

#### 19.4. SECRETARY

- 19.4.1. To take minutes of all Board Meetings, Annual General Meetings, and Special General Meetings of the Society. To read the minutes taken, as appropriate, to subsequent meetings.
- 19.4.2. To maintain, in good order, records of all members and officers of the Society.
- 19.4.3. To maintain the policy manual for the Society, and provide copies of it to all Board members and to any Society member who wishes one.

#### 19.5. TREASURER

- 19.5.1. To report on the financial status of the Society at General Meetings, and to the Board at its regular meetings.
- 19.5.2. To ensure that the financial affairs of the Society comply with the Societies Act.
- 19.5.3. To prepare the annual financial statement for reporting under the Societies Act.
- 19.5.4. To prepare a yearly budget, if so directed by the Board.
- 19.5.5. To maintain all bank accounts of the Society.
- 19.5.6. Be a signatory.

#### 19.6. COMMITTEE CHAIRS

- 19.6.1. Subject to ratification by the Board, to appoint the members of the Committee.
- 19.6.2. To call and chair the Committee Meetings on a regular basis, and direct all activities of the Committee.
- 19.6.3. To develop the agenda, date, time, and place for Committee Meetings, and assure that records are kept of the meeting decisions.
- 19.6.4. To report activities of the Committee to the Board of Directors.
- 19.6.5. To direct the Committee in ways needed to carry out decisions of the Board.

May 3, 2007

Date Signed

Jerry Bernard  
Jerry Bernard, President

May 3, 2007

Date Signed

T. Varga  
Tony Varga, Vice President