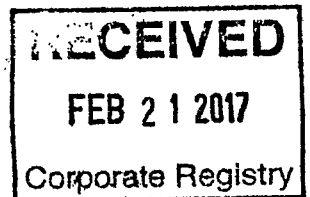


PARKLAND FOOD BANK SOCIETY BYLAWS

Fall 2016
Update



Parkland Food Bank

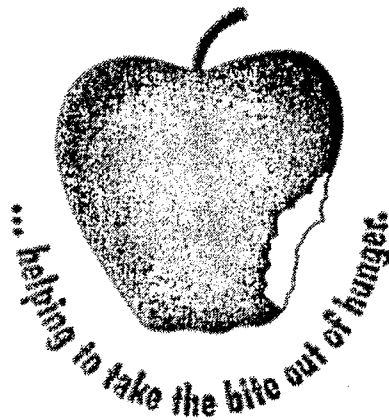


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1 Article I: NAME

- 1.1 The name of the organization shall be the PARKLAND FOOD BANK SOCIETY.

2 Article II: PURPOSE

- 2.1 The Parkland Food Bank Society believes that hunger exists in the community; that the community has a responsibility to address this need; that the resources to address this need exist in the community; that it is necessary to work in co-operation with other organizations to address this need, and that all individuals should be treated with dignity and respect.
- 2.2 The purpose of the Parkland Food Bank Society is to address the needs of hunger to residents of Spruce Grove, Stony Plain and Parkland County.

3 Article III: DEFINITIONS

- 3.1 *Act* means the Societies Act R.S.A. 1980, Chapter S-18 as amended from time to time, or any statute substituted for it.
- 3.2 *Board* means the Board of Directors of the Parkland Food Bank Society.
- 3.3 *Board Meeting* means the regular meeting of the Board.
- 3.4 *Bylaws* mean the Bylaws of the Parkland Food Bank Society.
- 3.5 *Closed Session* means without the presence of any person except those persons entitled to vote on the issue.
- 3.6 *Chair* means the Chair of the Board.
- 3.7 *Director* means any person elected or appointed to the Board.
- 3.8 *Employee* means any staff member performing duties in return for financial remuneration.
- 3.9 *Executive Committee* means the board members that hold the positions of board chair, vice-chair, secretary, treasurer and past chair. Collectively, this group is referred to the executive committee with the responsibilities associated with this group.
- 3.10 *Executive Director* means the chief administrative officer appointed by the Board.
- 3.11 *In Good Standing* means that the member is committed to the vision of the Parkland Food Bank Society, are in compliance with the Bylaws, and have not been sanctioned by the Society in the last 12 months or terminated.

- 3.12 *Majority Vote* means a clear majority of those entitled to vote, specifically fifty-one (51%) percent. In calculation the percentages of those eligible to vote, all fractions shall be rounded up to a full vote.
- 3.13 *Member* means any member of the public who has an interest in the vision of the Parkland Food Bank and completes a membership application. There is no fee to become a member.
- 3.14 *Nominating Committee* means the committee that nominates the officers for election. This committee is headed by the past chair of the board.
- 3.15 *Officer* means anyone who holds an executive position on the board.
- 3.16 *Proxy* means the appointment of another person to represent and vote for another.
- 3.17 *Register of Members* means a list of all of the current members of the Parkland Food Bank Society. The secretary will manage this register.
- 3.18 *Registered Office* means the legal address for the Parkland Food Bank Society.
- 3.19 *Volunteer* means any person performing a staff function on a voluntary basis without financial remuneration.
- 3.20 *In Attendance* means that members or directors are either present at the meeting or remotely connected to the meeting by phone, computer, etc. If a member is remote, they must be in a position to both listen to proceedings and respond to or ask questions as required.

4 Article IV: INTERPRETATION

- 4.1 Interpretations – The following rules of interpretation shall be applied in interpreting these Bylaws
- 4.1.1 **Singular and Plural:** words indication the singular number also includes the plural, and vice-versa. **Headings:** are for convenience only. They do not affect the interpretation of these Bylaws.
- 4.1.2 **Liberal Interpretation:** these Bylaws shall be interpreted broadly and generously adhering not only to the letter but also the spirit of the articles.

5 Article V: MEMBERSHIP

- 5.1 Membership is defined in the Definitions section of these bylaws.
- 5.2 All board members and volunteers in good standing with the Parkland Food Bank Society are automatically considered to be members. As long as they continue to be volunteer or board members in good standing their membership does not expire. Membership will expire at the point the volunteer resigns or becomes inactive.
- 5.3 Rights
 - 5.3.1 Any member in good standing is entitled to:
 - 5.3.1.1 receive notice of the Annual General Meeting;
 - 5.3.1.2 attend any Annual General Meeting; and;
 - 5.3.1.3 speak and vote at any Annual General Meeting, following procedure outlined at that meeting;
 - 5.3.1.4 exercise other rights and privileges given to Members in these Bylaws;
 - 5.3.1.5 be eligible to sit on board as a director.
- 5.4 Voting
 - 5.4.1 Only registered members in good standing shall be eligible to vote.
 - 5.4.2 Each member is eligible to vote on items at any Annual General Meeting, following procedures outlined at that meeting
 - 5.4.3 Each member is entitled to one (1) vote.
 - 5.4.4 Members may not vote by proxy.
 - 5.4.5 All members can vote in person or remotely should the technology allow (by phone, Skype, etc.). However, all members must be in attendance at the meeting in order to vote.
 - 5.4.6 5.3.6. All member votes will be done by show of hands unless otherwise agreed to by a majority of the membership in attendance by a show of hands. If a majority agree, then a secret ballot will be held presided over by the Past Chair.

5.5 Termination of Membership

- 5.5.1 Membership will expire on August 30th of the 5th year following an individual becoming a member of the Parkland Food Bank Society.
- 5.5.2 Any member may resign from the Society by sending or delivering to the Chair of the Board or Executive Director written notice to that effect.
- 5.5.3 The Board may terminate the membership of any person which acts contrary to the best interests of the Parkland Food Bank Society.

6 Article VI: BOARD OF DIRECTORS

- 6.1 The business of the Parkland Food Bank Society shall be managed by the Board of Directors who may exercise all such powers of the Parkland Food Bank Society.
- 6.2 The Board shall consist of not less than five (5) and not more than fifteen (15) members.
- 6.3 All Directors shall be members in good standing of the organization.
- 6.4 All Directors shall be at arm's length from each other, meaning Directors shall not be related by blood, marriage, adoption, common-law relationship, close business or corporate association (e.g. business partners, employee and employer, controlling interest in a corporation, or related to an individual having a controlling interest in a corporation), or other definition under the Income Tax Act.
- 6.5 Elections
 - 6.5.1 Directors shall be elected to fill vacancies on the Board by the members of the Parkland Food Bank Society at each Annual General Meeting. The Nominating Committee shall accept nominations for Directors up to fourteen (14) days prior to The Annual General Meeting. The consent of the nominated individual shall accompany such nominations.
 - 6.5.2 Each nominated member must submit a current resume to the nominating committee.
 - 6.5.3 The nominating committee shall be led by the Past Chair. In the absence of a past chair, the Board shall select a director to lead the Nominating Committee.
 - 6.5.4 All nominees shall be members in good standing of the organization at the time of nomination.
 - 6.5.5 Vacancies which occur between Annual General Meetings shall be promptly filled by the Board. Replacement of retiring Directors between Annual General Meetings shall be the responsibility of the Nominating Committee subject to ratification by the Board. Replacement Directors shall continue in office until the next Annual General Meeting.
 - 6.5.6 Any member, including volunteers, may also serve as a Board member.
 - 6.5.7 A staff member shall not be elected to the Board within twelve (12) full months of the conclusion of their employment with the Parkland Food Bank Society.

6.6 Term

6.6.1 At each Annual General Meeting Directors shall be elected for a three (3) year term.

6.6.2 The term of Directors shall be three (3) years. A director shall not sit on the board from more than 3 terms or 9 years whichever is greater.

6.7 Duties

6.7.1 The Board of Directors shall develop the full potential of the human resources of the Parkland Food Bank Society and shall develop personnel policies, including recruiting, hiring, termination, evaluation, contracts of employment, salary and employee benefits. It shall also be responsible for recommending appointments to the position of Executive Director.

6.7.2 Board members may assist in the duties of a volunteer when required and upon approval by the Executive Director.

6.7.3 All acts done in good faith by persons acting as Directors shall be valid notwithstanding any lack of compliance with Article 6.7.4

6.7.4 All Directors shall describe in writing any potential conflict of interest situations and shall not vote on those matters.

6.7.5 All Directors are responsible for active participation in all Board matters and shall be cognitive of their duties as described in these Bylaws.

6.7.6 No Board member shall receive payment for acting as such, except for reimbursement of out-of-pocket expenses incurred on Parkland Food Bank Society business as authorized by established Board policy.

6.8 Termination of Director

6.8.1 Any director may resign from the Board by sending or delivering to the Chair of the Board or Executive Director written notice to that effect.

6.8.2 Any director facing expulsion may request an opportunity to address this expulsion and upon receipt of such a request in writing a special general meeting shall be called. Upon passage of a special resolution at this special general meeting, the name of the member shall be removed from the Register of Members, effective on the date specified in the resolution.

6.8.3 Any Director, who without prior notification to the Chair or Executive Director, is absent for more than three (3) meetings, may be removed by a Special resolution passed by no less than seventy five (75%) of the Board.

7 Article VIII OFFICERS

- 7.1 The officers of the Parkland Food Bank Society shall be the Past-Chair, Chair, Vice-Chair, Secretary, and Treasurer. Collectively this group will be known as the Executive Committee.
- 7.2 The Chair, Vice-Chair, Secretary, Treasurer shall be elected by the Board from a slate submitted by the Nominating Committee at the next Annual General Meeting in each year.
- 7.3 The Chair will automatically become the Past Chair once a new chair has been selected.
- 7.4 The term for each officer shall be one (1) year; however, the Board may at its discretion, again present the name of the officer for successive one (1) year terms up to a maximum of five (5) terms in that officer position.
- 7.5 In the case of a vacancy, the Board shall appoint a Director to fill the position until the next Annual General meeting. Such a Director shall be appointed from the members of the Board sitting at the time of the vacancy.
- 7.6 Any officer may delegate the duties to another officer but must formally notify other members of the Executive Committee.
- 7.7 Termination of Officers
 - 7.7.1 Officer may resign from office by giving one (1) months' notice in writing. The resignation takes effect at the end of the months' notice.
 - 7.7.2 Any Officer may be removed from office by a resolution passed at a Special General Meeting.

8 Article VIII: DUTIES OF OFFICERS

8.1 The Chair:

- 8.1.1 shall preside at all General Meetings, Board Meetings and Executive Meetings;
- 8.1.2 with the sanction of the Board, shall appoint special committees and detail their duties;
- 8.1.3 shall sign cheques with the Treasurer or Executive Director or Vice-Chair within limits set annually by the Board of Director
- 8.1.4 shall be an ex-officio member of all committees except the Nominating Committee
- 8.1.5 shall sign contracts with the Treasurer and First Vice-Chair;
- 8.1.6 shall act as the spokesperson for the organization;
- 8.1.7 shall perform such other duties as may be specified by the Board.
- 8.1.8 notices of meetings by e-mail

8.2 The Vice-Chair:

- 8.2.1 shall assist the Chair and perform the duties of the Chair in his or her absence;
- 8.2.2 shall perform such other duties as may be specified by the Board;
- 8.2.3 shall sign cheques with the Treasurer or Executive Director or Chair within limits set annually by the Board of Directors

8.3 The Secretary:

- 8.3.1 shall ensure that adequate minutes are kept of all General, Board and Executive meetings;
- 8.3.2 shall ensure that an accurate Membership list is kept including terms of Board of Directors;
- 8.3.3 shall ensure that all necessary filings including annual returns, changes in the Directors, amendments to the Bylaws and other incorporating documents are filed as required;
- 8.3.4 shall be responsible for the Seal of the organization;
- 8.3.5 shall carry out such other duties as may be specified by the Board.

8.4 The Treasurer:

- 8.4.1 shall be responsible for maintaining the books of account of the Parkland Food Bank;
- 8.4.2 shall sign cheques and contracts on behalf of the Parkland Food Bank Society with the Chair or Executive Director or Vice-Chair within limits as set annually by the Board of Directors as indicated;
- 8.4.3 shall be responsible for preparing the annual budget and the annual financial statements;
- 8.4.4 shall be responsible for the presentation of monthly financial statements to the board;
- 8.4.5 shall be responsible for arranging the annual audit or review engagement and shall delegate such functions as are deemed appropriate to the Executive presenting same to the Annual General Meeting and shall keep in direct ongoing contact to ensure the completion of Tasks according to the direction of the Board;
- 8.4.6 and shall carry out such other duties as may be specified by the Board

8.5 Past Chair

- 8.5.1 Shall lead the Nominating Committee
- 8.5.2 Provide advice, guidance and support to the rest of the board to ensure consistency with past board affairs.
- 8.5.3 and shall carry out such other duties as may be specified by the Board

9 Article IX: MEETINGS

9.1 Board Meetings

- 9.1.1 The Chair leads every meeting. The Vice Chair may be designated to manage the meeting in the Chair's absence.
- 9.1.2 Board Meetings shall be open to all members, but only Directors may vote.
- 9.1.3 Scheduling a Board Meeting
 - 9.1.3.1 A meeting of the Board shall be held in each calendar month except the months of July, August and December.

- 9.1.3.2 Notice of each Board meeting shall be given to members by ordinary mail, e-mail if available, or telephone one (1) week prior to the meeting.
- 9.1.3.3 The Chair will draft an agenda and send it out at least seven (7) days in advance of the Board Meeting.
- 9.1.3.4 To hold a portion or the whole meeting in closed session requires seventy five percent (75%) majority vote of the Board.
- 9.1.3.5 The Chair may cancel a Board Meeting if a quorum is not present within one-half (1/2) hour after the designated time. If canceled, the meeting is re-scheduled for one (1) week later at the same time and place. If a quorum is not present within one half (1/2) hour after the designated time of the second meeting, the meeting will proceed with the members entitled to vote in attendance.
- 9.1.3.6 One third (1/3) of the members of the Board shall constitute a quorum.

9.1.4 Voting

- 9.1.4.1 Only Directors are entitled to vote and may elect to hold any portion or the whole meeting in closed session.
- 9.1.4.2 Each Director shall have one (1) vote.
- 9.1.4.3 A show of hands decides every vote at a Board Meeting, however, voting shall be by ballot if one (1) voting member so requests.
- 9.1.4.4 All matters shall be decided by a majority vote.
- 9.1.4.5 In calling for the vote the Chair asks for those in favour, those opposed and those abstaining. Abstentions will be duly recorded if those abstaining wish so.
- 9.1.4.6 If there is a tie vote, the motion is defeated.
- 9.1.4.7 Directors may not vote by proxy.
- 9.1.4.8 Motions that were previously passed at a duly constituted Board Meeting may not be presented again at subsequent Board Meetings, except with the written consent of the original presenter and seconder.

9.1.5 Adjourning the Meeting

- 9.1.5.1 The Chair may adjourn a Board Meeting upon a majority vote.
- 9.1.5.2 Prior to adjourning, a date, time and place for the reconvening of the meeting shall be determined.

9.1.5.3 No notice is necessary if the Board meeting is adjourned for less than thirty (30) days.

9.1.5.4 When a Board Meeting is adjourned for more than thirty (30) days the same notice as for the adjourned Board Meeting must be given.

9.2 Annual General Meeting

9.2.1 An Annual General Meeting (AGM) of the Parkland Food Bank Society shall be held in each calendar year at a time and place determined by the Board provided that the meeting shall be held within five (5) months of the end of the fiscal year of the Parkland Food Bank Society.

9.2.2 Notice of the meeting shall be given to all members and all members entitled to vote at the Annual General Meeting by e-mail at least ten (10) days before the date of the meeting and by public press at least fourteen (14) days before such meeting. The notice shall include the date, time and place and any special resolutions.

9.2.3 Members entitled to vote at the Annual General Meeting are members who have been members in good standing as of the last day of the last month of the fiscal year immediately previous to the year in which the Annual General Meeting is held.

9.2.4 The Annual General Meeting deals with the following matters:

9.2.4.1 adoption of the agenda;

9.2.4.2 adoption of the minutes of the previous Annual General Meeting;

9.2.4.3 consideration of reports including report from the Chair;

9.2.4.4 adoption of the Financial Statements setting out the organization's income, disbursements, assets, liabilities and auditor's reports;

9.2.4.5 appointment of auditors for the ensuing year;

9.2.4.6 adoption of a budget for the ensuing year;

9.2.4.7 election of the Board;

9.2.4.8 and consideration of any other matters specified in the meeting notice or adopted by way of the agenda.

9.2.5 The quorum for the Annual General Meeting shall be ten (10%) percent or a minimum of five (5) of the members entitled to vote at the Annual General Meeting.

9.2.6 All motions and general resolutions require a majority vote.

9.3 Special General Meeting

9.3.1 A Special General Meeting may be called at any time:

9.3.1.1 by a resolution of the Board to that effect;

9.3.1.2 upon the written request of at least one third (1/3) of the members entitled to vote at the time of the request. The request must state the reason for the Special General Meeting.

9.3.1.3 upon request of the Executive Committee

9.3.2 A Special General Meeting must be held within thirty (30) days of being called.

9.3.3 Notice of the Special General Meeting shall be sent by e-mail at least four (4) days prior to the meeting to all members entitled to vote on the date of the mailing. The mailing shall include the date, time, place and resolution.

9.3.4 The actual resolution intended for debate must be submitted in writing at least three (3) days prior to the meeting.

9.3.5 Only the matters set out for the Special General Meeting shall be considered at that meeting.

9.3.6 The quorum for the Special General Meeting shall be ten (10%) or a minimum of five (5) of the members in good standing at the time of the mailing of the notice of the Special General Meeting.

9.3.7 All resolutions require a majority of not less than seventy five (75%) percent of all persons entitled to vote, which shall be all members in good standing at the time of the mailing of the notice of the Special General Meeting.

10 Article X: PERSONNEL

10.1 The Board may hire an Executive Director to carry out assigned duties as per job description. The Executive Director reports to the Board through the Chair, but may not vote at any meetings.

10.2 The Executive Director acts as the Chief Administrative Officer of the Parkland Food Bank Society and shall also be designated as a signatory, with the Chair or Vice-Chair or Treasurer within the limits as set annually by the Board.

- 10.3 The Board may choose to designate the Executive Director as the spokesperson for the organization.
- 10.4 The Board has the option to hire additional staff as required.

11 ARTICLE XI: OPERATIONAL GOVERNANCE

11.1 Fiscal Year

- 11.1.1 The fiscal year of the Parkland Food Bank Society shall be from the first day of January to the thirty-first day of December.

11.2 Audit

- 11.2.1 The Board shall keep and file all necessary books and records of the organization as required by the Act, these Bylaws or any other statute or law.
- 11.2.2 There shall be an audit or at minimum a review engagement of the books of account of the Parkland Food Bank Society by an independent, professional practitioner within four (4) months of the end of each fiscal year.

11.3 Seal

- 11.3.1 The Board may adopt a seal as Seal of the organization.
- 11.3.2 The Secretary has control of the seal unless the Board decides otherwise.
- 11.3.3 The Seal shall only be used by officers duly authorized by the Board. The Board must pass a motion to name the authorized officers who shall serve in this capacity for 1(one) year term. Officers may be authorized as signatories for consecutive terms.
- 11.3.4 The Seal shall be attached by any 2(two) signatures of any of the 4(four) signatories.

11.4 Books and Records

- 11.4.1 Every Board member shall have access to and the right to inspect all books and records.
- 11.4.2 Every member of the organization and the public may inspect books and records upon completing a written request to the Chair or Secretary.
- 11.4.3 Unless otherwise permitted by the Board, such inspection will only take place at the Registered Office, during normal business hours at a reasonable time.

11.5 Borrowing

11.5.1 The borrowing power of the Parkland Food Bank Society shall be exercised only by authority of a Special Resolution passed at a Board Meeting.

11.6 Remuneration

11.6.1 The Board shall have the power to determine remuneration for out-of-pocket expenses incurred by Directors on behalf of the Parkland Food Bank Society as authorized by established Board policy, and for the salary of any person who may be employed by and for the purposes of the Parkland Food Bank Society.

11.7 Amendments

11.7.1 The Board shall have the power to institute and amend policies, procedures, and standards for conducting its affairs provided that such policies, procedures and standards or the amendments thereof shall not be inconsistent with these Bylaws.

11.7.2 These Bylaws may be rescinded, altered or added to by Special Resolution at the Annual General Meeting of the Parkland Food Bank Society passed by not less than seventy-five (75%) percent of such members entitled to vote as are present in person. No proxy voting shall be permitted.

11.7.3 Six (6) weeks notice of the meeting at which the Bylaws will be amended must be given. Notice must include written details of the proposed changes and the original wording.

11.7.4 The amended Bylaws take effect after acceptance by the Corporate Registry of Alberta.

12 Article XII: DISSOLUTION

12.1 The Parkland Food Bank Society does not pay any dividends or distribute its property among its members.

12.2 If the organization is dissolved, any funds or assets remaining after paying all debts shall be given to a registered and incorporated food bank.