

## SPECIAL RESOLUTION

**PARKLAND FOOD BANK SOCIETY**

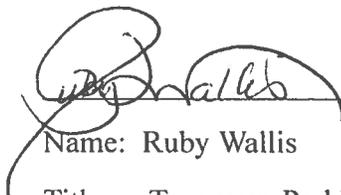
**CORPORATE ACCESS # 503278913**

I hereby certify that the following special resolution was passed at a meeting of the members of the Parkland Food Bank Society on September 29, 2025.

The bylaws are hereby changed as follows:

- the existing bylaws are repealed and they are replaced by the attached bylaws.

Signature:



\_\_\_\_\_

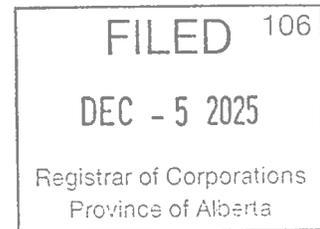
Name: Ruby Wallis

Title: Treasurer, Parkland Food Bank Society



**PARKLAND FOOD BANK SOCIETY**  
(the “Society”)

**BYLAWS**



**September**  
**2025**

**Update**



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## Article I. DEFINITIONS

- 1.1 These Bylaws shall be construed with reference to the provisions of the *Societies Act* R.S.A. 2000, c. S-14 as amended from time to time (or any subsequent governing legislation), and terms used in these Bylaws shall be taken as having the same respective meanings as they have when used in the *Societies Act*.
- 1.2 In the interpretation of these Bylaws (including this Section 1.2) except where excluded by the context,
- a) **Act** means the Societies Act R.S.A. 2000, c. S-14 as amended from time to time, or any statute substituted for it.
  - b) **Board** means the Board of Directors of the Society.
  - c) **Board Meeting** means the regular meeting of the Board.
  - d) **Bylaws** mean the Bylaws of the Society.
  - e) **Chair** means the Chair of the Board.
  - f) **Closed Session** means without the presence of any person except those persons entitled to vote on the issue.
  - g) **Director** means any person elected or appointed to the Board.
  - h) **Employee** means any person performing duties on behalf of the Society in return for financial remuneration.
  - i) **Executive Committee** means the Board members that hold the positions of Chair, Vice Chair, Secretary, Treasurer and Past Chair. Collectively, this group is referred to the executive committee with the responsibilities associated with this group.
  - J) **Executive Director** means the chief administrative officer appointed by the Board.
  - k) **General Meeting** means the annual general meeting of the Society.
  - l) **In Attendance** means that Members are either physically 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.
  - m) **In Good Standing** means that the Member:
    - i) is in compliance with these Bylaws,
    - i) has not been sanctioned by the Society in the last 12 months, and
    - ii) has maintained their Membership status.

- n) **Majority Vote** means a clear majority of those entitled to vote, specifically fifty-one (51%) percent. In calculating the percentages of required votes, all fractions shall be rounded up to a full vote.
- o) **Membership** means the terms and conditions governing Members as set out under Article III of these Bylaws.
- p) **Nominating Committee** means the committee that nominates the Officers and Directors for election. This committee is headed by the Past Chair of the Board.
- q) **Officer** means any Board member elected under the provisions of Article V of these Bylaws.
- r) **Proxy** means the appointment of another person to represent and vote for another.
- s) **Register of Members** means a list of all of the current Members of the Society. The Executive Director will manage this register.
- t) **Registered Office** means the legal address for the Society.
- u) **Special Meeting** has the meaning given to it under Section 7.3 of these Bylaws.
- v) **Special Resolution** means a resolution to be voted upon at a General Meeting or Special Meeting.
- w) **Volunteer** means any person performing a function of a Society employee on a voluntary basis without financial remuneration.

## **Article II: INTERPRETATION**

2.1 The following rules of interpretation shall be applied in interpreting these Bylaws:

- a) Singular and Plural: words indicating the singular number also includes the plural, and vice-versa.
- b) Headings: are for convenience only. They do not affect the interpretation of these Bylaws.
- c) Liberal Interpretation: these Bylaws shall be interpreted broadly and generously adhering not only to the letter but also the spirit of the articles.

## **Article III: MEMBERSHIP**

3.1 Admission

- a) Individuals meeting the following criteria shall be eligible for Membership in the Society:

- i) any member of the public who:
  - a) is resident in Parkland County, Spruce Grove, or Stony Plain, AB,
  - b) has reached the age of majority,
  - c) has submitted a duly completed application form to the Board Chair, and
  - d) is admitted to the Society in accordance with the Board's Membership policy.
- ii) any Volunteer who:
  - a) has volunteered at least once within the requisite time period set out in the Society's volunteer handbook to enable the Volunteer to stay current in their knowledge and proficiency, or has successfully completed their initial orientation and/or training requirements,
  - b) has submitted a duly completed application form to the Board Chair, and
  - c) is admitted to the Society in accordance with the Board's Membership policy.
- b) Membership status is granted automatically to all Directors currently serving within their three-year elected term.
- c) There is no fee to become a Member of the Society.

### 3.2 Rights

- a) All Members In Good Standing are entitled to:
  - i) receive notice of all General Meetings and Special Meetings;
  - ii) attend any General Meeting or Special Meeting;
  - iii) speak and vote at any General Meeting or Special Meeting, following procedures outlined at that meeting;
  - iv) exercise other rights and privileges given to Members in these Bylaws; and
  - v) be eligible for election as a Director.

### 3.3 Voting

- a) Only Members In Good Standing whose name appears on the Register of Members shall be eligible to vote at any General Meeting or Special Meeting.
- b) Individuals must have been Members of the Society for at least thirty (30) days prior to a General Meeting or Special Meeting to be eligible to vote.

- c) Each Member is eligible to vote on items at any General Meeting or Special Meeting, following procedures outlined at that meeting.
- d) Each Member is entitled to one (1) vote.
- e) Members may not vote by proxy.
- f) All Members can vote in person or remotely should technology allow (e.g. by telephone, virtually, etc.), however, all Members must be In Attendance at a General Meeting in order to vote.
- g) Members In Good Standing whose name appears on the Register of Members shall be eligible to provide written consent for Special Resolutions if one is proposed outside of a General Meeting or Special Meeting. The resolution must be consented to in writing by all Members who would have been entitled to vote had the resolution been put forward at a General Meeting or Special Meeting.
- b) All Member votes will be done by show of hands unless otherwise agreed to by a majority of the Members in attendance by a show of hands. If a majority agree, then a secret ballot will be held presided over by the Past Chair. In the absence of a Past Chair, the Board shall select a Director to oversee the ballot process.

### 3.4 Termination of Membership

- a) Individual - Membership will expire upon the individual ceasing to volunteer with the Society or is terminated beforehand in accordance with Article 3.4 c) or d) below.
- b) Director – Membership will expire at the end of the Director’s elected three-year term unless the Director resigns or is terminated beforehand in accordance with Article 3.4 c) or d) below, or they are re-elected for an additional Three-Year Term.
- c) Any Member may voluntarily resign from the Society by delivering written notice to that effect to the Chair of the Board or Executive Director.
- d) The Board, at its discretion, may terminate the Membership of any Member who acts contrary to the best interests of the Society in keeping with the membership policy in the Board’s Governance Manual.

## **Article IV: BOARD OF DIRECTORS**

- 4.1 The business of the Society shall be managed by the Board who may exercise all such powers of the Society.
- 4.2 The Board shall consist of not less than five (5) and not more than fifteen (15) members.

4.3 All Directors shall be Members In Good Standing of the Society.

#### 4.4 Elections

- a) Directors shall be elected to fill vacancies on the Board by the Members of the Society at a General Meeting. The Nominating Committee shall accept nominations for Directors up to thirty (30) days prior to the General Meeting and shall put forward a slate of nominees for election by the Members. The consent of the nominated individual shall accompany such nominations.
- b) 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.
- c) Vacancies which occur between General Meetings shall be filled by the Board upon approval by at least seventy-five (75%) percent of the remaining Directors. Replacement of retiring Directors between General Meetings shall be the responsibility of the Nominating Committee subject to ratification by the Board. Directors appointed to fill such vacancies shall continue in office until the next General Meeting at which time their appointments will be ratified by the Members.
- d) Any Member In Good Standing may also serve as a Director subject to the terms and conditions of Article 4.4 a) above.
- e) An employee of the Society shall not be eligible for election to the Board during their period of employment, and for a duration of twelve (12) full months following the conclusion of their employment with the Society.

#### 4.5 Term

- a) Directors shall be elected for a term which commences on the date of the General Meeting at which they are elected and expires at the close of the third General Meeting following such meeting (a "Three-Year Term").
- b) A Director shall not sit on the Board for more than 3 consecutive Three-Year Terms, but shall be eligible for re-election to the Board after a lapse of one (1) full year since the individual ceased to be a Director, subject to the outcome of the selection process followed by the Nominating Committee.

#### 4.6 Duties - The Board shall be responsible for:

- a) Determining and upholding the Society's mission statement.
- b) Conducting strategic planning to assist the Society in meeting its organizational goals.

- c) Appointing and supervising the Executive Director (or chief executive officer) to manage day-to-day operations of the Society.
- d) Providing financial oversight of the Society by reviewing and authorizing annual budgets, participating in the annual external audit, reviewing statements of financial position, operations and cash flows on a monthly basis and ensuring tax compliance, and developing internal controls and policies to prevent loss, theft, and/or financial confusion. The Board may delegate all or a portion of these tasks to the Executive Director, but retains oversight responsibility.
- e) Ensuring legal integrity and accountability by making certain the Society follows all applicable laws and regulations, makes annual tax filings when required, keeps accurate books and records, and establishes code of conduct and conflict of interest policies. The Board may delegate all or a portion of these tasks to the Executive Director, but retains oversight responsibility.
- f) Ensuring sufficient resources are available to enable the Society to deliver its programs and maintain a highly skilled and motivated workforce and volunteer base.
- g) Recruiting and training board members.

To assist the Board in fulfilling these duties, it may from time to time create sub-committees comprised of Directors and non-Board members.

- 4.7 Volunteering – Directors may also serve as a Volunteer with the Society, provided they follow all policies and procedures as set by the Society. When volunteering, Directors must act in the capacity of a Volunteer only and must not represent themselves or be perceived as acting in their role as a Director.
- 4.8 Remuneration – No Director shall receive payment for acting as such, except for reimbursement of out-of-pocket expenses incurred on Society business in keeping with the provisions contained in the Board’s Governance Manual.
- 4.9 Active Participation – all Directors are responsible for active participation in all Board matters and shall be cognizant of their duties as described in these Bylaws.
- 4.10 Termination
  - a) Any Director may resign from office by giving one (1) month’s notice in writing to the Chair of the Board. The resignation takes effect at the end of the month’s notice or at such earlier time as the Board may from time to time determine.

- b) Any Director may be removed from office by a Special Resolution passed at a General Meeting or Special Meeting. Any Director facing expulsion may request an opportunity to address this expulsion at the meeting. All motions passed by Special Resolution at a General Meeting or Special Meeting shall be final and binding.
- c) Any Director, who without prior notification to the Chair of the Board is absent for more than three (3) Board Meetings, may be removed by a resolution of the Board passed by no less than seventy-five (75%) of the other members of the Board.
- d) Any Director shall be automatically removed from the Board if the Director:
  - i) dies;
  - ii) is declared incapable by a court in Canada or in another country;
  - iii) becomes bankrupt; or
  - iv) becomes an “ineligible individual” (within the meaning of subsection 149.1(1) of the *Income Tax Act* (Canada)).
- e) A Director shall be immediately removed from the Board by a majority vote of the remaining Directors, if found to have acted contrary to these Bylaws, the Society’s Code of Conduct, or to be in direct conflict of interest as determined by such remaining Directors.

## **Article V: OFFICERS**

- 5.1 The officers of the Society shall be the Past Chair, Chair, Vice Chair, Secretary, and Treasurer (each, an “Officer”). Collectively this group will be known as the Executive Committee.
- 5.2 The Chair, Vice Chair, Secretary, and Treasurer shall be elected annually by the Board from a slate submitted by the Nominating Committee at the first meeting following the General Meeting.
- 5.3 All Officers must be Directors, and the Chair must have served as an Officer of the Society in the past.
- 5.4 The Chair will automatically become the Past Chair once a new Chair has been selected.
- 5.5 The term for each Officer shall be one (1) year; however the Nominating Committee 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.
- 5.6 In the case of a vacancy, the Board shall elect a Director to fill the vacant office at its discretion. Such Director shall be appointed from the members of the Board sitting at the time of the vacancy.
- 5.7 Any Officer may delegate the duties to another Officer but must formally notify other members of the Executive Committee.

5.8 Termination of Officers

- a) Officers may resign from office by giving one (1) month's notice in writing to the Chair. The resignation will take effect at the end of the one (1) month notice period.
- b) Any Officer may be removed from office by a Special Resolution passed at a General Meeting or Special Meeting.
- c) The term for each Officer shall terminate automatically when he/she ceases to be a Director.

5.9 Remuneration – No Officer shall receive payment for acting as such, except for reimbursement of out-of-pocket expenses incurred on Society business in keeping with the provisions contained in the Board's Governance Manual.

## **Article VI: DUTIES OF OFFICERS**

6.1 The Chair:

- a) Shall preside at all General Meetings, Special Meetings, Board Meetings and Executive meetings.
- b) With the sanction of the Board, shall appoint special committees and detail their duties.
- c) Shall sign cheques with the Treasurer, Executive Director or Vice Chair within limits set annually by the Board.
- d) Shall be an *ex-officio* member of all committees except the Nominating Committee.
- e) Shall sign contracts on behalf of the Society with the Executive Director, Treasurer or Vice Chair.
- f) Shall act as the spokesperson for the Society.
- g) Shall perform such other duties as may be specified by the Board.
- h) Shall deliver notices of meetings by e-mail as required.

6.2 The Vice Chair:

- a) Shall assist the Chair and perform the duties of the Chair in his or her absence.
- b) Shall perform such other duties as may be specified by the Board.
- c) Shall sign cheques and contracts on behalf of the Society with the Treasurer, Executive Director or Chair within limits set annually by the Board.

6.3 The Secretary:

- a) Shall ensure that adequate minutes are kept of all General Meetings, Special Meetings, Board Meetings and Executive meetings.
- b) Shall ensure that an accurate Register of Members is kept, including terms of Directors.
- c) 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.
- d) Shall carry out such other duties as may be specified by the Board.

#### 6.4 The Treasurer:

- a) Shall ensure the Society maintains the appropriate financial books and records, and that these are accurate and up to date.
- b) Shall oversee the development of high level financial policies and their review and approval by the Board.
- c) Shall sign cheques and contracts on behalf of the Society with the Chair, Executive Director or Vice Chair within limits as set annually by the Board.
- d) Shall assist in the preparation of the annual budgets and its presentation to the Board for review and approval.
- e) Shall be responsible for the preparation and presentation of monthly financial reports to the Board.
- f) Shall be responsible for arranging the annual audit, reviewing the engagement letter, audit plan and audited financials, and shall delegate such functions as are deemed appropriate to the Executive Director.
- g) Shall discuss with the external auditor any problems experienced in conducting the audit including any issues with management's cooperation or disagreements with management regarding financial statements or disclosures.
- h) Shall carry out such other duties as may be specified by the Board.

#### 6.5 Past Chair

- a) Shall chair the Nominating Committee.
- b) Shall provide advice, guidance and support to the Board to ensure consistency with past Board affairs.
- c) Shall carry out such other duties as may be specified by the Board.

## Article VII: MEETINGS

### 7.1 Board Meetings

- a) The Chair leads every meeting. The Vice Chair may be designated to manage the meeting in the Chair's absence.
- b) Board Meetings shall be open to all Members, but only Directors may vote.
- c) Scheduling a Board Meeting:
  - i) At a minimum, nine (9) meetings of the Board shall be held in each calendar year.
  - ii) Notice of each Board Meeting shall be given to Directors by email a minimum of one (1) week prior to the meeting.
  - iii) The Chair will draft an agenda and send it out at least one (1) week in advance of the Board Meeting.
  - iv) To hold a portion or the whole meeting in Closed Session requires seventy-five percent (75%) majority vote of the Board.
  - v) 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 will be rescheduled 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 Directors entitled to vote in attendance.
  - vi) One third (1/3) of the Directors of the Board shall constitute a quorum.
- d) Voting
  - i) Only Directors are entitled to vote and may elect by majority vote to hold any portion or the whole meeting in Closed Session.
  - ii) Each Director shall have one (1) vote.
  - iii) A show hands decides every vote at a Board Meeting, however, voting shall be by ballot if one (1) Director so requests.
  - iv) All matters shall be decided by a majority vote.
  - v) In calling for the vote, the Chair will ask for those in favour, those opposed and those abstaining. Abstentions will be duly recorded.
  - vi) If there is a tie vote, the motion is defeated.

vii) Directors may not vote by proxy.

viii) 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.

e) Adjourning the Meeting

i) The Chair may adjourn a Board Meeting upon a majority vote.

ii) Prior to adjourning, a date, time and place for the reconvening of the meeting shall be determined.

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

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

## 7.2 General Meetings

a) A General Meeting of the 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 Society.

b) Notice of the General Meeting shall be given to all Members entitled to vote by e-mail at least twenty-one (21) 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.

c) All Members In Good Standing at the time the General Meeting notice is disseminated are entitled to vote.

d) The General Meeting deals with the following matters:

i) adoption of the agenda;

ii) adoption of the minutes of the previous General Meeting;

iii) consideration of reports including the report from the Chair;

iv) adoption of the financial statements setting out the Society's income, disbursements, assets, liabilities and auditor's reports;

v) appointment of auditors for the ensuing year;

vi) adoption of a budget for the ensuing year;

vii) election of the Board; and

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

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

f) All motions and resolutions require a majority vote. A show of hands decides every vote.

### 7.3 Special Meetings

a) A Special Meeting may be called at any time:

i) by a resolution of the Board to that effect;

ii) 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 Meeting; or

iii) upon request of the Executive Committee

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

c) Notice of the Special Meeting shall be sent by e-mail at least twenty-one (21) days prior to the meeting to all Members entitled to vote on the date of mailing. The mailing shall include the date, time, place and resolution.

d) The actual resolution intended for debate must be submitted to the Board in writing at least thirty (30) days prior to the meeting.

e) Only the specific matters set out for the Special Meeting shall be considered at that meeting.

f) The quorum for the Special 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 Meeting.

g) All resolutions at a Special Meeting require a vote of not less than seventy-five (75%) percent of those Members In Good Standing present at the meeting. There shall be no proxy voting. A show of hands decides every vote.

## Article VIII: PERSONNEL

8.1 The Board may hire an Executive Director to carry out assigned duties. The Executive Director reports to the Board through the Chair, and although an *ex-officio* member of all committees, does not vote at any meetings.

8.2 The Executive Director acts as the Chief Administrative Officer of the Society and shall also be designated as a signatory on cheques or other official documents, with the Chair, Vice Chair or Treasurer within the limits as set annually by the Board.

8.3 The Board may choose to designate the Executive Director as the spokesperson for the Society.

8.4 The Board has the option to hire additional staff as required.

## **ARTICLE IX: OPERATIONAL GOVERNANCE**

### **9.1 Fiscal Year**

- a) The fiscal year of the Society shall be from the first day of January to the thirty-first day of December.

### **9.2 Audit**

- a) The Board shall ensure there is an audit of the books, accounts and records of the Society at least once a year by a duly qualified accountant, having regard to applicable legal requirements, Canada Revenue Agency guidelines, and consultation with advisors as needed.
- b) The Board will ensure the audit occurs within four (4) months of the end of each fiscal year.

### **9.3 Seal**

- a) The Board may adopt a seal as Seal of the Society.
- b) The Secretary has control of the seal unless the Board decides otherwise, however the seal shall be kept at the Society's Registered Office.
- c) 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 a 1 (one) year term. Officers may be authorized as signatories for consecutive terms.
- d) The Seal shall be attached by any 2 (two) signatures of any of the signatories duly authorized by the Board.

### **9.4 Books and Records**

- a) The Board shall keep and file all necessary books and records of the Society as required by the Act, these Bylaws, the *Income Tax Act* (Canada), or any other statute or law.
- b) The books, papers, records, documents and other instruments belonging to the Society shall be kept at its Registered Office.
- c) Every Board member shall have access to and the right to inspect all books and records.

- d) Every Member of the Society and the public may inspect books and records of the Society, except for books and records that the Board designates as confidential, upon giving reasonable written request to the Chair or Secretary.
- e) Unless otherwise permitted by the Board, such inspection will only take place at the Registered Office, during normal business hours.

#### 9.5 Borrowing

- a) Other than for short-term indebtedness incurred in the ordinary course of the Society's activities, the borrowing power of the Society shall be exercised only by authority of a Special Resolution passed at a General Meeting.

#### 9.6 Remuneration

- a) The Board shall have the power to determine reimbursement for out-of-pocket expenses incurred by Officers and Directors on behalf of the Society as authorized by established Board policy; however, Directors and Officers shall serve without remuneration, and no Director or Officer shall directly or indirectly receive any profit from his or her position as such.
- b) The Board shall have the power to determine the remuneration for the salary of any person who may be employed by and for the purposes of the Society.

#### 9.7 Amendments

- a) 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.
- b) These Bylaws may be rescinded, altered or added to by Special Resolution.
- c) Twenty-one (21) days' notice of the Special Meeting at which the Bylaws will be amended must be given to all Members of the Society. Notice must include written details of the proposed changes and the original wording.

### **Article X: DISSOLUTION**

10.1 The Society shall not pay any dividends or distribute its property among its Members.

10.2 If the Society is dissolved, any funds or assets remaining after paying all debts shall be given to a registered charity (within the meaning of the *Income Tax Act* (Canada)) operating a food bank in Alberta.