

By-Laws



Calgary
Sexual Health
Centre

May 29, 2017



BYLAWS

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ARTICLE 1 INTERPRETATION

1.1 Definitions

In the Bylaws of the Society, unless otherwise specified:

- 1.1.1 “Act” means *the Societies Act RSA 2000 c S-14 of Alberta Revised Statutes of Alberta 2000, Chapter S-14*. (Current as of September 22, 2014.)
- 1.1.2 “Board” means the Board of Directors of the Society.
- 1.1.3 “Board year” means that period of approximately one year from the conclusion of the annual general meeting in one year to the conclusion of the annual general meeting in the next year.
- 1.1.4 “fiscal year” means the calendar year.
- 1.1.5 “general meeting” means a meeting of the general membership of the Society and shall include the annual general meeting and any special Society meetings.
- 1.1.6 “Officers” shall be the following:
 - (a) Past-Chair, if occupied;
 - (b) Chair;
 - (c) Vice-Chair;
 - (d) Secretary; and
 - (e) Treasurer.
- 1.1.7 “person” shall include all individuals, associations, partnerships, companies, the body corporate, and the body politic.
- 1.1.8 “Philosophy” means the Statement of Philosophy of the Society.
- 1.1.9 “Society” means the Calgary Sexual Health Centre Society, sometimes abbreviated as CSHC, (name change amendment registered on 2006/09/08), incorporated as the Calgary Birth Control Association, pursuant to the Act, on January 31, 1972.
- 1.1.10 “Special Resolution” means a special resolution as defined by the Act.

ARTICLE 2 MEMBERSHIP

2.1 Members

- 2.1.1 Members of the Society shall be all who:
 - (a) support the Philosophy;
 - (b) indicate a desire to become a member, in writing, to the Society; and
 - (c) fulfill additional membership requirements as per Article 2.7.

2.2 Rights and Responsibilities of all Society Members

2.2.1 All members of the Society:

- (a) shall provide the Society with current contact information;
- (b) shall be kept informed of Society affairs;
- (c) are entitled to notification of and attendance at all general meetings;
- (d) shall be notified of any changes to membership requirements as per Articles 2.7 in advance of the effective date of such changes; and
- (e) are encouraged to contribute to the Philosophy and activities of the Society to the degree they are empowered to do so.
- (f) shall serve on a voluntary basis and no remuneration by way of salary or honorarium shall be paid.

2.3 Voting Members

2.3.1 Voting Members of the Society shall be all who:

- (a) are eighteen (18) years of age or older;
- (b) have been a member in good standing of the Society for at least twelve (12) months;
- (c) indicate a desire to become a voting member, in writing, to the Society at least sixty (60) days in advance of the effective change of membership status;
- (d) sign a declaration supporting the Philosophy; and
- (e) fulfill additional voting membership requirements as per Article 2.7.

2.3.2 Requirement 2.3.1(b) and / or the sixty (60) day notice period in 2.3.1(c) may be waived for extenuating circumstances by a simple majority vote of the Board upon the petition of an applicant.

2.4 Rights and Responsibilities of Voting Members

2.4.1 All voting members of the Society:

- (a) have the rights and responsibilities enumerated in Article 2.2 above;
- (b) are entitled to vote at general meetings provided they have been voting members of the Society for at least sixty (60) days prior to the date of the meeting;
- (c) shall elect voting members to the Board;
- (d) are, subject to Article 4.4.1, eligible for election to the Board;
- (e) are entitled to inspect the books and records of the Society on the premises of the Society by scheduling an appointment during regular business hours; and
- (f) have the right and responsibility to advise the Board on matters of concern to the Society.

2.5 Termination of Membership

2.5.1 The Board, by a three-quarters (3/4) vote at a meeting of the Board, may expel the membership of any person whose membership, in the opinion of the Board, is harmful to the Society. The member shall be notified in writing by the Chair thirty (30) days prior to the meeting and shall have the opportunity to make representation thereat.

- 2.5.2 A member may withdraw their membership through written notice to the Society.
- 2.5.3 Membership and / or voting membership in the Society will be deemed “expired” if and when:
- (a) a member no longer fulfills the applicable, established requirements enumerated in Articles 2.1.1, 2.3.1 and / or 2.7.1; or
 - (b) the Society is unable to contact a member due to a lack of up-to-date contact details.
- 2.5.4 When action is taken to remediate an expired (voting) membership within thirty (30) days of expiry, membership in the Society will be retroactively restored and considered uninterrupted for purposes including, but not limited to, determining eligibility for voting membership or, for voting members, eligibility to vote.

2.6 Transfer of Membership

- 2.6.1 Membership in the Society is non-transferable and cannot be bestowed upon another individual.

2.7 Membership Requirements and Structure

- 2.7.1 From time to time, the Board may establish additional requirements for regular and voting membership in the Society including, but not limited to, membership fees.
- 2.7.2 From time to time, the Board may define a membership structure of the Society that adds to or refines regular and / or voting membership types. Different membership types may have different requirements as established by the Board.

ARTICLE 3 MEETINGS OF MEMBERS

3.1 General Procedures

- 3.1.1 All general meetings are open to the public, unless otherwise specified.
- 3.1.2 Quorum at general meetings shall be the lesser of ten (10) voting members or fifty percent (50%) of the voting membership. In the event that no quorum is present within thirty (30) minutes from the time set for the meeting, the meeting will be dissolved.
- 3.1.3 All voting members of the Society may attend general and special meetings and each voting member may cast one vote.
- 3.1.4 Voting members may only vote in person. Proxy votes are not permitted.
- 3.1.5 A simple majority of voting members present shall be sufficient to carry all motions unless stated otherwise in these Bylaws.
- 3.1.6 A special Society meeting shall be called by the Board not later than one hundred twenty (120) days after a general meeting:
- (a) at which quorum was not met; or

(b) from which there remains unfinished business to be transacted.

3.2 Annual General Meeting

- 3.2.1 The Society shall hold an annual general meeting on or before the last day of June in each year. The Board shall determine the date, time and location of the meeting.
- 3.2.2 Members will be provided notice by mail or email at least twenty-one (21) days before the annual general meeting. This notice shall state the place, date and time of the annual general meeting and any business requiring a Special Resolution.
- 3.2.3 The purpose of the annual general meeting shall be:
- (a) to receive reports on the work and affairs of the Society, including financial statements and auditor's report thereon;
 - (b) to appoint auditors for the ensuing year;
 - (c) to elect Board members; and
 - (d) to transact any other business as may be deemed appropriate by the Board.

3.3 Special Society Meetings

- 3.3.1 A special Society meeting shall be called by the Board not later than sixty (60) days after the occurrence of any one of the following:
- (a) a resolution of the Board to that effect;
 - (b) receipt by the Board of a written request for such a meeting which states the purpose of the meeting and which is signed by at least ten (10) voting members of the Society (or fifty percent (50%) of the entire membership, whichever is lesser) who support the request; or
 - (c) the defeat of the slate of nominees put forward by the Governance Committee presented for election to the Board at the annual general meeting.
- 3.3.2 Members will be provided notice by mail or email at least twenty-one (21) days before the special Society meeting. This notice shall state the place, date and time of the special Society meeting and any business requiring a Special Resolution.
- 3.3.3 Only the matter(s) set out in the notice for the special Society meeting shall be considered during the special Society meeting.
- 3.3.4 Quorum at special meetings shall be the lesser of ten (10) voting members or fifty percent (50%) of the voting membership. In the event that no quorum is present within thirty (30) minutes from the time set for the special meeting, the meeting will be dissolved.

ARTICLE 4 BOARD OF DIRECTORS

4.1 Composition

4.1.1 The Board, all members of which shall have the same rights and responsibilities, shall be constituted of:

- (a) not less than eight (8) and not more than fifteen (15) voting members of the Society, the majority of whom were elected at a general meeting;
- (b) the current or acting Chief Executive Officer who is automatically an ex-officio member of the Board; and
- (c) the Past-Chair, should the position be filled pursuant to Article 5.1.2.

4.2 Responsibilities

4.2.1 The Board shall:

- (a) be accountable to the membership for ensuring that the Philosophy is being furthered through responsible leadership and management, effective planning and evaluation and sound fiscal management;
- (b) establish general policy in adherence to and advancement of the Philosophy;
- (c) employ a Chief Executive Officer to manage the affairs of the Society;
- (d) approve an annual Society budget; and
- (e) ensure that adequate insurance coverage for the Society is maintained.

4.2.2 To ensure that the Board properly discharges its responsibilities, individual Board members shall:

- (a) adequately inform themselves on all matters before the Board;
- (b) review the Ethical Code of Conduct and confirm understanding and compliance on a regular basis; and
- (c) adhere to the Bylaws and other governing policies of the Society.

4.3 Authority

4.3.1 The Board shall have the authority:

- (a) to cause the Society to conduct the business of the Society in a manner consistent with the Philosophy. Such business may include, without limitation:
 - i. the acquisition, management and disposition of assets; and
 - ii. the incurring of liabilities; and
 - iii. an increase, decrease or change in scope of the business of the Society.
- (b) from time to time, to authorize such of the officers, Board members and Society staff, as the Board may deem fit, to sign contracts and any obligations and securities for the payment of money by the Society.

4.3.2 If the Society borrows money by issuing debentures, it must get approval by the members at a meeting of the Society. A Special Resolution must be passed by a 75% majority of voting members.

4.4 Eligibility, Election, Term of Board Members

4.4.1 Members of the Board (except the Chief Executive Officer) shall be voting members who:

- (a) have been voting members for at least one day prior to the close of nominations;
- (b) are not and have not been at any time during the last six (6) months preceding the date of election or appointment, a paid employee or contractor of the Society; and
- (c) have been nominated for election or appointment to the Board by the Governance Committee.

4.4.2 Board members shall either be elected at a general meeting by voting members of the Society or appointed by the Board in accordance with Article 4.6.2.

4.4.3 Board members shall be elected for a term of three (3) Board years.

4.4.4 Board members shall not be elected for more than two (2) subsequent terms; that is, Board members are not eligible to stand for re-election after six (6) consecutive Board years.

4.4.5 A voting member who has already served on the Board for two terms, shall be eligible to serve another two terms after a minimum one (1) Board year absence from the Board.

4.4.6 Notwithstanding Article 4.4.4:

- (a) a Board member appointed according to Article 4.6.2 or elected at a special Society meeting shall not be deemed to have begun their initial term until elected at that annual general meeting;
- (b) the immediate past Chair may stand for re-election to the Board for a one (1) Board year term in order to complete the second year of a two (2) Board year term as Chair;
- (c) the immediate past Chair may stand for re-election for a one (1) Board year term in order to serve as Past-Chair;
- (d) a Board member, in extenuating circumstances and, with the approval of the Board, may stand for re-election for a one (1) Board year term in order to complete obligations of an unforeseen nature.

4.4.7 Except for the Chief Executive Officer, membership on the Board is voluntary and no remuneration by way of salary or honorarium shall be paid.

4.5 Meetings of the Board of Directors

4.5.1 The Board shall, from the date immediately following the meeting of the Board referred to in Article 4.5.2(a) to the next annual general meeting, schedule and hold not less than six (6) regular Board meetings and a sufficient number of meetings to conduct the business of the Society. Notice of time and place shall be given in writing at least twenty-one (21) days prior to such meeting.

- 4.5.2 In addition to the regular Board meetings referred to in Article 4.5.1:
- (a) a meeting of the Board shall be held not later than five (5) business days after each annual general meeting for the sole purpose of electing the officers of the Society;
 - (b) other Board meetings may be called by the Chair, provided Board members receive notice of the date, time, place and purpose at least forty-eight (48) hours prior to the meeting.
- 4.5.3 Quorum at Board meetings shall be a majority of the membership of the entire Board.
- 4.5.4 A simple majority of all Board members present is sufficient to carry all motions, including without limitation, any motions in respect of matters requiring Board approval under these Bylaws unless stated otherwise in these Bylaws.
- 4.5.5 A resolution shall be valid in the absence of a meeting if there is majority agreement in writing from Board members.
- 4.5.6 The Chair, or any chair of the meeting appointed by the Chair under Article 5.2.1(a), is responsible for the orderly conduct and control of all Board meetings and, subject to Article 4.5.4, does not vote except in the event of a tie.
- 4.5.7 A meeting of the Board must be called by the Chair upon the receipt of a written request which states the purpose of the meeting and is signed by at least five (5) Board members.

4.6 Resignations, Vacancies, Absences and Terminations

- 4.6.1 A Board member who wishes to resign from the Board shall do so in writing to the Chair.
- 4.6.2 Board members may be appointed by the Board if:
- (a) the nominee meets the requirements enumerated in Article 4.4.1;
 - (b) a majority of the Board supports the motion; and
 - (c) the requirements of Article 4.1.1(a) have been satisfied.
- 4.6.3 The term of office for any Board member appointed under Article 4.6.2 or elected at a special Society meeting shall end at the date of the next annual general meeting.
- 4.6.4 A Board member shall be deemed to have resigned from the Board absent from either two (2) consecutive regular Board meetings or fifty percent (50%) of the regular Board meetings in any twelve (12) month period for reasons deemed inexcusable by the majority of the Board. In such case:
- (a) the Chair shall provide the affected Board member with written notice of their deemed resignation no later than thirty (30) days after the deemed resignation takes effect and shall inform the Board no later than the following regular Board meeting; and
 - (b) the affected Board member may request in writing to the Chair to be reinstated and reinstatement shall be decided upon by a vote of the Board.
- 4.6.5 A Board member may be suspended or terminated for failure to act in accordance with Board policy by a three quarters (3/4) vote at a special Board meeting. The Board member shall be

notified in writing of the pending action and shall be given the opportunity to provide information to the Board before the vote is taken.

ARTICLE 5 OFFICERS OF THE SOCIETY

5.1 Election and Term

- 5.1.1 Officers shall be Board members and shall be elected at the Board meeting referred to in Article 4.5.2(a).
- 5.1.2 Notwithstanding Article 5.1.1, only the Chair from the previous Board year may be appointed Past-Chair and the Past-Chair position may be vacant.
- 5.1.3 All Officers' terms are subject to re-election at a general meeting.
- 5.1.4 The Chair shall be elected for a two (2) Board year term and may be re-elected for one (1) further consecutive two (2) Board year term. The Chair may not serve more than four (4) consecutive years as Chair.
- 5.1.5 The Past-Chair shall serve a one (1) Board year term and shall not be appointed for a further term.
- 5.1.6 Officers of the Society shall serve on a voluntary basis and no remuneration by way of salary or honorarium shall be paid.

5.2 Chair

- 5.2.1 The Chair shall:
 - (a) chair or assign a Board member to chair all Board and Society meetings;
 - (b) appoint, after consultation with the Board, the chairs of all Board committees;
 - (c) be an ex-officio member on all Board committees; and
 - (d) perform all other duties required.

5.3 Past-Chair

- 5.3.1 The Past-Chair shall advise and support the Chair to ensure the year-to-year continuity of the duties and affairs of the Chair.

5.4 Vice-Chair

- 5.4.1 The Vice-Chair shall perform the duties of the Chair in the event the Chair is unable to act.
- 5.4.2 The Vice-Chair shall perform such other duties as are delegated from time to time by the Chair.
- 5.4.3 At the discretion of the Board, more than one Vice-Chair may be elected.

5.5 Secretary

5.5.1 The Secretary shall ensure:

- (a) all minutes of all meetings of the Society and the Board are accurately recorded and properly circulated and maintained;
- (b) accurate attendance records are kept of such meetings;
- (c) that an accurate list of the members of the Society is maintained;
- (d) all meetings of the Society and the Board are conducted in accordance with the Bylaws; and
- (e) the Bylaws are reviewed and amended when required.

5.6 Treasurer

5.6.1 The Treasurer shall advise the Board on:

- (f) the adequacy of the financial policies of the Society;
- (g) the formulation of financial policies; and,
- (h) the Society's compliance with financial policies.

ARTICLE 6 CHIEF EXECUTIVE OFFICER

6.1 Employment

6.1.1 The Chief Executive Officer shall be employed by the Board.

6.2 Duties

6.2.1 The Chief Executive Officer shall:

- (a) be responsible to the Board for furthering the Philosophy within policies and directions established by the Board;
- (b) manage the affairs of the Society in accordance with the policies established by the Board;
and
- (c) ensure safe custody of the minutes, books and other records of the Society.

6.3 Membership on Board and Committees

6.3.1 The Chief Executive Officer shall:

- (a) be an ex-officio member of the Board; and
- (b) be an ex-officio member of all Board committees.

ARTICLE 7 BOARD COMMITTEES

7.1 General

7.1.1 The Board may establish committees from time to time to assist the Board in meeting its responsibilities.

7.2 Authority, Composition and Term

7.2.1 Board committees may advise the Board but may not act on behalf of the Board or enter into any contracts or obligations or make representation on behalf of the Society or represent themselves to the community as having the authority to act on behalf of the Society unless such authority is specifically delegated by the Board.

7.2.2 Each Board committee shall have a clearly stated mandate outlining its purpose, functions and reporting responsibilities which shall be approved annually by the Board.

7.2.3 Board committees may be comprised of members of the Society and other persons from the community.

7.2.4 The Chair, after consultation with the Board, shall appoint all Board committee chairs.

7.2.5 The Chair and the Chief Executive Officer shall be ex-officio members of all Board committees.

7.3 Finance and Audit Committee

7.3.1 There shall be a Finance and Audit Committee which is a standing committee of the Board.

7.3.2 The Finance and Audit Committee will be comprised of the Treasurer and at least one but not more than three members of the Board. The Treasurer shall chair the committee and the committee may designate a vice-chair who will discharge the duties of the chair in their absence.

7.3.3 The Finance and Audit Committee will ensure that the books of the Society are kept in accordance with standard accounting procedures.

7.4 Governance Committee

7.4.1 There shall be a Governance Committee which is a standing committee of the Board.

7.4.2 The Governance Committee will be comprised by at least three but not more than five members of the Board.

7.4.3 The Governance Committee shall

- (a) design, for approval by the Board, a nomination and election procedure for Board members;
- (b) review all candidates for fitness to serve on the Board and nominate appropriate candidates for election or appointment to the Board;

- (c) inform voting members of the nomination and election procedures at such time and in such manner as approved by the Board;
- (d) fix a date for the close of nominations which shall not be less than thirty (30) days prior to the date the election is to be held;
- (e) prepare a list or ballot of names for election to the Board to be presented at the election; and
- (f) submit a report to be presented at the election.

ARTICLE 8 INDEMNIFICATION OF DIRECTORS, OFFICIALS AND AGENTS

The Society undertakes to indemnify and save harmless out of the funds of the Society any Board member, officer, employee, member, volunteer worker of the Society, their heirs, executors and administrators and their estate and effects from and against all costs, charges and expenses whatsoever which such Board member, officer, employee, member, volunteer worker sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against them, or in respect of any act, done or permitted by them, in or about the execution of the duties of their office and all costs, charges and expenses which they sustain or incur in or about in relation to the affairs to the Society except such costs, charges or expenses as are occasioned by their own willful neglect or default. No Board member, officer, employee, member, volunteer worker for the time being of the Society shall be liable for the acts, receipts, neglects or defaults of any other Board member or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Society or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Society shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation including any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any monies, securities or other assets belonging to the Society or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of their respective office or trust or in relation thereto unless the same shall happen by or through their own act, neglect or default if such act, neglect or default is willful or wrongful.

ARTICLE 9 DISSOLUTION OF THE SOCIETY

9.1 General

- 9.1.1 No proceedings of any kind for the dissolution of the Society shall be taken unless and until there has been compliance with the procedures of this Article 9.

9.2 Board Action

- 9.2.1 A resolution to dissolve the Society shall be duly moved, seconded and carried by a three fourths (3/4) vote of the Board.

9.3 Members' Meeting

9.3.1 The resolution of the Board to dissolve the Society shall be presented at a general meeting. It shall require a three fourths (3/4) vote of those present in person in order to take effect.

9.4 Notification

9.4.1 The members of the Society shall be notified by mail of:

- (a) the specific resolution of the Board to dissolve the Society; and
- (b) the details of the general meeting to be held.

9.4.2 In the event it is not possible to notify members by mail, reasonable efforts shall be made to contact members by the most effective means.

9.4.3 Notice of the resolution and general meeting shall be given to the members at least thirty (30) days in advance of the general meeting.

9.4.4 The Society shall notify the communities served by the Society of the resolution of the Board and of the date of general meeting by an advertisement in all local daily newspapers, on the Society's website and in other appropriate media channels.

9.5 Distribution of Assets

9.5.1 The Board, on behalf of the Society, shall strike an arbitration committee of three (3) persons to determine the manner in which assets shall be divided.

9.5.2 The decision of the committee shall be final so long as it is in accordance with applicable legislation.

ARTICLE 10 AMENDMENTS TO THE BYLAWS

10.1 Amendments

10.1.1 The Bylaws of the Society may be amended by Special Resolution with a 75% (3/4) vote of those present in person and entitled to vote at a general meeting provided that:

- (a) a resolution to amend the Bylaws has been approved by the Board;
- (b) the members of the Society have been duly notified of the date, time, place and purpose of the general meeting in the manner prescribed by these Bylaws.

10.1.2 Bylaws can only be amended by Special Resolution of the members.

ARTICLE 11 FINANCIAL AND OTHER MANAGEMENT MATTERS

11.1 Corporate Seal

11.1.1 The Secretary of the Board will have custody of the Corporate Seal which will only be used by Officers authorized by the Board. A motion will be passed naming the authorized Officers.

11.2 Audit

11.2.1 The books and records of the Society will be audited annually for each fiscal year by a duly qualified accountant appointed at the annual general meeting and a complete audited financial statement will be submitted by or on behalf of the auditor at the annual general meeting.

11.3 Current Bylaws

11.3.1 The Bylaws herein are in replacement of and shall supersede any and all Bylaws of the Society. The effective date of these Bylaws shall be the date of receipt and filing by the Registrar of Corporations of the Special Resolution adopting these Bylaws.