

Schedule A



THE BYLAWS OF EDMONTON JOHN HOWARD SOCIETY

DEFINITIONS

1. The following words and expressions have the following meanings:
 - (a) "Board" means the Board of Directors of the Society;
 - (b) "Chief Executive Officer" means the person appointed by the Board as chief executive officer of the Society;
 - (c) "Director" means a member of the Board of the Society;
 - (d) "Executive Committee" means the Executive Committee of the Board of the Society;
 - (e) "Member" means Voting Members and Temporary Members;
 - (f) "Past Chair", "Chair", "Vice Chair", "Treasurer", and "Member at Large" mean those "Officers" of the Society;
 - (g) "Provincial Board" means the Board of Directors of the John Howard Society of Alberta;
 - (h) "Provincial Society" means the John Howard Society of Alberta; and
 - (i) "Society" means Edmonton John Howard Society;
 - (j) "Temporary Members" means those persons appointed as Temporary Members in accordance with section 6; and
 - (k) "Voting Members" means those persons admitted as Voting Members in accordance with section 5.

CONFLICT OF INTEREST

2. The Society shall be carried on without the purpose of gain for its Members and any profits to the Society shall be used in promoting its objects.
3. The Directors shall serve as Directors and Officers without remuneration, and no Director shall directly or indirectly receive any profit from his position as Director or Officer; provided that a Director may be reimbursed for expenses reasonably incurred in the performance of the Director's duties.

TERRITORIAL LIMITS

4. The territorial limits of the Society shall be the Judicial District of Edmonton or as set from time to time by the Provincial Society's Board.

MEMBERSHIP

5. A person elected as a Director will automatically become a Voting Member of the Society, and upon ceasing to be a Director, the person will no longer be a Voting Member. Only Directors may be Voting Members. **[NTD: Is the CEO a member?]**

6. The Chief Executive Officer may appoint any person as a Temporary Member, for a period of 10 days or less days, if the person will be volunteering to work at an event at which only Members are permitted by law to work. A Temporary Member is not entitled to notice of any meetings of the Society and may not vote at any meetings.

QUORUM AND VOTING RIGHTS OF MEMBERS

7. A quorum for any meeting of the Society is 50% of the Voting Members.
8. Any Voting Member in good standing may vote at any annual general meeting or special meeting of the Society. Voting shall be by show of hands.

TRANSFER OF MEMBERSHIP

9. Membership in the Society is not transferable.

LIABILITY OF MEMBERS

10. Members will not, merely because of their status as a Member, be held liable or responsible for any act, default, obligation or liability of the Society or for any engagement, claim, payment, loss, injury, transaction, matter or thing relating to or connected with the Society.

EXPULSION AND WITHDRAWAL OF MEMBERS

11. The Board may expel a Member, subject to ratification at the next general meeting, by resolution and upon reasonable notice to the Member.
12. Upon the failure of any Member to comply with these Bylaws or the Board Governance Policies, the Board may expel that Member and cause the name of the Member to be removed from the register of Members, but such Member may be readmitted to membership by the Board upon such evidence as the Board considers satisfactory.
13. Any Member may terminate their membership in the Society by providing written notice of termination to any member of the Board or the Chief Executive Officer of the Society.

14. Any Member who resigns, withdraws, or is expelled from the Society will immediately forfeit all right, claim, and interest arising from or associated with membership in the Society, and if that Member is a Voting Member, they will automatically cease to be a Director.

MEETINGS OF MEMBERS

15. The Society shall hold an annual general meeting on or before the June 30 in each year. The Chair or the Chair's agent shall make notice by email or regular mail to the last known address of each Voting Member, or by posting notice at www.johnhoward.org, at least 15 days prior to the date of the annual general meeting:
 - (a) Such notice shall provide information as to the time and place of such meeting and of the business intended to be transacted; and
 - (b) Each notice shall be accompanied by a list of people recommended by the sub-committee established by the Board responsible for Board recruitment (the "**Governance Committee**") to be nominated for membership as Directors at the election to be held at the Annual Meeting.
16. General meetings of the Society may be called at any time by the Chair or the Chair's agent by notice in writing to the last known address of each Voting Member, delivered by mail or email at least 10 days prior to the date of such meeting.
17. Special meetings shall be called by the Chair or Chair's agent upon receipt of a petition signed by one-third of the Voting Member in good standing setting forth the reasons for calling such meeting. Notice of such meeting shall be mailed or emailed to the last known address of each Voting Member at least 10 days prior to the date of the meeting.
18. The following business shall be transacted at each annual general meeting:
 - (a) Consideration of the reports of the Chair, Treasurer, Chief Executive Officer, and standing committees of the past year.
 - (b) Any motion of which 10 days' notice shall be given to all Voting Members.
 - (c) Nomination of Directors as recommended by the Governance Committee or as submitted in writing by the Governance Committee, at least 10 days prior to the date of the annual general meeting.
 - (d) The election of Directors of the Board.
 - (e) The appointment of auditors for the fiscal year.
 - (f) Any other business deemed urgent by the Chair.

DIRECTORS

19. The Directors of the Society are those persons elected in accordance with section 22 of these Bylaws.

QUALIFICATIONS OF DIRECTORS

20. A Director must subscribe to the values and objects of the Society and wish to support the Society.

NUMBER OF DIRECTORS

21. The Board may have up to 12 Directors. Subject to the foregoing limitation, the Board from time to time shall fix and determine the number of Directors, including the number to be selected at each annual meeting, making provisions always for the Past Chair to have office as Director.

ELECTION OF DIRECTORS

22. Directors will be elected at the annual general meeting. A person elected as a Director becomes a Director if they were present at the meeting when being elected and did not refuse election. A person may also become a Director if they were not present at the meeting but consented in writing to act as Director before the election, or within 10 days after the election, or if they act as Director pursuant to the election.
23. In electing Directors at the annual general meeting, the number to be elected shall be the number fixed by the retiring Board pursuant to Section 21, less the vacancy reserved for the Past Chair as provided in Section 21.

TERMS OF OFFICE

24. Directors are elected at the annual general meeting of the Society for a three-year term. Directors may serve two terms of office (i.e. maximum of six years), subject to Sections 25 and 26.
25. To ensure that the position of Past Chair is never vacant, the Board may vote to have the Past Chair remain in that position for an addition term beyond their six years in office.
26. To ensure Board continuity, a Director may be elected for an additional term or terms at the discretion of the Board.

REMOVAL FROM OFFICE

27. Any Director or Officer may be removed from office by a two-thirds majority vote of the Board at a duly constituted meeting.

VACANCIES

28. Directors are expected to attend every regularly scheduled meeting. A Director with more than two unexplained consecutive absences from regularly scheduled meetings may be dismissed from the Board. The Board shall have the power to add to its membership Directors who were not elected to the Board at the last annual meeting of the Society to fill the vacancy for the remainder of the term of the retiring Director; provided that at no time will the total number of Directors exceed the limit of 12.
29. If and so often as a vacancy occurs in the Executive Committee, the Board shall make an appointment to fill such vacancy for the remainder of the term in office of the retiring Officer; provided that any person so appointed shall be a Director of the Board.

POWERS OF THE BOARD

30. The Board shall:
 - (a) set the policy within the territorial limits of the local office and ensure that the Society operates within the policy;
 - (b) appoint a banker for the Society and designate the authorized signing officers;
 - (c) employ and terminate the employment of the Chief Executive Officer;
 - (d) annually at its first meeting after its election, elect from the Directors the Chair, Vice Chair, Treasurer and Member at Large;
 - (e) as soon as practicable after its election, elect a Director as the Society's representative for the Provincial Board (which the Society is entitled to elect pursuant to the Bylaws of the Provincial Society).
 - (f) for the purpose of carrying out the objects of the Society, Board may borrow or raise or secure payment of money in such manner as the Board may determine;
 - (g) perform such other acts and things as may be deemed necessary in furthering the aims of the Society and as may be permitted by the *Societies Act*.

MEETINGS OF BOARD

31. The Board shall meet as frequently as shall be determined by the Board. The Board shall hold a meeting within seven days following the annual general meeting for the purpose of organization, the election and appointment of Officers and the transaction of any other business.
32. Written notice of every meeting of the Board shall be given.

MINUTES OF THE MEETING

33. The Directors of the Board shall be furnished as soon as practicable with copies of the Minutes of all meetings of the Board.

OFFICERS

34. The Officers of the Society are Past Chair, Chair, Vice Chair, Treasurer and Member at Large.

ELECTION OR APPOINTMENT OF OFFICERS

35. The Officers of the Society shall be elected or appointed by resolution of the Board at the first meeting of the Board following the annual general meeting.

DUTIES OF OFFICERS

36. The duties of Officers of the Society are as follows:

- (a) The Chair shall:
 - (i) when present, act as Chair of all meetings of the Society, the Board and the Executive Committee;
 - (ii) speak for the Board in matters of the policies;
 - (iii) be responsible for the adherence to all operations of the Society;
 - (iv) be an ex-officio member of any committee of the Board;
 - (v) perform such other duties as determined by the Board from time to time.
- (b) The Vice Chair shall act in the absence of the Chair and shall act as the latter's assistant.
- (c) Past Chair shall perform such duties as may be assigned by the Board or the Executive Committee and shall chair the Nominating Committee.
- (d) The Treasurer shall have prepared and placed before the meeting financial books and records of the Society and shall report on the same to the Board and other such reports as may be required by the Board and the Treasurer shall also have prepared the Annual Statement duly audited for presentation to the Annual Meeting of the Society.
- (e) The Member at Large shall perform such duties as may be assigned by the Board or the Executive Committee, and is responsible for recording the minutes of all minutes of the Society.

APPOINTMENT OF PAST CHAIR

37. A retiring Chair shall automatically become Past Chair and a Director upon the appointment of Officers referred to in Section 29(d).

38. Notwithstanding section 36, if the retiring Chair instead continues in office as Chair, the retiring Past Chair may continue in office as Past Chair and Director or the Officers referred to in Section 29(d) may elect another Director to fill the office of Past Chair and Director.

EXECUTIVE COMMITTEE

39. The Past Chair, Chair, Vice Chair, Treasurer, and Member at Large shall constitute the Executive Committee.

40. The Executive Committee shall have the power of the Board between meetings of the Board provided that the Executive Committee shall take no action which is contrary to a resolution passed by the Board, nor make any appointment of Directors to the Board or other officers of the Board or of any member of the Provincial Board pursuant to Section 49.

QUORUM OF BOARD AND EXECUTIVE COMMITTEE

41. 50% of Directors of the Board present shall constitute a quorum of the Board.

42. Three members of the Executive Committee present shall constitute a quorum of the Executive committee.

43. Meetings of the Board or Executive Committee shall be held in person or by electronic means, or both.

BORROWING POWERS

44. For the purpose of carrying out its objects, the Society may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the Society, and in no case shall debentures be issued without the sanction of a special resolution of the Society.

SEAL

45. The Board may adopt a seal which shall be the common seal of the Society.

46. The common seal of the Society shall be under the control of the Board, and the responsibility for its custody and use shall be determined by the Board.

BOOKS AND RECORDS

47. The Board shall see that all necessary books and records of the Society required by these Bylaws or by any applicable statute or law are regularly and properly kept and available for inspection Voting Members of the Society pursuant to section 48.

48. The books and records of the Society may be inspected by any Voting Member of the Society at the annual general meeting or at any time upon giving reasonable notice and arranging a time satisfactory to the Officer or Officers having charge of the same.

DELEGATE TO PROVINCIAL SOCIETY

49. The Board may from time to time elect from its number, by a majority vote of the Board, a delegate and an alternate to the Provincial Society to sit on the Provincial Board.

50. The alternate may attend meetings of the Provincial Board where the delegate is unable to attend.

51. The Board may from time to time remove the delegate and/or the alternate to the Provincial Society by a majority vote.

52. If and so often as a vacancy occurs in the position of delegate or alternate to the Provincial Society by reason of death, incapacity, removal or resignation of either the delegate or the alternate, the Board shall elect a member from its number to fill such vacancy for the remainder of the term of office.

RIGHTS AND DUTIES OF AUDITORS

53. The books, accounts and records of the Society shall be audited once each year by the auditor appointed for that purpose at the Annual Meeting.

54. Every auditor of the Society shall have a right to access at all times records, documents, books, accounts and vouchers of the Society, and may require from the Directors and Officers of the Society such information and explanation as may be necessary for the performance of the duties of the auditor.

55. The auditors of the Society are entitled to attend any meeting of the Society at which any accounts that have been examined or reported on by them are to be presented to the Voting Members for the purpose of making any statement or explanation they desire with respect to the accounts.

56. The rights and duties of an auditor of the Society shall extend back to the date which the last audit of the books, accounts and vouchers were made

FISCAL YEAR

57. The fiscal year for the Society is April 1st to March 31st.

PROCEDURE

58. Robert's Rules of Order is the Society's authority for all matters of procedure.

AMENDING OR ADDING TO THESE BYLAWS

59. Notwithstanding anything to the contrary elsewhere in these Bylaws expressed or implied, these Bylaws may only be amended or added to by a special resolution passed by majority of not less than 75% of the Voting Members that are present in person or by proxy, at a general meeting of which 21 days' written notice specifying the intention to propose the resolution as a special resolution has been duly given.

DISSOLUTION

60. Upon the dissolution of the Society and after the Payment of all debts and liabilities, its remaining assets will be transferred to the John Howard Society of Alberta.

HEADINGS AND INDEX NUMBERS

61. The headings used herein are inserted for convenience of reference only and shall not be taken into account in constructing these Bylaws.