

# OLDS INSTITUTE OF COMMUNITY AND REGIONAL DEVELOPMENT

## BYLAWS

### ARTICLE 1 – PREAMBLE

- 1.1 The name of this Association is the **Olds Institute of Community and Regional Development**.
- 1.2 This document is the general bylaws of **the Olds Institute of Community and Regional Development**. These bylaws regulate the transaction of business and affairs of **the Olds Institute of Community and Regional Development**.
- 1.3 The **Olds Institute of Community and Regional Development** is a Community Association. Included amongst its members are four major institutions; Olds College, the Olds Agricultural Society, the Olds and District Chamber of Commerce and the Town of Olds. The Association came into being as a result of a recommendation made to the Town by the Olds and District Chamber of Commerce. The Town took this recommendation to the Town Advisory Committee for Economic Development. This committee in turn formed the association under the Societies Act. The members of the association are committed to the following:

### ARTICLE 2 – DEFINITIONS

- 2.1 **Definitions** In these Bylaws, the following words have these meanings:
  - 2.1.1 **Act** means the Societies Act R.S.A. **2000** Chapter **S-14** as amended or any statute for it.
  - 2.1.2 **“The Institute”** shall be understood to mean **the Olds Institute of Community and Regional Development**.
  - 2.1.3 **The Community** shall be understood to mean the community of Olds and surrounding region.
  - 2.1.4 **Annual General Meeting** means the annual general meeting as described in article 4.1.
  - 2.1.5 **Board** means the Board of Directors of the Institute.
  - 2.1.6 **Bylaws** means the Bylaws of the Institute.
  - 2.1.7 **Director** means any person elected or appointed at the annual general meeting by the membership.
  - 2.1.8 **Executive** means the executive officers of the Board of Directors.
  - 2.1.9 **Resolution** means a proposition offered to or adopted by the Institute.
  - 2.1.10 **Special General Meeting** means the special general meeting as described in Article 4.2.
  - 2.1.11 **Special Resolution** means a resolution passed at a Special General Meeting of the members of the Institute.
  - 2.1.12 **Voting Member** means a Member entitled to vote at the Institute's Annual General Meeting as defined in article 4.3.5.
  - 2.1.13 **Adjournment** means to postpone or suspend proceedings for a specified time.

## **ARTICLE 3 - MEMBERSHIP**

### **3.1 Classification of Members**

All members must support our Vision, Mission and Objectives. A Member is in good standing when the Member has paid any fees, which may be required through a policy of the Board to the institute.

There are three classifications for membership

- Essential Members
- Public Members
- Associate Members

#### **3.1.2 Essential Members**

The institutions named in article 1.3 shall be Essential Members.

Each institution will have the right to appoint one member to the Board.

They are full members with voting privileges and may pay an annual fee as determined by the Board and its policy.

#### **3.1.3 Public Members**

The balance of 8 Board members will be elected or appointed by the Board from the public through process defined by its policy.

They are full members with voting privileges and may pay an annual fee as determined by the Board and its policy.

#### **3.1.4 Associate Members**

Economic Partners to the Institute shall be Associate Members. Associate Members may be given opportunities to participate in initiatives created by the institute, attend meetings and receive information. They pay no annual fee and have no voting privileges.

### **3.2 Setting Membership Fees**

Membership fees may be set and determined by the Board through its policy.

### **3.3 Membership Year**

The membership will be from May 1 thru to April 30.

### **3.4 Termination of Membership**

#### **3.4.1 Resignation**

Any member may resign from the Institute by sending or delivering a written notice to the Secretary or President of the Institute. Once the notice is received, the member's name shall be removed from the register of Members. The Member ceases to be a Member on the date the name is removed from the register of members. All rights and privileges shall be forfeited.

#### **3.4.2 Death**

Members elected or appointed by the Association Board shall cease being a member upon their death. The Board will appoint or elect another member.

#### **3.4.3 Deemed Withdrawal**

If a Member has not paid the required dues set by the Board through its policy, the Member is considered to have resigned. The name of the member shall be removed from the register of Members. The member is considered to have ceased being a member on the date the name is removed from the register. All rights and privileges shall be forfeited.

#### **3.4.4 Expulsion**

The Board may, by Special Resolution at a Special General Meeting called for such a purpose expel any Member for any cause which is deemed sufficient in the interest of the Institute. This decision is final. On passage of the Special Resolution, the name of the Member is removed from the register of Members and at this point the member forfeits all rights and privileges of membership.

#### **3.5 Transmission of Members**

No right or privilege of any member is transferable to another person. All rights and privileges cease when the Member resigns, dies or is expelled from the Institute.

#### **3.6 Obligations and Rights of Members**

##### **3.6.1 Obligations**

- All Members must have a commitment to the Vision, Mission and Objectives of the Institute.
- Board Members appointed by their respective institutions must ensure that there is a two way flow of communication and that their respective institutions are on side with the Vision, Mission and objectives of the Institute through a resolution of the Board which appointed them.

##### **3.6.2 Rights**

- Any member in good standing as defined in article 3.1 at a General Meeting, shall be entitled to one vote with the exception of Associate Members.
- Any Member in good standing is entitled to: receive notice of and attend any Annual General Meeting or Special Meeting of the Institute and to vote at any Annual General Meeting or Special Meeting with the exception of an Associate Member who would be entitled to attend any Annual general Meeting or Special Meeting but not entitled to vote.

#### **3.7 Limitation on the Liability of a Member**

No Member is, in their individual capacity, liable for any debt or liability of the Institute.

### **ARTICLE 4 - MEETINGS OF THE INSTITUTE**

#### **4.1 The Annual General Meeting**

The Society shall hold an Annual General Meeting no later than April 30th of each year. Notices shall be prepared by the secretary and given in writing to the last known address of each Member. Such notices must be delivered by mail 21 days prior to the date of the meeting. The notice must state the date time and place of the meeting.

##### **4.1.1 Agenda for the meeting**

The Annual General Meeting deals with the following matters:

- Adopting the agenda
- Adopting the minutes of the last Annual General Meeting
- Considering the President's report
- Reviewing the financial statements setting out the Institute's income, disbursements, assets and liabilities and auditor's report
- Appointing the auditors
- Electing the members of the Board and
- Considering matters specified in the meeting notice

#### **4.1.2 Quorum**

Attendance by seven Board Members is a quorum provided two are Essential Members. Three Essential Members will have the power to veto.

### **4.2 Special General Meeting of the Institute**

A special general meeting may be called at any time

- By a special resolution of the Board of Directors to that effect: or
- On the written request of at least (5) Directors. The request must state the reason for the Special General Meeting and motion(s) intended to be submitted at this Special General Meeting.

#### **4.2.1 Notice**

The Secretary is responsible to ensure there is a notice mailed or delivered to each Member at least 21 days before the Special General Meeting. This notice states the place, time and purpose of the Special General Meeting.

#### **4.2.2 Agenda for the Special General Meeting**

Only the matter(s) set out in the notice for the Special General Meeting are considered at the Special General Meeting.

#### **4.2.3 Quorum**

Attendance by 7 Board Members is a quorum provided 2 are Essential Members. Three Essential Members will have the power to veto.

### **4.3 Proceedings at the Annual or Special General Meeting**

#### **4.3.1 Attendance by the Public**

Annual Meetings and Special General meetings of the Institute are open to the public. A majority of the members present may ask any persons who are not members to leave.

#### **4.3.2 Failure to Reach a Quorum**

The President cancels the Annual Meeting or the special General Meeting if a quorum is not present within one-half hour after the set time. The meeting is then rescheduled for one week later at the same time and place. If a Quorum is not present within one-half hour after the set time of the second meeting, the meeting will proceed with the Members who are in attendance.

#### **4.3.3 Presiding Officer**

The President chairs every Annual and Special General Meeting of the Institute. The Vice-President chairs in the absence of the President. If neither the President nor the Vice-President is present within one-half hour after the set time for the Meeting, the Members present choose one of the Directors present to Chair.

#### **4.3.4 Adjournment**

If the Annual or Special General Meeting goes into overtime, the President may adjourn the Meeting with the consent of the Members present. The resumed meeting conducts only the unfinished business from the initially adjourned meeting. No Notice is necessary if the Meeting is adjourned for less than thirty days. The institute must give notice when a Meeting is adjourned for thirty days or more. This Notice must follow the same process as for any Annual or Special General Meeting.

#### **4.35 Voting**

- Each voting Member has one vote. A show of hands decides every vote at every Annual or Special General Meeting.
- A Ballot may be used if 5 members request it. In such case, the President or the presiding officer may set the time, place and method for a ballot vote. The result of the ballot is the resolution of the Annual or Special General Meeting.
- Members may withdraw their request for a ballot.
- The President does not have a second or casting vote in the case of a tie vote. If there is tie vote, the motion is defeated.
- A voting member may not vote by proxy.

### **ARTICLE 5 – THE GOVERNANCE OF THE INSTITUTE**

#### **5.1 The Board of Directors**

The Board governs and manages the affairs of the Institute. The Board may hire a paid administrator to carry out the functions under the direction and supervision of the Board

##### **5.1.2 Powers and Duties of the Board**

The powers and duties of the board include;

- Promoting the Vision, Mission and Objectives of the Institute.
- Maintaining and protecting the Institute's assets and property
- Approving an Annual Budget
- Paying all expenses for operating and managing the Institute.
- Investing any extra monies.
- Borrowing or raising monies to finance the operation and management of the Institute
  - Developing Policies for managing and operating the Institute
  - Approving all contracts for the Institute
  - Maintaining all accounts and financial records of the Institute.
  - Appointing legal counsel as necessary
  - Without limiting the general responsibility of the Board, delegating its powers and duties to the Executive Committee or the paid Administrator of the Institute.

##### **5.1.3 Composition of the Board**

The Board shall consist of a minimum of nine members and a maximum of twelve. A vacancy shall be filled as soon as possible by the Board no later than the next AGM.

##### **5.1.4 Election and Appointment of Board Members**

- Essential Members are appointed by the 4 Institutions that formed the Association. They are; Olds College, Olds Agricultural Society, the Town of Olds and the Olds and District Chamber of Commerce.
- 8 more Board Members are appointed or elected by the Board from the public. The process for the appointment or election of these Board Members will be determined by its policy.
- The terms of the public Board members shall be staggered so that a minimum of 25% of the members are appointed or elected each year.
- Board members may serve on the Board for a maximum of two consecutive three-year terms. If a Board member is appointed or elected to fill a vacancy for part of a three-year term they shall still be allowed to serve two consecutive three-year terms. They may be eligible for re-appointment or re-election to the Board for a further two consecutive three-year terms if they take a minimum one full year off between the first and second two consecutive three year terms.

### **5.1.5 Meetings of the Board**

- The Board holds a minimum of 10 Meetings a year
- The President calls the meetings. The President also calls a meeting if any two Directors make a request in writing and state the business for the meeting. For such a meeting Board Members will be given 10 days notice in writing or 5 days notice by phone or fax.
- A majority of the Directors present at any Board meeting is a Quorum
- Each Director has one vote.
- The President does not have a second or casting vote in the case of a tie vote. A tie vote means the motion is defeated.
- All Directors may agree to and sign a resolution. This resolution is as valid as one passed at any board Meeting. It is not necessary to give notice or to call a Board Meeting. The date on the resolution is the date it is passed.
- A Meeting of the Board may be held by a conference call. The Directors who participate in this call are considered present for the meeting

### **5.1.6 Officers of the Board**

- The officers of the Institute are the President, Vice-President, Secretary and Treasurer.
- At its first meeting after the Annual General Meeting the Board elects among the Directors the Officers for the following year.
- The Officers hold office until re-elected or until a successor is elected.

## **5.2 Duties of the Officers of the Institute**

### **5.2.1 The President**

- Acts as the spokesperson for the Institute
- Chairs the Board Meetings
- Conducts the meetings by Consensus
- Represents the institute at various functions
- Promotes our Vision, Mission and Objectives
- Carries out other duties assigned by the Board

### **5.2.2 The Vice- President**

- Presides at meetings in the President's absence
- Replaces the President at various functions when asked to do so by the President or the Board and
- Carries out other duties assigned by the Board

### **5.2.3 The Secretary**

- Ensures that correspondence of the Institute is dealt with
- Ensures accurate minutes are kept of all meetings of the Institute
- Ensures a record of names and addresses of all Members of the Institute is kept
- Ensures a record of names and addresses of all Members are sent.
- Ensures the annual return is filed with changes in the Directors of the Corporation, amendments to the Bylaws and other incorporating documents with Corporate registry and
- Carries out other duties assigned by the Board

#### **5.2.4 The Treasurer**

- Ensures finance records are kept appropriately;
- Ensures reports are up to date
- Ensures monthly financial statements are prepared for the Board
- Ensures an audit is done at year-end and presented at the Annual General Meeting.
- Ensures the issue of receipts for money coming in to the Institute.
- Makes sure all monies paid to the Institute are deposited in a Charter Bank, Treasury Branch, Trust Company, or Credit Union.
- Carries out other duties assigned by the Board

#### **5.2.5 Vote**

Any director or officer may be removed from office for any cause that the Board may deem reasonable by a majority vote of members of the Board.

### **5.3 Board Committees**

#### **5.3.1 Establishing Committees**

The Board may appoint Committees to advise the Board. The procedure for establishing these committees shall be as follows:

- The Board will develop a terms of reference for the Committee.
- The Board will appoint the members of the Committee.
- The Committee will elect a chairperson.
- The chairperson calls Committee meetings.
- Each Committee shall record minutes of its meetings, distribute these minutes to the Committee members and
- Provides reports to each Board meeting or at the request of the Board.
- Each member of the Committee, including the chairperson has one vote at the committee meeting. The chairperson does not have a casting vote in case of a tie. In case of a tie the motion shall be considered defeated

### **5.4 The Executive Director**

The Board may hire an Executive Director as required to carry out assigned duties.

#### **5.4.1 The Executive Director reports to and is responsible to the Board, and acts as an advisor to all Board Committees. The Executive Director does not vote at any meetings.**

#### **5.4.2 The Executive Director acts as the administrative officer of the Board in:**

- Hiring, supervising, evaluating and releasing all other paid staff;
- Interpreting and applying the Board's policies;
- Maintaining the Board's books;
- Presenting budgets and budget updates for the Board's approval;
- Planning programs and services based on the Board's priorities;
- Keeping the Board informed about the affairs of the Institute. Maintaining an information system, policy and procedures manual and other information as required by the Board.
- Carrying out other duties assigned by the Board

## **ARTICLE 6 – FINANCE AND OTHER MANAGEMENT MATTERS**

### **6.1 The Registered Office**

The Registered Office of the Institute is located in Olds Alberta. Another place may be established at the Annual General Meeting or by resolution of the Board.

### **6.2 Finance and Auditing**

6.2.1 The fiscal year of the Institute ends on December 31<sup>st</sup>. of each year.

6.2.2 A qualified auditor will be appointed at each annual General Meeting to do an audit; or the audit will be conducted in accordance with the Society's Act. The Board or Finance Committee can recommend two officers/ members be appointed to review the records and financial statements which have been prepared by the Treasurer. A financial statement must be presented to the Institute Members every year at the Annual General Meeting and must be attached to the annual return for filing at the Corporate Registry.

### **6.3 Cheques and Contracts of the Institute**

6.3.1 The designated Officers of the Board sign all cheques drawn on the monies of the Institute. Two signatures are required on all cheques. The Board may authorize the Executive Director to sign cheques for certain amounts and circumstances. The Executive Director may not sign their own pay cheque.

6.3.2 All contracts of the Institute must be signed by the Officers or other persons authorized to do so by a resolution of the Board

### **6.4 The Keeping and Inspection of the Books and Records of the Institute**

6.4.1 The Secretary ensures that original minute book is kept and ensures that minutes of all meetings of the Board and its Committees are kept.

6.4.2 The Board keeps and files all necessary books and records of the Institute as required by the Bylaws, the Societies or any other statute or laws.

6.4.3 A Member wishing to inspect the books or records of the Institute must give reasonable notice to the President or secretary of their intentions to do so. Unless otherwise permitted by the Board, such inspection will take place only at the registered Office, or other regular business premises operated by the Institute, during normal business hours. This does not apply to records that the Board designates confidential.

### **6.5 Borrowing Powers**

6.5.1 The Institute may borrow or raise funds to meets its Objectives and operations. The Board decides the amounts and ways to raise money including giving or granting security,

6.5.2 The Institute may issue debentures to borrow only by resolution of the Board confirmed by a Special Resolution.

### **6.6 Payments**

6.6.1 No Member, Director or Officer of the Institute receives any payment for their services as a Member, Director or Officer.

6.6.2 Reasonable expenses incurred while carrying out duties of the Institute may be reimbursed upon Board approval.

## **6.7 Protection and Indemnity of Directors and Officers**

- 6.7.1 Each Director or Officer holds office with protection from the Institute. The Institute indemnifies each Director or Officer against all costs or charges that result from any act done in their role for the Institute. The Institute does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.
- 6.7.2 No Director or Officer is liable for the acts of any other Director, Officer or employee. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person firm, or corporation dealing with the Institute. No Director or Officer is liable for any loss due to an oversight or error in judgment, or by an act in his or her role for the Institute, unless the act is fraud, dishonesty, or bad faith.
- 6.7.3 Directors or Officers can rely on the accuracy of any statement or report prepared by the Institute's auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

## **ARTICLE 7 – FUNDAMENTAL CHANGES**

- 7.1 The Institute does not pay any dividends or distribute its property among its Members.
- 7.2 Changes to the Objectives or Bylaws are to be decided under Special Resolution at a Meeting called for that purpose.
- 7.3 A decision to dissolve the Institute will not be taken lightly and will only be done if all other options are exhausted.
- 7.4 Dissolution can only be done by Special Resolution adopted by the Members of the Institute with 75% of the membership in attendance, and in favour of dissolution.
- 7.4.1 If the Institute is dissolved, any funds or assets remaining after paying all debts are paid to a registered and incorporated charitable organization(s).
- 7.4.2 Members elect this organization (s) by a special Resolution at this same meeting.
- 7.5 In no event do any members receive any assets of the Institute.

## **ARTICLE 8 – AMENDING THE BYLAWS**

- 8.1 The Bylaws may be rescinded, altered or added by a Special Resolution.
- 8.2 The amended Bylaws take effect after approval of the Special Resolution at the Annual General Meeting or Special General Meeting and accepted by the Corporate Registry of Alberta.