

BY-LAWS

OF THE

CALGARY WILDLIFE REHABILITATION SOCIETY
(CWRS)

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By-laws of the Calgary Wildlife Rehabilitation Society

I. MEMBERSHIP

1.	Categories of Members.....	4
2.	Admission to the Society.....	4
3.	Rights.....	4
4.	Obligations.....	4
5.	Withdrawal	5
6.	Suspension or Expulsion	5

II. MEETINGS OF MEMBERS

7.	Types of Meetings	5
8.	Notice.....	5
9.	Quorum.....	6
10.	One Vote Per Member	6
11.	Votes to Govern	6
12.	Adjournment.....	6

III. BOARD OF DIRECTORS

13.	Powers	6
14.	Board Members.....	6
15.	Nominations.....	7
16.	Elections.....	7
17.	Meetings	8
18.	Notice and Waiver of Notice	8
19.	Quorum	8
20.	One Vote Per Board Member.....	8
21.	Votes to Govern the Board.....	8
22.	Adjournment.....	8
23.	Committees	8
24.	Resignation	9
25.	Removal.....	9
26.	Replacements and Additions	9
27.	Remuneration	9
28.	Liability	9

IV. OFFICERS

29.	Appointment	9
30.	Officers	10
31.	Duties of the Offices.....	10
32.	General Duties of the Board.....	11

33.	Resignation.....	11
34.	Removal	11
35.	Replacements and Additions.....	11
36.	Remuneration.....	11
37	Liability.....	11
IV.	BORROWING POWERS	
38.	Borrowing.....	12
V.	FINANCIAL STATEMENTS	
39.	Fiscal Year.....	12
40.	Preparation and Auditing	12
41.	Submission to the Board and Members.....	12
V.	BY-LAW AMENDMENTS	
42.	Amendments	12
VI.	MISCELLANEOUS	
43.	Guests	13
44.	Affiliations.....	13
45.	Arbitration.....	13
46.	Winding up and Distribution of Assets.....	13
47.	Books and Records.....	13
48.	Seal of the Society	13

I. MEMBERSHIPS

1. Categories of Members – There shall be two categories of membership, general and honorary.
2. Admission to the Society – Volunteers of the Society must be members of the Society.
 - a) General Membership – individuals and organizations interested in supporting the Society in the manner described in Section 4 are eligible for general membership. An application for general membership or general membership renewal is to be made by submitting an application in the form prescribed by the Board of Directors together with the appropriate dues as established by the Board of Directors.
 - b) Honorary Membership – An individual or organization may become an honorary member if the Board of Directors passes a motion recognizing the contribution of the individual or organization to the Society and its objects, and approving such as an honorary member of the Society and the individual or organization accepts such appointment. An honorary membership is for a three-year term and is renewable by the Board.
 - c) Other Membership Categories – the Board may establish other categories of members as it deems in the best interest of the Society.
 - d) Acceptance of a Membership Application – The Board may in its sole discretion accept or reject any application for membership in the Society.
3. Rights – General members in good standing, having paid the prescribed fees and having had their application accepted by the Society (“Member(s)” or “Membership”), have the following rights for the term of their Membership:
 - a) To attend all Annual and Special Meetings of the Society;
 - b) To vote on all matters brought before Annual or Special Meetings of the Society, provided that the Member is 18 years of age or older, has been a member of the society for a minimum of one hundred (100) days prior to the particular Annual or Special Meeting, and has not been suspended or expelled as herein provided in the 12 months immediately prior;
 - c) To elect the members of the Board of Directors of the Society;
 - d) To stand for election to the Board of Directors of the Society (“Directors”); and
 - e) To review the books and records of the Society as provided for herein.

Honorary members of the Society have the right to attend Annual and Special Meetings of the Society.

4. Obligations – In order to keep their membership in good standing, Members are obligated to support and further the Mission and Objects of the Society. Members shall further act as a positive representative for the Society and shall refrain from activities that harm, impair or damage the reputation and viability of the Society or

the Society's members, employees or public supporters. Members shall pay the dues as may be prescribed from time to time by the Board or Directors.

5. Withdrawal – Members have the right to withdraw from membership in the Society and may do so by giving not less than 15 days notice in writing to the Secretary in which case no refund of dues will be made.
6. Suspension or Expulsion – The Board of Directors shall have the power to suspend or expel any Member or Honorary Member from the Society for any cause it deems to be contrary to the Objects or best interest of the Society. The Board shall notify any such Member in writing and the expulsion shall take effect immediately. The Board shall in its sole discretion determine whether any refund of dues shall be made. Any suspension or expulsion of a Member from the Society may be appealed within 21 days and shall be made in writing to the Secretary. Such an appeal will be dealt with at the next Annual or Special Meeting of the Society, such meeting to be held no later than 90 days from the date on which the appeal was lodged.

II. MEETINGS OF MEMBERS

7. Types of Meetings – Meeting of Members of the Society may take any of three forms:
 - a) Annual Meetings are held for the election of a new Board of Directors, to hear reports from members of the outgoing Board of Directors as to the past year's activities, including audited financial statements, to appoint the auditor for the following year, and to consider any other matter or business which may be brought before the meeting. Annual Meetings shall be called by the outgoing Board of Directors and shall be held within 150 days of the fiscal year end.
 - b) Special Meetings may be held at any time and place in order to discuss matters related to the Activities or business of the Society, to consider amendments to the By-laws, to re-elect a board or to hear appeals relating to the removal of a Member of the Society or a member of the Board. Special Meetings may be called by the Board on its own initiative or upon a written request of a least one-third of the Members.
 - c) Informal meetings, which in the discretion of the Board would further the Objects of the Society. No minutes shall be required nor will any resultant undertakings or instructions be binding on the Board or the Society.
8. Notice – The Secretary shall mail and/or e-mail notices of any Annual or Special Meeting to all Members of the Society not less than 21 days prior to the date of the meeting, along with the Agenda. Notices announcing meetings at which Directors will be elected shall include information on the criteria for becoming a director and procedure to follow for nominating potential directors. No defective notice of an Annual or Special Meeting, however, shall invalidate the meeting or any proceedings taken thereat.

9. Quorum – Fifteen (15) Members shall constitute a quorum at an Annual or Special Meeting of the Society.
10. One Vote Per Member – All members of the Society are entitled, subject to Clauses 3 and 4, to one vote each in respect of a matter that is voted upon at an Annual or Special Meeting except that the Chairperson of a Meeting shall be entitled to vote only in circumstances where a vote of the Members present which requires a simple majority has resulted in an equality of votes. Any Member who has been suspended or is appealing an expulsion or is otherwise ineligible is not entitled to vote.
11. Votes to Govern – At an Annual or Special Meeting, a simple majority of those Members present and eligible to vote is required in order to pass a particular resolution relating to the ongoing business of the Society. In the event of an equality of votes, the Chairperson of the meeting shall be entitled to a casting vote. Notwithstanding the foregoing, a three-quarters majority of Members present and eligible to vote shall be required in respect of the following matters:
 - a) For any amendments to the By-laws;
 - b) For the disposition of an appeal of the suspension or expulsion of a Member of the Society or of an appeal of the removal of a Member of the Board of Directors.In addition to the above, a Proxy may be used in a vote for the following situations:
 - c) For any material change in the Objects, Mission, Aims or Direction of the Society;
 - d) To approve a Merger or Amalgamation with another Society;
 - e) For Dissolution of the Society.
12. Adjournment – The Members of the Society present at any Annual or Special Meeting may decide to adjourn the meeting to another time and in the case of a Annual or Special Meeting formal notice must be provided to the Members of the Society informing them of the adjournment and of the time and date upon and place at which the meeting is to reconvene.

III. BOARD OF DIRECTORS (“BOARD”)

13. Powers – The Board shall, subject to the By-laws or any valid directions given to it by the majority vote at any duly constituted Annual or Special Meeting of the Members of the Society, have full control and management of the business and affairs of the Society.
14. Board Members:
 - a) The Board shall have a minimum of four (4) and a maximum of nine (9) elected members, such number to be elected to the Board to be determined by Board of Directors annually. The Executive Director of the Society shall be a non-elected member of the Board and shall have the right to attend Board meetings but shall not be entitled to a vote at meetings of the Board.

- b) The terms of office of the Directors shall be staggered. Accordingly, one half of the Directors of the original Board of Directors, or a number as close as possible to one half, shall be appointed for a period of two years. The balance of the Board of Directors shall be appointed for a period of one year. When these initial periods have expired, each subsequent period of appointment shall continue to a full two years.
 - c) A Member of the Board may serve as President for up to three consecutive terms before being required to step down as President for a minimum of one term unless the Board votes by a simple majority to allow that member to serve another term; and
 - d) There is no limit on the number of terms a Member may serve on the Board unless they have been earlier suspended or expelled as a Member of the Society or have been removed with cause from serving on the Board.
15. Nominations – The outgoing Board of Directors shall appoint a Nominating Committee of no less than 2 Board members prior to the Annual Meeting to propose at that meeting a list of Members of the Society who are willing to stand for election or re-election to the Board. In addition, any Member of the Society may nominate any other Member of the Society, except as limited herein, for election or re-election to the Board for the ensuing year by giving notice in writing, seconded by one other Member, to the Nominating Committee no later than five (5) days before the Annual Meeting of a particular year. In addition, to be valid, a notice for nomination must be accompanied by a written acceptance of the nomination by the nominee. If a late nomination to the Board is made from the floor at the Annual Meeting, one other Member who is present must second the nomination, and the nominated Member must be in attendance to provide acceptance of the nomination. Paid employees of the Society may not be nominated for election to the Board.
16. Elections – In the event the total number of nominees nominated by the Nominating Committee and by Members of the Society as provided for in Clause 15 exceeds the number set by the Board to be elected, then the election of the Board for the ensuing year shall be determined by a secret ballot as follows. It is the responsibility of the Nominating Committee to advise the Chairman that a ballot will be necessary. The Ballots containing the names of all nominees shall be distributed to all Members of the Society present and eligible to vote at the Annual Meeting and each such members shall be entitled to vote by marking the ballot in the space provided for up to that number of nominees decided upon as the appropriate number of Board members for the ensuing year. The Chairman shall then supervise the counting of the votes and shall rank nominees by the number of votes received from the greatest to the least. The nominees receiving the greatest number of votes shall be declared elected for the first position available on the Board for the ensuing year, the nominee receiving the second greatest number of votes shall be declared elected for the second position available, and so on until the number of Board Members has been elected for the ensuing year. In the event

of a tie in votes for the final position available, the Chairperson shall be entitled to cast the deciding vote.

17. Meetings – Board meeting shall be held as often as the business of the Society shall require and at such times and places as the Board may select. The Board shall be obligated to call a Special Meeting with 90 days of receipt of written notice representing one-third of the members, such notice to include the names of such Members and sufficient detail of the reasons for requesting the Special meeting.
18. Notice and Waiver of Notice – The Secretary shall provide, or cause to be provided, notices of any Board meeting to all Board Members no less than seven (7) days prior to the date of the meeting. No defective notice of such a meeting, however, shall invalidate a meeting or any proceedings taken thereat and the notice requirement may be waived entirely by recorded consent of all of the Board members. In addition, attendance at a Board meeting shall be deemed to be a waiver of notice if notice was not given prior to the meeting or was defective.
19. Quorum – no less than three (3) members of the Board shall constitute a quorum at a Board meeting.
20. One Vote Per Board Member – All members of the Board, excepting the Executive Director, are entitled to one vote each at a Board meeting except that the Chairperson of a Board meeting shall be entitled to vote only in circumstances where a vote of the Board, which requires a simple majority, has resulted in an equality of votes.
21. Votes to Govern the Board – At a Board meeting, a simple majority of those present is required in order to pass a particular resolution or motion relating to the routine operations of the Society. Notwithstanding the foregoing, a three-quarters majority is required in respect of the following matter:
 - a) For the suspension or removal of a Member from the Society; and
 - e) For the removal of an officer or a member of the Board from that position. A Board member who is under threat of removal as a Member of the Society, as an Officer or as a Member of the Board shall not be permitted to cast a vote in respect of that matter.
22. Adjournment – The Board members present at any Board meeting may decide to adjourn the meeting to another time and in such cases formal notice must be provided to the Board members informing them of the adjournment and of the date upon which the meeting is to reconvene except that notice may be waived in the manner set out in Clause 18.
23. Committees – The Board may appoint committees as it sees fit and may delegate any of its powers to such committee.

24. Resignation – A member of the Board may resign from the Board by notifying the Board Chairperson in writing of such an intention with not less than fifteen (15) days notice.
25. Removal – Any member of the Board may be removed from his or her office for repetitive, inadequate fulfillment of his or her duties, including repeated unexcused failure to attend Board meetings, or for any cause deemed by the Board to be contrary to the Objects, mission, and best interest of the Society, after such proceedings as the Board may determine and after a vote by the Board. A member of the Board who has been so removed may appeal his or her removal in the same fashion as laid down for the removal of a Member from the Society and the procedure for hearing the appeal shall also be the same.
26. Replacements and Additions – In the event of resignation or removal of a Board member, or if the Board deems it necessary to increase the size of its membership, it may appoint replacements or additional Board members to serve until the next Annual Meeting of the Society. However, in no case shall the number of additional Board members so appointed in the one-year interval between Annual Meetings exceed one half of the number of Board members elected by the Members of the Society at the last Annual Meeting.
27. Remuneration – No member of the Board shall receive any remuneration from the Society for services as a Board member unless such remuneration is authorized by the Membership at an Annual or Special Meeting of the Society.
28. Liability – Every member of the Board shall be deemed to have assumed office on the express understanding and agreement and condition that he or she shall be indemnified and saved harmless out of the funds of the Society from and against all costs, charges and expenses whatsoever which he or she sustains or incurs in any action, suit or proceedings which is brought, commenced or prosecuted against him or her for or in respect of any act, deed, matter or thing made, done or permitted by him or her or any other member of the Board in the execution of the duties of his or her office, and also from and against all other costs, charges and expenses which he or she sustains or insures in relation to the affairs of the Society except such costs, charges or expenses as are occasioned by his or her own wilful neglect or gross negligence.

IV. OFFICERS

29. Appointment – Officers of the Society shall be elected or appointed by the Board at the first Board meeting following each Annual Meeting, with the exception of the position of Executive Director who shall be a non-elected and non-appointed Officer for the Society. This meeting shall be commenced and temporarily chaired by the Executive Director until such time as the Board elects a chairperson. The first and only order of business under the Executive Director's chairpersonship shall be the election of the next Chairperson. The Executive Director shall not

have a vote. The newly elected chairperson shall then chair the remainder of such meeting. To be eligible for the appointment or election as an officer, a person must be a Member of the Society and must also be a member of the Board. Where agreement cannot be reached by the members of the Board as to who should hold a particular elected or appointed office, the dispute shall be resolved by a vote of the Board members to be passed by simple majority, with the chairperson of the Board being entitled to vote only in the event of an equality of vote. Once elected or appointed, such Officer(s) serve until their term expires, or successors are elected or appointed or the Officer resigns or is removed from office.

30. Officers – The Board may designate elected or appointed Directors to officer positions as it see fit except that there shall at all times be a President, Vice-President, a Treasurer and a Secretary of the Society (“Officers”).
31. Duties of the Offices – The duties attached to those offices of the Society that are mandatory shall be as follows:
 - a) The President shall preside as chairperson at all meetings of the Board and of the Society (“Chairperson”). The President shall exercise a general supervision over the affairs of the Board, shall see to establishment and implementation of prudent and effective policies governing the operations of the Society, shall see to the carrying out of all decisions and policies of the Board, shall see to the observance and enforcement of the provisions contained in these By-laws and shall oversee the performance of the duties assigned to the other Officers, Directors and Committees and, in concert with the Board, the Executive Director. The President shall be an ex-officio member of all committees established by the Board. The President and/or President’s designate shall along with the Treasurer act as signing authority when issuing cheques on behalf of the Society for the payment of bills incurred through the operation of the Society in strict accordance with the financial and banking policies of the Society. The President shall submit an annual report to the Society at the Annual meeting and from time to time report to the Society on any material matter that should be brought to the attention of the Society.
 - b) The Vice-President shall exercise the duties of the President in the absence of the President including that of Chairperson and shall undertake other duties as assigned by the President.
 - c) The Treasurer shall oversee the maintenance of proper books of account showing all funds received or receivable and all monies payable or expended, and shall be responsible for providing the Board with sufficient and accurate information to ensure the prudent management of the Society’s monetary assets. The Treasurer shall be responsible for preparation of, or shall cause to be prepared, an operating budget for each fiscal year and submission of same to the Board for approval. The Treasurer shall arrange for the preparation of audited financial statements after each fiscal year and submit such financial statements to the Board and to the membership of the Society.

- d) The Secretary shall give, or cause to be given, notice of all meetings of the Board and of the Society, shall keep a record of the proceedings of all Board meetings and of all Annual and Special Meetings, shall be responsible for maintaining all non-financial records of the Society in a businesslike fashion, shall give, or cause to be given, notices of all amendments to the By-laws, shall ensure that all statutory filings are made and shall verify that quorums are present at Board meetings and at Annual and Special Meetings.

The Board shall, at its discretion, where an Officer is for any reason unable to discharge any or all of his or her duties, assign such duties to some other Officer for whatever length of time may be necessary.

32. General Duties of the Board –

- a) The Board of Directors shall fix the amount of annual dues and shall have the power to reduce or suspend such annual dues in respect of individual members, when, in its judgement, such action would be in the best interest of the Society.
- b) The Board of Directors or its Designated Representative shall:
 - a. Hire such employees as are required for the operation of CWRS
 - b. Prescribe employees duties and conditions of staff employment
 - c. In accordance with the salary grid and budget limitations prescribed by the Board of Directors, determine the remuneration for all employees of CWRS.

33. Resignation – An Officer may resign his or her position by notifying the Board in writing of such an intention with not less than fifteen (15) days notice.

34. Removal – Any Officer may be removed from his or her office for repetitively inadequate fulfillment of his or her duties or for any cause deemed by the Board to be contrary to the Objects, Mission and best interest of the Society, after such proceedings as the Board may determine and after a vote by the Board. An Officer who has been so removed may appeal his or her removal in the same fashion laid down for the removal of a Member from the Society and the procedure for hearing the appeal shall also be the same.

35. Replacements and Additions – In the event of the resignation or removal of an Officer, or if the Board deems it necessary to increase the number of Officers, the Board may appoint replacement or additional Officers and where such new positions are created, delegate duties to these newly appointed Officers.

36. Remuneration – No Officer shall receive any remuneration from the Society for services rendered as an Officer unless such remuneration is authorized by the Membership at an Annual or Special Meeting of the Society.

37. Liability – Every Officer shall be deemed to have assumed office on the express understanding and agreement and condition that he or she shall be indemnified

and saved harmless out of the funds of the Society from and against all costs, charges and expenses whatsoever which he or she sustains or incurs in any action, suit or proceeding which is brought, commenced or prosecuted against him or her for or in respect of any act, deed, matter of thing made, done or permitted by him or her or any other officer in the execution of the duties of his or her office, and also from and against all other costs, charges and expenses which he or she sustains or incurs in relation to the affairs of the Society except such costs, charges, or expenses as are occasioned by his or her own wilful neglect or gross negligence.

V. BORROWING POWERS

38. Borrowing – For the purpose of carrying out the Objects and Mission of the Society, the Society may borrow or raise or secure the payment of money in such a manner as it sees fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the Membership, and in no case shall debentures be issued without the sanction of a Special Resolution of the Society.

VI. FINANCIAL STATEMENTS

39. Fiscal Year – The fiscal year of the Society shall run from January 1 to December 31 of a calendar year.
40. Preparation and Auditing – After the end of each fiscal year and in a timely manner, the Treasurer shall arrange, or cause to be arranged, the preparation of audited financial statements for the past year and in that regard shall co-operate with an audit carried out by a qualified external auditor.
41. Submission to Board and Members – Audited financial statements shall be submitted to the Board within 120 days of the end of a particular fiscal year and to the Members of the Society at the Annual Meeting held following the end of a particular fiscal year. The Treasurer shall move the acceptance of any Financial Statements with a second from the floor.

VII. BY-LAW AMENDMENTS

42. Amendments - Amendments to the By-laws may be proposed at any time by the Board or upon the written request of fifteen (15) or more Members in good standing of the Society to the Board. A proposed amendment shall be dealt with at the next Annual or Special Meeting of the Society, which must be held no less than forty-five (45) days and no more than ninety (90) days from the date of the proposal or request. Notice of the proposed or requested amendment must be mailed and or e-mailed to all Members in good standing not less than twenty-one (21) days prior to the date of the Annual or Special Meeting at which the amendment is to be voted upon. The by-laws can only be changed by a Special Resolution of the members.

VIII. MISCELLANEOUS

43. Guests – Unless otherwise determined by the Board, guests of Members of the Society who are interested and supportive of the Society's Objects will be welcome at any Annual or Special Meeting of the Society. The Board may at its discretion invite representatives of the media and of other organizations to meetings and activities of the Society.
44. Affiliations – The Board may enter into voluntary affiliations with any other society or organization with similar objectives and mission provided that such an affiliation is judged to be in the best interest of the Society and Members.
45. Arbitration – In the event of an internal dispute which cannot be resolved by the Members as provided herein, an arbitration process shall be initiated in accordance with the provisions of the Arbitration Act of the Province of Alberta or similar legislation which may be in force in Alberta from time to time.
46. Winding Up and Distribution of Assets – In the event of the winding up of the affairs of the Society then, subject to all then applicable agreements whether written or verbal, all remaining funds, inventory and assets of the Society shall be given to some similar registered charity as decided by a two-thirds (2/3) majority of the Members at a duly constituted Special Meeting.
47. Books and Records:
 - a) The books and records of the Society may be inspected by any Member of the Society at the Annual Meeting provided for herein or at any time subject to reasonable notice and provided that such a request is presented in written format to the Treasurer and the Executive Director and contains the reasons in sufficient detail to reasonably justify review of the books and records. Each member of the Board shall at all times have access to such books and records.
 - b) The By-Laws and Objects of the Society can be reviewed by any Member of the Society subject to receipt of reasonable notice by the Secretary and Executive Director of such request.
48. Seal of the Society:

The Society does not have a seal for use with respect to its affairs.