



GRAVELBOURG BON AMI, INC.

Cultivating Friendship, Individuality & Choice.

Policy 1.2 – Bylaws

Board Approved: June 6, 2011

Definitions:

- a. “**Act**” means the *Non-Profit Corporations Act, 1995* (Saskatchewan), as amended.
References herein shall be interpreted to include any such amendments.
- b. **The Corporation** refers to Gravelbourg Bon Ami, Inc.
- c. **The Directors, Board and Board of Directors** refer **to the duly elected or appointed board members of Gravelbourg Bon Ami, Inc.**
- d. Headings used in the bylaws are for reference only and do not affect interpretation.
- e. All terms contained by the bylaws, and which are defined in the *Act*, shall have the meanings given to terms in the *Act*.
- f. Words importing the masculine gender shall include **all genders**, and words importing the singular use shall include the plural and vice versa.
- g. **Voting Member** means a **member of the Corporation entitled to vote at meetings and eligible to be appointed as a director.**
- h. **Non-Voting Member** means a member who is not entitled to vote or be appointed as a director.
- i. **Member** includes both voting and non-voting members unless otherwise stated.
- j. **Adults** mean a person who is at least 18 years of age.
- k. **Officer** means an individual appointed by the Board to serve as a Chairperson, Vice-Chairperson, Secretary, Treasurer, or in any other officer role.
- l. **The Executive Director** refers to the senior administrative employee responsible for the daily operations of the Corporation.

For more information, reference *The Non-Profit Corporations Act, 1995*.

Article I – Membership

1. Any adult may become a member of the Corporation upon payment of the prescribed membership fee, **subject to Board Approval.**
2. **The annual membership fee shall be set at \$5.00.**
3. To be entitled to vote at the Annual General Meeting, **a person must have valid Voting Membership.**
4. The membership shall consist of:
 - a. **Class A – Voting Members:** who shall be entitled to vote at meetings of the members or be appointed as directors of the corporation.
 - b. **Class B – Non-Voting Members:** **Not entitled to vote or serve as directors.**
Employees or individuals receiving services from the Corporation are Class B members.

Article II – Directors

1. **The Board of Directors shall consist of no less than 4 members, and no more than 15 individuals, all of whom must be voting members in good standing.**
2. Notwithstanding section I, directors shall be eligible to hold office for life, or until such a time they resign from the Board of Directors or are terminated from office.
3. **If a vacancy occurs mid-term, the Board may appoint a temporary replacement until the next AGM, where a replacement shall be elected to serve on the Board of Directors.**
4. The membership may, by a majority vote, remove any director or directors from office, **provided the director is given reasonable notice and an opportunity to respond.**

5. Notice of Board Meetings shall be provided at least seven (7) days in advance. Meetings may proceed without notice if scheduled regularly or by unanimous consent.
6. The Board shall meet at least 7 times per year. Minutes shall be recorded and made available to the membership upon request.
7. A majority of directors constitute a quorum.
8. If the quorum is not present, the meeting shall be adjourned. Urgent discussions may take place, but any decisions must be ratified at the next meeting with a quorum.
9. Directors will inform the Chairperson or Executive Director if they are unable to attend a meeting.
10. The Board members who miss three (3) consecutive meetings a year may be subject to review and possible removal by the Board.
11. Any member entitled to vote at a meeting of members is eligible for an appointment as a director. No Director shall be a salaried employee of the corporation.
12. The Board of Directors will engage an Executive Director to carry out the day-to-day operations of the Corporation.
13. Directors must declare and withdraw from any discussions or voting where a conflict of interest exists. The Chairperson will enforce this obligation.

Article III – Officers

1. The first meeting of the new Board will take place no later than September 30th of each year.
2. The Board of Directors of the corporation shall appoint from their members a Chairperson, Vice Chairperson, a Secretary and a Treasurer at the September meeting each year.
3. The Chairperson shall preside at all General Meetings of the Corporation and its directors, and he/she shall be an ex-officio member of all committees.
4. The Vice Chairperson shall perform the duties of the Chairperson in his/her absence.
5. The Board shall establish committees as needed. Two standing committees will be:
 - a. The Finance and Employee Relations Committee shall oversee budgetary matters and human resources.
 - b. The Admissions, Terminations and Reviews Committee shall evaluate participant admissions and terminations and oversee program effectiveness.

Article IV – Annual General Meetings

1. The Annual General Meeting of the Corporation shall be held before June 30th of each year. The date is set by the Board of Directors.
2. A quorum for a general meeting shall be ten (10) voting members, or a simple majority if the total membership is less than 10.
3. A special general meeting of the Corporation may be called by the Chairperson or upon request of at least ten (10) voting members.
4. Notice of Annual General Meetings shall be provided at least fourteen (14) days in advance via posters, advertisements, emails, social media or other appropriate means.
5. Voting shall be by show of hands, except where a ballot is requested by at least three (3) members.

Article V – Duties of Directors

1. The Directors shall ensure the Corporation fulfills its mission to provide facilities, recreation, training and services to individuals with intellectual, physical or psychiatric disabilities.
2. The Board may authorize operational borrowing up to the value of anticipated annual revenues.
3. The Board may authorize capital borrowing up to the value of the Corporations' unrestricted reserves.

Article VI – Custody and Use of the Seal

1. If used, the Corporate Seal shall be kept by the Executive Director and affixed in the presence of any two of the Chairperson, Secretary or Executive Director.

Article VII – Articles and Bylaws

1. All by-laws may be amended, repealed or replaced by a majority vote of the Voting members at the Annual General Meeting.
2. Notice of proposed changes must be provided at least fourteen (14) days before the meeting.

Article VIII – Executive Committee

1. The Executive Committee of the Corporation shall be comprised of the appointed officers plus the Chairperson's of the 2 standing committees. The Chairperson of the Board of Directors shall be the Chairperson of the Executive Committee.
2. The Executive Committee of the Corporation shall deal with all necessary business of the Corporation in accordance with the policies set by the Board of Directors.

Article IX – Signing Officers of the Corporation

1. The officers who are appointed by the Board of Directors shall have the power to issue cheques as required by the Corporation.

Article X – Fiscal Year of the Corporation

1. The fiscal year of the Corporation shall end on the 31st day of March each year.
2. All monies received by the Corporation should be receipted and deposited to a bank account of the Corporation. All payments required by the Corporation shall be by cheque under the signature of two (2) officers designated with authority, with the exception being the use of Petty Cash.

Article XI – Auditors of the Corporation

1. The Corporation shall, at the Annual General Meeting, appoint an auditor who will audit the accounts of the Corporation for the fiscal year.
2. Auditors must be a Canadian Professional Accountant (CPA) in good standing.

Article XII – Dissolution of the Corporation

1. Subject to the provisions in the *Non-Profit Corporations Act, 1998*, on dissolution of the incorporation, its building and assets shall, after payment of all liabilities, be donated to a non-government and non-profit organization providing similar services.