



# Foothills Search and Rescue Society

P.O. Box 549 • Turner Valley • AB • T0L 2A0 • www.foothills-sar.ca

## BY-LAWS

*The authoritative version of these By-Laws  
is on record with Alberta Registries.*

**That  
others may  
live**

### Membership

#### **By-Law 1**

- 1.a The Foothills Search and Rescue Society (hereinafter “the Society”) is a charitable non-profit organization registered in the Province of Alberta under the Societies Act, and is a charity registered with the Canada Revenue Agency.
- 1.b Any person residing in the Province of Alberta and being of the age of majority (that is, at least 18 years old) may become a member of the Society upon acceptance by the Board of Directors of the Society (hereinafter “the Board”), and upon payment of the membership fee which shall accompany the membership application.
- 1.c The membership fee, if any, in the Society shall be determined, from time to time, by the passing of an ordinary resolution at a properly convened meeting of the Society. The membership fee shall be non-refundable except if the application for membership is rejected.
- 1.d The membership fee is waived for a member of the Society who has been appointed a Life Member by the Board.

#### **By-Law 2**

- 2.a The fiscal year of the Society is aligned with the calendar year (that is, January 1<sup>st</sup> through December 31<sup>st</sup> inclusive).
- 2.b The membership fee is only applicable to a calendar year regardless of when in the calendar year payment is made. Payment is required for each year of membership.
- 2.c A member shall be automatically suspended from membership and have no entitlements to membership privileges or powers in the Society if before the annual general meeting of the calendar year a member has not paid the membership fee for that year. The suspension shall be automatically lifted upon payment of the membership fee.
- 2.d Any member upon a simple majority vote (that is, more than 50%) of a quorum of the Board may be suspended from membership and have no entitlements to membership privileges or powers in the Society for any cause which the Board deems reasonable. Similarly, the suspension shall be lifted when the Board deems it reasonable to do so.
- 2.e A member may resign from membership in the Society at any time with notice provided by electronic mail to any member of the Board.
- 2.f Any member upon a simple majority vote (that is, more than 50%) of a quorum of the Board may be expelled from membership in the Society for any cause which the Board deems reasonable.
- 2.g Timely payment of the annual membership fee is a necessary but not a sufficient requirement for a member to be deemed in good standing by the Board. Members who have resigned, been suspended or expelled are not considered members in good standing.



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### Board of Directors

#### **By-Law 3**

- 3.a** The terms “Board of Directors”, “Executive Committee”, “Board” or “Executive” shall all mean the Board of Directors of the Society.
- 3.b** The Board shall include four officers of the Society whose duties are set out herein: President, Vice-President, Treasurer and Secretary.
- 3.c** The Board shall also include the Past-President and four Directors, none of whom are officers of the Society. The duties of these five members of the Board shall be determined and amended as and when required by the Board to support the work of the Board including any tasks delegated to them by officers of the Society.
- 3.d** In principle, the President shall provide work direction for all other members of the Board.

#### **By-Law 4**

- 4.a** The Board, subject to these By-Laws, shall have exclusive control of the Society and accordingly manage all affairs of the Society. The work of the Board shall be performed at properly convened meetings of the Board and such meetings shall be held as often as may be required, but at least once every three months.
- 4.b** The President shall call all meetings of the Board; however a schedule of regular meetings of the Board shall be set out by the President immediately following the annual general meeting and the same promptly communicated by electronic mail to all members of the Board.
- 4.c** Any five members of the Board, or two-thirds of the members of the Board, whichever is the lesser, shall constitute quorum for a properly constituted meeting of the Board. Currently vacated positions on the Board shall be excluded for this calculation.
- 4.d** Decisions of the Board shall require a simple majority vote (that is, more than 50%) of a quorum of the Board. Members of the Board may participate at distance but only via telephone conferencing. Representation by proxy is prohibited.
- 4.e** A special meeting of the Board may be called on the instructions of any two members of the Board provided they request the President via electronic mail to call the meeting, and state the business to be brought before the meeting. Notice of a special meeting of the Board shall be via electronic mail to all members of the Board at least three calendar days before the date of the special meeting.
- 4.f** A special meeting of the Board may be held without notice if a quorum of the Board is already present, provided however that all business transactions are ratified at the next regular meeting of the Board. Failure to ratify a business transaction at the next regular meeting of the Board renders it null and void.

#### **By-Law 5**

- 5.a** Members of the Board shall make best effort to attend all meetings of the Society and of the Board.



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- 5.b** The term for any member of the Board is two years unless it is ended by resignation, suspension, removal or expulsion.
- 5.c** A member of the Board may resign at any time with notice provided by electronic mail to the President.
- 5.d** Any member of the Board may be removed from office for any cause which the members of the Society deem reasonable. The passing of an ordinary resolution at a meeting of the Society is required to remove a member of the Board for cause.

### President

#### **By-Law 6**

- 6.a** The President shall be ex-officio a member of all committees of the Society.
- 6.b** The President when present shall preside at meetings of the Society and of the Board.
- 6.c** When the President is absent, the Vice-President shall preside at meetings of the Society and of the Board, and in the absence of both, a chairperson shall be selected by the meeting attendees to preside thereat.

### Vice-President

#### **By-Law 7**

- 7.a** The Vice-President shall be the alternate for the President as and when required for the benefit of the Society.

### Treasurer

#### **By-Law 8**

- 8.a** The Treasurer shall receive and disburse monies as agent for the Society. All monies received shall be placed on deposit at the financial institution used by the Society for its banking requirements and only into accounts registered to the Society.
- 8.b** The Treasurer shall keep a ledger documenting the finances of the Society, including all accounts, transactions and balances.
- 8.c** The Treasurer shall produce unaudited financial statements to the level of detail and at the frequency requested by the Board.
- 8.d** The Treasurer shall produce an audited financial statement for submission to the annual general meeting of the Society. The audited financial statement shall cover the last calendar year and be prepared by two members in good standing of the Society, or an independent and qualified third party, appointed by the Board.



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## BY-LAWS

### Secretary

#### **By-Law 9**

- 9.a** The Secretary shall keep accurate minutes, including attendance and financial statements, of meetings of the Society and of the Board.
- 9.b** The Secretary shall have charge of all internal and external correspondence of the Society and of the Board.
- 9.c** The Secretary shall have charge of the seal of the Society, which seal whenever used shall be authenticated by the signatures of both the Secretary and the President. In the case either the Secretary or the President is unable or unavailable to affix their signature the Vice-President shall be the alternate.
- 9.d** The Secretary shall have charge of the membership register for the Society that includes among other things the postal and electronic mailing addresses of each member of the Society.
- 9.e** The Secretary shall collect annual membership fees and assessments levied by the Society. All monies collected and the accounting for same shall be promptly turned over to the Treasurer.

### Inspection of Records

#### **By-Law 10**

- 10.a** Any and all records of the Society may be inspected by a member in good standing of the Society provided that member (a) give notice via electronic mail to the President, (b) declare the purpose(s) of the inspection, (c) specify the records for inspection, and (d) arrange with the responsible officer(s) of the Society a schedule acceptable to them for inspecting the specified records.
- 10.b** Members of the Board shall at all times have reasonable access to any and all records of the Society.

### General Meetings

#### **By-Law 11**

- 11.a** The President shall call all general meetings of the Society.
- 11.b** The President shall prepare a twelve month schedule of general meetings of the Society immediately following the annual general meeting of the Society and shall promptly communicate via electronic mail to all members of the Society the date, time and place of each general meeting.
- 11.c** Positions of the Board vacated since the last general meeting shall be filled by election at a subsequent general meeting. The protocol used at annual general meetings of the Society to elect members of the Society to vacated positions on the Board shall apply.



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### Special General Meetings

#### **By-Law 12**

- 12.a** The President shall call all special general meetings of the Society.
- 12.b** Upon receipt by the President of a petition (a) signed by more than one third of all members in good standing of the Society, and (b) setting out the reason(s) for calling a special general meeting of the Society, the President shall immediately schedule the special general meeting and communicate via electronic mail with at least five (5) calendar days of notice to all members of the Society the date, time, place and purpose of the special general meeting.

### Annual General Meetings

#### **By-Law 13**

- 13.a** The Society shall hold an annual general meeting on or before April 15<sup>th</sup> of each year.
- 13.b** The President shall call all annual general meetings of the Society.
- 13.c** The President shall schedule the annual general meeting and communicate via electronic mail with at least twenty-one (21) calendar days of notice to all members of the Society the date, time, place and agenda of the annual general meeting.
- 13.d** In even numbered calendar years the members of the Society shall elect a President, Secretary and two Directors. The Vice-President shall preside over these annual general meetings.
- 13.e** In odd numbered calendar years the members of the Society shall elect a Vice-President, Treasurer and two Directors. The President shall preside over these annual general meetings.
- 13.f** Any member in good standing of the Society is deemed eligible to stand for election to any vacated position on the Board.
- 13.g** Members of the Board whose terms have ended are deemed to have resigned at the opening of the annual general meeting and immediately vacated their respective positions on the Board.
- 13.h** A member of the Board whose term has not ended but intends to stand for election to a vacated position of the Board must, at the opening of the annual general meeting, declare that intention, submit their resignation in writing, and immediately vacate their position on the Board.
- 13.i** The member of the Board vacating the position of President at the opening of an annual general meeting immediately occupies the position of Past-President.



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### Voting

#### **By-Law 14**

- 14.a** Attendance by at least 40% of all members in good standing of the Society constitutes quorum for all meetings of the Society (that is, general meetings, special general meetings, and annual general meetings).
- 14.b** Quorum is required to properly constitute a meeting of the Society, and undertake a vote.
- 14.c** Only members in good standing of the Society may vote at meetings of the Society.
- 14.d** Representation by proxy is only permitted when voting on special resolutions. Proxy instructions must be in writing and the proxy submitted to the Secretary when it is exercised.
- 14.e** A majority vote of more than 50% of quorum is required to pass an ordinary resolution. The Board or any member in good standing may put forth an ordinary resolution. Advanced notice is not required for ordinary resolutions.
- 14.f** A majority vote of not less than 75% of quorum is required to pass a special resolution. Only the Board may put forth special resolutions, and only votes concerning the Charter, By-Laws and Rules of the Society are by special resolution. The President shall communicate via electronic mail at least twenty-one (21) calendar days of notice to all members of the Society the particulars of the special resolution. That communication shall also set out the date, time and place of the meeting of the Society that the special resolution will be discussed and voted on.
- 14.g** Acclamation or a majority vote of more than 50% of quorum is required to win an election.
- 14.h** Only voting in elections for vacated positions on the Board shall be by secret ballot. All other voting shall be open ballot (that is, a show of hands).
- 14.i** Each member in good standing of the Society is entitled to cast one ballot for each resolution or election voted on at a meeting of the Society.
- 14.j** The counting of ballots for each vote shall be performed by two attendees chosen from all attendees entitled to vote. Similarly, the verifying of ballot results shall be performed by two others attendees. The ballot results for each vote shall be recorded in the meeting minutes.
- 14.k** Members of the Board and members standing for election to vacated positions on the Board are prohibited from counting and verifying ballots.
- 14.l** The Past-President shall supervise the election of members to vacated positions on the Board. In the absence of the Past-President, supervision shall be performed by one attendee chosen from all attendees entitled to vote, but may not be a member of the Board nor a member standing for election to a vacated position on the Board.



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### Remuneration

#### **By-Law 15**

- 15.a** All activities of the Society shall be carried out without purpose of gain, tangible or intangible, for any of its members including any of the Board of Directors of the Society.
- 15.b** All monies received by the Society shall be used solely to fulfill the Charter of the Society.

### Borrowing

#### **By-Law 16**

- 16.a** The Board need not pre-authorize ordinary and emergency expenditures whose purposes are to fulfill the Charter of the Society. However, any member undertaking such expenditures must be in good standing and promptly report and justify the expenditures to the Board.
- 16.b** The Board at its discretion may provide one or more members in good standing of the Society with a financial instrument (for example, a credit card with a spending limit) to facilitate the undertaking of ordinary and emergency expenditures.

### Charter, By-Laws and Rules

#### **By-Law 17**

- 17.a** The Board shall recommend changes to the Charter and By-Laws of the Society that are necessary for the Society to accomplish its purpose. All recommended changes require the passing of a special resolution at a meeting of the Society before they are adopted by the Society.
- 17.b** The Board shall recommend changes to the Rules of the Society (for example, policies and procedures) that are necessary for the Society to comply with its Charter and By-Laws. All recommended changes require the passing of a special resolution at a meeting of the Society before they are adopted by the Society.

### Dissolution

#### **By-Law 18**

- 18.a** If for any reason the Society is dissolved, any and all assets of the Society remaining net of any financial obligations shall be promptly distributed to one or more charitable non-profit organizations registered in the Province of Alberta as determined by the Board.