

BYLAWS OF SECOND CHANCE ANIMAL RESCUE SOCIETY

1. DEFINITIONS

1.1. In these bylaws the following items have the following meanings:

- a) "Act" means *The Societies Act*, Revised Statutes of Alberta, 2000, Chapter S-14;
- b) "Annual General Meeting" means a General Meeting held in accordance with the provisions of bylaw 5.7;
- c) "Board of Directors" or "Board" shall mean the board of directors of the Society;
- d) "Chair" shall mean the member of the Board of Directors holding the position of Chair of the Board;
- e) "Director" shall mean a director of the Society appointed or elected in accordance with these bylaws.
- f) "General Meeting" means a meeting of the Members, of which not less than 15 days' notice shall be given;
- g) "Member" means a natural person who has become a member of the Society in accordance with the provision of these bylaws;
- h) "Special Meeting" means a General Meeting of Members of which not less than 21 days' notice shall have been given specifying the reason therefor, and the details of the matters to be brought before the meeting;
- i) "Society" means Second Chance Animal Rescue Society; and
- j) "Special Resolution" shall have the meaning ascribed thereto in the Act. A Special Resolution shall be approved by 75% of those Members present at a Special Meeting.

2. MEMBERSHIP

2.1. Any natural person may become a Member by either:

- a) Applying to the Secretary, and paying the designated membership fee in effect from time to time; or
- b) Having been appointed by the Board as an Honourary Life Member. No more than two Honourary Life Members may be appointed in any calendar year.

2.2. Membership fees shall be determined from time to time by the Board.

2.3. Members in good standing are entitled to receive notice of, attend, and speak at, all General Meetings of the Society and each Member is entitled to one (1) vote, subject to the provisions of bylaws 2.5 and 7.1.

2.4. Any Member that wishes to withdraw from membership may do so upon notice in writing to the Secretary.

2.5. If a Member is in arrears of fees or assessments due to the Society, such Member shall be considered to not be in good standing, and shall not be entitled to any membership privileges in the Society, including, without limitation, to the right to speak or vote at meetings of the Members or the Board.

- 2.6. Any Member, upon a 2/3 majority vote of all Members in good standing present at a General Meeting or Special Meeting of the Society, may be expelled from membership for any cause. Any Member so expelled from membership shall return all Society property forthwith upon having received notice of such expulsion, and in any event within 15 days of receipt of such notice.

3. BOARD OF DIRECTORS

3.1. Members of the Board

The Board of Directors shall consist of nine Directors, including a Chair, Vice-Chair, Secretary, Treasurer, and five Directors at Large.

3.2. Powers of the Board

Subject to the provisions of these bylaws and the Act, the Board of Directors shall govern the business and affairs of the Society and exercise all such powers of the Society that are not required to be exercised by the Members. Without restricting the generality of the foregoing, the Board is empowered to:

- a) Received donations, bequests, funds, trusts, benefits and property for the purpose of furthering the objects of the Society provided that the Board in its absolute and unfettered discretion may refuse to accept any donations, bequests, funds, trusts, benefits and property;
- b) Borrow money on the credit of the Society;
- c) Mortgage, charge, hypothecate or pledge any real or personal property of the Society in order to secure any obligation or liabilities of the Society, subject to the provisions of Bylaw 8.2;
- d) Establish and maintain a banking relationship with one or more chartered banks, trust companies, credit unions or treasury branches;
- e) Appoint officers, agents and employees of the Society to perform such duties as may be prescribed by the Board of these bylaws;
- f) Institute and amend policies, procedures, and standards of conduct of the Society's business and affairs;
- g) Establish committees of the Board, standing or otherwise, as the Board considers necessary or desirable in order to carry on the business and affairs of the Society and, for such purpose, the Board may delegate any of its power to such committees provided that at least one member of each committee is a Director; and
- h) Exercise any powers which, in the opinion of the Board, pertain to or promote the carrying out of the object of the Society.

3.3. Qualifications of Directors

Each Director to be elected to the Board shall meet all of the following qualifications:

- a) A Member in good standing for a period of at least 30 days prior to the Annual General Meeting;
- b) Has, on or before the date of election or appointment to the Board, achieved the age of majority specified by the Province of Alberta;
- c) Is not an employee of the Society; and
- d) Such additional criteria and qualifications as may be established by the Board from time to time and stated in duly adopted Board policy.

3.4. Election or Appointment of Directors

At each Annual General Meeting elections shall be held to elect Members to those positions on the Board of Directors whose terms expire on the date of such meeting in accordance with the provisions of these bylaws. Nominations for such positions shall be accepted from the floor of such Annual General Meeting or from nominations previously submitted in writing to the Secretary by any person or persons who are eligible to vote at such Annual General Meeting.

The vacant positions and expiring positions on the Board shall be filled as follows:

- a) At the Annual General Meeting following the coming into force of these bylaws, including their having been accepted and registered by the Alberta Registrar of Corporations,
 1. a Chair, Treasurer, and one Director at Large shall be elected for a term of three years;
 2. a Vice-Chair, Secretary, and one Director at Large shall be elected for a term of two years: and
 3. three Directors at Large shall be elected for a term of one year.
- b) At each Annual General Meeting thereafter the positions whose terms are expiring shall be filled by election, or by resolution of those present at the said meeting.
- c) Each Member elected to fill a position on the Board shall be elected for a term ending on the date of the third Annual General Meeting following his or her election.
- d) In the event that the Chair is unable to complete his or her term of office, he or she shall be replaced by the Vice-Chair until the next Annual General Meeting of the Society at which time a new Chair shall be elected to complete the then-current term of the Chair.
- e) In the event that the Vice-Chair is unable to assume the duties of the Chair, the Board of Directors shall elect a member of the Board of Directors to assume the duties of Chair until the next Annual General Meeting. If the Vice Chair assumes the position of Chair, the position of Vice-Chair may be filled until the next Annual General Meeting by a majority vote or resolution of the remaining Board members.
- f) In the event of a position on the Board, other than the position of Chair, having become vacant prior to an Annual General Meeting, such position may be filled until the next Annual General Meeting by a majority vote or resolution of the remaining Board members. Such appointments shall be subject to ratification by a vote at the next Annual General Meeting. Failing such ratification, the position shall be filled by a majority vote of the Members present at such Annual General Meeting.
- g) In the event that there is a vacancy or expired term on the Board at the time of an Annual General Meeting, the position shall be filled by means of a majority vote of the Members present.

3.5. Removal of Directors

- a) A Director is deemed to have resigned immediately if such Director ceases to meet all of the qualifications set out in Bylaw 3.3.
- b) Any Director who, without prior notice to the Board, is absent from 3 consecutive meetings of the Board or committee, may be removed by the Board by a resolution

passed by a majority of at least 2/3 of the Directors present at meeting of the Board duly held and constituted.

- c) If any Director demonstrates a lack of interest in the Society by inactivity or if any Director is unable to handle his or her elected or appointment tasks or if any Director conducts himself or herself in an improper or unbecoming manner which is likely to endanger the interest or reputation of the Society, then such Director may be removed from the Board by a resolution passed by a majority or at least 2/3 of the Directors present at a meeting of the Board duly held and constituted.
- d) Any director who is removed from the Board in accordance with this Bylaw 3.6 has the right to receive notice of and reasons for such removal but such Director has no right to appeal such removal.

3.6. Resignation of Board Members

- a) Each member of the Board shall serve and hold his or her position until the end of the appointed or elected term, or until he or she resigns or is removed from the position in accordance with the provision of Bylaws 3.5 or 3.6.
- b) Any director wishing to resign ("Resigning Director") must do so in writing to the Board through the Secretary. If a Director has indicated, whether or not in writing, his or her intentions to resign, but has failed to provide written notice of such resignation as set out above, then the Secretary shall, upon request of any two Directors, advise the Resigning Director by notice delivered by email, or by letter mailed or delivered to the last known address of the Resigning Director, that unless the Resigning Director replies in writing within five business days of delivery of such notice indicating that he or she has not resigned, then the Resigning Director shall be deemed to have provided sufficient written notice of resignation in accordance with this paragraph.

4. OFFICERS AND DIRECTORS OF THE SOCIETY

- 4.1. Directors elected at an Annual General Meeting shall take office upon the adjournment of the Annual General Meeting at which they are elected.
- 4.2. Any person appointed or elected to a position on the Board shall assume such position if he or she was present at the meeting when being appointed or elected, and did not refuse the position. If a person was not present when elected or appointed to a position on the Board, that person shall assume such position if he or she consented in writing to accept such position before the appointment or election or within ten days after the appointment or election, or if such person shall have acted in such position pursuant to the appointment or election.
- 4.3. Any Director, upon a majority vote of all members present at a General Meeting or Special Meeting, may be removed from office.
- 4.4. Each member of the Board shall be held harmless and indemnified out of the funds of the organization, for any actions taken as a member of the Board, other than for costs, expenses and obligations occasioned by his or her willful neglect or unlawful harm.
- 4.5. The Board may appoint a President who shall be an Officer of the Society. The President is entitled to attend all regular meetings of the Board and may be invited to attend special meetings of the Board, and meetings of committees of the Board, provided that:
 - a) the President is not entitled to vote at meetings of the Board; and

- b) the President is not entitled to vote at meetings of committees of the Board when invited to participate in that meeting.

4.6. Chair

The Chair of the Board shall:

- a) Preside at all meetings of the Board and at all General Meetings of the Society and, at his or her discretion, may appoint a person to chair any meeting of the Board or General Meeting;
- b) Is an ex-officio member of all committees of the Board; and
- c) Shall perform such other duties as may be specified from time to time by the Board of these bylaws.

In the absence, or incapacity of the Chair, the Vice-Chair shall perform the Chair's duties and responsibilities and, in the absence of both the Chair and the Vice-Chair, another member of the Board designated by the Board shall perform the Chair's duties and responsibilities.

4.7. Vice-Chair

The Vice-Chair of the board shall:

- a) Perform the duties and responsibilities of the Chair in the absence of the Chair; and
- b) Perform such duties as may be specified from time to time by the Board or these bylaws.

4.8. Secretary

- a) It shall be the duty of the Secretary to attend all meetings of the Society and the Board, and to keep accurate minutes of the same. In case of the absence of the Secretary, those duties shall be discharged by such person as may be appointed by the Board. The Secretary shall be responsible for keeping original copies of all minutes, resolutions, and official corporate documents and correspondence, and shall have charge of the corporate seal of the Society (if any) subject to the direction of the Board.
- b) The Secretary shall keep a register containing the names of all Members of the Society, together with:
 - a. the person's full name and street address or postal address;
 - b. the date on which the person is admitted as a Member;
 - c. the date on which the person ceases to be a Member; and
 - d. the class of membership of the person, if the Society has classes of members.
- c) The Secretary shall be responsible for sending all notices of meetings and the collection and receipt of annual dues, and any assessment levied by the Society. Such monies shall be promptly turned over to the Treasurer, or other person designated by the Treasurer, for deposit to the Society's accounts in whatever financial institution or institutions the Board may order.

4.9. Treasurer

- a) The Treasurer shall receive all monies paid to the Society and be responsible for the deposit of same in whatever financial institution or institutions the Board may order. He or she shall properly account for the funds of the Society and keep such books as may be appropriate in the conduct of the affairs of the Society and as may be required by the Act or other applicable laws and regulations. He or she

shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall be responsible for the preparation of a statement, duly audited, of the financial position of the Society in accordance with the requirement of the Act for presentation to the Annual General Meeting and submit a copy of same to the Secretary for the records of the Society.

- b) The books, accounts, and records of the Society shall be audited at least once a year by a qualified accountant or by two Members of the Society elected for that purpose at the Annual General Meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor or auditors at the Annual General Meeting of the Society. The fiscal year of the Society shall be January 1st to December 31st of each calendar year.

4.10. No Remuneration

All Directors shall serve the Society without remuneration, however, the Board is entitled to reimburse any Director for all reasonable, authorized and substantiated expenses incurred by such Director with respect to the business and affairs of the Society.

5. MEETINGS

5.1. The Board shall, subject to these bylaws or the directions given it by a majority vote at any General Meeting properly called and constituted, have full control and management of the affairs of the Society. Meetings of the Board shall be held not less frequently than once every three months and shall be called by the Chair of the Board.

5.2. A meeting of the Board may be called at the request of any two Board members upon notice to the Chair of the Board in writing. The notice shall specify the business to be brought before the meeting.

5.3. Meetings of the Board shall be called upon not less than three days' notice by facsimile, electronic mail or telephone.

5.4. At any Board meeting, quorum will consist of no fewer than one half of the then-current members of the Board.

5.5. Meetings of the Board may be held without notice if a quorum of the Board is present, provided, however, that any decision made or resolution passed at such meeting must be ratified at the next regularly scheduled, or properly called, meeting of the Board, failing which ratification such decisions or resolutions shall be considered null and void.

5.6. Members of the Board may attend meetings remotely by telephone, computer, or other suitable communication facilities or devices provided that all those in attendance are able to hear each other. Members attending remotely shall be entitled to vote and will count towards quorum.

5.7. The Society shall hold an Annual General Meeting on or before April 25 in each year. Notice of the Annual General Meeting shall be delivered in writing to each Member no later than 21 days prior to the date of said meeting. At this meeting the Society shall present a financial statement setting out its income, disbursements, assets and liabilities, audited and signed by the Society's auditor or auditors.

5.8. General Meetings of the Society may be called at any time by the Secretary upon the instructions of the Chair of the Board by notice in writing to all Members delivered not less than fifteen days prior to the date of such meeting.

5.9. A Special Meeting shall be called by the Chair of the Board or Secretary of his or her own motion or upon receipt of a petition signed by one-third of Members in good standing, setting forth the reasons for calling such meeting. Notice of a Special Meeting shall set forth the reasons for the Special Meeting and be delivered to each Member not less than 21 days prior to the date of the meeting. Failure of a Member to receive notification of a meeting will not invalidate the proceedings.

5.10. Eight Members in good standing shall constitute a quorum at any General Meeting

5.11. Five Member in good standing shall constitute a quorum at any Special Meeting

6. NOTICES

6.1. Whenever it is required or permitted that notice or demand be served on or delivered to any Member, such notice or demand will be deemed to have been delivered, validly given and sufficiently communicated four business days following the forwarding by regular prepaid mail, by electronic facsimile, or by electronic mail (email) to the last known postal address, facsimile number or email address of any such Member.

7. VOTING

7.1. Any Member who has reached the age of majority specified by the Province of Alberta, who is in good standing, has not withdrawn from membership, and has not been suspended or expelled, shall have the right to vote, in person and not by proxy or otherwise, at any General Meeting or Special Meeting of the Society, but not at meetings of the Board.

8. GENERAL

8.1. Unless authorized by the Board, no person shall receive any remuneration for his or her services as a Member.

8.2. For the purpose of carrying out its objects, the Society may borrow or raise or secure the payment of money in such manner as the Board of Directors shall determine. Notwithstanding any other provisions of these bylaws, in no case may debentures be issued without the sanction of a Special Resolution of the Society.

8.3. The books and records of the Society may be inspected by any Member at the Annual General Meeting or at any time upon such Member's having given the Chair or the Secretary not less than ten days' notice in writing and arranging a time reasonably satisfactory both to the requesting Member and to the Officer or Officers having charge of the books and records.

8.4. If the Society is dissolved, any funds or assets remaining after the payment of the Society's debts shall be paid to a registered charitable organization that has objects similar to those of the Society as determined by majority vote of the Members present at a General Meeting of the Society. Members shall not receive any assets of the Society upon dissolution.

8.5. These bylaws may be rescinded, altered, or added to by a Special Resolution.

8.6. Upon registration by the Registrar of Corporations for the Province of Alberta, these bylaws shall replace the bylaws of the Society dated April 25, 2010.

Dated April 18, 2020

Chair: _____

Secretary: _____