

Building Hope Compassionate Association;
A Nazarene Ministry Centre

BYLAWS

ARTICLE 1: Preamble

1.1 **The Society**

The name of the society is Building Hope Compassionate Association; A Nazarene Ministry Centre, which may also be known or referred to as Building Hope, or Building Hope Compassionate Association.

1.2 **The Bylaws**

The following articles set forth the Bylaws of the Building Hope Compassionate Association; A Nazarene Ministry Centre.

1.3 **Definitions**

In these Bylaws, the following words have these meanings,

1.3.1 ***Board*** means the Board of Directors of this Society.

1.3.2 ***Chairperson*** means the Chair of the Board of Directors.

1.3.3 ***Director*** means any person elected to the Board.

1.3.4 ***Member*** means a Full Member of the Society.

1.3.5 ***Officer*** means any Officer listed in Article 5.

1.3.6 ***Register of Members*** means the register maintained by the Board of Directors, and kept in digital format stored on a shared file, containing the names of the Members of the Society.

1.3.7 ***Registered Office*** means the registered office for the Society.

1.3.8 ***Society*** means the Building Hope Compassionate Association; A Nazarene Ministry Centre.

ARTICLE 2: Membership

- a. There shall be only individual full membership in the Society.
- b. For the purpose of registration the number of members is unlimited.

2.1 **Terms of Admission**

- a. Membership in the Society shall be open to persons who are 18 years of age or older,
- b. Who desire to share in its compassionate operation as described in the objects (purposes) of the Society.

the interests of the Society. For example, when a member ceases to abide by the conditions of the bylaws of the Society as per article 2.1 (b), (c).

- b. On passage of the special resolution, the name of the member is removed from the Registry of Members.
- c. The member is considered to have ceased being a member on the date his or her name is removed from the registry.
- d. The decision will be final.

2.5.3 Automatic Termination

Membership will automatically terminate when a member:

- a. Moves away and is no longer involved in the activities of the Society. Membership is terminated immediately and the member's name will be removed from the Registry of Members.
- b. Dies. The member's name will be removed from the Registry of Members.

2.6 Other Membership Matters

2.6.1 Transmission of Membership

- a. No right or privilege of any member is transferable to another person.
- b. All rights and privileges cease when the member resigns, dies, is terminated, or expelled from the Society.

2.6.2 Limitation on the Liability of Members

- a. No member is, in his or her individual capacity, liable for any debt or liability of the Society.

ARTICLE 3: Meetings of the Society

3.1 Quorum For All Meetings of the Society

The quorum for the holding of the Annual General Meeting and for the holding of Special Meetings, and for the transaction of business at all meetings of the Society, which includes the AGM and Special Meetings, shall be the Registered Members of the Society who have attended the properly called meeting.

3.2 Voting Procedures at the AGM and Special General Meetings

- a. In order to vote, members must be present at the meeting.
- b. There is to be no voting by proxy.
- c. Each member present will have one (1) vote.
- d. General voting will be done by a show of hands.

- e. Voting for members of the Board of Directors will be done by secret ballot.
- f. A majority will carry the vote.

3.3 Regular Annual General Meeting (also referred to as the AGM)

3.3.1 Time of the AGM and Presiding Officer

- a. A regular AGM of the society shall be held within two months after the fiscal year end, at such time, day, and place, as shall be designated by the Board.
- b. The Chairperson of the Board will Chair the AGM, and will adjourn the meeting by a majority show of hands of members present.

3.3.2 Notification of the AGM

- a. The Chairperson will call the meeting.
- b. He/she, or his/her representative, will issue a notice of the AGM to the members.
- c. This notice will be sent out twenty-one (21) days prior to the meeting, by e-mail.
- d. It is the responsibility of each member to ensure that the Chairperson has an up-to-date and correct e-mail address where this notice can be sent.

3.3.3 The Business of the AGM

The Annual General Meeting will deal with the following matters:

- a. Adopting the agenda;
- b. Adopting the minutes of the last Annual General Meeting;
- c. Considering the Executive Director's report;
- d. Considering the Chairperson's report;
- e. Reviewing the financial statements setting out the Society's income, disbursements, assets and liabilities and the auditor's report;
- f. Adopting the reports given in items (c) to (e) above;
- g. Election of Directors, from among the membership, to the Board;
- h. Considering, and voting upon, matters specified in the meeting notice.

3.4 Special Meetings of the Society

- a. The Chairperson, at his/her discretion or at the written request of two members, will call any Special Meetings of the Society in order to pass a special resolution.
- b. The Chairperson, or his/her representative, will issue a written notice of the meeting to the registered members of the Society twenty-one (21) days prior to the meeting, by e-mail.
- c. Notices shall state the purpose of the Special Meeting.
- d. Once a quorum is met (article 3.1) a vote of not less than 75% of registered members present is required to pass the special resolution.
- e. It is the responsibility of each member to ensure that the Chairperson has an up-to-date and correct e-mail address where this notice can be sent.

ARTICLE 4: Board of Directors

4.1 Number of Directors

Building Hope Board Meeting
Aug 24, 2015

Attending: Doug Reeds, Justin Kinal, Jayson Miller, Marilyn Fedun, Jackie Murray, Adam McDougall,
Absent: Dr. Larry Dahl

Agenda

1. Adopt Previous Meeting Minutes
2. Special Resolution

✓ a. **Article 4.1(c)** was amended from:
“The number of Directors may be decreased, but no decrease shall have the effect of shortening the term of any incumbent Director” to “The number of Directors may be decreased, but no decrease shall have the effect of shortening the term of any incumbent Director. The number of Directors shall never be less than three (3)”.

b. **Article 4.1(d)** was added and reads as follows:
“The District Superintendent of the Canada West District Church of the Nazarene, or his or her designate, shall be an ex-officio voting member of the Board of Directors”.

- a. Any Director may resign at any time by giving notice to the Executive Director.
- b. Such resignation shall take effect at the time specified in the notice.
- c. If no time is specified, resignation will be immediate.

4.4 Removal of Directors

Any Director may be removed from such office, with or without cause, by a majority vote of the

Directors at any regular or special meeting of the Board called expressly for that purpose.

4.5 Vacancies on the Board of Directors

Vacancies shall be filled by a majority vote of the remaining Directors for the unexpired term.

4.6 Authority of the Board

4.6.1 Scope of Authority

The Board shall, subject to the bylaws or directions given by majority vote at any meeting properly called and constituted, have full control and management of the policies and operations of the Society.

4.6.2 Powers and Duties of the Board

The Board has the powers of the Society, except as stated in the Societies Act. The powers and duties of the Board include, but are not limited to:

- a. Promoting the objects of the Society;
- b. Providing strategic planning to the Society;
- c. Working with the Executive Director, developing and implementing policies for managing and operating the Society;
- d. Approving of programs;
- e. Appointing/hiring an Executive Director, to operate the business of the Society;
- f. Setting the duties and salary of the Executive Director;
- g. Approving the appointment/hiring of Senior Management Staff as recommended by the Executive Director;
- h. Approving the duties and salaries of Management Staff as recommended by the Executive Director;
- i. Approving the hiring of paid staff;
- j. Electing Directors to fill vacancies on the Board;
- k. Creating special committees as it may deem expedient;
- l. Creating standing committees, and setting policies for such committees, as it may deem expedient;
- m. Financing the operations of the Society;
- n. Maintaining all accounts and financial records of the Society;
- o. Paying all expenses for operating and managing the Society;
- p. Paying persons for services and protecting persons from debts of the Society;
- q. Working with the Executive Director to set an annual budget and review the financial status of the Society;
- r. Maintaining the Registry of Membership;
- s. Appointing legal counsel as necessary; and
- t. Without limiting the general responsibility of the Board, delegating its powers and duties to the Executive Director of the Society.

4.6.3 Special Committees

- a. The Executive Director, or the Board may appoint Special Committees as circumstances warrant.
- b. A Special Committee shall limit its activities to the accomplishment of the task for which it is appointed and shall have no power to act except as specifically conferred by action of the Executive Director or the Board.
- c. Upon completion of the task for which appointed, such Special Committees shall stand discharged.

Article 5: Officers of the Society

5.1 Officers

- a. Officers of the Society shall be the Chairperson, Secretary, and Treasurer.
- b. Other Officers may be designated and appointed by the Board.

5.2 Elections

The Chairperson, Secretary, and Treasurer will be elected yearly by the Directors, from among the Directors, at the first meeting of the Board after the Annual General Meeting.

5.3 Term of Office

The Officers shall hold office for one (1) year until after the next AGM, or until their respective successors shall have been duly elected.

5.4 Resignation

- a. Any Officer may resign at any time by giving written notice to the Chairperson, or the Executive Director.
- b. Such resignation shall take effect at the time specified in the notice.
- c. If no time is specified, then the resignation will be effective immediately.

5.5 Removal

Any Officer may be removed from such office, with or without cause, by a majority vote of the Directors at any regular or special general meeting of the Board called expressly for that purpose.

5.6 Vacancies

A vacancy in any office shall be filled by the Board for the unexpired term.

5.7 Chairperson

- a. The Chairperson shall call and preside at all meetings of the Board.
- b. The Chairperson shall give active direction, and have supervision, over the affairs of the Board.
- c. He/She may sign contracts or other instruments, which the Board has authorized to be executed, and shall perform all duties incident to the office of Chair as may be prescribed by the Board.
- d. He/She is the main spokesperson for the Society.
- e. The Chairperson shall appoint the members of the Special Committees as he/she, or the Board deem necessary.
- f. The Chairperson shall also be an ex-officio voting member of all other Committees of the Board.

5.8 **Secretary**

- a. The Board Secretary shall be responsible for attending all meetings of the Board, as well as the AGM and Special Meetings of the Society.
- b. In the absence of the Chairperson, the Secretary shall preside at all meetings of the Board and perform such other duties as may be directed by the Board.
- c. He/she will maintain a report of the minutes of these meetings.
- d. The Secretary shall ensure all records and reports of the Society are responsibly kept, except financial transactions.
- e. The Secretary will maintain the Registry of Members.
- f. The Secretary will have charge of all the correspondence of the Society.
- g. He/She may delegate such office duties as necessary.

5.9 **Treasurer**

- a. The Treasurer shall keep a record of all monies received by the Society and approve for payment, all expenditures of the Society.
- b. He/She will ensure that all monies received are deposited into the Society's bank account.
- c. The Treasurer shall properly account for the funds of the Society and shall ensure that the financial records of the Society are responsibly kept.
- d. The Treasurer will be responsible to ensure that all tax donation receipts are distributed to donors.
- e. At each meeting of the Board, the Treasurer shall present a full and detailed written report showing the financial condition of the Society.
- f. He/She shall prepare for submission to the AGM a statement duly audited of the financial position of the Society. And he/she will submit a copy of the same to the Secretary of the Board for the records of the Society.
- g. It will be the responsibility of the Treasurer to prepare, or to arrange for the preparation of, the Society's annual tax return.

ARTICLE 6: Executive Management

6.1 **Selection of Executive Director**

- a) The Board shall select and appoint/hire a competent Executive Director for the Society.
- b) The Executive Director reports to, and is accountable to, the Board of Directors.
- c) The Board's selection report for the appointment/hiring of the Executive Director must be delivered to the District Superintendent of the Canada West District Church of the Nazarene for his/her review and comments prior to the appointment/hiring of the

Executive Director.

6.2 **Duties of the Executive Director**

The Executive Director shall:

- a) Attend all meetings of the Board of Directors and serve on committees as required. Give written and verbal reports to the Board as required.
- b) Have the necessary authority and responsibility to operate the Society in all its activities, and departments, subject only to such policies as may be issued by the Board, or by any of the Committees to which the Board has delegated power for such action.
- c) Reflect the core values of the Society, and be the Board's representative in the management of the Society, representing the Society in its relationships with other religious, voluntary, or governmental agencies.
- d) Act as the duly authorized representative of the Board in all matters in which the Board has not formally designated some other person to so act.
- e) Maintain physical properties in a good and safe state of repair and operating condition.
- f) Preside at meetings of the Board only if both the Chairperson and the Secretary are not present.

The Executive Director is accountable for:

- 1) The management of human and financial resources.
- 2) The development and implementation of programs.
- 3) Assuring that all documentation required for government approval is completed and appropriately filed. Some examples are:
 - a. Filing the Annual Return and changes in the Directors of the Society before the anniversary date of the Society. Note: the Annual Return is not the annual tax return.
 - b. Filing amendments of the bylaws, or objects, of the Society with the corporate registry.
 - c. Winding-up the business of the Society and filing the surrender of the certificate of incorporation with the Corporate Registry of Alberta, in the event that the Society ceases to exist.

Position Summary

The executive Director is responsible for:

- 1) Providing Direction and leadership to staff, volunteers, and the Board of Directors.
- 2) Encouraging new donor development that will provide financial resources to meet budget requirements.
- 3) Ensuring good public relations with community (i.e. through groups, churches, government, media, and industry).
- 4) Providing spiritual leadership and counseling to staff, volunteers, and clients.

Providing Direction:

- a) Recommending programs and direction to the Board of Directors.
- b) Carrying out all policies and procedures established by the Board and advising the Board on the formation of these policies and procedures.

- c) Providing supervision to staff and volunteers to ensure the implementation of program goals.
- d) Selecting, employing, controlling, and discharging employees, after the approval of the Board.
- e) Developing and maintaining personnel policies and practices.
- f) Assisting the Board in developing both short term and long term range planning.

Financial Direction:

- a) Working with the Board, to prepare an annual budget showing the expected revenue and expenditures.
- b) Fundraising to ensure financial resources are available to meet the expenses of an expanding program (private donations, corporate sponsorship, government grants).
- c) Supervising business affairs to ensure that funds are collected and expended to the best possible advantage.

Public Relations:

- a) Producing a minimum of four newsletters that inform, inspire, educate, and challenge those who are sympathetic to the purpose of Building Hope.
- b) Ensuring that a website is operational.
- c) Seeking opportunities to encourage good public relations with the community by actively seeking opportunities to speak to churches and other organizations.
- d) Presenting the mission to the community through public speaking opportunities, newspaper publications, brochures, and other media.
- e) Connecting with community groups to facilitate an integrated community based solution to the needs of the community and to access community resources.

Spiritual Leadership:

- a) Ensuring appropriate spiritual leadership of staff and volunteers.
- b) Setting the emotional and spiritual climate for the workers, and motivating people both inside and outside of the organization.
- c) Providing or ensuring that there is counseling to staff, volunteers, and clients as needed.
- d) Being aware of appropriate agencies to refer people to as needed.
- e) Serving as a pastor to the people who utilize the services of Building Hope.

Performing other duties as required in the interest of the Society.

6.2 Other Matters of the Office of Executive Director

- a. An extensive Executive Director position description will be developed by the Board, or by a Committee appointed by the Board.
- b. As the ministry/ministries evolve so the position description of the Executive Director will change and evolve.
- c. This position description will be reviewed yearly by the Board to ensure that the Executive Director and the Board are on the same wavelength.
- d. The Executive Director's salary will be set by the Board, reviewed yearly, and paid from the funds of the Society.

ARTICLE 7: Meetings of the Board

7.1 Quorum For All Meetings of the Board

The quorum for the holding of the Regular Board Meetings, for the holding of any Special Board Meetings, and for the transaction of business at all Board Meetings shall be sixty percent (60%) of current Directors.

7.2 Regular Meetings of the Board

7.2.1 Time and Date of Regular Meetings

- a. The Board meetings will be held at a date, time, and place to be determined by the Board.
- b. Meetings will be held at least once every four months.
- c. Members of the Society, and staff members of the Society, may attend Board meetings for interaction and information but will not be allowed to speak at Board Meetings without the consent of the Chairperson.
- d. A majority of the Directors present may ask any persons who are not Directors to leave.

- does this apply to the advance rule?

7.2.2 Notification of the Regular Board Meeting

- a. The Chairperson, or his/her representative will send a notice of the meeting, and an agenda, by e-mail, seven (7) days prior to the meeting for review by each Director.
- b. If there are changes to the agenda then a revised agenda will be sent by the Chairperson, or his/her representative, by e-mail, three (3) days prior to the meeting.
- c. It is the responsibility of each Director to ensure that the Chairperson has an up-to-date and correct e-mail address where he/she can send this advance agenda.

7.2.3 Board Voting Procedures

- a. The quorum for voting shall be as outlined in Article 7.1.
- b. If there is a tie then the vote or the issue will be set aside for later discussion.
- c. In order to vote, Directors must be present at the meeting.
- d. There is to be no voting by proxy.
- e. Each Director present will have one (1) vote.
- f. Voting will be done by a show of hands.
- g. However, if there is an issue deemed "sensitive" by the Chairperson then at his/her discretion voting will be done by secret ballot.
- h. A majority will carry the vote.

7.2.4 Unanimous Written Consent In Lieu of a Meeting

Action taken by a majority of the Directors without a meeting is nevertheless Board action if

written consent to the action in question is signed by all the Directors and filed with the minutes of the proceedings of the Board, whether done before or after the action so taken.

7.2.5 Telephone, or Electronic Meeting

- a. Directors may participate in a meeting of the Board of Directors by means of a conference telephone, video, or similar telecommunications device, or by way of electronic means, such as email or instant messaging, which allows all persons participating in the meeting to take part.
- b. The Board will set procedures for these types of meetings in its policy manual.
- c. Voting will be done by a majority of Directors stating yes or no.

7.2.6 Conflict of Interest

- a. Any duality of interest or possible conflict of interest on the part of any Director shall be disclosed to the other Directors and made a matter of Board action.
- b. Any Director having a duality of interest or possible conflict of interest on any matter shall not vote or use his/her personal influence on the matter,
- c. He/she shall not be counted in determining the quorum for the meeting, even where permitted by law.
- d. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting, and the quorum situation.
- e. The foregoing requirements shall not be construed as preventing the Director from briefly stating his/her position in the matter, nor from answering pertinent questions of other Directors since his/her knowledge may be of great assistance.
- f. After stating their position, answering any of the Board's questions or providing clarification, the Director having duality of interests or possible conflict of interest shall leave the room until the vote is completed.
- g. Any new Directors will be advised of this policy upon entering on the duties of their office.

7.3 Special Meetings of the Board

- a. Special meetings of the Board may be called by the Chairperson.
- b. Meetings may also be called at the written request of two Directors.
- c. Written notice of special meetings shall be e-mailed at least seven (7) days before the date of such special meetings, except in case of an emergency special meeting in which event reasonable notice under the circumstances shall be sufficient.
- d. Notices shall state the purpose of the special meeting.
- e. No meeting shall be called without the prior knowledge of the Executive Director.

ARTICLE 8: Finance and Other Management Matters

8.1 Registered Office

The Registered Office is located in Edmonton, Alberta

8.2 Signing Authority for the Society

- a. All directors, except the Treasurer, shall have signing authority for the Society. Since the Treasurer is charged with approving all expenditures and with depositing all monies received he/she will not have the authority to sign cheques. (Gail's note: we need to discuss this issue. This is what is recommended by the District Office but we don't have to follow it since the Treasurer lives in Ft Sask and would have trouble paying bills. We don't want pre-signed cheques either! This point is to protect the Treasurer in case there are any allegations of wrongdoing – even from the appearance of wrongdoing. If he/she doesn't have a way to get money out then he/she is fully protected). It is recommended that the Treasurer should receive and reconcile the bank statements, OR write checks, but not both. The person who writes the checks should not be the person who signs the checks or does the bank reconciliation – but this might not be possible for us. This safeguard is to protect the Treasurer. So we can leave the Treasurer on as a signing authority – and see if it passes Larry (It probably will).
Also, at this point Jayson has signing authority and so we might have to amend this Article from “all Directors” to something like, “the Board will appoint those who have signing authority” statement.

Commented [RP2]: 2 signatures are required on the cheques. I'm ok with the Treasure being one, but another board member should be the other.

- b. Two signatures are required on all cheques.

~~c. Directors who are dealing at non-arms length (i.e. are related to each other) will not sign cheques together.~~

8.3 Fiscal Year

The fiscal year of the Society shall begin on October 1 and end on September 30.

8.4 Audit of Accounts

- a. Two Directors will be appointed by the Board after the end of the fiscal year, but prior to the AGM, to audit the Society's financial records. *q*
- b. If no Directors wish to accept this function then an external auditor shall be appointed/hired by the Board.
- c. The auditors shall make a written report to the Board on the balance sheet and operating statement. *M*
- d. In every such report, they shall state whether, in their opinion, the balance sheet is a full and fair balance sheet containing the particulars required by the Society and properly drawn up so as to exhibit a true and correct view of the Society's affairs.
- e. Such report shall be read at the AGM.
- f. A copy of the Society's balance sheet, showing the general particulars of its liabilities and assets, and a statement of its income and expenditures in the preceding year, audited by two Directors or an external auditor, shall be filed with the Board Secretary and with any Government agency as required by law.