



By-Laws

ARTICLE 1 - INTERPRETATION.

1.01 Act. All terms contained in the Bylaws which are defined in the Act shall have the meanings assigned by the Act.

1.02 Definitions. In these bylaws, unless the context otherwise requires:

- a) "Act" means the Societies Act, R.S.A. 2000 S-14 and the regulations made thereunder as amended from time to time and in the case of such amendment any reference in the Bylaws shall be read as referring to the amended provision;
- b) "AGM" means the annual general meeting of the Society duly called and constituted in accordance with these Bylaws;
- c) "Board" means the Directors of the Society from time to time;
- d) "Bylaws" means the bylaws of the Society from time to time in force and effect;
- e) "Community Voting Member" means a Member as described in Section 2.02;
- f) "Member" means an individual or a family who has their application for membership approved by the Board in accordance with these Bylaws and "Members" is the plural form;
- g) "Membership Fee" mean the fee for each Member as set out in section 2.05;
- h) "Family Voting Member" means a Member as described in Section 2.03;
- i) "Non-Voting Member" means a Member as described in Section 2.04;
- j) "Officer" means a Member who has been appointed by the Board as described in Section 6.01;
- k) "Society" means the Edmonton Down Syndrome Society.

1.03 Reference. In these bylaws, unless the context otherwise requires, words imparting the singular, will include the plural number and all gender references shall remain neutral;

1.04 Headings. The headings used in these Bylaws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

1.05 Good Standing. To be in good standing in respect of the Society or any category of membership, a Member must:

- a) not have contravened these Bylaws, including payment of Membership Dues in accordance with Section;
- b) not be deemed an inactive Member in accordance with Section 2.14; and
- c) not have intentionally committed, or been party to, any act that is determined by the Board to be detrimental to the existence of the Society.

ARTICLE 2 - MEMBERSHIP

2.01 Membership. Any person, including where applicable and permitted, any individual, firm, body corporate, or other group, who:

- a) supports the objectives of the Society;
- b) agrees to comply with the terms of these Bylaws for membership in good standing of the category to which that person may be admitted;
- c) completes a request for membership form; and
- d) qualifies for membership as determined by the Society;

may become a Member of the Society, of one of the following three categories of membership: (1) Community Voting Members; (2) Family Voting Members; and (3) Non-Voting Member.

2.02 Community Voting Members. The rights, privileges, restrictions and conditions applicable to the category of Members known as Community Voting Members shall include the following:

- a) a Community Voting Member must be an individual who is eighteen (18) years of age or older;
- b) a Community Voting Member must be an individual person, who is sympathetic to the purposes of the Society and interested in advancing the Society's aims or objectives;
- c) a Community Voting Member is eligible for election to the Board;
- d) the Society shall be entitled to admit an unlimited number of individuals to membership as Community Voting Members; and
- e) Community Voting Members shall be voting Members of the Society.

2.03 Family Voting Members. The rights, privileges, restrictions and conditions applicable to the category of Members known as Family Voting Members shall include the following:

- a) A Family Voting Member means a person with Down syndrome, and parents, relatives and siblings of people with Down syndrome;
- b) A Family Voting Member must be a group of individuals who jointly hold one membership;
- c) the Society shall be entitled to admit an unlimited number of families to membership as Family Voting Members; and
- d) Family Voting Members shall be voting Members of the Society entitled to one (1) vote per membership.

2.04 Non-Voting Members. The rights, privileges, restrictions and conditions applicable to the category of Members known as Non-Voting Member shall include the following:

- a) a Non-Voting Member must be an individual who is eighteen (18) years of age or older;
- b) a Non-Voting Member shall be entitled to enroll in or attend the Society's programming and events;
- c) the Board shall be entitled to admit an unlimited number of individuals to membership as a Non-Voting Member; and
- d) a Non-Voting Member shall not be entitled to vote.

2.05 Membership Dues. The Society shall be entitled to set a fee for membership in the Society. The Membership Fee shall be an amount fixed for each category of membership, if any, from time to time established by the [Board. The membership fee shall be](#) an annual, [non-refundable fee to be paid](#) for each membership, in the amount and by the date as set by the Board from time to time.

2.06 No Assignment or Transfer. Membership in the Society may not be assigned or transferred.

2.07 Voting. Only Community Voting Members and Family Voting Members in good standing within the Society's register shall be entitled to vote in respect of any matter at a meeting of the Society. Each Family Voting Member in good standing shall be entitled to cast one (1) vote on any motion at any meeting of the Society.

2.08 Participation in Meetings. All Members shall be entitled to receive notice of and attend all meetings of the Society. Any Community Voting Member or Family Voting Member shall, at the discretion of the Chair, be entitled to speak to any resolution, whether at a meeting that is a general meeting (including the AGM) or a special meeting. Non-Voting Member shall be entitled to participate (but not vote) in any meeting of the Society only at the discretion of the Chair of the Board.

2.09 Ceasing to be a Member. A person ceases to be a Member if:

- a) the Member dies;

b) the Member withdraws in accordance with Section 2.10; or

c) the Member is expelled in accordance with Section 2.11.

Any person who ceases to be a Member of the Society shall forthwith forfeit all right, claim and interest arising from or associated with membership in the Society.

2.10 Withdrawal. Any Member wishing to withdraw from membership may do so upon notice in writing to the Board. A withdrawal becomes effective upon receipt by the Board or at a time specified in the withdrawal, whichever is later.

2.11 Expulsion. Any Member, including any Member who fails to remain in good standing in accordance with the terms of Section 1.05 hereof, may be expelled from membership upon the following terms:

a) the Board must recommend, for just cause, that the Member be expelled. Without limiting the foregoing, "just cause" shall include conduct which is determined by the Board to be improper, unbecoming or likely to endanger the interest or reputation of the Society or willfully committing a breach of the Bylaws of the Society;

b) the expulsion must be approved by a majority of not less than seventy-five (75%) percent of the Directors, passed at a duly constituted meeting of the Board;

c) the notice to the Directors of the Board meeting shall specify the intention to propose the expulsion and a brief statement of the reason or reasons for that proposal;

d) the Member who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard, either in writing prior to, or at the Board meeting before the resolution is put to a vote; and

e) In the event the Member is a Family Voting Member, the Board shall be entitled to direct if other individuals under a Family Voting Member are entitled to apply to be Community Voting Members.

2.12 Reinstatement. Any Member who has been expelled may apply to be reinstated upon written application to the Board following a 12 (twelve) month cooling off period.

2.13 Inactive Members. All Members must pay their annual membership fee and provide the Society with up to date contact information including an up to date residential address, email address, and telephone number. In the event that a Member fails to provide the Society with up to date contact information for a period of two (2) years and the Society is unable to contact that Member, or a Member has not paid the Membership Dues for their membership for a period of sixty (60) days after their due date, such Member shall be deemed to be an Inactive Member. An Inactive Member shall not be entitled to receive notice of or to vote at meetings of the Society. Any Inactive Member may have their membership re-instated by providing written notice to the Society of their up to date contact information and proof of payment of their Membership Fees.

2.14 Register of Members. The Society shall keep a register of its Members containing the names of every person who is admitted as a Member of the Society, together with the following particulars of each person:

- a) the full name and residential address;
- b) the phone number and email address;
- c) the date on which the person is admitted as a Member;
- d) the date on which the person ceases to be a Member; and
- e) the category of membership of the person.

2.15 Inspection of Register of Members and Books and Records. Subject to the privacy laws in force, any Member shall be entitled, upon written request to the Board stating his or her purpose, to inspect the register of Members and the books and records of the Society at the registered office of the Society on any regular business day and during such hours and on such conditions as required by the Act and as may be determined by the Board from time to time.

2.16 Limitation of Liability of Members. No Member of the Society is, in the Member's individual capacity, or otherwise as a Member, liable for any debt or liability of the Society.

2.17 Restriction on Membership. No person employed by the Society may be a voting member of the Society.

ARTICLE 3 - MEETINGS OF THE SOCIETY

3.01 Annual General Meeting. An Annual General Meeting or AGM of the Society will be held once in each year, within 180 days from the end of the fiscal year. Members will receive a minimum of thirty (30) days written notice of the date and location of the AGM.

3.02 Functions of AGM. In general, and without limitation, the business to be conducted at the AGM shall be set out in the meeting notice, and may include:

- a) adopting minutes of the prior AGM and any other General or Special meetings held since the last AGM;
- b) affirmation of Board members;
- c) reviewing the annual report of the Board and the financial report of the Treasurer;
- d) modifying the Bylaws, as may be necessary;
- e) receiving annual audited financial statements; and
- f) appointment of auditors for the next year.

3.03 General Meetings. The Society may hold a general meeting, other than the AGM, at any time, at the request of the Board or upon receipt by the Secretary of a written request, signed by any three (3) Directors in good standing.

3.04 Special Meetings. The Society may hold a Special Meeting at any time, at the request of either the Board or upon receipt by the Secretary of a written request, signed by any twenty (20) Members entitled to vote, provided each member must be in good standing. Notice of any Special Meeting so requested shall be given within fourteen (14) days of receipt of the request by the Secretary and such notice shall be provided to all Members of the Society at least twenty-one (21) days prior to the special meeting. If the Secretary fails to provide notice of the Special Meeting so requested within fourteen (14) days following acknowledged receipt of the request, the persons requesting the Special Meeting may then summon the Special Meeting themselves. The business to be transacted at such Special Meeting shall be stated in the notice thereof and no other business may be considered at that time.

3.05 Meeting Procedures and Rules of Conduct. The procedures and rules of conduct governing all meetings of the Society shall be as set out in these Bylaws, and where these Bylaws are silent such meetings shall be conducted in accordance with "Roberts Rules of Order" (latest edition) with modern guide and commentary.

3.06 Quorum. A quorum for the transaction of business at meetings of the Members shall be at least 10 (ten) Members of the Society entitled to vote, and present in person, by telephone or other communication facilities. In the event that a quorum is not present, the meeting shall be adjourned and reconvened at a later date as decided by the Board.

3.07 Persons Entitled to be Present. The only persons entitled to be present at a meeting of the Society shall be the Members, the Directors, the Officers, the auditor of the Society, and others who, although not entitled to vote, are entitled or required under any provision of the Act or Bylaws to be present at the meeting. Any other persons may be admitted only on the invitation of the Chair of the meeting.

3.08 Chairperson of Meeting. The chairperson of a meeting of the Members shall be determined from the following Officers present at the meeting in the following order of priority:

- a) the Chair of the Board;
- b) the Vice-Chair; or
- c) any member of the Board present.

If no such Officer is present within fifteen (15) minutes from the time fixed for the holding of the meeting of the Members, the Members present and entitled to vote shall choose a person then present to be chairperson of that meeting.

3.09 Voting. At all meetings of the Society, every question other than an amendment of the Bylaws and other matters requiring consent by special resolution, shall be decided by a majority of the votes cast on each question.

3.10 Telecommunication Meetings. A Member or any other person entitled to attend a meeting may participate in the meeting by means of telephone or other communication facilities that permit all persons participating in the meeting to hear each other (and a person participating in such a meeting by those means is deemed to be present at the meeting).

SECTION 4 – THE BOARD

4.01 Composition of the Board. The Board shall be composed of seven (7) to nine (9) Directors, who shall be affirmed by the voting Members of the Society at an AGM as provided in these Bylaws after having been diligently vetted under any nomination policy that the Board may put into place from time to time. The Board shall have the following characteristics:

- a) a Director of the Society may also, but need not be, a Member; and
- b) at least one (1) Director shall be a Family Voting Member of an individual with Down syndrome;

4.02 Term of Directorship. A Director shall be elected for a two (2) year term. Any Director of the Society may be elected for a maximum of an additional three (3) terms, provided that each election must be at least two (2) years from the date the prior appointment ceased.

4.03 Ceasing to be a Director. A person ceases to be a Director if he or she:

- a) dies;
- b) resigns in accordance with Section 4.04 or is removed by the Board in accordance with these Bylaws or a policy of the Society;
- c) without reasonable excuse or cause is absent from three (3) or more consecutive Board meetings; or 30% of the board meetings, or
- d) is removed by a majority of votes at a meeting of the Society with the proposed removal of said Director having been part of the agenda distributed for such meeting.

4.04 Resignation. Any Director wishing to resign from the Board may do so upon notice in writing to the Chair. A resignation becomes effective upon receipt by Chair or at a time specified in the withdrawal, whichever is later.

4.05 Vacancies. Any vacancy on the Board may, so long as the provisions of Section 4.01 are complied with, be filled by the remaining Directors if they see fit and in accordance with any nomination policy that the Board may put into place from time to time. Any Director so appointed shall serve until the next AGM and may be affirmed at the next AGM and if not so elected shall cease to be a Director. In the event a vacancy is not filled by the Directors, such vacancy shall be filled at the next AGM.

4.06 Duties and Powers of the Board. The Board shall manage the business and affairs of the Society. Without limiting the generality of the foregoing, the Board shall:

- a) implement decisions lawfully passed at a meeting of the Members;

- b) report on their activities to the Members at the AGM;
- c) recommend auditors for approval by the Members;
- d) recommend amendments to the Bylaws where appropriate;
- e) appoint the Officers of the Society;
- f) ensure that the Bylaws of the Society are followed;
- g) review all proposed changes to the Bylaws prior to submission for adoption to Members; and
- h) evaluate the performance of the Executive Director.

4.07 Exercise of Powers by the Board.

- a) The Board may administer the affairs of the Society in all things and make or cause to be made for the Society in its name any kind of contract which the Society may lawfully enter into and, save as hereinafter provided, generally may exercise all such powers and do all such other acts and things as the Society is by its Bylaws or otherwise authorized to exercise and do.
- b) Without in any way derogating from the foregoing, the Board is expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options, lands, buildings, and other property, moveable or immovable, real or personal, or any right or interest therein owned by the Society, for such consideration and upon such terms and conditions as the Board may deem advisable.

SECTION 5 – MEETINGS OF THE BOARD

5.01 Calling of Meetings. The Board may hold its meetings at such place or places within Alberta as it may from time to time determine. No formal notice of any such meetings shall be necessary if all of the Directors are present, or if those absent have signified their consent to the meeting being held in their absence. Board meetings may be formally called by the Chair of the Board, by the Secretary on the direction of the Chair of the Board, or by the Secretary on the direction in writing of three (3) Directors.

5.02 Conflict of Interest. A Director who:

- a) has an interest in a contract or business dealings which could implicate the Society; or
- b) has an interest in a business with whom the Society may contract or do business with;

must promptly reveal in writing, the nature and extent of his or her interest, and remove himself or herself from all discussions and voting relating to that interest or contract.

SECTION 6 – OFFICERS

6.01 Delegation to Officers, Agents and Employees. The Board may from time to time appoint such Officers and agents and authorize the employment of such other persons as they deem necessary to carry out the objects of the Society and such Officers, agents and employees shall have such authority and perform such duties as from time to time may be prescribed by the Board. There shall be such Officers as the Board so determines, which may include a Chair, a Vice-Chair, a Treasurer, a Secretary, and such other Officers as the Board may determine from time to time.

6.02. Officer Powers and Duties. The powers and duties of all other Officers shall be as prescribed by the Board. The Board may from time to time vary, add to or limit the powers, authority and duties of any Officer.

[Full description of Board member duties can be found in EDSS Governance Policy.](#)

- a) Board Chair- presides over all meetings of EDSS and of the Board. The Chair ensures the integrity of the Board's process. The Chair ensures the Board adheres to the bylaws, policies, and values of EDSS. Chairs meetings, authenticates the seal of EDSS with their signature and ensures quorum at Board meetings.
- b) Board Vice Chair – assists, advises and consults with the Chair. Acts in absence of the Chair.
- c) Board Secretary – Ensures accurate minutes of all meetings of the EDSS and the Board are kept. Responsible for the safekeeping of the seal of EDSS. Ensures that all records of the Board and EDSS's correspondence are kept. Ensures that members of the Board and EDSS receive notification of all meetings in accordance with EDSS bylaws. Ensures copies of EDSS bylaws and policy statements are kept at EDSS. Ensures Board meeting minutes are reviewed at Board meetings and that the necessary corrections to the minutes are made and sign the official copy of the minutes. Ensures the annual return, amendments to the Bylaw and other incorporating documents are filed with the Corporate Registry.
- d) Board Treasurer – Reports on financial statements presented to the board. Reports regularly to the Board on the financial matters of the organization. Oversees an annual audited financial report each year. Serves as Chair of the Audit and Finance Committee.

6.03. Resignation. Any Officer wishing to resign may do so upon notice in writing to the Board. A resignation becomes effective upon receipt by the Board or at a time specified in the withdrawal, whichever is later.

6.04 Execution of Instruments. The Board may from time to time direct the manner in which, and the person or persons by whom, any particular instrument or class of instruments may or shall be signed and delivered.

SECTION 7 –LIABILITY AND REMUNERATION

7.01 Limitation of Liability. Except as may be prohibited by law, the Society agrees that no Member, Officer or Director of the Society shall be liable for the acts, receipts or defaults of any other Member, Officer or

Director of the Society or for any loss, damage or expense occurring due to the insufficiency or deficiency of any security in or upon which any of the monies of the Society shall be placed or invested, nor shall such parties be responsible or liable for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, unless due to the willful actions or gross neglect of such Member, Officer or Director.

7.02 Remuneration All Officers and Directors shall serve without remuneration provided that the Board shall be entitled to reimburse any Officer or Director for all reasonable, authorized and substantiated expenses incurred by such person with respect to the business and affairs of the Society. Notwithstanding the foregoing restriction, the Executive Director and employees of the Society shall be entitled to remuneration for their services.

SECTION 8 – COMMITTEES AND CONSULTANTS

8.01 Committees. The Board may set up all Committees they deem necessary for the efficient pursuit of the objects of the Society. The Board may also designate and appoint the participants comprising such committees.

8.02 Consultants. The Board may contract the services of consultants when they deem it necessary. The consultants may assist at any meeting of the Society, if they are required.

SECTION 9 – CHANGES TO BYLAWS

9.01 Amendments. All suggested changes to the Bylaws must be submitted in writing to the Chair of the Society at least sixty (60) days prior to an AGM. The Secretary shall present the proposed amendments to the Board who shall review and submit them to the Members at least thirty (30) days prior to the Annual General Meeting. The Bylaws shall only be changed by way of a special resolution of the Members entitled to vote at an AGM.

SECTION 10 – AUDITING AND REPORTING

10.01 Audit of Accounts. The books and financial records of the Society shall be audited at least once each year by a qualified auditor chosen at the AGM for this purpose. The Board may fix the remuneration to be paid to the Auditor for his or her services. The Auditor's reports are to be presented at the subsequent AGM and must be signed by two (2) Officers of the Society.

10.02. Exercise of Borrowing Powers. For the purposes of carrying out its objects, the Society may borrow or secure a loan of money. This power shall be exercised only under the authority of a resolution of the Board.

10.03 Dissolution. Upon dissolution of the Society and after payment of all debts and liabilities, the remaining property of the Society shall be distributed or disposed of to a charitable organization or organizations the

objects of which relate to the treatment of persons with disabilities. Any proposed distribution or disposition in accordance with this Section shall be approved by a majority of the Members.

SECTION 11 – GENERAL

11.01 Seal. The seal as it appears on this page in the margin is adopted and recognized as the Society's seal. The seal shall be under the control of the Board and the responsibility for its use from time to time shall be determined by the Board.