

BYLAWS OF THE STRATHCONA CHRISTMAS BUREAU

Article 1 - Preamble

- The Organization** **1.1** The name of the organization is the Strathcona Christmas Bureau, which may also be known or referred to as the SCB.
- The Bylaws** **1.2** The following articles set forth the Bylaws of the Strathcona Christmas Bureau.

Article 2 - Defining and Interpreting the Bylaws

- Definitions** **2.1** In these Bylaws the following words have the following meanings:
- 2.1.1 **Act** mean the Societies Act of Alberta (RSA 2000) as amended, or any statute substituted for it.
- 2.1.2 **Board** means the Board of Directors of the SCB and a *Board Meeting* is defined as a meeting of the Board of Directors.
- 2.1.3 **Chair** also refers to Co-Chairs when the positions of Chair and Vice Chair are combined into two (2) Co-Chairs with approval from the Board.
- 2.1.4 **Director** refers to a Voting Member of SCB who has been elected to serve on the Board of Directors.
- 2.1.5 **Jurisdiction** means the area to be served by the SCB and is defined as the County of Strathcona.
- 2.1.6 **Officer** refers to a Director who holds the position of Chair, Vice Chair, Treasurer or Secretary.
- 2.1.7 **Special Resolution** is a resolution that deals with 1) amending the Bylaws of the SCB, 2) surrendering the Certificate of Incorporation or 3) other matters that the Act requires to be decided by Special Resolution. It can be considered at an AGM or at a Special Meeting. A Special Resolution requires approval by a vote of seventy-five percent (75%) of the Voting Members entitled to vote at said meeting.
- Interpretation** **2.2** The following rules of interpretation must be applied in interpreting these Bylaws.
- 2.2.1 Words indicating the singular number also include the plural, and vice-versa.
- 2.2.2 Pronouns indicating him, her or them refer to all three cases interchangeably.

Article 3 - Objects of the Organization

- 3.1** The objects of the SCB are detailed in the Article of Incorporation.

Article 4 - Membership

Eligibility	4.1	Membership shall be open to any individual residing within the Jurisdiction of the SCB, 18 years of age or older, who agrees to adhere to the SCB's vision, providing that they comply with the Bylaws of the SCB and all policies enacted by the SCB Board of Directors.
Application	4.2	Subject to Article 4.1, membership shall be granted to all individuals attend and sign the register at the Annual General Meeting. Each such individual will be a Voting Member.
Term of Membership	4.3	Membership begins upon attending an AGM and signing the register subject to Article 4.1 and terminates at the start of the next AGM. An individual is entitled to renew their membership subject to Article 4.1.
Voting Rights	4.4	Voting Members are entitled to one (1) vote at any meeting of the SCB which they are entitled to attend; voting will take place in person or electronically during the meeting and not by proxy or otherwise.
Method of Voting	4.5	Votes will be determined by a show of hands, orally, and/or electronic ballot at the discretion of the Chair of the meeting.
Membership Fee	4.6	The Board has the discretion to implement, remove or change Membership fees.
Termination of Membership	4.7	
	4.7.1	A member may withdraw their membership by written notice to the SCB or by verbal request at any General Meeting and such notice will be effective immediately.
	4.7.2	Membership may be terminated by a vote at any General Meeting of not less than two-thirds (2/3) of such Voting Members entitled to vote.

Article 5 - Meetings of the Organization

Annual General Meeting	5.1	
	5.1.1.	SCB holds its Annual General Meeting no later than June 30 of each calendar year. The Board sets the place, day and time of the meeting.
	5.1.2	Written or electronic notice, including website notice, of the date, place and time of the Annual General Meeting will be given to all Voting Members in good standing at least thirty (30) days prior to the date of the meeting. Notice will include access to a proposed agenda, the text of any Special Resolutions to be presented and any other documents deemed to be pertinent.

5.1.3 The Annual General Meeting will deal with the following matters:

Adopting the agenda;
Adopting the minutes of the prior AGM;
Considering the Chair's report;
Reviewing the financial statements and the auditor's report;
Considering matters specified in the meeting notice;
Considering any Special Resolutions;
Other specific motions that any Voting Member has given notice of prior to the meeting being called; and
Electing the Directors.

5.1.4 Quorum for the transaction of business shall be fifty percent (50%) plus one (1) Voting Members.

5.1.5 A majority of votes of the Voting Members present decides each motion unless that motion requires a Special Resolution.

5.1.6 The Chair does not have a second or casting vote in the event of a tie. If there is a tie vote, the motion is defeated.

5.1.7 The Chair declares a motion carried or lost. This statement is final and the Minutes of the Meeting do not have to include the number of votes for and against the motion.

General Meeting

5.2

5.2.1 A General Meeting of the SCB may be called at any time.

5.2.2 Written or electronic notice, including website notice, of the date, place and time of the General Meeting will be given to all Voting Members in good standing at least thirty (30) days prior to the date of the meeting

5.2.3 Quorum for the transaction of business shall be fifty percent (50%) plus one (1) Voting Members.

5.2.4 A majority of votes of the Voting Members present decides each motion unless that motion requires a Special Resolution.

5.2.5 The Chair does not have a second or casting vote in the event of a tie. If there is a tie vote, the motion is defeated.

5.2.6 The Chair declares a motion carried or lost. This statement is final and the Minutes of the Meeting do not have to include the number of votes for and against the motion.

Special Meeting

5.3

5.3.1 A Special Meeting shall be called by the Chair upon receipt by him of a petition signed by one-third (1/3) of the Members in good standing setting forth the reason/s for calling such a meeting.

- 5.3.2 Written or electronic notice, including website notice, of the date, place and time of the Special Meeting will be given to all Voting Members in good standing at least thirty (30) days prior to the date of the meeting.
- 5.3.3 Quorum for the transaction of business shall be fifty percent (50%) plus one (1) of the Voting Members.
- 5.3.4 A majority of votes of the Voting Members present decides each motion unless that motion requires a Special Resolution.
- 5.3.5 The Chair does not have a second or casting vote in the event of a tie. If there is a tie vote, the motion is defeated.
- 5.3.6 The Chair declares a motion carried or lost. This statement is final and the Minutes of the Meeting do not have to include the number of votes for and against the motion.

Article 6 - Governance of the Organization

Board of Directors 6.1

Governance and Management 6.1.1 The Board governs and manages the affairs of the SCB except such as are by law or by this constitution conferred upon or reserved for the members.

Powers and Duties of the Board 6.1.2 The Board has the powers of the SCB except as stated in the Societies Act.

The powers and duties of the Board include:

Promoting the objects of the SCB;
 Maintaining and protecting the SCB's assets and property;
 Approving an annual budget for the SCB;
 Paying all expenses for operating and managing the SCB;
 Paying persons for services;
 Investing any extra monies;
 Making policies, rules and regulations for managing and operating the SCB;
 Maintaining all accounts and financial records of the SCB; and
 Selling, disposing of, or mortgaging any or all of the property of the SCB.

Composition of the Board 6.1.3 The Board consists of:

Number of Directors 6.1.3.1 The Board will consist of a minimum of nine (9) and a maximum of fifteen (15) Directors.

Community Representatives 6.1.3.2 The Board will endeavour to include representatives of various community agencies to ensure a diverse and inclusive Board.

Remuneration 6.1.3.3 A Director will not receive remuneration, of any kind, for their services.

Election of Directors

6.1.4 The Board of Directors will be elected at the AGM and at the first meeting after the AGM, the Board elects the Officers from from among the Directors. If an Officer position becomes vacant prior to the next AGM, the Board will elect a new Officer for that position as soon as possible.

Term Length

6.1.4.1 Directors will be elected for a three (3) year term that ends at the close of the third AGM following the AGM at which each Director was first elected. Directors can stand for re-election one additional three (3) year term in their current position or role after which time an alternate Director will fill that role.

Resignation or Removal of a Director

6.1.5

6.1.5.1 A Director including the Chair and immediate Past President, may resign from office by giving one (1) month's notice in writing. The resignation takes effect either at the end of the month notice, or on the date the Board accepts the resignation as decided by the Board in a majority vote.

6.1.5.2 Voting Members may remove any director including the Chair and the immediate Past President, before the end of his term. There must be a majority vote at a Special Meeting called for this purpose.

6.1.5.3 If there is a vacancy on the Board, the remaining Directors may appoint a Member in good standing to fill that vacancy for the remainder of the term. This does not apply to the position of immediate Past President. This position remains vacant until the next AGM.

Meetings of the Board

6.1.6

6.1.6.1 The Board holds meetings as deemed necessary to carry out the functions of the SCB on schedule.

6.1.6.2 The Chair calls Board meetings.

6.1.6.3 At any Board meeting, the attendance by a majority of fifty per cent (50%) plus one (1) of elected Directors shall be considered a quorum; if a quorum exists at the beginning of a meeting, it is deemed to exist throughout even if Directors depart before the meeting is adjourned. If a quorum is not achieved, the Chair adjourns the meeting until an alternate time, place and day is determined.

6.1.6.4 Each Director, excluding the Chair, has one (1) vote. A majority of votes of Directors in attendance shall decide any question coming before the board.

6.1.6.5 The Chair will have one (1) casting vote in the case of a tie; in the case of Co-Chairs, one Co-Chair will be declared Meeting Chair at the start of each Board Meeting and that individual will hold the casting vote if needed. The second Co-Chair will act as

a Director and will be entitled to vote on motions. The Chair's ability to use a casting vote applies only to Board Meetings.

6.1.6.6 A Director must declare any conflict of interest and abstain from voting on any matter related to the conflict; their abstention should be recorded by the Secretary in the minutes.

6.1.6.7 A meeting of the Board may be held fully or partially by electronic means.

Duties of the Officers

6.2

The Chair

6.2.1 Supervises the affairs of the Board;
When present, chairs all meetings of the SCB;
Is an ex-officio member of all Committees;
Acts as spokesperson for the SCB'
Carries out other duties as assigned by the Board.

The Vice-Chair

6.2.2 Presides at meetings in the Chair's absence. If the Vice Chair is absent, the Directors elect a Chairperson for the meeting;
Replaces the Chair at various functions when needed; and
Carries out other duties as assigned by the Board.

The Secretary

6.2.3 Ensures accurate minutes of all meetings are kept;
Ensures notices of various meetings are sent;
Has charge of the Board's correspondence; and
Carries out other duties as assigned by the Board.

The Treasurer

6.2.4 Ensures all monies paid to the SCB are deposited in a chartered bank, treasury branch or trust company chosen by the Board;
Ensures a detailed account of revenues and expenditures is presented to the Board at each Meeting of the Board;
Ensures an audited statement of the financial position of the SCB is prepared and presented to the Annual General Meeting; and
Carries out other duties assigned by the Board.

Duties of Directors

6.3

6.3.1 The duty of diligence; the duty to act in the best interest of the SCB and its members;

6.3.2 The duty of loyalty; the duty to place the interests of the SCB first; and

6.3.3 The duty of complying with the procedures and governing policies of the SCB.

Removal of Directors

6.4

6.4.1 A Director shall be deemed to have resigned from the Board if the Director has not attended three (3) consecutive meetings without reasonable excuse.

6.4.2 The Board of Directors has the authority to remove any Director who violates any SCB Bylaw or Policy or for any cause which is deemed sufficient in the interests of the SCB. The Director

has the right to ask the Board to convene a meeting to discuss their potential removal. The Board will put forth and vote on a motion regarding the Director's removal from the Board; the vote will be decided by a majority vote of the Directors attending the meeting; their decision is final.

Board Committees

6.5

- 6.5.1 The Board may appoint temporary or permanent standing committees.
- 6.5.2 Each committee will be chaired by a Director to be known as the Committee Chair.
- 6.5.3 The Committee Chair calls committee meetings; each member of the committee, including the Committee Chair, has one (1) vote at the committee meetings. The Chair does not have a casting vote in the case of a tie. All issues are decided by a majority vote.
- 6.5.4 The Committee Chair provides reports to Board meetings at the Board's request and such reports may be written or oral.

Article 7 –Finance and Other Management Matters

Registered Office

- 7.1 The Registered Office of the SCB is located in Sherwood Park, Alberta. Another location may be established at the Annual General Meeting or by resolution of the Board, as long as this change is communicated to Corporate Registry.

Finance and Auditing

7.2

- 7.2.1 The fiscal year for the SCB shall be April 1 to March 31.
- 7.2.2 There must be an audit of books, accounts and records of the SCB at least once each year. A qualified accountant appointed at each AGM, must complete this audit. At each AGM, a complete statement of the books for the previous year, prepared by the accountant is presented.
- 7.2.3 Each Voting Member of the SCB shall, upon request, be entitled to receive a copy of such reports.

Cheques and Contracts

7.3

- 7.3.1 The Officers designated as signing authorities on all cheques drawn on the monies of the Organization are the Chair, the Treasurer and the Secretary. Two signatures are required on all cheques.
- 7.3.2 All contracts of the SCB must be signed by the Officers or others persons allowed to do so by resolution of the Board.
- 7.3.3 The funds and property of the SCB shall be used to promote and achieve its objectives.

- 7.3.4 The Officers shall have the authority to make decisions and expend up to five hundred dollars (\$500.00) of non-budgeted expenditures on behalf of the Board of Directors, when necessary, between Board meetings; and must report such decisions and expenditures to the next scheduled Board meeting.

Keeping and Inspection 7.4 Inspection Books and Records

- 7.4.1 The Secretary keeps a copy of the Minutes Books and records minutes of all meetings of the Members and of the Board.
- 7.4.2 Each Director shall at all times have access to all books and records of the SCB.
- 7.4.3 Members of the SCB who are not Board members, shall have access to inspect the books and records of the SCB within sixty (60) days after notice in writing has been given to the SCB. Such inspection shall take place only at the Registered Office or other regular business premises operated by the SCB.

Borrowing Powers 7.5

- 7.5.1 The SCB, for the purposes of carrying out its objectives, may borrow, raise or secure the payment of money in any manner it sees fit upon approval by the Board.
- 7.5.2 The Board cannot issue a debenture without sanction of a Special Resolution of the SCB.

Protection and Indemnity 7.6

- 7.6.1 No member of the SCB is, in his individual capacity, liable for any debt or liability of the SCB.
- 7.6.2 The SCB does not protect Directors for acts of fraud, dishonesty or bad faith.

Article 8 - Amending the Bylaws

- 8.1 These Bylaws may be cancelled, altered or added to by a Special Resolution at any Annual General or Special Meeting of the SCB.
- 8.2 The thirty (30) days' notice of the Annual General or Special Meeting of the SCB must include details of the proposed resolution to change the Bylaws.
- 8.3 The amended bylaws take effect after approval of the Special Resolution at the Annual General Meeting or Special Meeting and acceptance by the Corporate Registry of Alberta.

Article 9 - Distributing Assets and Dissolving the Organization

- 9.1. The SCB does not pay any dividends or distribute its property among its Members.

- 9.2.** If the SCB is dissolved, any funds or assets remaining after paying all debts are to be paid to one or more registered Canadian non-profit organizations that have objects similar to the SCB.
- 9.3.** The choice of registered charity will be at the discretion of the Board of Directors. In no event do any Members receive any assets of the SCB.

Article 10 - Adoption of These Bylaws

- 10.1** These bylaws were ratified by a Special Resolution vote of the Voting Members of the SCB at a meeting of members duly called and held on _____
- 10.2** In ratifying these bylaws, the Voting Members of the SCB repeal all prior bylaws of the SCB provided that such repeal does not impair the validity of any action done pursuant to the repealed bylaws.

Signed at:

Date:

Signature:

Printed Name:

Board Position:

Approved by the Board of the Strathcona Christmas Bureau at a regularly scheduled Board Meeting on May 21, 2025; to be presented to the Voting Members on June 18, 2025, at the Annual General Meeting.