

# Special Resolution



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I hereby certify that the following special resolution was passed at a meeting of the members of Autism Society of the Regional Municipality of Wood Buffalo on March 11<sup>th</sup>, 2020.

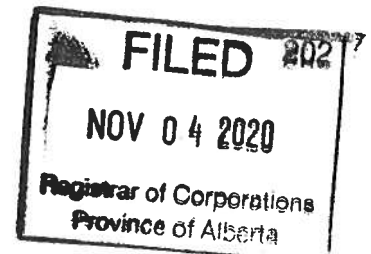
The bylaws of the society are repealed and replaced with the attached bylaws.

Date: November 3, 2020

Original signature of authorized person

Print Name: Corinna Pitzel-O'Hanley

Title: President 



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**Autism Society of the  
Regional Municipality of Wood Buffalo**

**By-Laws**

March 11th, 2020

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Province of Alberta

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## **1. PURPOSE**

As all organizations must create appropriate policies to ensure that the purpose and objectives of the organization are realized, the following are the Bylaws for the Board of Directors for the Autism Society of the Regional Municipality of Wood Buffalo.

## **2. INTERPRETATION**

The Bylaws shall be interpreted pursuant to laws of the Province of Alberta.

The governing legislation of this Board of Directors and all operations of the Autism Society of the RMWB shall be the Societies Act, RSA 2000, c. S-14, or successor legislation.

Should any provision of these Bylaws become invalid or contrary to statute by virtue of amendment or alteration of any statute of Alberta or Canada, such provision will be severed and of no force and effect, without affecting the enforceability of any other provision of the Bylaws. Any such severed provision shall be removed via amendment by the Board, as per the amending formula, at the earliest possible time subsequent to the discovery of the applicable change in the legislation.

All Appendices form part of the Bylaws and may be used to assist in interpretation.

## **3. OFFICES**

The registered office of the Society shall be at such place, in the City of Fort McMurray, in the Province of Alberta, as the Directors may from time to time appoint.

#### 4. DEFINITIONS

- 4.1 “Autism Society of the Regional Municipality of Wood Buffalo” shall refer also as Autism Society of the RMWB.
- 4.2 “Annual General Meeting” (AGM) shall refer to the yearly meeting of the membership of the organization.
- 4.3 “Members of the Autism Society of the RMWB” shall refer to members of the Board of Directors and any person who purchased a voting membership and have agreed to our Bylaws for the Autism Society of the RMWB.
- 4.4 “Membership fees” refers to all dues paid for yearly membership.
- 4.5 “Director of the Board” shall refer to a person who has been elected or appointed to the Board of Directors.
- 4.6 “Organization” shall refer to the Autism Society of the RMWB.
- 4.7 “Special Meeting” shall refer a meeting of the Board of Directors outside of regularly scheduled Board Meetings and the AGM.
- 4.8 “Good Standing” shall refer to members of Autism Society of the RMWB, that have been paid/completed in full and who has agreed to honour, uphold and support the objectives of the Society.
- 4.9 “Governing Body” shall refer to the members who make up the Board of Directors.
- 4.10 “Majority Vote” shall mean a minimum of 51% in favor.
- 4.11 “Executive Director” shall mean the individual hired to oversee the operation of the Autism Society of the RMWB.
- 4.12 “Financial Statement” shall mean balance sheet and income statement produced from the accounting program.
- 4.13 “Directorship” shall mean the role of the director.
- 4.14 “Quorum” the minimum number of members of the Society that must be present at any of its meetings to make the proceedings of that meeting valid.

## 5. GOVERNING BODY

- 5.1 The Board of Directors shall be comprised of not less than THREE (3) adult directors and not more than NINE (9) adult directors.
- 5.2 The term of office for the Board of Directors shall be one year, whereas Executive Board positions shall be two-year terms, beginning and ending at the AGM.
- 5.3 A person appointed or elected a director becomes a director if they were present at the meeting when being appointed or elected and did not refuse the appointment. They may also become a director if they were not present at the meeting but consented in writing to act as director before the appointment or election, or within ten days after the appointment or election, or if they acted as a director pursuant to the appointment or election.
- 5.4 The Executive Board consists of President, Vice President, Secretary and or Treasure. The remaining Directors of the Board will form the Board.
- 5.5 To become an Executive Board member, one must attend six consecutive meetings before being elected in, have a vulnerable sector check, criminal record check, notarized oath of conduct, read and signing of the policy and procedures manual and safety manual.
- 5.6 The officers and directors so elected shall form a Board and shall serve until their successors are elected and installed. Any vacancy occurring during the year shall be filled at the next meeting, provided it is so stated in the notice calling such meeting.
- 5.7 Should any Director wish to serve an additional term of office, then they may allow their name to stand for re-election at the AGM.
- 5.8 A Director may resign at any time by writing to the Board of Directors President. The resignation becomes effective at the next regular meeting of the Board of Directors. The Board may appoint a qualified person to fill a vacancy caused by the resignation, removal or death of a Director. Such Director so appointed will serve until the next AGM when an election will be held.
- 5.9 A quorum of Directors (2/3rds) must be present for the business affairs of the Board of Directors to be conducted and decisions to be valid.
- 5.10 All complaints against any Member of the Board, directors, officers, committee members, employees or volunteers, whether internal or public, must be reported to the Executive Director/Administration. The Executive Director/Administration will report the incident to the President within FORTY-EIGHT (48) hours of the complaint being reported and the President in turn will outline the incident at the next Board meeting. Any action regarding the complaint will be determined by the Board, through a motion approved by a simple majority vote.

## 6. BORROWING POWERS OF DIRECTORS

Subject to the Act, the Regulations, and these Bylaws, the Board of Directors shall have the following powers:

- 6.1 From time to time direct and ensure the management of the business and affairs of the Society and to make and change rules and regulations not inconsistent with these Bylaws or the Act, for the management of the Society and its business and affairs.
- 6.2 To purchase or otherwise acquire for the Society, any property, properties, rights, privileges, stocks, bonds, debentures or other securities which the Society is authorized to acquire, at such price or consideration, and generally on such terms and conditions as they think fit.
- 6.3 At their discretion to pay for any property, rights, privileges, stocks, bonds, debentures, or other securities acquired by the Society, either wholly or partly in money, shares, bonds, debentures or other securities of the Society.
- 6.4 To sell, lease or otherwise dispose of any property, real or personal, moveable or immovable, which the Society is authorised to sell lease or otherwise dispose of, for such price or consideration and on such terms and conditions as the Directors may think fit, and in particular for shares, debentures or other securities of any company having objects altogether or in part similar to those of the Society.
- 6.5 To confer by resolution upon any appointed officer of the Society, powers and duties necessary for the management of the Society.
- 6.6 To appoint any person or corporation to accept and hold in trust for the Society any property belonging to the Society, or in which it is interested or for any other purpose and to execute and do all such acts, deeds, and other things as may be required in relation to such trust;
- 6.7 To appoint such Standing, Special, Advisory or other committees and sub-committees as the Directors shall from time to time determine with such terms of reference, functions and duties as the Directors shall from time to time determine and authorize.
- 6.8 To make loans, including but not limited to, financing in the form of leasing, letters of credit, or guarantees, in any amount and on such terms as the Directors shall from time to time determine and authorize.
- 6.9 To negotiate and enter in to leases and licences of all or any currently owned or subsequently acquired real or personal, moveable or immovable, property of the Society, on such terms the Directors shall from time to time determine and authorize.
- 6.10 Engage such employees or contractors as the Board of Directors may determine.

- 6.11 Any other powers and duties as the Board pursuant to a resolution approved by Special Resolution of the Board, adopt as powers and duties necessary to perform the function of the Board.

## 7. AUDITING

- 7.1 The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year by a duly qualified accountant or by two members of the Society elected for that purpose at the AGM. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the AGM of the society. The fiscal year end of the Society in each year shall be \_\_\_\_\_ Dec, 31st \_\_\_\_\_ (*month & day*).

## 8. BOOKS AND RECORDS

- 8.1 The books and records of the Society may be inspected by any Board member of the Society at the AGM or at anytime upon giving reasonable notice and arranging a time satisfactory to the Officer or Directors having charge of same.

## 9. BANKING

- 9.1 The banking business of the Society shall be transacted at such bank, trust company or other firm or Society carrying on a banking business in Canada or elsewhere as the Board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an Officer or Director of the Society and/or other persons as the Board of directors may by resolution from time to time designate, direct or authorize.

## 10. EXECUTION OF DOCUMENTS

- 10.1 Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Society may be signed by any two (2) of its directors with signing authority. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing Director may certify a copy of any instrument, resolution, by-law or other document of the Society to be a true copy thereof.

## 11. REMUNERATION

- 11.1 Directors and officers shall not directly, or indirectly receive compensation simply for being named as a director or officer. However, they may be reimbursed for reasonable, bona fide, expenses incurred in the performance of their duties, and may be compensated for actual services provided to the charity, provided that the compensation is reasonable, and permitted in accordance with its governing documents, By-laws and provincial legislation, including without limitation further to court approval or a court order if legally required.



**12. MEMBERSHIP AND DUES**

- 12.1 Membership fee, if any, may be determined from time to time by the Board of Directors of the Society and shall be paid each year at the AGM of the Members, by each member. Or upon registration through out the year. Any person residing in Alberta and being of the full age of eighteen (18) years, who has paid to the Society the appropriate membership fee, if required and as provided for by these Articles, and who has agreed to honour, uphold and support the objectives of the Society.
- 12.2 Any member wishing to withdraw from membership may do so upon a notice in writing to the Board through its Secretary. If any member dies, term of office is completed, or Society dissolves, their membership will be terminated. Any member upon a majority vote of all members of the Society in good standing may be expelled from membership for any cause which the Society may deem reasonable.
- 12.3 Members shall be notified electronically of the membership dues at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date, the members in default shall automatically cease to be members of the Society.
- 12.4 A special meeting may be called on the instructions of any two members provided they request the President in writing to call such meetings and state the business to be brought before the meeting.
- 12.5 Voting members role are to attend public meetings and have rights to vote at AGM, special resolutions and special meetings.
- 12.6 Any person may become an Honorary Member by a favorable vote of the Members at an AGM of the Members, or any meeting called for that purpose. Honorary members are not obliged to pay a membership fee to the Society. Honorary Members who do not pay a membership fee to the Society are not eligible to vote at any meeting of the Members or hold any office in the Society.

**13. DISCIPLINE OF MEMEBERS**

- 13.1 The Board shall have authority to suspend or expel any member from the Society for any one or more of the following grounds:
- violating any provision of the articles, by-laws, or written policies of the society.
  - carrying out any conduct which may be detrimental to the Society as determined by the Board in its sole discretion.
  - for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the society.
- 13.2 In the event that the Board determines that a member should be expelled or suspended from membership in the Society, the president, or such other officer as may be designated by the

Board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the president, or such other officer as may be designated by the Board, in response to the notice received within such twenty (20) day period. If no written submissions are received by the president, the president, or such other officer as may be designated by the Board, may proceed to notify the member that the member is suspended or expelled from membership in the Society. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the member, without any further right of appeal.

#### **14. ANNUAL GENERAL MEETING**

- 14.1 An AGM shall be held in each year on a date and at a location to be determined by the Board through motion, by no later than Mar 15<sup>th</sup>.
- 14.2 The Board of Directors shall hold an organizational meeting immediately prior to the AGM for the purpose of selecting the Executive, whose names will be put forward for approval by the Membership at the AGM.
- 14.3 Nominations for the election of directors if the proposal is signed by not less than 5% of members entitled to vote at the meeting at which the proposal is to be presented.
- 14.4 At each AGM, the Membership shall:
- Receive the report of the Board President and Executive Director for the previous fiscal year.
  - Receive and approve the audit report/financial statements of the Society for the previous fiscal year.
  - Elect the Board of Directors and Executive of the Society. Persons appointed or elected a director becomes a director if they were present at the meeting when being appointed or elected and did not refuse the appointment. They may also become a director if they were not present at the meeting but consented in writing to act as director before the appointment or election, or if they acted as a director pursuant to the appointment or election.
  - Appoint the auditors of the Society for the current fiscal year, and
  - Conduct such other business as needed.
- 14.5 The Society shall give notice of each AGM of the Society at least 21 days in advance of such meeting to each member in good standing and every member is entitled to one vote per person on any question coming before such meeting.

- 14.6 Notice of a meeting shall contain a statement of the business to be transacted at the meeting. No business shall be transacted at a meeting, other than that contained in the notice of meeting and such business as is required by law or these Bylaws.
- 14.7 Notice will be given by (electronically or in writing) to the address/email last provided by the Member.
- 14.8 The accidental failure to give and/or receive notice does not invalidate the proceedings of the meeting.
- 14.9 A quorum for the AGM of the Society shall be 10% of Members in good standing within 30 minutes of meeting starting. No business shall be transacted in the absence of a quorum.
- 14.10 All voting at the AGM must be made in person.
- 14.11 Any member who has not withdrawn from membership nor has been suspended nor expelled shall have the right to vote at AGM, Special Resolution and Special Meeting of the society. Such votes must be made in person and not by proxy or otherwise.

## **15. MEETING MINUTES**

- 15.1 Digital copies of the meeting minutes and reports for the Board of Directors meetings and the AGM must be kept for SEVEN (7) years with the Executive Director, Secretary and or Administration.

## **16. SPECIAL MEETINGS**

- 16.1 A special meeting shall be called by the President or Secretary upon receipt of a petition signed by one-third of the members in good standing, setting forth the reasons for calling such meeting, electronic written notice of at least TEN (10) days be provided to all Directors. Special Meetings are still subject to the same rules of quorum and majority vote as Regular Board Meetings.

## **17. DIRECTORS**

### **17.1 PAST PRESIDENT**

The past-president shall hold office for one (1) year from the date they finish their term as president.

### **17.2 PRESIDENT**

17.2.1 The President shall be ex-officio a member of all Committees. They shall, when present, preside at all meetings of the Society and of the Board. In their absence, the Vice-President shall preside at any such meetings. In the absence of both, a chairperson may be elected at the meeting to preside.

17.2.2 The President shall ensure, along with the identified officer, that a record is kept of all meetings of the Board, Meetings of Members and committees of the Board, and that the minutes of all proceedings of those meetings be entered in records kept for that purpose. The President shall ensure, along with a specified Director, that all notices to Members, Directors, officers, auditors and members of committees of the board are given. The President shall also be the custodian of all books, papers, records, documents and instruments belonging to the Society, except when some other officer or agent has been appointed for that purpose. The President may delegate these duties and responsibilities to employees or volunteers of the Society.

### **17.3 SECRETARY**

17.3.1 It shall be the duty of the secretary to attend all meetings of the Society and of the Board, and to keep accurate minutes of the same. They shall have charge of the Seal of the Society which whenever used shall be authenticated by the signature of the Secretary and the President, or, in the case of the death or inability of either to act, by the Vice-President. In case of the absence of the Secretary, their duties shall be discharged by such officer as may be appointed by the Board. The Secretary shall have charge of all the correspondence of the Society and be under the direction of the President and the Board.

17.3.2 The Secretary shall also keep a record of all the members of the Society and their addresses, send all notices of the various meetings as required, and collect and receive the annual dues or assessments levied by the Society. Such monies shall be promptly turned over to the Treasurer or designate for deposit in a Bank, Trust Company, Credit Union or Treasury Branch as required.

### **17.4 TREASURER**

17.4.1 The Treasurer shall receive or oversee a designate of all monies paid to the Society and be responsible for the deposit of same in whatever Bank, Trust Company, Credit Union or Treasury Branch the Board may order. They shall properly account for the funds of the Society and keep such books as may be directed. They shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the AGM a statement duly audited of the financial position of the Society and submit a copy of same to the Secretary for the records of the society. The Office of the Secretary and Treasurer may be filled by one person if any annual meeting for the election of officers shall so decide.

### **17.5 EXECUTIVE DIRECTOR**

17.5.1 Selection and Authority. The Executive Director shall have the day to day responsibility for carrying the policy and programs of the Society asset forth in its Articles of Incorporation and in the Bylaws and as may be prescribed from time to time by the Board of Directors. The Executive Director shall be chosen by the Board of Directors and shall serve in such capacity at the pleasure of the Board. The Executive Director shall be entitled to

attend all meetings of the Board of Directors and of the Executive Committee except as determined otherwise by the Chairperson. The Executive Director shall report to the Board of Directors all current business and shall give special or supplementary reports as the Board of Directors may from time to time request. The Executive Director shall also be entitled to attend any meeting of Committees, Task Forces, and Advisory Groups of the Corporation. Minutes of all meetings of Task Forces or Advisory Groups shall be furnished to the President and CEO. The Executive Director is not authorized to perform the unique functions of the Board of Directors.

17.5.2 General Duties. It shall be the duty and responsibility of the Executive Directors to work in cooperation with all Standing Committees, Task Forces and Advisory Groups of the Society in carrying out the responsibilities of such Committees. It shall be the responsibility of the Executive Director to coordinate the financial resources, programs, facilities and staff of the Society. The Executive Director shall be responsible for the personnel functions of the Society.

17.5.3 Death or Disability of the Executive Director. In the event of the death or disability of the Executive Director, the Executive Committee will meet within twenty-four (24) hours to provide for the ongoing management of the Society.

## **18. BOARD MEETINGS**

- 18.1 Regular and/or committee meetings of the Board may be held at any time at the discretion of the Board of Directors.
- 18.2 A minimum of EIGHT (8) regular meetings of the Board of Directors must be held within each fiscal year.
- 18.3 At least SEVEN (7) days' notice shall be given (electronically or in writing) to the Directors of any meeting of the Board of Directors.
- 18.4 Quorum must be achieved at every Board meeting (2/3rds) for motions to be considered valid.
- 18.5 At meetings of the Executive Board, every Director shall have ONE (1) vote. All guests at the Board meeting (including the Executive Director and any community liaisons) shall abstain from voting.
- 18.6 At meetings of the Board the President shall abstain from voting unless tie breaker is needed.
- 18.7 When a Board Member is unable to attend a meeting in person, their votes must be given to the President (electronically or in writing) ONE (1) day prior to the meeting. Written votes shall clearly state the Board Member's acceptance or opposition of the motion in question.

- 18.8 In the event of urgent business, a Special Vote may be called by the President of the Board to expedite a decision between Board Meetings. This vote will be done using e-mail and will require quorum and majority vote in order for the motion to pass.
- 18.9 Meetings of the Board of Directors and of Committees (if any) may be held within or outside of the Province of Alberta.
- 18.10 If a Member of the Board Misses three (3) consecutive meetings without a reasonable excuse provided to the President or Secretary, the member is removed from the Board.

## **19 DISPUTE RESOLUTION**

- 19.1 If a dispute or controversy among members, directors, officers, committee members or volunteers of the Society arises out of or relates to the articles or by-laws, or out of any aspect of the operations of the Society is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Society as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a lawsuit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:
- 19.2 The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the Board of the society) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question to mediate a resolution between the parties.
- 19.3 The number of mediators may be reduced from three to one or two upon agreement of the parties. If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Society is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.
- 19.4 All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

## **20 REMOVAL OF DIRECTOR**

The Board, by Special Resolution, may remove a Director from the Board if that Director:

- Provides written notice of resignation to the Board; or

- Violates the trust of their office as defined by Board Code of Conduct, or acts in such other manner, as determined by Board policy, to constitute removal of such Director by favourable vote.

## **21 INSURANCE**

21.1 Subject to the Act, the Society may purchase and maintain insurance for the benefit of any person referred to in the preceding section against any liability incurred by them in their capacity as a Director or officer of the Society or of any body corporate where they act in that capacity at the Society's request.

## **22 OMISSIONS AND ERRORS**

22.2 The accidental omission to give any notice to any member, director, officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where the Society has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

## **23 PROTECTION OF DIRECTORS**

### **23.1 Limitation of Liability**

23.1.1 Every Director and Officer of the Society in exercising their powers and discharging their duties shall act honestly and in good faith with a view to the best interests of the Society and exercise the care, diligence, and skill that a reasonable and prudent person would exercise in comparable circumstances;

23.1.2 Subject to the foregoing and the Act, no Director or officer for the time being of the Society shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or employee.

### **23.2 Indemnity**

23.2.1 Subject to the Act, the Society shall indemnify a Director or officer, a former Director or officer, or a person who acts or acted at the Association's request and their heirs, executors, administrators and other legal representatives for and against:

23.2.2 Any liability and all costs, charges and expenses that they sustain or incur in respect to any action, suit or proceeding that is proposed or commenced against them for or in respect for anything done or permitted by them in respect for the execution of the duties of their office; and

23.2.3 All other costs, charges and expenses that they sustain or incur in respect to the affairs of the Society, except where such liability relates to the failure to act honestly and in good faith with a view to the best interests of the Society.

## **24 AMENDMENTS TO THE BYLAWS**

All amendments:

- The Bylaws may be rescinded, altered or added to by a “Special Resolution”.
- Shall be approved by the Alberta’s Society’s Registry before they are in practice.
- Must be ratified by the Membership at the AGM \*\* A Special Resolution\*\*
- Must be submitted with the T3010 Form (Annual Charity Form)
- Are to be stored electronically by the administration of Autism Society of the RMWB.

## **25 DISSOLUTION CLAUSE**

25.1 After the Society is dissolved and all its debts are paid, its remanding property will be distributed or disposed of to Autism Society Alberta 891015190 RR0001 as defined in subsection 149.1 (1).



## **APPENDIX A: BOARD MEMBER ROLES**

### **PRESIDENT**

Term is TWO (2) years from AGM to AGM. The position must be staggered from the Vice President and Treasurer. There is no limit on the number of terms a President can serve.

The President shall:

- Chair the AGM as well as any and all meeting of the Autism Society of the RMWB Board of Directors.
- Review and sign documents as required.
- Make reports and recommendations to the Board of Directors and the Organization.
- Represent the organization at media related affairs.
- Make recommendations for future Board of Director members.
- Address complaints from the public and from the Society staff.
- Ensure succession planning.
- Be the liaison between the Executive Director/Program Director/Development Officer and the Board.
- Create the agenda for Board Meeting and the AGM.
- Hold meetings with the Executive Director//Program Director/Development Officer regularly to discuss any and all issues regarding the Society.
- Conduct the Executive Director/Program Director/Development Officer performance evaluation.
- Volunteer and fundraise commitments.

### **VICE PRESIDENT**

Term is TWO (2) years from AGM to AGM. The position must be staggered from the President and Secretary. There is no limit on the number of terms a Vice President can serve.

Vice President shall:

- Perform the duties of the President in their absence.

- Assist the President with the overseeing of the Organization.
- Acts as a social liaison, promoting the relationship between The Board of Directors and the Organization's members and staff.
- Assume the position of President upon resignation of the Board President.
- Conduct an annual evaluation process of the Board of Directors.
- Volunteer and fundraise commitments.

## **SECRETARY**

Term is TWO (2) years from AGM to AGM. There is no limit on the number of terms a Secretary can serve.

The Secretary shall:

- Take meeting minutes during regular Board meetings as well as at the AGM
- Type and submit for approval to the President both the Board and AGM meeting minutes.
- Ensure that an adequate archive of all meeting minutes is kept so that it may be reviewed if necessary.
- Volunteer and fundraise commitments.

## **TREASURER**

Term is TWO (2) years from AGM to AGM. There is no limit on the number of terms a Treasurer can serve.

The Treasurer shall:

For the Following the Treasure will oversee a designate (Financial Administration) or themselves:

- Review bank statements and credit card statements and reconcile both documents.
- Review bank deposits.
- Review and sign cheques with back-up documentation.

- Prepare and present monthly reports to the Board including the Statement of the Financial Position, Statement of Revenues over Expenses and any other reports necessary to disclose the assets, liabilities, revenue and expenditures of the organization.
- Arrange and assist with documents needed for yearly audit with Chartered Professional Accountant.
- Bring forth the name(s) of a Chartered Professional Accountant to be voted and approved at the yearly AGM.
- Present comprehensive financial statement and audit findings at the AGM.
- Volunteer and fundraise commitments.

### **OFFICERS AND MEMBERS AT LARGE**

Term is ONE (1) year from AGM to AGM. There is no limit on the number of terms an Officer or Member at Large can serve.

The Officer(s) and Member(s) at Large shall:

- Meet the criteria for Board Membership as outlined within the Board Policy Manual.
- Attend and actively participate in regular meetings of the Board and the AGM.
- Promote the Autism Society of the RMWB in the community in a positive manner.
- Volunteer and fundraise commitments.

### **COMMITTEES OF THE BOARD**

- The Fundraising Committee shall be the only Standing Committee of the Board of Directors. Its purpose shall be the organization of events with the purpose of raising funds to support the operations of the Autism Society of the RMWB.
- Membership on the Fundraising Committee shall consist of Members of the Board of Directors, the Executive Director, as well as any external community members with an interest in advancing in the values, mission and vision of the Autism Society of the RMWB.
- The Position of Chair shall be held by a current Board Member.
- Membership on the Fundraising Committee shall be approved by a majority vote of the Board of Directors. Membership on the Fundraising committee can be immediately revoked through a majority vote of the Board of Directors.

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- The Fundraising Committee does not have the ability to independently authorize the spending of money or commission of services. The Fundraising Committee will operate according to a budget approved by the Board of Directors and all financial transactions will flow through the administration of the Autism Society of the RMWB.
- All actions of the Fundraising Committee will be subject to the approval of the Executive Director and/or Board of Directors. A monthly report on all activities of the Fundraising Committee shall be submitted to the Board of Directors by the Fundraising Committee Chair.
- The Fundraising Committee shall abide by all policies and procedures determined by the Autism Society of the RMWB.

**26 MISCELLANEOUS**

**26.1 Effective Date**

These amended Articles shall be effective as of the \_\_\_th day of \_\_\_\_\_, 2020 which is the date on which the special resolution attached hereto and forming part of these Articles was passed as required by the Act.

**ENACTED ON \_\_\_\_\_, 2020**

**PRESIDENT**

**VICE-PRESIDENT**





Printed Name: Corinna Pitzel-O'Hanley

Printed Name: Gerrie-Ann Fielder