

# Foundation Bylaws

Alberta Elks Foundation



**REACHING OUT TO OTHERS**

## **1. Preamble**

This society having been formed on May 3, 1972, at the City of Red Deer in the Province of Alberta, shall be known as the “Alberta Elks Foundation” (hereinafter referred to as “The Foundation”), and is a charitable companion society of the “Alberta Elks Association” (hereafter referred to as “The Association”) incorporated January 2, 2001, in the Province of Alberta and is part of the Elks of Canada, incorporated May 16, 1913, by Act 3-4 George V c.110 as amended.

## **2. Statement of non-profit**

2.1 The Foundation business shall be carried on without purpose of gain for its members and any profits or other gain to The Foundation shall be used in promoting its objectives.

## **3. Laws**

3.1 The laws and regulations of the jurisdictions in which The Foundation conducts operations shall govern the Foundation.

## **4. Definitions and Interpretation**

4.1 Where used in these By-laws and the context permits, word importing the masculine gender includes the feminine gender and the singular includes the plural and vice versa.

4.2 “The Association” means the Alberta Elks Association

4.3 “Board”, “Trustees” or “Board of Trustees” shall mean the Board of Directors of The Foundation.

4.4 “Chair” shall mean President of The Foundation

4.5 “Vice-Chair” shall mean Vice President of The Foundation

4.6 “Special Resolution” has the meaning ascribed to it by The Societies Act.

4.7 All other terms used throughout this By-law shall bear meanings as defined in the Constitution and By-laws of the Elks of Canada.

4.8 Audit means to Audit or to conduct a Financial Review Engagement as determined from year to year.

## **5. Seal**

- 5.1 The Foundation Seal shall contain an Elk's head in the centre and the words "The Alberta Elks Foundation Corporate Seal".
- 5.2 The Foundation Seal shall be kept in the custody of the Secretary Treasurer.

## **6. Membership**

The Foundation shall be a representative body of Elks and Royal Purple ELKS, composed of the members of all Lodges within the jurisdiction of The Associations.

## **7. Voting Privileges**

- 7.1 At all Annual General Meetings of The Foundation, attendance, representation and voting privileges shall be extended to all members of The Foundation.
- 7.2 Voting by proxy is not allowed.

## **8. Withdrawal or Expulsion of members of Lodges**

- 8.1 Upon a member being suspended or expelled, or a Lodge surrendering or forfeiting its' Charter, the member, or members of the Lodge, as the case may be, shall no longer be members of The Foundation, and the provisions of the "Constitution and By-Laws of the Elks of Canada" shall govern withdrawal or expulsion from The Foundation.

## **9. Annual Meeting**

- 9.1 The Annual General Meeting of The Foundation shall take place at the same location as the Annual Conference of The Association and shall be a separate meeting to occur at a time convenient to the President of The Association and the Chair of The Foundation.
- 9.2 Notice in writing shall be sent to each Lodge by ordinary mail and/or e-mail at least Sixty (60) days prior to the date of the meeting.
- 9.3 Twenty-five (25) voting members in good standing shall constitute a quorum, at least two of who must be Trustees.
- 9.4 At each Annual Conference, The Foundation shall contribute charitable assistance, as defined in Regulation 8.1, to a qualified individual, organisation or society as designated by the Host Lodge of that meeting.

## **10. Special Meetings**

- 10.1 Special meetings may be called by the Chair of the Board of Trustees of The Foundation or by request of no less than 10 Lodges of whose membership no less than 10% of each Lodge having signed a petition for that purpose and forwarded it to The Foundation Secretary-Treasurer and, in all cases, the purpose of the special meeting shall be stated.
- 10.2 The Foundation Secretary-Treasurer shall give notice of a special meeting within 60 days of the date of receipt of a proper petition.
- 10.3 The Foundation Secretary-Treasurer shall forthwith give all Lodges no less than 30 days written notice of such special meeting, and its purpose. All Lodge Secretaries, upon receipt of such notice, shall cause it to be read at the next regular or special meeting of the Lodge.
- 10.4 The business of a special meeting shall be restricted to that for which the special meeting was called, and all voting at such meeting shall be by secret ballot.
- 10.5 Twenty-five (25) voting members in good standing shall constitute a quorum, at least two of who must be Trustees.

## **11. Rules of Order**

- 11.1 The “Constitution and Bylaws of the Elks of Canada” shall govern the Rules of Order of The Foundation.

## **12. Officers and Directors**

- 12.1 The Officers of The Foundation shall be a Chair, a Vice-Chair and a Secretary-Treasurer.
- 12.2 The Board of Trustees shall have Five (5) elected Trustees, all of who shall have voting privileges.
- 12.3 The Board of Trustees shall consist of Five (5) members elected annually from the membership of The Alberta Elks Association at the Alberta Elks Association Conference as well as the 1<sup>st</sup> Vice President of the Alberta Elks Association. All Trustees shall be members in good standing of the Association. No Trustee shall serve more than three (3) consecutive terms.
- 12.4 The Board of Trustees shall elect the Foundation Chair and Vice-Chair from its membership annually at its first meeting.
  - 12.4.1 The Board of Trustees, at its first meeting, shall appoint the Foundation Secretary-Treasurer annually. The term of office of the Foundation Secretary-Treasurer shall not exceed a maximum of five consecutive years. Notwithstanding the maximum five-year restriction, the Board of Trustees shall maintain the authority to appoint a Foundation Secretary-Treasurer for a one year term.

- 12.4.2 The Secretary-Treasurer shall receive an annual honorarium from The Foundation, which shall be established annually, by the Board of Trustees at the Annual Meeting and approved in the Annual Budget by the Membership. This honorarium shall be payable monthly.
- 12.4.3 The Directors and other Officers shall not be entitled to any remuneration for so acting. All Directors and Officers may be reimbursed for their out-of-pocket expenses while attending to the business of The Foundation, if the Board approves such expenses.
- 12.5 The Board of Directors may, by resolution, remove any Director or officer before the expiration of their term of office, for just cause, and elect any person in their stead for the remainder of his term.

### **13. Duties and Powers of the Board of Trustees**

#### **13.1 Duties - Board of Trustees**

The Board of Trustees shall:

- 13.1.1 During the interim between meetings of The Foundation, take general charge of its property and the direction of its affairs, and shall be the governing body of The Foundation and shall perform such other duties as may be necessary to protect the interests and promote the objectives of The Foundation.
- 13.1.2 Have control of the finances of The Foundation and recommend ways and means for raising funds to defray the expenses of The Foundation and set aside the same, when received, for payment of such demands as are properly chargeable to it, and shall report all its acts to the next Annual Meeting.
- 13.1.3 Devise a system of financial accounting to safeguard, promote and protect the interests and welfare of The Foundation.
- 13.1.4 Be responsible for assessing the validity of all bills or accounts that have been paid from the funds of The Foundation.
- 13.1.5 Ensure that a satisfactory bond has been obtained on the Secretary-Treasurer and other members handling Foundation funds.
- 13.1.6 Submit a report to the Annual Meeting of its activities during the term of office and a Financial Report for the twelve-month period of April 1st to March 31st inclusive.

- 13.1.7 During the Annual Meeting introduce a bill known as the Budget, making appropriations in respect to each of the several objects for which The Foundation has to provide out of the moneys found to be in the Treasury and estimated to be coming in during the current twelve-month period of their fiscal year.
- 13.1.8 Have general authority over all funds and property belonging to or handled by The Foundation.
- 13.1.9 Receive, examine, consider and review all applications for grants from The Foundation and, where required, shall submit them to the Annual Meeting with its recommendations.

### **13.2 Powers of Board of Trustees**

The Board of Trustees shall have and exercise the following powers:

- 13.2.1 To prescribe forms and regulation governing all applications for grants from The Foundation.
- 13.2.2 To receive, examine, consider and review all applications for grants, not exceeding the sum of \$2,000.00, and, in its discretion, to award the grant, refuse it, or refer it to the Annual General Meeting with comments and recommendations.
- 13.2.3 To prescribe forms and regulations governing all applications for, and payment of, expense of administration of The Foundation, not to exceed the maximum permitted herein.
- 13.2.4 To administer separate bank accounts designated for Special Projects.

### **13.3 Indemnity**

- 13.3.1 Every Director of the Society shall be deemed to have assumed office on the express understanding, agreement and condition that every Director of the Society and their heirs, executors and administrators and estate and effects respectively shall from time to time and at all times be indemnified and saved harmless out of the funds of the Society from and against all such costs, charges and expenses whatsoever which such Director sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against them for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by them or any other Director or Directors in or about the execution of the duties of their office, and also from and against all other costs, charges and expenses which they sustains or incurs in or about or in relation to the affairs thereof except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

#### **13.4 Duties of the Chair**

13.4.1 The Chair shall be ex-officio a member of all Committees. They may, when present, preside at all meetings of The Foundation and of the Board. In their absence, the Vice-Chair shall preside at any such meetings, and in the absence of both, a chair may be elected by the meeting to preside thereat.

#### **13.5 Duties of the Secretary-Treasurer**

The Secretary-Treasurer shall

- 13.5.1 Deliver a sufficient bond in the amount required by The Foundation as provided by Regulations before entering upon the duties of the office of the Secretary-Treasurer.
- 13.5.2 Devote as much time to the duties of the office as is required to properly carry out their duties, either personally or by those authorised to do so and directed by them.
- 13.5.3 Keep a true record of the proceedings of the Annual Meeting and all the meetings of the Board of Trustees and make sure that such records are accurate and complete.
- 13.5.4 Have charge of all records, books, and papers, documents of The Foundation under the direction of the Board of Trustees.
- 13.5.5 Be the custodian of all titles, deeds and other evidences of titles, or liens, and insurance policies and documents of The Foundation.
- 13.5.6 Affix the seal of The Foundation on all official or formal documents, orders, reports, and legal documents issued by the Foundation.
- 13.5.7 Receive and give a receipt of all moneys of The Foundation and deposit the same immediately in a bank designated by the Board of Trustees for that purpose. At the same time, shall keep an accurate account of the receipts and expenditures of The Foundation and so classify and arrange the same that the condition of any funds at any time may be ascertainable.
- 13.5.8 To present a printed, itemised report to each Annual General Meeting showing all receipts and expenditures for the current year. It shall contain all such statistical information as may be essential for the guidance of The Foundation in its work. It shall be printed in sufficient numbers to furnish each delegate attending with a copy. A copy shall be circulated to the Secretary of every Lodge of The Foundation.
- 13.5.9 Be responsible for the hiring of personnel or tendering for outside services for the purpose of carrying out the duties and responsibilities of their office and providing detailed reports when requested to do so at the Annual Meeting or by the Board Trustees.

- 13.5.10 All reports, documents, papers, copies recommendations or other matter to the Elks of Canada which The Foundation is required to furnish to Grand Lodge and to any level of government as and when required.

#### **14. Meetings of the Board**

The Board of Trustees shall meet at the joint call of the Chair and The Foundation Secretary-Treasurer. Four members of the Board of Trustees shall constitute a quorum.

#### **15. Fund Designation**

- 15.1 The funds of The Foundation shall promptly be deposited in The Foundation General Account when received and shall be paid out only upon due authority given by the Board of Trustees, or by The Foundation at the Annual General Meeting of The Foundation, provided however, that the Board of Trustees may, upon the recommendation of The Foundation Secretary-Treasurer, authorise the placement of funds in interest bearing term deposits, bonds or other legally authorized trust investments of a like nature from time to time as the Board may deem advisable.
- 15.2 The annual costs of administration of The Foundation shall not exceed 10 percent of the gross revenue for that fiscal year.

#### **16. Borrowing Powers**

- 16.1 For the purpose of carrying out its objectives, the Foundation may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the Foundation, and in no case shall debentures be issued without the sanction of a special resolution of the Foundation.

#### **17. Audit**

- 17.1 The Auditors of The Alberta Elks Association, as appointed at each Annual Conference of The Association, shall be the auditors of The Foundation. They shall be responsible for conducting an Annual Audit or Review Engagement of all books and financial statements of The Foundation for the period April 1 to March 31, inclusive, of the ensuing year. Such audit is to be completed and reported at the next Annual General Meeting of the Foundation.



17.2 The books and records of The Foundation may be inspected by any member of The Foundation at the Annual General Meeting provided for herein or at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same. Each member of the Board shall at all times have access to such books and records.

## **18. Amendments**

18.1 Proposed amendments to these By-Laws shall be presented in writing and referred to the Judiciary Committee of The Association which shall review prior to presentation to the members at any Annual General Meeting.

18.2 Notice in writing of proposed amendments shall be given to all Lodges 30 days prior to the first day of the Annual or special meeting at which the motion is to be considered.

18.3 Notice of motion may be waived if the resolution or motion properly presented otherwise receives the two-thirds majority approval of the delegates at the meeting.

18.4 A three-quarter majority shall be required to approve any amendments to these By-Laws.

18.5 The by-laws may be rescinded, altered or added to by a "Special Resolution" but the resolution does not take effect until the Registrar of Corporations has approved and registered it.

## **19. Execution of Documents**

19.1 Any two (2) members of the Board of Trustees shall sign deeds, transfers, leases, contracts and other engagements on behalf of The Foundation and the Secretary shall affix the seal of the Foundation to such instruments.

## **20. Demise of The Foundation**

20.1 In the event of dissolution, all remaining assets will be given to a registered Canadian charity or another qualified donee described in the current edition of the Income Tax Act.

## **21. Transitional**

21.1 These By-Laws shall come into effect upon passage by the members of The Foundation at an Annual General Meeting upon approval by Executive of The Elks of Canada and upon registration under the Societies Act whichever event shall last occur, and until such time, The Foundation shall be governed by the previous By-laws.

21.2 Upon all conditions expressed in Section 21.1 being met, all previous By-Laws shall be and the same hereby are rescinded.