

Foundation Bylaws

Alberta Elks Foundation



REACHING OUT TO OTHERS

Revised by Resolution - June 3, 2022
Approved Elks of Canada – October 27, 2022
Approved Alberta Corporate Affairs – December 8, 2022

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 implying 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 of Alberta.

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.

4.9 “AGM” means The Annual General Meeting of the Foundation which may be held with the Association AGM/Conference and will include but not be limited to the Election of Trustees and any other requirement as set out in the Societies Act of Alberta.

5. Seal

- 5.1 The Foundation Seal shall contain the words “The Alberta Elks Foundation Corporate Seal”.
- 5.2 The Foundation Seal shall be kept in the custody of the Secretary Treasurer.
- 5.3 The seal shall be used on all official or formal documents, orders, reports, and legal documents issued by the Foundation.
- 5.4 The Chair, Vice-Chair, along with the Secretary Treasurer, shall be signing officers of the Foundation for all deeds, transfers, leases contracts on behalf of the Foundation and the Secretary shall affix the seal of the Foundation to such instruments.

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 Alberta Elks Association.

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.
- 8.2 Notwithstanding, a member of a Lodge surrendering its Charter may choose to transfer to another Lodge or become a “Member at Large” of Grand Lodge and shall be granted the privileges of a member of the Foundation upon remitting the annual per member fee to the Association.

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 call a special meeting within sixty (60) days of the date of receipt of a proper petition on a date and at a time and location to be designated by the Foundation Executive.
- 10.3 Upon receipt of a proper petition, the Foundation Secretary Treasurer shall forthwith give all Lodges within the jurisdiction of the Association a written notice of the date, time and location of the Special Meeting and its purpose no less than thirty (30) days prior to the date of the Special Meeting, and 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 representing ten (10) Lodges, including a minimum of three (3) Officers of the Foundation, shall constitute a quorum.

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 whom shall have voting privileges. With the exception of the 1st Vice of the Association, other voting members that currently sit on the Association Executive shall not be eligible to stand for election to the Foundation Executive.
- 12.3 A quorum shall consist of 4 voting members of the Foundation.
- 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 Board of Trustees shall not be entitled to any remuneration for so acting. All Board of Trustees 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 President of the Association shall be deemed ex-officio nonvoting member of the board.

12.6 The Foundation Executive may, by a vote with three-fourths (3/4) majority, suspend any Trustee before the expiration of their term of office for conduct unbecoming of their office or dereliction of duties. The position of the suspended Trustee shall remain vacant until the election at the next AGM.

13. Indemnity

13.1 Every Trustee of the Society shall be deemed to have assumed office on the express understanding, agreement and condition that every Trustee 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 Foundation from and against all such costs, charges and expenses whatsoever which such Trustees 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 Trustee 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.

14. Chair

14.1 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.

15. Meetings of the Board

15.1 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.

16. Fund Designation

- 16.1 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, authorize 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.
- 16.2 The annual costs of administration of The Foundation shall not exceed 15 percent of the gross revenue for that fiscal year.

17. Borrowing Powers

- 17.1 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.

18. Audit

- 18.1 The Foundation shall, at each Annual General Meeting, with the recommendation of the Association Finance Committee, nominate and elect a Chartered Accounting firm to be responsible for conducting an Annual 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 to be completed and reported to the next AGM.
- 18.2 Should a nomination of a firm to do the Audit come from the floor of the Conference, it shall include the full name and contact information of the proposed Audit/firm and a letter from the proposed Auditor/firm stating interest in doing the Audit and a quote on the fee.
- 18.3 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.

19. Amendments

- 19.1 Amendments of these Bylaws shall be presented in writing to any AGM and shall be referred to the Judiciary Committee. The Committee shall make a report thereto the Foundation as soon as practicable, and before adjournment, and such amendments shall be considered under "Special Order" of business.
- 19.2 Notice in writing of proposed amendments shall be given to all Lodges thirty (30) days prior to the first day of the Annual or special meeting at which the motion is to be considered.

19.3 When resolutions or motions coming from the floor are properly presented at the AGM and receive the two-thirds (2/3) approval of the delegates at the meeting, the notice of motion may be waived.

19.4 A three-quarter (3/4) majority shall be required to approve any amendments to these By-Laws.

19.5 The Bylaws 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.

20. Execution of Documents

20.1 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.

21. Dissolution of The Foundation

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

22. Transitional

22.1 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.

22.2 Upon all conditions expressed above being met, all previous By-Laws shall be and the same hereby are rescinded.