

OBJECTS OF JEWISH FAMILY SERVICES
Adopted by the members at the Annual General Meeting March 2008

OBJECTS

The principal objects of Jewish Family Services are:

1. to promote the well-being of residents of the Edmonton region by offering counselling, support, educational, settlement, referral, relief and like services;
2. to collaborate with other service providers in advancing the mission of Jewish Family Services; and
3. to provide and promote services that address the needs of Jewish people in culturally appropriate and responsive ways.

BYLAWS OF JEWISH FAMILY SERVICES
Adopted by the members at the General Meeting 04 March 2008

ARTICLE 1	NAME
------------------	-------------

The name of the Society shall be Jewish Family Services, hereinafter called the Agency.

ARTICLE 2	GEOGRAPHIC SCOPE
------------------	-------------------------

The operations of the Agency will be carried out in the Edmonton region in the Province of Alberta, defined as the City of Edmonton, the Counties of Lamont, Leduc, Parkland, Strathcona, and Sturgeon, and all municipalities within the outer boundaries of those counties.

ARTICLE 3	SEAL
------------------	-------------

- 3.1. The seal of the Agency shall read "Jewish Family Services Edmonton Alberta." It shall be in the custody of the Executive Director and shall be kept in the office of the Executive Director.
- 3.2. Only the President of the Agency or the Executive Director shall use the seal.

ARTICLE 4	MEMBERSHIP
------------------	-------------------

4.1. Regular Membership

A person may become a Regular Member of Jewish Family Services by indicating his/her desire to do so in writing or other verifiable form of communication to the offices of the Agency. Such membership shall expire only upon death or written withdrawal of the member. The Board of Directors may, from time to time, prescribe categories of memberships and membership fees.

4.2. Temporary Associate Membership

A person may be admitted as a Temporary Associate Member for a period not exceeding 60 days upon approval of the President or other person designated by the President. A Temporary Associate Member is not entitled to notice of any meeting or to vote on any question.

4.3. Resignation

Any member may resign his/her membership in the Agency at any time through a verifiable form of communication with Agency's office.

ARTICLE 5	BOARD OF DIRECTORS
------------------	---------------------------

5.1. Eligibility

Eligibility for election to the Board of Directors is open to Regular members of the Agency, except current employees and current contractors of the Agency.

5.2. Composition

5.2.1. The Board of Directors of the Agency shall consist of no fewer than 10 and no more than 18 members of the Agency elected or appointed according to the rules set forth herein, plus Honorary Directors, the immediate Past President (if not an elected Director), and the Executive Director.

5.2.2. Honorary Directors may be appointed by the membership at a General Meeting upon a recommendation of the Board of Directors. Only former Directors are eligible for appointment. There shall be no fixed limit to the number of Honorary Directors. Honorary Directors shall not be entitled to vote at meetings of the Board of Directors, nor to receive notice of meetings and mailings except upon request.

5.2.3. The Executive Director of the Agency is an *ex officio* non-voting member of the Board.

5.3. Selection

5.3.1. Elections to the Board of Directors shall be held at a General Meeting.

5.3.2. The Nominations Committee shall prepare a slate for presentation at a General Meeting. Any nominations from Agency members must be submitted at least 30 days before the General Meeting for consideration by the Nominations Committee.

5.3.3. Nominations from the floor shall not be accepted.

5.3.4. The Board of Directors has the authority to fill vacancies between General Meetings by temporary appointment. The appointment expires at the next General Meeting, where a Director thus appointed is eligible for nomination and election. An appointed Director has all the powers of an elected Director.

5.4. Term of Office

5.4.1. Directors shall be elected for terms of 2 years.

5.4.2. A Director shall serve no longer than 4 consecutive terms, exclusive of periods served in a temporary appointment or as Past President when not an elected Director. He/she is newly eligible for nomination after an absence from the Board of 1 year.

5.5. Meetings and Voting

5.5.1. Regular meetings of the Board of Directors shall be held no fewer than 4 times a year and shall be called by the President or the Vice-President in his/her absence.

5.5.2. At all meetings of the Board of Directors a quorum shall consist of 50% of the Directors who are eligible to vote.

5.5.3. Each elected Director and temporary appointee (see 5.3.4 above), plus the Past President (whether or not an elected Director), shall have one vote. The President, or the presiding officer acting in the President's place, shall vote only to break a tie or on a motion requiring more than a simple majority for approval.

5.5.4. Board meetings may be called by the President with at least 14 days notice. Minimum notice may be waived with the consent of 2/3 of the Directors.

5.5.5. Meetings may be held by teleconference or videoconference.

5.6. Powers

The Board of Directors, for the purpose of carrying out objectives of the Agency as stated in these Bylaws, shall have the power to:

- 5.6.1. delegate any powers of an operational or management nature to the Executive Director;
- 5.6.2. enact policies or make decisions related to the Agency's ends, the governance process, Executive limitations, and the Board-Executive Director relationship;
- 5.6.3. authorize the borrowing, raising, or securing of money, or obtaining the payment of money, except that in no case shall debentures be issued without the sanction of a Special Resolution;
- 5.6.4. acquire lands or buildings by purchase or otherwise, and to erect or otherwise provide a building or buildings, except that all transactions over \$50,000 shall require the sanction of a Special Resolution;
- 5.6.5. sell, lease, mortgage, dispose of, or otherwise deal with the lands and buildings of the Agency, except that all transactions over \$50,000 shall require the sanction of a Special Resolution; and
- 5.6.6. hire, suspend, or dismiss the Executive Director; however, a motion to take any such action shall require a 2/3 majority vote.

5.7. Remuneration

No remuneration for services rendered shall be provided to any member of the Board of Directors except for the Executive Director; however, reimbursement may be made for duly authorized expenses.

5.8. Resignation

A Director may resign through written communication with the President.

5.9. Removal

- 5.9.1. A Director may, by a vote of a 2/3 majority of the Directors, be removed for any action deemed to be prejudicial to the Agency. Notice of intention to make such a motion shall be delivered in writing to all Directors, including the Director in question. The matter shall come before a Board meeting no earlier than 14 days after the date of sending of such notice.
- 5.9.2. Any Director who, without notice, fails to attend 3 consecutive meetings of the Board may be deemed to have resigned.

ARTICLE 6	OFFICERS
------------------	-----------------

6.1. Election of Officers

The Nominating Committee shall prepare a slate of Officers, excluding Past President, for election at the first meeting of the Board of Directors following a General Meeting. Those Officers shall retain office until the next General Meeting of the Agency.

- 6.1.1. The Board shall elect a President, Vice-President, and Treasurer.
- 6.1.2. The Board shall elect a Secretary or appoint the Executive Director to fulfill the role.
- 6.1.3. Immediately upon a President leaving office, he/she shall become the Past President and remain in that office until a new president has been elected.

6.2. Duties of Officers

- 6.2.1. The President shall preside at all meetings of the Board, General Meetings, and Special Meetings. In the absence of the President, the Vice-President shall preside; in the absence of both, a Chair shall be elected for that particular meeting. The President may not be a member of the Nominating Committee but is a member *ex officio* of all other committees. The President shall have other duties as the Board determines.
- 6.2.2. The Vice-President shall be in charge in the absence of the President and shall conduct such business of the Agency as required in the absence of the President. The Vice-President shall have other duties as the Board determines.
- 6.2.3. The Treasurer shall be responsible for general supervision of financial operations of the Agency, present financial reports to the Board of Directors, and ensure that funds are deposited in an approved financial institution. He/she shall ensure that the funds and assets of the Agency are properly accounted for. The Treasurer shall have other duties as the Board determines.
- 6.2.4. The Secretary shall ensure that all minutes of the Board of Directors' meetings, General Meetings and Special Meetings are properly recorded. The Secretary shall ensure the safe custody of the minutes for the current year, and shall turn over these minutes to the Archives of the Agency on the completion of his/her term of office. The Secretary shall ensure that a copy of the Agency's Bylaws and official minutes are available for reference at all meetings. The Secretary shall have other duties as the Board determines.
- 6.2.5. The Past President shall endeavor to offer advice and guidance to the Board and assume specific tasks as requested by the President.

6.3. Honorary Officers

Honorary Officers of Jewish Family Services may be appointed by the membership at a General Meeting upon the recommendation of the Board of Directors to recognize a special contribution to the work of the Agency. Any member of former member of the Agency is eligible for appointment. Honorary Officers shall not be entitled to vote at meetings of the Board of Directors.

6.4. Remuneration, Resignation and Removal of Officers

Sections 5.7, 5.8 and 5.9 shall apply to the remuneration, resignation and removal of Officers.

ARTICLE 7	COMMITTEES
------------------	-------------------

7.1. Standing Committees

The Board shall have at all times the following standing committees: Nominating Committee, Finance Committee, and Executive Director Evaluation Committee. Notwithstanding the requirements for committee composition specified below, the Chair, at his/her discretion, may appoint other members of the Agency to any standing or *ad hoc* committee which it has created.

7.2. Standing Committee Responsibilities

7.2.1. The Nominating Committee shall comprise a Chair who is a Director and at least 2 other Directors, except the President, and shall assume responsibilities as set forth in these Bylaws.

7.2.2. The Treasurer shall be the Chair of the Finance Committee. The Finance Committee shall comprise the Chair and at least 2 other Directors. The Committee shall be responsible for overseeing the financial operations of the Agency, including the review of budgets and financial statements and the recommendation of an auditor.

7.2.3. The Executive Director Evaluation Committee shall comprise a Chair who is a Director and at least 2 other Directors. The responsibilities of the Committee shall include monitoring the Executive Director's performance with respect to the accomplishment of the Board's Ends policies and compliance with the Executive Limitations policies, and making recommendations for compensation.

7.3. Additional Committees

The Board of Directors shall have the power to create, at its discretion, other committees deemed necessary to carry out the objects of the Agency. Members of these committees shall be appointed by the President.

ARTICLE 8	FINANCE AND RECORDS
------------------	----------------------------

8.1. Audit

The books of the Agency shall be audited annually by a duly qualified accountant who will present the Audited Financial Statements to the General Meeting for ratification. The Auditor shall be appointed at each General Meeting, notwithstanding that the General Meeting may delegate this power to the Board in any given year.

8.2. Fiscal Year

The fiscal year of the Agency shall be determined by the Board of Directors.

8.3. Signing Officers

The Executive Director, President and Treasurer, and such additional Directors as the Board appoints, shall have signing authority for financial and legal matters, subject to any regulation prescribed by the Board.

8.4. Preparation and Custody of Books and Records

The preparation and custody of the minutes of proceedings of meetings of the society and of the directors, shall be the responsibility of the Secretary during any current year, and the responsibility of the Executive Director on an ongoing basis. The preparation and custody of all other books and records of the society shall be the responsibility of the Executive Director.

8.5. Inspection of Books and Records of the Agency

Every Director shall at all times have access to and the right of inspection of all books and records of the Agency, except that applicable laws which govern access to client and personnel records shall supercede the right stated herein. Other society members may exercise their right to inspect the books and records of the Agency, excluding client and personnel records, at a time and place determined by the Executive Director, by submitting a written request to the offices of the Agency, subject to the approval of the Board of Directors, which approval shall not be unreasonably withheld.

ARTICLE 9	MEETINGS
------------------	-----------------

9.1. General Meetings

There shall be one General Meeting of the Agency held annually not later than May 31 of each year. Twenty-five members shall constitute a quorum. Each member of the Agency shall have 1 vote and votes will be taken by a show of hands unless at least 3 members request a secret ballot.

9.2. Special Meetings

Special Meetings of the Agency shall be held at any time at the discretion of the President or when requested in writing by 10 members of the Board of Directors or upon the written request of at least 25 members of the Agency. Thirty members shall constitute a quorum. Each member of the Agency shall have 1 vote and votes will be taken by a show of hands unless at least 3 members request a secret ballot.

9.3. Special Resolutions

“Special Resolution” means a resolution passed at a General Meeting or a Special Meeting by a vote of not less than 3/4 of the members present and voting.

9.4. Notice of General or Special Meetings

Notice of all General and Special Meetings of the agency shall be given to members by email or postal mail and by general notices in community news media plus in other such manner as determined by the Board of Directors, at least 21 days prior to the date of the meeting.

ARTICLE 10	AMENDMENTS TO THE BYLAWS
-------------------	---------------------------------

These Bylaws may be rescinded, altered or added to only by a Special Resolution.

ARTICLE 11	PREVIOUS BYLAWS
-------------------	------------------------

All previous Bylaws of the Agency are hereby rescinded.

ARTICLE 12	RULES OF ORDER
-------------------	-----------------------

Robert’s “Rules of Order” (current edition) shall govern all points of order not contained in these Bylaws and in any amendments thereto, or in any rules or regulations which hereinafter may be adopted by the Agency.

ARTICLE 13	DISSOLUTION
-------------------	--------------------

Upon the dissolution and winding up of the Agency, any assets remaining after payment and satisfaction of the debts and liabilities thereof shall be transferred to one or more recognized charitable organizations in Canada having similar objectives.