

JEWISH FAMILY SERVICES

BY-LAWS

Adopted by the members at the General Meeting 04 March 2008
Amended by the members at the General Meeting 22 March 2011
Amended by the members at the General Meeting 26 March 2015
Amended by the members at the General Meeting 17 March 2022
Amended by the members at the General Meeting 30 November 2022

Commented [S11]: Note: requirements for bylaws are set out in section 9(4) of the Societies Act and we are compliant.

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-Chair of the Agency or the Executive Director shall use the seal.

ARTICLE 4 MEMBERSHIP

4.1. Regular Membership

- 4.1.1. Regular individual membership in Jewish Family Services shall be for a period of one year, renewable indefinitely.
- 4.1.2. The membership year shall be January 1 to December 31. A membership subscribed after September 1 shall be deemed to remain valid until December 31 of the following year.
- 4.1.3. The Board of Directors may, from time to time, prescribe membership fees and additional categories of members, including lifetime membership.
- 4.1.4. A person may become a regular individual member by indicating his/her desire to do so in writing or other verifiable form of communication to the offices of the Agency and paying the current annual fee, if any such fee is prescribed.
- 4.1.5. An individual donor to Jewish Family Services will automatically be subscribed as a member ~~when his/her cumulative donations during the year reach the annual fee established by the Board~~.
- 4.1.6. Regular Members are entitled to notice of meetings by way of publication of such notices in general community publications which they are likely to see, and on the Agency web site. Members are entitled to vote at General Meetings and to receive periodic updates on the work of the Agency.

~~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.~~

Commented [S12]: I think we can remove this.

~~4.3.4.2. 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 ~~40-6~~ and no more than ~~48-14~~ members of the Agency elected or appointed according to the rules set forth herein, plus Honorary Directors, the immediate Past ~~President-Chair~~ (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* 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~~Board of Directors shall prepare a slate for presentation at a General Meeting. Any nominations from Agency members must be submitted at least ~~30-21~~ days before the General Meeting for consideration ~~by the Nominations Committee.~~

Commented [S13]: I changed this requirement to make it consistent with the notice for a General or Special Meeting. See 9.4.

~~5.3.3. Nominations from the floor shall be accepted, providing such nominees are present and give consent to being nominated.~~

~~5.3.4.5.3.3.~~ 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 beginning and ending at the rise of General Meeting where they are elected or when their terms expire.

5.4.2. A Director shall serve no longer than 4 consecutive terms, except as noted in 5.4.3. below, exclusive of periods served in a temporary appointment or as Past ~~President-Chair~~ when not an elected Director. He/she is newly eligible for nomination after an absence from the Board of 1 year.

5.4.3. A Board member who is completing 4 consecutive terms, and who has been elected to an Officer position prior to the General Meeting where directors are being elected, shall be eligible for re-election to an additional term. Up to 2 additional terms may be served in this manner.

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-Chair~~ or the ~~President-Chair~~. Elect 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, including the ~~PresidentChair~~, Co-~~Presidents-Chairs~~ if they exist, and temporary appointees (see 5.3.4 above), plus the Past ~~President-Chair~~ (whether or not an elected Director), shall have one vote. The Executive Director shall not have a vote.

5.5.4. Motions shall require a simple majority to pass, except where otherwise noted in these bylaws or required by law.

5.5.5. Board meetings may be called by the ~~President-Chair~~ with at least 14 days' notice. Minimum notice may be waived with the consent of 2/3 of the Directors. Failure of a member to receive notification of a meeting will not invalidate proceedings taken thereat.

5.5.6. Meetings may be held in person, by teleconference, video conference or email. Email meetings require proof of email motion and voting pathways to be attached to the email meeting minutes.

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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 by way of written communication with the PresidentChair.

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 Board shall elect among its members individuals to fill the offices of PresidentChair, ~~and Treasurer, Secretary, plus President-Elect~~ and ~~any~~ Vice PresidentChair offices which it has chosen to create. This election shall take place at the Board meeting most immediately prior to the General Meeting where directors are being elected. The offices will take effect ~~at the rise of the~~ immediately ~~after the subsequent~~ General Meeting. Those Officers shall retain office until the ~~rise-end~~ of the next General Meeting of the Agency, so long as they continue to be Board members ~~at a General Meetinguntil that time~~.

6.1.1. The Board may by ordinary resolution determine that two individuals may fill the office of PresidentChair as Co-~~Presidents-Chairs~~ by electing two members to jointly fill the office.

6.1.2. The Board may elect from time to time to institute the office of PresidentChair Elect. This office may additionally be assigned a specific portfolio. The title "Elect" signifies the intention to stand for election to PresidentChair when the current PresidentChair vacates the office. However, the incumbent is not obliged to do so, nor is the board obliged to elect the incumbent to the office of PresidentChair.

6.1.3. The Board may elect from time to time to institute one or more Vice PresidentChair offices with specific portfolios.

6.1.4. Immediately upon a PresidentChair leaving office, he/she shall become the Past PresidentChair and remain in that office until replaced by the following PresidentChair leaving office.

6.2. Duties of Officers

- 6.2.1. The ~~President Chair~~ shall preside at all meetings of the Board, General Meetings, and Special Meetings. In the absence of the ~~PresidentChair~~, the ~~Vice Chair or President Chair~~ Elect shall preside; in the absence of both, a Chair shall be elected for that particular meeting. The ~~President Chair may not be a member of the Nominating Committee but~~ is a member ex officio of all ~~other~~ committees of the Board. The ~~President Chair~~ shall have other duties as the Board determines.
- 6.2.2. The ~~Vice PresidentChair or Chair~~ Elect shall be in charge in the absence of the ~~President Chair~~ and shall conduct such business of the Agency as required in the absence of the ~~PresidentChair~~. The ~~President Chair~~ Elect and Vice ~~Presidents Chairs~~ that the Board has chosen to elect 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. The Executive Director may be appointed to the office of Secretary.
- 6.2.5. The ~~Past President Chair~~ shall endeavour to offer advice and guidance to the Board and assume specific tasks as requested by the ~~PresidentChair~~. The Past ~~President Chair~~ is eligible to be elected as a Co-~~PresidentChair~~.

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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 ~~PresidentChair~~, at his/her discretion, may appoint other members of the Agency to any standing or *ad hoc* committee which the Board 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.~~

~~7.2.2.7.2.1.~~ 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.

~~7.2.3.7.2.2.~~ 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 goals and policies and compliance with the Executive Limitations policies,~~ with any relevant 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 PresidentChair.

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, PresidentChair, 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.

Commented [S14]: Note: this is the reason we often have a board meeting immediately following the AGM.

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 supersede 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 six months after the audit of each fiscal year. Twenty 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.~~

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9.2. Special Meetings

Special Meetings of the Agency shall be held at any time at the discretion of the ~~President/Chair~~ or when requested in writing by ~~10-6~~ 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 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 75% 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. Failure of a member to receive notification of a meeting will not invalidate proceedings taken thereat.

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.

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Commented [S15]: Note this was changed to allow for the possibility that there may be as few as 6 directors.

Commented [S16]: Note: This is a requirement of the Societies Act, s. 1(d). This section states that notice for a special resolution should be 21 days. There are ways around this notice -- but they are not really advisable.

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