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# Drayton Area

COMMUNITY FOOD  
BANK SOCIETY

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Revised:  
May 22, 2025

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## DRAYTON AREA COMMUNITY FOOD BANK SOCIETY BY-LAWS

### Article I Name

- 1.1. The name of the Society shall be Drayton Area Community Food Bank Society.

### Article II Definitions

- 2.1 Act means the *Societies Act* (Alberta), as amended from time to time or any statutes substituted for it.
- 2.2 Society means the Drayton Area Community Food Bank Society, a society existing under the Act and governed by these By-laws.
- 2.3 Board means the Board of Directors of the Society.
- 2.4 Board Meeting means the regular meeting of the Board.
- 2.5 By-laws means the By-laws of the Society.
- 2.6 President means the President of the Board.
- 2.7 Closed Session means without the presence of any person except those persons entitled to vote on the issue.
- 2.8 Director means any person elected or appointed to the Board. This includes the immediate Past President.
- 2.9 Employee means any person performing duties in return for financial remuneration.
- 2.10 General Meeting means a meeting of the members of the Society.
- 2.11 In Attendance means that members or directors are either present at the meeting or remotely connected to the meeting by phone, computer, etc. If a member is remote, they must be able to both listen to proceedings and respond to or ask questions as required.
- 2.12 Majority Vote means a clear majority of those "in attendance" entitled to vote, specifically fifty-one (51.0%) percent. In calculating the percentages of required votes, all fractions shall be rounded up to a full vote, and blanks or abstentions shall not be used to lower the numbers required. All tie votes are defeated votes.
- 2.13 Past President means the immediate Past President of the Board.
- 2.14 Register of Members means a list of all the current voting members of the Drayton Area Community Food Bank Society. The secretary will manage this register
- 2.15 Registered Charity means a registered charity within the meaning of the Income Tax Act (Canada).

- 2.16 Registered Office means the address of the registered office for the Society as filed under the Act.
- 2.17 Special Resolution means a resolution:
- 2.17.1 Passed at a General Meeting of which not less than twenty-one (21) days notice specifying the intention to propose the resolution has been duly given; and by the vote of not less than seventy-five (75.0%) percent of those members who, if entitled to do so, vote in person or virtual platform.
- 2.18 Volunteer means any person performing a staff function voluntarily without financial remuneration.
- 2.19 Interpretations**  
The following rules of interpretation shall be applied in interpreting these By-Laws.
- 2.19.1 Singular and Plural: words indicating the singular number also include the plural and vice versa.
- 2.19.2 The masculine or feminine gender may be used interchangeably throughout. Wherever one gender is used, it shall be construed as meaning the other if the facts or context so require.
- 2.19.3 Persons: words imparting persons include individuals, corporations, partnerships, trusts, societies, associations, and unincorporated organizations.
- 2.19.4 Headings are for convenience only. They do not affect the interpretation of these By-laws.
- 2.19.5 Liberal Interpretation: These By-laws shall be interpreted and applied broadly and generously in a manner which adheres not only to the letter but also to the spirit of these By-Laws.

## **Article III Membership**

### **3.1. Types of Membership**

- 3.1.1. Full Member:
- 3.1.1.1. Is defined as a Member in Good Standing
- 3.1.2. Fills any volunteer role at the Food Bank
- 3.1.3. There are NO fees for membership.

### **3.2. Admission of Members**

- 3.2.1. Any member of the public who is at least eighteen (18) years of age, who has an interest in the vision of the Drayton Area Community Food Bank Society and

completes a volunteer application is eligible to become a member, subject to approval by two (2) Board members.

**3.3. Member in Good Standing**

3.3.1. A member is in good standing when the member is not suspended, subject to Article 3.5.2.

**3.4. Rights**

3.4.1. The interest, rights and responsibilities of a member are non-transferable.

3.4.2. All members in good standing are entitled to:

- (a) receive notice of General Meetings.
- (b) attend any General Meeting.
- (c) speak and vote at any General Meeting, following procedure outlined at the meeting; and
- (d) exercise any other rights or privileges given to members in these By-laws or under the Act.
- (e) be eligible to sit on the board.

**3.5. Termination of Membership**

3.5.1. Any member may resign from the Society by sending or delivering to the President or Secretary of the Board written or verbal notice to that effect. And duly recorded at the next board meeting.

3.5.2. The Board may suspend or expel any member from the membership who acts contrary to the best interests of the Society as at the sole discretion of the Board, for one or more of the following reasons:

- (a) if the Member has failed to abide by the Bylaws or Policies.
- (b) if the Member has been disloyal to the Society.
- (c) if the Member has disrupted meetings or functions of the Society; or
- (d) if the member has done anything to be judged to be harmful to the Society

3.5.3. In the event 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-one (21) 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.

## **Article IV Meetings**

### **4.1. Annual General Meeting**

- 4.1.1. The Society holds its Annual General Meeting no later than March 31 of each calendar year, in Drayton Valley, Alberta. The Board sets the place, day, and time of the meeting.
- 4.1.2. Notice of the meeting may be any of the following at least twenty-one (21) days before the Annual General Meeting, and any business requiring a Special Resolution.
  - 4.1.2.1. Notice of the meeting shall be given to all members and all members entitled to vote at the Annual General Meeting at the last known address not less than twenty-one (21) days before the meeting date. The date of the postmark or the electronic mail shall be considered the date of notice.
- 4.1.3. The Annual General Meeting shall deal with the following matters:
  - (a) adoption of the agenda.
  - (b) adoption of the minutes of the previous Annual General Meeting.
  - (c) consideration of reports, including the report from the President.
  - (d) adoption of the Financial Statement setting out the Society's income,
  - (e) disbursements, assets, liabilities, and the auditor's report.
  - (f) election of the Board; and
  - (g) consideration of any other matters properly brought before the meeting.
- 4.1.4. All resolutions shall be distributed to all members entitled to vote by electronic mail or general mail at least twenty-one (21) days before the vote. The date of the postmark or electronic mail shall be considered the date of distribution.

### **4.2. Special General Meeting**

- 4.2.1. A Special General Meeting may be called at any time:
  - 4.2.1.1. by a resolution of the Board to that effect; or
  - 4.2.1.2. upon the written request of one-third (1/3) or ten (10), whichever is greater, of the members entitled to vote at the time of the request. The request must state the reason and motion(s) intended to be submitted for the Special General Meeting.
- 4.2.1. A Special General Meeting must be held within thirty (30) days of being called.

- 4.2.2. Notice of the Special General meeting shall be sent by ordinary mail or by electronic mail at least twenty-one (21) days before the meeting to all Voting Members on the date of mailing. The date of the postmark or electronic mail shall be considered the date of the notice. The notice shall include the date, time, place, and resolutions.
- 4.2.3. Only the specific matters set out for the Special General Meeting shall be considered at that meeting.
- 4.2.4. Any Special General Meeting has the same voting method and quorum requirements as the Annual General Meeting (refer to 4.4.1 and 4.4.2).

#### **4.3. Proceedings at General Meetings (Annual and Special)**

- 4.3.1. All General Meetings are open to the public, however, those members entitled to vote at the meeting may elect to hold any portion of the meeting as a Closed Session to non-members.
- 4.3.2. The President chairs every General Meeting. The Vice President may be designated to chair in the President's absence.
  - 4.3.2.1. The President cancels the General Meeting if a quorum is not present within one-half (1/2) hour after the set time. If cancelled, the meeting is rescheduled for one (1) week later at the same time and place. If a quorum is not present within one-half (1/2) hour after the set time of the second meeting, the meeting will proceed with the Members entitled to vote in attendance.
  - 4.3.2.2. The President may adjourn a General Meeting upon a majority vote of those Voting Members in attendance and entitled to vote.
  - 4.3.2.3. Upon adjourning, a date, time, and place for reconvening the meeting shall be determined.
  - 4.3.2.4. No notice for the adjourned meeting is necessary if the General Meeting is adjourned for less than thirty (30) days.
  - 4.3.2.5. When a General Meeting is adjourned for more than thirty (30) days, the same notice as for the adjourned General Meeting must be given.

#### **4.4.1. Voting**

- 4.4.1.1. All Voting Members in good standing at the time of notice of the Annual or Special General Meeting shall be entitled to vote.
- 4.4.1.2. Each member is eligible to vote on items at any Annual or Special General Meeting, following procedures outlined at that meeting.
- 4.4.1.3. Each member is entitled to one (1) vote.
- 4.4.1.4. Members may vote by Proxy at the discretion of the board.

- 4.4.1.5. All members can vote in person or remotely should the technology allow (by phone, virtual meeting platform, etc.). However, all members must be In Attendance, subject to Article 2.11.
- 4.4.1.6. All member votes will be done by show of hands unless otherwise agreed to by a majority of the membership in attendance by a show of hands. If a majority agrees, then a secret ballot will be held presided over by the past president or designate appointed by the President.
- 4.4.1.7. In calling for the vote, the President shall call for those in favour, those opposed, and those abstaining. Abstentions will be duly recorded if those abstaining so wish.
- 4.4.1.8. The President does not have a second vote in the case of a tie vote
- 4.4.1.9. All motions require a majority vote. (Refer to Article 2.12)
- 4.4.1.10. If there is a tie vote, the motion shall be defeated.
- 4.4.1.11. All resolutions require a majority vote. (Refer to Article 2.17)

#### **4.4.2. Quorum**

- 4.4.2.1. The quorum shall be twelve (12) or twenty (20.0%) percent, whichever number is greater, of the Voting Members entitled to vote at the Annual or Special General Meeting.

### **Article V Board of Directors**

- 5.1. The affairs of the Society shall be managed by the Board of Directors, who may exercise all such powers of the Drayton Area Community Food Bank Society.
  - 5.1.1. Powers and Duties of the Board of Directors include, but are not restricted to:
    - 5.1.1.1. Promoting the objects of the Society
    - 5.1.1.2. Promoting membership of the Society
    - 5.1.1.3. Maintaining and protecting the Society's assets and property.
    - 5.1.1.4. Paying all expenses for operating and managing the Society
    - 5.1.1.5. Paying persons for services and protecting persons from debts of the Society
    - 5.1.1.6. Investing any extra monies,
    - 5.1.1.7. Financing the operations of the Society, and borrowing or raising monies,
    - 5.1.1.8. Making policies for managing and operating the Association,
    - 5.1.1.9. Approving all Contracts of the Society
    - 5.1.1.10. Approving the annual budget of the Society,
    - 5.1.1.11. Maintaining all accounts and financial records of the Society, l) Appointing legal counsel as necessary
    - 5.1.1.12. Making policies, rules, and regulations for operating the association and using its facilities and assets,
    - 5.1.1.13. Selling, disposing of, or mortgaging any or all of the property of the Society.

- 5.2. The Board shall consist of not less than seven (7) individuals: president, vice president, secretary, treasurer, a minimum of three (3) directors, and the immediate past president, to a maximum of eleven (11), not including the past president.
- 5.3. No person shall be qualified as a Director unless he is at least eighteen (18) years of age.
- 5.4. Directors shall be elected to fill vacancies on the Board by members at a General Meeting. The Board shall accept nominations for Directors and Officers up to fourteen (14) days before the Annual General Meeting. The written consent of the nominated individual shall accompany such nomination.
- 5.5. **Election of Directors and Officers**
- 5.5.1. At each Annual General Meeting of the Board, voting members elect one (1) or more Director(s), serving a term that ends at the close of the third Annual General Meeting at which the Director was elected.
- 5.5.2. Voting Members elect the following Officers: President, Vice President, Secretary, Treasurer.
- 5.5.3. Each term of office shall be three (3) years in length, commencing on the date of the General Meeting at which he or she is elected or appointed and expires at the close of the third Annual General meeting following such meeting.
- 5.5.4. No person shall be elected to the Board for more than three (3) consecutive Three-Year Terms, but an individual who has served three (3) consecutive Three-Year Terms shall be eligible for re-election to the Board after a lapse of one (1) full year since the individual last ceased to be a Director.
- 5.5.5. The Board members hold their positions until re-elected or until a successor is elected.
- 5.5.6. Vacancies on the Board occurring between Annual General Meetings may be filled in the Board's discretion upon approval by at least seventy-five (75.0%) of the remaining Directors. Directors appointed to fill such vacancies shall continue in office until the next Annual General Meeting. This does not apply to the position of the immediate Past President. This position remains vacant until the next Annual General Meeting.
- 5.5.7. An employee of the Society shall not be elected to the Board during their period of employment.
- 5.5.8. A Director, including the President and immediate Past President, may resign from office by giving one (1) month's notice in writing. The resignation takes effect at the end of the month's notice or at such earlier time as the Board may from time to time determine.
- 5.5.9. Any Director or officer may be removed from office by a resolution passed at a Special General Meeting.

- 5.5.10. Any Director who, without prior notification to the President, is absent for more than three (3) consecutive Board meetings may be removed by a resolution of the Board passed by no less than seventy-five (75.0%) of the other members of the Board.
- 5.5.11. All acts done in good faith by persons acting as Directors shall be valid unless subject to the terms of Article 5.5.15.
- 5.5.12. All Directors shall describe in writing any potential conflict of interest situation and shall not vote on these matters.
- 5.5.13. All board members must obtain a criminal record check within thirty (30) days after election.
- 5.5.14. A nominee who anticipates a regular occurrence of Article 5.5.12. may not accept a nomination to the Board of the Society.
- 5.5.15. Each Director or Officer holds office with the protection of the Society. The Society indemnifies each Director or Officer against all costs or charges that result from any act done in their role for the Society. The Society does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.
- 5.5.16. All Directors are responsible for active participation in all Board matters and shall be cognizant of their duties as described in these By-laws.

## **Article VI Board Meetings**

- 6.1. Meetings of the Board shall be held as often as required, but at least once every three (3) months.
- 6.2. The President may at any time, upon proper notice, call a meeting of the Board.
- 6.3. The President shall call a Board Meeting if at least two (2) Director's request such a meeting in writing, stating the reasons for such.
- 6.4. Notice of each Board Meeting shall be given to Board members by ordinary mail, electronic mail, or telephone in person at least ten (10) days before the meeting.
- 6.5. Board Meetings shall be open to all members, but only Directors shall vote. Members are only permitted to participate in a discussion when invited to do so by the Board. A majority of the Directors present may elect to hold a portion or the whole meeting as a Closed Session.
- 6.6. Voting shall be by show of hands.
  - 6.6.1. Directors may not vote by proxy at regular meetings of the board, and if not physically or remotely present, forfeit their vote. Subject to Article 2.11
  - 6.6.2. Each Director, excluding the past president, shall have one (1) vote.
  - 6.6.3. All matters shall be decided by a majority vote.

- 6.6.4. One third (1/3) or five (5), whichever is greater, of the members of the Board shall constitute a quorum.

#### **Article VII Officers**

- 7.1. The officers of the Society shall be President, Vice President, Secretary, and Treasurer.
- 7.2. In the case of an officer vacancy, the Board shall appoint a board member to fill the vacant office until the next Annual General Meeting. Such a board member shall be appointed from the members of the Board sitting at the time of the vacancy.
- 7.3. Any officer may delegate his duties to another officer, subject to the majority approval of the board.

#### **Article VIII Duties of Officers**

##### **8.1. The President**

- (a) shall be the President of the Society
- (b) shall preside at all General Meetings, Board Meetings.
- (c) with the sanction of the Board, shall appoint special committees and detail their duties.
- (d) may sign cheques or other official documents on behalf of the Society with other officers.
- (e) shall act as the spokesperson for the organization; and
- (f) oversee the activities of the board
- (g) oversee the activities of any paid staff
- (h) shall perform such other duties as may be specified by the Board.

##### **8.2. The Vice President**

- (a) shall assist the President and perform the duties of the President in his or her absence.
- (b) shall perform such other duties as may be specified by the Board; and
- (c) may sign cheques or other official documents on behalf of the Society with other officers.

##### **8.3. The Secretary:**

- (a) shall ensure that adequate minutes are kept of all General, Board, and executive meetings.

- (b) shall ensure that an accurate Membership list is kept.
- (c) shall ensure that appropriate notices of meetings are sent as required.
- (d) shall be responsible for the seal of the organization.
- (e) shall perform such other duties as may be specified by the Board.
- (f) may sign cheques or other official documents on behalf of the Society, or other officers.

**8.4. The Treasurer:**

- (a) shall be responsible for maintaining the books of account of the Society.
- (b) may sign cheques or other official documents on behalf of the Society with other officers.
- (c) shall be responsible for preparing the annual budget and the annual financial statements.
- (d) shall be responsible for the presentation of financial statements at each board meeting.
- (e) shall be responsible for arranging the annual audit or review engagement and presenting the same to the Annual General Meeting.
- (f) shall ensure that all necessary filings, including annual returns, changes in the Directors, amendments to the By-laws, other corporate filings, and tax filings are filed as required.
- (g) shall delegate such functions as are deemed appropriate to the President and shall keep in direct ongoing contact to ensure the completion of tasks according to the direction of the Board.

**Article IX Fiscal Year**

- 9.1. The fiscal year of the Society shall be from the first day of January to the thirty-first day of December.

**Article X Audit**

- 10.1. The Board shall ensure there is an audit of the books, accounts and records of the society at least once a year by a duly qualified accountant or two (2) members of the society elected for that purpose at the Annual General Meeting, having regard to applicable legal requirements, Canada Revenue Agency guidelines and consultation with advisors as needed.

**Article XI Seal**

- 11.1. The Board may adopt a seal as the Seal of the organization.
- 11.2. The Secretary has control of the Seal unless the Board decides otherwise, however, the Seal shall be kept at the Registered Office.

**Article XII Books and Records**

- 12.1. The Board shall keep and file all necessary books and records of the organization as required by the Act, these By-laws, the Income Tax Act (Canada), or any other statute or law.
- 12.2. The books, papers, records, documents, and other instruments belonging to the Society shall be kept at the Registered Office.
- 12.3. The designated Officers of the Board sign all cheques drawn on the monies of the Society. Two (2) signatures are required on all cheques.
- 12.4. Every member of the Society may inspect the books and records of the Society, except for books and records that the Board designates as confidential of the Society, upon giving reasonable written notice to the President or Secretary.
- 12.5. Unless otherwise permitted by the Board, such inspection will only take place at the Registered Office, during normal business hours at a reasonable time.

**Article XIII Borrowing**

- 13.1. Other than for short-term indebtedness incurred in the ordinary course of the Society's activities, the borrowing power of the Society shall be exercised only by authority of a Special Resolution passed at a General Meeting.

**Article XIV Remuneration**

- 14.1. No member, Director, or Officer of the Society receives any payment for services as a member.
- 14.2. The Board shall have the power to determine remuneration for out-of-pocket expenses incurred by Directors or members on behalf of the Society as authorized by established Board policy.
- 14.3. The Board shall have the power to determine remuneration for the salary of any person who may be employed by and for the Society.

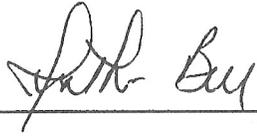
**Article XV Amendments**

- 15.1. The Board shall have the power to institute and amend policies, procedures, and standards for conducting its affairs, provided that such policies, procedures, and standards or the amendments thereof shall not be inconsistent with these Bylaws.
- 15.2. These By-laws may be rescinded, altered, or added to by Special Resolution, provided that no proxy voting shall be permitted at the General Meeting in respect of which such Special Resolution is to be passed.
- 15.3. No recession or alteration of or addition to the By-laws has effect until after it has been registered by the Alberta corporate registrar.

**Article XVI Dissolution**

- 16.1. The Society shall not pay any dividends or distribute its property among its members.
- 16.2. If the organization is dissolved, any funds or assets remaining after paying all debts and liabilities shall be given to a registered charity (within the meaning of the Income Tax Act (Canada) the object of which is to alleviate hunger in Alberta.
- 16.3. Members are to select the organization to receive assets by special resolution.

**APPROVED by special resolution of the members on the 7th day of May 2025**



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(Heather Bell, Vice President)



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(Deb Nixon, Secretary)

