

# FASD Network of Saskatchewan Inc. Bylaws

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Revised June 1, 2018

## **Objectives of the organization**

The FASD Network of Saskatchewan Inc. is a group of individuals who are interested in providing support and services to individuals and families affected by Fetal Alcohol Spectrum Disorder.

The organization is a non-profit organization, incorporated under the Non-profit Corporations Act of Saskatchewan. Financial gain or profit will not benefit individual members. Any profits or increase to values of property are to be used only to further the organization's activities.

## **Article I: Name**

The name of the Association shall be: FASD Network of Saskatchewan Inc. hereby known as the Network.

## **Article II: Membership**

1. Any person interested in issues regarding persons with Fetal Alcohol Spectrum Disorder may become a member upon payment of the annual membership fee.
2. The membership fee is non-refundable.
3. Membership fees will be determined at the Annual General Meeting and will be effective for one year from the month of purchase.
4. There are two levels of membership, individual and organizational
  - a. Individual memberships will be \$20.00 per year which includes a 10% discount for conferences
  - b. Organizational memberships will be \$100.00 per year which includes a 10% discount for 20 staff per year for conferences and a 5% discount for 20 staff per year for Network events. Organizations would also receive one vote.
5. Membership in the Network can be revoked if necessary by a majority vote of the Board of Directors.

## **Article III: Annual General Meeting**

1. The Annual General Meeting of the Network will be held no later than June 30 each year.
2. Notice of the Annual General Meeting shall be given in accordance with the provisions of the Non-profit Corporations Act.
3. Quorum for any members' meeting shall be quorum of the Board of Directors plus any other members present (see Article V.8).
4. Notice of the Annual General Meeting will be sent out to all current members at least 15 days prior to the meeting and no more than 50 days before the meeting.
5. Special meetings may be called at the discretion of the Board of Directors. 15 days' notice will be provided to the membership.

6. Any member may submit to the Network notice of any matter to be discussed at the Annual General Meeting as long as notice is provided to the members with sufficient information to make an informed decision at least 15 days prior to the meeting.
7. The Annual General Meeting agenda shall include an independently audited financial statement, appointment of the auditor (reviewer) and election of the Directors. All other matters will be considered special business.
8. Annual General Meeting documents will be held in the Network office and made available to all members prior to the meeting time.

#### **Article IV: Voting**

1. At any meeting of the membership, motions shall be made and voted upon by members in good standing present at the meeting.
2. A member who is entitled to do one or both to participate and vote at a meeting of the membership may participate or vote:
  - a. In person, or
  - b. Unless the bylaws provide otherwise, by telephone or other communications medium if all members participating in the meeting, whether by telephone, by other communications medium or in person, are able to communicate with each other.
  - c. The member will make arrangements to meet and pay the costs of such participation other than in person.
3. A member who participates in a meeting in a manner contemplated in (2) is deemed for purposes of this Act and bylaws to be present at the meeting.
4. Decisions will be made by voting. Voting at all meetings will be done by a show of hands and/or through verbal methods. If three (3) or more members request a secret ballot prior to a vote, a secret ballot will be held. There will be no voting by proxy.
5. All motions will be decided by a simple majority of members attending the meeting unless otherwise stated in the Society Act or these bylaws.
6. The Board President will only vote in the event of a tie.

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

1. The affairs of the Network will be managed by the Board of Directors. Critical positions are: President (Chair), Vice Chair, and Treasurer.
2. The Executive Committee will be: President (Chair), Vice Chair, Treasurer, Past President, Executive Director (ex-officio).
3. The Board of Directors will consist of 7-12 members, at least 3 of whom live with FASD or have a personal relationship with an individual living with FASD or suspected FASD.
4. Any staff or volunteer who wishes to sit on the Board must wait for a period of 2 years after working or volunteering at the Network before applying.
5. All Directors will be elected at a general meeting for a two year period. For succession planning purposes an exception can be made for a one-year or three-year term. Officers shall be elected by the Directors at the first Board meeting following the Annual General Meeting.

6. Any Director is eligible for re-election for two additional terms. At the end of the three 2 year terms or 6 consecutive years the director must remain off the Board for 2 years before seeking a position again on the Board.
7. Meetings of the Board of Directors shall be held as often as necessary, but at least 4 times per year. Meetings as a Board will align with the Network's operational quarters.
8. Directors meetings will be called by the President with 10 days' notice being provided to Directors. Special meetings can be called by two members in good standing provided they submit a written request outlining the reasons for the meeting to the President or his/her designate.
9. Quorum for Board meetings shall consist of ½ of the members of the Board of Directors. If a quorum at a meeting is not met, the discussion will continue with a motion set. The motion will then be passed with the approval of the minutes at the next meeting if there is a quorum.
10. Any Director may resign by providing written notice to the Board of Directors. Any Director may apply for a leave of absence by providing written notice to the Board of Directors.
11. Any vacancy on the Board of Directors occurring through the death, resignation or disqualification of a Director can be filled for the unexpired term of that position through a majority vote of all remaining Directors.
12. A Director can be removed from the Board by a two-thirds vote of the Board or a two-thirds vote of the membership. A Director so removed has the right of appeal and a right to the Oppression Remedy under section 225 of the Act.
13. The Board of Directors has the right to designate or appoint committees necessary to operate in an effective manner.
14. Board members are expected to attend meetings regularly. If a Board member cannot attend a meeting, the President must be informed.
15. All business with the Executive Director will be done through the Executive Committee unless the Executive Director has contacted a Board member directly concerning specific Network business, i.e. Treasurer or committee business
16. Nominees will be presented individually and not as a slate.

## **Article VI: Financial Management**

1. The fiscal year of the Network shall run from April 1 to March 31.
2. An appropriate independent audit of books, accounts, and records of the association shall be conducted annually by a professional accountant, and complete financial statements shall be provided to the membership at the Annual General Meeting.
3. The financial records of the Network can be reviewed by any member in good standing upon request provided that reasonable notice is given to the Treasurer.
4. The Network shall open and maintain a bank account(s) in a reputable financial organization.
5. The President, the Treasurer, one other Director and the Executive Director shall have signing authority for all financial management. All cheques drawn on the account will be signed by any two of the signing authorities.

6. The Board of Directors, Staff and members are prohibited from lending money on behalf of the Network.
7. The Board of Directors, Staff and members are prohibited from investing on behalf of the Network unless such investments are CDIC insured.

#### **Article VII: General Bylaws**

1. The efforts or activities of any members of the Network shall not be seen as effort or activity on behalf of the Network unless approval is given by the Board of Directors or by the general membership by way of an approved motion.
2. The Network shall not have any affiliation with any political party or religious organization.
3. Interpretation of the bylaws is the responsibility of the Board of Directors.
4. The Bylaws may be rescinded or revised to comply with the Non-profit Corporations Act.

#### **Article VIII: Dissolution**

1. In the event of dissolution of the Network, its property and assets shall, after payment of liabilities, be donated to one or more recognized charitable organizations in Saskatchewan as designated by the Board of Directors, in accordance with the Non-Profit Corporations Act.

#### **Article IX: Indemnification of Directors**

1. To the degree allowed by provincial laws, Directors are indemnified by the organization against liability. This means the organization, not the individual, will pay for costs associated with any type of action brought against him/her as a Director. Indemnification may not apply if the Director is found to be willingly neglectful in his/her duties or engages in criminal activity.