

# **RANCH EHRLO SOCIETY**

## **Bylaws**

**September 18, 2018**

### **1. Membership**

1.01 Only individuals are eligible to become members of the Ranch Ehrlo Society (the “Society”).

1.02 The employees, directors, and members of the senate (such a group serving in an advisory capacity to the Society) of the Ranch Ehrlo Society shall be members of the Society.

1.03 Any other person may become a member of the Ranch Ehrlo Society upon written application for membership and approval of such application by the board of directors of the Society.

1.04 There shall be no membership fees or dues unless otherwise directed by the board of directors.

### **2. Cessation of membership**

2.01 A person shall cease to be a member of the Ranch Ehrlo Society:

(a) Upon the death of an individual member;

(b) If he or she gives written notice of his or her withdrawal of membership to the Society at its registered office; or, leaves the employ of the agency through resignation or termination; or

(c) If, subject to the provisions of *The Non-profit Corporations Act, 1995* (the “Act”), two-thirds of those present at a board of directors meeting of which proper notice has been given, vote in favour of said membership lapsing.

### **3. Annual general meeting**

3.01 The annual general meeting shall be held in the Province of Saskatchewan at such times and places as the directors or the chair of the board shall direct.

3.02 Business to be conducted at the annual general meeting which does not require special business notice is:

(a) Consideration of financial statements;

(b) Consideration of an auditor’s report;

(c) The election of directors;

(d) The appointment of an auditor, or the reappointment of an incumbent auditor; and

(e) Consideration of bylaws submitted by the directors in accordance with subsection 90(2) of the Act.

#### **4. Special business**

4.01 All business transacted at a special meeting of members or business transacted at an annual meeting other than the items enumerated in section 3 above is deemed special.

4.02 A special meeting shall be convened by the secretary on written requisition at any time:

(a) Upon the direction of the chair;

(b) Upon the determination of five or more directors; or

(c) Upon the determination of 50 or more of the membership.

#### **5. Notice of meeting of members**

5.01 Not more than fifty, and not less than fifteen days written notice shall be given to each member of any meeting of members, whether an annual general meeting, or a special meeting of the members.

5.02 Written notice may be delivered in person or by mail or by electronic transmission, or by facsimile transmission to an address provided to the Society for that purpose.

5.03 Notice of a meeting at which special business is transacted shall state the nature of the business to be considered in sufficient detail to permit a member to form a reasoned judgment on such business and shall state the text of any special resolution to be submitted for consideration at the meeting.

5.04 Receipt of notice not being received by any member to whom the Society has sent notice shall not invalidate the proceedings at any meeting or meetings of the members.

5.05 A member may waive notice or otherwise consent to a meeting of members.

#### **6. Special meetings**

6.01 All meetings other than annual general meetings shall be called special meetings.

## **7. Quorum**

7.01 No business shall be transacted at any annual general meeting or any special meeting unless a quorum of members is present at the time when the meeting commences.

7.02 A quorum at an annual general meeting or special meeting shall be 75 members of the Society.

7.03 If within half an hour from the time appointed for the meeting, a quorum is not present, the meeting, if convened upon the requisition of members, shall be adjourned to a date and time to be determined by the directors, and on such notice as they deem appropriate. On the adjourned date, the attending members, regardless of their number, shall be deemed a quorum.

## **8. Voting at meetings of members**

8.01 Each member present at an annual general meeting or special meeting of the members shall be entitled to one vote.

8.02 No member shall vote by proxy.

8.03 Every question put before any meeting of the members shall be determined by a majority of votes cast on the question (unless otherwise specifically provided by the Act).

## **9. Equality of votes**

9.01 In the event of an equality of votes, the chair shall have a second or deciding vote.

9.02 Any question shall be decided by a show of hands unless a secret ballot or recorded vote is requested by any member present.

9.03 Any member who abstains from voting on any question may request that the minutes of the meeting record such abstention.

## **10. Chair at meetings of the members**

10.01 The chair of the board of directors, or the vice-chair in the absence of the chair, shall preside as chair at every meeting of members of the Society.

10.02 If the chair of the board of directors, or the vice-chair, is not in attendance, the members present shall choose someone of their number to be the chair.

10.03 No member of the Society shall be excluded from any annual general meeting or special meeting of the Society.

## **11. Number of directors**

11.01 Directors shall be elected by the members at an annual general meeting so that a minimum of 12 and a maximum of 17 directors are in place, the number which includes one representative member from the senate.

11.02 The board of directors shall from time to time determine the number of directors required within the limits set forth in section 11.01.

11.03 If the minimum number of directors does not exist, the continuing director or directors may act for the purpose of increasing the number of directors to that number, or of summoning a general meeting of the Society, but for no other purpose.

## **12. Remuneration and expenses of directors**

12.01 No director shall receive remuneration from the Society.

12.02 The Society shall pay the expenses of any director pre-approved by the board of directors.

12.03 The Society may pay unapproved expenses of any director upon a vote of the board of directors after such expenses have been incurred.

12.04 The board of directors may establish a general resolution or adopt a policy as to specific expenses that shall be reimbursed without further approval being required from the board of directors.

## **13. Qualifications of directors**

13.01 Any individual over eighteen years is eligible to be elected as a director of the Society even if that person is not, at the time of the election, a member of the Society.

13.02 Employees of the Ranch Ehrlo Society are not eligible to become directors of the Society.

## **14. Term of office**

14.01 All directors of the Society shall be elected for a term of two years, with a second term allowed without a one-year hiatus, thereby allowing for a term of four years occurring without interruption.

## **15. Eligibility for re-election**

15.01 A retiring director shall retain office until the dissolution of the meeting at which his or her term expires.

15.02 No director shall, after serving as a director of the Society for four years (two 2-year terms), be eligible for re-election in the fifth year, but such person shall again become eligible for

membership on the board of directors in the sixth year.

15.03 Section 15.02 shall not apply to the incoming chair, the vice-chair and the outgoing chair.

15.04 The outgoing chair shall assume the position of past chair for up to two years.

## **16. Ceasing to hold office**

16.01 A person ceases to be a director:

(a) Upon written notice of resignation by the person to the Society at its registered office;

(b) The person is declared to be of unsound mind by a court in Canada;

(c) The person misses three regularly scheduled or additional meetings of the board of directors in any calendar year without justification satisfactory to the other directors;

(d) Subject to the provisions of the Act, upon passing of a resolution by a majority of the members present at an annual general meeting or special meeting that such person be removed from office; or

(e) Upon death.

## **17. Election of directors**

17.01 At any general meeting at which an election of a director takes place, the election shall be put to the vote of the members and shall be decided on a show of hands unless a recorded poll vote is requested by any member. A declaration by the chair of the meeting of the result of the vote, and an entry to that effect in the book of proceedings of the Society, shall be conclusive evidence of the fact without proof of the number of votes recorded.

17.02 The person or persons receiving the largest number of votes cast shall be elected.

17.03 In the case of an equality of votes, the chair of the meeting shall be entitled to a second or casting vote.

## **18. Filling of vacancy and additional directors**

18.01 Any casual vacancy occurring in the board of directors may be filled by the directors.

18.02 The person chosen to fill a vacancy shall be subject to retirement at the same time as if he or she had become a director on the day on which the director in whose place he or she is appointed was last elected a director.

18.03 Subject to section 11, the directors shall have power at any time, to appoint a person or persons as a director or directors who shall retire from office at the next following annual general

meeting, but shall be eligible for election by the Society at that meeting as a director.

## **19. Powers of directors**

19.01 As provided in the Act, and subject to any unanimous member agreement, the directors shall have general authority to manage the activities and affairs of the Society.

19.02 The directors may do all actions, exercise all the powers of the Society except such as are required by these bylaws or by statute to be done or exercised in a general meeting, and the directors shall have full power to make rules and regulations from time to time for the government of the Society not inconsistent with these bylaws of the Society.

19.03 All such rules and regulations shall be submitted to the annual general meeting immediately following the passing of such rules and regulations by the directors for consideration by the members of the Society and all or any of the same may be then accepted, repealed, altered or modified by the members.

## **20. Committees of the board**

20.01 The board of directors has power to create standing committees for designated purposes and has power to create task force committees to consider particular topics or interests of the Society.

## **21. Chairs of committees**

21.01 Committee chairs shall be determined by resolution of the board of directors on an annual basis.

21.02 If a committee chair is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their numbers to be committee chair of the meeting.

## **22. Committee meetings**

22.01 A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the committee members present, and in case of an equality of votes, the committee chair shall have a second or casting vote.

## **23. Directors' meetings**

23.01 Meetings of directors may be convened by the chair, vice-chair (in the absence of the chair), or CEO (as directed by the board of directors) and the directors may adjourn or otherwise regulate their meetings as they think fit.

23.02 Except as provided herein, notice of meetings of directors may be given by delivering or mailing or by sending via electronic or facsimile transmission, a written notice to each director at

least seventy-two hours prior to the time the meeting is to take place.

23.03 Notwithstanding anything in these bylaws, the directors shall meet at least four times in each calendar year.

23.04 Meetings of the board of directors may be held by conference telephone or other communication facilities which permit all persons to participate in the meeting and a director participating in such a meeting shall be deemed present at the meeting.

23.05 A resolution in writing, signed by all directors entitled to vote on that resolution at a meeting of directors is valid as if it had been passed at a meeting of directors.

## **24. Chair of board of directors' meetings**

24.01 The chair or in his or her absence the vice-chair, shall preside as chair at meetings of the directors, but if at any meeting the chair or vice-chair are not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be chair of the meeting.

24.02 In addition to his or her other functions, the chair shall be an ex officio member of all committees of the board of directors.

## **25. Quorum at board of directors' meetings**

25.01 The quorum necessary for the transaction of the business of the directors shall be a majority of directors.

## **26. Voting at directors' meetings**

26.01 Each director present at a meeting of the directors shall be entitled to one vote.

26.02 No directors shall vote by proxy.

26.03 Every resolution before any meeting of the directors shall be determined by a majority of votes cast on the question (unless otherwise specifically provided by these bylaws).

26.04 Any resolution shall be decided by a show of hands unless a recorded vote is required by any director present.

26.05 Any director who abstains from voting on any question may request that the minutes of the meeting record such abstention.

## **27. Minute book**

27.01 The directors shall cause the minutes to be made in books provided for the purpose:

(a) Of all appointments of officers;

(b) Of the names of the directors present at each meeting of the directors and of any committee of the directors; and

(c) Of all resolutions and proceedings at all meetings of the Society and of the directors and of the committees of the directors.

## **28. Officers**

28.01 The officers of the Society and their duties shall be as follows:

(a) The officers of the Society shall consist of a chair, past chair, vice-chair, secretary and treasurer or such other officers as the board of directors may from time to time appoint;

(b) The board of directors shall designate the officers of the Society and may delegate to them any powers that they may lawfully do so; and,

(c) The duties of the officers shall be settled from time to time by the directors and shall include such powers and the duties as are usually incidental to such offices.

## **29. Actions of improperly appointed directors**

29.01 All acts done by any meeting of the directors, or of a committee of directors, or by any person acting as a director, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such directors or persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a director.

## **30. Protection for directors and officers**

30.01 Subject to the provisions of the Act, no director or officer of the Society shall be liable for the actions, receipts, neglect or default of any other director or officer, or for joining in any receipts or other act for conformity, or for any loss or expense happening to the Society through deficiency of title to any personal property acquired by resolution of the board of directors for or on behalf of the Society, or for a deficiency of any security in or upon which any monies of the Society shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of the Society shall be lodged, or for any loss occasioned by an error of judgment or oversight on his or her part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his or her office or in relation thereto unless the same shall happen through his or her own dishonesty.

30.02 Subject to the provisions of the Act, every director and officer of the Society and his or her heirs and legal representatives shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Society from and against:

(a) all costs, charges and expenses whatsoever which such director or officer reasonably incurs in respect of any civil, criminal or administrative action or proceeding to which he or she is made a party by reason of being or having been a director or officer of the Society where:

(i) He or she acted honestly and in good faith with a view to the best interests of the Society;

(ii) In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful; and

(b) All other costs, charges and expenses which he or she incurs on behalf of the Society as a director or officer.

### **31. Borrowing powers**

31.01 The Society may borrow or raise or secure the payment of money for the purpose of carrying out its objects by resolution by the board of directors at a meeting of the board of directors duly called for that purpose.

31.02 The Society may authorize the issue of such security as the board of directors may determine in connection with such borrowing or raising or securing of the payment of money, subject always to the provision of the Act.

### **32. Negotiable Instruments**

32.01 The Society may draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments as may be determined from time to time by the board of directors.

### **33. President and chief executive officer**

33.01 The board of directors shall appoint a president and chief executive officer (the “CEO”) who shall be the full-time chief executive of the Society, responsible to the board of directors for the day-to-day leadership and effective management of the Society. Without limitation, the CEO shall have overall responsibility for the following:

- (a) Leadership and stewardship;
- (b) Strategic planning;
- (c) Achievement of organizational objectives;
- (d) Human resource management and succession planning;
- (e) Financial management and performance; and
- (f) Stakeholder relations.

### **34. Execution of documents**

34.01 The CEO, the chair, and the vice-chair of the Ranch Ehrlo Society shall have authority to sign in the name of and on behalf of the Society all instruments in writing and to affix the seal of the Society thereto when required.

34.02 The directors may from time to time, by resolution appoint any other officers, or any person or persons on behalf of the Society to sign instruments in writing and may authorize such person or persons to affix the seal to any such instrument when required.

### **35. Auditor of the Society**

35.01 The members shall, at each annual general meeting, appoint an auditor to audit the accounts of the Society for report to the members at the next annual general meeting.

35.02 The auditor shall hold office until the next annual meeting provided that the directors may fill any casual vacancy of the office of the auditor.

35.03 The remuneration of the auditor shall be fixed by the board of directors.

### **36. Senate**

36.01 There shall be an unlimited number of persons who form an advisory group, known as the senate, to continue to support the work of Ranch Ehrlo Society.

36.02 Senate membership shall be reserved for persons having served on the board of directors of the Ranch Ehrlo Society, and the former Ehrlo Child & Family Foundation, RES & E Holding Corporation, and Ehrlo Community Services.

36.03 One position on the Ranch Ehrlo Society board of directors is retained specifically for a member of the senate, with full board rights and responsibilities.

36.04 Except as provided in section 36.03, the granting of senate membership shall be strictly honorary in nature, and shall carry no duties, responsibilities, nor any voting status on the board of directors, but senate members shall be able to vote as members of the Society.

### **37. Waiver of notice of meeting**

37.01 Notwithstanding anything contained in these bylaws, it shall not be necessary to give notice of any special meeting of the members or any meeting of the board of directors where:

(a) All the members entitled to vote at such meeting are present in person, or all the directors are present, and the transaction of the business for which the meeting is unanimously approved; or

(b) All the members entitled to vote at such meeting who are not present, or all the

directors who are not present, either before or after the meeting waive in writing notice of the meeting and the purpose for which the meeting is called and consent in writing to the transaction of the business transacted at such meeting. Such waiver and consent may be attached to the minutes of such meeting.

### **38. Resolution signed by all members or directors**

38.01 The signatures of all of the directors of the Society or of all of the members of the Society to any instrument or to any minutes of any meeting (which may be signed in counterpart) setting out a resolution or resolutions, which might be adopted by the directors or members, as the case may be, shall give to such resolution or resolutions the same force and effect as if the same had been unanimously adopted by vote of the directors or members at a meeting duly convened and held.

### **39. Winding up**

39.01 Subject to the provisions of the Act, in the event of the dissolution of the Society, its property and assets shall after payment of all debts and liabilities be donated to one or more recognized charitable organizations in Canada, registered as a charity under the provisions of The Income Tax Act (Canada), as may be designated by the Society in a general meeting.

ENACTED by the Society in accordance with section 90 (1) of *The Non-Profit Corporations Act, 1995*, this 5th day of June 2018

\_\_\_\_\_  
Chair of the board

\_\_\_\_\_  
Board member

CONFIRMED by the members of the Society in accordance with section 90 (3) of *the Non-Profit Corporations Act*, this 18th day of September 2018.

\_\_\_\_\_  
Chair of the board

\_\_\_\_\_  
Board member