



Edmonton Coalition On Housing and Homelessness Society

200 12120 106 Avenue Edmonton AB T5N 0Z2

May 5, 2010

I hereby certify that the following special resolution was passed at a meeting of the members of the Edmonton Coalition on Housing and Homelessness Society on January 12, 2010.
The previous bylaws are replaced by the attached bylaw.

Name Mary Sullivan
Signature *M. Sullivan*
Position Secretary / Treasurer
Date May 5, 2010

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MAY 13 2010
Corporate Registry

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MAY 13 2010
Registrar of Corporations
Province of Alberta

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Edmonton Coalition on Housing and Homelessness Society

200, 12120-106 Avenue Edmonton AB T5N 0Z2

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Bylaws

PREAMBLE

The name of the society is Edmonton Coalition on Housing and Homelessness.

The Society will conduct its affairs in accordance with the laws and by-laws of the jurisdictions in which it operates and by its own By-laws, policies, and procedures.

The Standard By-laws of the Societies Act, being Regulations 203/84, or any such successor standard By-laws, do not apply to the Edmonton Coalition on Housing and Homelessness except to the extent such standard By-laws are by these By-laws expressly indicated as having application to Edmonton Coalition on Housing and Homelessness Society.

1. MEMBERSHIP

1.1) Membership is open to any person who supports the objectives of the Society. The term person includes an individual, a partnership, sole proprietorship, a society, a cooperative, a management body, and a corporation, whether created by act of the Legislature of Alberta or otherwise; that have met the requirements of paragraphs 1.2. No aspect of any order of government is eligible for membership.

There shall be two (2) categories of membership for the Edmonton Coalition on Housing and Homelessness: Organizational and Individual:

1.1.a) Organizational members include a partnership, sole proprietorship, a society, a cooperative, a management body, and a corporation whether created by act of the Legislature of Alberta or otherwise, operating within the City of Edmonton or within 100 kilometres of the City of Edmonton;

1.1.b) Individual members include persons who are residents of Alberta and 18 years of age or older.

1.2) Persons that wish to become members may apply in writing to the Board of Directors through its Secretary. A fee for membership may be assessed by the Society. Membership will be granted upon a favourable vote by the Board of Directors.

1.3) The membership year shall be the fiscal year. Individual and organizational membership shall be valid from the date of being granted until March 31. If there is a membership fee, it shall be prorated if membership is not for a full year.

1.4) Members may withdraw from the Society by providing 30 days notice in writing to the Board through its Secretary.

1.6) A member of the Society may be expelled and membership in the Society may be revoked by a two-thirds majority vote of the Board of Directors at a properly constituted Board meeting if:

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- 1.6.a) The Board of Directors determines that the member behaved in a manner that is likely to endanger the interests or reputation of the Society and;
 - 1.6.b) The member has been notified of the charge and is given the opportunity to be heard by the Board before a decision is made.
 - 1.7) Organizational members shall appoint an individual to represent them at meetings of the Society. No individual shall have more than one (1) vote at any time by virtue of individual membership and representing an institutional member. An organizational member is not restricted in the number of persons associated with it that may attend meetings of the Society but only the person identified by the organization shall have a vote.
 - 1.8) Categories of associate membership may be developed and made available under specified terms as approved by a General Meeting of the Society.

2. BOARD OF DIRECTORS

- 2.1) The Board of Directors of the Society, referred to as the "Board", shall consist of members elected at the Annual General Meeting of the Society. Election of Board members shall involve election of such officers as required and other general directors, to the total number specified in the By-laws
- 2.2) The Board of directors of the Society shall consist of not fewer than three (3) and not more than seven (7) people, each of whom shall be a member in good standing of the Society either as an individual or as the official representative of an organizational member.
- 2.3) The Board, subject to the By-laws or legal directions given by a majority vote at a properly called and constituted General Meeting of the Society, shall have full control and management of the affairs of the Society, including the authority to delegate responsibilities.
- 2.4) The Board may appoint members to the Board by a two-thirds vote at a properly constituted meeting of the Board, provided that the appointment is deemed essential and is only valid until it can be affirmed at a General Meeting.
- 2.5) A board member shall normally be appointed to a two (2) year term. A board member shall serve no more than three (3) consecutive terms. In the first election of Board members following the approval of the By-laws one half of the members of the Board plus one person shall be elected for a term of two (2) years and one half of the members less one person shall be elected for a term of one (1) year. Thereafter, one year terms shall be used when necessary to maintain a balance such that one half of the Board are elected at the Annual General Meeting each year and one half continue in office, plus or minus one person.
- 2.6) The office of board member shall be vacated;
 - 2.6.a) If a board member withdraws membership in the society;
 - 2.6.b) If a board member resigns from the board by providing 30 days written notice to the Chairperson;
 - 2.6.c) By a two-thirds majority vote of the board at a properly constituted board meeting if non-attendance at board meetings exceeds any limit that is set by written policy through a motion of the board;
 - 2.6.d) By a two-thirds majority vote of the board at a properly constituted board meeting if the Board of Directors determines that the member has acted in a manner that has or is likely to endanger the interests or reputation of the Society or;
 - 2.6.e) If a person who is a board member has been appointed by an organizational member to represent it at ECOHH and is removed by the council, board, or equivalent of the member organization as its representative. In such a case, the new person appointed by the organizational member to represent it to the Society does not fill any positions within the Society of a previous individual.

2.7) Any individual member or the official representative of any organizational member in good standing shall be eligible to any office in the Society

3. **BOARD MEETINGS**

- 3.1) The Board shall meet as often as necessary but at least once every three (3) months. Board meetings shall be called by the Chairperson.
- 3.2) Any two (2) Board members may instruct the Chairperson to call a special Board meeting provided that they make a written request that includes a statement of the business to be brought before the meeting.
- 3.3) The board shall keep minutes of its meetings and shall ensure that records of its meetings are complete and appropriately archived.

4. **EXECUTIVE OFFICERS**

- 4.1) The Board executive officers shall be Chairperson, Vice-Chairperson, Secretary, and Treasurer.
- 4.2) Chairperson and Vice-Chairperson

The Chairperson shall preside at all meetings of the Society and the Board. In the absence of the Chairperson, the Vice-Chairperson shall preside. The chairperson shall be, ex officio, a member of all committees. The Vice-chairperson will be invested with all the privileges and duties of the Chairperson. In the absence of both, an acting Chairperson may be elected by those present at a meeting to preside thereat.

- 4.3) Secretary

The Secretary shall keep accurate minutes of all meetings of the Society and the Board. In the absence of the Secretary, another board member may be appointed by the Board to discharge the Secretary's duties.

- 4.4) Treasurer

The Treasurer shall present to the Board appropriate financial reports, and shall present a financial statement to the Annual General Meeting, and to the Secretary for the records of the Society.

5. **FINANCIAL RECORDS, MINUTES, OTHER BOOKS AND RECORDS, SOCIETY SEAL**

- 5.1) The Secretary of the Society shall be responsible for the preparation and safekeeping of Minutes of all General and Board meetings. The signed minutes will remain at the Society's registered office.
- 5.2) Other books and records of the Society shall be kept under the direction of the Treasurer in such a location as agreed by the Board of Directors.
- 5.3) The books and records shall be made available for inspection by members of the Society at the office during normal business hours, upon reasonable written notice to the Society.
- 5.4) The Board of Directors may provide a common Seal for the Society which will be kept in the custody of the Chairperson at the registered office of the Society.
- 5.5) The Seal of the Society shall not be fixed to any instrument except in the presence of the Chairperson or in the presence of two (2) other board members, and the Board shall appoint by motion each person authorized to sign every instrument to which the Seal is affixed in their presence but normally such person shall be only members of the Board of Directors or a CEO of the Society.

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6. AUDIT

- 6.1) The fiscal year shall be April 1 to March 31. Annually the financial records shall be audited either by two (2) members of the Society who are not the Treasurer, or by a qualified accountant. These persons or person shall be appointed at a General meeting of the Society.
- 6.2) The auditor(s) shall prepare a complete and proper statement of the financial records of the Society for the fiscal year, to be available to all members of the Society by June 30 of the next fiscal year.

7. GENERAL MEETINGS

- 7.1) The Society shall hold an Annual General Meeting by June 30 of each year.
- 7.2) A Special General Meeting may be called at any time by the Board of Directors.
- 7.3) Members shall be notified at least eight (8) days before any General Meeting by email to the most recent address provided by the member and for which confirmation of receipt is requested, or by letter delivered to the last postal address provided by the member, or by advertisement in a society publication that is distributed to all members and member organizations, or by any combination of these means. Failure to provide notice to a member or members when there is adequate reason shall not invalidate a meeting.
- 7.4) The quorum for any General meeting of members shall be ten percent (10%) of members present in person.
- 7.5) All members in good standing are entitled to vote in person; voting may not be done by proxy.

8. REMUNERATION

- 8.1) Board members shall serve without remuneration or honorarium. Board members may be reimbursed for expenses incurred while on Board business.
- 8.2) No activity of the Society shall result in financial benefit for any members of the Society or the Board, with the exception that paid employees or contractors of the Society may also be members of the Society and of the Board, provided remuneration is for duties not related to service on the Board, or attendance at meetings of the Society, unless such attendance is a requirement of employment or a contract.

9. BORROWING POWERS

- 9.1) For the purpose of carrying out its objects, the Society shall be empowered to borrow money only to the total of monies contracted to the Society, but not yet received. This power shall be exercised by the Society through a special resolution approved at a General meeting and not by the Board.

10. BY-LAWS

- 10.1) These By-Laws may only be rescinded, altered, or added to by a Special Resolution approved by a General Meeting, as defined in the Societies Act.
- 10.2) An amendment which would affect the non-profit status of the Society shall only be effective if passed by a ninety percent (90%) majority of members attending a General Meeting.

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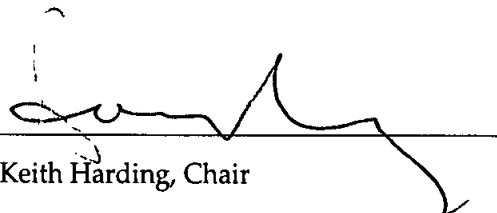
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11. DISSOLUTION CLAUSE

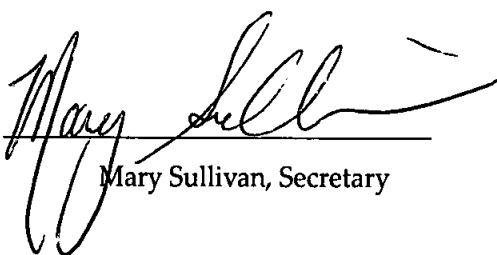
- 11.1) Upon dissolution or disbanding of the Edmonton Coalition on Housing and Homelessness Society all remaining assets will be distributed to one or more charitable organizations with purposes consistent with those of the Society at the discretion of the Society as determined by a majority vote at a General meeting.
- 11.2) A motion to dissolve or disband the Edmonton Coalition on Housing and Homelessness shall only be effective if passed by a ninety percent (90%) majority of members attending a General meeting.

CARRIED

There being no further business, the meeting was declared adjourned at 11:20 AM.



Keith Harding, Chair



Mary Sullivan, Secretary