

2011

North East Society for the
Prevention of Cruelty to
Animals

[NORTH EAST SPCA BYLAWS]

All bylaws pertaining to the North East SPCA.

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I. North East SPCA Mandate

To be effective in their role, directors and prospective directors must know and understand why the organization exists and whom it serves.

Name and Territory

1. The name of the Corporation shall be the North East Society for the Prevention of Cruelty to Animals Incorporated.
2. The Society shall carry on its work within the City of Melfort, Town of Nipawin, Town of Tisdale and where contracted within surrounding areas.
3. The Head office shall be: Lot 9, Block 129, (Plan 102103669), 665 Hamilton Ave West, Melfort

North East SPCA Mission Statement

Promote quality of life for companion animals through responsible stewardship, successful adoptions, education and enforcement of the Animal Protection Act.

North East SPCA Aims and Objectives

1. To provide shelter facilities and amenities for the humane treatment of animals.
2. To promote the enactment of laws for the prevention of cruelty to animals.
3. To encourage the sterilization of cats and dogs.
4. To develop in the general public a humane attitude toward all animal life through education.
5. To work for the protection of all animals.
6. To do any and all things which are not contrary to the law, to carry on the purpose of the society.

Purpose

The North East SPCA's Charitable activities are in furtherance of and to Protect animals, prevent cruelty to animals and to relieve suffering by providing shelter and care to those animals, finding responsible owners, immunizing, spaying and neutering and educating communities.

II The Board of Directors

Statement I

The Board of Directors is responsible for the effective management of the affairs of the North East SPCA by:

- a) Ensuring that the Mission of the corporation is properly carried out;
- b) Setting long-range aims and objectives;
- c) Being responsible for all aspects of the corporation's operations;
- d) Supervising management and staff

Statement II

The Board of Directors consists of a minimum of seven (7) and a maximum of fifteen (15) members including the officers of the board.

Statement III

Members of the Board of Directors shall receive no remuneration for their services unless such services are contracted in a professional capacity with prior approval of the Board. Board members may, however, be reimbursed for expenses, such as non-local travel, incurred on behalf of the Corporation upon proof of expenses and the approval of the Board of Directors.

A. Roles of the Board and its Officers**1. The Board Chairperson**

a) Shall preside at all Board of Directors meetings and, unless otherwise approved by the Board, at all general meetings of the Society.

2. The Board Vice-Chairperson

a) Shall temporarily assume the duties and responsibilities of the Board Chairperson when that person is incapacitated or absent.

3. The Board of Directors

a) **Responsibilities:** Directors shall be responsible for the development and/or maintenance of Policies and Procedures, which define the duties of Board officers and members by attending and actively participating at Board Meetings.

b) **Attendance:** In the event a Director is absent for two meetings of the board in any twelve (12) month period (May to April) without explanation acceptable to the Board, the Board shall review the directors absence and may by resolution request such directors resignation. In the event a resignation is not received in thirty (30) days; the director's position shall be considered vacant.

4. Executive Committee

a) **Purpose:** To provide response and direction, between regular meetings, to Board-related issues brought forward by shelter management, board members, Society members, and the general public; and to provide guidance and leadership in establishing direction for and making recommendations to the Board of Directors.

All major decisions of the Executive Committee shall be subject to Board approval.

b) **Composition:** The Executive Committee shall consist of the Shelter Director (non-voting) and the following four Board members:

- i) President
- ii) Vice-President
- iii) Treasurer
- iv) Secretary

c) **Duties:** As determined by Board-approved Organizational Policies and Procedures.

5. Finance Committee:

a) **Purpose:** To ensure the fiscal responsibility of the Society.

b) **Composition:** The Finance Committee shall consist of:

- i) Board Chairperson or his/her designate
- ii) The Accounting person or representative from the accounting company(non-voting)
- iii) The Treasurer

- iv) Shelter Director (non-voting)
- v) At least two other Board members as appointed by the Board of Directors.

c) **Duties:**

- i) Review budgets initially prepared by the staff.
- ii) Recommend financial guidelines to the Board (such as to establish a reserve fund, or to obtain a line of credit for a certain amount).
- iii) Work with the staff to prepare financial reports and ensure that reports are timely.
- iv) Oversee short and long-term investments.
- v) Recommend the selection of auditor and work with the auditors to prepare presentation for the Annual General Meeting or Special Meeting.

B. Elections, Terms of Office and Appointments

1. **Board Directors:** The Directors of the board shall be elected by the membership at the Annual General Meeting each year.

a) Eligibility for Election to the Board of Directors

- i) The person shall have been a member of the society for at least sixty (60) days.
- ii) The person must be an adult over the age of eighteen (18) years.

b) Non - Eligible members for the Board of Directors

- i) The person shall not be an associate, junior or corporate member
- ii) The person shall not be a paid employee, employed by the society within the last twelve months or a co-habitator with a paid employee.

c) **Terms of Office:** The term of office for a Board Member shall be for two (2) years, subject to the following:

- i) A Board Member may be re-elected for two (2) consecutive terms of two (2) years each.
- ii) The terms of the Board members may be staggered so that one-half are elected in even-numbered years and the remaining half in odd-numbered years. To effect this staggering of terms, the membership may, by resolution, vary the term of any particular Board Member to less or more than two (2) years.

2. **Board Officers**

- a) At its first meeting after the Annual General Meeting, the Board shall select from its composition persons to assume the Board-Officer roles of Chairperson, Vice-Chairperson, and Secretary for one-year terms.
- b) Appointments to the Executive and Finance Committees shall occur at the first meeting after the Annual General Meeting.

3. **Auditors**

Appointment of Auditors shall occur at the Annual General Meeting.

C. Powers of the Board

Note: While the board, as a whole, has great authority and power, the individual director, when acting alone, has little power.

1. **The power to appoint:** The Board of Directors shall have the power to appoint any committee, officer, or agent as may be deemed necessary for the good of the Society.

A vacancy in the office of auditor, following appointment at the Annual General Meeting, may be filled by the Board of Directors until the next Annual General Meeting.

2. **The power to engage legal counsel**

The Board of Directors has the power to engage legal counsel, as it deems necessary.

3. **Making, amending or repealing bylaws:** The Board of Directors may, by special resolution, make, amend or repeal any bylaws that regulate the affairs and activities of the Corporation. These bylaws, amendments or repeals are effective from the date of the resolution of the Board. The Board must submit these to the next general or special meeting of members, who may by ordinary resolution, reject or amend the bylaws, amendments or repeals. If not submitted to the membership or if submitted and rejected by the membership, these cease to be effective and any subsequent Board resolution having substantially the same purpose will not become effective until confirmed by the membership.

4. **Money Issues:** In accordance with the Non-Profit Corporations Act, the Board of Directors may, without authorization of the members:

- a) Borrow money upon the credit of the Corporation;
- b) Issue, re-issue, sell or pledge debt obligation of the Corporation;
- c) Give a guarantee on behalf of the Corporation to secure performance of an obligation of any person;
- d) Mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure an obligation of the Corporation.

D. Code of Conduct/Duties/Responsibilities:

"With Great Power There Must Also Come - - Great Responsibility."

1) The Duty of Care

"Standard of Care"

a) Skill and competence: The duty of skill and competence requires that directors exercise such degree of skill and diligence, as would amount to, the reasonable care that an ordinary person might be expected to take in the circumstance on his or her own behalf, but he or she need not exhibit in the performance of his or her duties a greater degree of skill than may be expected from a person of his or her knowledge and experience.

b) Diligence: The duty of diligence requires a director to:

- i) Attend meetings
- ii) To become as fully informed as possible regarding all aspects of the corporation, including any issues that affect the corporation, including any issues that affect the corporation.
- iii) To participate actively in the work of the board via committee assignment(s) or special activities as required.

c) Respect: It is the Directors duty to treat Board members, staff members, volunteers and members with respect and dignity.

2) The Duty of Loyalty

a) Directors must act with honesty and in good faith in what they reasonably believe to be the best interests of the Society.

b) Directors must stringently avoid conflicts of interests and must disclose any conflict of interest to the Board of Directors and follow its instructions as to such conflict of interest, in accordance with the provisions of the Non - Profit Corporations Act 1995.

c) Directors may not profit in any way from their relationship with the Society.

3) Duties regarding the Shelter

a) To appoint or employ a Shelter Director who shall be responsible for the operations and good management of the Shelter facility in addition to other duties and responsibilities as may be deemed necessary by the Board.

In the event of a vacancy in this position, the Board of Directors shall be responsible for arranging interim management of Shelter operations until such time as they are able to fill that position.

b) To appoint or employ a person or company who shall be responsible for bookkeeping and accounting duties deemed necessary by the Board. This position will work closely with Shelter management but will be hired by, and report directly to, the Board of Directors. The Finance Committee will supervise the Accountant's work.

c) To ensure the establishment of Shelter policies and procedures with a view to providing necessary and safe animal care and services.

d) To make available sufficient funds, to maintain adequate control of expenditures, and to review and monitor the administration of funds in order to ensure the provision of adequate equipment, facilities and staff.

e) To play an active role in fund raising revenue generation and membership recruitment.

4) Duties to the membership: To carry out duties as required by legislation or as

directed by the membership as a whole.

E. Board of Director Changes

1. **Retiring from the Board:** Individuals retiring from the Board of Directors shall be deemed to hold membership on the Board until the conclusion of the Annual General Meeting at which time they retire and newly elected Board members take office.
2. **Changing the appointed positions:** The Board of Directors shall have the power to change these positions should circumstances warrant.
3. **Officer Vacancies:** Should there become a permanent vacancy of any of these Board-Officer positions, the remaining Board members shall, from its current composition, elect new incumbents to serve until the next Annual General Meeting.
4. **Board Vacancies:**
 - a) **Before or after Annual General Meeting**

The Executive Committee shall have the power to appoint members to the Board should there be any vacancies following the Annual General Meeting or if vacancies occur between Annual General Meetings. Such appointments shall be to a maximum of three (3) and shall be effective only until the next Annual General Meeting when the appointee has the option of running for election to the Board of Directors.
 - b) **When a Special Meeting is Required**

If three (3) or more members of the Board of Directors resign because of a controversy within the board, a Special General Meeting of the membership shall be held within twenty-one (21) days of the resignations* effective date(s) for the purposes of addressing the controversy and if necessary, to elect new Board members. Notice of the Special Meeting shall be sent no less than fifteen (15) days before the day of the meeting.
 - c) **At the Special General Meeting**

Any or all positions on the Board may be declared vacant by the members at a Special General Meeting as provided for per Bylaw V-C. Vacancies shall then be filled via elections at the same meeting.
5. **Disqualification of a member of the Board of Directors:** A member of the Board of Directors is disqualified:
 - a. If he/she does not have a currently valid membership in the Society;
 - b. If he/she is not a resident of Saskatchewan;
 - c. If he/she has the status of bankrupt;
 - d. If he/she is a person of unsound mind and has been so found by a medical officer or court of law or has a criminal record and has been so found by a Court of Law: or
 - e. If he/she is less than eighteen (18) years of age.

III. Meeting Procedures

A. Meeting Types:

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B. Rules of Order: Accepted rules of parliamentary procedures per Roberts Rules of Order shall govern proceedings of all Society Board and Membership meetings where there is no policy or procedure to specify otherwise.

C. Voting Procedures for all meetings of the Society

1. At all meetings of the Society, voting shall be by a show of hands.
2. A member may demand a poll (exact count) either before or after any vote.
3. At meetings of the Board of Directors a ballot may be requested by at least three (3) members present.
4. At the Annual General Meeting, except where positions are filled by acclamation, the election of the Board of Directors shall be by secret ballot.
5. All other business at an Annual General Meeting may be voted on as at all meetings of the society.
6. Each Member of the corporation is entitled to one (1) vote at a meeting of the members, subject to the Membership Bylaw #1 a) through 1 g).
7. Voting Eligibility
In order to be eligible to vote at the Annual General Meeting or any other meeting, a person must hold a current membership and have been a member of the Society for at least fifty (50) days prior to the meeting and cannot be less than 18 yrs of age.
8. Proxy: There shall be no proxy voting at any meeting of the Society's members or Board of Directors.

A-1) Annual General Meetings

1. When:
 - a) The Annual General Meeting shall be held on the first Thursday of March, each year.
 - b) The Board of Directors shall establish the time, date, and location of the Annual General Meeting.
2. Notification:
 - a) Notice of an Annual General Meeting including date, time and place, Shall be sent not less than fifteen (15) days, or more than fifty (50) days before the meeting.
 - b) Such notice may be by publication, e-mail or by mail and shall be sent to each society members entitled to vote at a meeting, to each Board member, and to the Auditor of the Corporation.
 - c) Notice by publication shall be given at least once in each of the three (3) consecutive weeks preceding the meeting in a newspaper or newspapers circulated in the municipalities in which the majority of the corporation members

reside; OR not more than fifty (50) nor less than fifteen (15) days before the meeting at least once in a publication of the Corporation that is sent to all its members.

3. Notice of Changes:

Notice of any changes, additions or deletions from the Bylaws of the North East Society for the Prevention of Cruelty to Animals must be provided to the membership no less than fifteen (15) calendar days prior to the Annual General Meeting (AGM).

4. Who Chairs:

The Annual General Meeting shall be chaired by the Chairperson of the Board unless unable to attend then an alternate (usually the Vice-Chair) will preside or as appointed by the board from the Board of Directors.

5. The Business that must be transacted at the Annual General Meeting includes:

- a) The submission of financial statements and the auditor's report,
- b) The election of Board members,
- c) The appointment of the Auditors,
- d) The introduction for approval by the membership of new honorary members, if any,
- e) Introduction and voting on proposed amendments to the bylaws, if any.
- f) Special concerns or presentations from the membership must be submitted to the Board of Directors at least three (3) weeks in advance of the Annual General Meeting. These special concerns or presentations will be placed on the agenda if they are within the mandate of the North East SPCA.
- g) Other business to be discussed at the Annual General Meeting shall be added/specified on the Agenda at the commencement of the meeting.

6. Quorum for an Annual General Meeting:

Ten (10) members shall constitute a quorum at any Annual General Meeting.

A-2. Board of Directors Meeting

1. When

- a) The Board of Directors shall meet at least once per month.
- b) The monthly meeting may be waived a maximum of three (3) times per calendar year if agreed to by a simple majority of the Board.

2. The Business that must be transacted at The Board of Directors Meeting:

The Board of Directors shall meet for the dispatch of business and shall regulate their meetings, as they deem suitable.

3. Notification:

- a) The Board may meet on a pre-appointed date without additional notice.
- b) A reasonable effort must be made to ensure that each Board member shall receive at least five (5) days notice of any Board Meeting.
- c) The notice period for a specific unscheduled Board Meeting may be waived if

agreed to by a simple majority of the Board (phone or email acceptable).

d) If a resolution of the Board is required quickly, the Chair must call a meeting as soon as possible, and the Chair or their designate must make a reasonable effort to inform all Board members of the meeting 24 hours in advance. Quorum must be attained at this meeting for decisions to be made.

e) Notification shall be by mail, electronic mail or telephone and shall state the time and location of the meeting.

4. Who Can Call for a Meeting:

a) Board meetings may be called by the Board Chairperson alone,

b) But must be called by the Board Chairperson upon receipt of a written request for such a meeting signed by at least three (3) Board members. This written request must state the business to be dealt with. An email from each Board member will be considered a written request.

5. Quorum for a Board of Directors Meeting:

A majority of the total number of Board members shall constitute a quorum for all Board meetings. Such a quorum may exercise all powers of the Board.

A-3 Special Meeting of Members of the Society

1. When can a Special General Meeting of the Society be called

The Board of Directors may call a Special General Meeting of members at any time

2. How can a Special General Meeting of the Society be called

a) The Board must call such a meeting on the written request of at least 5% of the members entitled to vote as per Membership Bylaw 1.

b) A Special Meeting may also be called by the members if the Board of Directors fails to call the meeting within twenty-one (21) days after receiving the request.

3. A request for a Special General Meeting must indicate:

a) The purpose or objects for which the meeting is being called.

b) The date, time, and location of the meeting.

4. Who presides

A Special General Meeting shall be presided over by a Chairperson appointed by the membership present at such meeting prior to the discussion of any business.

5. What is Quorum at a Special General Meeting

Ten (10) members shall constitute a quorum at any Special Meeting of the Society

A-4 Executive Committee meetings

Shall be held in between Board of director meetings at least once a month.
(see Executive Committee Purpose)

IV Memberships

Types of Memberships and their Rights and Privileges

A. Types of Memberships

The Society shall consist of Regular, Honorary, Associate, Life, Junior, Senior, Family, Corporate, and Donor Members. Those who are in sympathy with and supportive of the Aims and Objectives of the Society and who are willing to uphold our humane principles qualify for membership application.

1. Regular Member

a) Any person between the ages of 18 and 64 who has successfully applied for membership and paid the prescribed annual membership fee.

b) Rights and Privileges of the Regular Member: A Regular Member shall have attendance, discussion, and voting privileges at all member meetings and may be elected to the Board of Directors.

2. Honorary Life Member
 - a) Any person who is nominated by the Board of Directors and whose nomination is approved at a general or annual membership meeting
 - b. Rights and Privileges of the Honorary Life Member: Honorary Life Members shall be entitled to the same rights and privileges as a Regular Member without having to pay the prescribed annual fee.

3. Associate Member
 - a) Any non-resident of Saskatchewan who has paid the prescribed annual membership fee.
 - b) Rights and Privileges of the Associate Member: Associate Members shall be entitled to the same rights and privileges as a Regular Member but may not be elected to the Board of Directors.

4. Life Member
 - a) Any person who has successfully applied for membership and paid the prescribed life membership fee.
 - b) Rights and Privileges of the Life Member: Life Members shall be entitled to the same rights and privileges as Regular Members.

5. Junior Member
 - a) Any person under the age of 18 who has successfully applied for membership and paid the prescribed annual membership fee.
 - b) Rights and Privileges of the Junior Member: Junior Members shall be entitled to have attendance and discussion but no voting privilege at member meetings and may not be elected to the Board of Directors.

6. Senior Member
 - a) Any person 65 years or older who has successfully applied for membership and paid the prescribed annual membership fee.
 - b) Rights and Privileges of the Senior Member: Senior Members shall be entitled to the same rights and privileges as a Regular Member.

7. Family Membership
 - a) Two persons over the age of 18 residing at the same address that have successfully applied for membership and paid the prescribed annual fee shall be considered a family.
 - b) Rights and Privileges of the Family Membership
Family Memberships shall be entitled to the same rights and privileges of a Regular Member except a Family Membership receives the privilege of two votes.

8. Corporate Member
 - a) Includes sole proprietorship, partnerships, and incorporated businesses operating in the Province of Saskatchewan who have successfully applied for membership and paid the prescribed annual membership fee.
 - b) Rights and Privileges of the Corporate Member
Corporate Members shall have attendance and discussion rights but are limited to one vote and are not eligible for election to the Board of Directors at the

Annual General Meeting.

9. Staff Member

- a) Any employee of the North East SPCA or representative of the employees of the North East SPCA who has paid the prescribed annual membership fee.
- b) Rights and Privileges of the Staff Member: shall be entitled to have attendance and discussion, but have no voting privileges at the Annual General Meeting, and may not be elected to the Board of Directors.

B. Setting the fees:

The Board shall set membership fees for the various categories of memberships.

C. New membership applications:

New memberships shall come active upon receipt of the properly completed application form and prescribed fee.

D. Renewing of memberships

Memberships must be renewed by completion of appropriate application form, and remittance of prescribed fees before the expiry of current membership. Memberships not renewed before expiry will be considered to have been voluntarily cancelled and as such these members shall no longer be entitled to any rights and privilege of Society membership.

E. Termination of Memberships

1. Events that lead to termination: Member's membership in the Society shall, unless otherwise expressly stated herein, immediately terminate without any further notice or action by the Society upon the occurrence of one or more of the following events:

a) Written request by the member (withdrawal from the society)

The Board receives written notice from such Member stating that such Member wishes to terminate or otherwise withdraw his membership in the Society. Any member may withdraw from the Society at any time by written notice to the Society office. Upon withdrawal, the member shall not be entitled to a refund of any portion of the fees already paid.

b) Non-payment of membership fees

Such Member fails to pay the applicable membership fees for any calendar year by the date designated by the Board pursuant to Bylaw III (3).

c) Death

d) Conduct unbecoming

The Executive Committee, upon review of the conduct of the Member, decides in its sole discretion to expel such Member on the basis: That the Member has conducted him or herself in any improper or unbecoming manner which is likely to endanger the interests or reputation of the Society or has wilfully breached the society's bylaws, mandate, aims or objectives, or mission.

2. Procedure for improper conduct or conduct unbecoming

The decision of the Executive committee shall not be effective unless and until written notice with explanation of such decision has been forwarded by registered mail to such Member at the address shown in the Society's register of Members. The decision of the

above vote shall be subject to the appeal procedure as described in Bylaw IV(2).

3. Appeal procedure

Any Member who is expelled from the Society pursuant to Bylaw III(4)a hereof shall be entitled to an impartial hearing of such expulsion in accordance with the following procedure:

a) Within 30 days of the Member's actual or deemed receipt of the written notice of expulsion as provided for herein, the Member shall forward to the Board a notice of the Member's intention to appeal such expulsion. The notice to appeal must be completed on the Society's Appeal Membership Application form and indicate the reason(s) why their membership should be reinstated or why the decision to terminate was not warranted. The failure by the Member to satisfy any of these provisions shall result in the loss of the Member's right to appeal the decision of expulsion.

b) A committee consisting of three individuals shall hear the Members appeal. The three members of the committee shall consist of one (1) Director appointed by the Board of Directors (excluding any Director who sat on the committee described in By-law III(4)a), one (1) Director appointed by the Member who sought the hearing, and one (1) member appointed by the Saskatchewan Society for the Prevention of Cruelty to Animals. The appeal shall be held within 30 days of the Board's receipt of such Member's notice to appeal.

c) The hearing shall provide an opportunity for the Member to state their case for reinstatement with a maximum hearing period of thirty (30) minutes.

d) The appeal committee shall provide a written communication to the member within fourteen (14) days of the hearing date. The written communication shall provide the reason(s) for the decision.

e) Any decision of such committee of the Board shall be final and binding and a Member shall have no further right of appeal.

Any member who is expelled from the Society pursuant to Bylaws III(4)a and III(4)b shall be entitled to apply to the Board of Directors for membership after three years and every subsequent two years.

V Corporate Records and Financial Affairs

A. Corporate Records

As a non-profit, charitable corporation, the North East SPCA shall prepare and maintain the following records, which shall be kept at the Shelter facility, the registered office of the Corporation:

1. Articles and bylaws and any amendments to them;
2. Minutes of meetings and members' resolution, as well as those arising from meetings of directors or committees;
3. Copies of all Notices of Directors and changes on the Board of Directors;
4. A register of all securities issued by the Corporation;
5. A register of members, their addresses, and the date on which they became or ceased to be members; and,

6. Adequate accounting records.

b. Financial Affairs

1. The fiscal year of the Society shall end on the 31st of December of each year.
2. Notification of the audited financial statements to be sent with Notification of the Annual General Meeting.

Per the Non-Profit Corporations Act 1995, a notice stating that the audited financial statements are available at the North East SPCA Shelter facility (the registered office of the Corporation) and are subject to examination during normal Shelter business hours. The notification shall be sent to members along with notification of the Annual General Meeting.

Notice shall also be given that the audited financial statements and if applicable, revised bylaws, will be available at the Annual General Meeting.

VI * Winding Up (Dissolution)

On dissolution of the Corporation, its property and assets shall be

first applied against expenses of disposition,

secondly against any debts outstanding,

thirdly in accordance with Section 199(2) of the Non-Profit Corporations Act and any remaining property and assets shall be disposed of in such manner as may be decided by the voting Members of the Society present at the meeting of the dissolution.

Board Chairperson

Executive Director