

By-law 2012

A By-Law relating generally to the transaction of the affairs of:

Alzheimer Society of Kenora/Rainy River Districts

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Whereas the Alzheimer Society of Kenora/Rainy River Districts was founded in 1991 and thereby adopted a constitution by-law for such purposes;

And Whereas the said by-law was amended in June 2003;

And Whereas the said by-laws require replacement for updating purposes;

Now Therefore the said by-laws as amended are hereby repealed and replaced herewith:

- A. Mission Statement** – The Alzheimer Society of Kenora/Rainy River Districts alleviates the personal and social consequences of Alzheimer’s disease and related dementias, provide awareness, education and support research.
- B. Vision** – To ensure every individual diagnosed with Alzheimer’s disease or related dementias and their family is connected with a community of learning to support them through the Alzheimer journey.
- C. Key functions** – The Society will:
 - C.1 Provide information, education, counselling and support services to people who are newly diagnosed and their caregivers through the continuum of care;

- C.2 Provide education in the community, raise awareness of the Alzheimer's disease and provides training for health care professionals;
- C.3 Continue to promote and support research;
- C.4 Be the education and information resource for Alzheimer Disease and related disorders;
- C.5 Provide a venue for volunteers to achieve a meaningful sense of purpose and fulfillment;
- C.6 Collaborate and partner with other organizations to advocate for services for clients, caregivers and the communities of Kenora and Rainy River Districts.

D. Catchment Area – The Districts of Kenora and Rainy River, excluding the Township of Atikokan, in the Province of Ontario.

1 Board of Directors - Administration.

- 1.1 Communication** – All matters concerning the work of the Board of Directors will be communicated to meetings of the Board by the Executive Director. All matters concerning the work of the Society will be communicated to staff by the Executive Director. All matters concerning the work of the Society will be communicated to the Executive Director by the Board and/or by the President.
- 1.2 Committees** – The Board may appoint various committees for various purposes, setting out their term, composition, purpose, and time frames. All committees report to the Board. No committee shall speak for the Society or the Board. The Board Membership Committee shall be composed of two Board members (one of which shall be the immediate past president or the vice-president) and the Executive Director.
- 1.3 Directors Responsibilities**– All members of the Board shall sign a Board of Directors Agreement with the Society. The Board shall, with the support of the Executive Director: be fully informed of the principles of the Society's mandate; annually review the Society's Strategic Plan, or as otherwise may be directed by the Board; employ an Executive Director and other employees as it deems appropriate; provide direction to the Executive Director and annually provide a written performance review of the Executive Director.

2 Governance

- 2.1** The name of the organization shall be the Alzheimer Society of Kenora/Rainy River Districts. The word "Society" when used herein shall be deemed to mean the Alzheimer Society of Kenora/Rainy River Districts. The Seal of the Society shall contain the words "Alzheimer Society of Kenora/Rainy River Districts" – care and security of the Seal shall be the responsibility of the Executive Director. The head office of the Society shall be in the City of Kenora in the District of Kenora in the Province of Ontario, Canada, and at such address therein as the Board of Directors may determine from time to time.
- 2.2 Not-for-Profit** – The operation of the Society shall be carried on without purpose of gain for its members and any profits or other accretions to the Society shall be used in promoting the objectives.
- 2.3 Membership** – Membership in the Society shall be open to all persons interested in furthering the objectives of the Society and the annual membership fee shall be \$20.00, or as may be determined by the Board from time to time, payment of which shall be required to keep a member in good standing. Notice to the members as to fees payable, due and payable by March 31st annually, shall be in writing and if such fee is not paid within sixty days, the member in default shall automatically cease to be a member of the society. Every member in good standing shall be entitled to one vote at the Annual or Special General Meeting. A member may at any time resign by notice in writing to the Board. The Board may at any time revoke and cancel for cause the membership of any member.

- 2.4 Board of Directors** – The affairs of the Society shall be managed by a Board of Directors, herein called the “Board”, which shall be composed of no less than nine persons who are:
- 2.4.1 Chapter/Society members in good standing; have been elected at the Annual General Meeting;
 - 2.4.2 of legal age; and
 - 2.4.3 a resident within the catchment area of the Society. Efforts will be made by the Membership Committee to recruit Directors from both the Kenora and Rainy River Districts and also from the various communities within.
 - 2.4.4 **Confidentiality** – Society business information regarding such are matters of strict confidence and must be treated as such by each Board Member. The use of the Society’s name, or the dissemination of any information concerning the Society’s operation to any media, publication or individual, must not be done without prior approval of the Board or President.
 - 2.4.5 **Former Employees** – may be nominated to the Board two years after the termination of employment.
 - 2.4.6 **Termination** – the office of Directors shall be vacated due to any of the following events:
 - 2.4.6.1 Death of the Director;
 - 2.4.6.2 Written resignation of the Director; a motion, duly moved, seconded and passed by resolution of not less than two-thirds of those members of the Society present at a special or annual meeting of the Society, provided no less than two months notice of such motion has been given;
 - 2.4.6.3 Non-attendance at three Board of Director regular meetings without just cause and without prior notification to the Society or the President. The Board may grant a leave of absence in its sole and unfettered discretion.
 - 2.4.7 **Vacancy** – In the event of a vacancy, the Board of Directors may, by resolution, fill the vacancy until the next Annual General Meeting of the Society.
 - 2.4.8 **Term of Office** – An individual’s term of office on the Board of Directors shall be for three years, and such term’s may be repeated four consecutive times to a total of twelve years. Individuals who have served twelve years may return after one year’s absence.
 - 2.4.9 **Remuneration of Directors** - Directors shall receive no remuneration for acting as such.
- 2.5 Board Meetings** – Meetings of the Board shall be held monthly at a place or places to be determined by the Board of Directors, on an annual basis, following the Annual General Meeting. The Board may, in its discretion, forgo meetings during the summer months of July and August. Meetings of the Board may also be called by the President of the Society or upon written request of at least three members of the Board – disclosure of the purpose of such meetings shall be stated prior to the meeting to all Board members.
- 2.5.1 **Notice of Meetings** – Notice of all meetings shall be provided to the Directors at least five days in advance thereof.
 - 2.5.2 **Quorum** – A minimum of one-half of the Directors shall constitute a quorum of any meeting thereof and no meeting shall be valid unless there is a quorum therein. Any meeting where it is known that quorum will not be attained may be cancelled at the discretion of the President with reasonable notice to the Directors as may be appropriate or possible. All Board Meeting minutes will be signed by the President or Vice-President and the Secretary. Care and security of all minutes are the responsibility of the Executive Director.
 - 2.5.3 **Voting** – Matters of business shall arise from the agenda of the meeting and decisions thereon shall be expressed in a resolution and all resolutions to be considered by the Board shall be moved and seconded by two different Directors. All matters arising at any meeting of the Directors shall be decided by a majority of votes. In the event of equality of votes, the

Chairperson shall give a deciding or casting vote. All votes shall be taken by ballot if so demanded by any Director, but if no demand is made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chairperson that a resolution has carried or failed and an entry to that effect in the Minutes shall be prima facie proof of the number of proportion of the votes recorded in favour or against such resolution.

2.5.4 **Chairperson** – In the absence of the President, the Vice-President shall preside as Chairperson of the meeting. If there is no President or such Vice-President, or if at meeting neither of them is present within ten minutes after the time appointed for the holding of the meeting, those present shall choose a person from their number to be Chairperson for that meeting.

2.5.5 The Board may direct that meetings of Directors may be held by means of such telephone, electronic or other communication facilities as permit all person participating in the meeting to hear each other simultaneously and instantaneously - a director participating in such meeting by such means is deemed to be present at that meeting.

2.6 Power of Directors – The Board of Directors shall exercise all powers other than those required by law or by these by-laws to be exercised by the Members in general meeting, and without limiting the generality of the foregoing, shall have the power to:

2.6.1 Elect from among the Directors, the Officers of the Society we are required to be elected or appointed by the Board;

2.6.2 Nominate auditors and counsel;

2.6.3 Employ such personnel as may be determined by the Board and establish remuneration and benefits;

2.6.4 Formulate the policies of the Society;

2.6.5 Adopt new by-laws or make amendments to existing by-laws by a majority vote, subject to confirmation at the next general or special meeting of the Society;

2.6.6 Administer the affairs of the Society in all things and make or cause to be made for the Society, in its name, any kind of contract which the Society may lawfully enter into and, save as hereinafter provided, generally, may exercise all such powers and do all such other acts and things as the Society is by its charter or otherwise authorized to exercise and do;

2.6.7 Purchase, lease, exchange, hire and otherwise deal with any real and personal property and any rights or privileges which the Directors may think necessary or convenient for the purpose of establishing a headquarters for the Society and other place or places of business they may at any time decide upon or for any other lawful purpose or purposes of the Society may decide at any general meeting thereof, and in particular any land, building, immovable, chattels, furniture and equipment.

2.6.8 Obtain, collect and receive money and funds by way of contributions, donations, subscriptions, legacies, grants or any lawful methods and to receive gifts of property of any and every description for use toward furtherance of the objects of the Society.

2.6.9 Invest in such manner as may be prescribed by the Trustee's Act, any monies of the Society not immediately required for the needs of the Society.

2.7 Officers of the Society – The Society shall have the following five Officers: Immediate Past President, President, Vice-President, Treasurer, and Secretary, each of whom shall serve for a term of two years, with the exception of Past President, and the exception of President who may serve up to three one year terms. Officers shall hold and retain such offices until election or re-election has taken place.

2.7.1 Election of Officers shall be done at the first meeting of the Board following the Annual General Meeting.

2.7.2 **Duties:**

- 2.7.2.1 **President** – shall preside at all general or special meetings of the Society and meetings of the Board of Directors and shall be a member, ex officio, of all committee's excepting the Nominating Committee; shall have general direction of all Society activities under policies set by the Board of Directors.
- 2.7.2.2 **Vice-President** – shall preside at meetings in the absence of the President and shall perform any duties assigned by the President.
- 2.7.2.3 **Secretary** – shall ensure the record keeping of the Society; shall act as Secretary and keep or cause to be kept, records of all proceedings at meetings of the Board of Directors, committees and meetings of the Society; and shall perform such other duties as may be assigned by the Board of Directors, including certification of documents issued by the Society.
- 2.7.2.4 **Treasurer** – shall ensure that full and accurate accounts of all receipts and disbursements of the Society are kept in proper books of account and that all funds are deposited in the name and to the credit of the Society in such bank or banks as designated from time to time by the Board of Directors; shall distribute the funds of the Society under the direction of the Board of Directors, ensuring that proper vouchers are taken therefore, and render to the Board of Directors and to the President of the Society, whenever called upon to do so, an account of the financial position of the Society all of the actions as Treasurer; shall perform such other duties as may from time to time be determined by the Board; shall hold in custody all important financial documents of the Society required by the Treasurer for the execution of the duties of the Treasurer; shall, upon demand of the Board of Directors, furnish at the expense of the Society, a fidelity bond in such amount as may be determined by the Board of Directors; shall be responsible for the safekeeping , signing, and distribution of charitable donation receipts issued by the Society for income tax purposes; shall present the audited financial statements for the year at the Annual General Meeting of the Society; shall present the annual proposed budget to the Board of Directors; and, upon termination of office, deliver to the succeeding Treasurer, or to the Executive Director, all papers, funds and financial documents.

2.8 Protection of Directors and Officers – No Director or Officer of the Society shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for any loss, damage or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by the Society or for on the behalf of the Society or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Society shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person including any person with whom any moneys, securities or effects shall be lodged or deposited for any loss, conversion, misapplication or misappropriation of any damage resulting from any dealings with any moneys, securities or other assets belonging to the Society or for any loss, damage or misfortune whatever which may happen in the execution of the duties of the director's or officer's respective office or trust or in relation thereto unless the same shall happened by or through the director's or officer's own wilful neglect or default.

2.9 Indemnity of Directors and Officers – The Society shall be deemed to have consented to the indemnification of its directors and officers on the terms contained herein and the approval of this By-law by the members shall be deemed to constitute the approval required the Corporation's Act. Every Director or officer of the Society or other person who has undertaken or is about to undertake any liability on behalf of the Society shall be indemnified and saved harmless out of the funds of the Society, from and against:

- 2.9.1 All costs, charges, damages, liabilities, fines, penalties, legal fees and expenses, whatsoever that he or she sustains or incurs in respect of any action, suite or proceeding that is brought,

commenced or prosecuted against the director or officer for or in respect of any act, deed, matter or thing whatever, made, done committed or permitted by director or officer, in or about the execution of the duties of such office or in respect of any such liability, and

2.9.2 All other costs, charges and expenses which the director, officers or other person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default.

2.9.3 It is specifically provided that a director or officer who is seeking to be indemnified must provide prompt notice to the Society regarding the existence of a claim or other potential liability as well as full disclosure regarding the events giving rise to the claim and if a legal action is involved, and such director or officer must give the Society the opportunity to participate in the defence.

3 Banking/Fiscal Year – The fiscal year end of the Society shall be March 31. All monies received by the Society shall be deposited in the name of the Society at a bank or banks to be designated by the Board of Directors. Any two signatures of the President, the Vice-President or the Treasurer appointed for the purpose by the Board of Directors may draw cheques and sign, make, draw or accept bills of exchange, any other negotiable instruments, or any other contract or instrument in writing on behalf of the Society. All Instruments in writing so signed shall be binding upon the Society without further formality or ratification.

4 Auditors – shall be appointed at the Society's Annual General Meeting to hold office until the next annual meetings. The books of account shall be examined and the balance sheet ascertained at the end of the fiscal year by the said auditors. Auditor's fees shall be approved by the Board of Directors.

5 Rules of Order/Meetings – Robert's Rule of Order Revised shall govern the deliberations of the Society and all meetings shall be conducted with decorum. Guests-any member of the Society who wishes to attend a Board Meeting and/or make a presentation, must notify the Chairperson, or the Executive Director, in writing, a minimum of one week prior to the meeting, and shall include an outline of the presentation if one is to be made.

6 Annual General Meeting – The Annual General Meeting of the Society shall be held in the City of Kenora at a location, and on a date and at a time as determined by the Board of Directors, no more than six months following the fiscal year end dates of **March 31st**. Notice of the location, date and time of the meeting shall be given by public print media publication and/or radio announcement and/or mail (electronic or otherwise) to the members of the Society, as determined by the Board of Directors, with no less than fourteen days' notice. Special General Meetings of the Society shall follow the same notice requirements. Copies of notices of all General and Special Meetings shall be delivered to all Board Directors.

7 Amendments – Amendments to this by-law, or subsequent amendments, or additions thereto, may be made upon a simple majority vote at the Annual General Meeting or at a Special General Meeting. Notice of resolution to amend must be made by any Society Member or Board of Directors Member and must be received by the Secretary no less than thirty days before such meeting.

_____ Date of Board Approval

_____ Date of General Meeting Approval

Chair,

Secretary,