

Moose Jaw Right to Life By-Laws

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ARTICLE 1 - GENERAL

1.1. Name

The Name of the Society shall be **Moose Jaw Right to Life**.

1.2. Our Belief:

1. We believe in the full humanity of the unborn, the aged and the disabled.
2. We believe respect for all human life is the basic ingredient of a peaceful and stable society.

1.3. Aims and Objects

The objects of Moose Jaw Right to Life are:

1. To promote respect for all human life from conception to natural death.
2. To uphold and defend the right to life.

ARTICLE 2 – MEMBERSHIP, FEES, TERMINATION AND DISCIPLINE

2.1 Membership

1. Persons and organizations interested in furthering the aims and objects of the society may become a voting member upon payment of the annual fee as prescribed by the society.
2. Organizations must name a designated representative.
3. Members shall be notified by the society when annual membership dues are payable.
4. Members in good standing are entitled to receive notice of, attend, and vote at all annual general meetings.
5. An annual membership is valid until the end of 4 months after the fiscal year-end.

2.2 Annual Membership Fees

1. The annual membership fee is prescribed by the board of directors.
2. Fees will be reviewed by the board of directors and may be adjusted as required

2.3 Termination of a Member

A membership in the Society is terminated when:

1. A member resigns in writing by delivering a written resignation to the secretary of society and resignation shall be effective on the date specified.
2. A member dies, or, in the case of a member that is a corporation, the corporation is dissolved
3. A member's term of membership expires.
4. The society is liquidated or dissolved under the Act.

2.4 Discipline of Members

The board shall have authority to suspend or expel a member from the society for any one or more of the following grounds:

1. Violating any provision of the Articles, by-laws, or written policies of the society;
2. Acting or speaking in contravention of the objects of the society.
3. For any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the society.

ARTICLE 3– FISCAL POLICIES AND GUIDELINES

1. The fiscal year of the society shall be from January 1st to December 31st.
2. Two signatures shall be required for all cheques and documents of the society.
3. Three signing officers are to be appointed by the board of directors.
4. The society shall operate without the purpose of gain for its members.
5. Any profits or other accreditations to the society shall be used in promoting its objectives.

ARTICLE 4 – - BOARD OF DIRECTORS

4.1 Procedure for Selection

1. The board of directors shall consist of not less than 3 and not more than 12 directors and shall serve without pay.
2. To be eligible for election a director must be 18 years of age and a member in good standing.
3. The term of office for directors is 2 years but there is no prohibition from serving multiple terms.
4. At each annual general meeting there shall be an election to replace directors who have completed their term.
5. At the first board meeting after the Annual General Meeting, the board of directors will elect from among the directors for positions of president, vice-president, secretary, and treasurer. The balance of directors shall be members at large.
6. Directors retiring from office shall be deemed to hold office until the conclusion of the annual general meeting at which they retire.
7. Board members with 3 absences, without notice and reason, shall be subject to dismissal from the board.
8. Vacancies shall be filled by the board until the next annual meeting of members.
9. Each director is required to act honestly and in good faith with a view to the best interests of the society and shall exercise due diligence.

4.2 Executive Officers and Duties of the Board

1. The executive officers directing the society shall consist of President, Vice President, Secretary, Treasurer, and the immediate Past President.
2. The PRESIDENT shall preside at all board meetings, appoint committee members, and be ex officio a member of all committees.
3. The VICE PRESIDENT shall assume the duties of the president in case of the president's absence or inability to act.
4. The SECRETARY shall be responsible for the minutes of the board, keep a Minute Book of approved minutes, provide copies of minutes to the board as soon as possible after meetings, and conduct the correspondence of the society as directed by the president.
5. The TREASURER shall keep the accounts of the society, keep safe custody of the funds, and prepare financial statements and reports as required.
6. The MEMBERS AT LARGE shall perform such duties as prescribed by the president.
7. The PAST PRESIDENT shall act in an advisory role.
8. The board may appoint STANDING and AD HOC COMMITTEES as required.

4.3 Meetings of the Board of Directors

1. The board meets together for the dispatch of business, adjourn and otherwise regulate their meetings as they determine.
2. Notice of a board meeting shall be given at least a week prior to the date, and the place of the meeting may be stated by telephonic, electronic or other communication device.
3. Special board meetings may be called at the request of the president or a majority of directors.
4. To deal with extraordinary circumstances, the board may hold meetings by conference call with a notice no later than 24 hours prior to the conference call.
5. Agendas shall be provided in advance of the meeting to permit the board to form a reasonable judgment on decisions to be taken.
6. The majority of board members at a meeting shall constitute a quorum.
7. The president shall chair the meeting. In the event that the president and vice-president are absent or unable to chair and if a quorum remains, the directors shall choose one of their number to chair the meeting.
8. In absence of a quorum, no formal action shall be taken except to adjourn the meeting to a subsequent date.

ARTICLE 5 – ANNUAL GENERAL MEETING of MEMBERS`

5.1 Frequency of Meetings of Members

1. The annual general meeting shall be held in every calendar year, within 4 months after the end of the society's fiscal year.
2. A Special General Meeting may be called by the president when considered necessary, or by at least 10 members in good standing.
3. The quorum shall be 12 members in good standing.
4. Each member present at a meeting shall have the right to exercise one vote. In case of an equal number of votes, the Executive Committee shall decide the matter. If still unresolved, the matter shall be determined by the president.

5.2 Notice of Annual and Special General Meetings of Members

1. Each member entitled to vote shall receive a notice of the time and place of annual and special general meeting of members a minimum of 14 days before the day the meeting is to be held.
2. Notice may be given by telephonic, electronic or other communication methods.
3. An agenda shall be provided and shall contain sufficient information to permit the members to form a reasonable judgment on any decision to be taken.

5.3 Chair of the Annual Meeting

1. The President of the society shall be the chair of the meeting.
2. In the event that the president and the vice-president are absent, or unable to chair, the members present and entitled to vote, shall choose one of their numbers to chair the meeting.

5.4 Voting at Annual and Meetings of Members

1. Passage of a motion requires a simple majority (i.e. one more than half the voting members present).
2. Voting shall be by ballot in the case of election of officers and by show of hands in other cases except where a ballot is requested by at least three members.

5.5 Reports at Annual Meeting

1. At every annual meeting, the report of the directors and the financial statements shall be presented to the membership.
2. The members may consider and transact any business placed on the agenda.

ARTICLE 6 – RECORDS OF ANNUAL AND BOARD MEETINGS

The records of annual minutes and financial statements of the society and board meetings shall be kept at a central location.

ARTICLE 7 – AUDITOR

1. The directors may appoint members of the board to show, in their opinion, the report is properly drafted so as to present fairly the state of the affairs at the date of the balance sheet and the result of its operation for the year ended on that date.
2. Subject to the Society's Act a review report by a non-director will be provided where revenues in the previous fiscal year are between \$25,000 and \$250,000. The audit may be waived, but a review will be provided.

ARTICLE 8 – CUSTODY AND USE OF SEAL

The Board of Directors may adopt a seal which shall be the common seal of the society under the control of the directors.

ARTICLE 9 – AMENDING OF BY-LAWS

1. The by-laws may be amended only in the manner provided in the Societies Act.
2. Amendments shall be made by special resolution passed by three quarters affirmative vote of such members entitled to vote who are present in person at a general meeting.

SECTION 10 – DISSOLUTION

1. Subject to Section 47 of the Societies Act, in the event of the dissolution of the society or upon the winding up of the society, any funds of the society remaining after payment of all liabilities shall be given to such charitable organization in Saskatchewan to foster respect for human life and give charitable assistance.
2. In no case shall the assets of the society be distributed among the members.
3. This clause is unalterable.

These By-Laws are approved and effective June 18, 2014