

BY-LAWS OF
ALBERTA FAMILY MEDIATION SOCIETY

ARTICLE I **NAME**

The name of the Society (herein after referred to as the “Society”) is the “Alberta Family Mediation Society.”

ARTICLE II **MEMBERSHIP**

- (1) The members of the Society shall be the subscribers of the application and By-Laws and such other persons as are admitted as members of the society.
- (2) All applications for membership shall be submitted to the Board of Directors and upon approval by the Board, the applicant shall become a member.
- (3) The Board may appoint any person an honorary member of the Society. The honorary member, however, shall not be:
 - (a) entitled to vote at any meeting of the members;
 - (b) entitled to notice of meetings of the members, and;
 - (c) required to pay any membership fees, dues or assessments.
- (4) The membership fees, dues or assessments, if any, shall be determined from time to time by a Resolution of two-thirds (2/3) of the Board of Directors.

ARTICLE III **TERMINATION OF MEMBERSHIP**

- (1) Any member may withdraw from membership in the Society by giving written notice of his/her intention to do so to the Secretary of the society, but no membership fees, dues or assessments shall be refunded to the member.
- (2) Any member of the Society, upon a two-thirds (2/3) vote of all members of the Board, may be expelled from membership for any cause which the Board of the Society may deem reasonable.
- (3) If any member is in arrears for membership fees, dues or assessments for any year, such member shall be automatically suspended at the expiration of one month from the due date for such membership fees, dues or assessments and shall thereafter be entitled to no membership privileges or powers in the Society until reinstated.

ARTICLE IV MEETINGS

- (1) Notice of the time and place of all meetings of the members and the general nature of the business to be transacted shall be communicated to each member at least seven (7) days before the holding of the meeting.
- (2) Whenever under the provisions of the By-Laws of the Society notice is required to be given, such notice may be given either personally or by depositing same in a post office or in a public letter box, in a post-paid envelope addressed to the Director, Officer or member at his or her address as the same appears in the records of the Society. A notice or other document so sent by post shall be held to be sent at the time when it was deposited in a post office or public letter box as aforesaid. For the purpose of sending any notice, the address for any Director, Officer or member shall be his or her last address as recorded in the records of the Society.
- (3) Any member may at any time waive notice of any such meetings and may ratify, approve and confirm any or all proceedings taken or conducted.
- (4) No business shall be transacted or considered at any special meeting, save only that for which the said meeting was convened.
- (5) An annual meeting called for the purpose of electing the Board and transacting such other business as may properly come before an annual general meeting shall be held each year at such place as the Board may determine, provided at least fourteen (14) days' notice in writing of the time and place of such meeting shall be given in the manner hereinbefore provided by the By-Laws.
- (6) Any special or general meeting of the members shall be held at such place as the Board may determine and on such day as the Board shall appoint. A special meeting of the members shall be called by the Chairman upon receipt by him/her of a Petition signed by one-half (1/2) of the members setting forth the reasons for calling such meeting and notice of such meeting shall be given in the manner hereinbefore provided by these By-Laws.
- (7) Any meeting of the Society or of the Board may be adjourned to any time and from time to time and such other business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.
- (8) A quorum at any meeting of members of the Society shall be twenty-five (25%) per cent of the members of the Society entitled to vote.

- (9) In the event that at the time appointed for holding any special or general meeting a quorum is not present, such meeting shall then stand adjourned for one-half hour on the same date and place and the members then present and entitled to vote shall be a quorum and all the decisions reached at such meeting shall be valid, lawful, binding and enforceable, provided that in no case can any meeting be held unless there are four (4) members in good standing present in person.

ARTICLE V VOTING

- (1) Any member in good standing shall be entitled to vote at any meeting of the Society. Such votes must be made in person and not be proxy or otherwise.
- (2) At all meetings of the Society (except meetings of the Board), every resolution put to a vote of the meeting shall be decided by a majority of the votes of the full members present in person, unless otherwise expressly required by the By-Laws of the Society or by law. Every resolution put to a vote at any meeting shall be decided in the first instance by a show of hands. Upon a show of hands, every full member having voting rights shall have one vote and unless a poll be demanded, a declaration by the Chairman of the meeting that a question or resolution has been carried or not carried and any entry to that effect in the minutes of the Society shall be sufficient evidence of the fact, without proof of the number or proportion of the votes accorded in favour of or against such resolution. A poll may be demanded by at least five (5) members entitled to vote and such poll shall be demanded within three minutes of the announcement by the Chairman of the meeting of the result of the vote. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn, the question or resolution shall be decided by a majority of votes given by the members present in person. Any poll shall be taken in such manner as the Chairman shall direct and the result of such poll shall be deemed the decision of the Society on the resolution in question. In case of an equality of votes at any general or special meeting, whether upon a show of hands or at a poll, the Chairman shall be entitled to the casting vote.

ARTICLE VI BOARD OF DIRECTORS

- (1) “Board of Directors” or “Board” shall mean the Board of Directors of the Society.
- (2) The signatories of the Application for Incorporation and By-Laws shall be the first members and the Provisional Directors of the Society and may provide for the constitution of the Society and the admission of members thereto in the form of By-Laws, which shall become effective upon the filing

of the same with the Registrar of Companies. Any such By-Law not being inconsistent with the law or the Societies Act shall be binding upon the Society and upon its members.

- (3) The affairs of the Society shall be managed by a Board of Directors, which shall consist of a minimum of five (5) and a maximum of ~~eleven (11)~~ fifteen (15) (changed by By-Law amendment resolved April 7, 2000) members of the Society, each of whom at the time of his/her election and throughout his/her term of office shall be a member of the Society. Each director of the Board shall be elected to hold office until the first annual meeting after his/her election or until his/her successor has been duly qualified and elected. The whole Board shall be retired at each annual meeting, but shall be eligible for re-election if otherwise qualified. The election of the Board may be by a show of hands, unless a poll is demanded by any member. The members of the Society may, by resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of his/her term of office and may, by a majority of the votes cast at that meeting, elect any person in his/her stead for the remainder of his/her term. The immediate Past President of the Society shall ex-officio become an additional member of the Board of Directors with full voting power unless such position has been declined by the immediate Past Present, in which event the position will remain open for election as set out in this paragraph, (added by By-Law amendment resolved March 12, 1994).
- (4) The Society shall be divided into two (2) Provincial regions being:
 - (a) the City of Red Deer and north, and;
 - (b) south of the City of Red Deer.

Each region shall have a minimum of two (2) members on the Board of Directors.
- (5) The Board shall have and exercise all powers of the Society as fully and completely as the Society could in a general meeting, subject always, however, to the provisions of the Societies Act.
- (6) Qualifications of a Director of the Board shall be coincident with qualifications for members of the Society. A Director of the Board shall cease to be a Director of the Board at the time he/she ceases to be a member of the Society.
- (7) A quorum of a meeting of the Board shall consist of fifty (50%) per cent members thereof.

- (8) If any member of the Board shall resign his/her office or without reasonable excuse absent himself/herself from three (3) consecutive Board meetings or be suspended or expelled from the Society, the Chairman shall declare his/her office vacated and the Board may appoint a successor in his/her place to hold office until the next annual general meeting.
- (9) The Board shall meet a minimum of three (3) times between annual general meetings at such times and at such places as the Chairman may from time to time determine.
- (10) The Board may, from time to time, appoint such other persons, including the Chairman and Board members, as it deems necessary to carry out the objects of the Society and such officers and agents and employees shall have such authority and shall perform such duties as from time to time may be prescribed by the Board.
- (11) In case of the absence or inability to act of any agent or employee of the Society or for any reason that the Board may deem sufficient, the Board may transfer all or any of the powers of such person or persons to any other person.
- (12) The Board may appoint such committees as it deems necessary and the Board may appoint a convenor for each of the said committees from the members of the Board.
- (13) A resolution in writing signed by all the Directors of the Board personally shall be valid and effectual as if it had been passed at a meeting of the Board duly called and constituted.
- (14) At all meetings of the Board, every resolution put to a vote of the meeting shall be decided by a majority of the votes of the members of the Board present in person, unless otherwise expressly required by the By-Laws of the Society or by law.
- (15) Every resolution put to a vote at any meeting of the Board shall be decided by a show of hands. Upon a show of hands, every member of the Board having voting rights shall have one vote and a declaration by the Chairman of the meeting that a question or resolution has been carried or not carried shall be sufficient evidence of the fact, without proof of the number or proportion of the votes accorded in favour of or against such question or resolution.
- (16) In case of an equality of votes at any meeting of the Board, the Chairman shall be entitled to the casting vote.

ARTICLE VII OFFICERS

- (1) The Board shall, within fourteen (14) days after each annual meeting, appoint from its own number the following officers:
 - (a) Chairman;
 - (b) Secretary;
 - (c) Treasurer, and;
 - (d) Such other officers as the Board from time to time may designate (added by By-Law amendment resolved March 12, 1994).
- (2) The Chairman shall preside at meetings of the Society and the Board and perform necessary duties incidental to his or her office.
- (3) In the absence or disability of the Chairman, another Director shall perform the duties and exercise the powers of the Chairman and shall perform such other duties as shall from time to time be authorized by the Board.
- (4) It shall be the duty of the Secretary to attend all meetings of the Society and of the Board and to keep accurate minutes of the same. The Secretary shall have charge of the seal of the Society, which seal whenever used shall be authenticated by the signature of the Secretary and the Chairman or, in the case of death or inability to either act, by another Board member. In the absence of the Secretary, the duties of the Secretary shall be discharged by such officer as may be appointed by the Board. The Secretary shall have charge of all correspondence of the Society and be under the direction of the Chairman and the Board.
- (5) The Secretary shall also keep a record of all the members of the Society and their addresses, send all notices of the various meetings as required, and shall collect and receive the fees, dues or assessments levied by the Society, such monies to be promptly turned over to the Treasurer for deposit in a chartered bank.
- (6) The Treasurer shall receive all monies paid to the Society and shall be responsible for the deposit of same in whatever chartered bank the Board orders. The Treasurer shall properly account for the funds of the Society and keep such books as may be directed. The Treasurer shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the annual meeting a statement duly audited as hereinafter set forth of the financial position for the Society and submit a copy of same to the Secretary for the records of the Society. The offices of the

Secretary and Treasurer may be filled by one person if the Board so decides.

- (7) The Directors, officers, agents and servants of the Society shall be paid out of the funds of the Society by way of remuneration for their services such salaries as the majority of the ordinary members of the Board may determine. The Directors shall also be paid travelling expenses of attending and returning from general meetings or meetings of the Board or any committee thereof or otherwise in connection with the Society's business.

ARTICLE VIII SECTIONS

- (1) Any group of eight (8) or more members of the Society may approach the Board for authorization to establish a Section in accordance with these By-Laws.
- (2) The By-Laws of all Sections shall be those in Schedule "A".
- (3) The functions of all Sections are to be self-financing wherever possible; however, application to the Board for financial and other assistance for any function advancing the objects of a Section may be made in writing to the Board and a cost or profit sharing agreement may be arranged between the Board and the Section.
- (4) Any and all advertising by Sections which includes reference to the Section or the Society must have the prior written consent of the Board.

ARTICLE IX AUDITOR

- (1) The books, accounts and records of the Treasurer shall be audited at least once each fiscal year by a duly qualified accountant or by two (2) members of the Society elected for this purpose at an annual general meeting of the Society.
- (2) A complete and proper statement of the standing of the books for the previous fiscal year shall be submitted by the auditor at the annual meeting of the Society.
- (3) March 31st each year shall be the end of the fiscal year for the Society.

ARTICLE X BY-LAWS

The By-Laws may be rescinded, altered or added to by a "Special Resolution", as defined in the Societies Act.

ARTICLE XI BORROWING POWERS

For the purpose of carrying out its projects, the Society may borrow or raise or secure the payment of money in such manner as it thinks fit and in particular, by the issue of debentures, but this power shall be exercised only under the authority of the Society and in no case shall debentures be issued without the sanction of a "Special Resolution" of the Society.

ARTICLE XII INSPECTION OF RECORDS

The Board from time to time shall determine whether and to what extent at what times and places and under what conditions or regulations the accounts and books of the Society or any of them shall be open to the inspection of the members not being Directors and no member (not being a Director) shall have any right of inspecting any account or book or document of the Society, except as conferred by law or authorized by the Board or by a resolution of the members, whether previous notice thereof has been given or not.

ARTICLE XIII INTERPRETATION

Throughout these By-Laws whenever the plural is used, the same shall be construed as meaning the singular or vice versa and the masculine shall be construed as meaning the feminine or a body corporate as the sex or context shall require.

DATED at the City of Red Deer, in the Province of Alberta, this 28th day of April, 1984.