

**Bylaws of the Edmonton and Area Fetal Alcohol Network
Society**

July 4, 2013

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Article 1 – Preamble

1.1 The Society

1.1.1 The name of the Society shall be the Edmonton and area Fetal Alcohol Network Society. The Society shall operate under the name “Edmonton and area Fetal Alcohol Network”.

1.2 The Bylaws

1.2.1 The following articles set forth the Bylaws of the Edmonton and area Fetal Alcohol Network Society.

Article 2 – Definitions and Interpretation

2.1 Definition

In these Bylaws, the following words have these meaning.

- 2.1.1 **Act** means the *Societies Act*, R.S.A. 2000, Chapter S-14 as amended, or any statute substituted for it.
- 2.1.2 **Annual General Meeting (AGM)** means the regular meeting of the Edmonton and area Fetal Alcohol Network required by the Act to be held yearly and described in Article 5.2.
- 2.1.3 **Board** means the Board of Directors of the Edmonton and area Fetal Alcohol Network.
- 2.1.4 **Bylaws** mean the Bylaws of the Edmonton and area Fetal Alcohol Network, in full force and effect as amended from time to time.
- 2.1.5 **Chair** refers to the Chair or Co-chair or Co-chairs of the Edmonton and area Fetal Alcohol Network.
- 2.1.6 **Coordinator** means the person tasked to facilitate and coordinate services for the Edmonton and area Fetal Alcohol Network. The Coordinator is an ex-officio non-voting member, director and officer, acting in accordance with Article 6.3.
- 2.1.7 **Director** means any Voting Member appointed to the Board.
- 2.1.8 **Executive Board** means the Board of Officers elected from the Board Members at the Annual General Meeting.
- 2.1.9 **General Meeting** means any General Meeting of the Members and Directors of the Edmonton and area Fetal Alcohol Network, held monthly.
- 2.1.10 **Majority** means 50% plus one.
- 2.1.11 **Member** means a duly admitted member: whether agency, department, program or individual, of the Edmonton and area Fetal Alcohol Network who has complied with Article 4 hereunder.
- 2.1.12 **Network** means the Edmonton and area Fetal Alcohol Network Society.
- 2.1.13 **Officer** refers to any Officer elected to the Executive Board listed in Article 6.2.
- 2.1.14 **Person** means an individual, partnership, society, corporation, agency or organization.
- 2.1.15 **Registered Office** refers to the registered office of the Network.

- 2.1.16 **Register of Members** refers to the register maintained by the Coordinator containing the names of the Members of the Network.
- 2.1.17 **Special Meeting** means any meeting of the Members of the Edmonton and area Fetal Alcohol Network other than General Meetings including the Annual General Meeting.
- 2.1.18 **Special Resolution** means:
- (a) A resolution passed
 - (i) at a General Meeting of which *not less than 10 days' notice* has been given specifying the intention to propose the resolution, and
 - (ii) by the vote of not less than 75% of those members who, if entitled to do so, vote in person or by proxy,
 - (b) A resolution proposed and passed as a Special Resolution at a General Meeting of which *less than 10 days' notice* has been given, if all the members entitled to attend and vote unanimously agree, or
 - (c) A resolution consented to in writing by all the members who would have been entitled at a General Meeting to vote on the resolution in person or, where proxies are permitted, by proxy.
- 2.1.19 **Voting Member** means a Member entitled to vote at the meetings of the Network as described in Article 4.1.

2.2 Interpretation

The following rules of interpretation must be applied in interpreting these Bylaws:

- 2.2.1 **Singular and Plural** – Words indicating the singular usage also include the plural, and vice-versa.
- 2.2.2 **Masculine and Feminine** – Words indicating the masculine gender also include feminine gender and vice-versa.
- 2.2.3 **Headings** – The headings used in these Bylaws are inserted for convenience only. They do not affect the interpretation of these Bylaws.
- 2.2.4 **Liberal interpretation** – These Bylaws must be interpreted broadly and generously and in accordance with the Objects of the Network.
- 2.2.5 **Corporation** – Words indicating persons also include corporations.
- 2.2.6 **Writing, Signing and Voting** – Any electronic means shall be deemed acceptable and sufficient in all instances.

Article 3 – Objects of the Network

- 3.1 The Objectives of the Network are filed separately with Corporate Registry.

Article 4 – Membership

4.1 Eligibility

4.1.1 **Voting Member:** The voting membership of the Network shall be open to any organizations, agencies, institutions, both public or private, and any individual resident in the Province of Alberta being the full age of 18 years, subject to Article 4.2 hereof, who wishes to participate in or support the Objects of the Network and agrees to be bound by the Bylaws of the Network and is in good standing within the Network. Voting Members with multiple representatives will designate an individual who will be the representing Voting Member.

4.1.2 **Non-Voting Member:** Non-Voting Members are organizations, agencies, institutions, both public and private, and any individual who wish to participate in and support the Objects of the Network and agree to be bound by the Bylaws of the Network

4.2 Admission of Members

4.2.1 Those interested in membership will make their request of the Board through the Chair, Coordinator or designate.

4.2.2 The Board may establish from time to time the requirements for the approval of applications for membership.

4.2.3 All successful applicants for membership shall agree to have their name entered into the Register of Members.

4.2.4 The Network's Board shall confirm the current Register of Members at least twenty-one (21) days prior to each Annual General Meeting.

4.2.5 Memberships will be renewed in April of each year upon the Member affirming their wish to retain their membership and payment of annual fee if required.

4.3 Membership Year

4.3.1 The membership year is April 1st to March 31st.

4.4 Fees

4.4.1 The Board may establish membership fees from time to time.

4.5 Membership List

The Network shall keep a Register of its registered Members. The Register shall contain the names of every person admitted as a Member of the Network, and the following particulars of each Member:

- (a) Full name and address;
- (b) Email address;
- (c) Member Status: Director, Officer, Chair, Coordinator, Voting Member and Non-Voting Member
- (d) Date of admission as member to the Network;
- (e) Confirmation of annual membership renewal; or
- (f) Date on which the person ceases to be a member.

4.6 Rights and Responsibilities of Members

- 4.6.1 Any Member in good standing is entitled to:
- (a) Receive notice of General Meetings of the Network;
 - (b) Attend any General Meeting of the Network;

- (c) Speak at any General Meeting of the Network; and
- (d) Exercise other rights and privileges given to Members in these Bylaws.

4.6.2 A Voting Member is entitled to one (1) vote at Network meetings.

4.6.3 A Member is in good standing when:

- (a) The Member is listed within the Register of Members; and
- (b) Membership has not been terminated as provided under Article 4.7.

4.6.4 Committee Members

- (a) Members of specific committees shall have the same set of rights and privileges for their specific committees as Members do for General Meetings.

4.7 Termination of Membership

4.7.1 Resignation

- (a) Membership resignation shall be done by sending or delivering a written notice to the Coordinator or designate of the Network.
- (b) Upon receipt of the notice, the name of the Member is removed from the Register of Members. The Member shall cease to be a Member on the date their name is removed from the Register of Members.

4.7.2 Death

- (a) The membership of an individual Member ends upon death.
- (b) The membership of an agency Member ends upon the dissolution of the organization.

4.7.3 Deemed Resignation

- (a) If a Member does not positively respond to the annual notice of membership renewal sent out by the Network such Member is deemed to have submitted their resignation of membership.
- (b) Once a Member is deemed to have submitted their resignation, the name of the Member is removed from the Members Register and added to a past - members list. The Member ceases to be a Member upon the removal of their name in the Members Register.

4.7.4 Refusal to Renew Membership

The Network may refuse to renew the membership of any agency or individual Member, who in the sole discretion of the Board, has acted in a manner inconsistent with the vision, mission, objectives and purposes of the Network.

4.8 Withdrawal of Membership

4.8.1 Any Member whose actions are not consistent with the vision, mission, objectives and purposes of the Network or whose actions are deemed not to be in the best interest of the Network may be issued a Notice of Withdrawal of Membership.

4.8.2 The issuance of the Notice of Withdrawal of Membership shall require the approval of two-thirds of the Board.

4.8.3 Membership of individuals and agencies who are absent from three consecutive meetings shall be reviewed, and membership may be withdrawn.

4.8.4 Any Officer of the Executive Board, including the Chair and Coordinator may issue in writing, the Notice of Withdrawal of Membership.

4.8.5 The withdrawal of membership takes effect on the date provided in the Notice of Withdrawal of Membership.

4.9 Transmission of Membership

4.9.1 No right or privilege of any Member is transferable to another person. All rights and privileges cease when the Member resigns, dies, or is expelled from the Network.

4.10 Continued Liability for Debts Due

4.10.1 Although a Member ceases to be a Member by death, resignation or otherwise, they are liable for any debts owing to the Network at the date of ceasing to be a Member.

4.11 Limitation on the Liability of Members

4.11.1 No Member is, in their individual capacity, liable for any debt or liability of the Network.

4.12 Remuneration of Members, Directors and Officers

4.12.1 The Coordinator is a paid position held with a Member agency of the Network. No other Network Member, Director or Officer shall receive any payment for their services as a Member, Director or Officer.

4.12.2 Members of the Network, Directors and Officers may be reimbursed for reasonable expenses incurred while carrying out duties of the Network upon the approval of the Board.

Article 5 – Meetings

5.1 General Meetings

5.1.1 Calling of General Meetings

The Coordinator or designate will send by mail, e-mail or facsimile a Notice of Meeting to Members at least ten business (10) days before the meeting. This notice shall include the place, date, time and agenda of the meeting.

5.1.2 Quorum

Attendance by 25% of the Voting Members at any meeting shall constitute a quorum. There are no proxy votes at any meeting. If there is no quorum no meeting shall be called. If there is no quorum at the subsequent meeting, the Members present shall constitute a quorum, and may transact all business pertaining to the purpose the initial meeting was called.

5.2 Annual General Meeting

5.2.1 When and Where

The Annual General Meeting shall be held between thirty (30) days to one hundred eighty (180) days from the close of the fiscal year.

5.2.2 Calling of the Annual General Meeting

Notice of the Annual General Meeting shall be given to the community and Members not less than twenty-one (21) days before the scheduled meeting. The Board shall determine the date of the Annual General Meeting. Notice of the Annual General Meeting shall be deemed to have been given as of the date of mailing of notice by ordinary mail or e-mail addressed to Members at the addresses shown opposite their respective names in the Register of Members.

5.2.3 Purpose of the Annual General Meeting

(a) To receive and consider the minutes of the preceding General Meeting/s.

- (b) To receive and consider a financial statement signed by the Network's accounting administrator setting out the Network's income and disbursements for the immediately preceding fiscal year and its assets and liabilities as at the end of such fiscal year; all examined by the duly qualified accountant.
- (c) To appoint a duly qualified auditor for the ensuing year.
- (d) To receive and consider the report/s of the Board and of any committee of the Board as are specified in the agenda for such meeting.
- (e) To elect the Officers to the Executive Board to replace those whose terms have expired or whose offices have been vacated.
- (f) To transact such other business which under these Bylaws and the Societies Act ought to be transacted at the Annual General Meeting.

5.2.4 Quorum

Attendance by 25% of the Voting Members at the Annual General Meeting shall constitute a quorum. There are no proxy votes at the Annual General Meeting. If there is no quorum no meeting shall be called.

5.3 Special Meetings

5.3.1 The Board may call a Special Meeting at such times and place and for such purposes as the Board determines;

5.3.2 All Members shall be given written notice of the date, time and place of any Special Meeting at least twenty-one (21) days before a Special Meeting.

5.3.3 A Special Meeting may be called at any time through any of the following means:

- (a) By a resolution of the Board to that effect; or
- (b) Upon written request to the Chair of at least one-third (1/3) of the Members. The request must state the reason for the Special Meeting and the motion(s) intended to be submitted at the Special Meeting.

5.3.4 Agenda for Special Meeting

The agenda shall only be the matter(s) set out in the notice of the Special Meeting.

5.3.5 Procedure at Special Meeting

The same method of voting and quorum requirements as the General Meetings shall apply.

5.4 Proceedings of all Network Meetings

5.4.1 Presiding Officer

Meetings shall be chaired by one of the Co-Chairs or, if a Co-Chair is not present the meeting shall be chaired by a Director selected for that purpose by the Members present.

5.4.2 Quorum

- (a) If quorum is present at the opening of a Meeting the Meeting may proceed even if quorum is not present throughout the Meeting.
- (b) The Chair shall cancel the Meeting if quorum is not present within one-half (1/2) hour after scheduled commencement. If cancelled, the meeting shall be re-scheduled for one (1) week later at the same time and place. If quorum is not present within one-half (1/2)

hour after scheduled commencement of the second meeting, the meeting will proceed with the Members in attendance.

5.4.3 Adjournment

The Chair may adjourn any Meeting with the consent of the Members at the meeting.

5.4.4 Voting

- (a) A show of hands of the Voting Members decides every vote at every Meeting. A secret ballot is used if at least five (5) Voting Members request it.
- (b) The Chair does not have a second or casting vote in the case of a tie vote. If there is a tie vote, the motion is defeated.
- (c) A majority of the votes cast by the Voting Members present decides each issue unless otherwise stated.
- (d) The Chair declares a resolution carried or defeated. This declaration is final, and does not have to include the number of votes for or against the resolution.
- (e) The Chair decides any dispute on any vote. The Chair decides on good faith, and this decision is final.

5.4.5 Failure to Give Notice of Meeting

Failure to Give Notice or Non-Receipt of Notice of Meeting does not negate any action taken at a Meeting.

5.5 Written Resolution of All the Voting Members

5.5.1 All Voting Members may agree to and sign a Resolution in writing in lieu of passing a Resolution at a Meeting.

5.5.2 A Resolution in writing signed by all the Voting Members entitled to vote is as valid as if it had been passed at a meeting of the Members of the Network.

5.5.3 It is not necessary to give notice or to call a Meeting to place a written Resolution before the Voting Members of the Network.

5.5.4 A written Resolution may be signed in counterpart and the effective date of the written Resolution shall be the date that the last Voting Member signs the written Resolution unless the written Resolution specifies another date as the effective date of the written Resolution.

Article 6 - Governance and Management

6.1 The Board of Directors

6.1.1 The Board will seek representation from agencies, programs and departments providing supports and services from the community, and individuals with an interest in Fetal Alcohol Spectrum Disorder.

- (a) Within this, the Board will strive to develop and maintain an effective representation for the rural areas as well as consideration given to fair representation from Edmonton and area.
- (b) The Board will seek representation from members reflective of the Alberta FASD Service Network Program.

6.1.2 Governance and Management of the Network

The business and affairs of the Network are managed by the Board of Director who may exercise all such powers and do all such acts and things as may be exercised or done by the Network and are not by the Act, the Bylaws and Special Resolution of the Voting Members of the Network, or statute expressly directed or required to be done in some other manner.

6.1.3 Powers and Duties of the Board of Directors include:

- (a) Promoting the Objects of the Network;
- (b) Making policies for managing and operating the Network while adhering to the Policies and Procedures adopted by the Network;
- (c) Promoting membership in the Network;
- (d) Regulating the Coordinator's duties;
- (e) Maintaining and protecting the Network's assets and property;
- (f) Approving the annual budget for the Network;
- (g) Paying all expenses for operating and managing the Network;
- (h) Paying persons for services and protecting persons from debts of the Network;
- (i) Investing any extra monies;
- (j) Financing the operations of the Network, and raising monies;
- (k) Maintaining all accounts and financial records of the Network;
- (l) Selling, disposing of, or mortgaging any or all the property of the Network; and
- (m) Without limiting the general responsibility of the Board, delegating powers and duties to the Coordinator of the Network.

6.1.4 Composition of the Board

The Board shall be comprised of a Chair and a minimum of 10 Members.

6.1.4.1 Directors are the Voting Members of the Network.

6.1.5 Directors will serve for three (3) year terms; the number of terms is unlimited.

6.1.6 If Board uses Co-chairs their term shall be two (2) years unless a one (1) year term is needed for one Co-chair to accomplish a staggered term for the Co-chairs. Chairs and Co-chairs may be elected for a second term.

6.1.7 Quorum is defined as a 25% of Voting Members. Majority is defined as 50% plus one of the Voting Board Members.

6.1.8 The Chair shall:

- (a) Call meetings of the Board at times and in a manner consistent with the Network's Policy and Procedures Handbook.
- (b) Preside at all meetings of the Board.

- (c) Appoint special committees, with details of duties, sanctioned by the Board.
- (d) Be one of the signing Officers of the Network.
- (e) Be an ex-officio member of all committees.
- (f) Perform such other duties as may be specified by the Board.
- (g) Provide leadership and direction to all activities of the Board and Committees.

6.1.9 Resignation, Death or Removal of a Director and Officer

- (a) A Director, Officer, including a Co-Chair, may resign from office by giving one (1) month's notice in writing. At the Board's discretion, the resignation shall become either effective at the end of the one (1) month's notice, or on the date the Board accepts the resignation.
- (b) Voting Members may remove any Director or Officer, before the end of their terms by passing a Special Resolution at a Special Meeting called for this purpose; in addition the Board at its sole discretion and by majority vote may remove any Director including any Officer and their membership subject to expulsion rights as a Member.
- (c) A Director and Officer's office becomes vacant upon the death of the Director or Officer.
- (d) If there is a vacancy on the Executive Board, the Directors may appoint a Voting Member in good standing to fill that vacancy for the remainder of the term.

6.1.10 Meeting of the Board

6.1.10.1 The Board shall hold a minimum of ten (10) General Meetings each membership year.

6.1.10.2 Ten (10) days' notice of a General Meeting shall be given if notice is to be mailed to each Board Member. There may be five (5) days' notice if said notice is to be given by electronic means. The Board may also set a schedule for meeting for the upcoming year for which no further notice is required.

6.1.10.3 Board Members may waive notice of a General Meeting.

6.1.10.4 The notice of a General Meeting shall state the date, place and time of the General Meeting.

6.1.10.5 The Directors may meet for the purpose of dispatching business and may adjourn or otherwise regulate their meetings and proceedings, and may declare the quorum necessary for the transaction of business. Unless otherwise determined, 15% of the Directors shall constitute a quorum. If a quorum is not present at a General Meeting within 30 minutes from the stated time of commencement of the General Meeting, the General Meeting shall be dissolved.

6.1.10.6 If a quorum is present at the opening of a General Meeting the business of the General Meeting may proceed even if quorum is not present throughout the General Meeting.

6.1.10.7 A General Meeting shall be chaired by a Co-Chair or, if a Co-Chair is not present at the meeting, the General Meeting shall be chaired by a Director selected for that purpose by the Directors present.

- 6.1.10.8 Questions arising at any General Meeting shall be decided by a majority of votes. The Chair does not have a second or casting vote in the case of a tie vote. A tie vote means the motion is defeated.
- 6.1.10.9 A quorum of Directors may agree to sign a resolution in writing in lieu of passing a resolution at a General Meeting. Resolutions may be circulated and responded to by any Board approved electronic means and processes.
- 6.1.10.10A resolution in writing signed by a quorum of the Directors entitled to vote on that resolution is as valid as if it had been passed at a General Meeting.
- 6.1.10.11It is not necessary to give notice or to call a General Meeting to place a written resolution before the Directors.
- 6.1.10.12A written resolution may be signed in counterpart and the effective date of the written resolution shall be the date that the last Director signs the written resolution unless the written resolution specifies another date as the effective date of the written resolution.
- 6.1.10.13A General Meeting may be held by a conference call or any other Board approved electronic means. Directors who participate electronically are considered present for the meeting.
- 6.1.10.14A Director may waive formal notice of a meeting.
- 6.1.10.15Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board.

6.2 The Executive Board

- 6.2.1 The Executive Board shall be comprised of the Chair and 2 to 4 Officers to a maximum of 5.
- 6.2.2 Vacant Officer positions will be elected annually from the Board Members at the Annual General Meeting.
- 6.2.3 Officers shall serve a term of two (2) years and may be re-elected to the same position for a second term.
- 6.2.4 Power and Duties of the Officers include:
- (a) Provide leadership and direction to all activities of the Board, including but not limited to the Network Dispute Resolution Process;
 - (a) Be an active participant in decisions made by the Board on behalf of the Members;
 - (b) Recognize and uphold all fiduciary responsibility vested in the Board;
 - (d) Responsible for grants and contracts management including: negotiating and finalizing agreement terms, fund distribution, monitoring progress of agreements, maintaining agreement documentation to ensure fulfillment of agreement terms, and signing agreements;
 - (e) Exercise the powers of the full Board with respect to any matter that, in the opinion of the Board Chair, should not be postponed until the next scheduled General Meeting of the Board;
 - (f) Appoint legal counsel as necessary.

- 6.2.5 The Network Coordinator is an ex-officio Member of the Executive.
- 6.2.6 Quorum is defined as a majority of Officers. Majority is defined as 50% plus 1.
- 6.2.7 Any Officer, upon a two-thirds majority vote of all Board Members in good standing, may be removed from the Executive for any cause, which the Network may deem reasonable.

6.3 The Coordinator

- 6.3.1 The Coordinator reports to and is responsible to the Board, Executive Board and Contracting Agency and acts as an advisor to the Board and all Board Committees. The Coordinator is an ex-officio with voice but does not vote at any Board meeting.
- 6.3.2 The Coordinator or designate acts as the Administrator, Secretary and Treasurer of the Board. Duties and Responsibilities include:
 - (a) Attends all Special Meetings and General Meetings of the Network or otherwise arranges for a designate to fulfill their duties in their absence;
 - (b) Keeps or shall arrange for keeping of accurate minutes of these meetings;
 - (c) Has charge of the Board's correspondence;
 - (d) Makes sure a record of names and addresses of all Members of the Network is kept current;
 - (e) Makes sure all notices of various meetings are sent;
 - (f) Keeps the Seal of the Network, if one exists;
 - (g) Files the annual return, changes in Directors of the organization, amendments in the Bylaws and other incorporating documents with the Corporate Registry;
 - (h) Arranges for the development of all fiscal policy approved by the Board and its subsequent implementation;
 - (i) Arranges for receipt, maintenance, investment and disbursement of Network funds in accordance with these Bylaws and in accordance with any policies put in place from time to time by the Board;
 - (j) Ensures proper books of account and accounting records are kept for the Network;
 - (k) Ensures that an annual budget is prepared and submitted to the Board for its approval;
 - (l) Makes sure an audited statement of the financial position of the Network is prepared and presented to the Annual General Meeting;
 - (m) Hires, supervises, evaluates and releases all other paid, contracted and volunteer staff;
 - (n) Interprets and applies the Board's policies;
 - (o) Reports to and keeps the Board informed about the affairs of the Network;
 - (p) Maintains all the Network's books;
 - (q) Carries out other duties assigned by the Board.

6.3.3 The Board may appoint the Coordinator to oversee the professional services provided by the Network or with approval of the Board may delegate that responsibility to a duly qualified employee or contractor of the Network.

6.3.4 The Board may at its sole discretion change the title of Coordinator to some other title.

6.4 Committees

6.4.1 Establishing Committees

(a) The Board shall establish such committees, as they deem necessary to carry out the business of the Network.

(b) Committee members may be selected from among the Members of the Board.

(c) The Chair shall be an ex-officio member of all committees.

(d) The Coordinator shall be an ex-officio member of all committees.

6.4.2 General Procedures for Committees

(a) Committee Chairs are appointed by the Board and report to the Board on a regular basis.

(b) Committees may bring forth motions for Board's approval.

(c) Each Member of the committee, including the Chair, has one vote at the committee meeting.

Article 7 – Finance and Other Management Matters

7.1 The Registered Office

7.1.1 The Registered Office of the Network is located at the office of the Coordinator.

7.2 Seal of the Edmonton and area Fetal Alcohol Society

7.2.1 The Board may adopt a Seal as the Seal of the Network.

7.2.2 The Seal shall be in the care and custody of the Coordinator.

7.2.3 The Network Seal can only be used by the Coordinator and/or the Chair.

7.3 Finance and Auditing

7.3.1 The fiscal year of the Network ends on 31 March of each year.

7.3.2 The accounts of the Network shall be audited externally by an auditor appointed by the Network at the Annual General Meeting and said auditor shall report on the state of accounts at the succeeding Annual General Meeting.

7.4 Cheques and Contracts of the Network

7.4.1 The signing authority for all cheques and financial records of the Network shall require signing by two among the Executive Board, including the Chair and Coordinator.

7.4.2 All contracts of the Network must be signed by Officers of the Executive or other persons authorized to do so by way of a Board resolution.

7.5 Records

7.5.1 The Coordinator shall ensure the minutes of all Annual General Meetings, General Meetings and Special Meetings are kept.

- 7.5.2 All records are kept by the Coordinator.
- 7.5.3 Minutes and records of the Network shall be open to the inspection of Directors, Officers and Members of the Network at all times.
- 7.5.4 No Member is entitled to information disclosing the identity of anonymous donors.
- 7.5.5 Financial Statements of the Network are open for inspection by Members.
- 7.5.6 No Member is entitled to access any record, which the Board, in their absolute discretion, designates as confidential.

7.6 Borrowing Powers

- 7.6.1 The Network may borrow or raise funds to meet its objects and operations by way of a Special Resolution.

7.7 Payments

- 7.7.1 No Member, Director or Officer, except the Coordinator shall receive any payment for their services as a Member, Director or Officer of the Network. The receipt of gifts or honoraria is deemed not to be payment for services and is subjected to Board approval.
- 7.7.2 Reasonable expenses incurred by Board Members while carrying out duties of the Network shall be reimbursed upon Board approval.

7.8 Indemnity of the Board

- 7.8.1 Each Director or Officer holds office with protection from the Network. The Network indemnifies each Director and Officer against all costs or charges that result from any act done in their roles for the Network. The Network does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.
- 7.8.2 No Director or Officer is liable for acts of any other Director, Officer or employee. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Network. No Director or Officer is liable for any loss due to an oversight or error in judgment or by an act in their role for the Network, unless the act is fraud, dishonesty or bad faith.
- 7.8.3 Directors and Officers can rely on the accuracy of any statement or report prepared by the Network's financial reviewer. Directors and Officers are not held liable for any loss or damage as a result of acting on that statement or report.
- 7.8.4 The Network may, in the Board's discretion, place and maintain liability insurance to support and supplement the indemnity provided for in Article 6.6.1. This is in addition to and does not replace, restrict, limit or in any way prejudice any right to indemnification otherwise available.

Article 8– Amending The Network Bylaws

8.1 Amendment Process

- 8.1.1 Network Bylaws may be altered, rescinded and added by way of recommendation by the Board followed by the presentation and passing of a Special Resolution at any Annual General Meeting or Special Meeting of the Network.

8.2 Meeting Notice for Amendments

- 8.2.1 The twenty-one (21) days' notice of the Annual General Meeting or Special Meeting of the Network must include details of the proposed resolution to change. If any amendment to the

Network is proposed, the details of the proposed changes must be set out in detail in a notice of any General Meeting at which the amendment will be considered.

8.3 Amendments & Corporate Registry

8.3.1 Amendments must be submitted to and accepted by the Corporate Registry of Alberta to take effect.

Article 9 – Dissolving The Network and Distributing Assets

9.1 Dissolving The Network

9.1.1 The Network may be dissolved if:

- (a) The vision of the membership changes,
- (b) There is lack of funding to continue the activities of the Network,
- (c) There is deemed to be a duplication of services offered by the Network,
- (d) Other identified reasons.

9.1.2 The decision to dissolve the Network must be made at an Annual General Meeting or at a Special Meeting.

9.2 Distributing the Assets

9.2.1 The Network does not pay any dividends or distribute property among its members.

9.2.2 If the Network is dissolved, any funds or assets remaining after paying all the debts are to be donated to a registered and incorporated charitable organization. The Members shall select this organization by Special Resolution. In No Event shall any Member receive any asset of the Network.

Date: 2013-07-04

Signature: Print Name: Lisa Rogozinsky	Address: 11823-139 Street Edmonton, AB T5L 2B8
Signature: Print Name: Denise Plesuk	Address: #2, 9137 Jasper Avenue Edmonton, AB T5H 3T2
Signature: Print Name: Brittani Patten	Address: 1990 Tanner Wynd Edmonton, AB T6R 2S4
Signature: Print Name: Magdalena Zenkijevic	Address: 113 Lorelei Close Edmonton, AB T5X 2E7
Signature: Print Name: Paul Pringle	Address: 10527 96 Street Edmonton, AB T5H 2H6
WITNESS Signature: Print Name: Tammy Woroschuk	Address: 10230 111 Avenue Edmonton, AB T5G 0B7

