

**BYLAWS OF THE PRINCE ALBERT
SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS (SPCA)**

As amended to September 16, 2015

Incorporated under *The Non-Profit Corporations Act* on June 24, 1985

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PRINCE ALBERT SPCA MISSION STATEMENT

The Prince Albert SPCA is a non-profit organization dedicated to promoting a caring and humane attitude towards all living creatures; securing and enforcing the *Animal Protection Act, 1999*; and providing animal care services to the community of Prince Albert.

Bylaw I - Name and Territory

1. The name of the Society shall be the “Prince Albert Society for the Prevention of Cruelty to Animals Inc.”.
2. The Society shall carry on its work throughout the City of Prince Albert and the territory within a radius of forty (40) kilometers from the city centre. The Society may, on occasion, assist the provincial SPCA with investigative services beyond this prescribed limit.
3. The Head Office of the Society shall be located at 1125 North Industrial Drive, Prince Albert, Saskatchewan and the mailing address of the Society shall be 1125 North Industrial Drive, P.O. Box 1832, Prince Albert, Saskatchewan, S6V 6J9. The corporate registered office of the Society shall be the law firm of Novus Law Group, 1200 Central Avenue, Prince Albert, Saskatchewan, S6V 4V3.

Bylaw II - Aims and Objectives

The Aims and Objectives of the Society are:

1. To promote and develop, in the public at large, a humane attitude toward all animal life.
2. To work to ensure the enactment for compliance in the prevention of cruelty to animals.
3. To work to enforce existing laws for the prevention of the cruelty to animals.
4. To assist in promoting awareness, to the public, of existing local, provincial and federal legislation to improve the welfare of animals.
5. To work for the protection of animals, and in particular, those animals being at large, injured or neglected against abuse and live animal research by any person.
6. To establish, operate and maintain a facility to house stray and unwanted animals.
7. To do all things, not contrary to law, to carry out the purpose of the Society.

Bylaw III - Definitions

In these Bylaws the following meanings shall pertain:

1. "Society" shall mean the Prince Albert Society for the Prevention of Cruelty to Animals Inc.
2. "Member" shall mean a member of the Society in good standing as defined under Bylaw IV.
3. "Board" shall mean the Board of Directors of the Society.
4. "Secretary" shall mean the Secretary where the office is not combined with that of the Treasurer, but shall mean Secretary-Treasurer where the two offices are combined.
5. "Treasurer" shall mean Treasurer where the office is not combined with that of the Secretary, but shall mean Secretary-Treasurer where the two offices are combined.
6. Whenever the singular number or the masculine gender is used, the same shall be construed as including the plural number and feminine and neuter genders respectively where the fact or the context so requires.

Bylaw IV - Memberships

1. **Eligibility:**

Those who are in sympathy with, and supportive of, the Aims and Objectives of the Society and who are willing to uphold humane principles qualify for a membership application.

2. **Classes of Membership:**

The Society shall consist of Regular and Existing Life Members.

- a. **Regular Member:** Any person of the age of 18 years or older who has successfully applied for membership and paid the prescribed annual membership fee shall have attendance, discussion and voting privileges at all Member meetings.
- b. **Existing Life Member:** Any person of the age of 18 years or older who has successfully applied for membership and paid the prescribed life membership fee as of September 16, 2015, shall be entitled to the same rights and privileges as Regular Members. No more life memberships shall be sold after September 16, 2015. Existing Life Members shall be grandfathered in and shall retain their Lifetime Membership.

3. **Membership fees:**

The Board shall set membership fees for the various classes of membership. Memberships shall be effective from January 1st to December 31st for the given year and the Society shall issue a membership card to each Member stating the following:

- a. the rights, privileges, restrictions and conditions that constitute the membership interest of a Member of each class;
- b. that the class of membership it represents has rights, privileges, restrictions or conditions attached to it and that the Society will furnish to a Member, on demand without charge, a full copy of the text of those right, privileges, restrictions or conditions; and
- c. the date that the respective Member's membership expires.

New membership shall become active upon receipt of the properly completed application form and prescribed fees.

4. **Member in Good Standing:**

A "Member in good standing" for the current fiscal year is any eligible person who has completed the appropriate application form and remitted the prescribed membership fee for that current fiscal year and is therefore entitled to the rights and privileges of their particular Society membership.

5. **Membership Renewal:**

Memberships must be renewed by completion of the appropriate application form, and remittance of the prescribed membership fee 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, after the expiry date, no longer be considered a "Member in good standing" nor shall be entitled to any rights and privileges of Society membership, unless and until the properly completed application form and prescribed fee is submitted.

6. **Termination of Membership:**

The Board may terminate an existing membership for just cause. Such termination of a membership shall be executed at a regular meeting of the Board and shall be valid if the said termination of membership receives a two-thirds (2/3) majority vote by the Board Members. The Member of the Society so affected shall be given written notice of the pending termination and shall be entitled to a fair hearing, with legal counsel if the Member so chooses, before the termination of his or her membership is effective. The termination of a membership shall also be subject to ratification by majority vote at the next Annual General Meeting of the Society and the decision of such vote by the Members shall be final.

Bylaw V - Board of Directors

A. General:

1. The Board shall be elected, as required, by Members at the Annual General Meeting each year. The Board shall consist of a minimum of seven (7) and a maximum of eleven (11) Members, being:
 - a. President;
 - b. Vice-President;
 - c. Secretary;
 - d. Treasurer; and
 - e. Such other Members of the Society as may be elected as Board Members at an Annual General Meeting.

2. To be eligible for election to the Board of Directors, an individual shall be a Member in good standing of the Society, shall not be a paid employee of the Society and shall not be in a spousal relationship or an employer / employee relationship with another Board Member.

3. The term of office for a Board Member, including a Member of the Executive, shall be for two (2) years following the election. However, a Board Member may be re-elected for additional terms provided that they are a "Member in good standing" as defined under Bylaw IV. The Board Members' terms shall be staggered such that the terms of approximately one-half of the Board Members shall expire in one year and the terms of the remaining Board Members shall expire the following year.

4. A Board Member ceases to hold office when he or she:
 - a. dies or resigns;
 - b. is removed by ordinary resolution of the Members at a Special General Meeting; or
 - c. becomes disqualified pursuant to Bylaw V-C.

A resignation of a Board Member becomes effective at the time a written resignation is sent to the Society, or at the time specified in the resignation, whichever is later.

5. At its first meeting after the Annual General Meeting, the Board shall select from its composition persons to assume the executive roles of President, Vice-President, Secretary and Treasurer for two-year terms. The Board shall have the power to change these positions should circumstances warrant. In the event of permanent vacancy of any of these executive positions, the remaining Board Members shall, from its current composition, elect new incumbents to serve until the next Annual General Meeting.
6. The President shall preside at all Board meetings and, unless otherwise approved by the Board, at all general meetings of the Society. The Vice-President shall temporarily assume the duties and responsibilities of the President when that person is incapacitated or absent.
7. The Board shall be responsible for the development and/or maintenance of Policies and Procedures, which define the duties of Executive Officers and Members.
8. 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 Society upon proof of expenses and the approval of the Board of Directors.

B. **Board Vacancies:**

1. A quorum of the Board of Directors may fill a vacancy among the Board, other than a vacancy resulting from an increase in the number or minimum number of Board Members or from a failure to elect the number or minimum number of Board Members required by the articles of incorporation.

If there is not a quorum of Board Members, or if there has been failure to elect the number or minimum number of Board Members required by the articles of incorporation, the Board Members in office shall immediately call a Special General Meeting of Members to fill the vacancy and, if they fail to all a meeting or if there are no Board Members then in office, the meeting may be called by any Member.

2. Any or all positions on the Board may be declared vacant by the Members, by ordinary resolution, at a Special General Meeting as provided for per Bylaw VI-C. A vacancy created by the removal of a Board Member may be filled at the Special General Meeting at which the Board Member is removed or, if not filled, may be filled pursuant to Bylaw V-B-1.
3. A Board Member appointed or elected to fill a vacancy holds office for the unexpired term of his or her predecessor.

C. **Disqualification:**

A Member of the Board of Directors is disqualified if he or she:

1. is less than eighteen (18) years of age;
2. has been found to be of unsound mind by a court in Canada or elsewhere;
3. a person who has the status of bankrupt;
4. does not have a current valid membership in the Society; or
5. is not a resident of Saskatchewan;

D. **Duties/Responsibilities:**

1. To act honestly and in good faith with a view to the best interests of the Society.
2. To exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
3. To comply with *The Non-Profit Corporations Act, 1995*, its Regulations, the Society's Articles of Incorporation, Bylaws and any unanimous Member agreement.
4. To act in the best interest of the Society in all acts in relation to the Society.
5. To 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*.

6. To appoint or employ a Shelter Manager who shall be responsible for the operation and good management of the Shelter facility, in addition to other duties and responsibilities as may be deemed necessary by the Board. Board Members shall not act as advocates for individual Shelter staff workers and shall not be involved with the day-to-day operations of the Shelter. In the event of a permanent vacancy in the position of Shelter Manager, the Board of Directors shall be responsible for the appointment of an individual to temporarily manage Shelter operations until such time the position is filled on a permanent basis.
7. To ensure the establishment of Shelter policies and procedures with a view to providing necessary and safe animal care and services. Concern shall be for policy and planning issues.
8. 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.
9. To play an active role in fund-raising revenue generation and membership recruitment.
10. To attend Board meetings regularly and to participate actively in the work of the Board via committee assignment(s) or special activities as required.
11. To carry out other duties as required by legislation or as directed by the Member as a whole.

E. **Powers:**

1. The Board of Directors shall have the power to appoint any committees, officers, or agents as may be deemed necessary for the good of the Society.
2. The Board of Directors has the power to engage legal counsel, as it deems necessary.
3. The Board of Directors, by resolution, may make, amend or repeal any bylaws that regulate the activities and affairs of the Society. The Board shall submit such bylaw, amendment or repeal of a bylaw, to the Members at the next meeting of Members, notice of which shall be sent to Members within sixty (60) days of the Board's resolution to make, amend or repeal any bylaw, and the Members, by ordinary resolution, may confirm, reject or amend the bylaw, amendment or repeal. The bylaw, amendment or repeal of a bylaw, is effective from the day of the resolution of the Board until it is confirmed, confirmed as amended or rejected by the Members and where the bylaw is confirmed or confirmed as amended, it continues in effect in the form in which it was so confirmed. If a bylaw, an amendment or a repeal is rejected by the Members, or if the Board does not submit it to the Members as required, the bylaw, amendment or repeal ceases to be effective and no subsequent Board resolution to make, amend or repeal a bylaw having substantially the same purpose or effect is effective until it is confirmed or confirmed as amended by the Members.
4. 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.

F. **Executive Committee:**

1. **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, and all Minutes of Executive Meetings shall be ratified by the Board at the following Board Meeting.

2. **Composition:**

The Executive Committee shall consist of:

- a. President;
- b. Vice-President;
- c. Secretary; and
- d. Treasurer.

3. **Duties:**

As determined by Board-approved Organizational Policies and Procedures.

Bylaw VI - Meetings

A. **General:**

1. **Quorum:**

Twice the number of the existing Board Members plus one constitutes a quorum at any Members meeting.

A majority of the total number of Board Members constitutes a quorum at any Board meeting and, notwithstanding any vacancy among the Board, a quorum of Board Members may exercise all the powers of the Board.

2. **Notice of Meetings:**

Notice of the time and place of an Annual or Special General Meeting of Members shall be sent by mail, not more than fifty (50) days nor less than fifteen (15) days before the meeting, to each Member entitled to vote to the mailing address provided in the Membership Registry, to each Board Member and to the Auditor. Such notice shall also be advertised in one of the local newspapers not less than 10 days prior to the proposed date of the Annual or Special General Meeting.

Notice of the time and place of a Regular or Committee meeting of the Board of Directors shall be given by letter, electronic mail, or telephone at least seven (7) days in advance of the meeting unless every Board Member waives notice of the meeting. A Board Member may waive, in any manner, notice of a Regular or Committee meeting and attendance of a Board Member at such a meeting is a waiver of notice of the meeting, except where a Board Member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called. The Board may decide at any meeting where a majority is present when and where the next Regular or Committee meeting shall be held and no further notice of these meetings shall be necessary.

3. **Proxy:**

There shall be no proxy voting at any meeting of the Members or Board of Directors.

4. **Voting:**

a. At all meetings of the Society, voting shall be by a show of hands. A Member entitled to vote at the meeting may demand a poll (exact count) either before or after any vote.

b. At the Annual General Meeting, except where positions are filed by acclamation, the election of the Board of Directors shall be by secret ballot. All other business at an Annual General Meeting may be voted on as per article 4(a) above.

c. In order to be eligible to vote at the Annual General Meeting or any other meeting, a person must hold a current valid membership and have been a Member of the Society for at least fifty (50) days prior to the meeting.

d. Each Member of the Society is entitled to one (1) vote at a meeting of the Members.

e. At meetings of the Board of Directors voting shall be by a show of hands except where a ballot is requested by at least three (3) Members present.

5. Accepted rules of parliamentary procedures per *Robert's Rule of Order* shall govern proceedings of all Society Board and Member meetings.

B. Annual General Meeting:

The Annual General Meeting shall be held each year not later than 15 months after holding the preceding Annual General Meeting” in accordance with s.123(1)(a) of *The Non-Profit Corporations Act*. The Board shall establish the exact time, date, and location of the Annual General Meeting, however it shall be planned and anticipated that the Annual General Meeting shall be held on the third (3rd) Wednesday of September every year. The Annual General Meeting shall be chaired by an individual selected by the Board of Directors.

Business that must be transacted at the Annual General Meeting includes the submission of financial statements and the auditor’s report, the election of Board Members, if required, the appointment or reappointment of the Auditor and introduction and voting on proposed bylaws, amendments or repeals to the bylaws, if any. A Member entitled to vote at a meeting of Members may submit to the Board notice of any matter that he or she proposed to raise at the meeting at least two (2) weeks in advance of the Annual General Meeting. These proposals will be placed on the agenda if they are within the mandate of the Society. Special business to be discussed at the Annual General Meeting shall be added and specified on the Agenda at the commencement of the meeting.

C. Special General Meeting:

The Board of Directors may call a Special General Meeting of Members at any time. The Board must call such a meeting on the written request of at least 5% of the Members entitled to vote as per Bylaw VI-4-c. A Special General 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.

A request for a Special General Meeting must indicate:

1. The purpose or object for which the meeting is being called.
2. The date, time, and location of the meeting.

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

D. **Board of Directors Meeting:**

The Board of Directors shall meet at least eight (8) times per year. They shall meet for the dispatch of business and shall regulate their meetings, as they deem suitable. If a Member wishes for the Board to discuss and address any issue at a Board Meeting, then the Member shall send such a request in writing to the Board, at the mailing address of the Society, along with any other information the Member deems necessary for the Board to fully discuss and address the given issue. Correspondence from Members shall not be sent to the respective residences of the Board Members unless specifically otherwise agreed by the particular Board Member.

The Board may meet on a pre-appointed date without additional notice but each Board Member shall receive at least five (5) days' notice of any Special Board Meeting. Notification shall be by mail, electronic mail or telephone and shall state the time and location of the meeting but not necessarily the meeting's purpose. Special Board meetings shall be called by the Board President 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.

The notice period for Regular or Special Board Meetings may be waived if agreed to by a simple majority of the Board.

A Board Member may, if all the other Board Members consent, participate in a meeting of the Board or a Committee by means of telephone or other communication facilities that permit all persons participating in the meeting to hear each other. A Board Member participating by such means is deemed to be present at that meeting.

Bylaw VII - Corporate Records and Financial Disclosure

A. Corporate Records:

As a non-profit corporation, the Society shall prepare and maintain the following records which shall be kept at the registered office of the Society:

1. Articles of Incorporation and Bylaws, and all amendments to them, and a copy of any unanimous Member agreement;
2. Minutes of meetings and resolutions by the Members, including those arising from meetings of Board of Directors or Committees;
3. Copies of all Notices of Directors and notices of changes on the Board of Directors;
4. A registry of all securities issued by the Society;
5. A registry of Members entitled to vote, containing their names, their latest known address, and the date on which each became or ceased to be a Member; and
6. Adequate accounting records.

B. Financial Disclosure:

The fiscal year of the Society shall end on the 31st of December of each year.

The Society shall publish a notice stating that the financial statement, auditor's report, and any further information respecting the financial position of the Society, are available at the registered office of the Society to be examined during usual business hours by any person and that person may make copies free of charge.

Bylaw VIII - 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, 1995*, and any remaining property and assets shall be distributed to the Saskatchewan Society for the Prevention to Cruelty for Animals.

Certified as a true copy of the Bylaws of the Prince Albert Society for the Prevention of Cruelty to Animals Inc., amended at an Annual General Meeting of the Member of the Society on the 16th day of September, 2015.

Dan Troupe, Board President

Al Dyer, Executive Director