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**The Edmonton Neighbourhood Watch Program Society
Bylaws
Amended as of November 28, 2020**

Article I - Name

- 1.1. The name of the organization will be THE EDMONTON NEIGHBOURHOOD WATCH PROGRAM SOCIETY (“ENW”), hereinafter referred to as the “Society”.

Article II - Purpose

- 2.1. The objectives of the Society are as indicated on the Registration of the Society’s application.



Article III - Interpretation and Definition

Definitions

- 3.1 **Annual General Meeting** (hereinafter AGM) means the meeting as laid out in section 5.1.
- 3.2 **Background Check** means a police information check received through the Edmonton Police Service. All Directors, staff of ENW, Representatives, and anyone else in a position of trust will be required to submit a police information check provided by the Edmonton Police Service. Each person’s police information check shall be renewed and re-submitted to the Board every two years.
- 3.3 **Board** means the Board of Directors of this Society.
- 3.4 **Boundaries** will refer to the incorporated boundaries of the City of Edmonton.
- 3.5 **Business Day** means any day that is not a Saturday, Sunday or statutory Holiday in the Province of Alberta.
- 3.6 **Bylaws** means the following articles set forth the Bylaws of the Society and any amendments thereto.

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- 3.7 **Director** means any person elected or appointed to the Board not including staff.
- 3.8 **Good Standing** shall have the meaning outlined in section 4.5.
- 3.9 **Member** means any natural person that is accepted as a member into the Society as laid out in Article IV.
- 3.10 **Officer** means those Directors as laid out in section 6.2.
- 3.11 **Ordinary Resolution** means a resolution passed by a simple majority of the votes cast on that resolution.
- 3.12 **Policies** means the Policies and Procedures of the Society as established by the Board and amended from time to time.
- 3.13 **Registered Office** means the registered office for the Society as per the Corporate Registries Office.
- 3.14 **Register of Members** means the register kept by the Board or designate identifying the Members of the Society as laid out by the Societies Act.
- 3.15 **Representatives** means any Members who take on positions of trust and/or positions whereby the Member is representing the Society to the public for specific tasks requested by the Board from time to time.
- 3.16 **Societies Act** means the *Province of Alberta Societies Act R.S.A. 2000, Chapter S-14* as amended, or any other statute substituted for it.
- 3.17 **Special General Meeting** means the meeting as laid out in section 5.5.
- 3.18 **Special Resolution** means a resolution (motion) passed at general meeting of the membership of this Society, where 21 days' notice is duly given of the meeting to deal with this resolution, specifying the intention or purpose of such resolution. The resolution is carried if passed by a 75% of the members present and eligible to vote. A Special Resolution is required as specified under these Bylaws.
- 3.19 The name of the society is "**THE EDMONTON NEIGHBOURHOOD WATCH PROGRAM SOCIETY**"; hereinafter referred to as the Society
- 3.20 **The Society** will also mean the Edmonton Neighbourhood Watch Program Society.

Interpretation

- 3.21. **Gender:** Wherever masculine or feminine gender is used in these Bylaws; they will be construed in the same context.

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3.22. Liberal Interpretation: These Bylaws must be interpreted broadly and generously. The preceding definitions are not exhaustive of the defined terms or expressions used in these Bylaws and other terms or expressions may be defined throughout these Bylaws.

Not for Profit

3.23. The Society shall not issue any shares and shall be a not-for-profit society.

Article IV - Membership

4.1. Any individual residing within the Boundaries is eligible to become a Member of the Society by meeting the requirements as stated below and as amplified by the Policies laid out by the Board.

4.2. The Society has the following two classes of Members:

a. Grandfathered Members; and

i. Grandfathered Members are those members of the Society that were admitted prior to these Bylaws taking effect. They will continue to hold all the rights as laid out under their initial membership.

b. Full Members.

i. Full Members are those Members in Good Standing that have been approved by the Board.

4.3. Full Members may be required to undergo a Background Check and will be required to submit a membership application prior to their membership being approved by the Board or a designate.

4.4. Members in the Society will have the following rights and obligations:

a. All Members in Good Standing will be entitled to attend, speak and vote at all Special General Meetings and Annual General Meetings of the Society.

b. All Members in Good Standing will be expected to promote the mission of the Society within their communities.

c. All Members in Good Standing will be eligible to serve as Officers of the Society, eligible to be appointed to the Board, and eligible to serve on committees of the Society.

d. All Members in Good Standing shall uphold and comply with the Bylaws, Policies and other rules and regulations of the Society in effect from time to time.

- e. All Members in Good Standing shall abide by such codes of conduct and standards of ethics and professionalism adopted by the Society from time to time.

4.5. A Member of the Society will be in Good Standing provided that the Member:

- a. has not ceased to be a Member by resignation, revocation, or otherwise in accordance with the Societies Act and these Bylaws;
- b. has not been suspended or terminated from membership, or had other membership restrictions imposed;
- c. has their primary residence within the Boundaries;
- d. is not subject to disciplinary investigation or actions by the Board, or if subject to a disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
- e. has complied with the Bylaws, Policies, procedures, rules, and regulations of the Society.

4.6. Members not in Good Standing:

- a. In the event that a Member ceases to be in Good Standing, the Board may, without prejudice to any other rights or remedies afforded to the Board pursuant to the Societies Act or these Bylaws, and in accordance with the Policies established by the Board from time to time, suspend the rights and privileges of the Member until such time as the Board is satisfied that the Member has met the requirements of good standing outlined in section 4.5 above. For greater certainty, and without limiting the generality of the foregoing, any Member who ceases to be in Good Standing shall not be entitled to vote at AGMs or Special General Meetings and, where the Member is a Director, will not be entitled to vote at meetings of the Board.

Discipline of Members

4.7. The Board is empowered to suspend or revoke the membership of any Member for conduct injurious to the program or its purposes, or any conduct that contravenes these Bylaws.

- a. If the Member has failed to abide by the Bylaws or Policies of the Society;
- b. If the Member has been disloyal to the Society;
- c. If the Member has used the membership list for solicitation or for any means beyond the mission of the Society;
- d. If the Member has disrupted meetings or functions of the Society; or
- e. If the Board concludes that the Member is deemed to have harmed the Society by either their actions or lack of action.

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- 5.8. The President must convene a Special General Meeting within 60 days of receipt of a request.
- 5.9. Notice for any Special General Meeting will be made available electronically at least 14 days prior to any such meeting.
- 5.10. The agenda for any Special General Meeting will be made available electronically to all Members at least 14 days prior to said meeting.
- 5.11. Twenty Members in Good Standing shall constitute a quorum at any Special General Meeting. If, after 15 minutes from the time appointed for a properly convened meeting of the Society, a quorum is not present, the Members entitled to vote who are present constitute a quorum.
- 5.12. Any person, other than a Member cannot take part in debates or address the meeting without the permission of the Chair.
- 5.13. Chair
 - a. The President of the Society shall be the Chair of the Special General Meeting and shall preside over every meeting of the Society, provided that in the absence of the President, the Board members then present shall, by majority vote, nominate a Chair to preside over the Special General Meeting.
 - b. The Chair of the Special General Meeting will not vote on any motion unless the vote is tied or in the event of a secret ballot. In the event of a tie on a secret ballot the motion is defeated.

Voting

- 5.14. Any Member in Good Standing shall have the right to vote at any AGM or Special General Meeting of the Society. Voting may take place by the Member and not by proxy. All matters, except those required to be passed by Special Resolution of the Members pursuant to the Societies Act or these Bylaws shall be passed by Ordinary Resolution of the Members of the Society.
- 5.15. All voting in relation to the election of Directors or Officers, when an office or position is contested, will be made by secret ballot. The results will be announced, with no announcement of the numerical results.

Meetings of the Board

5.16. Board Meetings

Board meetings shall be called a minimum of eight (8) times per calendar year. Board meetings may be called as frequently as necessary to properly govern the business of the Society.

5.23. Passing of Resolutions and Motions

Every matter at a Board meeting shall be decided by a show of hands unless a Director requests that a vote be conducted by ballot, in which case a vote shall be conducted by ballot. All matters shall be passed by an Ordinary Resolution of the Board, provided however that in the event of an equality of votes, the President shall be entitled to a casting vote.

5.24. Board Meeting Minutes

Minutes of all meetings of the Directors shall be taken by the Secretary or such other individual as may be authorized by the Board and shall be kept in the minute book of the Society, and be available for review by any Member in Good Standing, upon request.

5.25. Conflict of Interest

A Director of the Society who:

- a. is a party to a material contract or proposed material contract with the Society, or
- b. is a director or an officer of or has a material interest in any corporation that is a party to a material contract or proposed material contract with the Society;

shall be obliged to disclose to the Society the nature and extent of the Director's interest in accordance with the Societies Act and a Director shall not in any case be entitled to vote on any resolutions to approve any such contracts. The Director with the interest shall leave the Board meeting for the duration of the discussion and voting, as applicable, in relation to such contracts. Should the Board approve the contract, the contract will be considered in full force and effect regardless of the profit that may be accrued by the Director as a result of the making of the contract by the Society.

5.26. A Special Meeting of the Board of Directors will be called on the written request of any five members, being delivered to the President, or in his absence to the Vice-President. The request will state the business to be brought forth. The meeting will be convened within 21 calendar days of the receipt of the request

General

5.27. All meetings of the Society will be open to the public.

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Article VI– Governance of the Society

Board of Directors

6.1. The Board will consist of the following positions at minimum:

- a. President;
- b. Vice-President;
- c. Secretary;
- d. Treasurer;
- e. Past President; and
- f. Director-at-Large.

6.2. The Officers of the Society will be the President, Vice President, Secretary and Treasurer.

6.3. Additional Directors may be appointed at the discretion of the Board or elected by the Members in accordance with these Bylaws.

Nomination and Election of Directors

6.4. Nomination and Election of Directors

- a. Nomination for a Board position must be submitted to the Past President or designated Director fourteen (14) days prior to the next AGM by electronic transmission (email). Only Members in Good Standing may nominate a Member for election or be nominated for election.
- b. The nomination form must contain:
 - i. Nomination form signed by two other Members in Good Standing;
 - ii. Proof of Address of the nominated Member; and
 - iii. Proof of Identification of the nominated Member.
- c. Late nominations may be accepted at the discretion of the President in even-numbered years, or the Vice-President in odd numbered years.
- d. Current Directors wishing to be re-elected are not subject to nomination but, must notify the Past President or designated Director, within a timeframe defined by the Board, as set forth in the Policies, of their interest in re-election.

- e. The Board shall review all nominations, conduct interviews with said nominees in accordance with the Policies, and prepare a slate consisting of current Directors who wish to be re-elected and those nominees whom the Board agreed are appropriate and qualified to be Directors (the "Slate").
- f. The Board shall circulate the Slate of proposed Directors to be elected at the AGM at least five (5) days in advance of the AGM.
- g. At the AGM the Slate of Members will be put forward to the Membership and ask if there are anyone know of any reason of the nominee's name that has put forward should not be confirm. However, the Board has the final say as the Board has done its due diligence.
- h. Current Directors wishing to be re-elected are not subject to nomination but, must notify the President, Past President or designated Director, within a timeframe defined by the Board, as set forth in the Policies, of their interest in re-election.
- i. The Nomination Committee will go through the nomination process with the final recommendations to the Board for approval or otherwise.
- j. Nominees and Directors must be, at the time of nomination and throughout the Term, Members in Good Standing.
- k. Members of the Society shall elect no less than four (4) individuals and no more than twelve (12) individuals to the Board.
- l. At any time (and at an AGM or a Special General Meeting at which an election of Directors is to take place) the Members may, by Ordinary Resolution, change the number of Directors to be elected provided that the number of individuals to be elected shall be no less than four (4) and no more than twelve (12).
- m. In the event the position of a Director is vacated during the Term, the remaining Directors may appoint a Director who shall continue as a Director until the next AGM.

6.5. Any permanent or voting Board position created must be available for election at the AGM. Any non-voting Board position may be continued at the discretion of the Board and does not require election at the AGM.

Term of Directors

6.6. A Director shall hold their office for a term of two (2) years, and such term will be deemed to have commenced at the close of the AGM following such Director's election and such term will expire at the conclusion of the AGM held in the final year of the Director's term (the "Term").

6.7. Notwithstanding section 6.6, the Board may, by Ordinary Resolution, fix the length of a Director's Term to be any period of time that the Board deems appropriate in its sole discretion.

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6.8. Subject to Section 6.7, and provided that they are in Good Standing, a Director shall be continually eligible for re-election, and there shall be no limit on the number of Terms (whether consecutive or not) that a Director may hold office. For greater certainty, the terms and conditions of this Section 4.6 shall apply to Directors holding office by nature of being an Officer.

6.9. The President and Treasurer will be elected in odd numbered years. The Vice President, Secretary, and any other Officer positions will be elected in even years

Duties of Officers and Directors

6.10. The Board's responsibilities will include the interpretation of the Bylaws, issues related to policy and governance, the well-being of the Society, and ensuring the efficient and sustainable operation of the Society's programs and services.

6.11. The President will be responsible for overseeing the operations and Policies of the Society, its employees and the Board and any other duties that the Board may specify from time to time. The President will be an ex-officio member of all committees.

6.12. The Secretary will be responsible for ensuring the business of the Society is in order and for any other duties that the Board may specify from time to time.

- a. The Secretary will have charge of the Seal of the Society.
- b. The Secretary will keep accurate minutes of all meetings of the Society and of the meetings of the Board. In case of the absence of the Secretary, his/her duties shall be discharged by such Officer as may be appointed by the Board.

6.13. The Treasurer will oversee the collection and disbursement of all monies for the Society, act as a signing authority on all financial mediums for the Society, and will be responsible to ensure the Society's finances are reported accurately and are kept in good order and perform any other duties that the Board may specify.

- a. The Treasurer will oversee the production and verification of the Society's audited financial statements and present those statements to the Members at the AGM.
- b. The Treasure shall arrange for the books and records to be audited at least once each year by a duly qualified account or by two Members of the Society elected for that purpose at the AGM.

6.14. The Vice-President will assist the President and act in the place of the President, if for some reason the President is unable to discharge his or her duties. The Vice-President will review all operations and Policies of the Society on an on-going basis and will be ready to assume the duties of the President if required and perform any other duties that the Board may specify from time to time.

- 6.15. The Past President will provide advice, succession support and stakeholder support and ensure the smooth transition of a new leadership team into the Society.
- 6.16. The Director-at Large will provide a voice for the general membership and be prepared to take on duties that fall outside the scope of the responsibilities of the other Officers at the discretion of the Board.
- 6.17. Detailed job descriptions for the Directors will be outlined in the Policies of the Society by the Secretary.

Power of the Board

- 6.18. The affairs of the Society shall be directed by the Board and the Board may perform on behalf of the Society all acts within the objects and powers of the Society, subject to these Bylaws and any Policies the Board may enact. Without limiting the generality of the foregoing, the Board shall have the following powers:
 - a. subject to these Bylaws, delegate authority of any of its powers to committees as it may establish from time to time and may delegate usual authority to Officers and employees of the Society as it in its discretion deems appropriate;
 - b. determine the duties and responsibilities of all Officers, including the creation of additional Officer positions and removal of Officers from office;
 - c. establish committees as necessary;
 - d. appoint any additional committees that the Board, in its sole discretion, determines are necessary or desirable and the committees shall have the duties and responsibilities given to them by the Board;
 - e. to implement and enforce certain Policies, procedures, rules and regulations as the Board from time to time deems necessary in its sole discretion, provided however that nothing contained in such Policies, procedures, rules and/or regulations shall be valid to the extent same is inconsistent with the Act or these Bylaws;
 - f. hire, retain, employ or engage such other staff, contractors, professionals or other agents that it deems necessary to fulfill the objects of the Society; to pay such persons so hired; and, to procure, equip and maintain such offices and other facilities and to incur such reasonable expenses as may be necessary;
 - g. impose fees and levy assessments on the Society's Members;
 - h. direct that the Society enter into contracts and agreements and authorize any Director or Officer to negotiate and settle the form of same on behalf of the Society; and
 - i. purchase, lease or otherwise acquire, sell, exchange and otherwise deal with the lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the Society for such

consideration and upon such terms and conditions as the Board deems advisable.

Ceasing to be an Officer or Director

- 6.19. Any Officer and/or Director shall cease to be an Officer and/or Director if:
 - a. they ceased to be a Member in Good Standing;
 - b. they become bankrupt;
 - c. they become of unsound mind;
 - d. they are convicted of an indictable offence;
 - e. by notice in writing they resign from office;
 - f. the Board, by a vote equal to the number of Directors on the Board less one, determines that the Officer and/or Director, as the case may be, should be removed;
 - g. they pursue the directives or objectives of the Board or communicate their opinions in relation to the Society in a disrespectful manner, disruptive manner, or in any manner that would be considered detrimental to the Board's business.
 - h. they fail to attend three (3) consecutive Board meetings, in which the Director received proper Board Meeting Notice, without prior written notification to the President.

General

- 6.20. The transition of Board members will occur within 10 calendar days of the AGM.
- 6.21. Any Director may hold more than one position on the Board, with the exception of the President. Regardless of the number of positions held on the Board, each Director will have only one vote.
- 6.22. The Board will, subject to these Bylaws, have full control and management of the business and affairs of the program.
- 6.23. In the case of a Member of the Board of Directors dies, resigns or ceases to be a member, or for any reason becomes unable or ineligible to execute the duties of their position, the vacancy created may be filled by an appointee. The Board, by Ordinary Resolution, may appoint a person to fill the remaining portion of the Term of the position.

Staff of the Society

- 6.24. The Board may, on behalf of the Society, hire an Executive Director who will oversee day-to-day operations of the Society. The Executive Director will be accountable to the Board.

- 6.25. Job descriptions and roles and responsibilities will be found in the Society's Policies. Employment terms and remuneration for Society staff and consultants will be determined by the Board.
- 6.26. Staff of the Society do not have a right to vote at any meeting of the Board or of the Members by means of their employment by the Society. The staff will only attend a meeting of the Board if require to make any presentation that may be required.

Protection and Indemnity of Directors and Officers

- 6.27. The Society indemnifies each Director or Officer against all costs or charges that result from any act done in his or her capacity as a Director or Officer. The Society does not protect or indemnify any Director or Officer against any losses for acts of fraud, dishonesty, or bad faith.
- 6.28. No Director or Officer is liable for the 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 Society. No Director or Officer is liable for any loss due to an oversight or error in judgment, or by an act in his or her role for the Society, unless the act consisted of fraud, dishonesty or bad faith.
- 6.29. Directors or Officers can rely on the accuracy of any statement or report prepared by the Society's auditor or legal counsel. Directors or Officers are not held liable for any loss or damage, and shall be indemnified by the Society for any losses, as a result of acting on that statement or report.

Committees

- 6.30. The President or the Board will be empowered to create any standing or ad hoc committee to handle any matters as laid out within these Bylaws. The Board will appoint a chairperson to oversee the committee and require said committee to report to the Board.
- 6.31. Each chairperson may select their committee members from Members of the Society, subject to the approval of the Board.
- 6.32. No committee will expend any money, incur any indebtedness, sell or dispose of any of the Society's property, without the written approval of the Board.
- 6.33. The Board may prepare and issue such directives as it deems necessary for the effective operation of any committee and it is the duty of the committee chairperson to ensure the directive is adhered to.

Rules of Order

6.34. The conduct of business for all meetings of the Society and Board, where the Bylaws are silent on an issue, will be governed by a common standard of rules of order adopted by the Board and identified in the Policies of the Society.

Article VII – Finance and Other Management Matters

Inspection of Records:

- 7.1. The financial statements and records of the program may be inspected by any Member upon giving fourteen (14) Business Days prior written notice to the Board at the Society's Registered Office and arranging a time satisfactory to the Secretary or their designate.
- 7.2. No Member shall at any time have the right to make copies or reproduce in any capacity the financial records or statements of the Society with the exception of the financial statements provided to all Members prior to an AGM.

Financial Matters:

- 7.3. No Director, Society staff or representative will expend any money of the Society or incur any indebtedness on behalf of the Society, without the written prior approval of the Board.
- 7.4. All money received or collected by any Member on behalf of the Society will be submitted to the Treasurer or an employee appointed by the Board.
- 7.5. The fiscal year of the Society is the 31st day of December.
- 7.6. No Director or a committee will be entitled to receive any financial remuneration for their services, except receipted out of pocket expenses that are allowed under the Society's current Policies. All expenses must be pre-approved in writing by the Board.
- 7.7. For the purpose of carrying out its objects, 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 unless a Special Resolution has been passed.

Signing Powers

- 7.8. Signing Officers for the Society will be any two of the following: the President, Vice President, Secretary or the Treasurer.
- 7.9. All bills, notes, cheques and other documents pertaining to finances of the Society, along with all contracts and documents requiring execution for the program will be signed by the Treasurer and one other designated signing Officer.

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7.10. No two members of the same household or immediate relatives will have signing authority for the Society.

Seal of the Society

7.11. The Seal of the Society will be in the charge of the Secretary.

7.12. When the Seal is required to be used it will be countersigned by the President and the Secretary or Treasurer.

Books and Records

7.13. All books, records and copies of correspondence of the Society required to be maintained by the Board or the Societies Act shall be kept at the Registered Office of the Society.

Article VIII - Amendments to the Bylaws

8.1. These Bylaws may be rescinded or amended through a Special Resolution, as provided for in these Bylaws.

8.2. Members wishing to recommend changes to these Bylaws may do so by providing the following information in writing to the Board at least sixty (60) days prior to the AGM or Special General Meeting:

- a. The article or section for which change is desired;
- b. The wording of the recommended change; and
- c. Justification for the change.

8.3. The recommendation will be reviewed by the Board and be presented to the Members prior to the AGM or Special General Meeting accompanied by a report outlining the Board's support or stated reasons why support for the changes has been withheld.

8.4. The amended Bylaws will take effect after approval of the Special Resolution at the AGM or Special General Meeting and once they have been accepted by the Corporate Registry of Alberta.

Article IX – Dissolution of the Society

9.1. The Society may, by Special Resolution, dissolve the Society. Upon the passing of such Special Resolution the Board will act in accordance with all governing legislation to liquidate the assets of the Society and wind-up operations. Monies received from corporations and/or agencies will be returned where it is feasible to do so to another registered Society with similar mission.