



**The Edmonton Neighbourhood Watch Program Society
Bylaws
DRAFT - Amended as of April 27, 2019**

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 Vision of the Society is “Safer Communities by Working Together in Crime Prevention”
- 2.2.** The Mission is to build safer communities through the provision of crime prevention information and the support of neighbourhood level programs that encourage awareness, education, inclusion and participation. Striving for a world where everyone feels safe in their communities.
- 2.2.1.** For our members, representatives, volunteers and partners, the Society will:
- Enhance skills and knowledge
 - Facilitate communications and networking
 - Foster collaboration and engagement
- 2.2.2.** For the general public, the Society
- Facilitate access to program information and resources on Crime Prevention
 - Raise awareness of Crime Prevention

Article III - Interpretation and Definition

Definitions

- 3.1. The Society is the “**THE EDMONTON NEIGHBOURHOOD WATCH PROGRAM SOCIETY**”.
- 3.2. **The Bylaws:** The following articles set forth the Bylaws of the Society.
- 3.3. **The Society** will also mean the Edmonton Neighbourhood Watch Program Society.
- 3.4. **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.
- 3.5. **Boundaries** will refer to the incorporated boundaries of the City of Edmonton.
- 3.6. **Annual General Meeting** (hereinafter AGM) means the meeting as laid out in section 5.1.
- 3.7. **Board** means the Board of Directors of this Society.
- 3.8. **Director** means any person elected or appointed to the Board not including staff.
- 3.9. **Member** means any natural person that is accepted as a Member into the Society as laid out in Article III.
- 3.10. **Officer** means those Directors as laid out in section 6.1.
- 3.11. **Registered Office** means the registered office for the Society.
- 3.12. **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.
- 3.13. **Background Check** means a Police Information Check done through the Edmonton Police Service.
- 3.14. **Special General Meeting** means the meeting as laid out in section 5.5.
- 3.15. **Special Resolution** means a resolution (motion) passed at general meeting of the membership of this Society, where 21 calendar 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 simple majority of the members present and eligible to vote. A Special Resolution is required as specified under these Bylaws.
- 3.16. **Gender:** wherever masculine or feminine gender is used in these Bylaws, they will be construed in the same context.
- 3.17. **Liberal Interpretation:** These bylaws must be interpreted broadly and generously.

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 and Procedures laid out by the Board.
- 4.2. The Society has the following classes of members:
 - (a) Grandfathered Members
 - (b) Full Members
 - 4.2.1. 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.
 - 4.2.2. Full Members are those Members in good standing that have been approved by the Board.
- 4.3. All Members of the Board of Directors, Staff, Representatives, Volunteers, and anyone else in a position of trust will be required to undergo a Police information Check conducted by the Edmonton Police Service. The Background Check will be required to submit a membership application prior to their membership being approved by the Board of a designate. Each person's Police Information Check should be renewed every two years.
- 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 organization 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.
- 4.5. A Member is said to be in Good Standing when:
 - 4.5.1. The member has not been suspended as laid out in section 4.4.

Disciplinary Proceedings – Suspension/Revocation of Membership

- 4.6. The Board will be empowered to suspend or revoke the membership of any Member for conduct injurious to the program or its purposes.

- 4.7.** The Board, at a Special Meeting called for that purpose, may suspend or revoke a Member's membership for one or more of the following reasons:
- 4.7.1 If the Member has failed to abide by the Bylaws;
 - 4.7.2 If the Member has been disloyal to the Association;
 - 4.7.3 If the Member has used the membership list for solicitation;
 - 4.7.4 If the Member has disrupted meetings or functions of the Association; or
 - 4.7.5 If the Member has done or failed to do anything deemed to be harmful to the Association.

Notice to the Member

- 4.8.** The affected Member will receive written notice of the Board's intention to deal with whether that Member should be suspended/revoked or not. The Member will receive at least 14 calendar days before the Special Meeting.
- 4.9.** The Notice will be sent by email to the email address of the Member shown in the records of the Society.
- 4.10.** The Notice will state the reasons why suspension/revocation is being considered.

Decision to Suspend/Revoke

- 4.11.** The Member will have an opportunity to appear before the Board to address the matter.
- 4.12.** The Board will determine how the matter will be dealt with, and may limit the time given the Member to address the Board.
- 4.13.** The Board may exclude the Member from its discussion of the matter, including the deciding vote.
- 4.14.** In all membership issues the decision of the Board is final.
- 4.15.** If the member fails to attend a hearing, without just cause, the expulsion or suspension will be effective immediately.
- 4.16.** Quorum for a hearing by the Board will be two-thirds (2/3) of the Board of Directors.
- 4.17.** At the conclusion of a suspension the member will be notified and will re-acquire the rights and responsibilities associated with being a member in good standing.

Membership Issues

- 4.18. Yearly membership fees will be established at the AGM by a resolution passed by the membership present.
- 4.19. Any member ceases to hold membership upon moving to a primary residence outside the City of Edmonton.
- 4.20. Membership is not transferrable and does not transfer to any other person or corporation through any legal procedure.
- 4.21. Any member may withdraw their membership by giving written notice to the Board of Directors. Any annual membership fees are not refundable.
- 4.22. Limitation on the Liability of Members: No Member is, in his individual capacity, liable for any debt, liability or action of the Society.
- 4.23. All members must adhere to these Bylaws as adopted by the membership and to all Society policies to remain members in good standing.

Article V – Meetings of the Society

Annual General Meeting (“AGM”):

- 5.1. The AGM of the Society will be held by the end of March, in each year, at such time and place as the Board of Directors will decide and will be open to the public.
- 5.2. Notice for the AGM will be made available to all Members electronically by email, and or on website at least 21 calendar days in advance of the AGM.
- 5.3. The agenda for the AGM will be made available electronically at least 21 calendar days in advance of the AGM.
- 5.4. Twenty Members in good standing shall constitute a quorum at any meeting. If after 15 minutes from the time appointed for a properly convened meeting of the society, a quorum is not present, the persons entitled to vote who are present constitute a quorum.

Special General Meeting:

- 5.5. A Special General Meeting will be convened when required by the President, a majority of the Board or upon the written request of 20 or more members, submitted to the Board.
- 5.6. The President must convene a Special General Meeting within 60 days of receipt of a request.

- 5.7. Notice for any Special General Meeting will be made available electronically at least 14 days prior to any such meeting.
- 5.8. The agenda for any Special General Meeting will be made available electronically at least 14 days prior to said meeting.
- 5.9. Twenty Members in good standing shall constitute a quorum at any meeting. If after 15 minutes from the time appointed for a properly convened meeting of the society, a quorum is not present, the persons entitled to vote who are present constitute a quorum.

Board of Directors Meetings:

- 5.10. The President will call a Board meeting a minimum of 8 times per calendar year.
- 5.11. Notice of a Board Meeting must be sent to all Board Members a minimum of 7 calendar days in advance of the meeting.
- 5.12. Meetings of the Board of Directors may be held as often as the business of the program requires.
- 5.13. 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.
- 5.14. The quorum of a Board of Directors meeting will consist of a minimum of three members of the Board or their properly designated (Board approved) alternates. No business will commence unless a quorum is present.
- 5.15. The Board may vote and conduct business by email or other electronic methods when necessary. Motions may be made and carried in accordance with the guidelines laid out in the Society Policies and Procedures Manual.

General

- 5.16. The President, or a delegated Officer of the Society, will be the Chair at all meetings.
- 5.17. No action taken at a General meeting is invalid due to:
 - (a) accidental omission to give notice to any Member;
 - (b) any Member not receiving notice; or
 - (c) any error in any notice that does not affect the meaning.
- 5.18. All meetings of the Society will be open to the public.

- 5.19. Any person, other than a Member cannot take part in debates or address the meeting without the permission of the Chair.
- 5.20. Only members of the Society present at the AGM or Special General Meeting will be entitled to vote, voting will not be conducted by proxy.
- 5.21. All voting at elections when an office or position is contested will be by secret ballot. The results will be announced, with no announcement of the numerical results.
- 5.22. The Chair of the 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.

Article VI – Governance of the Society

Board of Directors

6.1 The Societies' Board will consist of the following positions:

- (a) President
- (b) Vice-President
- (c) Secretary
- (d) Treasurer
- (e) Director-at-Large
- (f) Past President

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

Additional Directors

6.3 Additional Directors may be appointed at the discretion of the Board.

6.4 Additional Directors may be appointed by the Members of the Society at the AGM upon receiving applications and been reviewed prior to selection before ratification at the 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 Annual General Meeting.

6.6 Directors must be members of the Society in 'good standing'.

Terms

- 6.7** The term of office will be for two years and such elections will be staggered. There are no limits for how long one individual may hold a position on the Society's Board of Directors, provided they are re-elected at the conclusion of their term.
- 6.7.1** The President and Treasurer will be elected in odd numbered years. The Vice President, Secretary, and any other voting positions will be elected in even years.

Nomination Process

- 6.8** Nomination for a Board position must be submitted to the Nominations Officer 14 calendar days prior to the AGM. Only members in good standing may run for election.
- 6.9** The nomination form must contain:
- (a) Nomination form signed by two other members (in good standing)
 - (b) Proof of Address
 - (c) Proof of Identification
- 6.10** Late nominations may be accepted at the discretion of the President in even-numbered years, or the Vice-President in odd numbered years.

Duties of Officers and Directors

- 6.11** The Board's responsibilities and authority 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.
- 6.12** The President will be responsible for overseeing the operations and policies of the program, its employees and the Board and any other duties that the Board may specify. The President will be an ex-officio member of all committees.
- 6.13** 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.
- 6.13.1** The Secretary will have charge of the Seal of the Society.
 - 6.13.2** The Secretary will keep accurate minutes of all meetings of the society and of the meetings of the Board of Directors. In case of the absence of the Secretary, his/her duties shall be discharged by such officer as may be appointed by the Board

- 6.13.3** The Secretary will keep accurate minutes of all meetings of the society and of the meetings of the Board of Directors. In case of the absence of the Secretary, his/her duties shall be discharged by such officer as may be appointed by the Board.
- 6.14** 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.
- 6.14.1** The Treasurer will oversee the production and verification of the Society's Audited Financial Statements and present those statements to the Membership at the AGM.
- 6.15** The Treasurer 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 Annual General Meeting.
- 6.16** 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 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.
- 6.17** The Past President will provide advice, succession support and stakeholder support and ensure the smooth transition of a new leadership team into the Society.
- 6.18** 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 Officers at the discretion of the Board.
- 6.19** Detailed job descriptions for the Board of Directors will be held in the Policies and Procedures manual of the Society by the Secretary.

General

- 6.20** The transition of Board members will occur within 10 calendar days of the AGM.
- 6.21** Any member of the Board 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 of Directors, each member of the Board 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 a

majority vote, may appoint a person to fill the remaining portion of the term of office.

- 6.24** The office of a Board member will be considered vacant if they are absent from three consecutive Board meetings without excuse.

Staff of the Society

- 6.25** The society may hire an Executive Director who will oversee day-to-day operations of the Society. The Executive Director will be accountable to the Board.
- 6.26** Other staff may be hired by the Society as required, upon approval of the Board.
- 6.27** Job descriptions and roles and responsibilities will be found in the Society's Policy and Procedures manual. Employment terms and remuneration for Society staff and consultants will be determined by the Board.
- 6.28** Staff of the Society does not have a right to vote at any meeting. The staff will only attend the Board Meeting, if required, to make any presentations on behalf of the Society or as requested.

Protection and Indemnity of Directors and Officers

- 6.29** The Society indemnifies each Director or Officer against all costs or charges that result from any act done in his role for the Society. The Society does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.
- 6.30** 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 role for the Society, unless the act is fraud, dishonesty or bad faith.
- 6.31** 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 as a result of acting on that statement or report.

Committees

- 6.32** 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.
- 6.33** Each chairperson may select their committee members from Members of the society, subject to the approval of the Board of Directors.

- 6.34** 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 of Directors.
- 6.35** The Board of Directors 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

- 6.36** The conduct of business for all meetings of the program, 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 and Procedures manual.

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 14 calendar days written notice to the Board at the Society's Registered Office and arranging a time satisfactory to the Secretary or their designate.

Financial Matters:

- 7.2.** No member of the Board, Society staff or representative will expend any money of the Society or incur any indebtedness on behalf of the Society, without the approval of the Board.
- 7.3.** All money received or collected by any member on behalf of the program will be submitted to the Treasurer or an employee appointed by the Board.
- 7.4.** The fiscal year of the Society will end on the 31st day of December of each year.
- 7.5.** No member of the Board 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 Policy and Procedures manual. All expenses must be approved by the Board.
- 7.6.** 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 without the sanction of a special resolution of the society.

Signing Powers

- 7.7.** Signing Officers for the Society will be any two of the following: the President, Vice President, Secretary or the Treasurer.

- 7.8. 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.
- 7.9. No two members of the same household or immediate relatives will have signing authority for the Society.

Seal of the Society

- 7.10. The Seal of the Society will be in the charge of the Board Secretary.
- 7.11. When the Seal is required to be used it will be countersigned by the President and the Secretary or Treasurer.

Article VIII - Amendments to the Bylaws

- 8.1. These Bylaws may be rescinded or amended through a Special Resolution of the Society, as provided for in these Bylaws.
- 8.2. Individual members wishing to recommend changes to these bylaws may do so by providing the following information in writing at least 60 days prior to a General Meeting:
- (a) The Article for which change is desired
 - (b) The wording of the recommended change
 - (c) Justification for the change
- 8.3. The recommendation will then be reviewed by the Board and be presented to the membership with their support or stated reasons why support is being 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 cause in Crime Prevention.