

WALTER A. "SLIM" THORPE RECOVERY CENTRE SOCIETY

BYLAWS | 2020



21060 Tranquility Way, Box 291 Blackfoot, AB T0B 0L0

1-877-875-8890 | 780-875-8890

board@thorperecoverycentre.org | thorperecoverycentre.org

Walter A. 'Slim' Thorpe Recovery Centre Society

BYLAWS

SOCIETY ACCEPTED DATE:

November 26, 2020

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1.0 Preamble

1.1 Society Name

The Society name in Alberta, Saskatchewan, and for the purposes of these Bylaws, is Walter A. “Slim” Thorpe Recovery Centre Society (the “Society”).

1.2 Bylaws

Bylaws of the Society will complement the constating documents of the Society and the relevant provincial legislation.

2.0 Definitions and Interpretation

2.1 Definitions

- 2.1.1 **Act** means the Societies Act Chapter S-14 (Alberta).
- 2.1.2 **Society** refers to the Walter A. "Slim" Thorpe Recovery Centre Society as named in both Saskatchewan and Alberta.
- 2.1.3 **Annual General Meeting** and **AGM** refer to the Annual General Meeting of the Society, held pursuant to these Bylaws.
- 2.1.4 **Special Meeting** refers to a Society meeting held outside of the AGM pursuant to these bylaws.
- 2.1.5 **In Camera Meeting** is a closed Board Meeting that covers information that is not to be recorded in the minutes or divulged to the public.
- 2.1.6 **Board and Directors** mean any person elected or appointed to the Board of Directors by the Society, who when sitting as a Board, will conduct the affairs of the Society.
- 2.1.7 **Board Chair, Chairman of the Board, Chairperson** means the Walter A. "Slim" Thorpe Recovery Centre Society officiate of the Board of Directors as appointed by the Society.
- 2.1.8 **Board Committees** mean committees accountable to the Board of Directors, whose activities are coordinated by the Chief Executive Officer.
- 2.1.9 **Bylaws** of the Society complement the consenting documents of the Society and the relevant provincial legislation.
- 2.1.10 **Deliver** and **Delivered** with reference to a notice or other document, includes to mail to or leave with a person, or deposit in a person's mailbox or receptacle at the person's residence or place of business, and includes the transmission of electronic mail through the Internet.
- 2.1.11 **Chief Executive Officer** and **CEO** means the Walter A. "Slim" Thorpe Recovery Centre Chief Executive Officer appointed by the Board of Directors. Effective May 25, 2017 the role of Executive Director was renamed to Chief Executive Officer to provide clarity in the role within the organization.
- 2.1.12 **Thorpe** and **TRC** mean the Walter A. "Slim" Thorpe Recovery Centre.
- 2.1.13 **Special Resolution** means a resolution passed at a Board meeting by a vote of not less than three-fourths of Board members.
- 2.1.14 **Society Members** is the unit of both Regular and Associate Members as defined herein.
- 2.1.15 **Simple Majority** is the voting system where the highest count of votes designates the winner.

2.2 Interpretation

- 2.2.1 The Board shall approve and implement TRC governance policies to fulfill the requirements of these Bylaws.
- 2.2.2 Where the Acts and these Bylaws are silent, Board governance policies apply, so long as the Board governance policies are not in conflict with the Acts and these Bylaws.
- 2.2.3 The provisions of these Bylaws are independent and severable. The invalidity of any part of these Bylaws does not affect the validity of the remainder of the Bylaws, which shall continue in full force and effect.
- 2.2.4 Words using the masculine gender shall include the feminine gender.

3.0 Society Membership

There are two (2) classes of membership in the Walter A. "Slim" Thorpe Recovery Centre Society:

- Regular Membership
- Associate Membership

3.1 Regular Membership

- 3.1.1 Regular Membership gives the full rights of membership in the Society and the eligibility to participate in the management of affairs of the Society.
- 3.1.2 The rights and obligations of a Regular Member are as follows;
 - 3.1.2.1 Regular Members must be a resident of Canada and at least eighteen (18) years of age, and cannot be an employee or a client that is actively participating in a residential treatment program offered by the Society.
 - 3.1.2.2 Regular Members are entitled to attend Society meetings (including the Board Meetings, except the in-camera portions) if three (3) business days notice is given and seven (7) business days notice if they wish to be added to the Agenda.
 - 3.1.2.3 Regular Members are entitled to vote when present at membership meetings.
 - 3.1.2.4 Regular Members are entitled to run for the Board of Directors, subject to the conditions for Board Members in Article 5.1 herein.
 - 3.1.2.5 Regular Members are entitled to review the non-confidential records of the Society during the business hours of the Society and with a minimum of one (1) business days' notice of application to the Chief Executive Officer.
 - 3.1.2.6 Regular Members are expected to promote the Society and its goals.
 - 3.1.2.7 Regular Members are required to pay any fees or dues established by the Society.
 - 3.1.2.8 Regular Members enroll by making a one-time membership due and will update the Society on any changes in contact information. Failure to do so may result in not receiving notices from the Society regarding membership and any meetings.

3.2 Associate Membership

- 3.2.1 Associate Membership is membership that allows the member to participate in activities, but not manage the affairs of the Society.
- 3.2.2 Associate Membership rights and obligations are as follows;
 - 3.2.2.1 Associate Members are entitled to attend membership functions.
 - 3.2.2.2 Associate Members are not entitled to vote at meetings of the Society.
 - 3.2.2.3 Associate Members are expected to promote the Walter A. "Slim" Thorpe Recovery Centre and its objectives.
 - 3.2.2.4 Associate Members are unable to hold a position on the Board of Directors for the Society.
- 3.2.3 Employees of the Society are considered Associate Members.

3.3 General Items

- 3.3.1** Members in the Society are accepted upon completion of an application form and payment of applicable dues. The Board may reject a membership application for reasonable cause. A simple majority vote of the members present will determine the status of the member's application. A membership vote shall be considered final and binding without the right of further appeal.
- 3.3.2** Membership dues shall be recommended by the Board and approved by the Society by a simple majority at the Annual Meeting.
- 3.3.3** Membership dues are to be paid once upon submission of application.
- 3.3.4** Membership cannot be transferred.
- 3.3.5** Member's financial liability to the Society is restricted to the payment of fees as required.
- 3.3.6** Members may withdraw by a letter to the Board.
- 3.3.7** Complaints – any member may make a complaint against any other member for conduct that is unbecoming of a Society Member. The complaint must be submitted in writing and signed in the form that the Board may determine. The Board may levy a reasonable fee before accepting the complaint. The Board will promptly investigate the complaint, determine the validity and determine if any disciplinary action will be implemented. The member being disciplined may appeal to the general membership at a special meeting held for this purpose.

4.0 Meetings of the Society

4.1 Annual General Meeting (AGM)

- 4.1.1 Attendance at Annual General Meetings will include a quorum of Regular Members as well as Associate Members, the Chief Executive Officer, and any invited guests. The Board must attempt to notify every Society Member of each Annual General Meeting in the manner as set out herein for regular Board Meetings no less than thirty (30) days prior to the date of the meeting. The accidental omission to deliver notice of a meeting to a Society Member or the non-receipt of a notice does not invalidate proceedings at that meeting.
- 4.1.2 The Annual General Meeting of the Society will be held within five (5) months of the Society's fiscal year end. The Board will determine the exact date of the AGM. The function of this meeting is to:
 - 4.1.2.1 Provide audited financial statements to the Society.
 - 4.1.2.2 Provide annual reports by the Board to the Society.
 - 4.1.2.3 Elect the Board members as outlined in the Bylaws.
 - 4.1.2.4 Submit resolutions for Borrowing.
 - 4.1.2.5 Submit resolutions for amending the Bylaws.
 - 4.1.2.6 Submit other business as requested by the membership.
 - 4.1.2.7 Discuss other items that are appropriately placed before the general membership and as required by the Act.
- 4.1.3 The Board will establish the Agenda for the Annual General Meeting.
- 4.1.4 The current Board Chair will call the meeting to order.
- 4.1.5 The first item on the Agenda will be to select a Chair of the AGM meeting from the Regular Members present.
- 4.1.6 The secretary for the meeting will be the Chief Executive Officer.
- 4.1.7 The second item on the Agenda will be to approve the Agenda as presented by the Board and may be amended by the members present.

4.2 Special Meetings

- 4.2.1 The Society will hold a Special Meeting within ninety (90) days of the Board receiving a petition by fifteen (15) Regular Members or 5% of the Regular Membership, whichever is greater, requesting such a meeting. The petition must state the reason(s) for the request.
- 4.2.2 A Special Meeting may be called by a majority resolution of the Board.
- 4.2.3 The Agenda for the Special Meeting will be restricted to the specific topic(s) outlined in the resolution calling for the meeting. No other business may be conducted other than the items on the Agenda.

4.3 Board Meeting

- 4.3.1 Regular Board meetings will be held to conduct the business of the Society. The Board shall hold at least six (6) Board Meetings in each calendar year.
- 4.3.2 The Board approved schedule for the Board Meeting dates will be published following the Annual Meeting.
- 4.3.3 Additional meetings will be held as called by the Board Chair or be held at the request of a majority of Directors.
- 4.3.4 In addition to in-person meetings, Board Meetings may be held by teleconference, or other acceptable electronic means at the request of a majority of Directors.
- 4.3.5 All Board Members shall be given notice of the time and place of a meeting at least ten (10) business days in advance of the meeting. The notice period may be waived by agreement of a majority of Directors.
- 4.3.6 The Board Chair shall ensure that minutes are taken at each Board meeting, signed by the Board Chair and/or or Vice- Chair, and retained on file. Board approved Meeting Minutes including AGM minutes must be made available to Society Members upon request.
- 4.3.7 Board Meetings are typically comprised of two (2) components;
 - 4.3.7.1 General Meeting – this portion of the meeting will be to conduct the majority of the business of the Society. This portion of the meeting will be open to any member of the Society to observe if three (3) business days notice is given or seven (7) business days notice if they wish to be added to the Agenda.
 - 4.3.7.2 In-Camera Meeting—these meetings will be restricted to confidential items relating to staff, negotiation of contracts, and other such items.

4.4 Voting and Quorum

Board

- 4.4.1 Voting on matters by the Board may be in person, or with the authorization of the Board Chair, by mail vote, telephone, videoconference or other acceptable electronic means.
- 4.4.2 The quorum for Board Meetings is any number of directors in excess of 50% of the total number of Directors that are currently appointed.
- 4.4.3 The Board's decision shall be made by a majority of those Directors participating in the vote.

AGM/ Special Meetings

- 4.4.4 The quorum for Annual General Meetings and Special Meetings is fifteen (15) Regular Members or 10% of the Regular Membership whichever is the greatest.
- 4.4.5 Only Regular Members can vote at an Annual General Meeting.
- 4.4.6 When a quorum is present at any meeting, a simple majority of the votes properly cast upon any question shall decide the question, except where a larger majority is required by statute, or by these Bylaws.

4.5 Other Items

- 4.5.1 Rules of order for meetings shall be the most current version of Roberts Rules of Order.

Notice

- 4.5.2 Written notice of Annual and Special Meetings shall be mailed via mail and/or via electronic means to each member and postmarked no less than thirty (30) days prior to the date of the meeting.
- 4.5.3 Notice of Annual and Special Meetings must be listed in a local newspaper no less than thirty (30) days prior to the date of the meeting.
 - 4.5.4 Notice for a Special Meeting shall include the Agenda and will include any applicable notices or documentation to support the agenda items. No other business may be conducted other than the items on the Agenda.

5.0 Governance of the Society

5.1 Board of Directors

- 5.1.1** The Board of Directors act as a unit representing the Society. As individuals, Board Members have no overcoming authority in the Society; authority occurs only when the Board Members as a majority make a resolution at a duly called meeting of the Board.
- 5.1.2** The Board of Directors will be comprised of no less than five (5) and no more than nine (9) members of the Society with the following minimum qualifications:
- 5.1.2.1** Be a member in good standing with the TRC Society;
 - 5.1.2.2** Be a Canadian citizen;
 - 5.1.2.3** Be at least eighteen (18) years of age;
 - 5.1.2.4** Completion of grade twelve (12) or equivalent;
 - 5.1.2.5** Have not taken legal action against the TRC;
 - 5.1.2.6** Be prepared to abide by the Code of Ethics and Conflict of Interest Policy of TRC;
 - 5.1.2.7** Not to be a spouse or immediate family member of staff members of TRC;
 - 5.1.2.8** Not to have participated in a residential treatment program in the previous three (3) years.
- 5.1.3** The Board of Directors must comply with Saskatchewan and Alberta's applicable acts, including the minimum number of Board Members residing in each province. Directors are not eligible for accessing the counselling services provided by the Walter A. "Slim" Thorpe Recovery Centre while serving on the Board.
- 5.1.4** The term of office for a Director shall be three (3) years.
- 5.1.5** All nominations need to be made to the Board of Directors before the AGM so the Committee and Board can review and determine if the applicant meets the required Board Member qualifications. Unless there is a unanimous vote of approval of members in attendance, no nominations will be taken from the floor during the AGM.
- 5.1.6** Up to three (3) Regular Members may be elected at every Annual General Meeting as Directors providing a three (3) year rotation and continuity for the Board between each year. Directors' terms shall be staggered, to ensure continuity.
- 5.1.7** A newly elected Director takes office immediately upon election.
- 5.1.8** A Director can run for three (3) consecutive full terms before he/she must stand down. The Member will be eligible for re-election after a one (1) year stand down period.
- 5.1.9** Directors are expected to attend all Board Meetings. A Director's involvement on the Board shall be terminated upon submission of a written resignation addressed to the remaining TRC Board, or if the Director fails to attend three (3) Board Meetings consecutively, or five (5) Board Meetings total in a fiscal year without receiving continuing permission from the Board Chair.

- 5.1.10** When replacing vacant Board positions during a term, the Nomination Committee will review and bring suggestions to the Board to vote in the new Director.
- 5.1.11** Replacement Directors for vacancies or retirements from the Board will fill the remainder of the term of the person being replaced. In the event of a Director being appointed at a meeting other than the Annual General Meeting, the term of appointment will be aligned with the terms of the vacancy.
- 5.1.12** Provided a Director has not acted negligently or willfully non-compliant, the non-compliant Director will be indemnified and held harmless for their actions insofar as the work they do in their capacity as Board Members.
- 5.1.13** Subject to the Acts and these Bylaws, the Board may delegate authority and responsibility for implementation of any Board governance policies, procedures, activities, initiatives, and affairs to any employed, appointed, contracted or volunteer personnel.
- 5.1.14** Conflicts of Interest: Conflicts of interest are to be declared prior to the debate and the Board Member will abstain and remove themselves from debate and voting on this item. During the discussion and votes of the subject, the Board Member has a conflict of interest; the Board Member will excuse him/herself from the room.
- 5.1.15** If a Director is guilty of gross misconduct or behaviour that is detrimental to the Society, a Regular Member or Board Director may fill out and sign a complaint in the format the Board may require and pay any reasonable fees the Board deems appropriate outlining the nature of the misconduct or behaviour.
- 5.1.16** The Board Chair or Vice-Chair will initiate a prompt investigation and provide a report to the Board of Directors.
- 5.1.17** If a majority of the Directors vote in favour of disciplinary action, the Chair or Vice-Chair will declare the method of discipline; which may involve dismissal from the Board. The Board of Directors' decision and disciplinary action taken will be final, with no opportunity to appeal.
- 5.1.18** Standard of Conduct: Board Members are expected to conduct themselves professionally in their manner and demeanour.

5.2 Officers of the Society

- 5.2.1 The officers of the Society will be elected at a Special Meeting immediately following the Annual General Meeting, for a term of one (1) year.
 - 5.2.1.1 Board Chair.
 - 5.2.1.2 Vice-Chair of the Board.
 - 5.2.1.3 Other officers as may be determined by Board approval.
- 5.2.2 The members of the Board will select the officers from the members of the Board at the first Board Meeting after the Annual Meeting.
- 5.2.3 If any officers resign, are removed, or are otherwise unable to act, the Board shall elect, from within itself, a person to fill the office for the remainder of the term.

5.3 Duties of the Officers

- 5.3.1 Board Chair
 - 5.3.1.1 The Board Chair will be responsible for chairing meetings, establishing the Agenda in consultation with the Chief Executive Officer, liaison with the Chief Executive Officer to ensure Board directives are implemented and shall sign and seal contracts approved by the Board.
 - 5.3.1.2 The Board Chair is an Ex Officio member of all Board Committees.
- 5.3.2 Vice-Chair
 - 5.3.2.1 The Vice-Chair will conduct meetings in the absence of the Board Chair.
 - 5.3.2.2 The Vice-Chair will assume the Chair of the Society if the current Chair is unable to continue in that position.
 - 5.3.2.3 The Vice-Chair will sign and seal contracts approved by the Board in the absence of the Board Chair.
 - 5.3.2.4 The Vice-Chair performs the duties of the Board Chair in the Chairperson's absence or inability, or at the Board Chair's request.

5.4 Committees

- 5.4.1 The Board will establish committees from time to time to perform various duties as defined by the Board. Committees shall be designated as:
 - 5.4.1.1 standing or;
 - 5.4.1.2 ad hoc.

The Board shall not establish an ad hoc committee with powers or functions in conflict with those of any standing committee.
- 5.4.2 The Finance and Audit Committee shall be a permanent standing committee governed by the Board and their respective terms of reference.

- 5.4.3 The terms of reference and the length of the term of each committee will be defined when the committee is struck. The Board shall approve by two-thirds majority for each Board Committee's terms of reference.
- 5.4.4 The Board Chair will appoint the Committee Chair. The Committee Chair will choose the remainder of the Committee Members. Committee Members may be Board Members or Society Members.
- 5.4.5 Each Committee Chairperson shall provide a formal report to the Board at time intervals specified by the Board.

5.5 Chief Executive Officer

- 5.5.1 The Chief Executive Officer is responsible to the Board for the day-to-day operation of the Society, and related facilities and programs, in accordance with their Employment Contract and associated Position Description.
- 5.5.2 The Chief Executive Officer will be responsible for annually preparing the operating and capital budgets demonstrating resource allocation on a date specified by the board.
- 5.5.3 The Board may approve preauthorized spending limits for the Chief Executive Officer to cover routine expenses of the Society. Expenditures in excess of that preauthorized limit must receive Board authorization prior to making the expenditure.
- 5.5.4 The Chief Executive Officer will make reports on the financial status of the Society as requested by the Board. The frequency and format of such reports will be as requested by the Board.
- 5.5.5 The Chief Executive Officer is responsible for maintaining contracts, deeds and other documents as required by the Board or Authorities. The Board will determine which records that individuals, agencies or Regular Members may have access to.

6.0 Finance and Management Matters

6.1 Registered Office

6.1.1 The head office is:

Walter A. "Slim" Thorpe Recovery Centre
P.O. Box 291
Blackfoot, AB T0B 0L0

6.1.2 The registered office is:

5016 48 Street
Lloydminster, AB T9V 0H8

6.2 Finance and Auditing

- 6.2.1 The fiscal year will be July 1 to June 30 of the following year.
- 6.2.2 A Licensed Auditor will audit the books, accounts, financial records, and the financial statement of the Society on at least an annual basis.
- 6.2.3 Following a recommendation from the Finance and Audit Committee, the Board of Directors will recommend the appointment of an auditor to the membership for the next ensuing fiscal year.

6.3 Financial Records

- 6.3.1 The Chief Executive Officer will be responsible for annually preparing the operating and capital budgets demonstrating resource allocation on a date specified by the board.
- 6.3.2 The Finance and Audit Committee may review expenses at any time.
- 6.3.3 The Board may approve preauthorized spending limits for the Chief Executive Officer to cover routine expenses of the Society. Expenditures in excess of that preauthorized limit must receive Board authorization prior to making the expenditure.
- 6.3.4 The Chief Executive Officer will make reports on the financial status of the Society as requested by the Board. The frequency and format of such reports will be as requested by the Board.

6.4 Minute Book and Other Records

- 6.4.1 The Chief Executive Officer is responsible for recording and maintaining the Minutes of the Board and Society meetings.
- 6.4.2 The Minutes of Board and Society Meetings will be available during normal business hours to any Society Member. One (1) days' notice is required for requesting copies of the Minutes.
- 6.4.3 The Chief Executive Officer is responsible for maintaining contracts, deeds and other documents as required by the Board or Authorities. The Board will determine which records that individuals, agencies or Regular Members may have access to.

6.5 Borrowing Power

- 6.5.1 The Board will have the authority to authorize borrowing of monies for the operation of the Society. The Board shall refer any resolution for borrowing to the members of the Society at an Annual Meeting or Special Meeting for amounts above the following limits;
 - 6.5.1.1 Operational requirements – an amount the Board considers necessary as a portion of the total approved operating budget for the Society.
 - 6.5.1.2 Capital requirements – an amount equal to 10% of the total approved annual budget expenses for the Society.

6.6 Compensation

- 6.6.1 The members of the Board are eligible for reimbursement of approved and reasonable out-of-pocket expenses while conducting the business of the Board.
- 6.6.2 The Board Members will not be eligible for honorarium or per-diem payments for the time spent for Board activities.

6.7 Corporate Seal

- 6.7.1 The Seal with the name “Walter A. ‘Slim’ Thorpe Recovery Centre Society” shall be kept at the registered office of the Society or at another location as directed by the Board.
- 6.7.2 The Seal shall be in such a format as approved by the Board.
- 6.7.3 The Board Chair and the Vice-Chair are the officers authorized to use the Seal. The Seal will be used only upon the authorization of the Board.

7.0 Amending the Bylaws

7.1.1 The Bylaws of the Society shall not be rescinded, altered or added to except by special resolution of the society. A special resolution is:

7.1.2 A resolution passed:

- At a General Meeting of which no less than twenty-one (21) days' notice specifying the intention to propose the resolution has been duly given, and;
- By a majority of no less than 75% of the votes of those members who, if entitled to do so, vote in person.

Or

A resolution proposed and passed as a special resolution at a general meeting of which less than twenty-one (21) days' notice has been given, if all the members entitled to attend and vote at that general meeting so agree.

7.1.3 Revisions to these Bylaws shall require the consent of at least three-fourths of the Society Members participating in the vote.

7.1.4 Amendments to the Bylaws will require approval of Corporate Registry in Alberta.

8.0 Dissolving or Winding up of the Society

- 8.1.1 Dissolution or winding up of the Society may occur only in accordance with the Act.
- 8.1.2 In the event that the Society is at any time dissolved or wound up, the remaining assets after all liabilities have been paid shall be paid to the appropriate Government Trustee and this money shall be used by a similar non-profit or charitable organization with similar objectives.

These Bylaws were approved by special resolution at the Society Annual General Meeting November 26, 2020.

IN WITNESS WHEREOF, the Society has hereunto affixed its Corporate Seal, attested to by the signatures of the proper officers in that behalf, the day and year first written above.

Paul Richer, Chairperson

Teresa Krueckl, Chief Executive Officer