

BETHANY CARE SOCIETY
BY-LAWS

Approved by Bethany Care Society – June 20, 2018
Filed/Registered - September 14, 2018

ARTICLE I
INTERPRETATION

1.01 Definitions

In this By-law and all other By-laws of the Society unless context otherwise requires:

- (a) "Administrative Officer" means the President and other such officers as the Officers of the Society may from time to time determine appropriate and appoint as an Administrative Officer of the Society in accordance with Article IX;
- (b) "Act" means the Societies Act, R.S.A. 2000 c. S-14 and the regulations made thereunder as amended from time to time and in the case of such amendment any reference in the By-laws shall be read as referring to the amended provision;
- (c) "Annual General Meeting" means the annual general meeting of the membership as set forth in Article 7.01;
- (d) "Board" or "Board of Trustees" means the Board of Directors of the Society as constituted in these By-laws;
- (e) "Books and Records" means the annual financial statements of the Society and any other document made available to the members of the Society at the discretion of the Board;
- (f) "By-law" or "By-laws" means the by-laws of the Society from time to time in force and effect;
- (g) "Honorary Member" means an individual who is designated an Honorary Member in accordance with Article IV;
- (h) "member", "members" or "membership" means any Regular Member or Honorary Member of the Society or all of the Regular Members and Honorary Members of the Society as context allows;
- (i) "Membership Meeting" means any Annual General Meeting or Special Meeting;
- (j) "Officers" or "Officers of the Society" means the Chair, a First Vice-Chair, a Second Vice-Chair and a Secretary, and other such officers as the

Board may from time to time determine appropriate and appoint as an officer of the Society in accordance with Article IX;

- (k) "Regular Member" means any individual who becomes a Regular Member in accordance with Article IV;
- (l) "Society" means the Bethany Care Society;
- (m) "Special Meeting" means any Special Meeting of the membership called in accordance with Article 7.02;
- (n) "Trustee" means a person elected as a **director** to the Board as provided in these By-laws; and
- (o) "Voting Member" means any member entitled to vote in accordance with Article V.

1.02 Act

All terms contained in the By-laws which are defined in the Act shall have the meanings assigned by the Act.

ARTICLE II **HERITAGE & IDENTITY**

- 2.01 The Board in conducting the affairs and business of the Society and in developing the Board's plans and priorities reflects the Heritage and Identity of the Society and ensures that the organization acts in a manner consistent with the Society's core commitment, namely:

"In Christian love, to preserve and improve the quality of life of seniors, persons with disabilities and all others to whom we give care."

- 2.02 The Heritage and Identity of the Society are evidenced in its core commitment and the values and the strategic and long-range plans of the organization.
- 2.03 The Society recognizes that it derives much of its Heritage and Identity from the Lutheran Church and the Society recognizes the past and continuing involvement of the Evangelical Lutheran Church in Canada and the Lutheran Church- Canada, together with their predecessors and many Lutheran congregations and pastors in this regard. Other Christian churches and their members have also actively participated in the work of the Society and added to the heritage and identity.
- 2.04 The Society shall continue to conduct Christian services and programs and furnish spiritual guidance and teaching to all clients desirous of same, their families, friends, as well as volunteers and employees associated with the facilities and programs of the Society.
- 2.05 The Society is not directly responsible to any Church or religious organization for its actions. The Society, however, shall make available to churches whose members actively participate in the work of the Society, reports of the activities of the Society.

ARTICLE III
HEAD OFFICE AND SEAL

- 3.01 The head office of the Society shall be in Calgary, Alberta, or at such place within the Province of Alberta as may from time to time be determined by the members of the Society.
- 3.02 The Society shall adopt a seal by majority vote of the Board.
- 3.03 The seal of the Society shall be affixed to all documents requiring execution under the corporate seal of the Society by the person or persons so designated by the Board.
- 3.04 The seal of the Society shall be in the custody of the person designated by the Board.

ARTICLE IV
MEMBERSHIP CATEGORIES

- 4.01 Applicants for membership in the Society shall be entitled to apply for membership in any one of the following categories and the membership rolls of the Society shall indicate the category of each member as follows:
- (a) Regular Member
Any person who honours the Mission Statement of the Society but excluding any Employees who were not Regular Members on or before June 21, 1995, and any other person whose application for membership is approved by the Board, may become a Regular Member of the Society on payment of the initial membership fee established by the Board.
- (b) Honourary Member
An Honourary Member is an individual upon whom this designation is bestowed by a resolution of the Board. Such membership may be for life or for such lesser time as determined by the Board, and such membership will not require the payment of any membership fees.
- 4.02 Application for Membership

Application for membership shall be made to the Board on such forms as may, from time to time be prescribed by the Board.
- 4.03 Minimum Age

No person shall be a member of the Society unless he or she has attained 18 years of age.

4.04 Termination of Membership

- (a) Membership may be terminated
 - (i) automatically in the event that a member fails to pay fees for more than sixty (60) days after a statement has been rendered subject to the right of reinstatement upon payment of arrears; or
 - (ii) by resolution of the Board in the event that a member's conduct is considered by the Board to be detrimental to the Society provided that notice of intention to propose such a motion has been duly given.
- (b) A member who submits a written resignation to the Secretary of the Society may withdraw from the Society.
- (c) Any member who withdraws from membership or whose membership is terminated waives all claims for damages or refund of any membership fees paid, but such withdrawal or termination shall not relieve the individual of the obligation to pay any outstanding and unpaid dues or other charges.

ARTICLE V **RIGHTS OF MEMBERS**

- 5.01 Subject to Article 5.03, any person who has been a Regular Member for more than ninety (90) days and who is in good standing with the Society shall be a Voting Member and may vote at all Membership Meetings of the Society on all matters which require approval of the membership.
- 5.02 Subject to Article 5.03, Regular Members may stand for election as Trustees of the Society, subject to the provisions of Article VIII hereof.
- 5.03 An Honourary Member shall be entitled to exercise any rights possessed at the time of acquisition of honorary membership, but no additional or new rights shall be conferred by the granting of this designation. For example, if a Voting Member who complies with Article 5.01 is granted status as an Honourary Member, that member maintains the right to vote, but if an individual is granted the status of an Honourary Member, without being a Voting Member, the granting of such honorary membership does not carry with it the right to vote. In the event that an Honourary Member does not have the right to vote, the Honourary Member may only attend Membership Meetings and join in discussions.

ARTICLE VI
FINANCE

- 6.01 The membership fees of the Society shall be determined by the Board.
- 6.02 Additional fees or assessments may be made by the Board providing such additional assessment is ratified by the general membership.
- 6.03 The books and financial records of the Society shall be audited annually by an auditor who is not a member of the Society and who is elected by a majority of the members voting at the Annual General Meeting; or, if the auditor who is elected resigns, the Board may appoint an auditor who shall hold office until the next annual general meeting.

ARTICLE VII
MEETINGS

7.01 Annual General Meeting

The Annual General Meeting shall be held at such place in the Province of Alberta and on such date in each year and at such time as may be fixed from time to time by resolution of the Board. The purpose of this meeting shall be:

- (a) to consider the financial statements, auditor's report, and all other matters and documentation pertaining to the financial status of the Society;
- (b) to elect the Board as provided in Article VIII;
- (c) subject to the requirements set forth in the Act, to consider and, if seen fit, to adopt any by-laws or the repeal, amendment or re-enactment thereof;
- (d) to appoint an auditor and to authorize the Board to fix the remuneration of the auditor; and
- (e) to consider, deal with and dispose of all such other business as may properly come before the meeting.

7.02 Special Meeting

Special Meetings may be called at such time in the Province of Alberta by the Board whenever the Board deems such a meeting advisable for promoting the objectives and activities of the Society, and a Special Meeting of the members of the Society must be called whenever a majority of the Voting Members make a request in writing. No business shall be conducted at a special meeting other than that specified in the notice of meeting unless such special meeting is to occur at the same time as an annual general meeting of the Society, in which case the meeting shall include the matters to be dealt with at the annual general meeting.

7.03 Notice of Meeting

- (a) Notice of the Annual General Meeting shall be in writing stating the place, date and hour of the meeting and shall be delivered either personally or by mail, to each Voting Member not less than fourteen (14) days before the date of such meeting.
- (b) Notice of a Special Meeting shall be in writing stating the place, date, hour of the meeting and the purpose for which the meeting is called and such notice shall be delivered to each Voting Member not less than twenty-one (21) days before the date of such special meeting.
- (c) If mailed, the notice of such Special Meeting or Annual General Meeting shall be deemed delivered when deposited in the regular mail, addressed to the Voting Member at his or her address as it appears on the records of the Society with postage paid thereon.

7.04 Waiver of Notice

Whenever any notice is required by these By-laws or under the Act, a waiver of such notice, so long as it is in writing and signed by the person entitled to receive such notice, or their lawfully appointed attorney, shall be deemed equivalent to receiving notice in accordance with these By-laws or under the Act and no proceedings or any resolution passed at any such meeting shall be invalidated because of the absence of such person. This provision shall be in addition to any other or different statutory provisions as to waiver of notice. Such waiver of notice shall apply only to the meeting in which such notice relates and shall not have effect upon the members' right to notice of all subsequent meetings.

7.05 Quorum

Subject to the Act, a quorum for the Annual General Meeting and Special Meetings shall be twelve (12) Voting Members, or their designated proxies.

7.06 Order of Business

The usual parliamentary procedure as laid down in the latest edition of "Robert's Rules" shall govern all debates, when not in conflict with these general By-laws.

7.07 Voting

All votes shall be carried by a majority of those Voting Members present at any special meeting or annual general meeting or their proxies, unless expressly provided by these By-laws.

7.08 Proxies

Every Voting Member may by means of a proxy may: (a) appoint a proxyholder or one or more alternate proxyholders, who are not required to be Voting Members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by the proxy; or (b) elect to abstain from attending or voting at the meeting.

An instrument appointing a proxyholder shall be in written form executed by the Voting Member or by his or her duly authorized attorney or be in the form of an electronic document executed as contemplated by the By-laws by the Voting Member or by his duly authorized attorney and shall conform with the requirements of the By-laws and is valid only at the meeting in respect of which it is given or any adjournment of that meeting.

An instrument appointing a proxyholder shall be provided with the notice of meeting described in Article 7.03. Alternatively, an instrument appointing a proxyholder may be in the following form or in any other form acceptable:

The undersigned Voting Member of Bethany Care Society (the "Society") hereby:

Elects to abstain from voting at the meeting of the Voting Members of the Society to be held on the _____ day of _____, 20__ and at any adjournment thereof in the same manner, to the same extent and with the same power as if the undersigned were personally present at the said meeting or such adjournment thereof.

OR

appoints _____ of _____ as the nominee of the undersigned to attend and act for and on behalf of the undersigned at the meeting of the Voting Members of the Society to be held on the _____ day of _____, 20 __ and at any adjournment thereof in the same manner, to the same extent and with the same power as if the undersigned were personally present at the said meeting or such adjournment thereof.

Dated the ___ day of _____, 20 __

Signature of Voting Member

The Board may specify in a notice described in Article 7.03 calling a meeting of the Voting Members a time not exceeding 48 hours, excluding Saturdays and holidays, preceding the meeting or an adjournment of the meeting before which time proxies to be used at the meeting must be deposited with the Society.

The Chair of the meeting of Voting Members may in his discretion accept telephonic, electronic, written or any other communication as to the authority of anyone claiming to vote on behalf of and to represent a Voting Member notwithstanding that no

instrument of proxy conferring such authority has been deposited with the Society, and any votes given in accordance with such communication accepted by the Chair of the meeting shall be valid and shall be counted.

7.09 Casting Vote

The Chair of any meeting shall have a second or casting vote, but only in the event of a tie vote otherwise.

ARTICLE VIII
BOARD OF GOVERNORS

8.01 Board

The management, affairs, business and concerns of the Society shall be vested in a Governing Board of Trustees of at least seven (7) in number and no more than fifteen (15) in number, all of whom shall be Regular Members in good standing of the Society. The size of the Board shall be determined by the members of the Society. The Society should endeavour to have a mix of clergy and lay persons serve on the Board of Trustees.

8.02 Term

- (a) Subject to Article 8.11 and Article 8.14, the term of office of all Trustees elected at the Annual General Meeting shall be three (3) years or such lesser term as the Society at such Annual General Meeting may decide.
- (b) A Trustee may serve a maximum of two (2) consecutive terms. However, a Member who has previously served as a Trustee may be re-elected to another term or terms, as outlined in Article 8.02 (a), after a hiatus of at least two (2) years since the end of the Member's last term of office as a Trustee. Having been re-elected, a Trustee may again serve a maximum of two (2) consecutive terms.

8.03 Eligibility

Any Regular Member of the Society, who is:

- i) In good standing;
- ii) Capable to govern in accordance with faith criteria, and other criteria, established by the Board of Trustees from time to time;
- iii) Committed and aligned with Bethany's Mission, Vision, Values, and Philosophy of Care; and,
- iv) Not ineligible by virtue of the conflict of interest guidelines, approved as policy by the Board from time to time.

8.04 Control and Management

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The Board shall have overall control and management of the affairs of the Society, with authority to do everything necessary and desirable in the conduct of the business of the Society, and in accordance with the general By-laws. In all cases, however, the Board operates under the authority of the general membership and the Board's actions may be overruled by a special resolution of the members.

8.05 Operating Divisions

The Board is expressly allowed to create, at its discretion, operating divisions of the Society, and it may delegate to a board of an operating division such power and authority as the Board sees fit. In exercising this power the Board may incorporate subsidiaries and/or pass and change by-laws governing such operating divisions as the Board considers necessary and appropriate.

8.06 Board Meetings

The Board shall hold such regular meetings as are necessary in the opinion of the Board, provided that at least one regular meeting shall be held in each calendar quarter.

8.07 Calling Meetings

Meetings of the Board shall be called at the request of the Chair, or the President (if any), or the Secretary:

- (a) by notice by prepaid mail to all Trustees to the addresses appearing on the books of the Society provided that such notice is mailed at least seven (7) days before the date of the meeting; or
- (b) by notice by telephone call, email or other electronic means to each Trustee personally provided that such notice is given at least twenty-four (24) hours before the date of such meeting; or
- (c) without notice at any time with the consent, written or oral, of the majority of the Board, provided that such oral consent is confirmed in writing within a reasonable time; and further providing that, save and except in the case of a regular meeting called as aforesaid, such notice specifies in general terms the purpose of the meeting or each Trustee is informed in general terms of the purpose of the meeting at the time of giving consent aforesaid.

8.08 Quorum

A majority of the Voting Members of the Board shall constitute a quorum for all purposes. All votes of the Board shall be carried by a majority of those members of the Board present.

8.09 Casting Vote

The Chair of any meeting of the Board shall have a second or casting vote, but only in the event of a tie vote otherwise.

8.10 Resolution Instead of Meeting

A resolution in writing, signed in counterpart by fax, pdf or other electronic means, by all of the members of the Board entitled to vote on that resolution at a meeting of the Board, is as valid as if it had been passed at a meeting of the Board.

8.11 Vacancy

- (a) The Board may appoint any qualified Member as set out in subclause 8.03 above until the next Annual General Meeting of the Society to fill a vacancy on the Board, except where a Member is elected to fill a vacancy caused by death or retirement before the expiration of a term of a Trustee, in which case such Member shall be elected for the balance of such unexpired term.
- (b) One third of the Board must be elected at each Annual General Meeting, or in the event that no elections are made at the Annual General Meeting, such elections shall be made by the Board as set forth in Article XI.

8.12 Remuneration

No Trustee or Officer shall be entitled to any remuneration for services rendered as a member of the Board, but a Trustee or Officer shall be entitled to be paid any out-of-pocket and other general expenses incurred by a Trustee or Officer in the course of discharging any duty for the Society.

8.13 Resignation

Any member of the Board may resign at any time by letter to the Secretary of the Society.

8.14 Termination

- (a) Any Trustee absent from three (3) meetings within a twelve (12) month period without reasonable excuse and prior written concurrence of the Chair or Vice-Chair of the Board shall automatically cease to be a member of the Board.
- (b) A Trustee may be removed from office before the expiration of a term upon either: a minimum of 75% of the Board approving the removal of such Trustee; or by special resolution of the members.

ARTICLE IX
OFFICERS

- 9.01 The Officers of the Society shall include a Chair, a First Vice-Chair, a Second Vice-Chair and a Secretary, and other such officers as the Board may from time to time determine appropriate. Such Officers of the Society shall be elected by resolution and shall perform such duties as the Board may, from time to time, establish by resolution and as proscribed by these By-Laws. All Officers shall be members of the Board and shall hold office from the date of their election by the Board, until the conclusion of the next annual general meeting of the Society.
- 9.02 The Board may, by way of a majority vote at any meeting called for that purpose remove any Officer before the expiration of his or her term and may, by majority vote cast at that meeting or thereafter, elect any person in his or her stead for the balance of such unexpected term.
- 9.03 The Chair of the Board shall preside at all meetings of the Society and of the Board. The Chair of the Board shall be an ex-officio and voting member of all Committees. The Chair of the Board shall also perform all other duties as may be determined, from time to time, by the Board. In the absence of the Chair, the Chair's duties shall be performed by the First Vice-Chair or if not available, the Second Vice-Chair, both of whom shall also perform such other duties as the Board may from time to time by resolution determine.
- 9.04 The Secretary shall record and maintain all votes and minutes of proceedings at all meetings of the Board and of the Society. The Secretary shall attend to the giving and service of notices of all meetings of the Board. The Secretary shall have custody of such records, documents and papers as the Board may determine. The Secretary shall keep a record containing the names and address of all members of the Society and shall perform such other duties as may be determined by the Board.
- 9.05 The Board shall appoint the President of the Society, and any other Administrative Officers as the Board of the Society may from time to time deem appropriate. The Administrative Officers so appointed may, or may not be, an employee or employees of the Society. Such Administrative Officers shall only attend meetings of the Board, and meetings of committees of the Board, when invited by the Board or such committees to attend such meetings.

ARTICLE X
COMMITTEES

- 10.01 The Chair and the Vice-Chairs of the Society and such other Trustees and officers of the Society as the Board may, from time to time, by resolution determine, constitute an Executive Committee of the Board, provided that such Executive Committee shall not exceed seven (7) in number. The Executive Committee shall have all of the powers of the Board and full authority to conduct all necessary business of the Society on the authority of the Board. The Executive Committee shall meet upon its own motion or upon call by the Chair, the First Vice-Chair, or the President (if any) and a quorum for

any meeting of the Executive Committee shall be a simple majority of the members of the Executive Committee.

- 10.02 Committees may be appointed at the discretion of the Board to initiate and supervise programs or for any other purpose deemed necessary and desirable by the Board. Such committees shall have those duties and responsibilities delegated by the Board, at its discretion, and the membership of such committees shall be determined by the Board.

ARTICLE XI NOMINATIONS

- 11.01 A slate of nominees for the Board shall be prepared annually by a committee of four (4) Voting Members, two of whom shall be elected at the Annual General Meeting and two of whom shall be appointed annually by the Board, one of whom shall be the Chair of the committee. The two members of the committee elected at the Annual General Meeting, if they resign from the committee shall be replaced by further appointment by the Board.
- 11.02 In the event that no elections are made at the Annual General Meeting the Board shall appoint the number of members necessary to fill the vacancies.
- 11.03 Other nominations for the Board from the general membership will be accepted from the floor at the Annual General Meeting.
- 11.04 All nominations must be made by Voting Members.

ARTICLE XII AMENDMENT

- 12.01 The By-laws of the Society shall not be rescinded, altered or added to except by special resolution of the members and every such special resolution shall be filed with the Registrar of Companies and shall have no force or effect until the approval of the Registrar of Companies has been obtained and the rescission, alteration or addition has been registered.

ARTICLE XIII FUNDING

- 13.01 The Board may from time to time at its discretion:
- (a) raise or borrow money for the purposes of the Society and secure the repayment of the same by mortgage or charge upon the undertaking and the whole or any part of the assets and property of the Society (present and future);
 - (b) issue bonds, debentures or other securities payable to bearer or otherwise;

- (c) grant securities under the Bank Act or otherwise;

and any such bonds, debentures or other securities, issued or to be issued by the Society may be issued at a discount, premium or otherwise and upon such other terms and conditions and in such manner and for such consideration as the Board shall consider to be for the benefit of the Society, subject however to any limitations contained in the Societies Act.

If a Trustee, or any other person, shall become personally liable for the payment of any sum primarily due from the Society, the Board may, in its absolute discretion, execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Society by way of indemnity to secure such Trustee or person so becoming liable as aforesaid, from any loss in respect of such liability.

ARTICLE XIV **INDEMNIFICATIONS OF TRUSTEES, OFFICERS AND EMPLOYEES**

- 14.01 Every Trustee, Officer, Administrative Officer and employee of the Society, and their heirs and legal personal representatives shall be indemnified and saved harmless by the Society from and against:
- (a) any liability and all costs, charges and expenses that are sustained or incurred in respect of any action, suit or proceeding that is proposed or commenced against him or her for or in respect of anything done or permitted by him or her in respect of the execution of the duties of his or her office; and
 - (b) all other costs, charges and expenses that he or she sustains or incurs in respect of the affairs of the Society;

provided that no Trustee or Officer or Administrative Officer or employee of the Society shall be indemnified by the Society in respect of any liability, costs, charges or expenses that he or she sustains or incurs as a result of his or her own fraud, dishonesty, willful neglect or willful default.

- 14.02 None of the provisions of paragraph 14.01 shall be construed as a limitation upon the right of the Society to exercise its general power to enter into a contract or undertaking of an indemnity with, or for the benefit of any Trustee, Officer, Administrative Officer or employee in any proper case not provided for herein.
- 14.03 The Society may purchase and maintain liability insurance or such other insurance for the benefit of the Trustees, Officers, Administrative Officers and employees as the Board may from time to time consider appropriate.

ARTICLE XV
MISCELLANEOUS PROVISIONS

15.01 Fiscal Year

The Fiscal Year of the Society shall be determined by the Board.

15.02 Adoption of By-Laws

These by-laws shall be adopted and become effective at date of registration with the Registrar of Companies.

15.03 Interpretation of By-Laws

All questions of interpretation or construction of these By-laws shall be decided by majority opinion of the Board, whose decision thereon shall be final.

15.04 Inspection of Records by Members

The Books and Records may be inspected by any member in good standing with the Society so long as reasonable notice is given to the Secretary. The minutes of meetings of the Board shall only be available to members of the Board.

