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LEDUC LINX
CONNECT CENTRE

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DR
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CORPORATE REGISTRY

June 27, 2024

Service Alberta
Registries
PO Box 1007 Stn. Main
Edmonton, Alberta
T5J 4W6

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Registrar of Corporations
Province of Alberta

I hereby certify that the following special resolution was passed at a meeting of the members of Leduc LINX Connect Centre on June 26, 2024.

The by-laws were changed as follows:

The existing bylaws are repealed. They were replaced with the attached bylaws.

Date: June 27, 2024

Ann Kurlovich
Board Chair Leduc LINX Connect Centre

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LEDUC LINX
CONNECT CENTRE

Proposed Bylaws
for
Leduc LINX Connect Centre

June 2024

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PURPOSE

(1) The name of the society is Leduc LINX Connect Centre or LINX. This document acts as the general Bylaws of LINX and these Bylaws regulate the governance of LINX.

INTERPRETATION

(1) The Bylaws shall be interpreted pursuant to laws of the Province of Alberta.
(2) The governing legislation of this Board of Directors and all operations of Leduc LINX Connect Centre shall be the *Societies Act*, RSA 2000, c. S-14, or successor legislation.
(3) Should any provision of these Bylaws become invalid or contrary to statute by virtue of amendment or alteration of any statute of Alberta or Canada, such provision will be severed and of no force and effect, without affecting the enforceability of any other provision of the Bylaws. Any such severed provision shall be removed via amendment by the board, as per the amending formula, at the earliest possible time subsequent to the discovery of the applicable change in the legislation.
(4) The Preamble and Appendices form part of the Bylaws and may be used to assist in interpretation. Headings do not form part of the Bylaws and shall not be used in interpretation.

DEFINITIONS

(a) “Age of Majority” shall mean the threshold of legal adulthood as recognized or declared in law; EIGHTEEN (18) years of age.

(b) “Annual General Meeting” shall mean a yearly meeting to which all Board Directors of the society, members of Leduc LINX Connect Centre and Community stakeholders are invited. AGM will be used throughout and will mean Annual General Meeting.

(c) “Board” means the “Board of Directors”

(d) “Board Director” shall mean members of the Board of Directors.

(e) “Bylaw and Amendments” shall mean the Bylaws of the Board of Directors

(f) “Directorship” shall mean the role/responsibilities of the director.

(g) “Executive Director” shall mean the individual hired to oversee the operation of Leduc LINX Connect Centre. The Executive Director will maintain the Operational Policies and Procedures of Leduc LINX Connect Centre.

(h) “Financial Statement” shall mean balance sheet and income statement produced from the accounting program.

(i) “Good Standing” shall mean individuals who have a current paid membership.

(j) “Governing Body” shall mean the people who make up the Board of Directors at large.

(k) “Majority Vote” shall mean FIFTY ONE (51)% in favour.

(l) “Members of Leduc LINX Connect Centre” shall mean those persons age of majority or older who qualify to vote and have paid their yearly membership to the organization (non-voting members would consist of the clients, associate members, honorary members)

(m) “Organization” shall mean Leduc LINX Connect Centre.

(n) “Quorum” shall mean HALF (½) of the members belonging to the group called to meet.

(o) “Special Meeting” shall mean a meeting in which Board of Directors may invited to deal with special business between Annual General Meetings.

GOVERNING BODY

(1) The Board of Directors shall be comprised of not less than FIVE (5) age of majority Directors and not more than TWELVE (12) age of majority Directors with a preference to be that no more than TWO (2) Directors are parents and/or guardians of clients receiving services through LINX unless circumstances prevent or the applicant skill set is absent from the Board’s repertoire. Directors may be appointed from the membership at large or the general public at the discretion of the existing Board of Directors.

(2) No Member, Director or Officer of the Society receives any payment for their services as a Member, Director or Officer.

(3) After being elected to the Board of Directors, the term of office for the Board of Directors shall be from AGM to AGM corresponding to the length of their term.

(4) Should any Board Director wish to serve an additional term of office, then they may allow their name to stand for re-election at the Annual General Meeting. Each Board Member shall serve a maximum TWO (2) year term when elected at each AGM. Each Board Member can serve a maximum THREE (3) TWO (2) year terms for a maximum of SIX (6) consecutive years on the Board. After serving SIX (6) consecutive years, a Board Member must step away for a minimum of TWO (2) years.

(5) The Board of Directors shall hold its organizational meeting at the first meeting following the AGM for the purpose of electing the Chairperson, Vice-Chair, Secretary and Treasurer as well as to set out a program of goals and objectives for its term of

office.

(6) A Director may resign at any time by writing to the Board of Directors Chairperson. The resignation becomes effective at the next regular meeting of the Board of Directors meeting. If the position (vacancy) needs to be filled prior to the next AGM, the Chairperson will/shall approach members at large to fill the vacancy for the remainder of the term.

(7) A quorum of Directors must be present in order for the business affairs of the Board of Directors to be conducted and all Acts and Proceedings to be valid.

(8) The agenda shall be formulated from unresolved action items and new business. New business items must be submitted to the Chairperson ONE (1) weeks prior to the Board of Directors meeting. A final agenda will be provided TWO (2) days prior to the meeting.

(9) Directors shall not be paid or receive remuneration for their services. All expenses must be pre-approved by the Board of Directors and shall be reimbursed upon submission of a detailed receipt.

(10) The Board of Directors shall hire an Executive Director of the Society, fix their compensation, prescribe their duties and terms of their employment, and evaluate their performance at least once annually.

(11) Complaints against any Member of the Board are to be made in writing to any Board Director. The complaint will be forwarded to the Chairperson for investigation and review. The matter will then be discussed in-camera at the next monthly meeting, or sooner should the Chairperson determine the need to do so. A written response to the complainant will occur within five (5) business days following the meeting. Any decision made by the Board of Directors is final.

GOVERNANCE OF THE SOCIETY

(1) The Board of Directors governs the affairs of the Society.
 (a) Promoting the objectives of the Society;
 (b) Promoting the membership of the Society;
 (c) Maintaining and protecting the Society's assets and property;
 (d) Approving an annual budget for the Society.
 (e) Without limiting the general responsibilities of the Board, delegating its powers and duties to a compensated Executive Director of the Society.

(2) The Board of Directors hires an Executive Director to carry out the management functions under the direction and supervision of the Board.
 (a) Paying all expenses for operating and managing the Society.
 (b) Paying persons for services and protecting persons from debts of the Society;

(c) Investing any extra monies;
(d) Financing the operations of the Society and borrowing or raising monies;
(e) Making policies for managing and operating the Society;
(f) Approving all contracts for the Society;
(g) Maintaining all accounts and financial records of the Society;
(h) Appointing legal counsel as necessary;
(i) Making policies, rules and regulations for operating the Society and using its facilities and assets;
(j) Investing any extra monies;
(k) Selling, disposing of or mortgaging any or all of the property of the Society;

MEMBERSHIP

(1) The Board Directors may, upon application therefore, and in accordance with Board policy, admit as a **voting member** a person, age of majority who;

(a) Is the custodial parent, guardian or monitor of service of a client who is registered to receive service from the Organization, whether actually receiving service or accepted to receive service.

OR

(b) Wishes to support the Organization, be involved and who subscribes to the mission statement and values of the Organization.

AND

(c) Has paid the yearly membership fee to the Organization prior to the AGM.

(2) The Board Directors may, upon application therefore, and in accordance with Board Policy, admit as a **non-voting member** a person, age of majority who;

(a) Is a client who is registered to receive service from the Organization, whether actually receiving service or accepted to receive service.

(b) An honorary member who is recognized for their outstanding service to the Organization or Community

(3) Voting members are entitled to 30 Days notice of every AGM and 48 hours notice of Special General Meeting of the Organization and are entitled to one vote on any question coming before such meeting.

(4) Membership in the Society automatically lapses:

(a) Upon written resignation submitted to the Chairperson, which shall become effective immediately upon receipt by the Chairperson;

(b) Upon failure to pay any fee, assessment or other charge within THIRTY (30) days of it becoming due;

(c) Upon a person ceasing to qualify for membership.

(5) Members are responsible to behave in accordance with the Bylaws, and Policies and Procedures of Leduc LINX Connect Centre. Should any Member be considered not in good standing, the Board of Directors shall exercise their right to remove the Member by resolution passed by fifty (51) percent of the Board of Directors. Every attempt, within reason, should be made to resolve the conflict prior to the removal of the Member.

(6) Members can resign at any time in writing to the Chairperson.

(7) Staff and/or sub-contractors of the organization and/or their spouses are not eligible for for voting or non-voting membership.

(8) No Member in their individual capacity is liable for any debt or liabilities of the Organization.

GENERAL MEETINGS

(1) Regular Meetings of the Directors may be held at any time at the call of the Board of Directors.

(2) A minimum of EIGHT (8) regular meetings of the Board of Directors must be held within every fiscal year.

(3) At least SEVEN (7) days' notice, in writing, shall be given to the Directors of any meeting of the Board of Directors.

(4) At meetings of the Board, every Director present, in person or virtually shall have ONE (1) vote. Proxy voting is not allowed at any meeting of the Organization.

(5) All regular Board Meetings require quorum.

(6) Agenda, as well as any pre-reading material, must be handed out to the Board ONE (1) week prior to the scheduled meeting date.

(7) Requested agenda items must be submitted to the Chairperson ONE (1) week prior to the meeting.

(8) Adjustments or additions to the agenda will occur prior to the voting on the acceptance of the agenda at the meeting.

(9) Special Meetings of the Board may be called by the Chairperson or minimum THREE (3)

Board Directors providing that advance written notice of at least TWO (2) days be provided to all voting Members.

(10) A Member of the Board must attend 80% of regular meetings.

(11) A Special Vote may be called by the Chairperson of the Board to expedite a decision between General Meetings in the event of urgent business. This vote may be done using e-mail and will require majority vote in order to pass.

ANNUAL GENERAL MEETING

(1) An annual meeting shall be held in each year on a date and at a location to be fixed by the Board, but not later than THREE (3) months/NINETY (90) days post the end of the fiscal year.

(2) At each annual meeting, the membership shall:

(a) Receive the report of the Executive Director for the previous fiscal year;

(b) Receive and approve the Financial Statements of the Organization for the previous fiscal year and the auditors' report thereon; unless circumstances be that the report is not available, then the report will not be given.

(c) Elect Directors of the Organization;

(d) Appoint the auditors of the Organization for the following year.

(3) The Board may, from time to time, order that a Special General Meeting of the membership be convened and shall specify the business to transacted at such meeting.

(4) The Chairperson shall give notice of each Annual and Special General Meeting of the Organization at least TWO (2) days in advance of such meeting to each person entitled to such notice.

(5) Notice may be given using a variety of communication methods known to the member.

(6) Notice may be given within a publication that is circulated to all members entitled to such notice.

(7) If due diligence is taken to give public notice, the proceedings of the meeting are valid.

(8) Annual General Meeting or Special General Meeting shall require quorum.

(9) Annual or Special General Meetings of the Organization may be held in person, by teleconference, by video conference or by use of any other technology which allows each voting member to communicate his views to all other voting members

participating in the meeting.

(10) Voting at meetings where the members are present in person shall be by show of hands. Voting at meetings where one or more members are not in attendance in person or where the meeting is held using electronic or other technology shall be conducted in such manner as is established by the Chairperson, provided it is a manner that allows all votes to be tallied at the time of the meeting.

RECORD KEEPING

(1) The full name, address, birthdate, and start/end date must be kept on record for every board member. The information must be filed with the Annual Charity Return on form T1235.

(2) Board of Director's Bylaws must be stored electronically with the Executive Director.

(3) Hard copies or digital copies of the meeting minutes for the Board of Directors and AGM must be kept for SEVEN (7) years within the file storage area of the organization and be attached to the financial statement. After SEVEN (7) years, these files may be kept entirely digitally in at least TWO (2) different locations indefinitely.

(4) Hard copies and digital copies of all financial documents must be maintained by the Board Secretary and kept in the file storage area of the organization, and must be kept for SEVEN (7) years within the file storage area of the organization and be attached to the meeting minutes. After SEVEN (7) years, these files may be kept entirely digitally in at least TWO (2) different locations indefinitely.

(5) Financial statements, Meeting Minutes (up to SEVEN (7) years), and the Policies and Procedures Manual for Leduc LINX Connect Centre can be made available to the public by written request to the Chairperson. Documents must be presented to the requesting party within FIVE (5) business days.

(6) Bylaws for Leduc LINX Connect Centre shall be posted on the LINX website.

(7) The Seal of the Society shall be kept in a locked cabinet at the office of Leduc LINX Connect Centre, unless the Board decides otherwise.

(8) The Seal of the Society can only be used by the Officers of the Board, unless the Board decides otherwise.

FINANCIAL

(1) All monies received shall be deposited into a recognized financial institution.

(2) All purchases in excess of $1,500.00 outside of the approved budget will need approval from the Board of Directors before purchase, excluding payroll, routine operating expenses and grants where spending has been pre-designated.

(3) Sale of any assets of the Organization must have Board approval.

(4) No credit card is to be opened without Board approval.

(5) Two signatures without conflict are required on all cheques. Signing authority is as follows:

   (a) Chairperson

   (b) Treasurer

   (c) Executive Director

   (d) Financial Administrator

(6) The Board will review and approve a yearly variable budget that is set by the Executive Director prior to the next fiscal year. Any changes to the previous approved budget will be brought to the Board. (This budget is subject to regular fluctuation due to ongoing changes in government funding, grants, fundraising, donations, and other sources of revenue/costs of expenditures).

(7) For the purpose of carrying out its objectives, the Organization may borrow, 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 Organization by a decision of the Board, provide that in no case shall debentures be issued without the sanction of a special resolution of the Society.

(8) The books, accounts and records of the Organization shall be audited at least once per year by a Chartered Professional Accountant. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor(s) at the Annual General Meeting of the Organization.

(9) The Auditors Report for the Organization is made available in printed copy at the annual meeting or any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same.

DISSOLUTION

(1) If the society is dissolved or closed then all the funds of the funds of the society remaining after the payment of legitimate debts and expenses, shall be given to a

registered charity **under the Income Tax Act**, having objectives similar to that of the society.

(2) Dissolution of Leduc LINX Connect Centre is done so at the direction of the Board of Directors with a majority vote from the Board of Directors and active members.

DISSOLUTION OF EXECUTIVE POSITIONS

(1) Any member holding an executive position in the Board of Directors can step down from their position by providing THIRTY (30) days written notice to the Chairperson.

(2) Any vacancies for the executive positions shall be filled at the next Board meeting by a majority vote.

APPENDIX A: BOARD OFFICERS

CHAIRPERSON

Commencement of the term is at the meeting of the Board directly following the AGM.

The position profile including the responsibilities and duties of the Chairperson shall be included in the Board of Directors Policies, and reviewed annually by the Board of Directors.

VICE-CHAIR

Commencement of the term is at the meeting of the Board directly following the AGM.

The position profile including the responsibilities and duties of the Vice-Chair shall be included in the Board of Directors Policies, and reviewed annually by the Board of Directors.

SECRETARY

Commencement of the term is at the meeting of the Board directly following the AGM.

The position profile including the responsibilities and duties of the Secretary shall be included in the Board of Directors Policies, and reviewed annually by the Board of Directors.

TREASURER

Commencement of the term is at the meeting of the Board directly following the AGM.

The position profile including the responsibilities and duties of the Treasurer shall be included in the Board of Directors Policies, and reviewed annually by the Board of Directors.

DIRECTORS

Each Director shall serve a maximum TWO (2) year term when elected at each AGM. Each Director can serve a maximum THREE (3) TWO (2) year terms for a maximum of SIX (6) consecutive years on the Board. After serving SIX (6) consecutive years, a Director must step away for a minimum of TWO (2) years.

The Director(s) shall:

- Complete the Consent as Director, Code of Conduct, Conflict of Interest and

Confidentiality Agreement.

- Be allowed to withdraw from Directorship upon a notice in writing to the Board of Directors through its Chairperson.
- Be those of age of majority who have paid the membership and who are in good standing with Leduc LINX Connect Centre.
- Have a Criminal Record Check with Vulnerable Sector Check and Intervention Record Check completed prior to acceptance on the Board, and must be renewed every THREE (3) years.
- Attend and participate in at least 80% of regular meetings of the Board.
- Attend and participate in Annual and Special General Meetings.
- Be encouraged to engage in community events and be a positive ambassador for Leduc LINX Connect Centre.

APPENDIX B: DIRECTOR REMOVAL

The Board may remove, for cause or without cause, any Director of the Board with a majority vote of the Board of Directors. In the event the removal is due to conflict, every attempt, within reason, should be made to resolve the conflict prior to the removal of the Director.

Unless so removed, a Director of the Board shall hold the role until the earlier of:

- The Director's successor being appointed.
- The loss of full legal capacity owning to bankruptcy, incarceration in correctional facility or legal adjudication of unsoundness of mind.
- The Director's resignation.
- The end of term or loss at election.
- Such Director's death or incapacity.

APPENDIX C: DISPUTE RESOLUTION PROCESS

Any disputes with the decision(s) of the Board of Directors are to be made in writing to any Board Director. The complaint will be forwarded to the Chairperson for investigation and review. The matter will then be discussed in-camera at the next monthly meeting, or sooner should the Chairperson determine the need to do so. A written response to the complainant will occur within five (5) business days following the meeting.

Should the Meeting fail to resolve the dispute, it may be referred to arbitration as per the procedure outlined in the *Societies Act*. All costs associated with such procedures are to be shared equally by the parties. The outcome of any arbitration will be final and binding.

Other dispute resolution mechanisms may be proposed on a case-by-case basis to assist in the resolution of conflicts and must be approved by the majority of the Board of Directors prior to implementation.

APPENDIX D: BOARD OF DIRECTOR PACKAGE

REQUIREMENTS

The complete Board of Director Package resides within the secure Board filing cabinet located at the office of the Organization and includes but is not limited to:

(a) Membership Application documents

(b) Consent as Director Sign Off

(c) Code of Conduct Sign Off

(d) Conflict of Interest Sign Off

(e) Criminal Record Check with Vulnerable Sector

(f) Intervention Record Check

APPENDIX E: AMENDMENTS TO THE BYLAWS

All amendments:

- Must be performed using the procedure set out in the *Societies Act*, and compliant with all requirements thereunder;
- Shall be approved by the Board before being presented for approval at the AGM.
- Must be ratified by the Membership at the AGM.
- Must be submitted with the T3010 Form (Annual Charity Form).