

# BYLAWS

## Article 1 - Preamble

### 1.1 The Society

The name of the Society is the Society of Healing Touch Program Alberta, which may also be known or referred to as "SHTPA".

### 1.2 The Bylaws

The following articles set forth Bylaws of the Society of Healing Touch Program Alberta.

## Article 2 – Defining and Interpreting the Bylaws

### 2.1 Definitions

In these Bylaws, the following words have these meanings

- a. The Act means the Societies Act R.S.A 2000 Chapter S-14 as amended, or any statute substituted for it.
- b. Annual General Meeting means the annual general meeting as described in Article 5.1. Also known as the AGM.
- c. The Board means the Board of Directors of this Society
- d. Director means any person elected or appointed to the Board. Also known as Officers or Board members.
- e. General Meeting means the Annual General Meeting and a Special General Meeting
- f. Member means a Member of the Society in good standing.
- g. ED means the Executive Director of the Society. Also known as the General Manager, CEO or Administrator.
- h. Register of Members means the register maintained by the Board of Directors containing the names of the Members of the Society.
- i. The Society means the Society of Healing Touch Program Alberta
- j. Special Meeting means the special meeting described in Article 5.2
- k. Special Resolution means:
  1. A resolution passed at a General Meeting of the membership of this Society. There must be twenty one (21) days' notice for this meeting. The notice must state the proposed resolution. There must be approval by a vote or 75% of the voting Members who vote in person;
  2. A resolution proposed and passed as a Special Resolution at a General Meeting with less than twenty-one (21) days' notice. All the eligible Voting Members present must agree; or
  3. A resolution agreed to in writing by all the Voting Members who are eligible to vote.
- l. Voting Member means a Member entitled to vote at the meetings of the Society.

## Article 3 – Objects of the Society

3.1 The objects of the society are detailed in the Article of Incorporation.

## Article 4 – Membership

### 4.1 Classification of Members

There are three (3) categories of Members:

- a. Regular Members
- b. Directory Members
- c. Lifetime Members

#### 4.1a Members

a. To become a Member an individual must hold a Level I or higher Healing Touch Program Certificate.

b. To become a Directory Member an individual must have Level 5 or higher Healing Touch Program Certificate.

c. An individual must pay the annual membership fees determined by the Board.

#### 4.1b Lifetime Members

An individual may become a Lifetime Member if the Board approves a motion recognizing the contributions of the individual to the Society or its objects.

### 4.2 Admission of Members

Any individual may become a Member by meeting the requirements in Article 4.1. The individual will be entered as a Member in the Register of Members.

### 4.3 Rights and Privileges of Members

4.3a Any member in good standing is entitled to:

- a. receive notice of meetings of the Society,
- b. attend any meeting of the Society,
- c. speak at any meeting of the Society; and
- d. exercise other rights and privileges given to Members in these bylaws.

#### 4.3b Voting Members

a. The only Members who can vote at meetings of the Society are Members in good standing who are at least eighteen (18) years old.

b. A voting Member is entitled to one (1) vote at a meeting of the Society.

#### 4.3c Member in Good Standing

A member is in good standing when:

- a. The Member has paid membership fees or other required fees to the society; and
- b. The Member is not suspended as a Member as provided for under Article 4.5.

### 4.5 Suspension of Membership

#### 4.5a Decision to Suspend

The Board, at a Special Meeting called for that purpose, may suspend a Member's membership for one or more of the following reasons;

- a. If the Member has failed to abide by the Bylaws;
- b. If the Member has been disloyal to the 'Society',
- c. If the Member has disrupted meetings or functions of the Society; or
- d. If the Member has done or failed to do anything judged to be harmful to the Society.

#### 4.5b Notice to the Member

- a. The affected member will receive written notice of the Board's intention to deal with whether that Member should be suspended or not. The Member will receive at least two (2) weeks' notice before the Special Meeting.
- b. The Notice will be sent by single registered mail to the last known address of the Member shown in the records of the Society. The notice may also be delivered by an Officer of the Board.
- c. The notice will state the reasons why suspension is being considered.

#### 4.5c Decision of the Board

- a. The Member will have an opportunity to appear before the Board to address the matter. The Board may allow another person to accompany the Member.
- b. The Board will determine how the matter will be dealt with, and may limit the time given the Member to address the Board.
- c. The Board may exclude the Member from its discussion of the matter, including the deciding vote.
- d. The decision of the Board is final.

### 4.6 Termination of Membership

#### 4.6a Resignation

- a. Any Member may resign from the Society by sending or delivering a written notice to the Secretary or President of the Society.
- b. Once the notice is received, the Member's name is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members.

#### 4.6b Death

The membership of a Member is ended upon his death.

#### 4.6c Deemed Withdrawal

- a. If a member has not paid the annual membership fees within three (3) months following the date the fees are due, the Member is considered to have submitted his resignation. The Member's name is removed from the Register of Members immediately. The Membership renewal date remains the same regardless of the 3 month grace period.

#### 4.6d Expulsion

- a. The Society may, by Special Resolution at a Special General Meeting called for such a purpose, expel any Member for any cause which is deemed sufficient in the interests of the Society.

- b. This decision is final.
- c. On passage of the Special Resolution, the name of the Member is removed from the Register of Members immediately.

#### 4.7 Transmission of Membership

No right or privilege of any Member is transferable to another person.

#### 4.8 Continued Liability for Debts Due

Although a Member ceases to be a Member, they are liable for any debts owing to the Society at the date of ceasing to be a Member.

#### 4.9 Limitation of the Liability of Members

No Member is, in the individual capacity, liable for any debt or liability of the Society.

### **Article 5 – Meetings of the Society**

#### 5.1 The Annual General Meeting

5.1a The Society holds its Annual General Meeting no later than November 30th of each calendar year. The Board will determine the day, time and location of the Annual General Meeting.

5.1b The Society mails, e-mails or delivers a notice to each Member at least twenty-one (21) days before the Annual General Meeting. This notice states the place, date and time of the AGM, and any business requiring a Special Resolution.

#### 5.1c Agenda for the Meeting

The Annual General Meeting deals with the following matters;

- a. Adopting the agenda;
- b. Adopting the minutes of the last Annual General Meeting;
- c. Considering the President's report;
- d. Reviewing the financial statements setting out the Society's income, disbursements, assets and liabilities and the auditor's report;
- e. Appointing the auditors;
- f. Electing the Members of the Board;
- g. Considering Special Resolutions in the meeting notice.

#### 5.1d Quorum

Attendance by 20% of the Members at the Annual General Meeting is a quorum.

#### 5.2 Special General Meeting of the Society

#### 5.2a Calling of Special General Meeting

A Special General meeting may be called at any time:

- a. By a resolution of the Board of Directors to that effect; or
- b. On the written request by a majority of Directors. The request must state the reason for the Special General meeting and the motion(s) intended to be submitted at this Special General Meeting; or

c. On the written request of at least one-third (1/3) of the Voting Members. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted at such Special General Meeting.

5.2b The Secretary mails, e-mails or delivers a notice to each member at least twenty-one (21) days before the Special General Meeting. This notice states the place, date, time and purpose of the Special General Meeting.

5.2c Agenda for the Special General Meeting

Only the matter(s) set out in the notice for the Special General Meeting are considered at the Special General Meeting.

5.2d Procedure at the Special General Meeting

Any Special General Meeting has the same method of voting and the same quorum requirements at the Annual General Meeting. (Refer to 5.3e)

### 5.3 Proceeding at the Annual or a Special General Meeting

5.3a Attendance by the Public

General Meetings of the Society are open to the public. A majority of the Members present may ask any persons who are not Members to leave.

5.3b Failure to Reach Quorum

The President cancels the General Meeting if a quorum is not present within one-half (1/2) hour after the set time. If cancelled, the meeting is rescheduled for one (1) week later at the same time and place. If a quorum is not present within one-half (1/2) hours after the set time of the second meeting, the meeting will proceed with the Members in attendance, and is accepted as a quorum.

5.3c Presiding Officer

a. The President chairs every General Meeting of the Society. The Vice-President chairs in the absence of the President.

b. If neither the President nor the Vice-President is present, the Members present choose one (1) of the Members present to chair.

5.3d Adjournment

a. The President may adjourn any General Meeting with the consent of the Members at the meeting. The adjourned General Meeting conducts only the unfinished business from the initial Meeting.

b. No notice is necessary if the General Meeting is adjourned for less than thirty (30) days.

c. The Society must give notice when a General meeting is adjourned for thirty (30) days or more. Notice must be the same as for any General meeting.

5.3e Voting

a. A show of hands decides every vote at every General Meeting. A ballot is used if at least five (5) voting Members request it.

b. The President does have a casting vote in the case of a tie vote.

c. A voting Member may vote by proxy.

- d. A majority of the votes of the Voting Members present decides each issue and resolution, unless the issue needs to be decided by a Special Resolution, then 75% is required.
- e. The President declares a resolution carried or lost. This statement is final, and does not have to include the number of votes for and against the resolution.
- f. The President decides any dispute on any vote. The President decides in good faith, and this decision is final.

5.3f Failure to Give Notice of meeting

No action taken at a General meeting is invalid due to:

- a. Accidental omission to give any notice to any Member;
- b. Any Member not receiving any notice ; or
- c. Any error in any notice that does not affect the meeting.

5.3g Written Resolution of All the Voting Members

All Voting Members may agree to and sign a resolution. This resolution is as valid as one passed at a General Meeting. It is not necessary to give notice or to call a General meeting. The date on the resolution is the date it is passed.

## **Article 6 – The Governance of the Society**

### 6.1 The Board of Directors

6.1a Governance and Management of the Society

The Board governs and manages the affairs of the Society. The Board may hire a paid administrator to carry out management functions under the direction and supervision of the Board.

6.1b Powers and Duties of the Board

The Board has complete authority of the Society, except as stated in the *Societies Act*.

The powers and duties of the Board include;

- a. Promoting the objects of the Society;
- b. Promoting membership in the Society;
- c. Maintaining and protecting the Society's assets and property;
- d. Approving an annual budget for the Society;
- e. Protecting persons from debts of the Society;
- f. Financing the operations of the Society, i.e. borrowing or raising monies;
- g. Making policies for managing and operating the Society;
- h. Approving all contracts for the Society;
- i. Maintaining all accounts and financial responsibilities and records of the Society;
- j. Selling, disposing of, or mortgaging any or all of the property of the Society; and
- k. Without limiting the general responsibility of the Board, delegating its powers and duties to the Executive Committee or paid administrator of the Society.

#### 6.1c Composition of the Board

The Board consists of:

- a. Five (5) Directors elected at the Annual General Meeting.
- b. This includes the President, Vice-President, Secretary, Treasurer and one (1) Director.

#### 6.1d Terms

- a. Each position on the Board has a term of two (2) years.
- b. A board member may be re-elected for a different board position. The board member can sit for a maximum of three (3) consecutive terms.
- c. A board member must stay off the board for a minimum of two (2) years before being re-elected.

#### 6.1e Election of the Directors and the President

- a. At the AGM of the Society, the Voting Members elect Directors to fill empty positions.

#### 6.1f Resignation, Death or Removal of a Director

- a. A director may resign from office by giving one (1) months' notice in writing to the Board.
- b. Voting Members may remove any Director before the end of their term. There must be a majority vote at a Special General Meeting called for this purpose.
- c. If there is a vacancy on the Board, the remaining Directors may appoint a Member in good standing to fill that vacancy for the remainder of the term. This appointed position remains only until the next AGM.

#### 6.1g Meetings of the Board

- a. The Board holds at least four (4) meetings each year.
- b. The President calls the meetings. The President also calls a meeting if any two (2) Directors make a request in writing and state the business of the meeting.
- c. Ten (10) days' Notice for Board meeting sent to each Board member.
- d. A majority of the Directors present at any Board meeting is a quorum.
- e. Each Director has one (1) vote.
- f. The President does have a casting vote in the case of a tie vote.
- g. Meetings of the Board are open to Members of the Society, but only Directors may vote. Members are permitted to participate in a discussion when invited to do so by the Board. A majority of the Directors present may ask any other Members to leave the meeting.
- h. All Directors may agree to and sign a resolution. This is as valid as one passed at a Board meeting.
  - i. A meeting of the Board may be held by conference call or other electronic communications.

#### 6.2. Directors of the Board

- a. The Directors of the society are the President, Vice-President, Secretary and Treasurer.
- b. The Directors hold office until re-elected or until a successor is elected.

## 6.2a Duties of the Directors

### President;

1. Supervises the affairs of the Board.
2. Chairs all meetings of the Society, the Board and the Executive Committee.
3. Is an ex-officio member of all Committees, except the nominating committee.

### Vice President;

1. Presides at meetings in the President's absence.
2. Carries out duties assigned by the Board.

### Secretary;

1. Attends all meetings of the Society, the Board and the Executive Committee.
2. Keeps accurate minutes of these meetings.
3. Oversees all administration required for the membership.
4. Oversees all administration required for meetings.
5. Keeps the Seal of the Society.
6. Oversees all administration required by the Corporate Registry.

### Treasurer;

1. Is a member of the Executive Committee.
2. Chairs the Finance Committee of the Board.
3. Oversees the depositing of monies into an recognized financial institution.
4. Ensures detailed accounts are kept, and available to the Board upon request.
5. Oversees the preparation of the annual audited statements of the financial position of the Society and presents such at the AGM.

## 6.3 Board Committees

The Board may appoint committees to advise and assist the Board.

### 6.3a Standing Committees

1. Executive Committee
  - a. Consists of the Directors of the Board.
2. Finance Committee
  - a. Consists of the Treasurer and three (3) other Members appointed by the Board
3. Nominating Committee
  - a. Consists of Three (3) Members appointed by the Board.

## 6.4 The Executive Director

- a. The Board may hire an Executive Director (ED) to carry out assigned duties.
- b. The Executive Director reports and is responsible to the Board, and acts as an advisor to the Board and to all Board Committees. The Executive Director does not vote at any meeting.
- c. The Executive Director acts as the administrator officer of the board.

## **Article 7 – Finance and Other Management Matters**

### **7.1 The Register Office**

The Registered office of the Society is located in High River, Alberta. Another place may be established at the AGM or by resolution of the Board, as long as this change is communicated to Corporate Registry.

### **7.2 Finance and Auditing**

- a. The fiscal year of the Society ends on July 31 of each year.
- b. There must be an audit of the books, accounts and records of the Society at least once each year.
- c. A qualified accountant or two (2) people, one being a Member, will be appointed at the AGM must do this audit.
- d. At each AGM of the Society the auditor submits a complete statement of the books for the previous year.

### **7.3 Borrowing Powers**

- a. The Society may borrow or raise funds to meet its objects and operations. The Board decides the amounts and the ways to raise money including giving or granting security.

### **7.4 Payments**

- a. No Member, Director or Officer of the Society receives any payment for his services as a Member, Director or Officer.

### **7.5 Protection and Indemnity of Directors and Officers**

7.5a Each Director or Officer holds office with protection from the Society. 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.

7.5b 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 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.

7.5c Directors or Officers can rely on the accuracy of any statement or report prepared by the Society's auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on the statement or report.

## **Article 8 – Amending the Bylaws**

8.1 These Bylaws may be cancelled, altered or added to by Special Resolution at any Annual General Meeting or Special General Meeting of the Society.

8.2 The twenty one (21) days' notice of the Annual General or Special General meeting of the Society must include details of the proposed resolution to change the Bylaws.

8.3 The amended bylaws take effect after approval of the Special Resolution at the Annual General Meeting or Special General Meeting and accepted by the Corporate Registry of Alberta.

## **Article 9 – Distributing Assets and Dissolving the Society**

9.1 The Society does not pay any dividends or distribute its property among its members.

9.2 If the Society is dissolved, any funds or assets remaining after paying all the debts are to be paid to a non-profit organization with objects that has objects similar to those of SHTPA.

9.3 Members are to select the organization to receive the assets by special resolution. In no event do any Members receive any assets of the Society.

