

PROPOSED BYLAWS
of
MENNONITE CENTRAL COMMITTEE ALBERTA
(Herein referred to as “MCCA”)

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Preamble

1 The name of the Society is Mennonite Central Committee Alberta, which may also be known or
2 referred to as the MCCA or the Society.

3
4 The objects of the MCCA are detailed in the Article of Incorporation. These are, in part, *to*
5 *function as a charitable society working to relieve human suffering and distress.*

6
7 The following Articles set forth Bylaws of the MCCA.

8 9 ***Defining and Interpreting the Bylaws***

10 11 *Definitions*

12
13 In these Bylaws, the following words have these meanings.

14
15 “Act” means the *Societies Act* R.S.A. 2000, Chapter S-14 as amended, or any statute
16 substituted for it.

17
18 “Annual General Meeting” means the annual general meeting described in Article 1.5.1.

19
20 “Board” means the Board of Directors of this Society.

21
22 “Bylaws” means the Bylaws of this Society as described herein.

23
24 “Director” means any person elected or appointed to the Board of Directors.

25
26 “Meeting of the Society” means a General or Special Meeting of the Members as
27 described in Article 1.5.

28
29 “Member” means a Member of the Society.

30
31 “Officer” means any Officer listed in Article 2.8.

32
33 “Registered Office” means the registered office for the Society.

34
35 “Register of Members” means the list maintained by the Board of Directors of the names
36 of the Members of the Society.

37
38 “Resolution” means a decision taken by a simple majority (51%) of the votes cast at a
39 duly called Meeting.

40
41 “Society” means the MCCA.

42
43 “Special Meeting” means a General Meeting of the Membership described in Article
44 1.5.2.

45 “Special Resolution” means a resolution passed at a General Meeting of the Membership
46 of this Society.

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- 51
- 52
- There must be twenty-one (21) days’ notice for this meeting and not more than fifty (50) days’ notice.
 - The notice must state the proposed resolution(s).
 - There must be approval by a vote of seventy-five percent (75%) of the Members at the meeting.

53 *Interpretation*

54

55 The following rules of interpretation must be applied in interpreting these Bylaws.

- 56
- 57 a) Singular and Plural: words indicating the singular number also include the plural,
- 58 and *vice-versa*.
- 59
- 60 b) Corporation: words indicating persons also include corporations.
- 61
- 62 c) Headings are for convenience only. They do not affect the interpretation of these
- 63 Bylaws.
- 64
- 65 d) Liberal Interpretation: these Bylaws must be interpreted broadly and generously.
- 66

67 **Articles**

68

69 ***1. Membership in the Society***

70

71 Members of the MCCA Society may be Class A or Class B members. Class A members shall

72 consist of organizations which support the work of the Society having expressed interest in

73 membership to the Board of Directors and have thereupon been granted membership in the

74 Society by resolution of the Board of Directors. Class B members of the Society shall consist of

75 all Directors duly elected at a Meeting of the members. There must be a minimum Membership

76 of at least five (5) organizations or individuals at all times.

77

78 ***1.1 Admission of Members***

79

80 Members may be admitted to the Society by meeting the requirements in Article 1.3.

81

82 ***1.2 Rights and Privileges of Members***

83

84 Any Member in good standing is entitled to:

- 85
- 86
- 87
- 88
- 89
- receive notice of meetings of the Society;
 - attend any meeting of the Society;
 - speak at any meeting of the Society;
 - vote on resolutions brought to the meeting; and,
 - exercise other rights and privileges given to Members in these Bylaws.

90

91 ***1.2.1 Obligations of Members***

92

93 Members are required to:

- 94 • support the vision, mission, values and work of MCCA; and
95 • do nothing to undermine the vision, mission, values, and work of MCCA.

96
97 *1.3 Qualifications of Members*

98
99 To be approved as Members, all individuals, and all organizations, conferences and
100 congregations shall commit to supporting the common vision, mission and values of MCC. The
101 vision, mission and values will be established by the Board of Directors from time to time, and
102 changes will be communicated to the Membership.

103
104 *1.3.1 Class A Members: Congregations and Organizations*

105
106 Organizational Members must be not-for-profit organizations or congregations duly incorporated
107 in Alberta.

108
109 *1.3.1.1 Historical Affiliation*

110
111 Conferences that were the previous owners of MCCA -- Evangelical Mennonite Church
112 (“EMC”), Mennonite Brethren Conference of Alberta (“MB”), Mennonite Church Alberta
113 (“MCA”), and NorthWest Mennonite Conference (“NWMC”) remain members of MCCA unless
114 or until they formally withdraw their membership by written notice.

115
116 Conference Membership applies only to the Conference as an organization and does not confer
117 Membership in the MCCA Society on Member congregations of the conference.

118
119 Congregations that are current Members of any Anabaptist Conference or any congregation of
120 the four Mennonite conferences that were the previous owners of MCCA (as listed above) may
121 join by notifying the MCCA office that they wish to be Members.

122
123 *1.3.1.2 Other Congregations and Organizations*

124
125 Congregations and other duly incorporated not-for-profit organizations that are not Members of
126 the four Mennonite conferences that were the previous owners of MCCA (as listed above) may
127 apply to be Members of MCCA. Organizations shall contact the MCCA office for information
128 on the application process.

129
130 *1.3.1.3 Delegates of Organizational Members*

131
132 Each Organizational Member may appoint two (2) Delegates to represent the Organization at
133 meetings of the Membership. The Organization must notify MCCA in writing before the meeting
134 the names of the Delegates.

135
136
137 *1.3.2 Class B Members: Directors*

138
139 Directors may be Members of the MCCA Society if they:

- 140 • are duly elected as Directors at a Meeting of the members; and
141 • meet the qualifications outlined in Article 2.3.

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1.4 Term of Membership

MCCA intends to be invitational while maintaining a current register of Members.

Class A Members will remain Members until they formally withdraw their membership by written notice.

Class B Members, Directors, are voted in at a regular meeting of the Society per terms outlined in Policy Procedures.

Participation in MCCA – through meetings, events, volunteering and financial contributions – will be construed as active commitment unless a Member requests a cancellation of Membership. Members that are not actively participating will be invited to review their commitment to MCCA.

1.5 Powers of the Membership

The powers of the Membership are described in *The Societies Act*, RSA 2000, Chapter S-14, (the “Act”) which may change from time to time. In any discrepancy between the *Act* and these Bylaws, the *Act* shall prevail.

The Membership at a duly called Membership Meeting, by a Special Resolution with a minimum of 75% approval, has the exclusive authority to:

- change the objects of the Society;
- change the name of the Society;
- change the Bylaws of the Society;
- approve the dissolution of the Society.

1.5.1 Annual General Meeting

The Society shall hold an Annual General Meeting (“AGM”) in Alberta, within six (6) months of the fiscal year-end. The Board shall determine the time and location of the meeting. The meeting may be held in person, or by video call or other electronic means.

The Secretary 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 Annual General Meeting, and any business requiring a Special Resolution.

1.5.1.1 Agenda for the Annual General Meeting

The Annual General Meeting deals with the following matters:

- a) adopting the agenda;
- b) adopting the minutes of the last Annual or Special General Meeting;
- c) considering the Chairperson’s report;
- d) reviewing the financial statements setting out the Society’s income, disbursements, assets and liabilities and the auditor’s report;
- e) considering matters specified in the meeting notice;

- 189 f) considering other matters that have been submitted to the Chairperson in advance; the
190 meeting will not address new matters after the meeting has been called to order.
191 g) Electing the Directors per terms outlined in the Board Policy Manual.
192

193 1.5.2 Special General Meeting

194 The Board may call a Special General Meeting at any time and for any reason.
195

196 Any twenty-five percent (25%) of Members or Delegates may instruct the Chairperson to call a
197 Special General Meeting. The instruction must state all items of agenda to be considered at the
198 Meeting. The Chairperson must call the Meeting as instructed within sixty (60) days.
199

200 The Secretary shall send a Notice of Meeting as described in Article 1.5.1.
201

202 1.5.3 All Membership Meetings

203 The following provisions apply to both General and Special Meetings of the Membership.
204

205 1.5.3.1 Failure to Give Notice of Meeting

206 No action taken at a General meeting is invalid due to:
207

- 208 • accidental omission to give any notice to any Member;
- 209 • any Member not receiving any notice; or
- 210 • any error in any notice that does not affect the meaning.

211 1.5.3.2 Meeting Agenda

212 A Member who wishes to add an agenda item to a Meeting already called by the Board must
213 contact the Chairperson not less than five (5) days before the Meeting. Additional agenda items
214 will not be added after a Meeting has been called to order.
215

216 1.5.3.3 Quorum

217 A quorum shall be five (5) members.
218

219 A quorum is required at the beginning of the meeting and throughout the meeting. If the quorum
220 is not sustained the meeting may not proceed.
221

222 1.5.3.4 Voting

223 Only registered Members and Delegates may vote on resolutions. Each Member has one (1) vote.
224 Voting shall be by a show of hands unless a confidential ballot is requested.
225

226 Any Member or Delegate may request a confidential ballot. If a confidential ballot is requested, a
227 show of hands will be asked to determine if the confidential ballot shall proceed. A simple
228 majority will determine if a confidential ballot shall proceed. The Board shall have a confidential
229 voting process available if this is requested.
230
231
232
233
234
235
236

237 A Member may not vote by proxy.
238

239 A simple majority of the votes of the Members present decides each issue and resolution, unless,
240 according to the provisions of these Bylaws, the issue needs to be decided by a Special
241 Resolution, in which case a majority of seventy-five percent (75%) is required.
242

243 Any Member may propose a Resolution that an upcoming action shall require a Special
244 Resolution. The Resolution to approve a Special Resolution shall be determined by a simple
245 majority.
246

247 The Chair may call for a move to Table any proposed Resolution; if the vote to Table the
248 Resolution carries, then the vote on the Resolution shall not be taken.
249

250 Tied vote: in the event of a tie, the Chairperson shall have a tie-breaking vote.
251

252 *1.6 Suspension of Membership* 253

254 1.6.1 Decision to Suspend 255

256 The Board, at a meeting called for that purpose, or at a regular meeting for which the
257 consideration of a decision to suspend has been communicated to the Directors not less than
258 three (3) weeks before the meeting, may suspend a Member's Membership for not more than
259 three (3) months, for one or more of the following reasons:

- 260 a) if the Member has failed to abide by the Bylaws;
- 261 b) if the Member has been disloyal to the MCCA;
- 262 c) if the Member has disrupted meetings or functions of the MCCA; or
- 263 d) if the Member has done anything judged to be harmful to the MCCA.
264

265 1.6.2 Notice to the Member 266

267 The affected Member will receive written notice of the Board's intention to deal with whether
268 that Member should be suspended or not. The Member will receive a minimum of two (2)
269 weeks' notice before the Meeting. The notice will be sent by single registered mail to the last
270 known address of the Member shown in the records of the Society. The notice may also be
271 delivered by an Officer of the Board. The notice will state the reasons why suspension is being
272 considered.
273

274 1.6.3 Decision of the Board 275

276 The Member will have an opportunity to appear before the Board to address the matter. The
277 Board may allow another person to accompany the Member. The Board will determine how the
278 matter will be dealt with and may limit the time given the Member to address the Board. The
279 Board may exclude the Member from its discussion of the matter, including the deciding vote.
280 The decision of the Board is final.
281

282 *1.7 Termination of Membership* 283

284 1.7.1 Resignation

285
286 Any Member may resign from the Society by sending or delivering a written notice to the
287 Secretary or Chairperson or to the office of the Society.
288
289 Once the notice is received, the Member's name is removed from the Register of Members. The
290 Member is considered to have ceased being a Member on the date the name is removed from the
291 Register of Members.

292
293 1.7.2 Dissolution or Death of a Member of the Society
294

295 The Membership of a Class A organizational Member is ended upon the dissolution of the
296 Member organization.

297
298 The Membership of a Class B Member is ended upon her or his death.
299

300 1.7.3 Expulsion
301

302 The Board of Directors may, by Special Resolution, expel any Member for any cause which is
303 deemed sufficient in the interests of the Society. This decision is final. On passage of a Special
304 Resolution (75% majority), the name of the Member is removed from the Register of Members.
305 The Member is considered to have ceased being a Member on the date the name is removed from
306 the Register of Members.

307
308 1.7.4 Transmission of Membership
309

310 No right or privilege of any Member is transferable to another person or organization. All rights
311 and privileges cease when the Member withdraws, dies, or is expelled from the Society.
312

313 1.7.5 Continued Liability for Debts Due
314

315 Although a Member ceases to be a Member, by death, resignation or otherwise, he or she or it is
316 liable for any debts owing from the Member to the Society at the date of ceasing to be a Member.
317

318 1.7.6 Limitation on the Liability of Members
319

320 No Member is, in an individual capacity, liable for any debt or liability of the Society.
321

322 **2. Governance of the Society**
323

324 *2.1 Board of Directors*
325

326 The business and affairs of Society shall be managed by the Directors of the Society, who may
327 act as allowed by the *Societies Act*, these Bylaws, by Society resolution, or by other legislation
328 and may not act contrary to those devices. In any discrepancy the *Act* prevails.
329

330 The Board may hire an Administrator to carry out management functions under the direction and
331 supervision of the Board, as described in Article 2.9.
332

333 2.2 *Powers of the Board of Directors*

334

335 The power of the Board of Directors resides in the Board convened as such. No individual
336 Director retains the power of the Board of Directors, except when it is convened as such, or as
337 authorized by the role of an Officer of the Board (Article 2.8) or by Board Resolution (such as
338 the Terms of Reference of a Board committee).

339

340 The Directors may occasionally direct the Society to: purchase, donate, devise, lease or
341 otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights,
342 warrants, options, mutual funds and other securities, lands, buildings, and other property,
343 movable or immovable, real or personal, or any right or interest owned by Society, for such
344 consideration and upon such terms and conditions as the Directors may deem advisable; and to
345 enter into any agreement or declaration for the appointment of an agent and/or an attorney by
346 power of attorney for the Society.

347

348 2.2.1 *Borrowing Powers*

349

350 The MCCA may borrow or raise funds to meet its objects and operations. The Board decides the
351 amounts and ways to raise money, including giving or granting security. The MCCA may issue
352 debentures to borrow only by Ordinary Resolution of the Board confirmed by a Special
353 Resolution of the MCCA Membership.

354

355 2.2.2 *Major Capital Decisions*

356

357 The Board shall inform and consult with the Membership (but shall not require approval) for
358 major capital decisions, including to buy or sell property, or to borrow or lend money. A major
359 capital decision is defined as any transaction in excess of 25% of the total revenue from all
360 sources for the year in which the transaction happens.

361

362 2.3 *Qualifications of Directors*

363

364 A Director of the Society must be:

- 365 • at least 18 years of age; and,
- 366 • resident in Alberta.

367

368 2.3.1 *Separation of Roles*

369

370 A current employee of MCC Alberta or any other MCC may not serve as a Director.

371

372 A former employee of any MCC may not be appointed to the Board until at least twelve (12)
373 months after the termination of employment from MCC Alberta, or six (6) months after the
374 termination of employment or service with any other MCC.

375

376 A Director of MCCA must resign from the Board at least six (6) months before applying for a
377 staff position at MCC Alberta.

378

379 2.4 *Number and Selection of Directors*

380

381 A Director shall be elected by resolution of the Membership at a regularly called meeting of the
382 Society.

383
384 In keeping with the *MCCs in Canada Covenant*, the Board will attempt to recruit Directors such
385 that at least two-thirds (2/3) of the Directors in office at any time shall be Members of
386 congregations with Historical Affiliation to MCCA (Article 1.3.1.1). Nevertheless, if the
387 number of Directors from congregations with Historical Affiliation falls below that target, the
388 powers of the Board shall not be diminished, and the actions of the Board shall be valid.
389 The number of Directors shall be not more than 15 and not less than 5.

390
391 *2.5 Term of Office*

392
393 Directors shall serve for a term of three (3) years, and may be re-elected once, for a maximum of
394 six (6) years. Directors must leave the Board for at least one year before being re-elected.

395
396 The Board year is the Society's fiscal year (April – March). When a Director's term begins
397 between June 1 and January 31, that partial year shall be counted as a full year. Terms
398 beginning February 1 through May 31 will be counted as beginning April 1.

399
400 *2.6 Meetings of the Board*

401
402 The Board of Directors shall meet as often as necessary, and not less than once every three
403 months.

404
405 A meeting of Directors may be called by the Chairperson of the Board or any Director at any
406 time and the Secretary shall upon direction of any of the foregoing convene a meeting of
407 Directors.

408
409 A Director may participate in a meeting of Directors by means of telephone or other
410 communication facilities that permit all persons participating in the meeting to hear each other,
411 provided that the Society shall not be under any obligation to ensure that telephone access is
412 available for any meeting of the Board, although if provided, a Director participating in a
413 meeting by those means is deemed to be present at that meeting.

414
415 Meetings of the Board of Directors are open to appointed Delegates of Organizational Members
416 as observers. Only Directors may vote at meetings of the Board of Directors.

417
418 *2.6.1 Notice of Meeting*

419
420 Notice of the time and place of any meeting of Directors shall be communicated to each Director
421 by e-mail, postal mail, or telephone not less than two days before the meeting.

422
423 However, meetings of Directors may be held at any time without notice, if all the Directors are
424 already present, except where a Director attends a meeting for the sole purpose of objecting to
425 the transaction of any business on the grounds that the meeting is not lawfully called.

426 In giving notice of a meeting of the Board of Directors, it is not required to notify Directors of
427 agenda items in advance of the meeting.

428

429 2.6.1.1 Waiver Of Notice

430

431 Notice of meeting may be waived by any Director in writing (or e-mail) before or after the
432 specified meeting. Being present at a meeting is a waiver of notice of the meeting unless the
433 Director attends a meeting in order to object that the meeting is not lawfully called.

434

435 2.6.1.2 Omission Of Notice

436

437 The accidental omission to give notice of any meeting of Directors or any Committee does not
438 invalidate any actions taken at the meeting.

439

440 Irregularities or errors done in good faith do not invalidate acts done by any meeting of the
441 Board.

442

443 2.6.2 Quorum

444

445 A simple majority (51%) of the number of current Directors shall be a quorum at any meeting of
446 Directors and that quorum has the full power of the Board.

447

448 The Directors may not transact business at a meeting of Directors unless a quorum is present. A
449 meeting may be held to discuss business, and appropriate minutes will be recorded. However,
450 the meeting may not approve Resolutions.

451

452 2.6.3 Voting

453

454 Each Director present shall be entitled to one vote.

455

456 There shall be no Proxy votes. Except where other provisions have been made in advance,
457 Directors not present shall not vote.

458

459 Questions arising at any meeting of Directors shall be decided by a simple majority (51%) of
460 votes cast.

461

462 In the case of a tie, the Chairperson of the meeting shall take a deciding vote.

463

464 2.6.3.1 Resolution In Lieu Of Meeting

465

466 A motion in writing signed by all the Directors or affirmed by electronic mail is valid as of the
467 date of the last signature or email received by the Society.

468

469 2.6.3.2 Electronic Resolutions

470

471 A Board action taken by individual electronic communications shall be recorded as a minute of a
472 duly convened meeting. The Society shall retain print or electronic copies of all comments and
473 votes received until the minute of the resolution has been approved, usually at the next regular
474 meeting. Thereafter, the minute will be the record and the comments and votes received will be
475 destroyed.

476

477 2.6.4 Adjournment

478
479 Any meeting of Directors may be adjourned from time to time by the Chairperson of the
480 meeting, with the consent of those at the meeting, to a stated time and place. If the time and place
481 of the adjourned meeting is announced at the original meeting, additional notice of an adjourned
482 meeting is not required.

483
484 The Directors who formed a quorum at the original meeting are not required to form the quorum
485 at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original
486 meeting shall be deemed to have terminated immediately after its adjournment.

487
488 2.7 *Removal of a Director*

489
490 A Director may be removed by an Ordinary (51%) resolution of the Board at a meeting called for
491 the purpose of removal or at a regular meeting for which the consideration of a decision to
492 remove the Director has been communicated to the Directors before the meeting.

493
494 A Director who is removed from office may not continue as a Member or Delegate of the
495 Society for that year, but is eligible to be elected in a future year.

496
497 2.7.1 Resignation or Death

498
499 A Director may resign from office by giving one (1) month notice in writing. The resignation
500 takes effect either at the end of the notice or on the date the Board accepts the resignation.

501
502 A death of a Director ends the position of Director.

503
504 2.7.2 Vacated Director position

505
506 The Directors may choose to fill a vacated Director position to serve through to the next Annual
507 General Meeting at which time the position will be subject to election by the Membership of the
508 Society.

509
510 2.8 *Officers of the Society*

511
512 Officers of the Society are elected by and from the Board of Directors by a simple majority
513 (51%) per terms outlined in the Board Policy Manual.

514
515 The Officers shall include:

- 516
- 517 • Chairperson;
 - 518 • Vice-chairperson;
 - 519 • Secretary;
 - 520 • Treasurer.

521 Two offices may be held by the same person, but there shall not be fewer than three (3) Officers.

522
523 The Board may choose to create additional Officers as required from time to time.

524

525 2.8.1 Election of Officers

526

527 At the first meeting of the Board of Directors following the Annual Meeting, or when an Officer
528 vacates their office, the Directors shall elect Officers to any positions that are vacant.

529

530 2.8.2 Term of Office

531

532 Officers shall serve for a term of two (2) years, renewable to a maximum of six (6) consecutive
533 years, or for the duration of the Director's tenure on the Board, whichever is less.

534

535 2.8.3 Termination or Vacancy of Office

536

537 An Officer of the Society ends his or her office:

538

- when the Officer ceases to be a Director of the Society; or,
- when the term for which the Officer was elected expires; or,
- when the Officer is removed from office; or,
- when the Officer dies or resigns.

539

540

541

542

543 2.8.4 Removal of Officers

544

545 Any Officer of the Board may be removed by a simple majority (51%) decision of the Board.

546

An Officer who is removed from office may not continue as a Director.

547

548 2.8.5 Responsibilities of Officers

549

550 All Officers of the Society shall assume and faithfully fulfill the duties assigned them by the
551 Board of Directors from time to time. Such duties shall necessarily include those described in
552 these Bylaws and may be delegated to staff.

553

554 2.8.5.1 Chairperson

555

556 The Chairperson shall:

557

- provide leadership to the Board in fulfilling its responsibilities as described in Article 2;
- preside at meetings of the Board and the Society;
- with the Executive Director, plan and prepare meeting agendas;
- serve as the point of communication with the Executive Director; this shall include
561 ensuring that Board decisions are communicated to the Executive Director and serving as
562 a primary resource for the Executive Director;
- represent MCC Alberta in public and to its constituencies;
- represent MCC Alberta within the MCC network; this includes:
 - a. serve as a Director in the Board of MCC Canada;
 - b. serve on the Canadian Round Table forum (consisting of the six Chairs and six
567 Executive Directors of the MCCs in Canada)
- vote only when either:
 - a. the vote is by ballot, in which case the chair votes along with and at the same time
569 as all the other members, or

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571 b. the chair's vote will change the result of the vote.

572

573 The Chairperson may delegate any and all duties to the Vice-chairperson from time to time.

574

575 2.8.5.2 Vice-Chairperson

576

577 The Vice-Chairperson shall:

- 578 • assist the Chairperson as requested, and perform other responsibilities as delegated;
- 579 • in the event that the Chairperson is absent or unable to perform her or his duties, assume
- 580 all the duties of the Chairperson;
- 581 • carry out other duties as may be assigned by the Board.

582

583 2.8.5.3 Secretary

584

585 The Secretary shall:

- 586 • attend all meetings of the Society and the Board;
- 587 • maintain a complete and accurate record of meetings of the Membership and the
- 588 Directors;
- 589 • ensure Notice of Meeting for all meetings of the Board and Membership as described
- 590 herein;
- 591 • have custody of the Seal of the Society;
- 592 • manage the process of application for Membership in the Society;
- 593 • ensure that Membership fees (if any) are collected;
- 594 • maintain a Register of the Members of the Society;
- 595 • file the Annual Report;
 - 596 ○ MCCA shall on or before the last day of the month immediately following its
 - 597 anniversary month (the month in each year that is the same as the month in which
 - 598 the certificate of incorporation of the Society was issued) make a return to the
 - 599 Registrar containing:
 - 600 ▪ the address of the registered office of the Society;
 - 601 ▪ the full name and street address or postal address of each Officer and
 - 602 Director of the Society;
 - 603 ▪ any information respecting the Members of the Society as may be required
 - 604 under the Agricultural and Recreational Land Ownership Act and/or
 - 605 section 35 of the Citizenship Act.
- 606 • notify the provincial Registrar within fifteen days of any change in the registered office
- 607 of the Society;
- 608 • notify the Registrar within thirty days of any change in the name or address of an Officer
- 609 or Director of the Society;
- 610 • notify the Registrar within thirty days of any change to the Objects, name or Bylaws of
- 611 the Society, as approved by the Membership;
- 612 • notify the Registrar within thirty days of the dissolution of the Society, as approved by
- 613 the Membership.
- 614 • carry out other duties as assigned by the Board.

615

616 2.8.5.4 Treasurer

617

618 The Treasurer shall:

- 619 • ensure sound financial management of the Society’s income, disbursements, banking,
- 620 investments and assets including that the monies paid to the MCCA are deposited;
- 621 • ensure that the Society maintains accurate and adequate financial records;
- 622 • report to each Board and Membership meeting on the financial status of the Society;
- 623 • chair the Finance Policy and Audit Committee of the Board;
- 624 • lead the annual Audit;
- 625 • recommend to the Board approval of the audited statements;
- 626 • present the audited statements to the Members at the Annual General Meeting;
- 627 • carry out other duties as assigned by the Board

628

629 The Treasurer may be required to give such bond for the faithful performance of his or her duties
630 as the Directors in their uncontrolled discretion may require, and no Director shall be liable for
631 failure to require any such bond or for the insufficiency of any such bond or for any loss by
632 reason of the failure of the Society to receive any indemnity thereby provided.

633

634 2.8.6 Duties of Officers May Be Delegated

635

636 In case of the absence, inability, or refusal of any Officer of the Society to act, for any reasonable
637 reason, the Directors may delegate all or any of the authority of that officer to any other Director
638 for a specified term.

639

640 2.9 Administrator

641

642 The Board may choose to hire an Administrator (known as an Executive Director or by some
643 other title) to manage the affairs of the Society. Subject to the authority of the Board and the
644 supervision of the Chairperson, the Administrator/ Executive Director shall be responsible for
645 the general management and direction of MCCA’s business.

646

647 The Administrator/ Executive Director shall be the one employee of the Board, and shall hire,
648 supervise and support other personnel as necessary to carry out the mission and plans of the
649 Society.

650

651 In the event of the sudden absence of the Administrator/ Executive Director, the Board shall
652 within one week appoint an Acting Executive Director and shall communicate this to the staff
653 and the MCC network, in accordance with the Emergency Management Plan outlined in the
654 Board Policy Manual.

655

656 2.10 Payment for Services

657

658 No Member, Director or Officer of the MCCA receives any payment for serving as a Member,
659 Director or Officer.

660

661 Reasonable expenses incurred while carrying out duties of the MCCA may be reimbursed upon
662 Board approval.

663

664 2.11 Protection and Indemnity of Directors and Officers

665
666 Each Director or Officer holds office with protection from the MCCA. The MCCA indemnifies
667 each Director or Officer against all costs or charges that result from any act done in this role for
668 the MCCA. The MCCA does not protect any Director or Officer for acts of fraud, dishonesty, or
669 bad faith.

670
671 No Director or Officer is liable for the acts of any other Director, Officer or employee. No
672 Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or
673 wrongful act of any person, firm or corporation dealing with the MCCA. No Director or Officer
674 is liable for any loss due to an oversight or error in judgment, or by an act in her or his role for
675 the MCCA, unless the act is fraud, dishonesty or bad faith.

676
677 Directors or Officers can rely on the accuracy of any statement or report prepared by the
678 Society's auditor. Directors or Officers are not held liable for any loss or damage as a result of
679 acting on that statement or report.

680 681 2.12 Board Committees

682
683 The Board may from time to time establish Standing or *Ad Hoc* committees to assist with Board
684 business. The committees will meet from time to time as necessary for each committee but not
685 less than once per year.

686
687 A committee Member may participate in a committee meeting by means of telephone, or by
688 video call, or other electronic communication facilities that permit all persons participating in the
689 meeting to hear each other, provided that the MCCA shall not be under any obligation to ensure
690 that telephone access or other electronic access is available for any meeting of the committee,
691 although if provided, a committee Member participating in a meeting by those means is deemed
692 to be present at that meeting.

693
694 Notice of the time and place of any committee meeting shall be communicated to each Member
695 by e-mail, postal mail or telephone not less than two (2) days before the meeting.

696
697 A committee Member may waive formal notice of a meeting.

698
699 Irregularities or errors done in good faith do not invalidate acts done by any meeting of any
700 committee.

701
702 The Board shall, for each committee, develop and approve a *Terms of Reference* describing the
703 mandate, objectives, and scope of the committee's work.

704
705 Committees of the Board may include individuals who may or may not be Members or Delegates
706 of the Society, who are committed to supporting the vision and mission of MCCA.

707
708 Committees of the Board shall include at least one Director, who may or may not serve as Chair
709 of the committee.

710 711 2.12.1 Audit and Finance

712

713 In accordance with the *MCCs in Canada Covenant* there shall be a Standing Committee led by
714 the Treasurer and with responsibility for the audit and financial management.

715

716 **3. Financial Management**

717

718 The Registered Office of the MCCA is located at the head office of the MCCA. Another place
719 may be established at the Annual General Meeting or by Ordinary Resolution of the Board, as
720 long as this change is communicated to the Registrar within 30 days of the change.

721

722 **3.1 Fiscal Year**

723

724 The fiscal year of the Society is April 1 – March 31.

725

726 The Board may by Ordinary Resolution change the fiscal year.

727

728 **3.2 Banking and Authorized Signing**

729

730 The Board shall by Ordinary Resolution authorize all bank accounts.

731

732 The Board shall by Ordinary resolution authorize all signers from time to time on MCCA's bank
733 accounts. All bank and investment transactions shall require two joint signatures.

734

735 All contracts of the MCCA must be signed by the Officer(s) or other persons authorized to do so
736 by Ordinary Resolution (51%) of the Board.

737

738 The Board's approval of the annual Budgets (operating and capital) shall constitute authority to
739 incur expenses as budgeted.

740

741 **3.3 Audit**

742

743 The Board shall annually appoint a CPA firm in public practice as Auditor for the Society, and
744 shall present a Board-approved, audited financial statement for the previous year at the AGM.

745

746 **3.4 Access to Financial Records**

747

748 Each Director shall at all times have access to the books and records of MCCA.

749

750 The books and records of MCCA may be inspected by any Member or authorized Delegate at the
751 head office of MCCA by request, upon being given at least two (2) weeks' notice, and at a time
752 satisfactory to the Executive Director, Treasurer, or another Member of the Board.

753

754 **4. Affiliation**

755

756 MCC Alberta operates under the MCC brand and trademark, which is owned in Canada by MCC
757 Canada.

758

759 A key component of MCC Alberta’s mission is to raise funds for the international work of MCC,
760 which is supported through funds forwarded from the provincial MCC Societies to MCC
761 Canada.

762
763 MCC Alberta is affiliated with MCC Canada and the other provincial MCC Societies through the
764 *MCCs in Canada Covenant*, which describes the arrangements by which the separate and
765 sovereign Societies operate under a shared brand, trademark, vision and mission.

766

767 ***5. Amendments to the Bylaws***

768

769 These Bylaws can be altered or rescinded only by Special Resolution (75% majority) of the
770 Members at a duly called Annual or Special General Meeting.

771

772 Notice of any proposed changes to the Bylaws shall be submitted to the Membership at least
773 twenty-one (21) days prior to the date of the Annual or Special General Meeting of the
774 Membership. The amended Bylaws take effect after approval of the Special Resolution by the
775 Membership and acceptance by the Registrar.

776

777 ***6. Dissolution of the Society***

778

779 Dissolution of the Society can be decided only by a Special Resolution (75% majority) at a duly
780 called Annual or Special General Meeting of the Membership. Once dissolution has been
781 approved, the Society must apply to the Registrar to have the Society dissolved.

782

783 In the event of the dissolution of the Society, any assets and/or surplus funds remaining after all
784 debts and liabilities are discharged, shall be distributed and disposed of to charitable
785 organizations that carry out charitable work in Canada. Members are to select the organization
786 to receive the assets by Special Resolution. In no event do any Members receive any assets. The
787 MCCA does not pay any dividends or distribute its property amongst its Members.