

**ALBERTA FOSTER AND KINSHIP ASSOCIATION
BYLAWS**

(Hereinafter referred to as the “Association”)

WHEREAS the Association has as its principal objectives to the benefit of all Albertans generally: to provide supports and services to foster and kinship caregivers; and to promote the concept and quality of foster and kinship care.

AND WHEREAS the Association acts as a collective voice and central resource for all foster and kinship caregivers in Alberta;

AND WHEREAS the Association acts as an advocate for foster and kinship homes through: education, support, and awareness programs and services;

AND WHEREAS the Association acts in the development, administration and maintenance of programs for children in care of the Director of the appropriate Government Ministry;

AND WHEREAS the Association is duly registered pursuant to the laws in force in the Province of Alberta;

AND WHEREAS the Association wishes to further serve its membership by enacting a new set of Bylaws, which Bylaws will enable the Association to conduct its affairs more efficiently;

The following Bylaws shall be the Bylaws of the Association.

The Head Office of the Association shall be in the City of Edmonton, in the Province of Alberta, and at such place thereafter as the Board of Directors (called the “Board”) may from time to time determine.

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1) MEMBERSHIP

A. CLASSES OF MEMBERSHIP

There shall be three (4) classes of members, as follows:

- (1) Foster and Kinship Caregiver Members: To be eligible for Foster and Kinship Caregiver Membership in this Association any individual who is licenced by the appropriate Government Ministry or equivalent and who meets the eligibility criteria as established by the Association from time to time may apply for instatement.
- (2) Associate Members: To be eligible for Associate Membership in this Association any individual who meets the eligibility criteria as established by the Association from time to time may apply for instatement. These members may not vote on any matters of the Association.
- (3) Lifetime Member: To be eligible for Lifetime Membership in this Association any individual who has made a significant contribution to the Association and has been recognised by the Association, may be awarded this form of Membership.
- (4) Corporate/Agency Member: Corporate and Agency Members receive the benefits of Association members, including discounted rates for their staff (not caregivers) to attend Association functions but are not voting members.

2) VOTING OF MEMBERS

Each Foster and Kinship Caregiver Member and Lifetime member shall be entitled to one vote on all matters of the Association.

At all meetings of members every question shall be decided by a majority of the votes of the members entitled to vote as present, and voting in person unless the matter is submitted to the membership on the basis of proxy voting or mail-in ballot or unless otherwise required by the bylaws of the Association, or pursuant to law.

Every question, except as otherwise set forth in these bylaws, shall be decided in the first instance by a show of hands, unless a secret ballot is demanded by a voting member at the meeting or unless the matter is to be decided by a mail-in-vote. Upon a show of hands, every member entitled to vote shall have one vote, and unless a secret ballot is demanded, a declaration by the chairperson of the meeting that a resolution has been carried or not carried and an entry to that effect in the minutes of the Association shall be admissible in evidence as conclusive proof of the fact without proof of the number or proportion of votes accorded in favour of or against the resolution. The demand for a secret ballot may be withdrawn, but if a secret ballot is demanded and not withdrawn, the question shall be decided by a majority of

votes given by the members entitled to vote that are present and the secret ballot shall be taken in such manner as the chairperson of the meeting shall direct and the result of the secret ballot shall be deemed the decision of the members in general, meeting upon the matter in question. In case of an equality of votes at any general meeting or special meeting, whether upon a show of hands or by mail-in vote or at a secret ballot, the President of the Association or such person as in the chairperson of the meeting shall be entitled to a second or deciding vote.

3) VOTING BOARD

Questions arising at any meeting of the Board shall be decided by a majority of votes. In case of an equality of votes, the Chairperson of the meeting shall have the deciding vote. All votes at any such meeting shall be taken by ballot if so demanded by any director present, but if no demand is made, the vote shall be taken in the usual way by assent or dissent. A declaration by the chairperson of the meeting that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution.

4) FEES

Each member shall pay the membership fees as shall be determined, from time to time, by the Board.

5) RIGHTS, DUTIES AND REMOVAL OF MEMBERS

A. Any member may be removed for any reasons, including but not limited to misconduct or conduct unbecoming of a member upon resolutions passed by a two-thirds majority vote of the directors present and voting at a meeting of the Board called for that purpose.

1. The member shall be notified forthwith and shall be given thirty (30) days in which to present a response to the Association.

B. Each member shall be governed by the Association's objectives subject to review by the Board of Directors, any membership shall cease forthwith in the event that such member is no longer interested in the objectives of the Association as set out in the application for memberships.

C. Any member wishing to withdraw from membership may do so upon notice in writing to the Association.

6) OFFICERS AND TERMS OF OFFICE

The affairs of the Association shall be managed by the Board, which consists of not more than sixteen (16) members, which includes a director from each region as outlined by the appropriate Government Ministry and from Treaties 6, 7 & 8.

- A. All Positions on the Board shall be filled by Foster and Kinship Caregiver Members or Lifetime Members of the Alberta Foster and Kinship Association in good standing.
- B. The President and/or Vice-President shall be elected for a two (2) year term with the opportunity to run for further terms.
- C. The election of the President and/or Vice-President may be done by mail-in vote in which instance, the Association shall deliver to the members not later than 90 days prior to the date set for such an election, a nomination form for completion and return to the Association Head Office. The nomination form shall be in the form approved by the Board of Directors and shall require that nominations be received by the Association for the positions of President and/or Vice-President not later than 60 days prior to the date set for such an election. Upon receipt of the nomination forms, if any, and not later than 45 days prior to the election, the Association shall be caused to be delivered to the membership entitled to vote, a ballot for completion and return to the Association or its designates, by the member entitled to vote. The Association shall limit the time for receipt of the ballots in such a mail-in vote to a period not later than 14 days prior to such election. The Association shall accept no mail-in votes after the 14 days prior to the election and on the date set for the election, the Members entitled to vote in attendance at the election, shall, if they have not voted by mail-in ballots, be entitled to vote as set forth in these Bylaws. The Association shall not be entitled to receive nominations for President and/or Vice-President after the 60 day time period set forth in these Bylaws nor shall the Association or its designate be entitled to receive mail-in votes after the 14 day period set forth in these Bylaws.
- D. Where reference is made in these Bylaws to time restriction, the time restriction will be deemed to have expired at 11:59 p.m. on the day allotted for any act.
- E. The members of the Association entitled to vote may, by resolution passed by at least two – thirds of the votes cast at a general meeting of which notice specifying the intention to pass the resolution has been given, remove any director before the expiration of the director’s term of office, and may, by a majority of the votes cast at that meeting elect any qualified person in the stead of such director for the remainder of the term.
- F. The Directors of the Board shall be elected for a two (2) year term by a majority vote of the members from the region(s) represented.
- G. No employee of the Association may be a member of the Board of the Association.

7) VACANCIES: BOARD

- A. Vacancies on the Board, however caused, may, so long as a quorum of Directors remain in office, be filled by the Board from among the members of the Association, if they see fit to do so, otherwise the vacancy shall be filled at a meeting of the Regional Foster and Kinship Caregiver Association or equivalent.

- B. The position of President, Vice-President, and Director shall be vacated if the President, Vice-President, or Director:
 - 1) Ceases to be a member of the Association as provided for in the Bylaws.
 - 2) Resigns office by notice in writing to the Association, or;
 - 3) Has been absent, without being excused by resolution of the Board, from three (3) consecutive meetings of the Board.
- C. A member of the Board who is under assessment cannot represent the Board during the time of the assessment. Once a resolution has occurred, the Board Member may resume duties or resign as required.

8) DUTIES OF PRESIDENT

- A. The President or delegate is responsible for the overall performance of the society, supervises the Executive Director, and is Chairperson of the Board.
- B. The President shall, when present, preside at all meetings of the members of the Association and the Board. The President, subject to the authority of the Board, shall have general supervision of the affairs and business of the Association. The President, with all other offices appointed by the Board for the purpose, shall sign all Bylaws. The President shall be ex-officio, a member of all committees, except the nominating committee, the President shall perform such other duties as may from time to time be determined by the Board.

9) DUTIES OF VICE-PRESIDENT

- A. The Vice-President presides at meetings in the President's absence. If the Vice-President is absent, the Directors shall elect a Chairperson for the meeting.
- B. In the event that the President is no longer able to act in his/her capacity, the Vice-President will assume the responsibilities of the President for the remainder of the President's term.
- C. In the event that the President and Vice-President are both unable to act, the Board shall appoint a President and Vice-President to serve the remainder of their term.
- D. The Vice-President shall not be a member of the Nominating Committee.
- E. The Vice –President may replace the President at various functions when asked to do so by the President.
- F. The Vice-President carries out other duties assigned by the President.

10) DUTIES OF THE BOARD OF DIRECTORS

The Board of Directors has responsibility for providing overall direction through:

- 1) Setting policies and procedures.
- 2) Monitoring of performance achievements.
- 3) Appointing and evaluating the Executive Director.
- 4) Liaising with elected stakeholders.
- 5) Interacting with members they represent.

Each director implements responsibilities as a member of the Association team.

The Association shall create a Nominations Committee for the purpose of preparing for and conducting the election of President and/or Vice-President.

11) EXECUTIVE DIRECTOR

The Board may, from time to time, appoint an Executive Director and may delegate to that person the authority to manage and direct the business and offices of the Association as the Board may determine (except for the matters and duties as must, by law, be transacted or performed by the Board or by the members). The Executive Director shall report on the affairs of the Association as may be required, from time to time, by the Board.

12) OFFICERS OF THE ASSOCIATION

There shall be a President, Vice-President and such officers as the Board may determine from time to time. No such person may hold more than one position on the AFKA Board of Directors.

13) POWERS OF DIRECTORS

- A. The Board shall have full power with respect to all affairs of the Association and, subject to the provision of Amendment, no Bylaw or Resolution passed or enacted by the Board, or any other action taken by the Board, requires confirmation or ratification by the members of the Association in order to become valid or to bind the Association. Without limiting the generality of the powers of the Board as set out in these Bylaws, the Board shall have the power to pass without any confirmation by the members all necessary rules and regulations related in any way to the operations of the Association, including, without limitation, conduct of members, rules of order for meetings and all other aspects of operation of the Association.
- B. In the event that a Director of the Board is unable to attend a meeting of the Board, he/she may send a delegate to attend the meeting. The delegate shall have the same voting rights and responsibilities at the meeting as the Director who is not able to attend. The delegate shall be a voting member of the AFKA in good standing.

14) REMUNERATION OF BOARD MEMBERS

The President, Vice-President, Past President or Directors of the Board shall receive no remuneration for acting in their capacity as members of the Board, but any member of the Board shall be entitled to compensation for any expenses incurred by them upon proof of such expenses.

15) BOARD MEETINGS: QUORUM

- A. Fifty (50%) percent of the Elected Board shall form a quorum for the transaction of business. The Board may hold its meetings at the head office of the Association or at any place or places as it may, from time to time, determine. No formal notice of any such meeting is necessary if all the Directors are present, or if those absent have signified their consent to the meeting being held in their absence. Meetings of the Board may be called by the President, Vice-President, or Past-President or by any two (2) Directors or by the Executive Director on direction of any of these officers.

- B. The President shall act as chairperson of the meetings and in the event that the President is unable to act, the Vice-President shall act as chairperson, otherwise a majority of the Directors shall elect a chairperson for the purposes of that meeting only. Notice of such meetings shall be delivered by telephone, email, mail or fax to each member of the Board not less than five (5) days before the meeting is to take place. Notice of such meetings shall also be placed on the Associations webpage. The statutory declaration of the Executive Director or President that notice **has** been given pursuant to this Bylaw shall be sufficient and conclusive evidence of the giving of such notice. The Board may appoint a day or days in any month or months for regular meetings, at an hour to be named, and of such regular meeting no notice need be sent. A meeting of the Board may also be held, without notice, immediately following the Annual General Meeting of the Association. The Board may consider or transact any business, either special or general, at any meeting of the Board. At any meeting of the Board, provided a quorum existed at the time when the meeting was called to order, a quorum shall be deemed to have existed throughout the meeting but in no event shall a quorum be constituted if less than 50% of the elected members of the Board are present at any time during the meeting.

*BOARD MEETING shall be defined as all meetings attended by the Board Members in person or by teleconference, as pre-arranged.

16) ERRORS IN NOTICE, BOARD

No error or omission in giving the notice for a meeting of the Board shall invalidate the meeting or invalidate or make void any proceedings taken or had at the meeting or Director may, at any time, waive notice of the meeting and may ratify and approve of any or all proceedings taken or had at the meeting.

17) ANNUAL AND OTHER MEETINGS OF MEMBERS

- A. The Association shall hold an Annual General Meeting on or before the 31st of December in each calendar year.

- B. The Annual or any other General Meeting of the members shall be held at the head office of the Association or elsewhere in Alberta as the Board may determine and on such day as the Board shall appoint.
- C. At every Annual General Meeting, in addition to any other business that may be transacted, the Annual Report of the Board, the Financial Statement and report of the auditors shall be presented and the Directors shall be installed. The members may consider and transact any business either special or general without any notice of it at any meeting of the members. The Board or the President shall have the power to call at any time, a General Meeting of the members of the Associations. No public notice or advertisement of members meetings, Annual or General shall be required, but notice of the time and place of every such meeting shall be given to each member by sending the notice by prepaid mail, email or fax, thirty (30) days or more before the time fixed for the holding of the meeting.
- D. Special meetings of the Association may be called at any time upon the written request of five (5) voting members made to the President. Not less than fifteen (15) days notice shall be given to all members, together with a detailed agenda which properly outlines the purpose of the meeting.

18) NOTICE

Whenever under the provisions of the Bylaws of the Association notice is required to be given, unless otherwise provided in this Bylaw, the notice may be given either by phone, e-mail, meeting notices, bulletin boards, newsletters, announcements at regularly scheduled meetings or electronically (email, website, social media etc.). Every effort will be made to notify all interested parties and members of the Association of upcoming meetings.

19) ERRORS OR OMISSION IN NOTICE

No error or omission in giving notice of any Annual or General Meeting or any adjourned meeting, whether Annual or General, of the members of the Association shall invalidate the meeting or make void any proceedings taken at it and any member may at any time waive notice of any of these meetings and may ratify a proceeding of the meeting. For the purpose of sending notice to any member or Director for any meeting or otherwise, the address of any member or Director shall be at the person's last address recorded on the books of the Association.

20) ADJOURNMENTS

Any meetings of the Association or of the Board may be adjourned to another time and the business may be transacted from the original meeting from which the adjournment took place. No notice shall be required of any adjournment. The adjournment may be made in spite of no quorum being present.

21) QUORUM OF MEMBERS

A quorum for the transaction of business at any meeting of members shall consist of at least twenty (20) Voting Members present in person. At any meeting of the members, provided a quorum existed at the time when the meeting was called to order, a quorum shall be deemed to have existed throughout the meeting but in no event shall a quorum be constituted if less than fifteen (15) Voting Members are present at any time during the meeting.

22) COMMITTEES

The Board may appoint such committees as it, from time to time, considers advisable.

23) POWERS OF COMMITTEES

No committee shall have the power to act for or on behalf of the Association or otherwise commit or bind the Association to any course of action. Committees shall only have the power to make recommendations to the Board, or to the members, as the Board may, from time to time, direct.

24) MEMBERSHIP ON COMMITTEES

Members of committees shall be appointed by, and hold office at the discretion of the Board.

25) REPORTS OF COMMITTEES

Each committee shall submit to the Board such reports as the Board may, from time to time, request. In any event, each committee shall submit an Annual Report to the Board at such time as the Board may, from time to time, determine.

26) EXECUTION OF DOCUMENTS

Licenses, contracts and engagements on behalf of the Association, may be signed by the President, Vice President or the Executive Director.

Any two (2) of the President, Vice President, the Executive Director, or any persons from time to time designated by resolution of the Board may vote or transfer any land, all shares, bonds or other securities from time to time transferred to the Association and may make, execute and deliver all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys or make or accept transfers of shares, bonds or other securities on the books of any corporation.

In spite of any provisions to the contrary contained in the Bylaws of the Association, the Board may at any time, by resolution, direct the manner in which and the person or persons by whom any particular instrument, contract or obligation of the Association may or shall be executed.

27) TRUSTEES

The Board may, by resolution, appoint trustees to hold the property of the Association in trust for the Association and may determine the terms of any such trust. Any persons authorized by the Board to do so may execute any such trust agreement on behalf of the Association.

28) BOOKS, RECORDS AND REPORTS

The Board shall see that all necessary minutes of proceedings, books and records of the Association required by the Bylaws of the Association or by any applicable statute or law are regularly and properly kept and the custody of all such minutes of proceedings, books and records shall be kept at the Head Office.

The custody of the seal of the Association shall be kept at the Head Office and use of the seal shall be as deemed appropriate by the Board from time to time

The books and records of the Association may be inspected by any member in good standing upon no less than 24 hours' notice to the Head Office and such inspection shall occur between the hours of 8:30 A.M. and 4:30 P.M. on any weekday which is not normally a holiday.

29) BANKING

All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by the agent or agents of the Association and in the manner as shall from time to time be determined by resolution of the Board and any two (2) of the agents may endorse notes and drafts for collection on account of the Association through its bankers, and any one of the said agents may alone endorse notes and cheques for deposit with the Association's bankers for the credit of the Association, or they may be endorsed "for collection" or "for deposit" with the bankers of the Association by using the Association's rubber stamp for the purpose. Any one of the agents appointed may arrange, settle, balance and certify all books and accounts between the Association and the Association's bankers and may receive all paid cheques and vouchers and sign all bank forms or settlement of balances and release or verification slips.

30) DEPOSIT OF SECURITIES FOR SAFEKEEPING

The securities of the Association shall be deposited for safekeeping with one or more banks, trust companies or other financial institutions to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Association signed by the officer or officers, agent or agents of the Association, and in the manner as shall from time to time, be determined by resolution of the Board and the authority may be general or confined to specific instances. The institutions, which may be selected as custodians of the Board, shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds of them.

31) INDEMNIFICATION OF DIRECTORS

All directors and their heirs, executors and administrators, and estate and effects, respectively, shall at all times, be indemnified out of the funds of the Association, from:

- A. All costs whatsoever that the person incurs in any proceeding that is brought against the person for anything whatsoever, made, done or permitted by the person in the execution of the duties of the office; and
- B. All other costs that the person incurs in or in relation to the affairs of the Association, except the costs occasioned by the person's own wilful neglect.

32) BORROWING AND AUDITS

- A. The Association shall have full powers to borrow as deemed appropriate by the Board from time to time. Upon special resolution of the members, the Association may issue a debenture or like security but only upon the sanction of a special resolution of the Members of the Association. The Association shall appoint a duly qualified Auditor from time to time to conduct an audit of the books of the Association upon the completion of the Association's fiscal year end which shall be March 31st of each and every year and such audited financial statement shall be presented to the members for approval at the next Annual General Meeting of the Association. Such Auditor shall be appointed subject to majority Board approval.
- B. The Association shall, in addition to membership fees, raise capital through fund raising efforts.

33) AMENDMENT

Members may by special resolution, amend, repeal, or re-enact any Bylaw of the Association and any amendment, repeal or re-enactment, unless in the meantime confirmed by a three-quarter vote cast at a General Meeting of the members called for that purpose, shall not be effective until confirmed by the members at the next Annual Meeting for which notice thereof was properly and duly given.

34) DISSOLUTION

In the event of dissolution or closure of the Alberta Foster and Kinship Association, all remaining assets after payment of liabilities, shall be distributed to one or more recognized Charitable Organizations in the Province of Alberta and this provision is unalterable.

DATED this 24th day of October, A.D. 2020.