

# Edmonton Neighbourhood Watch Program Society Bylaws As of 2009 – 12 – 10

## 1.0 Name

The name of the society is the “**EDMONTON NEIGHBOURHOOD WATCH PROGRAM SOCIETY**”; hereinafter referred to as the ‘Society’.

## 2.0 Objectives

**2.1 Our mission** is to improve the quality of life within all Edmonton communities through the fostering of an educational and cooperative crime prevention program, at the neighbourhood level by working to encourage awareness and participation.

**2.2 Our mandate** for the program is to be proactive in addressing community problems and in cooperation with residents of Edmonton provide them with information and skills to protect themselves and their property from the threat of crime.

**2.3 Our values** include:

- community cohesiveness;
- the importance of education, stewardship, and leadership;
- crime prevention and deterrence; and
- communication with all our members and the community at large.

## 3.0 Interpretation

**3.1 “The program”** will also mean the Edmonton Neighbourhood Watch Program Society.

**3.2 Boundaries:** the program will encompass the incorporated boundaries of the City of Edmonton.

- 3.3 Gender:** wherever masculine or feminine gender context is used in these Bylaws, they will be construed in the same context.
- 3.4 Executive** will mean those Officers as referred to in Section 7.1 of these Bylaws
- 3.5 A Special Resolution:** is a resolution (motion), where 21 days notice is duly given of the meeting to deal with this resolution, specifying the intention or purpose of such resolution. The resolution is carried if passed by a  $\frac{3}{4}$  (three/quarters) majority of the members present and eligible to vote. A ‘special resolution’ is required as specified under these Bylaws.
- 3.6 Security Clearance:** means an applicant for membership and the other occupants of the home have been checked through the Canadian Police Information Centre (CPIC) and no one in the home has a known criminal record.

## **4.0 Membership**

- 4.1** Any person residing within the boundaries of the City of Edmonton may apply to become a member. This person must agree to the adherence of these Bylaws.
- 4.2.** Yearly membership fees will be established at the Annual General Meeting.
- 4.3** Any member may withdraw their membership by giving written notice to their Zone Leader, or to the business office. Any annual membership fees are not refundable.
- 4.4** The Membership Committee or designate will review all new memberships and will have the right to determine whether this person will become a member based on the membership policy as established by the Board of Directors. If the membership is rejected, the applicant may appeal that decision to the Executive committee.
- 4.5** Any member ceases to hold membership upon moving to a primary residence outside the City of Edmonton.

## 5.0 Meetings

- 5.1 The Annual General Meeting** of the program will be held before the end of March, in each year, at such time and place as the Board of Directors will decide.
- 5.2** The President may, whenever deemed necessary, convene a **Special General Meeting**.
- 5.1.1** The President will upon the written request of 10% or more of the community zone leaders, submitted to the secretary, convene a Special General Meeting.
- 5.2.2** All such notices will express the objective of the meeting.
- 5.2.3.** The President must convene the Special General Meeting within 21 calendar days from the receipt of the written request
- 5.3 Notice** of any General or Special General Meeting will be given to all members, at least 21 calendar days prior to such meetings.
- 5.4 Quorum** for any general or Special Meeting will be 20 members. If quorum is not present, the meeting will stand adjourned to the same day of the following week, at which time whoever is there will constitute a quorum.
- 5.5** The accidental omissions to give notice of any meeting to any member will not invalidate the proceedings of such meeting.
- 5.6** All Annual, General or Special General Meetings will be open to the public. Only members will be entitled to vote. Any person, other than a member cannot take part in debates or address the meeting without the permission of the chair.
- 5.7 Board of Directors Meetings:**
- 5.7.1** The President will call a Board of Directors meeting at least once a month, except July and August.
- 5.7.2** Meetings of the Board of Directors will be held as often as the business of the program requires.

- 5.7.3** A special meeting of the Board of Directors will be called on the written request of any five members, being delivered to the President, or in their absence to the Vice-President. The request will state the business to be brought forth. The meeting will be convened within ten days of the receipt of the request if notice is to be mailed to each member of the Board of Directors or within seven days notice if given by telephone.
- 5.7.4** The quorum of a Board of Directors meeting will consist of a minimum of four members of the Board or their properly designated (Board approved) alternates. No business will commence unless a quorum is present.
- 5.7.5** The Board of Directors may vote and conduct business by email or other electronic methods when necessary.

## **6.0 Vote Of Members**

- 6.1** Only members of the Society will be entitled to vote at any meeting.
- 6.2** All voting at elections when an office or position is contested will be by secret ballot. The results will be announced, with no announcement of the numerical results.
- 6.3** The chairman of the meeting will not vote on any motion unless the vote is tied or in the event of a secret ballot. In the event of a tie on a secret ballot the motion is defeated.

## **7.0 Board of Directors**

- 7.1** The Societies' Board of Directors will consist of the following positions:

**Executive Officers:**

- President
- Vice-President
- Secretary
- Treasurer
- Past President
- Director at Large

- 7.2** All Board of Directors Officers and Directors will be members of the program and are to be elected at the Annual General Meeting.
- 7.3** The **term of office** will be for two years and such elections will be staggered.
- 7.4** The President and Treasurer will be elected in odd numbered years. The Vice President, Secretary, and Director at Large will be elected in even years.
- 7.5** The transition of the Board of Directors members will occur within seven calendar days of the Annual General Meeting.
- 7.6** Any member of the Board of Directors may hold more than one position but will have only one vote.
- 7.7** The Board of Directors will, subject to these bylaws, have full control and management of the business and affairs of the program.
- 7.8** In the case a member of the Board of Directors dies, resigns or ceases to be a member, or for any reason becomes unable or ineligible to attend to the duties of his office, the vacancy created may be filled by an appointee. The Board of Directors, by a majority vote, may appoint a person to fill the remaining portion of the term of office.
- 7.9** The offices of a Board member will be considered vacant if they are absent from three consecutive Board meetings without excuse.

## **8.0 Duties of Officers and Directors**

- 8.1 General Responsibilities and Authority** include the interpretation of the Bylaws, responsibility for the trusteeship of the well being and continuity of the Society, prepare policy, and ensure the efficient and sustainable operation of the program.
- 8.2 President:** The President will preside at all Board of Directors, Executive and/or General Meetings and will be an ex-officio member of all committees. The President will be responsible for

the overall operations and policies of the program, its employees and the Board of Directors.

**8.3 Secretary:** The Secretary will take and keep accurate minutes of all Board of Directors, Executive and/or General Meetings, and be custodian of the society's records pertaining to that office. The Secretary will have charge of the Seal of the Society.

**8.4 The Treasurer will:**

**8.4.1** Receive all moneys collected or otherwise received on behalf of the program and issue receipts where applicable.

**8.4.2** Deposit the funds of the program in a Chartered Financial Institution(s)

**8.4.3** Pay all approved accounts and keep receipts and vouchers.

**8.4.4** Together with a second appointed signing authority, sign on behalf of the program all invoices, notes, cheques, debentures, and all other papers and documents which pertain to the finances of the program.

**8.4.5** Report the financial position of the program at all Board of Directors meetings.

**8.4.6** Produce a duly audited financial report to the Annual General Meeting of the preceding fiscal year. A qualified accountant, appointed at the Annual General Meeting will prepare this report.

**8.4.7** Prepare a program budget for the upcoming calendar year, and present it to the Board of Directors for perusal and to the Annual General Meeting for approval.

**8.5 Vice President:** This Officer will assist the President and act in the place of the President, if for some reason the President is unable to discharge their duties.

**8.6 Director at Large:** This Director will fill any vacant position on the Board of Directors if they arise. In the interim they will assist with the delivery of various programs and activities.

- 8.7 Past President:** This individual will have charge of the following Committees:
- Nominations Committee
  - Past Presidents Advisory Committee
- 8.8 Executive Director:** This individual will be appointed by, and be accountable to, the Board of Directors. Although not a member of the Board, the Executive Director may attend board meetings and will be responsible for implementing the Board's decisions, as well as for organizing communications, educational programs, crime prevention materials, and other resources. The Executive Director will oversee the activities of the Divisional Directors and District Representatives. Employment terms and remuneration for this individual will be determined by the Board.
- 8.9 Divisional Directors:** There will be five or more Divisional Directors as required to coincide with the divisional organizational structure of the Edmonton Police Service, or as directed by the Executive Committee. Divisional Directors are appointed by the Board of Directors, but are not members of the Board. They will act as liaison between ENW members and their EPS division, and will perform other duties assigned by the Executive Director.
- 8.10 District Representatives:** There will be 20 or more District Representatives as required to coincide with the district organizational structure of the Edmonton Police Service, or as directed by the Executive Committee. Individuals will be appointed by the Board of Directors, but are not members of the Board. They will perform duties assigned by the Executive Director.
- 8.11 Police Information Checks:** All members of the Board of Directors, the Executive Director, Divisional Directors, District Representatives, and anyone else in a position of trust will be required to submit to a Special Enhanced Police Information Check conducted by the Edmonton Police Service. Each person's Police Information Check should be renewed every two years.
- 8.12 Protection and Indemnity of Directors and Officers**
- 8.12.1** 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.

**8.12.2** 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 the 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.

**8.12.3** 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 that statement or report.

## **9.0 Inspection of Records**

**9.1** The books and records of the program may be inspected by any member provided for herein or at any time upon giving five days written notice and arranging a time satisfactory to the Board member having charge of them. This request must be complied with in seven days or at time suitable to those requesting such inspection. Members of the Board of Directors will at all times have access to such books and records for inspection.

## **10.0 Financial Matters**

**10.1** No member of the Board of Directors or program members will expend any money of the program or incur any indebtedness on behalf of the program, without express approval given by the Executive.

**10.2** All moneys received or collected by any member on behalf of the program will be immediately turned over to the Treasurer.

**10.3** The **fiscal year** of the program will end on the 31st day of December of each year.

- 10.4** No member of the Board of Directors or a committee will be entitled to receive any financial remuneration for their services, except receipts out of pocket expenses with approval of the majority of the Executive.
- 10.5 Borrowing Powers:** With the authority of a Special Resolution, the program may borrow or secure the payment of money in such manner, as it requires for carrying out its objectives.
- 10.6 Signing Officers** for the program will be any two of the following: the President, Vice President, Secretary, and/or the Treasurer.
- 10.7** All bills, notes, cheques, debentures, and other documents pertaining to finances of the program, along with all contracts and documents requiring execution for the program will be signed by the Treasurer and one other designated signing officer.
- 10.8** No two residents of the same household or family will have signing authority for the program.

## **11.0 COMMITTEES**

- 11.1** The General Membership, President or the Board of Directors can create a standing or ad hoc committee to deal with any matter pertaining to the program, appoint a chairperson to administrate the committee, and report to the Board of Directors.
- 11.2** Each chairperson will select their committee, subject to the approval of the Board of Directors. Members of the committee will be recorded, with name, address, phone number, and email address (if known), and the list forwarded to the program within seven days of the appointments.
- 11.3** No committee will expend any money, incur any indebtedness, sell or dispose of any of the Society's property, without the authority of the Board of Directors.

- 11.4** The Board of Directors may prepare and issue such directives as it deems necessary for the effective operation of any committee and it is the duty of the Committee Chairperson to ensure the directive is adhered to.
- 11.5** The committee Chairperson will provide the Treasurer with a detailed account of expenditures.

## **12.0 Rules of Order**

- 12.1** *“Roberts Rules of Order” – Most Current Edition* will govern the conduct of business for all meetings of the program, where the Bylaws are silent on an issue.

## **13.0 Amendments to the Bylaws**

- 13.1** These Bylaws may be rescinded, altered, or added to through a Special Resolution of the Society, as provided for in these Bylaws.
- 13.2** Individual members wishing to recommend changes to these bylaws may do so by providing the following information in writing at least 60 days prior to a General Meeting:
- The Article for which change is desired
  - The wording of the recommended change
  - Justification for the change.
- The recommendation will then be reviewed by the Board of Directors and be presented to the membership with their support or stated reasons why support is being withheld.

## **14.0 Seal of the Society**

- 14.1** The Seal of the Society will be in the charge of the Board Secretary.
- 14.2** When the Seal is required to be used it will be countersigned by the President and the Secretary or Treasurer.

## 15.0 Disciplinary Procedure

- 15.1** The Board of Directors will be empowered to expel any member from membership or a Board Member from office for any conduct injurious to the program or its purposes.
- 15.2** Prior to expulsion, such member or member of the Board of Directors will be given the opportunity to have a proper hearing before the Executive Committee with proper notice being given to the member.
- 15.3** Any member can be expelled from the program for just cause. The Executive committee will hold a hearing where the member upon being given 14 days notice has the opportunity to attend and present their case. At the conclusion of the hearing the majority vote of the Executive will prevail. **The decision of the Executive Committee is final.** If the member fails to attend the hearing, without just cause, the expulsion will be effective immediately.
- 15.4** Quorum for such a hearing will be two-thirds (2/3) of the Executive Officers.

## 16.0 Dissolution of the Society

Upon dissolution of the Society, and after the payments of all debts and liabilities, the remaining assets of the program will be transferred to another Registered Charitable Crime Prevention Organization as determined by the Board of Directors.