

Animals Alone Society of Kindness Services
and/or the dba, A.A.S.K Services
“Utilizing the good in animals to benefit the good in people”
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Links of referral pertaining to information within our bylaws

Queens Printer for the Society Act.

<http://www.qp.gov.ab.ca/documents/acts/S14.CFM>

info on Society's found at:

http://www3.gov.ab.ca/gs/information/clctc/incorporating_societies.cfm#Society%20Structure

Forms:

<http://www3.gov.ab.ca/gs/pdf/reg3028.pdf>

Members of the board must first read and agree to the Alberta Society's Act in accordance to the laws and governance of Alberta. These laws of the Act can be found through the Queen's Printer at: <http://www.qp.gov.ab.ca/documents/acts/S14.CFM>

To be accepted as a Board Member, one must:

.... invest a minimum of \$1,000.00 or more, in donation annually over the said 12 months.

This donation can be by way of either materials, products, services required, provision of personal professional services by way of advice or consultations - when required for tasks at hand. This investment, whether monetary or not, will be issued in receipts according to cost evaluation per professional service task and is tax deductible for board member's annual tax reports.

..... Board Members must commit to 300 hours of time annually - towards chores and daily activities that are required so as to lend a helping hand.

..... Board Members must be committed to keeping all business activity and financial banking confidential and commit to only promoting public information that is made available in our pamphlets and other informational sources.

.... Be available for fund raisers, advertising promotions, photo promotions and other related public relation events that represent the society.

All Bylaws within pertain to the policies and guidelines for Members as well as Board Directors of this Society.

As a participating Member, or Board Member, one is sworn to privacy concerning fund-raising events, creative endeavors or inventive marketing concepts of the functions and efforts used by Animals Alone Society of Kindness Services (A.A.S.K. Services)

Members - until otherwise instructed different for advertising and promotional purposes.

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(Effective 2007)

ARTICLE I

Name

Section 1. The name of this organization shall be Animals Alone Society of Kindness Services., a corporate non profit society, under the laws of the province of Alberta; this name and/or the dba, A.A.S.K. Services, shall be used as the name of the organization for all corporate matters.

ARTICLE II

Duties of Services.

Section 1. All members of the society, whether board member or other, agree to recognize and represent - whether verbally or other, the duties and policies that endorse companionship relations between people of all ages and animals.

To promote and acknowledge the society's "no-kill" animal shelter, that rescues, lodges, relocates and-or rehabilitates strays, ferals, abused and/or abandoned animals through people assisted programs otherwise known as "Animal Assisted Therapeutic Programs" of the society.

Section 2: Service duties of this organization shall be: to assist in hindering the over population of animals, to educate the public on the responsibilities that animal care-givers have when it comes to population control, viruses and other serious health related illnesses due to unwanted births, to provide humane care and treatment for all animals needing protection in the area served by the organization, to seek and return lost animals to their owners through appropriate picture posters, media, calls to the regional Vet Clinics - SPCA and By Law Enforcement in attempts to unite animals with their owners, to seek suitable homes for animals without owners through our programs as in house pets only, to utilize unadopted older animals or other we feel appropriate -as "in-house program animals" for the benefit of people in the animal assisted therapy programs and to provide euthanasia when it is deemed necessary due to ongoing sickness caused by terminal illness or immediate injuries - as a humane means to end an animal's suffering.

Section 3.

Raising money for the society shall be done via organized events, appropriate fund raising activities, animal related products, grant programs, sustainable income and donations;

Offer a newsletter, educational information and bi-monthly public meetings

Encourage spaying and neutering;

Increase the quality of life for stray, unwanted and homeless animals by caring for them

seeking homes or offering permanent shelter.

Create ongoing interest in a “no-kill” shelter through animal healing programs for people;

Build and equip a “no-kill” shelter for animals through public participation and product sales.

Section 4. This organization shall not conduct or operate for profit and no part of any profits or remainder of residue from donations to the group shall enure to the benefit of any members or individuals.

Section 5: The organization shall not pay Board Members for their services, however does request that Board Members donate one thousand dollars (\$1,000.00), whether that be via financing or in services/hours rendered via personal professional services of personal trade(s) or via volunteering for regular activities and or fund raising events.

Section 6: In event the possibility should arise for the need of a financial loan, the organization, in good standing with a financial institute of choice, shall decide amongst at least 3 Board Members, one of which being the Treasurer, another being the Founder and one other board member - upon matters regarding the need for a loan, as an investment towards the necessities of the society or benefits heading towards the future.

ARTICLE III

Membership

Section 1. Animals Alone Society of Kindness Services (A.A.S.K. Services) membership is open to any individual or group of individuals interested in the aforementioned objectives. Membership shall neither be rendered nor denied on the basis of race, color, religion, national origin, sex or physical handicap.

Full, voting membership shall be open to any dues paying person over 18 years of age. Individuals wishing to become a member who are under the age of 18, are to be classified as Junior Members which class shall have no voting rights herein, and may not hold any elected office of the organization.

Section 2. Any person may be a member unless previously convicted of violent crimes. Termination of membership may be initiated by the Board of Directors, for good cause. Good cause shall include, but not be limited to:

Prior convictions of criminal violations or citation violations for animal cruelty, animal neglect, or associated violations of law; any such pending charges against a person seeking membership; prior actions taken by any governmental agency, or organization authorized to do such by any governmental agency, involving civil actions resulting from neglect and/or cruelty to animals, and/or any allegations of such. Any such person may reapply for membership should such charges, criminal or civil, be found to be without merit, after a final judgment and/or appropriate finding.

Section 3. All membership applicants must agree to the Objective of the organization, and as set

forth in Article II herein.

Section 4. Any person currently a member of the organization who is convicted of any criminal action resulting from neglect and/or cruelty to animals, or who has a final determination that animals are to be permanently removed by appropriate governmental agency, or organization authorized by such agency, when such removal is predicated upon a finding of cruelty and/or neglect, and/or abandonment, shall be dismissed as a member upon a final determination of such. Any current member being charged with a criminal act resulting from cruelty, neglect, and/or abandonment of animals shall have such membership suspended, and all entitlements of such membership suspended during the pendency of any such action. Membership may be reinstated with full entitlement upon a finding that such charges were unfounded by the appropriate government agency involved or as a result of a court's judgment, upon the Board being notified by the member.

Section 5. All members, except Junior Members, in good standing with the organization and current with their dues, whether they be from the vicinity or via the internet internationally, shall be entitled to cast one vote at any general meeting of the organization for the purposes of all motions, and/or annual elections properly before the organization.

Section 6. The organization shall keep a written roll of membership, indicating the desire of such person to become a member, and the approval thereof by 2 Board of Director's Members.

Such writing shall include an application to become a member, the date thereof, a notation as to the approval by 2 Board of Directors of such membership, and the date of such approval.

Section 7.

1. Membership due amounts are as follows:

Junior Members (under age 18) pay \$10.00 dues.

Adult Members (ages 18-59) will pay \$15 annually.

Each additional member per same household (age 18-59) will pay \$10 annually.

Senior Member (ages 60 and older) will pay \$5 annually.

2. Within fifteen (15) days after the 2005 annual meeting, the Treasurer shall send notice to all members in good standing of membership dues owed. Payment will be due no later than forty-five (45) days after each first annual meeting. If unpaid within 45 days, members will be considered delinquent and shall be automatically removed from the membership role.

3. Each year, no later than December 1, the Treasurer in co-operation with the Secretary, shall send notice to all members in good standing of membership dues which are owed to A.A.S.K. for the new upcoming annual membership. These dues will cover the twelve (12) month period of January 1 to December 31 of the following year and will be due no later than January 31 of the year covered.

4. New members added in a month other than January shall pay full annual dues, upon their membership request. If membership is not granted, said dues shall be returned.

5. Members who have not paid their dues by January 31 shall be considered delinquent and

ineligible to vote on any matters put before the organization.

6. Any individual removed from the membership role for failure to pay dues who reapplies for membership must pay in advance upon application. Said dues will be returned if membership is not granted.

7. Additional classes of membership and related dues may be added at the discretion of the Board of Directors.

8. The amount of the membership dues may be changed only by the membership at an annual meeting per the provisions set for in Article VII, Section 1.

Section 8: Members will receive a breakdown of the society's finances in the designated bi-monthly Members Newsletter. Members who choose not to receive the monthly newsletter, will have chosen not to view the financial functions of the bi-monthly quota, however, if a member so wishes to view an archive of our functions and finances, this shall be made available to the member.

Members wishing to discuss financial affairs or have suggestions as to functions to raise money for the society, may, in writing, request by appointment, meet in private with one or more board members concerning a member's discussion.

If a Member wishes to view the actual financial records kept in book keeping of the society, a court order must ensue as the financial book keeping is viewable by board members, the accountants and auditors only.

ARTICLE IV

Meetings, Annual Elections, Officers, and Board of Directors

Section 1. An annual meeting of the organization for the purpose of electing Directors and for the transaction of any other business authorized to be transacted by the members shall be held at such time and place as shall be specified by the Board of Directors except as limited herein. Unless otherwise determined by the Board of Directors, this meeting shall be held in January of each year. The Board of Directors shall have no authority to cancel such annual meetings, but are authorized to reschedule it for September, December, or as need may dictate.

Section 2. Should the Board of Directors make a determination that the annual meeting is to be held in a month other than January, it must give such notice of the annual meeting, to all members, at their last known address or through email on the world wide web, in writing, not more than thirty days prior to such meeting and not less than fourteen days prior to such meeting. Such written notice shall specify that the meeting is to take the place of the regularly scheduled annual meeting, and that an election of the Board of Directors will be held at that time. The notice of this meeting, and any other notices of meetings as required shall also specify the time and place of the meeting as determined by the Board of Directors.

Section 3. Special meetings of the members may be called at any time by the Board of Directors, voting to do so by majority, or by 25% of members qualified to vote, in good standing with the organization and current with their dues, upon their filing with the secretary of the organization a

written request for the meeting, stating the purpose or purposes of the proposed meeting, and the date, time and place of which the meeting is to held. Special meetings for which written request is made shall be held not less than thirty days, no more than sixty days after of the request at the time and place requested, unless the Board of Directors shall designate otherwise, with regard to the place and the time of the meeting, within the restrictions set forth herein.

Section 4. At each annual meeting, a quorum of 10% of all members in good standing with the organization and current with their dues shall be required to nominate and elect a Board of Directors. Members from the district must attend to vote and international members must show acknowledgment by an emailed vote - within 24 hours on the said date - to be counted.

Section 5. Membership, at the annual meeting, shall nominate Five (5) out of six(6) candidates to vacancies on the Board of Directors, upon motion and seconding of the motion. No vote to nominate shall be required, however, each nominee must indicate his or her willingness to serve at the time of the nominations, or if they are not present, by pre-written letter so indicating. The number of nominations shall be unlimited, provided that any such nominees shall be members in good standing, and shall indicate their willingness to serve. Elections shall be held, upon a determination that a quorum exists, and, said elections shall be held by secret written ballot except when the number of nominations do not exceed the vacancies to be filled. The Board of Directors so elected shall consist of the five nominees receiving the most votes, whether or not such votes represent a majority of the electing membership. The Board of Directors shall assume their duties immediately upon the close of the annual meeting, an appropriate motion made, seconded and passed by a majority of the members present.

At the first annual meeting after the adoption of these by-laws, there shall be elected five members to the Board of Directors.

Nominations for, and election to the Board shall be made as follows:

Five (5) Directors to be elected for a one-year term;

One (1) Director non-elected in representation of the society's founder or the founder herself;

At all annual meetings thereafter, elections to vacancies on the Board resulting from the expiration of term shall be for a two (2) year term.

Should a vacancy on the Board occur, resulting from any reason other than expiration of term, the remaining Directors may elect to: A) leave such vacancy open until the next annual meeting, at which time the membership shall nominate and elect a Director to complete the original term; or B) appoint a member, otherwise eligible, to the position for the remainder of the original term.

A quorum necessary to conduct business of the Board of Directors shall be three-fifths of the total number of Board members.

Section 5a: The Board of Directors so elected shall consist of the five nominees and the founder or an appointed representative by the founder. At no given time may the five nominated board of directors be eligible to terminate section 5a upon revising the said bylaws. If at any time, these matters be appointed, the Founder shall take action in accordance to Article V - Section 9 to dissolve the Board of Directors

Section 6. After each annual election, the Board of Directors shall by agreement, or nomination and election within the Board, select a Secretary, *pro tem*, for the purposes of electing officers of

the organization. This shall be their first order of business. Their second order of business shall be said election. Officers to be elected by the Board shall be President; Vice President; Recording Secretary; an Assistant Director and Treasurer. Only members of the Board of Directors shall be eligible for such offices. The Board of Directors shall nominate such of their members for office, and no second shall be required, however, each Director so nominated shall indicate a willingness to serve as an officer pursuant to such nomination. Should more than one person be nominated for any office, a vote of the Board of Directors, by written ballot shall be held. No majority for election shall be required, and the persons receiving the most votes from the Board of Directors shall be elected to the office for which he or she was nominated. Tie votes for any officer's position shall be decided by the President and Founder of A.A.S.K. Society

Section 7. Should the office of Board President become vacant, for any reason, the Vice President shall automatically become the Board President of the organization; should any other office become vacant during the annual year, such vacancy shall be filled by a majority vote of the Board. All nominees for office shall acknowledge their willingness to comply with the duties of officers as set forth herein, and as may be otherwise required.

The initial meeting of the Board of Directors, for the purposes of electing officers shall occur not more than (15) fifteen days after the close of the annual meeting at which the said Board of Directors was elected.

ARTICLE V

Duties of Officers

Section 1. The Board President shall preside over all meetings of the organization, the Board, and shall be *ex officio*, without vote, a member of all committees of the Board, shall deliver to the annual meeting of the members of the organization a comprehensive report of the program and policies followed by the Board in the preceding year, to include a valuation of the organizations objectives, goals, and programs in effect to achieve such objective and goals. The President shall have no vote at either a general meeting of the organization, or at any Director's meetings.

Section 2. The Vice President shall assist in public relations of the society and shall fulfill all functions of the President when the latter is incapacitated, unavailable, or for any reason cannot temporarily serve, and to become Board President and assume all such duties of the Board President should the presidency become vacant for any reason.

Section 3. The Recording Secretary shall take and preserve minutes of all meetings of the members of the organization and provide copies to the office, notify members and Directors of annual, regular and special meetings, and perform other duties as assigned by the Board. The Secretary shall cause the minutes of all membership and board meetings to be published in a form which shall be made available upon request, to any and all members. The Secretary shall receive and report all correspondence to the Board or the appropriate committee, shall answer all correspondence unless otherwise directed by the Board, upon approval of response as authorized by the Board, and shall have custody of all files, records, and other documents and be responsible for their safekeeping and confidentiality, except where otherwise designated by the Board.

Section 4. The Treasurer shall be responsible for receiving all monies and securities and

keeping records of such, to place these funds, co signed by Animals Alone Society of Kindness Services (A.A.S.K. Services) Founder - for deposit into accounts and keep the financial records of such, to disperse funds in accordance with the budget approved by the Board of Directors, and to submit to the Board and to the annual meeting of the organization an annual report, audited by an independent accountant selected by the Board, or alternatively by a committee selected from the membership, of the income and expenditures of the organization for the preceding year, and of liabilities and assets. Upon approval of a majority of the Board members, any member other than the Treasurer, shall be authorized to assist the Treasurer in these duties. The Treasurer shall establish a joint bank account or accounts as necessary and seek all secondary signatures for these accounts solely with the Founder of Animals Alone Society of Kindness Services (A.A.S.K. Services), to include a checking account for the disbursement and payment of items as authorized by the Board of Directors. Such checking account will be required to be a dual signature account, requiring the signature of the annually elected Treasurer and the Founder of Animals Alone Society of Kindness Services (A.A.S.K. Services)

Section 5. The Executive Member: shall be responsible in relating the representation of Members, on behalf of existing Members and in disputes or disagreements pertaining to members. The Executive Member, shall present new ideas at each of our four(4) set meetings annually, in schedule of events that the society may participate in - in the next quarterly. These events should be to either sell our products, promote the Society's Services, hand out Pamphlets, Solicit New Sponsors and promote Memberships. The Executive Member has a vote as a board director and must above all, promote the well being of animals in our care.

The position of Executive Member permits the director to view the society's financial books at a designated meeting, with a written request prior to the said meeting, to be submitted with just reason, for purposes of the agenda.

Section 6: The Founder or Representative of the Founder to be called "Representative" - shall above all be the guide to the Society's objectives, goals and foundation. The Founder of Animals Alone Society of Kindness Services (A.A.S.K..Services) shall render any final decisions where the board is at a tie vote and in accordance to the goals of the shelter, the safety of the animals and the people programs that pursues the main objectives of the Society, hence any conflicts should arise. Decisions rendered by the Founder of Animals Alone Society of Kindness Services (A.A.S.K. Services), shall be final - whether this be a conflict amidst the Board of Directors or day to day activities that shall be decided for daily functions. As guardian to the animals, the Founder will actively participate in the care and maintenance of the animals when not doing other tasks of the society. The Founder shall be actively participating in all aspects of the society.

Section 7: The Board of Directors shall establish a schedule for the holding of general meetings and board meetings as it deems appropriate, other than the required meetings of the membership and the Board for the purpose of elections. General Board Meetings are suggested as quarterly and may be voted to change through the Board of Directors at any designated meeting. The Board will be required, by and through the Secretary, to provide advance notice of all general meetings of members at least ten days in advance of the date set for the meeting, to the last known address of each member in good standing at the time such notice is sent, and that such notice shall note the date, time and location of such meeting. Such notice shall be in writing, however, need not be an exclusive notice of the meeting, but may be included in other correspondence, newsletters, announcements, or other documents as appropriate.

Section 8. At any meeting of the organization, those members present, in good standing, current

with their dues and in person shall have authority to transact all business that may come before the meeting. Voting by proxy shall not be permitted.

Section 9. If at any given time, there is conflict between or amongst the Board of Directors, these matters shall be discussed in confidentiality amongst the Board of Directors or through communication by telephone, without the presence or consideration of Members of paid dues. If an ongoing conflict cannot be resolved then the Founder of Animals Alone Society of Kindness Services (A.A.S.K..Services) shall render a final decision in accordance to the goals of the shelter, the safety of the animals and the people programs that pursues the main objectives of the Society. Any decision rendered by the Founder, shall be final.

Section 10. If at any given time, the Founder feels that there is a conflict of interest amongst the Board that hinders the progress, reputation or stability of the Shelter and it's agendas, this board may be dissolved or altered, as seen fit and a general meeting called to elect new board members.

ARTICLE VI

Miscellaneous

Section 1. All general meetings of the organization, meetings of the Board of Directors, and committees shall be conducted pursuant on the basics according to Robert's Rules of Order, as set forth in the last published revision thereof, however no inadvertent violation of those rules, not raised, shall cause any action to be held invalid.

Section 2. The fiscal year of the society shall commence on January 1st of each year, and shall end on December 31st of each year.

ARTICLE VII

Amendments

Section 1. These Bylaws may be amended by the members at any annual meeting - with exception to Article V - **Duties of Officers** - Section 7 and Section 8 - and otherwise providing that a proposal to amend shall be submitted in writing to the Secretary with signatures of at least 25% of members in good standing with the organization and current with their dues, at least forty days prior to the annual meeting. The Secretary shall include the text of proposed amendments in the notice of the meeting.

Section 2. Bylaws properly presented as set forth in Article VII, Section 1, shall be adopted or rejected by a simple majority of members voting.

Section 3. The Board may from time-to-time establish standing rules applicable to the details of the administration of the organization, provided that such standing rules do not violate any bylaw, constitutional provision, corporation objective, law, or objective set forth in the Mission Statement of the Society.

ARTICLE VIII

Dissolution of Corporation

Section 1. Animals Alone Society of Kindness Services (A.A.S.K. Services) may be dissolved at any time, if a board is not available or by a vote of the Board, with unanimous approval and at a personal financial cost - Appropriate legal actions shall be required to complete the dissolution of the corporation, as may be required by any governmental agency and/or statutory requirement.

In event of dissolution, all animals that remain in the shelter at the time of dissolution are not considered property or assets of the society and are in the sole guardianship of the Founder, Heather Hazen or of the Board Member(s) who previously, were in custody of or in maintenance of said particular animals.

Accessories and supplies that may remain at the time of dissolution will be distributed to Board Members who are in possession of animals that have serviced the society. Any remaining accessories and/or supplies that remain in access, shall be donated to a related society or food bank of the Board's choice.

In the event of dissolution, whether voluntary, or by operation of the law, any said land property, proceeds thereof, assets of the corporation, shall not be distributed to any members of the organization but after payment of debts, all assets not required in maintenance of any remaining animals shall be sold and the funds distributed to a similar charitable organization for the benefit of animals selected by the Board members or upon vote by existing members of the society.

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I have read and accept Animals Alone Society of Kindness Services (A.A.S.K. Services) By Laws as well as my position as a Member or as a Board Director.