

Bullying Ends Here

-Registered Canadian Charity

BYLAWS

Article I – Preamble

1.1 The Charity

The name of the Charity is Bullying Ends Here, which may also be known or referred to as ‘BEH’ or ‘the Charity’.

1.2 The Bylaws

The following articles set forth Bylaws of Bullying Ends Here Charity of Canada.

Article 2 – Defining and Interpreting the Bylaws

2.1 Definitions

In these Bylaws, the following words have these meanings.

2.1.1 Act means the Societies Act R.S.A. 2000, Chapter S-14 as amended, or any statute substituted for it.

2.1.2 Annual General Meeting means the annual general meeting described in Article 5.1.

2.1.3 Board means the Board of Directors of this Charity.

2.1.4 Bylaws means the Bylaws of this Charity as amended.

2.1.5 Director means any person elected or appointed to the Board. This includes the President and the immediate Past President.

2.1.6 General Meeting means the Annual General Meeting and a Special General Meeting.

2.1.7 Members means a Member of the Charity.

2.1.8 Officer means any Officer listed in Article 6.2.

2.1.9 Registered Office means the registered office for the Charity.

2.1.10 Register of Members means the register maintained by the Board of Directors containing the names of the Members of the Charity.

2.1.11 Charity means Bullying Ends Here.

2.1.12 Special Meeting means the special general meeting described in Article 5.2.

2.1.13 Special Resolution means:

a. a resolution passed at a General Meeting of the Membership of the Charity. There must be a twenty-one (21) days' notice for this meeting. The notice must state the proposed resolution. There must be approval by 75% of the voting Member who vote in person (or by teleconference).

b. a resolution proposed and passed as a Special Resolution at a General Meeting with less than twenty-one (21) days' notice. All the Voting Members eligible to attend and vote at the General Meeting must agree; or

c. a resolution agreed to in writing by all the Voting Members who are eligible to vote on the resolution in person at a General Meeting.

2.1.14 Voting Member means a Member entitled to vote at the meetings of the Charity.

2.2 Interpretation

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

2.2.1 Singular and Plural: words indicating the singular number also include the plural, and vice-versa.

2.2.2 Headings are for convenience only. They do not affect the interpretation of these Bylaws.

2.2.3 Liberal Interpretation: these Bylaws must be interpreted broadly and generously.

Article 3 – Membership

3.1 Classification of Members

There are two categories of Members:

- a. Full Members
- b. Honorary Members

3.1.1 Full Members

To become a full member, one must have been voted in by the majority of the Board with a minimum term of 1 (one) year.

3.1.2 Honorary Members

An individual may become an Honorary Member if the Voting Members at a General Meeting pass a resolution recognizing the contributions of the individual to the Charity or its objects.

3.2 Voting Members

The only Members who can vote at meetings of the Charity are:

- a. Full Members in good standing who are at least eighteen (18) years old; and
- b. Life Members in good standing.

3.2.1 Number of Votes

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

3.3 Suspension of Membership

3.3.1 Decision to Suspend/Remove

The Board, at a Special Meeting called for that purpose, may suspend a Member's membership not more than three (3) months, for one or more of the following reasons:

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

3.3.2 Notice to the Member

3.3.2.1 The affected Member will receive written notice of the Board's intention to deal with whether that Member should be suspended or not. The Member will receive at least two (2) weeks notice before the Special Meeting.

3.3.2.2 The notice will be sent by single registered mail to the last known address of the Member shown in the records of the Charity. The notice may also be delivered by an Officer of the Board.

3.3.2.3 The notice will state the reasons why suspension is being considered.

3.3.3 Decision of the Board

3.3.3.1 The Member will have an opportunity to appear before the Board to address the matter. The Board may allow another person to accompany the Member.

3.3.3.2 The Board will determine how the matter will be dealt with, and may limit the time given the Member to address the Board.

3.3.3.3 The Board may exclude the Member from its discussion of the matter, including the deciding vote.

3.3.3.4 The decision of the Board is final.

4. Termination of Membership

4.1.1 Resignation

4.1.1.1 Any Member may resign from the Charity by sending or delivering a written notice to the Secretary or President of the Charity.

4.1.1.1.2 Once the notice received, the Member's name is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members.

4.2 Death

The membership of a Member is ended upon their death.

4.3 Expulsion

4.3.1 The Charity may, by Special Resolution at a Special General meeting called for such a purpose, expel any member for any cause which is deemed sufficient in the interest of the Charity.

4.3.2 This decision is final.

4.3.3 On passage of the Special Resolution, the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a member on the date his name is removed from the Register of Members.

4.4 Transmission of Membership

No right or privilege of any Member is transferable to another person. All rights and privileges cease when the Member resigns, dies or is expelled from the Charity.

4.5 Limitation on the Liability of Members

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

Article 5 – Meetings of the Charity

5.1 The Annual General Meeting

5.1.1 The Charity holds its Annual General Meeting no later than May 30th of each calendar year, in Calgary Alberta. The Board sets the place, day and time of the meeting.

5.1.2 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.

5.1.3 Agenda for the Meeting

The Annual General Meeting deals with the following matters:

- a. adopting the agenda;
- b. Adopting the minutes of the last Annual General Meeting;
- c. Considering the President's report;
- d. Reviewing the financial statement setting out the Charity's income, disbursements, assets and liabilities and the auditor's report;
- e. Appointing the auditors;
- f. Electing the Members of the Board;
- g. Considering matters specified in the meeting notice;
- h. Other specific motions that any members has given notice of before the meeting is called.

5.1.4 Quorum

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

5.2 Notice

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

5.2.1 Agenda for the Special General Meeting

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

5.2.2 Procedure at the Special General Meeting

Any Special General Meeting has the same method of voting and the same quorum requirements as the Annual General Meeting. (refer to 5.3.5.1)

5.3 Proceedings at the Annual or a Special General Meetings

5.3.1 Attendance by the Public.

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

5.3.2 Presiding Officer

5.3.2.1 The President chairs every General Meeting of the Charity. The Vice-President chairs in the absence of the President.

5.3.2.2 If neither the President or Vice-President is present within one-half (1/2) hour after the set time for the General Meeting, the Members choose one (1) of the Members to chair.

5.4 Adjournment

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

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

5.4.3 The Charity must give notices when a General Meeting is adjourned for thirty (30) days or more. Notices must be the same as any General Meeting.

5.5 Voting

5.5.1 Each Voting Member, has one (1) vote. A show of hands decides every vote at every General Meeting. Should a Member be present via conference call, their vote is registered by voice.

5.5.2 The President has the final say should a tie be reached. The President's decision is final.

5.5.3 A majority of the votes of the Voting Members present decides each issue and resolution, unless the issue needs to be decided by a Special Resolution.

5.5.4 The President declares a resolution carried or lost. This statement is final, and does not have to include the number of votes for and against the resolution.

5.5.5 The President decides any dispute on any vote. The President decides in good faith, and this decision is final.

Article 6 – The Governance of the Charity

6.1 The Board of Directors

6.1.1 Governance and Management of the Charity

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

6.1.2 Powers and Duties of the Board

The Board has the powers of the Charity, except as stated in the Societies Act.

The power and duties of the Board include:

- a. Promoting the objects of the Charity;
- b. Maintaining and protecting the Charity's assets;
- c. Approving an annual budget for the Charity;
- d. Paying all expenses for operating and managing the Charity;
- e. Paying persons for services and protecting persons from debts of the Charity;
- f. Making policies for managing and operating the Charity;
- g. Approving all contracts for the Charity;
- h. Maintaining all accounts and financial records for the Charity;
- i. Appointing legal counsel as necessary;
- j. Making policies, rules and regulations for operating the Charity and using its facilities and assets, and;
- k. Without limiting the general responsibility of the Board, delegating its power and duties to the Executive Committee or the paid administrator of the Society.

6.1.3 Composition of the Board

The Board consists of:

- a. the President;
- b. Voted Members
- c. Honorary Members
- d. the immediate Past President (if applicable).

6.1.4 Resignation, Death or Removal of a Director

6.1.5 A Director including the President and immediate Past President, may resign from office by giving one (1) months notice in writing. The resignation takes effect either at the end of the months notice, or on the date the Board accepts resignation.

6.1.5.1 If there is a vacancy on the Board, the remaining Directors may appoint a Member in good standing to fill that vacancy for the remainder of the term. This does not apply to the position of the immediate Past President. This position remains vacant until the next AGM.

6.1.6 Meetings of the Board

6.1.6.1 The Board holds at least two (2) meetings each year. This can be done in person, by teleconference or by email as long as the Board agrees.

6.1.6.2 The President calls the meetings. The President also calls a meeting if any two (2) Directors make a request in writing and state the business of the meeting. The Secretary may send notice on behalf of the President.

6.1.6.3 Ten (10) days' notice for Board meetings is mailed to each Board member. There may be five (5) days' notice by telephone or fax. Board Members may waive notice.

6.1.6.4 A majority of Directors present at any Board meeting is quorum.

6.1.6.5 If there is no quorum, the President adjourns the meeting to the same time, place, and day of the following week.

6.1.6.6 Each Director, including the President and the Past President, has one (1) vote.

6.1.6.7 The President has final say in the event of a tie. This decision would then be final.

6.1.6.8 All Directors may agree to sign a resolution. This resolution is as valid as one passed at any Board meeting. It is not necessary to give notice or to call a Board meeting. The date on the resolution is the date it is passed.

6.1.6.9 A meeting of the Board may be held by a conference call. Directors who participate in this call are considered present for the meeting.

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

6.1.6.11 A Director may waive formal notice of a meeting.

6.2 Officers

6.2.1 The Officers of the Charity are the President, Vice-President, Secretary and Treasurer.

6.2.2 At its first meeting after the Annual General Meeting, the Board elects from among the Directors all Officers except the President, for the following year.

6.2.3 The Officers hold office until re-elected or until a successor is elected.

6.3 Duties of the Officers of the Charity

6.3.1 The President:

- Supervises the affairs of the Board;
- When present, chairs all meetings of the Charity, the Board and the Executive Committee;
- Is an ex officio member of all Committees, except the Nominating Committee;
- Act as the spokesperson for the Charity;
- Chairs the Executive Committee; and
- Carries out other duties assigned by the Board.

6.3.2 The Vice-President:

- Presides at meetings in the President's absence. If the Vice-President is absent, the Directors elect a Chairperson for the meeting.
- Replaces the President at the various functions when asked to do so by the President or the Board;
- Chairs the Personnel Committee;
- Is a member of the Executive Committee; and
- Carries out other duties assigned by the Board.

6.3.3 The Secretary:

- Attends all meetings of the Charity, the Board and the Executive Committee,
- Keeps accurate minutes of these meetings;
- Has charge of the Board's Correspondence;
- Makes sure a record of names and addresses of all Members of the Charity is kept;
- Makes sure all notices of various meetings are sent;
- Maintains social media sites as approved by the Board;
- Website updates, schedule updates as requested and required;
- Files the annual return, changes in the Directors of the Charity, amendments in the bylaws and other incorporating documents with the Corporate Registry ; and

- Carries out other duties assigned by the Board.

6.3.4 The Treasurer/Auditor:

- Makes sure all monies paid to the Charity are deposited in a chartered bank, treasury branch or trust company chosen by the Board;
- Makes sure a detailed account of revenues and expenditures is presented to the Board as requested;
- Makes sure an audited statement of the financial position of the Charity is prepared and presented to the Annual General Meeting;
- Chairs the Finance Committee of the Board;
- Is a Member of the Executive Committee; and
- Carries out other duties assigned by the Board.

6.4.1 The Executive Committee:

- a. consists of the President, Past President, Vice-President, Secretary and Treasurer.
- b. is responsible for:
 - planning agendas for Board meetings;
 - carrying out emergency and unusual business between Board meetings;
 - reporting to the Board on actions taken between Board meetings;
 - carrying out other duties as assigned by the Board.
- c. meets at least two (2) times per year. The meetings are called by the President or on the request of any two (2) other Officers. They must request the President in writing to call a meeting and state the business of the meeting.
- d. A meeting of the Executive Committee may be held by a conference call. Officers who participate in this call are considered present for the meeting.
- f. Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Executive Committee.
- g. An Officer may waive formal notice of a meeting.

6.4.2 The Finance Committee:

- a. Consists of the Treasurer, who is the Chairperson, and three (3) other Members appointed by the Board.

b. Is responsible for:

- recommending budget policies to the Board;
- investigating and making recommendations to the Board for acquiring funds and property;
- recommending policies on disbursing and investing funds to the Board;
- establishing policies for Board and Committee expenditures;
- arranging the annual audit of the books;
- reporting on the year's activities at the Annual General Meeting; and
- carrying out other duties assigned by the Board.

Article 7 – Finance and Other Management Matters

7.1 The Registered Office

The Registered Office of the Charity is located in Calgary, Alberta. Another place may be established at the Annual General Meeting or by resolution of the Board, as long as this change is communicated to Corporate Registry.

7.2 Finance and Auditing

7.2.1 The fiscal year of the Charity ends on December 31st of each year.

7.2.2 There must be an audit of the books, accounts and records of the Charity at least once per year. A qualified accountant appointed at each Annual General Meeting must do this audit. At each Annual General Meeting of the Charity, the auditor submits a completed statement of the books for the previous year.

7.3 Cheques and Contracts of the Charity

7.3.1 The designated Officers of the Board sign all cheques drawn on the monies of the Charity. Two signatures are required on all cheques.

7.3.2 All contracts of the Charity must be signed by the Officers or other persons authorized to do so by resolution of the Board.

7.4 The Keeping and Inspection of the Books and Records of the Charity.

7.4.1 The Secretary keeps a copy of the Minute Books and records minutes of all meetings of the Members of the Board.

7.4.2 The Secretary keeps the original Minute Books at the Registered Office of the Charity. This record contains minutes from all meetings of the Charity, the Board and Executive Committees.

7.4.3 The Board keeps and files all necessary books and records of the Charity as required by the Bylaws, the Societies Act, or any other statute or laws.

7.4.4 A Member wishing to inspect the books or records of the Charity must give reasonable notice to the President or the Secretary of the Charity of his intention to do so.

7.4.5 Unless otherwise permitted by the Board, such inspection will take place only at the Registered Office, or other regular business premises operated by the Society, during normal business hours.

7.5 Payments

7.5.1 Reasonable expense incurred while carrying out duties of the Charity may be reimbursed upon Board approval. This includes the lease payment for the President's vehicle in the amount of \$481 (per month) due to the amount of travel associated. Mileage can not be claimed by the President.

7.5.2 Mileage is calculated at .50 per kilometer on a personal vehicle used for any travel pre-approved by the Board.

7.5.3 Per Diems are calculated at \$75 dollars for a full day away from the Members home city and \$40 for a half day.

7.5.4 The President may claim half of their telephone and internet bill each month due to the necessity of each for Charitable work.

7.5.5 Air Travel: Anything less than 4 hours is expected 'economy' fare unless 24 hour check-in upgrade may be permitted. Anything over 4 hours is permitted to travel with 'plus' fare (not first class). Anything over 6 hours is permitted to travel first class.

7.6 Protection and Indemnity of Directors and Officers

7.6.1 Each Director or Officer holds office with protection from the Charity. The Charity indemnifies each Director or Officer against all costs or charges that results from any act done in his role for the Charity. The Charity does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.

7.6.2 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 Charity. 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 Charity, unless the act is fraud, dishonesty or bad faith.

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

Article 8 – Amending the Bylaws

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

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

8.3 The amended Bylaws take effect after approval of the Special Resolution at the Annual General Meeting or Special General Meeting and accepted by the Canadian Revenue Agency.

Article 9 – Distributing Assets and Dissolving the Charity

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

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

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

CONSTITUTION for Bullying Ends Here

'The purpose of the Charity is to advance education by providing courses, seminars and workshops about bullying.'

At all times, Bullying Ends Here will be operated without purpose of gain for its Members

