

Bylaw No. 1 Name and Territory

- 1.1 The name of the Society shall be The Saskatchewan Society for the Prevention of Cruelty to Animals, which may also be known or referred to as the Saskatchewan SPCA or SSPCA.
- 1.2 The Society shall carry on its work within the territorial boundaries of the Province of Saskatchewan. The Board in consultation shall define the areas of responsibility of the Society in relation to each of the local Societies.
- 1.3 The Head Office shall be located in any centre in the Province of Saskatchewan which the Board may from time to time determine.

Bylaw No. 2 Vision, Mission and Guiding Principles

Vision

- 2.1 The Saskatchewan Society for the Prevention of Cruelty to Animals provides leadership in creating understanding of animal welfare issues.

Mission

- 2.2 To ensure the humane treatment of animals.

Guiding Principles

- 2.3.1 The SSPCA acknowledges a long-standing interdependence between animals and humans, and accepts the use of animals by humans in many endeavors.
- 2.3.2 The SSPCA believes in prevention of animal distress, pain and suffering.
- 2.3.3 The SSPCA believes in humane animal care practices.
- 2.3.4 The SSPCA believes that people need adequate resources to make informed decisions.
- 2.3.5 The approach to resolving animal welfare issues will be based upon current knowledge of humane animal care practices.
- 2.3.6 The mission of the SSPCA will be fulfilled through education or where necessary the use of legislative authority.
- 2.3.7 The SSPCA believes in treating people with respect and honesty.

Bylaw No. 3 Definitions

In these Bylaws the following meanings shall pertain:

3.1 SOCIETY shall mean The Saskatchewan Society for the Prevention of Cruelty to Animals.

3.2 MEMBER shall mean a member in good standing as defined in Bylaw 4.2(a).

3.3 MEMBERSHIP YEAR shall mean the calendar year

3.4 BOARD shall mean the Board of Directors.

3.5 SECRETARY shall mean Secretary of the Board.

3.6 TREASURER shall mean Treasurer.

3.7 Whenever the singular number or the masculine gender is used, the same shall be construed as including the plural number and feminine and neuter genders respectively where the fact or the context so requires.

Bylaw No. 4 Memberships, Categories, Dues and Cancellation

4.1 Any individual or family who is in sympathy with the vision, mission and guiding principles of the Society and who is willing to uphold humane principles, is eligible to apply for Membership in the Society.

4.2 A Member in good standing for the current fiscal year is any eligible individual or family who has paid his membership dues 60 days prior to the beginning of the Annual General Meeting in that year, or who is a Life or Honorary Life Member. Any member joining after Nov 1st will have a membership expiry date of Dec 31st of the following year.

4.3 Membership classes and dues shall be set by the Board as it deems advisable from time to time

Cancellation of Membership

4.4 The Board can, in its sole and absolute discretion, cancel the Membership of any Individual for just cause. Such cancellation of membership shall be executed at a regular meeting of the Board and shall be valid only if the said cancellation receives two-thirds (2/3) majority vote of the total Board of Directors, present. Such vote shall be conducted by signed ballot. The person may appeal the decision, in writing, to the Board of Directors within thirty (30) days of being notified of the decision. The Board's decision pursuant to this appeal is final.

Bylaw No. 5 Board of Directors

5.1 The Board of Directors shall consist of:

5.1.1 The Officers:

(a) The President.

(b) The Vice-President.

(c) The Secretary

(d) The Treasurer.

(e) Other Directors elected at large from the Province.

(f) The immediate past President shall remain an ex officio member of the Board without voting privileges for a period of one year after ceasing to hold office.

5.2 The total Board shall consist of a minimum of seven (7) and a maximum of eleven (11) Directors.

5.3 To be eligible for nomination for election to the Board an individual member, resident in Saskatchewan, and having reached the age of majority, shall have been a member of the Society in good standing for a period of at least six (6) months prior to the Annual General Meeting, and shall not be a paid employee of a Saskatchewan humane society, nor a close relative of a Saskatchewan humane society employee. Close relative is hereby defined as spouse, child, parent, in-law, sibling, and/or member of the same household.

5.4 Nominations for election to the Board and acceptance by the nominees, both in writing and signed by two members, are to be in the hands of the Society ten (10) days prior to the date of the Annual General Meeting. At the Annual General Meeting Meeting, nominations from the floor shall be called.

Term of Office

5.5.1 The term of office for a director shall be two years. At any Annual General Meeting approximately one half of the directors shall be elected. The following year the remainder shall be elected.

5.5.2 At its first meeting the new Board shall by resolution from its numbers appoint for the appropriate term the officers named in Bylaw No. 5.1.

5.5.3 A board member may serve a maximum of three (3) consecutive terms. He may seek re-election to the Board after an absence of one term.

Bylaw No. 6 Duties of Officers

6.1 President: The President shall be responsible to the Board and to the Executive Committee. He/she shall preside at all meetings. In his absence the Vice-President shall preside. Such presiding officer has only the casting vote when necessary to break a tie. The President shall be the chief executive officer of the Society unless otherwise determined by resolution of the board of directors. The chair shall be ex officio on all committees.

6.2 Vice President: The Vice-President shall take over the duties of President when that official is incapacitated or absent. He shall assist the President in every way possible in the administration of the Society.

6.3 Secretary: The Secretary shall attend to the records of the meetings of the Board of Directors and Executive. The routine duties of the Secretary may be carried out by the Office Staff, but the elected Secretary shall be responsible for them.

6.4 Treasurer: The Treasurer shall keep records of all financial transactions of the Society. He shall prepare an annual report showing a full statement of all monies received and disbursed, audited by the independent authority chosen by the Annual General Meeting of the previous year. He shall have charge of and keep safely all contracts, certificates of stock, securities, and instruments of title belonging to the Society. The routine duties listed for the Treasurer may be carried out by the Office Staff, but the elected Treasurer shall be responsible for them.

Bylaw No. 7 Responsibilities and Powers of the Board of Directors

7.1 The Board shall be responsible to the members for the good management of the affairs and business of the Society. Each Director shall act honestly and in good faith in the best interests of the Society.

7.2 The Board of Directors shall meet together regularly and a minimum of four times a year for the dispatch of business and shall regulate their meetings as they deem fit. The Board of Directors may meet on a regularly appointed date without notice but Directors shall be advised at least five (5) days prior to the date of any special meeting. A Director may, if the majority of the Directors of the Society consent, participate in a meeting of the Directors or a committee of the Directors by means of such telephone or other communication facilities to permit all persons participating in the meeting to hear each other, and a Director participating in such a meeting by such means is deemed for the purpose of this Article to be present at the meeting.

7.3 In the case that a vote of Board members is required to conduct normal business of the Society between regularly scheduled Board meetings, such a vote may be conducted by fax, email or other electronic means. The results of such a vote shall be recorded in the minutes of the next Board meeting.

7.4 The Board shall have the power to appoint any committees, special committees and auxiliaries it may deem necessary, and have the power to appoint committee members other than Board members thereto. These bodies shall be responsible to the Board.

7.5 The Board shall be responsible for the remuneration of all Society office staff, Animal Protection Officers and others approved by the Board to assist Animal Protection Officers in the execution of their duties.

7.6 The President shall be ex-officio member of all Committees of the Society.

7.7 The Board shall have the power to appoint such officers, agents, consultants or special representatives as it may deem necessary for carrying on the work of the Society. These appointees may be appointed with or without salary at the Board's discretion, and shall be responsible to the President.

7.8 The Board shall have power to engage legal counsel when it is deemed necessary.

7.9 The Directors of the Society and members of committees shall not receive any remuneration for their services. The Directors and committee members shall, however, be entitled to be reimbursed for traveling and other reasonable out-of-pocket expenses incurred by them attending meetings of the Board or any committee thereof, upon proof of expenses having been supplied and upon approval by the Board of Directors.

7.10 Board Conduct: The Board subscribes to the following Code of Ethics:

To devote time, thought and study to the duties and responsibilities of a SSPCA Board member so as to render effective, creditable service.

To work with fellow Board members in a spirit of harmony and cooperation in spite of differences of opinion that may arise.

To base personal decision upon all available facts in each situation: to vote one's honest conviction in every case, unswayed by partisan bias of any kind; and to abide by and uphold the final majority decision of the Board.

To remember at all times that individual Board members have no legal authority outside the meetings of the Board, and to conduct relationships with the Board, staff, the local citizenry, and all media of the community on the basis of this fact.

To resist every temptation and outside pressure to use the position as a SSPCA Board member to benefit either personally or any other individual or agency apart from the total interest of the SSPCA. A Board member shall not use the position to benefit personally, family or friends.

7.11 Rules of Order: The Rules contained in Robert's Rules of Order shall govern the Society in all cases to which they are applicable, and in which they are not inconsistent with the Bylaws of the Society. Whenever practical, Robert's Rules as applied to small committees will be used.

Bylaw No. 8 Board Vacancies

8.1 The Board shall have power to fill up to three Board vacancies until the next General Meeting when the members shall have the opportunity of approving the Executive's Board's choice or electing new members to complete the term.

8.2. If the office of President becomes vacant, the Vice-President shall automatically become President.

8.3. If more than three Directors resign because of a controversy within the Board, a Special General Meeting shall be called forthwith by the Society for the purpose of electing Directors to fill the vacancies.

8.4 Any or all positions on the Board may be declared vacant by the members at a Special General Meeting as provided in Bylaw 12.3. The vacancies shall then be filled by election at the same meeting.

Bylaw No. 9 Disclosure of Conflicts of Interest of Directors

9.1 Board members shall disclose, in the discussing of or vote upon, any issue in which they have a financial or personal conflict of interest. The disclosure of such conflict of interest shall be recorded in the minutes of the meeting at which the disclosure is made.

Bylaw No. 10 Removal of a Board Member

10.1 The Board can remove any Board member from office who, in the opinion of the majority of remaining Board members, acts in a manner detrimental to the vision, mission and guiding principles of the Society, or fails to be a member in good standing for the duration of his term of office providing the Board member is given the opportunity to have a proper hearing before the Board of Directors or at special meeting of the membership and the membership votes thereon.

10.2 Any Board member absent from two (2) consecutive Board meetings without reasonable excuse may be removed from office on a majority vote of the Board. If the former Board member requests reinstatement within sixty (60) days from the date of removal, the Board may by a majority vote reinstate the Board member, but this provision can be used only once during the term of any Board member.

Bylaw No. 11 Executive Committee

11.1 The Executive Committee shall consist of:

- (a) The President
- (b) The Vice-President
- (c) The Secretary
- (d) The Treasurer
- (e) The Executive Director (ex-officio)

11.2 The Executive Committee shall be responsible to the Board for the administration of the Society between meetings of the Board.

11.3 All minutes of the Executive Committee Meetings shall be subject to ratification at the following Board Meeting.

Bylaw No. 12 Meetings

12.1 The Annual General Meeting of the Society shall be held each year within one hundred and eighty (180) days of the end of the fiscal year, for the conduct of general business of the Society and for election of the Board of Directors.

12.2 Notice of every General Meeting of the society shall be given to every member who is entitled to vote, not less than twenty (20) days prior to the proposed date of the General meeting. Notice shall include the exact time, date and place of the General Meeting. Sufficient notice shall be considered to have been given in any of the following circumstances: personal delivery, mail delivery, electronic mail, publication of a notice in the Society newsletter, posting an announcement on the website of the Society, publication of a notice in a community newspaper.

12.3 A Special General Meeting shall be called by the Society upon receipt of a written request by any of the following:

(a) The President or, in his absence, the Vice-President.

(b) Any ten members who have been members for the previous twelve (12) months.

12.3.1 Written request for a Special General Meeting shall be served upon the Executive Director either by personal service or by registered mail and such service shall be affected not less than thirty (30) days prior to the date for which the meeting is to be called.

12.3.2 A request for a Special General Meeting by either of the aforementioned methods shall embody the object or objects for which the meeting is called; the latest date and time for which the meeting shall be called.

12.3.3 Upon receipt of such request, the Executive Director shall notify in writing or by electronic means all members of the Society of receipt of such request at least twenty (20) days prior to the date set out for the meeting. The notification shall specify date, time, place and agenda for the meeting.

12.3.4 A Special General Meeting shall be presided over by a Chairman appointed by the membership present at such meeting prior to any business being discussed.

12.3.5 Except as provided in 12.3.2 above, no business shall be transacted at the Special General Meeting except that for which the meeting is called.

12.3.6 Without restricting the generality of the foregoing, the objects of the Special General Meeting may include the following:

(a) Whether or not the membership will dismiss any or all of the Board of Directors, including the President;

(b) Any other business that may be pertinent to the operation of the Society.

Bylaw No. 13 Voting

13.1 Only those individuals or families whose names are entered on the register of the Society as members in good standing 60 days prior to any general meeting may vote at that meeting.

13.2 At all meetings of the Society, a resolution put to the vote of the meeting shall be decided by a show of voting cards, unless a poll is demanded by at least three members. In such case the questions shall be put to each member present and his vote shall be recorded in the minutes opposite his name.

13.3 At Annual General Meetings the election of the Board shall be by secret ballot, except where positions are filled by acclamation.

13.4 All other business at an Annual Meeting may be voted on as set out above in 13.2.

Bylaw No. 14 Quorums

14.1 At Executive Committee Meetings three (3) members shall constitute a quorum for the transaction of business.

14.2 At Board Meetings a majority of voting members shall constitute a quorum for the transaction of business.

14.3 At all other meetings of the Society, all those members present and in person shall constitute a quorum for the transaction of business.

Bylaw no. 15 Committees

15.1 Committee chair persons shall be members of the Board and appointed by the Board.

15.2 Standing Committee members shall be approved by the Board at the first meeting following the AGM.

15.3 Terms of office shall be one year

15.4 All committees answer to the board

15.5 Standing committees shall include but are not limited to

Nominations

Fundraising

Education

Finance

Ad Hoc committees will be created as and when needed

Bylaw No. 16 Liability

16.1 The Society shall not be responsible for any contract, debt, liability, act or omission of any Member, and Special Agents or Representatives appointed by the Board who are not authorized to incur any pecuniary liability to the Society without special authority from the Society.

Bylaw No. 17 Fiscal Year

17.1 The Fiscal Year of the Society shall be from April 1st to March 31st of the following year.

Bylaw No. 18 Audit of Accounts

18.1 The accounts of the Saskatchewan SPCA shall be audited each year by an auditor appointed at the Annual General Meeting.

18.2 The scope of the audit shall be determined by resolution of the Board of Directors, after consultation with the staff of the Saskatchewan SPCA and the Auditor as appointed.

Bylaw No. 19 Amendments to Bylaws

19.1 Notice of Motion for amendments to the Bylaws shall be submitted to the Society Secretary by mail or electronically, and such notice shall be post marked or recorded not less than thirty (30) days or more than fifty (50) days prior to the date of the next Annual General Meeting.

19.2 The Society shall send by mail or electronic means, notice of proposed amendments to each member not less than twenty (20) days prior to the date of the Annual General Meeting.

19.3 These Bylaws may be altered or amended only at an Annual General Meeting with the consent of two-thirds (2/3) majority of the attending members.

19.4 Bylaws become effective immediately following the AGM at which they are approved.

Bylaw No. 20 Dissolution of the Saskatchewan SPCA

20.1 In the event that the Society should cease to exist, all assets remaining after paying all debts shall be paid to another registered and charitable organization or organizations having the vision, mission and guiding principles similar to the Saskatchewan SPCA in the Province of Saskatchewan.

20.2 The Board of Directors shall in its sole and absolute discretion select the organizations to receive the remaining assets of the Saskatchewan SPCA.

20.3 No Member, Officer or Director of the Saskatchewan SPCA shall receive any of the assets of the Saskatchewan SPCA.