



**JohnHoward**  
THE JOHN HOWARD SOCIETY OF SASKATCHEWAN

**BYLAWS  
OF  
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OF  
SASKATCHEWAN**

**JUNE 2020**



# **BYLAWS OF THE JOHN HOWARD SOCIETY OF SASKATCHEWAN**

**June 2020**

## **ARTICLE 1 – NAME**

- 1.01 The name of the corporation shall be the “John Howard Society of Saskatchewan “hereinafter called the “Provincial Corporation.”
- 1.02 The registered office of the Provincial Corporation shall be located in Saskatchewan at a location determined by the Directors.

## **ARTICLE 2 – DEFINITIONS**

- 2.01 “Board” or “Board of Directors” — the elected members who govern the affairs of the Provincial Corporation and provide leadership regarding its vision, mission, ends, and policies.
- 2.02 Director – a member of the Board of Directors of the Provincial Corporation.
- 2.03 Executive Officer — A member of the Board of Directors of the Provincial Corporation who holds one of the positions of President, Past President, Vice President, Treasurer, or Secretary.
- 2.04 Provincial Office — An office established by the Board of Directors to coordinate the activities of the Provincial Corporation, undertake initiatives under the Board's direction, and oversee the activities of the branches.
- 2.05 Chief Executive Officer— senior manager of the Provincial Office who reports to the Board of Directors and oversees the operations of the Provincial Corporation and its Branches.
- 2.06 Branch —A regional office established by the Board of Directors of the Provincial Corporation.

- 2.07 Branch Executive Director – Manager of a Branch of the Provincial Corporation.
- 2.08 Director of Finance — Employee responsible for financial management of the Provincial Corporation.

### **ARTICLE 3 – STATEMENT OF OBJECTIVES**

- 3.01 This statement of objectives shall be interpreted and applied to guide, but not in any way restrict the Provincial Corporation in the conduct of its daily operations.
- 3.02 The primary aim of the Provincial Corporation is to address the causes and consequences of crime.
- 3.03 Without limiting the generality of its primary aim, the subsidiary objectives of the Society shall be:
- (a) To assist persons convicted of criminal offences in their efforts to make reparations to victims and communities, make positive changes in their lives, and live safely and responsibly in the community;
  - (b) To assist persons victimized by criminal incidents to address the harm they have experienced as much as possible;
  - (c) To support and assist youth to have healthy lifestyles and become responsible community members;
  - (d) To assist the families of at-risk youth, victims and offenders;
  - (e) To address the social and economic conditions that contributes to crime;
  - (f) To work for just legislation and just criminal justice practices;
  - (g) To work with all agencies of the justice and social service systems and other concerned organizations in the pursuit of shared goals; and
  - (h) To work toward the development of public awareness of the objectives and concerns of the Provincial Corporation through public education and information about programs.

## **ARTICLE 4 – MEMBERSHIP**

- 4.01 Any person including any individual, company, corporation, association or club who subscribes to the vision, mission and core values of the John Howard Society may on application, be considered for membership upon payment of the prescribed fee to the Provincial Corporation, as determined by the Directors.
- 4.02 Membership shall become effective on the date that an officer of the Provincial Corporation endorses a membership certificate or card, providing an application and the prescribed fee, have been received by the Provincial Corporation. Memberships shall expire on June 30 of the calendar year during which the membership became effective.
- 4.03 The Directors may by resolution, confirmed by members in a general meeting, confer upon any person, including any individual, company, corporation, association or club, an honorary membership for life in recognition of significant contributions made to the Corporation or the advancement of its vision and mission.
- 4.04 Honorary members shall be exempt from the payment of membership fees.
- 4.05 All members of the Corporation enjoy the rights and privileges and are subject to the limitations and restrictions prescribed in The Non-Profit Corporations Act, Province of Saskatchewan.

## **ARTICLE 5 – MEETINGS**

- 5.01 The Provincial Corporation shall hold an annual general meeting each year as determined by the Directors or, failing such determination, as required by The Non-Profit Corporations Act.
- 5.02 The Directors may whenever they deem necessary, convene a special general meeting.

- 5.03 The President of the Provincial Corporation, at the request of at least five (5) Directors or ten (10) members of the Provincial Corporation, shall convene a special general meeting.
- 5.04 A quorum for the transaction of business at any special general meeting or annual general meeting of the members of the Provincial Corporation shall consist of ten (10) members, which shall include at least five (5) Directors.
- 5.05 If within thirty (30) minutes from the time appointed for a special general meeting or annual general meeting a quorum is not present, the meeting shall be dissolved and the business of the meeting shall be referred to the Board of Directors.
- 5.06 The President or Vice President shall chair any special general meeting or annual general meeting of the Provincial Corporation. In their absence, the members shall choose one of the attending Directors to chair the meeting.
- 5.07 No less than twenty-four hours' notice of a special general meeting at which a special resolution is to be proposed and no less than seven (7) days notice of any annual general meeting shall be given to each member. The notice shall specify the place, the day and hour of the meeting, and any business to be discussed. Such notice must be in writing and may be given to each member personally, by email, or by mailing such notice by ordinary mail addressed to the member at his or her last known address.
- 5.08 Any error in giving notice of any annual general meeting or special general meeting of the Provincial Corporation shall not invalidate such meeting or make void any proceedings taken thereat, and any member may, at any time in writing, waive notice of the meeting and may ratify any or all proceedings taken thereat.
- 5.09 Every voting member shall have one vote.

- 5.10 At any special general meeting or annual general meeting, unless a poll is demanded, a declaration by the Chairperson that a resolution has been carried and an entry to that effect in the minutes of the Provincial Corporation, shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution.
- 5.11 If a poll is demanded, it shall be taken in such manner as the Chairperson may direct and the result shall be deemed to be the resolution of the Provincial Corporation in a special general meeting or annual general meeting.

## **ARTICLE 6 – DIRECTORS**

- 6.01 The Directors of the Provincial Corporation shall consist of the President, Vice-President, Past President, Treasurer and Secretary (as Executive Officers of the Board) and up to six (6) additional members at large.
- 6.02 Directors will be selected through a process developed by the Board, and must be elected by means of a motion made by a Director during an annual general meeting, special general meeting or meeting of the Board of Directors.
- 6.03 A Director is elected to serve a maximum of two consecutive terms of three years, following which a term of three years' absence is required before qualifying for nomination to the Board of Directors.
- 6.03.01 Should a Director be required beyond the current terms of two consecutive terms of three years, a third term of three years may be extended as deemed necessary by the Board of Directors. (June, 2018)
- 6.04 The Provincial Board of Directors governs the affairs of the Society and provides leadership and direction on its activities. The Board actively pursues the vision, mission, core values and ends of the Society and may adopt rules and policies for the conduct of its business.

6.05 The Directors shall convene at least three (3) times in each fiscal year for the dispatch of business. Questions arising in a meeting shall be decided by a majority of votes. The President, acting as Chairperson, shall only vote in the event of a tie.

6.05.01 Although ordinarily held in-person, the three (3) regular fiscal year meetings may also individually be convened by teleconference or videoconference. The decision to hold a regular meeting by teleconference or videoconference is to be determined by a simple majority of votes of Directors.

6.05.02 Outside of a convened meeting of the Board, the Chairperson may call for a vote by the Board on any matter through electronic mail. The Board shall create a policy for votes completed through electronic mail that establishes clear guidelines, accountability, and the opportunity for full participation of Board members in discussion and scrutiny of any business. The policy shall ensure that voting by electronic mail is governed in a standardized and transparent way.

6.06 Any Director who fails to attend three (3) consecutive meetings of the Board of Directors without sufficient cause, may be removed from the Board of Directors by means of a motion brought forward by another Director. Questions arising regarding the potential removal of a Director for non-attendance shall be decided by a majority of votes during a Board meeting.

6.07 Directors may also be removed from the Board for failing to act in a way that upholds the duty of care they owe to the Provincial Corporation or by failing to abide by the policies of the Provincial Corporation.

(a) Directors may be removed from the Board by means of a motion brought forward by another Director or by 10 members. The motion shall be considered during a special general meeting.

(b) Reasonable efforts must be made to notify the Director who is the subject of the motion under 6.06 (a), and that Director shall have the opportunity to attend the special general meeting and present his or her views regarding the motion, in accordance with the Non-profits Corporation Act.

(c) Questions arising regarding the potential removal of a Director from the Board under section 6.06, shall be decided by a majority of votes.



- 6.08 The President may from time to time, call a meeting of the Board of Directors. The President shall, at the request of any five (5) Directors, forthwith, and in no event later than thirty (30) days from receipt of the request, call a meeting of the Board of Directors. Such notice must be in writing and may be given to each member personally, by email, or by mailing, such notice by ordinary mail addressed to the member at his or her last known address, at least seven (7) days prior to the date of such meeting.
- 6.09 An error in giving notice of any Directors' meeting shall not invalidate such meeting or make void any proceedings taken thereat and any Director may, in writing, waive notice of the meeting either before or after the meeting is held.
- 6.10 A resolution signed by all of the Directors shall be as valid as if it had been passed at a meeting of the Board of Directors duly called and held.
- 6.11 A quorum of the Board of Directors shall consist of one half of the total number of Directors.

## **ARTICLE 7 – COMMITTEES**

- 7.01 The Board of Directors may establish committees to help carry out its responsibilities, and may delegate any of its powers to such committees. Committees may consist of such members of the Board of Directors together with such other persons as the Board deems fit; and committees so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on them by the Board.
- 7.02 The Chairperson of each committee shall be appointed by the Committee at the first committee meeting. If at any meeting the Chairperson is not present within fifteen (15) minutes after the time appointed for the holding of the meeting, the members present may choose one of their number to be Chairperson of the meeting.
- 7.03 Committees may meet and adjourn as they deem necessary. Questions arising at a meeting shall be determined by a majority of votes of the members present.

- 7.04 The Board of Directors may appoint the following committee
- (a) An Executive Committee, to be composed of the President, Vice-President, Past President, Secretary, Treasurer, with Chief Executive Officer.
  - (b) An Audit and Finance Committee, to be composed of the President, Treasurer, Director of Finance, at least one (1) director at large, with Chief Executive Officer
  - (c) Human Resources Committee, to be composed of the Vice-President, two (2) Directors at large.
  - (d) A Governance Committee, to be composed of the President, Vice President, and two (2) directors at large with Chief Executive Officer.
  - (e) The Directors may appoint and establish committees composed of such other persons as the Directors deem appropriate to assist the Board in its responsibilities.

## **ARTICLE 8 - EXECUTIVE OFFICERS**

8.01 As previously mentioned in article 6.01, there shall be a President, Vice-President, Past President, Treasurer, and Secretary of the Board of Directors of the Provincial Corporation, and these Directors are the Executive Officers of the Provincial Corporation.

- (a) The President shall be elected by the Directors from amongst their number at the annual general meeting, and the remaining Executive Officers shall be elected at the first meeting of the Board, which shall be held immediately following the annual general meeting.
- (b) Each Executive Officer shall hold their position for a maximum of two (2) consecutive one-year terms.
- (c) Each Executive Officer may be eligible for re-election to a maximum of three (3) consecutive one-year terms.

8.02 The President shall:

- (a) Ensure that the affairs of the Provincial Corporation and the Board of Directors are conducted in accordance with the Provincial Corporation's vision, mission, core values and ends.
- (b) Ensure that the Board of Directors conducts itself in a way that is consistent with its governance process, policies and these bylaws.
- (c) Represent the Provincial Corporation to outside parties.

- (d) Act as the Chairperson at all meetings of the Provincial Corporation and the Board of Directors.
- (e) Vote only in the event of a tie vote during meetings of the Provincial Corporation, the Board of Directors or committee meetings.
- (f) Assign to the Vice-President and Past-President such duties as appear to the President to be desirable.
- (g) Make a report on the Provincial Corporation's activities and table that report at the annual general meeting.
- (h) Additionally, the President may be an ex-officio member of all committees.

8.03 The Vice-President shall:

- (a) Take the place of the President whenever the President is for any reason unable to act, and in such case, the Vice-President has all the power and authority that he/she would have if he/she were in fact President.
- (b) Perform such duties as may be assigned to her/him by the President.

8.04 The Treasurer shall:

- (a) Be involved in monitoring the financial transactions, reports and records of the Provincial Corporation.
- (b) Work with the Director of Finance to provide a report about the financial state of the Provincial Corporation and table the report at the annual general meeting.

8.05 The Secretary shall:

- (a) Keep minutes of all In-Camera meetings of the Board of Directors and send copies of such minutes to all members of the Board of Directors. (Already voted on and approved)
- (b) Subject to these bylaws, conduct elections and voting within the Provincial Corporation.

## **ARTICLE 9 - BANKING AND CONTRACTS**

- 9.01 The bank account or accounts of the Provincial Corporation shall be kept in such bank as the Board of Directors may from time to time determine.
- 9.02 All cheques, acceptances, promissory notes, drafts, orders or other obligations and securities for the payment of money by the Provincial Corporation, or for deposit to the credit of the Provincial Corporation and all contracts, shall be signed by such Officer or Officers or such person or persons as the Board of Directors may from time to time appoint.

## **ARTICLE 10 – AUDITORS**

- 10.01 One or more auditors shall be appointed at the annual general meeting of the Provincial Corporation to examine and audit the books of the Provincial Corporation and the remuneration of such auditor or auditors, shall be approved by the Board of Directors of the Provincial Corporation.

## **ARTICLE 11 - FISCAL YEAR**

- 11.01 The fiscal year of the Provincial Corporation shall terminate on the 31<sup>st</sup> day of March each year.

## **ARTICLE 12 – AMENDMENTS**

- 12.01 The Provincial Board may amend these bylaws from time to time. Such amendments:
- (a) Must be made by way of a motion during a regular meeting of the Provincial Board of Directors;
  - (b) Must be passed by majority vote of the Directors;
  - (c) Come into effect at the time they are passed by the Directors;
  - (d) Must be ratified by a vote at the next annual general meeting or special general meeting of the members; and
  - (e) Will be of no effect if they are not ratified at the next annual general meeting or special general meeting of the members.

Adopted and passed at a General Meeting of the John Howard Society of Saskatchewan held in the city of Regina in the province of Saskatchewan on the 26<sup>th</sup> day of June 2020.



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Anna Robinson, President



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Shawn Fraser  
CEO