

Prairie Region Halfway House Association

By-Laws

March 15, 2004

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PART I

BY-LAWS

A. DEFINITION

The Prairie Region Halfway House Association (P.R.H.H.A.) is a non-profit professional organization, which serves as a forum for non-governmental organizations that are primarily residential service providers for federally sentenced adults.

B. LEGAL, ACCOUNTING AND AUDIT MATTERS

1. Registered Address:

The registered address of the Association shall be the address of the office of the Association. The incumbent Secretary/Treasurer shall send a notice of amendment to Alberta Registries on change of Board of Directors members.

2. Safe Custody of Documents and Corporate Seal

The office of the Association shall have custody of all documents relating to the incorporation of the Association and copies of all reports, returns and notifications required by provincial and federal authorities.

The incumbent President shall hold certified copies of the Association's letters patent, separately.

The office of the Association shall hold all official files, minute book, roster, etc.

3. Banking

The appropriate bank account(s) of the Association shall be opened and kept at a branch of a chartered bank as agreed upon by the Board of Directors.

Banking transactions shall be as authorized from time to time by the Board of Directors, or a properly constituted meeting of the Association. Any two of five signatures of the President, voting Past President, Vice-President, Secretary/Treasurer or Association Coordinator shall constitute proper signing authority.

The Association will operate a minimum of two accounts:

The General Operating Account will contain all funds designated for the operation of the Association; i.e., C.S.C. contracted funds, membership fees, fund-raising, grant(s) for the Association office, and grant funds for distribution to members, other miscellaneous receipts. Appropriate receipts or invoices shall properly support all disbursements.

All operating expenses will be paid from this account. Appropriate receipts or invoices shall properly support all disbursements.

Additional Accounts and the conditions under which they operate, where they become necessary to manage monies from particular sources, shall be set and authorized by the Board of Directors and ratified post facto at the next General Meeting of the Association.

A Transfer Account may be opened near the Association's office to facilitate deposits to the General Operating Account.

4. Borrowing Powers

Neither the Association nor its executives are permitted to borrow money from the association.

5. Annual Audit.

The Association's fiscal year shall be from April 1 to March 31. A chartered accountant or two members of the Halfway House Association who are appointed (or reappointed) at the Association's Annual General Meeting shall audit annually the affairs of the association. Copies of the audited statements shall be distributed to the membership at the Annual General Meeting of the Association.

6. Membership Audit

Members have the right to inspect the books and records of the society. They shall submit a written request to the President. The President will then make available all books and records within 30 days of the request. The books and records will be brought to his office at a time suitable for both the members wishing to view them and the president. The review will be done at the president's office.

C. MEMBERSHIP

There shall be three categories of membership in good standing:

- Designated Correctional Residential Facility
- Multi-Use Residential Facility
- Associate Member

1. Eligibility

Any community based, privately operated agency providing non-incarcerate, residential care and/or treatment to federal, provincial, territorial offenders shall be eligible for and may be admitted to membership upon application to the Secretary Treasurer. The categories are defined as:

a. Designated Correctional Residential Facility – all individuals residing in the facility are on Conditional Release under the authority of the Federal/Provincial or Territorial governments. This category **has** voting privileges.

b. Multi-Use Residential Facility – only a portion of the residents residing in the facility are on Conditional Release under the authority of the Federal/Provincial or Territorial governments. This category **has** voting privileges.

c. Associate Membership – any individual, agencies and associations, whether private or public, not defined in Bylaw C:1 above, known to actively promote the aims and objectives of the Association, or who have an interest in its affairs are eligible for associate membership upon application to the Association Secretary Treasurer. Associate members **do not have** voting privileges.

2. Fees

Each member agency shall pay a yearly flat fee to be set and reviewed annually by the Prairie Region Halfway House Association Board of Directors for each of the three membership categories.

Association dues and fees are payable within 30 days of receipt of membership invoice.

Agencies with residential Correction Services of Canada contracts may not take out Associate membership.

The Board of Directors on a case-by-case basis reviews membership subsidies to support and preserve membership in instances of fiscal distress.

Membership fees may be prorated quarterly.

Fees paid are non-refundable.

3. Cancellation of Membership

- (i) Voluntary Cancellation – members may with a letter to the President, withdraw their membership at any time. The membership fee is not refundable.
- (ii) Membership may be cancelled by the Board of Directors in their sole discretion with a simple majority vote if:
 - The agency has failed to pay fees and no repayment plan has been agreed upon by the Board of Directors; or
 - The agency has not adhered to the Mission, Goals and Objectives of the PRHHA.

D. P.R.H.H.A. BOARD OF DIRECTORS

1. Composition

The Association Board of Directors shall have between eight and ten (8-10) voting members.

The ten voting members shall be representatives of member agencies and shall include the immediate Past-President and those duly elected to the positions of President, Vice-President, Secretary/Treasurer, and six Members at Large. No member can assume more than one Board of Directors position. All members of the Board of Directors will be required to play an active role in the Association as members of a standing committee of the Association.

Wherever possible, the voting members will each represent, as much as possible, the various constituencies of the PRHHA. These are:

Aboriginal, Metis and Inuit
Independent Residential Services,
Program/Treatment providers,
Seven Step Society
The Elizabeth Fry Societies,
The John Howard Societies, and
The Salvation Army.

No more than two Board members may be elected from any one Community Residential Facility. No more than three Board members may be chosen from any one constituency.

In addition, regional representation should be taken into account.

2. Eligibility

No person may serve on the Executive for more than twelve years consecutively. Once the twelve-year cycle is completed the individual will not be eligible to sit on the Executive for one year.

3. Terms of Office/Relinquishing Office

The Board of Directors shall be elected for a two-year term of office and shall be eligible for re-election for three (3) further consecutive terms

The immediate past president may be a member of the Board of Directors ex officio, without vote, for one (1) year if his/her term of office as a regular Board member has expired.

Membership on the Board of Directors shall be voluntary and no remuneration by way of salary shall be paid. The Board of Directors may authorize reimbursement for travel expenses and per diem.

Incumbents shall relinquish office at the Annual General Meeting at which their successors are elected and assume office. Vacancies in between Annual General Meetings may be filled, by remaining Board Members; however, the membership must ratify and elect the incumbent at the next regular meeting of the membership.

Should any Board Member leave employment with a Community Residential Facility, and (s)he has not taken employment with another Community Residential Facility in the Prairie Region, his/her position on the Board of Directors must be filled by the Board within three months. The membership must ratify and elect the incumbent at the next regular meeting of the membership.

Should a Board Member leave employment with a Community Residential Facility and take employment with another Community Residential Facility in the Prairie Region, he/she may remain on the Board of Directors provided there remains a reasonable representation of the various constituencies of the Prairie Region Halfway House Association. The member in question must relinquish office at the following Annual General Meeting and be re-elected, if applicable, in the normal manner.

4. Duties of the Board of Directors

The specific duties and responsibilities according to office are given in Appendix 2. In general terms, the Board of Directors will oversee and guide the operation and direction of the Association ensuring it fulfills its mandate under the specific and implied dictates of these By-laws.

The Board of Directors shall be authorized to conduct the affairs of the Association in accordance with the Association's By-laws. The Board of Directors shall present an annual operating budget to the membership and will not incur any debt nor “jeopardize any funding agreement with non allocated expenditures”.

5. President

The president shall preside at all business meeting of the Board of Directors, the executive committee and at annual and special membership meetings, shall be an ex-officio member of all committees and shall perform all other duties usually pertaining to the association.

The president shall also determine who will represent the association, with funders, the media or any other public function in which the association would participate.

6. Voluntary/Involuntary Resignation/Expulsion from Board of Directors

Should any member of the Board of Directors consistently fail to properly discharge the responsibilities assigned and, by such failure, lose the confidence of all the remaining members of the Committee that member may, in writing, be asked to voluntarily resign from the Committee by the President, provided Committee members are in agreement and reasonable efforts have been made to rectify the situation.

Should the member in question fail to do so, in a letter delivered to the Secretary/Treasurer within 14 days of the presumed receipt by the member of the request, any 3 members of the Board of Directors may call a General Meeting of the Association, under the provisions of by-law No. E.3.b, which meeting may, by a two-thirds majority, vote to expel that person from the Board of Directors for cause and thereafter, elect an eligible and willing successor to assume those responsibilities.

7. Standing Committees

The Board of Directors will create and operate, at minimum, the following 3 standing committees:

Pre-Release Committee
Finance Committee
Marketing Committee

There will usually be a Board Member on each committee who will usually be the Chair of that committee. If the Board Member is not the Chair he/she will be the liaison with Board. The Secretary/Treasurer will be Chair of the Finance Committee and the Membership Committee.

a. Standing Committee Meetings

The committees shall meet as often as deemed necessary to carry out their mandate and responsibilities, having due regard to their budget line. The chairperson will devise the method for notice of standing committee meeting.

b. Budget

Committee expenses will be reimbursed according to budget line expense as contained in the operating budget of the Association, as ratified at a General Meeting of the Association.

c. Mandate/Terms of Reference

Each committee will devise a mandate and terms of reference, which will be approved by the Board of Directors.

d. Reports

Each committee will be required to submit written or verbal reports to the Board of Directors regarding its activities at each meeting of the Board of Directors throughout the year.

e. Eligibility

All agency and associate members of the Association are eligible to participate on standing committees. Potential members may express interest to the Committee Chairperson or be invited to participate through the Chairperson.

E. P.R.H.H.A. MEETINGS (Conduct of Etc.)

1. General Comments

While the Association recognizes the need to create and enjoy informal relations between members, it recognizes the need for formal procedures.

Four cardinal principles should be seen to underlie the paragraphs, which follow:

- Justice and courtesy for all participants;
- Determination and recognition of the majority;
- Protection of the rights of the minority; and
- That only one topic at a time shall be considered and disposed of.

It has, therefore, been concluded that all meetings of the Association are to be conducted within the general framework of Robert's Rules of Order.

2. Categories of Meetings.

The Association holds meetings under the following categories:

- Annual General
- General
- Board of Directors
- Executive Sub-Committee
- Standing Committee

3. Purposes, Frequency and Timing of Meetings

a. Annual General Meeting

The Annual General Meeting of the Association shall be held within six months of fiscal year at such place, and at a date and time set by the Board of Directors. Members will be given written notice of such meetings not less than 30 days prior to the Annual General Meeting.

The following agenda items shall be included in the Annual General Meeting order of business and should be taken into account when determining the date of this meeting:

- presentation of an up-to-date audited financial statement;
- presentation of a projected budget for the ensuing fiscal year;
- the election of Association officers as required under paragraph D.3 of these By-laws;

–presentation of sub-committee reports; addenda to and/or amendments to Association By-laws (see section "F" below).

b. General Meetings

In addition to the Annual General Meeting the Association shall hold General Meetings of the Association in those circumstances where there is a need for a majority of the membership to meet.

A General Meeting of the Association may be called by the President, or by any 3 members of the Executive or by any 4 agency members. In the latter case written notice must be given to the President and the Secretary/Treasurer. This General Meeting must be held within 30 days of notification of the meeting.

The following agenda items shall be included in the general meeting order of business and should be taken into account when determining the date of this meeting:

- up-to-date financial statement
- appointment of the auditor
- presentation of standing and sub-committee reports.
- ratification of interim appointments of executive members

c. Board of Directors Meetings

(i) Frequency

The Board of Directors shall meet as often as it deems necessary to conduct its business and discharge its responsibilities, within the approved budget line.

(ii) Notice

The President giving a minimum of 14 days notice will usually call meetings of the Board of Directors. During the President's indisposition due to illness, or prior commitment etc., the Vice-President shall be expected to discharge the President's duties, at the request of the Secretary/Treasurer.

(iii) Extraordinary Meeting

Notwithstanding that it is usually the President's prerogative to do so, under circumstances deemed exceptional by a minimum of 3 members of the Board of Directors, they may call an extraordinary meeting of that Committee, clearly stating its purposes and give notice reasonable under and commensurate with those circumstances.

(iv) Quorum

The presence in person of fifty (50) percent of the Board members plus one shall constitute a quorum at any meeting of the Board.

d. Standing Committee and Executive Sub-Committee Meeting

Standing and sub-committees of the Board of Directors may be struck at its discretion. Committee participation shall be prompted by the knowledge; interest and expertise of those invited to contribute and shall not be restricted to agency or associate members.

The Board of Directors shall draw up terms of reference for committees. Committee Chairpersons shall report to the President.

4. Attendance at Meetings - Eligibility for.

a. Representation of Agency Members at General Meetings of P.R.H.H.A

Each agency member in good standing shall have the right to nominate two representatives to any General Meeting of the Association, one of whom shall be the Director of the agency, or the Director's designate.

Either representative shall be deemed to be authorized to cast that agency's ballot. At any meeting, when a vote is taken, only one attending member per Agency is entitled to cast one vote and one vote only.

Proxy votes: Upon notification to the association, in writing 14 days prior to the meeting, an agency member may send a proxy vote with another representative.

b. Attendance of Agency Member Representative at Executive and Board Meetings

The Board of Directors will inform agency directors or their designate(s) appointed under Section E.4.a above of all Board of Directors meetings so as to encourage them to attend.

5. Quorum

After being properly notified of an Annual General Meeting or General Meeting, it is the responsibility of agency members to attend. The presence in person of fifty (50) percent of the paid members plus one shall constitute a quorum at any Annual General Meeting or General meeting. A quorum at all other meetings of the Association, or committees thereof, shall be a simple majority of those persons registered to that group (i.e. a 6 member committee requires 4 members to have an official meeting). These persons must be properly notified of their group's meeting.

6. Voting Procedures

Voting on any question shall usually be by a show of hands. Exceptions are: when electing Association officers or when a representative requests a secret ballot in which case a motion must be introduced. (see appendix 2)

7. Election of Officers

a. Nominating Committee

By January first of each calendar year, the President shall appoint a Nominating Committee. This Committee will usually be chaired by the Past-President. Associate and agency members in good standing shall be eligible for appointment to the Committee.

b. Nominations from the Floor

At the Annual General Meeting and following the report from the Chairperson of the Nominating Committee, the Chairperson shall call for nominations from the floor. Such nominations shall be duly moved and seconded on behalf of consenting nominees.

d. The Successful Candidate

The successful candidate will be the person receiving a simple majority of votes cast by eligible representatives of agency members in good standing. Agency members will be recorded on the Annual General Meeting's role call, which will be appended to the proceedings.

e. Executive Roles

The elected Board of Directors at their first meeting shall determine the roles of President, Vice-President, and Secretary/Treasurer.

f. Inconclusive Ballots

Where no candidate for a specific office polls a simple majority at the first ballot, the name of the candidate having the least number of votes shall be deleted from the list of candidates eligible for election to that particular office. This procedure will be followed in successive ballots for that office until a candidate is successful (see E.7.d. above).

g. Authentication of Blank Ballots by Endorsement

The Secretary/Treasurer, prior to distribution to eligible voters, shall initial blank ballots. Completed ballots, not so endorsed, shall be rejected, excluded from the count and destroyed.

h. Appointment of Scrutineers

The Presiding Officer shall appoint at least 2 scrutineers to assist in the proceedings and, specifically, to count the ballots.

8. Submission of Items for Inclusion on the Agenda

Any agency or associate member is entitled to submit items for inclusion on the agenda of executive meetings providing at least 14 days notice in writing is given to the Secretary/Treasurer. Associate members are encouraged to submit agenda items to the chairperson of the appropriate standing committee in writing and 14 days prior to the date next scheduled meeting of that committee.

F. AMENDMENT TO AND/OR ADDENDA TO THE BY-LAWS

Amendments of and/or addenda to the By-laws may be proposed by any agency member whose representative sends notice in writing of the proposed amendment or addendum by ordinary pre-paid mail to each member, to be received not less than 30 days prior to the date of the Annual General Meeting.

This amendment or addendum will be considered approved at the Annual General Meeting if the motion secures **at least THREE-QUARTERS** of the votes cast.

APPENDIX 1: BY-LAWS

Duties and Responsibilities of the Board of Directors.

Duties and Responsibilities of The President

As Chief Executive Officer of the P.R.H.H.A. the President shall :

- 1) Authenticate by signature when necessary all the acts, orders and proceedings of the Executive in general and to represent the will of the membership to the public;
- 2) Preside at General Meetings and at meetings of the Executive;
- 3) Report to the Executive at its regular meetings;
- 4) Report to the General membership at its regular meetings;
- 5) Issue public statements on behalf of the Association;
- 6) Be a signing officer;
- 7) Countersign all cheques with approved signing authorities;
- 8) Be the primary spokesperson with C.S.C. and shall be informed on all other communications;
- 9) Serve as ex-officio member of all Committees;
- 10) Call regular and special meetings of the Executive and Bi-annual meetings of the Association;
- 11) Prepare a report on the Association's activities for General Membership meetings;
- 12) Receive and review all minutes of Committee meetings; and
- 13) Work closely with and directly supervise the Association's Director.

Duties & Responsibilities of the Vice-President

- 1) The Vice-President shall perform the duties of the President in the absence of the President;
- 2) Assist the President as requested;
- 3) Act as a signing officer;
- 5) Undertake special duties as designated by the Board of Directors.

Duties & Responsibilities of the Secretary/Treasurer

- 1) Signing officer;
- 2) The Secretary/Treasurer is legally responsible for the collection and safekeeping of all funds of the Association and for ensuring the keeping of accurate financial records;
- 3) Responsible for the presentation of accurate Treasurer reports;
- 4) Reports on the financial position of the Association at each Executive meeting;
- 5) Reports fully to the membership at the Bi-annual meeting on communication of the Association and financial matters;
- 6) Act as Chairperson of the Finance and Membership committees;
- 7) Monitor the financial affairs of the Association by conducting at least one review of the books during each fiscal year with the Director of the Association;
- 8) To record or supervise the recording of minutes of Executive and General meetings;
- 9) To record the motions of meetings and record notes as taken; and

- 10) To prepare or supervise the preparation of minutes of meetings to be circulated to the Membership;
- 11) To receive all correspondence of the Association and respond in accordance to the wishes of the Association.

ACCOUNTING RECORDS

Using “generally accepted accounting principles” proper accounting records with respect to all financial transactions must be kept at the head office of the Association. The following will be recorded:

- (a) All sums of money received and disbursed by the Association together with receipts and disbursement vouchers;
- (b) All sales and purchases of the Association;
- (c) All assets and liabilities of the Association; and
- (d) All other transactions affecting the financial position of the Association.

All books and documents referred to in the above paragraphs shall be accessible to each member of the Association for inspection at all times and a financial statement will be prepared for meetings of the Board of Directors.

Duties & Responsibilities of the Member(s) at Large.

- 1) Attend and participate in all Board of Directors and General Membership meetings;
- 2) Select a committee and work for this committee, preferably as Chairperson; and
- 3) Participate in the development of the Association.

Duties & Responsibilities of the Past-President.

- 1) In the event that the current President is elected for a second two year term the Immediate Past president’s tenure may run concurrent to that of the President.

In the event that the Immediate Past-President is unwilling or unable to stand in for the concurrent term, the Board of Directors may nominate a former Board member to act in the position of “Executive Counsel”. The Executive Counsel has all the rights and responsibilities that would normally be conferred upon an Immediate Vice-President.

- 2) Will be chairperson of the nominating committee.
- 3) Member of at least one standing committee.

APPENDIX 2: Voting or Balloting.

To determine the opinion of a group on a motion, it is necessary to have each member indicate whether he is in favor of or against the question. There are a number of accepted methods of acquiring this information.

"A Closed Ballot" is the method used when individual opinions should remain secret. It is always used for the election of officers and frequently for the admission of new members and highly controversial questions. It may be requested by any member through a motion properly passed "that the vote on this question be by secret ballot". A blank slip of paper, or one carrying the exact question to be voted on, is handed to each member in good standing. The group is then instructed to mark the ballots in the proper way (e.g. an X opposite the name, "yes" or "no", or a person's name). The ballots are then folded once or twice and handed to a scrutineer at the proper time. The actual number of votes for and against the question are announced by the presiding officer and recorded in the minutes, except in the case of the election of officers.

"A Polled Ballot" is considered wise on many controversial issues. The Secretary/Treasurer reads aloud the name of each eligible member who replies aloud in accordance with his opinion. The presiding officer should instruct the members to reply using such words as "yes", or "no", "for" or "against". (The words "yea" and "nay" are confusing because of the similarity of their sounds.) After the Secretary/Treasurer has read the entire list, the presiding officer should inquire whether there are any others present who consider themselves eligible to vote. Each request to vote should be considered on its merits and a definite ruling given. Following this, the Secretary/Treasurer should tabulate the number of votes for or against and hand the result to the Chairperson for announcement. The information should appear in the minutes.

"A Standing Vote" is used in a large group, or where there is any doubt as to the number of votes. The presiding officer may say, "All those in favour please stand (or will signify by standing)". The Chairperson may then ask the Secretary/Treasurer to count the number of persons standing and ask someone else to check the result. It is essential that the Chairperson immediately say, "All those opposed please stand", and that the second count be taken. The result of this vote must also be recorded in the minutes.

"A Show of Hands" is the most frequently used method of voting in community organizations. The Chairperson usually says, "All those in favour please raise their hands." If there is any obvious for or against the question, the Chairperson usually announces, "The motion is carried or defeated." An actual count is not taken. Should there be any doubt as to the majority, it is wise for the Chairperson to ask the members to vote again, this time taking a standing vote.

"The Unanimous Vote" is used occasionally when an organization wishes to record unanimous approval of some item such as a vote of appreciation, or the election of an honorary officer. When such a result is obvious, the Chairperson says, "The Secretary/Treasurer will please cast a unanimous ballot in favour of the motion."

