***People for Animals of Saskatchewan Incorporated
Trade name: Regina Cat Rescue***

**BYLAWS AND CODE OF ETHICS**

1. **DEFINITIONS**

Be it resolved that these and all other bylaws of the corporation, unless the context otherwise requires or specifies are the definitions:

1. “Act” means *The Non-profit Corporation Act, 1995*, as amended or replaced from time to time, and in the case of such amendment, any references in the bylaws of the corporation shall be read as referring to the amended provisions;
2. “the corporation” means Regina Cat Rescue.;
3. “the directors”, “board” and “board of directors” means the directors of the corporation for the time being;
4. “member” means a regular member;
5. “the directors”, “board” and “board of directors” is comprised of nine voting members and one non-voting member.
6. **OBJECTS**

Be it resolved that the objects of the corporation are:

a) To assist companion animals in need through maintenance of community cat colonies and the rescue, sterilization, foster care and adoption of homeless cats and kittens.

b) To educate our members and the public on compassionate and humane treatment of all animals.

1. **FISCAL YEAR**

Be it resolved that the fiscal year of the corporation shall end on the 31st day of December in each year.

1. **MEMBERSHIP**

Be it resolved that the membership shall:

1. Consist of regular members:
* A regular member is entitled to all privileges of membership including the right to vote at meetings of members.
1. Any resident of any province is eligible for admission to membership as a regular member.
2. Membership fees payable to the organization are:
* $30/year for a regular membership. Membership fees are eligible for tax receipts.
* $500 one-time payment for a lifetime membership (voting). Lifetime membership fees are eligible for tax receipts.
1. Membership fees are not refundable.
2. Expiry and renewal date of membership will fall on December 31 each year. Any memberships purchased in the fourth quarter of the calendar year will be considered as memberships for the next year, unless otherwise indicated by the member.
3. Honorary lifetime memberships (non-voting) may be awarded by the Board of Directors.
4. Regular, lifetime, and honorary lifetime members shall adhere to RCR Bylaws and Code of Ethics, as well as all RCR board policies.
5. RCR volunteers are not required to become RCR members; however, all volunteers shall adhere to RCR Bylaws and Code of Ethics, as well as all RCR board policies.
6. **MEETINGS OF MEMBERS**

Be it resolved that meetings of members shall adhere to the following:

1. An annual meeting of members shall be held in the month of May of each year at a time and place to be fixed by the previous annual meeting or by the directors.
2. All business transacted at an annual meeting of members, other than consideration of financial statements, by-law amendments, board member reports, election of directors, and auditor approval is deemed to be special business.
3. Regular members must hold their paid memberships thirty (30) days in advance of the AGM in order to vote and run for positions at the meeting.
4. Notice of the time and place of a meeting of members shall be sent, forty-five (45) days in advance of the meeting, to each member entitled to attend the meeting:
* No regular member is entitled to more than one (1) vote
* Regular members shall vote by a show of hands.
1. Nominations for board members must be forwarded to the Nomination Committee thirty (30) days in advance of the AGM. The Nomination Committee’s recommended candidates will be ratified by the board of directors and will be presented to the membership for vote at the AGM.
2. Suggested agenda items for the AGM must be forwarded to the Board of Directors thirty (30) days in advance of the AGM.
3. Ten (10) regular members including board members personally present at the opening of a meeting shall constitute a quorum.
4. The conduct of meetings shall be governed by the latest revised edition of Roberts Rules of Order.
5. **DIRECTORS**

Be it resolved that the directors shall uphold the following:

1. The directors shall manage the activities and affairs of the corporation.
2. Directors shall be elected at the annual meeting.
3. Directors hold office until the conclusion of the meeting at which their successors are elected.
4. The term of office of all Directors shall be two (2) years. President, Treasurer, and three Member at Large are elected in even years and Vice-President, Secretary and two Members at Large are elected in odd years. A Director may serve as Past Board Member after vacating their elected position. Past Board Member is an unelected position that does not have voting rights at meetings of the board of directors.
5. The regular members may, by ordinary resolution at a meeting called for that purpose, remove any director(s) from office.
6. Where there is a vacancy on the board of directors and;
* where there is a quorum of directors, the remaining directors:
1. may exercise all the powers of the directors; or
2. may fill the vacancy until the next annual meeting
* where there is not a quorum of directors, the remaining directors shall call a general meeting for the purpose of electing regular members to fill any vacancies
1. Every director shall be given, by email, letter, telephone or otherwise, at least fourteen (14) days’ notice of every meeting of directors, except by agreement of all board members in special circumstances.
2. The quorum at board meetings shall be a majority of the board.
3. Board conduct shall be informed by executive limitations (job description/code of ethics) for each board and committee head position as well as by board policies.
4. **BOARD OF DIRECTORS**

Be it resolved that the board of directors shall consist of the following nine voting positions and one non-voting position to be elected from among the regular membership:

1. President
2. Vice-President
3. Treasurer
4. Secretary
5. Member at Large (5 positions)
6. Director, Past Board Member (non-voting)

The corporation shall, no later than thirty (30) days after each annual meeting, send a list of the names and contact information of its board of directors to the Corporate Registry.

Be it resolved that the responsibilities of the directors shall be defined, amended and maintained by the board of directors in a separate document to be held by the board of directors.

1. **COMMITTEE HEADS (OFFICERS)**

Be it resolved that the board of directors shall designate the committees of the corporation (including but not limited to the following), appoint committee heads (officers) from among the regular membership, and specify the duties required to manage the committee affairs of the corporation. The board may appoint up to two heads/officers to each committee:

1. Fundraising
2. Community Cat team
3. Pet Rescue team
4. Communications
5. Volunteer and Membership

Be it resolved that the responsibilities of the committee heads shall be defined, amended and maintained by the board of directors in a separate document to be held by the board of directors.

Within the board of directors will consist four sub-committees that will oversee the five operation committees described above and the operations of the organization. The board will appoint a minimum of three members to each committee. Volunteers and other members may attend meetings as needed to advise on special projects. The committees are as follows:

1. Nominating and Governance
2. Advocacy and Education
3. Operations
4. Finance and Revenue Development
5. **FINANCIAL DISCLOSURE**

Be it resolved that the board of directors shall:

1. Place before the members at every annual meeting:
* financial statements for the fiscal year ended before the annual meeting
* any further information respecting the financial affairs of the corporation
1. The directors shall approve the financial statements and shall evidence their approval by the signature of one (1) or more directors.
2. No financial statement shall be released or circulated unless it has been approved by the directors.
3. The corporation shall, no later than thirty (30) days after each annual meeting, send a copy of its financial statement to the Corporate Registry.
4. **AMENDMENTS TO BYLAWS**

Be it resolved that the board of directors:

1. May, by resolution, make, amend, or repeal any bylaws that regulate the activities and affairs of the corporation.
2. The directors shall submit a bylaw, or an amendment or repeal of a bylaw to the next meeting of regular members and the members may confirm, reject or amend the bylaw, amendment or repeal.
3. **LIQUIDATION AND DISSOLUTION**

Be it resolved that the remaining financial assets of the corporation shall, in the course of liquidation and dissolution, be transferred to Regina Humane Society, with the proviso that all funds be expended on sterilization or injured animals programs, not euthanasia.

1. **INSURANCE**

The Board shall, if available on commercially reasonable terms, obtain Directors and Officers liability insurance in such amounts and upon such terms as the Board may approve.

1. **CODE OF ETHICS**

As volunteers, we recognize that the corporation will not be compensating us for our time or work.

We have an obligation to conduct ourselves in a manner which furthers the best interests of the corporation.

We have an obligation to conduct ourselves in a manner that does not bring ourselves or the corporation into disrepute.

We will conduct our duties for the corporation with a high level of integrity and professionalism.

We will publicly and personally support the mission statement and will abide by the mission, vision and values of the corporation.

We will commit ourselves to assisting and supporting colleagues.

We will honour all commitments made.

We will regularly attend and participate in board, committee, and other meetings, as applicable to our positions in the corporation.

We will ensure duties pursuant to our portfolios are fulfilled.

We will ensure potential conflicts of interest are disclosed.

We will act in the best interest of the organization, rather than the furtherance of personal interests or the best interests of third parties.

When representing RCR in public, we will ensure that RCR policy/messaging is presented rather than our own personal opinions.

We will represent RCR in public or in the media only if authorized by the Board of Directors.

We will use official RCR documentation and materials when communicating with the public and volunteers and will not alter these documents without authorization by the Board of Directors.

Fundraising activities will be consistent with the mission of the corporation.

We will communicate respectfully with fellow board members, volunteers, members, supporters, and the broader community on matters concerning the corporation.

We will follow, without exception, all policies which have been approved by the board.

We will support the corporation financially by contributing to and assisting with fundraising endeavours.

1. **REMOVAL OF A DIRECTOR**

A violation of the Code of Ethics will be subject to a special meeting of members, held exclusively to consider the removal of the director in question.

1. **CANCELLATION OF A MEMBERSHIP**

A violation of the Code of Ethics by a regular, lifetime, or honorary lifetime RCR member will be subject to a meeting of the board of directors to consider the cancellation of the membership of the member in question.

1. **REMOVAL OF A VOLUNTEER**

A violation of the Code of Ethics by a non-member volunteer will be subject to a meeting with the committee officer to consider the removal of the volunteer from the position.