

**Sackville & District Assistance Centre  
9 Willow Lane, Unit B  
Sackville NB E4L 4P4**

**By-Laws**

**Amended May 24, 2023**

**Article 1 – Mission**

The Sackville and District Assistance Centre (hereinafter referred to as the “Centre”) is a registered, non-profit charity whose purpose shall be as follows:

- a) to provide a systematic way to collect and distribute donated and purchased food and sundries to individuals and families in need.
- b) to provide occasional emergency food assistance to registered and non-registered clients when the Centre is closed. Emergency assistance is usually coordinated with other Sackville social agencies or charities.
- c) to educate clients in using a variety of foods to stretch their income and to improve their health
- d) to advocate for an equitable society and an end to food insecurity
- e) to conduct all activities of the Centre without purpose of gain for its members and to ensure that any profits or gains are used to promote the objectives of the Centre. All those associated with the organization are volunteers, and no person is remunerated for services to the Centre.

**Article 2 – Fiscal Year**

The fiscal year of the Centre shall be the twelve (12) month period commencing with April 1<sup>st</sup> of each calendar year.

**Article 3 – Service Area**

The Centre shall serve Sackville and the surrounding geographic area to the limits of the areas bound by Aulac, Point de Bute, Cookville and Wood Point.

**Article 4 – Members and Annual General Meeting**

Members of the Centre are those persons who serve as a director. A person ceases to be a member when he or she ceases to be a director.

The role of members is to elect directors at the annual general meeting, to confirm by-laws passed by the directors and to receive a full report on the financial affairs of the Centre at each annual general meeting.

An annual general meeting shall be called within three (3) months of the end of each fiscal year.

In each year before notice of the annual general meeting is given, the Board of Directors shall strike a nominating committee comprised of the President and at least one other director. This committee will identify persons willing to serve as officers and directors and shall bring the slate forward for a vote of the membership.

The following business shall be transacted at the annual general meeting:

- consideration of the reports of the President and the Treasurer;
- election of the officers and directors (if applicable) for the ensuing year;
- confirmation of by-laws passed by the directors; and
- any other appropriate business.

A majority of the members shall constitute a quorum.

Volunteers, supporters and clients of the Centre may attend the annual general meeting and with the permission of the meeting may participate in discussions, although they may not make or second motions or vote.

### **Article 5 – Officers of the Centre**

The officers of the Centre shall be elected from among the directors at each annual general meeting for a term of one (1) year and shall consist of the President, Vice-President, Secretary, and Treasurer. They may be re-elected for subsequent terms.

The President shall provide overall direction for the Board of Directors and the organization. The President shall:

- call and preside at all meetings of the directors and the annual general meeting;
- ensure that all resolutions passed at meetings of the directors and the annual general meeting are carried into effect;
- serve as the official spokesperson for the Centre;
- act as one of the signing officers for cheques, electronic payments and other documents; and
- have such other duties as usually pertain to this office.

The Vice-President shall work closely with the President and provide leadership to the Board of Directors and the organization. The Vice-President shall:

- assume the duties of the President in the absence or disability of the President; and
- have such other duties as may from time to time be assigned by the Board of Directors.

The Secretary shall serve as the recorder for the organization. The Secretary shall:

- keep minutes of all meetings of the directors and the annual general meeting and keep copies of such minutes in hard copy and electronic format;
- serve as one of the signing officers for the Centre; and
- have such other duties as may from time to time be assigned by the Board of Directors.

The Treasurer shall be responsible for the general financial interest of the Centre. The Treasurer shall:

- keep full and accurate records of all receipts and transactions;
- provide full and accurate reports of all financial holdings and transactions;
- provide an annual report to the Board showing the financial position of the Centre;
- serve as one of the signing officers for the Centre;
- have such other duties as may from time to time be assigned by the Board of Directors.

#### **Article 6 – Executive Committee**

The Centre shall have an Executive Committee which shall consist of the officers of the Centre.

The Executive Committee shall act on behalf of the Board of Directors on matters of an urgent nature that cannot be delayed until a Board of Directors meeting is held and such other matters as referred to it by the Board of Directors.

The Executive Committee shall meet at the call of an officer.

Quorum must be three of the officers to constitute an official Executive Committee meeting, if all of them have been notified of the meeting. Decisions of the Executive Committee require the agreement of at least three of its members.

A record of the minutes of all Executive Committee meetings will be kept by the Secretary.

A report of each Executive Committee meeting shall be made to the next meeting of the Board of Directors.

#### **Article 7 – Membership of the Board of Directors**

The affairs of the Centre shall be managed by a Board of Directors of not less than eight (8) persons nor more than twelve (12) persons.

The directors shall be elected at the annual general meeting. Each director will be elected for a three (3) year term. A retiring director is eligible for re-election following the expiry of their

term except a director who has served for three (3) consecutive terms. In this case, the person is not eligible to serve again until one (1) year after the person ceased to serve as a director.

The directors will serve without pay and will not directly or indirectly receive any profit from their positions. However, the Centre may reimburse a director for any reasonable expense incurred while performing his/her duties.

### **Article 8 – Role of the Board of Directors**

The Board is the final authority of the Centre. As the oversight body of a non-profit organization, the Board is ultimately responsible for the organization's management activities and is accountable to its supporters and the community it serves.

- a) The Board is responsible for the organization's programs, image and assets.
- b) The Board has a duty to manage the organization honestly, in good faith, and in the best interest of the organization.
- c) The Board is responsible for spending money on programs that support the organization's objectives and priorities. As trustees responsible for funds which the organization raises, accepts and disperses, adequate financial controls which protect the assets and limit the liabilities will be maintained.
- d) The Board must ensure that goals are set, obligations defined and plans developed to reach these goals. The goals will reflect the needs of the Centre and the community it serves. Progress against these goals will be evaluated on a regular basis.

### **Article 9 – Meetings of the Board of Directors**

Regular meetings of the Board of Directors shall be held a minimum of four (4) times per year. Special meetings can be called by the President or by a majority of the directors.

Regular meetings or special meetings may be held virtually by electronic means. The President shall determine if a virtual meeting is required.

At the meetings of the Board, a majority of directors is a quorum.

### **Article 10 – Decisions by E-Mail/Electronic Means**

At the discretion of the President, decisions may be made between meetings by email voting in circumstances the President considers to be exceptional.

A director may object to making a decision by email, and if any two directors so object, a meeting must be held in any of the other ways set out in these bylaws.

If the number of votes cast is less than the minimum number of directors required to be present for a meeting, the decision is not approved.

The President must inform all directors of the voting results by email following the vote. The proposed decision and the outcome of the vote must be included in the minutes of the next regular meeting of the Board of Directors.

#### **Article 11 – Conflicts of Interest**

Officers, directors and volunteers have a duty to always place the interest of the organization first. This means acting honestly, in good faith and in the best interest of the organization. Officers, directors and volunteers must fully and promptly disclose any potential conflicts of interest and take action to avoid perceived or real conflicts of interest. Officers, directors and volunteers should not be controlled or restricted by any external entity or interest group. In connection with any actual or possible conflict of interest, an officer, director or volunteer must disclose the existence of the conflict and be given the opportunity to disclose the existence of the conflict to the Board or Executive Committee.

At the beginning of each Board meeting, the chair shall ask and directors shall declare if there is a conflict of interest regarding any item on the agenda.

#### **Article 12 – Emergencies**

In the event of emergencies (including, but not limited to war, catastrophic natural disasters, public health emergencies), the Board reserves the right to change the procedures for the Food Bank or even close. The Board will make all reasonable efforts to inform clients, the volunteers, and the public at large of its decision.

#### **Article 13 - By-law Amendments**

The directors, by a majority decision, may repeal, amend or re-enact any by-law provided such amendment does not contravene any provincial or federal legislation in force. Such amendments shall be confirmed at the next annual general meeting.