

SECTION III

THE SASKATCHEWAN ELKS FOUNDATION CORPORATION CONSTITUTION AND BY-LAWS

3. THE SASKATCHEWAN ELKS FOUNDATION CORP. CONSTITUTION AND BY-LAWS

3.1. PREAMBLE

This Foundation shall be known as "THE SASKATCHEWAN ELKS FOUNDATION CORP." (herein referred to as "The Foundation"), and is part of the Grand Lodge of the Benevolent and Protective Order of Elks of Canada (herein referred to as "Grand Lodge"), incorporated May 16, 1913, by act 3-4 George V, c. 110 as amended, and is a Charitable Companion Society of the Saskatchewan Elks Association (herein referred to as "The Association").

3.2. LAWS

1. The Foundation shall be governed by the Constitution, By-Laws and Regulations of the Grand Lodge, as amended from time to time, and by provisions of these By-Laws and Regulations made pursuant thereto, insofar as they complement, supplement, add to and are not inconsistent with the provisions of the Grand Lodge Constitution, By-Laws and Regulations.
2. The Constitution, By-Laws and Regulations of the Grand Lodge shall be the Supreme Law of the Order, and any provisions of these By-Laws and Regulations which may conflict with the said Supreme Law, shall be of no force or effect.

3.3. PURPOSES

The Saskatchewan Elks Foundation Corp. was incorporated for the purpose of promoting and supporting community needs through volunteer efforts of Saskatchewan Lodges and their Members.

All Provincial Charitable Committees and Charitable Fund Raising Committees fall under the jurisdiction of the Foundation.

The activities of the Corporation shall be restricted to those that are charitable at law and without restricting the generality of the foregoing, shall be to:

1. Fund registered charities;
2. Encourage and advance the efforts and purposes of the Elks and Royal Purple Fund for Children;
3. Hold, use and administer funds and property for the purpose of advancing education and research activities;
4. Process all Personal Requests for Funding in a confidential manner as follows:
 1. That all Personal Cases be defined by a number and be known only by that number.
 2. That due to sensitivity and privacy, a case will only be discussed as a whole when the Committee can not arrive at a consensus.
 3. Applications will only be considered for treatments that have been widely accepted by Professional Health in Saskatchewan or Canada. **(2011)**
5. Establish or maintain facilities for the use of the community in general;

6. Provide facilities and equipment to local hospitals and nursing homes;
7. In furtherance of the above, establish and maintain province-wide Charitable fund raising activities;
9. Exercise all powers given to Non-profit Corporations by the current amendment of the Non-profit Corporations Act of the Province of Saskatchewan, Chapter N.4.1, Statutes of Saskatchewan.

3.4. DEFINITIONS AND INTERPRETATION

All terms used throughout these By-Laws shall bear meanings as defined in the Grand Lodge Constitution and By-Laws.

3.5. FOUNDATION SEAL

The Foundation Seal shall contain an Elks' head in the centre and the words "The Saskatchewan Elks Foundation Corp. Corporate Seal".

The seal shall be securely retained by the Executive Administrator of the Foundation. **(1996)**

3.6. MEMBERSHIP

There shall be one class of membership consisting of all Members in good standing of all Member Lodges in the Province of Saskatchewan, together with the members of such other Member Lodges as may be lawfully affiliated with the Corporation from time to time. **(2015)**

3.7. VOTING PRIVILEGES

At all Annual Meetings of the Foundation, attendance, representation and voting privileges shall be extended to all accredited Association members attending the Association Annual Conference.

3.8. WITHDRAWAL OR EXPULSION OF MEMBERS OR LODGES

Upon a member being suspended or expelled, or a Lodge surrendering or forfeiting its Charter, the member, or the members of the Lodge, as the case may be, shall no longer be members of the Foundation, and the provisions of the Grand Lodge Constitution and By-Laws shall govern withdrawal or expulsion from the Foundation.

3.9. FOUNDATION MEETING

3.9.1. ANNUAL MEETING

The Annual Meeting of the Foundation shall be held each year at the same time and place as the Provincial Conference of the Saskatchewan Elks Association, at a time agreed upon by the President of the Saskatchewan Elks Association and the Chairperson of the Saskatchewan Elks Foundation.

3.9.2. QUORUM

Twenty-five (25) voting members in good standing shall constitute a Quorum of which at least two must be Directors.

3.10. NOTICE OF MEETINGS

Sixty (60) days notice of all meetings of the Corporation shall be given by ordinary mail and/or electronic mail (email) to each Member Lodge in the Province of Saskatchewan and to each Lodge of the Elks of Canada as may become lawfully affiliated with that Province and such notice shall be deemed to be notice to every Member in good standing. **(2015)**

3.11. SPECIAL MEETINGS

1. Special Meetings may be called by the Chairperson of the Board of Directors of the Foundation. A Special Meeting may also be requested by not less than ten (10) Lodges. 10 % or more of the Members of each of the ten or more Lodges must have signed a Petition requesting the Special Meeting. The Petition must be forwarded to the Association Executive Administrator. In all cases, the purpose of the Special Meeting shall be stated in the Petition. **(1996)**

2. A Special Meeting shall be held within sixty (60) days of the date of receipt of a proper petition by the Association Executive Administrator. **(1996)**

3. The Association Executive Administrator shall forthwith give all Lodges no less than thirty (30) days written notice of such Special Meetings and the Purpose. All Lodge Secretaries, upon receipt of such notice, shall cause it to be read at the next Regular or Special Meeting of the Lodge. **(1996)**

4. The business of a Special Meeting shall be restricted to that for which the Special Meeting was called and all voting at such meeting will be by Secret Ballot.

3.12. RULES OF ORDER

The rules of order of the Foundation shall be governed by the Grand Lodge Constitution and By-Laws.

3.13. OFFICERS AND DIRECTORS

1. Board of Directors shall consist of a minimum of four and a maximum of twelve members.

2. The nine Directors of the Saskatchewan Elks Foundation are as follows:

- Saskatchewan Elks Association Provincial President (one year term)

- Saskatchewan Elks Association 1st Vice President (one year term)

- Saskatchewan Elks Association Provincial Esquire (one year term) **(2015)**

- Chairperson of the Sask. Elks Senior Homes Management Committee

- Five Saskatchewan Elks Directors at Large, each for a three year term. **(2012)**

3. When a vacancy occurs in a Directors Position, a Director shall be elected at the next Annual Meeting of the Foundation to complete that term.

4. The Officers of the Foundation Board shall consist of a Chairperson and Vice-Chairperson who shall be elected from the Board of Directors at the Post Foundation Meeting. The Executive Administrator shall be in attendance. **(2012)**

5. The Executive Administrator of the Saskatchewan Elks Association shall act as the Executive Administrator of the Foundation. **(1996)**

6. Chairpersons of the Walkathon and Provincial Lottery may be invited to attend the Foundation Meetings if requested by the Foundation Chairperson. These Chairpersons shall have voting privileges at the meetings. **(2019)**

3.14. DUTIES AND POWERS OF THE BOARD OF DIRECTORS

3.14.1 DUTIES OF DIRECTORS

The Board of Directors shall:

1. During the interim between meetings of the Foundation, take general charge of its property and the direction of its affairs, and shall be the governing body of the Foundation. It shall perform such other duties as may be necessary to protect the interests and promote the objectives of the Foundation.
2. Have control of the finances of the Foundation and recommend ways and means for raising funds to defray the expenses of the Foundation. It shall set aside the same, when received, for payment of such demands as are properly chargeable to it, and shall report all its acts to the next Annual Meeting;
3. Devise and maintain a system of financial accounting to safeguard, promote and protect the interests and welfare of the Foundation;
4. Be responsible for assessing the validity of all bills or accounts that have been paid from the funds of the Foundation;
5. Oversee the actions and finances of the various fund raising and charitable committees that come under its Jurisdiction (refer to Regulations). It shall see that they have proper financial accounting and that they have an approved set of operating guidelines and procedures. Such guidelines are to be approved by the Board and the Membership;
6. Ensure that a satisfactory bond has been obtained on the Executive Administrator and other members handling Foundation funds;
7. Submit a report to the Annual Meeting of its activities during the term of office and a financial report for each twelve month period which shall coincide with the Foundation's fiscal year.
8. Introduce a bill known as the Budget during the Annual Meeting, making appropriations in respect to each of the several objects for which the Foundation has to provide out of the monies found to be in the Treasury and estimated to be coming in during the current twelve month period of their fiscal year;
9. Have general authority over all funds and property belonging to or handled by the Foundation.
10. Receive, examine, consider and review all applications for grants from the Foundation and where required, shall submit them to the Annual Meeting with its recommendations.

3.14.2. POWERS - BOARD OF DIRECTORS

The Board of Directors shall have and exercise the following powers:

1. To prescribe forms and regulations governing all applications for grants from the Foundation;
2. To receive, examine, consider and review all applications for grants, not exceeding the sum of \$5000 and, in its discretion, to award the grant, refuse it, or refer it to the Annual Meeting with comments and recommendations; **(2023)**

3. To prescribe forms and regulations governing all applications for, and payment of, expenses of administration of the Foundation, not to exceed the maximum permitted herein.
4. To examine all Operating Procedures, finances and budgets of the committees under its jurisdiction and make such recommendations in connection therewith as they deem advisable to the Annual Meeting of the Foundation.

3.14.3. DUTIES OF THE EXECUTIVE ADMINISTRATOR:

1. Shall devote as much time to the office as is required for the Executive Administrator to properly carry out the duties, either personally or by those authorized to do so and directed by the Executive Administrator;
2. Shall receive a fee for services from the Foundation for the proper performance of the duties which shall be established annually by the Board of Directors at the Annual Meeting and payable semi-monthly. **(2001)**
3. Shall keep a true record of the proceedings of the Annual Meeting and all the meetings of the Board of Directors and make sure that such records are accurate and complete;
4. Shall have charge of all records, books, papers and documents of the Foundation under the direction of the Board Of Directors;
5. Shall be the custodian of all titles, deeds and other evidences of titles or liens, and insurance policies and documents of the Foundation;
6. Shall be the custodian of the Seal of the Foundation;
7. Shall receive and give receipt of all monies of the Foundation and deposit the same immediately in a bank designated by the Board of Directors for that purpose. At the same time, shall keep an accurate account of the receipts and expenditures of the Foundation and so classify and arrange the same that the condition of any fund at any time may be ascertainable;
8. Shall present a printed, itemised report to each regular Annual Meeting showing all receipts and expenditures for the current year. It shall contain all information as may be essential for the guidance of the Foundation in its work. It shall be e-mailed to all registered delegates in advance of the annual meeting and shall be printed in sufficient numbers to furnish a hard copy to each delegate who requests one in advance. A copy shall be mailed to the Secretary of every Lodge of the Foundation;
9. Shall be responsible for the hiring of personnel or tendering for outside services for the purpose of carrying out the duties and responsibilities of the office and providing detailed reports when requested to do so by the Annual Meeting or by the Board of Directors;
10. In addition, shall furnish all reports, documents, papers, copies, recommendations or other material to the Grand Lodge which the Foundation is required to furnish to Grand Lodge by the Grand Lodge Constitution and By-Laws and to any level of government as and when required. **(1996)**

3.15. MEETINGS OF THE BOARD

The Board of Directors shall meet at the joint call of the Chairperson and the Foundation Executive Administrator, and four members of the Board of Directors shall constitute a quorum. **(1996)**

3.16. FUND DESIGNATION

There shall be two (2) Fund designations of the Foundation; The Saskatchewan Elks Foundation Corp. and The Saskatchewan Elks Senior Citizens Homes.

All funds for the designated Accounts shall be promptly deposited when received and shall be paid out only upon due authority, or by the Foundation at the Annual Meeting of the Foundation, provided, however, that the Board of Directors may, upon the recommendation of the Foundation Executive Administrator, authorize the placement of funds in interest bearing term deposits, bonds, or other legally authorized trust investments of a like nature from time to time as the Board may deem advisable.

3.17. AUDIT

1. The books, accounts and records of the Foundation shall be audited at least once each year by a qualified accountant selected for that purpose and approved at the Annual Meeting of the Foundation.
2. Each year a complete and proper statement of the standing of the books for the previous year shall be submitted to the Annual Meeting of the Foundation.
3. **DELETED (2008) (2016)**

3.18. BORROWING POWERS

1. For the purpose of carrying out its objectives, the Foundation shall have the power to borrow or raise money or secure the payment of money in such manner as it shall see fit and in particular, by the issue of debentures. In no case shall debentures be issued without the sanction of a resolution passed by a majority of not less seventy-five percent (75%) of the members present at the Annual Meeting of the Foundation. Notice specifying the intention to propose the resolution as an extraordinary resolution must have been given. In all other respects the Board of Directors of the Foundation shall have all the powers given to the Foundation by the Non-profit Corporations Act for the Province of Saskatchewan.
2. Before any Provincial Raffle can take place it must be brought before the Saskatchewan Elks Foundation at the annual meeting and if accepted will be presented at the Annual Conference of the Saskatchewan Elks Association. **(2010)**
Notwithstanding subsection 3.18(2), the Foundation Board of Directors are empowered at any interim meeting of the Board to authorize and undertake any fundraising activities to the benefit of the Foundation, or its preferred charities, provided that:
 - (1) each fundraising activity incurs no more than one thousand dollars (\$1,000.00) in cost to the Foundation;
 - (2) the total cost to the Foundation of all fundraising activities authorized pursuant to this section in any budget year totals no more than five thousand dollars (\$5,000.00);
 - (3) any fundraising activity authorized by the Board pursuant to this section be undertaken within six months of said authorization; and
 - (4) the Board give a full report of all such activities at the next Annual Conference of the Association. **(2017)**

3.19. AMENDMENTS

1. Proposed amendments to the By-Laws shall be presented in writing at any Annual Meeting and shall be referred to the Judiciary Committee of the Association which shall advise the meeting of its recommendation.
2. Notice in writing of proposed amendments shall be given to all Lodges 30 days prior to the first day of the Annual or Special meeting at which the motion is to be considered.
3. A three-quarter (75%) majority shall be required to approve any amendment to the By-Laws.

3.20. DEMISE OF THE FOUNDATION

Upon the demise of the Foundation, all assets remaining after payment of all lawful claims shall be transferred to one or more registered charities or foundations, as defined in paragraph 149.1(1) of the Income Tax Act, in the Province of Saskatchewan. **(1996)**

3.21. TRANSITIONAL

Any revised By-Laws shall come into effect upon passage by the Foundation at an Annual Meeting and upon approval by Grand Lodge Executive.