



CONSTITUTION AND BYLAWS

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CONSTITUTION

ARTICLE 1: TITLE

These documents shall be cited as the Constitution and Bylaws of the Truly Alive Youth and Family Foundation Incorporated [TAYFFI].

ARTICLE 2: NAME

2.01 **Official Name:** Truly Alive Youth and Family Foundation Inc.

2.02 **Acronym Name:** TAYFFI

ARTICLE 3a: VISION & MISSION

Vision:

Service to all, through service to one

Mission:

We are committed to enhancing individual responsibility, harnessing human potential, and promoting self-reliance among members of vulnerable populations.

TAYFFI aim to bring about concrete and genuine change by focusing our work on three main areas:

- Empowering tomorrow's leaders, starting today
- Building strong families, leading to strong community
- Transition from poverty to possibilities

ARTICLE 3b: LOGO AND SEAL OF THE FOUNDATION

3) b) 1) The logo of the Foundation is a mix of green and lemon color leafs ingrained in a heart sketched in red color, with Truly Alive Youth and Family Foundation Inc. written beside the image, and all over a white background.

3) b) 2) The seal of the Foundation shall be kept in such custody as the Board directors and shall not be used except by resolution of the Board or in such other manner as is authorized by the by-laws.

ARTICLE 4 CORE VALUES & GUIDING PRINCIPLES

- 4.01 **Social Inclusion:** TAYFFI believes in embracing the rich dimensions of diversity is committed to advancing Canada's cultural mosaic values by engaging people of different origin and ethno-cultural background in its program design and implementation
- 4.02 **Respect and Dignity:** TAYFFI values respect and dignity, whereby all actions and interactions reflect ethical behavior, diligence, honesty, empathy, and compassion
- 4.03 **Inter-culturalism:** TAYFFI believes inter-culturalism is the integration of different cultures within a society that acknowledges the differences, yet its foundation is formed on the changeability of cultures that will create a diverse and unified society
- 4.04 **Client Centeredness:** TAYFFI ensures its focus and mandate remain on harnessing human potential and enhancing individual responsibility of youth and family from diverse cultural background including members of the Indigenous communities
- 4.05 **Outcome-based Service Delivery:** TAYFFI commits to quality assurance and ongoing process improvement to ensure its programs and services achieve impactful outcomes
- 4.06 **Efficient Use of Resources:** TAYFFI holds itself transparent, accountable, and responsible for the decisions it makes in relation to the allocation of the organization's resources to further its mandate
- 4.07 **Responsive to Community Needs:** TAYFFI commits itself to engaging in conversations with allied organizations in other to collectively develop strategies towards facilitating learning and meaningful change in the community

ARTICLE 5: CORE OBJECTIVE AND MANDATE

- 5.01 TAYFFI's core objective is to foster social cohesion in Saskatchewan. This will be achieved through its vision and mission statement in Article #3a of this constitution
- 5.02 TAYFFI mandate is to enhance individual responsibility, harness human potential, and to foster capacity advancement among members of vulnerable populations by providing them with necessary tools, training, and resources in order that they see themselves as valued and supported members of their communities

ARTICLE 6: GOALS

Truly Alive Youth and Family Foundation Inc will meet its goals by:

- I. Conducting environmental scan, research and needs assessment on current issues and emerging trends
- II. Strategizing ways to meet community needs in alignment with the TAYFFI governance and operational mandate, using human and capital resources – donations of money, time, influence, and knowledge
- III. Mobilizing and engaging community members and allied organizations for action towards building a socially cohesive society
- IV. Educating, raising awareness, and influencing public perceptions, and advocating for social engagement
- V. Working in collaborative partnership with community-based organizations, corporations and Government agencies for program support and resource sharing

ARTICLE 7: REGISTERED OFFICE & PLACE OF ACTIVITIES

- 7.01 The Registered Office of TAYFFI shall be in Saskatchewan.
- 7.02 TAYFFI activities shall be carried out in the Province of Saskatchewan and across Canada when required. However, only authorized delegates shall represent the interests of the Corporation outside the Province
- 7.03 TAYFFI shall carry out all activities and programming in consonance with its legal objective as detailed in its corporation document

ARTICLE 8: POWERS OF THE FOUNDATION

- 801 The Foundation has the capacity and, subject to this constitution, the rights, powers and privileges of a natural person
- 802 Without limiting subsection 8.01, the Foundation may do the following for the purposes of furthering its objects:
- I. initiate, finance and administer programs and activities relevant to its objects, including programs and activities by government, public or private organizations and agencies or individuals;
 - II. offer alternative opinions as and when necessary on any government policy, program, or activity in any way that is considered to be legally justified;
 - III. recognize, by means it considers appropriate, outstanding contributions to the promotion of youth and family welfare in Canada,

- IV. acquire, establish and manage any charitable or benevolent work, undertaking or foundation it considers appropriate;
 - V. acquire landed properties according to laws of Saskatchewan and Canada;
- 803 no restriction shall be placed on TAYFFI's ability to engage in projects and revenue generation activities in consonance with its legal object as a non-profit organization
- 804 Capacity to act outside Canada
- i. In addition to its capacity within Canada, the Foundation may carry on its activities and affairs in any jurisdiction outside Canada in consonance with Canadian laws and regulations as well as existing bilateral regulations between Canada and other countries per charitable activities.

ARTICLE 9a: BOARD OF DIRECTORS

- 901 The Foundation shall have a Board of Trustees consisting of a minimum of seven voting members; which may be increased in number, according to the needs and requirements of the foundation, and in conformity with relevant provincial and federal laws
- 902 Membership of the Board shall consist of one to two original founding members of the Foundation whose names were included in its registration, and shall have the opportunity to serve for unlimited number of terms subject to subsections 9.4 and 9.5 of this Constitution
- 903 The tenure of the Chair of the Board shall be as may be determined by the Board;
- 904 A member of the Board may be suspended and/or removed by a vote of four members subject to the relevant bylaw of the Foundation for malfeasance in office or for persistent neglect of or inability to discharge duties, or for offenses involving moral turpitude, and for no other cause
- 905 Any member of the Board may resign by filing a written resignation with the Foundation secretary and approved by the Board
- 906 Effective with respect to appointments made after registration under the Saskatchewan and federal laws, a Board member may be appointed to fill an interim vacancy due to suspension, resignation, or removal, subject to the approval of a simple majority of votes by Board members
- 907 Such appointment made under (6) above shall be on permanent basis as for founding members of the Board

ARTICLE 9b: BOARD OF DIRECTORS ACCOUNTABILITY

9) b) 1) The board of directors shall perform fiduciary duties within the specific legal liabilities. While it may not be possible for the board of directors to manage and direct all phases of the Foundation's business, it must assume responsibility for the final decisions and results

9) b) 2) The board of directors shall delegate responsibilities to its 'agents,' such as committee chairpersons, officers, or the Executive Director, in an orderly, logical manner. However, the board will reserve the power and authority to make decisions and take actions directly impacting changes in:

- (a) The by-laws or articles of incorporation
- (b) Long-range commitments
- (c) Possible conflict-of-interest situations
- (d) Structural or organizational changes
- (e) Changes to basic organizational objectives and goals
- (f) The fiscal integrity of the foundation
- (g) Contracts or various forms of compensation

9) b) 3) Written records will be kept of any Director's objections to actions taken by the Board. If a director is not present at a meeting, but wishes to have a written record of their dissent, he or she may send by mail a written dissenting vote to the Secretary of the Board for inclusion in the minutes

ARTICLE 9c: BOARD OF DIRECTORS LIABILITY

9) c) 1) A director who acts in good faith and in the best interest of the corporation is generally protected from personal liability for any errors in judgement. However, directors guilty of fraud or bad faith are personally, jointly, and severally liable

9) c) 2) This liability extends only to those negligent acts that injure the nonprofit organization or its public. Directors are not liable for a corporation's bankruptcy or unpaid creditors. Discrepancies between results and planned outcomes of Board decisions will be closely monitored and recorded

9) c) 3) A Director who is personally, professionally, and/or monetarily interested in a contract with the Foundation shall declare a possible conflict of interest prior to any discussion and shall abstain from voting on the matter

ARTICLE 9d: BOARD OF DIRECTORS COMPENSATION

9) d) There shall be no salary for any member of the board of directors. However, a Director may receive compensation:

- (i) if a reimbursable expense is made in the line of duty, and in line with organization's operational objectives and goals
- (ii) upon the resolution of the board to hire a member of the board of directors to perform management duties in line with organization's operational objectives and goals
- (iii) in the case of a board member becoming an employee of the organization, such board member will not participate in the in-camera session of a duly called board meeting

ARTICLE 10: BOARD EXECUTIVE

10.01 The Board Executive of the Corporation shall be elected by the Board of Directors at the board meeting immediately following the AGM. For the purpose of the election of Board Executive members, the President will chair the meeting if the position of President is not up for election. If the President's position is up for election, one of the Board Executive whose position is not up for election shall chair the election. As soon as the President has been elected, then the President will assume the role of chair.

10.01 The Board Executive to be elected shall be as follows:

- a) President
- b) Secretary
- c) Treasurer

ARTICLE 11: ORGANIZATIONAL STRUCTURE OF THE FOUNDATION

11.01 TAYFFI activities shall be carried out in the Province of Saskatchewan, and across Canada when required. However, only authorized/designated personnel shall represent the interests of the Corporation outside Saskatchewan Province

11.02 The Board shall be the highest decision-making organ of the Foundation

11.03 The Board may constitute ad hoc program committees as need arises to carry out some specific assignments/outreaches as the Board may deem fit. Membership of such committees shall not exceed ten individuals and shall be as appointed by the Board)

11.04 There shall be an Executive Director office, responsible for the operations of the foundation, resource mobilization and management, and for day-to-day planning, execution, monitoring and evaluation of the Foundation's programs and outreaches

11.05 In all other regards, the Office of the Executive Director shall be entitled to exercise any power not reserved to the Board provided concurrence is sought from and granted by the Board

11.06 The following functions are reserved to the Executive Director of the Foundation subject to consultation and approval of the Board:

- a. Development and implementation of Foundation's policies and procedures
- b. Development of Foundation's strategic and operational processes, and business plans
- c. Management of day-to-day operations of the Foundation and personnel management of the Foundation
- d. Overall representation of the Foundation at high priority engagement and committees per the Foundation's vision, mission, and strategic goals;
- e. Public relations and Fundraising for the Foundation; and
- f. Liaison between organizations and a range of external stakeholders

ARTICLE 12a: MEETINGS OF THE FOUNDATION

12.01 By virtue of the Non-Profit Corporations Act, TAYFFI shall hold an annual general meeting every fiscal year

12.02 The Board Secretary, on behalf of the membership, shall call an AGM to be held within three months of the end of each fiscal year

12.03 TAYFFI may hold any other special general meeting at the discretion of the Board of Directors in accordance with the Non-Profit Corporations Act

12.04 Business to be considered at the annual general meeting of TAYFFI must include approval of a financial statement for the Foundation and any other matters required by the Foundation's bylaws

12.05 TAYFFI shall give at least 14 days' written notice of a general meeting to those members entitled to receive notice of the general meeting, but those members may waive or reduce the period of notice for a particular meeting by unanimous consent in writing

ARTICLE 12b: MEETINGS OF THE BOARD OF DIRECTORS

12) b) 1) The Board must meet at least twice each year and may meet at other times as it considers necessary

12) b) 2) If the Board holds a meeting and a trustee participates in the business of the meeting by electronic means only, that director is deemed to be fully present at the meeting for the purposes of this constitution

12) b) 3) Subject to the bylaws, a majority of the trustees holding office constitutes a quorum at a meeting of the Board

12) b) 4) The affirmative votes of the majority of the directors' present at a meeting at which a quorum is present are sufficient to pass a resolution or bylaw of the Foundation

ARTICLE 13: CONSTITUTION AMENDMENT

13.01 This Constitution may only be altered:

(a) by a special motion or resolution passed by seventy-five per cent (75%) of the TAYFFI Board Members in good standing present at a duly called Annual General Meeting (AGM) or Special General Meeting (SGM) provided that forty-five (45) days' written notice specifying the intent to amend the Constitution has been given

(b) subject to (a) above, the Board shall constitute a Constitution Review/Amendment Committee and come up with the guidelines for the review/alteration

ARTICLE 14: DISSOLUTION

On dissolution of the Corporation, its property and assets shall, after payment of liabilities, be donated to a non-profit corporation as decided by the members in a regular meeting

BYLAW

ARTICLE 1: MEMBERSHIP

The Board, in coordination with the Executive Director, may make bylaws for the Foundation respecting the following:

- a. membership in the Foundation, including volunteers and associate memberships;
- b. criteria for international outreaches
- c. the election, appointment, suspension, and removal of trustees, their terms of office and the expenses, if any, to be reimbursed to the trustees;
- d. the composition and appointment into the Resource and Mobilization Team and its sub-committees as well as the procedure for policy making and adoption;
- e. designation and staffing of the Foundation's secretariat
- f. the terms of employment, engagement or appointment and remuneration, expenses and duties of officers, employees and agents of, and consultants to, the Foundation;
- g. the calling and holding of meetings of the Board and committees of the Board or Foundation, and the procedure to be followed at meetings;
- h. the appointment of an auditor;
- i. generally, the administration and management of the affairs of the Foundation and the exercise of the trustees' powers and the performance of their duties;
- j. any other matters that are important to the smooth running of the Foundation not explicitly listed in a-i above

ARTICLE 2: OPERATIONAL POLICIES AND PROCEDURES

- i. The operations of the foundation shall by run in accordance with the principles and guidelines as contained in its doctrine of operational policies

ARTICLE 3: SOLICITATION OF DONATIONS

301 Solicitations of businesses and individuals will be made in accordance with ethical business and fund-raising practices. Appeals to vendors and business with the potential for having a future commercial relationship with the institution will be made in the spirit of philanthropy with no overt or implied promise of future business or threat of withdrawal of business

302 The foundation will not enter into an agreement with any agency, person, company, or organization on any matter – whether it is investment, management, sale, or other interest – which would knowingly jeopardize or compromise the donor's interests

303 All gifts donated to the foundation, including cash, pledges, securities, trusts, insurance policies, real estate, and other gifts-in-kind, shall be officially recorded and acknowledged. It is the responsibility of the Budget and Finance Committee to appoint appropriate staff to maintain these records

304 The direct costs of gift solicitation activities will be reported, on a quarterly basis, to the Executive Director and the Board of Directors. This report will also be available to current donors of record upon request

305 The Foundation will adhere to all provincial and local statutes relating to charitable organizations and non-for-profit corporations. This includes registration of the Foundation as a charitable organization and contracting only with those fund-raising counsel and service providers who are registered and bonded with the state

306 The foundation will follow generally accepted accounting standards and practices relating to the accounting and crediting of all contributions. The agency will provide an annual report with audited accounting statements to donors

ARTICLE 4: CORPORATE SOLICITATIONS

4.01 A corporate contribution may be recognized publicly as a donor or underwriter and full benefits provided to the corporate donor. If the recognition is provided to a specific product or service of the corporation, a portion of the gift will be considered as advertising and attributed as earned income

4.02 Although the Foundation will maintain a volunteer-pool for efficient delivery of its programs and events, however volunteer solicitors may not make any promise to a donor, nor expect any favoritism from a donor, nor agree to any donor directed changes in the mission and programs of the foundation as a result of a solicitation or contribution

4.03 The Foundation and its volunteers shall be especially cautious in soliciting any prospect, when that individual is in emotional or physical distress, or such conditions that may result from a death in the family or serious illness

4.4 This does not preclude offering the opportunity for memorial gifts on an ongoing basis, but survivors should not be solicited for such memorials during the time of grieving. In all cases, exceptional care must be taken in the handling of memorials and bequests

ARTICLE 5: BYLAWS AMENDMENT

5.01 The Bylaws may be amended from time to time by the Board of Directors provided that such amendments are passed by seventy-five per cent (75%) of the Directors present at a duly called Board meeting

5.02 All such amendments become effective immediately upon their adoption by the Board of Directors but must also be approved at the next AGM