

BYLAWS

In firm faith in the love of God for all people and the relevance of the redemptive work of Jesus Christ for all areas of human need, and in firm faith in the power of the Holy Spirit to guide and activate, this institution of Christian service is founded. The Lutheran Sunset Home of Saskatoon (LutherCare Communities) shall be a practical and dynamic demonstration of our common belief that healing ministry to persons in illness, trouble, or need lies close to the very heart of the Church's mission to the world and that the love of Christ is most clearly evidenced when compassion and competence are welded together in service to others. Therefore, this institution adopts the following Bylaws. This is done in accordance with the powers granted to LutherCare Communities by the Saskatchewan Legislature in item 10 of its Bill No. 01 of 1967, Chapter 98 – *An Act to Incorporate Lutheran Sunset Home of Saskatoon* (as amended).

1 Interpretation

1.1 Definitions

In these Bylaws, unless the context requires otherwise:

“Act” means *An Act to Incorporate Lutheran Sunset Home of Saskatoon, SS 1967, c. 98*, (as amended) and any statute that might be substituted for it, and any amendments to it;

"Associate Member" means an individual described in 4.2;

"Bishop" means the Bishop of the Church;

“Board” means the Board of Directors of LutherCare Communities;

“Bylaws” means these Bylaws and all amendments, additions, deletions, or replacements that become effective;

"Church" means the Saskatchewan Synod of the Evangelical Lutheran Church in Canada;

“Director” means a member of the Board of LutherCare Communities;

“General Meeting” means a regular or special meeting of LutherCare Communities;

"LutherCare Communities" means the Lutheran Sunset Home of Saskatoon;

“Member” means an individual described in 4.1;

“Ordinary Resolution” means a resolution passed at a General Meeting by a Simple Majority of the votes cast by the Voting Delegates who voted on that resolution;

“Simple Majority” means a majority of more than fifty percent (50%);

"Voting Delegate" means an individual described in 5.1.

- 1.2 Words expressing the singular number include the plural and vice versa.
- 1.3 Words expressing gender include the masculine, feminine, and neuter genders.
- 1.4 If the Bylaws are inconsistent with the Act, the Act governs.

2 Purpose and Activities

- 2.1 The purposes of LutherCare Communities are to:
 - 2.1.1 witness to the gospel of Jesus Christ by demonstrating Christian love according to the faith and practice of the Church;
 - 2.1.2 provide a ministry that offers the highest quality of care for the whole individual and encourages the individual's personal growth;
 - 2.1.3 promote and practice the philosophy that individuals are entitled to optimum restorative and supportive care;
 - 2.1.4 promote integration of its services into the mainstream of community life;
 - 2.1.5 lead and initiate the development and maintenance of housing that provides social, emotional, and spiritual support for its residents; and
 - 2.1.6 respect the worth and dignity of those providing care and services and maintain a climate that will inspire a giving of self.

3 Officers of LutherCare Communities

The officers of LutherCare Communities shall be:

- 3.1 President – the Bishop;
- 3.2 Vice President – the Vice Chairperson of the Church;
- 3.3 Secretary – the Secretary of the Church;
- 3.4 Treasurer – the Treasurer of the Church.

4 Members and Associate Members

- 4.1 A Member of LutherCare Communities is a voting member of a congregation that is in good standing with the Church.

- 4.2 An Associate Member of LutherCare Communities is:
 - 4.2.1 a voting member or adherent of a Lutheran congregation other than one that is part of the Church; or
 - 4.2.2 a voting member or adherent of any Christian denomination if that voting member or adherent is committed to the Mission Statement of LutherCare Communities.

5 Voting Delegates

- 5.1 A Voting Delegate at a General Meeting is any official delegate, recognized as such, at a meeting of the Church.
- 5.2 The term of office for a Voting Delegate corresponds with that individual's term of office as an official delegate of the Church.

6 General Meetings

- 6.1 LutherCare Communities shall hold a regular General Meeting every second calendar year in conjunction with and at the same place as the biennial meeting of the Church.
- 6.2 Notice
 - 6.2.1 The notice of a regular General Meeting shall:
 - 6.2.1.1 state that the meeting is a regular General Meeting of LutherCare Communities;
 - 6.2.1.2 be mailed to each congregation in good standing with the Church and the Directors at least thirty (30) days before the date of the regular General Meeting; and
 - 6.2.1.3 direct that each congregation in good standing with the Church is entitled to send the same number of delegates to the regular General Meeting as are eligible to attend the next biennial meeting of the Church.
 - 6.2.2 The notice of a special General Meeting shall:
 - 6.2.2.1 state the purpose for which the special General Meeting is being called;
 - 6.2.2.2 be mailed to each congregation in good standing with the Church and the Directors at least thirty (30) days before the date of the special General Meeting; and

6.2.2.3 direct that each congregation in good standing with the Church is entitled to send the same number of Voting Delegates to the special General Meeting as were eligible to attend the previous biennial meeting of the Church.

6.2.3 The fact that a congregation of the Church does not receive notice of a General Meeting does not invalidate the notice of the General Meeting.

6.3 Quorum

6.3.1 A quorum for a General Meeting shall be fifty (50) Voting Delegates personally present at the General Meeting.

6.3.2 If a quorum is present at the opening of a General Meeting, the Voting Delegates present may proceed with the business of the General Meeting even though a quorum is not present throughout the General Meeting.

6.3.3 If a quorum is not present at the opening of a General Meeting, the Voting Delegates present may adjourn the General Meeting to a fixed time and place but may not transact any other business.

6.4 Voting and Resolutions

6.4.1 Only Voting Delegates are entitled to vote at General Meetings.

6.4.2 There shall be no proxy voting at General Meetings.

6.4.3 Except as provided in 6.4.4, voting shall be by show of hands.

6.4.4 If a Voting Delegate demands a secret ballot before a vote is conducted by a show of hands, a secret ballot vote shall be conducted.

6.4.5 If a Voting Delegate demands a secret ballot, the chair of the meeting will direct the manner in which the secret ballot will be conducted.

6.4.6 Every question at a General Meeting shall be determined by Ordinary Resolution.

6.4.7 In the case of an equality of votes, a motion is lost.

6.5 Special General Meetings

6.5.1 The President may call a special General Meeting at any time.

6.5.2 The President shall call a special General Meeting of LutherCare Communities if a written, signed petition is submitted to LutherCare Communities by:

- 6.5.2.1 at least three (3) Directors; or
- 6.5.2.2 at least fifteen (15) Members.
- 6.5.3 Every petition submitted to LutherCare Communities requesting a special General Meeting shall include the purpose for which the special General Meeting is being requested.
- 6.5.4 Within sixty (60) days after receiving a petition that complies with 6.5.2 and 6.5.3, the President shall call a special General Meeting.
- 6.5.5 The provisions for notice of a special General Meeting shall be as set out in 6.2.2.
- 6.5.6 A special General Meeting shall not consider any business other than that for which the special General Meeting has been called, as stated in the notice of the special General Meeting.

7 Business Matters

- 7.1 The financial year of LutherCare Communities ends on March 31.
- 7.2 LutherCare Communities may transact its financial business, including borrowing money and giving security for the borrowing, with financial institutions that the Board designates and in the manner that the Board determines from time to time.
- 7.3 All contracts, instruments, and other legal documents shall be signed on behalf of LutherCare Communities by the individuals designated from time to time by the Board.
- 7.4 When the corporate seal of LutherCare Communities is required to be affixed to a contract, instrument, or other legal document, the document shall be signed by one or more officers or persons appointed by the Board to sign documents under the corporate seal.

8 Board of Directors

- 8.1 Powers and Duties
 - 8.1.1 The Board shall control and supervise the affairs of LutherCare Communities and do all things necessary to carry out the powers of LutherCare Communities as they are described in the Act and the Bylaws.
 - 8.1.2 Every Director shall:
 - 8.1.2.1 comply with the Conflicts of Interest policy, as stated in the Board's *Governance Manual*; and

8.1.2.2 comply with the Act, the Bylaws, and the Board resolutions.

8.1.3 Every Director, in exercising his or her powers and discharging his or her duties, shall:

8.1.3.1 act honestly and in good faith with a view to the best interest of LutherCare Communities; and

8.1.3.2 exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.

8.2 Number of Directors and Board Composition

8.2.1 The minimum number of Directors shall be nine (9) and the maximum shall be fifteen (15).

8.2.2 Within the range specified in 8.2.1, the Board, by annual resolution, shall establish the number of Directors required to constitute a full Board.

8.2.3 At least two (2) of the Directors shall be on the roster of the Church clergy.

8.2.4 No more than three (3) Directors shall be Associate Members.

8.2.5 Either the Bishop or the Bishop's designate is entitled to attend Board meetings, but the Board role of the Bishop or the Bishop's designate, as the case may be, is limited, as described in 8.15.

8.3 Director Qualifications

No individual shall become or continue to be a Director if that individual:

8.3.1 is less than eighteen (18) years of age;

8.3.2 has been found to be of unsound mind by a court in Canada or elsewhere; or

8.3.3 is not a Member or an Associate Member or on the roster of the Church clergy.

8.4 Director Elections and Appointments

8.4.1 At each regular General Meeting, the Voting Delegates shall elect individuals to fill vacancies in the Board positions.

8.4.2 Before each regular General Meeting at which it is known that Directors' terms of office will expire:

- 8.4.2.1 the Board's Governance Committee shall compile a list of qualified nominees for the positions that will become vacant on the Board and submit the list to the Church's Committee on Nominations for its consideration; and
 - 8.4.2.2 the Church's Committee on Nominations may add nominees to the list and shall present the list of nominees to the next General Meeting at which Director elections will be held.
 - 8.4.3 When a Director dies, resigns, or ceases to meet the qualifications of a Director before the normal expiry of his or her term of office, the remaining Directors shall fill the vacancy.
- 8.5 Director Consent to Election or Appointment
- 8.5.1 An individual who is elected to hold office as a Director is not a Director, and is deemed not to have been elected to hold office as a Director, unless:
 - 8.5.1.1 he or she was present at the meeting at which the election took place, and he or she did not refuse to hold office as a Director; or
 - 8.5.1.2 if he or she was not present at the meeting at which the election took place:
 - 8.5.1.2.1 he or she consented in writing to hold office as a Director before the election or within thirty (30) days after the election; or
 - 8.5.1.2.2 he or she acted as a Director as authorized by the election.
 - 8.5.2 An individual who is appointed to hold office as a Director is not a Director, and is deemed not to have been appointed to hold office as a Director, unless:
 - 8.5.2.1 he or she consented in writing to hold office as a Director before the appointment or within thirty (30) days after the appointment; or
 - 8.5.2.2 he or she acted as a Director as authorized by the appointment.

8.6 Term of Office

- 8.6.1 Except as set out in 8.6.2 or 8.6.3 or unless the Director ceases to hold office under 8.8, a Director holds office from the commencement of the first Board meeting following the regular General Meeting at which he or she was elected until the commencement of the first Board meeting following the second regular General Meeting after being elected (a period of approximately four (4) years).
- 8.6.2 A Director appointed to fill a vacancy created by another Director leaving office before the expiry of his or her term holds office for the remainder of the term of his or her predecessor in the office of Director.
- 8.6.3 To provide for a rotation of Directors' terms of office, the Voting Delegates, by Ordinary Resolution before the elections are held at a regular General Meeting, may provide that the terms of office of one or more of the Directors to be elected will expire before the commencement of the first Board meeting following the second regular General Meeting after being elected.

8.7 Maximum Number of Terms as a Director

- 8.7.1 Except as set out in 8.7.2, no individual may serve as a Director for more than three (3) full successive terms (approximately four (4) years each).
- 8.7.2 A Director appointed to fill a vacancy may serve successively:
 - 8.7.2.1 the remainder of the term of his or her predecessor in office; plus
 - 8.7.2.2 two (2) full terms (approximately four (4) years each).
- 8.7.3 An individual, otherwise qualified, who has served the maximum number of successive terms described in 8.7.1, or 8.7.2 but has been out of office for at least the period between one regular General Meeting and the next regular General Meeting, is again eligible for election or appointment.

8.8 Ceasing to Hold Office

A Director ceases to hold office when:

- 8.8.1 the Director is succeeded by an elected successor at the expiry of the Director's term of office;
- 8.8.2 the Director dies;

- 8.8.3 the Director resigns from office by written notice to the Secretary of the Board and the Chair of the Board;
- 8.8.4 the Director no longer meets the qualifications required of the office of Director; or
- 8.8.5 the Voting Delegates, by an Ordinary Resolution, remove the Director from office at a General Meeting.

8.9 Board Meetings

- 8.9.1 The Board shall meet at least three (3) times in each financial year.
- 8.9.2 The Board shall hold additional meetings when:
 - 8.9.2.1 agreed upon by the Directors;
 - 8.9.2.2 called by the Chairperson; or
 - 8.9.2.3 at least three (3) Directors request the Chairperson to call a Board meeting.

8.10 Notice of Board Meetings

- 8.10.1 Unless the provisions of 8.10.2 to and including 8.10.5 apply, written notice by post or electronic means of the date, time, and place of a Board meeting shall be given by the Secretary of the Board to each Director at least seven (7) days before the date of the Board meeting.
- 8.10.2 A Director may waive, in any manner, notice of a Board meeting.
- 8.10.3 A Director's attendance at a Board meeting is a waiver of notice of the meeting, except as provided in 8.10.4.
- 8.10.4 A Director may attend a Board meeting for the express purpose of objecting to the transaction of any business at that Board meeting on the grounds that the Board meeting was not lawfully called.
- 8.10.5 Notice of an adjourned Board meeting is not required to be given if the time and place of the adjourned meeting is announced at the original meeting.
- 8.10.6 The business to be transacted at a Board meeting shall be specified in the notice of the Board meeting.

8.11 Quorum

- 8.11.1 A quorum of the Board is a Simple Majority of the number required to constitute a full Board.

- 8.11.2 No business may be conducted at a Board meeting unless a quorum is present.
- 8.11.3 If a vacancy exists on the Board, the remaining Directors may exercise all of the powers of the Board as long as a quorum remains on the Board.

8.12 Voting and Resolutions

- 8.12.1 Except as provided in 8.12.4, all actions requiring approval by the Board shall be taken only by a Simple Majority vote of the Directors present and voting at a regular or special meeting of the Board.
- 8.12.2 In the case of an equality of votes on a motion at a Board meeting, the motion is lost, unless the Chairperson chooses to cast the deciding vote (8.14.3.3).
- 8.12.3 There shall be no proxy voting at Board meetings.
- 8.12.4 The Board may exercise its powers by written resolution, signed by all of the Directors entitled to vote on that resolution
- 8.12.5 A written Directors' resolution, signed by all of the Directors entitled to vote on that resolution:
 - 8.12.5.1 is as valid as a resolution of the Board; and
 - 8.12.5.2 must be kept with the minutes of the Board meetings.

8.13 Electronic Participation in Board Meetings

If all of the Directors consent, a Director is entitled to participate in a Board meeting by means of telephone or other communication facilities that permit all individuals participating in the Board meeting to hear each other, and a Director participating in the Board meeting by these means is deemed to be present at that Board meeting.

8.14 Officers of the Board

- 8.14.1 At its first Board meeting after the regular General Meeting (generally in September) and again approximately one (1) year after that Board meeting, the Board shall elect from among the Directors the following Board officers:
 - 8.14.1.1 a Chairperson,
 - 8.14.1.2 a Vice Chairperson, and
 - 8.14.1.3 a Secretary of the Board.

- 8.14.2 The term of office for each Board officer is from the date of election until a successor is elected approximately one (1) year later (generally from September to the following September).
- 8.14.3 The Chairperson:
 - 8.14.3.1 shall preside at all meetings of the Board;
 - 8.14.3.2 shall perform other duties inherent in the office of a Chairperson;
 - 8.14.3.3 shall not vote on matters coming before a Board meeting except when there is an equality of votes, and in that case, the Chairperson may, but is not required to, cast the deciding vote; and
 - 8.14.3.4 shall be an ex-officio member of all committees elected by the Board, with the exception of the Executive Committee as defined by the Board's *Governance Manual*.
- 8.14.4 The following provisions apply to those committees of which the Chairperson is an ex-officio member:
 - 8.14.4.1 The Chairperson shall not be counted to determine the number of Directors required for a quorum of the committee or whether a quorum of the committee is present;
 - 8.14.4.2 The Chairperson has no obligations as a committee member and, specifically, has no obligation to attend or participate in committee meetings; and
 - 8.14.4.3 The Chairperson has the right to make motions, debate motions, and vote on motions that come before committee meetings at which the Chairperson is in attendance.
- 8.14.5 The Vice Chairperson shall perform the duties of the Chairperson, as stated in 8.14.3, if the Chairperson is unable or unwilling to perform those duties.
- 8.14.6 The Secretary of the Board shall be responsible for:
 - 8.14.6.1 an accurate record and timely distribution of all proceedings of the Board;
 - 8.14.6.2 all official Board correspondence and notices of Board meetings; and
 - 8.14.6.3 the custody of LutherCare Communities' seal.

8.15 Role of the Bishop or the Bishop's Designate on the Board

- 8.15.1 Neither the Bishop nor the Bishop's designate shall be counted to determine the number of Directors required for a quorum or whether a quorum is present at a Board meeting.
- 8.15.2 Neither the Bishop nor the Bishop's designate has any obligations as a Director and, specifically, neither has any obligation to attend or participate in Board meetings.
- 8.15.3 Although the Board welcomes input from the Bishop or the Bishop's designate on matters before the Board, neither the Bishop nor the Bishop's designate has the right to make motions, debate motions, or vote on motions.

8.16 Board Committees

The Board may:

- 8.16.1 appoint committees that it deems are necessary or advisable;
- 8.16.2 specify the duties and limits of the committees;
- 8.16.3 establish terms of reference that apply to committees; and
- 8.16.4 discharge committees.

9 Administration

- 9.1 The Board, in consultation with the Bishop, shall appoint a Chief Executive Officer to manage LutherCare Communities.
- 9.2 The Board shall establish and annually review and, if necessary, revise, the Chief Executive Officer's remuneration and benefits.
- 9.3 The Chief Executive Officer's appointment may be terminated:
 - 9.3.1 upon resignation by the Chief Executive Officer; or
 - 9.3.2 by the Board in consultation with the Bishop or the Bishop's designate.
- 9.4 The Chief Executive Officer shall:
 - 9.4.1 be responsible to the Board;
 - 9.4.2 give regular reports to the Board; and
 - 9.4.3 give an annual audited financial report to the Board and to the Bishop.

10 Spiritual Care

- 10.1 LutherCare Communities shall maintain a Spiritual Care Department to support the spiritual care of all the residents of LutherCare Communities.
- 10.2 The following provisions shall apply to the Spiritual Care Department:
 - 10.2.1 the Chief Executive Officer shall recommend to the Bishop an individual to fill the position of Director of Mission;
 - 10.2.2 the spiritual care program shall be consistent with Lutheran teachings and practice; and
 - 10.2.3 the Spiritual Care Department shall recognize and respect the religious affiliations of all the residents of LutherCare Communities.

11 Amendments

- 11.1 Proposed changes to the Bylaws shall be made in writing to the Bishop and to the Chairperson at least sixty (60) days before a General Meeting.
- 11.2 If notice of proposed changes to the Bylaws has been given according to 11.1, and notice of the proposed changes to the Bylaws has been included in the notice of the General Meeting, the Voting Delegates present and voting at a General Meeting may approve proposed Bylaw changes by an Ordinary Resolution.
- 11.3 Unless some other effective date is set out in the Ordinary Resolution proposing changes to the Bylaws, an Ordinary Resolution amending, adding, or repealing a Bylaw is effective when the Ordinary Resolution is passed.

12 Dissolution

- 12.1 In the event of dissolution, the assets of LutherCare Communities shall be vested in the Church.

DATE (O): 01 April 67

DATE (R): 03 May 14