

THE PHOENIX RECOVERY AND ADVOCACY INSTITUTE LTD.

BYLAWS ARTICLE 1 – NAME

1.1 Corporate Name

The legal name of the Corporation shall be:

The Phoenix Recovery and Advocacy Institute Ltd.

1.2 Operating Name

The Corporation may operate publicly under the name:

The Phoenix Recovery and Advocacy Institute (PRAI)

1.3 Branding

The Corporation may use logos, trademarks, slogans, taglines, trade names, and branding approved by the Board of Directors.

1.4 Corporate Status

The Corporation is established as a private non-profit company incorporated pursuant to the Alberta Companies Act and shall operate in accordance with applicable federal, provincial, and municipal laws.

ARTICLE 2 – PURPOSES

2.1 The purposes of the Corporation are to:

- a. Support individuals affected by trafficking, exploitation, violence, abuse, coercion, and complex victimization through advocacy, navigation, prevention, recovery, reintegration, education, and support services.
- b. Conduct research, intelligence analysis, environmental scanning, systems evaluation, program evaluation, community assessments, and related activities to support prevention, public safety, evidence-informed decision-making, and systems improvement.
- c. Promote collaboration among law enforcement agencies, justice partners, healthcare providers, educational institutions, Indigenous organizations, governments, community organizations, housing providers, employment services, and related stakeholders.
- d. Develop and deliver public education initiatives, professional training programs, awareness campaigns, prevention programs, conferences, workshops, and capacity-building activities.
- e. Establish, operate, and support advocacy services, recovery services, reintegration services, stabilization services, housing programs, health services, legal services, educational initiatives, and related programs as approved by the Board of Directors.
- f. Advance survivor-centred, trauma-informed, culturally safe, evidence-informed, and ethically responsible practices.
- g. Receive, manage, invest, and administer funds, grants, donations, sponsorships, gifts, and other resources for the advancement of the Corporation's purposes.
- h. Undertake any lawful activity that supports the mission, vision, objectives, and purposes of the Corporation.

ARTICLE 3 – MISSION, VISION, AND VALUES

3.1 Mission

To empower survivors of trafficking and exploitation through coordinated advocacy, trauma-informed recovery services, legal navigation, research-driven systems improvement, prevention initiatives, and long-term reintegration support.

3.2 Vision

A Canada where survivors receive seamless, survivor-centred support through an integrated system that promotes healing, justice, safety, independence, and long-term success.

3.3 Organizational Values

The Corporation shall be guided by the following values:

- a. Survivor-Centred Practice
- b. Trauma-Informed Care

- c. Collaboration
- d. Accountability
- e. Cultural Safety
- f. Innovation
- g. Integrity
- h. Respect
- i. Excellence

ARTICLE 4 – MEMBERSHIP

4.1 Membership Structure

The Corporation shall not maintain a membership structure.

ARTICLE 5 – BOARD OF DIRECTORS

5.1 Authority

The Board of Directors shall govern the affairs of the Corporation and exercise all powers necessary to manage and oversee the Corporation except where otherwise restricted by law.

5.2 Fiduciary Duty

Directors shall:

- a. Act honestly and in good faith;
- b. Exercise reasonable care, diligence, and skill;
- c. Act in the best interests of the Corporation;
- d. Avoid conflicts of interest;
- e. Comply with applicable legislation and organizational policies.

5.3 Board Composition

The Board shall consist of not fewer than two (2) Directors and not more than nine (9) Directors.

5.4 Appointment of Directors

Directors shall be appointed by resolution of the Board of Directors.

No election by public membership shall be required.

5.5 Invite-Only Governance Structure

The Corporation shall maintain an invite-only governance model.

Individuals may be invited to serve as Directors based on their expertise, experience, qualifications, community standing, lived experience, professional credentials, leadership capacity, or ability to contribute to the Corporation's mission.

5.6 Desired Board Expertise

The Board shall strive to maintain expertise in:

- a. Governance
- b. Finance and Accounting
- c. Law
- d. Social Work
- e. Healthcare
- f. Clinical Services
- g. Indigenous Leadership
- h. Intelligence and Research
- i. Public Policy
- j. Survivor Experience
- k. Community Development

5.7 Director Eligibility

A Director must:

- a. Be at least eighteen (18) years of age;

- b. Support the mission and objectives of the Corporation;
- c. Not be prohibited by law from serving as a Director;
- d. Comply with all governance policies adopted by the Board.

5.8 Director and Personnel Screening Requirements

All Directors shall provide satisfactory screening documentation as a condition of appointment and continued service.

Required documentation shall include:

- a. Vulnerable Sector Check;
- b. Child Intervention Record Check;
- c. Valid government-issued photo identification.

The Board of Directors may establish additional screening or verification requirements through Board-approved policies and procedures.

Failure to provide required screening documentation may result in ineligibility for appointment, suspension of appointment, or removal from the Board in accordance with these Bylaws and applicable organizational policies.

5.9 Director Terms

Directors shall be appointed for terms of one (1) to three (3) years, as determined by the Board of Directors at the time of appointment.

Directors may serve a maximum of two (2) consecutive terms.

Following the completion of two (2) consecutive terms, a Director shall not be eligible for reappointment until a minimum period of twelve (12) months has elapsed.

After the twelve (12) month absence, the individual may be reappointed and may serve up to two (2) additional consecutive terms, subject to the Board Recruitment, Appointment and Succession Policy and any applicable appointment procedures.

5.10 Board Effectiveness

The Board may periodically evaluate its effectiveness, governance practices, structure, composition, policies, and overall performance.

The purpose of such evaluations shall be to support continuous governance improvement and organizational effectiveness.

5.11 Director Onboarding

The Board shall maintain a Director onboarding and orientation process to support the effective integration of newly appointed Directors.

The onboarding process may include governance documents, policies, organizational information, strategic planning materials, and other resources determined by the Board.

5.12 Director Vacancies

The Board may appoint individuals to fill vacancies at any time.

5.13 Removal of Directors

A Director may be removed by resolution of the Board of Directors.

5.14 Resignation

A Director may resign within their term period with three months notice in writing to the Board Chair.

ARTICLE 6 – BOARD OFFICERS

6.1 Officers

The Board may appoint the following Officers:

- a. Board Chair
- b. Vice Chair

- c. Secretary
- d. Treasurer
- e. Any additional Officer positions deemed necessary by the Board.

6.2 Board Chair

The Board Chair shall:

- a. Provide governance leadership;
- b. Preside over Board meetings;
- c. Support Board effectiveness;
- d. Serve as the primary governance representative of the Corporation;
- e. Support accountability and strategic oversight.

6.3 Vice Chair

The Vice Chair shall perform the duties of the Board Chair in the Chair's absence.

6.4 Secretary

The Secretary shall oversee:

- a. Corporate records;
- b. Meeting minutes;
- c. Governance documentation;
- d. Required corporate filings.

6.5 Treasurer

The Treasurer shall support:

- a. Financial oversight;
- b. Budget review;
- c. Financial accountability;
- d. Financial reporting review.

6.6 Officer Appointments

Officers shall be appointed by resolution of the Board and serve at the pleasure of the Board.

ARTICLE 7 – FOUNDER RECOGNITION

7.1 Founder Designation

The Corporation recognizes the individual responsible for establishing and developing the Corporation as the Founder.

7.2 Founder Status

The designation of Founder is honorary and acknowledges the individual's role in the creation, development, and establishment of the Corporation.

7.3 Governance Authority

Founder status does not create additional voting rights, governance authority, ownership interests, financial interests, or powers beyond those otherwise established by law, these Bylaws, or Board resolution.

7.4 Founder Recognition

The Corporation may publicly acknowledge the Founder in organizational materials, publications, reports, communications, and official records.

ARTICLE 8 – CHIEF EXECUTIVE OFFICER

8.1 Appointment

The Board of Directors may appoint a Chief Executive Officer (CEO) to lead the operations of the Corporation.

8.2 Authority

The Chief Executive Officer shall serve as the senior executive officer of the Corporation and shall have authority over day-to-day operations subject to Board oversight.

8.3 Responsibilities

The Chief Executive Officer shall:

- a. Provide organizational leadership;
- b. Implement Board-approved strategic priorities;
- c. Supervise employees and contractors;
- d. Manage operational activities;
- e. Develop programs and services;
- f. Maintain stakeholder relationships;
- g. Lead funding development activities;
- h. Manage organizational resources;
- i. Support Board activities;
- j. Provide reports to the Board of Directors;
- k. Represent the Corporation publicly.

8.4 Compensation

The Chief Executive Officer may receive compensation as approved by the Board of Directors.

8.5 Board Membership

The Chief Executive Officer may also serve as a Director if properly appointed to the Board.

ARTICLE 9 – RELATIONSHIP BETWEEN THE BOARD AND CHIEF EXECUTIVE OFFICER

9.1 Governance and Operations

The Board of Directors governs the Corporation.

The Chief Executive Officer manages the operations of the Corporation.

9.2 Board Responsibilities

The Board shall:

- a. Establish strategic direction;
- b. Approve budgets;
- c. Approve governance policies;
- d. Monitor organizational performance;
- e. Manage organizational risk;
- f. Ensure legal and financial accountability.

9.3 Chief Executive Officer Responsibilities

The Chief Executive Officer shall:

- a. Implement Board decisions;
- b. Manage organizational operations;
- c. Supervise staff;
- d. Manage programs and services;
- e. Maintain organizational effectiveness.

9.4 Operational Independence

Except where otherwise required by law or Board resolution, the Board shall not participate in the day-to-day management of the Corporation.

9.5 Delegation of Authority

The Board of Directors may delegate specific authorities to the Chief Executive Officer through Board resolution, governance policies, financial policies, or other Board-approved instruments.

The Chief Executive Officer shall exercise delegated authority in accordance with the limitations established by the Board.

ARTICLE 10 – DIRECTOR RESPONSIBILITIES

10.1 Duties of Directors

Directors shall:

- a. Act honestly and in good faith;
- b. Exercise care, diligence, and skill;
- c. Support the mission of the Corporation;
- d. Maintain confidentiality;
- e. Avoid conflicts of interest;
- f. Comply with governance policies;
- g. Attend Board meetings regularly.

10.2 Expectations

Directors are expected to:

- a. Review meeting materials;
- b. Participate in governance discussions;
- c. Support strategic planning;
- d. Promote the mission of the Corporation;
- e. Act in the best interests of the Corporation.

10.3 Director Orientation

Newly appointed Directors shall participate in orientation activities established by the Board of Directors. Orientation may include:

- a. Review of governance documents;
- b. Review of organizational policies;
- c. Financial oversight responsibilities;
- d. Strategic priorities;
- e. Director roles and obligations;
- f. Other information deemed appropriate by the Board.

10.4 Confidentiality

Directors shall maintain confidentiality regarding:

- a. Personnel matters;
- b. Legal matters;
- c. Financial information;
- d. Survivor information;
- e. Stakeholder information;
- f. Strategic planning information;
- g. Any information designated confidential by the Board.

ARTICLE 11 – BOARD MEETINGS

11.1 Regular Meetings

The Board shall meet as often as necessary to conduct the affairs of the Corporation.

11.2 Annual Organizational Meeting

The Board shall hold at least one organizational meeting annually.

11.3 Special Meetings

Special meetings may be called by:

- a. The Board Chair;
- b. The Chief Executive Officer;
- c. Any two Directors.

11.4 Notice

Reasonable notice shall be provided for all Board meetings.

11.5 Electronic Meetings

Meetings may be conducted:

- a. In person;
- b. By telephone;
- c. By video conference;
- d. Through other electronic means approved by the Board.

11.6 Participation

Directors participating electronically shall be deemed present for all purposes.

ARTICLE 12 – QUORUM AND VOTING

12.1 Quorum

Quorum shall consist of a majority of the currently appointed Directors.

12.2 Voting Rights

Each Director shall have one vote. **12.3**

Majority Vote

Unless otherwise required by law or these Bylaws, decisions shall be approved by a simple majority of votes cast.

12.4 Tie Votes

In the event of a tie vote, the motion shall be defeated.

12.5 Written Resolutions

The Board may approve resolutions in writing without a meeting.

Written resolutions shall have the same effect as resolutions adopted at a meeting.

ARTICLE 13 – DIRECTOR COMPENSATION

13.1 Volunteer Service

Directors shall generally serve without compensation for governance activities.

13.2 Reimbursement

The Corporation may reimburse Directors for reasonable expenses incurred while conducting authorized Corporation business.

13.3 Employment by the Corporation

A Director may be employed by the Corporation where approved by the Board and where any conflict of interest is properly disclosed and managed.

13.4 Conflict of Interest

A Director who is employed by the Corporation shall not participate in decisions relating to:

- a. Their compensation;
- b. Their employment conditions;
- c. Their performance evaluation;
- d. Matters where a conflict of interest exists.

ARTICLE 14 – VACANCIES, RESIGNATION, AND REMOVAL

14.1 Resignation

A Director may resign at any time by providing written notice to the Board Chair.

14.2 Vacancy

A Director position becomes vacant upon:

- a. Resignation;
- b. Death;
- c. Removal;
- d. Incapacity;
- e. Disqualification under law.

14.3 Removal

A Director may be removed by majority resolution of the Board of Directors.

14.4 Appointment of Replacement Directors

The Board may appoint a replacement Director at any time.

ARTICLE 15 – COMMITTEES

15.1 Authority to Establish Committees

The Board of Directors may establish standing committees, advisory committees, working groups, task forces, or ad hoc committees as deemed necessary.

15.2 Board Authority

All committees operate under the authority of the Board of Directors.

No committee may exercise powers reserved exclusively to the Board unless expressly authorized by Board resolution.

15.3 Committee Membership

Committee members may include:

- a. Directors;
- b. Employees;
- c. Contractors;
- d. Volunteers;
- e. Subject matter experts;
- f. Community representatives;
- g. Individuals with lived experience.

15.4 Standing Committees

The Board may establish standing committees including:

- a. Governance Committee;
- b. Finance and Audit Committee;
- c. Human Resources Committee;
- d. Risk and Compliance Committee;
- e. Research and Intelligence Advisory Committee;
- f. Program and Quality Committee;
- g. Fund Development Committee;
- h. Community Engagement Committee.

15.5 Committee Reporting

All committees shall report regularly to the Board of Directors.

15.6 Terms of Reference

The Board may establish Terms of Reference for any committee, advisory body, working group, task force, or council.

Terms of Reference may address:

- a. Purpose;
- b. Authority;
- c. Membership;
- d. Responsibilities;
- e. Reporting requirements;

- f. Meeting procedures;
- g. Other governance matters deemed necessary by the Board.

ARTICLE 16 – SURVIVOR ADVISORY COUNCIL

16.1 Establishment

The Board may establish a Survivor Advisory Council.

16.2 Purpose

The Survivor Advisory Council shall provide advice and recommendations regarding:

- a. Survivor experiences;
- b. Service quality;
- c. Program development;
- d. Organizational priorities;
- e. Community needs;
- f. Systems improvement initiatives.

16.3 Authority

The Survivor Advisory Council serves in an advisory capacity only and possesses no governance authority unless expressly granted by Board resolution.

16.4 Membership

Membership of the Survivor Advisory Council shall be determined by the Board.

ARTICLE 17 – CONFLICT OF INTEREST

17.1 Duty to Disclose

Directors, Officers, employees, contractors, volunteers, committee members, and advisors shall disclose actual, potential, or perceived conflicts of interest.

17.2 Definition

A conflict of interest exists when an individual's personal, financial, professional, familial, business, or organizational interests could influence, or reasonably appear to influence, their judgment or decision-making.

17.3 Disclosure Requirements Conflicts shall be

disclosed:

- a. Upon appointment;
- b. Annually;
- c. Whenever a new conflict arises.

17.4 Abstention

Individuals with conflicts shall abstain from discussions, recommendations, decisions, and voting related to the matter giving rise to the conflict.

17.5 Documentation

All disclosed conflicts shall be recorded in meeting minutes and organizational records.

17.6 Conflict of Interest Policy

The Board shall adopt and maintain a Conflict of Interest Policy.

ARTICLE 18 – CONFIDENTIALITY

18.1 Confidential Information

Directors, Officers, employees, contractors, volunteers, committee members, and advisors shall maintain confidentiality regarding information obtained through their involvement with the Corporation.

18.2 Protected Information

Confidential information includes:

- a. Survivor information;
- b. Personnel information;
- c. Legal information;
- d. Financial information;
- e. Research information;
- f. Intelligence information;
- g. Donor information;
- h. Strategic planning information;
- i. Any information designated confidential.

18.3 Continuing Obligation

Confidentiality obligations continue after an individual ceases involvement with the Corporation.

18.4 Confidentiality Agreements

The Board may require confidentiality agreements from any individual associated with the Corporation.

ARTICLE 19 – PRIVACY AND INFORMATION GOVERNANCE

19.1 Privacy Commitment

The Corporation shall maintain privacy practices consistent with applicable legislation and best practices.

19.2 Information Governance

The Corporation shall maintain policies regarding:

- a. Privacy protection;
- b. Information governance;
- c. Records management;
- d. Information security;
- e. Cybersecurity;
- f. Data retention;
- g. Information access and disclosure.

19.3 Information Security

Reasonable safeguards shall be implemented to protect organizational information from unauthorized access, disclosure, alteration, or destruction.

19.4 Electronic Systems

The Corporation may utilize electronic systems, databases, cloud services, and technology platforms approved by management.

ARTICLE 20 – RISK MANAGEMENT 20.1 Board Oversight

The Board shall oversee organizational risk management.

20.2 Risk Categories

Risk management activities may address:

- a. Financial risk;
- b. Operational risk;
- c. Governance risk;
- d. Legal risk;
- e. Privacy risk;
- f. Cybersecurity risk;
- g. Reputational risk;
- h. Workplace health and safety risk;
- i. Strategic risk.

20.3 Policies

The Board may adopt policies and procedures to identify, monitor, and mitigate risks.

20.4 Insurance

The Corporation shall maintain insurance coverage deemed appropriate by the Board.

ARTICLE 21 – FINANCIAL MANAGEMENT

21.1 Fiscal Year

The fiscal year shall be established by resolution of the Board.

21.2 Financial Accountability

The Corporation shall maintain accurate financial records and accounting systems.

21.3 Budget Approval

The Board shall approve an annual operating budget.

21.4 Expenditures

Expenditures shall be authorized in accordance with Board-approved financial policies.

21.5 Financial Controls

The Corporation shall maintain reasonable internal financial controls.

21.6 Investments

The Corporation may invest funds in accordance with Board-approved policies and applicable legislation.

21.7 Borrowing Authority

Borrowing, loans, lines of credit, and other debt obligations require Board approval.

ARTICLE 22 – SIGNING AUTHORITY

22.1 Corporate Authority

The Board shall establish signing authority by policy or resolution.

22.2 Authorized Signatories

The Board may authorize:

- a. The Board Chair;
- b. The Chief Executive Officer;
- c. The Treasurer;
- d. Designated Officers;
- e. Designated employees. **22.3**

Contracts and Agreements

Contracts, agreements, banking documents, leases, funding agreements, and other legal documents may be executed by authorized signatories.

22.4 Electronic Signatures

Electronic signatures may be accepted where permitted by law.

ARTICLE 23 – AUDITS AND FINANCIAL REVIEWS

23.1 Financial Statements

The Corporation shall prepare annual financial statements.

23.2 Independent Review

The Board may require independent financial reviews or audits.

23.3 Funding Requirements

Financial reviews or audits shall be conducted whenever required by:

- a. Funding agreements;
- b. Government requirements;
- c. Legal obligations;

- d. Board resolution.

23.4 Access to Records

Auditors, reviewers, and authorized financial professionals shall be provided access to financial records necessary to perform their duties.

ARTICLE 24 – INDEMNIFICATION

24.1 Protection of Directors and Officers

The Corporation shall indemnify its Directors, Officers, employees, volunteers, committee members, advisors, and agents who act honestly, in good faith, and within the scope of their duties on behalf of the Corporation. **24.2**

Scope of Indemnification

Indemnification may include:

- a. Legal expenses;
- b. Settlement costs;
- c. Judgments;
- d. Defence costs;
- e. Other reasonable expenses incurred in connection with legal proceedings arising from the individual's role with the Corporation.

24.3 Exceptions

Indemnification shall not apply where an individual:

- a. Acts dishonestly;
- b. Acts fraudulently;
- c. Engages in willful misconduct;
- d. Knowingly violates applicable law;
- e. Acts outside the scope of their authority.

24.4 Directors and Officers Insurance

The Board may obtain Directors and Officers Liability Insurance and any additional insurance coverage deemed necessary.

ARTICLE 25 – CORPORATE RECORDS

25.1 Records Maintenance

The Corporation shall maintain complete and accurate records of its activities.

25.2 Required Records

Records may include:

- a. Articles of Incorporation;
- b. Bylaws;
- c. Board resolutions;
- d. Meeting minutes;
- e. Financial statements;
- f. Budgets;
- g. Policies and procedures;
- h. Director records;
- i. Insurance records;
- j. Corporate filings;
- k. Contracts and agreements;
- l. Governance documentation.

25.3 Format

Records may be maintained in physical, electronic, or hybrid formats.

25.4 Record Retention

Records shall be retained in accordance with applicable laws and organizational policies.

ARTICLE 26 – ELECTRONIC COMMUNICATIONS

26.1 Electronic Delivery

Notices, reports, resolutions, minutes, and other communications may be transmitted electronically.

26.2 Validity

Electronic communications shall have the same force and effect as paper communications where permitted by law.

26.3 Electronic Records

Electronic records shall be considered official corporate records.

ARTICLE 27 – AMENDMENTS

27.1 Amendment Authority

These Bylaws may be amended by resolution of the Board of Directors.

27.2 Review

The Board shall periodically review these Bylaws to ensure continued compliance with applicable legislation and organizational needs. **27.3 Effective Date**

Amendments shall take effect immediately upon approval unless otherwise specified in the approving resolution.

ARTICLE 28 – DISSOLUTION

28.1 Dissolution Authority

The Corporation may be dissolved in accordance with applicable legislation.

28.2 Distribution of Assets

Upon dissolution, all remaining assets shall be transferred to one or more nonprofit organizations, charitable organizations, public institutions, or community organizations whose purposes are substantially similar to those of the Corporation.

28.3 Prohibition on Personal Benefit

No remaining assets shall be distributed to:

- a. Directors;
- b. Officers;
- c. Employees;
- d. Members;
- e. Founders;
- f. Private individuals.

28.4 Settlement of Obligations

All lawful debts, liabilities, and obligations shall be satisfied before the distribution of remaining assets.

ARTICLE 29 – FUTURE EXPANSION AUTHORITY

29.1 Expansion Authority

The Corporation may establish additional programs, services, departments, facilities, affiliates, partnerships, subsidiaries, initiatives, and related entities consistent with its mission.

29.2 Potential Divisions

Future organizational divisions may include:

- a. Survivor Advocacy and Navigation Services;
- b. Research and Intelligence Services;
- c. Clinical Recovery Services;
- d. Reintegration Services;
- e. Crisis Stabilization Services;
- f. Housing and Residential Services;
- g. Health and Wellness Services;

- h. Legal Services;
- i. Education and Prevention Services;
- j. Professional Training and Development Services;
- k. Policy and Systems Development Initiatives;
- l. Research Institutes;
- m. Community Development Programs;
- n. Employment and Economic Empowerment Programs.

29.3 Geographic Expansion

The Corporation may operate within Alberta, throughout Canada, and internationally where authorized by law and approved by the Board.

29.4 Partnerships

The Corporation may enter into partnerships, collaborative agreements, consortiums, coalitions, and strategic alliances consistent with its mission and values.

ARTICLE 30 – ORGANIZATIONAL PHILOSOPHY

30.1 Official Philosophy

The official organizational philosophy of the Corporation shall be:

One Story. One Team. One System.

30.2 Guiding Principle

The Corporation recognizes that sustainable change occurs through coordinated, collaborative, and integrated responses that place survivors at the centre of service delivery and systems development.

ARTICLE 31 – ADOPTION AND CERTIFICATION

31.1 Adoption

These Bylaws are adopted by resolution of the Board of Directors of The Phoenix Recovery and Advocacy Institute Ltd.

31.2 Supersession

These Bylaws supersede all previous bylaws, governance documents, policies, resolutions, or practices inconsistent with these Bylaws.

31.3 Effective Date

These Bylaws shall take effect immediately upon adoption by the Board of Directors.

CERTIFICATION

The undersigned certify that these Bylaws were adopted by resolution of the Board of Directors of The Phoenix Recovery and Advocacy Institute Ltd. on the 06 day of June, **20** 26

Daryjan Macek