



ARCADIA BREWING COMPANY

**TIME FOR KINDNESS**

BYLAWS OF OPERATION

**MARCH 15, 2024**

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## 1. MISSION

At Arcadia Brewing Co., our mission is to foster a vibrant and inclusive community in Edmonton through our commitment to kindness and collaboration. Our goal with Time for Kindness is to empower our community by supporting local causes that strengthen the fabric of Edmonton. Arcadia is more than just a brewery; it's a sanctuary of acceptance, understanding, and appreciation for people from all walks of life. Our dedication to building a stronger community starts within the walls of Arcadia and extends outward through initiatives like Time for Kindness. We pledge to donate our net profits to a different cause every month, collaborate with local organizations on special beer releases to raise funds, and provide our upstairs space for hosting fundraisers. By harnessing the power of community, we believe that Arcadia can be a catalyst for positive change, one pint at a time. Join us in building a stronger, more connected Edmonton—one where kindness is not just an act, but a way of life. Arcadia is for everyone, and together, we can make a difference.

## 2. DEFINITIONS

### 2.1. Arcadia Brewing Company

Arcadia Brewing Company, as a separate entity operating in conformance with the Government of Alberta, Alberta Health Services (AHS), the Alberta Liquor Control Board (ALGC), the City of Edmonton, and all relevant statutes, laws, and bylaws.

### 2.2. Time for Kindness

Arcadia Time for Kindness is an initiative of Arcadia Brewing Company in accordance with the mission statement.

### 2.3 Additional Definitions

In this bylaw, unless the context otherwise requires:

- a) **Board:** All Directors of Time for Kindness as elected by the membership each year.
- b) **Director:** A member who has been elected by the membership to govern the affairs of Time for Kindness.
- c) **Member:** An individual or business who has joined the Time for Kindness initiative.
- d) **Officer:** a Director who has been elected by the Board of Directors to one of the positions outlined in Article 3.6

## 3. BOARD OF DIRECTORS

### 3.1 General

- a) The Board shall consist of a minimum of 5 and a maximum of 9 Members.
- b) The Board shall manage the business affairs of Time for Kindness in holding regular votes, in person, virtually, or electronically, to approve requests for community support as per the Community Support Guidelines in Article 4.

### 3.2 Elections

- a) An interim Board will be appointed by Arcadia to draft proposed bylaws to support the Time for Kindness initiative at kick-off. The interim Board will be replaced at the first election.
- b) The Board of Directors is elected at the Annual General Meeting.
- c) No person shall be appointed as a Director unless that person:
  - I. Has been nominated in writing, submitted to the Board before close of nominations at the AGM, for appointment as a Director, by any member; and
  - II. Has consented to act as a Director, in writing submitted to the Board prior to that person's appointment.

### 3.3 Term of Office

- a) The term of office for each Director is one year, commencing the month following the Annual General Meeting.
- b) All Directors are eligible for re-election once their term of office is complete.

### 3.4 Removal from Office

- a) A Director shall give notice in writing if they wish to resign from the Board, whereupon the position on the Board becomes vacant.
- b) A Director ceases to hold office, and the position on the Board becomes vacant when the person:
  - I. Dies; or
  - II. Has missed three or more votes, in a calendar year, without good cause as determined by the Board; or
  - III. Becomes of unsound mind or mentally incompetent, as determined by an attending physician; or
  - IV. Is convicted of an indictable offence; or
  - V. Is removed from office by unanimous resolution of the remaining voting Directors then serving on the Board.
- c) When a vacancy occurs, for any reason, on the Board:
  - I. The remaining Board members may appoint a Member to fill the vacancy until the next Annual General Meeting; and
  - II. A person appointed to fill a vacancy shall fill that vacancy until the month following the next Annual General Meeting; and
  - III. A person appointed by the Board to fill a vacancy is not eligible for election as an Officer.
- d) In the event that a Board Member ceases to be a Member, they may retain the position until the next regularly scheduled election with the permission of the Board. They must otherwise tender their resignation immediately.

### 3.4 Responsibilities

- a) Manage the overall business and affairs of Time for Kindness.
- b) Designate individuals, causes, and/or organizations to support as outlined in Article 4 on a rotating three (3) month cycle.

- c) Publicly support the policies and positions of Time for Kindness as approved by a vote by the Board of Directors.
- d) Carry out duties in the best interests of Time for Kindness.
- e) Keep confidential all information specifically determined by a Board to be confidential.
- f) Review the Time for Kindness charitable remittance notifications to be issued by Arcadia within 120 days of the conclusion of any support by Time for Kindness.
- g) Audit the Time for Kindness Annual Impact Report that will be presented to the membership at the Annual General Meeting. A notice of same shall be circulated to the general membership not less than fourteen (14) days prior to the meeting.
- h) Designate committees to address issues requiring particular attention such as special projects, initiatives, or events.
- i) Volunteer to serve on designated committees.

### 3.5 Remuneration

- a) The position of a Director is voluntary, and no remuneration will be paid for services as a Director.
- b) Directors shall be reimbursed for expenses necessarily incurred in the performance of duties as a Director.

### 3.6 Officers

The Board members shall designate from its Directors the Officers at the first meeting following the Annual General Meeting. The Executive Committee shall be comprised of the Officers. Actions taken by the Executive Committee are subject to ratification of the Board. The Officer's roles and responsibilities are defined as follows:

#### a) Chair

The Chair shall be the Chief Executive Officer of Time for Kindness and preside over all meetings as Chair of the Board of Directors. The Chair shall call all Board, committee, general, and special meetings as determined. The Chair is responsible for notifying Arcadia of the decisions of the Board.

#### b) Secretary

The Secretary shall record all facts and minutes of all formal meeting proceedings.

### 3.7 Committees

The Board members may, from time to time, designate special committees to manage special projects for Time for Kindness. These committees may include Members of Time for Kindness, members of the public, employees of Arcadia, or other interested parties or subject matter experts.

## 4. COMMUNITY SUPPORT GUIDELINES

### 4.1 Cause of the Month

The Cause of the Month is selected by the Board on a three (3) month rotating cycle from the pool of applicants. Causes may be undertaken by individuals, groups, or organizations and:

- a) Must align with the Time for Kindness mission statement; and
- b) Must expend the donated funds within the greater Edmonton area; and
- c) May not be a formal political organization.

Selected causes must agree to adhere to the support guidelines (Appendix 1)

## 4.2 Beer Release Sponsorships

Beer Release Sponsorships may be specially released, or existing Arcadia beers temporarily dedicated to supporting a cause. A predetermined value from each pint and/or each 4-pack will be donated to the cause for the length of the Sponsorship. Beer Release Sponsorships will be decided by Arcadia and may be recommended by the Board. Causes may be undertaken by individuals, groups, or organizations and:

- a) Must align with the Time for Kindness mission statement; and
- b) Must expend the donated funds within the greater Edmonton area; and
- c) May not be a formal political organization.

Selected groups/organizations must agree to adhere to the support guidelines (Appendix 2)

## 4.3 Community Room Fundraisers

Community Room Fundraisers are for causes that may not meet the guidelines for the Cause of the Month or Beer Release Sponsorships, typically because they require more immediate or emergency support. Selected individuals/groups/organizations will be given use of the community room upstairs to host fundraisers including ticketed events, raffles, silent auctions, or any other fundraising activity. Community Room Fundraisers may be selected by Arcadia or by the Board and Arcadia will manage the booking schedule of the community room. Causes may be undertaken by individuals, groups, or organizations and:

- a) Must align with the Time for Kindness mission statement; and
- b) Must expend the donated funds within the greater Edmonton area; and
- c) May not be a formal political organization.

Selected groups/organizations must agree to adhere to the support guidelines (Appendix 2)

## 4.4 In Community Actions

These are the actions done weekly in community to support individual community members. In Community Actions will be decided by Arcadia and may be recommended by the Board. The expenses related to these actions will be covered by Arcadia Gross Profit. Management of these actions will be done jointly between Arcadia and the Volunteer Co-ordinator. The Volunteer Co-ordinator will:

- a) Receive and manage the offers to volunteer from the Membership.
- b) Manage and keep the schedule of volunteers for In Community Actions and liaise with Arcadia to ensure that each Action has sufficient support.
- c) Ensure each volunteer has completed a waiver prior to participating in an In Community Action.
- d) Be reimbursed for expenses necessarily incurred in the performance of duties as the Volunteer Coordinator.

## 4.5 Organized Youth Sport

Causes related to organized youth sport will be assessed on a case-by-case basis considering the social and economic barriers facing the family when determining eligibility including families who face financial hardship and are on AISH, unemployed, or receiving income support through the provincial government.

## 5. REPORTING

### 5.1 Time for Kindness Monthly Impact Report

The Monthly Impact Report will be issued by Arcadia to the Board of Directors not more than thirty (30) days after the accounting close of the period and shall consist of at minimum:

- a) The total number of 'Causes of the Month' and the total impact value for the period.
- b) The total number of 'Beer Release Sponsorships' and the total impact value for the period.

### 5.2 Time for Kindness Annual Impact Report

The Time for Kindness Annual Impact Report will be issued by Arcadia to the Board of Directors not less than thirty (30) days prior to the Annual General Meeting and shall consist of at minimum:

- a) The total number of 'Causes of the Month' and the total impact value for the period.
- b) The total number of 'Beer Release Sponsorships' and the total impact value for the period.
- c) The total number of 'Community Room Fundraisers' during the period.
- d) The total number of 'In Community Actions' and the total number of volunteer hours expended to support these actions during the period. This will also include the preparation and planning hours expended by Arcadia and the Time for Kindness Volunteer Coordinator.

## 6. ANNUAL GENERAL MEETING

Each year, an annual event for the membership will be held. In addition to a celebration of the accomplishments of Time for Kindness during the prior period, this event will serve as the Annual General Meeting. Formal business that will occur at the annual event will include a review of the Time for Kindness Annual Impact Report and the election of the subsequent Board.

## 7. INDEMNITY

- a) Each Board member, Officer, committee member, and employee of Time for Kindness shall be deemed to have assumed office on the express agreement and condition that they and their heirs, executors and administrators shall be indemnified and saved harmless out of funds of the Association and/or any properties managed from and against all liabilities, costs, charges, and expenses whatsoever, which may be sustained or incurred in or about any action, suit, or proceeding which is brought, commenced, or prosecuted, in respect of any act, deed, matter, or thing whatsoever made, done, permitted, or omitted in or about the execution of the duties of the

office, or which may be sustained or incurred in relation to the affairs of Time for Kindness except such costs, charges, and expenses as are occasioned by fraud, dishonesty, bad faith, willful neglect or default.

- b) Arcadia shall place and maintain suitable liability insurance to support or supplement the indemnity provided in Article 7. a.

## **8. AMENDMENTS AND ENACTMENTS**

The Bylaws of Operation shall be reviewed annually and may be amended and enacted by a unanimous vote of the Board of Directors.

## 9. APPENDICES

### 9.1 Appendix 1: Cause of the Month Support Guidelines

If selected as a Time for Kindness cause of the month, the individual/group/organization must actively promote the fundraising initiative through social media posts or stories two weeks prior to their designated month and once a week during that month.

Arcadia must be tagged in all social media posts related to the initiative, along with the hashtag #TimeForKindness.

The individual/group/organization must organize an event to launch their fundraising drive in coordination with Arcadia during the first week of their designated month. This event must be attended by representatives for the cause, and information about their cause must be prominently displayed.

In turn, Arcadia will actively promote the selected cause of the month during the first week of its launch. Additionally, we will share an Instagram story every week and amplify all of the cause's social media posts throughout the month.

Arcadia is committed to educating our staff to promote the selected cause and its associated event/s effectively.

Furthermore, Arcadia will provide posters promoting the cause and its events to be displayed within our taproom.

### 9.2 Appendix 2: Beer Release Sponsorships Support Guidelines

If selected for a Time for Kindness Beer Release Sponsorship, the individual/group/organization must actively promote the fundraising initiative through social media posts or stories two weeks prior to their designated month and once a week during that month.

Arcadia must be tagged in all social media posts related to the initiative, along with the hashtag #TimeForKindness.

The individual/group/organization must provide Arcadia with an artwork concept and a proposed name that is meaningful to the cause at least six (6) weeks in advance.

### 9.3 Appendix 3: Community Room Fundraiser Guidelines

Fundraiser Hosts must ensure their event adheres to all relevant statutes, laws and bylaws for their event as determined by the Government of Alberta, Alberta Health Services (AHS), the Alberta Liquor Control Board (ALGC), and the City of Edmonton. This includes securing any relevant ALGC gaming permits. Arcadia will make the best effort to advise the cause on what statutes, laws, bylaws and permitting would be relevant to their specific event. Ultimately the Fundraiser Host is responsible to ensure compliance.

Fundraiser Hosts should consider the minimum attendance for their event to be impactful and recognize that Community Room Fundraiser attendance is limited by the fire code. Arcadia will advise on how the fire code applies based on the nature of their specific event.

Outside catering is permitted in the community room. Arcadia will be maintaining a preferred vendors list, but Fundraiser Hosts can select a caterer of their choosing.

Fundraiser Hosts must ensure their event adheres to a 'Leave No Trace' policy indicating the community room will be left as though it was a standard operating night. An excessive damage waiver will be required prior to accessing the community room.