



Calgary Learns Association Proposed By-laws

ARTICLE ONE: INTRODUCTION

- 1.1 The name of the Association is Calgary Learns Association
- 1.2 The Association is incorporated under the Societies Act of Alberta and is governed by the policies and mandate outlined by the Government of Alberta.
- 1.3 Definitions

The terms used in these By-laws have the following meanings:

 - 1.3.1 *Association* means Calgary Learns Association
 - 1.3.2 *Board* means the Board of Directors of Calgary Learns Association
 - 1.3.3 *Director* means any person elected or appointed to the Board.
 - 1.3.4 *General Meeting* means an Annual General Meeting or a Special General Meeting.
 - 1.3.5 *Member* means an Individual or Organizational Member of the Association.
 - 1.3.6 *Member in Good Standing* means a Member who has paid any outstanding debts to the Association and who is not currently suspended.
 - 1.3.7 *Non-Credit* means not accredited by the Government of Alberta as a secondary or post-secondary certificate, diploma or degree.
 - 1.3.8 *Resolution* means a decision for action, expressed by voting in favor of a motion being considered.
 - 1.3.9 *Special Resolution* as used in this document is defined in Section 1 (d) of the Societies Act of Alberta
 - 1.3.10 *Voting Member* means a Member in Good Standing entitled to vote at the meetings of the Association.
 - 1.3.11 *Majority* means more than fifty percent of the eligible present voters unless specified by the Societies Act
- 1.4 Interpretation
 - 1.4.1 These By-laws must be interpreted broadly and generously.
 - 1.4.2 Headings are for convenience only and do not affect the interpretation of these By-laws.

ARTICLE TWO: MEMBERSHIP

- 2.1 Classification of Membership

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There are two categories of Members:

- (a) Organizational Members
- (b) Individual Members

2.1.1 Organizational Members

Organizational Membership is open to companies, groups, agencies, institutions, associations and societies who actively provide, or are interested in, non-credit learning opportunities for adult Calgarians.

2.1.2 Individual Members

Individual Membership is open to any individual who has:

- (a) an interest in adult non-credit education in Calgary
- (b) Contributed volunteer time to Calgary Learns

2.2 Application for Membership

Any organization or individual may become a Member in the appropriate category by meeting the requirements in Article 2.1. Application for Membership shall be made to the Association office.

2.3 Membership Fees

2.3.1 The Membership year is January 1 to December 31.

2.3.2 The annual Membership fee shall be paid on or before April 1 of each year.

2.3.3 The membership fee shall be determined, from time to time, by the Board.

No fees will be paid by individual members who have contributed volunteer time to the organization.2.4

Rights and Privileges of Members

2.4.1 Any member in good standing is entitled to:

- (a) receive notice of General meetings of the Association
- (b) attend General Meetings of the Association
- (c) speak at General Meetings of the Association
- (d) exercise the rights and privileges given to the Members in these By-laws

2.4.2 Voting Members

The only Members who can vote at meetings of the Association are:

- (a) Organizational Members in good standing;
- (b) Individual Members in good standing

2.4.3 Organizational Members shall appoint one representative to exercise the privileges and rights of Membership. In the event that the appointed person is unable to fulfill this role, the Member is responsible for designating an alternate.

2.4.4 A Member is in good standing when:

- (a) the Member has paid Membership fees or other required fees to the Association

2.5 Termination of Membership

2.5.1 Resignation

2.5.1.1 Any Member may resign from the Association by sending or delivering a written notice to the registered office of the Association.

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2.5.1.2 Once the notice is received, the Member's name is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his or her name is removed from the Register of Members.

2.5.2 Deemed Withdrawal

2.5.2.1 If a Member has not paid the annual Membership fees within three months following the date the fees are due, the Member is considered to have submitted a resignation.

2.5.2.2 In this case, the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date the name is removed from the Register of Members.

2.6 Transfer of Membership

No right or privilege of any Member is transferable.

2.7 Continued Liability for Debts Due

Should a Member cease to be a Member by dissolution, resignation or otherwise, the Member is liable for any debts owing to the Association at the date of ceasing to be a Member.

2.8 Limitation of Liability of Members

No Member is liable for any debt or liability of the Association.

ARTICLE THREE: MEETINGS OF THE ASSOCIATION

3.1 Annual and General Meetings of the Membership

3.1.1 The Association shall hold an Annual General Meeting in Calgary, Alberta no later than April 30 of each calendar year. The Board sets the place, date and time of the meeting.

3.1.2 Written notice shall be mailed, sent by fax, email or delivered to each Association Member at least twenty-one days before the Annual General Meeting. The notice shall state the place, date and time of the Annual General Meeting and any business requiring a special resolution.

3.1.3 Agenda for the Annual General Meeting

The Annual General Meeting deals with the following matters:

- (a) adopting the agenda
- (b) adopting the minutes of the last Annual General Meeting
- (c) considering the President's report
- (d) reviewing the financial statements
- (e) appointing the auditors
- (f) electing the Members of the Board of Directors
- (g) considering matters specified in the meeting notice

3.1.4 Quorum

Attendance by the lesser of 15 members or 20% of total voting membership.

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3.2 Special Meeting of the Society

3.2.1 Calling of Special General Meeting

A Special General Meeting may be called at any time:

- (a) by a resolution of the Board of Directors to that effect;
- (b) on the written request of at least three Directors. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted at this Special General Meeting; or
- (c) on the written request of at least one-third of the Voting Members. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted at this Special General Meeting.

3.2.2 Notice

Written notice shall be sent by email, fax, mail or delivered to each Member at least twenty-one days before the Special General Meeting. This notice states the place, date, time and purpose of the Special General Meeting.

3.2.3 Agenda for the Special General Meeting

Only the matter(s) set out in the notice for the Special General Meeting are considered at the Special General Meeting.

3.2.4 Procedure at the Special General Meeting

Any Special General Meeting has the same method of voting and the same quorum requirements as the Annual General Meeting.

3.3 Proceedings at the Annual or a Special General Meeting

3.3.1 Robert's Rules of Order will govern the conduct of all General Meetings of the Association, except as they may be superseded by these By-laws or by the provisions of the Societies Act of Alberta.

3.3.2 Failure to Reach Quorum

If a quorum is not present within one-half hour of the time a General Meeting is set to begin, it shall stand recessed until a date determined by the Chair. The date chosen by the Chair must be within fourteen days of the date the original meeting was scheduled.

If no quorum is present within one-half hour of the time the second meeting is set to begin, the meeting proceeds with those Members who are in attendance.

3.3.3 Presiding Officer

3.3.3.1 The President chairs every General Meeting of the Society. The Vice President chairs in the absence of the President.

3.3.3.2 If neither the President nor the Vice President is present within one half hour after the set time for the General Meeting, the Members present choose one of the Members to chair.

3.3.4 Minutes and Records

The Executive Director shall ensure minutes and records of the Association meetings are taken and kept on file.

3.3.5 Adjournment

3.3.5.1 The Chair may adjourn any General Meeting with the consent of the Members of the meeting. The adjourned General Meeting conducts only the unfinished business from the initial Meeting.

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- 3.3.5.2 No notice is necessary if the General Meeting is adjourned for less than fourteen days.
- 3.3.6 Voting
 - 3.3.6.1 Each voting Member has one vote. A show of hands decides every vote at every General meeting. A ballot is used if at least five voting Members request it.
 - 3.3.6.2 The Chair shall have the deciding vote in the case of a tie vote.
 - 3.3.6.3 A majority of the voting Members present decides the issue and resolution, unless otherwise specified by the Societies Act.
 - 3.3.6.4 The Chair declares a resolution carried or lost. The statement is final and does not have to include the number of votes for or against the resolution.
 - 3.3.6.5 Voting Members may request a ballot vote. If a request is received from five Members, the Chair will set the time, place and method for a ballot vote.
 - 3.3.6.6 Members may withdraw their request for a ballot.
 - 3.3.6.7 The Chair decides any dispute on any vote. The Chair decides in good faith and the decision is final.
- 3.3.7 Failure to Give Notice of Meeting
 - No action taken at a General Meeting is invalid due to:
 - (a) accidental omission to give any notice to any Member
 - (b) any Member not receiving any notice, or
 - (c) any error in any notice that does not affect the meaning
- 3.3.8 Written Resolution of All the Voting Members
 - All Voting Members may agree to and sign a resolution. This resolution is as valid as one passed at a General Meeting. It is not necessary to give notice or to call a General Meeting. The date on the resolution is the date it is passed.

ARTICLE FOUR: GOVERNANCE OF THE ASSOCIATION

4.1 The Board of Directors

- 4.1.1 Governance and Management of the Association
 - The Board of Directors governs the affairs of the Association. The Board hires an Executive Director to carry out management functions under the direction and supervision of the Board. In the absence of an Executive Director the Board ensures management of the Association.
- 4.1.2 The Board of Directors:
 - (a) fulfills the mission of the Association through its policies;
 - (b) makes policy for governing the Association;
 - (c) ensures compliance to governing policy;
 - (d) establishes standing and ad hoc committees of the Board.
- 4.1.3 Composition of the Board
 - The Board consists of:

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- (a) a minimum of five and a maximum of eleven Directors elected at the Annual General Meeting by the voting Members;
- (b) plus the immediate Past-President (who does not have to be elected).

4.1.4 Election of the Directors

4.1.4.1 The Nominating Committee shall solicit nominations for Directors and shall place a slate of candidates before the Members at the Annual General Meeting.

4.1.4.2 The slate shall be sent to each Member of the Association at least fourteen days before the Annual General Meeting. The Nominating Committee may accept further nominations if they are made in writing at least seven days prior to the Annual General Meeting.

4.1.4.3 Directors shall be elected to a term of two years. A Director shall hold no more than four consecutive two-year terms.

4.1.5 Resignation, Removal and Replacement of a Director

4.1.5.1 A Director may resign from office by giving one month's notice in writing. The resignation takes effect either at the end of the month's notice, or on the date the Board accepts the resignation, whichever is earlier.

4.1.5.2 In the event that a Director is absent from three consecutive meetings, the Board shall pass a motion either to excuse the Director's absences or to remove the Director.

4.1.5.3 Voting Members, at a Special General Meeting of the Association, may remove a Director (except for the Past-President) before the end of his or her term.

4.1.5.4 If there is a vacancy on the Board, the remaining Directors may appoint any suitable person as recommended by the HR Committee to fill that vacancy until the next Annual General Meeting. This does not apply to the position of immediate Past-President. This position remains vacant until the next Annual General Meeting.

4.1.6 Meetings of the Board

4.1.6.1 The Board holds at least four meetings each year.

4.1.6.2 A majority of the Directors present at any Board Meeting, inclusive of the President, is considered quorum.

4.1.6.3 The Executive Director shall ensure minutes and records of the Board of Directors's meetings are taken and kept on file.

4.1.6.4 Each Board Member has one vote. All matters shall be decided by majority vote. A tie vote is considered defeated. The president may choose to vote in the case of a tie to break the tie.

4.1.6.5 Conflict of Interest - Board Members shall place the best interest of the Association above any other personal or professional interests. In the case of

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any real or perceived conflict of interest Board members shall excuse themselves from any discussion and from the room in the case of a vote.

4.2 Officers

- 4.2.1 The Officers of the Association are the President, Vice-President, Treasurer and Past President. All officers shall have signing authority for the organization. In the absence of, or resignation of, the President the Vice President shall conduct the meetings of the Board
- 4.2.2 At its first meeting after the Annual General Meeting, the Board elects, from among the Directors, all Officers with the exception of the Past President for the following year.
- 4.2.3 The Officers are elected for a one year term.
- 4.2.4 The Vice President is elected with the expectation of succession into the President's role.
- 4.2.5 In addition to the Officers, the Executive Director shall also have signing authority for the organization. All organization cheques require the signature of two signing authorities.

4.3 Board Committees

4.3.1 Officers of the Board

President

- a) President chairs the meeting of the Board
- b) Is signing authority for the organization

Vice President

- a) Vice President acts in place of the President when he/she is unavailable
- b) Is a signing authority for the organization

Treasurer

Treasurer is signing authority for the organization

Past President

- a) Past President acts in place of President when both the President and Vice President is unavailable.
- b) Is signing authority for the organization

4.3.2 The Board may appoint committees to advise the Board.

4.4 Executive Director

- 4.4.1 The Executive Director shall be a paid employee of the Association and shall be an ex-officio Member of the Board and all committees and a signing authority for the organization.

ARTICLE FIVE: MANAGEMENT OF THE ASSOCIATION

5.1 Registered Office

- 5.1.1 The registered office of the Association is located in Calgary, Alberta

5.2 Finance and Auditing

- 5.2.1 There shall be an audit of the books, accounts and records of the Association at least once each year. The Board will recommend a qualified accountant who shall be appointed each year at the Annual General Meeting of the Association to do the audit. The auditor

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submits a complete statement of the books for the previous year to the Board of Directors. This information will be presented to the membership at the Annual General Meeting.

5.3 The Keeping and Inspection of the Books and Records of the Association

5.3.1 The Board shall ensure that all up to date books and records of the Association as required by By-laws, the Societies Act or any other statute or laws be kept and filed at the Registered office of the Association. Members wishing to access these documents may do so, during normal business hours, except when documents are considered confidential.

5.4 Seal of the Association

5.4.1 The Board may adopt a seal as the Seal of the Association.

5.4.2 The Executive Director has control and custody of the Seal, unless the Board decides otherwise.

5.4.3 The Seal of the Association shall only be used by Officers authorized by the Board. The Board shall pass a motion to name the authorized Officers.

5.5 Borrowing Powers and Investment of Funds

5.5.1 The Association may borrow or raise funds to meet its objects and operations. The Board of Directors decides the amounts and the ways to raise money, including giving or granting security.

5.5.2 Debentures can only be issued by Special Resolution of the members.

5.5.3 Any funds of the Association shall be deposited in the name and to the credit of the Association in any chartered bank or trust company in Canada, or shall be invested in such investments as the Board deems reasonable.

5.6 Payment

5.6.1 No Member or Director of the Association receives any payment for services as a Member or Director.

5.6.2 Reasonable expenses incurred while carrying out duties of the Association may be reimbursed upon Board approval.

5.7 Indemnity of Directors

5.7.1 The Directors of the Association shall act honestly and exercise the care, skill and diligence that a reasonably prudent individual would exercise in comparable circumstances.

5.7.2 The Association may purchase and maintain insurance for the purpose of indemnifying any Director who is substantially successful in his or her defense against any action brought for a breach of the duties imposed by 5.6.1 or any rule of common or statute law. No Director shall be entitled to such indemnification unless he or she establishes affirmatively that his or her behavior was not dishonest.

5.7.3 Directors can rely on the accuracy of any statement or report prepared by the Association's auditor. Directors are not held liable for any loss or damage as a result of acting on that statement or report.

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ARTICLE SIX: AMENDING THE BY-LAWS

- 6.1 These By-laws may be revoked, altered or added to by Special Resolution of the Members at any Annual General Meeting or Special General Meeting of the membership of the Association.
- 6.2 The twenty-one days notice given for an Annual General Meeting or Special General Meeting of the Association shall include details and notice of the proposed resolution to change the By-laws.
- 6.3 Changes to the By-laws take effect once the Special Resolution is approved at the Annual General Meeting or Special General Meeting and accepted by the Corporate Registry of Alberta.

ARTICLE SEVEN: DISSOLVING THE ASSOCIATION

- 7.1 Upon the dissolution of the Society and after payment of all debts and liabilities its remaining shall be distributed to one or more qualified donees.