Edmonton Community Adult Learning Association

Bylaws
Effective September 20, 2017

BYLAWS OF THE
EDMONTON COMMUNITY ADULT LEARNING ASSOCIATION

MAY 1998
Revised: September 2002
September 2002, 2003, 2004
March 2006, 2013, 2016
August 2017

These By-laws of the Edmonton Community Adult Learning Association operating as ECALA are made and effective September 20, 2017.

1. Organization

The name of the Society is Edmonton Community Adult Learning Association operating as ECALA.

2. Definitions

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

"Association" means ECALA.

"Board" means a policy governance board made up of the Board of Directors of ECALA.

"Director" means any volunteer elected to or appointed to the Board to provide governance on behalf of the Association.

"Edmonton" means the geographical area within the corporate limits of the City of Edmonton.

"Annual General Meeting" (or *"AGM"*) means an Annual General Meeting of the Association.

"Member" means a Member of the Association, in good standing, who has paid the annual membership fee, does not hold any outstanding debts to the Association and is not suspended.

"Motion" means a tool used to introduce business in a meeting, by means of a proposal formally made to the membership.

"Non-Credit Learning Opportunity" means a learning opportunity, not accredited by the Government of Alberta, toward a secondary or post-secondary certificate, diploma or degree.

"Special Meeting" means a meeting, other than the AGM or a regular board meeting, that is convened for a specified purpose, upon written request by three directors or one third of the membership.

"Resolution" means a formal expression of opinion or intention, made usually after voting.

"Special Resolution" means a resolution having a specific or function, and being a formal expression of opinion or intention, made usually after voting.

"Proxy" means a written authorization empowering another person to vote or act for the signer, filed in advance with the Association's registered office.

"Signing Officer" means any Director appointed to the Board who has the authority to sign for all cheques and other documents.

3. Interpretation

These Bylaws shall be interpreted broadly and generously. Headings are for convenience only and do not affect the interpretation of these By-laws.

4. Membership

All Members must have an interest in furthering ECALA's Purpose.

4.1 Classes of Membership

4.1.1 Individual

An Edmontonian with a personal or professional interest in non-credit education.

4.1.1.1 Individual members employed by an organizational member may not vote.

4.1.2 Organizational

A company, group, agency, institution, association or society that actively provides non-credit learning opportunities to adult Edmontonians.

4.2 Application for Membership

Any organization or individual may become a Member in the appropriate category by meeting the description of "Member" defined in section 3 of these bylaws. Application for or renewal of membership shall be made to the Association office.

4.3 Membership Application and Fees

4.3.1 Membership year

The membership year is July 1 to June 30.

4.3.2 Membership fees

The Board annually decides the fee for each classification of membership.

4.3.3 Renewal of membership

Annual membership renewal fees shall be paid on or before the date of the AGM. Application for or renewal of membership shall be made to the Association office.

4.4 Rights and Privileges of Members

4.4.1 Individual Members

Any Individual 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) delegate or authorize a proxy;
e) vote;
f) stand for a position on the Board of Directors, subject to s. 8.4.1; and
g) nominate an individual to be considered for election to the Board

4.4.2 Organizational Members

Each Organization shall appoint one representative to exercise the privileges and rights of membership and to act on behalf of the Member organization. In the event that the appointed person is unable to fulfill this role, the Member is responsible for designating an alternate, that is, for delegating or authorizing a proxy. That representative 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) vote; and
e) nominate an individual to be considered for election to the Board.

5. Suspension of Member Rights and Privileges

5.1 Decision to Suspend

The Board shall call a Special Meeting (other than a regular board meeting or the AGM) expressly for suspending a Member, and may suspend the rights and privileges of a Member if the Member has failed to abide by the By-laws, or for any cause which is deemed sufficient against the interests of the Association.

5.2 Notice to the Member

The affected Member will receive written notice of the Board's intention to hold a Special Meeting to deal with the matter of whether that Member should be suspended. The Member will receive at least two weeks' notice before the Special Meeting. The notice will be sent by single registered mail to the last known address of the Member, as shown in the records of the Association. An Officer of the Board may also personally deliver the notice.

5.3 Decision of the Board

The Member will have the opportunity to appear before the Board to address the matter. The Board may allow another person to accompany the Member. The Board shall determine how the matter will be dealt with, and may limit the time given the Member to address the Board. The Board may exclude the Member from discussion of the matter, including exclusion from the deciding vote. The decision of the Board shall be final.

5.4 Mediation

Disputes between the Association and Members of the Association, including those who have ceased to be Members within the preceding six months, may be decided through mediation, as deemed appropriate in the opinion of the Board. In the event of such dispute, the mediator shall be an independent, qualified person who is not a Member of the Association. Mediation shall be conducted under the rules and auspices of the Alberta Arbitration and Mediation Society.

5.5 Termination of Membership

Any Member may terminate Association membership at any time by sending or delivering a written notice to the Association Office. Membership ceases upon receipt of written notice at the Association Office. Once the notice is received, the Member's name is removed from the Register of Members. The Member shall be considered to have ceased being a Member on the date on which his or her name is removed from the Register of Members.

5.6 Death or Dissolution

Membership ceases upon death of an Individual Member, the dissolution of an Organizational Member or the dissolution of ECALA.

5.7 Deemed Withdrawal

If a Member has not paid the annual membership fees within three months following the date on which the fees are due, the Member is considered to have submitted his or her resignation and the Member's name is automatically removed from the Register of Members. The Member is considered to have ceased being a Member on the date on which the Member's name is removed from the Register of Members. Membership is deemed to have been withdrawn.

5.8 Transfer of Membership

The Membership of any member is not transferable.

5.9 Continued Liability for Debts Due

Should a Member cease to be a Member by dissolution, resignation or otherwise, the Member shall be liable to the Association for any debts owed to the Association at the date on which he/she ceased to be a Member.

Any former or current member shall be liable for any debts owed to the Association.

5.10 Limitation of Liability of Members

No Member, in his or her individual capacity, shall be liable for any debt or liability of the Association.

6. Association Meetings

6.1 Proceedings at General Meetings

Rules of Order: Common and generally accepted rules of order, including civility, inclusiveness and a preference for consensus 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.

6.2 Quorum

At least one third of the Members of the Association constitutes a quorum. Written Proxies will count toward the quorum. If no quorum is present after the time at which a general meeting is scheduled, within fifteen (15) minutes of the time the meeting was set to begin, the meeting shall proceed with those Members who are in attendance and with the same rights and privileges of a meeting for which a quorum has been reached.

6.3 Presiding Officer of Meetings

The Chair chairs every general meeting of the Association. The Vice-Chair chairs the meeting in the absence of the Chair. If neither the Chair nor the Vice-Chair is present within fifteen (15) minutes after the time at which the general meeting is scheduled to begin, the Members present shall choose one of the other Directors to serve as chair.

6.4 Minutes and Records

The Secretary shall ensure minutes are taken at Association meetings and records of those meetings are kept on file. In the event of the absence or incapacity of the Secretary, the Chair shall appoint a member of the Board to act as Secretary.

6.5 Recess

The Chair may recess any general meeting with the consent of the Members at the meeting. Those who attend the reconvened general meeting conduct only the unfinished business from the initial meeting. No written notice is necessary if the general meeting is recessed for fewer than fourteen days. Directors may be notified electronically or by phone.

6.6 Voting

A show of hands decides the outcome of a vote at every general meeting. A simple majority of the voting Members present decides the issue, unless otherwise stated in these By-laws. In the case of a tie vote, the Chair may vote to break the tie. The declaration does not have to include the number of votes for or against the resolution. Any Member may request a ballot vote. The Chair shall accommodate a ballot vote at that meeting. Members may withdraw their request for a ballot. Members of the Association may transfer their Proxy vote in writing in accordance with the Association's policies and procedures.

6.7 Failure to Give Notice of a Meeting

No action taken at a general meeting is deemed 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 of the notice.

6.8 Written Resolution of All the Voting Members

A majority of 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 on which it is deemed to be passed.

6.9 Annual General Meeting

6.9.1 Annual General Meeting Date
The Association shall hold an Annual General Meeting in Edmonton, Alberta, no later than September 30 of each calendar year. The Board shall set the date, time, and place of the Annual General Meeting.

6.9.2 Notice of AGM
Written notice shall be delivered to each Association Member at least 21 days before the date of the Annual General Meeting. The notice shall state the date, time, and place of the Annual General Meeting and shall state any business requiring a Special Resolution.

6.10 Agenda for the Annual General Meeting
The Annual General Meeting shall include the following matters:

a) adoption of the agenda;
b) adoption of the minutes of the previous Annual General Meeting;
c) consideration of the Chair's report;
d) consideration of the ED's report;
e) review and approval of audited financial statements;
f) appointment of the auditors;
g) election of the Members of the Board of Directors;
h) consideration of the matters specified in the meeting notice requiring a Special Resolution and;
i) a question period.

6.11 Special Meetings of the Association
A Special Meeting may be called at any time by a Resolution of the Board to that effect; or on the written request of at least one-third of the Members. The request must state the reason for the Special Meeting.

6.12 Notice
Written notice shall be delivered to each Member at least 21 days before the Special Meeting. This notice states the date, time, place and purpose of the Special Meeting.

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

7. Association Governance and Administration

7.1 Board of Directors
The Board of Directors governs the affairs of the Association in accordance with the Board Members' Code of Conduct set out in section 9 of these Bylaws.

7.2 Executive Director
The Board may hire an Executive Director (ED) as Executive Staff to carry out management functions in accordance with the policies of the Board.

7.3 Composition of the Board
The Board shall consist of a minimum of seven and a maximum of 12 Directors. Should the Board have fewer than seven Directors, the Board shall immediately commence recruitment of new Directors and shall appoint any chosen applicants for a term to be confirm by the membership in the AGM election of directors. Actions and decisions of the Board operating with fewer than seven directors shall not be deemed invalid.

7.4 Election of the Directors
The Nominating Committee shall solicit nominations for Directors and shall present a slate to the Members at the Annual General Meeting, with the option to elect Directors individually.

7.4.1 Eligibility

A nominee for election to the Board:

a) cannot be an undischarged bankrupt;
b) must have passed a Criminal Record check;
c) cannot be in a conflict of interest, pecuniary or otherwise, as defined in section 10.1 of these Bylaws; and
d) cannot be an employee of the Association.

7.5 Slate of Candidates

The slate of candidates shall be sent to each Member of the Association at least 21 days before the Annual General Meeting. The Nominating Committee may accept further nominations if they submitted made in writing at least seven days prior to the Annual General Meeting.

7.6 Term of Directors

Directors shall be elected to a term of two years. A Director shall hold no more than three consecutive two year terms. Former directors who have served the consecutive term limit as above may reapply after a two-year absence from active directorship, or at the discretion of the Board for a fourth and final term. The Board of Directors shall attempt to ensure a staggered approach to Board membership.

7.7 Resignation, Removal and Replacement of a Director

7.7.1 Resignation

A Director may resign from Office by giving notice in writing. The resignation takes effect on the date on which the Board accepts the resignation.

7.7.2 Disqualification – Absence

In the event that a Director is absent from 40% of the Board's meetings, the Member is disqualified from Board membership.

7.7.3 Disqualification

A Board member is disqualified from Board membership when:

a) They fail to uphold their obligations under ECALA's Bylaws, particularly the conflict of interest and code of conduct sections of these Bylaws;
b) Is an undischarged bankrupt; or
c) Is convicted during the Board member's term of an indictable offense punishable by imprisonment for five or more years or an offense for which an absolute discharge or pardon has not been granted.

7.7.4 Removal

Two-thirds of Members present at a Special Meeting of the Association may remove a Director from the Board before the end of his or her term.

7.7.5 Vacancy

If there is a vacancy on the Board, the remaining Directors may appoint any Member to fill that vacancy for the remainder of the term, subject to confirmation by the membership at the Annual General Meeting.

7.8 Meetings of the Board

7.8.1 Meetings

The Board shall hold a minimum of five meetings per year. Board meetings shall be attended in person wherever possible; electronic attendance shall be accommodated as necessary. The Chair shall call the meetings of the Board. The Chair also calls a meeting if one-third of the Directors make a request in writing and state the business for the meeting. Notice for Board meetings shall be sent by email within seven days. Directors may waive notice.

7.8.2 Quorum

A majority of the Directors present at any Board meeting, inclusive of the Chair, shall be a quorum. If there is no quorum, the Chair recesses the meeting to a future date, time and place.

7.8.3 Minutes

The Board shall ensure minutes are taken at the Board of Director's meetings and that they are kept on file.

7.8.4 Voting

Each Director has one vote. The Board shall reasonably strive to obtain consensus but in the absence of a consensus, matters shall be decided by majority vote. The Chair shall only vote in the event of a tie. All resolutions shall be submitted to the Board by a Director.

7.8.5 Consent agenda

The Board shall strive to operate with a consent agenda for its regular meetings, whenever possible, ensuring that emergent priorities are dealt with and that generative conversation for the benefit of ECALA is incorporated.

8. Board Members' Code of Conduct

8.1 Ethical conduct

All Board members shall conduct themselves ethically in a way that furthers ECALA's purpose, and in a manner consistent with ECALA's policies. This conduct includes proper use of authority, appropriate decorum in group and individual settings, and avoidance of conflict of interest.

8.2 Best interests of the Association

Board members, when acting in that capacity, are expected to consider and represent the best interests of ECALA.

8.3 Consensus

In all matters the board shall strive for consensus; when a consensus cannot be reached, a majority vote will apply.

8.4 Board members individually

8.4.1 Acting individually

A Board member does not bind ECALA when the member acts individually, except as explicitly set forth in policies and duly enacted resolutions of the Board.

8.4.2 Speaking for the Board

Any individual Board member or group of Board members shall not speak for the Board as a whole, except in accordance with policies and duly enacted resolutions of the Board.

8.5 Breach of Code of Conduct

Any breach of the Board Members' Code of Conduct will be referred to the Board as a whole for action.

9. Conflict of Interest

9.1 Conflict of Interest

Any Board member who may benefit from or have a personal interest in a decision on any item being considered by the Board is in a conflict of interest. Personal benefit includes direct or indirect benefits, and is not limited to monetary benefit.

9.2 Private business or personal services

Board Members will not conduct any private business or personal services with ECALA.

9.3 Board members cannot be the Association's employees

Board members cannot be employees of ECALA. Further, no immediate family member of a Board member shall be employed by ECALA.

9.3.1 Consideration for employment

If a Board member wishes to be considered for employment with ECALA, the Board member must resign from the Board before making an application to be considered for employment.

9.4 Declaring conflicts of interest

9.4.1 Start of term

In accordance with and subject to the ECALA's Bylaws, each Board member must declare a conflict of interest with respect to his or her monetary and non-monetary responsibilities as they relate to ECALA at the beginning of his or her term and as any conflicts arise.

9.5 Beginning of board meetings

Conflicts of interest shall be declared at the beginning of each Board meeting and recorded in the meeting minutes. A Board member with a declared conflict shall absent themselves from that portion of the agenda and any discussion or vote on the item.

10. Disqualification or Resignation of Directors

A Board member is disqualified from Board membership when:

a) The Board Member fails to uphold their obligations under ECALA's Bylaws, particularly the conflict of interest and code of conduct sections of these Bylaws;
b) The Board member is an undischarged bankrupt;
c) The Board member is convicted of an indictable offense punishable by imprisonment for five or more years or an offense for which an absolute discharge or pardon has not been granted; or
d) The Board member uses confidential information gained through his or her position as a Director of the Board to gain any personal benefit including pecuniary benefit.

11. Payments

11.1 No Payment for acting as Board Member

No Board Member shall receive payment for services as a Board Member.

11.2 Reasonable expenses

Reasonable expenses incurred while carrying out duties of the Association may be reimbursed in accordance with Board policy.

12. Officers of the Board

12.1 Election of the Officers of the Board

12.1.1 Officers

The Officers of the Board are the Chair, Vice-Chair, Secretary and Treasurer.

12.1.2 Election of Officers

At its first meeting after the Annual General Meeting, the Board elects, from among the Directors, all Officers for the following year.

12.1.3 Term of Office

The Officers hold office until re-elected or until a successor is elected.

12.1.4 Officer Position Limit

No individual Board Member shall serve no more than three years in any one Board Officer position.

12.2 Duties of the Officers of the Board

Duties of the Officers as described include, but are not limited to:

12.2.1 The Chair

a) calls the meetings and approves the draft agenda circulated for Board meetings;
b) when present, chairs meetings of the Board and the Association;
c) shall not be a member of the nominating committee but is a non-voting member of all other committees;
d) acts as the spokesperson for the Board;
e) acts as signing officer;
f) serves, in collaboration with the Executive Director, as a liaison between the Board and other agencies and government, and
g) fulfills other duties as assigned by these By-laws or the Board.

12.2.2 Vice-Chair

a) presides at meetings in the Chair's absence;
b) represents the Board when asked to do so by the Chair or the Board;
c) acts as a spokesperson for the Board when asked to do so by the Chair or the Board;
d) acts as a signing officer;
e) fulfills other duties as assigned by these By-laws or the Board.

12.2.3 Treasurer

a) reports regularly to the Board regarding the financial state of the Association;
b) ensures an audited statement of the financial position of the Association is prepared and presented at the Annual General Meeting;
c) acts as a signing officer;
d) ensures that all necessary books and records of the Association are kept and filed as required by the By-laws, the *Societies Act*, or any other statutes or laws; and
e) fulfills other duties as assigned by these By-laws or the Board.

12.2.4 Secretary

a) records minutes of all Board Meetings and circulates the draft minutes to the Board;
b) records minutes at the Annual General Meeting and circulates the draft minutes to the membership in advance of the next Annual General Meeting;
c) acts as a signing officer;
d) ensures that all necessary books and records of the Association are kept and filed as required by the By-laws, the *Societies Act*, or any other statutes or laws; and
e) fulfills other duties as assigned by these By-laws or the Board.

12.3 Board Committees

The Board may appoint committees of the Board, comprised of Board Members and may include qualified persons from the community at large, provided that Board Members represent the majority of the committee membership. Each committee will operate within defined terms of reference.

12.3.1 Standing Committees

The following are standing committees of the Board:

a) Finance Committee, chaired by the Treasurer with at least two additional members;
b) Human Resources Committee, chaired by a Board Member with at least two additional members;

12.3.2 Ad-hoc Committees

The Board may form ad-hoc committees as needed.

12.4 Executive Director (ED)

12.4.1 Board Membership

The ED shall not be a Member of the Board.

12.4.2 Accountability
The ED is accountable to the Board of Directors for the management of the Association.

12.4.3 Board meetings and reports
The ED attends Board meetings, submits regular Board reports and participate in matters under discussion at the pleasure of the Board.

13. Registered Office (also referred to as the Association Office)

The Registered Office of the Association shall be in Edmonton, Alberta.

14. Fiscal Year and Auditing

The fiscal year of the Association ends on June 30 of each year. An audit of the books, accounts and records of the Association shall be performed at least once each year. A qualified accountant will be appointed each year at the Annual General Meeting of the Association to perform the audit. At each Annual General Meeting of the Association, the auditor submits a complete statement of the finances for the previous year.

15. Seal of the Association

The Board may adopt a seal as the Seal of the Association. The ED has control and custody of the Seal, unless the Board decides otherwise. Only Officers authorized by the Board shall use the Seal of the Association.

16. Signing Authority for the Association

16.1 Contracts
All contracts of the Association shall be signed by any two of the following: Chair, Vice-Chair, Treasurer, Secretary, or ED.

16.2 Cheques
All cheques signed on behalf of the Association shall be signed by any two of the following: Chair, Vice-Chair, Treasurer , Secretary, or ED. Backup documents authorizing payment shall be initialled by the signatories indicating their review and approval of the payment.

16.2.1 Cheque signatories
Cheques drawn in favour of a signatory are preferably to be signed by signatories other than the payee.

17. The Keeping and Inspection of the Books and Records of the Association

The Treasurer and/or Secretary shall ensure that all necessary books and records of the Association are kept and filed as required by the By-laws, the *Societies Act*, or any other statutes or laws.

17.1 Minute Books
A copy of the Minute Books of all meetings of the Board of Directors shall be kept at the registered office of the Association.

17.2 Inspection of Records
A Member wishing to inspect the books or records of the Association will give sufficient written notice to the Association's ED of the Member's intention to perform such inspection. Unless otherwise permitted by the Board, such inspection will take place only at the Association's registered office during normal business hours.

17.2.1 Financial Records
All financial records of the Association are open for inspection by the Members. Other records of the Association, except for records that the Board designates as confidential, are also open for inspection.

17.3.2 Human Resource Records
Human resource records are considered confidential.

18. Borrowing Powers and Investment of Funds

The Association may borrow or raise funds to meet its objects and operations which the Board can reasonably anticipate the Association repaying.

18.1 Borrowing Limit

At no time may the Association borrow more than one sixth of the operating budget of the Association in the fiscal year that the Association borrows.

18.2 Independent Advice

The Board of Directors decides the amounts and the ways to raise money, including giving or granting security, after having considered sound independent advice.

18.3 Funds of the Association

Any funds of the Association shall be deposited in the name and to the credit of the Association in any financial institution, or shall be invested in such short-term guaranteed investments as the Board deems reasonable.

19. Indemnity of Directors

Except where a Board Member, Officer or employee shall be adjudged to be liable for willful negligence or willful misconduct in the performance of any duty or responsibility to the Association, the Association shall indemnify each Board Member, Officer and employee against any and all liability and against all reasonable expenses in connection with or resulting from any claim, action, suit or proceeding in which the Board Members, Officer or employee becomes involved, as a party or otherwise, by reason of having been a Board Members, Officer or employee of the Association. Board Members shall act honestly and exercise the care, skill and diligence that a reasonably prudent individual would exercise in comparable circumstances. Board Members can rely on the accuracy of any statement or report prepared by the Association's auditor. Board Members are not held liable for any loss or damage as a result of acting on that statement or report.

20. Bylaw Amendments

These Bylaws may be altered, rescinded or added to by Special Resolution at any general meeting of the Association and such Special Resolution shall be passed by 75% of all eligible voting Association Members in attendance. The 21-days' notice given for any general meeting of the Association shall include details and notice of the proposed Special Resolution to change the By-laws. Changes to the By-laws take effect once the dated Special Resolution is approved at any general meeting, verified by two signing Officers of the Association and registered at the Alberta Corporate Registry.

21. Association Dissolution

The Association does not pay any dividends or distribute its property among its Members. When the Association is dissolved, any funds or assets remaining after paying all debts will be given to a not-for-profit organization, society, or charity in Edmonton aligned with ECALA's Purpose. Members will select this organization by Special Resolution. If, within ninety days of dissolution, the Members have not passed a Special Resolution naming the not-for-profit organization, the Board of Directors is empowered to select the organization. The decision of the Board of Directors shall be final.