

Peace Association for Life Long Learning

Bylaws

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Article 1 - Introduction

The following sets forth the Bylaws of the Peace Association for Life Long Learning.

Article 2 - Definitions

In these Bylaws, the following words have these meanings:

- **Act** means the *Societies Act* (Alberta).
- **Annual General Meeting** means the annual general meeting of the Members of the Association described in Article 5.1.
- **Association** means Peace Association for Life Long Learning.
- **Board** means the board of directors of the Association.
- **Bylaws** means these bylaws.
- **Director** means any person elected or appointed to the Board. This includes the Chairperson and the immediate Past Chairperson.
- **Member** means a member of the Association, as described in the Act, and as admitted to the Association pursuant to article 4.2 of the Bylaws.
- **Officer** means an officer described in article 6.2 of the Bylaws.
- **Registered Office** means the registered office of the Association as described in the Act.
- **Register of Members** means the register maintained by the Board of Directors containing the names of the Members of the Association.
- **Special Meeting** means a special meeting described in article 5.2.
- **Special Resolution** means a special resolution of the Members as defined in the Act.

Article 3 - Objects of the Association

The objects of the Association are detailed in the Article of Incorporation.

Article 4 - Membership

4.1 Classification of Members

There are two categories of Members:

- a. Organizational Members - Any organization, institution, or public agency offering or declaring an interest in adult lifelong learning opportunities in the community.
- a. Individual Members - An individual resident of Alberta who has attained the age of 18 years and who subscribes to the Association's purpose of adult lifelong learning in the community.

The Board may, from time to time, establish criteria to further detail the above two membership categories.

4.2 Admission of Members

Any individual or organization may become a Member in the appropriate category by meeting the requirements of article 4.1. Prior to the Executive Committee considering an application for membership, the Association must be in receipt of the annual membership form and submission of the required documents. The membership will become effective upon approval by the decision of the Executive Committee. If an application for membership is not approved, the Association will refund the membership fee.

4.3 Membership Fees

The Membership Year is July 1 to June 30. The Board sets annual membership fees for each category of Membership. The annual membership fees must be paid on or before July 1 of every year.

4.4 Rights and Privileges of Members

Any Member in good standing is entitled to:

- a. receive notice of meetings of Members;
- b. attend any meeting of:
 - o Members; or
 - o Directors;
- c. speak at any meeting of Members; and
- d. exercise other rights and privileges given to Members:
 - o in the Bylaws; and
 - o by the Board.

Any Organizational Member may appoint one individual by proxy to:

- a. attend meetings where a Member is entitled to attend; and
- b. vote at meetings where a Member is entitled to vote.

4.5 Voting Members

Members in good standing may vote at meetings of Members, provided the Member is not also an employee of the Association. A Member is entitled to 1 vote at a meeting of Members.

4.6 Member in Good Standing

A Member is in good standing when:

- a. the member has paid membership fees or other required fees to the Association; and
- b. is not suspended as a Member pursuant to Article 4.7.

4.7 Suspension of Membership

Decision to Suspend or Expel

The Board at a Special Meeting may, by a resolution of the Directors (notwithstanding that such is a meeting of the Members): (1) suspend a Member's membership for not more than 3 months; or (2) permanently expel a Member, for any of the following reasons:

- a. the Member fails to abide by Bylaws;
- b. the Member has been disloyal to the Association, as determined by the Board, in its sole and unfettered discretion;
- c. the Member has disrupted meeting or functions, as determined by the Board, in its sole and unfettered discretion;
- d. the Member has, by the Member's action, or omission, caused harm to the Association, as determined by the Board, in its sole and unfettered discretion; or
- e. any other reason the Board considers to be in the best interests of the Association, as determined by the Board, in its sole and unfettered discretion.

Notice to Member

The Member must receive a written notice of the Board's intention to hold a Special Meeting to decide if the Member should be suspended, or expelled, as the case may be. The Member must receive at least 21 days' notice of the Special Meeting and a brief description of the reasons suspension or expulsion of the Member is being considered by the Board. The notice must be either: (1) sent by: (a) email to the last known email address; and (b) registered mail to the last known mailing address in the Register of Members; or (2) personally delivered by an Officer of the Board.

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 determines how the matter will be dealt with, including, but not limited to, the procedure before the Board. The Board may conduct its deliberations *in camera*, and in doing so exclude the Member from discussion of the matter by the Directors, including the deciding vote. The decision of the Board is final.

Where a Member is expelled, the Member may not apply for readmission as a Member until 2 full years have passed since the date of the decision of the expulsion.

4.8 Member Resignation

Any Member may resign from the Association by sending or delivering a written notice to the Chairperson of the Association. Once the notice is received, the Member's name is removed from the Register of Members. Membership fees will not be refunded in whole or in part.

4.9 Member's Death

The membership of an Individual Member ends upon their death.

4.10 Deemed Withdrawal

If a Member has not paid the annual membership fees within 23 months following the date the fees are due, the member is deemed to have resigned.

4.12 Membership Transfer

No right or privilege of any Member is transferable to another person or organization. All rights and privileges cease when the Member resigns, dies, or is expelled from the Association.

4.13 Limitations on the Liability of Members

No Member is, in their individual capacity or organizational capacity, liable for any debt or liability of the Association.

Article 5 – Meetings of Members of the Association

5.1 The Annual General Meeting

There shall be an Annual General Meeting held in Peace River, Alberta not more than 3 months after the end of the Association's fiscal year. The Board sets the place, day, and time of the Annual General Meeting.

The Secretary mails, emails, or delivers a notice of the Annual General Meeting to each Member at least 21 days before the Annual General Meeting. The notice states the place, date and time of the Annual General Meeting and any business matters requiring a Special Resolution.

Agenda for the Meeting

The Annual General Meeting will deal with the following matters:

- a. adopting the agenda;
- b. adopting the minutes of the last Annual General Meeting;
- c. Chairperson's Report;
- d. Executive Director's Report;
- e. Treasurer's Report reviewing the financial statements setting out the Association's income, expenses, assets, and liabilities, and the auditor's financial review/report;
- f. appointing the auditors for the next fiscal year;
- g. electing the Chairperson of the Board;
- h. electing Directors to the Board;
- i. considering matters specified in the meeting notice;
- j. other specific motions that any member has given notice of before the meeting is called.

Quorum

Attendance by at least one third of the Members in good standing at the Annual General Meeting is a quorum. When a quorum is present, the meeting may be opened and continue open until adjourned, even though a quorum may not be present at all times after the meeting was opened. Where a quorum

is not present within half an hour from the scheduled start time, the Members present may open the meeting for the sole purpose of adjourning it exactly one week, to the same time and place. No notice of the adjourned meeting need be given to Members. If, on the date the meeting is adjourned to, a quorum is not present within a quarter hour from the scheduled start time, the number of Members then present is deemed to be a quorum and the meeting may be opened.

5.2 Calling of Special Meeting

A Special Meeting may be called at any time:

- a. by a resolution of the Board to that effect; or
- b. on the written request of at least 3 Directors. The request must state the reason for the Special Meeting and the motion(s) intended to be submitted at this Special Meeting; or
- c. on the written request of at least one-third of Members. The request must state the reason for the Special Meeting and the motion(s) intended to be submitted at such Special Meeting.

The Secretary shall give the same notice to Members as is required for an Annual General Meeting.

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

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

5.3 Procedures at the Annual or a Special Meeting

General Meetings of the Association are open to the public. A majority of Members present may, by resolution, require any person, or persons, who are not Members, to leave.

The Chairperson chairs every Meeting of Members of the Association, and the Vice Chairperson assumes this role in the absence, or inability or refusal of the Chairperson to act. In the absence, or inability or refusal of the Vice to act, the Members present, as their first order of business, shall elect one Member, from those present, to chair the meeting.

The Members, by resolution, may adjourn any General Meeting. The adjourned General Meeting conducts only the unfinished business from the initial Meeting.

No notice is necessary if the General Meeting is adjourned for less than 30 days.

5.4 Voting

A show of hands decides every vote at every General Meeting, provided, however, any Member may call for a vote to be conducted by ballot, and upon such a call being made, such a vote shall be conducted by ballot.

The Chairperson has a normal vote and a casting vote, the latter of which may only be exercised to break what would otherwise be a tie vote.

A majority of votes of the Members present decides each issue and resolution, unless the issue needs to be decided by a Special Resolution.

The Chairperson declares a resolution carried or defeated. This statement is final, and does not have to include the number of votes for and against the resolution, unless any Member present calls for a tally of votes.

The Chairperson decides any dispute on any vote.

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.

All 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 6 - The Governance of the Association

6.1 The Board of Directors

The Board governs and manages the affairs of the Association.

The Board has the powers of the Association, except as stated in the *Societies Act*, or except as otherwise provided for in the Bylaws.

The powers and duties of the Board include:

- a. promoting the objects of the Association;
- b. promoting the membership in the Association;
- c. maintaining and protecting the Association's assets and property;
- d. approving an annual budget for the Association;
- e. managing the payment of all expenses for operating and managing the Association;
- f. managing the payment of persons for services and protecting persons from debts of the Association;
- g. investing any extra monies;
- h. financing the operations of the Association and borrowing or raising monies;
- i. making policies for managing and operating the Association;
- j. approving all contracts for the Association;
- k. maintaining all accounts and financial records of the Association;
- l. appointing legal counsel as necessary;
- m. making policies, rules and regulations for operating the Association and using its facilities and assets;
- n. selling, disposing of, or mortgaging any or all of the property of the Association; and

- o. without limiting the general responsibility of the Board, delegating its powers and duties to the Executive Committee or the paid administrator of the Association.

The Board consists of:

- a. the Chairperson;
- b. the Vice Chairperson;
- c. the Secretary;
- d. the Treasurer;
- e. 2 Directors at large elected at the Annual General Meeting from among the Members; and
- f. the immediate past Chairperson.

At the Annual General Meeting, the Members elect Directors to the Board consisting of:

- a. the Chairperson; and
- b. 5 Directors.

All Directors are elected for one year terms. No Director may serve more than 3 consecutive terms, except where such a Director fills the position of Immediate Past Chairperson. After serving 3 such consecutive terms, or after finishing a term (or terms) as Immediate Past Chairperson, a person may not seek re-election as a Director until having not been a Director for at least 1 year.

Members may remove any Director including the Chairperson and the Immediate Past Chairperson before the end of their designated terms. This must be by an ordinary resolution at a Special Meeting called for this purpose.

If there is a vacancy on the Board, the remaining Directors may appoint a Member in good standing to fill that vacancy for the remainder of the term. This does not apply to the position of Immediate Past Chairperson. When vacated, this position remains vacant until filled by a departing Chairperson.

A Director shall be deemed to have vacated their position under the following circumstances:

- upon delivery of a letter of resignation to the Chairperson;
- upon absence without cause for 3 consecutive regular Board meetings;
- upon taking up regular or term employment with the Association; or
- Upon ceasing to be a Member in good standing of the Association.

The Board holds at least 4 meetings each year.

The Chairperson calls the meetings. The Chairperson also calls a meeting if any 2 Directors make a request in writing and state the business of the meeting.

Eight) days' notice for Board Meetings is emailed, mailed, or delivered in person to each Director. Directors may, by unanimous resolution, waive the requirement for notice of a meeting.

A majority of the Directors present at any Board meeting is a quorum.

If there is no quorum, the Chairperson adjourns the meeting to the same time, place, and day of the following week. If, after a half hour from the scheduled start time, a quorum is not present, the Directors then present, provided they are not less than 2 in number, is quorum.

Each Director, including Chairperson and Past Chairperson has 1 vote.

The Chairperson does has a normal vote and a casting vote, the latter of which may only be exercised to break what would otherwise be a tie vote.

Meetings of the Board are open to the Members of the Association but Members are only permitted to participate in a discussion when invited to do so by the Board. A majority of the Directors present may ask any other Members, or other person present, to leave.

All Directors may agree to and sign a resolution. This resolution is as valid as one passed at any Board meeting. It is not necessary to give notice or to call a Board meeting. The date on the resolution is the date it is passed.

A meeting of the Board may be held by conference call, or by any other means by which Directors who are not physically present may both: (1) hear all other Directors; and (2) be heard by all other Directors. Directors who participate in this call are considered present for the meeting.

Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board.

A Director may waive formal notice of a meeting.

6.2 Officers

The Officers of the Association are the Chairperson, Vice Chairperson, Secretary, and Treasurer.

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

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

6.3 Duties of the Officers of the Association

Chairperson:

- Supervises the affairs of the Board;
- When present, chairs all meetings of the Association, the Board, and the Executive Committee;
- Is an ex officio member of all Committees, except the Nominating Committee;
- Acts as the spokesperson for the Association, and
- Carries out other duties as assigned by the Board.

Vice Chairperson

- Presides at meetings in the Chairperson's absence. If the Vice Chairperson is absent, the Directors elect a Chairperson for the meeting.

- Replaces the Chairperson at various functions when asked to do so by the Chairperson or the Board;
- Chairs the Personnel Committee;
- Carries out other duties assigned by the Board.

Secretary

- Attends all meetings of the Association, the Board, and the Executive Committee;
- takes minutes of all meetings of the Association, The Board, and the Executive Committee;
- Ensures accurate minutes of these meetings;
- Has charge of the Board's correspondence;
- Ensures a record of names and addresses of all Members of the society is kept;
- Ensures all notices of the various meetings are sent;
- Is responsible for the Seal of the Association;
- Files the annual return, changes in the directors of the organization, amendments in the bylaws, and other incorporating documents with the Corporate Registry; and
- Carries out other duties assigned by the Board.

Treasurer

- Ensures all monies paid to the Association are deposited in a chartered bank, treasury branch, or trust company chosen by the Board;
- Ensures a detailed account of revenues and expenditures is presented to the Board as requested;
- Ensures an audited statement of the financial position of the Association is prepared and presented to the Annual General Meeting;
- Ensures annual fees are collected and deposited;
- Chairs the Finance Committee of the Board;
- Is a member of the Executive Committee; and
- Carries out other duties assigned by the Board.

Past Chairperson

- Chairs the nominating committee; and
- Carries out other duties assigned by the Board.

6.4 Board Committees

The Board may appoint committees to advise the Board.

A Director chairs each committee created by the Board.

The Chairperson calls committee meetings. Each committee:

- Records minutes of its meetings;
- Distributes these minutes to the committee members and to the Chairpersons of all other committees;

- Provides reports to each Board meeting at the Board's request.

The Meeting Notice must be mailed or emailed 8 days before the scheduled date of the meeting. The notice states the date, place, and time of the committee meeting. Committee members may waive notice.

A majority of the committee members present at a meeting is a quorum.

Each member of the committee including the Chairperson has 1 vote at the committee meeting. The Chairperson does not have a casting vote in case of a tie.

6.5 Standing Committees

The Board may establish these standing committees:

- a. Executive Committee
- b. Ad Hoc Committee
- c. Nominating Committee

Executive Committee

The Executive Committee exists of the Chairperson, Vice Chairperson, Secretary, and Treasurer and is responsible for:

- Planning agendas for Board meetings;
- Reporting to the Board on actions taken between Board meetings;
- Recommending a job description, qualifications, and performance appraisal system for the Executive Director;
- Interviewing applicants for the position of Executive Director and recommending an appointment to the Board;
- Acting as a mediator for personnel issues;
- Recommending HR personnel and Volunteer policies;
- Recommending financial, budget, and expenditure policies;
- Arranging the annual audit of the books;
- Carrying out other duties as assigned by the Board.

The Executive Committee meets at least 4 times each year. The meetings are called by the Chairperson or on the request of any 2 other Officers.

They must request the Chairperson in writing to call a meeting and state the business of the meeting.

All Officers may agree to and sign a resolution. This resolution is as valid as one passed at the Executive Committee meeting. It is not necessary to give notice or to call a meeting of the Executive Committee. The effective date of the resolution is the date it is passed.

A meeting of the Executive Committee may be held by phone or video conference call. Officers who participate in this call are considered present for the meeting.

Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Executive Committee.

An Officer may waive formal notice of a meeting.

Ad Hoc Committees

The Board may form an *Ad Hoc* Committee as it deems necessary to meet organizational objects and is established for a specific function.

Nominating Committee

The Nominating Committee consists of the immediate Past Chairperson, who chairs the committee, and two (2) other Members appointed by the Board, and is responsible for:

- Preparing a slate of nominees for the Chairperson's position;
- Preparing a slate of nominees for each vacant Director position;
- Orienting new board members; and
- Presenting its recommendations to the Annual General Meeting.

6.6 Executive Director

The Board may hire an Executive Director to carry out the assigned duties. The Board may designate a different title for this person.

The Executive Director reports to and is responsible to the Board, and acts as an advisor to the Board and to all Board Committees. The Executive Director does not vote at any meeting.

The Executive Director acts as the administrative officer of the Board in:

- Attending Board and other meetings as required;
- Hiring, supervising, evaluating, and releasing all other paid staff;
- Interpreting and applying the Board's policies;
- Keeping the Board informed about the affairs of the Association, and conducting research and investigations in order to provide recommendations to the Board;
- Maintaining the Association's books;
- Preparing the budget for Board approval;
- Planning programs and services based on the Board's priorities; and
- Carrying out other duties assigned by the Board.

The Board may modify the roles and responsibilities of the Executive Directors as the Board determines appropriate, from time to time.

Article 7 – Finance and Other Management Matters

7.1 The Registered Office

The Registered Office of the Association is located in Peace River, Alberta. Another place may be established at the Annual General Meeting or by resolution of the Board, as long as this change is communicated to Corporate Registry.

7.2 Finance and Auditing

The fiscal year of the Association ends June 30 of each year.

There must be an audit of the books, accounts, and records of the Association at least once each year.

The auditors will be appointed at each Annual General Meeting.

At each Annual General Meeting of the Association, the auditor submits a complete statement of the books for the previous year.

7.3 The Seal of the Association

The Board may adopt a seal as the Seal of the Society.

The Secretary has control and custody of the seal, unless the Board decides otherwise.

The Seal of the Society can only be used by Officers authorized by the Board. The Board must pass a motion to name the authorized Officers.

7.4 Cheques and Contracts of the Association

The designated Officers of the Board sign all cheques drawn on the monies of the Association. Two signatures are required on all cheques. The Board may authorize the Executive Director to sign cheques for certain amounts and circumstances. The Executive Director may not sign their own pay cheque.

All contracts of the Association must be signed by the Officers or other persons authorized to do so by resolution of the Board.

7.5 Keeping and Inspection of the Books and Records of the Association

The Secretary keeps a copy of the Minute Books and records minutes of all meetings of the Members and the Board.

The Secretary ensures accurate records of the minutes of all meetings of the Members and the Board. This record contains minutes from all meetings of the Association, the Board and the Executive Committee.

The Board keeps and files all necessary books and records of the Association as required by the Bylaws, the Societies Act, or any other statute or laws.

A member wishing to inspect the books or records of the Association must give reasonable notice to the Chairperson or the Secretary of the Association of their intention to do so.

Unless otherwise permitted by the Board, such inspection will take place only at the Registered Office, or other regular business premises operated by the Association, during normal business hours.

All financial records of the Association are open for such inspection by the Members, during normal business hours and with reasonable notice.

Other records of the Association are also open for inspection, except for records that the Board designates as confidential. Reasonable notice must be provided.

7.6 Borrowing Powers

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

The Association may issue debentures to borrow only by resolutions of the Board confirmed by a Special Resolution of the Society.

7.7 Payments

No Member, Director, or Officer of the Association receives any payment for their services as a Member, Director, or Officer, including payments in kind, or other rights or privileges.

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

7.8 Protection and Indemnity of Directors and Officers

Each Director or Officer holds office with protection from the Association. The Association indemnifies each Director or Officer against all costs or charges that result from any act done in their role for the Association. The Association does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.

No Director or Officer is liable for the acts of any other Director, Officer or employee. No Director or Officer is responsible for any loss or damage due to wrongful act of any person, firm or corporation, dealing with the Association. No Director or Officer is liable for any loss due to an oversight or error in judgement, or any an act in their role for the Association, unless the act is fraud, dishonesty, or bad faith.

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

Article 8 – Amending the Bylaws

These Bylaws may be cancelled, altered, or added to by a Special Resolution at any Annual General Meeting or Special Meeting of the Association.

The 21 days’ notice of the Annual General Meeting or Special Meeting of the Association must include details of the proposed resolution to change the Bylaws.

The amended bylaws take effect after approval of the Special Resolution at the Annual General Meeting or Special Meeting and acceptance by the Corporate Registry of Alberta.

Article 9 – Distributing Assets and Dissolving the Association

The Association does not pay any dividends or distribute its property among its Members.

If the Association is dissolved, any funds or assets remaining after paying all the debts are to be paid to a non-profit organization with objects similar to those of The Association.

Members are to select the organization to receive the assets by special resolution. In no event do any Members receive any assets of the Association.