

CALGARY ASSOCIATION OF LIFELONG LEARNERS BYLAWS TABLE OF CONTENTS

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Amendments AGM 2017- Oct. 2018

- By-Law changes approved at AGM: Oct. 2017
- By-Law approved at Oct. 2018 AGM:
 - Remove B; Amend D.1, D.3, E.3

A. Name

The name of the society shall be the Calgary Association of Lifelong Learners.

B. Membership

1. Membership is open to any person being the full age of 18 years who resides in Calgary and area upon payment of the membership fee.
2. CALL shall have up to five Honorary Memberships. The Board shall select the individuals and determine the duration of the Honorary Membership. Honorary Members do not pay the annual membership fee; however they are considered to be members in good standing.
3. Membership fees shall be determined from time to time by the Board.
4. Only members "in good standing" (see Glossary) have the right to attend meetings, to vote, and to serve on the Board or committees.
5. Membership may be suspended for being in arrears for fees or assessments. Membership may be reinstated upon payment of outstanding debts.
6. Members may be expelled upon a majority vote of all members of the Association in good standing.
7. Any member may withdraw from membership at any time simply by notifying the Secretary.

C. Officers of the Association

The Officers of the Association are the President, Past President, Vice-President, Secretary and Treasurer.

1. President, Vice-President, Past President

- a. The President shall, when present, preside at all meetings of the Association and of the Board.
- b. The President is the chief spokesperson for the Association.
- c. The President shall report to the members, at each General Meeting, on the activities of the Board of Directors.
- d. In the event of the absence or incapacity of the President, the role and responsibilities of the President shall be carried out by the Vice-President. In the event of the absence or incapacity of the President and the Vice-President, their role and responsibilities shall be carried out by the Treasurer or the Secretary or another Director as selected by the Board.
- e. The Past President shall be an officer of the Association for one year following his/her term as president.

2. Secretary

- a. The Secretary shall attend all meetings of the Association and of the Board. The Secretary shall keep accurate minutes of the Association and Board meetings, as well as the archival records of the Association. In the case of absence of the Secretary, his/her duties shall be discharged by a director appointed to do so by the Board. The Secretary shall retain copies of all the correspondence of the Association.
- b. The Secretary shall keep the official record of all the names and addresses of the members of the Association and shall send all members the notices of the Annual General and Special General meetings.
- c. The Secretary shall submit all annual returns and other required notifications to the Alberta Registrar.

3. Treasurer

- a. The Treasurer shall prepare the annual budget and the annual financial statements for the Association.
- b. The Treasurer shall oversee the collection and deposit of the annual dues or assessments levied by the Association. The Treasurer shall ensure they are deposited in a financial institution selected by the Board of Directors.
- c. The Treasurer shall oversee the receipt of all monies paid to the Association and shall ensure the monies are deposited in a financial institution selected by the Board of Directors.
- d. The Treasurer shall account for the funds of the Association and keep such books as may be directed by the Board.
- e. The Treasurer shall present a detailed account of receipts and disbursements to the Board of Directors and shall submit to the Annual General Meeting an audited statement of the financial position of the Association.
- f. All cheques shall bear the signature of two members of the Executive Committee.

D. Board of Directors

1. The Board of Directors shall consist of the President, Vice-President, Secretary, Treasurer, and Past President (ex officio) together with the eight to twelve other elected directors, each representing a committee as defined by the Board.
2. In the event a vacancy occurs within the board between Annual General Meetings, the Board may by a simple majority vote, fill the vacancy with a member in good standing, until the next Annual General Meeting at which time this director, along with all other directors and officers must stand for re-election.
3. The Board of Directors is elected for a term of two years, except for the Vice-President, President, and Past President, which have one-year terms. The terms

commence on the completion of the Annual General Meeting at which the Board of Directors is elected.

4. The Board shall, subject to the bylaws or directions given it by majority vote at any meeting, have full control and management of the affairs of the Association. Meetings of the Board shall be held as often as may be required, but at least once every three months. Board meetings shall be called by the President.
5. Any director or officer may be removed from office:
 - a. by a simple majority vote of all members in good standing, or
 - b. by a 75% majority vote of the Board.
6. The Board of Directors may create and dissolve Standing and Ad Hoc Committees.
7. The quorum required to transact business at a meeting of the Board of Directors shall be a simple majority of the voting members of the Board.
8. Every question put to a vote at a meeting of the Board shall be decided by a simple majority of the votes cast, except in the case of a decision requiring a 75% majority vote.
9. A special meeting of the Board may be called by any twenty members in good standing, provided they request the President in writing to call such a meeting and state the business to be brought before the meeting.

E. Standing Committees—Appointment and Term

1. The chairperson or co-chairpersons of each Standing Committee shall be determined at each Annual General Meeting by membership vote. The term of service shall be one year.
2. The Standing Committees are:
 - a. **Executive Committee.** This committee consists of the President, Vice-President, Past President, Treasurer, and Secretary with the President acting as Chairperson. This committee carries out emergency and unusual business between Board meetings, and it looks after issues relating to liability and insurance.

F. General Meetings

1. General meetings are called by the President and include Annual General Meetings and Special General Meetings called to deal with a special resolution.
2. The Association shall hold an Annual General Meeting in October each year at which the Board of Directors shall be elected. Notice shall be posted on the Association's web site and sent by e-mail to the last-known e-mail address of each member at least 10 days prior to the date of the meeting. Only for a member without e-mail shall a notice in writing be sent to the last known address with 10 days' notice.
3. The lesser of 10% or 15 members in good standing shall constitute a quorum at any Annual or Special General Meeting.

4. Any member in good standing shall have the right to vote at any Annual or Special General Meeting of the Association. Such votes must be made in person either by a show of hands or a ballot at the discretion of the President.
5. Special General Meetings and Special Resolutions:
 - a. A Special General Meeting shall be called when a petition is received by the Board signed by fifty of the members in good standing setting forth the reasons for calling such a meeting.
 - b. Notice shall be posted on the Association's web site and sent by e-mail to the last-known e-mail address of each member with not less than 21 days' notice. Only for a member without e-mail shall a notice in writing be sent to the last known address with 21 days' notice.
 - c. Special resolutions require the support of 75% of members in good standing present at the Special General Meeting or Annual General Meeting.

G. Auditing

1. The books and accounts of the Treasurer shall be audited at least once each year by a duly qualified accountant or by two members of the Association who are neither on the Board of Directors nor related to any member of the Board of Directors.
2. Financial statements for the year shall be submitted at the Annual General Meeting of the Association.
3. The fiscal year of the Association in each year shall be September 1 through August 31.
4. The books and accounts of the Association may be inspected by any member of the Association upon giving two weeks notice and arranging a time satisfactory to the Treasurer.

H. Remuneration

The directors and officers shall serve as such without remuneration and no director shall directly or indirectly receive any profit from their positions as such, provided that directors and officers may be paid reasonable expenses incurred by them in the performance of their duties.

I. Borrowing Powers

For the purpose of carrying out its objects, the Association may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the Association, and in no case shall debentures be issued without the sanction of a special resolution of the Association.

J. Bylaws

The Bylaws may only be rescinded or amended by a special resolution.

K. Dissolution

In the event that the Association dissolves, all remaining assets shall be given to a registered Canadian charity or to another qualified donee described in subsection 149.1(1) of the *Income Tax Act of Canada*.

Glossary

Annual return – a form to be filled out every year giving basic Association information, including an attachment listing directors and/or officers.

Audit – an official examination of the Association’s financial records.

Auditor – any individual(s) authorized to examine and verify accounts.

Bylaws – rules and regulations of the Association.

Debenture – a written acknowledgment of a loan that is secured by Association assets.

In good standing – any member whose membership dues are current and who has not withdrawn or had his/her membership terminated.

Objects – the purpose for which the Association is formed.

Officer – a person appointed or elected to perform a specific function (e.g., treasurer, secretary).

Quorum – the minimum number of persons who must be present in order to hold a valid meeting.

Rescind – to completely cancel something as though it never existed.