

Bylaws of Literacy Alberta Society

1.0 Definitions

Wherever possible, words used in these by-laws have the same definitions as in the *Societies Act of Alberta*.

<i>Board</i>	The Board of Directors of Literacy Alberta Society.
<i>By-laws</i>	Literacy Alberta Society's rules for conducting its business.
<i>Conflict of interest</i>	A situation in which a board or committee member could benefit personally from a decision made by the board or committee. The "conflict of interest" is that the person's benefit could be in conflict with the best interest of the organization. The by-laws have rules for dealing with conflict of interest situations.
<i>Director</i>	Member of the <i>Board</i> .
<i>Ex-officio</i>	Because of one's role or position. For example, the President is an <i>ex officio</i> member of committees, because of holding the position of president.
<i>Fiscal</i>	Related to money or finance.
<i>Indemnity</i>	Not subject to penalties or liabilities that happened because of work done on behalf of Literacy Alberta Society.
<i>Motion</i>	A statement beginning with "I move that..." or "Moved that..." on which members are asked to vote "in favor" or "opposed."
<i>President</i>	Chairperson of the <i>Board</i> .
<i>Quorum</i>	The minimum number of members who must be present to carry on business at a meeting.
<i>Reimbursement</i>	Money paid back to a person who spends his or her own money for expenses related to Literacy Alberta Society.
<i>Remuneration</i>	Money paid to a person for providing a service (wages or fees).
<i>Seal</i>	The seal of Literacy Alberta Society is a metal clamp that will "crinkle a page" with Literacy Alberta Society's name. When the seal is used on a page, that proves the page is legally approved by Literacy Alberta Society.
<i>Special Resolution</i>	A motion that requires 21 days advance notice to members, and 75% of those voting to vote in favor in order to be approved.

2.0 Non-profit society

2.1 *What kind of society is Literacy Alberta Society?*

Literacy Alberta Society is a non-profit organization. The work of Literacy Alberta Society is carried on without purpose of gain for its members. Any profits, revenues or other assets shall be used solely to promote and achieve the purposes of the society.

3.0 Membership

3.1 *Who is eligible to be a member of Literacy Alberta Society?*

Those who support the purposes of Literacy Alberta Society and who pay an annual membership fee are eligible to be members.

3.2 *What are the types of membership?*

3.2.1 A member in Literacy Alberta Society may be:

- a. an individual, or¹
- b. an organization.²

3.2.2 The Board may establish policies about different types of membership.

3.2.3 The Board may designate³ an individual, family or organization to be an honorary member of Literacy Alberta Society.

3.3 *What are member privileges?*

A member of Literacy Alberta Society:

- a. Is entitled to attend all annual general meetings and special meetings of Literacy Alberta Society. The annual general meeting is the only general meeting of Literacy Alberta Society, and
- b. is entitled to vote on all matters of business at Literacy Alberta Society meetings, and
- c. has other privileges and responsibilities described in these bylaws and in related policies passed by the board of Literacy Alberta Society.

¹ 3.2.1.a "individual" = an "individual" member in Literacy Alberta Society could be a student, a coordinator, a person who is involved in literacy, or a person who is interested in literacy.

² 3.2.1.c "organization" = an "organization" membership in Literacy Alberta Society could be for an organization that works in literacy, or is interested in literacy. An "organization" membership in Literacy Alberta would entitle the organization to three votes.

³ 3.2.3 "designate" = to name. The Board can decide that someone can be **named** (designated) as an honorary member.

3.4 *What are member responsibilities?*

A member of Literacy Alberta Society is responsible to:

- a. support the purposes of Literacy Alberta Society, and
- b. pay Literacy Alberta Society annual membership fees, and
- c. abide by the by-laws and policies of Literacy Alberta Society.

3.5 *Who sets fees?*

The Board establishes and reviews membership fees.

3.6 *How is membership ended?*

Members may end their relationship in Literacy Alberta Society by:

- a. writing a notice to the Board, or
- b. not paying fees by the deadline of the membership renewal date, or
- c. being expelled by the Board.

3.7 *What are the conditions for expelling a member?*

The Board may expel a member by a two thirds majority vote of the Board, according to related policies of Literacy Alberta Society.

4.0 Meetings

4.1 *How many people must be present to have a quorum?*

A quorum⁴ is 10% of the membership for annual general meetings or special meetings.

4.2 *Who decides the time and place of the annual general meetings?*

In each calendar year, the Board will decide on a place and time for the annual general meeting.

4.3 *What business is carried out at an annual general meeting?*

The annual general meeting must include:

- a. minutes from the last annual general meeting, and
- b. an annual report on the business of Literacy Alberta Society, and
- c. a financial audit of the past fiscal year⁵, and
- d. appointment of an independent qualified accountant to conduct the annual financial audit,⁶ and

⁴ 4.1 "Quorum" = the number of members who must be present in order for business to be carried out at a meeting.

⁵ 4.3.c "past fiscal year" = financial reports about the 12 month period, July 1 to June 30.

⁶ 4.3.d "financial audit" = a report prepared by a qualified person about the financial situation of Literacy Alberta.

- e. an election of Board members, or, if the election has been conducted by mail, a report on the results of the election.

4.4 *When and how are general meetings and special meetings held?*

- 4.4.1 A special meeting of Literacy Alberta Society may be called at any time by:
 - a. the President, or
 - b. the Board, or
 - c. a quorum⁷ (10%) of the membership.

4.4.2 A person or persons wishing to call a special meeting must sign a written request.

- 4.4.3 A members' request for a special meeting must:
 - a. state the reason(s) for meeting, and
 - b. provide a draft of all motions to be voted on.

4.4.4 A special meeting must be held within 45 days after Literacy Alberta Society receives the written request.

4.5 *How and when are meeting notices sent?*

4.5.1 Notices of annual general meetings and special meetings must be postmarked at least 21 days before the meeting date.

4.5.2 Literacy Alberta Society will send notices by letter to the last known address of members.

4.5.3 Even if one or more members do not receive a meeting notice, resolutions or any other business conducted at the meeting will be valid.

4.6 *What parliamentary rules will be used at meetings?*

Robert's Rules of Order will be the accepted form of parliamentary procedure at annual general meetings and special meetings of Literacy Alberta Society.

4.7 *Who can vote? How can members vote?*

4.7.1 Each individual member has one vote. Each organization member has up to three votes.

⁷ 4.4.1.c "quorum" = the minimum number of members who must be present so that business can be carried out at a meeting.

- 4.7.2 Voting must be by a member (no proxy⁸ votes).
 - a. Individual members must vote themselves.
 - b. An organization member's vote will be by up to three people designated by the organization to vote on behalf of the organization.
- 4.7.3 Voting may be by show of hands, secret ballot, mail-in ballot, fax, on-line, e-mail or other method determined by the board.
- 4.7.4 A motion is passed if a simple majority (51%) of those who vote are in favor of the motion.

5.0 Board of directors

5.1 *Who can be a Board member?*

- 5.1.1 Any member in good standing is eligible to be a Board member.
- 5.1.2 Board members are individuals. A Board member may be:
 - a. a person who is an individual member, or
 - b. a person who is part of an organization that is a member.

5.2 *How many people are on the Board*

- 5.2.1 The Board consists of up to 12 members comprised of:
 - a. seven (7) elected members: President, Vice President, five (5) Directors
 - b. when applicable a Past President
 - c. up to four (4) Directors appointed by the Board.
- 5.2.2 The Board must include:
 - a. a minimum of two (2) students currently involved in a literacy program, and
 - b. a minimum of two (2) practitioners currently coordinating a literacy program.

5.2.3 – Board Committees

The Committees of the Board are:

⁸ 4.7.2 "proxy" = asking someone else to vote for you. This clause means that members must vote themselves, not ask someone else to vote on their behalf.

- (a) Audit and Finance – Terms of Reference are established by the board and are available in organizational governance policy documents and
- (b) In addition, the Board may from time to time create an ad hoc committee to complete specific work for the Board. Committees of the Board do not have the power to make decisions that will bind the Society, unless previously established in Terms of Reference given by the Board – rather such committees shall bring options back to the Board for discussion, debate and final decision making.

5.3 *What is the purpose of the Board?*

5.3.1 The purpose of the Board is to guide the affairs of Literacy Alberta Society through setting governance policy and over-all direction.

5.3.2 The Board is responsible for:

- a. all Literacy Alberta Society governance policies,
- c. ensuring proper financial management of Literacy Alberta Society, and
- d. supervision of the Executive Director.

5.3.3 To carry out its purpose, the Board may take any steps it considers necessary on behalf of Literacy Alberta Society. The exception is when the Board is directed differently by:

- a. the *Societies Act of Alberta*, or
- b. the Literacy Alberta Society By-laws or policies, or
- c. a vote passed on a Special Resolution at a Literacy Alberta Society meeting.

5.4 *How long may Board members be on the Board?*

5.4.1 The regular term for a Board member is two years.

5.4.2 Should the term expire prior to the next election, the term will be extended to the next election

5.4.3 A board member may serve up to two 2-year terms in a position.

5.4.4 The term for a Past President is one year.

5.5 *How are Board members chosen?*

5.5.1 Members of Literacy Alberta Society elect the President, Vice President and five (5) other Board members. The Board may appoint up to four (4) additional members.

5.5.2 Elections take place:

- a. at an annual general meeting, or
- b. by a members' mail-in ballot conducted according to policies set by the Board, or
- c. by other methods conducted according to policies set by the Board.

5.5.3 The terms of Board members will be set so that approximately half the Board members are elected each year.

5.5.4 The outgoing President becomes the Past President.

5.5.5 If a Board position becomes vacant between elections, the Board may appoint a member to fill the vacant position until the next election.

5.6 *What happens if a Board member is absent from Board meetings?*

5.6.1 Board members are expected to attend all Board meetings.

5.6.2 If a Board member finds it impossible to attend a Board meeting, the Board member must notify the President.

5.6.3 Board members lose their positions on the Board if absent from three consecutive Board meetings.

5.6.4 The Board may excuse a Board member's absences if the absences are due to circumstances the Board finds acceptable.

5.7 *How can a Board member be removed from the Board?*

A Board member may be removed from the board if a two-thirds majority of Board members request in writing to the President the removal of that Board member from the Board as outlined in Board policy.

6.0 Board meetings

6.1 *Who calls Board meetings?*

The President calls Board meetings.

6.2 *How often are Board meetings held?*

Board meetings are held at least every six months or as required.

6.3 How many board members must be present to have a quorum?

A simple majority of the Board members (51%) is a quorum.⁹

6.4 *How can Board members call a Board meeting?*

6.4.1 A quorum (51%) of the Board may call Board meetings if:

- a. they submit their reason in writing to the President a month before the board meeting date, and
- b. they give seven (7) days' notice by telephone, fax or e-mail to the members of the Board at the Board members' last known address or telephone numbers.

6.4.2 Board meetings called by Board members must be held within 30 days after the President receives the request for a Board meeting.

7.0 Duties of Board members

7.1 *Who decides the duties of the Board members?*

The Board of Directors policies shall govern the duties of the members of the Board of Directors.

7.2 *What are duties of the President?*

The President:

- a. chairs Board meetings,
- b. is responsible for the custody and use of Literacy Alberta Society's seal.¹⁰ The seal may be used by appointed delegates of the President including other board members and senior staff.
- c. ensures the Board follows its own policies, and
- d. is, because of the position of President, an ex-officio¹¹ member of all committees.

7.3 *What are duties of the Vice President?*

The Vice-President:

- a. assists the President, and
- b. carries out the President's duties when the President is not able to do so, or when the President requests the Vice-President to do so.

⁹ 6.3 "quorum" = in this clause, "quorum" is the minimum number of board members who must be present in order to carry on business at a board meeting.

¹⁰ 5.3.2.b "seal" = the seal of Literacy Alberta Society is a metal clamp that will "crinkle a page" with Literacy Alberta Society's name. When the seal is used on a page, that proves the page is legally approved by Literacy Alberta Society.

¹¹ 7.2.c "ex-officio" = because of one's role or position. The president is automatically an "ex-officio" member of committees because of holding the position of president.

8.0 Signing Authority

8.1 *Who can sign agreements or contracts on behalf of Literacy Alberta Society?*

Any two of the following may have signing authority for Literacy Alberta Society:

- a. President, and/or
- b. Vice-President, and/or
- c. a Board member appointed by motion of the board, and/or
- d. a staff member appointed by motion of the board.

8.2 *Who can sign cheques on behalf of Literacy Alberta Society?*

Literacy Alberta Society cheques must have two signatures including at least one of a Board member.

9.0 Payment to board members

9.1 *Can Board members be paid for their service as Board members?*

Board members are not paid for their services as Board members.

9.2 *Can Board members be reimbursed for expenses that result from being on the Board?*

Board members are reimbursed¹² for travel-related and Board-related expenses as outlined in the Board Expense Policy.

9.3 *Can Board members be paid to work for Literacy Alberta Society?*

9.3.1 A Board member can be contracted to perform a special service for Literacy Alberta Society.

9.3.2 A Board member may be paid for providing a special service to Literacy Alberta Society if:

- a. other people have been considered to provide the service but are found to be less appropriate than the Board member, and
- b. the Board member acts in accordance with the "Conflict of interest" by-law (Section 10.0), and
- b. a three-quarters majority vote of the Board approves a motion to contract the Board member to provide the special service.

¹² 9.2 "reimbursed" = paid back for money spent on Literacy Alberta Society expenses. For example, if a person pays for airfare to go to a Literacy Alberta meeting, the person could be "reimbursed" (paid back) for the cost of the airfare.

10.0 Conflict of interest

10.1 *When is a Board member in a conflict of interest?*

Board members are in a conflict of interest if they can benefit financially or materially from a Literacy Alberta Society activity.

10.2 *What must a Board member do in a conflict of interest?*¹³

If a Board member is in a possible conflict of interest, the Board member must:

- a. disclose to the Board the nature and extent of his or her interest, and
- b. refrain from influencing the Board's decisions on the issue, and
- c. if the Board so requests, provide relevant information, and
- d. leave the meeting when discussion and voting on the issue occurs.

11.0 Borrowing powers

11.1 *How can Literacy Alberta Society raise money?*

Literacy Alberta Society may perform services for a fee, fundraise, or borrow money to carry out the business of Literacy Alberta Society.

11.2 *What is required for Literacy Alberta Society to borrow money?*

A Special Resolution must be approved by the Literacy Alberta Society membership in order for Literacy Alberta Society to borrow money.

12.0 Review of Accounts

12.1 *Who conducts an audit of Literacy Alberta Society?*

At least once a year an independent qualified accountant will conduct an audit of Literacy Alberta Society's books, accounts and records.

12.2 *When is the audit reported?*

The audit for the previous year is presented to the membership at the Annual General Meeting.

12.3 *What is the fiscal year*¹⁴ *of Literacy Alberta?*

For purposes of financial accounting and record keeping, the fiscal year of Literacy Alberta will be from July 1 to June 30.

¹³ 10.2 This clause means a board member cannot discuss or vote on a motion that could benefit the board member personally.

¹⁴ 12.3 "fiscal year" = the 12-month time period for financial records and reports.

13.0 Minutes, books and records

13.1 Who prepares and keeps minutes of Literacy Alberta Society meetings?

The Board of Directors ensures a designated person or persons is/are responsible to prepare and keep:

- a. minutes of Literacy Alberta Society meetings, and
- b. minutes of Board of Directors meetings, and
- c. any other books and records related to Literacy Alberta Society meetings.

13.2 Where are Literacy Alberta Society books and records kept?

Literacy Alberta Society books are kept in the Literacy Alberta Society office.

13.3 Who can inspect Literacy Alberta Society books and records?

13.3.1 Literacy Alberta Society books, accounts and records must be available for inspection upon request of Board members.

13.3.2 Literacy Alberta Society members may inspect the books, accounts and records as long as they give reasonable notice to those responsible for keeping the books, accounts and records.

14.0 Authority for contracts

14.1 When can contracts be authorized?

All contracts entered into by Literacy Alberta Society must be in writing and be signed by the President, Vice-President or other person(s) authorized by the Board.

14.2. Can Literacy Alberta Society seek a legal opinion about a contract?

Literacy Alberta Society may obtain a legal opinion on a proposed contract if the Board or other person(s) authorized by the Board recommends it.

15.0 Bylaw and policy amendments

15.1 How can by-laws be changed?

15.1.1 Literacy Alberta Society Bylaws may be changed by Special Resolution¹⁵ at a general meeting.

¹⁵ 15.1.1 "Special Resolution" = a motion for a particular purpose that requires 21 days advance notice to members. For a special resolution to be approved, a minimum of 75% of

15.1.2 Literacy Alberta Society must send its members a notice of the Special Resolution to change the by-laws at least 21 days before the meeting.

15.1.3 Approval by a minimum of three-quarters (75%) of the members who vote is needed to pass the resolution to change the by-laws.

15.2 *How can policy be changed?*

The Board of Directors may change Literacy Alberta Society policies.

16.0 Legal responsibility and indemnity¹⁶

16.1 *Are Literacy Alberta Society members personally responsible for Literacy Alberta Society's debt or liability?*

- a. No Literacy Alberta Society member is personally responsible for Literacy Alberta Society's debt or liability.
- b. The Society shall indemnify (purchase appropriate insurance) each Director or Officer against all costs or charges that result from any act done in his/her capacity in the performance of his/her duties for the Society in good 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 the bankruptcy, insolvency or the wrongful act of any person, firm or corporation dealing with the Society. No Director or Officer is liable for any loss due to an oversight or error in judgement, or by an act in his/her role for the Society unless the act is fraudulent, dishonest or done in bad faith.

16.2 *Are people who act on behalf of Literacy Alberta Society personally responsible to pay Literacy Alberta Society penalties or liabilities?*

When Board members or others are authorized to act on behalf of Literacy Alberta Society, and a legal or administrative action¹⁷ results in costs or expenses, Literacy Alberta Society will not require Board members or other authorized persons to pay any penalties, liabilities, costs or expenses, if the authorized persons:

- a. acted honestly and in good faith with a view to the best interests of Literacy Alberta Society, and

those who vote must vote in favor. In contrast, other motions do not need advance notice to members, and need only be approved by a minimum of 51% of those who vote.

¹⁶ Clause 16 "indemnity" = not subject to penalties or liabilities that happened because of work done on behalf of Literacy Alberta Society

¹⁷ 16.2 "legal or administrative action" = being sued or fined because of something done on behalf of Literacy Alberta

- b. in cases involving criminal or administrative action enforced by a monetary penalty,¹⁸ had reasonable grounds to believe their conduct was lawful, and
- c. immediately notified Literacy Alberta Society of any action or proceeding, and
- d. cooperated with Literacy Alberta Society in its defence in a manner that was reasonable in the circumstances.

¹⁸ 16.2.b "criminal or administrative action enforced by a monetary penalty" = an order to pay a fine