

BYLAWS of the EDMONTON LIFELONG LEARNERS ASSOCIATION

ARTICLE 1 - PREAMBLE

1.1 The Association

The name of the association is the **Edmonton Lifelong Learners Association**, also referred to as **ELLA**, a non-profit Association with charitable status incorporated in Edmonton in 2001 under the *Societies Act*.

1.2 The Bylaws

The following articles constitute the Bylaws of the Edmonton Lifelong Learners Association.

ARTICLE 2 – DEFINITIONS AND INTERPRETATION

2.1 In these Bylaws:

2.1.1. AGM means the Annual General Meeting referred to in Article 4;

2.1.2 Association means the Edmonton Lifelong Learners Association;

2.1.3 Board means the Board of Directors of the Association;

2.1.4 Bylaws means the Bylaws of the Association as amended;

2.1.5 Director means any person elected or appointed to the Board;

2.1.6 Member means a member of the Association as referred to in Article 3;

2.1.7 Officer means any Officer listed in Article 8;

2.1.8 Special Meeting means the meeting called in accordance with Article 5 or Article 7.9.3;

2.1.9 Special Resolution means a resolution passed at the AGM or a Special Meeting for which not less than twenty-one (21) days' notice specifying the intention to propose the resolution has been given. Approval of a special resolution requires an affirmative vote of 75% of the Voting Members present and who vote in person;

2.1.10 Voting Member means a Member entitled to vote at the meetings of the Association as referred to in Articles 3.1.2 and 3.1.3.

2.2 The following rules apply to the interpretations of these Bylaws:

2.2.1 Words indicating the singular number also include the plural, and vice-versa;

2.2.2 These Bylaws must be interpreted broadly and generously.

ARTICLE 3 - MEMBERSHIP

3.1 Categories of Membership

3.1.1 There are four categories of Members:

- a. Full Members
- b. Life Members
- c. Honourary Members
- d. Associate Members.

3.1.2 Full Members

An individual fifty (50) years of age or older in the current calendar year may become a Full Member upon payment of the annual membership fee. A Full Member has the right to receive notice of and attend Association meetings, vote at the Association AGM and Special meetings, be elected or appointed to the Board and attend courses offered by the Association.

3.1.3 Life Members

A Full Member who has shown outstanding interest in or service to the Association over a period of time may be appointed a Life Member by the Board. A Life Member has all the rights and privileges of a Full Member but is not required to pay the annual membership fee.

3.1.4 Honourary Members

An individual who has made a significant contribution to the ongoing learning of older adults may be appointed Honourary Member by the Board. An Honourary Member is not required to pay the annual membership fee.

3.1.5 Associate Members

An individual under fifty (50) years of age may become an Associate Member upon payment of the annual membership fee. Associate Members may attend courses offered by the Association but are not entitled to vote at meetings of the Association or be elected or appointed to the Board.

3.2 Membership Fees

3.2.1 The annual membership fee as proposed by the Board of Directors shall be ratified by the Voting Members at the AGM.

3.2.2 The membership year is October 1 to September 30.

3.3 Withdrawal, Suspension and Termination of Membership

3.3.1 Any Member wishing to withdraw from membership in the course of the membership year may do so upon notice in writing to the Board through its Secretary. Withdrawal is effective on the date the Secretary receives the notice. The membership fee is non-refundable.

3.3.2 Any Member in arrears for membership or course fees shall be automatically suspended. A suspended Member is not entitled to vote or attend courses offered by the Association.

3.3.3 The Board, at a Special Meeting called for that purpose, may terminate a Member's membership for failure to comply with the ELLA Code of Conduct, which Members endorse upon registration. The affected Member will receive notice of the Board's intention to consider termination at least two (2) weeks prior to the Special Meeting. The affected Member will have an opportunity to appear before the Board to address the matter. The decision of the Board is final.

3.3.4 No Member is, in the Member's individual capacity, liable for any debt or liability of the Association.

ARTICLE 4 - ANNUAL GENERAL MEETING

4.1 The Association shall hold its Annual General Meeting on or before September 30th of each year. The Board sets the place, date and time of the meeting and in circumstances where an in-person meeting is not possible, may determine that the meeting be conducted by electronic media.

4.2 Notice of the Annual General Meeting shall be sent in writing by email or mail to the last known address of each Member at least twenty-one (21) days prior to the date of the meeting. The notice shall include the place, date and time of the Annual General Meeting and any business requiring a Special Resolution. Non-receipt of the notice of the meeting by any Member does not invalidate the proceedings of the meeting.

4.3 The Annual General Meeting deals with the following matters:

- a. consideration of the President's report and reports of Committees;
- b. review of the audited financial statements;
- c. election of the Members of the Board of Directors;
- d. consideration of matters specified in the meeting notice;
- e. other specific motions that any Member has given notice of by providing the motion in writing by email or mail to the Secretary at least twenty-one (21) days prior to the meeting.

4.4 Attendance at the Annual General Meeting by thirty (30) Voting Members constitutes quorum.

ARTICLE 5 - SPECIAL MEETINGS

5.1 A Special Meeting of the Association may be called at any time:

- a. by a resolution of the Board of Directors;
- b. on the written request of twenty percent (20%) of Voting Members. The request must state the reason for the Special Meeting and the motion(s) intended to be submitted at the Special Meeting.

5.2 Notice of the Special Meeting shall be sent in writing by email or mail to the last known address of each Voting Member at least seven (7) days prior to the date of the meeting. The notice shall include the place, date, time and purpose of the Special Meeting. Non-receipt of the notice of the meeting by any Member does not invalidate the proceedings of the meeting.

5.3 Only the matter(s) set out in the notice of the Special Meeting shall be considered at the Special Meeting.

5.4 Attendance at the Special Meeting by thirty (30) Voting Members constitutes quorum.

ARTICLE 6 - VOTING

6.1 Each Member eligible to vote has the right to vote at the Annual General Meeting and any Special Meetings of the Association. Such votes must be cast in person and not by proxy or otherwise.

6.2 A motion is passed by a majority of the votes cast, using a show of hands, unless two-thirds (2/3) of the Members present request a secret ballot.

6.3 The President may, but is not obliged to, vote only once, and only to affect the result, either by breaking a tie in order to pass a motion, or to cause a tie in order to defeat a motion.

ARTICLE 7 - BOARD OF DIRECTORS

7.1 The Board shall, subject to the Bylaws, have full control and management of the activities of the Association.

7.2 The Board consists of no fewer than ten (10) nor more than sixteen (16) Directors elected at the Annual General Meeting from a slate of current Voting Members recommended by the Recruitment and Development Committee.

7.3 Directors shall be elected to serve for a term of three (3) years and are eligible for re-election to serve two (2) additional consecutive one-year terms. Directors who have fulfilled a full five-year term are eligible to stand for election to the Board after a one-year absence.

7.4 The immediate Past President continues to serve on the Board during the term of the successor to the office. The Past President serves as a full voting member of the Board.

7.5 If there is a vacancy on the Board, the remaining Directors may appoint a current Voting Member of the Association to fill the vacancy for the remainder of the term.

7.6 Any Director may resign from the Board by providing notice in writing to the Board through its Secretary. Withdrawal is effective on the date the Secretary receives the notice.

7.7 Any Director, upon a majority vote of Directors at a Board Meeting, may be removed from the Board for any cause the Board may deem reasonable.

7.8 Voting Members may remove any Director before the end of the Director's term by majority vote at a Special Meeting called for this purpose.

7.9 Meetings of the Board of Directors

7.9.1 The Board shall hold at least ten (10) meetings per year.

7.9.2 A majority of the Directors present at any Board meeting constitutes quorum.

7.9.3 Special Meetings of the Board may be called by the President, or upon the request of any two (2) Directors to the President, provided they do so in writing and state the business to be brought before the meeting.

7.9.4 Board meetings may be conducted face -to-face, via conference call or digital media. Directors participating through conference call or digital media are present for the purpose of establishing quorum and voting.

7.9.5 Each Director, including the President and the Past President, has one (1) vote.

7.9.6 In situations demanding action before a Board meeting can be convened, voting by Directors on the resolution may be conducted electronically by email. Such resolution shall be referenced at and included in the minutes of the next meeting of the Board.

ARTICLE 8 - OFFICERS

8.1 Officers of the Association

8.1.1 The Officers of the Association are the: President, Vice President, Secretary and Treasurer

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

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

8.2 Duties of the Officers

8.2.1 The President:

- Supervises the affairs of the Board,

- When present, chairs all meetings of the Association and the Board,
- Serves as an ex officio member of Committees,
- Acts as the spokesperson for the Association, and
- Carries out other duties assigned by the Board.

8.2.2 The Vice President:

- Presides at meetings in the President's absence;
- Chairs the Board Recruitment and Development Committee, and
- Carries out other duties assigned by the Board.

8.2.3 The Secretary:

- Attends all meetings of the Association and the Board,
- Keeps and distributes accurate minutes of all meetings of the Association and Board,
- Has charge of the filing of the Board's correspondence,
- Ensures a record of names and addresses of all Members of the Association are kept,
- Ensures notices of various meetings are sent,
- Keeps the Seal of the Association,
- Files the annual return with the Corporate Registry, and
- Carries out other duties as assigned by the Board.

8.2.4 The Treasurer:

- Ensures that all monies paid to the Association are deposited in financial institutions designated 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 financial reporting required by Provincial and Federal governments is submitted annually, and
- Carries out other duties assigned by the Board.

ARTICLE 9 – COMMITTEES

9.1 The Board may establish Standing and Ad Hoc Committees as required.

9.2 The Board shall designate one or more Members to chair each committee.

9.3 The Chair of each committee shall report to the Board on the activities of the committee as required.

9.4 The Board Recruitment and Development Committee is a Standing Committee of the Board:

- a. consists of the Vice President, who chairs the committee, and two (2) other Voting Members appointed by the Board;
- b. is responsible for:
 - Preparing a slate of nominees to be present at the AGM for election to the Board, and
 - Orienting new Directors.

ARTICLE 10 – FINANCE AND MANAGEMENT MATTERS

10.1 Finance and Auditing

10.1.1 The fiscal year of the Association ends on September 30.

10.1.2 The financial records maintained by the Treasurer shall be audited subsequent to the completion of the fiscal year by a duly qualified accountant or accounting firm, or by two (2) members of the Association appointed for that purpose at the previous Annual General Meeting. The auditor submits the audited financial statements of the Association for the previous fiscal year at the Annual General Meeting.

10.2 Seal of the Association

10.2.1 The Secretary has control and custody of the Seal of the Association, unless the Board decides otherwise.

10.2.2 The Seal of the Association can only be used by Officers authorized by the Board.

10.3 Cheques and Contracts

10.3.1 The Board shall designate four (4) Directors as signing officers of the Association. Cheques drawn on the funds of the Association require two signatures.

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

10.4 Inspection of Books and Records

10.4.1 The Secretary records the minutes of all meetings of the Members and the Board and maintains a copy of those minutes.

10.4.2 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.

10.4.3 A Member, upon giving reasonable notice and arranging a time satisfactory to the Officer or Officers responsible for keeping the books and records, may inspect the books and records of the Association.

10.5 Borrowing

10.5.1 For the purpose of carrying out its objectives, the Association may borrow or raise or secure the payment of money in such a manner as it thinks fit, and in particular by the issue of debentures. 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 passed at an Annual General Meeting or a Special Meeting where notice of the motion to borrow has been given at least twenty-one (21) days prior to the meeting.

10.6 Remuneration

10.6.1 No Officer, Director or Member of the Association shall receive remuneration for services performed as an Officer, Director or Member.

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

10.6.3 Members who instruct courses offered by the Association may be remunerated for such services.

10.7 Protection and Indemnity of Directors and Officers

10.7.1 Every Director and Officer shall be indemnified and saved harmless by the Association from and against all costs, charges, and expenses sustained or incurred in any action, suit, claim or proceeding brought, commenced, or prosecuted against the Officer or Director for or in respect of any act done in the performance of the Director’s or Officer’s duties. The Association does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.

10.7.2 No Director or Officer is liable for the acts of any other Director or Officer. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm, or corporation dealing with Association. No Director or Officer is liable for any loss due to an oversight or error in judgment in the execution of the Director’s or Officer’s duties, unless the act occurred due to the Director’s or Officer’s fraud, dishonesty or bad faith.

ARTICLE 11 – AMENDING THE BYLAWS

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

11.2 The twenty-one (21) days’ notice of the Annual General or Special Meeting of the Association must include details of the proposed resolution to change the Bylaws.

11.3 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 12 – DISSOLUTION AND DISTRIBUTION OF ASSETS

12.1 The Association may be dissolved by a Special Resolution passed at an Annual General Meeting or Special Meeting of the Association.

12.2 Upon dissolution, any funds or assets remaining after paying all debts are to be distributed to a qualified non-profit organization or organizations.

12.3 By Special Resolution, the Members select the non-profit organization or organizations to receive the funds or assets. In no event, do any Members receive the funds or assets of the Association upon dissolution.