

# **LETHBRIDGE LIFELONG LEARNING ASSOCIATION**

## **BY-LAWS**

### **Article 1**

#### **Name of the Association**

The name of the Association shall be Lethbridge Lifelong Learning Association.

#### **The Objective of the Association is:**

Through mobilizing community resources, Lethbridge Lifelong Learning Association advocates for the Lifelong Learning needs of adults by providing barrier-free, flexible and affordable learning opportunities.

### **Article 2 Membership**

**2.1** There shall be two categories of membership in the Lethbridge Lifelong Learning Association:

**2.1.1** Organizational members, who shall be any organization offering or declaring an interest in Adult Lifelong Learning opportunities in Lethbridge.

**2.1.1.1** Organizational members of Lethbridge Lifelong Learning Association which have a not-for-profit economic objective are eligible to receive program grants.

**2.1.2** Individual members, who shall be any person who has attained the age of eighteen (18) years and who subscribes to the Lethbridge Lifelong Learning Association's purpose of Adult Lifelong Learning in Lethbridge.

**2.1.2.1** Individual members shall not be eligible for LLLA program grants.

**2.2** Membership in the Lethbridge Lifelong Learning Association shall become effective upon receipt of the annual membership form and required documents.

**2.3** The membership year shall be the calendar year.

**2.4** Membership in the Lethbridge Lifelong Learning Association and all rights and privileges attached thereto, shall cease under the following circumstances:

**2.4.1** Upon receipt of written notice of resignation to the President from the member;

**2.4.2** Being in default with respect to the receipt of the annual membership form and required documents;

- 2.4.3** Being expelled from membership by reason of undertaking activities that are not consistent with the purpose of the Lethbridge Lifelong Learning Association, or ceasing to be a member of the membership category for any reason.
- 2.5** Expulsion shall proceed as follows:
- 2.5.1** Notice of intention to expel shall be served on the member in writing, with such notice to state the grounds of expulsion;
- 2.5.2** Expulsion shall be upon a majority vote of the Board of Directors at a regular or special meeting of the Board;
- 2.5.3** The member shall be notified in writing of the Board's decision;
- 2.5.4** Where a negative decision is rendered, the member may appeal the grounds for expulsion by notifying the President within ten (10) working days of his or her intention to do so;
- 2.5.5** The member's appeal shall be heard at the next regular Board of Directors meeting following the meeting of the Board at which the expulsion decision was rendered.

### **Article 3 Voting Rights**

- 3.1** Each member in good standing shall have one (1) vote on all questions put to the members at any annual general meeting or special meeting of the membership.
- 3.2** Proxy voting shall be permitted at Annual General Meeting and Special Meetings, where the form of proxy shall be a Proxy Vote Authorization attested to by the member and lodged with the Lethbridge Lifelong Learning Association Coordinator not less than five (5) days in advance of the Annual General Meeting or Special Meeting.
- 3.3** Any motion, except for a motion to amend the by-laws or a motion to dissolve the Lethbridge Lifelong Learning Association, shall be deemed to have carried by receiving a simple majority of votes from the members present and voting.
- 3.4** Voting shall be by a show of hands unless any member present shall request a ballot.
- 3.4.1** Where a ballot is requested by a member, it shall be a secret ballot. The Coordinator of the Lethbridge Lifelong Learning shall serve as the Returning Officer.

### **Article 4 Meetings of the Membership**

- 4.1** Annual General Meeting  
There shall be an Annual General Meeting, which shall be held not more than ninety (90) calendar days after the end of the Lethbridge Lifelong Learning Association's fiscal year.

**4.1.1** The business of the Annual General Meeting shall be:

**4.1.1.1** Minutes of the previous Annual General Meeting;

**4.1.1.2** President's report;

**4.1.1.3** Treasurer's report, which shall include presentation of the financial statements and the accountant/auditor's financial review/report;

**4.1.1.4** The appointment of the accountant/auditors for the next fiscal year;

**4.1.1.5** Committee reports;

**4.1.1.6** The Election of Directors.

**4.2 Special Meetings**

Special Meetings of the members to consider questions other than those put before the Annual General Meeting shall be called under one of the following two conditions:

**4.2.1** Where the Board of Directors deems an issue of significance to the entire membership is such that it requires debate;

**4.2.2** Where members petition the Board of Directors to call such a meeting;

**4.2.2.1** A member's petition to the Board of Directors shall require the signature of at least ten (10) voting members in good standing, served to the President of the Lethbridge Lifelong Learning Association.

**4.3** Only the question stated in the Notice of Meeting shall be put to the members at the Special Meeting.

**4.3.1** Notice of a Special meeting shall include:

**4.3.1.1** The purpose, place, day, and time of the meeting;

**4.3.1.2** A provisional agenda;

**4.3.1.3** Notices of motions to be put before the membership.

**4.4** The Board of Directors shall provide twenty-one (21) day notice of the Annual General Meeting or Special Meeting to Members.

**4.5** **Notice** of Annual General Meeting or Special Meeting shall be by mail or electronic media to the member's address as noted in the records of the Lethbridge Lifelong Learning Association. Postmark or electronic media mark no less than twenty-one (21) days in advance of the scheduled meeting shall be deemed assumed delivery of the material.

**4.6** **Quorum** at the Annual General Meeting and Special Meetings shall be twenty (20) percent of the members.

## **Article 5 Board of Directors**

- 5.1** There shall be a Board of Directors elected from the Individual Members consisting of not less than five (5) individuals and not more than seven (7) individuals.
- 5.2** The Board of Directors shall be charged with the governance and management of the Lethbridge Lifelong Learning Association on behalf of the members.
- 5.3** The term of service of a Director shall be a three (3) year term, commencing upon the dissolution of the Annual General Meeting at which a Director is elected.
- 5.4** There shall be a limit of two (2) consecutive terms, interim appointments not considered.
- 5.5** Where an incumbent Director's position becomes vacant during a term, the Board of Directors may appoint an Interim Director to the position.
- 5.6** Interim Directors shall serve from the date of appointment by the Board until the next Annual General Meeting.
- 5.7** A Director shall be deemed to have vacated his or her position under the following circumstances:
- 5.7.1** Upon delivery of a letter of resignation to the President;
  - 5.7.2** Upon absence without cause for three (3) consecutive regular meetings of the Board;
  - 5.7.3** Upon taking up regular or term employment with the Lethbridge Lifelong Learning Association;
  - 5.7.4** Upon being expelled by a resolution of the Board.
- 5.8** Notice of Intention to Expel from the Board of Directors shall be served in writing at least twenty-one (21) days in advance of the Board meeting at which the expulsion shall be voted upon, and shall state the grounds of expulsion.
- 5.8.1** A Director under notice of Intention to Expel shall have the right to contest such notice at the Board meeting at which the expulsion is to be voted upon.
  - 5.8.2** Expulsion shall be deemed to have occurred upon the passing of a motion by a simple majority of Directors.
- 5.9** The Board of Directors shall meet at least six (6) times per year.
- 5.9.1** Notice of meetings of the Board shall be in writing not less than five (5) days prior to the meeting. Notice may be served by mail or electronic media and shall include relevant supporting material upon questions to be put forward.

- 5.9.2 Quorum at meetings of the Board of Directors shall be fifty (50) percent + one Director.
- 5.9.3 Each Director present shall have one (1) vote on all questions put forward.
- 5.9.4 Voting shall be by show of hands; a simple majority vote shall decide the outcome of all motions.
- 5.10 No director shall receive remuneration of any type from the Lethbridge Lifelong Learning Association for the performance of his or her duties.
- 5.11 The Lethbridge Lifelong Learning Association upon presentation of receipts shall reimburse reasonable prior approved expenses incurred in the execution of Lethbridge Lifelong Learning Association duties.
- 5.12 The Lethbridge Lifelong Learning Association will purchase and maintain Directors' and Officers' Liability Insurance.

## **Article 6 Officers of the Board of Directors**

- 6.1 At a transitional meeting of the Board of Directors commencing immediately upon the adjournment of the Annual General Meeting, the Directors shall appoint officers from their membership.
- 6.2 The Officers of the Lethbridge Lifelong Learning Association shall be:
  - 6.2.1 **The President**, who shall preside at Board of Directors meetings, sits as an ex-officio member on all other Standing Committees of the Board, makes any official statements to the media and vote proxies on behalf of members;
  - 6.2.2 **The Vice-President**, who shall act in the capacity of President when the President is not available;
  - 6.2.3 **The Treasurer**, who shall be responsible for the financial records of the Lethbridge Lifelong Learning Association;
  - 6.2.4 The Board of Directors, who shall be the custodian of the Seal of the Lethbridge Lifelong Learning Association and all of its official records, serves or causes to be served all required notices of meetings, records or causes to be recorded minutes of the meetings, prepares or causes to be prepared all official documents of the Lethbridge Lifelong Learning Association, acts as the registrar of members;
  - 6.2.5 The Coordinator is appointed by the Board of Directors to serve as the administrative officer.
    - 6.2.5.1 The Coordinator shall be a member ex-officio of all committees. In consultation with the President, the Coordinator shall direct the day-to-day affairs of the Lethbridge Lifelong Learning Association in accordance with general policies.

- 6.2.5.2** The Coordinator, with the authorization of the Board, shall be responsible for the safe keeping of all Lethbridge Lifelong Learning Association official records.

## **Article 7 Standing Committees of the Board of Directors**

- 7.1** The Standing Committees of the Lethbridge Lifelong Learning Association shall be:
- 7.1.1 Executive Committee:**  
The Executive Committee shall be chaired by the President, and composed of the Officers of the Association. In accordance with policies and directives established by the Board, this committee shall carry on business of the Association between Board Meetings. The Executive Committee shall meet at the call of the President;
- 7.1.2** The Board of Directors shall form such standing or ad-hoc committees, as it shall deem necessary to meet organizational objectives;
- 7.1.3** The term of a standing committee shall be one year, commencing at the transitional meeting after the Annual General Meeting.

## **Article 8 Banking**

- 8.1** The Lethbridge Lifelong Learning Association shall conduct its banking business only with a chartered bank, trust company or credit union.
- 8.2** The Lethbridge Lifelong Learning Association shall maintain chequing accounts, savings accounts, investment accounts and safety deposit boxes as are required to safely manage and hold Lethbridge Lifelong Learning Associations funds.
- 8.3** Signing authority on all financial instruments and official documents of the Lethbridge Lifelong Learning Association shall consist of any two (2) of the following: President, Vice President, Treasurer or Coordinator.
- 8.4** Only complete and original signatures of the signing officers shall be rendered on any official document.
- 8.5** The Lethbridge Lifelong Learning Association shall maintain a formal written agreement relating to financial matters with any organization with which it has a working relationship.

## **Article 9 Borrowing Powers**

- 9.1** The Lethbridge Lifelong Learning Association may borrow, raise or secure financial resources as are necessary to carry out the mission of the Lethbridge Lifelong Learning Association in any way it deems fit.
- 9.2** No Director or staff member of the Lethbridge Lifelong Learning Association may indebted the Lethbridge Lifelong Learning Association without being empowered to do so by a motion of the Board of Directors.

## **Article 10 Fiscal Year**

- 10.1** The fiscal Year of the Lethbridge Lifelong Learning Association shall be January 01 through December 31.

## **Article 11 Annual Financial Review or Appointment of Auditor**

- 11.1** The accountant/auditor for the next fiscal year shall be appointed by the members at the Annual General Meeting.
- 11.2** The term of appointment shall be for one year.
- 11.3** The financial books, accounts and records of the Lifelong Learning Association will be reviewed or audited once each year by a duly qualified accountant/auditor or by two members of the association elected for that purpose at the Annual General Meeting.
- 11.4** A complete and proper statement of the books for the previous year shall be presented at the Annual General Meeting of the Lifelong Learning Association.
- 11.5** Persons selected to conduct the financial review or audit shall not be Directors or employees of the Association.
- 11.6** Any member, upon giving notice of at least two (2) working days to the Coordinator, may inspect the books and financial records of the Lethbridge Lifelong Learning Association.

## **Article 12 Amendments to the By-Laws**

- 12.1** The By-Laws may be rescinded, altered or added to by a special resolution at either the annual general meeting or a special meeting.
- 12.1.1** Notice of the meeting shall be not less than twenty-one (21) days' notice which specifies the intention to propose the by-law resolution and;
- 12.1.2** By the vote of not less than seventy-five (75%) of those members who, if entitled to do so, vote in person or by proxy;
- 12.1.3** A resolution proposed and passed as a special resolution at a general meeting of which less than twenty-one (21) days' notice has been given, if all the members entitled to attend and vote at the general meeting so agree, or;
- 12.1.4** A resolution consented to in writing by all the members who would have been entitled at a special general meeting to vote on the resolution in person or, where proxies are permitted, by proxy.

## **Article 13 Seal of the Association**

- 13.1** The Board of Directors may provide a common seal for the Lethbridge Lifelong Learning Association to be retained by the Coordinator, and the Board of Directors shall have the power to destroy it, and substitute a new seal as required.

- 13.2** The seal shall be affixed only when authorized by a resolution of the Board of Directors.

## **Article 14 Dissolution of the Association**

- 14.1** Dissolution of the Lethbridge Lifelong Learning Association shall be proposed by the Board of Directors only under two conditions:

**14.1.1** Where the Lethbridge Lifelong Learning Association is no longer financially viable and it has been determined by the Board of Directors that financial viability will not be restored by ordinary means within a reasonable length of time;

**14.1.2** Where the mission of the Lethbridge Lifelong Learning Association is deemed no longer viable and it has been determined by the Board of Directors that there is no alternative mission that is appropriate.

- 14.2** At such time the Board of Directors has deemed continuance impossible under the conditions stated in 14.1.1 and 14.1.2, the Board shall call a Special General Meeting of the members to consider a Resolution to Dissolve. The Resolution to Dissolve shall state:

**14.2.1** The reason for dissolution;

**14.2.2** Plan for the distribution of remaining assets, if any.

- 14.3** A vote of two-thirds of the membership at the Special Meeting called for the purpose of considering dissolution shall be required to decide the question.

- 14.4** Distribution of remaining assets shall be those which are residual after the payment of all outstanding liabilities including the return of unused portions of grants to funding bodies. These may include tangible assets and monetary assets.

- 14.5** Distribution of fixed assets shall only be to another organization in Lethbridge, which is registered under the Societies Act of Alberta or has charitable status as determined by Federal statute.

- 14.6** Distribution of any remaining financial assets shall be returned to Alberta Advanced Education.