



Bylaws
for
Leduc LINX Connect
Centre

June 2018

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PURPOSE

- (1) As all organizations must create appropriate policies to ensure that the purpose and objectives of the organization are realized, the following are the Bylaws for Leduc LINX Connect Centre.

INTERPRETATION

- (2) In all bylaws for terms which include the feminine, the feminine shall include the masculine and “person” shall include firms, partnerships, corporations, societies and agencies. Whenever reference is made to any statute or section thereof, such reference shall be deemed to extend and apply to any amendment to the statute or section as the case may be.
- (3) The bylaws shall be interpreted pursuant to laws of the Province of Alberta.
- (4) The governing legislation of this Board of Directors and all operations of Leduc LINX Connect Centre shall be the *Societies Act*, RSA 2000, c. S-14, or successor legislation.
- (5) Should any provision of these bylaws become invalid or contrary to statute by virtue of amendment or alteration of any statute of Alberta or Canada, such provision will be severed and of no force and effect, without affecting the enforceability of any other provision of the bylaws. Any such severed provision shall be removed via amendment by the board, as per the amending formula, at the earliest possible time subsequent to the discovery of the applicable change in the legislation.
- (6) The Preamble and Appendices form part of the Bylaws and may be used to assist in interpretation. Headings do not form part of the Bylaws and shall not be used in interpretation.

DEFINITIONS

- (a) “Annual General Meeting” shall mean a yearly meeting to which all Directors of the society, members of Leduc LINX Connect Centre and Community representatives are invited. A.G.M. will be used throughout and will mean Annual General Meeting.
- (b) “Board” means the “Board of Directors”
- (c) “Bylaw and Amendments” shall mean the Bylaws of the Board of Directors
- (d) “Members of Leduc LINX Connect Centre” shall mean those persons EIGHTEEN (18) years of age or older who qualify to vote and have paid their yearly membership to the organization (non-voting members would consist of the clients, associate members, honorary members)

- (e) "Directors" shall mean members of the Board of Directors.
- (f) "Member of the Board" shall mean a person who has been elected or appointed to the Board of Directors
- (g) "Organization" shall mean Leduc LINX Connect Centre.
- (h) "Special Meeting" shall mean a meeting in which Board of Directors may invited to deal with special business between Annual General Meetings.
- (i) "Good Standing" shall mean individuals who have a current paid membership.
- (j) "Governing Body" shall mean the people who make up the Board of Directors at large.
- (k) "Majority Vote" shall mean FIFTY ONE (51)% in favour.
- (l) "Executive Director" shall mean the individual hired to oversee the operation of Leduc LINX Connect Centre. The Executive Director will maintain the Operational Policies and Procedures of Leduc LINX Connect Centre.
- (m) "Financial Statement" shall mean balance sheet and income statement produced from the accounting program.
- (n) "Directorship" shall mean the role of the director.
- (o) "Quorum" shall mean HALF (½) of Board members.

GOVERNING BODY

- (7) The Board of Directors shall be comprised of not less than FIVE (5) adult directors and not more than TWELVE (12) adult directors with a preference to be that no more than TWO (2) Directors are parents and/or guardians of clients receiving services through LINX unless circumstances prevent. Directors may be appointed from the membership at large or the general public at the discretion of the existing Board of Directors.
- (8) After being elected to the Board of Directors, the term of office for the Board of Directors shall be from A.G.M to A.G.M.
- (9) Should any Director wish to serve an additional term of office, then they may allow their name to stand for re-election at the Annual General Meeting. Each Board Member shall serve a maximum THREE (3) year term when elected at each A.G.M. Each Board Member can a maximum of SIX (6) consecutive years on the Board. After serving SIX (6) consecutive years, a Board Member must step away for a minimum of TWO (2) years.
- (10) The Board of Directors shall hold its organizational meeting at the first meeting following the A.G.M for the purpose of electing the Chairman, Vice-Chair, Secretary and Treasurer as well as to set out a program of goals and objectives for its term of office.

- (11) A Director may resign at any time by writing to the Board of Directors Chairman. The resignation becomes effective at the next regular meeting of the Board of Directors. If the position (vacancy) needs to be filled prior to the next A.G.M, the Chairman will/shall approach members at large to fill the vacancy for the remainder of the term.
- (12) A quorum of Directors must be present in order for the business affairs of the Board of Directors to be conducted and all Acts and Proceedings to be valid.
- (13) The agenda shall be formulated from unresolved action items and new business. New business items must be submitted to the secretary ONE (1) weeks prior to the Board of Directors meeting. A final agenda will be provided prior at the meeting.
- (14) Directors shall not be paid or receive remuneration for their services. All expenses must be pre-approved by the Board of Directors and shall be reimbursed upon submission of a detailed receipt. Reimbursements must come from the "Fundraising" account.
- (15) The Board of Directors shall hire an Executive Director of the Society, fix his/her compensation, prescribe his duties and terms of his employment, and evaluate his performance at least once every year.
- (16) All complaints against any Member of the Board, whether internal or public, must be reported to the Executive Director. The Executive Director will report the incident to the Chairman within FORTY-EIGHT (48) hours of the complaint being reported against the Board Member and the Chairman in turn will address the incident with the Member of the Board and decide the outcome. In the event the complaint is lodged against the Chairman, the Vice-Chair will have the issue brought forth to them by the Executive Director. If there is no Vice-Chair available, an Executive Committee will be created.

MEMBERSHIP

- (17) The Directors may, upon application therefore, and in accordance with Board policy, admit as a voting member a person over the age of EIGHTEEN (18) years who:
 - (a) Is the custodial parent or guardian of a client who is registered to receive service from the Organization, whether actually receiving service or accepted to receive service. No more than two parents or guardians can serve on the Board at any one time (See "Governing Body, #7).
 - (b) Wishes to support the Organization and be involved in its operations and who subscribes to the mission statement and values of the Organization.
- (18) Voting members are entitled to notice of every annual general meeting and special general meeting of the Organization and are entitled to one vote on any question coming before such meeting.

- (19) A corporation may be admitted as an Associate Member upon approval of the Board. Such corporation shall designate an individual who shall represent the corporation and such designate may be changed, from time to time, by written notice by the corporation to the Secretary or Treasurer of the Organization. Associate members are entitled to notice of every annual general meeting and special general meeting of the Society, but shall have no vote on any question coming before such meeting.
- (20) Any person may be admitted as a Temporary Associate member for a period not exceeding THIRTY (30) days upon approval of the Chairman or the Chairman's designate. Specifically, and without restricting the generality of the foregoing, Temporary Associate Membership may be given to a person who volunteers to work at a gaming event at which only members may work. A Temporary Associate member is not entitled to notice of any meeting or to vote on any questions.
- (21) The Board may, from time to time, by resolution appoint a person an honorary member in recognition of outstanding service to the Organization or to the Community. An Honorary member shall have the same rights and privileges as an Associate member but shall not be required to pay any membership fee.
- (22) Membership in the Society automatically lapses:
- (a) Upon written resignation submitted to the Secretary or Treasurer, which shall become effective immediately upon receipt by the Secretary or Treasurer;
 - (b) Upon failure to pay any fee, assessment or other charge within THIRTY (30) days of it becoming due;
 - (c) Upon a person ceasing to qualify for membership.
- (23) The Board may, by resolution, expel a Voting Member or an Associate Member from the membership, provided that:
- (a) Written notice of the intention to introduce such a resolution is given to the Secretary or Treasurer by a Director, such notice to contain a statement of the reasons to be cited in support of the motion to expel;
 - (b) The member named in the notice is given a copy of the notice at least TWENTY ONE (21) days prior to the date on which it is to be considered, and is advised of the date, time and place at which the resolution is to be considered;
 - (c) The member named in the notice is given the opportunity to appear before the Directors at the time the resolution is to be considered and given opportunity to address the resolution, in person, with or without legal counsel or agent or by legal counsel or agent alone;
 - (d) The resolution is passed by not less than HALF ($\frac{1}{2}$) of the Directors present and voting; and
 - (e) Written notice of the approval of the resolution is sent to the person by registered mail.

- (24) A person may appeal a decision to expel him or her as a Voting member by delivering written notice to the Secretary or Treasurer within TWENTY ONE (21) days of delivery of the written notice of the approval of the expulsion motion.
- (a) An appeal under this section shall be heard by a single arbitrator appointed in the manner prescribed the Arbitration Act (Alberta).
 - (b) An appeal under this section shall be heard within THIRTY (30) days of the appointment of the arbitrator and a decision rendered within THIRTY (30)days of the hearing.
 - (c) The provisions of the Arbitration Act (Alberta) apply to an appeal under this section.
- (25) No appeal lies from a decision of the Board to expel an Associate Member.
- (26) The Board may, from time to time, establish or change membership fees payable by all members of a particular class.

GENERAL MEETINGS

- (27) Regular and/or committee meetings of the Directors may be held at any time at the call of the Board of Directors. Regular meetings are closed with the exception being asked to be put on the agenda – then only in attendance for that item.
- (28) EIGHT (8) regular meetings of the Board of Directors must be held within every fiscal year
- (29) At least SEVEN (7) days' notice, in writing, shall be given to the Directors of any meeting of the Board of Directors.
- (30) At meetings of the Board, every Director present, in person or by written proxy shall have ONE (1) vote.
- (31) HALF ($\frac{1}{2}$) of the members shall constitute a quorum at any meeting of the Directors.
- (32) Proxy votes must be given to the Chairman TWO (2) days prior to the meeting.
- (33) Agenda, as well as any pre-reading material, must be handed out to the Board ONE (1) week prior to the scheduled general meeting date.
- (34) Additions to the agenda must be submitted to the Chairman and/or the Secretary ONE (1) week prior to the general meeting (see "Governing Body, #13).
- (35) Special Meetings of the Board may be called by the Chairman providing that advance written notice of at least TWO (2) days be provided to all Directors
- (36) A Member of the Board may only miss THREE (3) meeting with regrets or TWO (2) meetings without.

(37) A Special Vote may be called by the Chairman of the Board to expedite a decision between General Meetings in the event of urgent business. This vote will be done using e-mail and will require quorum and majority vote in order to pass.

ANNUAL GENERAL MEETING

(38) An annual meeting shall be held in each year on a date and at a location to be fixed by the Board, but not later than June 30 in each year.

(39) At each annual meeting, the membership shall:

- (a) Receive the report of the Executive Director for the previous fiscal year;
- (b) Receive and approve the financial statements of the Organization for the previous fiscal year and the auditors' report thereon; unless circumstances be that the report is not available, then the report will not be given.
- (c) Elect Directors of the Organization;
- (d) Appoint the auditors of the Organization for the following year.

(40) The Board may, from time to time, order that a special general meeting of the membership be convened and shall specify the business to transacted at such meeting.

(41) The Secretary or Treasurer shall give notice of each annual and special general meeting of the Organization at least TWENTY ONE (21) days in advance of such meeting to each person entitled to such notice.

(42) Notice may be given by mail, fax, or email addressed to the address or fax number last provided by the member.

(43) Notice may be given within a publication that is circulated to all members entitled to such notice. All previous newsletters are available at www.linx.ngo/Newsletters.

(44) If due diligence is taken to give public notice, the proceedings of the meeting are valid.

(45) A quorum for any annual meeting or special general meeting of the Organization shall be FIVE (5) Voting members. No business shall be transacted in the absence of a quorum.

(46) Annual or Special general meetings of the Organization may be held in person, by teleconference, by video conference or by use of any other technology which allows each voting member to communicate his views to all other voting members participating in the meeting.

(47) Voting at meetings where the members are present in person shall be by show of hands. Voting at meetings where one or more members are not in attendance in person or where the meeting is held using electronic or other technology shall be conducted in such manner as is established by the Chairman, provided it is a manner that allows all votes to be tallied at the time of the meeting. Proxy voting is not allowed at any meeting of the Organization.

RECORD KEEPING

(48) The full name, address, birthdate, and start/end date must be kept on record for every board member. The information must be filed with the Annual Charity Return on form T1235.

(49) Board of Director's Bylaws must be stored electronically with the Executive Director.

(50) Hard copies or digital copies of the meeting minutes for the Board of Directors and A.G.M. must be kept for SEVEN (7) years within the file storage area of the organization and be attached to the financial statement. After SEVEN (7) years, these files may be kept entirely digitally in at least TWO (2) different locations indefinitely.

(51) Hard copies and digital copies of all financial documents must be maintained by the Board Secretary and kept in the file storage area of the organization, and must be kept for SEVEN (7) years within the file storage area of the organization and be attached to the financial statement. After SEVEN (7) years, these files may be kept entirely digitally in at least TWO (2) different locations indefinitely

(52) Financial statement, Meeting Minutes (up to SEVEN [7] years), Bylaws and the Policies and Procedures Manual for Leduc LINX Connect Centre can be made available to the public by request via the Chairman. Documents must be presented to the requesting party within FIVE (5) business day

FINANCIAL

(53) All monies received shall be deposited into a recognized financial institution.

(54) All purchases in excess of \$1000.00 will need approval from the Board before purchase, excluding payroll and grants where spending has been pre-designated.

(55) Sale of any assets of the Organization must have Board approval.

(56) No credit card is to be opened without Board approval.

(57) Two signatures are required on all cheques. Signing authority is as follows:

(a) Chairman

(b) Treasurer

(c) Executive Director

(d) Business Manager

**if neither of the people signing is a Board member, the TWO (2) Board members authorized to sign must be notified of the particulars in writing within ONE (1) week.

- (58) The Board will review and approve yearly variable budget that is set by the Executive Director prior to the next fiscal year. Any changes to the previous approved budget will be brought to the Board. (This budget is subject to regular fluctuation due to ongoing changes in government funding, grants, fundraising, donations, and other sources of revenue/costs of expenditures).
- (59) For the purpose of carrying out its objects, the Organization 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 Organization by a decision of the Board, provide that in no case shall debentures be issued without the sanction of a special resolution of the Society.
- (60) The books, accounts and records of the Organization shall be audited at least once per year by a Chartered Profession Accountant. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor(s) at the annual meeting of the Organization.
- (61) The Auditors Report for the Organization may be inspected by a voting member at the annual meeting or any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same. Each Director shall, at times, have access to such books and records.

DISSOLUTION

- (62) If the society is dissolved or wound up then all the funds of the funds of the society remaining after the payment of legitimate debts and expenses, shall be given to a registered charity **under the Income Tax Act**, having objects similar to that of the society.
- (63) Dissolution of the Leduc LINX Connect Centre is done so at the direction of the Board of Directors with a majority vote from the Board of Directors and active members.

DISSOLUTION OF EXECUTIVE POSITIONS

- (64) Any member holding an executive position in the Board of Directors can step down from their position within THIRTY (30) days written notice to the Board.
- (65) Any vacancies for the executive positions shall be filled at the next Board meeting by a majority vote.

APPENDIX A: BOARD MEMBERS

CHAIRMAN

Commencement of the term is determined at the meeting of the Board directly following the A.G.M.

The Chairman shall:

- Chair the A.G.M.as well as any and all meeting of Leduc LINX Connect Centre Board of Directors.
- Review and sign documents as required (grant applications, AGLC, cheques).
- Make reports and recommendations to the Board of Directors and the Organization.
- Represent the organization at media related affairs.
- Make recommendations for future Board of Director members
- Address complaints from the public and from the Society staff.
- Ensure succession planning.
- Be the liaison between the Executive Director and the Board.
- Review and approve the agenda for the Board general meeting.
- Review and approve the meeting minutes from the Board general meeting
- Perform an annual Performance Review of the Executive Director which will include goal setting for the year for the Executive Director and the Organization.
- Call Special Meetings.

VICE-CHAIR

Commencement of the term is determined at the meeting of the Board directly following the A.G.M.

The Vice-Chair shall:

- Perform the duties of the Chairman in his/her absence.
- Assist the Chairman with the overseeing of the Organization.
- Acts as a social liaison, promoting the relationship between The Board of Directors and the Organization's members and staff.

SECRETARY

Commencement of the term is determined at the meeting of the Board directly following the A.G.M.

The Secretary shall:

- Take meeting minutes during regular Board meetings as well as at the A.G.M.
- Type and submit for approval to the Chairman both the general and A.G.M meeting minutes.
- Ensure that an adequate archive of all meeting minutes is kept so that it may be reviewed if necessary.
- Prepare and submit for approval to the Chairman ONE (1) week prior, the agenda for the general meetings.
- Prepare and submit for approval to the Chairman ONE (1) week prior, the agenda for the A.G.M.
- Work with the Chairman to prepare the annual reports for the A.G.M.

TREASURER

Commencement of the term is at the meeting of the Board directly following the A.G.M.

The Treasurer shall:

- Review bank statements and credit card statements and reconcile both documents.
- Review bank deposits.
- Review and sign cheques with back-up documentation.
- Keep and maintain records of Profit and Loss as well as Account Balance Statements.
- Arrange and assist with documents needed for yearly audit with accredited Accountant.
- Bring forth the name(s) of the accredited Accountant to be voted and approved on/of at the yearly A.G.M.
- Present comprehensive financial statement and audit findings at the A.G.M.

DIRECTORS

Term is ONE (1) year from A.G.M. to A.G.M.

The Director(s) shall:

- Complete the Directorship Form upon appointment.
- Be allowed to withdraw from Directorship upon a notice in writing to the Board of Directors through its Chairman.
- Be those adults from within the service area of Leduc LINX Connect Centre who have paid the adult membership and who are in good standing with Leduc LINX Connect Centre

- Have a criminal record check and a vulnerable sector criminal record check completed prior to acceptance on the Board, and must be renewed every THREE (3) years.
- Attend and participate in regular meetings of the Board and the A.G.M.
- Have the opportunity to chair a subcommittee and appoint the members within. The committee itself can comprise of other board members and/or the public.
- Be encouraged to engage in community events and be a positive ambassador for Leduc LINX Connect Centre.

APPENDIX B: DISCIPLINARY ACTIONS

Any Member of the Board may be removed for just cause which the Agency may deem reasonable. Upon petition by SEVENTY FIVE percent (75%) or more Members of the Leduc LINX Connect Centre or a formal motion from any one Director, the full Board shall convene to determine whether or not a hearing is warranted and the terms of the removal if a hearing proceeds. The individual for whom removal has been petitioned shall have the right to be present and heard at the hearing of the Board. Upon an agreement of SEVENTY FIVE percent (75%) of the Board, the individual may be removed from Directorship upon completion of the hearing.

If a Member of the Board is charged with a criminal offence, he or she must immediately step down until the case has been resolved. If the Director is found not guilty, he or she may be reinstated upon approval from the Board.

The Chairman may also ask a Member of the Board to resign if they impeded decisions being made, are found to be a disturbance in meetings and/or are not positively representing the society in the community.

APPENDIX C: DISPUTE RESOLUTION PROCESS

Should any Member in good standing have a dispute with the decision(s) of the Board of Directors, the Executive Director, or a member of Leduc LINX Connect Centre staff, complaints are first to be brought to the attention of the Executive Director.

Should the Executive Director and the Chairman be unable to resolve the dispute, the issue shall be brought before the Board of Directors as a whole, or a Committee named for the purpose, for a Hearing. The Secretary shall take minutes of the proceeding, which are to be kept strictly confidential between involved parties for all purposes other than the resolution of the dispute.

Should the hearing fail to resolve the dispute, it may be referred to arbitration as per the procedure outlined in the *Societies Act*. All costs associated with such procedures are to be shared equally by the parties. The outcome of any arbitration will be final and binding.

Other dispute resolution mechanisms may be proposed on a case-by-case basis to assist in the resolution of conflicts, and must be approved by the majority of the Board of Directors prior to implementation.

APPENDIX D: VOLUNTEER PACKAGE

REQUIREMENTS

The complete Volunteer Package resides with the Executive Director and includes but is not limited to:

- (a) Membership Application form.
- (b) Oath of Confidentiality form
- (c) Criminal Record Check form.
- (d) Vulnerable Sector Criminal Record Check form.

APPENDIX E: AMENDMENTS TO THE BYLAWS

All amendments:

- Must be performed using the procedure set out in the *Societies Act*, and compliant with all requirements thereunder;
- Shall be approved by the Board before being presented for approval at the A.G.M.
- Must be ratified by the Membership at the A.G.M
- Must be submitted with the T3010 Form (Annual Charity Form)