

Volunteer Alberta

(The Association of Volunteer Centres and Volunteer Engaging Organizations of Alberta)

Bylaws

Article I - PREAMBLE

1.0 The Society

The name of the society is The Association of Volunteer Centres and Volunteer Engaging Organizations of Alberta, which may also be known or referred to as Volunteer Alberta.

1.01 The following articles set forth the Bylaws of Volunteer Alberta.

Article II - DEFINITIONS

2.0 In these by-laws, the following definitions shall apply;

- a. "Act" means the Societies Act R.S.A. 1980, Chapter S-18 as amended, or any statute substituted for it.
- b. "Annual General Meeting" means the annual meeting of the members.
- c. "Association" means Volunteer Alberta, The Association of Volunteer Centres and Volunteer Engaging Organizations of Alberta.
- d. "Board" means the Board of Directors of the Association.
- e. "Bylaws" mean the Bylaws of this Society as amended.
- f. "Director" means an individual elected or appointed to the Board. This includes the President and the immediate Past President.
- g. "Executive Director" means an individual employed by the Association to be the Executive Director, manage the Association office and carry out the policy directions of the Board of Directors.
- h. "General Meeting" means the Annual General Meeting and a Special General Meeting.
- i. "Interpretation" rules applicable to these Bylaws mean that words importing the singular number or the masculine gender shall include the plural number of the feminine gender, as the case may be, and vice versa.
- j. "Member" means an individual, society, facility, agency, association, corporation, or partnership that supports or is interested in furthering the objectives of the Association, or is engaged in or affiliated with the voluntary sector in Alberta and that has received approval from the Board of Directors. Notice of any meeting or the provision of any written proxy shall include delivery of such notice electronically.
- k. "Officers" means the President, Vice-President, Secretary, Treasurer, and Past President.
- l. "Quorum" means the percentage of representation required for any action by the Board.
- m. "Registered Office" means the registered office for the Association.
- n. "Representative" means a person designated by a member to represent the member at meetings of the Association and to be informed of Association matters.
- o. "Resolution" means a declaration of intent, a policy statement or a direction to the Board of Directors as adopted at an Annual or Special General Meeting of the Association.
- p. "Volunteer Centre" is defined as a voluntary sector organization that provides to the community-at-large the following services:
 - i. promote volunteering
 - ii. build the capacity of organizations to engage volunteers
 - iii. facilitate connections between people with volunteer opportunities
 - iv. provide leadership on issues related to volunteering and citizen engagement
 - v. current Volunteer Alberta Member.

- q. "Voting Member" means a Member entitled to vote at the meetings of the Association.

Article III – MEMBERSHIP

- 3.0 There shall be two categories of membership:
 - a. A **Member** shall be any individual, agency, association, program, corporation, or partnership that supports the objects of the Association.
 - b. An **Honourary** member shall be any individual who has shown distinguished merit in the field of volunteerism, or who has made an outstanding contribution to the development of volunteerism and/or nonprofit/voluntary sector, and has positively contributed to Volunteer Alberta's vision.

The final determination as to whether an individual shall be defined as an "honourary member" rests with the Board of Directors of the Association.

- 3.01 An applicant for membership in the Association shall be admitted upon payment of the prescribed fees, as determined by the Board of Directors from time to time, and approved by the Board.
- 3.02 A member shall withdraw from the Association by submitting written notice to the President or Secretary. Any member who has ceased to be a member shall continue to be liable, subject to these Bylaws, in respect of all claims incurred up to the time of the cessation of membership.
- 3.03 If a member is at any time in arrears for dues or assessments, that member may be suspended twenty-one (21) days after written notice to the member's last known address. Any member who has ceased to be a member shall be entitled to all rights which have accrued while a member, but from the date of ceasing to be a member, they shall be excluded from all benefits to which members are entitled under these Bylaws and shall not have any further claim on the funds of the Association. A member who has been suspended may be reinstated upon full payment of dues and assessments or upon demonstration of proof of payment.
- 3.04 A member may be expelled by the Board for actively working against the interests of the Association or for ceasing to be eligible for its category of membership. Warning of expulsion shall be mailed to the member twenty-one (21) days in advance of the impending action. The member shall have the right to state its case to the Board.
- 3.05 A member who has been expelled by the Board shall have the right to appeal the expulsion at the next Annual General Meeting. Notification of such appeal must be sent to the full membership at least twenty-one (21) days prior to the Annual General Meeting.

Article IV – GENERAL MEETINGS

- 4.0 Members shall be entitled to notice of any general meeting.
 - 4.01 An Annual General Meeting shall be held no later than six (6) months after the end of the fiscal year.
 - 4.02 The Secretary mails or delivers a notice to each member at least 21 days before the Annual General Meeting.
 - 4.03 Each Member may forward to the Registered Office, at least seven (7) days prior to the Annual General Meeting, the name of a Representative or alternate to be the member's representative at meetings.

- 4.04 Subject to section 4.10, voting at general meetings shall be limited to those voting Representatives either present or authorized by proxy.
- 4.05 The business of the Annual General Meeting shall include:
- a. the President's report for the past fiscal year,
 - b. a review of the audited financial statements and auditors report for the past fiscal year,
 - c. the election of Directors,
 - d. the appointment of auditors, and
 - e. consideration of matters specified in the meeting notice.
- 4.06 Every general meeting other than an Annual General Meeting is a Special General Meeting, and
- a. the Directors may convene a Special General Meeting whenever they deem it necessary,
 - b. a Special General Meeting must be called upon receipt by the Secretary of a written request for such a meeting by at least twenty (20) percent of the members setting forth the purpose of the Special General Meeting, and
 - c. such Special General Meeting must be called by the President within three (3) months of the receipt of the request.
- 4.07 Written notice of a Special General Meeting shall be given no later than twenty-one (21) days prior to the meeting date. Such notice shall include:
- a. the purpose, place, day and time of the meeting,
 - b. a draft agenda,
 - c. special resolutions, if any.
- 4.08 The accidental omission to give notice of a meeting to a member does not invalidate the proceedings at a meeting.
- 4.09 A quorum for the transaction of business at any general meeting will be 25 voting members or ten (10) percent of the voting members, whichever is less, present either through designated Representative or by proxy.
- 4.09.1 In the event that no quorum is present within thirty (30) minutes from the time appointed for the meeting, the meeting shall stand adjourned to the same day and place after another thirty (30) minutes has passed, and the voting members present at that time shall constitute a quorum. No notice need be given to the voting members of the adjourned meeting.
- 4.10 Subject to Article 5.01, a resolution brought before a general meeting will be resolved by a simple majority of votes.
- 4.11 Voting at general meetings shall be by a show of hands except for election to the Board. This shall be conducted by secret ballot and two (2) scrutinizers may be selected by the members. **Member**, shall have one (1) vote; **Honorary Member**, shall have no vote.
- 4.12 In the event that a Representative is unable to attend a general meeting, the Representative may forward a written proxy to be received at the Registered Office no later than seven (7) days prior to the meeting. The proxy shall include the name of an alternate Representative from a member who will be authorized to vote on behalf of the non-attending Representative. The proxy shall be signed and dated by the non-attending Representative.

Article V - SPECIAL RESOLUTIONS

- 5.0 The Bylaws of the Association shall not be rescinded, altered or added to, nor shall the objects of the Association be altered, nor shall any borrowing of money be undertaken without the sanction of a special resolution.
- 5.01 A special resolution of the Association is:
- a. A resolution passed:
 - i. at a general meeting of which not less than twenty-one (21) days' notice specifying the intention to propose the resolution has been duly given, and
 - ii. by the vote of not less than seventy-five (75%) percent of those members present who, if entitled to do so, vote by Representative or by proxy.
 - b. 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
 - c. A resolution consented to in writing by all the members who would have been entitled to be present at a general meeting to vote on the resolution, or where proxies are permitted.

Article VI – DIRECTORS

- 6.0 The affairs of the Association shall be governed by a Board of Directors, which shall function within the provisions of these Bylaws and in accordance with the objects of the Association. Every Director shall be entitled to one vote at Board Meetings.
- 6.01 The Board of Directors shall consist of no less than six (6) and no more than eleven (11) Representatives and the Executive Director (non-voting). The Board of Directors will include a minimum of one (1) elected Volunteer Centre Representative. The remaining Directors will consist of members elected by the membership.
- 6.02 All elections shall take place at the Annual General Meeting. In the event the Board shall number less than six (6), it shall conduct no further business, save and except the appointment of additional Directors in accordance with Article 6.07. If a full complement of Directors is not elected at the Annual General Meeting, the Board of Directors may appoint additional Directors up to the maximum of eleven (11).
- 6.03 To be eligible for election to the Board of Directors, an individual must be a member of the Association.
- Nominations from the floor at the Annual General Meeting will not be accepted.
- 6.04 The member must authorize its Representative for inclusion in the slate of candidates for election to the Board of Directors. This authorization shall be in writing and signed by the Representative.
- 6.05 At each Annual General Meeting, the voting members shall elect Directors for a two (2) year term.
- 6.06 The term of service of a Director shall commence upon the dissolution of the membership meeting at which a Director is elected. No director shall be eligible to serve more than three (3) consecutive terms.
- 6.07 Directors shall be eligible for re-election after one year of retirement.
- 6.08 Subject to Article 8.02, the Immediate Past President will be an additional Director.
- 6.09 If a Director ceases to be a member of the Board, the remaining Directors may appoint a Representative to fill the vacancy until the next Annual General Meeting.

- 6.10 No Director shall receive any remuneration from the Association other than reimbursement for approved reasonable expenses incurred in carrying out duties on behalf of the Association.
- 6.11 A Director shall cease to be a Director:
- a. by submitting to the President or Secretary a letter of resignation,
 - b. by being absent without just cause from three (3) consecutive Board meetings, or
 - c. by being expelled by a resolution of the Board, notice of which shall be accompanied by a statement of reason for expulsion. The Director who is subject to the resolution shall be given the opportunity to be heard by the Board before the resolution is put to a vote.

Article VII - DIRECTORS PROCEEDINGS

- 7.0 The Board of Directors shall meet at least twice (2) per year at such times and places as the Directors may determine, or shall take place by conference call or other agreed to means of communications as determined by the Board.
- 7.01 A notice of meeting will be forwarded to the Directors at least seven (7) days prior to a Directors' meeting. Such notice shall include the place, day and time of the meeting, with an agenda and any written reports for discussion at the meeting.
- 7.02 The Executive Committee may meet up to four (4) times a year. Action taken at this meeting will be minuted and forwarded to Directors for ratification at their next meeting. The Executive Committee may act on behalf of the Board between meetings.
- 7.03 A majority of the Directors then in office shall constitute a quorum at any Board meeting.
- 7.04 Resolutions brought to the Directors' meeting will be resolved by a simple majority of those present.

Article VIII - OFFICERS

- 8.0 At a Directors' meeting convened immediately or as soon as possible following the Annual General Meeting, the Officers of the Association shall be appointed by and from the Directors.
- 8.01 The Officers shall include the President, Vice President, Secretary and Treasurer, and the Past President, which is a non-elected position held by the Immediate Past President.
- 8.02 At the discretion of the Directors, a past President may be appointed as Immediate Past President.
- 8.03 Officers' responsibilities:
- a. President
 - i. Shall preside as Chairperson at all meetings of the Association and Board of Directors.
 - ii. Is the chief executive officer of the Association and shall supervise the affairs of the Board.
 - iii. Is a member ex-officio of all Committees.
 - b. Vice President
 - i. Shall carry out applicable duties in the President's absence.

c. Secretary

- i. Shall issue notice of meetings of the Association and Directors and ensure that all records of all proceedings of the Meetings of the Association and the Board are kept and distributed as directed by the Board.
- ii. Has custody of the common seal of the Association.
- iii. Is responsible for the register of Members and Representatives.
- iv. Is responsible to submit the required documents to the registered office of the Association.

d. Treasurer

- i. Is responsible for such financial records as are necessary to record the financial affairs of the Association.
- ii. Shall ensure that financial records are maintained and financial statements are prepared and distributed as directed by the Board.
- iii. Shall have the responsibility to supervise the custody and disbursement of all funds of the Association as directed by the Board.

e. Immediate Past President

- i. Is eligible to vote at any Board of Directors Meetings.
- ii. Chairs the nominating committee.
- iii. Carries out other duties assigned by the Board.

8.04 In the Secretary's absence from a meeting, the Directors shall appoint another Director to act as Secretary for that meeting.

Article IX- COMMITTEES

9.0 Executive Committee - chaired by the President

Shall carry on the business of the Association between Directors' meetings and in accordance with policies and directives established by the Directors. The Executive Committee shall be comprised of the Officers of the Association.

9.01 Nominating Committee - chaired by the Immediate Past President, or if no office holder, the Secretary.

Shall provide a slate of candidates to fill Directors' vacancies for election at the Annual General Meeting. The committee shall endeavor to include regional representation in the slate of candidates. This Committee shall include at least one Representative who is not a Director.

9.02 Ad Hoc Committees

The Executive Committee may appoint Ad Hoc Committees for specific purposes. All Ad Hoc Committees are dissolved upon completion of their duties.

9.03 A Director shall chair all Committees

Article X - EXECUTIVE DIRECTOR

10.0 The Board shall appoint an Executive Director who shall administer the affairs of the Association and who shall, on behalf of the Board, be responsible for the general administration (including preparing and keeping other books and records to be kept at the registered office) and organization of the association (including the selection, employment, control and discharge of all employees) subject to the policies as may be adopted and such orders as may be issued by the Board from time to time.

- 10.1 The Board shall, on appointing an Executive Director, set the conditions of employment and review them no less often than annually.
- 10.02 The Executive Director shall be a non-voting Member of the Board.
- 10.03 The Executive Director shall have authority to carry out such further duties as may be assigned by the Board.

Article XI - CONFLICT OF INTEREST

- 11.0 Any Board member who is directly or indirectly interested in any matter before the Board or any of its committees or who has an associate who is directly or indirectly interested in any matter before the Board or any of its committees shall excuse himself/herself from the meeting until the discussion and voting (if applicable) on the matter has been completed.

Article XII – BANKING

- 12.0 The banking business of the Association shall be transacted with such chartered bank, or other financial institution carrying on banking business, as the Directors may designate.
- 12.01 All monies received by the Association shall be deposited in the bank account or accounts kept in the name of the Association at such bank.
- 12.02 Signing officers for the Association shall be any one of the President, Vice President, Secretary, Treasurer and Executive Director. Any two of these shall sign all contracts, financial and legal documents on behalf of the Association.
- 12.03 No member or Director shall enter into contracts on behalf of the Association, without prior approval of the Executive Committee.

Article XIII - BORROWING POWERS

- 13.0 The Association may borrow, raise or secure the payment of money in such manner as it thinks fit.
- 13.01 Authority to borrow or secure money shall be approved by special resolution.

Article XIV - AUDITOR

- 14.0 The members shall annually appoint an auditor for such periods as the members may decide. A qualified accountant shall conduct the audit. The audit may be defined as an Audit or Review, as determined annually by the Board.
- 14.01 Auditors shall have a right to access records, information, and explanations as may be necessary for the performance of their duties as Auditors.
- 14.02 A report from the Auditors shall be presented at each Annual General Meeting. Said report shall reflect the financial position of the Association using generally accepted accounting principles.
- 14.03 Any member may inspect the Association's books and records at any time upon giving reasonable notice and arranging a time satisfactory to the Treasurer or Executive Director.

Article XV - FISCAL YEAR

- 15.0 The Fiscal year of the Association shall be from January 1 to December 31.

Article XVI – LIABILITY

- 16.0 Each Director or Officer holds office with protection from the Association. The Association indemnifies each Director or Officer against all costs or charges that result from any act done in their role in the Association. The Association does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.
- 16.01 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 wrongful act of any person, firm or corporation dealing with the Association. No Director or Officer is liable for any loss due to an oversight or error in judgment, or by an act in their role for the Association, unless the act is fraud, dishonesty or bad faith.

Article XVII – SEAL

- 17.0 The Directors may provide a common seal for the Association to be retained by the Secretary. The Directors shall have power from time to time to destroy it and substitute a new seal in place of the destroyed seal.

Article XVIII – DISSOLUTION

- 18.0 The Association does not pay any dividends or distribute its property among its Members.
- 18.01 If the Society is dissolved, any funds or assets remaining after paying all debts are paid to a registered and incorporated charitable organization. Members select this organization by Special Resolution. In no event do any Members receive any assets of the Society.

Article XIX - RULES OF ORDER

- 19.0 Roberts Rules of Order shall govern in every instance not covered by these Bylaws, and in the conduct of General meetings and Directors' meetings.

Created: May 1999

Passed by a Special Resolution at Annual General Meeting: June 18, 1999

Passed by a Special Resolution at Annual General Meeting: June 8, 2007

Passed by a Special Resolution at Annual General Meeting: June 13, 2008

Passed by a Special Resolution at Annual General Meeting: June 5, 2009

Passed by a Special Resolution at Annual General Meeting: June 11, 2010

Passed by a Special Resolution at Annual General Meeting: June 14, 2013

Passed by a Special Resolution at Annual General Meeting: June 6, 2014

Passed by a Special Resolution at Annual General Meeting: May 26, 2016

Passed by a Special Resolution at Annual General Meeting: June 12, 2017

Passed by a Special Resolution at Annual General Meeting: June 10, 2019

Passed by a Special Resolution at Annual General Meeting: June 15, 2021

Passed by a Special Resolution at Annual General Meeting: June 27, 2022