

# Volunteer Lethbridge Association

## BY-LAWS

### **Article 1 Name of the Association**

The name of the Association shall be Volunteer Lethbridge Association

### **The Objective of the volunteer Lethbridge Association shall be:**

Volunteer Lethbridge Association enriches the Lethbridge and area communities by facilitating individuals and organizations in the support and advancement of volunteerism.

### **Article 2 Membership**

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

**2.1.1** Individual members, who shall be any person who has attained the age of eighteen (18) years and who subscribes to the Association's purposes;

**2.1.2** Organizational members, who shall be any organization using a volunteer component in the provision of its products or services, and which has a not-for-profit economic objective.

**2.2** Membership in the Association shall become effective upon payment of the annual dues associated with the category of membership. The amount of such annual dues shall be designated by the Board of Directors.

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

**2.4** Membership in the 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 board member

**2.4.2** Being in default with respect to payment of annual dues, where default shall be defined as being ninety (90) days in arrears with respect to notice of request to pay annual dues;

**2.4.3** Being expelled from membership by reason of undertaking activities that are not consistent with the purpose of the 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 for 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 Secretary within ten (10) 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 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 general meeting of the membership.
- 3.2** Proxy votes shall be permitted at Annual General and Special Meetings, where the form of proxy shall be Proxy Vote Authorization attested to by the member and lodged with Association Secretary not less than five (5) days in advance of the Annual General or Special Meeting.
- 3.3** Any motions, except for a motion to amend the by-laws or a motion to dissolve the Association, shall be deemed to have carried by receiving a simple majority of votes from the members present.
- 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 Association's Secretary shall serve as the Returning Officer.

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

- 4.1** Members shall be notified of any meeting requiring a motion or special resolution of the Association not less than twenty-one (21) days in advance of the scheduled date of the meeting.
- 4.2** Notice of meeting shall include a provisional agenda and notices of motions/resolutions to be put before the membership.

- 4.3 Notice of the Annual General Meeting shall be by mail or electronic media to the member's address as carried in the Association's records. The postmark and/or dated electronic media no less than twenty-one (21) days in advance of the scheduled meeting shall be deemed delivery of the material.
- 4.4 There shall be an Annual General Meeting which shall be held not more than ninety (90) calendar days after the end of the Association's fiscal year.
- 4.4.1 The business of the Annual General Meeting Shall be:
- 4.4.1.1 Minutes of the previous Annual General Meeting;
- 4.4.1.2 President's report;
- 4.4.1.3 Treasurer's report which shall include presentation of the financial statements and auditor's report
- 4.4.1.4 The appointment of auditor for the next fiscal year;
- 4.4.1.5 The election of Directors
- 4.5 Quorum at Annual General Meeting and Special General Meetings shall be (30%) percent of the members.
- 4.6 Special General 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:
- 4.6.1 Where the Board of Directors deems an issue of significance to the entire membership such that it requires debate.
- 4.7 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 Secretary of the Association.
- 4.8 The Board of Directors shall provide fourteen (14) days' notice of the Special General Meeting to Members.
- 4.9 Notice of Special General Meetings shall be by mail or electronic media to the member's address as carried in the Association's records. The postmark and/or electronic media mark no less than fourteen (14) days in advance of the scheduled meeting shall be deemed delivery of the material.
- 4.10 Only the question stated in the Notice of Meeting shall be put to the members at the Special General Meeting

4.11 Robert's Rules of Order shall govern the conduct of meetings.

#### **Article 5 Board of Directors**

- 5.1 There shall be a Board of Directors elected by the members consisting of not less than seven (7) individuals and not more than twelve (12) individuals.
- 5.2 The Board of Directors shall be charged with governance of the 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 Where an incumbent Director's position shall become vacant during a term, the Board of Directors may appoint an Interim Director to the position.
- 5.5 A Director shall be deemed to have vacated his or her position under the following circumstances:
- 5.5.1 By delivery of a letter of resignation to the President;
  - 5.5.2 By being absent without cause for three (3) consecutive regular meetings of the Board;
  - 5.5.3 Upon taking up regular or term employment with the Association;
  - 5.5.4 Upon being expelled by a resolution of the Board.
- 5.6 Notice of Intention to Expel from the Board of Directors shall be served in writing at least seven (7) days in advance at the Board meeting where the expulsion shall be voted upon, and shall state the grounds of expulsion.
- 5.7 A Director under notice of Intention to Expel shall have the right to appeal such notice at the Board meeting where the expulsion is to be voted upon.
- 5.8 Expulsion shall be deemed to have occurred upon the passing of a motion by a majority of Directors.
- 5.9 The Board of Directors shall meet at least six (6) times a year.
- 5.9.1 Notice of meetings of the Board of Directors shall be five (5) Directors.
  - 5.9.2 A quorum at meetings of the board of Directors shall be five (5) Directors.
  - 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 majority vote shall decide the outcome of all motions.

**5.10** No director shall receive remuneration of any type from the Association for the performance of his or her duties. Reasonable expenses incurred in the execution of Association duties shall be reimbursed by the Association upon presentation of receipts.

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

**6.1** At a special 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 Association shall be:

**6.2.1** The President, shall preside at Board of Directors meetings, chairs the Executive Committee, sits as an ex-officio, member on all Standing Committees of the board, renders any official statements to the media and votes proxies on behalf of members;

**6.2.2** The Vice-President shall act in the capacity of President when the President is not available;

**6.2.3** The Secretary, serves or causes to be served all required notices of meetings, records or causes to be recorded and prepares Minutes of all meetings, prepares or causes to be prepared all official documents and records of the Association, and manages board correspondence;

**6.2.4** The Treasurer shall be responsible for the financial records of the Association.

**6.2.5** The signing officers of Association are any two (2) of the following: President, Vice President, Treasurer and Executive Director.

#### **Article 7 Standing committees of the Board of directors**

**7.1** The Standing Committees of the Association shall be:

**7.1.1** The Executive Committee, which shall consist of the Officers of the Association, and shall act on behalf of the Board of Directors between regular meetings of the Board;

**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 Standing Committee members shall be one year, commencing at the special board of Directors meeting after the Annual General meeting;

## **Article 8 Banking**

- 8.1 The Association shall conduct its banking business only with a chartered bank, trust company or credit union.
- 8.2 The Association shall maintain accounts, to safely manage and hold Associations funds.
- 8.3 Signing on all financial and legal instruments of the Association shall consist of any two of the following signing officers: President, Vice President, Treasurer and Executive Director.
- 8.4 Financial Institute acceptable signatures of the Association signing officers shall be rendered on any financial documents.

## **Article 9 Borrowing Powers**

- 9.1 The Association may borrow, raise or secure financial resources as are necessary to carry out the Association's mission in any way it deems fit.

## **Article 10 Fiscal Year**

- 10.1 The Fiscal year of the Association shall be January 01 through December 31

## **Article 11 Appointment of Auditors**

- 11.1 A qualified 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 books, accounts and records of the Association will be audited once each year by a person in one of the following categories:
  - 11.3.1 A person holding the professional designation of Chartered Accountant (CA), Certified Management Accountant (CMA) or Certified General Accountant (CGA).
- 11.4 Persons selected to conduct and report the audit shall not be Directors or employees of the Association.
- 11.5 The Association's last audited statement may be inspected by any member.

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

**12.1** The By-laws may be rescinded, altered or added to by a special resolution at the Annual General Meeting or a Special General Meeting.

12.1.1 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;

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

**13.1** The Board of Directors may adopt a Seal which will become the Seal of the Association.

**13.2** The common seal of the Association shall be under the control of the Board and the responsibility for its custody and use from time to time shall be determined by the board of Directors.

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

**14.1** Dissolution of the Association shall be proposed by the board of Directors only under two conditions:

**14.1.1** Where the 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 in a reasonable length of time;

**14.1.2** Where the mission of the 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 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

**14.3** A vote of seventy-five (75%) percent of the membership at the Special General Meeting called for the purpose of considering dissolution shall be required to decide the question.

**14.4** Distribution of remaining assets after payment of its debts to one or more eligible charitable organizations, or transferred in trust to the City of Lethbridge until such time as the assets can be transferred from the City of Lethbridge to an eligible charitable organization.

14.5 Distribution of remaining 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.

Approval:   
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President, Volunteer Lethbridge Association Board of Directors

Date Approved: March 27, 2012