

### **CBE Staff Association**

# **Annual General Meeting**

Date: November 22, 2017

Directors in	Lois Robb (Chairperson), Charlene Barva, Jen Copithorne, Jackie Galambos,
Attendance:	Nancy Huizinga, Julia Kim, Donna Porter, Rae-Ann Royal, Jane Waldron
In Attendance:	Mark Johnson (Staff Association Manager), Dawn Scott (Recording Secretary)
Regrets:	Director: Mike Minard
	Staff Association: Albert Herscovitch (Staff Association Manager)

1. CALL TO ORDER: Meeting called to order at 7:00pm. The meeting was adjourned for 10 minutes as there was not a quorum present. The meeting was re-called to order at 7:10pm.

Motion Status /
Action Items

**2. INTRODUCTIONS:** Lois Robb welcomed the members that came out to the meeting and introduced Staff Association's Board of Directors and office staff.

#### 3. APPROVAL OF MINUTES:

Motion by Carol Binder, that the Annual General Meeting Minutes of November 23, 2016 be approved as printed, seconded by Larry Frandle. Motion Carried

**Motion Carried** 

### 4. CHAIRPERSON'S ADDRESS:

Lois discussed happenings of the last year:

- We took a very big hit in the spring RAM (Resource Allocation Method). We had over 175 peopled identified for layoff and transfer. We still have 58 members who are looking for placements and a good majority of them have very specific position descriptions.
- This is probably the first year in a number of years where we have had members without jobs this late in the year and this is concerning.
- CBE had the Employee Engagement Survey. Over 8,000 employees responded and each and every one made personal comments.
  - We have not seen a whole lot come out with this so far as they are challenged by manpower to get all of this information out there and how best to handle it.
  - David Stevenson was a big advocate for the survey and we hope that information is out prior to him leaving CBE.
- The Employee Contact Centre (ECC) has been repatriated back to CBE. In 2005, CBE contracted out the services to TELUS. There are four people that man the contact centre and they are pretty busy.
- We also now have payroll being repatriated back to CBE as they think that they can do a better job of it. That is positive!
- We have been working on a mental health strategy for employees and it is sorely needed. This has been implemented to help all employees deal with the stresses of work and life. Stay tuned and hopefully more information will come out around this in January.
- This is a very busy year and everybody is feeling it. Member workloads are that much larger and things are taking its toll.
- We don't always have to find positive things to talk about, but Staff Association will be celebrating our 50<sup>th</sup> year in 2018. We welcome your comments if you have any ideas around fun things that we could do.

- 5. AUDITOR'S REPORT: Presented by Dennis Kisio, Chartered Accountant
  - Chartered Accountant, Dennis Kisio, discussed Staff Association's financial statements for the year-ending August 31, 2017.
    - Dennis Kisio answered questions from the membership pertaining to the Auditor's Report.

Motion by Kim Sahota, that the Auditor's Report be accepted as presented, seconded by Ruth Hogue. Carried.

**Motion Carried** 

### 6. PROPOSED BUDGET: Presented by Nancy Huizinga

- Nancy explained the proposed budget amounts for the 2017-2018 year.
  - Nancy answered questions from the membership pertaining to the proposed budget.

Motion by Nancy Huizinga, that the Proposed Budget for 2017-2018 be approved as presented, seconded by Larry Frandle. Carried.

**Motion Carried** 

# 7. MOTION TO MATCH FUNDING FOR STAFF DEVELOPMENT FUND FOR 2017-2018 (MAIN BODY & PROFESSIONAL SUPPORT STAFF):

Nancy Huizinga motions that the Staff Association put up to \$25,000 to match CBE Staff Development Main Body Funds for 2017-2018, seconded by Carol Binder. Carried

Nancy Huizinga motions that the Staff Association put up to \$5,000 to match CBE Staff Development Professional Support Staff Funds for 2017-2018, seconded by Peggy Billingsley. Carried

**Motion Carried** 

**Motion Carried** 

### 8. SPECIAL RESOLUTION AND PROPOSED BYLAW CHANGES: Presented by: Jen Copithorne

• Jen provided the membership with an overview of the proposed Staff Association Bylaw changes.

Motion by Jen Copithorne that the Bylaws be accepted as presented and that the Board be empowered to edit these Bylaws for spelling, grammar and numbering prior to publication, such edits not to change the substance of these Bylaws, seconded by Laura Dolan-Fraser.

**Motion Carried** 

### 9. MANAGER'S REPORT / UPDATES:

Manager's Report: Presented by Mark Johnson

- Mark provided the membership with an overview of the following items:
  - O A good news item: We were notified this week by the Alberta Pension Services Corporation that the Local Authorities Pension Plan (LAPP) Board voted and unanimously agreed to make a reduction to the contribution rates by 1 percent for both employers and employees, effective January 1, 2018. Benefit information will not change.
  - Negotiation summary as to what has happened so far and provided a bit of information around the negotiation proposals sent out to the membership yesterday.
  - o Ongoing issues with placements and staffing.
    - Mark answered questions pertaining his report.

#### 10. CLOSING REMARKS AND MEETING ADJOURNMENT

Sometimes the things that we learn about come from interesting sources. We have heard that the Boys and Girls Clubs funding for breakfast programs will be no more as of January 2018. Any information that you hear would be greatly appreciated.

- ➤ Lois thanked the membership once again for coming out and thanked the Directors and office staff for their work. As Chair, I am very appreciative of Directors and office staff that work the way they do on your behalf.
- > There will an informal question and answer period after the meeting is adjourned and she and Mark will stay as long as the membership has questions to ask.
- ➤ Lois adjourned the formal part of the meeting at 8:04pm.

### 11. INFORMAL QUESTION & ANSWER PERIOD

Membership questions were asked and answered by Staff Association's Chairperson and Manager.

Recording Secretary

Chairperson

THE CALGARY BOARD OF EDUCATION STAFF ASSOCIATION INDEPENDENT AUDITOR'S REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED AUGUST 31, 2017

# Dennis W. Kisio Chartered Accountant

Professional Corporation

# INDEPENDENT AUDITOR'S REPORT

To the Directors of The Calgary Board of Education Staff Association

I have audited the accompanying financial statements of The Calgary Board of Education Staff Association, which comprise the balance sheet as at August 31, 2017 and the statements of operations and net assets and cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with Canadian accounting standards for not-for-profit organizations, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

### Auditor's Responsibility

My responsibility is to express an opinion on these financial statements based on my audit. I conducted my audit in accordance with Canadian generally accepted auditing standards. Those standards require that I comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessment, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion.

#### Opinion

In my opinion, the financial statements present fairly, in all material respects, the financial position of the Association as at August 31, 2017 and the results of its operations and its cash flows for the year then ended in accordance with Canadian accounting standards for not-for-profit organizations.

DENNIS WISIO PROFESSIONAL CORPORATION

HARTERED ACCOUNTANT

Calgary, Alberta October 24, 2017

# **BALANCE SHEET AS AT AUGUST 31, 2017**

	<u>2017</u>	2016
ASSETS		
CURRENT Current account Business savings account Due from Staff Development Fund Accounts receivable Accrued interest receivable Prepaid expenses	\$ 145,556 527,635 82,400 21,702 12,841 5,092	\$ 131,853 173,441 - 122,073 21,587 4,838 
GUARANTEED INVESTMENT CERTIFICATES	764,302	1,061,766
PROPERTY AND EQUIPMENT (Note 3)	387,986 \$ 1,947,514	414,868 <u>\$ 1,930,426</u>
LIABILITIES		
CURRENT Accounts payable and accrued liabilities	\$ 73,752	\$ 85,963
NET ASSETS		
NET ASSETS - unrestricted	1,873,762	1,844,463
Signed on behalf of the Board  Director	\$ 1,947,514	\$ 1,930,426
Director	ψ 1,347,314	ψ 1,330,420

## STATEMENT OF OPERATIONS AND NET ASSETS

## FOR THE YEAR ENDED AUGUST 31, 2017

w	2017	2016
Revenue		
Members' dues	\$ 1,149,431	\$ 1,106,201
CBE Staff Development Fund	315,000	325,000
PSS Development Fund	150,000	176,000
Interest	12,961	16,678
Insurance rebates	8,482	9,734
Convention	3,782	2,350
	1,639,656	1,635,963
Expenses - as per schedule	20 567	49.072
Board of Directors	38,567	48,973
Negotiations	356	6,503
Condominium	164,507	180,544
Membership	731,584	687,293
Office	91,108	78,966
Salaries and Benefits	584,235	663,114
Total expenses	1,610,357	1,665,393
Excess (deficiency) of revenue over expenses for the year	29,299	(29,430)
Net assets at beginning of the year	1,844,463	1,873,893
Net assets at end of the year	\$ 1,873,762	\$ 1,844,463

# THE CALGARY BOARD OF EDUCATION STAFF ASSOCIATION SCHEDULE OF EXPENSES FOR THE YEAR ENDED AUGUST 31, 2017

FOR THE YEAR ENDED AUGUST 31, 20	17			2012
<b>5</b>		2017		<u>2016</u>
Expenses				
Board of Directors	¢.	0.010	¢	10 006
Professional development	\$	9,919	\$	18,896
Out of pocket		10,011		14,559
Honouraria		7,610		6,915
Milage-chairperson		2,009		1,954
Insurance		1,107		646
Meals		7,911		6,003
	-	38,567	-	48,973
Negotiations		356		6,503
Condominium				
IT Services		87,044		90,771
Condominium fees		19,832		19,070
Property taxes		10,484		9,742
Janitorial service		8,228		12,607
Utilities		4,929		4,933
Insurance		1,788		1,734
Maintenance		2,643		1,759
Amortization		29,559		39,928
	-	164,507	-	180,544
Membership		405.000		407.000
Staff and PSS Development Fund		495,000		437,600
Convention		204,619		203,090
Recognition		6,136		4,408
Scholarships		9,474		9,474
Legal		16,355		32,721
015		731,584		687,293
Office Stationary and supplies		34,903		30,904
Telephones		23,147		17,033
Miscellaneous		6,174		5,534
Audit and accounting		7,516		7,520
Equipment		691		5,502
Sunshine Social Fund		2,324		2,733
Rentals Staff Association meetings		16,353		9,740
Out of the second Property of the		91,108		78,966
Salaries and Benefits Salaries and benefits - office		539,874		595,327
Temporaries salaries and benefits		6,190		29,869
Post retirement-CBE		17,125		15,614
Canada Pension Plan		9,596		10,251
Employment Insurance		4,860		5,335
Payroll administration		1,120		1,065
Member assistance		1,433		3,085
Professional development-staff		4,037		2,568
		584,235	-	663,114
Total expenses	\$	1,610,357	\$	1,665,393

# STATEMENT OF CASH FLOWS

# FOR THE YEAR ENDED AUGUST 31, 2017

		2017		2016
Cash provided by operations Operating activities				
Excess (deficiency) of revenue over expenses for the year Add item not requiring an outlay of cash	\$	29,299	\$	(29,430)
Amortization		29,559		39,928
(Increase) degrees in non-cash working capital balances		58,858		10,498
<ul> <li>(Increase) decrease in non-cash working capital balances         Accounts receivable         Accrued interest receivable         Prepaid expenses         Accounts payable and accrued liabilities     </li> </ul>		17,971 8,745 (254) (12,210)		(58,908) (1,529) (794) 61,284
		14,252		53
		73,110	-	10,551
Investing activities Additions to property and equipment Office equipment Purchase of guaranteed investment certificates Proceeds from guaranteed investment certificates		(2,678) (354,606) 652,071 294,787		(16,930) (779,647) 765,501 (31,076)
Increase (decrease) in cash flows during the year	-	367,897	-	(20,525)
Cash and cash equivalents at the beginning of the year		305,294		325,819
Cash and cash equivalents at end of the year	\$	673,191	\$	305,294
Cash and cash equivalents represented by: Petty cash Current accounts Savings accounts	\$	400 145,156 527,635 673,191	\$	400 131,453 173,441 305,294

### NOTES TO FINANCIAL STATEMENTS

### **AUGUST 31, 2017**

#### 1. DESCRIPTION OF THE ASSOCIATION

The Association was incorporated October 1, 1985 under the statutes of the Societies Act of the Province of Alberta.

The members that are eligible for membership in the Association are those employees of the Calgary Board of Education whose bargaining rights are included under Certificate No.524-92.

#### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

#### a) Basis of Accounting

These financial statements have been prepared in accordance with Canadian accounting standards for not-for-profit organizations and include the following significant accounting policies:

b) Members dues

Members dues are deducted at source by the Calgary Board of Education. Such revenue is recognized upon detailed monthly notification from the Calgary Board of Education.

### c) Property and Equipment

Property and equipment is recorded at cost and amortized over their estimated useful lives on the following annual basis:

Office equipment
Office condominium unit
Computer software

20% declining balance 4% declining balance 5 years straight line

#### d) Use of Estimates

In preparing the financial statements, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and reported amounts of revenue and expenses during the period. Actual results could differ from these statements.

#### e) Financial Instruments

#### i) Measurement of financial instruments

The Association's initially measures its financial assets and liabilities at fair value adjusted by, in the case of a financial instrument that will not be measured subsequently at fair value, the amount of transaction costs, directly attributable to the instrument. The Association subsequently measures all its financial assets and liabilities at amortized cost.

Financial assets measured at amortized cost include cash, amounts receivable and fixed income investments.

Financial liabilities measured at amortized cost include accounts payable and accrued liabilities.

### NOTES TO FINANCIAL STATEMENTS

#### AUGUST 31, 2017

#### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued

#### ii) Impairment

At the end of each reporting period, the Association assesses whether there are any indications that a financial asset measured at amortized cost may be impaired. Objective evidence of impairment includes observable data that comes to the attention of the Association, including but not limited to the following events: a significant financial difficulty of the issuer, a breach of contract, such as a default or delinquency in interest or principal payments; or bankruptcy or other financial reorganization proceedings.

When there is an indication of impairment, the Association determines whether a significant adverse change has occurred in the expected timing or amount of future cash flows from the financial asset. If there is such a change then the Association reduces the carrying value of the asset and the change in value is recognized as an impairment loss in the statement of operations. Any changes that result in a reversal of a previously adjusted asset is recognized in the statement of operations in the period in which the reversal occurs.

### iii) Transaction Costs

Transaction costs are recognized in the statement of operations in the period incurred, except for financial instruments that will be subsequently measured at amortized cost. Transaction costs associated with the acquisition and disposal of fixed income investments are capitalized and are included in the acquisition costs or reduce proceeds on disposal.

#### 3. PROPERTY AND EQUIPMENT

	2017					
	_	Cost		cumulated nortization		Net Book Value
Tangible Office condominium unit Office equipment Intangible	\$	571,863 248,893	\$	(222,185) (214,710)	\$	349,678 34,183
Computer software		73,692		(69,567)		4,125
	\$	894,448	\$	(506,462)	\$	387,986
				0040		
	_		-	2016		
	-	Cost		ccumulated mortization		let Book Value
Tangible Office condominium unit Office equipment	\$	<u>Cost</u> 571,863 246,216		cumulated		
Office condominium unit	\$	571,863	<u>A</u>	ecumulated mortization (207,615)	,	<u>Value</u> 364,248

### NOTES TO FINANCIAL STATEMENTS

### **AUGUST 31, 2017**

#### 4. INCOME TAXES

The Association is not taxable as per Section 149(1)(k) of the Income Tax Act of Canada.

#### 5. CAPITAL DISCLOSURES

The Staff Association's capital consists of its net assets totalling \$1,873,762 (\$1,844,463-2016). Management's objectives in managing this capital are to continue as a going concern and to accumulate capital on an annual basis through the excess of revenue over expenses from the operations of the Association.

The Association will use this capital towards furthering the purpose of the organization and, if necessary, to provide a per diem payment to members in the event of a work stoppage or strike action.

#### 6. FINANCIAL INSTRUMENTS

The Association's financial instruments consist of cash, accounts receivable, accrued interest receivable, guaranteed investment certificates, money market funds and accounts payable and accrued liabilities. The Association is exposed to various risks through its financial instruments and this detailed as follows:

#### a) Fair Values of Financial Assets and Liabilities

For cash, accounts receivable, guaranteed investment certificates, money market funds and accounts payable and accrued liabilities the carrying amounts of these financial instruments approximates their fair value due to their short term maturity or capacity of prompt liquidation. Interest rates related to guaranteed investment certificates vary from 1.40% to 1.55%. These investments mature at various dates from September 8, 2017 to June 1, 2019.

#### b) Interest Rate Risk

The financial risk is the risk to the Association's earnings that arise from fluctuations in interest rates on guaranteed investment certificates. The Association has no variable rate debt and therefore is not exposed to variable rate risk on such debt.

### c) Credit Risk

Credit risk arises from the possibility that the entity from which the Association receives its members' dues (Calgary Board of Education) may experience difficulty and be unable to fulfill its obligations. The Association believes that it is not exposed to such risk.

The current year accounts receivable of \$21,702 arose from outstanding members dues deducted at source by the payroll department of the Calgary Board of Education. This amount was received September 2017.

#### d) Changes in risk

There have been no changes in the Association's risk exposures from the prior year.



# Bylaws of the Association

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## Article 1 - Preamble

### 1.1 The Association

The name of the Association shall be "The Calgary Board of Education Staff Association" hereinafter referred to as the Association.

### 1.2 The Bylaws

This document shall be the general Bylaws for the Association, and shall regulate the business and affairs of the Association.

### 1.3 Interpretation

In all Bylaws of the Association, the singular shall include the plural, and the plural shall include the singular; the masculine shall include the feminine and the feminine the masculine.

# Article 2 - Purpose

The purpose of the Calgary Board of Education Staff Association is:

To achieve the best possible working conditions for its members.

# Article 3 - Terminology

### 3.1 Definitions

- 3.1.1 "Association" shall mean the Calgary Board of Education Staff Association.
- 3.1.2 "Board" shall mean the Board of Directors of this Association.
- 3.1.3 "Bylaws" shall mean the Bylaws of this Association as amended.
- 3.1.4 "Director" shall mean any person elected or appointed to the Board in accordance with the Bylaws.
- 3.1.5 "Executive" shall mean the Executive Officers of the Board of Directors.

# Article 4 - Management of the Association

The Board governs and manages the affairs of the Association. The Board may employ such staff as it deems necessary to transact the business of the Association. Association staff shall be under the direct supervision of the Chairperson and through the Chairperson, under the general direction of the Board.

# Article 5 – Membership

# 5.1 Membership Eligibility

Those eligible for membership in the Association shall be those employees whose bargaining rights are included under Certificate No. 524-92, and any other employees approved by the Directors of the CBE Staff Association. Where they commence employment in a position covered by an Association's Collective Agreement or signs a membership card or petition to be considered a member of the Association.

# 5.2 Membership Dues

Members shall pay dues as established by a Membership meeting.

# Article 5 - Membership Continued

### 5.3 Membership Entitlement

The rights and privileges of membership in the Association:

- a) Receive notice of meetings of the Association.
- b) Attend any meeting of the Association.
- c) Speak at any meeting of the Association.
- d) Exercise other rights and privileges given to members in these Bylaws.
- e) The right to stand for election as a Director of the Association.
- f) The right to representation with the Employer.

## 5.4 Member on Long Term Disability

A Member on Long Term Disability may remain a Member and shall not be required to pay dues.

Insurance Premiums - Alberta Health and Wellness - moved from Policy document

Association members who have exhausted their sick leave benefits administered by the CBE and who have applied for Long Term Disability may apply to the Board to have the premiums for their existing benefits paid by the Association for a period of not more than ninety days or until such time as a pending LTD appeal to Sun Life is resolved. Should the member be successful in their appeal or be reimbursed by the employer for such premiums, it is expected that the member will reimburse the Association.

## 5.5 Withdrawal from Membership

Withdrawal of membership can only take place when a person ceases to be an employee of the Calgary Board of Education.

# 5.6 Expulsion from Membership

Any member may be expelled from membership for any cause, which the Association may deem reasonable, upon the passing of a motion at a General Meeting which is supported by a majority of those present and voting, and such expelled member is denied all rights and privileges of membership. Such expulsion shall be consistent with Section 26 (a) (b) (c) (d) of the current Labour Code.

# Article 6 - General Membership Meetings

# 6.1 Required Meetings

The Association shall hold a minimum of two (2) General Membership Meetings per year. Advance notice of twenty-one (21) days shall be given.

- a) one meeting shall be designated the Annual General Meeting of the Association which shall be scheduled on or before November 30<sup>th</sup>.
- b) The second required meeting shall be scheduled on or before April 30th.

# Article 6 - General Membership Meetings Continued

## 6.2 Meeting Agendas

The standard agenda for Required Meetings will include the following:

- a) Adoption of the Agenda;
- b) Adoption of the Minutes of the previous General Membership Meeting;
- c) Financial Report;
- d) Chairperson Report;
- e) Manager(s) Report; and
- f) Any other business (including changes to the Bylaws) deemed necessary and which is appropriately placed before the meeting.

# 6.3 Special Meetings

- a) Special Meetings of the Membership may be called by the Board.
- b) Seven (7) days notice will be provided.

### 6.4 Emergency Meetings

- a) Emergency Meetings of the Membership may be called by the Board
- b) Forty-eight hours (48) hours notice will be provided.

# 6.5 Notice of Membership Meetings

Notice to the membership shall be by e-mail, or delivered to work sites and shall be posted on the Staff Association Website. This notice shall include the place, date, time and agenda of the meeting.

# 6.6 Quorum

Five percent (5%) of the General Membership shall constitute a quorum. If a quorum is not present, the meeting will be adjourned for ten (10) minutes following which the meeting will be called to order and those members present will constitute a quorum.

# 6.7 Voting

- (a) Voting at all meetings shall be decided by a show of hands, a standing vote, or by secret ballot, on the basis of one (1) vote per member.
- (b) Voting for election of Directors and Ratification of the Collective Agreement shall be by secret ballot which shall be counted by scrutinizers appointed by the Chairperson of the Election Committee from the members present.
- (c) All members shall have the right to vote at any meeting of the Association. Such votes shall be made in person and not by proxy or otherwise.
- (d) Motions shall be passed by a majority vote of such members present at any duly called membership meeting.

### 6.8 Minutes

Minutes shall be taken and recorded at every meeting of the Association. The original copy of the minutes shall be initialed by the Recording Secretary and the meeting Chair. Minutes are to be filed at the office of the Association.

# Article 6 - General Membership Meetings Continued

## 6.9 Rules of Order

Questions of procedure shall be disposed of under Roberts Rules of Order, when not in conflict with the Bylaws of the Association.

# Article 7 – Board of Directors

### 7.1 Directors

### 7.1.1 Composition of the Board

There shall be a Board of Directors consisting of up to ten (10) Directors.

### 7.1.2 Duties of the Board

- a) Maintain and protect Association assets and property.
- b) Approve an annual budget for the Association.
- c) Pay from Association funds all expenses for operating and managing the Association.
- d) Make decisions around investments.
- e) Appoint legal counsel as necessary.
- f) Appoint auditors to examine and report to the Board on the financial statements of the Association.
- g) Establish policies, rules and regulations for operating the Association and its assets.
- h) The Board of Directors shall determine the staff complement of the Association and the hiring and releasing of staff shall be subject to the approval of the Board.
- i) Communicate with the membership through newsletters, bulletins, reports, website etc.
- j) Without limiting the general authority of the Board, delegate its power and duties to the Executive Committee or a paid administrator of the Association.

### 7.1.3 Election of Directors

- a) Election of Directors shall take place at the Spring Meeting in odd numbered years. Five (5) of the ten (10) Director positions shall be subject to election at each meeting, on an alternating basis with the other five (5) Board positions.
- b) The Secretary shall Chair the Election Committee, which shall be responsible for conducting the election in accordance with these Bylaws. No member, including the Secretary, shall serve on the Election Committee for an election at which he/she is a candidate. When the Secretary is a candidate, the Chairperson shall appoint another Director as the Chair of the Election Committee.
- c) Members may be nominated by submitting a completed nomination form provided for that purpose or from the floor at the Spring Meeting. The meeting notice for the Spring Meeting at which an election is held will include the list of nominees who have submitted their completed nomination forms to the Association office thirty (30) days in advance of the meeting. Members nominated at the Spring Meeting must be in attendance at that meeting to confirm their agreement to let their name stand for nomination.

# Article 7 – Board of Directors Continued

### 7.1.3 Election of Directors Continued

- d) Directors shall assume their office at the Board Meeting following the Spring Meeting, at which they are elected and shall serve until their successors assume office.
- e) Should the position of a Director be vacated during the term of office, the Board of Directors shall appoint a replacement from the general membership to serve out the term of office. First consideration for such appointment shall afford those persons who stood for election as Director, but who were not elected, at the previous Spring Meeting.

### 7.1.4 Terms of Office for Directors

The term of office for a Director position is four (4) years.

### 7.1.5 Removal of a Director

- a) A Director may be removed from their position for just and sufficient cause upon being given two (2) weeks notice. A 2/3 majority vote of the Board will be required for this purpose. The Director in question shall be:
  - (i) Served personally with specific charges in writing;
  - (ii) Given reasonable time to prepare a defense;
  - (iii) Afforded a fair and reasonable hearing;
  - (iv) Notified in writing of the outcome of the hearing.

### 7.2 Executive Officers

- (a) The Executive Officers of the Association are the Chairperson, Vice-Chairperson, Secretary and Treasurer.
- (b) At the first Board meeting following the Spring Meeting in the odd numbered years, the Board will elect the Chairperson, Vice-Chairperson, Secretary, and Treasurer from amongst the Directors.
- (c) All Directors must be present for the election of the Executive Officers, subject only to extenuating circumstances.

### 7.2.1 Terms of the Executive Officers

The term of office for the Executive Officers is two (2) years for a maximum of four (4) consecutive terms (maximum of eight [8] years) in any one position.

### 7.3 Duties of the Directors and the Executive Officers of the Association

The Board shall provide to the membership the leadership and support necessary for the Staff Association to achieve its purpose. A Director participates in the Association's deliberations and decisions in matters of policy, communication, labour relations, finance and advocacy.

#### 7.3.1 The Directors

In fulfilling the duties of a Director a Director shall:

- a) Support the purpose of the Association.
- b) Acquire and develop the knowledge and skills to fulfill the purpose of the Board.

# Article 7 – Board of Directors Continued

### 7.3.1 The Directors Continued

- c) Attend Board meetings, membership meetings and assigned committee meetings.
- d) Participate in committees as assigned.
- e) Support-the Keeping in Touch (KIT) team and other communication efforts of the Association.
- f) Be responsive to member questions, concerns and issues.
- g) Attend and report on CBE Public Trustee meetings as required.
- h) Declare a conflict of interest if one arises.
- i) Provide reports on conferences and workshops attended.
- j) Submit documentation as required for all expenses incurred on Association business.
- k) Monitor the Policies, communications, Bylaws and structure of the Staff Association.
- 1) Participate in the Association organizational planning.

### 7.3.2 The Chairperson

In addition to fulfilling the duties of a Director, the Chairperson shall, either personally or by delegate:

- a) Exercise supervision over the business and membership affairs of the Association.
- b) Attend or appoint a delegate to attend any meeting or function requiring the presence of the Chair or other representative of the Association.
- c) Call and chair meetings of the Board and Executive Committee.
- d) Report to the membership at membership meetings on the activities of the Association.
- e) Act as official spokesperson for the Association.
- f) Sign all official documents and be one (1) of the signing authorities on the Association bank accounts.
- g) Attend and report on CBE Public Trustee meetings.
- h) Be ex-officio member of all Association committees.
- i) Appoint all committee Chairs.
- j) Supervise employees of the Association.
- k) Report to the Board.

### 7.3.3 The Vice-Chairperson

In addition to fulfilling the duties of a Director, the Vice Chair shall:

- a) In the absence of the Chairperson, preside and perform the duties of the Chairperson.
- b) Be one (1) of the signing officers on the Association bank accounts.
- c) Chair the Bylaws and the Policies Committee.

# Article 7 – Board of Directors Continued

### 7.3.4 The Treasurer

In addition to fulfilling the duties of a Director the Treasurer shall:

- a) Be responsible for all accounting and financial records of the Association, and ensure that a complete financial statement of the affairs of the Association is prepared for each fiscal year by a qualified Chartered Accountant appointed by the Board of Directors.
- b) Make recommendations to the Board for the investment of Association funds.
- c) Supervise the collection, verification and balancing of all membership dues, and ensure that these and other monies due the Association are properly recorded and deposited in a chartered bank or other financial institution selected by the Board.
- d) Supervise the expenditures of the Association to ensure compliance with authorizations of the Board of Directors.
- e) Sign documents and cheques drawn on Association funds as required.
- f) Arrange for the safekeeping of all Association investment documents.
- g) Monitor the capital asset requirements of the Association.
- h) Present to the Board of Directors on a regular basis, detailed reports of receipts and disbursements with comparative budget.
- i) Prior to the Annual General Meeting, prepare a budget for the ensuing year, for consideration and approval by the Board. Present the proposed budget for approval to the General Membership at the Annual General Meeting, together with the audited financial statement of the preceding year.
- j) Be responsible for the Seal of the Association, which whenever used shall be authenticated by the signature of the Chairperson (or the Vice-Chairperson in their absence) and the Treasurer.

# 7.3.5 The Secretary

In addition to fulfilling the duties of a Director, the Secretary shall:

- a) Ensure that minutes are kept of all meetings of the Association and the original Minute Book is kept at the office of the Association. This record shall contain minutes from all meetings of the Association, including the Board meetings, Executive Committee meetings and retreats. Initial all minutes to ensure they are accounted for.
- b) Ensure that a current copy of the Association Bylaws and the Policy Manual is available at all meetings of the Board and all membership meetings.
- c) Ensure that all action items are recorded.
- d) Ensure the Association complies with any Statutory reporting requirements.
- e) Chair the Election Committee.

# Article 7 - Board of Directors Continued

# 7.4 Board Meetings

### 7.4.1 Regular Meetings

- a) The Board of Directors shall meet a minimum of ten (10) times each year at dates and times determined by the Board.
- b) Two-thirds (2/3) of the Board of Directors shall constitute a quorum.

### 7.4.2 Executive Meetings

The Executive shall meet at such time and place as determined by the Chairperson.

### 7.4.3 Special Meetings

- a) A Special Meeting of the Board shall be called by the Chairperson upon receiving a written request signed by any ten (10) members stating the business to be brought before the meeting.
- b) Such meetings of the Board of Directors may be called with not less than two (2) days notice, by written notice, fax, e-mail or telephone.

### 7.5 Honourarium

An honourarium shall be paid annually to the members of the Board of Directors according to the schedule established by the general membership. This honourarium shall be pro-rated to cover that portion of time served. Payment of this honourarium may be altered by a "Special Resolution" passed at an Annual General Meeting by a two thirds (2/3) majority vote of members present and entitled to vote:

# 7.6 Expenses

Directors of the Association shall be reimbursed for approved expenses reasonably incurred on Association business.

# Article 8 - Committees of the Association

### 8.1 Committees

General Procedures for Committees Continued

- a) Chairpersons of standing committees shall be appointed by the Chairperson of the Board from among members of the Board.
- b) Sub-Committee Chairpersons shall be appointed by the Chairperson of the Standing Committee.
- c) A minimum of one director shall sit on each committee, assignments as determined by the Chairperson of the Board of Directors.
- d) The Chairperson of the Board of Directors shall be an ex-officio member of all committees, except the Election Committee.
- e) Any members of the Association may serve as Chairperson of a Sub-Committee.
- f) Members-at-large may serve on any committee at the invitation of the Chairperson of the Board or Chairperson of the committee.
- g) Chairpersons of Standing Committees shall be appointed no later than the second (2nd) Board of Directors meeting following the elections.

# Article 8 - Committees of the Association Continued

### 8.1 Committees Continued

- h) Members of standing committees shall be appointed no later than the third (3<sup>rd</sup>) Board meeting following elections.
- i) The Term of a standing committee is two (2) years.

### 8.2 Standing Committees

a) Executive Committee:

Consists of the Chairperson, Vice-Chairperson, Secretary and Treasurer.

b) Finance Committee:

Consists of the Treasurer and a minimum of two (2) other Directors.

c) Bylaws and Policies Committee:

Consists of the Vice-Chairperson and a minimum of three (3) other Directors.

d) Election Committee:

Consist of the Secretary and a minimum of four (4) Members-at-Large except when the Secretary is up for election the Chairperson shall appoint another Director in his/her position.

# 8.3 Responsibilities of Standing Committees and Sub-Committees:

- a) Record minutes of its meetings
- b) Provide copy of minutes to Office of Association.
- c) Provide reports and recommendations to the Board.
- d) Sub-Committees shall report regularly to its standing Committee.

### 8.4 Other Committees

The Board may, as required, establish other committees to advise the Board.

# Article 9 - Finance and Other Management Matters

### 9.1 Financial Year

The fiscal Year of the Association shall be from September 1 to August 31 of the following year.

### 9.2 Audit of Records

The accounting and financial records of the Association shall be audited annually by a chartered accountant appointed by the Board of Directors and shall be presented to the Annual General Meeting of the Association.

# 9.3 Signing Authority

The Chairperson, Vice Chairperson and Treasurer are the designated signing authorities on Association bank accounts. The Staff Development Coordinator may be added as a signing authority for Staff Development Fund accounts. A minimum of two (2) signatures is required on all cheques.

# Article 9 - Finance and Other Management Matters Continued

### 9.4 Financial Motions

On motions concerning financial issues the Treasurer must be present.

### 9.5 Borrowing Powers

For the purpose of carrying out its objectives, the Board of Directors may borrow or raise funds, but this power shall only be exercised under the authority of a Special Resolution approved by the General Membership of the Association.

### 9.6 Inspection of Records

- a) Records of the Association may be made available for inspection by any member of the Association, upon receipt of reasonable notice, with the exception of those records that are designated confidential by the Board statute or law.
- b) Each Director shall have access to the records of the Association with the exception of those records that are designated confidential by statute or law.
- c) The Board shall keep and file all necessary books and records of the Association as required by the Bylaws, the Societies Act, or any other statute or laws.

# 9.7 Protection and Indemnity of Directors and Officers

Each Director or Officer holds office with protection from of the Association. The Association indemnifies each Director or Officer against all costs or charges that result from any act performed in their role for the Association. The Association does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.

- a) No Director or Officer is liable for the acts of any other Director, Officer or employee. No Director or Officer is liable for insolvency or wrongful act of any person, firm or corporation dealing with the Association.
- b) No Director or Officer is liable for any loss due to an oversight or error in judgment, or by an act in his or her role for the Association, unless the act is fraud, dishonesty or bad faith.
- c) Directors or Officers can rely on the accuracy of any statement or report prepared by the Association's auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

# Article 10 - Amending the Bylaws

The Bylaws may be rescinded, altered, or added to by a "Special Resolution" passed by a majority vote of not less than two thirds (2/3) of such members present and entitled to vote, at a general meeting for which twenty one (21) days written notice has been given. The notice shall state the nature of change to be made and the reason for making the change.

### New Article 11 - Distributing Assets and Dissolving the Association – moved from Policy Document

- a. The Association does not pay any dividends or distribute its property among its Members.
- b. Should the Association be dissolved, any funds or assets remaining after paying all debts and liabilities shall be distributed to a charitable organization approved by the membership by special resolution.

DATED at Calgary, Alberta, this	day of	. 2017
·		
CHAIRPERSON	VICE-CHAIR	
	1 (a) 2000-2000	

MEMBERSHIP MOTION TO APPROVE BYLAWS attached.