



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 - Terminology

2.1 Definitions

2.1.1 "Association" shall mean the Calgary Board of Education Staff Association.

2.1.2 "Board" shall mean the Board of Directors of this Association.

2.1.3 "Bylaws" shall mean the Bylaws of this Association as amended.

2.1.4 "Director" shall mean any person elected or appointed to the Board in accordance with the Bylaws.

2.1.5 "Executive" shall mean the Executive Officers of the Board of Directors.

Article 3 – 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 4 – Membership

4.1 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.

4.2 Membership Dues

Members shall pay dues as established by a Membership meeting.

4.3 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.

4.4 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

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.

4.5 Withdrawal from Membership

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

4.6 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 5 - General Membership Meetings

5.1 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 30th.
- b) The second required meeting shall be scheduled on or before April 30th.

5.2 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.

5.3 Special Meetings

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

5.4 Emergency Meetings

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

5.5 Notice of Membership Meetings

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

5.6 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.

5.7 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.

5.8 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.

5.9 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 6 – Board of Directors

6.1 Directors

6.1.1 Composition of the Board

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

6.1.2 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.

6.1.3 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

6.1.3 Election of Directors Continued

nominated at the Spring Meeting must be in attendance at that meeting to confirm their agreement to let their name stand for nomination.

- 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.

6.1.4 Terms of Office for Directors

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

6.1.5 Removal of a Director/Executive Officer

- a) A Director/Executive Officer 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/Executive Officer 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.

6.2 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.

6.2.1 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.

6.3 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.

6.3.1 The Directors

In fulfilling the duties of a Director a Director shall:

- a) Support the purpose of the Association.

6.3.1 The Directors Continued

- b) Acquire and develop the knowledge and skills to fulfill the purpose of the Board.
- c) Attend Board meetings, membership meetings and assigned committee meetings.
- d) Participate in committees as assigned.
- e) Support-the-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.
- l) Participate in the Association organizational planning.

6.3.2 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.

6.3.3 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.

6.3.3 The Vice-Chairperson Continued

- b) Be one (1) of the signing officers on the Association bank accounts.
- c) Chair the Bylaws and the Policies Committee.

6.3.4 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.

6.3.5 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.

6.4 Board Meetings

6.4.1 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.

6.4.2 Executive Meetings

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

6.4.3 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.

6.5 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 three quarter (¾) majority vote of members present and entitled to vote.

6.6 Expenses

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

Article 7 - Committees of the Association

7.1 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.

7.1 Committees Continued

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

7.2 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.

7.3 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.

7.4 Other Committees

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

Article 8 - Finance and Other Management Matters

8.1 Financial Year

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

8.2 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.

8.3 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.

8.4 Financial Motions

On motions concerning financial issues the Treasurer must be present.

8.5 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.

8.6 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.

8.7 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 9 - 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 three quarters ($\frac{3}{4}$) 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.

Article 10 - Distributing Assets and Dissolving the Association

- 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 10 day of July 2018

Lois Robb

CHAIRPERSON

J. Capithorne

VICE-CHAIRPERSON

MEMBERSHIP MOTION TO APPROVE BYLAWS attached.



Calgary Board of Education Staff Association
Presented at the
Annual General Meeting
Wednesday, November 22, 2017
Glenmore Inn & Convention Centre
2720 Glenmore Trail SE
7:00pm

<p><u>SPECIAL RESOLUTION</u></p>

I hereby certify that the following special resolution was passed at a meeting of the members of the Calgary Board of Education Staff Association on Wednesday, November 22, 2017.

The Bylaws were changed as follows:

The existing bylaws are repealed. They are replaced by the attached bylaws.

Date: July 17/2018
Signature: Lois Robb
Printed Name: Lois Robb
Title: Chairperson