

## **ALBERTA SOCIETY OF THE DEAF BLIND**

### **Objectives:**

- 1.) To provide social and support services for Deaf Blind individuals, including intervening and interpreting services,
- 2.) To provide and encourage professional development for interpreters and intervenors providing service to Deaf Blind individuals,
- 3.) To advocate for enhanced services for Deaf Blind individuals with organizations such as community agencies /service providers, the Government of Alberta, etc.
- 4.) To educate the public about Deaf Blind culture by providing courses, seminars, workshops or other awareness-building initiatives

*Ratified by members May 23, 2015.*

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## **BY-LAWS**

### **ARTICLE I**

#### **SEAL OF THE ASSOCIATION**

1.01 The seal shall be the seal of the ALBERTA SOCIETY OF THE DEAF BLIND. The Secretary is responsible for the Association's seal. The Officers of the Association have authority to use the seal when required.

### **ARTICLE II** **CONDITIONS OF MEMBERSHIP**

#### **BOARD DISCRETION**

2.01 The board of directors reserves the right to review membership applications within the framework of the Association's objectives.

#### **ACTIVE MEMBERS**

2.02 Active membership is open to any individual interested in furthering the objectives of the Association, upon payment of membership fee if any, and on approval of the Board of Directors.

Active membership is open to those who reside within the Province of Alberta.

Active members are eligible to serve on the board of directors and on Association committees.

Active members may attend the Association's board of directors meetings, if five (5) days notice is provided to the President or Secretary stating the member's intention to attend.

Active members shall have one (1) vote.

#### **VOTING**

2.03 Eligible voting members consist of active members. Active members shall have one (1) vote. Associate members shall have no vote.

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**MEMBERSHIP FEES**

2.04 Membership fees or dues shall be set by the Board of Directors and must be ratified by two-thirds (2/3) of members present at the annual general meeting of the Association.

The membership year is September 1 – August 31.

**MEMBERSHIP DUTIES**

2.05 Each member is encouraged to contribute his/her time and effort by regularly attending Association meetings, by serving on the Association's board of directors or on committees, and by volunteering to help organize social events.

It is the members' responsibility to inform the Association of any changes to the members' contact information. This will ensure all notifications are forwarded to the correct place.

**WITHDRAWAL OF MEMBERSHIP**

2.06 A member will be withdrawn from the Association by forwarding a letter or notice to the Association's Secretary or President.

**RENEWAL OF MEMBERSHIP**

2.07 If any member is in arrears with respect to payment of membership fees for any year, such members shall be automatically suspended at the end of three (3) months from the end the membership year.

Membership privileges in the Association will be reinstated with the payment of annual membership fees.

**CANCELLATION OF MEMBERSHIP**

2.08 Any member who violates the objectives, the bylaws or the rules of the Association, as determined by a majority of the Board of Directors, may be suspended or expelled from the Association.

The Secretary of the Board of Directors will ensure the suspended / expelled member is notified in a timely manner.

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## **ARTICLE III** **BOARD OF DIRECTORS**

### **OFFICER POSITIONS**

3.01 The officers of the Association shall be President, Vice-President, Secretary, Treasurer and any other such officers as the Board of Directors may by resolution, determine. All officers must be active members.

### **BOARD OF DIRECTORS**

3.02 The Board of Directors shall consist of the officers and directors: President, Past President, Vice President, Treasurer, Secretary, Social Director and Directors at Large. All Members of the Board of Directors must be active members.

### **NUMBER OF DIRECTORS**

3.03 The property and business of the Association shall be managed by a Board of four (4) directors or more. Directors must be individuals, eighteen (18) years of age or older.

### **TERMS OF SERVICE**

3.04 All officers and directors of the Association shall hold office for a two (2) year term.

### **ELECTION**

3.05 The officers and directors of the Association are elected to office by the membership. Elections shall be held every two years at the Association's annual general meeting. Elections may be held at other meetings to fill vacancies on the board of directors.

### **REMOVAL OF DIRECTORS**

3.06 The board of directors, at their discretion, may at any time, by majority vote, remove an officer or director of the Association.

A director or officer may be removed by resolution passed by two-thirds (2/3) of the votes cast by active members in attendance at a special or general meeting of members.

The following will constitute automatic removal, if the officer or director:

- Is found to be a lunatic
- Becomes of unsound mind
- Becomes bankrupt

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- Suspends payment or compounds with his/her creditors
- Dies.

### **RESIGNATION**

3.07 A member of the Board of Directors may resign by giving the President or Secretary of the Association a notice in writing to that effect.

### **FILLING A VACANCY BY APPOINTMENT**

3.08 If a vacancy is created for any reason set out above, the remaining Board of Directors, by majority vote, may appoint an active member to fulfill the duties of the vacated position until the next annual general meeting of the membership, when an election can take place.

### **REMUNERATION**

3.09 The Board of Directors shall serve in their capacities without remuneration.

## **ARTICLE IV** **OFFICERS/ DIRECTORS DUTIES**

### **PAST PRESIDENT**

4.01 The immediate Past President shall become a director for the next term without the need of re-election. Should this person decline, this directorship shall go automatically to the immediate Past Vice-President. Should this person decline, this position shall remain vacant until there is an eligible Past President or Vice-President willing to accept the position. The Past President shall have no vote at Board of Directors meetings.

### **PRESIDENT**

4.02 The President is the official spokesperson for the Board and the Association. S/he shall preside at all board, general and special meetings of the Association. S/he shall be responsible for the general management of the affairs of the Association and shall see that all orders and resolutions of the Board of Directors are carried into effect.

### **VICE-PRESIDENT**

4.03 The Vice-President shall, in the absence or inability of the President, perform the duties and exercise the powers of the President, and perform the duties as shall from time to time be imposed upon him/her by the Board of Directors.

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**TREASURER**

4.04 The Treasurer shall have custody of the funds and securities of the Association and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Association in the books belonging to the Association.

The Treasurer shall deposit all monies, securities, and other valuable effects in the name and to the credit of the Association in such chartered bank or trust company, or as may be designated by the Board of Directors.

The Treasurer shall disburse the funds of the Association as may be directed by proper authority taking proper vouchers for such disbursements.

The Treasurer shall prepare for the President and directors at the regular meeting of the Board of Directors, or whenever they may require it, an accounting of all transactions and a statement of the financial position of the Association.

S/he shall also perform such other duties as may from time to time be directed by the Board of Directors.

**SECRETARY**

4.05 The Secretary shall attend all board, general and special meetings of members and act as a clerk to record all votes and minutes of all proceedings in the books to be kept for that purpose. S/he is responsible to ensure notice is sent out of all meetings of the members and of the Board of Directors. S/he shall circulate the appropriate minutes to each board member, active member.

The Secretary shall have custody of the books and records of the Association. S/he shall maintain the Association's archives as required by provincial and federal regulations and as outlined in the Policies and Procedures Manual.

S/he shall also perform such other duties as may from time to time be directed by the Board of Directors.

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**DUTIES OF OTHER DIRECTORS**

4.06 The duties of all other directors of the Association shall be such as the term of their engagement calls for or the Board of Directors requires of them.

**ARTICLE V**  
**PROTECTION OF OFFICERS AND DIRECTORS**

5.01 Every director of the Association and their heirs, executors and administrators shall at all times be indemnified and saved harmless out of the funds of the Association, from and against:

(a) All costs, charges and expenses whatsoever which such director sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him/her or in respect of any act, deed, matter or thing whatsoever, made, done, or permitted by him/her, in or about the execution of the duties of his/her office or in respect of any such liability;

(b) All other costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her own willful neglect or default.

**ARTICLE VI**  
**POWER OF THE BOARD OF DIRECTORS****GENERAL POWERS OF DIRECTORS**

6.01 The directors shall administer the affairs of the Association in all things and make or cause to be made for the Association, in its name, any kind of contract that the Association shall lawfully enter into. Generally, shall exercise all such other powers and do all such other acts and things as the Association is, by its charter or otherwise, authorized to exercise and do.

**APPOINTMENT OF EMPLOYEES**

6.02 The Board of Directors, upon ratification of the membership, may appoint agents and engage employees as it shall deem necessary from time to time. Such persons shall have such authority and shall perform such duties as shall be outlined by the Board of Directors at the time of such appointment. The Board of Directors shall approve remuneration of all agents and employees.

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Staff employees may not serve on committees or the board of directors, and will not be able to vote at meetings.

### **EXPENDITURES/ BORROWING**

6.03 The directors shall have power to authorize expenditures on behalf of the Association and may delegate, by resolution, to an officer or board liaison of the Association the right to employ and pay salaries to employees.

The directors shall have the power to make expenditures for the purpose of furthering the objectives of the Association.

The directors shall have the power to enter into a trust agreement with a trust company for the purpose of creating a trust fund. The capital and interest may be made available for the benefit of promoting the interests of the Association in accordance with such terms as the Board of Directors may prescribe.

The Board of Directors, upon ratification by the membership, will be allowed to borrow money for the purpose of furthering the Objectives of the Association.

### **SIGNING AUTHORITY**

6.04 Contracts, documents or any instruments in writing requiring the signature of the Association shall be signed by any two (2) appropriate officers or directors as approved by the Board of Directors.

All contracts, documents, and cheques signed shall be binding upon the Association without any further authorization or formality unless specific in these bylaws and any other policies ratified by the membership.

The directors shall have power, by resolution, to appoint an officer or officers on behalf of the Association to sign specific contracts, documents.

The directors may give the Association's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Association.

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## **ARTICLE VII** **MEETINGS OF DIRECTORS**

### **MEETINGS**

7.01 Meetings of the Board of Directors may be held at any time and place to be determined by the directors provided that seven (7) days notice of such meeting is given to each director. Non-receipt of a meeting notice by any director shall not invalidate the proceedings of any meeting of the Board of Directors.

There shall be at least three (3) meetings per year of the Board of Directors.

### **QUORUM**

7.02 To achieve quorum, at least one-half (1/2) plus one (1) of the directors must be present to conduct the business of the Association.

### **MINUTES**

7.03 The minutes from meetings of the Board of Directors shall be available to the members of the Association upon request at no cost. The minutes shall be automatically distributed to the Board of Directors.

### **VOTES TO GOVERN**

7.04 Each director is authorized to exercise one (1) vote. In case of an equality of votes, the President shall have a second or casting vote in addition to the original vote.

### **CHAIRPERSON**

7.05 The Chairperson presiding at each meeting shall be the President. If the President is not present, the Vice President will preside. If neither is present, then the remaining members shall appoint the chairperson for the meeting.

## **ARTICLE VIII** **MEETINGS OF MEMBERS**

### **PLACE OF MEETINGS**

8.01 The annual or any other general meeting of the members shall be held at any place within the province of Alberta, as the Board of Directors may determine and on such day as the directors shall appoint.

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**QUORUM**

8.02 For all meetings of members, be it an annual, general or special meeting, twenty-five (25%) of active members shall constitute a quorum.

**ANNUAL GENERAL MEETINGS**

8.03 At every annual general meeting, in addition to any other business that may be transacted, the following must be presented

- a) Reports of the directors
- b) Report of the auditors, and
- d) The appointment of auditors for the upcoming year.

Elections shall be held every two (2) years. Elections may be held at annual general meetings to fill vacancies on the board of directors.

Active members may consider and transact any business, either special or general, at any meeting place called for these purposes.

**POWER TO CALL MEETINGS**

8.04 The Board of Directors or the President or Vice-President shall have the power to call, at any time, a general or special meeting of the members of the Association.

**CHAIRPERSON**

8.05 The Chairperson presiding at each meeting shall be the President. If the President is not present, the Vice President will preside. If neither is present, then the Chairperson shall be appointed by the members present.

**NOTICE**

8.06 Thirty (30) days prior written notice shall be given to each member of any special or general meeting of members.

The notice of any meeting where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken.

**VOTING**

8.07 Eligible voting members consist of active voting members. Each eligible voting member present at a meeting shall have the right to exercise one (1) vote. Associate members shall have no vote. In case

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of an equality of votes, the President shall have a second or casting vote in addition to the original vote.

Voting is allowed by secret ballot at the request of any eligible voting member.

Ratification of any motion is by simple majority, unless otherwise stated in these bylaws.

### **PROXY**

8.08 Members can exercise their vote by proxy. A maximum of three proxies can be held by any member.

### **NON-RECEIPT OF A MEETING NOTICE**

8.09 If any member does not receive a notice for any special or general meeting, the meeting is still valid and can proceed.

For the purpose of sending notice to any member or director for any meeting, the contact information of the member or director shall be his/her last contact information recorded on the books of the Association.

### **MEETING MINUTES**

8.10 The minutes of the general and special meetings of the Association shall be automatically available to all members of the Association.

### **BOOKS AND RECORDS**

8.11 The books and records of this Association may be inspected by any Active member of this Association at an Annual General meeting provided that advance notice of at least 5 business days prior to the date of the meeting has been given to allow preparation of, delivery of, and availability of the required actual documents. All members of the Executive Committee shall have full access to such documents at any reasonable time.

## **ARTICLE IX** **COMMITTEES**

### **APPOINTMENT**

9.01 The Board of Directors may appoint one (1) or more committees to promote the objectives or functions of the Association.

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**COMPOSITION**

9.02 Every committee shall be composed of a board liaison who shall be a member of the Board of Directors of the Association and such other members of the Association as may be required. The President shall be an ex-officio member to all committees.

**TRANSACTION OF BUSINESS**

9.03 The powers of a committee may be exercised by resolution passed at a meeting at which quorum is present or by resolution of the board of directors. Meetings of committees may be held at any place within or outside the province of Alberta.

**PROCEDURE**

9.04 Unless otherwise determined from time to time by the directors, each committee shall have the power to: a) determine its quorum at not less than the majority of its members, b) select its chairperson and c) regulate its procedures.

**TERMINATION OF BOARD LIAISON/ COMMITTEE MEMBER**

9.05 Any director who ceases for any reason to be a director shall, upon ceasing to be a director, thereupon also cease to be the board liaison to all committees. Any other member of the committee may be removed by a majority vote of the committee.

**ARTICLE X**  
**FINANCIAL YEAR**

10.01 Unless otherwise ordered by the Board of Directors, the fiscal year-end of the Association shall be December 31.

**ARTICLE XI**  
**AMMENDMENT OF BYLAWS**

11.01 The By-laws of the Association may be rescinded, altered or replaced by a special resolution of the members. The amendments must be sanctioned by an affirmative vote of not less than seventy-five (75)% of the active members present, at a meeting duly called for the purpose of considering the revised bylaws.

A minimum of thirty (30) days notice must be provided. Materials must be provided to members at least thirty (30) days in advance to allow for proper review and preparation.

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Any ratified changes cannot be enforced or acted upon until filed with the Societies Branch.

## **ARTICLE XII** **APPOINTMENT OF AUDITORS**

12.01 The eligible-voting members shall, at each annual meeting, appoint an auditor to audit the accounts of the Association. The auditor shall hold office until the next annual meeting. The directors may fill any casual vacancy in the office of auditor.

The Board of Directors shall determine the remuneration of the auditor.

## **ARTICLE XIII** **BOOKS AND RECORDS**

13.01 The directors shall see that all necessary books and records of the Association, required by the bylaws of the Association or by any applicable statute or law, are regularly and properly kept. The Association's office shall be made available to any member requesting an appointment to inspect the Association's books and records.

## **ARTICLE XIV** **RULES AND REGULATIONS**

14.01 The Board of Directors may prescribe such rules and regulations consistent with these bylaws relating to the management and operation of the Association, as they deem expedient.

## **ARTICLE XV** **DEFINITIONS**

15.01 In these By-laws, unless the context otherwise requires:  
(A) "Act" means the Societies Act being Chapter S-18 of the Revised Statutes of Alberta, 1980, as amended from time to time, or any statute or statutes substituted therefore and, in the case of any substitution, the reference in these bylaws to statutes shall be read as referring to the substitution therefore in the new statute or statutes;  
(B) "Board of Directors" or "Board" means the Board of Directors of the Association;

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(C) "Association" means the ALBERTA SOCIETY OF THE DEAF BLIND

15.02 In these bylaws and in all other bylaws of the Association hereafter passed, unless the context otherwise requires, words importing the singular number shall include the plural number, as the case may be, and vice versa, and any pronoun of one gender shall be representative of the opposite gender also, and references to persons shall include firms and societies.

### **ARTICLE XV** **DISSOLUTION**

16.01 Upon the dissolution of the Association, the property of the Association shall be converted into cash and added to the funds of the Association. The amount thereof distributed firstly in payment of all outstanding debts and liabilities of the Association and the balance shall be distributed to a non-profit organization in Alberta having goals and objectives similar to those of the Association.