



Inside Education Society of Alberta BYLAWS

Article I - Definitions

- 1.1 Member** means individuals who are voting members of the Society.
- 1.2 Director** means an individual member of the Board of Directors.
- 1.3 Board** refers to the Society's Board of Directors.
- 1.4 Past President** means the immediate former President of the Society.
- 1.5 Executive Committee** refers to a committee of the Board as defined in section 5.7.
- 1.6 Meeting of the Society** refers to a meeting of the Directors of the Society.
- 1.7 Special Resolution** means a resolution passed at a general meeting by a vote of not less than seventy-five percent (75%) of those members who, if entitled to do so, vote in person or by electronic or mail-in ballot, provided that at least twenty-one (21) days' notice of any such proposal has been duly given.

Article II - Name

2.0 The name of the Society is **Inside Education Society of Alberta** (the Society). Common operational name will be Inside Education.

Article III - Membership

3.1 Eligibility

Anyone interested in the objectives of the Society may apply to become a Member of the Society subject to the regulations and bylaws.

3.2 Types of Membership

The Society shall recognize two (2) types of membership:

- Board Members
- Honourary Members

3.2.1 Board Members

Board Members are voting individuals appointed or elected by the Board to the Society's Board of Directors.

3.2.2 Honourary Members

Honourary Members are non-voting individuals nominated by, and appointed to the Board if approved by a unanimous resolution of the Board.

3.3 Members' Rights

Board Members shall have the right to:



- attend Meetings of the Society
- vote on matters to be decided by the Board
- be eligible to serve on committees established by the Board
- inspect the books and records of the Society

3.4 Administration of Membership

3.4.1 Resignation

Members may resign by notifying the Society in writing.

3.4.2 Termination

The Board has the power, by a vote of two-thirds of those present at a duly constituted Board meeting, to expel or suspend any member whose conduct has been determined by the Board to be improper or likely to endanger the interest or reputation of the Society.

No member will be expelled or suspended without prior notification of the charge or complaint and without first having been given an opportunity to be heard by the Board at a meeting called for that purpose.

Article IV - Meetings of the Society

4.1 Types of Meetings

The Board of Directors shall hold Annual, General and Special Meetings of the Society.

- The Annual General Meeting of the Society will be held no later than June 30 of each year.
- General Meetings of the Society will occur at least four times in a fiscal year.
- Special Meetings of the Society may be called at the Board's discretion.

4.2 Notice

Whenever the Society's bylaws require that such notice be given, it will be given either by electronic means or by couriered mail addressed to the Director at the last recorded address in the Society's books. A notice or other document sent in this manner would be considered received 24 hours after its release. Notices and documentation will be distributed seven (7) days prior to an Annual General Meeting, and seven (7) days prior to a General or Special Meeting.

No error or omission in giving notice of any Annual General Meeting, General Meeting, Special Meeting, or any other meeting will invalidate the meeting or void any decisions made at such meeting.

4.3 Quorum

For meetings of the Board of Directors, a quorum is fifty (50) percent of the Directors. If a quorum is not present thirty (30) minutes after the meeting begins, any motions put forward at the meeting will be ratified by a quorum of the Board at a subsequent meeting.

For General Meetings, Special Meetings, and the Annual General Meeting, a quorum is fifty (50) percent of the Directors. If a quorum is not present thirty (30) minutes after the



meeting begins, any motions put forward at the meeting will be ratified by a quorum at a subsequent meeting.

For meetings of the Executive Committee, a quorum is fifty (50) percent of the appointed members of the committee. If a quorum is not present thirty (30) minutes after the meeting begins, the President will reschedule the meeting.

4.4 Participation

Participation in a meeting of the Board or of the Executive Committee can be achieved by being physically present or through teleconferencing/video conferencing.

4.5 Voting

Questions arising at any meeting of the Board will be decided by a majority of votes.

4.5. Eligibility

- Only Board members may vote.
- Each Director of the Society is entitled to one vote at Board meetings.

4.5.2 Method

Directors present, physically or by teleconference/video conference at a meeting of the Society, will vote by a show of hands or verbally on every resolution or motion put before the Meeting of the Society. No Director shall be entitled to vote by proxy on any matter. In cases determined by the Chair, decisions may be made through electronic/online/email voting.

4.5.3 Ballot or Poll

Any Director present may also demand a vote be taken by ballot or by poll by individual. If a ballot or poll by an individual is demanded and not withdrawn, the question will be decided by a majority of votes. The President will direct the poll and the result of that poll will be considered the decision of the Society.

4.5.4 Results

A declaration by the President that a resolution or motion has been carried or not carried will be recorded in the minutes of the Society, which will serve as evidence of the decision. An officer appointed by the Board will sign all resolutions.

4.5.5 Electronic Voting

A resolution of the Society may be raised and defined by the Executive Committee and distributed to the Directors as an email/electronic vote. The vote of each Director will be recorded and listed, then distributed to all members for verification. When a resolution is voted on in this manner, response to the resolution will be expected five working days from sending the resolution to the Directors. Response to the verification of the vote will be given three (3) days from sending the Directors' vote list. For a resolution to carry it will require a majority of all Directors. Directors not responding to the resolution will be deemed to have abstained.

4.6 Adjournment



Any Meeting of the Society or of the Board or of the Executive Committee may be adjourned and rescheduled without a quorum or notice.

Article V - Organization of the Society

5.1 Board of Directors

The affairs of the Society will be managed by a Board of no less than eight (8) and no more than twenty (20) Directors. The Executive Committee shall be identified at the Annual General Meeting of the Society or through a resolution of the Board.

5.2 President

As Chair of the Board of Directors, the President will preside at all meetings of the Society and of the Board.

5.3 Past President

The immediate Past President of the Society shall serve practical functions of the Vice President in the absence of such a position or should said individual not be present at a Board Meeting.

5.4 Vice President

During the absence or inability of the President to preside over the Board or the Society, the President's duties and powers may be exercised by the Vice President. In the event that the President and Vice President cannot preside, then the Past President will exercise the duties and powers of the President.

5.5 Treasurer

The Treasurer oversees the accounts of the Society and liaises with staff and external auditors in ensuring a duly audited financial statement is completed, submitted and presented to the members. An account of all transactions carried out by the Society, and of the financial position of the Society, will be made available regularly and at the request of the Board. The Treasurer will also perform other duties as determined by the Board of Directors.

5.6 Recording Secretary

The Recording Secretary will attend all Meetings of the Board and record the minutes and record decisions of proceedings. The Recording Secretary will be the custodian of all books, papers, records, correspondence, contracts and other documents belonging to the Society. Such documents will be delivered only when authorized by a resolution of the Board and only to the person or persons named in that resolution. The Recording Secretary will perform other duties as determined by the Board of Directors.

5.7 Executive Committee

The Executive Committee of the Board consists of the President, Vice President, Treasurer and Executive Director. These officers will form the Executive Committee and have the authority to perform duties as prescribed by the Board.

5.8 Committees

The Board may appoint committees, whose members hold their offices at the will of the Board. The Board will determine the duties of, and develop terms of reference for



committees. The Executive Director or delegated senior staff member may sit either as a formal or ex officio member of each of the Society's committees. The Board may appoint non-Directors to participate on committees.

5.9 Executive Director

The Board will hire, oversee and review an Executive Director to be responsible for the management of the Society's staff, property, programs, operations and fundraising. The Executive Director shall be a non-voting member of the Board of Directors.

5.10 Nomination

Annually, the Board will strike a nominating committee of no less than two (2) Directors, to develop a slate of no more than twenty (20) qualified candidates to serve as Directors of the Society.

No less than seven (7) days prior to the Society's Annual General Meeting, the President will send electronically a notice of the names of nominees for election to the Board of Directors, to the Directors of the Society.

5.11 Election

The Board will elect a Director to fill any vacancy on the Board.

5.12 Term

The President of the Society will be elected to hold office for a one year term with a maximum of five consecutive terms. The Board shall meet within three (3) months in the event of a vacancy or end of term to elect a new President. All other Directors will be elected to hold office for a one-year term.

Each member of the Board may be re-nominated for a subsequent term of office.

5.13 Removal of Office

The Board may, by a resolution passed by at least two-thirds of the votes at an Annual or Special Meeting, remove any Director before the expiration of their term of office, and may, by a majority of votes cast at that meeting, elect any person to substitute for the remainder of their term. Notice of intention to pass such a vote must be given to the Board seven (7) days prior to the vote.

5.14 Remuneration

Members of the Board will receive no remuneration for their participation and involvement in the Society in their role as a Director, with the exception of reimbursement for such reasonable expenses as may be incurred in the course of Society business.

5.15 Indemnification of Directors

Every Director and their heirs, executors, administrators, estate and effects will be indemnified and saved harmless out of funds by the Society against all costs, charges and expenses that a Director might sustain as the result of an action, suit or proceedings brought, commenced or prosecuted against them while acting on behalf of the Society. A Director will not be indemnified or saved harmless out of funds of the Society where such



costs, charges or expenses are sustained through the Director's own willful neglect or default.

Article VI - Administration of the Organization

6.1 Books and Records

The Recording Secretary or the Executive Director will keep the minute books of the Society and will record the minutes of the proceedings at the Annual General Meeting.

The Recording Secretary or the Executive Director will keep a book or books where the following is recorded:

- a copy of the vision and mission of the Society, any resolutions altering or adding to them, and a copy of the bylaws of the Society and any resolutions altering or adding to them.
- copies or originals of all documents, financial statements, registers and resolutions as required by law.

6.2 Inspection

The Board may determine whether, to what extent, at what times and places, and under what conditions or regulations the accounts and books of the Society will be open to inspection of members who are not Directors. No non-Director member has the right to inspect any account, book or document of the Society except as conferred by law or authorized by the Board or by resolution of the Board, whether previous notice has been given or not.

6.3 Signing Authority

The Board of Directors will have discretion in granting authority with respect to the execution of all financial instruments, including but not limited to contracts, cheques, vouchers, bills of exchange, loans, deeds, transfers, licenses and engagements.

The President, Vice President or any person authorized by the Board, on such terms as the Board deems appropriate, may enter into contracts on behalf of the Society.

6.4 Borrowing

When necessary, the Directors may, with Board authorization:

- borrow money on the credit of the Society, and
- charge, mortgage or pledge all or any of the real or personal property of the Society, including book debts, rights, powers, franchises or undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Society, provided that debentures will not be issued without the sanction of a special resolution of the Society.

The Board may authorize any Director or employee of the Society to set the terms and conditions of loans to the Society, to vary or modify those terms and conditions, to pledge additional securities for the loans, and generally to manage, transact and settle the borrowing of money by the Society.



6.5 Financial Year

The fiscal year of the Society will terminate on a day in each year to be fixed by the Board. Unless otherwise authorized by the Board, the financial year of the Society shall conclude the thirty-first (31) day of December of each year. The financial statements of the Society's affairs for the presentation to the Annual General Meeting will be made up to that date.

6.6 Auditors

The Board will annually appoint an auditor or auditors to hold office for such a period as the Board may determine. The auditor(s) will present a report to the Board on the account examined by them and on every balance sheet and statement of income and expenditures presented to the Society at the Annual General Meeting. The report will state:

- whether they have obtained all the information and explanations that they required, and
- whether, in their opinion, the financial statements are presented fairly and in accordance with generally-accepted accounting principles.

Every auditor of the Society has the right of access at all times to all records, documents, books, accounts and vouchers of the Society, and is entitled to obtain from the Board and officers of the Society such information and explanation as may be necessary for the performance of the duties of auditor.

The auditor(s) of the Society are entitled to attend any meeting of the Board at which any accounts that have been examined or reported on by them are to be presented to the Directors so that they may make any statement or explanation they desire with respect to the accounts.

The rights and duties of an auditor of the Society will extend back to the date up to when the last audit was performed on the Society's books, accounts and vouchers.

6.7 Society Seal

The Board of Directors may adopt a seal, which shall be the common seal of the Society. Said common seal shall be under the control of the Board, and the responsibility for its custody and use shall be determined by the Board from time to time.

6.8 Policies, Rules and Regulations

The Board may prescribe policies, rules and regulations consistent with these bylaws relating to the management and operations of the Society as it deems expedient.

6.9 Alteration of Bylaws

The bylaws of the Society will not be altered or added to, except by Special Resolution of the Society. A notice of Special Resolution to alter or add to the bylaws will be provided to each Director at least twenty-one (21) days' notice prior to a Meeting to respond to the resolution.

6.10 Dissolution



Upon winding up or dissolution of the Society, all remaining assets after payment of its debts and obligations required by the Society's regulators, must be distributed to one or more registered charities.