



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 By-laws for the Association, and shall regulate the business and affairs of the Association.

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 to the Board.

2.1.5 “Executive” shall mean the Executive Officers of the Board of Directors.

2.2 Interpretation

2.2.1 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.

Article 3 – Membership

3.1 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 C.B.E. Staff Association. Where they commence employment in a position covered by an Association’s Collective Agreement or sign a membership card or petition to be considered a member of the Association.

3.2 Membership Dues

Members shall pay dues as established by a General Membership meeting.

3.3 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

3.4 Member on Long term Disability

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

3.5 Withdrawal from Membership

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

3.6 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 Labor Code.

Article 4 - Meetings

4.1 Meetings of the Membership

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 C.B.E. Staff Association. Where they commence employment in a position covered by an Association's Collective Agreement or sign a membership card or petition to be considered a member of the Association.

4.1.1 Annual General Meeting

- (a) The Association shall hold an Annual General Meeting on or before November 15th in each year. Due written notice of twenty-one (21) days shall be given.
- (b) The Meeting shall deal with the following matters:
 - (i) Adopting the Agenda.
 - (ii) Adopting the minutes of the previous Annual General Meeting.
 - (iii) Financial Reports.
 - (iv) Chairperson's Report.

- (v) Managers Report.
- (vi) And any other such business deemed necessary.
- (c) Questions of procedure shall be disposed of under Roberts Rules of Order, when not in conflict with the By-laws of the Association.

4.1.2 Information Meeting

- (a) The Association shall hold an Information Meeting on or before the 31 day of March each year. Due written notice of twenty-one (21) day shall be given.
- (b) The meeting shall deal with the following matters:
 - (i) Election of Directors will be held every two (2) years.
 - (ii) Information as to the business of the Association.
- (c) Questions of procedure shall be disposed of under Roberts Rules of Order, when not in conflict with the By-laws of the Association.

4.1.3 Special Meetings

- (a) Special Meetings of the Membership may be called by the Board of Directors when the need arises.
- (b) Notice of Meeting shall be sent to the membership providing seven (7) days notice and shall include the Agenda for the meeting.
- (c) Questions of procedure shall be disposed of under Roberts Rules of Order, when not in conflict with the by-laws of the Association.

4.1.4 Emergency Meetings

- (a) Emergency Meetings of the Membership shall be called by the Board of Directors when the need arises.
- (b) Forty-eight hours notice will be provided. Written notice shall be provided through the media.
- (c) Questions of procedure shall be disposed of under Roberts Rules of Order, when not in conflict with the by-laws of the Association.

4.2 Board Meetings

4.2.1 Regular Meetings

- (a) The Board of Directors shall meet at least ten (10) times each year at a regular scheduled date and time determined by the Board.
- (b) Any five (5) voting members of the Board of Directors shall constitute a quorum. Two-thirds (2/3) of the Directors present at any Board Meeting is a quorum.
- (c) On motions concerning financial issues, two (2) out of the three (3) Executive officers must be present, of which one (1) of the three (3) must be the Secretary-Treasurer.

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- 4.2.2 Executive Meetings**
The Executive shall meet at such time and places as determined by the Chairperson.
- 4.2.3 Special Meeting**
- (a) A Special Meeting of the Board of Directors shall be called at the written request of any four (4) members to the Chairperson, 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.
- 4.3 Committee Meetings**
All Committees (Standing Committees and Sub Committees) of the Association shall meet at such time and places as determined by their Chairperson and shall have such powers as are necessary to conduct their business.
- 4.4 Notice of Membership Meetings**
The Secretary mails or delivers a notice to the membership twenty-one (21) days before the Annual General Meeting and the Information Meeting. This notice states the place, date, time and agenda of the meeting.
- 4.5 Quorum**
Five percent (5%) of the General Membership shall be considered a quorum. If a quorum is not present the meeting will be adjourned for fifteen (15) minutes. At that time the meeting will be called to order and those members present will constitute a quorum.
- 4.6 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) Notwithstanding the above, 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 Bylaws and Policy committee from the members present at any membership Meeting.
 - (c) Any member shall have the right to vote at any meeting of the association Membership. Such votes shall be made in person and not by proxy or otherwise. Motions shall be passed by a majority vote of such members present at any duly called membership Meeting.
- 4.7 Minutes**
Minutes shall be taken and recorded at every meeting of the Association, with the original copy of the minutes to be filed at the Office of the Association.

Article 5 – Board of Directors

5.1 Board of Directors

5.1.1 Management of the Association

The Board governs and manages the affairs of the Association. The Board may hire a paid Business Manager to carry out management functions under the direction and supervision of the Board.

5.1.2 Duties of the Board

- (a) Maintain and protect the Associations assets and property.
- (b) Approve an annual budget for the Association.
- (c) Pay 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 statement of the Association.
- (g) Make policies, rules and regulations for operating the Association and its assets.
- (h) The Board of Directors shall establish and maintain the staff compliment of the Staff Association by approving the hiring and release of staff based on the recommendations of appointed ad hoc committees.
- (i) Communicate with the membership through newsletters, bulletins, reports, etc.
- (j) Without limiting the general responsibility of the Board, delegating its power and duties to the Executive Committee or a paid administrator of the Association.

5.1.3 Composition of the Board

There shall be a Board of Directors consisting up to a maximum of ten (10) Directors and the immediate Past Chairperson who is a non-voting member of the Board.

5.1.4 Terms of Directors and Chairperson

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

5.1.5 Election of the Directors.

- (a) Directors shall assume their office immediately upon completion of a General Meeting which they are elected and shall serve until their successors are elected.
- (b) In the event of an increase in the number of Directors, the term of office for the new Director is determined by the term of the Board.
- (c) All Directors must be present for the election of the Executive Officers.
- (d) 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 priority for such appointment shall be from those persons who stood for election as Director, but who were not elected, at the previous Information Meeting.

5.1.6 Removal of a Director

- (a) If a member of the Board of Directors is absent from three (3) consecutive Board Meetings the member may be requested to resign their position.
- (b) A director may be removed from their position for just and sufficient cause upon being given two (2) weeks notice. A majority vote of the Board of Directors will be required for this purpose. The director in question will be afforded the following rights:
 - (1) Served personally with specific charges in writing.
 - (2) Given reasonable time to prepare a defense.
 - (3) Afforded a fair and reasonable hearing.

5.2 Executive Officers

- (a) The Executive officers of the Association are the Chairperson, Vice-Chairperson, Secretary-Treasurer.
- (b) At the first meeting after the Information Meeting, the Board elects from among the Directors the Chairperson, Vice-Chairperson and the Secretary-Treasurer.
- (c) Before assuming the office of Chairperson, Vice-Chairperson, Secretary-Treasurer, a Director must serve one (1) year on the Board.

5.2.1 Terms of the Executive Officers

The term of office for the executive officers is two(2) years.

5.3 Duties of the Executive Officers and Directors of the Association

5.3.1 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 Staff Association.
- (c) Call meetings of the Board of Directors.
- (d) Report to the membership at the Annual General Meeting 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 four (4) signing authorities of the Association.
- (g) Be ex-officio member of all Staff Association committees.
- (h) Supervise employees of the Staff Association.
- (i) Respond to the directions of the Board of Directors.

5.3.2 The Vice-Chairperson:

- (a) In the absence of the Chairperson, presides and performs the duties of the Chairperson as directed by the Board of Directors.
- (b) Performs other related duties as assigned by the Board of Directors.
- (c) Be one (1) of the four (4) signing officers of the Association.

5.3.3 The Secretary Treasurer

The Secretary-Treasurer shall:

- (a) Be responsible for all accounting and financial records of the Association, and assure 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 Director.
- (b) Recommend investment of surplus funds of the Association to the Board of Directors for approval.
- (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 of Directors.
- (d) Supervise the expenditures of the Association to ensure compliance with authorizations of the Board of Directors.
- (e) Sign all documents and cheques drawn on Association funds as required. In the event of absence of the Secretary Treasurer one (1) of the other signing officers shall sign such documents or cheques.
- (f) Arrange for the safekeeping of all bonds and other securities in a safety deposit box, or in safekeeping in a chartered bank or other financial institutions, to be released by the Secretary-Treasurer only with the written approval of the Chairperson or the Vice-Chairperson.
- (g) Be responsible for the control of Association furniture and equipment.
- (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 proposed budget for the ensuing year, for consideration and approval of the Board of Directors. After approval of the Board of Directors present the proposed budget to the General Membership for their approval at the Annual General Meeting, together with the audited financial statement of the preceding year.
- (j) Have responsibility 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 Secretary-Treasurer.

5.3.4 Recording Secretary

- (a) Ensure that accurate minutes are kept of all meetings of the Association. Deliver copy of minutes to Staff Association office for filing.
- (b) Ensure that a current copy of the Association Bylaws and the Policy Manual is available at all meetings of the Board of Directors and all meetings of General Members.
- (c) Monitor attendance at Board of Directors Meetings and notify the Chairperson of any absences.

5.3.5 Directors

A Director is fully informed on organizational matters, and participates in the Staff Association' deliberation and decisions in matters of policy, communication, labour relations, finance and advocacy.

A Director:

- (a) Demonstrates a commitment to achieving the purpose of the Association.
- (b) Is willing to acquire and develop the knowledge and skills to fulfill the purpose of the Board of Directors.
- (c) Attends all Board of Directors meetings, membership meetings and assigned committee meetings.
- (d) Sits on a least one committee.
- (e) Contributes regularly to the newsletter.
- (f) Actively supports the Keeping in Touch (KIT) team.
- (g) Responds to Staff Association related question, concerns and issues.
- (h) Attends and reports on CBE Public Trustee meetings on a rotating basis.
- (i) Declares a conflict of interest if one arises.
- (j) Submits a written report on conferences and workshops Attended.
- (k) Submits a detailed record of expenses and meeting declaration Monthly.
- (l) Monitors the policies, communications, Bylaws and structure of the Staff Association.
- (m) Participates in the Staff Association organizational plan and annual review.
- (n) Actively participates in decision-making require for the Board of Directors.

5.4 Honorarium

An honorarium shall be paid annually to the members of the Board of Directors according to the schedule established by the general membership. This honorarium shall be pro-rated to cover that portion of time served. Payment of this honorarium may be altered by a "Special Resolution" passed at an Annual General Meeting by a majority vote of not less than three quarters (3/4) of such members present and entitled to vote.

5.5 Reimbursement

Directors of the Association shall be reimbursed for approved expenses reasonably incurred on Association business, outlined in the Policy Manual.

Article 6 – Committees of the Board.

6.1 Committees

General Procedures for Committees

- (a) All Committees of the Board shall meet at such time and place as determined by their Chairperson and shall have such powers as are necessary to conduct their business.
- (b) Chairpersons of Standing Committees shall be appointed by the Chairperson of the Board of Directors from among members of the Board of Directors.
- (c) Sub-Committee Chairpersons shall be appointed by the Chairperson of the Standing Committee.
- (d) A Director shall sit on all Committees.
- (e) The Chairperson of the Board of Directors shall be an ex officio member of all Committees, except the Nominating Committee.
- (f) All Standing Committees shall have the power to create and terminate Sub-Committees, and to set their terms of reference.
- (g) Either members of the Board of Directors or members-at-large may serve as Chairpersons of Sub-Committees.
- (h) Members-at-large may serve on any committee at the invitation of the Chairperson of the Board of Directors or Chairperson of the Committee.
- (i) Chairpersons of Standing Committees shall be appointed no later than the second (2nd) Board of Directors meeting following the elections.
- (j) Members of Standing Committees shall be appointed no later than the third Board of Directors meeting following elections.

6.2 The Board will establish these Standing Committees

6.2.1 Executive Committee:

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

6.2.2 Finance Committee:

Consists of the Secretary-Treasurer and two (2) other Directors.

6.2.3 Bylaw Committee:

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

6.2.4 Nominating Committee:

Consists of the Secretary-Treasurer and two (2) other Directors.

6.3 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 to Board meetings at the Boards request.
- (d) Sub-Committees shall report regularly to its standing Committee.

6.4 Other Committees of the Board

The Board may establish other Committees to advise the Board. The name and structure of these committees are outlined in Policy 300 of the Policy and Regulation Manual.

Article 7 - Finance and Other Management Matters

7.1 Financial Year

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

7.2 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.

7.3 Signing Officers

- (a) Three (3) Executive Officers designated shall be the signing authorities on the Association bank account. Two (2) signatures are required on all cheques and all cheques must be signed by either the President or the Treasurer unless otherwise authorized by them.
- (b) On motions concerning financial issues, two (2) out of the three (3) line officers must be present, of which one (1) of the thee (3) must be the Secretary-Treasurer.

7.4 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.

7.5 Inspection of Records

- (a) The records of the Association may be inspected by any member of the Association at any time, upon receipt of reasonable notice and arrangement of a time satisfactory to the officer in charge, with the exception of those records that the Board designates as confidential.
- (b) Each member of the Board of Directors shall, at all times have access to the records of the Association.
- (c) The Secretary keeps the original Minute Books at the Registered Office of the Association. This record contains minutes from all meetings of the Association, the Board and the Executive Committee.
- (d) The Board keeps and files all necessary books and records of the Society as required by the Bylaws, the Societies Act, or any other statute or laws.

7.6 Protection and Indemnity of Directors and Officers

- (a) Each Director or Officer holds office with protection from the Association. The Association indemnifies each Director or Officer against all costs or charges that result from any act done in their role for the Association. The Association does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.
- (b) No Director or Officer is liable for the acts of any other Director, Officer or employee. No Director or Officer is Insolvent or wrongful act of any person, firm or corporation dealing with the Association.
- (c) No Director or Officer is liable for any loss due to an oversight or error in judgment, or by an act in their role for the Association, unless the act is fraud, dishonesty or bad faith.
- (d) 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 8 - Amending the Bylaws

8.1 Changing the Bylaws

The by-laws may be rescinded, altered, or added to by a “Special Resolution” passed by a majority vote of not less than three quarters (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.

DATED at Calgary, Alberta, this _____ day of _____ 2004

SECRETARY-TREASURER

CHAIRPERSON

MEMBERSHIP MOTION TO APPROVE BY-LAWS attached.