

VOICE OF ALBERTANS WITH DISABILITIES SOCIETY

BYLAWS

INTERPRETATION

1. In this Bylaw and all other Bylaws of Voice of Albertans with Disabilities Society or Alberta's Voice of Disabilities Society (the "Society"), unless the context otherwise specifies or requires:
 - (a) "Act" means the Societies Act, being Chapter S-14 of the Revised Statutes of Alberta, 2000, as from time to time amended, and every statute that may be substituted therefor and, in the case of such substitution, any references in the Bylaws of the Society to provisions of the Act shall be read as references to the substituted provisions therefor in the new statute or statutes;
 - (b) "Board of Directors" or "Board" means the Society's Board of Directors from time to time, as determined in accordance with the Society's Bylaws, and "Director" means any member of the Board of Directors at the relevant time;
 - (c) "Bylaws" means these Bylaws and includes any bylaw of the Society from time to time in force and effect;
 - (d) "Full Member" means an individual member of the Society with Full Membership as more particularly outlined in Section 4 of these Bylaws;
 - (e) "Regulations" means the Regulations made under the Act as from time to time amended and every regulation that may be substituted therefor and, in the case of such substitution, any references in the Bylaws of the Society to provisions of the Regulations shall be read as references to the substituted provisions therefor in the new regulations;
 - (f) "Special Resolution" means
 - (i) a resolution passed
 - (A) at a meeting of members of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given, and
 - (B) by the vote of not less than 75% of those members who, if entitled to do so, vote in person or by proxy,
 - (ii) a resolution proposed and passed as a special resolution at a meeting of members of which less than 21 days' notice has been given, if all the members entitled to attend and vote at the meeting so agree, or

- (iii) a resolution consented to in writing by all the members who would have been entitled at a general meeting to vote on the resolution in person or, where proxies are permitted, by proxy;
- (g) “Voting Members” means those members entitled to vote at meetings of the members and designated as Voting Members in accordance with these Bylaws;
- (h) all terms which are contained in the Bylaws of the Society and which are defined in the Act or the Regulations shall have the meanings given to such terms in the Act or the Regulations; and
- (i) the singular shall include the plural and the plural shall include the singular; the feminine gender shall include the masculine and neuter genders and vice versa; and the word “Person” shall include bodies corporate, corporations, companies, partnerships, syndicates, trusts, societies, associations, organizations and any number or aggregate of persons.

OFFICES

2. The Society shall designate a registered office in accordance with the provisions of the Act. The Society may have offices at such other places as the Board may from time to time determine.

MEMBERS

3. Subject to paragraph 4 below, any person or organization may become a member of the Society upon application for membership and payment of the prescribed membership fee. The Board may exercise the right to refuse membership to individuals and organizations whose philosophy conflicts with that of the Society. Where there is any difficulty or dispute in determining a person’s eligibility to be a member, the Board in their absolute discretion may determine such eligibility.
4. The following are the Classifications of Membership:
 - (a) **Individual Membership**
 - (i) Full Membership - open to any person with a disability as determined by the Board. A disability shall be identified through self-disclosure of any sensory, mental, developmental, physical, emotional or hidden disability. A member with full membership shall be a Voting Member and is entitled to hold office as well as to enjoy full speaking rights at members’ meetings.
 - (ii) Support Membership - accommodates persons whose personal philosophy is compatible to the Society. Where there is any difficulty or dispute in determining a person’s eligibility to be a support member, the Board in their absolute discretion may determine such eligibility. A member with support membership shall be a Voting Member and is entitled to hold office.

- (b) Organizational Membership - open to any organization or society which is acceptable to the Board. If the Board so requests, a copy of an organization's or society's bylaws and objects shall be submitted to them. The Board may in its sole and unfettered discretion refuse to grant membership or may terminate membership, if the applicant's or member's bylaws and objects are not, in the opinion of the Board, consistent with the purpose and objects of the Society, as set out in these Bylaws and as may be determined from time to time by the Board. Upon approval, the organization shall choose one official delegate as a support member with support member responsibilities and privileges.
5. Membership in the Society is not transferable and lapses and ceases to exist upon the member's death or when the member withdraws from the Society or that member's membership is terminated in accordance with these Bylaws.
6. Any member may withdraw from the Society at any time by notice to the Secretary in writing, but upon withdrawal, the member shall not be entitled to a refund of any portion of the fees that such member may have paid.
7. The Board reserves the right, in its sole and unfettered discretion, to revoke membership of individuals and organizations whose philosophy and/or actions, in the sole opinion of the Board, conflicts with those of the Society. A minimum of Sixty-six Per Cent (66%) of the Board must vote in favour of revocation pursuant to this paragraph 7.

DUES

8. The annual dues or fees payable by members shall be determined from time to time by the Board. The President or his or her designate shall notify the members of the dues or fees at any time payable by them and, if any are not paid within sixty (60) days of the date of such notice, the members in default shall thereupon automatically cease to be members of the Society, but such defaulting members shall on payment of the unpaid dues or fees be reinstated.

MEETINGS OF MEMBERS

9. Annual Meeting - The purpose of the annual meeting of members is to elect Directors of the Society in accordance with these Bylaws, to review the financial statements of the Society prepared by the Society's auditor or auditors for the previous fiscal year of the Society, and to transact such other matters as may properly come before the members. Subject to compliance with the Act, the annual meeting of the members shall be held at any place in the Province of Alberta on such day in each year and at such time as the Board may by resolution determine or, in the absence of such determination, at the place where the principal office of the Society is located. Directors and members may participate in meetings of the Annual General Meeting by means of a conference telephone, telecommunications services, interpreter or intervenor services, or other communications equipment so that all persons can fully comprehend and participate at the same time, and participation by such means shall constitute presence in person at such a meeting.

10. Special Meetings - Special meetings of the members may be called at any time by the President or any three (3) members together with one-half (1/2) of the Board members, provided that the business to be transacted at the special meeting shall be set out in the request. Notice shall be given to each member in good standing in the manner hereinafter described of the business to be transacted at any special meeting of the Society, and no other business shall be transacted at that meeting. The person or persons authorized to call special meetings of members may fix a reasonable time and place for holding them.
11. Notice of Meetings - Written notice stating the time and place of any meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be sent to the last known address of each member, or via email if the member has provided an email address, not less than twenty-one (21) days before the date of the annual meeting or any special meeting. Notice shall be given by or at the direction of the persons calling the meeting to each Voting Member and to the auditor or auditors of the Society. If the notice is sent via regular mail, such notice shall be deemed to have been delivered three (3) business days after being deposited in the regular mail in the Province of Alberta addressed to the Voting Member at such member's address as it appears on the records of the Society with postage prepaid.
12. Waiver of Notice - Any member and any other person entitled to attend a meeting of members may in any manner waive notice of a meeting of members. The attendance of a member at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of such meeting or the manner in which it has been called or convened, except when the member states at the beginning of the meeting any objection to the transaction of business because the meeting is not lawfully called or convened.
13. Omission of Notice - The accidental omission to give notice of any meeting or any irregularity in the notice of any meeting or the non-receipt of any notice by any member or members or by the auditor or auditors of the Society shall not invalidate any resolution passed or proceedings taken at any meeting of members.
14. Quorum and Voting - Unless otherwise required by the Act or Bylaws of the Society, Eight (8) Voting Members appearing in person or represented by proxy shall constitute a quorum at any meeting of members. After a quorum has been established at a members' meeting, the subsequent withdrawal of Voting Members, so as to reduce the number of Voting Members at the meeting below the number required for a quorum, shall not affect the validity of any action taken at the meeting or any adjournment thereof. If a quorum is not present at the time appointed for a meeting of members or within such reasonable time thereafter as the members present may determine, the persons present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business, and the provisions of paragraph 12 of these Bylaws regarding notice shall apply to such adjournment.
15. Conduct of Meetings
 - (a) Votes - Each Voting Member shall be entitled to one vote on each matter submitted to a vote at a meeting of members. Unless otherwise provided by law or these Bylaws, passage of a motion requires a

simple majority of Voting Members. Such votes must be made in person or by proxy as provided for in paragraph 16 of these Bylaws. In the case of an equality of votes, the chairperson of the meeting shall not have a second or deciding vote in addition to the vote to which such chairperson may be otherwise entitled.

- (b) Rules of Order - For all matters regarding conduct of meetings of members which are not specifically addressed by these Bylaws or by applicable legislation, the meeting shall be conducted in accordance with the procedure set forth in the latest edition of *Robert's Rules of Order*.
- 16. Proxy - Every Voting Member may authorize another person or persons to act for such Voting Member by proxy. Every proxy shall be in writing and shall be signed by the Voting Member or such Voting Member's otherwise duly authorized attorney. No proxy shall be valid after the expiration of sixty (60) days from the date thereof. Every proxy shall be revocable at the pleasure of the Voting Member executing it, except as otherwise provided by law.
- 17. Adjournment - The chairperson of any meeting may with the consent of the meeting adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the members. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

DIRECTORS

- 18. Qualifications
 - (a) The Directors of the Society shall be comprised of those individuals who are members of the Society in good standing and elected as Directors by the Voting Members at the annual meeting of members and in accordance with these Bylaws. All nominations for directors must be given in writing to a Director, designated by the Board at the first Board meeting after the annual meeting for the purpose of seeking directorship nominations, not later than the end of three full business days prior to the annual meeting of members;
 - (b) the Society shall have a minimum of seven (7) and a maximum of ten (10) Directors;
 - (c) a Board member may not become an employee or contractor of the Society until six (6) months have passed since such member has ceased to be a Director. The Board of Directors has the discretion to make an exception in special circumstances;
 - (d) at least Fifty percent (50%) of the Directors shall be at arm's length with each of the other Directors of the Society, as that term is defined in the Income Tax Act (Canada).

19. Term of Directorship - The term of each Director shall continue until the earlier of:
- (a) such Director's resignation as a Director; or
 - (b) the second annual meeting of members following that annual meeting at which such Director was elected; or
 - (c) the end of the Director's third consecutive term. Following the retirement at the end of the last permitted consecutive term, the Director may be re-elected after a one (1) year interval;
 - (d) such Director's removal as a Director, by the Board due to absences from Board meetings more than two (2) times in any twelve (12) month period without prior approval from the President or designate.
20. Vacation of Office - Any vacancy occurring during a calendar year shall be filled at the next annual meeting provided it is so stated in the notice calling such meeting.
- 20A. Interim Appointment of Directors
- (1) In the event of a vacancy on the Board of Directors between Annual General Meetings, the Board may, by resolution, appoint a qualified member of the Society in good standing to serve as a Director until the next Annual General Meeting.
 - (2) Any Director appointed pursuant to this section shall have all the rights, powers, duties, and voting privileges of an elected Director.
 - (3) At the next Annual General Meeting, the membership shall elect Directors to fill any vacancies, including those filled by interim appointment under this section.
 - (4) All interim appointments must comply with the qualifications, composition, and arm's length requirements set out in these Bylaws.
21. General Powers - Subject to the limitations of the Act and these Bylaws, the Board shall have full control and management of the business and affairs of the Society.
22. Board Composition – Whenever possible at least 75% of the Board shall be comprised of Full Members, with at least One (1) and no more than Three (3) members of the Board coming from the following geographical areas of Alberta:
- (a) That portion of Alberta which lies to the north of 54° latitude (generally to the north of the City of Edmonton);
 - (b) That portion of Alberta which lies to the south of 54° latitude (generally to the south of the northern limits of the City of Edmonton) and north of 52° latitude (generally to the north of the southern limits of the City of Red Deer);
 - (c) That portion of Alberta which lies to the south of 52° latitude (generally to the south of the City of Red Deer) and north of 51° latitude (generally to the north of the southern limits of the City of Calgary); and
 - (d) That portion of Alberta which lies to the south of 51° latitude (generally to the south of the City of Calgary) and north of 49° latitude.

Notwithstanding the foregoing, the Board may relax this requirement, if in the opinion of the Board, it is reasonable to do given the circumstances.

MEETINGS OF DIRECTORS

23. Regular Meetings - Meetings of the Board shall be called at least four (4) times per year, or as the business of the Society shall require, as determined in the President's discretion.
24. Special Meetings - Special meetings of the Board may be called by any four (4) Directors provided they first request the Chairperson in writing to call such a meeting. The person or persons authorized to call special meetings of the Board may fix a reasonable time and place for holding them.
25. Telephone Meetings - Directors may participate in meetings of the Board by means of a conference telephone, telecommunications services, interpreter or intervenor services, or other communications equipment so that all persons can fully comprehend and participate at the same time, and participation by such means shall constitute presence in person at such a meeting.
26. Action Without Meeting - Any action of the Board may be taken without a meeting if consent in writing setting forth the action so taken signed by all of the Directors is filed in the minutes of the Board. Such consent shall have the same effect as a unanimous vote and may be signed by the Directors in counterpart and transmitted electronically.
27. Notice and Waiver - Notice of any meeting of the Board shall be given at least seven (7) days prior thereto by written notice delivered personally or by mail or electronic mail to each Director at such Director's address. If mailed, such notice shall be deemed to be delivered three (3) business days after being deposited in the regular mail in the Province of Alberta, with postage prepaid. Any Director may waive notice of any meeting, either before, at or after such meeting by signing a written waiver of notice. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of such meeting or the manner in which it has been called or convened, except when a director states at the beginning of the meeting any objection to the transaction of business because the meeting is not lawfully called or convened.
28. Quorum and Voting - A simple majority of the Directors in office shall constitute a quorum for the transaction of business at any meeting. The vote of a majority of Directors present at a meeting at which a quorum is present shall constitute the action of the Board. In the case of an equality of votes the chairperson of the meeting shall not have a second or casting vote in addition to the vote to which such chairperson may be otherwise entitled. If a quorum is not present at the time appointed for a meeting of Directors or within such reasonable time thereafter as the Directors present may determine, then a majority of those Directors present may adjourn the meeting from time to time without notice until a quorum of Directors is present. After a quorum has been established at a meeting of Directors, the subsequent withdrawal of Directors, so as to reduce the number of Directors present below the number required for a quorum, shall not affect the validity of any action theretofore or thereafter taken at the meeting or any adjournment thereof.
29. Presumption of Assent - A Director who is present at a meeting of the Board at which

action on any matter is taken shall be presumed to have assented to the action taken unless such Director votes against such action or abstains from voting. All abstentions shall be recorded by the Secretary.

OFFICERS

30. Election - The Board shall, at the first General Meeting of the Board, after the annual meeting of members, elect a President, a Vice-President, a Secretary, a Treasurer, and any other officers that the Board considers necessary or desirable, from among the Directors. Each incumbent officer shall continue in office until the earliest of:
- (i) such officer's resignation,
 - (ii) such officer's ceasing to be a Director of the Society,
 - (iii) the meeting at which the Directors annually elect the officers of the Society, and
 - (iv) such officer's removal from office by the Board as determined by a Special Meeting and voted on by the Members.

The Board may from time to time elect such other officers and agents as it shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the Board.

31. Vacation of Office - If the office of any officer of the Society shall be or become vacant by reason of death, resignation or otherwise, the Board shall elect a person to fill such vacancy from among themselves.
32. Delegation of Duties - In case of the absence or inability to act of any officer of the Society or for any other reason that the Board may deem sufficient, the Board may delegate all or any of the powers of such officer to any other officer or to any Director as the Board deems suitable and sufficient.
33. President - The President shall act as chairperson of all Board meetings and members' meetings. The President shall represent the Society in the community and shall exercise general supervision over the business and affairs of the Society. The President shall be an ex officio member of all committees.
34. Past President – The Past President shall act as an advisor to the current President, assist with recruitment and training of new Board members and provide historical continuity about the Board's activities. If a Director is President at the end of the Director's third consecutive term, the Director may remain on the Board for one additional year in an advisory capacity, without voting privileges, with approval of the Board.
35. Vice-President - The Vice-President shall assist the President with the performance of the President's duties, act in the absence of the President, and assume such other duties as the President delegates to the Vice-President from time to time. Subject to a decision of the Board to the contrary, the Vice-President shall become President at the end of the President's term in office.

36. Secretary - The Secretary shall be in charge of the minute books and seal, if any, of the Society and of the documents and registers of the Society. The Secretary or his or her designate shall attend all meetings of the Society and the Board and shall keep or cause to be kept accurate minutes of the same.

The Secretary shall ensure that agendas for the aforementioned meetings are prepared in consultation with the appropriate chairperson, all required notices for the aforementioned meetings are given and all correspondence requiring the attention of those bodies is presented, recorded, answered and filed correctly.

37. Treasurer - The Treasurer shall oversee the financial affairs of the Society and properly account for the funds of the Society and the keeping of such books as may be directed.
38. Subject to these Bylaws, the duties and responsibilities of each officer shall be determined by the Board from time to time.

INDEMNITIES TO DIRECTORS AND OTHERS

39. Every Director or officer of the Society or other person who has undertaken or is about to undertake any liability on behalf of the Society, and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Society, from and against:

- (a) all costs, charges and expenses whatsoever which such Director, officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against such person for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by such person or any other Directors or officers in or about the execution of the duties of such person's or persons' office or in respect of any such liability; and
- (b) all other costs, charges and expenses which such person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by such person's own willful neglect or default;

provided such Director or officer was acting in good faith and in the best interests of the Society.

COMMITTEES

40. Creation of Committees - The Board may, by resolution passed by a majority of the Board, designate one or more committees of the Directors.
41. Other Committees - Such committees shall have such functions and may exercise such powers of the Board as can be lawfully delegated by the Board. The duties and responsibilities of such committees of the Society shall be determined from time to time by the Board, and the committees, through the chairpersons, shall be directly responsible to the Board.

42. Committee Chairperson - The Board shall appoint all committee chairpersons, who shall be Directors. The Board may, with or without cause, revoke any such appointments at will and make new appointments.
43. Meetings - General meetings of committees may be held without notice at such time and at such place as shall from time to time be determined by the chairpersons of such committees. The members of such committees may participate in such meetings by means of a conference telephone, telecommunications services, interpreter or intervenor services, or other communications equipment so that all persons can fully comprehend and participate at the same time, and participation by such means shall constitute presence in person at such a meeting.
44. Quorum - At all meetings of such committees, a majority of the committees' members then in office shall constitute a quorum for the transaction of business.
45. Vacancies – Vacancies on such committees shall be filled by the Board then in office at any regular or special meeting of the Board of Directors.
46. Reports – The committee chairperson shall regularly report all acts and recommendations of their committees to the Board, and such reports shall, if requested by the Board, be in writing and be distributed to the Directors prior to the meeting of the Board for which the report was requested.

BORROWING POWERS

47. The Board does not have any borrowing powers

AUDITING

48. Annual Audit - The books, accounts and records of the Society shall be audited at least once each year by a duly qualified accountant or by two Directors appointed by the Voting Members for that purpose at the annual meeting of members. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor or auditors at the annual meeting of the Society.

INSPECTION OF BOOKS AND RECORDS

49. Inspection by Members and Directors - The minute book and copies of the financial statements of the Society may be inspected by any member of the Society at the annual meeting or at any reasonable time upon giving reasonable notice and arranging a time satisfactory to the Secretary. Each Director of the Society shall have access to such books and records at all times.

AMENDMENTS TO BYLAWS AND OBJECTS

50. By Special Resolution - The objects and Bylaws of the Society may be rescinded, altered or added to by a special resolution of the Society.

51.

CHARITABLE ORGANIZATION

52. All the property, income and resources of the Society shall be devoted to the charitable activities carried on by it. No part of the property, income or resources of the Society shall be payable to, or otherwise available for, the personal benefit of any member, employee of the Society or of any person concerned in the organization or administration of the Society or its activities or to the trustee or settlor of the same.

REMUNERATION

53. No officer, Director, or member of the Society shall receive any remuneration for such person's services as such officer, Director, or member of the Society. An officer, Director or member of the Society is not precluded from receiving reimbursement for expenses incurred.

EXECUTION OF INSTRUMENTS

54. The Board is authorized from time to time to appoint any officer or officers or any other individual or individuals on behalf of the Society either to sign and deliver documents and instruments in writing generally or to sign and deliver specific documents and instruments in writing. In the absence of any such appointment by the Board, any two (2) of the President, the Vice-President, the Secretary and the Treasurer shall have authority to sign and deliver in the name of the Society, under the seal of the Society or otherwise, all documents and instruments in writing, and any documents and instruments in writing so signed and delivered shall be binding upon the Society without any other formality.

SEAL

55. The Board may adopt a seal of the Society. The seal shall be under the charge of the Secretary under the control of the Board.

ADVISORS

56. The Board shall have the right to appoint advisors to the Board who shall not have voting rights at Board meetings.

REGULATIONS

57. The Board may set up regulations for its internal management as may appear desirable, but not contrary to these Bylaws.

NOTICES

58. The requirement that any notice required by these bylaws shall be written shall be satisfied by notice given by electronic means, including without limitation, notice given by electronic mail.

DISTRIBUTION

59. Upon dissolution of the Society and after the payment of all debts and liabilities, the remaining property of the Society shall be distributed and disposed of, to registered charities or to other qualified donees as defined in the Income Tax Act (Canada), whose objects are similar to those of the Society, the distribution to be determined by the Board.