



Bylaws & Objectives

Approved by CAD Members July 6, 2019

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**Calgary Association of the Deaf
Bylaws & Objectives**

ARTICLE 1: NAME AND HEAD OFFICE

- 1.1** The name of the society is “Calgary Association of the Deaf,” which may also be referred to the “Society”, or “CAD”, “CgyAD”, “cgyad”.
- 1.2** The head office of the Association shall be in the City of Calgary.

ARTICLE 2: DEFINITIONS

In these by-laws, the following words have these meanings:

- a) “Act” means the Alberta Societies Act as amended from time to time.
- b) “Annual Fee” means the membership fee paid each year by a member to belong to CAD.
- c) “Board” means the Board of Director of Calgary Association of the Deaf.
- d) “By-laws” means these by-laws of Calgary Association of the Deaf, as amended from time to time.
- e) “Director” means any person elected or appointed to the Board.
- f) “Executive Committee” means any person elected or appointed by the Board of Directors.
- g) “Fundors” means those individuals or charitable and/or corporate organizations that funds CAD’s programs or services.
- h) “Donors” means those individuals or groups that fund CAD.
- i) “General Meeting” means any meeting of the membership of CAD, the Annual General Meeting and the Special General Meeting.
- j) “Goals and Objectives” means the goals and objectives document approved by the Board of Directors.
- k) “Guiding Principles” means those principles enacted from time to time by the Board of Directors.
- l) “Meeting Protocols” means those procedures amended from time to time by CAD Board of Directors to govern Board Meetings, Executive Committee meetings and General Meetings.
- m) “Member in Good Standing” means every person whose Annual Fee, if applicable, is not in arrears, and who has not been suspended in accordance with these CAD by-laws.
- n) “Policies” and “Procedures” are those policies and procedures enacted from time to time by the CAD Board of Directors and the Executive Committees.
- o) “Mission and Vision Statement” means the mission and vision statement adopted by the Board of Directors for the short and long-term strategies of CAD.

ARTICLE 3: OBJECTIVES

This association shall serve as:

- a) A facility to provide resources to promote, advocate, and improve the social, educational, physical and quality of life for the Deaf individuals in the City of Calgary and/or Southern Alberta;
- b) A source of information about talents, abilities, and cultures of the Deaf people;
- c) A coordinating group for the educational purposes of providing new programs and/or services such as ASL Program, Deaf Support Services, Outreach programs;
- d) A protector of rights of the same;
- e) A coordinating agent for the purpose of setting up physical facilities to meet the needs of the Deaf, and;
- f) A resource center for technical aids that assist with the daily living of Deaf people.

ARTICLE 4: OPERATION

The operation of this association is to be chiefly carried out in the City of Calgary and/or in Southern Alberta.

ARTICLE 5: REGISTRATION AND POWERS

The Association is duly registered under the "Societies Act" as a provincial, not-for profit organization whose business shall be carried out without financial gain for its member and any profits or benefits shall be used for promoting its objects and goals.

The Association shall have all the power necessary or convenient to carry out its objects subject to limitation provided by its certification of incorporation, and by these bylaws. Such powers should include without limitation: control of its affairs; the designation of the time of holding and the manner of conducting its meetings' the qualification, admission, classification and voting power of members; determination of the time and manner of selection, qualifications, terms of office, official designations, power and duties of its board of directors, trustees and members of network and committees; defining what constitutes a vacancy in any office or network or committee and the manner of filling the same; and the adoption of such bylaws and rules, not inconsistent with law, it certification of incorporation and bylaws, with the right from time to time to amend or repeal same, as it shall deem proper.

ARTICLE 6: MEMBERSHIP

Calgary Association of the Deaf welcomes to its membership all persons of any age, gender, race, religion, sexual orientation, color, and disability who are interested in the welfare of people who are Deaf and who support the Objectives and activities, Mission and Vision Statements and Guiding Principles as set from time to time, and who have paid the Annual Fee, if applicable. The membership is comprised of the following classes. Legal age of applying to all classes of membership except the "Family Membership" while those parents are fully responsible for their attending children. A person can be in more than one class.

6.1 ELIGIBILITY

Membership status shall be granted to individual from the City of Calgary and/or Southern Alberta who:

- a) Is interested in the objectives and activities of this Society and may become a Member of this Society upon payment of a membership fee described in this By-Laws. The Board of Directors reserves the right to review membership within the framework of the Society objectives;
- b) Is of legal age applying to all classes of membership;
- c) Is responsible for his/her own code of conduct. He/she is expected to behave within the limits accepted by the public in general; and is also a Member in Good Standing.
- d) Recognizes that his/her membership status may be considered invalid if he/she jeopardizes the reputation of the Society.

6.2 COMPOSITION AND PRIVILEGES

ACTIVE member is any Deaf individual taking part of this Association with full membership privileges such having right to make motions vote and hold an office.

ASSOCIATE member is any hearing individual or family member of Deaf individuals taking part in this Association with no motion making, voting, and office holding privileges; however, he/she may enjoy other privileges of membership.

HONORARY member has a deserving Deaf individual may be considered for becoming an Honorary Member of this Association according to the following conditions:

- i) Any Active member can send a signed submission to the Board of Directors to recommend an honorary member at any time during the year prior to the end of April. The Board of Directors will gather and

review names. Name will be brought forward at the Annual General Meeting.

- ii) An Honorary member shall have none of the obligations of membership in this Association but is entitled to all the privileges including making motions, casting votes, and holding office. He/she shall not be assessed a membership fee; however, he/she may make a donation to CAD.
- iii) The Board may elect and vote an Honorary member if he/she already resided in the City of Calgary and/or Southern Alberta and committed his/her volunteer time to CAD for more than 15 years.

FAMILY member: a member who is a parent or guardian having at least one Deaf child in her/his family or is a Deaf parent or guardian having at least one child in her/his family. Being an active member would be available only to the Deaf parent(s) while a hearing parent or guardian would be an associate member with no motion making, voting, and office holding privileges.

STUDENT member is any Deaf individual, 18 years old or older, attends an educational institute on a part-time or full-time basis. Proof of enrollment must be provided to the Board.

6.3 MEMBERSHIP DUTIES

Each Active member shall be expected to contribute his/her time and efforts in preparing and carrying out, or assisting, a social event program and/or fundraising activities to ensure sustainability of the Association at least once a year.

6.4 RESIGNATION OF MEMBERSHIP

Any Member of this Association wishing to be withdrawn from membership status may do so upon providing the Board of Directors, specifically the President or Secretary, with a written notice of resignation.

6.5 CONFLICT OF INTEREST

Any member, either on his/her behalf or while acting for, has any financial or personal interest, direct or indirect, in any material contract or material transaction or other matter, or otherwise has a conflict of interest, as a member, he/she:

- a) Shall disclose his/her interest fully in writing or at any meeting in which the disclosure is entered into the minutes of the meeting;
- b) Shall disclose his/her interest and the general nature thereof prior to any consideration of the matter in any meeting;

- c) Shall not in any way whether before, after or during the meeting, influence the vote on any such question.

6.6 EXPULSION OF MEMBER

Any member may be expelled by the Board of Directors from the membership of this Association and shall thereafter not be entitled to any membership privileges or powers in this Society if:

- a) The member is in arrears for fees or assessments for any year;
- b) The member is found guilty of intentionally violating CAD Bylaws; or
- c) 75% of the Board of Directors permitted to vote at a special meeting of the Board of Directors resolve to expel the Member from membership.

An expelled Member may, within 30 days of expulsion, appeal in writing to the Board of Directors. A committee (known as the "Appeal Committee") will be set up within 30 days by the Board of Directors. The Appeal Committee will be a panel comprised of two Members and 1 Board of Director. The decision to uphold or overturn the expulsion will be settled by the majority vote of the Appeal Committee and the committee will inform the expelled member in writing and in person within 2 weeks.

ARTICLE 7: FEES

- 7.1** The Annual Fee, applying for the annual period commencing on September 1st of each year and terminating on August 31st for each year for each class of the membership shall be the amount as determined by CAD members at annual general meeting.

- 7.2 FEES DUE**

The Annual Fee shall be paid no later than 30 days before the Annual General Meeting each year. Until the annual fees have been paid, that person's voting rights are suspended for all purposes. The Fee is non-refundable.

ARTICLE 8: BOARD OF DIRECTORS

- 8.1 ACTIVE MEMBER**

Any active member in good standing with a minimum of one year with a proven business management, organizational and leadership skills recognized by the members and/or the Board of Directors shall be eligible to run for any Board of Directors position except the Treasurer and President.

8.2 CANDIDATE

A candidate may run for any of the Board of Director/Executive Committee position except the position of President and Treasurer which will not be available until he/she entered her/his second term as an active member of this organization.

8.3 TERM

Each Board of Director can hold his/her respective position for a term of two (2) years and can be re-elected for continuing term every two (2) years.

ARTICLE 9: VACANCY

The position on the Board of Director shall automatically be vacated:

- a) If a Director resigns from his/her position by delivering a written resignation to the Secretary or President of this Association;
- b) If a Director is found to act in irresponsible or inappropriate manner;
- c) If a Director becomes bankrupt or is declared insolvent;
- d) If a Director becomes legally incompetent;
- e) If a resolution is passed by two-third (2/3) of the voting members present at any meeting that he/she be removed from her/his position; and
- f) Upon death of a Director.

Provided that vacancy may occur for any reason in the paragraph above, the Board of Directors shall appoint "acting positions" to fill vacancy until Annual General Meeting with a Member in good standing and has the skills of leadership, business management and organizational skills.

ARTICLE 10: OATH

Before any elected member shall take over the responsibilities and duties as a Board of Director, he/she is required to take the following oath of office during the Annual General Meeting.

"I (FULL NAME) as (POSITION), solemnly pledge to perform my duties to the best of my knowledge and skills with good integrity to serve the Association. I will carry on accordingly."

ARTICLE 11 BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE

11.1 POSITIONS

- a) The board of directors consist of at least five (5) but not more than nine (9) Director (non-paid positions), each occupying one of the following offices: President, Vice President, Secretary, Treasurer and up to a maximum of four (4) Director at Large.
- b) A family member, being immediate or extended and/or any arm length of a Director shall not be entitled to be elected to the Board of Directors.
- c) Must commit to implement and to carry out the goals and action plans of CAD's Strategic Plans.
- d) The Executive Committee consist of at least one (1) but not more than fifteen (15) Standing Committees.

11.2 DUTIES FOR BOARD OF DIRECTORS POSITIONS

- a) President: The President shall, when present, preside at all meeting of this Association. He/she shall be an ex-officio member of all committees and carry out duties required and determined by the Board of Directors.
- b) Vice President: In President's absence, the Vice President shall preside at such meetings, and in the absence of both President and Vice President, a chairman may be elected from among the Board of Directors to reside the meeting on the behalf of either Board of Director. They shall be responsible for the By-Laws of this Association including the duty of handing all amendments/changes proposed for a full review and approval at the Annual General Meeting and keeping it updated every year. They carry out duties as expected of the President and to be determined by the Board of Directors.
- c) Secretary: The Secretary shall keep records of all meetings and type minutes for copies to be distributed by emailing to all voting members of this Society. He/she shall be the custodian of the Seal of the Society; the Seal whenever used shall be eligible Executive Director of this Association. He/she shall open all the mail (except "Confidential") which shall be opened by the President.
- d) Treasurer: The Treasurer shall be bonded and capable of handling all the financial affairs of this Association. He/she shall receive all monies paid to this Association and shall be responsible for bank transaction as required by the Board of Directors. He/she shall maintain current accurate records of all required financial documents. He/she shall prepare and present summarized or detailed monthly and yearly financial reports at Board of Directors meetings. He/she shall provide financial report at every quarterly general

meeting He/she shall be responsible to have a copy of all financial reports available for the Secretary of this Association for record keeping of each meeting. Copies of such reports shall be available for voting members present at the Annual General Meeting. As required, detailed financial information shall be available to satisfy relevant questions arising from the members during the Annual General Meeting.

- e) Directors At Large: The four (4) Director at Large shall carry out duties as determined by the Board of Directors. They shall be counted for the quorum of the Board of Directors at any meeting or Annual General Meeting. They are responsible to sell memberships to the public, take in membership forms, and report to the Board meetings. They keep receipts for paid membership fees, number, and names of memberships in record. They are responsible for forwarding the paid membership fees to the Treasurer for bank transactions.

11.3 DUTIES FOR EXECUTIVE COMMITTEE

The Executive Committee is responsible generally for holding the Board to high standards of practice in its governance and for the processes of recruitment and nomination of directors. In these regards, it shall:

- a) Periodically review and ensure the current of program and services to monitor compliance with these;
- b) Oversee the periodic evaluation of the effectiveness of the Association's governance practices and the contribution of program and services;
- c) Recommend, for board approval, criteria for recruitment of staff that will best serve the current and future needs of the Board and the Association;
- d) Solicit, interview, check references and evaluate prospective staff against approved criteria;
- e) Obtain from each individual to be selected to vacant staffing positions;
- f) Ensure proper orientation is provided to new staff and that all staff are provided ongoing opportunities for education related to their duties;
- g) Ensure that the attendance of staff at meetings of the Association is monitored and that regular reports are submitted to the Board regarding attendance; and,
- h) Consult with Board of Directors if staff are not meeting the attendance requirements of the Association, or other expectations of staff, and make recommendations to the Board with respect to such matters.

11.4 STANDING COMMITTEES

The Board may, from time to time, by resolution, establish such other standing committees with such duties and powers as it deems to be in the interests of the Association. Except as otherwise established in this bylaw, each such committee shall be chaired by a director, have the committee membership and terms of reference approved by resolution of the Board, shall consider such matters are referred to it by the Board, shall keep records of its activities and recommendations, and shall report to the Board at such intervals as required by the Board.

The Board may appoint committee members who are not directors, provided that a majority of its voting members are directors. Committee members shall serve without remuneration; however, committee member shall be entitled to be reimbursed for travelling, and other expenses properly incurred by them in the performance of their duties. The Board may, by resolution, remove a committee member and shall fill, by appointment, the vacancy created by such removal.

A quorum for the transaction of any business of a committee shall be the majority of the board of directors to vote and makes the final decision according to the goals and objectives of the Association.

11.5 AUTHORITY OF THE BOARD OF DIRECTORS

The Board of Directors shall govern and direct the affairs of the Association in accordance with the objects of the Association. The Board of Directors may exercise all such powers and do all such acts and things as may be exercised or done by the Association, except as prohibited by these Bylaws. Without restricting the generality of foregoing, the Board of Directors:

- a) May work by itself or in association with any government, organization or person;
- b) May enter into any contract on the behalf of the Association;
- c) May appoint or employ such agents or employees, to perform such permanent, temporary or special services, as necessary, and to determine their power and duties and affix their salaries or emoluments;
- d) Shall oversee and manage the financial business of the Association and be accountable to the membership for same;
- e) May appoint such standing and special committees to carry on its work; and may determine the composition and powers of such committees;
- f) May be reimbursed for expenses incurred in carrying out the business of the Association, upon presentation of proper statement; and,
- g) Shall not receive remuneration for their services.

ARTICLE 12: MEETINGS

12.1 NOTICE IN ADVANCE

- a) **MEMBERS MEETINGS:** The Society shall hold an Annual General Meeting of the Members each year and shall present at that meeting a financial statement setting out its income, disbursements, assets, and liabilities, audited and signed by the society's auditor. Meetings of the Members in this Society shall be held in Alberta and may be called at any time by the Secretary upon instruction of the President or the Board of Directors, with a written notice sent to all voting Members of this Society delivered by email or social media at least 30 days prior to the date of the meeting. The Society shall hold special meetings from time to time, as called by the Secretary upon instruction of the President or the Board of Directors, with a written notice sent to all voting Members of this Society delivered by email or social media at least 10 days prior to the date of the meeting.
- b) **BOARD OF DIRECTORS MEETINGS:** Meetings of the Board of Directors may be called at any time by the Secretary upon instruction of the President or the Board of Directors, with a written notice sent to the Directors delivered by email at least 7 days prior to the Meeting. If all the Directors consent, a Director may participate in a meeting of the Board of Directors or of an executive committee of the Board by means of communications as permit all persons participating in the meeting to hear each other, and a Director participating in such a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or the meeting to which it relates and may be given with respect to all meetings of the Board and of committees of the Board of Directors held while a Director holds office.

12.2 MEMBERS MEETINGS

- a) **General Meetings:** The Board of Directors shall, from time to time, determine whether a quarterly general meeting of the Member shall be held. A quarterly general meeting will only be held when there are at least three new business or agenda item to be discussed and motioned upon. A quarterly general meeting shall be held on the first Saturday. Any request for the agenda item must be submitted fourteen (14) business days prior to the general meeting.
- b) **Annual General Meeting:** The AGM shall be held in June of each year. Any request for the agenda item must be submitted 21 days prior to the AGM.

12.3 QUORUM

For any meetings of the Members a minimum number of eight (8) voting Members plus a majority of the Board of Directors shall constitute a quorum.

For any Board of Directors meeting, a majority of the Board of Directors shall constitute a quorum.

12.4 GOVERNANCE OF PROCEDURES

Any meeting of the Members shall be governed by the most recent edition of the Robert's Rule of Order. Robert's Rule of Order shall apply at all meetings of the Board, committees, and members of the Association.

12.5 AGENDA FOR GENERAL MEETING

The General Meeting will be held quarterly any Saturday..
The order of business at this meeting shall be done as follows:

- President's call to order
- Approval of minutes of previous General Meeting
- Approval of minutes of previous special meeting(s)
- Board of Director's reports
- Executive Committee's reports
- Unfinished/New Business
- Adjournment/ Announcement

12.6 AGENDA FOR ANNUAL GENERAL MEETING

The Annual General Meeting will be held in the month of June.
The order of business at this meeting shall be done as follows:

- President's call to order
- Approval of minutes of previous Annual General Meeting
- Treasurer's financial statements (Audited Financial Statement)
- Budget Forecast
- Appointment of Auditors
- Board of Director's reports
- Executive Committee's reports
- Amendments to By-Laws
- Election of Board of Directors and Chairpersons (in odd years only)
- Adjournment/ Announcement

12.7 AGENDA FOR ANY SPECIAL MEETINGS

The order of business at this meeting shall be done as follows:

- President's call of order
- Specific purpose for such meeting to be given by the President
- New business based on this specific purpose
- Adjournment/ Announcement

12.8 NOTICE FOR ABSENCE

Board of Directors must report to the President that he/she cannot attend the General, Board or Special meeting.

ARTICLE 13: FINANCE

13.1 AUDIT

All financial records shall be audited annually by an auditor appointed by the members during the previous Annual General Meeting for submission of Audited Annual Financial Statement at the Annual General Meeting.

13.2 FISCAL YEAR

December 31st shall be the end of the fiscal year of this Society.

13.3 ACCESSIBILITY

The books and records of this Society may be inspected by any voting Members of this Society at an Annual General Meeting provided notice of at least 7 days prior to the date of the meeting has been given to allow preparation of, delivery of, and availability of the required documents. All Members of the Board of Directors shall have access to such documents upon request.

13.4 CHEQUE AUTHORIZATION

The Treasurer and one of either the President or the Vice President of this Society shall be authorized to co-sign on any cheque of this Society. In special circumstances, any Director may become the second or third person to co-sign with the Treasurer on any cheque subject to approval of the Board of Directors.

13.5 BANKING

The Board of Directors may make arrangements with any chartered bank or trust company doing business in the Province of Alberta, for the deposit of monies or securities belonging to this Association as they from time to time deem necessary, including the borrowing of monies for the purposes of this Association.

13.6 DONATIONS

The Board of Directors may approve donation request if it meets the goals and objectives of CAD.

ARTICLE 14: WORKING LANGUAGE

The American Sign Language known as ASL will be used at any meeting of this Association and written English is used for recording. Video recording as well as materials of electronic nature like computer software may be used for recording purpose providing that recorded information is retrievable and reusable.

ARTICLE 15: ELECTION

The election in odd years shall be held during the Annual General Meeting. Those elected shall commence their duties on September 1st until August 31st. Each Director shall, during the final 2 months of his/her respective term, complete unfinished business and assignments before the incoming Director assumes that position.

ARTICLE 16: VOTING

Voting Members have voting privileges in any meeting of the Members of this Society. Votes must be made in person and no proxy votes shall be accepted.

Votes on the motion involving the donations of more than \$5000.00, and nominations of Board of Directors and Honorary members shall be done by secret ballots, upon request. 50 % plus one (1) votes required to pass a motion related to the above matters.

ARTICLE 17: REMUNERATION

No member of the Board of Directors or Executive Committees shall directly or indirectly receive any profit or remuneration from one's position as a member of the Board or in any other capacity including Committees, provided that a member of the Board, may be paid reasonable and necessary expenses incurred in the performance of one's duties.

ARTICLE 18: BORROWING POWERS

For the purpose of carrying out its objects and maintaining the Association facility, the Board of Directors may borrow, raise or secure money in such manners deemed legitimate and appropriate. This Association may issue a certificate acknowledging debt in order to secure funds; however, no certificate acknowledging debt shall be issued without the sanction of special resolution of this Association.

ARTICLE 19: AMENDMENTS

Any by-laws may be rescinded, altered or added to, only by special resolution passed by a majority vote of not less than three-fourth (3/4) of the number of voting Members present, in person, at an Annual General Meeting providing a written notice specifying the suggested or proposed changes has been sent to all voting Members at least 14 days prior to the Annual General Meeting.

ARTICLE 20: DISSOLUTION

Upon dissolution of this Society, the remaining assets of this Society shall be distributed to charitable organization or organizations, as deemed appropriate by the Board of Directors, to further or promote the well-being of the Deaf and in no event, shall any of the assets be applied for any use other than charitable one. Final decision shall be made by a majority vote, or greater, of the number of voting Members present, in person, at a special meeting.