

# **CALGARY WORKERS' RESOURCE CENTRE**

## **BYLAWS**

### **I. NAME**

The society shall be called "CALGARY WORKERS' RESOURCE CENTRE".

### **II. INTERPRETATION**

1. "Act" means the Alberta Societies Act.
2. "Bylaw" means any bylaw of the society from time to time in force and effect. Such bylaws may be amended at annual general meetings or a special called meeting of the organization.
3. "Centre" shall mean the Calgary Workers' Resource Centre and may be referred to in bylaws, resolutions and minutes of the society.
4. "Centre Director" shall mean an employee who receives remuneration and has been assigned responsibilities of a senior staff position.
5. "Board" shall mean the Board of Directors.
6. The Board of Directors shall be members of the Calgary Workers' Resource Centre Society.
7. "General Member" shall mean individual members and individual representatives of member organizations other than the Board of Directors.
8. "Members" shall mean both general members and Board of Directors.

### **III. MEMBERSHIP**

1. In addition to the Board Members, any person residing in Alberta may become a General Member by signing a membership application. To become a General Member, the applicant must agree in writing with the bylaws, values and mission of the Calgary Workers' Resource Centre as well as agreeing to uphold the Centre's statement of respect.

2. Organizations may also apply for membership. Organizations must agree in writing through a representative with the values and mission of the Calgary Workers' Resource Centre as well as agreeing to uphold the Centre's statement of respect.
3. Organization members shall only have one vote, and shall be represented through one individual nominated by the member organization as their representative.
4. Membership shall be renewed annually. Annual membership fees, as determined by the Board, may be payable.
5. Individuals or organizations may resign their membership by phoning or writing to the Centre Director.
6. General Members or organizations may be expelled from membership by the Board of Directors for not upholding the bylaws, values, mission and statement of respect of the Centre through consensus or if seventy five percent (75%) of Directors present agree to move to a vote, by seventy five percent (75%) majority of those voting. There are no proxy votes.
7. The member shall be allowed to appeal the expulsion to an annual general or special meeting of the CWRC.

#### **IV. GENERAL MEMBERSHIP RIGHTS AND RESPONSIBILITIES**

1. General Members have the right to attend Board of Directors meetings as observers.
2. General Members may attend special and annual general meetings and participate in decision making by consensus or if seventy five percent (75%) of members present agree to move to a vote, by seventy five percent (75%) majority of those voting. There are no proxy votes.
3. General Members have the right to access Board and committee minutes, reports as well as financial statements of the organization.
4. General Members may inspect the Centre's books during business hours or at a mutually agreed upon time when Centre staff and a Board member is present and available.
5. General Members may join a committee of the Board.

6. If a General Member is interested in a Board position, the Member can indicate their interest to a Board Member or Centre Director. The General Member may apply as per the CWRC Board Recruitment policy.
7. General members are responsible for behaving in accordance with Centre's By-laws, objectives and principles.

## **V. BOARD OF DIRECTORS**

1. The Board of Directors shall be members in good standing.
2. The Board of Directors shall include Directors at large and Officers.
3. The Board shall, subject to the bylaws and/or directions given to it by consensus or if seventy five percent (75%) of Directors present agree to move to a vote, by seventy five percent (75%) majority of those voting at any Board meeting properly called and constituted, have full control and management of the affairs of the Centre.
4. The Board of Directors shall consist of up to fourteen (14) Directors. A minimum of fifty percent (50%) of current Directors shall constitute a quorum for board meetings.
5. A person appointed or elected a Director becomes a Director if they were present at the meeting when being appointed or elected, and did not refuse the appointment. They may also become a Director if they were not present at the meeting but consented in writing to act as a Director before the appointment or election, or within ten days after the appointment or election.
6. The Board Director's term of office shall be for two (2) years. Board Directors may be eligible to renew term of office up to a maximum of three (3) terms. Elections for Board Directors shall occur at the annual general meeting of the society by a secret ballot vote of a simple majority of those members present and voting at the meeting.
7. Any vacancy occurring in the Board of Directors between annual general meetings may be filled for the remainder of the term by the Directors then in office, if they shall see fit to do so by consensus or if seventy five percent (75%) of Directors present agree to move to a vote, by seventy five percent (75%) majority of those voting at any Board meeting otherwise such vacancy shall be filled at the next annual general meeting.

8. The office of a Director shall be deemed to be vacated:
  - (a) if by notice in writing to the Chair of the Board, they resign their office
  - (b) if they die, or otherwise ceases to act: or
  - (c) if he or she is absent without cause for three Board meetings in a year.For the purpose of this clause, year shall be from May to May.
9. Removal of Board Members: Any Director or Officer, upon consensus or if seventy five percent (75%) of Directors present agree to move to a vote, by a seventy five percent (75%) majority vote of those voting, may be removed from office for engaging in corrupt practices, engaging in financial malpractice or any other cause, which the Board may deem reasonable.
10. The Board Directors of the Centre shall serve without remuneration and no Director shall directly or indirectly receive any monies from a position within the Centre as such, provided that a Director may be paid reasonable expenses incurred in the performance of their duties.

## **VI. RESPONSIBILITIES OF BOARD DIRECTORS**

1. The Board Directors shall be responsible for the overall coordination of the work of the Centre.
2. The Board Directors are expected to attend as many Board meetings as possible. In the event the Director cannot attend a meeting, the Board Director shall notify the Chair of the Board or Centre Director.
3. The Board Directors shall participate in the development of the Calgary Workers' Resource Centre strategic plan and annual review.
4. The Board Directors shall monitor societal trends and bring forward to Board meetings suggestions for Board policy direction.
5. The Board Directors are expected to sit on at least one committee of the Board but no more than two.
6. The Board Directors shall be responsible for ensuring that funds of the Centre are kept and accounted for, and for ensuring that records are kept. The Board Directors will approve an annual budget.

7. The Board Directors shall take such steps, as they may deem necessary to enable the Centre to receive donations and benefits for the purpose of furthering the objectives of the Centre.
8. The Board Directors will play a lead role in the promotion of the Centre to the community and potential funders.
9. The Board Directors shall have the financial records audited annually by qualified individuals or professionals. Copies of such audits shall be provided to the annual general meeting of the society.
10. The Board Directors are encouraged to actively seek members of the community for appointment or election to the Board of Directors.
11. The Board Directors are responsible for discussion into and the ratification of Employee contracts as may be negotiated from time to time by the Human Resources Committee.

## **VII. OFFICERS OF THE BOARD**

1. The Officers of Board shall be a Chairperson, Vice-Chairperson, Secretary and Treasurer and shall be members in good standing of the Board of Directors. The Officers of the Board shall form the Executive Committee.
2. The Officers shall be elected at the first Board meeting following the annual general meeting. All members of the Board shall be eligible to hold any officer position.
3. Term of Office shall be for two (2) years unless otherwise amended by the Board.
4. Elections of Officers shall be by secret ballot of those Board members present and voting at the meeting. In order to be elected, a person must receive a majority of votes cast. Where more than two (2) Directors are running for one office, and where no Director receives more than fifty (50) percent of the votes cast, the Director receiving the fewest votes shall be dropped from the list and another election will be held between the remaining candidates until one candidate receives more than fifty (50) percent of the votes cast.
5. Where an officer vacancy occurs, another election will occur at the next scheduled Board meeting to fill the remainder of the term.
6. The Officers may appoint agents and engage employees as they deem necessary. Such persons shall have authority and shall perform duties as prescribed by the Officers.

## **VIII. RESPONSIBILITIES OF OFFICERS**

### **(A) CHAIRPERSON**

The Chairperson shall be the Chief Executive Officer of the Centre and shall:

- i) chair all meetings of the Board, Executive Committee and the Society;
- ii) with the assistance of Board members and Centre Director, develop an agenda for meetings of the Board, Executive Committee and the Society;
- iii) ensure through communication with the Centre Director, the conduct of the general and active management of the business of the Centre;
- iv) see that all the orders and resolutions of the Board are carried into effect;
- v) be the primary contact for the Centre Director to address human resource and/or Board related matters;
- vi) act as a signing officer for financial transactions and documents
- vii) prepare a report for the annual general meeting.

### **(B) VICE-CHAIRPERSON**

1. The Vice-Chairperson shall be a member of the Executive Committee and in the absence of the Chairperson, shall:

- i) chair all meetings of the Board, Executive Committee and the Society;
- ii) with the assistance of Board members and Centre Director, develop an agenda for meetings of the Board, Executive Committee and the Society;
- iii) prepare a report for the annual general meeting.

2. The Vice- Chairperson shall prepare to take over the role of Chairperson when the Chairperson steps down.

### **(C) SECRETARY**

The Secretary shall be a member of the Executive Committee and shall:

- i) keep accurate minutes of meetings;
- ii) keep lists of Officers, Board Members, and committees;
- iii) keep record of Board attendance;
- iv) keep a copy of all correspondence of the Board;
- v) distribute copies of minutes to Board Members or Executive Committee promptly after meetings;
- vi) at the request of the Chairperson, conduct general Board correspondence.

**(D) TREASURER**

The Treasurer shall be a member of the Executive Committee and shall:

- i) oversee the financial functioning of the centre and provide regular reports to the Board on the financial state of the centre;
- ii) keeps financial records for the centre;
- iii) with the assistance of the Centre Director develop annual budgets for presentation to the Board;
- iv) chair or co-chair the finance committee;
- v) act as a signing officer for financial transactions of the centre;
- vi) act as a liaison between the auditor, booker keeper and the Board;
- vii) ensure an annual financial audit is completed for the centre.

**IX. MEETINGS OF THE BOARD**

Meetings of Board shall be held as often as required, but at least four (4) times per year.

- a) Fifty percent (50%) of current Directors shall constitute a quorum at a meeting of the Board.
- b) Each Director shall have one vote.
- c) No voting by proxy will be permitted.
- d) Questions or resolutions arising at any meeting of the Board shall be decided by consensus, or if seventy five percent (75%) of Directors present agree to vote, by seventy five percent (75%) majority vote of those voting.
- f) In the absence of consensus, except where otherwise expressly provided by the by-laws, voting on resolutions shall be by a show of hands.
- g) Before the vote, any Director may request a secret ballot and such a request shall be granted by the presiding officer.
- h) Only those Directors present at the time the Chairperson calls a vote shall be eligible to vote. Notwithstanding this paragraph, no Director shall be entitled to vote upon matters in which that Director has a personal gain or monetary interest. Where such an issue comes before the Board, a Director having such an interest shall inform the other Directors of that interest and, if a majority of the other Directors desire, that Director shall leave such a portion of the meeting.

- i) Any vote on a resolution calling for the removal of a Director from the Board, or any election to any position or office, shall be by secret ballot.
- j) The Board may recommend the removal of any Director from the Board for any reason whatsoever upon a resolution calling for that Director's removal attaining consensus, or if seventy five percent (75%) of Directors present agree to vote, by seventy five percent (75%) majority vote of those voting.
- k) The Chairperson may call an emergency meeting of the Board to discuss any issue which the Chairperson is satisfied requires immediate attention of the Board.
- l) On application of any two (2) Directors to the Chairperson in writing, the Chairperson shall call an emergency meeting of the Board. The application shall contain the date of submission of the application, the reason for the request, and shall be signed by the two (2) applicants.
- m) For the purposes of either calling an emergency meeting called by the Chairperson, or a meeting called by two (2) Directors, notice of the time, date, place and reason for the meeting shall be given to the Board of Directors no less than forty-eight (48) hours prior to the time of the proposed meeting.
- n) For the purpose of calling emergency meetings, notice may be given by means other than in writing.
- o) Where a resolution presented to the Board to hold a meeting or any portion of the meeting in camera receives consensus or if seventy five percent (75%) of Directors present agree to move to a vote, by seventy five percent (75%) majority of those voting, that meeting or portion thereof, as the case may be, shall be held in camera.
- p) Board polls via email and/or phone may be conducted between regular meetings for urgent items. Questions raised in a Board poll will be deemed to have majority support if ninety percent (90%) of current Board members have responded and eighty percent ((80%) of those responding are in agreement.

## **X. ANNUAL GENERAL MEETING OF THE SOCIETY**

1. The May meeting of the Board shall be the society's annual general meeting. Notice of the annual general meeting shall be sent out via email, phone or mail twenty- one (21) days prior to the scheduled annual general meeting. All Officers and Directors shall attempt to be in attendance. The meeting shall be open to General Members, public and organizations.
2. Quorum for the annual general meetings shall be a total of eight (8) Members.
3. The meeting's agenda shall include the final auditors report from the most recent year end, report on Centre's past year's, a report from the Board, discussion of the next year's plans, and election of Board Directors.
4. Decision making at the annual general meeting shall be by consensus of Members present or if seventy five percent (75%) of Members present agree to move to a vote, by seventy five percent (75%) majority of those voting. No voting shall be permitted by proxy.

## **XI. SPECIAL MEETING**

1. A Special meeting shall be called by the Chair of the Board upon Board consensus or upon receipt of a petition signed by one-third of the General Members in good standing, setting forth the reasons for calling such meeting.
2. A minimum of eight (8) days notice to Members by email, phone or mail shall be provided. The notice shall include the reason for such meeting.
3. Quorum for special meetings shall be a total of eight (8) Members.
4. Decision making at special meetings shall be by consensus of the Members present or if seventy five percent (75%) of Members present agree to move to a vote, by seventy five percent (75%) majority of those voting. No voting shall be permitted by proxy.

## **XII. FINANCES, FISCAL YEAR AND AUDIT**

1. For all financial transactions of the Centre two signing authorities shall be required. Signing authorities for the Centre may include:
  - a. two Officers of the Centre; or
  - b. one Officer and the Centre Director

2. The fiscal year of the Centre shall terminate on the 31st day of December in each year or on such other date as the Directors may from time to time by resolution determine.
3. The finances and financial records shall be audited annually within four months of the fiscal year end by a duly qualified individual or professional chosen by the Board.

### **XIII. INDEMNITIES TO DIRECTORS AND OTHERS**

(Societies Act– Section 21: “no member of a society is, in the members individual capacity, liable for a debt or liability of the society.”)

1. Every Director or Officer of the Centre or other person who has undertaken or is about to undertake any liability and/or activity on behalf of the Centre and their heirs, executors, administrators and estate, respectively, shall at all times be indemnified and saved harmless out of the funds of the Centre 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 or prosecuted against that person for or in respect of any act, deed, matter, or thing whatsoever made, done or permitted by that person in or about the execution of the duties of the office of the Centre, and
  - b) All other costs, charges and expenses sustained or incurred in or about or in relation to the affairs of the Centre, excepting as are occasioned by a Director’s own willful deliberate neglect.

### **XIV. RESOLUTIONS AND AMENDMENTS**

1. "Special resolution" means a resolution passed at a membership meeting of which not less than 21 days notice specifying the intention to propose the resolution has been duly given and adopted by consensus or if seventy five percent (75%) of Members present agree to move to a vote, by seventy five percent (75%) majority of those voting.
2. The bylaws of the society may be amended at a meeting of the Members by a special resolution adopted by consensus or if seventy five percent (75%) of Members present agree to move to a vote, by seventy five percent (75%) majority of those voting.

3. Notice of the special resolution and proposed bylaw amendments shall be given in writing via email or mail to each Member at least twenty-one (21) days prior to the meeting at which such amendments are to be discussed. The proposed amendments will be forwarded as an attachment to the notice.
4. A resolution proposed and passed as a special resolution at a meeting of which less than twenty-one (21) days notice has been given may be done if all members entitled to attend and vote at the membership meeting so agree, or if the resolution is consented to in writing by all members eligible to vote.

#### **XV. CENTRE DIRECTOR**

1. The Board shall hire a Centre Director of the society.
2. The Centre Director shall report to and may make recommendations to the Board at all Board meetings.
3. The Board may delegate to the Centre Director authority, subject to terms of these bylaws, to manage the business and affairs of the Centre (except such matters and duties as by law must be transacted or performed by the Board), and with authorization from the Board, to employ and discharge agents and employees of the Centre, conform to all lawful orders given by the Board, and at all reasonable times give to the Board all information they may require regarding the affairs of the Centre.

#### **XVI. FINANCIAL RECORDS**

The financial records of the Centre shall be open to inspection by the Members during business hours or at a mutually agreed upon time when Centre staff and a Board Member is present and available.

#### **XVII. BORROWING POWER**

Borrowing of any monies for the operation of the Centre shall be upon approval of the Board.

#### **XVIII. WINDING UP**

It is the unalterable provision of these bylaws that the Members of the Centre shall have no interest in the property and assets of the Centre, any funds and

assets of the Centre remaining after satisfaction of its debts and liabilities, shall be distributed to the non-profit organization in the area whose objectives most closely accord with those of this Centre as determined by the Board at dissolution.