Alberta Association of the Deaf
By-Laws

- Incorporated in 1972 (October 30, 1972)
- Revised in 1988 (March 25, 1988)
- Proposed for all updates & changes to be approved by the Alberta Municipal Affairs Corporate Registry/Corporate Link (October 15, 1995)
- Handed in on July 21, 1995
- Re-done & handed in on August 31, 1995 Re- corrected & re-handed in on September, 1995
- Officially approved on September, 1995
- Officially approved by the Alberta Municipal Affairs Corporate Registry/Corporate Link on February, 2003
- Officially approved by the Alberta Municipal Affairs Corporate Registry/Corporate Link on June 23, 2006
- Officially approved by the Alberta Municipal Affairs Corporate Registry/Corporate Link on February, 2013
- Officially approved by the Alberta Municipal Affairs Corporate Registry/Corporate Link on August, 2020
- Officially approved by the Alberta Municipal Affairs Corporate Registry/Corporate Link on June 2022
- Revised and approved by members at Annual General Meeting on April 25, 2026, and Required Revisions approved by members at Special Meeting on August 29, 2026
- Officially approved by the Alberta Municipal Affairs Corporate Registry/Corporate Link on September 14, 2026

Alberta Association of the Deaf (AAD)

By-Laws

ARTICLE I: NAME

The name of this organization shall be the **Alberta Association of the Deaf**, hereinafter referred to as the **Association**.

ARTICLE II: OPERATIONS

The Association shall operate within the Province of Alberta. Meetings may be held in Edmonton or any other location in Alberta as determined by the Board of Directors.

ARTICLE III: MEMBERSHIP

Section 1: Eligibility

Any individual residing in Alberta who supports the objectives of the Association may apply for membership upon payment of the applicable membership fee. The Board of Directors reserves the right to review and approve memberships in alignment with the Association's objects. ***Members have the right to inspect the books and records of the association with written notice to the executive board of directors at the Association's location, ie. office with the executive board presiding.***

Section 2: Classes of Membership

1. Active Members

- Deaf or Hard of Hearing individuals
- Full membership and governance rights
- May make motions, vote, and hold office
- Constitute the **Members of the Society** for the purposes of the Alberta *Societies Act*
- *Indigenous persons of Alberta including First Nations, Inuit, and Métis, and other bands are eligible to receive a waived and/or reduced membership fees. Please refer to the policy.*

2. Associate Members

- Hearing allies or others approved by the Board
- No governance rights
- May not vote, make motions, or hold office
- Not counted toward quorum

3. Affiliated Organization Members

- Organizations that support the purposes of the Association may be approved by the Board following receipt and review of the organization's bylaws.
    - ➢ Regional and local organizations may affiliate with AAD upon payment of an affiliate fee. Members of such organizations shall be automatically affiliated with AAD upon individual opt-in, without the requirement of separate individual dues.
- Executive Directors, employees, or appointed representatives of affiliated organizations shall be classified as **Affiliated Organization Members only**
- For certainty and compliance with the Alberta *Societies Act*, affiliated organization representatives:
    - Are **not Members** of the Association for governance purposes
    - Are **not Directors**
    - Shall not vote, make motions, hold office, or be counted toward quorum
    - May attend AGM or Board meetings **by invitation only** for consultation or information sharing

4. Honorary Members

- Deaf or Hard of Hearing Individuals recognized for exceptional service to the Deaf and Hard of Hearing community.
- Retain the same rights and privileges as Active Members.
- No more than two (2) honorary memberships may be granted per year.
- Honorary Members are to be screened and selected by the Board of Directors per the guidelines.

Section 3: Membership Fees

Membership and affiliation fees shall be determined by the Board of Directors. Fees are non-refundable and apply to the fiscal year.

Section 4: Members in Good Standing

A member is in good standing if all fees are paid and the member complies with these By-Laws and the objects of the Association.

Section 5: Withdrawal or Expulsion

A member may withdraw by providing written notice. A member may be suspended or expelled for reasonable cause by a three-quarters (3/4) vote of the Board of Directors.

ARTICLE IV: MEETINGS

Section 1: Annual General Meeting (AGM)

The Association shall hold one Annual General Meeting each year, before June. Written notice outlining the date of the AGM shall be provided to all its members at least thirty (30) days in advance. Annual General Meetings can be held in person, virtually, or hybrid of in-person and virtually. The order of the AGM is as follows:

-Call to Order

- Roll Call (Quorum has 5 active and paid members).

- Approval of reading of minutes of last Annual General Meeting

- Annual Report

- Approval of audited financial statement

- Amendments to By-Laws (If revised)

- **Election: of** 5-9 Board Directors *(Election occurs every odd years)*

- **Election:** Pledge of Oath

- **Election:** Instructions for the Board of Directors and/or Executive Board

- Announcements

- Adjournment of the annual meeting

Section 2: Special General Meetings

Special General Meetings may be called by the President or upon written request of five (5) Active Members. The purpose of a special meeting is to address an unusual or urgent matter that cannot wait until the AGM. Special Meetings can be held in person, virtually, or hybrid of in-person and virtually. The quorum for Special General Meetings is five members.

Section 3: Board Meetings

Board meetings shall be held as required and at least three (3) times per fiscal year. Board Meetings can be held in person, virtually, or hybrid of in-person and virtually. The order of business at the meeting shall be:

- Call to Order

- Roll Call (Quorum has 3 board members).

- Approve of previous board meeting minutes

- President's Report

- Reports of Executive Board

- Old Business

- New Business

- Announcements

- Adjournment

ARTICLE V: BOARD OF DIRECTORS

Section 1: Composition

The Board of Directors shall consist exclusively of elected Active Members of the Association, including Executive Officers and Directors-at-Large.

For certainty and compliance with the Alberta *Societies Act*:

- Only Active Members may be elected as Directors
- Affiliated organization representatives are not Directors and have no governance authority

Affiliated organization representatives may attend General, Board, or Special meetings by invitation only, without voting or motion-making rights.

Section 2: Authority

The Board of Directors shall manage the affairs of the Association in accordance with these By-Laws and decisions of the Board Members at duly called meetings.

ARTICLE VI: EXECUTIVE BOARD

Section 1: Officers/Directors

The Executive Board (between 5-9 directors) shall consist of:

- **President:**

  The President shall be an ex-officer member of all committees. He/she shall, when present, preside at all meetings of this Association. He/she carries out duties required by the Board. He/She is the signing authority of this association.

- **Vice-President:**

  In the President's absence, the Vice-President shall preside at any such meetings, and in the absence of both President and Vice-President, a chairperson may be elected from among the directors to preside at the meeting on behalf of either Executive officer. The Chairperson carries out duties as expected of the President only for the duration of meeting on that specific day unless clearly determined by the Board. The Vice-President shall be responsible for the By-Laws of this Association including the duty handling all amendments/changes proposed for the annual general meeting and keeping it updated every year. The Vice-President carries out duties as expected of the President.

- **Secretary:**

  It shall be the duty of the Secretary to attend all meetings of this Association and to record accurate minutes of such meetings. He/she shall be the custodian of the Seal of this Association; the Seal whenever used shall be authorized by the signatures of the Secretary and the President, or the Vice-President in event of death or inability of either President or Secretary. The Seal of the AAD when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by an officer or officers appointed by resolution of the AAD Board of Directors. A director shall be appointed by the Executive Board to assume duties/responsibilities of the secretary should the latter have been incapacitated. The Secretary shall, under directions of the President and the Board, handle all correspondences for prompt replies when requested/necessary. The secretary shall also maintain a record of all the members of this Association and their addresses, all notices, and minutes of meetings as required.

- **Treasurer** (or Secretary-Treasurer):

  The Treasurer shall be bonded and capable of handling all treasury works of this Association as he/she is the secondary signing authority of this association. He/she shall receive all monies paid to this Association and shall be responsible for bank transactions as required by the Executive Board or/and the Board of Directors. He/she shall maintain updating accurate records of all financial transactions of this Association and shall be the custodian of all required financial documents. He/she shall prepare and present summarized or detailed financial reports at all Board meetings and an audited financial report at each AGM. He/she shall be responsible for each copy of all financial reports at

each meeting available for the Secretary of this Association for record keeping. Copies of such reports shall be available for members present in the meeting. As required, detailed financial information shall be available to satisfy relevant questions from members that arise only during the meeting.

- **Directors-at-Large**:

  The Directors-at-large of the Executive Board carry out duties as determined by the Executive Board or the Board of Directors.

1.1 Borrowing Authority

The signing authorities may, with the approval of a majority of the Board of Directors, borrow funds on behalf of the Society for the purpose of carrying out and furthering the objectives of the Society.

Section 2: Nomination and Election of Officers

1. **Eligibility**
   Only Active Members in good standing may be nominated or be self-nominated.
2. **Nominations**
   - Nominations occur at the AGM
   - Members may nominate another Active Member or themselves
   - Nominations must specify the position
3. **Elections**
   - Elections are by **secret ballot**, unless uncontested
   - A **simple majority (50% + 1)** of votes cast is required
   - Where only one nominee exists, the nominee may be elected by acclamation or by ballot.
4. **Timing**
   - All elections occur during the AGM
5. **Oath of Office**
   - The Pledge of Oath is administered **after all elections are completed**
6. **Post-AGM Meeting**
   - An optional Board meeting may be held following the AGM with newly elected Directors

Section 3: Term of Office

1. Directors and Officers serve a **two (2) year term**
2. No individual may serve more than **two (2) consecutive terms** (maximum four (4) consecutive years) in the same position
3. An exception may be granted **only if no other eligible Active Member is willing to serve**, as confirmed at the AGM

Section 4: Removal

An Officer or Director may be removed by:

- Written resignation or;
- As determined by the Board, the Officer or Director has demonstrated an inability to competently comply by the By-Laws and Objects of this Association or;
- Incapacity or conduct contrary to the By-Laws and Objects of the Association or;
- A three-quarters (3/4) vote of Members at an AGM or Special General Meeting or Board Meeting

Section 5: Vacancies

If a Director or Officer resigns, is removed, becomes incapacitated, or otherwise vacates their position before the end of their term, the Board of Directors may, by majority resolution, appoint an Active Member in good standing to fill the vacancy.

Any individual appointed under this section shall serve only for the remainder of the unexpired term and shall be eligible for election at the next Annual General Meeting.

ARTICLE VII: FINANCE

The fiscal year shall end on December 31. Financial records shall be audited annually and presented at the AGM.

ARTICLE VIII: STANDING COMMITTEES

The Board may establish standing or ad hoc committees as required. Committees dissolve once their purpose has been fulfilled.

ARTICLE IX: WORKING LANGUAGE

American Sign Language (ASL) shall be the primary language of meetings. Written English shall be used for official records.

ARTICLE X: QUORUM

1. **Annual General Meetings and Special General Meetings:**
    - Quorum: **Five (5) Active Members in good standing**
2. **Board of Directors Meetings:**
    - Quorum: **Three (3) elected Directors**

Associate Members and affiliated organization representatives **shall not be counted toward quorum**.

ARTICLE XI: VOTING

In accordance with the Alberta *Societies Act*:

- Only Active Members may vote at General or Special Meetings
- Only elected Directors may vote or make motions at Board meetings
- Associate Members and affiliated organization representatives shall not vote, make motions, or be counted toward quorum
- No proxy voting is permitted
- Voting permitted in person or electronically if meeting is virtual/hybrid

ARTICLE XII: REMUNERATION

No Officer or Director shall receive remuneration for services.

ARTICLE XIII:AMENDMENTS/SPECIAL RESOLUTIONS

These By-Laws may be amended by Special Resolution by a three quarters (3/4) vote of Active Members present at the AGM with the following caveats:

1. A resolution passed (a) at a general meeting 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.

2. A resolution proposed and passed as a special resolution at a general meeting of which less than 21 days' notice has been given, if all the members entitled to attend and vote at a general meeting so agree.

3. Or 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.

ARTICLE XIV: DISSOLUTION

Upon dissolution, remaining assets shall be distributed to qualified charitable organizations of the Deaf in Alberta serving Deaf and Hard of Hearing communities, in accordance with the Income Tax Act and the Alberta *Societies Act*.

FOR REFERENCE

(Non-By-Law Policies & Guidance)

The following information is provided for reference and guidance only. It does not form part of the By-Laws of the Alberta Association of the Deaf but supports good governance and compliance with external regulatory requirements.

Affiliated Organizations & the Deaf Alberta Coalition

Organizations that support the objects and charitable purposes of the Alberta Association of the Deaf (AAD) may apply to become affiliated with the Association. Affiliation is intended to promote collaboration, information-sharing, and coordinated advocacy within the Deaf and Hard of Hearing community in Alberta.

Affiliated Organizations

Affiliated organizations may include, but are not limited to:

- Alberta Cultural Society of the Deaf (ACSD)
- Alberta Deaf Sports Association (ADSA)
- Alberta Society of the DeafBlind (ASDB)
- Association of Sign Language Interpreters of Alberta (ASLIA)
- Edmonton Association of the Deaf (EAD)
- Calgary Association of the Deaf (CAD)
- Interpreters of Alberta

Affiliation Status and Fee

Affiliated organizations are recognized as **Associate Members** of the Alberta Association of the Deaf. An **annual affiliation fee of $200** is required, as approved by the Board of Directors.

Privileges of Affiliated Organizations

Affiliated organizations may receive the following privileges:

- Recognition as an affiliated organization of the Alberta Association of the Deaf
- Inclusion as part of the Deaf Alberta Coalition
- Invitation-based attendance at Deaf Alberta Coalition Meetings, AAD Annual General Meetings and Board meetings for information-sharing, consultation, and collaboration
- Opportunities to collaborate on advocacy initiatives, community projects, events, and programs aligned with AAD's objects
- Eligibility to submit funding or partnership requests to AAD, subject to CRA and AGLC requirements and conflict-of-interest rules
- Opportunities to provide organizational updates or reports when invited
- Access to networking and shared information through AAD-facilitated meetings

Deaf Alberta Coalition

The **Deaf Alberta Coalition** is a non-governing, non-formal collective composed of affiliated organizations and community partners. It does not have independent legal status, governing authority, or decision-making power.

- The Coalition exists solely for collaboration, communication, and shared advocacy
- The Alberta Association of the Deaf organizes and convenes Coalition meetings
- Participation in the Coalition does not create governance, voting, or fiduciary authority
- Coalition discussions are consultative and advisory only

Limitations

Affiliation with AAD and participation in the Deaf Alberta Coalition do not confer governance authority or membership rights within the Alberta Association of the Deaf. Affiliated organizations and their representatives:

- Do not make motions
- Do not vote
- Do not hold office
- Are not members of the Board of Directors
- Are not counted toward quorum

Participation in meetings is **by invitation only** and for non-governing purposes.

Charitable Status & Regulatory Compliance

The Alberta Association of the Deaf (AAD) is a Registered Charity with the Canada Revenue Agency (CRA) and is also subject to the requirements of the Alberta Gaming, Liquor and Cannabis Commission (AGLC).

Accordingly, AAD shall:

- Operate in compliance with all applicable CRA and AGLC legislation, policies, and guidelines
- Use charitable funds exclusively to further the stated objects of the Association
- Maintain appropriate financial records and reporting as required by CRA and AGLC

AGLC & Donation Guidance

- Funding requests involving AGLC proceeds must comply with CRA and AGLC requirements.
- Donations may only be made to:
    - Qualified donees or registered charitable organizations, or
    - Charitable purposes permitted under CRA rules
- Donation requests under $500 that align with AAD's objects may be approved by the Board of Directors.
- Larger or exceptional requests may require member approval, depending on the circumstances.
- The Board of Directors retains final authority over all donation decisions, guided by AAD's charitable objects, including (but not limited to):
    - Education
    - Equality and accessibility
    - Youth programs
    - Workshops
    - Advocacy for the Deaf and Hard of Hearing community in Alberta

Conflict of Interest Declaration & Guidance

The Alberta Association of the Deaf is committed to ethical governance, transparency, and accountability.

- All Directors and Officers must declare any actual, potential, or perceived conflict of interest.

- A conflict of interest may arise when a Director or Officer:
  - Serves on the board, staff, or leadership of an affiliated organization, or
  - Has a personal, professional, or financial interest that could influence decision-making
- Where a conflict exists, the individual shall:
  - Disclose the conflict promptly
  - Refrain from participating in discussion or voting on the affected matter, as determined by the Board
- The Board of Directors may determine whether a declared conflict:
  - Limits participation in specific decisions, or
  - Affects eligibility to serve in a particular role

This For Reference section:

- Supports good governance and regulatory compliance
- May be updated by Board policy or resolution
- Does not require a By-Law amendment unless explicitly incorporated into the By-Laws

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GOVERNANCE STRUCTURE – QUICK REFERENCE

Category	Vote	Motions	Board Eligible	Quorum	Attendance
Active Member	Yes	Yes	Yes	Yes	AGM / General
Elected Director	Yes	Yes	Yes	Yes	All meetings
Associate Member	No	No	No	No	By invitation
Affiliated Org Member Rep	No	No	No	No	By invitation
Honorary Member	Yes	Yes	Yes	Yes	All meetings

Deaf Alberta Coalition Structure
Alberta Association of the Deaf
• Organizes & Convenes Meetings
• Charitable Governance
• Board of Directors
Facilitates
Consults
Deaf Alberta Coalition
Collaboration • Communication • Advocacy
Cultural Groups
Deaf Sports Groups
DeafBlind Organizations
Interpreter Groups
Deaf Services Agencies
AFFILIATED ORGANIZATIONS