

Alberta Association of the Deaf

By-Laws



ALBERTA ASSOCIATION
OF THE DEAF

- ◆ 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)
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BY-LAWS

ARTICLE I: NAME

This organization shall be known as 'Alberta Association of the Deaf', hereinafter as 'this Association'.

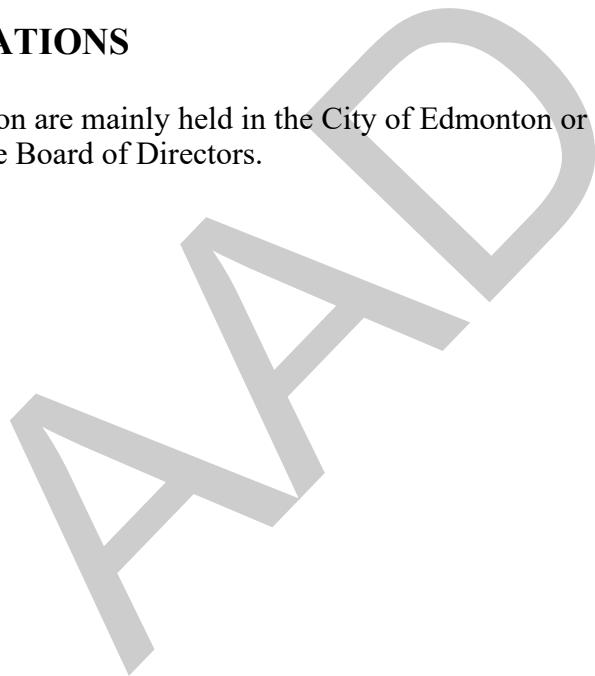
NOTE: Deaf and Hard of Hearing groups include individuals who also have visual impairments.

ARTICLE II: OBJECTS

The Alberta Association of the Deaf's object is to preserve, protect, and promote the equal rights and quality of life for the Deaf and Hard of Hearing people of Alberta.

ARTICLE III: OPERATIONS

Operations of this Association are mainly held in the City of Edmonton or other city in the Province of Alberta determined by the Board of Directors.



ARTICLE 1V: MEMBERSHIP

Section 1: Eligibility

Any individual in the Province of Alberta having genuine interest in the objectives and activities of this Association may become a member of this Association upon payment of a membership fee described in the By-Laws Article 1, Section 3. The Board reserves the right to review membership within the framework of the Association objectives.

Section 2: Classification

- a) ACTIVE member is any Deaf and Hard of hearing individual taking part in this Association with full membership privileges such having right to make motions, vote, and hold an office.
- b) ASSOCIATE member is any hearing individual taking part in this Association with no motion making, voting, and office holding privileges; however, he/she may enjoy other privileges of membership.
- c) AFFILIATED Deaf organizations and others eligible organizations may affiliate with this Association with debates, motion making, and voting privileges. The affiliated organizations are responsible for sending one (1) representative to any Board of Directors meetings or to the AGM of this association. **See Addendum for the full name of the abbreviated organizations.**
- d) An Honorary member has a deserving Deaf and Hard of Hearing individual may be considered for becoming an Honorary Member of this Association according to the following conditions:
 - i) Upon a signed written recommendation of one active member, seconded by another active member and by a three-fourth vote by ballot at a board meeting of this Association, the honorary membership may be conferred upon an adult resident of Alberta/anywhere.
 - ii) An Honorary member shall have all the obligations of membership in this Association and shall be entitled to all of the privileges of making motions, casting votes and holding office.
 - iii) A maximum of two such appointments may be making each year.
 - iv) The Board may elect and vote an Honorary member if he/she already resided in the Province of Alberta and committed his/her volunteer time to the services relating to Deaf and Hard of Hearing more than 15 years.

Section 3: Membership and Affiliated Organization Fee

- a) The membership fee and affiliated organization fees of this association shall be the amount determined by the active members at AGM payable on the first day of the following fiscal year.
- b) The members shall pay the full amount of the membership fee anytime between the beginning of the fiscal year and 30 days before the AGM.
- c) The members shall fill out the membership application form with their full name, home address and contact information. Personal P.O. may be accepted. No voting is permitted until the payment (cheque or e-transfer) is verified.
- d) There shall be no refund or roll over of the membership fee.

Section 4: Members in Good Standing

- a) Any member/affiliated organization of this Association shall be considered to hold the status of “member/affiliated organization in good standing” if he or she has paid the appropriate fees for the fiscal year of this Association covering the yearly period of January 1 and December 31.
- b) Any member of Association who is found guilty of intentionally violating the Objects or By-Laws shall no longer be considered to holding the good standing status.

Section 5: Withdrawal or Expulsion from Membership

Any active or associate member wishing to withdraw from the membership status may do so upon providing the Board with a written notice handed through the Secretary. If any member is in arrears for fees or assessments for any year, he or she shall automatically be suspended and shall thereafter not be entitled to any membership privileges or powers in this Association until reinstated. Any member upon the vote of three-fourth of the board members may be expelled from membership for any cause, which this Association may deem reasonable. Withdrawn, expelled, and suspended members have no membership privileges.

Section 6: Affiliated Organizations and their Responsibilities

Any organization of/for the Deaf and Hard of hearing in the Province of Alberta having genuine interest and support in the objectives and activities of this Association may affiliate with this Association upon a payment of an affiliation fee described in the By-Laws Article 1, Section3. The Board reserves the right to review application for affiliation within framework of the Association objectives. Those affiliated organizations be responsible for sending one representative to any Board of Directors or AGM of this Association at its own full travel/ necessary expenses unless a special agreement/condition(s) clearly written from this Association. Those representatives are responsible for bringing necessary number of copies of typed and summarized organization reports (limited up to two pages) for distributing to all Board members and representatives at each meeting.

ARTICLE V: MEETING

- a) Meetings of this Association may be called at any time by the Secretary upon instruction of the President or the Board with a written or signed language notice sent to the last known address of each active member, delivered via any means of contact at least 30 days prior to the date of Annual General Meeting or 30 days prior to the date of Board of Directors Meeting or 10 days prior to the date of Executive Board Meeting. The President may call Executive Board meetings as required.
- b) Voting at any meetings for motions, amendments, or election of Directors may be given electronically (internet) if its members desire and if the circumstance requires it.

Section 1: Annual General Meeting

This Association shall hold an Annual General Meeting before June in each year, of which meeting due notice shall be given to anyone. The order of business at this meeting shall be as follows:

- Call to Order
- Roll Call (Quorum is 9 active and paid members.)
- Approval of reading of minutes of last Annual General Meeting
- President's Report
- Approval of audited financial statement
- Reports of Executive Board
- Amendments to By-Laws
- Old Business
- New Business
- Election of up to 15, but not less than 9 Board Directors (every odd years)
- Pledge of Oath
- Instructions for the Board of Directors and/or Executive Board
- Determination of the Date & Site of the next Annual General Meeting
- Announcements
- Adjournment of the annual meeting with re-convene of the Board of Directors meeting and then Executive Board Meeting

Section 2: Board Meeting

Immediately after the adjournment of AGM, a meeting of the Board of Directors shall be held for election of directors to decide and serve their respective positions as described in By-Laws Article V11, Section 1. Those attendants of the Executive Board would have final reading/approval of minutes of last Executive Board meeting before the newly elected Executive Board takes its turn of handling the business of this Association for next two years immediately and decided what date and site of next Executive Board meeting prior to the adjournment of the meeting. Other urgent matters may be brought up in the meeting at the newly formed Board. The order of business at the meeting shall be:

- Call to Order
- Roll Call
- Election of the Executive Board
- Approve of minutes of the last Board of Directors Meeting
- President's Report
- Executive and Representative's Reports
- Old Business
- New Business
- Date and Site of next Board Meeting
- Announcements
- Adjournment with re-convene of the Executive Board.

Section 3: Special Meeting

Any five active members including two Executive officers/Directors may give the President written request to call a special meeting to deal with purposes that need attention within fourteen days notice. The President may also call a special meeting. The special meeting shall be on a weekend. Members will be notified of special meeting by letter/telephone/facsimile/e-mail.

The purpose of a special meeting is to address an unusual or urgent matter that cannot wait until the AGM. The quorum for Special meetings is 7 members.

ARTICLE V1: BOARD OF DIRECTORS

Section 1: Composition and Eligibility

Any active member may be elected to the Board as a director at an AGM. The Board of Directors membership consists of the officers of the Executive Board and at least one representative each from affiliated organizations. Any active members may be elected to the Board as a Director at any Special or AGM if position(s) are vacant. The quorum for the Board of Directors meetings is 4.

Section 2: Function

The Board shall, subject to the By-Laws or directions given it by majority vote at any meeting properly called and constituted, have full control and management of the business and affairs of this Association, and meetings of the Board shall be held as often as the business of this Association require attention, and Board meetings shall be called by the President at least 3-4 times every fiscal year.

ARTICLE V11: EXECUTIVE BOARD

Section 1: Composition

The Executive Board Membership consists of 6 Officers/Directors: President, Vice-President, Secretary, Treasurer, (or Secretary-Treasurer) and Directors-at-large . The office of Secretary and Treasurer may be filled by one person if any board meeting for the election of officers decides as feasible and practical. The quorum for the Executive Board is 3.

Section 2: Election of Officers

- a) At their first meeting, the newly formed Board of Directors shall elect officers for the Directors- At- Large positions as described in By-laws Article V11, Section 1.
- b) The election of the Executive and Board of Directors shall occur every odd year.

Section 3: Function

The Executive Board carries out duties as determined by the Board of Directors between the Board of Directors meetings and report to the Board of Directors providing that these are consistent with the objectives of this Association.

Section 4: Duties

- a) **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.
- b) **VICE-PRESIDENT:** In 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 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.
- c) **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 updating a record of all the members of this Association and their addresses, all notices, and minutes of meetings as required.
- d) **TREASURER:** The Treasurer shall be bonded and capable of handling all treasury works 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 arisen only during the meeting.
- e) **DIRECTOR-AT-LARGE:** The Directors -at-large of the Executive Board carry out duties as determined by the Executive Board or the Board of Directors.

Section 5: Removing Directors

The Executive Board members and Board of Directors shall be eligible for re-election at the AGM. The officer of the Executive Board and Board of Directors shall automatically be vacated:

- If an officer/director shall resign from his/her position by delivering a written resignation to the secretary or the president of this Association;
- He/she has demonstrated, as determined by the Board, an inability to competently address the Association's Objects and Mission Statement.
- If a resolution is passed by $\frac{3}{4}$ of the voting members present at the AGM or at a Special Meeting that he/she be removed from his/her position;
- On death.

Provided that any vacancy shall occur for any reason in this paragraph, the AAD Board of Directors or the voting members may make a resolution to fill the vacancy with a person in good standing as a member of this Association.

Section 6: Term

The term of the Board of Directors shall be two years; any one of them may be re-elected for another two year term. Any one of positions may be vacated and the vacancy may be occupied by a replacement as authorized by the Board of Directors or the Executive Board before the expiration of the two-year term.

ARTICLE V111: FINANCE

Section 1: Audit

All financial records shall be audited by a chartered accountant or appointed auditor(s) appointed by the Executive Board for submission of audited financial annual report at AGM.

Section 2: Fiscal Year

December 31 each year shall be the end of the fiscal year of this Association.

Section 3: Accessibility

The books and records of this Association may be inspected by any active member of this Association at the AGM or at anytime upon giving reasonable notice and arranging a time satisfactory to the officer(s) having charge of same. Each member of the Board shall at all times have access to such books and records.

Section 4: Cheque Authorization

The Treasurer and one of either the President or the Vice-President of this Association shall be authorized to sign on any cheque.

Section 5: Borrowing Money

The Board of Directors may make arrangements with any chartered bank or trust company doing business in the Province, 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.

ARTICLE 1X: STANDING COMMITTEE

The Board of Directors establishes a standing committee providing with information that help is needed to develop and formulate a proposal or a series of proposals for eventual consideration by the Executive Board. The Executive Board, once satisfied for such developed proposals are compatibles with the objectives of this Association or/and with the decisions made at a Board of Directors meeting, may transform such proposals into official proposals of this Association.

The Board of Directors may establish and maintain several standing committees as required to deal with separate goals. The Board of Directors may invite anyone with interest and/or needed expertise to serve on one such committee. Each standing committee is made up of at least one of the active member from the Board of Directors and any number of persons who are either members or non-members of this Association. The standing committee dissolves as soon as it has served its purpose or is no longer required by the Board of Directors.

ARTICLE X: WORKING LANGUAGE

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

ARTICLE X1: QUORUM

Nine active members in good standing shall constitute a quorum at the annual general meeting. At an Executive Board meeting 3 Executive members shall constitute a quorum and at a Board of Directors meeting 4 Board members shall constitute a quorum.

ARTICLE X11: VOTING

Active members have voting privileges in Annual General Meeting and Special Meeting of this Association. Votes may be made in person or in virtual meetings. No proxy votes shall be accepted. The board of Directors have voting privileges in non-Executive Board of this association. Executive Board members have voting privileges in Executive Board meetings of this association.

ARTICLE X111: REMUNERATION

Unless authorized at the Board meeting, no officer or member of this Association shall receive any remuneration for his/her service. (AAD is a charity, so therefore under the regulations of CRA, no one on the Board or the Executive Board should be getting paid for his/her services.)

ARTICLE XIV: BORROWING POWERS

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

ARTICLE XV: AMENDMENTS

Any By-Laws may be rescinded, altered or added to by special resolution passed by a majority vote of not less than $\frac{3}{4}$ of the number of active members present, in person, at the AGM providing that a written notice specifying the suggested or proposed changes has been sent to each active member at least one month prior to the AGM.

ARTICLE XV1: DISSOLUTION

Upon dissolution of this Association and after the Association pays all its debts and liabilities, it will distribute or dispose of its remaining property to qualified donees as described in subsection 149.1 (1) of the Income Tax Act. The remaining assets of the Association shall be distributed to charitable organization or organizations in Alberta, as may be designed on winding up, to further or promote the well-being of the Deaf and Hard of Hearing, and in no event, shall any of the assets be applied for any use other than a charitable one. Final decision for the choice of qualified donees shall be made by a vote of not less than two-third (2/3) of the paid-up Active Members who are eligible to vote.

Addedum

Pledge of Oath

I,(full name) as(position), solemnly pledge to perform my duties to the best of my knowledge and abilities with good integrity to serve the Alberta Association of the Deaf.

Possible affiliated organization

| | |
|--------------------------------------|-------|
| Alberta Cultural Society of the Deaf | ACSD |
| Alberta Deaf Sports Association | ADSA |
| Edmonton Association of the Deaf | EAD |
| Calgary Association of the Deaf | CAD |
| Alberta Society of the Deaf Blind | ASDB |
| Association of Sign Language | ASLIA |
| Interpreters of Alberta | |
| Deaf & Hear Alberta | DHA |

AGLC DONATION POLICY

-AAD is required to submit to AGLC at least 90 days before submitting financial request for a project or a program.

-AAD will donate to any request as long as the AAD's projected budget is met, and as long as the request meets the Canada Revenue Agency (CRA)/AGLC Rules and Requirements as issued upon AAD being that AAD is a Registered Charity with the CRA. (AAD is a charity and cannot give money to groups that are not registered as a charity with the CRA-all charitable proceeds must be given to Registered Charitable Groups and/or Charitable Objectives in Alberta), additionally with the members' approval.

-AAD will proceed with donation to organizations with charitable status if the request is less than \$500, and meet the objects of AAD.

-The AAD Board of Directors will make the final decision about the donation requests based on education, equality, youth program, workshop, and technology

according to AAD's Objects and accordingly to CRA/AGLC Rules and Requirements..

AAD