



# OBJECTS AND BY-LAWS

Amended Effective March 19, 2006

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## The Alberta Association for Community Living

The name of the Society is the Alberta Association for Community Living. The Association is a Provincial Advocacy Federation of community organizations committed to advocating for the rights of persons with developmental disabilities and their families for full and equal citizenship. The Association shall be non-sectarian, non-partisan and non-profit in character.

### OBJECTS

The Objects of the Association are:

1. To be a central voice for all AACL Members who share the common belief that all persons with developmental disabilities and their families should have the opportunity for full inclusion and participation in community life to the same degree as other citizens of Alberta.
2. To advocate for and support the rights of persons with a developmental disability and their families to full citizenship which includes but is not limited to having a home, decent income, friends, education, employment and family.
3. To recognize the intrinsic value and inherent rights of all human beings irrespective of their ability, religion, race, color, gender, age, ancestry, or place of origin or sexual orientation.
4. To promote the importance of family living as the cornerstone to community and the understanding that all children including those with a developmental disability require the love, protection and security provided by a family.
5. To recognize, respect and support the voice of persons with a developmental disability in their inherent right to self-determination.
6. To help develop and sustain AACL **MEMBERS** throughout the province to serve as advocates and supports to individuals and families in the pursuit of community inclusion.
7. To treat all AACL **MEMBERS** equally, irrespective of their size, services or financial resources, in the spirit of communality and cooperation, true to the traditions of non-profit and voluntary organizations.
8. To promote the inclusion of persons with developmental disabilities and their families into all aspects of community life.
9. To promote and encourage the development and provision of supports to persons with developmental disabilities and their families, which sustain families and individuals while enabling full community membership and participation.
10. To assist individuals with a developmental disability and their families to access supports which promote inclusion and enhance self-reliance and interdependence.

11. To foster the development and interdependence of inclusive communities and to assist communities in recognizing their capacity to include and welcome persons with a developmental disability and their families.
12. To assist people with developmental disabilities and their families to realize their capabilities and potential contribution to the community.
13. To assist communities in recognizing and honoring the capabilities and contributions of persons with a developmental disability and their families.
14. To influence, support and cooperate with public and private agencies, governments, provincial and national organizations so as to positively influence the development of legislation and policy, and the provision of support affecting persons with developmental disabilities and their families.
15. To collect and compile information and resources and to make these available to AACL **MEMBERS** and the public at large.
16. To encourage social research and study which would benefit persons with developmental disabilities and their families.
17. To accept gifts and raise funds by lawful means, to achieve the objects of the Association.
18. To distribute funds, by means of grants and allocations, to AACL **MEMBERS** and others to achieve the Objects of AACL.

## **BY-LAW NO. 1      NAME**

- 1.1      The name of the Society shall be the Alberta Association for Community Living.

## **BY-LAW NO. 2      LOCATION**

- 2.1      The Head Office of the Alberta Association for Community Living shall be in the City of Edmonton in the Province of Alberta as at such place therein as the Board of Directors may from time to time determine.

## **BY-LAW NO. 3      DEFINITIONS**

- 3.1      AACL" shall mean the Alberta Association for Community Living.
- 3.2      "AACL Family Voices" shall mean a regional unincorporated network of parents, family members and allies, established by AACL and approved for membership according to By-laws 4.6.
- 3.3      "Association" shall mean an association or society consisting of individuals with developmental disabilities, families, friends and advocates which supports the Objects and Mission of AACL and which is approved for membership according to By-laws 4.2.2 and 4.2.3.
- 3.4      "Affiliate" shall mean any group or organization which supports the Objects and Mission of AACL but does not necessarily meet the requirements for Association Membership as per current By-laws 4.2.1 and 4.2.2.
- 3.5      "Board of Directors" shall mean the governing body of AACL as specified in By-Law 14.
- 3.6      "Books" - shall mean Financial Records and minute books.
- 3.7      "Persons with Developmental Disabilities" refers to those individuals experiencing a delay in intellectual functioning.
- 3.8      "Director" shall mean an Individual member appointed by his Association to be a Director on the Board of Directors of the Association.
- 3.9      "Directors-at-Large" shall mean individuals, at least 2 of whom must be adults with developmental disabilities, who are elected to the Board of Directors to broaden the membership of the Board given their expertise or interests. For example, Directors-at-Large may be persons with a disability, parents or family members, community members, professionals or other individuals supportive of the Association's Objects. Membership in an Association or Family Voices Network is not required.
- 3.10      "Fees" shall mean all fees of all MEMBERS of the Association payable by way of annual fees as well as assessments or levies if authorized by the General Membership.
- 3.11      "Gender" words importing the masculine gender shall include the feminine and vice versa.
- 3.12      "General Meeting" shall mean an Association meeting of the General Membership assembled at an Annual General Meeting or Special General meeting.
- 3.13      "General Membership" shall mean all individual volunteer members of an organization or group that is a MEMBER. They shall be represented by specifically named delegates of their respective Association or Family Voices Network assembled at an Annual General Meeting or at a Special General Meeting.
- 3.14      "Honorary Life Member" shall mean any person to whom such membership is granted as a special tribute by the General Membership on the recommendation of

the Board of Directors for his long and meritorious service on behalf of persons with developmental disabilities and families.

- 3.15 "**Individual Member**" shall mean an individual volunteer member of an association or family voices network by virtue of which such person becomes a member of the Association without voting rights or dues owing to the Association.
- 3.16 "**Member In Good Standing**" shall mean a MEMBER which is not in arrears of dues to AACL, who are in compliance with the constitution and By-Laws, and which has not resigned nor been expelled nor suspended for due cause by the General Membership at their Annual General Meeting or Special General Meeting.
- 3.17 "**Quorum**" the presence of forty percent (40%) of the number of voting delegates of MEMBERS, authorized in conformity with these By-Laws, shall constitute a quorum at a General Meeting. A quorum shall constitute forty percent (40%) of the Directors of the Board of the Association. A quorum shall constitute sixty percent (60%) at an executive meeting.
- 3.18 "**Singular**" words importing the singular number only shall include the plural and vice versa.
- 3.19 "**Reasonable expense**" - Reasonable expense shall mean expenses for travel by air, land, or water, hotel room accommodations and restaurant expenses incurred in the discharge of duties on behalf of AACL.
- 3.20 "**Volunteer**" shall mean an individual who does not receive remuneration from either a Member or AACL as paid staff.
- 3.21 "**Voting Delegate**" shall mean a Volunteer specifically named as a voting delegate by his association or family voices network to speak and vote on its behalf at an Annual General Meeting or Special General Meeting of the Association.
- 3.22 "**Grants**" shall mean funds provided to **MEMBERS** and others in accordance with these By-laws and any other processes as may be determined from time to time by the Association or its Board of Directors; and which funds are not required to be repaid to the Association.
- 3.23 "**Allocations**" shall mean Grants allocated to **MEMBERS** by way of grant applications adjudicated at the sole discretion of an allocations committee appointed by the Board of Directors, in accordance with these By-laws and any other processes as may be determined from time to time by the Association or its Board of Directors, but whose decisions and members are independent of the Board.

#### **BY-LAW NO. 4 MEMBERSHIP**

- 4.1 The Association shall be composed of the following categories of MEMBERS:
  - 4.1.1 Association
  - 4.1.2 Individual
  - 4.1.3 Family Voices
  - 4.1.4 Affiliate
  - 4.1.5 Honourary Life

## 4.2. ASSOCIATION

### 4.2.1 MEMBERSHIP: **Eligibility**

4.2.1.1 An Association shall be incorporated and registered under the Societies Act (Alberta) or under Section 9 of the Companies Act.

4.2.1.2 The Objects and By-laws of the Association must be consistent with those of the Alberta Association for Community Living.

### 4.2.2 MEMBERSHIP: **Application and Acceptance Procedure**

4.2.2.1 Application for Association Membership shall include the following:

4.2.2.1.1 A written letter of application for Association addressed to the Secretary of the Association signed by the Applicant's President or Secretary together with the under-mentioned documents.

4.2.2.1.2 Copies of the Applicant's Objects and By-Laws approved by the appropriate Alberta government department(s).

4.2.2.1.3 A list of the names, addresses and phone numbers of the Applicant's elected officers and most senior executive officer.

4.2.2.1.4 Copies of the Applicant's Certificate of Incorporation and Registration which have been approved by the appropriate Alberta government department(s).

4.2.2.1.5 A list of all the Applicant's paid up members with their addresses, postal code and phone numbers.

4.2.2.1.6 A written description or brochure detailing the applicant's mandate, programs and/or services.

4.2.2.1.7 When a completed application for membership is received a summary shall be circulated by the Executive Director to the Board of Directors for its review and consideration.

4.2.2.1.8 Upon reviewing the application the Board of Directors may grant membership to the Applicant in accordance with By-laws 4.2.1 Eligibility and 4.2.2 Application and Acceptance Procedure.

4.2.2.1.9 The General Membership may ratify, at the Annual General Meeting, those Membership Applications approved by the Board of Directors.

### 4.2.3 MEMBERSHIP: **Rights and Responsibilities**

4.2.3.1 An Association shall be an autonomous unit affiliated with AACL, free to serve its membership in its community according to the particular special, or local needs of its membership or community.

4.2.3.2 An Association shall be governed by its own Objects and By-laws.

4.2.3.3 Photocopies of documents approving any change to the Objects and/or By-laws of any Association shall be forwarded by the Secretary of the Association to the Secretary of AACL.

4.2.3.4 An Association shall annually submit a list of paid up members, their addresses and phone numbers to AACL.

#### 4.2.4 MEMBERSHIP: **Representation and Voting**

- 4.2.4.1 All Associations shall be entitled to send three (3) Voting Delegates, in person or by proxy, to all Annual General Meetings and Special General Meetings to speak and vote on behalf of the Association.
- 4.2.4.2 All Associations shall be entitled to appoint a Director to the Board of Directors of the Association to represent the Association.
- 4.2.4.3 Each Director, so representing the Association, shall have the right to speak and have one vote at all Association Board Meetings.

#### 4.2.5 MEMBERSHIP: **Fees and Assessments**

- 4.2.5.1 The General Membership of AACL, at their Annual General Meeting or at a Special General Meeting called for that purpose, shall determine the annual Membership Fees of the Associations.
- 4.2.5.2 If in any year there is no change in the annual Association Membership Fees, the Fees in effect for the immediately preceding year shall be deemed to continue for the ensuing year.
- 4.2.5.3 The Association shall not pay assessments or any other levies other than the Association Membership Fees each year. In a particular year on the recommendations of the Board of Directors, an assessment or other levy on each Association can be made by a Special Resolution at the Annual General Meeting or Special General Meeting. The resolution must specify the amount of any assessment or special levy on each Association.

#### 4.2.6 MEMBERSHIP: **Reclassification**

- 4.2.6.1 An Association whose Director is absent from 3 consecutive Board of Director's meetings may have their membership transferred to Affiliate Membership by a 2/3 majority vote of the Board of Directors present.

#### 4.2.7 MEMBERSHIP: **Termination, Suspension or Lesser Penalty**

- 4.2.7.1 An Association may be terminated for actions prejudicial to the Objects and/or By-laws of AACL by three quarters (3/4) of the votes of the Associations present at the Annual General Meeting or at a Special General Meeting. If at the Annual General meeting or at a Special General Meeting three quarters (3/4) of Associations present find the Association acted in a manner prejudicial to AACL, and that a lesser penalty may meet the ends of justice, the membership at such a meeting instead of termination, may suspend the Association or in the alternative impose any other lesser penalty.
- 4.2.7.2 Any Association facing termination, suspension, or lesser penalty shall be provided sixty (60) calendar days notice, stating the time, date and place, of the Special General Meeting or Annual General Meeting, as determined by the Board of Directors.
- 4.2.7.3 The notice shall clearly state the intent and cause, that has arisen for such notice and shall be signed by the President and Secretary of AACL.
- 4.2.7.4 Such written notice shall be sent to all Associations by registered mail.
- 4.2.7.5 If the Association facing termination does not appear (without any excuse), the General Membership at such General or Special meeting



convened for that purpose, may proceed "by default" and send a written notice of its decision to the Association by registered mail.

4.2.7.6 If the complainant is another Association, and the complainant is absent, the General Membership may refuse to hear the complaint.

4.2.8 **Withdrawal**

4.2.9.1 An Association may voluntarily withdraw from AACL by submitting written notice to the Secretary of AACL. Such notice would then be acknowledged and withdrawal accepted at the next scheduled meeting of the Board of Directors.

4.3 **MEMBERSHIP: Individual Members**

4.3.1 Individuals who are members of an Association, AACL Family Voices network or Affiliate are automatically individual members of AACL.

4.3.2 Individual members may attend all Annual and Special General Meetings and Board Meetings and may speak with the permission of the Chairperson.

4.3.3 Such individual members shall have no right to vote at any AACL Board, Annual General or Special meetings unless they are elected or appointed to represent an Association or Family Voices Network as delegates or directors.

4.3.4 Individual members shall not pay any fees nor shall they pay any other dues to AACL.

4.4 **MEMBERSHIP: AFFILIATE MEMBERS**

4.4.1 **MEMBERSHIP: Eligibility**

4.4.2.1 Any group or organization which supports the Objects and Mission of AACL.

4.4.2 **MEMBERSHIP: Application and Acceptance Procedure**

4.4.2.1 If applicable, copies of the Objects and By-Laws of the Applicant approved by the appropriate department of government of Alberta.

4.4.2.2 As applicable, a list of the names, addresses and phone numbers of the Applicant's elected officers and the most senior executive officer.

4.4.2.3 A list of all the Applicant's members, their addresses and phone numbers.

4.4.2.4 A written description or brochure detailing the applicant's mandate, programs and/or services.

4.4.2.5 When a completed application for membership is received a summary shall be circulated by the Executive Director to the Board of Directors for its review and consideration.

4.4.2.6 Upon reviewing the application AACL's Board of Directors may grant Affiliate Membership.

4.4.3 **MEMBERSHIP: Rights and Responsibilities**

4.4.3.1 An Affiliate shall be an autonomous unit affiliated with AACL, free to serve its membership in its community according to the particular special, or local needs of its membership or community.

- 4.4.3.2 As applicable, an Affiliate shall be governed by its own Objects and By-laws.
- 4.4.4.3 As applicable, photocopies of documents approving any change to the Objects and/or By-laws of any Affiliate shall be forwarded by the Secretary of the Affiliate to the Secretary of the Association.
- 4.4.4.4 As applicable, an Affiliate shall annually submit a list of members, their addresses and phone numbers to the Association.

#### 4.4.4 MEMBERSHIP: **Representation and Voting**

- 4.4.4.1 Affiliates may attend Annual General Meetings and Special General Meetings.
- 4.4.4.2 Affiliates do not have the right to representation or to vote at an Annual General Meeting or a Special General Meeting.
- 4.4.4.3 Affiliates do not have the right to appoint a Director to the Board of Directors of AACL.

#### 4.4.5 MEMBERSHIP: **Fees and Assessments**

- 4.4.5.1 The General Membership of AACL, at their Annual General Meeting or at a Special General Meeting called for that purpose, shall determine the annual Membership Fees of the Affiliates.
- 4.4.6.2 If in any year there is no change in the annual Affiliate Membership Fees, the Fees in effect for the immediately preceding year shall be deemed to continue for the ensuing year.
- 4.4.6.3 The Affiliate shall not pay assessments or any other levies other than the Affiliate Membership Fees each year. In a particular year on the recommendation of the Board of Directors, an assessment or other levy on each Affiliate MEMBER can be made by a Special Resolution at the Annual General Meeting or a Special General Meeting. The resolution must specify the amount of any assessment or special levy on each Affiliate.

#### 4.4.7 MEMBERSHIP: **Reclassification**

- 4.4.7.1 An Affiliate MEMBER may apply for Association Membership as per By-laws 4.2.1 and 4.2.2.

#### 4.4.8 MEMBERSHIP: **Termination, Suspension or Lessor Penalty**

- 4.4.8.1 An Affiliate may be terminated, suspended or otherwise penalized for actions prejudicial to the Objects and/or By-laws of the Association by the Board of Directors at its discretion.

#### 4.4.9 MEMBERSHIP: **Withdrawal**

- 4.4.9.1 An Affiliate MEMBER may voluntarily withdraw from AACL by written notice to the Secretary of AACL. Such notice would then be acknowledged and withdrawal accepted at the next scheduled meeting of the Board of Directors.

#### 4.5 MEMBERSHIP: **Honorary Life Member**

- 4.5.1 The Board of Directors may recommend to the General Membership, at their Annual General Meeting or Special General Meeting, any person for Honorary Life Membership in AACL as a special tribute for such a

person's long and meritorious services on behalf of persons with developmental disabilities and their families.

- 4.5.2 Such Honorary Life Membership shall not preclude any person from holding membership in any association or family voices network with all the rights and duties of such membership.
- 4.5.3 Honorary life members have no duties, pay no fees to AACL, and have no vote at AACL meetings as a result of their Honorary Life Membership.
- 4.5.4 The President or his designate shall confer the Honorary Life Membership in a befitting manner.

#### 4.6 MEMBERSHIP: **Family Voices**

##### 4.6.1 Membership Eligibility

4.6.1.1 Any regional AACL Family Voices group recognized by the AACL Board of Directors as a network of family members and their allies, who are committed to creating inclusive community lives for individuals with developmental disabilities subject also to the following criteria:

4.6.1.2 The Board shall not recognize more than one (1) such group for each of the geographical regions currently identified as the South, Calgary, Central, Edmonton, Northeast, and Northwest regions.

4.6.1.3. The Board, from time to time, may choose to recognize other or different regions than those currently identified in 4.6.1.2.

##### 4.6.2 Membership Rights and Responsibilities

4.6.2.1 Individuals who belong to an AACL Family Voices network are automatically Individual Members of AACL as noted in By-Law 4.3 with the rights and responsibilities of individual members.

4.6.2.2 Each AACL Family Voices network shall provide AACL with a list of the names, addresses, emails or phone numbers for the individuals who may, from time to time, belong to that AACL Family Voices network.

##### 4.6.3 Membership Representation and Voting

4.6.3.1 All AACL Family Voices networks shall be entitled to send three (3) delegates in person or by proxy, to all Annual General Meetings and Special General Meetings to speak and vote on behalf of that AACL Family Voices network.

4.6.3.2 All AACL Family Voices networks shall be entitled to appoint a Director to the Board of Directors to represent their respective Family Voices networks.

4.6.3.3 Each Director, so representing a Family Voices network shall have the right to speak and have one (1) vote at all meetings of the Board of Directors.

4.6.4 Membership Withdrawal and Termination

4.6.4.1 Withdrawal by the Board of Directors of its recognition of any AACL Family Voices network shall result in the immediate termination of that AACL Family Voices' membership in AACL and in the automatic and immediate termination of an Individual Member's membership, which resulted from that individual's membership in the AACL Family Voices network being so terminated.

**BY-LAW NO. 5 DELEGATES, DIRECTOR, OFFICERS**

5.1 Eligibility

5.1.1 Delegates to General meeting and the Board of Directors and officers of AACL other than the secretary of AACL, shall be volunteers.

5.1.2. No person shall simultaneously represent an Association or a Family Voices Network as Director and serve as a Director at-at-Large .

5.1.3 All Directors or Voting Delegates and Officers shall be at least 18 years of age.

**BY-LAW NO. 6 REPRESENTATIONS, DEPUTATIONS & DELEGATIONS**

6.1 AACL shall be represented publicly by the President or his designate.

6.2 Any Representations made, petitions and briefs submitted, deputations and delegations sent to governmental or authoritative bodies on behalf of AACL shall be approved by the Board of Directors.

6.3 All letters, briefs and petitions to the above bodies shall be signed by the President or his designate.

**BY-LAW NO. 7 ANNUAL GENERAL MEETING**

7.1 An Annual General Meeting of AACL shall be held at such time and place as has been decided by resolution at the previous Annual General Meeting.

7.2 Every Annual General Meeting shall be held within Four (4) months from the end of the fiscal year.

7.3 Notice of Annual General Meeting: Notice of time and place of the Annual General Meeting of the Association shall be mailed to: each Association, each AACL Family Voices network, each Director, all elected officers, each Affiliate and Chairpersons of Committees, at least sixty (60) calendar days prior to the holding of such meeting.

7.4 Annual General Meeting Business: At every Annual General Meeting in addition to any other business that may lawfully come before it, the following business shall be conducted.

- 7.4.1. The approval of the minutes of the previous Annual General Meeting.
- 7.4.2. The receipt and approval of audited Financial Statements.
- 7.4.3. Presentation of the budget for approval.
- 7.4.4. Determination of the annual Fees.
- 7.4.5. Reports of:
  - 7.4.5.1 The President
  - 7.4.5.2 Executive Director
  - 7.4.5.3 Treasurer
  - 7.4.5.4 Reports of all committees
- 7.4.6. Disposition of last years resolutions.
- 7.4.7. Consideration of resolutions and special resolutions.
- 7.4.8. Appointment of an auditor for the current year.
- 7.4.9. Election of officers and Directors-at-Large.

**BY-LAW NO. 8 VOTING DELEGATES**

- 8.1 The names of all Voting Delegates and any alternate delegates shall be submitted to AACL at least Twenty-four (24) hours prior to the Annual General Meeting or Special General Meeting. Substitutions and additions by a member of the same Association or Family Voices Network may be made at any time up to the opening of the General Meeting.
- 8.2 Each Association and Family Voices Network shall have three (3) votes in person or by proxy. Proxy votes can only be cast by a member of the same Association or Family Voices Network at Annual General Meetings and Special General Meetings (i.e., a Member Association sending two delegates is entitled to one proxy, a Member Association sending one delegate is entitled to two proxies).

**BY-LAW NO. 9 NOMINATING COMMITTEE**

- 9.1 The Board of Directors, no later than four months prior to the next General Meeting, shall appoint a Nominating Committee from among the Directors who are not candidates for office.
- 9.2 The Nominating Committee shall consist of three (3) members - a Chairperson and two (2) other members.
- 9.3 The Nominating Committee shall:
  - 9.3.1. Solicit from the membership suggestions for nominees for election of Officers and Directors-at-Large on the Board of Directors four (4) months prior to the Annual General Meeting. Suggestions for nominees must be received by nominations Chairperson two (2) months prior to the Annual General Meeting.
  - 9.3.2 Prepare a slate of nominees for each office for distribution to MEMBERS twenty-eight (28) calendar days prior to the Annual General Meeting.
  - 9.3.3. No name shall be included in the slate unless the Nominating Committee shall have, first, obtained the written consent of the nominee that he will serve if elected.
  - 9.3.4. Further nominations, if any, shall be made from the floor.

**BY-LAW NO. 10 RESOLUTIONS CHAIRPERSON**

- 10.1 The President shall appoint a Resolutions Chairperson from among the membership.

- 10.2 The Resolutions Chairperson shall solicit resolutions from among the MEMBERS, Directors and Committees of the Board at least four (4) months before the annual General Meeting.
- 10.3 Resolutions must be received by the Resolutions Chairperson at least two (2) months before the Annual General Meeting.
- 10.4 The Resolutions Chairperson may clarify or refine the wording of the submitted resolutions; and in addition may, with the concurrence of the submitters, combine two or more resolutions that clearly have the same intent. The Resolutions Chairpersons should not express an opinion as to the merits of any resolution.
- 10.5 Resolutions in final form shall be mailed to each MEMBER and Director at least twenty-eight (28) calendar days before the General Meeting.
- 10.6 Resolutions to be considered at a Special General Meeting shall be included in the notice of meeting.
- 10.7 A resolution for which previous notice has not been given may be introduced at an Annual General Meeting by a majority vote.
- 10.8 The chairperson shall institute a committee if so desired.

**BY-LAW NO. 11 VOTE ON RESOLUTIONS AND OR OTHER MOTIONS**

- 11.1 A majority of votes of the Voting Delegates entitled to vote and present shall decide every question unless otherwise required by the By-laws of AACL.
- 11.2 Every question in the first instance shall be decided by a show of hands with the delegate identity card and, unless a count or roll call of votes is demanded, a declaration by the Chairperson that the motion has been carried or not carried and an entry to the effect in the minutes of the Meeting shall be sufficient evidence of that without proof of the number or proportion of the votes accorded in favor of or against such questions.
- 11.3 In the event of a tied vote, the Chairperson shall cast a deciding vote.

**BY-LAW NO. 12 SPECIAL GENERAL MEETINGS**

- 12.1 A Special General Meeting of AACL may be called by the President, by resolution of the Board of Directors or on the Written request of five (5) MEMBERS.
- 12.2 The Time and place of such Special General Meetings shall be determined by the Board of Directors.
- 12.3 Notices:
  - 12.3.1 A written notice signed either by the President or by the Secretary to AACL shall be sent by registered mail to each Member or Family Voices Network at least twenty-eight (28) calendar days before the holding of such meetings. The notice shall include the time, place and agenda and the purpose of the meeting, as well as copies of the special resolutions to be introduced at such meeting.
  - 12.3.2 The Business transacted at such Special General Meetings shall be limited to the specified in the notice calling the meeting.
- 12.4 The quorum shall be the same as defined in By-Law No. 3.
- 12.5 Voting procedures and voting rights shall be the same as the Annual General Meeting and as prescribed in By-law No. 8.

### **BY-LAW NO. 13 SPECIAL RESOLUTIONS - OBJECTS AND BY-LAW CHANGES**

- 13.1 Special resolutions are initiated by AACL and pertain to objects, By-laws and issues of debentures. Additions, deletions and amendments to the Objects and By-laws shall be made only by Special Resolution. They shall be passed subject to the following conditions:
  - 13.1.1 The resolution shall be passed by at least (3/4) three fourths of those delegates entitled to vote in person or by proxy.
  - 13.1.2 AACL shall give at least twenty-eight (28) calendar days notice specifying the intention to propose the Special Resolution to all Directors and to all **MEMBERS**.
  - 13.1.3 The resolution shall be proposed and passed as a Special Resolution at an Annual General Meeting or at a Special General Meeting.
  - 13.1.4 A special resolution at a General Meeting with less than Twenty-eight (28) calendar days notice, shall be deemed to be valid only if all the MEMBERS entitled to attend and vote at the General Meeting agree to waive notice, or
  - 13.1.5 A resolution may be passed as a special resolution other than at a General Meeting only if the MEMBERS who would have been entitled at a General Meeting to vote on a resolution in person consent to the resolution in writing.

### **BY-LAW NO. 14 BOARD OF DIRECTORS COMPOSITION**

- 14.1 The Board of Directors shall be composed of:
  - 14.1.1 The President of AACL (Chairperson);
  - 14.1.2 All other elected officers of AACL; (see By-law 24.1)
  - 14.1.3 One director from each Member Association and Family Voices Network, in good standing,
  - 14.1.4 Seven Directors-at-Large, 2 of whom must be adults with developmental disabilities, elected at the annual General Meeting.
- 14.2 A vacancy in a Director at Large Position shall be filled by a volunteer appointed by the board of Directors.

### **BY-LAW NO. 15 DIRECTOR/ALTERNATE DIRECTOR**

- 15.1 An Association or Family Voices Network, at the time of naming its Director to the Board of Directors of AACL, shall also name an alternate Director and forward both of their names and addresses to AACL three (3) weeks prior to the Annual General Meeting of AACL.
- 15.2 Directors/Alternate Directors so named shall hold office until the next AGM.
- 15.3 In the absence of the Director, the alternate Director shall exercise all the rights and perform all the duties of the Director at AACL board meetings.

### **BY-LAW NO. 16 TERMINATION/REMOVAL FOR CAUSE**

- 16.1 A Director may be removed from the board at any time by special resolution passed at a Special General Meeting called for the purpose, or at the Annual General Meeting.
- 16.2 Notice specifying the intention to pass such a resolution, along with a copy of the resolution, shall be sent to all Association Members and Family Voices Network as well as to the Director concerned, by register mail Twenty-Eight (28) calendar days prior to such General Meeting and/or Special General Meeting.

#### **BY-LAW NO. 17 REMUNERATION**

- 17.1 Directors shall serve without remuneration and no Director shall directly or indirectly receive any profit or monetary benefit from the position of Director for any services rendered to AACL, its MEMBERS, or the Canadian Association for Community Living provided that Directors be reimbursed for reasonable expenses incurred in the performance of their duties.
- 17.2 Reasonable Expenses: Reasonable expenses mean expenses for travel by air, land or water, hotel room accommodation and restaurant expenses incurred in the discharge of their duties on behalf of an Association.

#### **BY-LAW NO. 18 POWERS AND DUTIES: BOARD OF DIRECTORS**

- 18.1 The Board of Directors shall be answerable and accountable to the General Membership at all times.
- 18.2 The Board of Directors shall have power and authority over the affairs of AACL exercised in accordance with the resolutions passed, at the Annual General Meetings or Special General Meetings of AACL.
- 18.3 The Board of Directors shall have the following powers and duties:
  - 18.3.1 To purchase/sell, to take on lease, hire or exchange, acquire or otherwise deal with any personal or real property including land and buildings for the purpose of establishing a headquarters for AACL.
  - 18.3.2 To engage in the above mentioned activities and transactions in personal or real property for any other lawful purpose or project of AACL approved at an Annual General Meeting or Special General Meeting duly convened for the purpose.
  - 18.3.3 To invest in such manner as may be permitted by law and as may be determined from time to time by the Board of Directors, any monies of AACL not immediately required to meet expenses.
  - 18.3.4 To make recommendations to the General Membership for amendments or changes in regulations and major policies and by-laws for the good government of MEMBERS in accordance with the Objects of AACL.
  - 18.3.5 To establish Committees as deemed necessary, to appoint Chairperson from among the members and to ratify committee membership.
  - 18.3.6 To employ such personnel and pay such salaries as may be decided upon by the Board of Directors.
  - 18.3.7 To borrow or raise money or secure the payment of money in such manner as the Board thinks fit and in particular, by the issue of Debentures with this power being exercised only under the authority of AACL and in no case shall debentures be issued without the sanction of a special resolution of AACL and to determine the method of lawfully raising funds for AACL; such funds shall exclusively be used for the Objects and purposes of the Association.
  - 18.3.8 To exercise all powers permitted by law and necessary for the conduct of the affairs of AACL.
  - 18.3.9 To see that resolutions passed at the Annual General Meeting or Special General Meeting be carried out in an appropriate manner.
  - 18.3.10 To ensure the implementation of the Objects according to the By-laws of AACL.



18.3.11 To grant or allocate funds to **MEMBERS** and others to promote the purposes and Objects of the Association.

**BY-LAW NO. 19 BOARD OF DIRECTORS REGULAR MEETINGS**

19.1 REGULAR MEETINGS

19.1.1 Regular meetings of the Board shall be held each year: one (1) immediately following the Annual General Meeting of AACL and one (1) immediately before the next Annual General Meeting.

19.1.2 In addition to the above two (2) meetings mentioned in the preceding By-law, at least three (3) more regular meetings shall be held at such time and place as determined by the Directors or at the call of the President.

19.2 NOTICE OF ALL REGULAR MEETINGS

19.2.1 Notice of all regular meetings, signed by the Secretary, shall be mailed to the Directors at least Two (2) weeks prior to the date of the meetings.

19.2.2 The agenda and copies of important relevant records and documents to be placed and discussed at the regular meetings, shall also be sent along with the above mentioned notice to all Directors.

19.2.3 Waiver: If no notice is sent and all Directors are present, formal notice may be waived if such waiver is unanimous.

19.3 QUORUM: No business shall be transacted in the absence of a quorum except to take measures to obtain a quorum to adjourn or to take recess.

19.4 VOTING RIGHTS: Each Director present at the meetings of the Board of Directors shall be entitled to one (1) vote.

19.5 VOTING PROCEDURES

19.5.1 A majority of votes of the Directors present unless otherwise required by the By-laws of AACL shall decide every question.

19.5.2 Every question shall be decided in the first instance by a show of hands and, unless a count or roll call vote is demanded, a declaration by the Chairperson, that the motion has been carried or not carried and an entry to that effect in the minutes of the meeting, shall be sufficient evidence of that fact without proof of the numbers or proportion of the votes accorded in favor or against such questions.

**BY-LAW NO. 20 BOARD OF DIRECTORS SPECIAL MEETING**

20.1 Special meetings of the Board of Directors may be called by the President, or by the Vice Presidents in the absence of the President, or on the written request to the Secretary of at least five (5) MEMBERS of the Board of Directors who shall state in such request the purpose of the meeting.

20.2 Business transacted at a special meeting shall be limited to that specified in the notice calling for the meeting.

20.3 Notice shall be mailed to all Directors at least Two (2) weeks in advance with such notice specifying the business to be transacted, the time and the place of the meeting.

**BY-LAW NO. 21 EXECUTIVE COMMITTEE - Composition**

21.1 The Executive Committee shall consist of:

21.1 All elected officers of AACL. (see By-Law 24.1)

21.2 Three (3) other members from among the Directors who are appointed by the Board of Directors.

- 21.3 The President of AACL shall be the Chairperson of the Executive Committee.
- 21.4 At least two (2) of the Executive Committee shall be parents of a person with a disability.

**BY-LAW NO. 22 EXECUTIVE COMMITTEE MEETINGS**

- 22.1 The Executive Committee shall meet at the call of the President or at the request of any three members thereof.
- 22.2 The Executive Committee shall meet at least six (6) times during the year.
- 22.3 NOTICE; Notices shall be mailed to all Executive Committee members at least two (2) weeks before such meetings are held mentioning the date, time and place along with the agenda and all important papers which will come up for discussion or decision at the said meeting.
- 22.4 EMERGENCY CASES - Notice may be given by telephone to all members of the Executive committee in an emergency or due to any other unforeseen circumstances, mentioning the purpose of the meeting as determined by the President of AACL.
- 22.5 Notice of Special Meetings of the Executive Committee shall be sent at least One (1) week prior to the holding of such meetings along with the agenda. The notice shall include the date, time and place and purpose of the meetings.

**BY-LAW NO. 23 EXECUTIVE COMMITTEE: POWERS AND DUTIES**

- 23.1 The Executive Committee shall report to the Board of Directors with respect to matters relating to the management of the association and shall be answerable and accountable to them at all times, for the day to day activities of AACL.
- 23.2 The Executive committee, unless otherwise determined by its MEMBERS at the General Meetings or by the board of Directors, shall have power and authority over the affairs of AACL during the interim period between Board of Directors meetings.
- 23.3 The Executive Committee shall act in accordance with the resolutions and policies passed at the Annual General Meetings, Special General Meetings and Board of Directors Meetings.
- 23.4 The Executive Committee shall act on behalf of the Board of Directors. Actions and decisions so made by the Executive committee shall be brought before the next earliest meeting of the Directors for review and approval.

**BY-LAW NO. 24 OFFICERS**

- 24.1 AACL shall have the following officers: Immediate Past President (when applicable), A President, 2 Vice Presidents, a Treasurer and a Secretary.
- 24.2 ELECTION OF OFFICERS: All officers other than the Secretary shall be elected at the Annual General Meeting by secret ballot. In order to elect an officer of the Association, that officer must receive at least fifty-one (51%) of the votes cast. If there are more than two (2) candidates standing for the same office, the balloting will continue until one candidate has received fifty-one (51%) of the votes cast.
- 24.3 ELIGIBILITY OF ELECTED OFFICERS: Candidates for the office of President must have served on the Board of Directors or as Chairperson of an AACL Committee for at least Two (2) years. All other officers except the Treasurer shall have served for at least One (1) year on the Board of Directors or as a Chairperson of an AACL Committee for One (1) year.

- 24.4 **TERMS OF OFFICE:**
- 24.4.1 Effective the 1998 Annual General Meeting, the President's term of office will be for two (2) years and the officer holding the office of President may stand for re-election for one (1) additional term.
- 24.4.2 All officers, other than the President, will serve for a term of one (1) year. Officers may stand for re-election for the same office for up to three additional one (1) year terms. No officer other than the Treasurer may hold the same office for more than four (4) consecutive terms.
- 24.5 **VACANCIES:** If for any reason the office of the President is vacant for the remaining term of the year, the board may within four weeks elect one of the Vice Presidents as President. Vacancies in other offices shall be filled by the Board of Directors for the balance of the unexpired terms from amongst the directors.

**BY-LAW NO. 25 OFFICER RESPONSIBILITIES.**

**25.1 PRESIDENT**

- 25.1.1 The President of AACL shall be the chief executive head of AACL and shall represent AACL on behalf of all MEMBERS in the community at large.
- 25.1.2 The President shall be the Chairperson of the Board of Directors and of the Executive Committee.
- 25.1.3 The President shall be a member (ex-officio) of all committees except the Nominating Committee.
- 25.1.4 The President shall exercise general supervision over all AACL activities according to the Objects and By-laws of AACL determined by the General Membership and by the Board of directors and shall preside at all Annual General Meetings and Special General Meetings of AACL.
- 25.1.5 The President, or any other officer designated by him, shall head all representations and delegations appointed by the General Membership, Board of Directors or the Executive Committee to any authority in the province or elsewhere on behalf of AACL.
- 25.1.6 The President shall sign all official documents provided that in his absence any other signing officer duly authorized by AACL shall sign such documents.
- 25.1.7 The President shall call meetings of the board when deemed necessary by him.

**25.2 VICE PRESIDENTS**

- 25.2.1 The Vice Presidents shall perform such duties as may be specified by the Board of Directors or assigned to him by the Executive Committee or by the President.
- 25.2.2 One of the Vice Presidents shall assume the duties of the President in his temporary absence.

**25.3 TREASURER** The Treasurer shall

- 25.3.1 Exercise general supervision over the financial administration of AACL;
- 25.3.2 Be a member (ex-officio) of any committee that deals with the financial affairs of AACL;
- 25.3.3 Be given notice of any meetings of AACL dealing with finance;

- 25.3.4 Ensure that full and accurate accounts of all receipt and disbursements of AACL are kept in proper books of account and that all funds are deposited in the name and to the credit of AACL in such bank or banks as may from time to time be designated by the Board of Directors.
  - 25.3.5 Distribute the funds of AACL under the direction of the Board of Directors, ensuring that proper vouchers are taken therefore and render to the Board of Directors or to the President of AACL, whenever called upon to do so an account of the financial position of AACL and of all his actions as Treasurer;
  - 25.3.6 Perform such other duties as may from time to time be determined by the Board;
  - 25.3.7 Upon demand of the Board of Directors, furnish at the expense of AACL, a fidelity bond in such amount as may be determined by the Directors;
  - 25.3.8 Render a complete and duly audited financial statement and report at the Annual General Meeting;
  - 25.3.9 Upon termination of his office, deliver to his successor all papers, funds, and financial documents in his possession; and
  - 25.3.10 In the absence of the President and all Vice-Presidents, assume the responsibilities of the President.
- 25.4 **SECRETARY AND EXECUTIVE DIRECTOR**
- 25.4.1 The Secretary's office shall be filled by appointment of the Executive Director.
  - 25.4.2 The Secretary shall ensure that the administrative functions of AACL are conducted in a proper and efficient manner by all staff, and that the AACL business is conducted in accordance with the Objects and By-laws of AACL and in accordance with the procedures established by the Board of Directors.
  - 25.4.3 The Secretary shall maintain an accurate record of all minutes of General, Board, and Executive Committee meetings.
  - 25.4.4 The Secretary shall hold custody of the seal, books, records, papers, and documents belonging to AACL with the exception of those required to be held by the Treasurer in the execution of his/her duties.
  - 25.4.5 The Secretary shall see that the necessary books of AACL are open and kept according to law.
  - 25.4.6 The Secretary shall perform such other duties as may be assigned to him by the Board of Directors including the certification of documents issued by AACL.
  - 25.4.7 The Secretary, as a member (ex-officio), at meetings of the Board shall be a non-voting member.
- 25.5 **SIGNING OFFICERS**
- 25.5.1 The signing officers of the Association shall be any two(2) of the following: President, Vice President, Secretary and the Treasurer, or any other person approved by a two thirds (2/3) majority vote of the Board of Directors.
- 25.6 **POWERS OF SIGNING OFFICERS**
- 25.6.1 Signing officers shall have power on behalf of AACL to draw cheques, to sign, make, draw, and accept bills of exchange, promissory notes, and

other negotiable or transferable instruments or any other contract, document or instrument in writing.

**BY-LAW NO. 26 GRANTS AND ALLOCATIONS**

- 26.1 The Board of Directors may delegate authority to the Executive Committee, the Executive Director and/or AACL Committees to provide discretionary funds by means of grants and allocations to **MEMBERS** and others. This provision shall be in keeping with the purposes and objectives of AACL; and in accordance with policies and procedures which may be established from time to time by AACL, the Board of Directors or its delegate(s).
- 26.2 An accounting, including the name of the recipient(s) of the funds, the purpose of the grant or allocation, and the amount of the funds, of such discretionary funding shall be maintained and provided to the Board of Directors and the general membership as required.
- 26.3 Allocations may be allocated at the sole discretion of an allocations committee appointed by the Board of Directors in accordance with policies and procedures which may be established from time to time by AACL or the Board of Directors, but whose decisions and members are independent of the Board.

**BY-LAW NO. 27 CONFLICT OF INTEREST**

- 27.1 No elected, appointed or salaried personnel of AACL shall enter into any contract or any business transaction with AACL involving a personal pecuniary interest.
  - 26.1.1 No elected, appointed or salaried personnel of AACL shall use his special position with AACL to promote private pecuniary interests.
- 27.2 Non-disclosure of personal pecuniary interest and conflicts of interest shall result in the removal of such person from his position and cancellation of such contract or transaction with AACL at the option of the Board.
- 27.3 Non-disclosure shall result in the person being personally liable to AACL and to any third party concerned for any loss sustained by such act or business transaction.
- 27.4 Individuals who function on an AACL committee as a volunteer cannot receive payment from AACL for work that is generated from the committee activities.
- 27.5 Elected officers, Volunteer Board or Committee members may not take a paid position with AACL until 6 months after completing their term of office or Board or Committee commitment.

**BY-LAW NO. 28 AUDITORS**

- 28.1 The Association shall, at each Annual General Meeting appoint an auditor or auditors to hold office until the next Annual General Meeting and who shall at least once each year, audit the accounts and express an opinion that the financial statements fairly represent the financial position, results of operating and changes in the financial position of the association.

**BY-LAW NO. 29 INSPECTION OF BOOKS AND RECORDS**

- 29.1 The books and records of AACL may be inspected at the office of AACL by any **MEMBER** at such time as may be arranged by appointment with the Secretary of AACL between the hours of 9:00 a.m. and 12:00 noon on any working day.

**BY-LAW NO. 30 SEAL CUSTODY**

- 30.1 The Association shall have a corporate seal which shall be in the custody of the Executive Director or his designate who is responsible for the overall administration of the Association business by whatever title that person is designated.

**BY-LAW NO. 31 AFFILIATION WITH NATIONAL ASSOCIATION**

- 31.1 The Association shall maintain its affiliation with the Canadian Association for Community Living (CACL) in accordance with the prescribed membership and assessment requirements of CACL.

**BY-LAW NO. 32 RULES OF ORDER**

- 32.1 The adopted rules of order for the Association shall be the Robert's Rules of Order, Newly Revised. In the absence of specific provisions in these By-laws, the procedure laid down in the Robert's Rules of Order, Newly Revised shall apply in all procedural matters.

**BY-LAW NO. 33 DISSOLUTION**

- 33.1 In the event of dissolution of the Association, any distribution of the assets and properties remaining after payment of all outstanding liabilities, shall be made to one (1) or more voluntary non-profit charitable organizations serving persons with developmental disabilities.
- 33.2 No action will be taken which contravenes the provisions of the Societies Act (Alberta).