

The Edmonton Epilepsy Association

By-Laws

THE EDMONTON EPILEPSY ASSOCIATION
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THE EDMONTON EPILEPSY ASSOCIATION BYLAWS

Article I – Membership

- 1.01 *Active* Members of the Association shall be any individual or organization who supports the objectives of the Association and who pays membership fees as determined by the Board.
- 1.02 Any organization that is a Member of the Association shall name a representative who shall be entitled to all privileges of membership so long as membership in the Association is retained. The organization may change its representative at any time by notice in writing to the *Registered Office* of the Association.
- 1.03 Only *Active* Members eighteen (18) years of age and older are entitled to vote at Association meetings.
- 1.04 The Board of Directors may create or designate the following classes of membership:
 - (a) *Active Member* – Any individual or organization who pays the annual Association fees established by the Board may be an *Active Member*. An *Active Member organization* is entitled to one vote only at *General Meetings of the Association*.
 - (b) *Life Member* – *The Board, by carried motion, may appoint an individual as a Life Member of the Association, when, in the Board's opinion, that individual has made significant long-term contributions to the Objectives and well-being of the Association. A Life Member shall have a voice but no vote at Meetings of the Association.* Life Members are exempt from paying annual fees.
- 1.05 *Active* Membership is valid for twelve (12) months from the date of purchase. At the conclusion of the twelve (12) months the *Active Member* will have ninety (90) days in which to renew membership. At the end of ninety (90) days the membership will lapse. Upon payment of the membership fee, and any late penalty assessed by the Board, the person or organization shall be reinstated as an *Active Member* retroactive to the original renewal date.
- 1.06 A Member may be expelled from membership in the Association for due cause, by Board resolution following a Board meeting especially called to hear such resolution. The Member shall receive fourteen (14) days notice of the meeting-specifying the cause of the proposed expulsion, and may appear at the Board Meeting to speak to their case. Any Member expelled as a result of the Board's resolution may demand in writing within fourteen (14) days of service of the expulsion resolution that the expulsion resolution be confirmed and ratified by a Special *General* meeting of the Members of the Association especially called to hear such resolution. The Association must call and hold the Special *General* meeting in a timely fashion. The decision of the Members shall be final.

- 1.07 A Member may resign from membership by notice in writing at any time addressed to the *Registered Office* of the Association.

Article II – Meetings

- 2.01 An Annual General Meeting (AGM) of the Members of the Association shall be held once in each calendar year at a time and place set by the Board. The Annual General Meeting shall normally be held within ninety (90) days of the fiscal year end.
- 2.02 At least *twenty-one (21) days written* notice must be provided for an Annual General Meeting.
- 2.03 A quorum at an Annual General Meeting shall be at least twenty-five (25) members, including fifty (50) percent of the Directors and the balance being members present in person or by proxy. *If quorum is not attained, the Annual General Meeting will be held at the same time and in the same location seven days hence, where the Members then present in person or by proxy, regardless of number, shall form a quorum.*
- 2.04 Proxies for an Annual General Meeting shall be in writing, signed by the individual or organization conferring the proxy, and shall be delivered to the Secretary one-half hour prior to the meeting for which the proxy is to be recognized. *Proxy votes are not eligible for voting on proposed amendments to or rescinding of Bylaws of the Association. Proposed amendments to or rescinding of Bylaws will thus be considered only at a duly-called Special General Meeting of the Association.*
- 2.05 The Board may call a Special General Meeting of the Members of the Association to be held at any time and place set by the Board for the purpose of resolving a specific issue.
- 2.06 The Board shall convene a Special General Meeting of the Association upon delivery to the *Registered Office of the Association* of a written request signed by at least *twenty-five (25)* of the voting members in good standing stating clearly the purpose of the meeting. The *Special General* meeting shall be held within eight (8) weeks of receiving the written request and it shall be held in accordance with these By-laws. Only the business stated in the request shall be transacted at the *Special General* meeting.
- 2.07 Notice of a *Special General* Meeting of the Association must be *given in writing* at least *twenty-one (21)* days in advance of the meeting date.
- 2.08 A quorum of a *Special General* Meeting shall be at least twenty-five (25) members present in person, including fifty (50) percent of the Directors. Proxies shall not be permitted at a *Special General* Meeting. If quorum is not attained, the *Special General Meeting will be held at the same time and in the same location seven days hence, where the Members then present, regardless of number, shall form a quorum.*

- 2.09 Notice for an Annual General or Special *General* Meeting of the Association shall be deemed to have been given if the written notice stating the date, time, place, and purpose of the meeting is mailed postage pre-paid to each member of the Association at the last known address appearing on the Association's records. Notice may also be provided by phone, facsimile, electronic means, a member publication, or an ad in a local newspaper. An accidental error or omission in giving notice of an Annual General or Special *General* meeting shall not invalidate the meeting nor its proceedings.
- 2.10 Each *Active* Member in good standing over the age of eighteen (18) shall be entitled to one (1) vote on each matter coming before any meeting, except the Chair who shall, in the event of a tie, have a casting vote.
- 2.11 Every question shall be decided by a show of hands unless before the vote a *roll call* vote is demanded by at least two (2) voting members who are present. A declaration by the Chair that a resolution has been carried, carried by a particular majority, or lost shall be conclusive and an entry to that effect in the Association's minutes shall be evidence of the decision.
- 2.12 Any Member entitled to vote who is, according to law, mentally incompetent may vote through a legal representative who must vote personally.

Article III - Directors

- 3.01 The affairs of the Association shall be managed by a Board of not less than *ten* (10) and not more than *fourteen* (14) Directors. The Board may set its number within that limit at its discretion.
- 3.02 Directors shall be elected by the membership at the Annual General Meeting. The Board shall have the power to appoint other Directors either to fill a vacancy occurring in the Board *between Annual General Meetings*, or for other matters the Board deems expedient for Association purposes, provided that any Directors so appointed only hold office until the next Annual General Meeting, where they then shall be eligible for election to the Board.
- 3.03 A Director shall serve a three (3) year term commencing from the date of election to the Board and may be re-elected to the Board for one (1) additional three (3) year term. *A former Director who has completed two three-year terms may not stand again for election to the Board until he/she has been three (3) years off the Board.*
- 3.04 A person shall automatically cease to be a Director when:
- (a) The person is *legally proven to be* of unsound mind or mentally incompetent;

- (b) The person is convicted of an indictable offence;
- (c) The person is absent from three (3) successive Board meetings without adequate reason;
- (d) The person (*other than the Executive Director*) is or becomes a paid employee of the Association;
- (e) The person commences legal proceedings against the Association for any reason;

but any act done in good faith by a Director whose office is vacated for any of the above reasons shall be valid unless the act was committed after written notice was served upon the Board or an entry was made in the Director's Minutes stating that the person had ceased to be a Director of the Association.

- 3.05 A Director may resign at any time upon written notice to the Board.
- 3.06 *Directors may be removed at the discretion of the Board by a two-thirds vote of the entire Board of Directors.*
- 3.07 Directors shall not be paid or receive any remuneration for their service to the Association, *except for reimbursement for out-of-pocket expenses incurred while on Association business.*
- 3.08 *Any Individual Member in good standing over the age of 18, who meets the currently prevailing eligibility requirements of a member of the Board of Directors, may be nominated for election as a Director. A written nomination with the signature of two supporters and the consent of the nominee must be filed with the Registered Office of the Association at least fourteen (14) days before the Annual General Meeting.*
- 3.09 Where there are more nominees than required in a given year, the election of Directors shall be by ballot. The Nominating Committee shall prepare printed ballots for the Annual General Meeting and shall appoint three (3) scrutineers to supervise the distribution and collection of the ballots, and the counting of the votes cast for each Director. The results shall be announced at the Annual General Meeting.
- 3.10 Fifty (50) percent of the Directors, *plus one*, present in person *will* constitute a quorum of the Board. No business apart from the fixing of the date of the next meeting of Directors shall be conducted in the absence of a quorum.
- 3.11 Board meetings shall be held at a time and place, and with such notice, as agreed to by the Board.
- 3.12 The Board shall have the power to appoint and constitute various Committees as it *deems* necessary.

- 3.13 *At the first Board Meeting after the Annual General Meeting, the Board shall, from amongst its number, appoint the Officers of the Association, who, subject to Bylaw 4.09, will serve until the next Annual General Meeting.*
- 3.14 The Executive Director shall be an employee of the Association and shall also be a Director and an Officer of the Board, *with a voice but no vote at all Meetings of the Association.*
- 3.15 A Member in good standing of the Association may place an item of business on the agenda of a Directors' meeting. The request must be served in writing to the *Registered Office of the Association*, with a description of the proposed item of business, at least fourteen (14) days prior to the Directors' meeting. The member may attend the Directors' meeting to address the business item in question.

Article IV - Officers and Their Duties

- 4.01 The Officers of the Association shall be the President, Vice President, Secretary, Treasurer, Executive Director, *and, subject to Bylaw 4.02, the immediate Past President.*
- 4.02 *If the immediate Past President has not already left the Board due to completing the maximum two three-year terms, then the immediate Past President will serve a one-year term as an Officer of the Association, to provide mentoring and transition advice to the Executive Committee.. At the conclusion of that one-year as an Officer, the immediate Past President, if he/she still has time remaining in a three-year elected term, then he/she will then vacate his/her Officer position, leave the Executive Committee and assume the status of a Director-at-Large. Once the Past President has left the Board, the position shall be vacant.*
- 4.03 The President shall preside at all meetings of the Board and at all Annual General or Special *General* meetings of the Members and shall be, ex officio, a member of all committees appointed by the Board. The President shall *ensure that* an Annual Report covering the preceding year's activities *is presented* to the Annual General Meeting.
- 4.04 In the absence of the President, the Vice-President shall discharge all of the duties of the President and in the event of the President's death, resignation, or failure to act, the Vice-President shall become President until appointment of a new President at the next Board meeting.
- 4.05 The Secretary shall ensure that all minutes of all meetings of the Association are *properly recorded and maintained within the Registered Office of the Association*. The Secretary shall ensure that notices of any *Annual General or Special General* meeting are sent to the membership *in accordance with these Bylaws*.
- 4.06 The *Executive Director is responsible to the Treasurer to ensure that:*

- (a) The records of all Association funds are kept and deposited in the Association's name *in* banks or other institutions designated by the Board;
 - (b) Disbursements are made in accordance with procedures approved by the Board;
 - (c) A full and accurate record of receipts and expenditures is kept;
 - (d) A financial statement is presented to the Board at each meeting and a full report setting out the income, disbursements, assets, and liabilities *is* presented to the Annual General Meeting;
 - (e) Appropriate reports to funders are filed in accordance with the funders' guidelines;
 - (f) Approved methods of accounting are used;
 - (g) Proper financial statements acceptable to both the Canadian Charities Directorate and the Alberta Corporate Registry are prepared for the review of the Audit Committee of the Association;
- and
- (h) The Board is presented with an annual budget *for review and decision*.

The primary financial fiduciary responsibility to the Board will rest with the Treasurer of the Association.

- 4.07 The Board shall appoint an Executive Director, who shall be *both* a Director and an Officer of the Board and shall be an employee of the Association. The Executive Director shall be responsible to the Board for the satisfactory conduct of the day-to-day affairs of the Association. The Directors shall, by resolution, delegate to the Executive Director, appropriate duties and powers. Although non-voting, the presence of the Executive Director at any meeting of the Association counts toward quorum. *The Executive Director will be an ex-officio member of all Committees of the Association.*
- 4.08 Other than the Executive Director, no Officer shall hold the same office for more than three (3) consecutive years.
- 4.09 Officers may be removed at the discretion of the Board by a *two-thirds vote of the entire Board of Directors*.

Article V - Committees

- 5.01 There *shall* be an Executive Committee comprised of the Officers of the Board, *which* shall act between Board meetings to perform duties and

exercise powers directed to or delegated to it by the Board. The Executive Committee shall keep minutes of its proceedings and report on them at the next Board meeting.

- 5.02 There shall be a Nominating Committee comprised of up to three (3) members of the Association to be *annually* appointed by the Board. The Board shall appoint the Chair and the Chair shall present to the Annual General Meeting the slate of nominees to at least fill the number of vacancies on the Board for the coming year. The persons whose names are put forward as candidates must be willing and eligible to serve as Directors.
- 5.03 The Board may establish *other* Advisory Committees of individuals with a special interest or expertise that may assist the Association. *The Board will determine the Terms of Reference for each Committee. The Board will appoint the Chair of each Committee, who must be a Member of the Board.* Advisory Committee members *must be* Association members. Advisory Committee members shall *receive notice of, and be eligible to vote at, their meetings. At no time may an individual Committee of the Association, except for the Executive Committee, be comprised of more than five Directors of the Association.*

Article VI - Fiscal Year and Audit

- 6.01 The fiscal year of the Association shall be from January 1 through December 31.
- 6.02 At the end of each fiscal year, the Audit Committee of the Association, guided by professional accounting advice, will fully review the Association's financial statements, and when fully satisfied, present them to the full Board of Directors of the Association for further review. The Board in their turn will approve the financial statements for membership review.
- 6.03 The Board-approved Financial Statements shall be presented to the Annual General Meeting and, when approved by the membership, shall be conclusive.

Article VII – Seal

- 7.01 The Board shall provide for the safe custody of the seal and shall ensure that its use is authorized with the signatures identified in a Board resolution.

Article VIII - Property and Borrowing Powers

- 8.01 The Association may acquire and own all kinds of real or personal property and may sell, exchange, mortgage, lease, let, improve, or develop such property.

- 8.02 The Association may, by special resolution pursuant to the Societies Act of Alberta, borrow or secure through pledge of its assets the payment of money in any manner it thinks fit and in particular by the issue of debentures.

Article IX - Inspection of Books and Accounts

- 9.01 In keeping with current privacy legislation, the records of the Association, its clients, and any other records that the Board may reasonably designate as confidential, shall not be open to inspection by the members or the public if the release of such information would be detrimental or prejudicial to the Association, its members, or the Board.
- 9.02 The books and records of the Association shall be kept and maintained at the Registered Office *of the Association*.
- 9.03 The books and records of the Association, other than those excluded by virtue of Article 9.01, may be inspected by members by appointment and during normal business hours as defined by the Association, *but only after such books and records have first been viewed and approved by the Board of Directors*.

Article X – Indemnity

- 10.01 The Association undertakes to indemnify and save harmless out of its funds any Director, Officer, employee, member, or volunteer working for the Association as well as its heirs, executors, and administrators. All expenses sustained in a proceeding brought against, or by an act done or permitted by the Director, Officer, employee, member, or volunteer in the execution of Association duties, will be covered unless they are the result of that person's willful neglect or default.
- 10.02 No Director, Officer, employee, member, or volunteer of the Association shall be liable for:
- a) the acts, neglects, or defaults of any other Director, Officer, employee, member, or volunteer;
 - b) joining in any *legal* receipt or act for conformity;
 - c) any loss, damage, or expense to the Association through insufficient title to property acquired by the Board on behalf of the Association;
 - d) the insufficient security in institutions or instruments where Association monies are placed or invested;
 - e) loss or damage arising from the bankruptcy, insolvency, or tortious act of any person, firm, or corporation including those where any money, securities, or effects are deposited;

- f) loss, conversion, misapplication, misappropriation, or damage resulting from dealings with any monies, securities, or other assets belonging to the Association; or
- g) any other loss, damage, or misfortune which may happen in the execution of the duties of the respective position unless it happens by or through a personal act, neglect, or default or if such act, neglect, or default is willful and wrongful.

Article XI - General Matters

- 11.01 These By-laws may be amended or rescinded at any time by special resolution of Association Members *at a duly-called Special General Meeting of the Association, provided that all proposed amendments or rescindments have been pre-circulated to the Members for consideration within timelines as set out in these Bylaws. A seventy-five percent (75 %) affirmative vote of Members physically present at the Special General Meeting considering the amendment or rescinding of Bylaws is required for the amendment or rescinding of Bylaws.*
- 11.02 *The Board may, from time-to-time, develop and promulgate General Rules and Regulations that expand on, but are not ultra vires to, the Bylaws of the Association.*
- 11.03 For any questions governing procedure at meetings, the rules contained in the current edition of Roberts Rules of Order shall govern where not inconsistent with these By-laws.
- 11.04 The registered office of the Association shall be at such place within the City of Edmonton, in the Province of Alberta as the Directors shall by resolution determine.
- 11.05 The Association may serve notice on any member or Director by delivering it in person or by sending it prepaid mail to the last known address in the Association's records. Where no address is recorded, a notice posted in the Association's registered office or on its website, or an announcement in a local newspaper, shall be deemed to have been served upon the member or Director seven days after it is posted. A notice sent by mail will have been served seven days after mailing it if the wrapper containing the notice shows that the address was correct and the postage was paid.
- 11.06 Any member or Director entitled to receive notice may sign a written statement waiving any such notice.
- 11.07 Upon the winding up of the Association, any remaining Association funds after payment of all just debts shall be donated to a society, group, or organization whose objectives or work contributes to the quality of life of persons with epilepsy and that the Directors deem to be appropriate.