

# **BYLAWS**

**Note:** The use of the word “**Association**” and/or “**YOUR CHAPTER NAME INITIALS**” in these bylaws shall be construed to mean **YOUR CHAPTER NAME**. The word “**Board**” Signifies all Officers and Directors.

## **ARTICLE I. NAME AND PURPOSE**

**Section 1.** The official name of the organization is **YOUR CHAPTER NAME**. **YOUR CHAPTER NAME** is a non-profit Corporation, organized under the laws of **YOUR PROVINCE**

**Section 2.** The purpose of this association is to work for the good and welfare of all Members and serve as a resource and support for families with multiples in **YOUR AREA** and surrounding areas.

## **ARTICLE II. MEMBERSHIP**

**Section 1.** Only individuals who are parents or legal guardians of multiples (twins, triplets or more) are eligible for membership in the Association.

**Section 2.** Membership in the Association is on an annual and voluntary individual basis. No more than one (1) membership per dwelling is permitted however, all family members residing in the household will have membership benefits.

**Section 3.** Annual dues shall be set by the **YOUR CHAPTER NAME** Board, which will be due and payable by **Date Fees Are Due** each calendar year in order to vote at the Annual General Meeting (election), General Meetings, hold office and gain access to services and supports provided by **YOUR CHAPTER NAME**. The fiscal year shall be **DATES** of each calendar year. Only new members that join the Association after **DATE** of a given year will be eligible to pay a prorated membership fee. Any lapsed memberships are required to pay the year's full membership fees regardless of when they are renewing their membership.

**Section 4.** All members of **YOUR CHAPTER NAME** may attend regularly scheduled General Membership Meetings and shall be allowed to make or vote on any motion, or to hold any office, pursuant to Article II, Section 3.

## **ARTICLE III. OFFICERS**

**Section 1.** The Board of Directors shall consist of a minimum of six (6) members, including minimum of five (5) of the following Executive Officers; (President, Vice-President, Secretary, Treasurer, Past President or Committees Chairperson, Social Director), plus a minimum of one (1) Director at Large but may consist of up to eleven (11) Directors in total.

**Section 2.** The office of President, Vice President and Committees Chairperson can be a shared role should two members agree to run for office with the intention of collaboratively working together and sharing the responsibilities of these roles.

**Section 3.** Each Board Position requires a 1 year term commitment and each position can only be held by the same member for a maximum of 4 years (4 terms) by re-election. Any Board Director can run for alternative Board positions after their initial term is completed but cannot hold any one position longer than 4 years (4 terms).

**Section 4.** In the absence of a Director(s), the entire Board shall take under advisement a temporary, interim, or permanent replacement(s) depending on the situation. Should a vacancy occur on the Board, the President

shall appoint within sixty (60) days, upon recommendation of a majority of the Board, a member in good standing in the Association to fill the unexpired term of the vacated office. In the event the President resigns, the Vice-President will assume the duties of the President and, within (60) days, appoint upon recommendation by the Board, his/her successor.

**Section 5.** Any Board member may be removed from office under one (1) of the following two (2) procedures:

1. Petition demanding removal signed by two-thirds (2/3) of the voting membership and presented to the presiding officer at a Board Meeting for review and recommendation by the Board. A majority of members in attendance at the next Association General Meeting must vote for such removal or retention of the Board member.
2. Any Board member or general member may bring forth irrefutable evidence of misconduct, unprofessionalism and/or neglect of roles and responsibilities of a Director/Officer for review by the Board of Directors. A majority vote by non-disputing Directors can then approve cause for removal of a Board Member without General membership majority vote.

**Section 6.** A Board member may also be removed from office in accordance with Article III, Section 5, if not present at two consecutive General Business Meetings and/or Board Meetings without cause. A Board Member may also be removed if reports that are due are not submitted as required or if his/her's responsibilities are not being fulfilled or completed professionally.

**Section 7.** A Board member must be a current member in good standing of the Association in order to hold any elected office. The office of President can only be held by a member in good standing that has served on the Board, past or present, or in another volunteer capacity within the Association for at least one (1) year.

**Section 8.** No two (2) offices may be held by the same person. Members of the same household may not serve on the Board at the same time.

## **ARTICLE IV. DUTIES OF THE OFFICERS**

### **Section 1. PRESIDENT**

The President shall preside at all meetings of both the Association and the Board of Directors. In addition to presiding over all meetings of the Board of Directors and General Meetings of the membership, the President is in charge of the day-to-day Association business and serves as the official spokesperson for the Board of Directors. The President will make decisions as needed which do not conflict with restrictions stated elsewhere in the bylaws and policies and procedures, reserving review and determination, through vote by those eligible to vote, at the General Business Meeting. In the event of a DeadLock (tie vote), to avoid arbitration, the President will exercise his/her right to break the DeadLock (tie vote) as per Article VI, Section 5 of the Bylaws.

### **Section 2. VICE-PRESIDENT**

The Vice-President shall preside at all meetings in the President's absence or inability to perform the duties of the office. The Vice-President, during business meetings, is to enforce order at the direction of the President. The Vice-President shall take care of any business delegated by the President. Volunteer recruitment, organization and supervision will be an integral part of this role. The Vice-President will keep the Board apprised on volunteer positions available in the Association and take a leading role in the recruitment, training and supervision of all **YOUR CHAPTER NAME** volunteers in the Association. The Vice-President will work closely with the Office Administrator and Committees Chairperson to ensure all aspects of volunteer management are maintained.

### **Section 3. SECRETARY**

The Secretary shall take a roll call of the Board and keep a correct record of the proceedings at all meetings and to assist in practical details of organizing meetings as well as perform other duties as may be required. The Secretary will poll Board member's votes, yes or no, at each Board Meeting and make them available to **YOUR CHAPTER NAME** members upon request. The Secretary will be responsible for having all records of the organization, including the incorporation papers, bylaws, correspondence and minutes of all Board and Association General Meetings and other committee meeting minutes as provided. The Secretary will be responsible for preparing and posting all meeting Agendas in conjunction with the President. The Secretary will also ensure that all above stated information is provided to the Office Administrator and shall be kept at the

office in a businesslike manner and shall be available for inspection by members and Board members as requested. The Association shall retain these minutes for a period of not less than seven (7) years.

#### **Section 4. TREASURER**

The Treasurer shall receive and disburse all Association Funds keeping accurate and customary records of receipts, disbursements and bank balances on hand and shall deposit all funds within thirty (30) days. The Treasurer will pay all Association bills and make Association reimbursement to members as needed. The Executive Officers will have signing authority on all accounts and two signatures will be required. The Treasurer will report the Association's itemized financial summary (in general, describe products and/or services) at Board Meetings and will reconcile all bank accounts. **The Treasurer will prepare all year end financial requirements in accordance with the Incorporation Act and Alberta Gaming and Liquor Commission. Alberta only**

#### **Section 5. COMMITTEES CHAIRPERSON**

The Committees Chairperson will be responsible for overseeing the operations of all sub-committees within the Association. The Committees Chairperson will provide direction, leadership, mentoring and supervision to all sub-committee members and will serve as the direct liaison between sub-committees and the Board.

#### **Section 6. PAST PRESIDENT**

The Immediate Past President remains a member of the Executive Board for one year following his/her presidential term. This continued involvement provides continuity and the Past President can serve as a resource for the President, if asked. The duties and responsibilities expected of all Board members are also expected of the Past President. This includes preparing for and attending all Board meetings, serving on or chairing Board committees, serving as a committee liaison, attending Board events and at the Annual General Meeting, and generally participating in Association governance activities.

#### **Section 7. SOCIAL DIRECTOR**

The Social Director will be responsible for recruiting social committee volunteers, assisting with planning, and overseeing the committee—as well as the main social events in a calendar year for **YOUR CHAPTER NAME**. If there is an insufficiency of workers/volunteers for specific events, it is an expectation that the Social Director will step up to ensure events are carried out. The Social Director must ensure that all events stay within the approved yearly social budget and fundraise if necessary in the event of a shortfall.

#### **Section 8. DIRECTOR (s) AT LARGE**

The Directors at Large will serve in a general capacity on the Board providing input, insight and direction of the overall operations of the Association. Directors at Large may also be asked to focus on an area of particular importance as determined by the Executive Officers.

### **ARTICLE V. ELECTIONS**

**Section 1.** The Nominating Committee shall consist of a chairman and a minimum of one (1) **YOUR CHAPTER NAME** member. At the March General Meeting the Chairman of the Nominating Committee will be appointed by the Board of Directors. The committee members will be appointed by the Elections Chairperson. These will be paid members in good standing.

**Section 2.** The members of the Nominating Committee shall be named by the Elections Chairperson at the April Board Meeting to conduct the annual election of the Board of Directors of the Association. No candidate for election or relative of a candidate or serving board member shall serve on this committee. The members of this committee shall prepare a slate of candidates to the Board of Directors, in accordance with Article II, Section 3, of the bylaws of the Association. No member of the Nominating Committee shall be a candidate for the Board of Directors. The Nominating Committee shall be responsible for submitting candidate's profiles to the Office Administrator for email distribution as well as to the Newsletter Editor before June 10<sup>th</sup>.

**Section 3.** The Elections will take place at the Annual General Meeting of the **YOUR CHAPTER NAME** in **MONTH**. At the close of the general business meeting the President will turn over the election to the Elections Chairperson of the Nominating Committee.

**Section 4.** Only members of this Association in good standing pursuant to Article II, Section 3, are eligible to vote. The Nominating Committee shall validate each member from a current membership list. To be eligible to vote, all dues must be paid prior to **DATE** of the current year.

**Section 5.** Printed ballots will be used, but members shall have the option to write in alternate names for Directors. A ballot will be void if more than the designated numbers of open positions are selected. All ballots will be emailed to members and must be dated fourteen (14) days prior to the election. In the event of an uncontested election, ballots will be available only at the annual meeting.

**Section 6.** Absentee ballots can be returned to the office in person or via mail but must be returned in a sealed envelope marked on the outside "Absentee Ballot" and received by noon the day before the election. Ballots will be given to the counters in sealed envelopes for addition to the vote count on the night of the election.

**Section 7.** The night of the election the Nominating Committee shall announce the results of the election. The committee will provide the results to the Office Administrator to post online, within twenty-four (24) hours.

**Section 8.** The Directors shall be administered the oath of office by a Past Executive Officer of the Board after the election and shall assume their duties immediately.

## **ARTICLE VI. MEETINGS**

**Section 1.** The Annual General Meeting of the Association will be held in **MONTH**. There will be four (4) General Membership Meetings a year; March, June (Volunteer Appreciation), September (AGM), November. All meetings will begin at **TIME** or at a time as directed by the Board, at the **YOUR CHAPTER NAME** Office. If conditions warrant, additional General Membership Meetings will be scheduled at the discretion of majority of the Board of Directors.

**Section 2.** A Special Meeting of the membership may be called by the President if deemed necessary or, in the President's absence by the Vice-President. A Special Meeting of the membership may also be called by a majority vote of the Board of Directors, or at the request of ten percent (10%) of the members in good standing, when such request is presented in writing to the Board of Directors. At least five (5) days prior to any special meeting of the membership, all members of the Association must receive email notification of said meeting as well as posted on the website, stating the reason and purpose for the meeting and no other business shall be transacted.

**Section 3.** At monthly General Membership Meetings, in order to carry a vote, majority rules which is (50% +1) of members in attendance at any given meeting.

**Section 4. Proxies.** A member entitled to vote may vote in person or by proxy executed in writing by the member. All proxies shall be in writing and filed with the Secretary of the Association before the appointed time of the meeting, in order to be effective. Any proxy given shall be effective only for the specific meeting for which originally given and any lawfully adjourned meetings thereof. In no event, shall any proxy be valid for a period longer than one hundred and twenty (120) days after the date of the first meeting for which it was given. Every proxy shall be revocable at any time at the pleasure of the member executing it.

**Section 5.** At all General Membership Meetings, the President has the authority to change the order of Business and to limit debate on any issue, but only after a member's motion has been brought to the floor. At any General meeting, the President shall cast a vote only when the vote is necessary to break a tie vote.

**Section 6.** All General Membership Meetings, except Special Meetings of the Association, shall be announced by posting a notice in the **YOUR CHAPTER NAME** Monthly Newsletter, online and through weekly membership email updates at least forty eight (48) hours previous to the intended meeting time. A copy of all agendas shall be available to each Board member prior to any meeting.



**Section 7.** The rules contained in the current edition of *Robert's Rules of Order* will govern the Association in all cases to which they are applicable. Parliamentary procedure shall apply in all disputes. Not at any time will *Robert's Rules of Order* regarding parliamentary procedures supersede the bylaws.

**Section 8.** During scheduled General Membership Meetings or Special Meetings of the Association, no other social activities, workshops/classes or meetings will be scheduled.

**Section 9.** All General Membership Meetings and Special Meetings shall be open to all members of the Association.

**Section 11.** At all General Membership Meetings of the Association, the following will be the order of Business, unless the order is changed in accordance with article VI, Section 6.

**(This list may include additional items)**

1. Call to Order
2. Welcome, Apologies and Introductions
3. Approval of Previous General Meeting Minutes
4. Call for Additional Items
5. Matters Arising From Minutes
6. Association Discussion Matters
7. Reports From Committee Members
8. Open Discussion and Questions
9. Next Meeting Date and Time
10. Meeting Adjourned

## **ARTICLE VII. FINANCES**

**Section 1.** There will be two (2) separate bank accounts and financial records kept; 1. **YOUR CHAPTER NAME** General Funds Account 2. **A Casino Funds Account (Alberta only).** All proceeds from membership fees shall be deposited in the General Fund Account. All proceeds from Casino fundraiser shall be deposited in the Casino Fund Account.

**Section 2.** The Treasurer will make money available for the purchase of supplies for use at meetings and other activities operated by the Association. Receipts for expenditures must be attached to a completed expense form and provided to the Treasurer within ninety (90) days of purchase and/or event.

**Section 3.** Emergency purchases may be presented to the Board for emergency approval. Receipts must be given to the Treasurer in accordance to Article V11, Section 2.

## **ARTICLE VIII. BYLAWS**

**Section 1.** These bylaws, after approval by a majority vote (50% +1) of the Association members attending a General Membership Meeting or Special Meeting, shall be considered the official bylaws of **YOUR CHAPTER NAME**

**Section 2.** Any proposed amendments to these bylaws, shall be presented in writing and signed, to the Board of Directors. The Board will review and present any approved changes to the Association at a General Membership Meeting for majority approval. Directly after that meeting, a copy of the proposed amendments will be available online for all current member of the Association within twenty four (24) hours.

## **ARTICLE IX. COMMITTEES**

The Board may appoint and disband regular and special committees to serve for the purposes designated by the Board and for such terms as determined by the Board. Committees serve at the pleasure of the Board of Directors.

## **Section 1. EXECUTIVE COMMITTEE**

The Executive Committee shall consist of a minimum of six (6) of the following Executive Officers; (President, Vice-President, Secretary, Treasurer, Past President or Committees Chairperson, Social Director). The Executive Committee shall establish and publish the agendas for each meeting. The Executive Committee, with the approval of the Board, shall authorize the disbursement of funds. The authority of the distribution of funds shall be in strict conformance with provisions of the bylaws.

## **ARTICLE X. FIDUCIARY RELATIONSHIP**

The Officers and Directors of the Association shall have a fiduciary relationship to the members.

## **ARTICLE XI. INDEMNIFICATION**

The Association may be empowered to indemnify any officer or director or any former officer or director by a majority vote of a quorum of Directors, or by majority vote of members attending the General Membership Meeting, who are not parties to such action, suit or proceeding. If such indemnification is authorized by the Directors or members, expenses incurred in defending such civil, criminal action, suit or proceedings may be paid by the Association.

In advance of the final disposition of such action, suit or proceeding, upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount unless he or she is found to be entitled to such indemnification. If he or she is not entitled to indemnification, but has received the benefits of funds expended in his or her defense, then he or she shall be liable to the Association for repayment in full.

## **ARTICLE XI. AMENDMENT OF BYLAWS**

The notice of any meeting at which amendments of the Bylaws are to be considered, shall contain a statement that amendments to the Bylaws shall be considered. No Bylaws shall be revised or amended by reference to its title or number only. The Bylaws may be rescinded, altered or added by way of Special Resolution.

## **ARTICLE XII. LOANS**

No loans shall be contracted for, or on behalf of, the Association and no evidences of indebtedness shall be issued in its name, unless authorized by a vote or resolution of the Board of Directors. Such authority may be general or confined to specific instances.

## **ARTICLE XII. INTERESTED DIRECTORS**

**Conflict of Interest.** No contract or other transaction between the Association and one or more of its Directors, or between the Association and any other corporation, firm association or other entity, in which one or more of its directors are directors or officers, or financially interested, shall either be void or voidable. For this reason alone, or by reason alone that such director or directors are present at the meeting of the Board of Directors, or of a committee thereof, which approves such contract or transaction.

## **ARTICLE XVII. DISSOLUTION**

In the event it becomes necessary for the Association to dissolve, dissolution must be approved by two-thirds (2/3) of members at which a quorum is present, called specifically for the purpose of voting on the dissolution of the Association.