

# Bylaws of the Alberta Home Education Association

1. **Name** - The name of the society is the Alberta Home Education Association (hereafter referred to as AHEA or the Association). The Association is defined in The Philosophy and Statement of Faith, and the purpose is defined in the Objects, both of which are separate documents from the Bylaws.
2. **Membership** – There shall be a single class of membership in the Association.

## 2.1 Requirements for Membership

- a. **Application** – A membership application must be submitted to AHEA.
- b. **Agreement** – A Member must confirm agreement with the Definition, Philosophy, Statement of Faith, Objects, and Bylaws of the Association.
- c. **Criteria** – A Member must be a resident of Alberta, the age of 18 or older, and be either an active home educating parent of a 5-19 year-old, or is a parent who previously home educated. Parent is defined as parent or legal guardian.
- d. **Good Standing** – Upon satisfactorily meeting the requirements, an applicant shall be deemed to be a Member in good standing when the Member has paid their current annual membership fee.

## 2.2 Membership Terms

- a. **Term** - The annual term of membership shall commence from the date of purchase.
- b. **Rights and Privileges**
  - i. Each Member in good standing shall be entitled to one vote at all meetings for Members of the Association that fall within their term of membership, provided they were a member in good standing continuously from the date falling 60 days prior to the meeting.
  - ii. Any Member in good standing, who also meets the requirements of a Director, is eligible to be nominated to sit on the Board of Directors and, if approved by the Nomination Committee, run for election at the annual general meeting.
- c. **Fees** – The membership fee shall be determined at the annual general meeting.

## **2.3 Termination**

- a. Withdrawal - Any Member who desires to withdraw from membership in the Association may notify the Board of Directors in writing to that effect, and upon receipt of the Board of Directors of such notice, the Member shall cease to be a Member and shall not be entitled to any refund of membership fees or dues.
- b. Expulsion – The Board of Directors shall have the power by a vote of three-fourths, and upon notice to the Member concerned, to expel or suspend any Member. The Board of Directors shall have determined the conduct by the Member to be improper, likely to endanger the interests or reputation of the Association, having committed a breach of the Bylaws or who reverses their previously stated agreement with the Philosophy and Statement of Faith or the Objects of the Association.
- c. Loss of Rights and Privileges - Any Member who withdraws or is expelled from the Association, shall immediately lose all the rights and privileges of membership.

## **3. The AHEA Board**

### **3.1 Requirements**

- a. Board - The affairs of the Association shall be managed by a minimum of five and a maximum of seven Directors with voting privileges, with at least 60% of the Directors being required to be active home educators, and the Executive Director as an Ex Officio, non-voting, member.
- b. Directors
  - i. A nominee must have been a Member of the Association for a minimum of one year to qualify for election to the Board of Directors.
  - ii. Each Director shall at the time of his nomination and throughout his term of office be a Member of the Association in good standing, and shall agree fully and unreservedly with The Philosophy and Statement of Faith, Objects, and Bylaws of the Association.
  - iii. Employees of supervising authority boards, and their spouses, are ineligible to serve on the AHEA Board due to the inherent conflict of interest and the optics of favoritism.

### **3.2 Election of Directors**

- a. Nomination Committee

- i. The Nomination Committee shall consist of three Members in good standing who are not current Directors, that shall interview each potential candidate for the position of Director.
  - ii. The Nomination Committee shall be appointed by the Board of Directors and the Board of Directors shall make their names known to all Members whenever there is a change.
  - iii. At the annual general meeting, the Nomination Committee shall nominate all candidates who have met the requirements to become a Director and fulfilled the nomination process successfully.
- b. Nomination Procedure – All candidates' names shall be put forward to the Nomination Committee on or before December 31st, which precedes the annual general meeting where they will be standing for election. They can self-nominate, or agree to be nominated by a current Member of the Association. No other nominations shall be accepted. Nominees shall provide the Nomination Committee information by way of a questionnaire and complete an interview with a Nomination Committee Member on or before January 25.
- c. Voting – Voting in the election shall be in person at the annual general meeting, by single election ballot which lists all the eligible nominees. Members are permitted to vote for no more than the equivalent number of nominees as there are available seats. A nominee must receive a majority vote (50%+1) of the total ballots cast to be elected. Ballots for an election are not to require a “for” or “against” vote for nominees. In the event that there are more nominees than seats, and the initial results for some nominees are less than 50% to meet the minimum number of Directors (being 5), a second vote will occur for those empty seats. In this second vote, the number of nominees shall be limited to two per open seat by eliminating the nominees with the fewest votes. There will only be one voting round in this contingency. If seats remain vacant at this point, then it falls to the Board of Directors to fill the open seats, as stated in Bylaw 3.2 e.
- d. Greater than Maximum - If more nominees receive a majority vote than the maximum allowable for sitting on the Board of Directors, then confirmation of election will be determined in the order of highest to lowest number of votes for each nominee until all positions are filled. In the case of a tie for the last position, a second ballot with the names of the tied nominees will be cast to determine the remaining seat.
- e. Less than Minimum and Vacancies - In the event that there exists a vacancy among the Board of Directors, whether caused by resignation, removal or by a failure to fill the minimum required Director positions upon completion of the nomination and election process outlined in Bylaw 3.2, a quorum of Directors may fill the vacancy by appointment at their discretion. The term of office for a Director appointed under this Bylaw shall fulfill the vacated term.

- f. Officers – The Board of Directors shall elect the Office that the Directors will hold at the first board meeting following the annual general meeting.

### **3.3 Term of Directors**

- a. Term - Each Director shall be elected to hold office for a two-year term, with the terms staggered for continuity of board operations and to prevent having a complete turn-over of the Directors on the Board in any given year. An attempt should be made to maintain a balance with approximately half of the current Directors' terms expiring each year. Any year resulting in more than half of the Directors being newly elected, a balance of one and two-year terms should be achieved among the newly elected Directors to restore a balanced staggered term. This will be accomplished by awarding those who are elected with the highest percentage of votes the available two-year terms.
- b. Re-election - Any Director completing a term will be eligible for re-election unless otherwise disqualified.
- c. Removal - The Members of the Association may, by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of his term of office. The vacancy may be filled by appointment in keeping with Bylaw 3.2 e. A Director removed from the Board shall only be eligible to become a Director again through the nomination and election process outlined in Bylaw 3.2.
- d. Incomplete Term - If any Member of the Board of Directors shall resign his office, or without reasonable excuse, absent himself from three or more Directors' meetings, or be suspended or expelled from the Association, the Board of Directors shall declare his office vacated and may appoint a successor in his place in keeping with Bylaw 3.2 e.

**3.4 Director's Powers** - The Board of Directors shall have, exercise or delegate all the powers of the Association as fully and completely as the Association could in general meeting, subject always, however, to the provisions of the *Societies Act*.

### **3.5 Duties and Powers of Directors and Officers**

- a. Chairman – The Chairman may be an ex officio member of all committees. They shall, when present, preside at all meetings of the Association and of the Board. In their absence another chairman may be elected by the meeting to preside thereat.
- b. Secretary – It shall be the duty of the Secretary to attend all meetings of the Association and of the Board and to keep accurate Minutes and maintain custody of the Minutes of all such meetings. The Secretary shall also keep a record of all Members of the Association and their addresses, ensure that all

membership fees have been received by the Association, or oversee the person delegated by the Board to be Registrar as applicable. They will ensure that all notices of the various meetings are sent as required. The Secretary shall have charge of all the correspondence of the Association and be under the direction of the Chairman and the Board.

- c. Treasurer – The Treasurer must ensure that all monies paid to the Association are received and deposited in whatever Bank, Trust Company, Credit Union, or Treasury Branch the Board may order. The Treasurer will properly account for the funds of the Association and keep such books as may be directed, or oversee the person delegated by the Board to be bookkeeper as applicable. They shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the annual general meeting a statement duly audited as hereinafter set forth of the financial position of the Association and submit a copy of the statement to the Secretary for the records of the Association. The office of the Secretary and Treasurer may be filled by one person if any meeting for the election of Officers shall so decide.
- d. Executive Director – The Executive Director is an Officer under the direction of the Directors of AHEA as an employee, in keeping with bylaw 3.6. Their duties, responsibilities and remuneration are outlined in their contract.

**3.6 Committees, Agents, Contractors or Employees** – From time to time the Board may appoint such committees or agents and authorize the contractual agreement or employment of such other persons as they deem necessary to carry out the Objects of the Association. Such committee members, agents, contractors or employees shall have the authority and perform their duties as may be determined by the Board of Directors or as the terms of their engagement call for.

#### **4. Meetings**

##### **4.1 The AHEA Board**

- a. Location - The Board may hold its meetings at such place or places as it may from time to time determine and may hold such meetings by conference call.
- b. Notice - A meeting of the Board may be convened by the Chairman or any two members at any time. Notice of such meeting shall be communicated to each Director not less than two days (exclusive of the day on which the notice is communicated, but inclusive of the day for which notice is given) before the meeting is to take place. The meetings of the Board may be held at any time without formal notice if all the Directors are present, or those absent have waived notice or have signified their consent in writing to the meeting being held in their absence.

- c. Quorum - The majority of the Directors shall form a quorum for the transaction of business.
- d. Vote - Questions arising at any meeting of the Board shall be decided by a majority of votes. In case of an equality of votes, the motion fails to pass.
- e. Resolution in Writing – A resolution in writing signed by all the Directors personally shall be valid and effectual as if it had been passed at a meeting of the Board of Directors duly called and constituted.

#### **4.2 Meetings of the Association**

- a. Annual General Meeting (AGM) – The Directors will determine the day and location within Alberta for the annual general meeting of the Association. At every AGM reports of the Directors will be presented, as well as the year-end financial statement showing the income, disbursements, assets and liabilities, accompanied by either the Two-Member Financial Overview Report or an auditor's report. The annual membership fee will be confirmed each year at the AGM by a majority vote of the Members, and the election of the Board of Directors will take place. Other business may be transacted during the AGM as needed.
- b. Special Meeting – The Board of Directors, or the Chairman, shall have the power to call a special meeting of the Association at any time. Written notice shall be sent by letter or email to the last known address or email address of each Member, and must be delivered at least eight days prior to the date of the meeting.
- c. Meetings of Members – The Directors will be responsible for determining the day and location within Alberta for any special or general meeting of the Members. The Members may consider and transact any business, either special or general, at any meeting of Members without advance notice having been given, except where the *Societies Act*, the law or Bylaws require advance notice.
- d. Notice of General Meeting- No public notice or advertisement of any annual general meeting, or general meeting of the Association shall be required, but notice of the time and place of every such meeting shall be given to each Member entitled to receive such notice, by sending written notice, whether by mail, email, or other publication, at least fourteen (14) days before the time fixed for the holding of such meeting.
- e. Error or Omission in Giving Notice – No error or omission in giving notice of any annual general meeting, general meeting, or special meeting, or of any adjourned meeting shall invalidate such meeting or make void any proceedings taken thereat, and any Member may at any time waive notice of such meeting and may ratify, approve and confirm any or all proceedings taken or had



thereat. For the purpose of sending notice to any Member, Director, or Officer, for any meeting or otherwise, the address or email address of any Member, Director, or Officer shall be his last address or email address recorded in the records of the Association.

- f. **Quorum** – A quorum for the transaction of business at any meeting of Members shall consist of not less than 5% of the Members present in person at the beginning of the meeting.
- g. **Adjournment** – Any meeting of the Association or of the Board may be adjourned to any time and from time to time, and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting for which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.
- h. **Vote** – Votes must be given personally and not otherwise. Resolutions require a majority vote and may be made by a show of hands unless otherwise specified or required in these Bylaws or the *Societies Act*.

## **5. Finance and Management**

- 5.1 **Borrowing** – The Association will not borrow money.
- 5.2 **Remuneration** – The remuneration to be paid to the Directors of the Association shall be such amounts as the Members, by resolution, may from time to time determine.
- 5.3 **Appointment of Auditors** – The Board will appoint two Members of the Association to complete a Financial Overview Report. The requirements of this report shall be set forth in a policy that would give the Members consistent points to review for proper controls and financial management. Periodically, the Board may appoint an auditor to complete an audit. The remuneration of the auditor of the Association shall be fixed by the Board.
- 5.4 **Signing Authority** – Signing authority for cheques will be designated by the Board, along with applicable requirements for having two signatures.
- 5.5 **Execution of Documents** – Deeds, Transfers, licenses, contracts and engagements on behalf of the Association shall be signed by those Officers or Directors designated by the Board, and the Secretary shall affix the seal of the Association to such instruments as require the same.
- 5.6 **Seal** – The Directors may adopt a seal, which shall be the common seal of the Association, and such seal shall be under the control of the Board and the responsibility for its custody and use from time to time shall be determined by the Board.

5.7 **Books and Records** – The Board shall see that all necessary books and records of the Association, required by the Bylaws of the Association or by any applicable statute or law are regularly and properly kept.

5.8 **Inspection of Books** – The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the Association, or any of them, shall be opened to the inspection of Members not being Directors, and no Member shall have any right of inspecting any account or book or document of the Association except as conferred by law or authorized by the Board or by resolution of the Members, whether previous notice thereof has been given or not.

5.9 **Fiscal Year** - The fiscal year of the Association shall be January 1<sup>st</sup> to December 31<sup>st</sup>.

6. **Alteration of the Bylaws** – The Bylaws of the Association shall not be altered or added to except by a special resolution of the Association within the meaning of the *Societies Act*. Alteration of the Objects or The Philosophy and Statement of Faith of the Association also require a special resolution.

6.1 **Notice** – A special resolution requires 21 days notice for Members.

6.2 **Vote** – A special resolution requires a 75% approval of those Members voting to pass.

7. **Arbitration** – Any dispute arising out of the affairs of the Association and between any Members of the Association, or between a Member or person who is aggrieved and who has for not more than six months ceased to be a Member, and the Association or Director or Officer of the Association shall be decided by arbitration, which shall be under the *Arbitration Act*.

8. **Dissolution and Distribution of Assets**

8.1 **Voluntary Dissolution** – Voluntary dissolution of the Association requires a special resolution to be passed by the Members.

8.2 **Distribution of Assets** - Upon dissolution of the Association, any funds or assets remaining after all debts have been paid, will be given to a non-profit organization with a similar philosophy and purpose to the Alberta Home Education Association.

8.3 **Selection Process** - The selection of the non-profit organization to receive the assets of the Association will fall to the Board if a majority vote of the membership cannot be achieved. Individual Members shall not receive any assets of the Association.



*\*Needs a motion to adopt the revised Bylaws with the provisos attached thereto.*

Provisos

1. All Members in good standing at the time in which a Special Resolution is approved that amends the membership class structure, requirements for membership or the membership term of the Association, will maintain their member privileges until the term expiry date that was in effect at the time of purchase.

2. In the first year of transition to staggered terms for the Board of Directors, a balance of one and two-year terms should be achieved among the newly elected Directors to create a balanced staggered term. This will be accomplished by awarding those who are elected with the highest percentage of votes the available two-year terms as they are willing.

