

ALIGN ASSOCIATION OF COMMUNITY SERVICES

Bylaws

Amended by Special Resolution at Special Meeting on February 12, 2004

Amended by Special Resolution at Annual General Meeting on June 23, 2006

Amended by Special Resolution at Annual General Meeting on September 30, 2009

Amended by Special Resolution at Annual General Meeting on September 28, 2012

Table of Contents _____

Introduction _____

By-Law 1 – ALIGN General.....3

Membership _____

By-Law 2 – Eligibility.....3

By-Law 3 – Financial Year.....4

Structure _____

By-Law 4 – Board of Directors.....4

By-Law 5 – Executive Committee.....5

By-Law 6 – Regional Chapters.....6

By-Law 7 – Committees, Councils, and Chapters.....7

Member Meetings _____

By-Law 8 – Membership meetings.....7

By-Law 9 – Annual General Meeting.....8

By-Law 10 – Special Meetings.....8

By-Law 11 – Rules of Order.....8

By-Law 12 – Voting.....8

By-Law 13 – Notification of Meetings.....9

Systems _____

By-Law 14 – Seal.....9

By-Law 15 – Amendments.....9

By-Law 16 – Disbursements of Funds.....9

By-Law 17 – Books and Records.....10

By-Law 18 – Audit.....10

By-Law 19 – Distributing Assets and Dissolving the Society.....10

By-Law 20 – Transition Provisions.....11

By-Law 1 – Align Association of Community Services (hereunto referred to as ALIGN) – General

1. ALIGN is an organization whose members are agencies, associations or corporations that provide services to children and families in Alberta. Other organizations or individuals with an interest in services for children and families may also be members.
2. ALIGN is an Association incorporated under the Societies Act of Alberta.
3. ALIGN members elect the Board of Directors
4. The Board of Directors may commission committees for action on issues.

By-Law 2 – Eligibility

1. Organizations and Individuals are eligible for membership in ALIGN:
 - Member: Any organization or individual providing direct service to children and/or families within Alberta. Voting
 - Associate Member: Any organization or individual with interest specific to children and/or families, but not providing direct service. Associate members are non-voting members and cannot hold office or be members of the Board of Directors.
 - Honorary Lifetime Member: ALIGN may choose to approve an individual as an honorary lifetime member. Honorary Lifetime Members are non-voting members and cannot hold office or be members of the Board of Directors.
 - Corporate Member: Any corporation that supports the principles and objectives of ALIGN. Corporate Members are non-voting members and cannot hold office or be members of the Board of Directors.
 - Sustaining Member: Any member who wished to provide additional financial support to ALIGN beyond their regular membership fee.
2. Anyone wishing to become a member must complete an application, pay such membership fee as may be determined from time to time by the Board of Directors) and must agree to support the principles and objectives of ALIGN.
3. Membership shall cease automatically if:
 - A member resigns in writing;
 - A Member is in arrears of payment fees for a period determined by written policy of the Board of Directors;
 - Seventy-five percent of the Board of Directors, in attendance at a Board of Directors meeting, where quorum has been met, votes in favor of the expulsion of any member, based on the member acting in a way that contravenes with the principles and/or objectives of ALIGN. The decision of the Board of Directors is final.

By-Law 3 – Financial Year

1. The Association's year for membership and financial purposes shall be April 1 to March 31.

By-Law 4 – Board of Directors

1. The Board of Directors leads ALIGN on provincial strategic issues and has the following responsibilities:
 - To promote the vision of ALIGN.
 - To draft the Strategic Plan for presentation to members.
 - To delegate action on the Strategic Initiatives.
 - To develop strategies on ALIGN policy issues.
 - To be accountable for fiduciary functions.
 - To make decisions on current policy issues.
 - To act as the decision-making authority, for ALIGN, on governance issues.
 - To delegate day-to-day operations of ALIGN and office management to the Executive Director.
 - To act as a liaison with the government, industry and the community.
2. The membership of the Board of Directors will consist of individual representatives of ALIGN member agencies, as follows:
 - Three Directors at large;
 - Two Directors representing member agencies that service aboriginal clients and who are themselves aboriginal;
 - Up to two Directors nominated by each Regional Chapter as that Chapter's appointed representatives of the Board; and
 - Such other Directors as may be appointed by the Board in accordance with paragraph 12 of this By-law.
 - A slate of nominees for the above named positions will be presented by the Nominating Committee at each Annual General Meeting. No Director shall serve more than three (3) consecutive terms.
 - The term of office for each Director is two years, such term normally taking effect on the date of the Annual General Meeting. No Director shall serve more than three consecutive terms.
 - When a Director has served the maximum three consecutive two year terms, he or she may not serve on the Board again until two years have elapsed. However, in exceptional circumstances and on a case by case basis the Board may permit that Director to be nominated for one further two year term, but in no circumstance shall any Director serve on the Board for a cumulative term exceeding eight years.

- The Board may appoint a replacement for any Board member vacancy occurring between Annual General Meetings for a term expiring at the next following Annual General Meeting. Such appointment will be made, where applicable, based on the recommendation of the Regional Chapter or Aboriginal Serving Agency.
3. A person ceases to be a Director when he/she:
 - Completes a term at the time of the Annual General Meeting
 - Resigns as a Director;
 - Fails to attend two consecutive Board of Directors Meetings, the Board of Directors may vote to remove this individual from the Board;
 - No longer is the representative of a Member;
 - Ceases to be a Canadian resident; or
 - Dies
 4. No more than two Directors can be representatives of the same Member organization.
 5. Each Director has one vote.
 6. Fifty percent, plus one member of the Board shall constitute a quorum at any Board meeting.
 7. Paid employees of ALIGN may not sit on the Board of Directors until at least one year has passed since their resignation from their staff position.
 8. The Board of Directors may appoint individuals who are Associate or Corporate members or non-members to the Board of Directors (limited to (4) such members) as it relates to the business of the Board. The term of each such appointment shall be specified when the individual is appointed and shall in no case extend beyond the next scheduled AGM of the association. Associate or Corporate members appointed to the Board in accordance with this bylaw shall have no vote.

By-Law 5 – Officers

1. Following the annual general meeting, but not later than the first meeting of the Board, the Directors shall meet and elect, from among their number, a President, a Vice-President, and a Treasurer. No notice shall be required of this meeting. The term for the officers so elected shall be one year. An officer may serve up to three years consecutively in the same office, but must be re-elected by the Board for each successive term beyond the first year.

2. The executive Director of the Association shall, ex officio, be the secretary of the Board but shall not be a Director or a voting member.
3. The president presides at Membership, Special, Board of Directors, and Annual General Meetings of ALIGN and serves as an ex officio member of all committees. The President supervises the Executive Director and keeps well informed on the activities of ALIGN.
4. The Vice President performs the duties and exercises the powers of the President in the absence of the President, or during such period as the President may request the Vice President to do so. The Vice President shall perform such other duties as may be assigned by the Board of Directors and in normal circumstances will succeed the President when the latter's term of office expires.
5. The treasurer prepares and presents, for approval, the financial budgets, monitors the financial activities, attends to long term financial projections, is responsible for the audited financial statements, and consults the ALIGN Executive Director on financial matters.
6. In the event that an unexpected vacancy occurs between annual general meeting:
 - In the case of the president, the Vice President shall assume the President's role until the next AGM.
 - In the case of the Vice President or Treasurer, the Board may appoint another Board Member to fill the vacant position until the next AGM, or leave the position vacant.

By-Law 6 – Regional Chapters

1. "Regions" of the province for the purposes of this by-law may be defined by the Board of Directors.
2. A Regional Chapter ("Chapter") may be established by motion of the Board of Directors to address common concerns of a regional nature. Terms of reference for each Chapter must be approved by the Board, which may prescribe a template to guide content to ensure consistency between Chapters.
3. When established, Chapters shall meet on an "as required basis" not less often than three times a year.
4. Any ALIGN member agency within a region may designate a representative to the Chapter.

5. Each Chapter may elect up to two regional representatives to serve on the Board of Directors.
6. Where a region does not have an active Chapter, the Board of Directors may appoint a member from that region to represent the region on the Board.
7. Each Chapter shall elect a Chair. The term of office for each Chapter Chair is two years and no Chair shall serve more than two consecutive terms. The Chair must be an employee or owner of an ALIGN member organization
8. If in the majority opinion of the Board of Directors any one Chapter is acting in ways that are detrimental to ALIGN by-laws, policies or best interests, the Board may by majority vote suspend or terminate that Chapter.
9. Upon the termination of a Chapter, all books and assets of the Chapter shall become the property of ALIGN.

By-Law 7 – Committees

1. The Board may, from time to time, appoint committees and shall:
 - Designate the committee as a standing committee or an ad hoc committee;
 - Establish or approve the terms of reference for the committee; and
 - Appoint the members of the committee

By-Law 8 – Membership Meetings

1. Membership meetings identify and address the issues of the members' service sectors and the business of the Association.
2. Member organization senior management and staff, ALIGN staff and guests, may attend. The Board of Directors or the members may designate any membership meeting or portions of a membership meeting as for members only and exclude all non-members from attendance.
3. Membership Meetings are called at the discretion of the Board of Directors, a minimum of twice a year.
4. Ten percent (10%), or 15 (15) voting members, or the membership in good standing, constitutes a quorum at Membership Meetings.

By-Law 9 – Annual General Meeting

1. The Annual General Meeting shall be held by September 30th each year.
2. The Business of the Annual General Meeting will include, but not limited to:
 - President’s Report;
 - Approval of audited financial statements;
 - Appointment of auditors; and
 - Ratification of the slate of nominees to the Board of Directors
3. Ten percent (10%), or fifteen (15) voting members, of the membership in good standing, constitutes a quorum at the Annual General Meeting.

By-Law 10 – Special Meetings

1. A special meeting will be held upon receipt of a written request by at least one-third of all ALIGN voting members. Such request shall name the voting members who have requested the meeting and shall be signed by not less than three of those voting members on behalf of the remainder. The request must give the reason for the meeting and must specify the business to be conducted at the meeting.
2. The Board may, for any reason and at any time, call a special meeting of the membership.
3. Ten percent (10%), or (15) voting members, of the membership in good standing, constitutes a quorum for Special Meetings, with the exception of a Special Meeting called to dissolve the Society.

By-Law 11 – Rules of Order

1. “Robert’s Rules of Order Revised” shall govern all meetings of the Board, Chapters and Membership.

By-Law 12 – Voting

1. The Senior Staff Member of the Member organization is the voting member at Membership, Special and Annual General Meetings.
2. The Senior Staff Member of the Member organization may designate, in writing, a representative from another member organization to vote on behalf of the member.
3. In special circumstances, the Board of Directors may pass a motion without a meeting and may institute a ballot of members by mail, fax and/or e-mail.
 - A simple majority of those ballots, returned within two weeks of the distribution date, shall be sufficient to pass or defeat the motion.

By-Law 13 – Notification of Meetings

1. Notices and agendas of the Membership, Special and Annual General Meeting shall be mailed, faxed, emailed or otherwise electronically communicated, to all members at their usual place of business, or residence, at least fourteen days in advance of the meeting.

By-Law 14 – Seal

1. ALIGN shall have a common seal, which shall be affixed to all documents as required, by appropriate signing officers as appointed by the Executive Committee.
2. The custody of the seal shall be retained at the ALIGN office.

By-Law 15 – Amendments

1. Any Member may propose amendments to the By-laws, in writing, to the Board of Directors.
2. Notice of motion to amend the By-laws must be submitted, in writing, to the membership before an Annual General Meeting or Special Meeting.
3. Approval of three-quarters of the Voting Members present shall be required for the passage of any amendments to the By-laws.
4. By-Laws can only be changed by a special resolution of the members at a Special or Annual General Meeting; the Board of Directors may submit a motion without a meeting and may institute a ballot of members by mail, fax and/or e-mail. All ballots returned within two weeks of the distribution date will be counted.

By-Law 16 – Disbursements of Funds

1. Funds disbursed must be within the limits set out in the operating and/or capital budgets approved by the Board annually. A Board motion must approve extraordinary expenses outside of the operating and/or capital budgets.
2. All cheques issued shall be signed by any two of the following; President, Vice Treasurer, Executive Director or two Board members appointed by a motion of the Board of Directors.
3. ALIGN may borrow monies in such manner as it sees fit through a Board motion.
4. The Board of Directors, Committee, or Chapter members shall not be remunerated for their services, but may be reimbursed for their out-of-pocket expenses incurred while acting for ALIGN.
5. The preparation and keeping of the books, accounts and records shall be the responsibility of the Treasurer and may be delegated to the Executive Director.

By-Law 17 – Books and Records

1. The books and records of ALIGN may be inspected by any member at the Annual General Meeting, or at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of the same. Each Director of the Board shall, at all times, have access to such books and records.
2. Financial statements (balance sheets and statements of income and expenses) must be presented to the Board, at a minimum of quarterly, by the Treasurer.

By-Law 18 – Audit

1. A duly qualified accountant shall audit the books, accounts and records of ALIGN at least once each year. Such auditor shall, at the Annual General Meeting submit a complete and proper statement of the standing of the books for the previous year.
2. The fiscal year shall be April 1 to March 31.

By-Law 19 – Distributing Assets and dissolving the Society

1. ALIGN may be dissolved by Special Resolution, of the members, at a Special Meeting.
2. Quorum at a Special Meeting, Called to dissolve the Society, is a minimum of 75% of all members.
3. A Motion to Dissolve ALIGN must be passed by a minimum of 75% of members in attendance at the Special Meeting.
4. If Quorum is not made at a Special meeting called to dissolve the Society, the Board of Directors may submit a motion without a meeting and may institute a ballot of members by mail, fax and/or e-mail. All ballots will be counted. This process can be continued until ballots are received from a minimum of 75% of Members.
5. If ALIGN is dissolved, any funds or assets remaining after paying all debts are paid to a registered and incorporated charitable organization(s). The members shall select this organization(s) by Special Resolution. In no event, shall the assets of ALIGN be distributed to any members.

By-Law 20 – Transition Provisions

1. Upon these by-laws coming into force, the Directors previously holding office shall continue to hold office until such time as the terms for which they were elected or appointed expire.