

The Alliance Française of Edmonton Bylaws

1. THE SOCIETY

The Alliance Française d'Edmonton (the Society) is a non-profit organization established in accordance with local regulations, statutes, and the purposes of the Alliance Française founded in Paris in 1883, whose continuity has been ensured since 2007 by the Fondation des Alliances Françaises, and in accordance with the Charter of the Alliance Française.

Its purpose is to promote the French language, Francophone cultures, local cultures, and to foster a better mutual understanding between the region of Edmonton, France, and Francophone countries, by developing linguistic and cultural exchanges. It also aims to stimulate cultural dialogue, better understanding among peoples, and a spirit of cooperation based on solidarity and mutual respect.

It is non-political and non-denominational, and prohibits any form of discrimination. More broadly, it respects the values and principles set forth in the Charter of the Alliance Française.

Its duration is unlimited (unless otherwise provided by law). Its headquarters are in Edmonton.

2. OBJECTS OF THE SOCIETY

The objects of the society are detailed in the Articles of Incorporation.

3. MEMBERSHIP

- a. The Society is made up of members in such categories as it shall determine. These categories are as follows:
 - i. Individual Members – Individuals who have paid the annual membership dues.
 - ii. Family Members – Families who have paid the annual membership dues. A family consists of one or two adults, 18 years of age or older, living at the same address, and their children (17 years of age or younger).
 - iii. Honorary Members – Non-Voting members designated from time to time by the Board of directors (the Board). Honorary Members shall not be required to pay a membership fee. They are not permitted to sit as Board members unless they pay the full annual dues.
- b. Membership in the Society is open to anyone interested in helping the society to realize its stated goals. (As a corollary, the Board reserves the right to deny membership to anyone who seeks to subvert these goals).
- c. Members of the Society shall respect and behave in accordance with the bylaws and objectives of the Society.
- d. Membership begins upon payment of the annual membership dues and expires one year from the date of registration. These dues shall be determined by the Board and approved by a simple majority at the Annual General Meeting.
- e. Members whose membership has expired shall have no membership privileges or power in the Society until they renew their membership.
- f. Any member wishing to withdraw from membership may do so by providing written notice to the secretary of the Board.

- g. Any member may be expelled from membership for any cause which the Society deems advisable. This requires a seventy-five percent vote of the voting members present at a Special Meeting called for that purpose. The decision takes effect immediately upon completion of the vote.
- h. Members may not attend regular meetings of the Board but shall be invited to attend Special Meetings and the Annual General Meeting.
- i. Individual and family members, who have attained the age of 18 years, are voting members and may vote at the Annual General Meeting and Special Meetings. They are eligible for election to the Board.
- j. Individual and family members, who have not attained the age of 18 years, do not have voting privileges and are not eligible for election to the Board.
- k. The official working languages of the Society are English and French. Members may use either language.
- l. No member of the Society is, in the member's individual capacity, liable for a debt or liability of the society.

4. THE EXECUTIVE AND BOARD OF DIRECTORS

- a. The Society shall be administrated by a Board of Directors (the Board) of not more than seven members elected for a term of two years at the Annual General Meeting.
- b. The president is elected by secret ballot at the Annual General Meeting. A secret ballot may be waived by a majority vote of the voting members present at the Annual General Meeting.
- c. The remaining Board members are elected by secret ballot at the Annual General Meeting. This election takes place after the election for the president. A secret ballot may be waived by a majority vote of the voting members present at the Annual General Meeting.
- d. In order to be elected to the Board, a candidate must have been a voting member of the society for thirty days prior to the Annual General Meeting
- e. Members of the Board shall maintain membership in the society for the duration of their term in office.
- f. The Board shall consist of a president, vice-president, secretary, treasurer, and not more than three other members as determined at the Annual General Meeting. The executive director of the Society shall be an ex-officio member of the Board, serving in an advisory capacity and without voting rights.
- g. The executive of the Board shall consist of a president, vice-president, secretary, and treasurer. The president is elected by the members at the Annual General Meeting. The vice-president, secretary, and treasurer are chosen by the Board at their first board meeting after the Annual General Meeting.
- h. The Board shall meet at least four times a year.
- i. A quorum of the Board shall consist of the lesser of 4 or a majority of its members.
- j. The Board may fill vacant Board positions for the remaining duration of the term of office by a vote of the majority of the members of the Board.

- k. A member of the Board, except for an ex-officio appointment, who has missed three consecutive meetings without reasonable cause, may be required to resign by the majority of the remaining members of the Board.
- l. Board members shall respect and behave in accordance with the Society's Code of Ethics and Conduct for Directors. Any board member failing to adhere to this policy may be removed from office by the vote of a majority of the Board. A Board member may not vote on a motion for their removal from the board.
- m. All decisions of the Board shall be made by a majority of the members present. In case of a tie, the president shall have a further or casting vote.
- n. Members of the Board shall perform their functions without remuneration, except that all reasonable expenses incurred during the exercise of those functions shall be paid by the society, if approved by the Board.
- o. Subject to bylaws or directions given it by majority vote at any Annual General Meeting or Special Meeting, the Board shall have full control and management of the affairs of the Society.
- p. Executive Positions
 - A. The president of the Board
 - i. Shall not sit for more than three (3) two-year terms consecutively.
 - ii. Shall call meetings of the board as determined by the bylaws.
 - iii. Shall prepare the agenda and serve as chairperson at such meetings.
 - iv. Shall provide legal representation for the association.
 - v. Shall ensure compliance with, and the proper application of, the statutes and decisions of the general assembly and the board of directors.
 - B. The vice-president of the Board
 - i. Shall not sit for more than three (3) two-year terms consecutively.
 - ii. Shall fulfill the role of president in the president's absence.
 - C. The secretary of the Board
 - i. Shall not sit for more than three (3) two-year terms consecutively.
 - ii. Shall prepare minutes of meetings for distribution to Board members.
 - iii. Shall submit required documents, including the Society's annual return, to the Alberta Corporate Registry.
 - iv. Shall record the results of votes at Board meetings, Annual General Meetings, and Special Meetings.
 - v. Shall conduct any correspondence on behalf of the Board.
 - vi. Shall call the Annual General Meeting.
 - D. The treasurer of the Board
 - i. Shall not sit for more than three (3) two-year terms consecutively.
 - ii. Shall verify the accounts of the Society, with the executive director, on a monthly basis.
 - iii. Shall present the Society's finances at Board meetings and the Annual General Meeting.
 - iv. Shall ensure the annual financial audit is conducted.
 - E. The executive director:
 - i. Shall assume, on behalf of the Board, responsibility for the ongoing operations of the Society.
- q. All cheques must be co-signed by any two of the following: executive director, president, vice-president, treasurer or secretary unless agreed-upon otherwise by the Board.

- r. The Board invests the executive function of the Society in its executive director and, though it affirms its independent status, acknowledges the leadership of the Fondation des Alliances Françaises as facilitator of the international network of Alliances Françaises, and as guarantor of the Alliance Française label and its boards.
- s. The society purchases liability insurance for the Board and each Board member holds office with this protection. The Society does not protect any Board member for acts of fraud, dishonesty, or bad faith.

5. ANNUAL GENERAL MEETING AND SPECIAL MEETINGS

- a. The Annual General Meeting of the members of the Society shall be held between January 30 and March 31st each year.
- b. At the request of the Board, or of at least a quarter of the voting members of the society, a Special Meeting may be called.
- c. Notice of Annual General Meetings and Special Meetings shall be provided to the members at least 21 days in advance, and in the case of a Special Meeting, shall specify the purpose of the meeting. This notice shall be mailed or e-mailed to the members, and will be posted on the website of the society.
- d. The quorum for an Annual General Meeting or a Special Meeting shall be fifteen voting members. Proxy votes shall be included in the calculation of such quorum and shall be as valid as if the proxy members were physically present.
- e. Any member who has been a voting member for thirty days prior to an Annual General Meeting or Special Meeting shall have the right to vote.
- f. Proxy voters must have been voting members for thirty days prior to an Annual General Meeting or Special Meeting. A voting member present at the meeting can have a maximum of two proxies.
- g. The Annual General Meeting shall hear reports on the activities and the finances of the Society.
- h. The standard rules of procedure for the conduct of Annual General Meetings, Special Meetings, and Board meetings shall be *Parliamentary Procedure at a Glance*, by O. Garfield Jones or *Robert's Rules of Order*. Despite this requirement, the president may adopt a more informal procedure.
- i. Employees of the Society, whether on contract or payroll, cannot vote at Annual General Meetings or Special Meetings, nor can they be elected to the Board.

6. RESCISSIONS, ALTERATIONS OR ADDITIONS CONCERNING THE BYLAWS

The bylaws of the Society shall not be rescinded, altered or added to except by a special resolution of the Society, following prior approval by La Fondation des Alliances Françaises.

7. BOOKS AND RECORDS

- a. The books and records of the Society may be inspected by any member of the Society at the Annual General Meeting, or at any time upon giving reasonable notice in writing and arranging a time satisfactory to the officer having charge thereof.
- b. Each member of the Board shall at reasonable times have access to such books and records.

- c. The secretary, or in his or her absence, another member of the Society, shall keep accurate minutes of all meetings of the Society, and of the Board.
- d. The secretary shall keep a record of the minutes.
- e. The treasurer shall keep and maintain such financial records as are reasonably necessary.
- f. Any other documents and records shall be maintained by such member or members of the Board as the Board decides.

8. AUDIT ACCOUNTS

- a. The books, accounts and records of the Society shall be kept by the treasurer and executive director and held in the custody of the administrative office of the Society.
- b. These books, accounts and records shall be audited at least once a year by a duly qualified accountant or by two voting members of the Society elected for that purpose at the Annual General Meeting, or, failing such election, the board can nominate two voting members to conduct the audit.
- c. December 31st shall be the fiscal year-end of the Society.

9. BORROWING POWERS

- a. For the purpose of carrying out its objects, the Society may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures.
- b. Such power of the Society shall be exercised only under the authority of the bylaws of the Society and in no case shall debentures be issued without the sanction of a special resolution of the Society.

10. SEAL

- a. The Society shall have a seal, in a form to be chosen by the Board.
- b. The affixing of the seal shall be authenticated by not less than two members of the Board as appointed by it.
- c. The seal shall be kept in the custody of the administrative office of the Society.

11. DISSOLUTION OF THE SOCIETY

- a. The Society may be dissolved by a special resolution.
- b. The first Special Meeting called to vote upon the dissolution of the Society must comprise at least half the voting members plus one. If this number cannot be obtained, another Special Meeting must be called fifteen or more days later. On this occasion, the meeting can validly determine issues regardless of the number of members present. In any case, seventy-five percent of the voting members present on this occasion must vote for the dissolution for such to occur.
- c. In the case of dissolution, the Special Meeting shall designate one or more trustees to be charged with the responsibility of liquidating the assets of the Society. Any remaining proceeds shall be distributed equally among the remaining Alliance Française Societies in Canada that are registered charities.