

## **Bylaws – Glengarry Encore Education Centre May 2019**

### **ARTICLE I – NAME AND LOCATION**

The name of the Organization, located in North Glengarry, is Glengarry Encore Education Centre (Encore).

### **ARTICLE II – ORGANIZATION PURPOSE**

#### **Section 1. Not-for-profit Purpose**

Encore is organized exclusively for educational purposes.

#### **Section 2. Specific Purpose**

Encore provides workshops, academic courses, lectures, and field trips designed to share expertise, knowledge, and the simple joy of learning with its members. There are no exams or grades.

All scheduled events are led by experienced and capable volunteers.

### **ARTICLE III – MEMBERSHIP**

#### **Section 1. Eligibility for Membership**

Membership is open to all persons regardless of age, gender, or place of residence.

A Member is defined as any person who attends a scheduled workshop or club; or who presents a workshop or leads a club; or who volunteers in any capacity with Glengarry Encore Education Centre.

There are no annual dues.

The term of membership will be annually from 1 June to 31 May.

#### **Section 2. Rights of Members**

Members are entitled to attend the Annual General Meeting (AGM) and any other special events/meetings organized by Encore.

Each member will be eligible to vote on resolutions brought forward at the AGM. Proxies are not allowed. One vote per member.

#### **Section 3. Resignation and Termination**

Any member may resign at any time by advising Encore in writing. Resignation will not relieve a member of any charges previously accrued.

Members may be expelled for just cause such as abusive behaviour, harassment, slandering of the organization and its members, or any other act deemed injurious by a majority vote of the Board.

### **ARTICLE IV – MEETINGS**

#### **Section 1. Annual General Meeting**

An annual meeting of the members will take place in the Spring, the specific date, time, and location of which will be designated by the Chair. At the AGM the members will elect directors; be presented with a financial statement from the treasurer; receive information on the activities of the previous year and an overview of any planned project(s).

#### **Section 2. Special Member Meetings**

Special meetings of members may be called by a simple majority of the Board or by a petition signed by five percent (5%) of voting members.

#### **Section 3. Notice of Meetings**

Printed notice of the AGM will be given to members via the annual Winter/Spring program. The meeting will also be advertised on the Encore official website and on the Encore Facebook page at least two weeks prior to the meeting.

Notice of a special meeting of members will be given using the most expedient means available, 2 weeks prior to the designated date.

#### **Section 4. Regular Board Meetings**

Regular meetings will be held monthly from August to May, or as required, at a time and place determined by the Chair. Notice of meetings will be given to all Board members at least 10 days prior to the meeting date.

#### **Section 5. Special Board Meetings**

Special Board meetings may be called by the Chair, or at the request of any three members of the Board. Notice of any special meeting(s) of the Board will be given at least two days in advance of the meeting(s) by telephone or email.

#### **Section 6. Quorum**

**AGM and Special Member Meetings** requiring a vote – one member, one vote. A quorum for a meeting of the members will consist of 50% + 1 of the members present at the meeting.

**Board and Special Board Meetings:** 50% plus one of Board members will constitute quorum.

#### **Section 7. Voting**

All issues to be voted on, except amendments to the Constitution, will be decided by a simple majority of those present at the meeting in which the vote takes place. Decisions on Constitution require 66% of votes.

### **ARTICLE V – BOARD OF DIRECTORS**

#### **Section 1. General Powers**

The Board will have control of and be responsible for the management of the affairs and property of Encore.

#### **Section 2. Number, Tenure, Requirements.**

The number of Directors will be fixed from time-to-time by the Directors but will consist of no less than nine and no more than thirteen, including the following officers: Chair, Vice-Chair, Past-Chair, Secretary, and Treasurer.

New Directors will be elected by the membership at the AGM from a slate of Directors provided by the Nominating Committee.

Calls for volunteers to serve on the Board will be done via website, Facebook, email, etc., and the Encore program, published bi-annually. Nomination for Directors will close 30 days before the AGM.

Board members are effective immediately upon election,

Each Board member holds office for a three-year term. They may be re-elected for an unlimited number of consecutive terms.

Efforts will be made to stagger terms. That is, at the time of each AGM, the terms of approximately one-third of all Board members will expire.

Members of the Board will participate actively in the business of Encore. This requirement can be fulfilled by attending meetings, serving as an officer, chairing/participating in committees, providing expert help/opinion as required, and helping during special events.

#### **Section 5. Quorum**

The presence of a majority of Board members (50% + 1) will be necessary at *any* meeting to constitute a quorum to transact business, but a lesser number will have power to adjourn to a specified later date without notice.

Board Meeting - a simple majority of 50% + 1 Board members will constitute a quorum.

AGM and Member Meetings requiring a vote – one member, one vote. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

Any decision of a majority of the quorum will be the decision of the Board, unless the decision of a greater number is required by law, or by these bylaws.

### **Section 6. Vacancy**

If a vacancy occurs on the Board requiring filling, attempts will be made to fill it without delay by a majority vote of the remaining Board members at their next regular meeting. Replacement(s) will serve for the unexpired term, up to three years, though they must be ratified or elected by the membership at the next AGM.

### **Section 7. Compensation**

Board members will not receive any compensation for their services as Directors.

### **Section 8. Confidentiality**

Directors will use discretion and good judgment in discussing the affairs of Encore with third parties.

### **Section 9. Parliamentary Procedure**

Any question concerning parliamentary procedure at meetings will be determined by the Chair in reference to Robert's Rules of Order.

### **Section 10. Removal.**

Any Board member may be removed, with or without cause, at any time, by vote of three-quarters of the Board if, in their judgment, the best interests of Encore would be served. Each Board member must receive written notice of the proposed removal at least 10 days in advance of the proposed action. An officer who has been removed as a Board member will automatically be removed from office.

## **ARTICLE VI – OFFICERS**

The officers of this Board will be the Chair, Vice-Chair, Secretary, and Treasurer. All officers must be active Board members.

### **Section 1. Chair**

The Chair will have the following duties:

- a. Preside at all Board meetings.
- b. Superintend and direct the Board and all committees.
- c. Submit an Operations Report for the fiscal year to members at the AGM.
- d. Be Ex-officio member of all standing committees.
- e. Supervise the operation of the office.

### **Section 2. Vice-Chair**

The Vice-Chair will have all the powers--and perform all the duties--of the Chair during the absence of the latter.

### **Section 3. Secretary**

The Secretary will attend all Board meetings and all meetings of members (AGM and special meetings) and has the following duties:

- a. Record all votes and minutes of all proceedings and electronically send them to all Directors and the office.
- b. Send notices of all meetings to the members as required.
- c. Perform all official correspondence as may be prescribed by the Chair.
- d. Record all amendments to Glengarry Encore Education Centre Constitution, Bylaws and Policies.
- e. In the absence of the Secretary, the Chair will assign the secretarial duties to another member of the Board.

#### **Section 4. Treasurer**

The Treasures duties will be:

- a. Receive all monies and deposit them in the appropriate bank account(s).
- b. Keep proper book entries of all receipts and payments.
- c. Prepare cheques for signatures and forward them to the payees.
- d. Prepare the annual report for the AGM.
- e. Prepare complete and accurate monthly reports on the financial position of Encore.
- f. Provide quarterly bank statements to the Secretary for filing.
- g. Chair the budget committee.
- h. Prepare, for approval, an annual operational budget and a capital (furniture and equipment) budget.
- i. Perform such other duties as may be prescribed by the Board or the Chair.

#### **Section 5. Election of Officers**

Officers will be elected from within the Board at the first Board meeting following the AGM.

#### **Section 6. Removal of Officer**

The Board, with the concurrence of 3/4 of the members voting at the meeting, may remove any officer of the Board and elect a successor for the unexpired term. No officer of the Board will be expelled without an opportunity to be heard. Notice of such motion of expulsion, setting forth the reasons of the Board for such expulsion, will be given to the member in writing 20 days prior to the meeting at which the motion will be presented.

### **ARTICLE VII – COMMITTEES**

#### **Section 1. Committee Formation**

The Board may create committees as needed. The Board Chair appoints all committee chairs. Committees may consist of one or more individuals from the General Membership selected by the Committee Chair. Each committee must have at least one Board member.

#### **Section 2. Committee Chairs**

All committee chairs will:

- a. Call and chair committee meetings as required.
- b. Report activities to the Board.
- c. Provide input to the Finance Committee.
- d. Acquire resources.
- e. Write up and review all procedures related to their activities.

#### **Section 3. Finance Committee**

The Treasurer is the Chair of the Finance Committee, which includes two other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with input from other board members.

The Board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the Board.

The fiscal year ends on May 31<sup>st</sup>. Annual reports must be submitted to the Board showing income, expenditures, and investments. The financial records of the organization are public information and will be made available to the membership, board members, and the public.

Banking for Glengarry Encore Education Centre will be conducted at a bank selected and approved by the Board.

Checks must be signed by two of the three signing officers from the Board.

### **ARTICLE VIII – Conflict of Interest**

Any director, officer, or member of a committee who has a direct or indirect financial interest in Glengarry Encore may be in a position of conflict of interest and has a duty to disclose such interests.

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the Board decides a conflict of interest exists.

**ARTICLE IX – BOOKS AND RECORDS**

The Organization will keep complete books and records of account and minutes of the proceedings of the Board of Directors.

**ARTICLE X – RULES OF ORDER**

Robert’s Rules of Order will apply.

**ARTICLE XI – CHANGES TO BY-LAWS**

Changes may be proposed by Directors or members and presented for approval to the General Membership at the AGM. A simple majority is required to adopt a proposed amendment.

Approved by Board of Directors on: \_\_\_\_\_

Confirmed by the Members: \_\_\_\_\_

\_\_\_\_\_  
Chair

\_\_\_\_\_  
Vice Chair

\_\_\_\_\_  
Secretary