

**AUTISM CALGARY ASSOCIATION**  
**BYLAWS**

**ARTICLE 1 – PREAMBLE**

- 1.1 The name of the Society is Autism Calgary Association, which may also be known or referred to as “ACA” or “the Society”.
- 1.2 The following articles set forth Bylaws of Autism Calgary Association.

**ARTICLE 2 – DEFINITIONS AND INTERPRETATIONS**

**2.1 Definitions**

*Act* means the Societies Act R.S.A. 2000, Chapter S-14 as amended, or any statute substituted for it.

*Annual General Meeting* means the annual general meeting of the Society.

*Autism Spectrum Disorder* or “ASD” is any or all of the five Pervasive Developmental Disorders (PDD) (as defined in the American Psychiatric Association: *Diagnostic and Statistical Manual of Mental Disorders*, Current Edition), including Autistic Disorder, Rett’s Disorder, Childhood Disintegrative Disorder, Asperger’s Disorder, and Pervasive Developmental Disorder Not Otherwise Specified (including Atypical Autism), as well as other medical conditions with symptoms of a PDD.

*Board* means the Board of Directors of the Society.

*Bylaws* means the Bylaws of this Society as amended.

*Chair* means the Chair of the Board of Directors.

*Director* means any person elected or appointed to the Board.

*Fees* means the membership fee to be determined from time to time by the Board.

*Member* means a Member of the Society.

*Officer* means any officer of the Society, including Chair, Vice-Chair, Treasurer and Secretary.

*Registered Office* means the registered office for the Society.

**Resolution** means a decision passed at a meeting of the membership.

**Society** means the Autism Calgary Association.

**Special Meeting** means any meeting of the Society except the Annual General Meeting.

**Special Resolution** means a resolution passed at a meeting of the membership of this Society. There must be twenty-one (21) days' notice for this meeting and approval by 75% of the voting Members who vote in person. The following motions require special resolution: changing the objects of the Society; issuing debentures; amending the Bylaws; and dissolving the Society.

## 2.2 Interpretations

- a. Words indicating the singular number also include the plural, and vice-versa.
- b. Words indicating gender include masculine and feminine.
- c. Words indicating persons include corporations.
- d. Headings used throughout these Bylaws are for reference purposes only and do not affect the interpretation of these Bylaws.
- e. These Bylaws must be interpreted broadly and generously.

## ARTICLE 3 – MEMBERSHIP

3.1 There are two categories of membership in the Society:

3.1.1 **Member** is any person who:

- a. resides in Alberta
- b. has attained the age of eighteen (18) years
- c. has paid the appropriate membership fee
- d. has agreed to honour, uphold and support the objects of the Society.

3.1.2 **Associate Member** is any association, organization or incorporated body which:

- a. has an interest in autism or which represents people or families with autism
- b. has paid the appropriate membership fee
- c. has agreed to honour, uphold and support the objects of the Society.

3.2 The membership year shall be the fiscal year and fees shall be determined by the Board of the Society.

3.3 Membership in the Society and all rights and privileges attached thereto, shall cease under the following circumstances:

3.3.1 Upon receipt of written notice of resignation to the Secretary from the Member.

- 3.3.2 Being in default with respect to the receipt of the annual membership fee.
- 3.3.3 Being expelled from membership by reason of undertaking activities that are not consistent with the goals of the Society, or ceasing to be a Member of the membership category for any reason.
- 3.4 Expulsion shall proceed as follows:
  - 3.4.1 Notice of intention to expel shall be served on the Member in writing, with such notice to state the grounds of expulsion.
  - 3.4.2 Expulsion shall be upon a majority vote of the Board of Directors at a regular or special meeting of the Board.
  - 3.4.3 The Member shall be notified in writing of the Board's decision.
  - 3.4.4 Where a negative decision is rendered, the Member may appeal the grounds for expulsion by notifying the Chair within ten (10) working days of his or her intention to do so.
  - 3.4.5 The Member's appeal shall be heard at the next regular Board of Directors' meeting, following the Board meeting at which the expulsion decision was made.

#### **ARTICLE 4 – VOTING RIGHTS**

- 4.1 Only Members have voting rights. Associate Members do not have voting rights but may attend membership meetings.
- 4.2 Each Member in good standing shall have one (1) vote on all questions put to the Members at any meeting of the Society.
- 4.3 Any motion shall be passed by a simple majority of votes from the Members present. Motions which require a special resolution shall be passed by approval of 75% of the Members present.
- 4.4 Voting shall be by a show of hands unless any Member present shall request a ballot.
- 4.5 Where a ballot is requested by a Member, it shall be a secret ballot. The Chair shall decide the method for a ballot vote. Two Members, excluding the Chair, shall act as returning officers for the ballot vote.
- 4.6 The Chair does not have a second or casting vote in the case of a tie vote. If there is a tie vote, the motion is defeated.

- 4.7 The Chair declares a resolution carried or lost. This statement is final and does not have to include the number of votes for and against the resolution.
- 4.8 There shall be no voting by proxy.

#### **ARTICLE 5 – ANNUAL GENERAL MEETING**

- 5.1 There shall be an Annual General Meeting, which shall be held within one hundred and eighty (180) days of the end of the Society's fiscal year.
- 5.2 Notice of the Annual General Meeting shall be delivered to each Member a minimum of twenty-one (21) days before the meeting.
- 5.3 Notice of the Annual General Meeting shall include:
- 5.3.1 Place, date, and time of the meeting
  - 5.3.2 Any business requiring a Special Resolution.
- 5.4 Notice of the meeting shall be by mail or electronic media to the Member's address as noted in the records of the Society. Postmark or dated electronic media shall be used to confirm delivery of the material.
- 5.5 The business of the Annual General Meeting shall include:
- 5.5.1 Review of the audited financial statements
  - 5.5.2 Appointment of the auditor
  - 5.5.3 Election of Board members
  - 5.5.4 Other business as may be determined by the Board.
- 5.6 The Chair chairs the Annual General Meeting. The Vice-Chair chairs in the absence of the President.
- 5.7 Quorum for the Annual General Meeting shall be ten (10) members in good standing.
- 5.8 If quorum is not present within thirty (30) minutes of the meeting, the Chair cancels the meeting. If cancelled, the meeting is rescheduled for one (1) week later at the same time and place. If quorum is not present within thirty (30) minutes of the second meeting, the meeting will proceed with the Members in attendance.

- 5.9 No error or omission in giving notice of the Annual General Meeting shall invalidate any action taken at the meeting.

#### **ARTICLE 6 – SPECIAL MEETINGS**

- 6.1 Special Meetings of the Society may be called by the Chair or Vice-Chair, or by resolution of the Board.
- 6.1.1 The purpose of any Special Meeting must be specified in the notice and no business may be transacted other than specified in the notice.
- 6.1.2 Notice of any Special Meeting shall be given to each Member not less than twenty-one (21) days before the date of the meeting.
- 6.2 A Special Meeting of the Society shall be called by the Chair or Vice-Chair within fifteen (15) days of receipt of a written request of a minimum of ten (10) percent of the Members of the Society. The request must state the reason for the Special Meeting and the motion(s) which will be submitted at this meeting.
- 6.3 Quorum for a Special Meeting shall be ten (10) members in good standing.
- 6.4 Notice of the meeting shall be by mail or electronic media to the Member's address as noted in the records of the Society. Postmark or dated electronic media shall be used to confirm delivery of the material.
- 6.5 No error or omission in giving notice of any Special Meeting shall invalidate any action taken at the meeting.

#### **ARTICLE 7 – BOARD OF DIRECTORS**

- 7.1 There shall be a Board of Directors elected from the Members consisting of a minimum of five (5) individuals and a maximum of eleven (11) individuals.
- 7.2 Nominees for an appointment as a Director shall be:
- a. a voting Member of ACA in good standing
  - b. eighteen (18) years of age or older
  - c. a person (not a corporation)
  - d. a person who does not have the status of a bankrupt
  - e. a person of sound mind (a person is considered of sound mind unless a court in Canada has determined otherwise).
- 7.3 The Board of Directors shall be charged with the supervising the Executive Director or Chief Executive Officer (CEO), providing strategic planning to the Society and developing and implementing association policy.

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- 7.4 The term of service of a Director shall be a two (2) year term, commencing upon the dissolution of the membership meeting at which a Director is elected. No Director shall be eligible to serve for more than three (3) consecutive terms. A Director who has served three consecutive terms shall not be eligible to serve again as a Director before the passing of one (1) year.
- 7.5 Terms of office for Directors shall be staggered to ensure a healthy turnover of directors each year.
- 7.6 Where a Director's position becomes vacant during a term, the Board of Directors may appoint an interim Director to the position.
- 7.7 Interim Directors shall serve from the date of appointment by the Board until the next membership meeting at which a Director is elected.
- 7.8 A Director shall be deemed to have vacated his or her position under the following circumstances:
- 7.8.1 Upon delivery of a letter of resignation to the Chair
  - 7.8.2 Upon absence without cause for three (3) consecutive Board meetings
  - 7.8.3 Upon taking up regular or term employment with the Society
  - 7.8.4 Upon being expelled by a resolution of the Board.
- 7.9 Where a Director resigns from the Board, his or her resignation becomes effective on the date specified in the letter of resignation.
- 7.10 The Board may expel any Director for any cause which is deemed sufficient in the interests of the Society.
- 7.11 Notice of Intention to Expel from the Board of Directors shall be served in writing at least twenty-one (21) days in advance of the Board meeting at which the expulsion shall be voted upon, and shall state the grounds of expulsion.
- 7.11.1 A Director under notice of Intention to Expel shall have the right to contest such notice at the Board meeting at which the expulsion is to be voted upon.
  - 7.11.2 Expulsion shall be deemed to have occurred upon the passing of a motion by a simple majority of Directors.
- 7.12 No Director shall receive remuneration of any type from the Society for the performance of his or her duties. Reasonable expenses incurred while carrying

out duties of the Society may be reimbursed upon Board approval.

### **ARTICLE 8 – MEETINGS OF THE BOARD**

- 8.1 The Board of Directors shall meet a minimum of six (6) times per year. The Board may meet more frequently as required.
- 8.2 Notice of meetings of the Board shall be in writing not less than five (5) business days prior to the meeting. Notice may be served by mail or electronic media and shall include relevant supporting materials to agenda items. Postmark or dated electronic media shall be used to confirm delivery of the material.
- 8.3 The Chair of the Board of Directors shall preside at all meetings of the Board. In the absence of the Chair, the Vice-Chair shall preside at meetings. If neither the Chair nor the Vice-Chair is present, the members shall appoint a Chair from among the members present for the meeting.
- 8.4 Quorum at meetings of the Board of Directors shall be greater than fifty percent (50%).
- 8.5 Each Director present shall have one (1) vote on all questions put forward.
- 8.6 The Chair does not have a second or casting vote in the event of a tie vote. If there is a tie vote, the motion is defeated.
- 8.7 A simple majority vote shall decide the outcome of all motions.
- 8.8 The Board may appoint Committees to assist the Board in its work. All committees operate under Board-approved terms of reference. A Board member chairs each committee created by the Board.

### **ARTICLE 9 – OFFICERS OF THE BOARD OF DIRECTORS**

- 9.1 At the first meeting of the Board of Directors following the Annual General Meeting of the Society, the Directors shall appoint officers from their membership.
- 9.2 The Officers of the Society shall be:
- 9.2.1 The Chair, who shall preside at all meetings of the Society, shall sit as an *ex officio* member on all Standing Committees of the Board, and make any official statements to the media on matters of Board policy.
- 9.2.2 The Vice-Chair, who shall act in the capacity of President when the President is not available.

- 9.2.3** The Treasurer, who shall be responsible for the financial records of the Society.
- 9.2.4** The Secretary, who shall be responsible for the records of the Society and ensure that minutes of all meetings are recorded.
- 9.3** The Board may appoint an Executive Director or Chief Executive Officer (CEO) to serve as the administrative officer of the Society. The Executive Director or CEO shall direct the day-to-day affairs of the Society in accordance with general policies. The Executive Director or CEO is an *ex officio* member of the Board and all committees, without voting rights.

#### **ARTICLE 10 – FINANCES**

- 10.1** The registered office of the Society is located in Calgary. Another place may be established at the Annual General Meeting or by resolution of the Board.
- 10.2** The fiscal year of the Society shall be January 1 through December 31.
- 10.3** The financial books, accounts and records of the Society will be audited once each year by a duly qualified accountant or by two members of the society elected for that purpose at the Annual General Meeting.
- 10.4** A complete and proper statement of the books for the previous year shall be presented at the Annual General Meeting.
- 10.5** The Society shall conduct its banking business only with a chartered bank, trust company or credit union.
- 10.6** Signing authority on all financial or official documents of the Society shall consist of any two (2) of the following: Chair, Vice Chair, Treasurer, and Executive Director or CEO.
- 10.7** The Board keeps and files all necessary books and records of the Society as required by the Bylaws, the Societies Act, or any other statutes or laws.
- 10.8** Any Member, upon giving notice of at least five (5) working days to the Secretary, may inspect the books and financial records of the Society.
- 10.9** The Society may borrow or raise funds to meet its objectives and operations in such manner as the Board sees fit in accordance with the Societies Act.
- 10.10** The Society may issue debentures only by resolution of the Board, confirmed by a special resolution of the membership.

**ARTICLE 11 – INDEMNIFICATION**

- 11.1** The Society will purchase and maintain Directors' and Officers' Liability Insurance.
- 11.2** Every Director and his heirs, executors, administrators and estate shall be indemnified and saved harmless, out of funds of the Society, from and against all costs, charges and expenses which may be sustained by reason of the Director's performance as a Director of the Society except those costs, charges and expensed as are occasioned by the Director by his own willful neglect or default or criminal intent.

**ARTICLE 12 – AMENDMENTS TO THE BYLAWS**

- 12.1** The Bylaws may be rescinded, altered or added to by a special resolution at a membership meeting, either the Annual General Meeting or a Special Meeting.
- 12.2** Members shall be notified of a special resolution not less than twenty-one (21) days in advance of the meeting.
- 12.3** A special resolution is carried by approval of a minimum of seventy-five percent (75%) of those Members in attendance.
- 12.3.1** Members may approve a special resolution at a meeting where less than twenty-one (21) days' notice has been given, if all the Members entitled to attend and vote at the meeting agree.
- 12.3.2** Members may approve a resolution in writing if all the Members entitled to vote on the special resolution agree.

**ARTICLE 13 – DISSOLUTION OF THE SOCIETY**

- 13.1** Dissolution of the Society shall be proposed by the Board of Directors only under two conditions:
- 13.1.1** Where the Society is no longer financially viable and it has been determined by the Board of Directors that financial viability will not be restored by ordinary means within a reasonable length of time
- 13.1.2** Where the mission of the Society is deemed no longer viable and it has been determined by the Board of Directors that there is no alternative mission that is appropriate.
- 13.2** The Society may be dissolved by a special resolution at the Annual General

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Meeting or Special Meeting of the membership.

**13.3** A special resolution to dissolve the Society should include:

**13.3.1** The reason for dissolution

**13.3.2** Plan for the distribution of remaining assets, if any.

**13.4** The Society does not pay any dividends or distribute its property among its Members. If the Society is dissolved, any funds or assets remaining after paying all debts are paid to a registered and incorporated charitable organization.

**REPEAL OF OLD BYLAWS**

All Bylaws of ACA presently in force are hereby revoked.

**DATED** at the city of Calgary in the province of Alberta this \_\_\_\_\_ day of \_\_\_\_\_, 2008.

\_\_\_\_\_  
Chair

\_\_\_\_\_  
Treasurer

\_\_\_\_\_  
Director

\_\_\_\_\_  
Director

**WITNESS** as to all of the above signatures:

\_\_\_\_\_  
Name

\_\_\_\_\_  
Address