

CPF *Canadian Parents for French*

Alberta Branch

BYLAWS

as amended 30 Oct 2010

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The following Bylaws are for Canadian Parents for French, Alberta Branch (CPF Alberta), a branch of a national organization for the promotion of French second language opportunities for youth.

0.1 Goal

To promote and support educational opportunities for young Albertans to learn and use the French language.

1.1 Definitions

a) In these Bylaws and in all other rules and regulations and policies of CPF Alberta, unless otherwise stated, the following terms shall have the meanings ascribed to them:

“Act” means *Societies Act R.S.A. 1980, c. S-18* with amendments in force as of November 18, 1999, as from time to time amended and any replacement statute enacted. The term “Act” shall also encompass any Societies regulations made pursuant to the Act.

“Adult” means a person deemed to be an adult by Alberta legislation

“Canadian Parents for French” means the organization incorporated under the *Canada Corporations Act*

“Chapter” means an organized group of CPF members residing in or affiliated with a jurisdiction and administered in accordance with the policy of CPF Alberta.

“CPF” means Canadian Parents for French.

“Executive Director” means the staff person who is appointed by and is accountable to the Board of Directors

“Member Household” means a domestic establishment occupied by at least one adult person who has purchased a membership in Canadian Parents for French in accordance with policies established for membership by the National Board of Directors.

“National Board of Directors” means the National Board of Directors of the Corporation as constituted pursuant to *The Canada Corporations Act R.S.C. 1970, c. C 32* as from time to time amended and any replacement statute subsequently enacted, any regulations pursuant thereto, and the CPF National Bylaws.

“Notice in writing” includes notice attempted to be delivered by mail or electronically or by any method which results in a copy of the notice arriving at the last known address of the person for whom the notice is intended.

b) In these Bylaws, unless otherwise stated, the use of the masculine or feminine form is intended to denote both genders.

c) All terms which are used in the Bylaws of CPF Alberta which are defined in the Act shall have the meaning given to them in the Act unless otherwise specified.

Corporate Seal

2.1 Keeping and Using the Corporate Seal

CPF Alberta shall have a seal in such a form as may be authorized by the Board of Directors. The corporate seal shall be safeguarded in the custody of the Executive Director. The Executive Director, or someone appointed by the Executive Director, shall have the authority to affix the seal as required.

Membership

3.1 Membership Fees

Membership fees and their distribution shall be established from time to time by the National Board of Directors. All funds distributed to CPF Alberta derived from those fees are to be used to further goals of Canadian Parents for French.

3.2 Members

Any adult resident in or associated with the province of Alberta who is interested in furthering the object of CPF and whose application for admission as a member has been processed in accordance with policies established by the National Board of Directors shall have the right to be a Voting Member of CPF Alberta.

3.3 Voting Members

A Voting Member:

- a) is an adult person who has paid the appropriate membership fee and whose application has been accepted under the voting member designation. A maximum of two adult persons of a member household shall be deemed Voting Members.
- b) shall have the right to vote at all general meetings. Only Voting Members may be, or be nominated to be, Directors or Branch Delegates.

A member household may designate up to two Voting Members at the time of application. Changes to voting member designation may be made with the approval of the Board of Directors.

3.4 Distinguished Life Members

Distinguished Life memberships may be awarded by the National Board of Directors to Voting Members who have provided outstanding leadership to CPF at the national level and/or significant national contributions to CPF in its mandate of improving French language learning opportunities for young Canadians. Distinguished Life Members have the rights of Voting members. Membership fees are waived for Distinguished Life Members.

3.5 Associate Member Organization

A national, provincial or local organization located in or associated with the province of Alberta may become an Associate Member Organization (AMO) in order for such organization to endorse the goals and activities of Canadian Parents for French. The AMO is entitled to newsletters and other designated reports or mailings sent to the organization's headquarters. The AMO is entitled to send representatives to Canadian Parents for French, Alberta Branch meetings as non-sponsored, non-voting delegates. AMO status confers no right to vote.

3.6 Termination of Membership

A member shall be expelled for actions that are contrary to the goals and objectives of CPF upon a recorded two-thirds (2/3) vote of the National Board of Directors.

A member shall be deemed to have been withdrawn from membership when the member dies.

3.7 Resignation of Membership

A member may resign at any time by notifying the National Office of CPF. The resignation will take place immediately upon receipt by the National Office.

A member shall be deemed to have resigned from membership ninety (90) days after the expiration of his membership.

3.8 Voting Restrictions on Members Receiving Remuneration

Voting Members who receive remuneration from CPF Alberta for other than reasonable out-of-pocket expenses or services as defined by governing policy shall not have the right to vote at general meetings during their terms of employment or during the period of any service contracts with CPF Alberta.

3.9 Record of Membership

A record of all members will be kept at the National Office of CPF. Applications and fees received at any level of CPF shall be forwarded immediately to the appropriate level (as determined from time to time by the National Board of Directors).

Annual & Special General Meetings

4.1 Annual Meeting

The Annual General Meeting shall be held at the Office of CPF Alberta or such other place in its jurisdiction and at such time as the Board of Directors shall designate.

4.2 Special General Meeting

The Board of Directors may call a Special General Meeting of the Voting Members at any time, and shall call a Special General Meeting upon the written request of twenty five percent (25%) percent or more of the Voting Members or twenty (20) Voting Members, whichever is the greater. A Special General Meeting shall be held at the Office of CPF Alberta or such other place in Alberta as the Board of Directors shall designate.

4.3 Mandatory Functions

The following functions shall be performed at the Annual General meeting (AGM):

- a) receive the reports of the President and Executive Director;
- b) elect the President and Vice President in the appropriate year;
- c) elect the remaining positions of the Board of Directors in the appropriate year;
- d) appoint an auditor;
- e) receive financial statement(s) and auditor's report(s);
- f) ratify and/or make Bylaws and amendments thereto; and,
- g) any other business that it considers appropriate and is brought before it by the Board of Directors or voting members.

4.4 Notice of Meetings

Notice of the Annual or Special General Meetings of the Voting Members shall be conveyed by postal mail, e-mail, facsimile, or phone such that it is received at least thirty (30) days before the day of the meeting. Notice by regular mail will be considered to be received within five (5) days of mailing. Notice of a meeting shall describe the nature of the business in sufficient detail to permit the Voting Members to form a reasoned judgment on it.

The Executive Director of Canadian Parents for French, although having no vote, is entitled to receive notice of and to attend and to address any Annual General or Special General Meeting.

4.5 Quorum

A quorum at any general meeting shall be the lesser of ten percent (10%) of the Voting Members or twenty (20) Voting Members.

4.6 Voting

Except as provided in clause 3.8 of these bylaws, each Voting Member present has one vote to be exercised in person at the Annual or Special General Meeting.

Except as provided by this bylaw or otherwise required by Alberta legislation, questions shall be decided by a simple majority vote of those Voting Members present in person.

4.7 Chairperson

The President shall be chairperson of meetings of the Voting Members and shall preside at all Annual or Special General Meetings. In the absence of the President, the Vice President shall preside. In the absence of the Vice President, the Voting Members present shall choose one of themselves as chairperson.

4.8 Minutes of Meetings

The Board of Directors shall appoint one of its members to be responsible for recording and keeping the minutes of all Annual and Special General Meetings of the Voting Members in accordance with the procedures, rules, and policies adopted by the Board of Directors.

Board Officers

5.1 Board Officers

The Board Officers shall be the President and Vice President, but the Board of Directors or the Annual General Meeting may establish other officers to carry out prescribed duties.

5.2 Election of Board Officers

The Board Officers shall be elected at the Annual General Meeting, to hold office from the conclusion of the Annual General Meeting at which they are elected until the conclusion of the Annual General Meeting two years later. Vacancies occurring in these offices may be filled by the Board of Directors. Officers who have served two consecutive terms in a position should not be nominated for re-election or re-appointment to the position unless the circumstances are exceptional.

5.3 Resignation of Board Officers

A Board Officer may resign from office at any time by giving notice in writing delivered to the President or Acting President in care of the CPF Alberta Office. The resignation shall be effective on the date specified in the resignation or, in the absence of such date, on the date the resignation is accepted by the Board of Directors. Any officer who ceases to be a Voting Member shall be deemed to have vacated the office of Board Officer.

5.4 Removal of Board Officers

The Board of Directors may remove a person from office at any time in the event of improper conduct or action that might bring CPF into disrepute or is contrary to the objects of Canadian Parents for French. The Officer is entitled to a fair hearing before the Board of Directors before the Office is withdrawn.

Board of Directors

6.1 Composition of the Board of Directors

The Board of Directors shall consist of not fewer than five (5) and not more than nine (9) Voting Members elected at the Annual General Meeting in the appropriate year to the following categories of positions:

- a) Board Officers;
- b) from three (3) to seven (7) other Directors as determined from time to time by a vote of the members present at the Annual General Meeting.

There should not be more than two Voting Members from any one Chapter elected to the Board of Directors.

6.2 Term of Office

The term of a Director is two years. A Director may be re-elected to additional terms to a maximum of six years. The terms of office of the President and Vice President may exceed the normal maximum of six years, but under no circumstances will the total term of service on the Board of Directors exceed ten consecutive years. A person who has served on the Board of Directors for the maximum term possible may be nominated and re-elected to any Board of Directors' office after two years following the last term during which the person previously served as a Director.

The term of a Director shall be from the end of the Annual General Meeting at which the Director was elected to the end of the Annual General Meeting at which the successor is elected.

6.3 Duties

All Directors sit on the Board of Directors in a personal capacity. They are to uphold the mission; oversee the Officers; set and monitor the policies, finances and internal controls. In exercising their powers and in discharging their duties to CPF Alberta, they shall act with diligence and skill, honestly and in good faith, with a view to the best interests of CPF.

6.4 Role of Board of Directors

The Board of Directors carries out the objects of CPF in accordance with the mission of Canadian Parents for French, and serves as a link between CPF Alberta and its members and the public. More particularly, and without restricting its powers under Alberta legislation, the Board of Directors:

- a) shall establish governing policies that at the broadest levels, address:
 - i) Ends: which comprise the mission statement, operating philosophy and focus statements, and ends policy statements for CPF Alberta;
 - ii) Executive Limitations: which comprise constraints on executive authority establishing the prudent and ethical boundaries within which all executive activity and decisions must take place;
 - iii) Governance Process: which specifies how the Board of Directors conceives, carries out and monitors its own role; and
 - iv) Board of Directors - Executive Director Relationship: which denotes how power is delegated and its proper use monitored, and defines the Executive Director's role, authority and accountability.
- b) shall monitor activities to ensure compliance with governing policy; and,
- c) shall approve the financial statements.

6.5 Delegation

The Board of Directors may delegate power to any officer or committee except the power to:

- a) submit to the Annual or Special General Meetings any matter requiring their approval;
- b) fill vacancies on the Board of Directors or in the office of auditor;
- c) issue debt obligations except as previously authorized by the Board of Directors;
- d) purchase, redeem or otherwise acquire debt obligations issued by CPF Alberta
- d) approve annual financial statements;
- e) make, amend or repeal Bylaws; or,
- f) engage or dismiss the Executive Director

6.6 Meetings

The Board of Directors shall meet at least three times a year at the call of the President, at a place determined by the Board of Directors or the President. One of these meetings is to be in conjunction with the Annual General Meeting. With the consent of all Directors, a meeting may be conducted by means of telephone or other communication facilities that permit all persons to hear each other, and a Director participating in a meeting by that means shall be deemed to be present at the meeting.

6.7 Notice of Meetings

Notice of a meeting of the Board of Directors shall be delivered at least twenty-one (21) days before the day of the meeting. Notice of the meeting need not specify the business of the meeting except when it is intended:

- a) to submit to the Board of Directors any question requiring their approval;
- b) to fill vacancies among the Board of Directors or in the office of auditor;
- c) to issue debt obligations except as previously authorized by the Board of Directors;
- d) to purchase, redeem or otherwise acquire debt obligations; or,
- e) to approve annual financial statements.

Notice of any meeting may be waived by a Director and any irregularity in the notice or the calling of any meeting does not invalidate any of the proceedings at the meeting where there has been substantial compliance with the provisions of this section.

6.8 Quorum

A majority of Directors currently serving constitutes a quorum. As long as a quorum exists, continuing Directors may act, despite any vacancy on the Board of Directors.

6.9 Voting at Meetings

Each member of the Board of Directors, including the chairperson, has one vote. Questions arising at any meeting of the Board of Directors shall be decided by a simple majority of those Directors present and voting. With the consent of the chairperson, a Director may participate in and vote by means of a telephone or other communication facilities that permit all persons participating in the meeting to hear each other, and a Director participating in a meeting by that means shall be deemed to be present at the meeting.

6.10 Chairperson

The President shall be the chairperson of the Board of Directors and shall preside at all meetings of the Board of Directors. In the absence of the President, the Vice President shall preside. In the absence of both the President and the Vice President, the Directors present at the meeting shall choose one of themselves as chairperson.

6.11 Minutes of Meetings

The Board of Directors shall appoint one of its members to be responsible for recording and keeping the minutes of all meetings of the Board of Directors in accordance with the procedures, rules, and policies adopted by the Board of Directors.

6.12 Book and Records

The Board of Directors shall appoint one of its members to be responsible for the preparation and keeping of the financial books and records in accordance with the procedures, rules, and policies adopted by the Board of Directors.

6.13 Cessation of Directorship

An individual shall cease to be a Director if:

- a) the Director resigns from office by delivering a written resignation to the Branch President in care of the CPF Alberta Office. The resignation shall be effective on the date specified in the resignation or in the absence of such date, the date the resignation is accepted by the Board of directors
- b) the Director is found by a court of competent jurisdiction to be mentally incapacitated;
- c) the Director becomes bankrupt;
- d) at a Special General Meeting or at a meeting of the Board of Directors a resolution is passed that the Director, who is entitled to a fair hearing, be removed from office for improper conduct or actions which may bring CPF into disrepute or is contrary to the objects of Canadian Parents for French;
- e) the Director dies;
- f) the Director ceases to be affiliated with CPF Alberta;
- g) the Director vacates or is deemed to have vacated the office of Director;
- h) the Director withdraws from or has been withdrawn from voting membership; or,
- i) three consecutive meetings or more than 50% of all meetings are missed.

6.14 Filling of Vacancies

A majority of Directors may fill a vacancy among the Directors, except a vacancy resulting from an increase in the number or minimum number of Directors, or from a failure by the Annual General Meeting to elect five (5) Directors.

Branch Delegate

7.1 Branch Delegate

A Branch Delegate shall be the official representative of the CPF Alberta at the Annual and Special General Meetings of Canadian Parents for French.

7.2 Number of Branch Delegates

The number of Branch Delegates shall be determined by policy of the National Board of Directors.

7.3 Appointing Branch Delegates

The Officers of the CPF Alberta shall act as Branch Delegate(s) in the following order of precedence: President, Vice President. In the event that there are more Branch Delegates or that an Officer is unable to attend a general meeting of CPF, the Board of Directors shall appoint another Director(s) as Branch Delegate(s).

Committees of the Board of Directors

8.1 Committees

The Board of Directors may establish committees for purposes that are considered proper and fall within the governance policy model. The Board of Directors shall define the duties and powers of any committee of the Board of Directors it establishes and may prescribe the procedures, rules and policies to be followed by it. The Executive Director shall be a member of any committee the Board of Directors establishes but shall neither vote at its meetings nor act as chair.

8.2 Bylaws

The Board of Directors shall either appoint or act as a Bylaws Committee to set appropriate guidelines for continuous review of the bylaws. The Bylaws Committee shall table a statement at each Annual General Meeting that the Bylaws have been reviewed.

8.3 Nominations

The Board of Directors shall appoint a Nominations Committee to set appropriate guidelines for nomination for the positions of Directors and for the positions of President and Vice President, to seek recommendations for nominees, and to nominate suitable candidates. The Nominations Committee shall circulate to members the list of nominees at least thirty (30) days before the Annual General Meeting.

Property

9.1 Control

All property of every nature and kind, both real and immovable, personal and movable, that is the custody of any committee, officer, employee or other person on behalf of CPF Alberta shall be subject to the direction of the Board of Directors. This includes, without limitation, cash, debentures, bonds, stock or other securities and every estate or interest therein, donations, whether solicited or unsolicited and whether arising from fund-raising campaigns, legacies, bequests, and other testamentary gifts or otherwise. All legacies, bequests and other testamentary gifts, unless subject to a trust requiring them to be otherwise controlled, shall be at the appropriate office subject to the direction of the Board of Directors. When any property is impressed with a trust that is not within the principles of the Society, acceptance of it may be refused. Any property acquired in the form of a gift, whether testamentary or otherwise, may be retained in the form in which it was when acquired for such length of time as the Board of Directors determines, according to current investment policy.

9.2 Acquisition and Improvement of Property and Capital Expenses

Within limits set by the Board of Directors, real or immovable property may be purchased and expenditures for capital purposes may be made by the Board of Directors, or by persons authorized by the Board of Directors.

9.3 Sale of Property

Within limits set by the Board of Directors, real or immovable property may be sold, mortgaged or otherwise encumbered by the Board of Directors.

Financial

10.1 Remuneration and Expenses

No remuneration shall be paid to any elected or appointed Director or to any member or any volunteer for services rendered to or on behalf of CPF Alberta. However, reasonable out-of-pocket expenses may be paid, in accordance with CPF Alberta policy, to elected or appointed Directors, members and volunteers performing duties or attending meetings of CPF Alberta as authorized by the Board of Directors or its delegate. This provision shall not be construed to prevent paid employees and contract workers of CPF Alberta from becoming members of CPF.

10.2 Annual Budget

The Executive Director shall act within the executive limitations set by the Board of Directors in the preparation and implementation of an annual budget.

10.3 Borrowing

The following functions may be performed at any Annual General Meeting or Special General Meeting or Board of Directors meeting from time to time:

- a) borrow money upon the credit of the society; or,
- b) limit or increase the amount to be borrowed.

By Special Resolution the Voting Members may secure any present or future borrowing or liability of the Society by mortgage, hypothec or pledge of all or any currently owned or subsequently acquired real or immovable, personal or movable property of the Society and the undertaking and rights of the Society.

10.4 Annual Financial Statements

The Executive Director shall present annually to the Board of Directors annual audited statements, which shall include a balance sheet as at the end of the previous fiscal year, together with a statement of revenues and expenditures for the previous fiscal year for CPF Alberta.

10.5 Records

The books, records, and financial statements of CPF Alberta may be inspected by any member of CPF Alberta at any time upon giving reasonable notice and arranging a time satisfactory to the Officer or Officers having charge of same. Each member of the Board of Directors shall at all times have access to such books and records. The Executive Director shall provide to each member of the Board of Directors at least one in every three (3) months a balance sheet and a statement of revenue and expenses.

10.6 Auditor

The auditor(s) shall be appointed at the Annual General Meeting to hold office until the next Annual General Meeting, at a rate of remuneration that it or the Board of Directors may fix from time to time.

10.7 Fiscal Year End

The fiscal year end of Canadian Parents for French, Alberta Branch shall be March 31st.

Execution and Certification of Instruments

11.1 Execution and Certification of Instruments

Any two of the President, Vice President, another Director appointed by the Board of Directors and the Executive Director or a person authorized by Executive Director have authority to sign in the name of CPF Alberta all instruments in writing. Any instruments signed accordingly shall be binding upon CPF Alberta without further authorization or formality. Copies of the bylaws, resolutions of any Annual General Meeting or Special General Meeting or of the Board of Directors, or any other documents issued by CPF Alberta, shall, when certified by any one of the above officers under the corporate seal, be evidence of the validity of such documents.

The term “instruments in writing” means all documents, deeds, mortgages, hypothecs, pledges, charges, liens, conveyances, transfers, and assignments of property (real or immovable, personal or movable), agreements, contracts, tenders, releases, receipts, and discharges for the payments of money or other obligations, conveyances and transfers.

Indemnification of Directors and Officers

12.1 Indemnification of Directors and Officers

Every Director or Officer of the CPF Alberta, and his respective heirs and legal representatives, shall from time to time and at all times, both while a Director, or Officer, and after ceasing to be a Director or Officer, be indemnified and saved harmless out of the funds of the Society from and against all costs, charges, damages, liabilities, fines, penalties, legal fees and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the Director or Officer in respect of any action, suit or proceeding that is proposed, brought, commenced, or prosecuted against the Director or Officer for or in respect of any act, deed, matter, or thing whatsoever made, done, or committed or permitted by the Director or Officer in or about or in respect of the duties of the Director or Officer, if:

- a) the Director or Officer acted honestly and in good faith in the matter with a view to the best interests of CPF; and
- b) the costs, charges, damages, liabilities, fines, penalties, legal fees and expenses incurred by the Director or Officer were not occasioned by his own willful neglect or default.

Dispute Resolution

13.1 Dispute Resolution

Any dispute arising between levels of CPF and any dispute concerning the dissolution of Chapters, that cannot be resolved through the use of appropriate dispute resolution methods and approaches, shall ultimately be referred to the National Board of Directors.

Amendment and Effect

14.1 Amendment

These Bylaws may be repealed or amended by Special Resolution if made or approved by an affirmative vote of at least three quarters (3/4) of the Voting Members voting in person at an Annual General Meeting or Special General Meeting. However the repeal or amendment of the bylaws shall not be enforced or acted upon until the approval of the appropriate Minister of the Government of Alberta.

14.2 Effect

The Bylaws that were in force immediately prior to these bylaws coming into force are hereby repealed. No act,

thing, document or deed voluntarily done, made or executed or resolution previously passed and not rescinded under any previous bylaw shall be prejudiced or invalidated by the repeal of that bylaw. Upon coming into force, these bylaws shall be the consolidated general bylaws of CPF Alberta. If any provision of these bylaws is inconsistent with any policy, rule or regulation of the Society, the provision of these bylaws prevails. Headings are for ease of reference only.

Dissolution

15.1 Dissolution

Upon the dissolution of the Society any assets remaining after the payment and satisfaction of the debts and liabilities shall be distributed to one or more recognized charitable organization in Canada with similar or related objectives.