

SCHEDULE "A"

BY-LAWS

INTERNATIONAL AND HERITAGE LANGUAGES ASSOCIATION

1. Definitions and Interpretations

1.1. Definitions

In these By-Laws:

- 1.1.1. "Member" means a member of the Society as outlined in Article 3 hereof who shall be eligible to vote;
- 1.1.2. "Board" means the Board of Directors of the Society;
- 1.1.3. "By-Laws" means the By-Laws of the Society as amended from time to time;
- 1.1.4. "Director" means a person who has been duly elected or appointed to the Board;
- 1.1.5. "Heritage Language Education" means language and cultural education other than English or French;
- 1.1.6. "Heritage Language Schools" means schools and associations which provide Heritage Language Education;
- 1.1.7. "Society" means the International and Heritage Languages Association;
- 1.1.8. "Special Resolution" means as defined in the Societies Act of Alberta as amended from time to time;

1.2. Interpretation

In these By-laws, the singular shall include the plural and the plural the singular; the masculine shall include the feminine and "Person" shall include firms, partnerships, corporations, associations and societies. Wherever reference is made to any statute or section thereof, such reference shall be deemed to extend and applied to any amendment to such statute or section as the case may be.

1.3. Headings

The captions of section numbers appearing in these By-Laws are inserted only as a matter of convenience and in no way define, limit or describe the scope or intent of these By-Laws or any one or more of them.

2. Members of the Society

2.1. Categories

There shall two categories of members:

2.1.1. Membership

(a) Heritage Language Schools may be a Member upon payment of the membership fee and they shall designate one administrative representative as its representative and such representative shall have one vote;

(b) **These shall consist of** Principals, Teachers and Parents of the International Heritage Schools who may become member upon payment of the membership fee and be entitled to one vote.

(c) Any individual associated with a heritage language school, **organization** or language association (active and retired teacher) aged 18 years and older who is interested in promoting international heritage languages may become a member upon payment of membership and he/she shall have one vote.

2.2. Membership/Administrative Fees

2.2.1. The Board shall from time to time subscribe the annual membership fees to be paid by the School Members and Individual Members.

2.2.2. The Board shall fix the due date for payment of any membership fees.

2.3. Rights of Members

2.3.1. The Society shall consist of all of its Members.

2.3.2. A Member shall be deemed to be in good standing when not in arrears of payment of any fees due to the Society and meeting the professional requirements of the society.

2.3.3. A Member shall be entitled to notice of and to attend at all meetings of the Society but only Members in good standing shall be entitled to vote at all such meetings.

2.4. Withdrawal and Expulsion of Members

2.4.1. A Member may withdraw from membership by a notice of resignation delivered to the Secretary of the Society.

2.4.2. The Board may at any time, when the Directors are of the opinion that a Member is not acting in the best interests of the Society, by Resolution declare that the said Member shall stand expelled from membership as from the date stated in such Resolution.

2.4.3. Any Member who withdraws or is expelled from the Society shall forthwith forfeit all rights, claims and interests arising from or associated with membership in the Society.

3. Meetings of the Society

3.1. The Annual General Meeting

- 3.1.1. An Annual General Meeting of the Society shall be held in each calendar year in the City of Edmonton, in the Province of Alberta on a date to be fixed by the Board by the end of school year each year.
- 3.1.2. At least twenty-one (21) days prior to the Annual General Meeting the Secretary shall cause a written notice of the meeting setting forth the date, place and time of the Annual General Meeting to be sent to all Members.
- 3.1.3. The Annual General Meeting shall consider the report of the President, the Treasurer and other designated representatives of the Society, the Annual Financial Statements and may elect Directors and transact such other business as may be put before the Meeting.
- 3.1.4. The majority Members in good standing shall constitute quorum at the Annual General Meeting.
- 3.1.5. Unless any Member demands a ballot vote, all voting at the Annual General Meeting shall be done by a show of hands of each Member in good standing being entitled to their respective votes;
- 3.1.6. Each Member of the Society in good standing shall, at all meetings of the Society, be entitled to vote.
- 3.1.7. Except as to a Special Resolution in situations as required by the Societies Act, each issue and Resolution shall be decided by a majority of votes of the Members present in person.

3.2. Special Meetings of the Society

- 3.2.1. A Special Meeting of the general membership shall be called at any time when required to do so by written notice stating the general nature of the business to be transacted at the Meeting and signed by Majority of Members in good standing.
- 3.2.2. At least twenty-one (21) days prior to the Special Meeting, the Secretary shall notify each Member a setting forth the date, place and time of the Special Meeting.
- 3.2.3. The method of voting and the quorum required for any Special Meeting shall be the same as for the Annual General Meeting.

3.3. Electoral Procedures

- 3.3.1. Prior to the Annual General Meeting a Nominating Committee of three (3) shall be appointed by the Board.
- 3.3.2. The Nominating Committee shall prepare a slate of Directors for the Board, to be presented at the Annual General Meeting. Prior consent from each candidate must first be obtained.
- 3.3.3. Up to two (2) nominees from any Heritage Language will be eligible for election to the Board.
- 3.3.4. Nominations will also be accepted at the Annual General Meeting provided the Nominee concerned is present and agreeable.
- 3.3.5. Election of Directors on the basis of a majority of votes of Members present shall take place at the Annual General Meeting.

3.3.6. The Board will consist of a minimum of nine (9) and a maximum of thirteen (13) Directors with Directors being elected for the board every 2 years.

4. Governance of Society

4.1. Board of Directors

4.1.1. The Board, subject to the By-Laws and as provided in the Societies Act, shall have full control and management of the affairs of the Society and without restricting the generality of the foregoing, the duties of the Board shall include the following:

- (a) To facilitate and promote the objectives of the Society;
- (b) To promote membership in the Society;
- (c) To engage, hire and discharge any employees in respect to the operations of the Society;
- (d) To maintain and properly protect the assets and property of the Society;
- (e) To prepare and approve an annual budget consistent with the good management of the Society;
- (f) To pay all expenses of and incidental to the operation and management of the Society;
- (g) To remunerate or indemnify any person, including Members of the Board of Directors, for services rendered or liabilities incurred in connection with the affairs of the Society;
- (h) To invest and deal with the monies of the Society not immediately required in such manner as from time to time may be determined by the Board;
- (i) To finance the operations of the Society and to borrow, to raise or secure the payment of money in such manner as the Board may, from time to time, think fit;
- (j) In case of debentures, a Special Resolution must be issued and passed by Members;**
- (k) To maintain all accounting and financial records of the Society;
- (l) To appoint legal counsel, consultants or other resource people from time to time;
- (m) To make rules and regulations for the operation of the Society and the use of its facilities and assets;

4.1.2. The Board is committed to effective decision-making and, once a decision has been made, speaking with one voice. Toward this end, Directors will:

- (a) Speak from Director and community interests
- (b) Speak for themselves (“my own thinking on this is that...”) rather for than a group of Directors.

- (c) Express additional or alternative points of view and invite others to do so too.
- (d) Refrain from “lobbying” other Directors outside of Board meetings that might have the effect of creating factions and limiting free and open discussion.
- (e) On important issues, be balanced in one’s effort to understand others and to make oneself understood.
- (f) Once made, support, indeed defend, Board decisions, even if one’s own view is a minority one.
- (g) Not disclose or discuss differences of opinion on the Board outside of Board meetings, especially with staff, volunteers or clients.
- (h) Respect the confidentiality of information on sensitive issues, especially in personnel matters.
- (i) Refrain from speaking for the Society unless authorized to do so.
- (j) Disclose one’s involvement with other organizations, businesses or individuals where such a relationship might be viewed as a conflict of interest.
- (k) Refrain from giving direction, as an individual Director, to the staff of the Society.

4.1.3. The Board shall meet on a regular basis and at least once every four (4) months at the request of the President or at the request of at least three Directors. Unless waived by all Directors, a designated person shall notify each Director prior to the meeting.

4.1.4. The majority of the Directors shall form a quorum for the transaction of business. No formal Notice of any meeting shall be necessary if all the Directors are present or those absent have signified their consent to the meeting being held in their absence.

4.1.5. Each Director including the President shall have one vote. In the case of an equality vote, the President shall cast a second vote.

4.1.6. A Resolution in writing signed by all Directors personally shall be valid and effective as if it had been passed at a meeting of the Board duly called and constituted.

4.1.7. If any Director, shall without reasonable excuse, absent himself from three or more meetings of the Board the Board may declare his office vacated and appoint a successor in his place to hold office until the next Annual General Meeting.

4.1.8. The board Directors must actively participate in board dealings, works, and decision making.

4.2. Executive Officers

4.2.1. The Board shall elect every 2 years from their number, an Executive Committee of the Board consisting of:

- a) President

- b) Vice-President
- c) Past President
- d) Treasurer
- e) Two Secretaries

4.2.2. Each Member of the Executive Committee of the Board shall serve up to two (2) terms, equaling a total of four (4) years to provide continuity and mentorship to newly elected Members of the Board of Directors.

4.2.3. The President shall be the chief executive officer of the Society and shall preside at all meetings of the Society and at all meetings of the Board. The President shall be an ex-officio member of all the Committees. He shall have such other powers and duties as the Board may determine, from time to time, by resolution.

4.2.4. The Vice-President shall have such powers and duties as may be assigned to him by resolution of the Board. In case of absence or disability of the President, the Vice-President may exercise the powers and perform the duties of the President.

4.2.5. The Past President shall be encouraged to remain on the board as a Director and advisor to the current President and the Board. The Past President shall have such powers and duties as may be assigned to him by resolution of the Board.

4.2.6. The Secretary shall:

(a) Take the minutes of all meetings of the Society and of the Board and of committees of the Board in a minute book;

4.2.7. The Treasurer shall have general charge of the finances of the Society and shall be responsible for keeping accurate records of all financial transactions of the Society. He/She shall:

(a) Be responsible for receiving and depositing all monies and other valuable effects of the Society in the name and to the credit of the Society in such banks or other depositories as the Board shall designate;

(b) Render to the Board, whenever directed by the Board, an account of the financial Condition of the Society and of all his transactions as Treasurer;

(c) Issue payment for all approved expenses incurred on behalf of the Society;

(d) Prepare a comprehensive annual financial report for distribution to the Members at the Annual General Meeting;

(e) Prepare and submit any other such financial statements as the Board may require from time to time;

(f) Arrange for an annual audit of the books and financial records of the Society;

- (g) Prepare and file the required tax returns in accordance with Laws and regulations of the governments of Alberta and Canada;
- (h) Prepare, in consultation with the Executive Committee, a budget for the coming year. The budget should include statements of approximate limits of expenditure for each of the appropriate offices and functions of the Association, as determined from time to time in consultation with the Board.
- (i) Prepare monthly financial statements and present them to the Board.

4.2.8. In case of the absence or in inability to act of any Executive Officer of the Society or for any other reason that the Board may deem sufficient, the Board may delegate all or any of the powers of such Executive Officer to any other Executive Officer or to any Director for the time being, provided that a majority of the Board concurs therein.

4.2.9. The Board, by an affirmative vote of the majority of the Board, may remove and discharge any or all of the Executive Officers, with cause, at any meeting called for that purpose and may elect or appoint others in their place or places.

4.2.10. Any vacancy arising in any office shall, except as otherwise provided herein, be filled by the appointment by the Board of another Director;

4.2.11. Any officer of the Board shall be eligible for reelection as an officer of the Board so long as he remains a Director,

4.3. Committees

4.3.1. The Board may at any time and from time to time designate Committees to be comprised of Directors and, if necessary, consultants or resource people, and delegate specific authorities to such Committee Members which will be required to report back to the Board.

4.3.2. Any Committee appointed by the Board may perform such duties and exercise such powers as may be directed or delegated to it by the Board from time to time.

4.4. Committee Regulations

4.4.1. The Committees shall:

(a) In the exercise of their duties and powers, conform to any rules and regulations which may from time to time be imposed upon them by the Board;

(b) Have a one (1) year term of office until the next Annual General Meeting of the Society;

4.5. Minutes of Board and Committee Meetings

4.5.1. Any Executive Committee or other Committee appointed by the Board shall keep adequate records of its proceedings, actions and decisions and written minutes of its meetings. Provided always that any

action taken with the written approval of all members of a Committee shall be as valid and effectual as if it had been approved at a meeting of the Committee duly called and constituted.

5. Banking Powers

5.1. The Board may open one or more accounts for the Society, designate signing officers, and generally execute all documents or agreements and do all things incidental to or in connection with the transaction of the Society's business with any bank, trust company or other depository.

5.2. The Board from time to time in its discretion may delegate to other persons the banking powers conferred by these By-Laws on the Board and may authorize officers, employees or other persons to sign cheques, execute agreements and documents and transact the Society's business with any bank, trust company or other depository.

6. Seal of the Society

6.1. The Society shall have a corporate seal which shall be of such form and device as may be adopted by the Directors, and the Directors may make such provisions as they see fit with respect to the affixing of the said seal and the appointment of a Director or Directors or other persons, to attest by their signatures that such seal was duly affixed.

6.2. Until otherwise resolved the affixing of the seal shall be attested by the signature of any two Officers of the Society, or any two Directors of the Society, or by any one Director and any one Officer of the Society, provided that in the case of any unilateral certificate or other written statement of fact given by the Society or by the Officers of the Society the affixing of the seal may be attested by the signature of any one Executive Officer of the Society.

6.3. The Society may exercise the powers conferred by The Societies Act and may have for use in any other province, state or country, an official seal, which shall be a facsimile of the common seal of the Society with the addition on its face of the name of the province, state or country where it is to be used. The Board may, subject to The Societies Act, make such provisions as they think fit respecting the use of the said seal and may comply with the requirements of any local law.

7. Minutes of Proceedings

7.1. The Board shall cause Minutes to be duly entered in books provided for the purpose of:

- (a) all appointments of Officers;
- (b) the names of the Directors present at each meeting of the Directors and of a committee of Directors;
- (c) all resolutions made by the Directors and committee of Directors;
- (d) all resolutions and proceedings of meetings of the members; and
- (e) all resolutions and proceedings of meetings of the Society and its Committees.

8. Audits and Accounts

- 8.1. The Financial year of the Society will be from April 1st to March 31 until otherwise decided by Resolution of the Board;
- 8.2. The Board will appoint an auditor or an accountant;
- 8.3. The remuneration of the auditors or accountant of the Society shall be fixed by the Board of Directors;
- 8.4. The auditor or accountants shall make a report to the Directors on the accounts examined by them and on financial statements laid before the Society;
- 8.5. Every auditor or accountant of the Society shall have a right of access at all times to all records, documents, books, accounts, and vouchers of the Society and is entitled to require from the Directors, Officers and employees of the Society such information and explanation as may be reasonably necessary for the performance of the duties or audit;
- 8.6. The auditors or accountants of the Society are entitled to attend at any meeting of the Board of the Society at which any accounts that have been examined or reported by them are to be laid before the Board for the purposes of making any statement or explanation they desire with respect to the accounts;
- 8.7. The Directors shall cause proper books of account and accounting records to be kept of all financial and other transactions of the Society including without limiting the generality of the foregoing records and particulars of all sums of money received and disbursed and all sales and purchases by the Society; and all assets and liabilities and all business operations of the Society;
- 8.8. All books and records of the Society and the Minutes of the Society shall be available for inspection by Members at all reasonable times at the registered office of the Society or at another office of the Society, as the Directors may determine. Any member wishing to inspect the same shall apply in writing to the Secretary who shall arrange at a convenient time for inspection within five days from the date of receipt of such application.

9. Indemnity

- 9.1. Each Director, Executive Officer and employee shall be indemnified by the Society against any and all liability and reasonable expenses in connection with or resulting from any claim, action, suit or proceeding in which he may become involved as a party, or otherwise, by reason of his having been a Director, Executive Officer, or employee of the Society, except in relation to matters as to which he shall be adjudged with respect to such claim, action, or proceeding to be liable for negligence or misconduct in the performance of his duty to the Society.

10. Amendment of By-Laws

- 10.1. The By-Laws of the Society shall not be rescinded, altered or added to except by a Special Resolution in accordance with The Societies Act of Alberta. No rescission or alteration of or addition to a By-Law shall be in force or acted upon until it has been registered by the Registrar of Companies.

11. Dissolution

11.1. The International and Heritage language Association may be dissolved by a Special Meeting called for that purpose. In the event of the dissolution of the Association all assets and unused funds will be given to charity or donated to an organization with similar vision and interests.