

Quebec Association for Adult Learning Inc.

BY-LAWS

1.0 Membership and Voting Rights

Membership in the Association shall be open to all individuals and organizations who are committed to lifelong learning.

There shall be the following categories of membership:

- 1.1 **Honourary Membership** may be granted annually to individuals identified by the Board as having made a significant contribution to the Association.
- 1.2 **Corporate/Business and Educational Institutions Membership** shall grant three memberships upon the receipt of the current annual fee.
- 1.3 **Community/Non-profit Organizations membership** shall grant two memberships upon the receipt of the current annual fee.
- 1.4 **Individual Membership** shall be granted to an individual upon payment of the current annual fee.
- 1.5 **Student (full-time) or Senior Membership** shall be granted upon receipt of current annual fee.

Each card-carrying member shall have one vote.

2.0 Board of Directors

- 2.1 The Board of Directors shall be composed of not less than seven and not more than fifteen members of the Association, of whom two to five members shall be elected each year for a mandate of three years. Mandates shall be staggered so that approximately 1/3 of the Board of Directors shall complete their mandate every year and vacant posts will be filled at the AGM.
- 2.2 A Nominating Committee may be appointed by the Board of Directors.
- 2.3 The Board of Directors will take office at the close of the Annual General Meeting.
- 2.4 Board members vacating or removed from their post between the AGMs may be replaced by the Board of Directors until the following AGM.
- 2.5 The Board of Directors may relieve a Board member of her/his responsibilities for unjustified absence from more than three consecutive Board meetings.

3.0 Duties and Powers of the Board of Directors and its Members

- 3.1 The Board of Directors shall exercise all powers of the Association.
- 3.2 Permanent Standing Committees or ad hoc committees can be formed by the Board of Directors as the need arises.

3.3 The Board of Directors shall assume or delegate to individuals or a committee the following responsibilities:

- 3.3.1 Provide overall coordination of the Association.
- 3.3.2 Develop and guide the vision and planning process and guarantee follow-up at the Annual General Meeting, Board and Committee levels.
- 3.3.3 Ensure Board management including chairing of meetings, linking of Committees and the Board.
- 3.3.4 Supervise the staff.
- 3.3.5 Seek, plan and account for funding.
- 3.3.6 Develop and maintain relationships with government and other non-governmental organizations.

4.0 Terms of Office

The term of office for each Director is three (3) years and can be renewed for a second term upon re-election by the membership. A member may be re-elected as a Director after a three (3) year period out of office.

5.0 Meeting of the Board of Directors and Coordinating Committee

- 5.1 The Board of Directors should hold a minimum of eight meetings per year.
- 5.2 The Board of Directors may hold special meetings at the written request of three Directors.
- 5.3 Written notice and the agenda of regular meetings must reach the members of the Board of Directors at least five working days prior to the date of the meeting. In case of special meetings, at least twenty-four (24) hours notice must be given.
- 5.4 A quorum of the Board of Directors shall consist of a simple majority of its members in good standing.

6.0 Annual General Meeting

- 6.1 The Association shall hold an Annual General Meeting on or before June 30 of each year, for which fourteen (14) days notice of such a meeting shall be sent to all members.
- 6.2 The agenda of the Annual General Meeting must include a report by the Board of Directors, a financial statement and a report from each committee.

7.0 General Meetings Subject

- 7.1 A general meeting may be called at any time by the Board of Directors. Fourteen (14) days notice of such a meeting shall be sent to all members.

- 7.2 A general meeting shall be called by the Board of Directors within thirty (30) days of receipt of a request by twenty-five (25) percent of voting members of the Association setting forth the reason for requesting such a meeting.

8.0 Quorum at the General Meetings

A quorum at the General Meetings shall consist of the lesser of ten (10) percent of the voting members of the Association or fifteen (15) voting members.

9.0 Procedures for Amending the By-Laws

The By-Laws may be amended by a resolution passed by two-third (2/3) majority of voting members present at a General Meeting provided that fourteen (14) days notice of the proposed amendment has been given along with the notice of the meeting.

10.0 Rules of Procedure

Unless otherwise agreed upon, meetings shall be conducted according to “Robert’s Rules of Order”.

11.0 Financial Considerations

- 11.1 Three members of the Board of Directors shall be authorized to deal with the finances of the Association with two of the three signatures being required on any financial transaction.
- 11.2 All requests to review the financial records of the Association can be forwarded to the Board of Directors and will be arranged at the earliest possible convenience.