

# Trent Valley Literacy Association

## By-law Number 1

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**BE IT ENACTED** as a by-law of the Trent Valley Literacy Association (TVLA) as follows:

### **1.0 HEAD OFFICE**

The head office of TVLA will be in the City of Peterborough, Ontario, at such place as the Board of Directors may from time to time determine.

### **2.0 SEAL**

The corporate seal is stamped in the margins of this bylaw and will remain in the custody of the Board of Directors.

### **3.0 BOARD OF DIRECTORS**

#### **3.1 General:**

TVLA will be governed by a Board of between five (5) and ten (10) Directors. One position will be reserved for an active TVLA tutor.

#### **3.2 Eligibility**

All Directors will be eighteen (18) years of age or older and will have current membership in TVLA. Current or previous employees of TVLA are not eligible for election to the Board of Directors until they have ceased to be an employee for a minimum period of one year.

#### **3.3 Election:**

Elections will be by a show of hands unless there are more nominations than vacant positions, in which case a ballot will be used to choose Directors. In voting for Directors, each member will have as many votes as there are vacancies to fill amongst the Directors. Those candidates who receive the most votes will each be considered elected to the available positions until all vacancies are filled.

#### **3.4 Term of Office:**

Directors will be elected to hold office for a term of two years or until their successors have been elected. Board members may serve four (4) consecutive terms.

#### **3.5 Nominations:**

Before the annual general meeting the Directors will appoint a Nominating Committee of three members, one of whom will be the President. The Nominating Committee will endeavour to present to the annual general meeting at least one candidate for each available position.

#### **3.6 Removal and Resignation of Directors:**

- a) Directors may be removed from office, after notice of intent has been given, by a vote of two-thirds of the members present at a duly constituted general meeting. Members may, by a majority of the votes cast at that meeting, elect any person in her/his stead for the remainder of the term.
- b) If a Director misses three (3) consecutive meetings without notice he/she will be automatically removed from the Board with written notice.
- c) Directors may resign with one month's notice provided in writing to the President or Secretary of the Board.

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### **3.7 Vacancies:**

The Board may appoint qualified TVLA members to fill vacant Director positions that arise between annual meetings, provided a quorum of Directors still exists. Where quorum does not exist, elections will be held at a special or general meeting of the membership.

### **3.8 Quorum:**

A majority of the Directors will form a quorum for the transaction of TVLA business.

### **3.9 Meetings and Notice of Meetings:**

There will be a minimum of six Board meetings per year, held at such times and places as the Directors decide. Meetings may be called by the President, Acting President or any two Directors. A meeting of Directors may also be held, without notice, immediately following the annual general meeting of TVLA. Notice of meetings, unless otherwise provided, will be communicated to each Director not less than one day before the meeting is to take place. If all Directors are present, or if those absent have signified their consent to the meeting being held in their absence, then no formal notice of the meeting will be necessary.

### **3.10 Errors in notice:**

No error or omission in giving notice for a meeting of Directors will invalidate such meeting or make void any proceedings taken or had at such meetings. Any Director may at any time before or after the meeting waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

### **3.11 Adjournment:**

If quorum is lost during a meeting, the meeting will be automatically adjourned and no business will be transacted beyond the point where quorum is lost.

### **3.12 Voting:**

Questions arising at any meeting of Directors will be decided by a majority of votes by those present at the meeting. In the event of a tie vote, the President or designated chairperson will have a casting vote. Unless a recorded vote is requested, all votes at a meeting of Directors will be taken by a show of hands. A declaration by the President or chairperson that a motion has been earned and an entry to that effect in the minutes will be admissible in evidence as prima facie proof of that fact.

### **3.13 Powers:**

The Directors, on behalf of TVLA, possess, and may delegate to committees or persons or otherwise, or may exercise directly, all normal powers of a non-share corporation granted under the Corporations Act, RSO 1990, chapter C.38 and its successors, except as otherwise provided by the letters patent or this by-law. In particular they will review policies and make recommendations to the general membership relating to the operation and development of TVLA.

### **3.14 Remuneration of Directors:**

The Directors will serve as such without remuneration, and no Director will directly or indirectly receive any profit from their position as such, provided that Directors may be paid reasonable expenses incurred by them in the performance of their duties.

### **3.15 Protection of Board Members**

The Association will pay the legal costs of all its Directors, Officers, employees and designates when these costs result from their legal responsibility for actions of TVLA. This includes paying for any judgement or legal costs resulting from performing their duties as Directors, Officers and employees.

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This does not include legal costs or judgements resulting from willful neglect or default of responsibilities.

### **3.16 Ethical Responsibilities:**

Board members will declare a conflict of interest on any matter where they or their immediate family may gain financially by the decision in question. In such instances, Board members will not influence the voting of other members and will remove themselves from the meeting for the duration of the question under discussion. Declarations of conflict of interest will be noted in the minutes of the meeting.

## **4.0 OFFICERS**

### **4.1 General:**

There will be a President, Vice-President, Secretary, Treasurer and such other Officers as the Directors may determine from time to time. One person may hold more than one office except the offices of President and Vice-President. The Directors will elect or appoint the officers from amongst themselves.

### **4.2 President:**

The President will, when present, preside as chairperson at all meetings of the members and the Directors, The President and Secretary or other officer of TVLA appointed by the Directors for the purpose will sign all bylaws, minutes (*\*to be checked*) and membership certificates.

### **4.3 Vice-President:**

During the absence of the President, or at the President's request, the Vice-President will assume the duties and powers of the president.

### **4.4 Secretary:**

The Secretary will, unless otherwise determined by the Directors, act as clerk of TVLA and will attend all meetings of the Board of Directors and record all facts and minutes of proceedings.

### **4.5 Treasurer:**

The Treasurer will ensure full and accurate records and accounts of all receipts and disbursements of TVLA and will be charged with the responsibility to ensure the depositing of all valuables and monies to the credit of TVLA at such financial institutions as TVLA will maintain accounts. She/he will render to the annual general meeting of members, and the Directors when they so require, an account of all transactions carried out in pursuance of the business of TVLA.

### **4.6 Other Officers:**

The Board of Directors will develop written position descriptions for any additional officers and may approve more detailed requirements for officers as it determines necessary.

## **5.0 APPOINTMENT AND AUTHORITY OF SIGNING OFFICERS**

The Board will appoint signing officers, any two of whom are hereby authorized, subject to such limitations and conditions as are contained in the letters patent, and in the name of TVLA:

- a) to enter into contractual agreements, as approved by the Board, to provide or purchase goods or services;
- b) to draw, accept, sign and make all or any bill of exchange, promissory notes, cheques and orders for payment of money;
- c) to receive all monies and to give acquittance for same;
- d) subject to the prior approval of the Board, from time to time, borrow money from a bank or trust company, by incurring an overdraft or otherwise;
- e) subject to the approval of the Board, to assign and transfer to the bank all or

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any securities

- f) generally, for and in the name of TVLA, to transact with the said bank or financial institution any business they may think fit.

Signing authorities may be Officers and/or employees of the Association. Two signatures will be required on each cheque or legal document and one of the signatories must be an Officer

### **6.0 MEMBERSHIP**

#### **6.1 Eligibility**

The membership will consist of the following:

- a) all persons in the Peterborough area who are interested in adult literacy and who have applied and been accepted for membership;
- b) all persons who are active literacy students or tutors or volunteers in a program sponsored or conducted by TVLA.

Employees and paid contractors of the Association are not eligible to be members of TVLA and will not have voting privileges.

Members may resign by written notice to the Secretary of the Board of Directors.

#### **6.2 Dues**

There are no dues associated with membership in TVLA.

#### **6.3 Voting Privileges**

New members will receive voting privileges following a sixty (60) day period from the time they signed a membership application.

### **7.0 MEETINGS OF MEMBERS**

#### **7.1 General:**

Special or general meetings may be called by the Board of Directors or by one quarter of the membership to discuss issues of general or urgent concern. Special meetings will be held at the head office of TVLA or elsewhere in Peterborough City or County and due notice will be given to all members.

#### **7.2 Annual General Meeting of members:**

The annual general meeting of members will be held within ninety days of the end of the financial year. At every annual meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statement and the report of the auditors will be presented and a Board of Directors elected as necessary and auditors appointed for the ensuing year.

#### **7.3 Notice of Meetings of members:**

No public notice or advertisement of general meetings, annual or otherwise, will be required, but notices of the time and place of every such meeting will be given to each member ten days before the time for the holding of such meeting.

#### **7.4 Error or omission in notice:**

No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of TVLA will invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve or confirm any or all proceedings taken or had

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### **7.5 Quorum:**

A quorum for the transaction of the affairs of TVLA at any general meeting will consist of not fewer than ten members present or represented by proxy.

### **7.6 Decision-Making Procedures and Rules of Order**

Meetings will be conducted with the objective of building consensus in decision-making. Roberts Rules of Order will be applied where formal procedures are required.

### **7.7 Adjournment:**

Adjournment of a meeting of members may be made notwithstanding that no quorum is present

### **7.8 Voting:**

Except as elsewhere provided, each member in good standing will be entitled to one vote on each question arising at any meeting of members. Any member may, in writing, appoint a person to exercise her/his vote or votes by proxy. At all meetings of members all questions will be decided by a majority of votes of the members present or represented by proxy, unless otherwise required by this by-law.

## **8.0 FINANCIAL YEAR**

The financial year of TVLA will be April 1 to March 31.

## **9.0 NOTICE**

Any notice to be given, sent, delivered or served pursuant to the Corporations Act, RSO 1990, chapter C.38 and its successors, the letters patent, the by-laws or otherwise to a member, Director, Officer or auditor will be deemed sufficiently given when it is delivered personally or by mail to the recorded address; a notice so mailed will be deemed to have been given when deposited in a post office or letter box; and a notice sent by any means of transmitted or recorded communication will be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch.

## **10.0 AMENDMENTS**

Amendments to the bylaw must be approved by a two-thirds vote of members present or represented by proxy at a meeting to which proper notice of the proposed amendment has been given. The proposed amendment will be distributed to the members, a minimum of ten (10) days prior to the meeting and will be accompanied by a resolution, signed by a minimum two members of TVLA, to amend the bylaw.