

ORGANIZATIONAL EXCELLENCE



ALBERTA RETIRED  
TEACHERS' ASSOCIATION

# BYLAWS

FEBRUARY 2021

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## Alberta Retired Teachers' Association

### Bylaw 1 Type of Organization

#### Section 1

1. The Alberta Retired Teachers' Association (herein referred to as "ARTA") is an organization of members who are in receipt of an Alberta Teachers' Retirement Fund (ATRF) pension or as otherwise described under Composition of Membership.

#### Section 2

1. ARTA shall be non sectarian and non partisan.

### Bylaw 2 Parliamentary Procedure

#### Section 1

1. In procedural matters not dealt with in these Bylaws the rules and principles of parliamentary procedure as stated in *Robert's Rules of Order* shall govern.

### Bylaw 3 Composition of Membership

#### Section 1 Membership and Fees

##### **Membership Category**

##### *Voting Members*

1. ARTA shall accept into full membership any retired teacher who is receiving a pension from the ATRF.
2. ARTA shall accept into full membership any retired teacher, fifty-five (55) years of age or over, who will not receive an ATRF pension but who can provide proof in writing of having made pension contributions to ATRF for five (5) or more years.
3. ARTA shall accept into full membership any retired pre pensionable-aged teacher who has taught and contributed to the ATRF for five (5) or more years and who would be eligible to receive an ATRF pension at age fifty-five (55) or older. Proof of contributions to the ATRF must be provided in writing.

### *Non-voting Members*

4. ARTA shall accept into membership a survivor spouse of an ARTA full member or a survivor spouse of a teacher who would have been eligible for full membership in ARTA.

### *Affiliate Members*

5. ARTA may, at its discretion, accept into membership an affiliate member. An affiliate may not vote or hold office.
6. ARTA may, at its discretion, accept into membership a survivor spouse of an ARTA affiliate member or a survivor spouse of anyone who would have been eligible to become an affiliate member. A survivor spouse of an affiliate may not vote or hold office.

### *Honorary Membership*

7. ARTA may, at its discretion, grant honorary memberships.

### *Life Membership*

8. A free life membership shall be granted to any full member of ARTA or survivor member at eighty-five (85) years of age.

### **Fees**

9. The annual fee shall be set at the Annual General Meeting (AGM).
10. ARTA membership is contingent upon payment of the annual fee.
11. Non-payment of fees, three (3) months from the July first commencement of membership shall result in the membership being inactivated and all membership rights being forfeited.

### **Withdrawal or Expulsion**

12. Any member of ARTA may withdraw from membership by giving notice in writing to the CEO & Executive Director (as that term is used in Bylaw 6, Section 4 of these Bylaws).
13. A member, officer, director or trustee may be expelled from membership for just cause by a two-thirds (2/3) majority vote of the Board of Directors at a general or special meeting of ARTA. Written notice shall be sent by registered mail to the last

known address. An appeal may be made to ARTA within six (6) months from the date of expulsion. The appeal decision shall be made pursuant to Bylaw 10 Arbitration.

14. There shall be no refund of membership fees after withdrawal or expulsion.

## Section 2 Rights and Responsibilities of Voting Members

1. Voting members of ARTA shall have the right to participate in the business affairs of ARTA and in the branches according to their bylaws.
2. Voting members may submit resolutions, nominations or suggestions to either their branch, the Board of Directors or for the AGM for discussion and decision.
3. Voting members or affiliate members shall be entitled to attend an ARTA AGM or an ARTA Board of Directors meeting as an observer at their own expense.
  - a. The right to observe meetings does not confer any entitlement to speak, vote or otherwise participate in meetings.
  - b. Observers may only participate in discussion at the invitation of the chair.
  - c. Observers may be asked to withdraw from a meeting for the discussion of confidential or reserved business.

## Bylaw 4 Branches

### Section 1 Membership

1. Any group of twenty-five (25) or more voting members of ARTA who are ordinarily resident in Canada, as that phrase is used in Section 250(3) of the *Income Tax Act* (Canada), may make application to the Board of Directors for admission as a branch provided that no other branch exists within the same municipality or within a reasonable distance.
2. A voting member of ARTA may be a member of more than one branch, however for the purpose of the ARTA Bylaws and audits of branch membership conducted by ARTA, a voting member must elect one (1) branch (the “home branch”). The member will only be counted as a member of such home branch by ARTA. If a member who is a member of more than one branch does not provide ARTA with written notice of their home branch, then the branch which the member joined first shall be deemed to be the home branch of the member by ARTA (the “deemed

home branch”) for the purpose of these Bylaws and any audits of branch membership until the member otherwise notifies ARTA in writing.

3. A branch shall advance the objects of ARTA.
4. The objects, bylaws and policies and procedures of a branch applying for membership shall conform to ARTA's Bylaws.
5. Branches may set the criteria for categories of membership in accordance with their own bylaws. Branch bylaws shall not contradict or conflict with ARTA's goals, objects, purposes, policies and procedures or these Bylaws, and such branch bylaws are subject to approval from time to time by ARTA.
6. Subject to Bylaw 6 of these Bylaws, a branch president is an individual who must be an ARTA member at all relevant times while acting as the branch president and has been elected or appointed as the branch president pursuant to the bylaws of that branch (the “branch president”). The branch president shall be a voting member of the ARTA Board of Directors provided that:
  - a. The branch is and continues to operate in compliance with the ARTA Bylaws; and
  - b. The maximum number of directors on the ARTA Board of Directors shall be the total of the following:
    - i) the number of the elected officers, as set out in Bylaw 6, Section 1, 1 a-c;
    - ii) the immediate past president;
    - iii) the number of branch presidents from time to time; and
    - iv) the number of chairs of ARTA's standing committees from time to time,provided that no individual shall occupy more than one director position and provided that there shall be no more than forty (40) and no less than twenty (20) directors on the ARTA Board of Directors at any time.

## Section 2 Procedures

1. Upon providing the ARTA CEO & Executive Director with the items set out in Bylaw 4, Section 3(1) and upon such application for membership being accepted for membership by ARTA's Board of Directors in its sole discretion and provided such branch is in compliance with the criteria outlined in Bylaw 4, Section 1, a branch shall receive a charter of membership as a branch of ARTA.

2. When ARTA establishes a branch, ARTA shall send a notice to the Registrar of Corporations, setting forth the name of the branch, date of authorization and the branch address.

### **Section 3     Duties**

1. It shall be the duty of the branch to send to the CEO & Executive Director the following items at least annually or upon written request:
  - a. The membership list of its branch as outlined in Bylaw 4, Section 1 and any changes as they occur;
  - b. The names, addresses, telephone numbers and the email addresses of its branch president immediately following their election to office and subsequent changes, if any;
  - c. A copy of the objects and bylaws of its branch and any changes in the bylaws as they occur.
2. Branches may submit nominations for any elected office with ARTA.
3. Branches shall make every effort to have a delegate(s) at the AGM, special meetings of ARTA and Board of Directors meetings.

### **Section 4     Withdrawal of Branches and Revocation**

1. A branch may withdraw from ARTA by giving four (4) months' notice in writing to the CEO & Executive Director, and presenting the CEO & Executive Director with a signed copy of a special resolution passed at a duly called meeting of branch members held by the branch for the purpose of making a withdrawal.
2. In the event of a withdrawal from ARTA, the branch shall return the charter to the CEO & Executive Director who will notify the Registrar of Corporations.
3. The Board of Directors may give four (4) months' notice in writing to a branch, withdrawing the branch from ARTA and revoking the charter of any branch for any of the following reasons:
  - a. The branch has contravened the ARTA Bylaws;
  - b. The branch has fewer than twenty five (25) active ARTA members;



- c. The branch has been inactive and not held branch meetings for more than one (1) year; or
- d. The branch has not fulfilled its duties as set out in the branch bylaws or in these Bylaws.

If such notice is given, then such notice shall be delivered to the branch.

- 4. If the branch fails to come into compliance with ARTA Bylaws during the notice period provided for in Bylaw 4, Section 4(3):
  - a. The branch shall cease to be a branch of ARTA and its charter is revoked;
  - b. If the branch president is serving as a Director on the Board of ARTA Directors, the branch president shall cease to be a member of the ARTA Board of Directors upon the expiration of such four (4) month notice period; and
  - c. ARTA will send the necessary notice to the provincial Registrar of Corporations to evidence the revocation of the branch and its charter.

## **Section 5     Reinstatement**

- 1. A branch that has withdrawn or had its charter revoked may apply to the CEO & Executive Director for reinstatement after one (1) year from the date of withdrawal or the revocation of the charter. Such reinstatement shall be subject to compliance of the branch with the requirements of these Bylaws and approval of the Board of Directors.

## **Section 6     Policies**

- 1. The ARTA Board of Directors may make policies from time to time on matters related to branches including but not limited to matters related to merger of branches and representation of such branches at meetings of ARTA.

## **Bylaw 5     Finances**

### **Section 1     Fiscal Year**

- 1. The fiscal year shall commence on the first day of July and end on the thirtieth day of June.

## **Section 2 Custody of Funds and Property**

1. ARTA shall make proper provision for the disposition and protection of all funds and property belonging to ARTA.

## **Section 3 Inspection of the Books, Accounts and Records by Members**

1. The CEO & Executive Director shall be responsible for the preparation and keeping of all books, registers and accounting records, including the custody and safekeeping of the minutes of all meetings of the Executive Committee, the Directors and the Members. ARTA's books, registers and accounting records may be inspected by any member of ARTA at the AGM or otherwise at a time and under such conditions as may be determined by the CEO & Executive Director from time to time.

## **Section 4 Audit**

1. The accounts of the society shall be audited once a year.
2. An auditor shall be appointed annually at the AGM.
3. The auditor shall have the right of access, at all reasonable times, to the book, accounts and records and shall be entitled to require from the CEO & Executive Director such information and explanations as may be necessary to complete the annual audit.
4. The auditor shall certify by signature and date the accuracy of the financial report.
5. The auditor's report shall be presented at the AGM; however, failure to present the audit at this meeting shall not invalidate the audit's presentation at another properly constituted meeting of the voting members.
6. The Board of Directors may, following an AGM, appoint a replacement auditor, subject to ratification at the next AGM.

## **Section 5 Borrowing Powers**

1. For the purposes of carrying out its objects, ARTA, by special resolution of the eligible voting members at an AGM or by special resolution of the eligible voting members at a special meeting called for that purpose, may borrow, raise or issue debentures to secure the payment of money and authorize ARTA to grant a security interest in all or any of the then present and after acquired property of ARTA.

## Section 6     Budget

1. The Finance Committee shall prepare at least annually a budget for approval by the Board of Directors, and consideration at the next AGM.

## Bylaw 6     Management

### Section 1     ARTA Board of Directors

#### *Composition*

1. The officers of ARTA shall be elected at the AGM. The officers will be as follows:
  - a. A president who shall perform the following duties:
    - i) Preside at all meetings of the Board of Directors and the AGM;
    - ii) Authorize the issuing of the notice of the AGM;
    - iii) Coordinate the preparation of agendas for meetings of the Board of Directors and the AGM;
    - iv) Chair the Executive Committee and prepare the Executive Committee agenda;
    - v) By right of office as president (or the president's designate, if any is made), serve as a member of all committees except the Nominations Committee with the right to vote and make motions at committee meetings; and
    - vi) Serve as a signing authority for ARTA.
  - b. A vice president who shall perform the following duties:
    - i) In the absence of the president, assume the role of the president;
    - ii) Accept such roles as assigned by the president from time to time; and
    - iii) Serve as a signing authority for ARTA.
  - c. A treasurer who shall perform the following duties:
    - i) Work with the CEO & Executive Director, or designate, to ensure that the financial affairs of ARTA are in good order;

- ii) Accept such roles as assigned by the president from time to time;
  - iii) Chair the Finance Committee; and
  - iv) Serve as a signing authority for ARTA.
- d. The immediate past president automatically continues to serve on the Board of Directors. If the immediate past president is unable to continue to serve, a member shall be elected by the Board of Directors to fill this position. The immediate past president shall perform the following duties:
- i) Assist the president and other officers;
  - ii) Accept such roles as assigned by the president from time to time; and
  - iii) Chair the Nominations Committee.

### **ARTA Board of Directors**

2. Subject to Bylaw 4, Section 1, 6 the voting members of the Board of Directors shall consist of:
  - a. The elected officers as set out in Bylaw 6, Section 1, 1 a-c;
  - b. The immediate past president;
  - c. Each of the branch presidents; and
  - d. The chairs of ARTA's standing committees.
3. Each voting member of the Board of Directors must be an ARTA member in good standing.
4. Any officer or director may be removed for just cause from the Board of Directors by a two-thirds (2/3) majority vote by secret ballot of the Board of Directors.
5. The voting members of the Board of Directors are eligible to vote as members of ARTA at an AGM.
6. Although not a member of the Board of Directors, the CEO and Executive Director is entitled to and shall attend at every meeting of the Board of Directors.
7. Voting shall be in person. There will be no voting by proxy.

## Section 2 Duties and Powers of the ARTA Board of Directors

1. The Board of Directors may make interim appointments, create ad hoc committees as required, and shall deal with the policy and business of ARTA between AGMs.
2. A member of the Board of Directors shall relinquish all documents and properties pertaining to their position(s) with ARTA within one (1) month of vacating their position(s) and shall deliver them to the CEO & Executive Director.

## Section 3 Duties and Powers of the Executive Committee

### *Composition of the Executive Committee*

1. The Executive Committee shall consist of:
  - a. The elected officers; and
  - b. The immediate past president.

### *Powers and Functions*

2. The Executive Committee shall report to the Board or Directors. The Executive Committee may take action at any time in relation to any matter of any nature within the power and authority of the Board of Directors which requires attention before the date of the next meeting of the Board. Such action shall not involve any change of policy or the authorization of expenditures of an extraordinary nature.

### *Transaction of Business*

3. The powers of the Executive Committee may be exercised by resolution passed at a meeting at which a quorum is present or by resolution in writing signed by all the members of the Executive Committee who would have been entitled to vote on that resolution at a meeting of the Executive Committee. Meetings of the Executive Committee may be held at any place within or outside the Province of Alberta.

## Section 4 Selection of the CEO & Executive Director

1. In addition to those matters which these Bylaws prescribed is the role of the CEO & Executive Director, the Board may from time to time establish a policy or policies which set out in more detail the areas of authority, expectations, key responsibilities and annual performance review of the CEO & Executive Director. If the office of the CEO & Executive Director is vacant then the Human Resources Committee shall

recommend to the Board of Directors an individual for appointment as CEO & Executive Director.

2. The appointment of the CEO & Executive Director shall be ratified by the Board of Directors. The CEO & Executive Director may resign by written notice thirty (30) days before the effective date of resignation.
3. The CEO & Executive Director may be dismissed for just cause by written notice from the president.
4. An appeal from dismissal may be made in writing to the president within sixty (60) days from the date of dismissal. A decision regarding the appeal shall be made by three (3) members selected from the Board of Directors. Should their decision be unacceptable to either the employee or to the Board, final resolution shall be made pursuant to Bylaw 10 Arbitration.

## **Section 5     Signing Authority**

1. ARTA's seal shall be authenticated by the signature of the CEO & Executive Director and one of the president, vice president or treasurer.
2. The ARTA CEO & Executive Director shall be the custodian of the seal.
3. All cheques shall be signed by two of the following: president, vice president, treasurer, CEO & Executive Director or such others as may be designated from time to time by the Board of Directors.
4. All electronic payments and transfers of funds shall be approved in writing by two of the following: president, vice president, treasurer, CEO & Executive Director or such others as may be designated from time to time by the Board of Directors.

## **Section 6     Expenses of the Board of Directors**

1. The Directors and Officers of ARTA shall serve without remuneration. The CEO & Executive Director shall serve with such remuneration as agreed to, from time to time, by the ARTA Board of Directors and the CEO & Executive Director.
2. All members of the Board of Directors and any employee of ARTA who is required by the Board of Directors to attend at any meeting of ARTA shall be entitled to be reimbursed for expenses reasonably incurred including the expenses of attendance at meetings, provided that proof of expenses must be submitted as required by the

Board of Directors from time to time and in accordance with any policies that may be established by the Board of Directors from time to time.

## **Section 7 Terms of Office for the Officers**

1. The term of office shall be from one AGM to the next AGM.
2. No elected officer shall be eligible for re-election to the same office after having served a term of five (5) years but shall again be eligible for election after an absence of at least one (1) year from office unless otherwise authorized or approved by the Board of Directors.
3. Officers shall take office immediately after the adjournment of the AGM at which they are elected or, if appointed, immediately upon appointment.
4. An officer other than the president may resign from office at any time by giving written notice to the president.
5. The president may resign from office at any time by giving written notice to the ARTA Board of Directors.

## **Section 8 Appointments**

1. If the office of the president falls vacant, the vice president shall be appointed to complete the unexpired term of the president.
2. If the office of the vice president, treasurer or past president falls vacant, the ARTA Board of Directors shall make an appointment to fill the office until the next AGM.
3. Any ARTA member may be appointed as an official representative of ARTA to any other organization by the Board of Directors.
4. All appointments made under this Bylaw 6, Section 8 shall be reported at the AGM.

## **Section 9 Committees**

1. The standing committees of ARTA shall include, but not be limited to, the following:
  - a. Communications Committee
  - b. Executive Committee
  - c. Finance Committee

- d. Governance Committee
  - e. Health Benefits Committee
  - f. Human Resources Committee
  - g. Nominations Committee
  - h. Pension and Financial Wellness Committee
  - i. Strategic Planning and Advocacy Committee
  - j. Wellness Committee
- 2. Additional standing committees shall be appointed at the AGM.
  - 3. The Nominations Committee, chaired by the past president, shall have two other members to be selected from the Board of Directors at the board meeting prior to the AGM.
  - 4. The quorum for ARTA committees shall be one half (50%) of the voting committee members.

#### **Section 10 Board of Trustees of the ARTA Benefit Plan Trust Fund**

- 1. The trustees shall be elected by the ARTA Board of Directors.
- 2. The ARTA Board of Directors may replace trustees as required.
- 3. The chair, or the chair's designate, of the Trust Fund's Board of Trustees shall report at each ARTA Board of Directors meeting.

#### **Section 11 Board of Directors of the Alberta Retired Teachers Charitable Foundation**

- 1. As provided in the bylaws of the Alberta Retired Teachers Charitable Foundation (the "Charitable Foundation"), the members of the Board of Directors of ARTA are automatically and without other formalities, voting members of the Charitable Foundation. As further provided by the Charitable Foundation's Bylaws, the voting members of the Charitable Foundation shall elect the Board of Directors of the Charitable Foundation.



2. The chair, or the chair's designate, of the Charitable Foundation's Board of Directors shall report to each ARTA Board of Directors meeting.

## **Bylaw 7 Meetings**

### **Section 1 ARTA Annual General Meeting (AGM)**

1. There shall be one ARTA AGM in each twelve (12) month period.
2. The only eligible voting members at the AGM are the Accredited Branch Delegates, as hereinafter defined and those members of the Board of Directors and Committee Chairs who are not otherwise Accredited Branch Delegates.
3. Accredited Branch Delegates are comprised of the following individuals:
  - a. If the Branch has 25 to 64 ARTA voting members in good standing under the branch policies and bylaws, the President of that Branch plus one (1) other ARTA voting member who is a member of that Branch and has been selected by that Branch to be Accredited Branch Delegate (the "Branch Representative");
  - b. If the Branch has 65 to 109 ARTA voting members in good standing under the branch policies and bylaws, the President of that Branch plus two (2) of that Branch's Branch Representatives;
  - c. If the Branch has 110 to 179 ARTA voting members in good standing under the branch policies and bylaws, the President of that Branch plus three (3) of that Branch's Branch Representatives;
  - d. If the Branch has 180 to 349 ARTA voting members in good standing under the branch policies and bylaws, the President of that Branch plus four (4) of that Branch's Branch Representatives;
  - e. If the Branch has 350 or more ARTA voting members in good standing under the branch policies and bylaws, the President of that Branch plus five (5) of that Branch's Branch Representatives;

(The individuals as set out above are referred to individually as the "Branch Presidents" and the "Branch Representatives" and together, as the "Accredited Branch Delegates".)
4. A quorum at the AGM shall consist of twenty (20) Accredited Branch Delegates in personal attendance at the AGM.

5. At least thirty (30) days prior to the AGM, notice of the AGM shall be sent in writing (either electronically or by mail or courier) to the ARTA Board of Directors and to each of the Branch Representatives, all as shown in the records of ARTA. At least thirty (30) days prior to the AGM, a proposed agenda shall be sent in writing (either electronically or by mail or courier) to the ARTA Board of Directors and to each of the Branch Representatives, all as shown in the records of ARTA.
6. The Board of Directors and Accredited Branch Delegates at the AGM shall attend to the following items of business at the AGM:
  - a. Election of officers and members of standing committees;
  - b. Receipt of the audited financial reports and other appropriate reports;
  - c. Consideration of the budget as approved by the ARTA Board of Directors;
  - d. Approval of any amendments to the ARTA Bylaws, when required; and
  - e. Transaction of such other business as may properly come before an annual meeting as provided for in clause 4 and 6 of this section.
7. At least thirty (30) days prior to the AGM, notice of proposed amendments to ARTA Bylaws shall be distributed in writing (either electronically or by mail or courier) to the ARTA Board of Directors and to each of the Branch Representatives, all as shown in the records of ARTA.
8. Other ARTA members or additional representatives from branches may attend the AGM as observers from time to time, at their own expense.
9. Observers must notify the CEO & Executive Director of ARTA in writing (either electronically or by mail or courier) within one (1) week of their attendance to the AGM.
10. Observers may not vote and may only speak to the meeting with permission of the chair.
11. There shall be no voting by proxy at the AGM.
12. Any person entitled to attend and vote at the AGM may vote and otherwise participate in the meeting by means of electronic communication facilities made available by ARTA that permits all participants to communicate adequately with each other during the meeting. A person participating in a meeting by such means is deemed to be present at the meeting. Any vote at such a meeting may be carried

out by means of electronic communication if the facility enables the votes to be gathered in a manner that permits their verification.

13. The Board of Directors may, in its sole discretion from time to time, deem it necessary and direct that the AGM be held entirely by means of remote connection by electronic or other communication facility.
14. If the Board of Directors authorizes the AGM to be held entirely by means of remote connection by electronic or other communication facility, then:
  - a. the electronic or other communication facility must permit all participants to communicate adequately with each other during the meeting and to participate in the meeting in a manner comparable, but not necessarily identical, to a meeting or proceeding where all participants are present in the same location;
  - b. any vote at such a meeting may be carried out by means of electronic or other communication facility if the electronic or other communication facility enables the votes to be gathered in a manner that permits their verification; and
  - c. any vote or other action at such a meeting shall be recorded.
15. Except for the election of officers and committee members, where voting is by secret ballot, or where voting is at a meeting held by means of electronic or other communication facility, voting is by show of hands or by secret ballot at the call of the meeting.
16. The nomination of ARTA officers and committee members will be conducted as follows:
  - a. The Nominations Committee, chaired by the past president shall be responsible for presenting a slate of nominees at the AGM;
  - b. Only nominations from voting ARTA members in good standing shall be accepted;
  - c. Nominees unable to be present at the AGM must provide written acceptance prior to the AGM; and
  - d. Branches may submit nominations and an acceptance letter from candidates for elected offices and committee positions to the CEO & Executive Director prior to the AGM.

17. The CEO & Executive Director, or designate, shall take minutes at the AGM.

## Section 2 Special General Meetings

1. A special general meeting shall be called, arranged and chaired by the president, or the president's designate, upon receipt of a petition by two-thirds (2/3) of the branches of ARTA or a two-thirds (2/3) majority vote of the voting members of the Board of Directors stating the issue(s) for calling such a meeting. No subject shall be considered at any such special general meeting except that which is specified in the notice.
2. The only eligible voting members at a special general meeting are the Board of Directors and the Accredited Branch Delegates as set out in Bylaw 7, Section 1, 2 and 3.
3. At least thirty (30) days prior to the meeting, notice of the special general meeting shall be sent in writing (either electronically or by mail or courier) to the Board of Directors and the Branch Representatives, all as shown in the records of ARTA.
4. The Accredited Branch Delegates and petitioners shall confirm attendance with the CEO & Executive Director.
5. A quorum at a special general meeting shall consist of twenty (20) Board of Directors and Accredited Branch Delegates in personal attendance at the special general meeting.
6. Any petitioner shall have an opportunity to speak at the special general meeting.
7. A special resolution can be passed at a special general meeting if it receives a three-quarters (75%) majority vote of the Accredited Branch Delegates.
8. There shall be no voting by proxy at any ARTA meeting.
9. Any person entitled to attend and vote at a special general meeting may vote and otherwise participate in the meeting by means of electronic communication facilities made available by ARTA that permits all participants to communicate adequately with each other during the meeting. A person participating in a meeting by such means is deemed to be present at the meeting. Any vote at such a meeting may be carried out by means of electronic or other communication facility if the electronic or other communication facility enables the votes to be gathered in a manner that permits their verification.

10. The Board of Directors may, in its sole discretion from time to time, deem it necessary and direct that a special general meeting be held entirely by means of remote connection by electronic or other communication facility.
11. If the Board of Directors authorizes the special general meeting be held entirely by means of remote connection by electronic or other communication facility, then:
  - a. the electronic or other communication facility must permit all participants to communicate adequately with each other during the meeting and to participate in the meeting in a manner comparable, but not necessarily identical, to a meeting or proceeding where all participants are present in the same location;
  - b. any vote at such a meeting may be carried out by means of electronic or other communication facility if the electronic or other communication facility enables the votes to be gathered in a manner that permits their verification; and
  - c. any vote or other action at such a meeting shall be recorded.
12. Voting is by show of hands or by secret ballot at the call of the meeting.
13. The issue(s) approved by a majority vote at the special general meeting will be forwarded to the Board of Directors.
14. The CEO & Executive Director, or designate, shall take minutes at special general meetings.

### **Section 3     ARTA Board of Directors Meetings**

1. There shall be at least three (3) ARTA Board of Directors meetings each calendar year.
2. Written notice of such meetings shall be sent to each member of the Board of Directors.
3. A quorum shall be a majority of the members of the Board of Directors.
4. Voting at Board of Directors meetings is by show of hands or by secret ballot at the call of any member of the Board.
5. The CEO & Executive Director, or designate, shall take minutes at ARTA Board of Directors meetings.

#### Section 4 Special Meetings of the ARTA Board of Directors

1. A special meeting of the ARTA Board of Directors may be called by the president or the president's designate.
2. A special meeting of the ARTA Board of Directors shall be called by the president, or the president's designate, upon receipt of a petition by any five (5) voting members of the ARTA Board of Directors.
3. Written notice of a special meeting of the ARTA Board of Directors must be given to all members of the ARTA Board of Directors at least eight (8) days before the meeting by mail, courier or electronically.
4. A quorum of an ARTA special meeting of the Board of Directors shall be a majority of the members of the Board of Directors.
5. Voting at an ARTA special meeting of the Board of Directors is by show of hands or by secret ballot at the call of any member of the Board.
6. The CEO & Executive Director, or designate, shall take minutes at the special meeting of the ARTA Board of Directors.

#### Section 5 Electronic Meetings of the Board of Directors

1. Any person entitled to attend and vote at a meeting of the Board of Directors may vote and otherwise participate in the meeting by means of electronic communication facilities made available by ARTA that permits all participants to communicate adequately with each other during the meeting. A person participating in a meeting by such means is deemed to be present at the meeting. Any vote at such a meeting may be carried out by means of electronic or other communication facility if the electronic or other communication facility enables the votes to be gathered in a manner that permits their verification.
2. The Executive Committee may, in its sole discretion from time to time, deem it necessary and direct that a meeting of the Board of Directors be held entirely by means of remote connection by electronic or other communication facility.
3. If the Executive Committee authorizes the meeting of the Board of Directors be held entirely by means of remote connection by electronic or other communication facility, then:

- a. the electronic or other communication facility must permit all participants to communicate adequately with each other during the meeting and to participate in the meeting in a manner comparable, but not necessarily identical, to a meeting or proceeding where all participants are present in the same location;
- b. any vote at such a meeting may be carried out by means of electronic or other communication facility if the electronic or other communication facility enables the votes to be gathered in a manner that permits their verification; and
- c. any vote or other action at such a meeting shall be recorded.

## **Bylaw 8      Amendment to Bylaws**

### **Section 1      Amendments**

1. The Bylaws may be rescinded, altered or added to at any AGM or any other special general meeting called for this purpose by a special resolution, which requires not less than a 75% majority vote of the eligible voting members, as set out in Bylaw 7, Section 1, 2 and 3, at the meeting.

### **Section 2      Sources of Amendments**

1. Amendments to the Bylaws shall be proposed to the Board of Directors and submitted to the CEO & Executive Director sixty (60) days prior to the AGM by any of the following:
  - a. A branch in good standing; or
  - b. The Board of Directors.

### **Section 3      Coming into Effect**

1. Any bylaw amended shall be filed with the office of the provincial Registrar of Corporations and shall be effective as of the date stated in the amended bylaw.
2. The Bylaws as amended shall be effective when returned as accepted from the Registrar of Corporations.

### **Section 4      Policies**

1. If any existing or future policy of ARTA is at variance or contradicts any of the provisions of these Bylaws as they currently exist or may exist in the future then the Bylaw shall prevail to the extent of any such variance or contradiction.

## **Bylaw 9     Dissolution**

1. In the event of a voluntary dissolution of ARTA pursuant to the *Societies Act*, after the payment and satisfaction of all of ARTA's debts and obligations, any remaining funds and assets of ARTA shall be disposed of as determined by the Board of Directors, provided, however, that in no case shall any such funds and assets be distributed among ARTA's members.

## **Bylaw 10    Arbitration**

1. In the event of a dispute arising out of the affairs of ARTA (except as provided for in Bylaw 10(2) below) between:
  - a. any active voting member of ARTA and ARTA itself;
  - b. any active voting member of ARTA and a director of ARTA; or
  - c. any active voting member of ARTA and an officer of ARTA.

A written notice of the dispute must be delivered to the CEO & Executive Director of ARTA within six (6) months of the dispute arising. Then, and in such event, the dispute shall be resolved by a single arbitrator appointed pursuant to the *Arbitration Act*, R.S.A. 2000, c. A-43. The decision of the arbitrator is final and binding upon both parties to that dispute.

2. Disputes with respect to the following matters shall not be submitted to arbitration:
  - a. Any matter concerning how ARTA is to spend funds and where such funds shall be allocated;
  - b. Who may be a voting member of ARTA;
  - c. How many directors will make up the ARTA Board of Directors at any particular time;
  - d. Any matter that is specifically set out in these Bylaws;



- e. Any decision or resolution of the members made at an AGM or a special meeting; or
- f. Any resolution or decision made by the Board of Directors or Executive Committee.

### **Bylaw 11 Fiduciary Responsibility**

1. Every director and officer of ARTA in exercising the director's or officer's powers and discharging the director's or officer's duties shall:
  - a. Act honestly and in good faith with a view to the best interests of ARTA;
  - b. Exercise the care, diligence and skill that a reasonable prudent person would exercise in comparable circumstances; and
  - c. Comply with the *Societies Act* (Alberta) and these Bylaws.

### **Bylaw 12 Special Retired Teachers' Local of the Alberta Teachers' Association**

1. The Board of Directors may enter into an agreement with the Alberta Teachers' Association (ATA) to be recognized as a Special Retired Teachers' Local of the ATA.
2. The agreement shall specify the rights, privileges and obligations of ARTA in its capacity as a Special Retired Teachers' Local of the ATA.
3. The Board of Directors may, by resolution, terminate its status as a Special Retired Teachers' Local of the ATA.