

BY-LAW No. 1 (Approved by STLHE Board August 11, 2015
and requiring membership approval)

A by-law relating generally to the conduct of the affairs of
Society for Teaching and Learning in Higher Education
(Société pour l'avancement de la pédagogie dans l'enseignement supérieur)
(the "Corporation")

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Section 1. General

1.01. Definitions

- (a) "Act" means the Canada Not-for-profit Corporations Act S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- (b) "Affiliates" means affiliated groups and includes the Educational Developers' Caucus its equivalent in French, le Réseau de formateurs en pédagogie de l'enseignement supérieur, and the 3M National Teaching Fellows' Council its equivalent in French, le Conseil lauréats nationaux 3M en enseignement, and Special interest groups;
- (c) "articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- (d) "board" means the board of directors of the Corporation and "director" means a member of the board;
- (e) "by-laws" means this By-law No. 1 and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;
- (f) "Constituencies" means the original and long-standing components of the Corporation, to wit the Educational Developers' Caucus and its equivalent in French, le Réseau de formateurs en pédagogie de l'enseignement supérieur, and the 3M National Teaching Fellows' Council and its equivalent in French, le Conseil lauréats nationaux 3M en enseignement, both as defined in Article 9.01 hereof;
- (g) "Corporation" means The Society for Teaching and Learning in Higher Education and its equivalent in French, la Société pour l'avancement de la pédagogie dans l'enseignement supérieur, and may be referred to as "STLHE/SAPES";
- (h) "Institutional Member" means a Member that is a corporation, partnership, sole proprietorship or educational institution recognized by the Corporation;
- (i) "Meeting of Members" includes an annual meeting of members or a special Meeting of members;
- (j) "Members" means those persons and Institutions who have a current membership in the Corporation; and
- (k) "Ordinary resolution" means a resolution passed by a majority of not less than 50% plus one (1) of the votes cast on that resolution;
- (l) "registered office of the Corporation" is the business address files in accordance with the Act;
- (m) "special meeting of member" includes a meeting of any class of members and a special meeting of all members entitled to vote at an annual general meeting of members;
- (n) "Special resolution" Means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on resolution;

Comment [JGH1]: Updates Former 1.1.1

Comment [JGH2]: Addition relates to new Section 9

Comment [JGH3]: Addition suggested by sample by-laws

Comment [JGH4]: Former 1.1.3

Comment [JGH5]: Former 1.1.4

Comment [JGH6]: Former 1.1.5

Comment [JGH7]: Former 1.1.6

Comment [JGH8]: Former 1.1.8

Comment [JGH9]: Former 1.1.9

Comment [JGH10]: Former 1.1.10

Comment [JGH11]: Addition required by the Act.

Comment [JGH12]: Former 3

Comment [JGH13]: Addition required by the act

Comment [JGH14]: Addition required by the Act.

Comment [JGH15]: Former 1.2. Wording is from Sample by-laws

1.02. Interpretation

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization. Other than as specified in section 1.01 above words and expressions defined in the Act have the same meanings when used in these by-laws.

Comment [JGH16]: Option 2 of By-Law Builder. Former 2

1.03. Corporate Seal

The Corporation may have a corporate seal in the form approved from time to time by the board. If a corporate seal is approved by the board, the secretary of the Corporation shall be the custodian of the corporate seal.

1.04. Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or directors. In addition, the board may from time to time direct the manner in which and the person or persons

Comment [JGH17]: Wording from Sample by-laws. Former 18.1, 2 and 4.

by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

1.05. Financial Year End

The financial year end of the Corporation shall be determined by the board.

Comment [JGH18]: Wording from by-law builder. Former 20 and provides additional flexibility by not fixing the date.

1.06. Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board may by resolution from time to time designate, direct or authorize.

Comment [JGH19]: New. From by-law builder.

1.07. Annual Financial statements

The Corporation shall send to the members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Corporation reproducing the information contained in the documents. Instead of sending the documents, the Corporation may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

Comment [JGH20]: Option 1 from the by-law builder. Former 22. Audits are included in the subsection along with other additional details

Section 2. Membership – Matters Requiring Special Resolution

2.01. Membership Conditions

Subject to the articles, there shall be two (2) classes of members in the Corporation, namely, Individual Members and Institutional Members. The board may create groups within a class including without limitation by: individual v. organization, type of organization, and size of organization or any other attribute. The board may, by resolution, approve the admission of the members of the Corporation. Members may also be admitted in such other manner as may be prescribed by the board by ordinary resolution. The following conditions of membership shall apply:

Comment [JGH21]: This article is modelled for the most part on Option 4 in the by-law builder. Class A and B members have been renamed and both have voting rights.

Individual Members

- (a) Individual membership shall be available only to persons interested in furthering the objectives of the Corporation and who have applied and have been accepted for Individual membership in the Corporation.
- (b) As set out in the articles, each Individual member is entitled to receive notice of, attend and vote at all meetings of members and each such Individual member shall be entitled to one (1) vote at such meetings with all other members of the Corporation except where members are entitled to vote as a class.
- (c) The term of membership of an Individual member shall be annual, subject to renewal in accordance with the policies of the Corporation.

Comment [JGH22]: Modified former 4.2

Comment [JGH23]: Former 4.1

Comment [JGH24]: Former 5.8

Institutional Members

- (d) Institutional membership shall be available only to institutions interested in furthering the objectives of the Corporation and have been accepted for Institutional membership in the Corporation
- (e) The term of membership of an Institutional member shall be annual, subject to renewal in accordance with the policies of the Corporation.
- (f) As set out in the articles, each Institutional member is entitled to receive notice of all

Comment [JGH25]: Replaces 4.1 and 4.2

meetings of members and to nominate a single person to attend and vote on its behalf at any meeting of the **Members**.

Comment [JGH26]: Former 5.8 and 5.81

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

Comment [JGH27]: Insertion required by Act.

Comment [JGH28]: The text is from option 2 of the bylaw builder for only electronic notifications

2.02. Notice of Meeting of **Members**

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by telephonic, electronic or other communication facility to each member entitled to vote, during a period of 21 to 35 days before the day on which the meeting is to be held. If a member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members. (Replaces 5.7, 5.7.1, 5.7.2 and 5.7.3)

Comment [JGH29]: Former 5.7 and subsections

Comment [JGH30]: This is Option 1 from the by-law builder.

2.03. Members Calling a **Members' Meeting**

The board shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 5% of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the **meeting**.

Comment [JGH31]: Former 5.4

2.04. Absentee vote at a meeting of **Members**

Pursuant to section 171(1) Absentee Voting of the Act, a member entitled to vote at a meeting of members may vote by means of a telephone, electronic or other communication facility if the Corporation has a system that:

Comment [JGH32]: This is option 2 from the by-law builder. Replaces proxy votes in former 5.7.2

- (a) Enables the votes to be gathered in a manner that permits their subsequent verification, and
- (b) Permits the tallied votes to be presented to the corporation without it being possible for the Corporation to identify how each member voted

Section 3. Membership Dues, Termination and Discipline

3.01. Membership Dues

Dues for members shall be set by resolution of the board and shall be effective when set, subject to ratification by the membership at the next annual meeting of the members provided that the failure to obtain ratification shall not invalidate the previous dues set by the board. The board may set different membership dues within a class of membership by member attribute, including without limitation by: individual v. organization, type of organization, and size of organization or any other **attribute**.

Comment [JGH33]: This is adapted from a variety of source and expressly accommodates different types of dues Former 4.5

Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date the members in default shall automatically cease to be members of the **Corporation**.

Comment [JGH34]: From Sample by-laws. Former 4.4, 4.6 and 4.7

3.02. Termination of **Membership**

A membership in the Corporation is terminated when:

Comment [JGH35]: From sample by-laws

- (a) the member dies, or, in the case of a member that is a corporation, the corporation is dissolved;

- (b) a member fails to maintain any qualifications for membership described in Section 2.01 of these by-laws including the payment of membership dues;
- (c) the member resigns by delivering a written resignation to the chair of the board of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
- (d) the member is expelled in accordance with Section 3.04 below or is otherwise terminated in accordance with the articles or by-laws;
- (e) the member's term of membership expires; or
- (f) the Corporation is liquidated or dissolved under the Act.

Comment [JGH36]: Former 4.8

Comment [JGH37]: Former 4.9

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist. (Replaces 4.8 and 4.9)

3.03. Discipline of Members

Comment [JGH38]: This new subsection is from the sample by-laws.

The board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

- (a) violating any provision of the articles, by-laws, or written policies of the Corporation;
- (b) carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion;
- (c) for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the board determines that a member should be expelled or suspended from membership in the Corporation, the president, or such other officer as may be designated by the board, shall provide twenty (20) days' notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the president, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the president, the president, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal.

Section 4. Meetings of Members

The directors of the corporation shall call the annual meeting of members, and may, at any time, call a special meeting of members. Only at the annual meeting the members of the corporation elect directors and officers of the corporation, approve the financial year end statement and appoint the public accountant for the Corporation. Special business may be transacted at the annual meeting or at special meeting of the members. Special business may include amendments to the articles and by-laws of corporation, removal of a director, officer or public accountant, or any other business not already included above that requires approval of the members.

Comment [JGH39]: This summarise the different types of resolutions and which are appropriate for an annual meeting of a special meeting Act 128(3), 160(1,3), 172(1),182(2), 197(1), 130(1),

4.01. Persons entitled to be present

Comment [JGH40]: Former 5.1, 5.6

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

Comment [JGH41]: From Sample by-laws

Comment [JGH42]: Former 5.13

4.02. Chair of meeting

In the event that the President and Vice-Presidents are absent, the members who are present and entitled to vote at the meeting shall choose one of their numbers to chair the meeting. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting shall not exercise a vote except to break a tie.

Comment [JGH43]: In part from by-law builder and signalling the role of the chair whose vote breaks a tie

Comment [JGH44]: Former 4.02 in part.

4.03. Quorum

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be 5% of the members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

Comment [JGH45]: Option 2 of by-law builder.

Comment [JGH46]: Former 5.9

If at any such meeting a quorum is not present within thirty minutes after the time appointed for the meeting, then the meeting shall be adjourned to such date being not less than seven days later. At such adjourned meeting two members who are present or represented shall constitute a quorum thereat and may transact the business for which the meeting was originally called.

Comment [JGH47]: Former 5.5, 5.14 and 5.14.1

4.04. Votes to Govern

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the question. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting shall not exercise a vote except to break a tie.

Comment [JGH48]: from bBy-law builder

Comment [JGH49]: Former 5.11, and 5.11.1

Section 5. Directors

Directors are required to be members of the Corporation and meet the conditions of 126(1) of the Act and shall manage or supervise the activities and affairs of the Corporation. No person shall act for an absent director at a meeting of directors.

Comment [JGH50]: Former 6.7

Comment [JGH51]: Act 124

The board of directors administers the affairs of the Corporation including changes in by-laws, makes banking arrangement, enters into contracts with employees or agents of the corporation, and transacts any other business.

Comment [JGH52]: Former 7.1

5.01. Directors' Fiduciary Duties

Directors will be subject to the same duty and standard of care as directors of business corporations: an explicit duty to act honestly and in good faith, in the best interest of the corporation, and to exercise the care diligence and skill of a reasonably prudent person in similar circumstances.

Comment [JGH53]: New from Act 148

5.02. Remuneration of Directors

Directors shall serve without remuneration and no Director shall directly or indirectly receive any profit from his or her Directorship. As determined by the Board, directors may be paid for reasonable expenses incurred in the performance of such Director's duties.

Comment [JGH54]: Former 6.11

5.03. Election and Term

Subject to Subsection 128(3) of the Act the members of the Corporation elect directors by ordinary resolution at the first meeting of members and at each succeeding annual meeting at which an election of directors is required, and the directors shall be elected to hold office for a term of four years.

Comment [JGH55]: From by-law builder. Former 6.6

5.04. Number of Directors

Subject to the articles, the number of directors shall be between five (5) and twenty (20) as determined by resolution of the members.

Comment [JGH56]: By-law builder, in part

Comment [JGH57]: Former 6.01

5.05. Board of Directors

The Board of Directors shall include:

- (a) Officers of the Corporation
- (b) Elected chairs of Constituencies defined under 9.01 (Constituencies)
- (c) Chairs of the Standing Committees defined under 6.07c (Standing Committees)
- (d) Additional Directors

Subject to the Articles, the directors may appoint one or more additional directors, who shall hold office for a term expiring no later than the close of the next annual meeting of members, but the total number of directors so appointed may not exceed one third of the number of directors elected at the previous annual meeting of members and the total shall not exceed the number prescribed under Section 5.04.

Comment [JGH58]: Former 6.4 simplified because officers of the Corporation must be director 7.01.

Comment [JGH59]: Former 6.3

Comment [JGH60]: Former 6.2 and he Act: 128(8)

5.06. End of term and Vacancies

Subject to the articles of the Act, a Director's term ends when he or she:

- (a) Dies;
- (b) Resigns;
- (c) Is removed from office by the members, or by a unanimous vote by the directors excluding the director the vote concerns;
- (d) Is declared to be incapable by the court;
- (e) Becomes bankrupt; or
- (f) Has their term of office expire.

Comment [JGH61]: Old 6.08. The act is very specific on this and these are from the recommended by laws.

Comment [JGH62]: Former 6.10

However, where a Director was elected by a class or group of members that had an exclusive right to elect him or her, the director may only be removed by an ordinary resolution of that class or group of members.

Comment [JGH63]: This was missing in our previous by-laws. Act 130(2)

5.07. Replacement of a Director

Where a Director was not elected by a class or group of members that had an exclusive right to elect him or her, a quorum of directors may appoint a member of the Corporation to fill a vacancy among the directors, except a vacancy resulting from an increase in the number or the minimum or maximum number of directors provided for in the articles or a failure to elect the number or minimum number of directors provided for in the articles. The director appointed or elected to fill the vacancy holds the office for the unexpired term of the predecessor.

Comment [JGH64]: Former 6.9

Comment [JGH65]: Act 132(4), 132(5)

Comment [JGH66]: Act 130(3) and 132(1).

Comment [JGH67]: Act 132(1)

Comment [JGH68]: Act 132(6)

Section 6. Meeting of Directors

6.01. Calling of meeting

Any Officers of the Corporation may call meetings of the board.

If the directors or members of a corporation call a meeting of members under this Act and if the by-laws so provide, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the regulations, if any, entirely by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

Comment [JGH69]: Act 159(5) Former 8.3

6.02. Notice of meeting

Notice of the time and place of a meeting of the board shall be given to every director by electronic or other communication facility to each member entitled to vote, during a period of 7 days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. No notice of meeting need specify the purpose or

Comment [JGH70]: Sample by-laws modified for electronic only

the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

Comment [JGH71]: Former 8.2

6.03. Number and quorum

Subject to the by-laws, a director may, in accordance with the regulations, if any, and if all the directors of the corporation consent, participate in a meeting of directors or of a committee of directors by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A director so participating in a meeting is deemed for the purposes of this Act to be present at that meeting.

Comment [JGH72]: Act 136(7)
Former 8.4 in part

Until changed by by-law, the number of Directors of the Corporation and the quorum thereof for the transactions of any business at any meeting of the Board shall be the number determined by resolution of the members and otherwise, a majority of the number of directors.

Notwithstanding vacancies, the remaining directors may exercise all the powers of the Board provided so long as quorum of the board remains in office provided that:

Comment [JGH73]: Former 8.7

(a) If there is failure of quorum at a meeting those directors present at such meetings shall have the right to adjourn the meeting for at least 48 hours and, provided notice of such adjourned meeting is given to the directors not present, to reconvene the meeting at a time and date set out in the adjournment; and

(b) At such reconvened meeting, the directors present, provided the number is not less than the minimum number prescribed in the articles, shall constitute quorum.

6.04. Regular meetings

The board may appoint a day or days in a month or months for regular meetings of the board at a place and hour. Notice fixing the place and time of such a regular meeting of the board shall be sent to each director forthwith, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purposes thereof or the business to be transacted to be specified in notice.

Comment [JGH74]: Sample by-laws

6.05. Chair

The chair of any meeting of the board shall be the President, or, if the President is absent or unable or refuses or fails to act, the Vice-President. If both such officers are absent or unable or refuse or fail to act, the directors may choose a Chair from among their number. The Chair may not vote except to break a tie.

6.06. Votes to govern

At all meetings of the board, a majority of votes cast on the question shall decide every question. In case of an equality of votes, the Chair of the meeting shall have a casting vote. If the question concerns the removal of a Director that Director is not eligible to vote on the question.

Comment [JGH75]: Sample by-laws

6.07. Committees

The board from time to time appoint any committee, or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committees may formulate its own rules of procedure, providing that they are not in conflict with the vision, mission, goals or by-laws of the Corporation and subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board.

Comment [JGH76]: Sample by-laws. The list of committees is provided although it could have remained in the operations manual

Without limiting the foregoing the Corporation may have the following Committees:

Comment [JGH77]: Former 13.1

(a) Executive Committee.

The board may provide for the creation of an Executive Committee comprising the Officers of the Corporation, the Chairs of the constituencies described under 9.01 (Constituencies), and

one additional director appointed at the discretion of the board. The committee shall exercise such powers as are authorized by the board. Any Executive Committee member may be removed by a majority vote of the board.

Comment [JGH78]: Former 14.1 and subsections

(b) Nomination Committee.

Comment [JGH79]: The details of the tasks required

The board may provide for the creation of a Nominations Committee consisting of three members of the Corporation, for the election of Directors pursuant to Section 5.03 (Directors – Election and Term), and, unless specified otherwise, the Committee shall report to the Secretary of the Corporation.

Comment [JGH80]: Former 9.1.1 - 9.1.3.

(c) Standing Committees.

Comment [JGH81]: This replaces 16 which contains excessive redundancy. Standing Committee do not need to be mentioned in the by-laws and the different Committees are described in the Operations Manual of the Corporation.

The board may provide for the creation of Standing Committees that are empowered with completing certain tasks, as assigned by the board that are vital to the function of the Corporation. The chair of a Standing Committee is a director of the Corporation and elected pursuant to 5.03 (Directors – Election and term) and subject to approval by the board. As required, and subject to the approval of the board, the Chair may appoint a co-chair that shares the one vote on the Board. The standing committee includes members of the Corporation and persons drawn from pools of appropriate expertise.

On approval by the board and to more equitably distribute the work of the committee it may form subcommittees and elect, from the members of the Corporation, a coordinator for the subcommittee.

Section 7. Officers

7.01. Description of Offices

Comment [JGH82]: Sample by-laws

Subject to the articles, the by-laws and any unanimous agreement of the members, the directors may designate the offices of the Corporation and appoint as officers any director, specify their duties and delegate them powers to manage the activities and affairs of the corporation, except powers to do anything referred to in subsection 138(2) of the act. All officers are directors and two offices of the corporation may be held by the same person. The offices of the Corporation include:

Comment [JGH83]: Old 11.3. Directors are members

Comment [JGH84]: Paragraph 142 of the act.

(a) President.

The president shall be the chair of the board and the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the corporation. The president, subject to the authority of the board, have general supervision of the affairs of the Corporation. The last year of the President's term of office overlaps the President-elect and during that time he serves as a mentor to the President-elect.

Comment [JGH85]: Former 11.4 and 12.1
Non-voting President who votes to break tie is detailed in 4.04 and 6.06.

(b) President-elect

The President-elect's term is concurrent with the last year of the President's term of office and, during that year, is mentored by the outgoing president on the role and responsibilities of president.

Comment [JGH86]: Simplification of former 11.4.1-11.4.4. With additional detail to be included in the Operations manual.

(c) Vice-president

In the absence of a President-elect, shall perform the duties of President if the President is unable or refuses or fails to act and has such powers and duties as the board may specify.

Comment [JGH87]: Consolidation and simplification of former 11.5 11.12, 11.13, 12.2.

(d) Secretary

The secretary shall attend and be secretary for all meetings of the board, members meetings, and is required to keep a record of committee meetings. The secretary shall insure compliance of the Act. The secretary shall enter or cause to be entered in the Corporation's minute book, minutes of members and directors meetings and Executive Committee meetings; the secretary shall give, or cause to be given, as and when instructed, notices to members, directors and public accountant and members of committees. The secretary shall be custodian of all non-financial books, papers, records, documents and other instruments belonging to the Corporation.

Comment [JGH88]: Add something about responsibilities for membership

Comment [JGH89]: Former 11.6 and 12.4

(e) Treasurer

The treasurer shall be custodian of all financial books, papers, records, document and other instruments belonging to the Corporation.

Comment [JGH90]: Former 11.7 and 12.3

The powers and duties of all other officers of the corporation shall be such as the terms of their engagement call for or the board requires of them. The board may, from time-to-time, and subject to the Act, vary, add or limit the powers and duties of an officer.

7.02. Vacancy in Office

In the absence of a written agreement to the contrary, the board may remove, whether for cause, or without, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

Comment [JGH91]: Sample by-laws.

- (a) the officer's successor being appointed,
- (b) the officer's resignation
- (c) such officer ceasing to be a director, or
- (d) such officer's death

Comment [JGH92]: Former 11.10

Comment [JGH93]: These conditions of removal were update in the new act. Former 11.11

If the office of any officer of the Corporation shall be or become vacant, the director's may, by appointment select a member of the Corporation to fill such a vacancy. If the vacant position was held by a director of the Corporation the term of the appointment will be the duration of the term of the director vacating the office.

Section 8. Notices

8.01. Method of Giving Notice

Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the board, to be given (which term includes sent, delivered or served) pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:

Comment [JGH94]: This is a new section copied from the sample by-laws. Notice for meetings of members (2.2) and directors (6.02) are found in their appropriate sections this section explains how the board may give notice to any other groups or individuals associated with the Corporation. A good example would be with the EDC, The 3M Council, any of the SIGS or Chairs of the standing Committees.

- (a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors) and received by the Director;
- (b) mailed to such person at such person's recorded address by prepaid ordinary or air mail;
- (c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- (d) if provided in the form of an electronic document in accordance with Part 17 of the Act.

Comment [JGH95]: Sample by-laws

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

8.02. Invalidity of any provisions of this by law

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

8.03. Omissions and errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

Comment [JGH96]: Former 5.15

Section 9. Affiliated groups

Upon approval by the board, members of the Corporation may form affiliated groups that, providing that they are not in conflict with the vision, mission, goals or by-laws of the Corporation, function as a self-governing organization within the Corporation under conditions approved by and modified by the board and set out in 9.03. Affiliates may perform such activities as may be required by the board.

Comment [JGH97]: Affiliated groups is new and brings together the similar regulations of the constituencies and SIGS

Comment [JGH98]: Former 17.1, 17.2, 15.1 and 15.2.

9.01. Constituencies

The constituencies include the Educational Developers Caucus and the the Council of 3M National Teaching Fellows.

Comment [JGH99]: In part former 15.1

(a) In addition to the conditions of 9.03 (Rules and regulations) the Chair of a Constituency is a director of the Corporation.

Comment [JGH100]: Former 15.4

9.02. Special interest groups

(a) Members who wish to promote a special interest group must submit an application to the Board a rationale for the group, objectives, a petition signed by no fewer than ten (10) members who wish to promote the group and who intend to maintain its active bona fide existence, a proposed constitution, and by-laws.

Comment [JGH101]: Former 17.3

(b) If the board approves the application, official recognition will be issued authorizing the formation and election of Officers for the Special Interest Group.

Comment [JGH102]: Former 17.3.1

9.03. Rules and requirements

(a) All members of an affiliate must be members of the Corporation and meet at least once a year with one meeting being an Annual General Meeting.

Comment [JGH103]: Former 15.3, 15.7.1, 17.4, and 17.6.1

(b) Subject to board's approval, the Corporation may give affiliates financial and administrative support, including a member's mailing list for affiliate business. Funds raised by, or provided to an affiliate from outside the Corporation, shall be under the control of the Corporation, except funds held in trust for special purposes identified by the affiliate and approved by the board.

Comment [JGH104]: Former 15.5, 15.1.1, 15.6.5, 17.5, 17.6.5, 17.1.1

(c) Officers are elected for a two year term and include a Chair, Vice-chair, Secretary, and Treasurer, or at the discretion of the affiliated group a Secretary-Treasurer in lieu of the separate positions of Secretary and Treasurer. The term of office for a director may be renewed only once for an additional two year term. As required by the affiliate additional officers may be added subject to the approval of the Board.

Comment [JGH105]: Former 15.7.2, 15.7.3, 17.7.2, 17.73.

(d) At a minimum of sixty (60) days prior to the Annual General Meeting of the Corporation the affiliate is required to submit to the Secretary of the Corporation a report summarizing its activities for the past year, plans and, for constituencies, a budget for the upcoming year, and any additional information that the Board may request.

Comment [JGH106]: Former 15.7.4 (and subsections), 17.6.4 (and subsections)

(e) The Board may withdraw recognition of an Affiliate if the Affiliate doesn't demonstrate active progress in the pursuit of its objectives and purposes as approved by the board, or fails to comply with 9.03 (Rules and Regulations). Requirements for reinstatement are the same as those described in 9.02 (Special interest groups).

Comment [JGH107]: Former 15.8 (and subsections) 17.7 – 17.10

Section 10. Dispute resolution

Comment [JGH108]: This is a new section copied from the Sample by-laws.

10.01. Mediation and Arbitration

Disputes or controversies among members, directors, officers, committee members of volunteers of the Corporation are, as much as possible, to be resolved in accordance with mediation and/or arbitration as provided in Section 9.02 of this by-law.

10.02. Dispute Resolution Mechanism

In the event that a dispute or controversy among members, directors, officers, committee members, employees, or volunteers of the Corporation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Corporation as set out in the articles, by-laws or the Act, and as an alternative to such person instituting an law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- (a) The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- (b) The number of mediators may be reduced from three to two upon agreement of the parties.
- (c) If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force where the registered office of the Corporation is situated or as otherwise agreed upon the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law, or mixed fact and law.
- (d) All costs of the mediators appointed in accordance with this section shall be borne by the parties of the dispute or controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

Section 11. Effective Date

Comment [JGH109]: from sample by-laws

Subject to matters requiring a special resolution of the members, this by-law shall be effective when made by the board.

Certified to be By-Law No. 1 of the Corporation, as enacted by the directors of the Corporation by resolution on the _____ day of _____, 20XX and confirmed by the members of the Corporation by special resolution on the _____ day of _____, 20XX.

Dated as the XX day of XX, 20XX.

[Indicate the name of the director/officer]

DRAFT