

The logo banner features a blue background on the left and a green-to-orange gradient on the right. The text 'cfuw' is in a white, lowercase, serif font, followed by the tagline 'THE POWER OF WOMEN WORKING TOGETHER' in a smaller, white, uppercase, sans-serif font.

cfuw THE POWER OF WOMEN WORKING TOGETHER

**THE ALBERTA COUNCIL OF THE CANADIAN FEDERATION OF
UNIVERSITY WOMEN**

BYLAWS

Approved on April 23, 2016

DEFINITIONS

“CFUW” shall mean the Canadian Federation of University Women

“Council” shall mean the Alberta Council of the Canadian Federation of University Women

“Member Club” shall mean a member club of CFUW which is situated in Alberta and is in good standing with the Council

“Club Member” shall mean a full voting individual member in good standing of a Club

“Special Motion” means a motion that requires a two-thirds (2/3) vote in favour to pass.

“RD” shall mean a person holding the position of CFUW Regional Director for Alberta

“VP for the Prairies” shall mean the person holding the position of CFUW Vice President for the Prairies

“Meeting” shall mean a gathering of Board members or members either in one location at the same time, or via email, or via telephone. Voting may be done electronically.

“Communications” and “in writing” shall mean written messages, in hard copy or electronic format.

ARTICLE 1 – NAME

The name of this organization shall be The Alberta Council of The Canadian Federation of University Women.

ARTICLE II - PURPOSE

The purpose of the organization shall be:

1. To promote co-operation and to facilitate communication among Member Clubs;
2. To encourage and initiate studies with respect to matters of a provincial nature;
3. To make and/or direct representation to the appropriate provincial authorities, such representation to be consistent with CFUW policy;
4. To promote the policies and programs of CFUW and of Graduate Women International;
5. To assist any joint undertakings agreed upon by the Member Clubs; and
6. To co-operate with other Alberta organizations on issues, consistent with CFUW policies.

ARTICLE III – MEMBERSHIP

Section 1 - MEMBERS

1. Members shall be CFUW Clubs in Alberta.

Section 2 - DUES

1. On behalf of the Council, each Member Club shall collect and forward to the Council annual per capita dues calculated on the basis of its members in good standing at January 15. Dues shall be paid to the Treasurer by March 15th.
2. Annual Council per capita dues shall be set at an annual general meeting. Written notice outlining any proposed increase shall be sent to all Member Clubs at least sixty (60) days before an annual general meeting.
3. Following a change in dues made at an annual general meeting, the dues shall be payable to Council at the revised rate in the Council fiscal year following the Council fiscal year in which they were approved.

4. New Clubs applying for membership shall pay dues for each full member at the rate per member in effect at the time of application.
5. Any Member Club which fails to pay the annual Council per capita dues within ninety days of being billed shall cease to hold membership in Council. Financial arrangements for reinstatement shall be decided by the Board.

Section 3 – WITHDRAWAL

1. A Member Club may withdraw from Council if notice to withdraw is given by it in writing to the President and accepted by the Board. Notice shall be accompanied by minutes of the meeting at which the Member Club’s members voted on the decision.

Section 4 – LOSS OF MEMBERSHIP

1. Any Member Club, upon a two-thirds vote of the voting body, may be expelled from membership for any cause that the organization may deem reasonable.

Section 5 – MEMBER CLUB VOTING PRIVILEGES

1. A Member Club in good standing shall receive two (2) votes.
2. Each vote may be carried by an individual delegate from a Member Club. The Members Clubs shall tender their allotted votes as a block.

ARTICLE IV - BOARD OF DIRECTORS

Section 1 - ACCOUNTABILITY AND RESPONSIBILITY

1. The Board is accountable to Member Clubs and is responsible for the oversight and management of the Council in accordance with Council policy and procedures as established by the Council eligible voters.

Section 2 - SIZE

1. The Board shall consist of President, Immediate Past President, Secretary and Treasurer, Chair of Advocacy and Issues and Chair of Credentials. One person may hold two positions on the Board.
2. The Board shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by the organization.

Section 3 -ELIGIBILITY AND TERM LIMITATIONS

1. A member of the Board shall be an individual member in good standing of a Member Club and reside in Alberta.
2. All Board members shall serve without remuneration.
3. All Board members may serve on the Board for a maximum of two consecutive terms in the same position.

Section 4 – ELECTION

1. Each nominee for a Board position shall be nominated by a Member Club.
2. The President will be the CFUW Regional Director-Alberta elected biennially by the Member Clubs in the manner prescribed by CFUW.
3. The Secretary, Treasurer, and Chairs of Standing Committees shall be elected by ordinary motion biennially at an annual general meeting. The term of office shall begin at the close of the annual general meeting at which they are elected.
4. An election shall be held when there is more than one candidate for a position. The candidate receiving the largest number of votes shall be declared elected.

Section 5 – VACANCIES OR REMOVAL OF BOARD MEMBERS

1. If the President is unable to complete her term for any reason, a Past President of the Council or a Member Club Past President shall be appointed by ordinary motion by the Board as interim President pending the election of a successor by the Alberta Council.
2. If the Secretary, Treasurer, or Chair of a Standing Committee is unable to complete her term for any reason, the Board shall appoint by ordinary motion a successor.
3. Any member of the Board of Directors, upon a two-thirds vote of the Council voting body, may be removed from office for any cause which the Council may deem reasonable.

Section 6 - STANDARD OF CARE OF BOARD MEMBERS

1. A Board member shall:
 - a. act honestly and in good faith with a view to the best interests of the Council, and

- b. exercise the care, due diligence and skill that a reasonably prudent person would exercise in comparable circumstances, having regard for her knowledge and expertise.

Section 7 - DISCLOSURE OF CONFLICTS OF INTEREST

1. Each Board member shall disclose all private interests that compete with or may be at variance with any of the member's functions and duties for or on behalf of the Council or with the decisions, interests and/or business of the Council.
2. Board members shall maintain an arm's length separation between their private interests and their functions and duties for and on behalf of the Council.
3. A Board member who has a conflict of interest shall leave the Council meeting when a relevant matter is being discussed and refrain from voting on that matter at any Council meeting.
4. The disclosure by a Board member of a conflict of interest and the absence of the Board member from voting shall be recorded in the minutes of the relevant meeting.
5. A Board member who absents herself due to a conflict of interest shall be included in determining the quorum for the meeting.

ARTICLE V – MEETINGS

Section 1 – COUNCIL MEETINGS

1. The Council shall hold at least one Council meeting in each calendar year to conduct business and for the discussion of matters of provincial concern.

Section 2 – SPECIAL MEETINGS

1. A special Council meeting may be called at any time by the President or at the written request of three or more Member Clubs. The purpose of the meeting shall be stated in the call, which will be sent to Member Clubs at least sixty (60) days before the meeting.

Section 3 – ANNUAL GENERAL MEETING

1. The Annual General Meeting will be held between April 1 and June 1.

2. It shall be for the purpose of receiving reports, for appointing auditors, for any other purpose that may arise, and, every second year, for electing the Secretary, Treasurer, and the Chairs of Standing Committees.
3. Notice of the Annual General Meeting shall be given in writing by the President to all Council members at least sixty (60) days prior to the meeting.
4. Quorum for Council meetings shall be delegates for 3 member clubs plus two members of the Board.

Section 4 – VOTING

1. The voting body of the Council shall consist of the accredited delegates from Member Clubs present at the meeting and the Board.
2. The President may only vote in the case of a tie.
3. Each Member Club shall be entitled to two votes. Other members of the voting body shall have one vote.
4. Voting shall be by show of hands unless otherwise requested or specified.
5. Voting by proxy by Member Clubs shall be permitted provided the Chair has received a written proxy form designating the person who carries the proxy votes. Other members of the voting body may not vote by proxy.
6. Individual members of Clubs who are not delegates may attend Council meetings as observers. Although they have no vote, they may participate in discussion.

Section 5 – BOARD MEETINGS

1. Board meetings shall be called by the President as necessary.
2. Three members of the Board may call a meeting by notifying the President in writing. Fourteen (14) days notice is required for Board meetings.
3. A majority of the Board shall constitute a quorum for any meeting of the Board.
4. Each board member will have one vote.
5. If the positions of Secretary and Treasurer are held by one person, that person shall have one vote.

ARTICLE VI – Duties of the Board

The Board shall (but not be limited to):

1. Initiate action and respond to issues on which CFUW has policy;
2. Consider and prepare for discussion at the next Council meeting, matters submitted by Member Clubs.
3. Provide the Secretary with copies of all correspondence arising from performance of their duties.

A. The President

1. The President or her designate shall chair all meetings of Council and of the Board.
2. In the absence of the President or her designate, a majority of the voting body shall elect a chairperson to preside.
3. The President or her designate shall head all Council delegations making representations concerning provincial affairs.
4. The President shall maintain regular liaison with the Board, Member Club Presidents and with the VP Prairies.
6. The President shall call the Annual General Meeting of the Council. The President shall ensure that there is an Arrangements Chair to book facilities and to organize a program.

B. The Past President

1. Shall, if requested by the Council, chair a committee of Member Club Representatives, which will examine the Bylaws and present a report to a meeting of Council;
2. Shall, during the last three months of her term, in consultation with Club Presidents, prepare a proposed slate of candidates and present it for election by the voting body at the annual general meeting of the Council.

C. The Secretary

1. Shall be responsible for taking Minutes of Council meetings and distributing them to Council members;
2. Shall be responsible for taking Minutes of Board meetings and ensuring that records of board activities, including minutes of Board meetings, are forwarded to all members of the Board;
3. Shall have charge of all correspondence, minutes, and other records, including the Bylaws, of the Council;
4. Shall bring a current copy of the Bylaws and a copy of the latest edition of *Robert's Rules of Order Newly Revised* to all meetings;
5. Shall be responsible for regularly transferring Council records to the Provincial Archives of Alberta;
6. Shall keep a record of the names and addresses of the Board Members and Member Club Presidents;

D. The Treasurer

1. Shall keep financial records as necessary and submit them for audit as required;
2. Shall report to the Annual General Meeting of the Council, providing an audited financial statement for the current fiscal year and a budget for the next fiscal year;
3. Shall invoice Member Clubs for annual dues and receive the annual dues from them.

E. Chairs of Standing Committees

1. The Chair of the Standing Committee on Issues and Advocacy

- a. Shall oversee preparation of letters and briefs relating to issues of importance to Council in consultation with the VP Advocacy;

- b. Shall assist in making presentations on CFUW and Council policy to provincial bodies in Alberta;
 - c. Shall report on plans and activities concerning issues at the Annual General Meeting of the Council;
 - d. Shall assist Member Clubs in developing Council policy and ensure that this policy is consistent with CFUW policy;
 - e. Shall maintain a Council Issues and Advocacy Binder, which shall be the compendium of copies of provincial resolutions, local and provincial presentations, and letters of reply, on issues identified by Council and/or by Member Clubs; and
 - f. Shall receive a list of letters and actions generated by Member Clubs on local issues, and an example copy of letters sent on provincial issues and maintain this information on file. The list shall be included in her report to the Annual General Meeting of the Council.
2. The Chair of the Credentials Committee shall receive the credentials from the voting members of the Council and report to the AGM the:
- a. Total number of the voting body registered as present and holding proper credentials
 - b. Total number of votes issued including proxies
 - c. Presence or not of a quorum which is delegates from 3 clubs plus two board members.

ARTICLE VII – COMMITTEES

1. Advocacy and Issues and Credentials shall be Standing Committees of the Board.
2. During its term, the Board may also appoint special committees or advisory bodies as it deems important to its work. The term of such committees and advisory bodies shall be the same as the Board that appoints them unless otherwise specified in its terms of reference.
3. The terms of reference for every committee or advisory body, appointed by the Board including its mandate, powers and membership requirements, shall be approved by the Board by ordinary motion and may be amended by ordinary motion.

4. Each Committee or advisory body shall be responsible to and report to the Board in such manner as the Board directs.
5. The President or her designate shall be an ex officio member of each Committee.
6. The Board may, at the request of a Committee chair, augment the membership of a Committee by the appointment of non-voting advisors from outside the Council.

ARTICLE VIII - FISCAL YEAR

The fiscal year of the Council shall be July 1 to June 30.

ARTICLE IX - RESOLUTIONS

1. The Chair of the Standing Committee on Issues and Advocacy shall receive proposed provincial resolutions from Member Clubs on behalf of Council.
2. Proposed resolutions shall be circulated with the notice of the Annual General Meeting of the Council.
3. A majority vote in favour is required for acceptance of any resolution by Council.

ARTICLE X - AUDIT

1. The books, accounts, and financial records of the Council shall be audited once each year by a duly qualified accountant or by two members of Member Clubs elected for that purpose at the Annual General Meeting.
2. The books of the Council may be inspected by any member at the Annual General Meeting of the Council or at any time upon giving reasonable notice and arranging a time satisfactory to the Treasurer.

ARTICLE XI - FINANCIAL RESPONSIBILITIES

1. The Council shall have no authority to borrow funds.
2. The signing authorities, acting jointly, shall be two of the following three signatories: the Treasurer, the President, and a Member Club member designated by the Board.

ARTICLE XII - AMENDMENTS

1. These bylaws may be amended at an annual general meeting or special general meeting by special motion.

ARTICLE XIII - DISSOLUTION AND DISBURSEMENT OF FUNDS

In the event of dissolution of Council, all assets remaining after the payment of liabilities shall be distributed to the CFUW Charitable Trust.

ARTICLE XIV - PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Council in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Council may adopt.

BYLAW COMMITTEE:

Regional Director: Dr. Madeline A. Kalbach

Credentials Chair: Carolyn Patterson