

# Dartmouth Learning Network



## **BY-LAWS**

**Amended November 2015**

**Dartmouth Learning Network Society**

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## DARTMOUTH LEARNING NETWORK SOCIETY

### **Mission Statement**

*The Dartmouth Learning Network provides opportunities for adults and their families to gain the essential skills necessary to live and work in a modern economy.*

### **Vision Statement**

*Everyone has the skills they need to reach their earning and career goals.*

## By-Laws

In these By-laws unless there is something in the subject or context inconsistent therewith:

- (1) "The Act" means the Societies Act of Nova Scotia;
- (2) "The Society" means the Dartmouth Learning Network Society;
- (3) "These By-laws" includes all amendments and additions to these by-laws;
- (4) "Business days" means a day other than a Saturday, Sunday or holiday;
- (5) "The Board" or "The Directors" means the Board of Directors to the Society, for the time being;
- (6) "Executive Committee" means the officers of the Society, for the time being;
- (7) "Month" means calendar month;
- (8) "The Registrar" means the Registrar of Joint Stock companies in Nova Scotia for the time being;
- (9) "Special resolution" has the same meaning assigned to it in the Act;
- (10) "Officer" means a Board member who holds the position of Chairperson, Vice Chairperson, Treasurer, or Secretary.

## Fiscal Year

1. The fiscal year of the Society shall be the period from April 1st in any year to March 31st in the year next following.
2. An annual general meeting of the Society shall be held (***before the end of the calendar year***) within one hundred and twenty days after the end of each fiscal year of the Society.
3. A special general meeting may be called by the President or the Directors at any time, and shall be called by the Directors if requested in writing by at least twenty-five (25%) percent in number of the members of the Society, with such request stating the reason for the request.
4. Seven days notice of a meeting, specifying the place, day and hour of the meeting, and in case of special business, the nature of such business, shall be given to the members.
  - a) Notice shall be given in writing and by sending it through the post in a prepaid letter addressed to each member at his/her last known address or by e-mail. Any notice shall be deemed to have been given at the time when the letter containing the same would be delivered in the ordinary course of the post and in proving such service it shall be sufficient to prove that the envelope containing the notice was properly addressed and placed in the post office. The non-receipt by **any** member shall not invalidate the proceedings at any general meeting.
5. At each annual general meeting of the Society, the following items of business shall be dealt with in the following order and shall be deemed to be ordinary business.
  - Reading of minutes of preceding annual general meeting;
  - Consideration of the annual report of the Chair, Executive Director, Community Learning Coordinator and Adult Learning Program Instructors;

- Consideration of the financial statements for the preceding year including the balance sheet, operating statement, and auditor's report;
- Appointment of auditors;
- Election of Directors for the ensuing year;

All other business transacted at an annual general meeting shall be deemed to be special business, and all shall be transacted at a special general meeting of the Society.

6. No business shall be transacted at any general meeting of the Society unless a quorum of Board members is present at the commencement of such business, and such quorum shall consist of fifty-one (51%) of the members of the Board.
7. If within one-half hour from the time appointed for the meeting, a quorum of Board members is not present, the meeting, if convened upon the requisition of the members, shall be dissolved. In any other case, the meeting shall stand adjourned to such time and place within sixty days as a majority of the members then present shall direct, and if at such adjourned meeting a quorum of members is not present, the meeting shall be adjourned *sine die*.
8.
  - (a) The Chairperson of the Society shall preside as chairperson at every meeting of the Society;
  - (b) If there is no Chairperson of the Society the Vice-Chairperson shall preside as Chairperson at every meeting of the Society;
  - (c) If there is no Chairperson or Vice-Chairperson, or if at any meeting neither the Chairperson nor the Vice-Chairperson is present, the members present shall choose someone of their number to be Chairperson.
9. A motion, question or resolution put to a vote at any meeting of the Society shall be decided by a simple majority of the members of the Society present and voting at such meeting.
10. Each member is entitled to one vote on a motion, resolution, or question put to a question.
11. Any member absent from a meeting must abide by the actions taken by the Society in his/her absence. There shall be no proxy voting.
12. The Chairperson shall have no vote unless a tie occurs in the vote of the members present at the meeting; if a tie occurs, the Chairperson may cast the deciding vote.
13. Every member of the Society shall have the right to address any annual general meeting of the Society and also to introduce any motion at such meeting.
14. In the event of unfinished business, the Chairperson may, with the consent of the meeting, adjourn any meeting from time to time and place to place, and in the event of such adjournment it shall not be necessary to give further notice of the time and place of the resumption. No business is left unfinished at the meeting from which the adjournment took place, unless notice of such new business is given to the members.
15. At any general meeting, unless a poll is demanded by at least three members, a declaration by the Chairperson that a resolution has been carried and entry to that effect in the book of proceedings of the Society shall be sufficient evidence of the fact, without proof of the number or proportion of the members recorded in favor of or against such resolution.

16. If a poll is demanded in the manner aforesaid, the poll shall be taken in such manner as the Chairperson may prescribe and the result of such poll shall be deemed to be the resolution of the Society in general meetings.
17. The contested election of officers and members of the Board of Directors shall be decided by secret ballot.

#### Board of Directors and Officers

18. Unless otherwise determined by general meeting, the number of Directors shall not be less than six or more than fifteen.
19. Notwithstanding anything herein contained, the subscribers to the Memorandum of Association shall be the first Directors of the Society.
20. The officers of the Society shall be the Chairman, Vice-Chairman, Secretary and Treasurer. One officer may not serve as both Secretary and Treasurer. The officers of the Society shall constitute the Executive Committee of the Society.
21. Members of the Board of Directors of the Society shall be elected at the Annual General Meeting and shall hold office from immediately upon election until election at the following annual general meeting.

#### Directors

22. A Director may retire from his/her office upon giving one month's notice in writing to the Chairman.
23. The office of a Director is vacated:
  - (a) Thirty days after notice of intention to resign
  - (b) If she/he is removed from office pursuant to Section 24.
24. The board may, for cause and/or for failure to attend three consecutive meetings of the Board, by special resolution, remove a Director before the expiration of his/her period of office and appoint another member as Director to act until the next annual general meeting. Such removals must take place by a two-thirds vote of the Board members.
25. The directors should include representation from:
  - Social Service Agencies
  - Community Agencies
  - Tutors and learners
  - Other professionals
  - Citizens at large.
26. Should any vacancy occur among the Directors elected from the general membership, the Directors may accept and approve appointment to the Board of Directors or an interim election may be held at a general meeting to fill the vacancy for the balance of the term of that Director.
27. If for any reason, the number of Directors available and able to act falls below six, the Directors shall not act except in emergencies. In such circumstances and, if they in their sole discretion, shall consider it necessary and expedient, the Directors able and willing to act may themselves appoint additional Directors who agree to other arrangements concerning other notices.

28. Notice of every Director's meeting shall be given to each Director at least five days prior to every Director's meeting unless all Directors agree to other arrangements concerning other notice.
29. At Directors' meetings, each Director personally present shall be entitled to one vote. There shall be no proxy at Directors' meetings.
30. A quorum necessary for the transaction for business at any meeting of the Directors of the Society shall be one-half of the total number of Directors existing at that time. In the case of any fraction, it shall be rounded to the higher number.
31. A resolution in writing signed by all Directors shall be as valid and effectual as if it had been passed at a meeting of Directors duly and constituted.
32. A meeting of the Directors at which a quorum is present shall be competent to conduct all or any of the business of the Society within the powers of the Society as determined by the Societies Act and these by laws—except where the powers of Directors are limited by these by-laws or by the Act.
33. Without restricting the generality of the foregoing, the Directors may:
  - (a) Purchase, lease, rent or otherwise acquire for the Society real or personal property, rights or privileges which the Society is authorized to acquire;
  - (b) Appoint persons to accept and hold in trust for the Society property belonging to the Society;
  - (c) Institute, conduct, defend, compromise and abandon legal proceedings by or against the society or its officers to the extent that such proceedings involve the affairs of the Society;
  - (d) Make and give receipts, releases, and other discharges for all things, including money, which may be due to the Society;
  - (e) Invest and deal with the assets of the Society and, particularly in the case of liquid assets such as money, securities, bonds and stocks, invest such assets at their discretion, subject only to such limitations as would be imposed on trustees by virtue of the Trustees Act (R.S.N.S. 1967, c. 317 and amendments thereto).
  - (f) Enter into negotiations and contracts, and rescind and vary contracts, and execute Deeds, Bills of exchange, and other instruments and documents on behalf of the Society.
  - (g) Select and remove all agents, and employees of the Society, prescribe such powers and duties for them as not inconsistent with the Memorandum of Association or these By-Laws, fix their compensation, and require from them as desirable, security for faithful service.
34. The duties of the Chairperson shall be:
  - (a) To preside as Chairperson at annual, general and Board of Directors' meeting of the Society;
  - (b) Supervise the activity of all committee chairpersons. Officers, and Directors and generally oversee the affairs of the Society;
  - (c) To conduct the general business of the Society subject to directions from the officers, Directors, or from the general membership;

- (d) To report to each general and special meeting on activities of the Society conducted by the Directors and officers, and to give a written annual report at the general meeting;

35. The duties of the Vice-Chairperson shall be:

- (a) The Vice- Chairperson shall assume the duties assigned to him/her by the Chairperson, the Board of Directors, or the general membership at an annual, or special general meeting of the Society;
- (b) Assume the duties of the Chairperson in his/her absence;
- (c) Assist the Chairperson to oversee the affairs of the Society.

36. The duties of the Secretary shall be:

- (a) The Secretary shall be responsible for keeping the membership informed of Society business and meetings;
- (b) The Secretary shall keep the Minute Book of the society, and shall ensure that it is present at all annual, and general meetings;
- (c) In the absence of the Treasurer, the Secretary shall be responsible for carrying out any and all duties assigned to the Treasurer in these by-laws;
- (d) The secretary, or authorized representative, shall keep a proper register of members to be kept pursuant to the Societies Act. The Secretary shall keep a proper register containing the names, addresses and occupations of the Directors and officers of the Society;
- (e) The Secretary, in the Minutes of each meeting of the Society, or of Directors, shall keep proper records off all appointments, names of Directors present, orders made by Directors, and all resolutions (Special or general);
- (f) The Secretary, or authorized representative, shall be custodian of all books, papers, records, correspondence and other documents belonging to the Society which shall be delivered up only when authorized by a resolution of the officers or Directors to do so and to such person or persons may be name in the resolution;
- (g) The Secretary shall perform such additional duties as may form time to time be determined by the Board of Directors.

37. The duties of the Treasurer shall be:

- (a) The Treasure shall be responsible for carrying out, in the absence of the secretary, any and all duties assigned to the Secretary by these by-laws.
- (b) The Treasurer shall keep financial records in the books of the Society, and shall enter therein all sums of money received and expended by the Society, and shall record therein, all assets, credits and liabilities of the Society;
- (c) The Treasurer shall keep the books of account at such places as the Directors designate, and shall be responsible for ensuring that such books and records are present at any or all annual, and special general meetings of the Society,

- (d) The Treasurer shall prepare a statement showing the financial operations of the Society as of each Board of Directors' meeting and as of the month before every Annual General Meeting of the Society;
- (e) The Treasurer or representative authorized by the Board shall deposit all monies in the name and to the credit of the Society in such banks as may from time to time be designated by the Board and officers, and shall disburse funds under the direction of the officers and Board of Directors.

#### Officers

- 38. The day-to-day affairs of the Society shall be managed by the officers of the Society.
- 39. If a vacancy occurs among the officers of the Society by death, resignation or otherwise, the vacancy shall be filled by an appointment of the Board of Directors, except that if the office of the Chairperson becomes vacant, it shall be filled by the Vice-Chairperson.
- 40. Board of directors shall report to the Society as called upon to do so from time to time by the members at an Annual General Meetings or as specified by the Board of the Society.

#### Signing Officers

- 41. The signing officers of the Society shall be four in number, the Treasurer, Chair, Vice Chair and the Executive Director. Cheques must be signed by any two of the four signing officers.

#### Borrowing

- 42. The Directors of the Society may from time to time, in their discretion:
  - (a) Raise or borrow money for any purpose or purposes of the Society;
  - (b) Secure the repayment of money so raised or borrowed in such manner and upon such term and conditions in all respects as they see fit and, in particular, by the execution and delivery of mortgages of the Society's' real or personal property. This action shall not be exercised by the Directors except with the prior approval of an annual or special general meeting called for, *inter alia*. that purpose.
  - (c) Sign or endorse bills, notes, acceptances, cheques, contracts and other dividends of, or securities for, money borrowed or to be borrowed for the purpose of the Society.
- 43. The assets of the Society shall never be pledged as security or collateral for any personal loan by any member.

#### Accounts

- 44. The Treasurer shall cause proper Books of Accounts to be kept of the sums of money received and expended by the Society and of the assets, credits and liabilities of the Society. The Books of Accounts shall be kept by the Treasurer at such place as the Directors may designate.
- 45. At the Annual General Meeting the Treasurer shall lay before the Society a statement of Income and Expenditure covering the preceding year. At the same time, the Treasurer shall lay before the Society a Balance Sheet as of the end of the most recent fiscal year,
- 46. The accounts shall be maintained in accordance with Generally Accepted Accounting Principles for Not For Profit Organizations as established, maintained, and updated from time to time by the Canadian Institute of Chartered Accountants.



### Audits of the Society

47. The Society shall at each Annual General Meeting appoint an auditor to hold office until the next Annual General Meeting and such auditor shall be a practicing accountant.
48. The Auditor shall not be an officer or Director of the Society or partner or employee of such officer or Director.
49. The remuneration of the auditor shall be fixed by the Directors.
50. Once at least in every year the accounts of the Society shall be examined and the fairness of the Statement of Income and Expenditure and Balance sheet ascertained by the Auditor. The Auditor shall have the right of access at all times to the Books, Accounts, Vouchers, and other relevant documents of the Society.
51. Each fiscal year the Auditor will provide an audit opinion in writing to the Society based on the examination of the Statement of Income and Expenditures and the Balance Sheet.
52. The auditor's report shall be attached to the Statement of Income and Expenditures and the Balance Sheet and shall be presented to the Society at the Annual General Meeting and shall be open to inspection by any member.

### Minutes.

53. The Directors shall ensure that Minutes of all meetings be maintained and retained for the purpose of recording the proceedings of all meetings of the Directors (Executive) and of all meetings of the members of the Society.

### Inspection of Books and Records

54. The Books and Records of the Society may be inspected by the members at any special or general meeting of the Society and as otherwise designated from time to time by the Directors.

### Solicitors

55. The Society may employ a Solicitor.

### Execution of Documents

56. The signing officers of the Society as defined under section 41 may execute contracts, Deeds, Bills of Exchange and other instruments and documents.

The signature of the Society may be written or printed.

### Executive Director

57. The Directors will hire an Executive Director to conduct the day to day activities of the Society and who, although not a member of the Board, will be present at board meetings.

The above By-laws of The Dartmouth Learning Network Society were amended November 2015