

## BYLAWS

### Article 1. MEMBERSHIP

#### 1.1 CATEGORIES

(a) *Professional Members* shall be employed by an institution of higher education who devote a significant part of their time to working in or training others for working in the area of learning development. Professional members shall be entitled to:

- pay full membership fees;
- propose and vote on motions;
- be nominated to the Board of Directors;
- nominate other professional members to the Board of Directors;
- serve on standing or ad-hoc committees;
- access professional development opportunities offered by the Association;
- access international memberships through articulation agreements;
- access discounts on conferences offered by the Association;
- access any publications offered by the Association; and,
- access the Association's discussion list.

(b) *Associate Members* are not directly involved in the area of learning development, or are not employed by an institution of higher education. Associate members may be either individuals or corporations. Associate members are not entitled to: propose or vote on motions; be nominated or nominate others to the Board of Directors; or access articulation memberships offered by the Association. Associate members shall be entitled to:

- pay full membership fees;
- access professional development opportunities offered by the Association;
- access discounts on conferences offered by the Association;
- access any publications offered by the Association; and,
- access the Association's discussion list.

(c) *Student Members* shall be persons who have an active interest in the area of learning development and are currently enrolled in a degree, diploma, or certificate granting program that is administered by a government recognized institution of higher education. Student members are not entitled to: propose or vote on motions; be nominated or nominate others to the Board of Directors; or access articulation memberships offered by the Association. Student members shall be entitled to:

- a 50% discount on the membership fee;
- serve on ad-hoc committees with a student focus;
- access to limited professional development opportunities offered by the Association;
- a discount on conferences offered by the Association;
- access any publications offered by the Association; and,
- access the Association's discussion list.

#### 1.2 ANNUAL FEES

(a) The Association shall set its membership fees at the biennial general meeting in accordance with the Association's needs.

(b) The Association will have a fee structure for the different categories of membership in accordance with the Bylaws, article 1.1.

#### 1.3 PROCEDURES

(a) Any person desiring to become a member of the Association shall make application to the Board of Directors, or its agent, which shall notify the applicant of the action taken on the application.

(b) A person shall become a member of the Association upon both meeting the criteria for membership in accordance with the Bylaws, article 1.1 and the successful processing of the person's membership fee.

#### *1.4 GOOD STANDING*

(a) Members must pay their Association annual membership fees.

(b) Members must strive to adhere to the ethics, principles, and responsibilities as set forth by the Association.

#### *1.5 STATUS OF MEMBERSHIP*

(a) Any membership may be refused or transitioned to another membership level by the Board of Directors if the individual does not meet the requirements for membership.

(b) A member may voluntarily resign from the Association by notice in writing to the Secretary-Treasurer. Any membership fees will not be reimbursed. A member who wishes to be reinstated must follow the normal procedure for admission in accordance to the Bylaws, article 1.3.

(c) Any membership may be terminated for breaching the ethics, principles, and responsibilities as set forth by the Association.

(d) Any membership may be terminated for non-payment of annual membership fees.

### **Article 2. REGIONS OF THE ASSOCIATION**

#### *2.1 REGIONS*

(a) The *Atlantic Region* will be comprised of and represent New Brunswick, Newfoundland and Labrador, Nova Scotia, and Prince Edward Island.

(b) The *Eastern Region* will be comprised of and represent Ontario and Quebec.

(c) The *Western Region* will be comprised of and represent Alberta, Manitoba, the Northwest Territories, Nunavut, and Saskatchewan.

(d) The *Pacific Region* will be comprised of and represent British Columbia and the Yukon.

#### *2.2 MEMBERSHIP*

(a) Members of the Association will be automatically enrolled in the appropriate region according to the mailing address provided on their respective membership applications.

(b) Members may only be associated with a single region at one time.

#### *2.3 RESPONSIBILITIES*

(a) Should a region choose to, they are responsible for engaging their respective members and organizing local professional development opportunities.

(b) Regions are not autonomous units and are responsible to the Association and its Board of Directors. Actions by the regions may not contradict either the Association's Constitution or Bylaws. Regions are not permitted to collect any fees from Association members, receive

monies from third parties, and may not enter into any legal agreement with third parties.

#### *2.4 REPRESENTATION*

(a) Each region shall elect one representative from its professional members to act as their Regional Chair on the Board of Directors for a term of two years. The primary role of the Chair is to ensure that overarching policies and decisions for the Association are beneficial to their particular represented region.

(b) Each region may form a committee that the Chair would lead.

(c) Each region may elect additional professional members to serve on their regional committee in order to fulfil their regional objectives.

(d) Region committee elections shall be held every two years in opposing years of the biennial general meeting of the Association in accordance to the Bylaws, article 4.

(d) In absence of a Regional Chair, a member may be nominated at the biennial general meeting of the Association to hold the position for a term of one year.

#### *2.5 RELATIONSHIP TO THE ASSOCIATION*

(a) Each region will be allocated an annual budget set forth by the Secretary-Treasurer with the advice of the Regional Representatives and ratified by the Board of Directors and the membership.

(b) Disbursements of funds will be made by the Secretary-Treasurer according to the Bylaws, article 3.4(c).

(c) Requests for monies from a region may not be unduly denied by the Secretary-Treasurer.

(d) Each Regional Chair will be required to file a biennial report to the Board of Directors at the biennial general meeting if monies have been disbursed.

(e) Unused regional budgets may roll over to the next fiscal year as long as the total assets of the Region does not exceed 20% of the assets of the Association. Monies in excess of this limitation becomes the assets of the Association.

(f) Regions may generate revenue as long as the total assets of the Region does not exceed 20% of the assets of the Association. Monies in excess of this limitation becomes the assets of the Association.

### **Article 3. BOARD OF DIRECTORS**

#### *3.1 COMPOSITION*

(a) The President, Vice-President, and Secretary-Treasurer

(b) The Regional Chairs

(c) The Past-President

(d) The National Conference Chair

(e) The International Relations Director

### 3.2 DUTIES AND RESPONSIBILITIES

- (a) The Board of Directors shall be responsible to the membership of the Association and shall pursue the purpose of the Association between the biennial general meetings.
- (b) The Board of Directors shall establish policies to govern the affairs of the Association.
- (c) The Board of Directors shall be responsible for the creation and dissolution of ad-hoc committees.
- (d) The Board of Directors shall be responsible for the creation and dissolution of special interest groups.
- (e) The Board of Directors shall exercise such other powers and functions as may be necessary or desirable in the best interest of the Association that do not conflict with either the Constitution or Bylaws.

### 3.3 MEETINGS

- (a) The Board of Directors shall meet three times a year either in person or by other means.
- (b) The President may call a special meeting of the Board of Directors by providing a minimum of three business days notice.
- (c) A special meeting of the Board of Directors may be called by a request in writing to the President by three members of the Board of Directors. A minimum of ten business days notice of any special meeting is required.
- (d) Quorum at Board of Director meetings shall consist of half the Directors plus one.

### 3.4 OFFICERS

- (a) The *President* shall be responsible for representing the Association and its members; shall ensure that the purposes of the Association are being carried out; call meetings and chair the Board of Directors; liaise with international associations; have signing authority for the Association; and, co-signing authority on all cheques drawn on the Association. The President position shall be elected by the membership at a biennial general meeting of the Association, hold a term of two years, and shall not be held by a single member for longer than three consecutive terms.
- (b) The *Vice-President* shall liaise between all standing and ad-hoc committees and the Board of Directors and shall perform the duties of the President when the President is not available. The Vice-President position shall be elected by the membership at a biennial general meeting of the Association, hold a term of two years, and shall not be held by a single member for longer than three consecutive terms.
- (c) The *Secretary-Treasurer* shall be responsible for ensuring accurate records are kept for the Association and its membership; be responsible for keeping an updated membership list and ensuring the collection of membership fees; be responsible for creating budgets and providing reports at scheduled regular meetings; and, have co-signing authority on all cheques drawn on the Association. The Secretary-Treasurer position shall be elected by the membership at a biennial general meeting of the Association, hold a term of two years, and not be held by a single member for longer than three consecutive terms.
- (d) An Officer may surpass the consecutive term limitations if no other member is nominated.

### 3.5 PAST-PRESIDENT

(a) The past-president shall serve as an advisor to the President, the Officers, and the Board of Directors with no other assigned duties or responsibilities. The past-president shall sit as a non-voting member on the Board of Directors. The past-president shall hold a non-renewable term of two-years.

### *3.6 THE NATIONAL CONFERENCE CHAIR*

(a) The national conference chair shall sit as a non-voting member on the Board of Directors. The national conference chair's responsibilities shall be outlined under article 7.1(c) of the bylaws.

### *3.7 THE INTERNATIONAL RELATIONS DIRECTOR*

(a) The International Relations Director shall, along with the President, be responsible for representing the Association and its members on the International Consortium of Language and Learning Developers ("the Consortium"); represent the Association on any ad-hoc committees created by the Consortium; liaise between the Consortium and the Board of Directors; and represent the Association and its members on any other international bodies with the approval of the Board of Directors. The International Relations Director position shall be a non-voting member of the board, elected by the membership at a biennial general meeting of the Association, hold a term of two years, and not be held by a single member for longer than three consecutive terms.

### *3.8 EFFICACY*

(a) The Board of Directors may, on the recommendation of the President, appoint an Officer who is a professional member as may be required to fill the Officer positions. Upon appointment, these members become voting members of the Board of Directors until the next biennial general meeting.

(b) The Board of Directors may, on the recommendation of the President, appoint to the Board of Directors a professional member from a region without a Regional Chair to complete the Board of Directors. Upon appointment, these members become voting members of the Board of Directors until the next biennial general meeting.

(c) The Board of Directors may, on the recommendation of the President, appoint an International Relations Director who is a professional member as may be required to fill the position. Upon appointment, this member shall become a non-voting member of the Board of Directors until the next biennial general meeting.

(d) The Officers shall act for and be responsible to the Board of Directors, within the limits of such written policies as may be established by the Board of Directors.

(e) The Board of Directors shall act for and be responsible to the membership of the Association.

(f) No member of the Board of Directors of the Association shall receive any compensation for their services as such to the Association.

(g) Members of the Board of Directors may be reimbursed for expenses related to Association business that have been approved by the Board of Directors.

(h) The business expenses related to attending the biennial general meeting for up to two Officers will be reimbursed by the Association, upon approval of the Board of Directors, should said Officers be unable to receive funding from their respective institutions.

(i) The Board of Directors and the Officers shall be committed to resolve conflict in accordance to Constitution, article 12 and the Bylaws, article 9.

### **3.9 INDEMNIFICATION**

(a) The Association shall indemnify any Director or Officer or former Director or Officer of the Association against any expenses actually and necessarily incurred or imposed in connection with the defense of any action, suit, or proceeding in which involvement occurred by reason of being or having been such Director or Officer of the Association, except in relation to matters as to which such Director or Officer shall be adjudged in any action suit, or proceeding to be liable for negligence or misconduct in the performance of a duty for the Association. Such indemnification shall not be deemed exclusive of other rights to which such Director or Officer may be entitled, under any other Bylaws, agreement, a vote of the Members, or as a matter of law, or otherwise.

(b) Upon approval of the Board of Directors, the Association will maintain a directors and officers liability insurance policy.

## **Article 4. NOMINATIONS AND ELECTIONS**

### **4.1 NOMINATION AND ELECTION OFFICER**

(a) The Board of Directors will, on the recommendation of the President, appoint a Nomination and Election Officer no less than 45 days prior to an election. This Officer must be a professional member and will oversee the nomination and election process during an election of the Association. The Nomination and Election Officer may not be a candidate for an elected position.

### **4.2 NOMINATIONS**

(a) The Nomination and Election Officer shall ask professional members of the Association to nominate candidates for positions on the Board of Directors.

(b) Nominations for positions may be made from the floor of the biennial or regional general meeting.

### **4.3 ELECTIONS**

(a) Candidate speeches shall be made at a scheduled biennial or regional general meeting.

(b) Candidate biographies and copies of speeches shall be provided to the Nomination and Election Officer within 5 business days after the biennial or regional general meeting.

(c) Within 10 business days of the biennial or regional general meeting the biographies and copies of the candidate speeches shall be distributed to the appropriate membership electronically.

(d) After 5 business days for consideration of the candidates, the appropriate membership will have 5 additional business days to electronically submit their vote for each position. A candidate shall be considered elected upon receiving a simple majority of electronic votes. The total number of electronic votes cast must consist of at least 20% quorum from all eligible professional members.

(e) The Nomination and Election Officer will, when possible, package elections and motions to be voted on in one electronic package.

(f) Elected members will assume their responsibilities within 25 business days upon ratification of the results of the ballots by the Board of Directors.

(g) Within 10 business days of the results being released, candidates may request to the Nomination and Election Officer either a re-count of the ballots or a re-vote for the position they were nominated for. A re-vote can only be requested by a candidate once.

## **Article 5. MEETINGS OF THE MEMBERSHIP**

### *5.1 BIENNIAL MEETING*

(a) The Association shall hold a biennial meeting at a time and place fixed by the Board of Directors, which shall give written notice thereof to the membership not less than four months prior to the time so fixed. The President shall preside at this meeting or appoint a Chair to do so.

(b) The biennial meeting shall rotate across Canada.

(c) A recorder shall be appointed by the President from the membership to record the minutes of the biennial general meeting. The recorder shall be presented with an honorarium as set forth by the budget upon completion and submission of the minutes to the Secretary-Treasurer.

### *5.2 QUORUM*

(a) Quorum at any biennial meeting shall consist of at least two Board of Director members and at least 50% of the professional members in attendance at the biennial meeting.

### *5.3 APPROVING AND VOTING ON MOTIONS*

(a) Discussion and approval of the wording of the motions shall be approved by a simple majority vote of the membership at the biennial general meeting of the Association.

(b) Within ten business days of the biennial general meeting the minutes of said meeting and the approved wording of the motions shall be distributed to the membership electronically.

(c) After five business days for consideration of the minutes and motions, the membership will have five additional business days to electronically vote on said motions. A motion shall be approved upon receiving a simple majority of votes. The total number of votes cast must consist of at least 20% quorum from professional members.

(d) Should a motion fail to pass due to quorum not being met the Board of Directors may decide to return the motion to the membership for reconsideration and a re-vote. The original wording of said motion may not be altered. The Board of Directors may return a motion to the membership for reconsideration a maximum of three times before the motion is declared defeated.

(e) When possible, motions to be voted upon shall be packaged by the Nomination and Election Officer with elections into one electronic package.

## **Article 6. BUSINESS AFFAIRS OF THE ASSOCIATION**

### *6.1 FISCAL YEAR*

(a) The fiscal year of the Association shall be December 31st.

### *6.2 ANNUAL FINANCIAL REPORTS*

(a) The Association shall insure an annual review of its financial affairs and receive a financial statement of its regions. A financial report shall be distributed to the membership biennially.

(b) The Association shall insure regular audits of its finances.

### *6.3 CONTROL AND MANAGEMENT*

(a) All assets of the Association shall be subject to the control and management of the Board of Directors.

(b) The Association may enter into contracts or legal agreements with third parties on approval of the Board of Directors.

### *6.4 USE OF FUNDS*

(a) No appropriation of Association funds shall be made without the approval of the Board of Directors

(b) No part of the income of the Association shall be paid to any member of the Association, except that members of the Board of Directors and others may be reimbursed for necessary expenses incurred in carrying out Association business.

(c) The Association may receive grants and other monies and may deposit and expend these according to terms laid down by the donor and acceptable to the Board of Directors.

(d) The Association may allocate part of its excess funds to create scholarships, research grants, travel bursaries, and other opportunities for its membership upon approval of a vote by the professional membership. Suggestions to create opportunities may be suggested by the membership at a biennial general meeting.

### *6.5 TRANSPARENCY*

(a) The business affairs of the Association shall be run in a transparent manner to the membership.

(b) A report shall be created and distributed to the membership biennially from the Board of Directors, each Region, and each Special Interest Group.

### *6.6 ORGANIZATIONAL SELF-ASSESSMENT AND STRATEGIC PLANNING*

(a) The purpose and membership definition of the Association shall be reviewed for accuracy every five years by either the Board of Directors or ad-hoc committee.

(b) The demographics of the Association shall be reviewed every five years by either the Board of Directors or ad-hoc committee.

(c) The official language of the Association shall be reviewed every five years by either the Board of Directors or ad-hoc committee.

(d) Recommendations from either the Board of Directors or the ad-hoc committees for appropriate changes to the Association shall be presented to the membership at the following biennial general meeting.

### *6.7 OFFICIAL LANGUAGE*

(a) The official language of the Association for business purposes shall be English.



## **Article 7. COMMITTEES**

### *7.1 NATIONAL CONFERENCE COMMITTEE*

- (a) The National Conference Committee shall be responsible for organizing and delivering the Association's national conference to its members every two years.
- (b) This committee will be composed of professional members appointed by the Board of Directors.
- (c) The Chair of the committee is a professional member who is employed by the host institution and is recommended by the host institution and ratified by the Board of Directors. The Chair of the committee shall be responsible for ensuring the planning, organization, and implementation of the national conference remains on time and on budget, facilitate meetings of the committee, and keep the Board of Directors informed of the committees work.
- (d) The date, location, theme, keynote speaker or speakers, and agenda for the national conference will be developed by the committee and approved by the Board of Directors.

### *7.2 PROFESSIONAL DEVELOPMENT COMMITTEE*

- (a) The Professional Development Committee shall be responsible for the designing, reviewing, updating, and delivering of the professional development curriculum of the Association to its members.
- (b) This committee will be composed of professional members appointed by the Board of Directors from a representative sample of the disciplines and fields represented within the Association.
- (c) The Chair of the committee is a professional member who is appointed by the members of the committee. The Chair of the committee shall be responsible for ensuring the mandate of the committee is fulfilled, facilitate meetings of the committee, and keep the Vice-President informed of the committees work.
- (d) The Board of Directors must approve any materials developed by the committee.

### *7.3 COMMUNICATION AND PUBLIC RELATIONS COMMITTEE*

- (a) The Communication and Public Relations Committee shall be responsible for the designing, reviewing, updating, and delivering of the communication plans, marketing, and web site of the Association.
- (b) This committee will be composed of professional members appointed by the Board of Directors from a representative sample of the disciplines and fields represented within the Association.
- (c) The Chair of the committee is a professional member who is appointed by the members of the committee. The Chair of the committee shall be responsible for ensuring the mandate of the committee is fulfilled, facilitate meetings of the committee, and keep the Vice-President informed of the committees work.
- (d) The Board of Directors must approve any materials developed by the committee.

### *7.4 AD-HOC COMMITTEES*

- (a) Ad-hoc committees may be created by the Board of Directors

(b) Ad-hoc committee members shall be appointed by the President subject to ratification by the Board of Directors.

(c) The Chair of ad-hoc committees are professional members who are appointed by the members of the committee. The Chairs of these committees shall be responsible for facilitating meetings of the committee and keeping the Vice-President informed of the committees work.

(d) The Board of Directors must approve any report created by ad-hoc committees.

#### *7.5 EFFICACY*

(a) Each committee shall keep the Board of Directors informed of its work through the Vice-President of the Association with the exception of the National Conference Committee whose Chair will report directly to the Board of Directors.

(b) Each committee will be allocated an annual budget set forth by the Secretary-Treasurer and ratified by the Board of Directors. Annual budget allocations may not rollover fiscal years.

(c) Each committee may disburse its allocated annual budget as it deems necessary to fulfil their responsibilities according to the Bylaws, article 2.3 and 6.4. Disbursements of funds will be made by the Secretary-Treasurer according to the Bylaws, article 3.4(c).

(d) Each committee will be required to file a financial report to the Secretary-Treasurer according to the Bylaws, article 6.3.

(e) Each committee will be required to file an annual report to the Board of Directors through their Chair.

(f) Any remaining funds at the end of the fiscal year shall be become the assets of the Association.

(g) Committees are not autonomous units and are responsible to the Association and its Board of Directors. Actions by committees may not contradict either the Association's Constitution or Bylaws. Committees are not permitted to collect any fees from Association members, receive monies from third parties, and may not enter into any legal agreement with third parties.

### **Article 8. SPECIAL INTEREST GROUPS**

#### *8.1 PURPOSE*

(a) Self-administered Special Interest Groups may be formed within the Association through an application in writing to the Board of Directors by a minimum of ten professional members.

(b) Special Interest Groups may be formed to promote a specific objective within the Association not currently covered by other committee or special interest group.

(c) Any member of the Association may join Special Interest Groups.

(d) The Chair of the special interest group is a professional member who shall be appointed by the members of the said Special Interest Group and will liaise with the Board of Directors through the Vice-President of the Association.

#### *8.2 EFFICACY*

(a) Special Interest Groups shall keep the Board of Directors informed of its work through the

Vice-President of the Association.

(b) Special Interest Groups may apply for funds on an ad hoc basis to the Secretary-Treasurer and be ratified by the Board of Directors.

(c) Special Interest Groups are required to file a biennial report to the Board of Directors through their Chair.

(d) Special Interest Groups are not autonomous units and are responsible to the Association and its Board of Directors. Actions by the special interesting groups may not contradict either the Association's Constitution or Bylaws. Special Interest Groups are not permitted to collect any fees from Association members, receive monies from third parties, and may not enter into any legal agreement with third parties.

#### **Article 9. CONFLICT RESOLUTION**

(a) The Association is committed to creating a working environment within its Board of Directors, committees, and special interest groups that recognizes the differences in opinions of its members.

(b) Chairs of the Board of Directors, committees, or special interest groups shall use their best judgement to ensure that all ideas and concerns are heard by the body for which they are Chair.

(c) Chairs of the Board of Directors, committees, or special interest groups shall not arbitrarily deny a review or re-vote of a situation or motion which conflict has been present.

(d) In situations where differences in opinions may result in conflict an internal or external mediator may be used to diffuse tensions and reconcile the situation.

(e) In situations where difference in opinions can not be reconciled the issue shall be presented and its outcome determined by a vote of the membership.

#### **Article 10. AMENDMENTS TO THE BYLAWS**

(a) The Association may amend its bylaws by an affirmative simple majority vote according to the voting procedure set forth in the Bylaws, article 5.3. Such amendments will be considered valid provided that notice of motion is given to the membership in writing at least fourteen days before the meeting at which the amendment is proposed. Accepted amendments will go into effect five business days after ratification.

#### **Article 11. RULES OF ORDER**

(a) Roberts Rules of Order shall prevail at all meetings unless these are in conflict with the Constitution and/or Bylaws. In such case, the Constitution and/or Bylaws shall take precedence.

(b) The Board of Directors may elect to adopt procedures other than Roberts Rules of Orders in situations where such procedures may be more effective and efficient.

#### **Article 12. DISSOLUTION PROCEDURE**

(a) The Association may dissolve by a two-thirds vote of the professional membership.

(b) If dissolution comes within six years of the creation of the Association then the two founding

associations may choose to request a return of their initial assets. The two founding associations are the Learning and Study Skills Association now represented by the Eastern Region and the Learning Specialist Association of British Columbia now represented by the Pacific Region.

(c) Within six years of the creation of the Association either of the two founding associations may separate from the national Association through a two-thirds referendum vote of the regional members as conducted under the voting provisions setup in article 5.3. Notice to hold a referendum must be made to the Board of Directors nine months prior to the referendum date in order to allow the Board of Directors time to resolve any conflicts and respond to the concerns of the affected region. During this time, the Regional Representative for the affected region shall remain a full member of the Board of Directors and financial support for regional events shall continue. Upon a successful referendum vote the affected region may choose to request a return of one-half their initial assets. A successful separation from the Association does not preclude the Association from continuing to represent the region. The two founding associations are the Learning and Study Skills Association now represented by the Eastern Region and the Learning Specialist Association of British Columbia now represented by the Pacific Region.

(d) Upon the dissolution of the Association, any surplus funds or surplus capital remaining to the credit of the Association shall be distributed to one or more arm's length charities or Association regions as approved by the membership.