

**Bylaws of the Social Workers Association of Alberta**

**June 2022**

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## **ARTICLE 1 Preamble and Name of the Society**

### **1.1 Society Name**

The name of the society shall be the Social Workers Association of Alberta and shall be referred to hereafter as the “**Association**”.

### **1.2 Bylaws**

The following articles set forth the bylaws of the Association (the “**Bylaws**”).

## **ARTICLE 2 Definitions and Interpretation**

### **2.1 Definitions**

In these Bylaws, the following words have these meanings.

“**Act**” means the *Societies Act* of Alberta, and the regulations made thereunder, as from time to time amended;

“**Annual General Meeting**” means an annual meeting of the Members of the Association. It may be referred to as the AGM;

“**Association**” has the meaning ascribed thereto in Section 1.1;

“**Board**” means the Board of Directors of the Association;

“**Bylaws**” has the meaning ascribed thereto in Section 1.2;

“**College**” means the regulatory body of the social work profession in Alberta, the Alberta College of Social Workers;

“**Director**” means a director of the Association, and includes ex-officio Director(s);

“**Dues**” means fees and/or levies approved by the Board;

“**Employee**” means employee of the Association;

“**General Meeting**” means a general meeting of Members including an Annual General Meeting;

“**Member**” means a member of the Association, and includes Voting Members and Non-Voting Members;

**“Non-Voting Member”** means a Member who is part of that membership class;

**“Objective”** means the purpose of the Association and may include, but is not limited to, organizational visions, mission, and mandate;

**“Officer”** means an individual who has been appointed by the Board to carry out the operations of the Association, or the specified duties of the board;

**“Ordinary Resolution”** means a resolution passed by a majority of the votes cast on that resolution;

**“President”** means the president of the Board;

**“Past-President”** means the immediate past president of the Association;

**“Registrar”** means the Registrar as defined by the Business Corporations Act (Alberta), and any successor thereto;

**“Special Resolution”** means a resolution passed

- (a) at a general meeting or special meeting of which not less than twenty-one (21) days’ notice specifying the intention to propose the resolution has been duly given, and
- (b) by the vote of not less than 75% of those members who, if entitled to do so, vote in person or by proxy.

**“Vice-President”** means delegated Board member who may act on behalf of the President as requested;

**“Voting Member”** means a Member who is part of the membership class who shall be entitled to vote at any meeting of the Members.

## 2.2 Interpretation

In these Bylaws, unless the context otherwise requires,

- words in the singular include the plural, and words in the plural include the singular,
- the word “person” includes an individual or a corporation, and
- the words “include”, “includes” or “including”, when used, are deemed to be followed by the words “without limitation”.
- where used herein, “good standing” refers to a Member that is up to date in the payment of all dues of the Association.

The division of these Bylaws into parts and sections and the use of headings are for reference only;

Unless otherwise provided, each reference to a section is to the corresponding section of these Bylaws; and

All terms contained in the Bylaws which are defined in the Act and not separately defined herein shall have the meanings given to such terms in the Act.

### **ARTICLE 3 Membership**

The term of membership shall be annual, subject to renewal in accordance with the policies of the Association.

#### **3.1 Categories of Membership**

##### **a. Voting Members**

Individuals from the following groups who live or work or study in Alberta may be eligible to become Voting Members.

1. Regular Members: individuals who are registered with the College and/or have the credentials from an accredited social work education program. Those members may be fully employed, partially employed, not employed, on leave, or retired.
2. Student Members: individuals who are currently enrolled in an accredited social work education program.

As set out in these Bylaws, each Voting Member is entitled to receive notice of and attend all meetings of the Association and shall be entitled to one (1) vote at such meetings.

##### **b. Non-Voting Members**

Those Individuals who do not qualify as Voting Members but choose to affiliate with the Association. This category may include individuals who have similar interests to Voting Members.

Non-Voting Members shall be entitled to receive notice of and to attend, but not vote, at all general meetings of the Association and shall not have the right to vote at any special general meetings of the Association or under any system of voting authorized by these Bylaws, including a referendum.

#### **3.2 Application for Membership**

Applications for membership in any category shall be subject to approval by the Board or a designated committee of the Board or a designated employee(s). Members shall comply with the terms and conditions of membership established by the Board from time to time. All applications for membership and renewal of membership by individuals who do not reside in the province of Alberta will be reviewed by the Board or a designated committee of the Board or designated employee(s).

### **3.3 Rights and Privileges**

- a. Membership and affiliation in the Association are nontransferable and must be renewed annually by payment of the prescribed Dues.
- b. All Members shall agree to abide by the Bylaws of the Association.
- c. Only individuals who are Voting Members shall be eligible to hold a position on the Board.

### **3.4 Dues**

All Members will pay the dues approved by the Board corresponding to their respective membership category.

The Board may levy other fees or dues on Members for such purposes and in such amounts as it determines.

### **3.5 Termination of Membership**

- a. Withdrawal:

Any Member may withdraw from the Association by submitting a written notice or resignation to the association, provided that all dues are fully paid up.

- b. Non-Payment of Dues:

The Board may suspend a membership where dues remain unpaid and may, in its sole discretion, terminate a membership without notice thereafter. The Board may, in its sole discretion, reinstate any suspended or terminated Member upon payment of all arrears.

- c. Removal of a Member for Misconduct or Non-Compliance:

The Board may, in their sole discretion, vote to terminate any membership in the Association for any cause which the Directors may deem reasonable, including conduct or behaviour inimical to the interests of, or failure to comply with any bylaw or direction of, the Association.

- d. Removal of a Member for Professional Misconduct

A person who has been suspended, cancelled, ejected, or barred from membership in the College or by a social work college in another jurisdiction shall be ineligible to hold membership in the Association. Upon being re-instated by the College or a social work college in another jurisdiction a person may apply to become a Member of the Association. The Board may, in their sole discretion, vote to accept or deny such an application.

- e. Indebtedness to Association: All outstanding dues shall remain as a debt due the Association by the Member who resigns or whose membership is terminated.
- f. The Board may develop additional policies regarding termination of membership and/or affiliation.

#### **ARTICLE 4 Meetings**

Board meetings shall be called at least four times per year by the Chair and the minutes of these meetings shall be distributed to Board members within ten (10) days of the meeting.

The AGM or any other meeting of the Members shall be held at any place within Alberta or virtually and on such day and at such time as the Board may determine.

Minutes of the proceedings of all meetings shall be permanently kept in a paper or digital minute book and shall be accessible for inspection upon at a minimum three (3) days' notice to all Members in good standing.

#### **4.1 Annual General Meeting**

The Association shall hold an Annual General Meeting each calendar year in accordance with the Act. The location (in person or virtual) and date shall be designated by the Board. Notice of this meeting and the agenda shall be given by mail or email at least thirty (30) days prior to the Annual General Meeting. Only decisions identified in the circulated agenda can be voted on during the Annual General Meeting.

#### **4.2 General Meetings**

General Meetings shall be held at such times and places as decided on by the Board. The location (in person or virtual) and date shall be designated by the Board. Notice of this meeting and the agenda shall be given by mail or email at least fourteen (14) days prior to the General Meeting. Only decisions identified in the circulated agenda can be voted on during a General Meeting.

#### **4.3 Special Meetings**

Special Meetings may be called:

- By the President as required.
- By the President when requested in writing by one third (1/3rd) of the Voting Members in good standing. This request must state the objects or reasons for which the Meeting must be called.
- By resolution of the Board.

All Members shall be notified in writing at least fourteen (14) days prior to the holding of any Special Meeting and in the case of a Special Meeting shall be advised the purpose thereof. Only such business as is called for in the notices shall be transacted at a Special Meeting.

#### **4.4 Quorum**

No business shall be transacted at any meeting unless the requisite quorum is present at the commencement of such business.

Subject to the provisions of this Section 4.4, five percent (5%) of the Voting Members or 15 Voting Members (whichever is less) in good standing shall constitute quorum at any meeting of the Members.

Fifty percent (50%) plus one of the Board members in office shall constitute quorum at any meeting of the Board.

In the case of an Annual General Meeting, if within thirty minutes of the appointed time a quorum is not present, then the meeting shall be adjourned to such a time and place as fixed by the majority of the Voting Members present. At the re-scheduled meeting, the Voting Members present shall constitute quorum.

In the case of a Special Meeting, if within thirty minutes of the appointed time a quorum is not present, then the meeting shall be dissolved.

#### **4.5 Decision Making**

Unless otherwise stated in these Bylaws, all motions submitted to the Members by the Board shall be decided by a majority of the votes cast of the Voting Members present.

Each Voting Member in good standing shall have the right to exercise one vote in person, by proxy, or by electronic means.

A Voting Member may appoint any other Voting Member who is present at a meeting of the Members as their proxy, and such proxy may vote on behalf of the absent Voting Member, provided that such appointment is in writing in a form appropriate in the opinion of the President or secretary of the Association prior to commencement of the meeting.

On all matters brought before the Board for determination, each Board member shall be entitled to one (1) vote. Questions arising at any Board meeting shall be decided by a majority of the votes cast. In the presence of a tie, a motion shall not pass.

### **ARTICLE 5 Governing Body**

#### **5.1 Board**

The governing body of the Association shall be the Board.



## **5.2 Authority of the Board**

The Board has the ultimate authority over the affairs of the Association, through the Bylaws, policies, terms of reference, and Objects and is also accountable to the membership of the Association.

The objectives of the Board are:

- to oversee the stewardship of the Association and its assets,
- to maintain a sustainable organization and its financial base,
- to maintain a robust Association membership, and
- to have two-way communication between the Association and its membership

The Board is empowered to:

- establish and revise policies governing the activities of the Association;
- delegate such powers as may be delegated under the Act, and these Bylaws to the employee(s) of the Association, or to any committee of the Association, and may at any time revoke such delegation;
- delegate authority and responsibility for implementation of Association policies to the employee(s) of the Association, or to any committee of the Association;
- ensure that governance and Association policies are implemented through the monitoring of compliance with policies;
- employ or authorize the Association to employ for or on behalf of the Association any agents or employees as it deems fit in connection with the control, management and administration of the Association or for any other purposes of carrying out the Objects, and to authorize those persons to exercise powers or duties of the Association;
- do such acts as are necessary to carry out its duties under the Act, or these Bylaws.

## **5.3 Composition of the Board**

The Board of the Association shall consist of at least seven (7) and a maximum of thirteen (13) Members who are individuals and who are in good standing elected by a vote of the Voting Members present and voting at the Annual General Meeting. Voting Members who are individuals and who are in good standing shall be eligible for election as Board members, with the exception of those who are members of the council or board of the College or any committee thereof. The Board shall endeavour to have diverse representation of social workers in Alberta.

The President shall not hold any other office within the Association at one time; otherwise, an individual may hold two or more of the above positions contemporaneously. In any event, each Director shall have only one vote. If required, the Board may pass resolutions in writing signed by all Directors.

All Board members shall remain in good standing throughout their term of office.

#### **5.4 Term of Office**

Except as otherwise specified herein, the term of office for a Director is two (2) years. Members of the inaugural Board shall be elected to terms of one (1) or two (2) years. If a Director is or becomes the President at the end of their term, their term can be extended until they complete their term as Past President. A Director is eligible to be elected for a maximum of three (3) consecutive, two (2) year terms.

The Board shall determine the number of Directors to be elected each year. Directors shall be elected on a rotating cycle determined by the Board to achieve staggered terms so that no more than 50% of Directors are turned over in a given election cycle. A newly elected Board member takes office immediately following the close of the Annual General Meeting at which they are elected.

The Board with a 2/3 majority vote may expel a Board or committee member should removal be in the best interest of the Association.

#### **5.5 Vacancies**

Positions not filled at an AGM through the process outlined herein may be filled by appointment by the Board. Vacancies caused prior to the completion of a Director's term may be filled by appointment by the Directors. In each of these cases, the appointed Director shall serve for a term equal to the remainder of the vacated Director's term.

#### **5.6 Committees**

The Board may create such committees from time to time as deemed necessary. The chairpersons appointed to head such committees need not be members of the Board but shall be responsible to the Board. All such committee members shall be Members in good standing of the Association.

Standing committees:

- Governance
- Finance

The Board may, at its discretion, appoint additional committees, ad hoc, to carry out activities on behalf of the Association.

#### **5.7 Remuneration**

Subject to any policy on reimbursement established by the Board, a Director or Officer is entitled to be reimbursed for reasonable expenses necessarily incurred in performing their duties as a Director or Officer.

Apart from reasonable expenses related to their duties as Directors, the Board will not be paid.

## **ARTICLE 6 Officers**

### **6.1 Appointment**

The Board may from time to time appoint the following Officers:

- (a) a President and Vice-President of the Board elected from among the Directors; and
- (b) such other officers as appointed by the Board as it considers expedient.

Each officer shall hold office from the date of appointment or election until their successors are elected or appointed in their stead.

### **6.2 President**

The President shall preside at all Annual General Meetings, General Meetings, Special Meetings and Board meetings, and shall be the chairperson of all such meetings. Further, the President shall:

- at every Annual General Meeting, submit a complete report of the Association's operations, and issue a statement of its activities to Members;
- hold office until a successor is elected;
- upon leaving office, assist the newly elected successor to ensure a smooth transition;
- be a member ex-officio of all Board committees; and
- perform other duties assigned to the President under the Act, these Bylaws and Association policies.

If the President resigns or is otherwise unable to act, the Vice-President shall become the President for the remainder of the current term of the President's office.

### **6.3 Vice-President**

The Vice-President shall perform the duties of the President in the President's absence or inability, or at the President's request.

In the absence of the President and Vice-President, the chair for a Board meeting shall be elected by a majority vote of Board members present.

If the Vice-President resigns or is unable to act, the Board shall elect, from among themselves, a person to fill the office for the remainder of the then current term of the Vice-President's office.

#### **6.4 Employees**

The Board may appoint an employee(s) as an officer and establish the qualifications, duties and responsibilities of the position(s) and the remuneration to be paid. The employee(s) shall be expected to operationalize the responsibilities of the Board in accordance with policies adopted by the Board.

#### **6.5 Removal**

Any Officer may be removed by Ordinary Resolution of the Board at a meeting of which notice of the intention to present such resolution has been given to all Directors.

#### **6.6. Remuneration of Officers or Employees**

Any Officer who is a Director shall not be entitled to remuneration for acting as such, but shall be entitled to reimbursement for reasonable expenses incurred in carrying out his or her duties. The Board shall fix the remuneration of any other Officers or employees.

### **ARTICLE 7 Management and Financial Matters**

#### **7.1 Registered Office**

The registered office of the Association shall be in the Province of Alberta.

#### **7.2 Borrowing Powers**

For the purpose of carrying out its Objects, the Association may borrow or raise or secure the payment of money in such manner as it sees fit and at the discretion of the Board, but in no case shall debentures be issued without the sanction of a special resolution of the Society.

#### **7.3 Financial Books and Records**

The financial books and records of the Association may be inspected by any Member at the AGM or at any time upon giving satisfactory notice and arrange a time satisfactory to the officer or officers having charge of the books and records. Each Director and officer of the Association shall, at all times, have access to such books and records.

#### **7.4 Meeting Minutes and Other Records**

A written record of Board and committee meetings shall be taken. The minute books and other records of the Association shall be maintained and may be inspected by any Member at the AGM or at any time upon giving satisfactory notice and arrange a time satisfactory to the officer or officers having charge of the books and records. Each Director and officer of the Association shall, at all times, have access to such books and records.

## **7.5 Audit**

The accounts and annual financial statement of the Association shall be audited by a duly qualified accountant or by two (2) Members of the Association appointed for that purpose at the AGM pursuant to the Act.

The financial statement for the previous year shall be submitted by the auditor for presentation at the AGM.

Unless otherwise ordered by the Board, the fiscal year end of the Association shall be December 31 of each year.

## **ARTICLE 8 Amendments**

### **8.1 Alterations of Objects and Bylaws**

The Association by Special Resolution, may rescind, alter, or add to the Objects and Bylaws. Notice specifying intentions to propose such Special Resolution shall duly be given in writing with the notice of the Meeting and in accordance with the notification period of not less than 21 days.

Each rescission, alteration, or amendment to these Bylaws shall be registered with the Registrar in accordance with the Act.

## **ARTICLE 9 Provisions**

### **9.1 Indemnification of Directors**

The Association shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an Officer or Director of the Association against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which they may become involved by reason of their service in such capacity.

Indemnity is available only if an officer or director has acted in good faith and in best interests of Association.

This Article constitutes a contract between the Association and the indemnified Officers, Directors, and agents. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified Officer, Director, or agent under this Article shall apply to such Officer, Director, or agent with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

## **9.2 Insurance**

The Association may purchase and maintain liability insurance for the benefit of its Directors and Officers.

## **ARTICLE 10 Dissolution**

The Association is funded primarily by its Members to carry on activities for the benefit of its Members. Upon the dissolution of the Association and upon payment of all debts and liabilities, the remaining assets of the Association shall be disposed of at the discretion of the Board. Any dispute between a Member, Director or Officer and the Association may be referred to arbitration.