

Bylaws



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Part 1 – Definitions

AGM - the annual general meeting of FOAJ

board - the FOAJ board of directors

chair - the duly elected chair of the FOAJ board

Code of Conduct - the set of rules outlining the social norms and rules and responsibilities of, or proper practices for, FOAJ

director - an individual who is elected to the board by the members or appointed to the board

executive committee - the chair, vice-chair, secretary and treasurer, and if the secretary and treasurer are combined into one position as the secretary-treasurer, one other director appointed by the board. If requested by the board, may also include a past chair.

Foundation or FOAJ - the Foundation of Administrative Justice

good standing - a member whose FOAJ membership fees are paid in full for the current year and whose membership is not suspended

member - any person or organization that holds a membership in FOAJ

officer - the chair, the vice-chair, the secretary, the treasurer, or the secretary-treasurer

Part 2 – Membership

Eligibility

1. Membership in the Foundation is open to any person or organization that works in the area of, or is interested in, administrative justice and has paid the appropriate fees.

Types of membership

2. The Foundation has two (2) types of membership:
 - a) organizational member - an administrative tribunal or organization, and
 - b) individual member - any appointed or elected board member or staff member of an administrative tribunal or organization, and any person who is interested in administrative justice.
3. The board may determine sub-categories of membership, membership benefits, and membership fees.

Expectations of membership

4. All members are expected to act with respect, uphold the mission, vision, and values of FOAJ, and follow the Foundation's articles, bylaws, and written policies. The board has the authority to expel, by a majority vote of all board members, any member who does not meet these expectations. If a member does not renew their membership by not paying the annual membership fee, then it is determined that the member resigns.

Part 3 – Board

5. The board has the authority to fully control and manage the affairs of the Foundation, by majority vote, at any meeting properly called and constituted.

Number and qualifications of directors

6. The board of directors may consist of up to twelve (12) directors split equally between organizational members and individual members. If there are less than six (6) directors in either group, the vacancies can be filled from either membership category.

7. If the past chair is no longer a member of the board, the board may appoint the immediate past chair or a previous past chair to the board. The term will be up to one (1) year following the election of a new chair. The past chair may attend any or all meetings as a non-voting member during this term, as requested by the board.
8. Subject to Bylaw 10, any representative of an organizational member and any individual member in good standing can be elected to the board.
9. No more than two (2) representatives from the same organization can serve on the board at the same time.

Elections

10. Directors are elected to the board by members of the Foundation. Elections are held each year ahead of the AGM. A notice is sent to all members inviting eligible candidates to stand for election. If there are more vacancies for directors from one membership type than there are candidates for those positions, those vacancies can be filled by candidates from the other membership type, subject to the terms in Bylaw 6.
11. Retiring directors are eligible for re-election, subject to the terms in Bylaw 13.
12. Vacancies on the board will be filled by election before the AGM per Bylaw 10 as follows:
 - a) Organizational members will vote for directors representing organizational members.
 - b) Individual members will vote for directors representing individual members.

Details of the election are sent to all members by email, and the election is held by electronic vote. Candidates who win are elected. The new board is announced at the AGM.

Terms of office

13. Directors are elected or appointed for a term of one (1) or two (2) years. Most directors serve for two (2) years. However, the nominating task force, chair, or executive director(s) may recommend that, for succession planning, a director should be elected for a term of one (1) year.
- a) Directors can serve for up to six (6) years in a row.
 - b) An individual who has served as a director for six (6) years in a row can serve as a director again but must wait for one (1) year before standing for election.
14. Directors will serve until the close of the AGM in the year their term is up, regardless of their membership status that year.

Vacancies on the board

15. A director who cannot complete their term of office must inform the chair in writing. If a director steps down during their term, the vacancy may be filled, for the balance of the term, by appointment by the board.

Removal of a director or officer

16. Any director or officer can be removed by a majority vote of the board for:
- a) missing three (3) meetings in a row without board approval,
 - b) violating these bylaws or FOAJ policies, or
 - c) not taking part in votes without reasonable grounds for nonparticipation.

Part 4 – Officers

Officers / Executive Committee

17. Following the election or appointment of the directors, the board will elect the officers from among themselves.
18. The officers are the chair, vice-chair, secretary and treasurer, or secretary-treasurer. The office of the secretary and treasurer can be filled by one person. If an officer is absent or unable to perform their duties, another director will step in.

Chair

19. The chair will speak for the Foundation and the board. As an extension of this position, the chair is a member of all committees.

Vice-chair

20. The vice-chair, in the chair's absence, performs the duties and exercises the powers of the chair.

Secretary

21. The secretary, as directed by the chair, will prepare, and maintain accurate minutes of Foundation meetings.

Treasurer

22. The treasurer will:
 - a) present financial statements at board meetings, and
 - b) present the audited financial statements at the AGM.

Part 5 – Executive Director

23. The board will create the position of executive director, co-executive directors, or another equivalent title to deal with the day-to-day business of the Foundation. This position reports to and is responsible to, the board.
24. The executive director shall have the custodian of the corporate seal. When used it will be authenticated by the executive director.

Part 6 – Financial matters

Audit

25. A professional accountant or at least two (2) members of the Foundation appointed by the board will audit the Foundation's books and financial accounts and records at least once each year. The board will recommend a professional accountant each year, and the accountant is confirmed by a membership vote at the AGM.
26. At the AGM, the treasurer will submit to all members the audited financial statements from the previous year for approval.

Fiscal year

27. The fiscal year-end of the Foundation is December 31.

Inspection of books and records

28. Any FOAJ member can inspect the Foundation's books and financial records. A member must give at least ten (10) days' notice and then arrange a time that is convenient for the officer(s) and the executive director(s).

29. Each director will have access to the Foundation's books and financial records. The director must give at least ten (10) days' notice and then arrange a time that is convenient for the officer(s) and the executive director(s).

Part 7- Meetings

Rules of Order

30. All meetings will be conducted using Robert's Rules of Order.

Electronic or written

31. Meetings can be held when, where, and in the way that the board decides, including by telephone, electronic, or other means of communication. Meetings can be held in more than one location at the same time as long as everyone participating in the meeting can communicate with each other. In that case, all participants are considered to be personally present at the meeting.

Chair of meetings

32. The chair will, when present, lead all meetings of the Foundation and the board. If the chair is absent, the vice-chair will lead the meeting. If both are absent, those attending can elect a chair to lead the meeting. The chair (or the person acting as the chair) at any meeting can vote on any issue before the board but does not have a second tie-breaking vote.

Voting rights

33. All designated organization and individual members have equal voting privileges, except when voting for the Board of Directors.
34. Each organization member will designate a representative to act on their behalf for voting.
35. Any organization or individual member, who is in good standing, shall have the right to vote at any meeting of the society.
36. Votes must be made in person or electronically and not by proxy.

General and special meetings

37. The Foundation will hold an AGM in Alberta or virtually on or before July 1 each year. Notice of the time and place for the meeting must be provided to all members at least fourteen (14) days before the meeting date.
38. The chair or board can call other meetings of the Foundation at any time. Notice of the time and place of the meeting must be provided to all members at least fourteen (14) days before the meeting date.
39. The chair will call a special meeting if they receive a petition signed by one-third ($\frac{1}{3}$) of all FOAJ members in good standing. Notice of the reasons for the meeting and the time and place of the meeting must be provided to all members at least fourteen (14) days before the meeting date.
40. The quorum for any meeting is twelve (12) members in good standing.

Board meetings

41. The board of directors will meet at least four (4) times each year.
42. The chair will call a meeting of the board:

- a) as required by FOAJ bylaws,
- b) at other times decided by the chair, and
- c) when any two (2) directors request a special meeting by writing to the chair and stating the business to be considered.

43. Notice of the time and place for a board meeting must be given to all directors at least seven (7) days before the meeting date.

44. The quorum for meetings of the board is at least half (50%) of the voting board members.

45. Motions made at a board meeting are adopted if approved by a majority of the directors present at the meeting who are eligible to vote.

Part 8 – Committees

46. The board can establish committees to help in the activities of the Foundation.

Part 9 – Remuneration for Directors

47. The board must authorize any payments for service in writing or through a motion at a board meeting.

Part 10 – Borrowing powers

48. To carry out its objectives, the Foundation can borrow or raise money or secure funds, including by issuing debentures. This power can be exercised only under the authority of the Foundation and only with the sanction of a special resolution of the Foundation.

Part 11– Bylaws

49. These bylaws can only be rescinded, altered, or added to by a special resolution voted on at a meeting of members as set out in Bylaws 31, 32, or 37.

Part 12 – Mediation and arbitration

50. The Foundation may resolve disputes using mediation and arbitration as provided in the *Alberta Societies Act*.

Part 13 – Indemnities to directors and others

51. The Foundation indemnifies the directors, executive director (or co-executive directors), staff, and others authorized by the board with respect to any decisions they make or actions they take in good faith.