

# South Eastman English and Literacy Services Inc.

## History

Many adults in Manitoba need to improve their English language and literacy skills needed for daily life. In the fall of 1990, Human Resources Development Canada invited several interested people from the community to talk about the language and literacy training needs in the Steinbach area.

With funding from various government departments, the first classes were held in Steinbach in 1991. It was decided that a community-based organization would best meet the ongoing adult basic education needs. The Steinbach and Area Language and Literacy Services for Adults (SALLSA) was formed. Classes were also held in Niverville, Kleefeld, Grunthal and other towns in the Rural Municipality of Hanover. As more needs were identified classes were also held in the RMs of Tache, and La Broquerie. As more classes were offered in a wider area outside of Steinbach, the name was changed in 1999 to Southeast Area Language and Literacy Services for Adults (SALLSA). In 2004, in order to achieve incorporation status, the name was changed to South Eastman English and Literacy Services Inc.

By working together with communities, churches, public schools, businesses and governments, we offer a variety of English language and literacy classes. Classes are held in community locations and in workplaces.

Learners attend classes for different reasons, such as: personal, employment or to prepare for further training. The educational training we provide helps adults to improve their basic speaking, listening, reading and writing skills needed for daily life.

## Mission Statement

To teach and promote English language and literacy skills needed by adults for daily life in Southeastern Manitoba.

## By-laws of the Corporation

### 1.0 Definitions

Wherever possible, words used in these by-laws have the same definitions as in *The Corporations Act of Manitoba*.

#### Board

The Board of Directors of the Corporation.

#### By-laws

The Corporation's rules for conducting its business.

#### Conflict of interest

A situation in which a board or committee member could benefit personally from a decision made by the board or committee. The "conflict of interest" is that the person's benefit could be in conflict with the best interest of the organization. The by-laws have rules for dealing with conflict of interest situations.

#### Director

Member of the Board.

#### Ex-officio

Because of one's role or position. For example, the Chair is an ex-officio member of committees, because of holding the position of chair.

#### Fiscal

Related to money or finance.

#### Indemnity

Not subject to penalties or liabilities that happened because of work done on behalf of the Corporation.

#### Motion

A statement beginning with "I move that..." Or "Moved that..." on which members are asked to vote "in favour" or "opposed."

## Quorum

The minimum number of members who must be present to carry on business at a meeting.

## Special Resolution

A motion that requires 21 days advance notice to members, and 75% of those voting to vote in favour in order to be approved.

### **2.0 Name**

#### 2.1 What is the name of the organization?

The name of the organization is South Eastman English and Literacy Services Inc., hereinafter referred to as the Corporation.

### **3.0 Not for profit**

#### 3.1 What kind of organization is the Corporation?

3.1.1 The Corporation is a not for profit organization and its work is carried on without purpose of gain for its members. Any profits, revenues or other assets shall be used solely to promote and achieve the purposes of the organization.

3.1.2 The Corporation is organized to operate exclusively for educational and charitable purposes.

### **4.0 Goals**

#### 4.1. What are the goals of the Corporation?

the Corporation's goals include:

- a. to teach English language and literacy skills needed by adults for daily life, and
- b. to increase public awareness, promotion and support of language and literacy issues in Southeastern Manitoba.

#### 4.2 How will the Corporation reach its goals?

The Corporation will reach its goals by various activities including:

- a. providing learner-centred basic educational training for adults;
- b. ensuring programs are accessible and flexible to meet the needs of the learners;
- c. working together with partners to offer community and workplace based training;
- d. promoting life-long learning through annual events celebrating literacy;
- e. networking with regional, provincial, and national groups with similar interests and concerns.

### **5.0 Membership**

#### 5.1 Who can be a member of the Corporation?

Those interested in adult literacy and ESL, including learners, instructors and community members who are at least 18 years of age, may apply for membership.

#### 5.2 What are the types of membership?

5.2.1 A member in the Corporation may be:

- a. an individual,
- b. a family, or
- c. an organization.

5.2.2 The Board may make policies about different kinds of membership.

5.2.3 The Board may designate, or name, an individual, family or organization to be an honorary member of the Corporation.

#### 5.3 How do you become a member of the Corporation?

A membership application needs to be completed and submitted for Board approval.

#### 5.4 What are member privileges?

A member of the Corporation:

- a. is entitled to attend all annual meetings, general meetings and special meetings of the Corporation, and

- b. is entitled to vote on all matters of business at meetings of the Corporation members, and
- c. has other privileges and responsibilities described in these by-laws and in related policies by the board of the Corporation.

5.5 What are member responsibilities?

A member of the Corporation is responsible to support the purposes of the Corporation, and abide by, or follow, the by-laws and policies of the Corporation.

5.6 Who decides the membership fees?

The Board decides and reviews the membership fees.

5.7 What is a member in good standing?

A member in good standing is defined as a person who has been accepted to membership, continues to be eligible for membership and, has not resigned his membership.

5.8 How is membership ended?

Members may end their membership by:

- a. writing notice to the Board, or
- b. not paying fees by the deadline of the membership renewal date, or
- c. being expelled by the Board

5.9 What are the conditions for expelling a member?

The Board may expel a member by a two-thirds (2/3) majority vote of the Board, according to related policies of the Corporation.

## **6.0 Membership Meetings**

6.1 How many people must be present to have a quorum, so that business can be carried out at a meeting?

A quorum is at least 10 % of the membership for annual general meetings, or special general meetings.

6.2 Who decides the time and place of the annual general meetings?

In each calendar year, the Board will decide on a place and time for the annual general meeting.

6.3 What business is carried out at an annual general meeting?

The annual general meeting must include:

- a. minutes from the last annual general meeting, and
- b. an annual report on the business of the Corporation, and
- c. a financial report or reports of the past fiscal year, and appointment of an independent qualified accountant, and
- d. an election of Board members, and
- e. a plan of action approved by the Board for the current fiscal year.

6.4 When and how are special general meetings held?

6.4.1 A special general meeting of the Corporation may be called at any time by:

- a. the Chair, or
- b. the Board, or
- c. a quorum (at least 10 %) of the membership.

6.4.2 The request for a special general meeting must:

- a. be submitted in written form , signed by the petitioner(s),
- b. state the reason(s) for meeting, and
- c. provide a draft of all motions to be voted on.

6.4.3 A general meeting or a special meeting must be held within 65 days after the Corporation received the written request.

## 6.5 When and how are meeting notices sent?

6.5.1 Notices of annual general meetings, and special general meetings must be posted at least 21 days before the meeting date.

6.5.2 The Corporation will provide notices by letter to the last known address of members.

6.5.3 Even if one or more members do not receive a meeting notice, resolutions or any other business conducted at the meeting will be valid.

## 6.6 Who can vote? How can members vote?

6.6.1 Each member (whether individual, family or organization) has one vote.

6.6.2 Voting must be by a member and no member may ask someone else to vote for them.

- a. Individual members must vote for themselves.
- b. A family members' vote will be by one person designated by the family to vote on behalf of the family.
- c. An organization member's vote will be by one person designated by the organization to vote on behalf of the organization.

6.6.3 Voting may be by show of hands, secret ballot, mail-in ballot, fax, e-mail or other method determined by the Board.

6.6.4 A motion is passed if a simple majority (51%) of those who vote are in favour of the motion.

## **7.0 Board of Directors**

### 7.1 Who can be a Board member?

7.1.1 Any member in good standing with power under law to contract is eligible to be a Board member.

7.1.2 Board members are individuals. A Board member may be:

- a. a person who is an individual member, or
- b. a person who is part of a family or organization that is a member.

### 7.2 How many people are on the Board?

7.2.1 The Board consists of a Chair, Secretary, Treasurer, and Directors, to a total of not less than 6 and not more than 10 Board members, and when applicable, a Past-Chair.

7.2.2 The Board must include a minimum of one (1) learner currently involved in a literacy or ESL program.

### 7.3 What is the purpose of the Board?

7.3.1 The purpose of the Board is:

- a. to guide the affairs of the Corporation through setting and maintaining policy and over-all direction.
- b. to ensure proper financial management of the Corporation, and
- c. to supervise the Executive Director.

7.3.2 The Board may establish committees from time to time, as needed.

7.3.3 To carry out its purpose, the Board may take any steps it considers necessary on behalf of the Corporation. The exception is when the Board is directed differently by:

- a. the Corporations Act of Manitoba, or
- b. municipal, provincial or federal legislation, or
- c. the Corporation By-laws or policies, or
- d. a vote passed on a Special Resolution at a Corporation meeting.

### 7.4 How long is a Term of Office?

7.4.1 The elected term for a Board member is two years. Members may serve for an unlimited number of terms.

- 7.5 How are Board members chosen?
- 7.5.1 Members of the Corporation elect the Board members.
- 7.5.2 Elections take place:
- at an annual general meeting, or
  - by other methods conducted according to policies set by the Board.
- 7.5.3 The terms of Board members will be set so that approximately half the Board members are elected each year.
- 7.5.4 The outgoing Chair becomes the Past Chair.
- 7.5.5 If a Board position becomes vacant between elections, the Board may appoint a member to fill the vacant position until the next election.
- 7.6 What happens if a Board member is absent from Board meetings?
- 7.6.1 Board members are expected to attend all Board meetings.
- 7.6.2 If a Board member finds it impossible to attend a Board meeting, the Board member must notify the Chair.
- 7.6.3 Board members lose their positions on the Board if absent from three consecutive Board meetings.
- 7.6.4 The Board may excuse a Board member's absences if the absences are due to circumstances the Board finds acceptable.
- 7.7 How can a Board member be removed from the Board?
- A Board member may be removed from the board if a two-thirds majority of Board members request in writing to the Chair the removal of that Board member from the Board as outlined in Board policy.

## **8.0 Board Meetings**

- 8.1 Who calls Board meetings?
- The Chair calls Board meetings.
- 8.2 How often are Board meetings held?
- Board meetings are held at least three times per year.
- 8.3 How many Board members must be present to have a quorum?
- A simple majority of the Board members (51%) is a quorum.
- 8.4 How many Board members must be present to pass a resolution?
- A quorum of Board members is required to pass a resolution.
- 8.5 How can Board members call a Board meeting?
- 8.5.1 A quorum (51%) of the Board may call Board meetings if:
- they submit their reason in writing to the Chair a month before the board meeting date, and
  - they give seven (7) days' notice by telephone, fax, or e-mail to the members of the Board at the Boards members' last known address or telephone numbers.
- 8.5.2 Board meetings called by Board members must be held within 30 days after the Chair receives the request for a Board meeting.

## **9.0 Duties of Board Members**

- 9.1 What determines the duties of the Board members?

The policies of the Board of Directors shall govern the duties of the members of the Board of Directors.

9.2 What are duties of the Chair?

The Chair:

- a. leads Board meetings,
- b. ensures the Board follows its own policies, and
- c. is, because of the position of Chair, an ex-officio member of all committees.

9.3 What are the duties of the Secretary?

The Secretary:

- a. ensures that the minutes of the all Board, general and annual meetings are recorded,
- b. ensures that notices of meetings are provided to the membership as required,
- c. maintains records and files,
- d. assists the Chair with correspondence as required, and
- e. does the duties of the Chair when the Chair is not able to do so, or when the Chair requests the Secretary to do so.

9.4 What are the duties of the Treasurer?

The Treasurer:

- a. assumes all responsibility for collecting, keeping and accounting the Corporation funds,
- b. maintains books of account and other necessary financial records, and
- c. reports on the organization's fiscal position and ensures that all books are reviewed annually in preparation for the Annual General Meeting.

**10.0 Signing Authority**

10.1 Who can sign agreements or contracts on behalf of the Corporation?

Agreements and contracts must have two signatures on behalf of the Corporation. The following have signing authority for the Corporation:

- a. Chair, or designated officer, and
- b. one of the following,
  - i. a second officer or Board member, or
  - ii. staff member, appointed by a motion of the Board.

10.2 Who can sign cheques on behalf of the Corporation?

the Corporation cheques must have two signatures as appointed by the Board.

**11.0 Payment to Board Members**

11.1 Can Board members be paid for their service as Board members?

Board members are not paid for their services as Board members.

11.2 Can Board members be reimbursed for expenses that result from being on the Board?

Board members are reimbursed, or paid back, for travel-related and Board-related expenses as outlined in the Board Expense Policy.

11.3 Can Board members be paid to work for the Corporation?

11.3.1 A Board member can be contracted to perform a special service for the Corporation.

11.3.2 A Board member may be paid for providing a special service to the Corporation if:

- a. other people have been considered to provide the service but are found to be less appropriate than the Board member, and

- b. the Board member acts in accordance with the “Conflict of interest” by-law (Section 10.0), and
- c. a three-quarters majority vote of the Board approves a motion to contract the Board member to provide the special service.

## **12.0 Conflict of Interest**

- 12.1 When is a Board member in a conflict of interest?

Board members are in a conflict of interest if they can benefit financially or materially from the Corporation’s activity.

- 12.2 What must a Board member do in a conflict of interest?

If a Board member is in a possible conflict of interest, the Board member must:

- a. disclose to the Board the nature and extent of his or her interest, and
- b. refrain from influencing the Board’s decisions on the issue, and
- c. if the Board so requests, provide relevant information, and
- d. leave the meeting when discussion and voting on the issue occurs.

## **13.0 Funding**

- 13.1 How does the Corporation obtain funding?

13.1.1 the Corporation funding may come from the following sources: government bodies, foundations, private organizations businesses and individuals.

13.1.2 the Corporation may perform contracts and services for a fee, fundraise, or borrow money to carry out the business of the organization.

- 13.2 What is required for the Corporation to borrow money?

A Special Resolution must be approved by the Corporation membership in order for the Corporation to borrow money.

## **14.0 Review of Financial Accounts**

- 14.1 Who reviews the financial accounts of the Corporation?

14.1.1 At least once a year an independent qualified accountant will conduct a financial review of the Corporation’s books.

14.1.2 A complete financial audit of the Corporation’s books will be completed at the request of the Board or one of its funders.

- 14.2 When is financial information reported?

Financial statements for the previous year are presented to the membership at the Annual General Meeting.

## **15.0 Fiscal Year**

- 15.1 What is the fiscal year of the Corporation?

For purposes of financial accounting and record keeping, the fiscal year is the 12-month reporting period from September 1 to August 31.

## **16.0 Minutes, books and records**

- 16.1 Who prepares and keeps minutes of the Corporation meetings?

The Board of Directors makes sure a designated person or persons is/are responsible to prepare and keep:

- a. minutes of the Corporation meetings, and
- b. minutes of Board of Directors meetings, and

- c. any other books or records related to the Corporation meetings required by the by-laws of the Corporation or by any applicable statute or law.

16.2 Who shall receive minutes of Board of Directors meetings?

14.2.1 Each member of the Board of Directors shall receive a copy of minutes of Board meetings.

14.2.2 A copy of the minutes of the Board meetings is available to any the Corporation member.

16.3 Where are the Corporation books and records kept?

They are kept with the designated officers and staff.

16.4 Who can inspect the Corporation books and records?

the Corporation books, accounts and records may be available for inspection by membership upon written request, showing just cause.

## **17.0 Authority for contracts**

17.1 When can contracts be authorized?

All contracts entered into by the Corporation must be in writing, approved by the Board, and signed by the Chair, or other person(s) authorized by the Board.

17.2 Can the Corporation seek a legal opinion about a contract?

the Corporation may obtain a legal opinion on a proposed contract if the Board or other person(s) authorized by the Board recommends it.

## **18.0 By-law and policy amendments**

18.1 How can by-laws be changed?

18.1.1 The Corporation By-laws may be changed by Special Resolution, which is a motion for a particular purpose, at an annual general meeting or special meeting.

18.1.2 The Corporation must give its members notice of the Special Resolution to change the by-laws at least 21 days before the meeting.

18.1.3 Approval by a minimum of three-quarters (75%) of the members who vote is needed to pass the resolution to change the by-laws. In contrast, other motions do not need advance notice to members, and need only be approved by a minimum of 51% of those who vote.

18.2 How can policy be changed?

The Board of Directors may change the Corporation policies.

## **19.0 Legal responsibility and indemnity**

19.1 Are people who act on behalf of the Corporation personally responsible to pay the Corporation penalties or liabilities?

When Board members or others are authorized to act on behalf of the Corporation, and a legal or administrative action results in costs or expenses, the Corporation will not require former or present Board members or other authorized persons to pay any penalties, liabilities, costs or expenses, if the authorized persons:

- a. acted honestly and in good faith with a view to the best interests of the Corporation, and
- b. in cases involving criminal or administrative action enforced by a monetary penalty, had reasonable

- grounds to believe their conduct was lawful, and
- c. immediately notified the Corporation of any action or proceeding, and
  - d. cooperated with the Corporation in its defence in a manner that was reasonable in the circumstances.

## **20.0 Dissolution**

### 20.1 How can the Corporation be dissolved?

20.1.1 If the Board of Directors decides it is advisable to dissolve the Corporation, they shall call a special membership meeting, and shall pass a motion of dissolution.

20.1.2 Any funds or properties held by the Corporation at the time of the dissolution which belong to any funders, shall be returned to them as required.

20.1.3 If there is any money in the reserve fund or any special funds, or properties which is not committed, this shall be given to a qualified donee as per the Canada Customs and Revenue Agency Act.

Approved by the Society at a general meeting held on September 13, 2004 in Steinbach, Manitoba.

Name: Ruth Mulaire

Signature: \_\_\_\_\_

Title: Secretary

Date: September 13, 2004

Name: Elfrieda Lepp-Kaethler

Signature: \_\_\_\_\_

Title: Board Director

Date: September 13, 2004

Name: Herman Kasper

Signature: \_\_\_\_\_

Title: Treasurer

Date: September 13, 2004