SCHEDULE A

BYLAWS

INTERNATIONAL AND HERITAGE LANGUAGES ASSOCIATION

1. Definitions and Interpretations

1.1 Definitions

In these Bylaws:

1.1.1. "Accredited Delegate" means an active or former parent, administrator or teacher, aged 18 years and older, who is appointed by an Institutional Member to represent the Institutional Member at meetings of the Society and to be eligible for election to the Board of Directors of the International and Heritage Languages Association (IHLA).

1.1.2. "Board" means the Board of Directors of the Society.

1.1.3. "Bylaws" means the Bylaws of the Society as amended from time to time.

1.1.4. "Director" means an individual who has been duly elected or appointed to the Board in accordance with these Bylaws.

1.1.5. "General Meeting" means an annual or special meeting of the Institutional Members of the Society.

1.1.6. "Heritage Language Education" means language and cultural education other than English or French.

1.1.7. "IHLA" means the International and Heritage Languages Association.

1.1.8. "Institutional Member" means an International and Heritage Language School that meets the criteria for membership in the Society as outlined in Article 2.1 of these Bylaws and whose membership is in good standing.

1.1.9. "Officer" means a Director holding a specific office on the Board, such as President, Vice-President, Past President, Secretary, or Treasurer, as outlined in these Bylaws.

1.1.10. "Ordinary Resolution" means a resolution passed by a simple majority (50% + 1) of the votes cast by Institutional Members entitled to vote at a general meeting.

1.1.11. "Society" means the International and Heritage Languages Association.

1.1.12. "Special Meeting" means a meeting of the Institutional Members called for a specific purpose other than the annual general meeting.

1.1.13. “Special Resolution” means a special resolution as defined in the Societies Act of Alberta.

1.2 Interpretation

1.2.1. In these Bylaws:

(a) Words in the singular include the plural, and words in the plural include the singular;
(b) Words importing the masculine gender include all genders;
(c) "Person" includes an individual, firm, partnership, corporation, association, society, or other legal entity;
(d) Any reference to a statute or statutory provision includes that statute or provision as amended, restated, re-enacted, or replaced from time to time.

1.3 Headings

1.3.1. The headings used in these Bylaws are inserted for convenience of reference only and shall not affect the meaning or interpretation of any provision of these Bylaws.

2. Members

2.1 Eligibility

(a) International and Heritage Language Schools may be admitted as Institutional Members upon payment of the annual membership fee.
(b) Each Institutional Member is entitled to annually appoint two (2) accredited delegates to represent it at meetings of the Society. Each accredited delegate shall have one vote at any meeting of the Institutional Members, provided they are in good standing.
(c) Institutional Members may vote by proxy. The proxy holder must be a representative of the same Institutional Member school as the appointing delegate, and must not already hold a voting delegate appointment for that meeting. No Institutional Member may exercise more than two (2) proxy votes at any meeting. The proxy must be named in writing, signed by the Institutional Member’s authorized representative, and submitted to the Secretary before the meeting is called to order.
(d) Only accredited delegates in good standing at the time of the Annual General Meeting are eligible for election to the Board of Directors.
(e) No more than one (1) delegate from any single Institutional Member may serve on the Board of Directors at the same time.

(f) The form of appointment of an Accredited Delegate is set out in Schedule A to these Bylaws.

2.2 Honorary Membership

(a) Honorary membership is the highest honour which may be bestowed by IHLA. It is to be awarded to individuals only for very distinctive services those individuals have provided to the Society.

(b) Honorary members act in an advisory capacity to the Board. They have the right to attend all IHLA meetings, but they do not have the right to vote, to hold office or to propose or second resolutions.

(c) The Board may appoint Life Members in recognition of exceptional long-term service and dedication to the Society over an extended period, such as retiring founders, long-serving educators, or dedicated Board members. Life Members are non-voting and serve in an honorary advisory capacity. The criteria and process for appointing Life Members shall be established by Board policy.

2.3 Election and Term

(a) Directors shall be elected by the Accredited Delegates present at the Annual General Meeting of the Society.

(b) Directors shall be elected for a term of two (2) years, and shall remain in office until their successors are elected and assume office.

(c) Elections shall be conducted by secret ballot, unless the assembly unanimously agrees to acclamation.

2.4 Membership/Administrative Fees

2.4.1. The Board may, from time to time, establish annual membership fees payable by Institutional Members.

2.4.2. The Board shall determine the due date for the payment of any membership or administrative fees.

2.5 Rights of Institutional Members

2.5.1. The Institutional Members of the Society shall consist of all Heritage Language schools whose membership has been accepted in accordance with these Bylaws.

2.5.2. An Institutional Member is considered to be in good standing if the Institutional Member has paid all applicable fees due to the Society and continues to meet any membership criteria or requirements as set out in these Bylaws.

2.5.3. All Institutional Members are entitled to receive notice of, and attend, general meetings of the Society. Only Institutional Members in good standing shall be entitled to vote at such meetings.

2.6 Withdrawal and Expulsion of Institutional Members

2.6.1. An Institutional Member may resign from the Society by submitting a written notice of resignation to the Secretary. The resignation shall take effect upon receipt, or on the date specified in the notice, whichever is later.

2.6.2. The Board may, by resolution, expel any Institutional Member who, in the opinion of the Directors, has acted in a manner detrimental to the interests or purposes of the Society. The Institutional Member shall be given written notice of the proposed expulsion and shall be provided an opportunity to be heard by the Board before a final decision is made.

2.6.3. An Institutional Member that resigns or is expelled from the Society shall forfeit all rights, claims, and interests arising from or associated with membership in the Society, effective as of the date of resignation or expulsion.

3. Meetings of the Society

3.1 The Annual General Meeting

3.1.1. An Annual General Meeting (AGM) of the Society shall be held once in every calendar year, at a time and place determined by the Board of Directors. The AGM shall be held in the Province of Alberta, preferably in the City of Edmonton, and no later than six (6) months after the end of the Society's financial year, unless otherwise permitted by the Societies Act.

3.1.2. Notice of the AGM, including the date, time, location, and agenda, shall be provided to all Institutional Members in writing at least twenty-one (21) days prior to the meeting, in accordance with the notice provisions in these Bylaws. Where the agenda includes a proposed amendment to the Bylaws, notice of at least twenty-one (21) days shall be provided in accordance with Section 10.3.

3.1.3. At the AGM, the Institutional Members shall:

(a) Receive and consider the reports of the President, Treasurer, and any other designated Officers or Committee Chairs;
(b) Receive and consider the Society's audited financial statements and the Auditor's report;
(c) Elect Directors, if required; and
(d) Transact any other business properly brought before the meeting.

3.1.4. A quorum for the Annual General Meeting shall consist of ten percent (10%) of the Institutional Members in good standing, with a minimum of ten (10) Institutional Members.

3.1.5. Unless a ballot vote is demanded by an Institutional Member, all voting at the Annual General Meeting shall be conducted by a show of hands. Each accredited delegate of an Institutional Member school in good standing is entitled to one vote.

3.2 Special Meetings of the Society

3.2.1. A Special Meeting of the Society shall be called by the Board upon receiving a written request signed by at least fifteen percent (15%) of the Institutional Members in good standing, stating the general nature of the business to be addressed at the meeting.

3.2.2. At least twenty-one (21) days prior to the Special Meeting, the Secretary shall provide written notice to all Institutional Members, setting out the date, time, place, and purpose of the meeting.

3.2.3. The quorum and voting procedures for a Special Meeting shall be the same as those established for the Annual General Meeting, unless otherwise required by the Societies Act.

3.3 Electoral Procedures

3.3.1. A Nominating Committee consisting of three (3) individuals shall be appointed by the Board at least thirty (30) days prior to the Annual General Meeting.

3.3.2. The Nominating Committee shall prepare a slate of Directors for the Board, to be presented at the Annual General Meeting. Prior consent from each candidate must first be obtained.

3.3.3. To promote broad representation, no more than one (1) candidate representing the same Institutional Member may be elected to the Board at any given time.

3.3.4. Additional nominations from the floor shall not be accepted at the Annual General Meeting.

3.3.5. Election of Directors on the basis of a majority of votes of Members present shall take place at the Annual General Meeting.

3.3.6. The Society shall be governed by a Board of Directors composed of not fewer than seven (7) and not more than nine (9) Directors, all of whom shall be elected from among the accredited delegates of the Institutional Members.

4. Governance of Society

4.1 Board of Directors

4.1.1. The Board of Directors shall, subject to the Societies Act and these Bylaws, have full control and management of the affairs of the Society. Without limiting the generality of the foregoing, the Board’s duties and powers shall include:

(a) Facilitating and promoting the objects of the Society;
(b) Encouraging and promoting membership in the Society;
(c) Engaging, hiring, and terminating employees or contractors as necessary for the operations of the Society;

(d) Maintaining and safeguarding the assets and property of the Society;
(e) Preparing and approving an annual budget that supports the responsible management of the Society;
(f) Paying all expenses related to the operations and management of the Society;
(g) Remunerating or indemnifying individuals, including Directors, for services rendered or liabilities incurred in connection with the affairs of the Society, subject to any applicable policies or resolutions;
(h) Investing funds of the Society not immediately required for operations, in accordance with prudent financial practices;
(i) Financing the operations of the Society, including borrowing, raising, or securing funds in such manner as deemed appropriate by the Board;
(j) Obtaining the approval of the Institutional Members by Special Resolution prior to issuing debentures, in accordance with the Societies Act;
(k) Maintaining complete and accurate financial and accounting records for the Society;
(l) Retaining legal counsel, consultants, or other professionals as needed to support the Society's objectives;
(m) Establishing rules and regulations for the use of Society facilities and the conduct of its activities, consistent with these Bylaws.

4.1.2. The Board is committed to effective, respectful, and accountable decision-making. Once a decision is made by the Board, Directors are expected to speak with one voice and uphold the integrity of the process. To support this, Directors shall:

(a) Act in the best interests of the Society and its Institutional Members, while remaining informed by community perspectives;
(b) Express personal views during deliberations and encourage diverse perspectives in discussion;
(c) Avoid forming factions or engaging in private lobbying that may hinder open and transparent dialogue at Board meetings;
(d) Demonstrate mutual respect and seek to understand differing viewpoints;
(e) Support Board decisions once made, even when holding a dissenting view, unless doing so would conflict with a legal duty;
(f) Refrain from disclosing internal deliberations or disagreements to staff, volunteers, clients, or the public;
(g) Maintain confidentiality on sensitive matters, including personnel and legal issues;
(h) Avoid representing the Society or speaking on its behalf without proper Board authorization;
(i) Refrain from speaking for the Society unless authorized to do so;
(j) Disclose any actual or perceived conflicts of interest in accordance with the Society's Conflict of Interest Policy and the Societies Act;
(k) Refrain from directing or interfering with staff operations, unless authorized by the Board or acting within an approved governance role.

4.1.3. The Board shall meet regularly and not less than once every four (4) months. Meetings may be called by the President or by any three (3) Directors. Unless waived in writing by all Directors, each Director shall receive notice of the meeting at least seven (7) days in advance.

4.1.4. A majority of Directors shall constitute a quorum for Board meetings. Notice of a meeting may be waived if all Directors are present or if those absent have provided written consent to the meeting being held in their absence.

4.1.5. Each Director, including the President, shall have one vote. In the event of a tie, the motion shall be deemed defeated. The President shall not cast a second or deciding vote.

4.1.6. A Resolution in writing signed by all Directors personally shall be valid and effective as if it had been passed at a meeting of the Board duly called and constituted.

4.1.7. If a Director, without reasonable excuse, is absent from three (3) or more Board meetings within a fiscal year, the Board may, by resolution, declare the position vacant and appoint a replacement to serve until the next Annual General Meeting. The affected Director shall be notified and given an opportunity to respond prior to such a resolution being adopted.

4.2 Executive Officers

4.2.1. At the first meeting of the Board following each Annual General Meeting at which Directors are elected, the Board shall elect from among its Directors the following Executive Officers of the Society:

- President
- Vice-President
- Secretary
- Treasurer
- Past President (as per Section 4.2.5)

4.2.2. Each Executive Officer may serve for a maximum of two (2) consecutive terms of two (2) years each, for a total of four (4) years. This limitation is intended to support continuity and provide mentorship to newly elected Directors.

4.2.3. The President shall serve as the principal officer of the Society and shall preside over all meetings of the Board and of the Society. The President shall be an ex-officio member of all committees of the Board, unless otherwise stated. The President shall also perform such duties and exercise such powers as may be delegated by the Board from time to time by resolution.

4.2.4. The Vice-President shall carry out such duties and responsibilities as may be assigned by the Board. In the absence or incapacity of the President, the Vice-President shall assume the powers and duties of the President.

4.2.5. The immediate Past President is automatically appointed to the Board following their term as President. If they hold the status of Accredited Delegate of an Institutional Member in good standing, they shall have full voting rights as a Director in accordance with section 4.1.5 of these Bylaws. If they do not hold Accredited Delegate status, they shall serve in an advisory, non-voting capacity. If the immediate Past President does not wish to serve in any capacity, the position may be filled by the Board by resolution in accordance with section 4.2.10 of these Bylaws.

4.2.6. The Secretary shall:

(a) Record and maintain the minutes of all meetings of the Society, the Board, and Board committees;

(b) Ensure that proper notice of meetings is given in accordance with these Bylaws;

(c) Maintain the official records of the Society, including its register of Institutional Members and Directors;

(d) Ensure that filings required under the Societies Act are submitted on time.

4.2.7. The Treasurer shall oversee the financial affairs of the Society and ensure that accurate records are maintained in accordance with applicable laws and policies. The Treasurer shall:

(a) Receive and deposit all Society funds and assets into Board-approved accounts in the name of the Society;

(b) Provide, upon request, reports to the Board on the financial condition of the Society and the Treasurer's financial activities;

(c) Issue payments for all authorized expenses of the Society;

(d) Prepare an annual financial report for presentation at the Annual General Meeting;

(e) Prepare and submit any additional financial reports as requested by the Board;

(f) Arrange for an annual audit of the Society's financial records by a qualified Auditor, in accordance with the Societies Act;

(g) Prepare and file all required regulatory and tax documents in accordance with provincial and federal laws;

(h) Prepare, in consultation with the Executive Officers, an annual budget for Board approval, including projected expenditures by function or program;

(i) Present monthly financial statements to the Board.

4.2.8. In the event of the absence or inability of any Executive Officer to perform their duties, or for any other reason deemed sufficient by the Board, the Board may delegate all or part of that Officer's powers to another Executive Officer or to a Director, by majority vote.

4.2.9. The Board may, by majority vote at a meeting called for that purpose, remove any Executive Officer for just cause. The Officer concerned shall be given notice of the proposed removal and an opportunity to respond. The Board may then elect or appoint a replacement from among the Directors.

4.2.10. A vacancy occurring on the Board may be filled by resolution of the Board of Directors from among eligible delegates, and the person so appointed shall hold office until the next Annual General Meeting. At the next Annual General Meeting, the vacancy shall be filled by election for the remainder of the term, if any.

4.2.11. Any Executive Officer may be re-elected to the same or another officer position, subject to applicable term limits and provided they continue to serve as a Director.

4.3 Committees

4.3.1. The Board may establish committees at its discretion, consisting of Directors and, where appropriate, non-Directors such as consultants or resource persons. The Board may delegate specific authority to such committees, which shall report to the Board as required.

4.3.2. Committees shall exercise only those powers and perform such duties as are expressly delegated to them by the Board.

4.4 Committee Regulations

4.4.1. The Committees shall:

(a) Operate in accordance with any terms of reference or guidelines established by the Board.

(b) Serve a one-year term, ending at the next Annual General Meeting, unless otherwise determined by the Board.

4.5 Minutes of Board and Committee Meetings

4.5.1. Each Committee shall maintain accurate written records of its meetings, proceedings, and decisions. Any decision approved in writing by all members of a Committee shall have the same force and effect as a resolution passed at a duly called meeting.

5. Banking Powers

5.1. The Board may open and maintain bank accounts in the name of the Society, designate signing officers, and authorize the execution of financial documents or agreements necessary to conduct the Society’s banking and financial affairs with any bank, trust company, or other financial institution.

5.2. The Board may, by resolution, delegate specific banking authority to officers, employees, or other authorized persons, including the signing of cheques, execution of agreements, and conduct of financial transactions, in accordance with approved financial policies.

5.3. The Society does not have a corporate seal.

6. Borrowing Powers

For the purposes of carrying out its objects, the Society may borrow or raise or secure the payment of money in such manner as it thinks fit, but in no case will debentures or charges on real or personal property be issued or made without the sanction of a Special Resolution.

7. Minutes of Proceedings

7.1. The Board shall ensure that accurate minutes are recorded and maintained in official records of the Society. These minutes shall include:

(a) All appointments or elections of Officers;

(b) The names of Directors present at meetings of the Board and its committees;

(c) All resolutions and decisions made by the Board and Board committees;

(d) All resolutions and proceedings of meetings of the Institutional Members; and

(e) All resolutions and proceedings of meetings of the Society's committees.

8. Audits and Accounts

8.1. The financial year of the Society shall begin on April 1 and end on March 31 of the following year, unless otherwise determined by resolution of the Board.

8.2. The Board shall ensure that proper books of account and financial records are maintained, including records of all income, disbursements, assets, liabilities, purchases, sales and other financial transactions of the Society.

8.3. The books, accounts and financial records of the Society shall be audited at least once each fiscal year by an Auditor appointed by the Members at the Annual General Meeting.

8.4. The Auditor shall be a duly qualified Chartered Professional Accountant, a professional accounting firm, or two Members of the Society elected by the Members for that purpose, unless the Members determine that a professional audit is required. The Auditor shall hold office until the next Annual General Meeting. The Auditor shall not be an Employee or Director of the Society.

8.5. The Board may fix the remuneration of the Auditor where the Auditor is a Chartered Professional Accountant or professional accounting firm. No person shall be paid to perform the audit unless that person is a Chartered Professional Accountant or the audit is performed by a professional accounting firm.

8.6. The Auditor shall have reasonable and unrestricted access to all books, accounts, financial records and supporting documents of the Society and may request information and explanations from the Directors, Officers, employees or agents of the Society as reasonably necessary to fulfill the Auditor's responsibilities.

8.7. The Auditor shall audit and sign the financial statement of the Society. The financial statement shall set out the Society's income, disbursements, assets and liabilities for the previous fiscal year and shall be presented to the Members at the Annual General Meeting.

8.8. The Auditor is entitled to attend any meeting of the Board or Members at which the financial statement audited by the Auditor is being presented or considered, and may make statements or provide explanations related to the financial statement and related accounts.

8.9. The audited financial statement presented at the Annual General Meeting shall be filed with the Society's annual return in accordance with the requirements of the Societies Act. The annual return must include the audited financial statement presented at the last AGM and shall be filed by the deadline tied to the Society's anniversary month.

8.10. The books and records of the Society shall be available for inspection by any Member at the registered office of the Society or at another location determined by the Board, during reasonable business hours and subject to reasonable notice, confidentiality, privacy, and applicable legal requirements. A Member wishing to inspect records shall submit a written request to the Secretary, who shall arrange access within a reasonable time after receiving the request. The Society shall maintain a register of its Members in accordance with the Societies Act. The register of Members shall be available for inspection by Members as required by the Act, and any use or disclosure of personal information from the register shall be limited to matters relating to the affairs of the Society.

9. Indemnification

9.1. The Society shall indemnify each Director, Officer, and employee of the Society, and their respective heirs and legal representatives, against all reasonable expenses and liabilities, including legal fees, incurred in connection with any civil, criminal, administrative, or investigative proceeding to which they are made a party by reason of being or having been a Director, Officer, or employee of the Society, provided that:

(a) They acted honestly and in good faith with a view to the best interests of the Society; and

(b) In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, they had reasonable grounds for believing their conduct was lawful.

9.2. No indemnification shall be provided for any matter in which the individual is found by a court to have committed gross negligence, willful misconduct, or breach of fiduciary duty.

10. Amendment of Bylaws

10.1. These Bylaws may not be rescinded, altered or added to except by Special Resolution of the members entitled to vote, in accordance with the requirements of the Alberta Societies Act.

10.2. No rescission, alteration or addition to these Bylaws shall take effect until it has been filed with and registered by the Registrar in accordance with the Alberta Societies Act.

10.3. Notice of any proposed amendment to these Bylaws shall be provided to the Institutional Members at least twenty-one (21) days before the meeting at which the amendment will be considered. The notice shall include the text or a clear summary of the proposed amendment.

11. Dissolution

11.1. The Association may be dissolved only by a Special Resolution adopted by at least seventy-five percent (75%) of the Institutional Members entitled to vote at an Institutional Members' meeting called specifically for that purpose, in accordance with the Alberta Societies Act.

11.2. Upon dissolution, and after payment of all debts and liabilities, any remaining assets of the Association shall be distributed to one or more registered charities or non-profit organizations in Canada that have purposes similar to those of the Association. The recipient organizations shall be determined by the Institutional Members at the Special Meeting or, if not specified, by the Board in accordance with applicable laws.

SCHEDULE A

APPOINTMENT OF ACCREDITED DELEGATE TO THE BOARD OF DIRECTORS

Note: Each Institutional Member may appoint up to two (2) Accredited Delegates. Complete one form per delegate. Schools appointing two delegates must submit two completed forms.

Institutional Member School Information

Name of Institutional Member School:
____

Address:
____

City: ______________________

Postal Code: ______________

Telephone: ___________________

Delegate Information

The undersigned hereby appoints the following individual as an accredited delegate to represent the Institutional Member at meetings of the Society and be eligible for election to the Board of Directors of the International and Heritage Languages Association (IHLA):

Full Name:
____

Date of Birth (must be at least 18 years of age):
____

Address:
____

Email: __________________________

Phone: __________________________

Role (check all that apply):

☐ Current Parent	☐ Former Parent	☐ Administrator	☐ Former Administrator	☐ Teacher	☐ Former Teacher

Declaration by Institutional Member School

By signing below, the Member School confirms that:

- It is an Institutional Member in good standing of IHLA.
- The appointed delegate meets the criteria set out in the IHLA Bylaws.
- The delegate supports the mission and objectives of the IHLA.
- The appointment complies with the qualifications and disqualifications for Directors as outlined in the Societies Act of Alberta.
- This appointment is valid for the current membership year and may be renewed or revoked by written notice.

Accredited Delegate of Institutional Member School

Name: ________________________________

Position/Title: ____________________________

Email: ________________________________

Consent of Appointed Representative

I, the undersigned, accept this appointment and confirm that:

- I meet the eligibility criteria for Directors as set out in the IHLA Bylaws and the Societies Act of Alberta.
- I support the mission and objectives of the IHLA.
- I consent to serve as a Director of the Board of IHLA if elected by the Annual General Meeting.

Signature of Appointed Delegate: ________________________Date: ____________________

For IHLA Administrative Use Only

Date Received: ____________________ Received By: ______________________

Institutional Member in Good Standing: ☐ Yes ☐ No

Approved by IHLA Board: ☐ Yes ☐ No Date of Approval: ________________