



LETHBRIDGE COLLEGE BOARD OF GOVERNORS BYLAWS

PREAMBLE

The Board of Governors of Lethbridge College is established under the authority of the Post-Secondary Learning Act (Statutes of Alberta, 2003 Chapter P-19.5)

ARTICLE I - INTERPRETATION

- 1.1 In these Bylaws, unless the context otherwise requires, words importing the singular number and masculine gender shall include the plural number or the feminine gender as the case may be, and vice-versa, and references to persons shall include firms and corporations.
- 1.2 In these Bylaws:
- i) "Board" shall mean the Board of Governors of Lethbridge College.
 - ii) "College" shall mean Lethbridge College.
 - iii) "Lay member" or "public member" shall refer to a member of the Board who has been appointed from the public at large and who is not an employee of the College, nor a student.
 - iv) "Institutional Member" shall refer to a member of the Board who is an employee of the College or a student.
 - v) "President" shall refer to the President of Lethbridge College, who is the Chief Executive Officer of the College.

ARTICLE II - OFFICERS AND DUTIES

- 2.1 The Chair of the Board is appointed by the Lieutenant Governor in Council.
- 2.2 At the first regular meeting of a new fiscal year, the Board shall appoint from among its members two Vice-Chairs.
- 2.3 In the event the Chair is absent or unable to act, all duties of the Chair shall be performed by one of the Vice-Chairs determined as follows:
- i) The Vice-Chair designated in writing by the Chair, or
 - ii) If no such designation by the Chair has been made, the Vice-Chair designated by mutual agreement of the two Vice-Chairs, or

iii) If there is no such agreement, the Vice-Chair designated by the Board provided that in the event there is no Vice-Chair so designated, either Vice-Chair may summon or call a special meeting under sub-section 3.5, 3.6 or 3.7.

2.4 In the event that the Chair and both Vice Chairs are absent or unable to act, at a regular or special meeting of the Board, the Board shall elect a Presiding Officer pro tempore from among its members. Such election shall be decided by a majority of members present and voting.

2.5 The Board shall request the President to provide administrative support around board meetings and board documents.

ARTICLE III - MEETINGS

3.1 Regular meetings of the Board shall be held on a regular basis at a time and date established by the Board unless the members agree otherwise.

3.2 Notice of the time and place of any regular meeting shall be provided not less than four calendar days, inclusive of holidays and weekends, before the day on which the meeting is to be held. The day of giving notice and the day of the meeting shall not be counted when computing calendar days. Notices will be either hand delivered, sent by courier, Double Registered Mail or by e-mail to a member's last known address as stated in the Board's records.

3.3 The non-receipt by any member of such notice shall not invalidate the proceedings at regular meetings of the Board.

3.4 A member will be deemed to be in attendance if connected to the meeting by telephone or other communication device that permits all persons participating in the meeting to hear one another.

3.5 The Chair may summon a special meeting at such time as he/she deems fit.

3.6 The Chair shall summon a special meeting when requested by a majority of the Board in writing.

3.7 The Chair may call a special meeting of the Board upon such shorter notice, either oral or written, as he/she considers sufficient if at least two-thirds of all the members of the Board give their consent to such notice before the commencement of the meeting.

3.8 Any member of the Board may, by writing, waive notice of general or special meeting provided however, that notice of a meeting where it is intended to pass a special resolution may not be waived.

- 3.9 A majority of the members of the Board or a Board Committee shall constitute a quorum at any Board or Board Committee meeting.
- 3.10 No act or proceeding of the Board is valid unless it is adopted at a meeting of the Board at which a quorum is present or established by e-mail or written documentation.

ARTICLE IV - VOTING

- 4.1 Each Board member shall have a vote, at any Board meeting, on each matter unless a conflict of interest has been declared.
- 4.2 A motion is passed when a majority of voting members present vote in favour of the motion.
- 4.3 Any member may abstain from voting, but such action does not reduce the number of members present.
- 4.4 Any Governor may require a recorded vote on any question and, in such case; the Board Secretary shall record in the Minutes the name of each Governor voting for and against the motion.
- 4.5 Any Governor, without requiring a recorded vote, may have his or her own vote recorded on any question decided by the Board.

ARTICLE V - COMMITTEES

- 5.1 The Board may by motion establish any ad hoc committee as needed for the purposes of the Board.

ARTICLE VI - CORPORATE SEAL AND SIGNING AUTHORITY

- 6.1 The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Board. The President shall be accountable for all applications of the Corporate Seal, which shall be recorded in a journal provided for this purpose. Each entry shall include the date of use, a title or brief description of the contract, document or instrument in writing, being executed, and a record of those persons signing on behalf of the College. All documents which are not contractual in nature do not require the use of the Corporate Seal.
- 6.2 Any contract, document, or instrument in writing requiring execution under corporate seal on behalf of the Board may be signed by either the Chair, a Vice Chair or the Acting Chair or President; and one of the senior staff delegated signing authority in accordance with established policy.

6.3 All contracts, documents and instruments in writing so signed under seal shall be binding upon the Board without further authorization or formality. The Board may from time to time by resolution appoint any member or any officer or any person on behalf of the Board to sign contracts, documents, or instruments in writing generally, or to sign specific class of contracts, documents or instruments in writing. The Board will annually review such appointments.

ARTICLE VII - PROTECTION OF GOVERNORS, OFFICERS AND OTHERS

7.1 No Governor or Officer shall be liable for the acts, receipts, neglects or defaults, of any other Governor, Officer or employee, or for joining in any receipt or act for conformity, or for any loss, damage, or expense happening to the College through the insufficiency or deficiency of title to any property acquired for or on behalf of the College, or for the insufficiency or deficiency of any security in or upon which any of the monies of the College shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person with whom any of the monies, securities or effects of the College shall be deposited, or for any loss occasioned by any error of judgment or oversight on his/her part or for any other loss, damage or misfortune whatever, which shall happen in the execution of the duties of his/her office or in relation thereto, unless the same are occasioned by his/her own wilful neglect or default.

7.2 The College shall, and does hereby agree to reimburse and indemnify the Governor or Officer, a former Governor or Officer or a person who acts or acted at the College's request as an Officer of the College and his/her heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action, or satisfy a judgment reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he/she is made a party by reason of being or having been a Governor or Officer of the College if:

- i) he/she acted in good faith in the purported exercise or performance of his/her powers, duties and functions under the Post Secondary Learning Act, or
- ii) he/she acted honestly and in good faith with a view to the best interests of the College, or
- iii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he/she had reasonable grounds for believing that his/her conduct was lawful.

The above indemnity shall include indemnity for legal fees incurred by any person entitled to indemnity under this Article. The College shall, and does hereby agree to:

- i) appoint legal counsel to represent the interests of any person made a party to any civil, criminal, or administrative action or proceeding by reason of being or having been a Governor or Officer of the College upon the written request of any such person made to the Board, and
- ii) pay the fees of such legal counsel so appointed,

unless the Board, by resolution, confirms that:

- i) the Board has reasonable grounds to believe that such person did not act in good faith in the purported exercise or performance of his/her power, duties and functions under the Post Secondary Learning Act, or
- ii) the Board has reasonable grounds to believe that such person did not act honestly and in good faith with a view to the best interests of the College, or the Board has reasonable grounds to believe that such person did not have reasonable grounds for believing that his/her conduct was lawful.

ARTICLE VIII - AMENDMENT OF BYLAW

- 8.1 A motion to enact, amend or repeal any bylaw of the Board shall be treated as a Special Resolution.

ARTICLE IX - SPECIAL RESOLUTIONS

- 9.1 A Special Resolution may be passed by the affirmative vote of a majority of the members of the Board present at a meeting of the Board at which a quorum is present and of which notice, specifying the intention to propose the resolution as a Special Resolution, has been duly given.
- 9.2 Notice of a motion for a Special Resolution shall be mailed or handed to all members at least fourteen (14) days prior to the meeting at which such Special Resolution will be considered.

ARTICLE X - REPEAL OF PREVIOUS REGULATIONS

- 10.1 To the extent necessary to give effect to the provisions of this bylaw, all resolutions, bylaws and regulations, heretofore passed by the Board, are repealed without prejudice to or affecting any right, privilege, obligation or liability heretofore acquired, accrued, accruing or incurred or any action heretofore taken under any of the bylaws, resolutions and regulations so repealed.

Approved December 13, 1989
Committee of the Whole
Amended (Article XV - September 19/90)
Amended (Article XIII - Committees/Appendix B - October 17/90)
Amended (Article XIV - Conflict of Interest - February 16, 1994)
Amended to delete reference to Standing Committees (March 16, 1994)
Amended Appendix "A" (March 16, 1994)
Amended Appendix "B" (March 16, 1994)
Amended (Article IV - Meetings (In Camera Discussion) - June 27, 1995)
Add Appendix "C" (June 27, 1995)
Amended Appendix "A" (December 4, 2001)
Amended to reflect Change of Act (October 18, 2005)
Amended to reflect Policy Governance (April 17, 2007)
Amended to reflect two Vice-Chairs (September 26, 2011)
Amended (Article 7 and Article 9 – September 26, 2011)