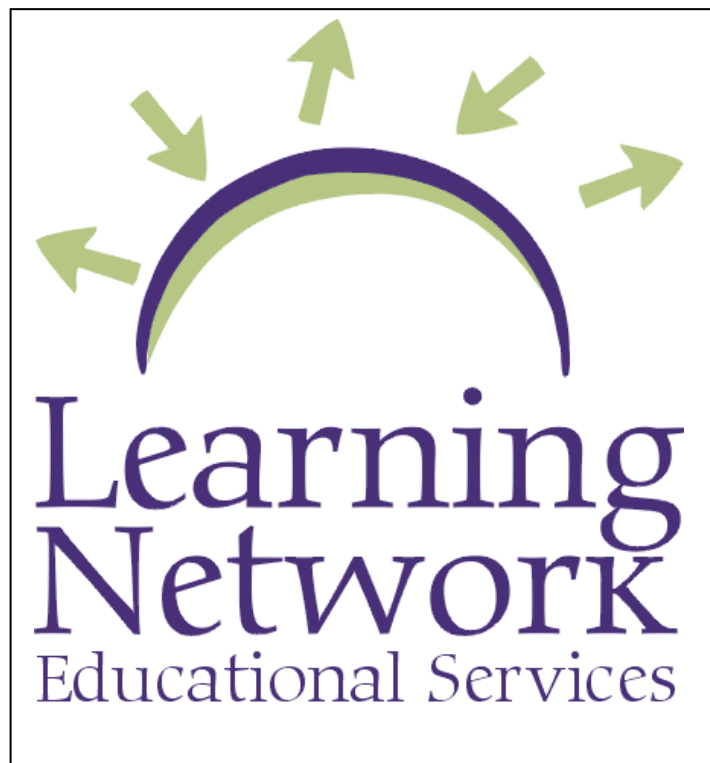


LEARNING NETWORK

THE SOCIETY FOR PROFESSIONAL DEVELOPMENT AND EDUCATIONAL EXCHANGE BY-LAWS



January 18, 2013

**LEARNING NETWORK,
THE SOCIETY FOR PROFESSIONAL DEVELOPMENT AND EDUCATIONAL
EXCHANGE**

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**LEARNING NETWORK,
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EXCHANGE**

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BY – LAWS (Latest Revision November/2016 & August /2012)

1. NAME - The name of the organization shall be “Learning Network, the Society for Professional Development and Educational Exchange”, hereinafter also referred to as “Learning Network” or “Learning Network Educational Professional Development Services” or “East Central Regional Consortium”.

2. ORIGIN OF CONSORTIUM

2.1 MISSION/MANDATE - To facilitate professional learning opportunities for education partners/providers in order to enhance student learning.

2.2 CHARTER MEMBER ORGANIZATIONS of Learning Network were:

- 2.2.1** Alberta Learning
- 2.2.2** Alberta School Boards’ Association (ASBA)
- 2.2.3** Alberta School Councils’ Association (ASCA)
- 2.2.4** Alberta Teachers’ Association (ATA)
- 2.2.5** Association of School Business Officials of Alberta (ASBOA)
- 2.2.6** College of Alberta School Superintendents (CASS)
- 2.2.7** University of Alberta (U of A)

**Previous Amendments – (Nov. /2009) (Dec. /2005) (Nov. /1999)
Format Adjusted and Appendices A, B, and C incorporated (May/ 2011)**

3. OBJECTIVES

- 3.1** Provide professional development as determined by consortium members and other education partners.
- 3.2** Meet the professional development needs of public, separate, and private school jurisdictions including First Nations, Metis and Inuit schools.
- 3.3** Serve as advocates for professional development.
- 3.4** Working with other regional consortia, develop an electronic database of provincial resources and service providers to support the implementation of Learning Network goals, activities and initiatives.
- 3.5** Provide cost-effective services to all participants.
- 3.6** Involve local post-secondary institutions in program services and delivery wherever possible.
- 3.7** Maintain communication with all education partners.
- 3.8** Support implementation of Alberta Education curriculum changes and other Ministry initiatives.

4. MEMBERSHIP

4.1 Membership shall be open to other organizations which:

- 4.1.1** Subscribe to and support the goals of the Learning Network
- 4.1.2** Receive a favorable vote passed by a majority of the members present at an annual meeting of the society

4.2 Termination of Membership

Any member or organization wishing to withdraw from membership may do so with three months' notice in writing to the Board of Directors through its chair.

5. BOARD OF DIRECTORS

5.1 Responsibilities

The Board of Directors shall be responsible to

- 5.1.1 set general policy
- 5.1.2 be familiar with the goals of the organization
- 5.1.3 approve an annual budget
- 5.1.4 establish the executive director's 'Professional Performance Expectations' which define his/her duties and functions (Appendix A)
- 5.1.5 establish the executive director's contract
- 5.1.6 monitor the performance of the executive director (Appendix B)
- 5.1.7 maintain a link between Learning Network and the organizations which support it and are served by it
- 5.1.8 establish committees as necessary
- 5.1.9 monitor the performance of the Board through self-evaluation
- 5.1.10 bring issues and concerns to the attention of the executive director
- 5.1.11 serve as advocates for professional development for all education personnel
- 5.1.12 foster cooperation and collaboration amongst the K-12 community
- 5.1.13 receive timely and comprehensive information on Learning Network activities
- 5.1.14 share information on learning network activities

5.2 Structure

Membership of the Board of Directors will reflect, as much as possible, representation from the geographic regions served by Learning Network. There will be ten voting and two non-voting members as follows:

- 5.2.1 One school administrator from the region appointed by the Alberta Teachers' Association (ATA)
- 5.2.2 One teacher from the region appointed by the ATA
- 5.2.3 One other representative appointed by the ATA

- 5.2.4** One College of Alberta School Superintendents (CASS) representative from Zone 2/3 member boards appointed by area CASS members
- 5.2.5** One Alberta School Boards' Association (ASBA) representative from region school boards appointed by area trustees
- 5.2.6** One Association of School Business Officials of Alberta (ASBOA) representative from Zone 2/3 region member boards appointed by area members
- 5.2.7** One post-secondary educational institution representative invited by the Directors of Learning Network
- 5.2.8** One school council parent representative from the region appointed by Alberta School Councils' Association (ASCA)
- 5.2.9** One educational assistant (T.A.) employed by a member board and appointed by the Board of Learning Network
- 5.2.10** One administrative assistant employed by a member board and appointed by the Board of Learning Network
- 5.2.11** One First Nation representative invited by the Directors of Learning Network
- 5.2.12** One ex-officio non-voting representative of the Minister Of Education appointed under agreement 98-0377 between Learning Network and the Crown
- 5.2.13** The Executive Director of Learning Network, as an ex-officio non-voting member

5.3 Terms of office for Board Members

- 5.3.1** Board Members will be appointed by their respective organizations and will begin their terms of office on September 1 in the year of their appointment.
- 5.3.2** In the event a Board Member resigns or leaves; the appointing organization will be requested to appoint a replacement member.
- 5.3.3** As much as possible, Board Members will represent the different geographic areas served by the Learning Network.

- 5.3.4** If a director misses more than two (2) consecutive meetings, the Board, upon a majority vote may request the appointing member organization to send a new member.

5.4 Board of Directors' Expenses

The Consortium will pay the travel, subsistence and release time expenses of Board Members from within the region. Board members who would be losing wages to attend Board or Committee meetings will be reimbursed at a rate set by the Board, not to exceed a substitute teacher's salary. Board Members representing other institutions will be responsible for their own expenses as a contribution in kind.

5.5 Officers

- 5.5.1** The Board shall elect from its own members a Chair and a Vice Chair, and such other officers that the Board may determine. The Chair and Vice Chair shall be elected annually at the first Board meeting convened between August 1 and October 31.

- 5.5.2** The Chair shall

- 5.5.2.1** Preside at Board Meetings, the Annual Meeting, and Special Meetings

- 5.5.2.2** ensure that the Board complies with its own policies governing Board functions

- 5.5.2.3** serve as an ex officio member of all committees

- 5.5.2.4** vote only in the event of a tie

- 5.5.2.5** provide copies of By-laws and other policy documents to new Board Members

- 5.5.3** The Vice Chair will assist the Chair and perform the duties of the Chair in his or her absence or temporary inability to serve.

6. BOARD MEETINGS

- 6.1** There will be a minimum of three Board of Directors meetings each school year. Meeting days will be established at the last Board meeting of the previous school year or at the organizational meeting.
- 6.2** A quorum shall consist of at least 50 % of active Board Members
- 6.3** Special meetings may be called by the Chair or any three Board members by giving at least 7 days' notice to all members and requiring confirmation of receipt
- 6.4** Tentative meeting agendas will be set by the Executive Director in consultation with the Chair
- 6.5** The Chair shall arrange for the preparation of minutes of Board Meetings and for the safe keeping of the minutes and other records
- 6.6** The Chair shall arrange for maintaining the accounts of the Society.
- 6.7** Regular Meeting Information - Notice and support materials for regular meetings will be forwarded to all Board Members at least 7 days in advance and require confirmation of receipt.

7. SOCIETY MEETINGS

- 7.1** The Society shall hold an Annual General Meeting before December 31 in each year, of which notice in writing to each member shall be delivered at least 7 days prior to the date of the meeting.
- 7.2** General meetings of the society may be called at any time by the Chair by notice in writing to each member, at least 7 days prior to the date of such meeting.
- 7.3** A special meeting shall be called by the Chair upon receipt of a petition signed by at least 3 members in good standing, setting forth the reasons for calling such meeting.
- 7.4** Notification of such special meeting shall be delivered at least 7 days prior to the meeting.
- 7.5** Seven members shall constitute a quorum at any meeting.

8. AUDITING

- 8.1** The books, accounts and records of Learning Network shall be examined at least once each year by a certified accountant. A financial statement for the previous year shall be submitted by such accountant at the Annual Meeting of the society. The fiscal year of the society in each year shall be September 1 to August 31.
- 8.2** The books, accounts and records of the society may be inspected by any member of the society at the Annual Meeting or at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same. Each member of the Board shall at all times have access to such books and records.
- 8.3** The Board may strike a Financial Review Committee to ensure that resources are properly appropriated and that finances are generally in order. (Appendix C)

9. BORROWING - Learning Network may not borrow money.

10. SEAL - The seal of Learning Network shall remain in the custody of, and affixed only by authority of the Board.

11. BY-LAW AMENDMENTS

11.1 The Board shall have the power to institute and amend policies, procedures, and standards for the conduct of its affairs provided that such policies, procedures and standards or the amendments thereof shall not be inconsistent with anything herein contained.

11.2 These By-Laws may be rescinded, altered or added to by special resolution of the Learning Network passed by not less than two-thirds of such members entitled to vote as are present at a duly constituted General Meeting or Annual Meeting of which notice of extraordinary resolution has been duly given.

SIGNED _____ **(Chairperson)**

DATE _____

Appendix A

LEARNING NETWORK REGIONAL CONSORTIUM

EXECUTIVE DIRECTOR

PROFESSIONAL PERFORMANCE EXPECTATIONS

A. LEADERSHIP - Provides stewardship, guidance and management to Learning Network Professional Development operating in fulfilling its mandate.

1. ...Provides visionary and progressive leadership.
2. ...Models and displays positive management skills.
3. ...Demonstrates a high level of commitment to Professional Development.
4. ...Exhibits and implements extensive knowledge of quality professional development practices.
5. ...Possesses comprehensive knowledge and understanding of provincial curriculum and programs in the K - 12 context.
6. ...Shows enthusiasm and desire to improve and strengthen Professional Development pursuits for education personnel.

B. COMMUNICATION - Effectively communicates with the education community by building strong networks, links and supports.

1. ...Collaborates with clients and other stakeholders to determine professional development needs.
2. ...Develops an effective means of distributing information to member jurisdictions.
3. ...Develops and maintains strong relationships with key jurisdictions and provincial professional development leaders.
4. ...Actively seeks feedback in planning, delivery, and evaluation of programs
5. ...Ensures that informed decisions are made in consultation with those affected.
6. ...Possesses knowledge of and is capable of using up-to-date technology in the operation of Learning Network.

C. PLANNING - Implements the Learning Network Consortium (LN) mandate, primary purposes, goals, objectives, and work plans.

1. ...Establishes plans and programs with a clear vision and direction based on needs of clientele, and joint stakeholders.
2. ...Oversees the organization and delivery of Professional Development activities with goals and objectives in mind.
3. ...Develops plans and programs to reflect academic, cultural, and religious diversity in the region.
4. ...Effectively supports jurisdictions in planning their “local” Professional Development activities.
5. ...Implements Alberta Education initiatives (particularly curriculum changes) for maximum benefit of educators in a timely manner.
6. ...Possesses an in-depth understanding of current trends and deliver models in Professional Development.

D. PROGRAM DELIVERY - Oversees the overall operation of Learning Network.

1. ...Develops and delivers quality programming within budget.
2. ...Approves and monitors projects that are contracted to other Individuals and organizations.
3. ...Ensures services and programs reflect effective professional development models.
4. ...Effectively manages time and resources.
5. ...Is well-prepared and organized.
6. ...Effectively monitors and evaluates the operation of Learning Network, including all services and programs.
7. ...Completes and submits proposals and reports as required by Alberta Education.

E. PERSONNEL MANAGEMENT - Fosters high standards of service and delivery of programs through personnel management.

1. ...Monitors and oversees the work of employees.
2. ...Provides feedback to employees as to the quality of their work.
3. ...Evaluates performance of each employee annually.
4. ...Provides opportunities for professional growth of employees.

F. FISCAL MANAGEMENT - Ensures responsible fiscal management of L.N.

1. ...Prepares, implements, and monitors the annual budget.
2. ...Provides the Board of Directors with quarterly financial reports with comparisons of budget to actual spending and a balance sheet, including incurred liabilities and projected (unbudgeted) revenues.
3. ...Ensures that generally accepted accounting practices are followed.
4. ...Ensures that adequate internal controls are in place and are followed.
5. ...Ensures the security and maintenance of L.N. assets and equipment.
6. ...Works collaboratively with the agent board regarding financial statements and audits.

G. BOARD OF DIRECTORS - Works effectively with the Board of Directors.

1. ...Board directions are implemented with integrity and in a timely fashion.
2. ...The Board is kept well-informed as to progress in L.N. operations.
3. ...The Board is provided with concise information and clear recommendations and reports.
4. ...Prepares agendas and support materials for Board meetings.
5. ...The Executive Director interacts with the Board in an open, honest and professional manner.

(ADOPTED BY MOTION OF THE BOARD OF DIRECTORS - JUNE 16, 2009)

Appendix B

Learning Network, the Society for Professional Development and Educational Exchange

Executive Director Evaluation Policy

Employee Performance and Contract Review Policy

1. *Learning Network, the Society for Professional Development and Educational Exchange* believes that annual performance reviews of employees based on self-assessment and peer review processes is important to the operation of the program.
2. On an annual basis, a performance review committee will be established (consisting of the chair and at least two, to a maximum of four, other member of the Board of Directors selected on a rotating basis) and shall be charged with the responsibility to:
 - a. conduct a performance review of the Executive Director adhering as per this policy;
 - b. prepare a written report and provide a copy to the Executive Director. (The Board Chair, or designate, in consultation with the performance review committee, will assume the responsibility of compiling the information into a written report);
 - c. present the report as information along with any recommendations to the Board of Directors at its final meeting of the year.
 - d. approve the written performance review report (consensus by vote as recorded in Learning Network By-laws i.e. by quorum)
 - e. negotiate the contract of service with the Executive Director and
 - f. present recommendations to the Board of Directors for consideration at its final meeting of the year.
3. The performance review of the Executive Director shall be based on three components:
 - a. The expected outcomes outlined in the *Executive Director Professional Performance Expectations* document
 - b. The work identified in the annual plan as outlined in the mission, beliefs goals, and guidelines for program development
 - c. Other data that may be gathered from time to time as per Learning Network By-laws
4. Annually, at the regular spring Board of Directors' Meeting, the Executive Director will prepare and present an evidence-based portfolio based on the quality indicators outlined in *Executive Director Professional Performance Expectations* and Attachment A1.

5. In the first term of employment, the Executive Director shall begin assembling components of this portfolio for presentation to the Board of Directors quarterly, or as requested by the performance review committee, as part of a first term formative evaluation process.

Following the first year of a contract, the Board of Directors may grant the Executive Director the opportunity to complete a condensed version of the evaluation; not to exceed three pages in length. This condensed evaluation summary must address all quality indicators as outlined in the Executive Director Evaluation Policy Attachment A1: Quality Indicators. The Board of Directors retains the right to return to a complete and full evaluation at any time.

6. Following the Executive Director's presentation, each member of the Board of Directors will complete an assessment survey based on the components outlined in Attachment A1 (see Attachment B1).
7. The Executive Director shall receive a copy of a written report from the Board Chair within fourteen days of the completion of the performance review process.

Executive Director Evaluation Policy

Attachment A1: Quality Indicators

A. Operation of the Society

Criteria	Indicators
Oversees the overall operation of the Society	<ul style="list-style-type: none"> ➤ Effectively manages time and resources ➤ Demonstrates effective management and leadership skills ➤ Works effectively and efficiently ➤ Provides clear vision and direction ➤ Communicates effectively, speaks and listens well
Supervises staff	<ul style="list-style-type: none"> ➤ Provides overall authority and responsibility for all personnel-related issues including supervision, performance evaluation, and support
Prepares, implements and monitors annual budgets and provides a financial report at each regular Board meeting	<ul style="list-style-type: none"> ➤ Demonstrates responsible fiscal management ➤ Provides a budget report at all Board meetings ➤ Provides written annual financial statements

B. Leadership

Criteria	Indicators
Prepares policies, work plans and other recommendations for consideration by the Board of Directors	<ul style="list-style-type: none"> ➤ Develops short and long range plans to meet and respond to the needs of the Society clientele ➤ Provides for continuous improvement ➤ Takes initiative ➤ Demonstrates a high commitment to education and quality professional development
Prepares for and attends meetings of the Board of Directors	<ul style="list-style-type: none"> ➤ Prepares and distributes agenda prior to the Board meetings ➤ Communicates effectively at Board meetings ➤ Provides concise information and clear recommendations to the Board ➤ Interacts with the Board in an open, honest, and professional manner
Criteria	Indicators
B. Leadership (continued)	
Maintains effective working relationships with all educational partners	<ul style="list-style-type: none"> ➤ Effectively represents the Society to all educational partners ➤ Leads in a manner that results in being viewed positively in carrying out the primary purposes of the Board ➤ Solicits feedback from a variety of sources (e.g. program surveys)
Implements goals, objectives, policies, work plans, marketing and communication plans of the Society	<ul style="list-style-type: none"> ➤ Demonstrates effective management and leadership skills ➤ Strives for high standards in meeting objectives through quality marketing and communication strategies ➤ Explores effective program/learning evaluation strategies

C. Other Duties

Criteria	Indicators
Carries out other duties assigned by the Board of Directors	➤ Responds to directives following consideration and discussion with the Board of Directors
Continue his/her own professional learning	➤ Provision of a summary of the professional learning experience(s) and its (their) connection/relevance to the position of an Executive Director and the operation of the Learning Network.
Reflection Component	➤ Any other information that the Executive Director feels is pertinent to his/her role or operation of the Learning Network that has not been covered within any other sections of A1.

Attachment B1

Executive Director Evaluation Policy

Attachment B1: Learning Network Executive Director Performance Review Assessment Instrument (to be completed by each member of the Board of Directors)

The Executive Director’s evidence based portfolio/presentation will provide evidence to help you complete this assessment. Please respond, where appropriate, to the following statements as identified in the job description outcomes for the Executive Director (Executive Director Professional Performance Expectations document).

Please circle **Proficient, Competent, Needs Improvement** or **Insufficient Information**, and feel free to provide additional comments. Sign, date, and return this form to the Chair. This information will be used in preparing the performance review report for the Executive Director. Contact the chair if you have any questions or concerns, and please respect the confidentiality of all involved.

1. Oversees the overall operation of the Society

Proficient Competent Needs Improvement Insufficient Information

Comments: _____

2. Supervises staff

Proficient Competent Needs Improvement Insufficient Information

Comments: _____

3. Prepares, implements and monitors annual budgets

Proficient Competent Needs Improvement Insufficient Information

Comments: _____

4. Provides a financial report at each regular Board meeting

Proficient Competent Needs Improvement Insufficient Information

Comments: _____

5. Prepares policies, work plans and other recommendations for consideration by the Board of Directors

Proficient Competent Needs Improvement Insufficient Information

Comments: _____

6. Prepares for and attends meetings of the Board of Directors

Proficient Competent Needs Improvement Insufficient Information

Comments: _____

7. Maintains effective working relationships with all educational partners

Proficient Competent Needs Improvement Insufficient Information

Comments: _____

8. Implements goals, objectives, policies, work plans, as well as making and communicating plans for the Consortium

Proficient Competent Needs Improvement Insufficient Information

Comments: _____

Appendix C

FINANCIAL REVIEW COMMITTEE

Background

Learning Network strives to apply its resources strategically in order to derive maximum professional development value/impact for educational personnel in the region.

Learning Network also strives to manage its resources according to the procedures and recommendations of the auditor.

By-law 8.3 indicates that “The Board of Learning Network may strike an audit committee to ensure that resources are properly appropriated and that finances are generally in good order”. The decision whether or not to activate an audit committee should be made before January 30 of each school year.

Financial Committee Guidelines

1. When the Board strikes an audit committee it shall determine the number of committee members (maximum of five), the makeup of the committee, and the date of the first meeting. The audit committee shall determine its chair.
2. In order to ensure financial expertise on the committee one or two members of the committee may be non-board members, but the majority of the committee shall be Board members.
3. Audit committee meetings will normally be attended by the Executive Director and Board Chair, but not as committee members.

4. The audit committee shall be authorized to engage independent auditors, counsel, or resource personnel as it deems necessary.
5. The Board shall direct the Committee as to the purpose and scope of the committee's work, and the Committee shall review these as the first order of business.
6. The Committee shall review with the Executive Director the activities that the Committee shall undertake.
7. The Committee may request other Learning Network personnel to provide information pertinent to the scope of the audit in addition to that provided by the Executive Director.
8. The Committee shall review recommendations of the auditor from the previous year's financial statement in order to help focus on the perceptions of the auditor. The Committee may discuss the auditor's report with the auditor to receive clarification if necessary.
9. The Committee shall review Learning Network financial records in relation to budget and staffing, classifying expenditure categories, financial risk management, appropriation of funds, adherence to prudent accounting practices, difficulties/challenges in account management, and appropriateness of individual expenditures.
10. The Chair of the committee shall compile a report of the Committee's findings as well as any recommendations and submit such to the Board of Directors.
11. The guideline of materiality in order to activate an audit committee shall be 2% of Learning Network expenses.