

The Bylaws of the Curious Genius Digital Literacy Foundation

Article I: Interpretation and Definitions

Section 1.1: Name and Incorporation

The legal name of the organization is the **Curious Genius Digital Literacy Foundation**, incorporated as a non-profit society under the *Alberta Societies Act*.¹

Section 1.2: Definitions

In these Bylaws, unless the context otherwise requires:

- "The Act" means the *Societies Act*, Revised Statutes of Alberta 2000, Chapter S-14, as amended.¹³
- "Society" means the Curious Genius Digital Literacy Foundation.¹⁵
- "Board" means the Board of Directors of the Society.¹³
- "Director" means an individual elected or appointed to the Board of Directors.¹³
- "Member" means a member in good standing of the Society.¹³
- "Special Resolution" means a resolution passed at a general meeting of which not less than twenty-one (21) days' notice specifying the intention to propose the resolution has been given, and passed by a majority of not less than 67% of the votes cast by eligible voting members present in person or via approved electronic means.¹⁵
- "Vulnerable Person" means any minor child under eighteen (18) years of age, or any individual with a cognitive or physical disability (including Attention Deficit Hyperactivity Disorder and Autism Spectrum Disorder) who is in a position of dependency on others.¹⁶

Section 1.3: Subordination to the Act

These Bylaws are subordinate to the Act and the Regulations.¹³ If any provision herein conflicts with the Act, the provisions of the Act shall prevail, without rendering the remainder of these Bylaws invalid.¹³

Article II: Charitable Objectives and Statement of Purpose

Section 2.1: Primary Purposes

The Society is established for the following charitable and educational purposes¹:

- **To Advance Education** by designing, developing, and delivering structured, free-of-charge courses, workshops, and seminars in computer programming (coding), artificial intelligence (AI), machine learning, and general STEM (Science, Technology, Engineering, and Mathematics) disciplines to children and youth.⁶
- **To Relieve Poverty** by providing high-quality digital literacy education exclusively to children and youth from low-income families who cannot afford the subscription fees of

commercial technology academies, ensuring equal access to technical skill development.⁸

- **To Support Neurodivergent Youth** by adapting STEM curricula to accommodate the unique learning styles of children and youth with special cognitive needs, including Attention Deficit Hyperactivity Disorder (ADHD), Autism Spectrum Disorder (ASD), and related neurodivergent conditions.⁸
- **To Utilize Public Library Infrastructure** and other municipal community spaces across the Province of Alberta to host free, safe, and accessible technical training sessions delivered by qualified technical volunteers.⁶

Article III: Membership Structure and Disciplinary Procedures

Section 3.1: Membership Classes

The Society shall consist of two distinct classes of membership¹:

- **Active (Voting) Members:** Open to any individual residing in Alberta who is at least eighteen (18) years of age, supports the Society's purposes, and actively volunteers as a technical instructor or administrator.²¹ Active Members are entitled to receive notice of, attend, and cast one (1) vote at all general meetings of the Society.¹⁵
- **Associate (Non-Voting) Members:** Open to any corporate sponsor, library representative, municipal partner, or youth program participant under eighteen (18) years of age.²¹ Associate Members may attend general meetings but are not eligible to vote, propose resolutions, or hold office.²²

Section 3.2: Admittance and Membership Dues

- Application for membership must be submitted in writing to the Board of Directors and approved by a majority vote of the Board.¹⁴
- To support the Society's anti-poverty mandate, the Board of Directors shall set annual membership dues at a nominal rate and may waive dues entirely for individuals experiencing financial hardship.⁸
- Any member who fails to pay dues within six (6) months of the due date shall be suspended from all membership privileges, including voting rights, until reinstated by the Board.²¹

Section 3.3: Withdrawal and Expulsion

- **Withdrawal:** Any member may withdraw from the Society by delivering a written resignation to the Secretary, effective upon receipt.²¹
- **Expulsion for Cause:** A member may be suspended or expelled for conduct contrary to the Society's objectives or safety guidelines, particularly policies protecting neurodivergent youth.²² Expulsion requires a Special Resolution of the voting members.¹⁵
- **Procedural Fairness:** The member under consideration for expulsion must be given at least fifteen (15) days' written notice of the meeting, including the reasons for the

proposed expulsion, and must be granted a fair opportunity to speak or present a written submission before the vote is taken.¹⁵ The member under review is not eligible to vote on their own expulsion.¹⁵

Article IV: Governance and Board of Directors

Section 4.1: Composition and Term Limits

- The affairs of the Society shall be managed by a Board of Directors consisting of not less than five (5) and not more than ten (10) members.¹
- The Board shall consist of the President, Vice-President, Secretary, Treasurer, and Directors-at-Large.²¹
- Directors shall be elected by the voting members at the Annual General Meeting (AGM) and shall serve a term of two (2) years.²¹
- To ensure continuity, elections shall be staggered.²⁵ At the first AGM, half of the Directors shall be elected for a one-year term, and the remaining half for a two-year term, with all subsequent elections occurring for two-year terms.²⁵ No Director may serve more than three (3) consecutive terms.²⁵

Section 4.2: Qualifications and Residency

- Each Director must be an Active Member in good standing and at least eighteen (18) years of age.²¹
- At least 60% of the active Directors must reside in the province of Alberta.¹
- All Directors must undergo a successful Vulnerable Sector Check (VSC) within thirty (30) days of election or appointment.¹⁶

Board Officer Responsibility Matrix	
President:	Chief executive; presides over meetings; signs official documents and acts as primary liaison for government grant applications.
Vice-President:	Assists the President; assumes presidential duties during the President's absence or disability.
Secretary:	Records meeting minutes; maintains membership registers; preserves corporate records and handles regulatory filing compliance.[1, 21, 22]
Treasurer:	Manages financial accounts; deposits funds; maintains ledgers and prepares audited statements for the AGM and Corporate Registry.

Section 4.3: Remuneration and Vacancies

- Directors and Officers shall serve without financial compensation for their governance roles.²² They may be reimbursed for reasonable, pre-approved operational expenses incurred on behalf of the Society.²³
- A vacancy on the Board may be filled by appointment by the remaining Directors, and the appointed individual shall serve until the next AGM.¹⁵
- A Director may be removed from office prior to the expiration of their term by a Special Resolution of the voting members.²²

Article V: Meetings and Voting Procedures

Section 5.1: Annual General Meeting (AGM)

- The Society shall hold an AGM once per calendar year in Alberta, within six (6) months of its financial year-end.¹³
- Written notice of the AGM must be sent via email or physical mail to the last known address of each member at least twenty-one (21) days prior to the meeting.¹⁵
- The AGM agenda must include the President's report, Secretary's report, Treasurer's presentation of audited financial statements, election of Directors, and appointment of the auditor.¹³

Section 5.2: Special General Meetings

- A Special General Meeting may be called by the President or the Board at any time.²¹
- The Board must call a Special General Meeting within twenty-one (21) days of receiving a written petition signed by at least one-third ($\frac{1}{3}$) of the Active Members in good standing, specifying the objectives of the meeting.¹⁵
- Notice of a Special General Meeting must be provided at least fourteen (14) days in advance, outlining the specific resolutions to be discussed.¹⁵ No other business may be transacted.

Section 5.3: Quorum and Voting

- **General Meeting Quorum:** The quorum for any general meeting shall be five (5) Active Members in good standing present in person or participating via approved electronic means.¹ The mathematical representation of the general meeting quorum is:

$$Q_{general} = \max(5, \lceil 0.10 \times M_{active} \rceil)$$

where M_{active} represents the total number of Active Members registered with the

Society.¹

- **Board Meeting Quorum:** The quorum for any meeting of the Board of Directors shall be a simple majority of active Directors.¹³ The mathematical representation of the Board quorum is:

$$Q_{board} = \left\lceil \frac{D_{active}}{2} \right\rceil + 1$$

where D_{active} represents the count of current, non-vacant Board positions.¹³

- **Voting:** Every Active Member present in person or via verified electronic platform shall have one (1) vote.¹⁵ Tie votes at both board and general meetings shall be declared defeated.²¹ No voting by proxy is permitted.¹⁴
- **Virtual Meetings:** Unless prohibited by the Act, general and board meetings may be conducted via secure digital video conferencing platforms, and electronic votes cast during these sessions shall have full legal force.³

Article VI: Financial Management, Auditing, and Corporate Records

Section 6.1: Preparation and Custody of Minutes

- The Secretary shall maintain accurate minutes of all general and board meetings.²² Minutes must be recorded chronologically in physical or secure digital ledger books.²²

Section 6.2: Fiscal Year and Financial Audit

- The fiscal year of the Society shall end on December 31 of each year, unless otherwise altered by the Board.¹³
- The books, accounts, and financial records of the Society must be audited at least once per year.²⁴
- At each AGM, the membership shall appoint either a qualified professional accountant holding a CPA designation, or two (2) Active Members who are not Directors or Officers, to audit the financial records for the upcoming year.²¹ The audited financial statement must be submitted to the members at the AGM.²¹

Section 6.3: Borrowing Powers

- The Society may borrow, raise, or secure the payment of money to carry out its objectives.²¹
- The Board may borrow funds only under the authority of a majority vote at a general meeting of the members.²¹ No debentures shall be issued without the sanction of a Special Resolution.¹⁴

Section 6.4: Corporate Seal

- The Secretary shall maintain custody of the corporate seal of the Society.²¹ The seal, when used, must be authenticated by the joint signatures of the President and the Secretary, or by another Director designated by the Board.²¹

Section 6.5: Inspection of Books and Records

- Any Active Member in good standing may inspect the financial books, membership registers, and meeting minutes of the Society.²⁷
- Inspection must occur at the registered office of the Society during normal business hours, upon giving at least seven (7) business days' written notice to the Secretary.²⁷ To protect student privacy, members are not permitted to inspect confidential participant files, medical diagnoses, or individual volunteer screening reports.¹⁷

Article VII: Safeguarding and Volunteer Screening

Section 7.1: Protecting Vulnerable Populations

The Society is committed to providing a safe, supportive, and inclusive learning environment.¹⁸ Because the Society's programs are delivered to minor children, low-income youth, and individuals with cognitive special needs (such as ADHD and Autism), safeguarding policies must be strictly enforced.⁶

Section 7.2: Mandatory Screening Protocols

- Every volunteer, contract instructor, and staff member placed in a position of trust or authority over minor or neurodivergent participants must undergo a comprehensive screening process before commencing duties.¹⁸ This process includes:
 - A formal written application outlining technical qualifications and youth instruction experience.³¹
 - A structured personal interview focused on safeguarding practices and adaptive teaching styles.³¹
 - Verification of at least two (2) professional references.³¹
 - A mandatory Police Information Check (PIC) including a **Vulnerable Sector Check (VSC)** processed by the local police service where the applicant resides.¹⁶
- No individual shall be left unsupervised with minor or neurodivergent youth until their screening is fully approved by the Board.¹⁷

Section 7.3: Volunteer Screening Program Number (VSPN)

- The Board of Directors shall apply for and maintain an active Volunteer Screening Program Number (VSPN) through Volunteer Alberta.¹⁷
- The VSPN shall be used to secure provincial fee waivers for Vulnerable Sector Checks, ensuring that volunteer software engineers do not incur personal costs to obtain mandatory background clearances.¹⁶
- The Board shall complete the required annual VSPN renewal process to maintain eligibility

for the provincial fee waiver program.¹⁸

Section 7.4: Safe Learning Environments

All technical workshops and instructional programs must be delivered in public, highly visible spaces, such as municipal public library rooms.⁶ The "Rule of Two" must be maintained at all times, ensuring that at least two (2) screened, authorized volunteers or staff members are present during every session to prevent isolated, unsupervised contact with youth.¹⁷

Article VIII: Dispute Resolution and Conflict Management

Section 8.1: Internal Conflict Resolution

Any dispute, claim, or grievance arising out of the governance, administration, or operation of the Society—including disputes between members, or between a member and the Board—must be addressed through the Society's dispute resolution process before resorting to litigation.¹

Tiered Dispute Resolution Process	
Stage 1: Direct Negotiation	
Disputing parties must meet within 14 days of written notice to discuss interests and negotiate a resolution in good faith.	
Stage 2: Facilitated Mediation	
If unresolved, the dispute is referred to a mediator appointed through the ADR Institute of Alberta (ADRIA).[34, 35]	
Stage 3: Binding Arbitration	
If mediation fails within 30 days, the matter is resolved via binding arbitration under the Alberta Arbitration Act.	

Section 8.2: Process Rules

- All negotiations, mediation sessions, and arbitration hearings shall be conducted in English.³⁴
- All statements, documents, and discussions exchanged during these proceedings shall be kept confidential and treated as "without prejudice" settlement communications.³³
- The costs of mediation and arbitration shall be shared equally among the participating parties, unless the mediator or arbitrator directs otherwise.³⁵

Article IX: Dissolution and Asset Distribution

Section 9.1: Voluntary Dissolution

The Society may be voluntarily dissolved by a Special Resolution passed by the voting members at a meeting called specifically for that purpose.²³ Upon the passing of the Special Resolution, the Board shall settle all outstanding debts, liabilities, and contracts, and submit the Articles of Dissolution (Form REG3038) to the Alberta Corporate Registry.⁴

Section 9.2: Distribution of Remaining Assets

- No portion of the Society's property, funds, or assets shall be distributed to or used for the personal benefit of any member, Director, Officer, founder, or individual upon dissolution.¹
- All remaining assets, property, and funds after the payment of all valid debts and liabilities must be distributed to one or more **qualified donees** within the meaning of the federal *Income Tax Act* (Canada), as determined by a Special Resolution of the members.²⁶

Founder's Operational Vision

The operational model proposed by the founders combines a volunteer-led teaching framework with targeted community outreach.¹ To build a legally sound structure, several terms from the initial planning stages must be mapped to their precise legal and administrative definitions within the Alberta non-profit landscape¹:

Integration into the Society's Bylaws:

- Integrated as a primary educational objective focusing on coding, machine learning, and digital literacy.
- Positioned under a specialized educational framework for neurodivergent youth, alongside Autism Spectrum Disorder (ASD).
- Structured as the core volunteer instruction pool, acting as technical liaisons and pro-bono educators.
- Designated as the primary physical delivery mechanism to provide neighborhood-based, accessible instruction.
- Structured under an anti-poverty mandate, offering free programs to bypass commercial fees

The foundation's operational design is structured to address systemic educational disparities.⁶ Commercial learning centers often charge steep subscription fees, creating barriers for low-income families.⁸ By deploying professional software engineers to teach coding and AI in public libraries, the foundation provides structured technical training to neurotypical and neurodivergent youth entirely free of charge.⁶