

BYLAWS



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Article 1 – Name and Definitions

- 1.01 The name of the Association (herein referred to as the “Association”) is currently the Association of Alberta Municipalities, which may be amended from time to time in accordance with the governing legislation and the terms hereof.
- 1.02 In these Bylaws, in addition to any other definitions contained herein, save where the contrary is expressed:
- a. **"Act"** means the *Societies Act* (Alberta) and any statute that may be substituted therefor, and the regulations made thereunder, as from time to time amended, and in the case of such amendment, reference in the Bylaws shall be read as referring to the amended provisions thereof;
 - b. **"appoint"** includes "elect" and vice versa;
 - c. **"Affiliate Member"** has the meaning set forth in clause 4.02(c);
 - d. **"Associate Member"** has the meaning set forth in clause 4.02(b);
 - e. **"Association"** means the Association of Alberta Municipalities or such other name that it is legally changed to.
 - f. **"Board"** means the Board of Directors of the Association, as constituted from time to time;
 - g. **"Bylaws"** means these Bylaws and all other Bylaws of the Association from time to time in force and effect;
 - h. **"Chief Executive Officer"** means the person referred to in Article 13 hereof that is duly appointed as the chief executive officer of the Association by the Board from time to time;
 - i. **"Director"** means a person who is from time to time duly elected or appointed as a Director of the Association;
 - j. **"Elected Representative"** means a member of the council of a Regular Member, elected pursuant to the MGA;
 - k. **"Good Standing"** means a member in respect of whom the Association has received the membership fee for the current membership year or, in the case of a Regular Member, evidence of intention to pay satisfactory to the Board has been received;
 - l. **"MGA"** means the Municipal Government Act (Alberta) and any statute that may be substituted therefor, and the regulations made thereunder, as from time to time amended, and in the case of such amendment, reference in the Bylaws shall be read as referring to the amended provisions thereof;
 - m. **"Officers"** means the officers of the Association including the elected or appointed officers that are elected or appointed by the membership as per the terms hereof, namely the President and Vice-Presidents (herein also referred to as the “elected Officers”), as well as those officers appointed by the Board, such as the Chief Executive Officer, and such other persons as would be construed as “officers” at law by reason of their senior roles of management with the Association.
 - n. **"Regular Member" and "Regular Membership"** have the meanings set forth in clause 4.02(a);

- o. **“Returning Officer”** has the meaning set forth in clause 7.01;
- p. **“Special General Meeting”** means a meeting of the membership other than the annual general meeting;
- q. **“Special Resolution”** has the meaning set forth in the Act.

Article 2 – Purpose of Bylaws

- 2.01** The purpose of these Bylaws is to conform to the provisions of the Act and to set out the Association’s membership, participation and leadership structures and processes to facilitate the Association’s ability to provide leadership in advocating for legislation and programs to the Alberta and Canadian governments and to other organizations that support effective municipal governance and municipal interests in general, and to provide services that address the needs of its membership.
- 2.02** These Bylaws establish, and shall continue to establish in each and every year of the Association’s existence, a fundamental and paramount principle that the Association is owned and controlled, directly or indirectly, by the Regular Members (as referenced in Article 4) of the Association in every material way, and that the Association’s Bylaws, or any other constating document of the Association, shall be interpreted by the Association’s Members, any court of competent jurisdiction and any taxing authority having jurisdiction, in a manner consistent with this fundamental and paramount principle.

Article 3 – General

- 3.01** The Board may establish procedures for convening any meeting referred to in these Bylaws by electronic or other communication facilities including a conference telephone call, video-conferencing, facsimile, e-mail or such other technology as may become available.
- 3.02** Notwithstanding anything in these Bylaws, if by virtue of severe weather conditions, a pandemic or other emergency reason that is generally applicable, it is impossible for a quorum to participate in any scheduled or required meeting, then:
- a. the time for undertaking any action, and
 - b. the terms of office of the Directors, President and Vice-Presidents,
- shall be extended until the meeting can be reconvened.
- 3.03** When written notice is required to be provided under these Bylaws, the notice may be given by mail, facsimile or other electronic means which enables the recipient to review the entire text of the notice.
- 3.04** The Association shall comply with the governing privacy legislation to the extent it is applicable to the Association and/or its activities.

Article 4 – Membership

- 4.01** Any municipality, organization or business which:
- a. desires to further one or more objects of the Association,

- b. qualifies under a membership category described in clause 4.02, and
- c. pays the relevant membership fee,

may become a member of the Association, but subject to Board approval where clauses 4.02a.ii., 4.02a.iii. and 4.05 are applicable, and subject to clause 4.09 as it pertains to reinstatement.

4.02 The categories of membership are:

- a. **REGULAR MEMBERSHIP**, such members being referred to as “**Regular Members**”, which shall be available to:
 - i. any city, town, village, summer village, or specialized municipality located in Alberta;
 - ii. upon Board approval, any successor municipality of a Regular Member referred to in subsection i. above, including any municipal district or county if the municipal district or county is the successor municipality thereof; and
 - iii. upon Board approval, any applying improvement district or Special Area, located in Alberta;
- b. **ASSOCIATE MEMBERSHIP**, such members being referred to as “**Associate Members**”, which shall be available to:
 - i. any municipality other than a municipality referred to in clause 4.02a.i.;
 - ii. any organization wholly owned by one or more municipalities that are eligible to be Regular Members or Associate Members, any municipally-related non-profit organization or special purpose board or commission;
 - iii. any municipally-related non-profit organization or special purpose board or commission that provides a reciprocal membership that has been approved by the Board; and
 - iv. any other local authority or non-profit organization, located in or outside Alberta.
- c. **AFFILIATE MEMBERSHIP**, such members being referred to as “**Affiliate Members**”, which shall be available to any company, organization or individual, in or outside of the Province of Alberta.

4.03 The classifications of Regular Members for the purposes of determining Board representation under Articles 7 and 8 are as follows:

- a. cities with populations over 500,000;
- b. cities with populations up to 500,000;
- c. towns;
- d. villages; and
- e. summer villages.

4.04 For purposes of determining membership classification, a specialized municipality, municipal district or county shall be classified according to its population such that if it has a population equal to or greater than the population thresholds set out in applicable

provincial legislation, or as otherwise determined by the Government of Alberta, in relation to:

- a. a city, it shall be considered a city;
- b. a town, it shall be considered a town;
- c. a village, it shall be considered a village; and

if less than the population set out for a village, it shall be considered a summer village.

4.05 The Townsite of Redwood Meadows, the Special Areas Board and an improvement district are eligible for inclusion, upon Board approval, in the classification of Regular Membership appropriate to its population.

4.06 (1) Subject to sub-clause (2), any member may withdraw from membership in the Association at any time by notice in writing.

(2) A Regular Member which wishes to withdraw from membership in the Association shall provide at least twelve (12) months' notice in writing to the Association accompanied by a certified copy of the resolution of council.

(3) Any notice of withdrawal of membership shall be presented to the Board.

(4) A member which withdraws from membership is not entitled to reimbursement of any membership fees.

4.07 The membership year is the calendar year.

4.08 For purposes of this section, "Association activities" means all activities of the Association under its mandate other than business services, and "business services", for the purposes of these Bylaws, shall mean the provision, directly or indirectly, of certain products or services by the Association to its members which shall typically be through a service delivery entity owned by or related to the Association. With respect to access to these activities and services:

- a. Regular Members - Regular Members are entitled to participate in all Association activities and business services, including the right to vote as set forth in Article 5;
- b. Associate Members - Associate Members are entitled to participate in business services and may, on conditions set by the Board from time to time, be entitled to participate in some or all Association activities, but, for greater clarity, such participation shall not include the right to vote on Association matters;
- c. Affiliate Members - Affiliate members are entitled to participate in business services and may, on conditions set by the Board from time to time, be entitled to participate in some or all Association activities, but, for greater clarity, such participation shall not include the right to vote on Association matters.

4.09 If a member ceases to be a member in Good Standing:

- a. such member shall not be entitled to participate in Association activities nor have any voting rights under Article 5 but shall be entitled to participate in the Association's business services;

- b. for a period exceeding six (6) months, the member may be expelled from the Association upon approval thereof by the Board, effective immediately upon notice from the Association to the member. Thereafter the member shall not be entitled to participate in Association activities or enjoy membership privileges until the member has been brought into Good Standing and reinstated upon approval of the Board.

Article 5 – Voting Rights at Members’ Meetings

- 5.01** The voting rights of a Regular Member in Good Standing of the Association at any annual general meeting or Special General Meeting shall be equal to one (1) vote for and by each Elected Representative of such Regular Member that is in attendance at such meeting.
- 5.02** For greater clarity, subject to clause 5.01, the maximum number of votes available to a Regular Member shall depend on the number of Elected Representatives it has on its council at the relevant time.

Article 6 – Nominations

- 6.01** Nominations for Directors and elected Officers shall be conducted in accordance with the election procedures established by the Returning Officer designated pursuant to clause 7.01.
- 6.02** To be eligible for nomination, a person must at a minimum:
 - a. be an Elected Representative of a Regular Member in Good Standing,
 - b. submit a completed nomination in the form prescribed by the Returning Officer, and
 - c. be nominated by at least two other Elected Representatives of Regular Members in Good Standing.

Further, for the President or Vice-President positions, the nomination must be approved by a motion of the council of the Regular Member that the nominee is an Elected Representative of.

- 6.03** A municipality shall not have more than one Elected Representative serving in a Director position, except for the Cities of Edmonton and Calgary. In the event more than one Elected Representative from a municipality is nominated, the municipality’s council needs to approve a motion for only one nominee.
- 6.04** The persons making a nomination and the person being nominated must be eligible to vote in the election for which the nomination is being made.
- 6.05** The Association shall have five (5) Vice-Presidents who shall be elected or appointed according to a classification system that is slightly modified from that set forth in clause 4.03, with the applicable classifications for which a Vice-President shall be appointed, or elected being as follows:
 - a. the City of Calgary;
 - b. the City of Edmonton;

- c. cities with populations up to 500,000;
- d. towns; and
- e. villages and summer villages.

A person eligible for nomination as Vice-President for a classification must also be elected or appointed as a Director in the classification.

- 6.06** The President shall also be a Director but not a Director that has been appointed or elected pursuant to clause 8.02 in relation to a classification.

Article 7 – Elections

- 7.01** The Board shall designate a person to be the “Returning Officer” who shall be responsible for the fair and proper conduct of elections.
- 7.02** The Returning Officer shall establish and publish election procedures in accordance with these Bylaws and any applicable policies and procedures adopted by the Board from time to time.
- 7.03** Elections of Directors and elected Officers shall be held at the annual general meeting.
- 7.04** The Regular Members eligible to vote on the election or appointment of the Directors and elected Officers through their respective Elected Representatives are as follows:
- a. President – For the President of the Association, all persons that meet the voting requirements under Article 5;
 - b. Vice-Presidents – For each Vice-President, only those persons that: (i) are Elected Representatives of Regular Members that fit within the relevant classification, as set forth in clause 6.05, for which the Vice-President is being elected, and (ii) that otherwise meet the voting requirements under Article 5;
 - c. Directors – For each Director, only those persons that: (i) are Elected Representatives of Regular Members; (ii) where in relation to a classification, only those Elected Representatives of Regular Members that fit within the relevant classification as set forth in clause 4.03, and, if a town or village, the electoral zone for which the Director is being elected, and (iii) that otherwise meet the voting requirements under Article 5.

Article 8 – Directors and Officers

- 8.01** The Association shall have a Board consisting of fifteen (15) Directors. For greater clarity, one of whom shall also be the President.
- 8.02** The number of Directors representing each classification is:
- a. two (2) Directors appointed by the City of Calgary, one of whom shall be designated by the City as Vice-President for Calgary;
 - b. two (2) Directors appointed by the City of Edmonton, one of whom shall be designated by the City as Vice-President for Edmonton;

- c. three (3) Directors representing cities with populations up to 500,000;
- d. three (3) Directors representing towns;
- e. three (3) Directors representing villages;
- f. one (1) Director representing summer villages;

for an aggregate total of fourteen (14) Directors elected or appointed in relation to a classification.

8.03 The Directors representing towns and villages shall be elected according to electoral zones designated by the Board.

8.04 The Board shall establish the electoral zones for towns and villages as follows:

- a. towns shall be grouped into three zones, designated as towns east, west and south, and otherwise in such a manner that the number of towns in each zone is approximately the same;
- b. villages shall likewise be grouped into three zones, designated as villages east, west and south, in such a manner that the number of villages in each zone is approximately the same;

The Board shall publish the electoral zone information on its website by June 30 in each year except where there are no changes from the previous year.

8.05 The following applies to the term of office for each position on the Board:

- a. it commences at the organizational meeting of the Board following the annual general meeting, and
- b. it continues until the applicable (as per the terms of office in clause 8.06) annual general meeting at which time the position is available for election.

8.06 The terms of office for the positions of Directors and elected Officers are as follows:

- a. President - Two (2) years;
- b. Vice-President - One (1) year;
- c. Director - Two (2) years.

For greater clarity, Directors and elected Officers may be re-elected for one or more successive terms, provided they are otherwise eligible for the position.

8.07 (1) The term of office for the following Director positions shall begin in odd numbered years:

- a. one (1) Calgary Director;
- b. one (1) Edmonton Director;
- c. two (2) for cities with populations up to 500,000;
- d. towns east;
- e. villages south;
- f. summer villages.

(2) The term of office for the following Director positions shall begin in even numbered years:

- a. one (1) Calgary Director;
- b. one (1) Edmonton Director;
- c. one (1) for cities with populations up to 500,000;
- d. towns west and south;
- e. villages east and west.

8.08 (1) A President who is no longer an Elected Representative immediately ceases to be President and a member of the Board.

(2) A Director who is no longer an Elected Representative immediately ceases to be a member of the Board.

8.09 Should the legal municipal status change of the municipality of which a Director is an Elected Representative:

- a. the Director is eligible to remain in the position until the next annual general meeting, and
- b. if the term of office for the position does not expire at the end of the next annual general meeting a by-election shall be held at the next annual general meeting to fill the position for the remainder of the term.

8.10 Should the office of the President become vacant, the remaining Board shall forthwith appoint a member of the Board to serve as President until the next annual general meeting.

8.11 (1) Should a vacancy occur in a Director position other than a Director appointed by the City of Calgary or the City of Edmonton or in a Vice-President position, then:

- a. the Board may appoint a replacement to serve until the next annual general meeting, and
- b. if the term of office for the position does not expire at the end of the next annual general meeting a by-election shall be held at the next annual general meeting to fill the position for the remainder of the term.

(2) Should a vacancy occur in a Director position or a Vice-President position appointed by the City of Calgary or the City of Edmonton, the relevant city may appoint a replacement for the remainder of the term of office of the position.

8.12 A person appointed to fill a vacancy in any position must be eligible for election to that position if an election were held.

8.13 In carrying out the rights and responsibilities of a Director or Officer, every Director and Officer of the Association shall:

- a. act honestly and in good faith with a view to the best interests of the Association,

- b. exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances,
- c. comply with the applicable law including the Act, its regulations as well as with the objects, Bylaws, policies and procedures adopted by the Association,
- d. maintain the confidentiality of all Association information given to such Director or Officer that is considered confidential, except in the following circumstances:
 - i. the confidential information is in or subsequently enters the public domain through no action of the Director or Officer; or
 - ii. the confidential information is required to be disclosed by law,
 and if the Director or Officer receives Association information that is considered confidential from:
 - iii. such person's own independent sources; or
 - iv. any third party not under an obligation to keep the information confidential,
 the Director will disclose to the Board that such information has been received.

8.14 A member of the Board ceases to be a Director if:

- a. the person is disqualified from council pursuant to section 174(1) of the MGA, or
- b. the person misses three consecutive regular meetings of the Board, upon approval by the Board of the Director's removal, effective immediately upon notice from the Association to the Director.

8.15 The Board may, by resolution passed by at least three fourths (3/4) of the votes cast by those eligible to vote, remove a Director from the Board effective as of the date of the resolution or such later date as resolved by the Board. The provisions of clause 9.05 regarding notice and an opportunity to be heard apply to a resolution under this clause.

Article 9 – Disqualification of Directors

9.01 In this Article:

- a. "Director's family" means the Director's spouse or adult interdependent partner, the Director's children, the parents of the Director and the parents of the Director's spouse or interdependent partner;
- b. "spouse" means:
 - i. the spouse of a married person, and
 - ii. does not include a spouse who is living separate and apart from the other spouse if the spouses have separated pursuant to a written separation agreement or if their support obligations and family property have been dealt with by a court order.

9.02 (1) A member of the Board has a pecuniary interest in a matter if:

- a. the matter could monetarily affect the Director or an employer of the Director, or
- b. the Director knows or should know that the matter could monetarily affect the Director's family.

(2) For the purposes of subsection (1), a person is monetarily affected by a matter if the matter monetarily affects:

- a. the person directly,
- b. a corporation, other than a distributing corporation (as defined under the governing legislation), in which the person is a shareholder, director or officer,
- c. a distributing corporation in which the person beneficially owns voting shares carrying at least 10% of the voting rights attached to the voting shares of the corporation or of which the person is a director or officer, or
- d. a partnership or firm of which the person is a member.

(3) A Director does not have a pecuniary interest by reason only of any interest:

- a. that the Director or a member of the Director's family may have by reason of being appointed by the Board as a director of a company incorporated for the purpose of carrying on business for and on behalf of the Association or by reason of being appointed as the representative of the Board on another body;
- b. that the Director or member of the Director's family may have with respect to any allowance, honorarium, remuneration or benefit to which the Director or member of the Director's family may be entitled by being appointed by the Board to a position described in clause a.;
- c. that the Director may have with respect to any allowance, honorarium, remuneration or benefit to which the Director may be entitled by being a Director; or
- d. that is so remote or insignificant that it cannot reasonably be regarded as likely to influence the Director.

9.03 (1) When a Director, or a Regular Member of which the Director is an Elected Representative, has a pecuniary interest in a matter before the Board, a Board committee or any other body to which the Director is appointed as a representative of the Board, the Director must, if present:

- a. disclose the general nature of the pecuniary interest prior to any discussion of the matter,
- b. abstain from voting on any question relating to the matter,
- c. abstain from any discussion of the matter, and
- d. subject to subsection (2), leave the room in which the meeting is being held until discussion and voting on the matter are concluded.

(2) If the matter with respect to which the Director, or the Regular Member of which the Director is an Elected Representative has a pecuniary interest is the payment of an account for which funds have previously been committed, it is not necessary for the Director to leave the room.

9.04 (1) A Director ceases eligibility to be a Director if the Director:

- a. takes part in a decision of the Board knowing that the decision might further a private interest of:
 - i. the Director,
 - ii. a corporation, firm or partnership referred to in clause 9.02(2), or
 - iii. a Regular Member of which the Director is an Elected Representative,
- b. where applicable, does not declare an interest and withdraw from a meeting without voting on or discussing a matter before the Board which might further a private interest referred to in clause (a)i., ii. or iii. above, or
- c. accepts:
 - i. a fee of any amount other than a fee or honorarium paid by the Association for the Director's services as a Director, or
 - ii. a gift or other benefit having a value of more than the maximum determined by the Board from time to time where such amount is received because the Director is a Director.

(2) Subsection (1)c. does not apply if a Director is invited to attend an event or function as a representative of the Association and the Director discloses such attendance and payment in a manner approved by the Board from time to time.

9.05 (1) A meeting of the Board may be called under clause 10.01 to determine whether a Director is no longer eligible to be a Director under this Article.

(2) The Director:

- a. shall be given notice of a meeting of the Board called under this section;
- b. upon request:
 - i. shall be given particulars of the grounds on which it is alleged that the Director has ceased eligibility to be a Director;
 - ii. shall be given an opportunity to make representations to the Board in writing or in person, or by legal counsel, or any combination of the foregoing;
- c. is not entitled to be present while the Board discusses the question whether or not the Director has ceased eligibility to be a Director.

9.06 (1) Upon determination by the Board that the Director has ceased eligibility to be on the Board, the Association shall provide notice to the Director of the Director's removal from the Board effective the date thereof.

(2) The provisions of Article 8 relating to the filling of vacancies on the Board until the next annual general meeting apply to filling a vacancy under this Article.

9.07 A Director, by accepting appointment or election as a Director, agrees the Director will not be entitled to assert any claim or bring any legal action, whether for defamation or any other cause of action, against the Association or any Officer, Director or employee of the Association, in respect of anything done by any of them in good faith pursuant to this Article.

Article 10 – Powers and Duties of the Board

10.01 Meetings of the Board shall be held as follows:

- a. pursuant to a regular schedule of meetings set by the Board, or
- b. at the call of the President, or
- c. upon the written request of four (4) Directors with at least 72 hours' notice.

10.02 A quorum of the Board is eight (8) members.

10.03 At meetings of the Board, each Director present shall have one vote and, in the case of a tie, the motion shall be lost. A resolution in writing signed by all of the Directors, shall be valid and effectual as if it had been passed at a meeting of Directors duly called and constituted.

10.04 The Board has the authority to manage, or supervise the management of, the affairs of the Association. The Board has the authority and responsibility to carry out as appropriate, or delegate to its committees, the powers and duties conferred upon it by the Association and by law.

10.05 If the Board establishes and prescribes the terms of reference for any committee, or delegates that authority to the Executive Committee, the persons appointed as committee members may be:

- a. Directors,
- b. Elected Representatives of members,
- c. other persons, and/or
- d. any combination of the above.

10.06 Members of the Board and Executive Committee shall receive an honorarium for their service and shall be reimbursed for expenses reasonably incurred in performing their duties on the Board or Executive Committee.

10.07 The Board shall have authority on behalf of the Association to approve and adopt policies and procedures from time to time relating to the Association and its operations.

10.08 In addition to the duties otherwise set forth herein, and for greater clarity, in exercising its operational authority, the Board, and each Director and Officer, shall comply with the then current objects, bylaws, policies and procedures of the Association.

Article 11 – Executive Committee

11.01 The Executive Committee, also referred to as the Executive, shall consist of the President and the Vice-Presidents and may also include such other Directors of the Association that the Board may approve to be part of the Executive.

- 11.02** A quorum for Executive Committee meetings shall consist of three (3) members of the Executive.
- 11.03** The Executive Committee shall have all the powers of the Board between meetings of the Board on emergent and time sensitive issues in accordance with such rules as the Board may adopt provided that the Executive may only provide recommendations to the Board, and shall not determine, the following:
- a. the employment or termination of the Chief Executive Officer of the Association,
 - b. the amount of membership fees under clause 15.04, and
 - c. borrowing money under clauses 15.06 and 15.07.
- 11.04** The Executive Committee shall report any action taken under clause 11.03 at the next meeting of the Board.
- 11.05** The President and the Vice-Presidents of the Association shall have the duties and powers set forth in these Bylaws as well as those associated with their position as set forth below:
- a. President – The President of the Board shall, when present, preside at all meetings of the Board and of the members. The President shall, subject to the authority of the Board, have general supervision of the activities and affairs of the Association and shall have such other duties and powers as the Board may specify;
 - b. Vice-Presidents – If the President is absent or is unable or refuses to act, one of the Vice-Presidents shall preside at the meetings of the Board and of the members. The duty to preside in the President’s absence shall be undertaken by the Vice-Presidents on a rotation that is approved by the Board. The Vice-Presidents shall have such other duties and powers as the Board may specify.

Article 12 – Meetings

- 12.01** The annual general meeting of the Association shall be held at such time and place as the Board may determine.
- 12.02** Written notice of the date of the annual general meeting shall be provided to each Regular Member and the Association’s auditor not less than twenty-eight (28) days prior to the date of the meeting.
- 12.03** A Special General Meeting of the Association may be held at the call of five (5) percent of the Regular Membership or by two-thirds (2/3) vote of all the Board and written notice shall be provided to each Regular Member not less than fourteen (14) days before the date of the meeting except where a matter is to be decided by a Special Resolution in which case the notice period set forth in clause 16.03 shall apply.
- 12.04** A quorum at an annual general meeting or Special General Meeting shall be representation from twenty-five percent (25%) of the Regular Members in Good Standing and the quorum shall be determined within fifteen minutes of the posted starting time of the meeting. For the purposes of this determination, a Regular Member shall be deemed to be represented if:

- a. at an annual general meeting, one of its Elected Representatives is registered to attend the annual Association's conference and annual general meeting, regardless of whether such Elected Representative attends the said meeting;
- b. at a Special General Meeting, one of its Elected Representatives is in attendance.

12.05 The President or, where applicable, a Vice-President or such other Director approved by the Board, shall chair the annual general meeting and any Special General Meeting.

12.06 The persons entitled to speak at an annual general meeting or Special General Meeting are:

- a. those Elected Representatives in attendance whose municipalities are Regular Members of the Association in Good Standing,
- b. in the event a Regular Member is unable to be represented at the annual general meeting or a Special General Meeting by an Elected Representative, an official appointed by motion of the council to represent it, provided that notice of such appointment is submitted in writing to the Chief Executive Officer at least three (3) days prior to the date of the annual general meeting or Special General Meeting, and for greater clarity, such person shall not have any voting rights,
- c. upon a motion from the floor, a representative of an Associate Member, and
- d. the Association's auditor and such other person(s) upon consent or invitation of the chair of the meeting.

12.07 Except as otherwise provided in these Bylaws, the rules of procedure to be followed at meetings of the Board, the annual general meeting and any Special General Meeting shall be formal in nature following, generally speaking, the applicable procedures set forth in "Robert's Rules of Order, Newly Revised" with deviations as deemed appropriate by the meeting's chair, to facilitate consensus, discussion and collaboration.

Article 13 – Chief Executive Officer

13.01 The Board shall appoint a Chief Executive Officer to manage the affairs of the Association. For greater clarity, the Chief Executive Officer shall not be a Director of the Association.

13.02 The Chief Executive Officer, as the chief officer of the Association and any of its subsidiaries, ensures that the policies and programs of the Association are implemented, and performs the duties and functions and exercises the powers assigned to the Chief Executive Officer by the Board.

13.03 The Chief Executive Officer may cause the Association to employ any staff required within the expenditure authority included in the Association's budget.

Article 14 – Signing Authority

14.01 After minutes are approved by the Board in relation to Board meetings and by the Regular Members in relation to membership meetings, the minutes shall be signed by the Chief Executive Officer to indicate such approval.

14.02 Except where otherwise authorized herein, the Board shall designate signing authorities for any financial or other instrument, contract, document or agreement requiring the signature of the Association and grant authorizations for the use of the seal by Board resolution or in one or more Board approved policies.

Article 15 – Financial Affairs

15.01 The fiscal year of the Association shall be the calendar year unless otherwise approved by the Board.

15.02 Before the end of each fiscal year, the Board shall approve a budget for the next fiscal year which shall include revenues at least sufficient to pay the estimated expenditures.

15.03 The Board may approve an interim budget for part of the next fiscal year.

15.04 The Board shall annually determine a method of calculating membership fees which will generate the membership fee revenue projected in the budget.

15.05 If any number of Regular Members agree to undertake a special initiative, the Board may levy a special fee on those members to raise the required revenue.

15.06 The Board shall have the power and authority to cause the Association to borrow money for operating purposes, and to give security therefor, in an amount not in excess of sixty percent (60%) of annual fees or special assessments then levied or assessed by the Association to its membership but not yet collected.

15.07 By a two-thirds (2/3) majority vote of the Board, the Association may borrow for capital purposes on such terms as the Board determines appropriate.

15.08 The Association may draw, make, accept, endorse, execute and issue promissory notes, bills of exchange and other negotiable instruments.

15.09 The books and records of the Association shall be available for the inspection by any Regular Member of the Association at the Association's office during normal business hours except confidential information of the Association which may only be disclosed upon Board approval and on such terms as are required by the Board.

15.10 In the event the Association is wound up or dissolved, the Association shall obtain and comply with the required authorizations and processes referenced in the Act. Further, in such event, all of its remaining assets after payment of its liabilities, if any, shall be paid to such registered and incorporated non-profit organization or organizations with purposes similar to those of the Association as a majority of the Regular Members determine and in no event shall any member become entitled to any remaining assets of the Association.

15.11 The Board shall appoint by resolution an independent firm of chartered professional accountants as the Association's auditor to audit the annual financial statements of the Association and an audited annual financial statement shall be submitted to each annual general meeting.

15.12 The Association may acquire by gift or purchase and have, possess, and enjoy land, tenements, rents, annuities, and other property of any kind whatsoever within the Province of Alberta.

15.13 The Association may from time to time sell, alienate, exchange, mortgage, let, lease or otherwise dispose of any part of its real or personal estate.

15.14 Every Director and Officer of the Association and their heirs, executors and administrators, respectively, shall be deemed to have assumed office on the express understanding and agreement and condition that each shall, from time to time and at all times, be indemnified and saved harmless out of the funds of the Association from and against:

- a. all costs, charges, damages and expenses whatsoever, including without limitation, an amount paid to settle an action or satisfy a judgment, which they sustain or incur in or about any action, claim, suit or proceeding which is brought, commenced or prosecuted against them by reason of being or having been a Director or Officer of the Association or who acts or acted at the Association's request as a director or officer of another entity in which the Association had a material interest or in respect of any act, omission, deed, matter or thing whatsoever made, done or permitted by them in or about the execution of the duties of their office; and
- b. all other costs, charges, damages and expenses which they sustain or incur in or about or in relation to any act, omission, deed, matter or thing whatsoever made, done or permitted by them in or about the execution of the duties of their office;

except such costs, charges, damages and expenses as are occasioned by their own willful misconduct or dishonesty and except in respect of an action by or on behalf of the Association or other said entity to procure a judgment in its favour.

15.15 The Association shall purchase and maintain, or otherwise ensure, there is directors' and officers' liability insurance for the benefit of the Directors and Officers of the Association, in such amounts and with such insurers as the Board may from time to time determine appropriate.

Article 16 – Amendments

16.01 The Board or a Regular Member may propose a Special Resolution, as required by the Act, to amend these Bylaws.

16.02 A proposed Special Resolution may be considered at the annual general meeting or at a Special General Meeting.

16.03 Written notice of a proposed Special Resolution shall be provided to each Regular Member not less than twenty-eight (28) days before the meeting at which the Special Resolution is to be considered.

16.04 An amendment to the Bylaws shall not be made unless approved by Special Resolution.

16.05 Notwithstanding any other provision contained in these Bylaws, every Special Resolution to amend these Bylaws shall contain the following preamble:

“WHEREAS the following proposed amendment has been submitted to the Association only after taking into consideration:

- a. the Association’s fundamental and paramount principle of ownership and control of the Association by its Regular Members; and
- b. the Association’s tax-exempt status under para. 149(1)(d.5) of the *Income Tax Act* (Canada) as discussed by the Canada Revenue Agency in its letter dated March 14, 2007,

and that the proposed amendment herein will not, by its nature, content or description, compromise, modify, alter, affect or change in any way the fundamental and paramount principle of the Association (the Association being owned and controlled by its Regular Members only) or the Association’s tax exempt status under para. 149(1)(d.5) of the *Income Tax Act* (Canada) as same may be amended from time to time.”

For greater clarity, failure to include the above preamble shall not invalidate a Special Resolution approved in accordance with these Bylaws and the governing law.

16.06 In 2025 and every subsequent year divisible by five (5), the President shall establish a special committee to conduct a general review of the Bylaws of the Association.

16.07 In the event any provision of these Bylaws is in any manner determined to be inconsistent with, or in violation of, the fundamental and paramount principle of the Association set forth in clause 2.02 above, then upon such determination being made by the Board acting reasonably, such provision shall be deemed to be void ab initio and of no force and effect, and such provision shall be deemed to be struck from these Bylaws without further notice or approval by the Regular Members. Further, the Regular Members and the Board shall take such steps and grant such approvals as are necessary to ensure the Bylaws are formally amended, approved and filed with Corporate Registry to reflect same.