

# **BYLAWS OF THE LOCAL GOVERNMENT ADMINISTRATION ASSOCIATION of ALBERTA**

## **ARTICLE I: NAME**

The Association shall be called and known as the Local Government Administration Association of Alberta and is continued as a body corporate.

## **ARTICLE II: INTERPRETATION**

- (1) "Association" shall mean the Local Government Administration Association of Alberta.
- (2) "Executive Board" shall mean the members elected as the Executive Officers of this Association and the Past President.
- (3) "Executive Committee" shall mean the President, First Vice-President and the Second Vice-President.
- (4) "Annual Meeting" shall mean the annual general meeting of members of this Association.
- (5) "Members in Good Standing" shall mean any member of this Association whose membership is not in arrears and who is not otherwise disqualified.

## **ARTICLE III: MEMBERSHIP**

- (1) (a) Registered Member

May be obtained by any person who is currently employed by a municipal government in Alberta and has been in a senior administrative position for one year and has completed:

- (i) a minimum of eight (8) accredited courses of study approved by the Association; or
- (ii) has successfully completed the National Advanced Certificate In Local Authority Administration; or
- (iii) has graduated from an accredited college or university with a diploma or degree related to the discipline of public administration.

- (b) Non-Resident Registered Member

May be obtained by any person who, is not a resident of Alberta, has been in a senior administrative position in Canada for at least three (3) years and has completed:

- (ii) a minimum of eight (8) accredited courses of study approved by the Association; or

- (iii) has successfully completed the National Advanced Certificate In Local Authority Administration; or
    - (iv) has graduated from an accredited college or university with a diploma or degree related to the discipline of public administration.
  - (c) Associate Member
 

May be obtained by anyone currently employed in municipal government that does not meet the requirements of a registered member.
  - (d) Affiliate Member
 

May be any individual person or corporation who acknowledges and endorses the purpose and objectives of the Local Government Administration Association and desires to be a member in this classification.
- (2) Any member wishing to withdraw from membership may do so upon giving notice in writing to the Executive.
  - (3) Any member shall adhere to the Association's Code of Ethics and upon two-thirds vote of all the Executive Board Members may be suspended or expelled from membership for a violation of the Code of Ethics.
  - (4) Only Registered, Non-Resident Registered, or Associate Members shall be allowed to vote unless his/her membership is not in good standing.
  - (5) The membership dues shall be set annually by the Executive. All dues will be paid no later than March 1<sup>st</sup> of each calendar year. Failure to comply will result in cancellation from membership in the Association.
  - (6) Any member who is temporarily not employed by a municipality shall be allowed to retain their membership and any elected position on the Executive Board for a one (1) year period commencing from his/her termination date.
  - (7) Current honorary life members shall be entitled to a complimentary conference registration and free membership the Association.

#### **ARTICLE IV: MEETINGS**

An Annual General Meeting of the Association shall, at such time and place in accordance with such regulations and notices as the Association Executive may determine, be held.

- (1)
  - (a) for the election of members to the Executive, and
  - (b) for the transaction of such other business as may be brought before the meeting.
- (2) Notice of the Annual General Meeting shall be mailed or sent by the means of electronic mail to each member of the Association at least six (6) weeks prior to the date on which the Annual General Meeting is to be held, stating the time, date and place thereof.

- (3) Thirty (30) members in good standing shall constitute a quorum at any Annual General Meeting or Special General meeting.
- (4) Special General Meeting – a Special General Meeting of the membership may be called by the request of the majority of the Executive Board, or upon receipt of a petition signed by one-third of the members in good standing, at such time and place as deemed necessary in accordance with such regulations and notices as the Association Executive may determine.
  - (a) Notice of the Special General Meeting shall be mailed to each member of the Association at least twenty-one (21) days prior to the date or sent by the means of electronic mail to each member at least fourteen (14) days prior to the date of the meeting.
- (5) Procedure:
  - (a) No member shall be allowed to speak except to ask a question or to introduce or speak on a motion.
  - (b) No member shall speak more than twice or for longer than five (5) minutes on any resolution or any other matter before the Annual General Meeting or Special General Meeting.
  - (c) When a question is under debate, no motion shall be in order except to adjourn, postpone or amend. These motions to take precedent in the order named and the first two (2) shall be decided without debate.
  - (d) All motions or amendments must be put to the question to the Annual Meeting or Special General Meeting by the presiding officer.
  - (e) A majority vote of the members present entitled to vote shall be sufficient to carry any motion except a special resolution, when the majority of three-fourths shall be required.
  - (f) Any member who has not withdrawn from the membership nor has been suspended or expelled shall have the right to vote at any meeting of the association. Such votes must be made in person and not by proxy or otherwise.
  - (g) Any matter of meeting conduct which is not herein provided for must be determined in accordance with Robert's Rules of Order.

#### **ARTICLE V: EXECUTIVE BOARD**

- (1) The affairs and business of the Association shall be managed by an Executive Board which shall consist of a President, First Vice-President, Second Vice-President, Past President and five (5) Directors.
- (2) Elections and Terms of office:
  - (a) The President, the First Vice-President and the Second Vice-President shall be elected at the Annual Meeting of the Association for a one (1) year term of office.
  - (b) A Director shall be elected from each Zone by the members of that Zone. Only those members in good standing and employed in that Zone are eligible for election as a Director. The term of office for Directors in the even numbered Zones

shall expire on the even numbered years and the term of office for the Directors in odd numbered Zones shall expire on the odd numbered years.

- (c) The Province of Alberta is divided into five (5) Zones as outlined on a schedule and a map attached hereto and marked "Appendix C". The Executive Board may change the boundaries of any Zone.
  - (d) Members of the Executive hold office until they are re-elected or their successors are elected or appointed pursuant to the provisions of Article VI (1) of these Bylaws.
  - (e) No member may hold more than one (1) elected position.
- (3) Nominating Committee:
- (a) The Chairman of the Nominating Committee shall be the most recent Past President holding registered membership,
  - (b) The Nominating Committee shall consist of three (3) registered members, one (1) of which is the Chairman who shall appoint the other members.
  - (c) The Nominating Committee shall present to the Annual Meeting at least one (1) name each for President, First Vice-President and Second Vice-President.
  - (d) The Chairman of the Nominating Committee shall chair the election except when he is unable to do so, he may appoint another member of the Committee as Chairman.
  - (e) The Chairman of the Nominating Committee shall be prepared to accept nominations from the floor.
  - (f) No nominations from the floor at the Annual meeting shall be accepted for election of Directors.
- (4) In filling such offices where more than one (1) member is nominated for any office, the election shall be held by secret ballot and the member receiving the highest number of votes shall be declared elected.
- (5) Any Registered Member in good standing shall be eligible for election to any office in the Association.
- (6) Any Non-Resident Registered Member shall not be eligible for election to any office in the Association.

#### **ARTICLE VI: EXECUTIVE BOARD - DUTIES AND POWERS**

- (1) The Executive Board shall have the power to fill any vacancy, which may occur in the Executive Board between the Annual General Meetings, and the persons so appointed shall hold office until the next Annual General Meeting.
- (2) The Executive Board may make rules and regulations for the proper conduct of this Association as it may deem expedient, providing that such rules and regulations shall not be in conflict with these bylaws and are ratified at the next Annual General Meeting.

- (3) An Executive Board meeting may be called at any time by the President or Vice-President acting for the President, or majority of the members of the Executive Board. Written notices thereof shall be mailed to each member of the Executive at least seven (7) days prior to the proposed meeting.
- (4) Meetings of the Executive Board shall be held as often as the business of the Association may warrant.
- (5) Any five (5) members shall constitute a quorum at any meeting of the Executive Board and a majority of the members present shall decide all questions.
- (6) Members of the Executive Board, the Executive Director and other persons approved by the Board, shall be entitled to travel and subsistence expenses based on the rates established by the Board for attendance at meetings and carrying out assigned duties. Unless authorized at any meeting the Executive Board and after notice for the same shall have been given, no director, officer or member of the association shall receive any further remuneration for his/her services.
- (7) The Executive Board may appoint a Resolutions Committee to deal with resolutions submitted to the Annual General Meeting. The Resolutions Committee shall meet prior to the Annual General Meeting to consider any resolutions and forward same with their recommendations thereon. Resolutions submitted to the Executive Director thirty (30) days prior to the Annual General Meeting shall be given priority at the Annual General Meeting.
- (8) The Executive Board may appoint such special committees as they deem expedient and such committees shall be entitled to actual traveling and reasonable out-of-pocket expenses while attending meetings.
- (9) No member of the Executive Board or of the Committees shall publish or cause to be published any matter whatsoever connected with this Association unless the same shall first be authorized by the Executive Board.
- (10) Appointment, dismissal and administration of any staff of the Association shall be the responsibility of the Executive Board.
- (11) Any director or officer, upon two-thirds vote of all the Executive Board Members may be removed from office for any cause which the Executive Board deem reasonable.

#### **ARTICLE VII: DUTIES OF OFFICERS**

- (1) The President shall be ex-officio member of all committees. He/she shall, when present, preside at all meetings of this Association and Executive Board.
- (2) The First Vice-President shall, in the absence of the President, assume the role, duties and function of the President as contained herein.
- (3)
  - (a) In the event of the office of the President becoming vacant, the First Vice-President shall act as President until the next Annual General Meeting.
  - (b) In the event the First Vice-President is unable to assume the role, duties and functions of the President, the Second Vice-President shall assume this position.

- (4) The President shall cause to be submitted to the Annual General Meeting a report of the affairs of this Association.
- (5) The President shall vote on any questions, and in the case of a tie, the vote shall be deemed to be in the negative.
- (6) The Directors shall inform the Executive Board on all matters of concern as expressed by the general membership within their zones.
- (7) It is required that Directors shall arrange Zone Meetings within their Zone on the basis of no less than one (1) and such greater number as determined by their own Zone membership prior to the Annual General Meeting.
- (8) It is required that all Directors shall attend Executive Meetings as well as Zone Meetings and Annual General Meetings. Any Director who is absent from two (2) consecutive Board Meetings, or a total of four (4) Board Meetings in any calendar year without written authorization from the Board shall automatically forfeit his/her position.
- (9) It is required that Directors be prepared to sit on committees as established by the Executive Board.
- (10) It is incumbent upon a Director to provide an incoming Director with all the information, documents and correspondence with respect to his position.

#### **ARTICLE VIII: EXECUTIVE DIRECTOR - DUTIES AND POWERS**

- (1) The Executive Director shall attend all meetings of the Association and the Executive Board, and keep accurate minutes of the same.
- (2) The Executive Director shall keep the books and records of the Association and be in charge of the Seal of the Association and when used shall be authenticated by the signature of the President and Executive Director.
- (3) The Executive Director shall keep a record of all members of the Association and shall collect and receive the annual dues or assessments levied by the Association upon the membership.
- (4) The Executive Director shall receive all monies and be responsible for the deposit of same in a bank in the name of this Association.
- (5) The books, accounts, and records of the Association shall be audited at least once a year by a duly qualified accountant or by two (2) members of the Association. A complete and proper statement of the standing of the books for the previous year shall be submitted at the Annual General Meeting of the Association. The fiscal year of the Association shall be for the previous fiscal year from the 1<sup>st</sup> day of January until the 31<sup>st</sup> day of December. At each Annual General Meeting a duly qualified accountant or two members of the society shall be appointed auditors.
- (6) The Executive Director shall make available books and records of this Association to be inspected by any member at the office of the Executive Director during regular office hours.
- (7) The Executive Director shall perform such other duties as may be assigned and required of them by the Executive Board. In case of the absence of the Executive Director, such officer as may be appointed by the Board shall discharge his/her duties.

- (8) The Head office of the Association shall be in the Province of Alberta at the office of the Executive Director, unless otherwise determined by the Executive Board.

**ARTICLE IX - SIGNING AUTHORITIES**

One member of the Executive (the President, the First Vice-President, Second Vice-President) together with the Executive Director are duly authorized signing officers of this Association.

**ARTICLE X - BORROWING POWERS**

For the purpose of carrying out its objectives, this Association may borrow or raise or secure monies to a maximum of \$5,000 by a majority resolution of the Executive Board.

In addition, this Association may borrow or raise or secure monies of over \$5,000 in such a manner as it thinks fit, but this power shall be exercised only under the authority of the Association with the sanction of the special resolution of the Association.

**ARTICLE XI - AMENDMENT TO THESE BYLAWS**

- (1) Amendment to the Bylaws may be made at an Annual General Meeting or Special General Meeting of the members of this Association in the following manner.
- (a) Notice of Motion shall be given by submitting a draft of the proposed amendments to the Executive Director and a copy thereof to the President at least thirty (30) days prior to the date of the Annual General Meeting or Special General Meeting.
  - (b) The approval of not less than three-fourths of the members present and entitled to vote shall be required to carry any motion to amend these Bylaws.
  - (c) A copy of any proposed amendment shall be mailed to all members of this Association prior to the Annual General Meeting or Special General Meeting.
  - (d) The bylaws may be rescinded, altered or added to by a "Special Resolution" as defined in Section 1 (d) of the Societies Act.

These Bylaws duly approved and adopted by the General Registered Membership at the Annual General Meeting held on April 5, 2017.

President

Executive Director

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