

# LGAA

## Bylaw 01-2021



Local Government Administration Association  
Strength Through Networking

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## ARTICLE 1 - PREAMBLE

- 1.1. The name of the Association is the Local Government Administration Association of Alberta.
- 1.2. The purpose of the Association is to promote and support administrative leadership excellence in local government and provide services that support the needs of its membership.
- 1.3. This document is the general Bylaws of the Association. These Bylaws regulate the transaction of business and affairs of the Association.
- 1.4. The Association is incorporated under Alberta's *Societies Act*, Chapter S-14 of the Revised Statutes of Alberta, 2000.

## ARTICLE 2 - INTERPRETATION

- 2.1. "Association" shall mean the Local Government Administration Association of Alberta.
- 2.2. "Board" or "Board of Directors" shall mean the Directors of the Association as set out in Article 7.
- 2.3. "Bylaws" means this Bylaw or all other Bylaws of the Association from time to time in force or effect.
- 2.4. "Director" means any person elected or appointed to the Board. This includes the President and Past President.
- 2.5. "Executive Committee" shall mean the President, First Vice President and Second Vice President as set out in Article 7.
- 2.6. "Key service area" means a department, division, or section which delivers municipal government services as defined in a policy of the Association.
- 2.7. "Life Member" is a person that has been granted a lifetime membership to the Association.
- 2.8. "Member" means a member of the Association for any membership class unless the membership class is expressly stated.
- 2.9. "Member in good standing" means the member has paid any current dues, fees, or assessments levied by the Association and who is not otherwise disqualified.
- 2.10. "Organizational Meeting" means a Board meeting to be held no later than fourteen (14) days following the annual general meeting.
- 2.11. "Register of Members" is retained by the Executive Director on behalf of the Board of Directors containing the names and addresses of the members of the Association.
- 2.12. "Special General Meeting" means a meeting of the membership held at a time other than the Annual General Meeting.
- 2.13. "Supervisory responsibility" means the direction or inspection of the work, actions or performance of others.

## ARTICLE 3 - MEMBERSHIP

### Membership Classes

3.1. The classes of membership consist of two voting classes of members:

- a) Regular Member; and
- b) Life Member,

And one non-voting class of members:

- c) Affiliate Member

3.2. Regular Member

To be a Regular Member, a person must:

- a) be employed by or under contract directly or indirectly with a municipal government in Alberta; and
- b) hold a non-unionized managerial position with:
  - i. authority over physical resources, financial resources, or human resources; or
  - ii. supervisory responsibility over a key service area.

3.3. Life Member

To be a Life Member, a person must have:

- a) made a recognized contribution to the Association, in the opinion of the Board; and
- b) has been granted life membership pursuant to a resolution adopted by the Board.

3.4. Affiliate Member

To be an Affiliate Member, a person must qualify under at least one of the following categories:

- a) A person who is employed by or under contract with a municipal government but does not meet the criteria of a Regular Member;
- b) A person who meets the criteria of a Regular Member but is employed by or under contract with a municipal government outside of Alberta;
- c) A person who works with municipal governments in an advisory or consultative capacity;
- d) A person who was a Regular Member of the Association immediately prior to retirement; or
- e) A person or organization who has an interest in local government administration and operations.

### Membership Subclasses

3.5. The Regular and Affiliate member classes may have subclasses of membership as determined by the Board of Directors.

## **Admission**

- 3.6. A person may become a member upon:
- a) completion of an application in accordance with the admission process;
  - b) payment of the relevant dues, fees, or assessment; and
  - c) acceptance by the Board or its delegate.
- 3.7. The Board may establish any policy, procedures, terms or conditions regarding admission to the Association.

## **Obligations of Members**

- 3.8. A Member will at all times:
- a) adhere to the Association's Code of Ethics;
  - b) comply with the Association's Bylaws and any policies adopted by the Board;
  - c) not hinder the purposes, aims and objectives of the Association;
  - d) disclose to the Association any conflicts of interest which they do not hold in common with other Members of the Association; and
  - e) not participate in any way or attempt to influence other Members pertaining to any personal conflict of interest.

## **Rights of Members**

- 3.9. A Regular Member is entitled to:
- a) receive notice of and attend any general meeting of the Association;
  - b) make a motion, second a motion, speak to a motion, and vote at a general meeting of the members;
  - c) participate or vote in elections;
  - d) stand for election as a Director, if eligible in accordance with these Bylaws; and
  - e) exercise other rights and privileges given to Members in these Bylaws.
- 3.10. A Life Member has the same rights as a Regular Member but may only stand for election as a Director provided the Life Member is employed by or under contract directly or indirectly with a municipal government in Alberta at the time of election.
- 3.11. A Life Member is entitled to a free membership each year as well as one complimentary registration each year to a conference of the Association.
- 3.12. An Affiliate Member:
- a) is entitled to receive notice of and attend any general meeting of the Association;
  - b) may speak in the debate of motions during any general meeting of the Association;
  - c) may not make a motion, second a motion, or vote at a general meeting of the members;
  - d) may not participate or vote in any election of the Association;
  - e) is not eligible to stand for election as a Director; and
  - f) may exercise other rights and privileges given to Members in these Bylaws.

- 3.13. The Board may establish additional terms and conditions for Member classes or subclasses.
- 3.14. Regular Members who are temporarily not employed by a municipality shall be allowed to retain their membership status for a one (1) year period commencing from their termination date.

### **Membership Dues, Fees and Assessments**

- 3.15. The Board shall set the annual membership dues for Members; and
- 3.16. May levy any additional fees or assessments as it deems necessary for as long as necessary.

### **Change in Membership Class**

- 3.17. A Regular Member ceases to be a Regular Member if:
  - a) that person no longer meets the requirements of section 3.2; or
  - b) that person's employment status changes and is not re-employed by a municipal government within twelve (12) months.
- 3.18. A Regular Member may transfer to the Affiliate Member class at any time, provided that the person meets the criteria of the member class and pays any difference in fees, dues or assessments.

### **Termination of Membership**

- 3.19. A person will cease to be a member:
  - a) by delivering a written resignation by mail or electronic means to the Executive Director;
  - b) if the member has not paid their membership dues by March 1<sup>st</sup> of each calendar year;
  - c) upon death, if the member is an individual;
  - d) upon dissolution, if the member is an organization;
  - e) by ceasing to meet the criteria of membership as set out in these Bylaws; or
  - f) upon being expelled from the Association by a motion of the Board.
- 3.20. A member may be expelled following:
  - a) the Association providing 15 days' written notice to the Member that sets out the reasons for the termination of membership;
  - b) the member receiving the notice shall be entitled to give the Board a written submission appealing the termination not less than 5 days before the end of the 15 day period;
  - c) the Board shall consider the written submission of the member before making a final decision regarding termination of membership; and
  - d) a motion to terminate the person's membership adopted by two-thirds of all Board Directors in office.
- 3.21. The Board may exclude the Member from its discussion on the matter, including the deciding vote.

- 3.22. The Member is considered to have ceased being a Member on the date their name is removed from the Register of Members.

### **Reinstatement of Membership**

- 3.23. The Board may reinstate a person who was ceased to be a member if:
- a) the person pays any outstanding dues, fees and assessments; and
  - b) the matter that resulted in the termination of membership has been resolved to the satisfaction of the Board.

## **ARTICLE 4 - MEETINGS OF MEMBERS**

### **Annual General Meeting**

- 4.1. The Annual General Meeting of the Association shall be held no later than June 30 of each calendar year at such time and place as the Board of Directors may determine including by electronic means.
- 4.2. Written notice shall be mailed or sent by electronic means to each member of the Association not less than six (6) weeks prior to the date of the meeting, stating the date, time and place thereof.
- 4.3. The Annual General Meeting shall consist of the following business:
- a) Adopting the agenda;
  - b) Adopting the minutes of the last Annual General Meeting.
  - c) Consideration of reports from the Board of Directors and any business arising out of the reports;
  - d) Review of the financial statements and auditor's report;
  - e) Appointment of the auditor(s) for the current fiscal year as per Article 13;
  - f) Election of members to the Board;
  - g) Considering matters specified in the meeting notice;
  - h) Other specific motions that any member has given notice of before the meeting is called.

### **Special General Meeting**

- 4.4. A Special General Meeting of the Association may be called by a majority vote of the Board of Directors, 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 Board may determine.
- 4.5. Written notice of a Special General Meeting shall be mailed or sent by electronic means to each Member at least twenty-one (21) days prior to the meeting.
- 4.6. The written notice of a Special General Meeting shall include a detailed agenda describing exactly what business will occur at the meeting.
- 4.7. A Special General Meeting shall only address the matters outlined in the detailed agenda included in the written notice, and no other matters.

### **Quorum at general meetings**

- 4.8. Twenty-five (25) Regular Members or Life Members in good standing shall constitute a quorum at any general meeting.
- 4.9. If no quorum is present within 30 minutes of the time set for a general meeting, the meeting will:
  - a) be terminated, if the meeting was called at the request of the members; and
  - b) in all other cases, be adjourned to the same day and time in the next week, but may be in a different location, as resolved by those present.
- 4.10. If no quorum is present within 30 minutes of the time set for the adjourned meeting, the Regular Members and Life Members present at the adjourned meeting will then constitute a quorum.
- 4.11. The adjourned general meeting may only conduct the unfinished business from the initial meeting.

### **Chair of a general meeting**

- 4.12. The President or in their absence, the 1st Vice President, or in their absence, the 2nd Vice President, or in their absence another Director present, shall Chair a general meeting.
- 4.13. If there is no Director of the Board present within 30 minutes after the time appointed for holding the meeting or are present and are unwilling to preside, then the voting members present at the general meeting shall elect one of their number to preside.

### **Procedure at general meetings**

- 4.14. A member may only be granted permission to speak, through the Chair, to ask a question or to introduce or speak on a motion.
- 4.15. A member may speak twice or up to five (5) minutes on any resolution or any other matter before the Annual General Meeting or Special General Meeting.
- 4.16. When a question is under debate, no motion shall be in order except to adjourn, postpone or amend. These motions are to take precedent in the order named and the first two (2) shall be decided without debate.
- 4.17. All motions or amendments must be put to the question to the Annual General Meeting or Special General Meeting by the Chair.
- 4.18. A motion will carry based on a majority of the votes cast by eligible voting members present at the meeting except a special resolution, which shall require a three-fourths (3/4) majority of votes cast.
- 4.19. The Chair may cast a vote as they are entitled as a member. In case of an equal number of votes, the Chair does not have a second or casting vote and the proposed motion is defeated.
- 4.20. A Regular Member or a Life Member in good standing will be entitled to one vote on every motion at a meeting of the Members.
- 4.21. Unless the Members otherwise decide, voting will be conducted by:
  - a) a show of hands;
  - b) a standing count;



- c) the use of voting cards;
  - d) by ballot; or
  - e) the use of electronic means.
- 4.22. Voting by proxy will not be permitted.
- 4.23. The Chair may adjourn any general meeting with the majority consent of the Members at the meeting.
- 4.24. Attendance at general meetings is limited to members of the Association.
- 4.25. Any matter of meeting conduct which is not herein provided must be determined in accordance with the most recent version of Robert's Rules of Order.

## ARTICLE 5 - ZONES

- 5.1. For the purposes of these Bylaws, the Province of Alberta shall be divided into five geographic regions called Zones.
- 5.2. The Board may change the geographic boundaries of any Zone.
- 5.3. Regular Members and Life Members of a Zone shall elect a Director from the Zone to serve on the Board.

## ARTICLE 6 - POWERS OF THE BOARD

- 6.1. The Board has the authority to manage, or supervise the management of, the affairs of the Association. The Board has the authority or responsibility to carry out as appropriate, or delegate to its committees, the powers and duties conferred upon it by the Association and its Bylaws.
- 6.2. The 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 conflict with these Bylaws and are ratified at the next Annual General Meeting.
- 6.3. No member of the Board of Directors or a Committee of the Association may publish or cause to be published any matter whatsoever connected with the Association unless it is first authorized by the Board.

### **Vacancy on the Board**

- 6.4. The Board may appoint a person to fill a vacancy on the Board between general meetings who may serve in the position until the next annual general meeting, provided that the person meets the qualifications of a Director. This does not apply to the position of immediate Past President, which shall remain vacant until the next annual general meeting.
- 6.5. Should the office of the President become vacant, the First Vice President shall serve as Acting President until the next annual general meeting. In the event the First Vice President is unable to assume the office of the President, the Second Vice President shall assume the role of Acting President until the next annual general meeting.

- 6.6. If the term of office for the vacant 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.
- 6.7. If there is a vacancy in a position on the Board and as a result there are not a sufficient number of Directors to form a quorum, the remaining Directors must appoint a person to fill the vacancy until the election at the next annual general meeting.

#### **Removal of a Director**

- 6.8. The Board may remove a person from the position of Director by means of a resolution adopted by at least two-thirds of all Directors of the Board.
- 6.9. A Director who has been removed must not remain as a Director on the Board for the remainder of the term of office.
- 6.10. Voting Members may remove a Director during his or her term by special resolution.

#### **Committees**

- 6.11. The Board may do any of the following:
  - a) In addition to the committees named in these Bylaws, create standing committees or special committees;
  - b) Delegate any, but not all, of its powers to a committee by policy;
  - c) Establish the terms of reference for a committee and any rules to which the committee must conform;
  - d) Require the committee to report to the Board every act or thing done in the exercise of delegated powers as often as the Board deems necessary; or
  - e) Appoint, remove or replace any committee member regardless of their status in the Association.
- 6.12. The Board may appoint committees as they deem expedient and such committees shall be entitled to reimbursement of any reasonable out-of-pocket expenses incurred to attend committee meetings.
- 6.13. The 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.

## **ARTICLE 7 - BOARD COMPOSITION, TERMS, AND QUALIFICATIONS OF DIRECTORS**

- 7.1. The affairs and business of the Association shall be managed by a Board of Directors.

#### **Composition of the Board**

- 7.2. The Board will consist of the following Directors:
  - a) President;
  - b) First Vice-President;

- c) Second Vice-President;
- d) Five (5) Zone Directors; and
- e) Past President, if any.

7.3. A Zone Director must be employed in that Zone to be eligible for election as a Director.

7.4. No member may hold more than one (1) elected position.

#### **Executive Committee**

7.5. The following positions will serve on the Executive Committee:

- a) President
- b) First Vice-President
- c) Second Vice-President

7.6. The Executive Committee may invite the Past President to serve as a non-voting ex-officio member of the Committee.

7.7. The Board of Directors shall adopt a terms of reference that specifies the powers of the Executive Committee to transact business of the Association between meetings of the Board.

7.8. Quorum for the Executive Committee is three, excluding the Past President position.

#### **Term of Office for Directors**

7.9. The term of office for the position of:

- a) President, Vice Presidents, and Zone Directors is two (2) years or until a successor is elected.
- b) Past President is two years, but the Past President may continue in the position if the current President serves more than one term.

7.10. The term of office for the following Director positions shall begin in even number years:

- a) President
- b) Second Vice President
- c) Zone 2 Director
- d) Zone 4 Director

7.11. The term of office for the following Director positions shall begin in odd number years:

- a) First Vice President
- b) Zone 1 Director
- c) Zone 3 Director
- d) Zone 5 Director

7.12. Terms of office commence at the organizational meeting of the Board following the annual general meeting and continue until the end of the next annual general meeting at which time the position is available for election.

7.13. A person who is currently serving as a Director of the Board is eligible for re-election to the Board.

#### **Qualifications of Directors**

7.14. In order to be a Director, a person must have the following qualifications:

- a) be a Regular Member in good standing or a Life Member in good standing who meets the qualification to serve set out in Article 3.

- b) be at least 18 years old;
- c) legally entitled to reside and work in Canada;
- d) not be an undischarged bankrupt;
- e) not be found by a court of competent jurisdiction as incapable of managing one's own affairs;
- f) not be convicted of an offence in relation to fraud for which the person has not been pardoned or for which there is less than five (5) years between the conviction and the date of consideration to be a Director.

### **Termination of Directorship**

7.15. A person ceases to be a Director:

- a) by delivering their written resignation to the Association by mail or electronic means, effective the latter of the date of the delivery or the effective date stated within the resignation;
- b) by ceasing to meet the qualifications for a Director as set out in Article 7;
- c) by being 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;
- d) upon being expelled by special resolution passed by the Members;
- e) upon being removed by a resolution adopted by at least three-fourths (3/4) of all the rest of the Directors in office; or
- f) in the case of a Zone Director only, upon the person becoming employed by a municipality outside of the Zone.

7.16. Expulsion of a Director by the other Board Directors requires that a special meeting of the Board be called with notice delivered to all Board Directors including the Director being removed.

7.17. A Director who ceases to be employed by a municipality during their term of office may continue to serve as a Director for a one (1) year period commencing from their termination date.

### **Remuneration to Directors**

7.18. A Board Director:

- a) will not be remunerated for being a Director, except for cases where Bylaw 7.18.c) applies;
- b) shall be entitled to travel and subsistence expenses reasonably incurred in performing their duties on the Board; and
- c) may from time to time receive special remuneration for any work or service performed on behalf of the Association outside the work or services ordinarily required by a Director. Any special remuneration shall require a resolution adopted by the Board.

## **ARTICLE 8 - DUTIES OF DIRECTORS**

### **President**

- 8.1. The following duties are assigned to the office of the President:
- a) to provide leadership to the Board;
  - b) to preside at all meetings of the Association and of the Board, if present;
  - c) to be an ex-officio member of all committees, but is not required to attend all meetings of the committees;
  - d) to submit a report of the affairs of the Association to the Annual General Meeting;
  - e) to supervise the Executive Director on behalf of the Board; and
  - f) to liaise with all Board Directors and with the Executive Director as needed.
- 8.2. The President shall vote on any questions, and in the case of a tie, the vote shall not pass.

#### **First Vice-President**

- 8.3. The following duties are assigned to the office of the First Vice-President:
- a) to perform the duties of the office of the President, if the President is unavailable;
  - b) in the event the office of the President becomes vacant, the First Vice-President shall act as President until the next Annual General Meeting; and

#### **Second Vice-President**

- 8.4. The following duties are assigned to the office of the Second Vice-President:
- a) in the event the First Vice-President is unable to assume the role, duties and functions of the President, the Second Vice-President shall act as President;

#### **Past President**

- 8.5. The following duties are assigned to the office of the Past President:
- a) to serve as the Chair of Board elections; and
  - b) provide assistance to the current President as needed.

#### **Zone Directors**

- 8.6. The following duties are assigned to the office of Zone Director:
- a) to arrange for no less than one (1) Zone Meeting to be held within their Zone each year;
  - b) to attend each Zone Meeting held within their Zone; and
  - c) to inform the Board on all matters of concern as expressed by members within their Zone.

#### **All Board Directors**

- 8.7. The following duties are the responsibility of all Directors:
- a) to serve as the chair or sit on any committee to which they are assigned;
  - b) to provide an incoming Director with all the information, documents and correspondence with respect to the position; and
  - c) to attend meetings of the Board of Directors and general meetings.

## ARTICLE 9 - NOMINATIONS AND ELECTIONS

### Eligibility

- 9.1. To be eligible for nomination, a person must:
- a) meet the qualifications set out in Article 7;
  - b) be nominated by at least one other Regular Member or Life Member in good standing; and
  - c) submit a completed nomination in the form prescribed by the Chair of the Nomination Committee.

### Nomination Committee

- 9.2. The Board shall establish a Nomination Committee and its terms of reference.
- 9.3. The Chair of the Nomination Committee shall be the most recent Past President who is a Regular Member in good standing.
- 9.4. The Nomination Committee shall consist of three (3) Regular Members, one (1) of which is the Chairperson who shall appoint the other members.

### Number of Candidates for the Election

- 9.5. In elections where there is the same number of eligible candidates as there are vacant positions, the persons are elected to the position by acclamation and no ballot or vote will be required.
- 9.6. In elections where there are more candidates than vacant positions, the election will be by secret ballot;
- a) the candidate who receives the highest number of votes is elected to the position; or
  - b) if there is a tie, the candidate will be chosen by lot draw.
- 9.7. In the event there are fewer names of candidates than there are vacant positions, the person who was previously elected to that position may continue to serve in that position until such time as a successor is elected.

### Elections

- 9.8. Elections shall be held at the annual general meeting.
- 9.9. The Chair of the Nomination Committee shall serve as the Returning Officer who shall be responsible for the fair and proper conduct of elections. In the event, the Chair of the Nomination Committee is unable to serve as Returning Officer, the Chair may appoint another Regular Member to serve the Returning Officer.
- 9.10. The election of:
- a) The President, First Vice-President and Second Vice-President shall be conducted among all members who are eligible to vote.
  - b) Zone Directors shall be conducted among all Members from that Zone who are eligible to vote.
- 9.11. The Chairperson shall be prepared to accept nominations from the floor.

## ARTICLE 10 - MEETINGS OF THE BOARD

- 10.1. Meetings of the Board of Directors shall be held:
  - a) at least (3) three times each year;
  - b) pursuant to a regular schedule of meetings set by the Board;
  - c) at the call of the President; or
  - d) upon written request by a majority of the Directors in office.
- 10.2. The Board may hold meetings as often as the business of the Association may warrant, provided that the Association gives at least 7 days' notice to the Directors by means of a phone call, an email, or other form of communication.
  - a) The requirements for a notice of meeting may be waived by a motion approved by unanimous consent of the Directors or by a resolution in writing.
- 10.3. The Board may conduct its meetings by any means provided that the Directors can hear and be heard by the other Directors.
- 10.4. The quorum for a Board meeting will be the majority of the Directors currently in office.
- 10.5. A majority of the members with voting rights present shall decide all questions.
- 10.6. Meetings of the Board are open to Members of the Association, but only Board Directors may vote. Members are only permitted to participate in a discussion when invited to do so by the Board. A majority of the Board Directors present may ask any other Members, or other persons present, to leave the meeting.

## ARTICLE 11 - EXECUTIVE DIRECTOR

- 11.1. The Board may appoint a person to be the Executive Director who will do the following:
  - a) manage the overall operations of the Association including, but not limited to:
    - i. ensure that the Association's policies, programs, and Bylaws are implemented;
    - ii. keep accurate minutes of all meetings;
    - iii. keep the books and records of the Association;
    - iv. receive all monies and be responsible for the deposit of same in a bank in the name of the Association;
    - v. be in charge of the Seal of the Association and when used shall be authenticated by the signature of the President and Executive Director; and
    - vi. keep records and standing of all members.
  - b) provide leadership and advice to the Board and the Association in strategic, operational, and technical matters;
  - c) comply with any duties as established by any contracts.
- 11.2. The Executive Director may employ any administrative staff required within the expenditure authority included in the Association's budget.

- 11.3. The Executive Director may attend as an observer any meeting of the members, the Board or any committee of the Association except as excluded by a Board resolution, but must not do any of the following:
- a) be counted as part of quorum;
  - b) participate in the debate, except to provide information and advice; and
  - c) vote on any motion before the members, the Board, or a committee.

## ARTICLE 12 - SIGNING AUTHORITIES

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

## ARTICLE 13 - FINANCIAL AFFAIRS

- 13.1. The fiscal year of the Association shall be January 1<sup>st</sup> to December 31<sup>st</sup>.

### **Books, Records and Audit**

- 13.2. The books and records of the Association shall be available for inspection by any Regular Member or Life Member. Unless otherwise permitted by the Board, such inspection will take place at the Association's office during normal business hours. A member wishing to inspect the books or records must give reasonable notice to the Executive Director of their intention to do so.
- 13.3. The books, accounts, and records of the Association shall be audited at least once per year by a duly qualified accountant or by two (2) members of the Association.
- 13.4. An audited financial statement for the previous year shall be submitted to each annual general meeting.

### **Borrowing**

- 13.5. For the purpose of carrying out its objectives, the Association may borrow or raise or secure monies to a maximum of \$5,000 by a majority resolution of the Board of Directors.
- 13.6. The 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 a special resolution of members.

### **Indemnity of Directors**

- 13.7. Subject to the provisions of the *Societies Act*, the Association will indemnify and hold harmless each current and past Director and their heirs, executors and administrators, respectively, against all costs, charges, damages and expenses reasonably incurred in connection with any claim, action, suit, or proceeding to which that person may be made a party by reason of being or having been a Director of the Association, except such costs, charges, damages and expenses as are occasioned by their own willful acts of fraud, default, dishonesty, or bad faith.



13.8. Directors can rely on the accuracy of any statement or report prepared by the Association's Executive Director or auditor. Directors are not held liable for any loss or damage as a result of acting on that statement or report.

### **Dissolution**

13.9. In the event that the Association is wound up or dissolved, all of its remaining assets after payments of its liabilities shall be paid to such non-profit organization with purposes similar to those of the Association as a majority of the Regular Members and Life Members determine. In no event shall any member become entitled to or receive any assets of the Association.

## **ARTICLE 14 - AMENDMENT TO THESE BYLAWS**

14.1. Amendment to these 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) A motion to amend the Bylaws will carry based on approval of not less than three-fourths (3/4) of the votes cast by eligible members present at the meeting.
- c) A copy of any proposed amendment shall be delivered to all members of the Association via mail or electronic means prior to the 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*.

## **ARTICLE 15 – EFFECTIVE DATE**

15.1. These Bylaws become effective on July 1, 2021.

## **ARTICLE 16 – REPEAL**

16.1. The Association's Bylaws dated April 5, 2017, including any amendments, are hereby repealed per the effective date set out in Article 15.



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Mike Derricott, President



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Darren Reedy, Executive Director