



**Northern Alberta
Shopping Centre Association
Bylaws**

Revised: March 4, 2026

ARTICLE 1: ORGANIZATION NAME

The organization shall be known as the Northern Alberta Shopping Centre Association, hereafter referred to as NASCA. The abbreviation "NASCA" is acceptable for all organizational references.

ARTICLE 2: MISSION

NASCA exists to advance the interests and professionalism of individuals and companies involved in the shopping centre industry within Northern Alberta. Its objectives are:

- To foster community and collaboration among shopping centre professionals and related contractors.
- To provide educational and professional development opportunities.
- To facilitate networking events, forums, and industry roundtables.
- To advocate on behalf of members to government and regulatory bodies.
- To promote ethical, responsible, and professional business practices.
- To increase public understanding of the economic and social value of the shopping centre sector.

ARTICLE 3: MEMBERSHIP

Section 3.1 Eligibility and Application for Membership

- a) Membership is open to professionals and contractors connected to the shopping centre industry in Northern Alberta.
- b) Prospective new Members shall submit a written request for Membership via the NASCA website. The Board of Directors (hereinafter referred to as the "Board") shall review and approve or decline membership applications. The Board may request additional information if needed.

Section 3.2 Dues and Assessments

- a) Members shall pay annual dues, Membership fees and/or special assessments as determined and approved by the Board. Such dues shall be due and payable within time limits prescribed by the Board.
- b) A Member shall pay all outstanding debts before renewing Membership. Late fees may be applied.

Section 3.3 Privileges and Responsibilities of Membership

- a) Members in good standing may attend meetings, vote, and hold office.
- b) Members shall adhere to the by-laws of the Association and policies of the Board as determined from time to time and distributed to the Members.

Section 3.5 Resignation, Suspension, Disqualification, Reinstatement

3.5.1 Resignation

Members may resign at any time by written or electronic notice. No refunds will be issued.

3.5.2 Suspension, Disqualification

The Board shall have authority to suspend or expel any Member for any one or more of the following grounds:

- a. violating By-laws or written policies of the Association.
- b. carrying out any conduct that may be detrimental to the Association as determined by the Board in its sole and absolute discretion; or
- c. any other reason that the Board acting in good faith considers to be fair and reasonable, and in its sole and absolute discretion, having regard to the purpose of the Association.

Process:

If the Board determines that a Member should be suspended or expelled from Membership in the Association, the President, or such other officer as may be designated by the Board, shall provide fifteen (15) days' written notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may submit a written or oral response. The Board's decision is final.

3.5.3 Reinstatement

Suspended or expelled members may be reinstated upon Board approval and settlement of outstanding debts.

ARTICLE 4: BOARD OF DIRECTORS

Section 4.1 Composition

The Board shall typically be composed of twelve (12) Directors: President, Vice President, Past President, Treasurer, Secretary, Communications Coordinator (collectively referred to as "Executive Committee"), and six (6) Directors-at-Large.

Section 4.2 Authority

- a) The Board shall be deemed competent to exercise all or any of the authorities, powers and discretions and shall do such acts and things as the Association is authorized by law to exercise and do; to enter into such agreements, contracts or arrangements as they may see fit and to provide for the execution thereof.
- b) Other than those noted in these by-laws, the Board may establish and approve Committees and Task Forces. The Board shall designate the mandate and related policies to be pursued by Committees and Task Forces.
- c) Vacancies: With input by the Nominations Committee appointed by the Board, vacancies on the Board or the Executive Committee may be filled by appointment of the Board for the remainder of the term.

Section 4.2 Removal of Directors

A Director may be removed by:

- a) A two-thirds vote of the Board, or
- b) A Special Resolution of the Members.

The individual shall receive written notice and have an opportunity to respond prior to the vote.

Section 4.4 Finance

- a) Fiscal Year: NASCA's fiscal year is January 1 to December 31.
- b) Banking: All funds shall be held in insured Canadian financial institutions.
- c) Records Access: The financial affairs of the Association will be managed during the year by the Treasurer, monitored by the Executive Committee. Any Member may examine the books and records of the Association on giving reasonable notice.

Section 4.5 Renumeration

Directors, Officers, and members shall not receive remuneration unless authorized by resolution of the membership. Reasonable expenses may be reimbursed upon Board approval.

ARTICLE 5: DIRECTOR ROLES & DUTIES

Section 5.1 Executive Responsibilities

Directors Term of service shall be two years from April 1st to March 31st. Executive members who vacate a position shall provide reasonable notice and shall attempt to provide the Board with suitable replacement recommendations. Directors are required to:

- c) Be a NASCA member in good standing.
- d) Work within or provide service to the Shopping Centre Industry.
- e) Participate in a minimum of 80% of all meetings including Executive meetings and General Membership meetings and events.
- f) Represent NASCA in an ethical and professional manner.
- g) Actively promote and grow the association

Section 5.2 Executive Duties

The Duties of Officers and the Executive Committee include, but are not limited to:

5.2.1 President

- Must be or have been a Shopping Centre Manager or have served a minimum of 2 years on the board within the last 4 years.
- Presides over all meetings and functions of the Executive and of the General Membership, and in public forums on behalf of the Association where required.
- Shall serve as an ex-officio member of the Association and subcommittees however appointed.
- May designate any member to temporarily fill any vacancy on the Executive or any subcommittee.
- Shall enforce the Bylaws of the Association.

- Shall call and oversee election of Executive members.
- Shall review financials, approve non-routine expenditures and report financials to the general membership on regular basis.

5.2.2 Vice President

- Must meet the requirements of the President role
- Provides support to the President and performs tasks as may be required from time to time.
- Assumes the duties of the President in their absence.

5.2.3 Past President

- Serves as an advisor to the President and Executive, providing continuity and historical perspective on Association matters.
- Shall assist in the orientation and mentorship of new Executive members.
- Shall perform other duties as assigned by the President or Executive Committee to further the goals of the Association.

5.2.4 Treasurer

- Manages banking and financial records.
- Provides financial updates to the Board and membership.
- Secures approval for non-routine expenses.

5.2.5 Secretary

- Records, prepares and circulates minutes of all Executive and other meetings as required.
- Maintains an electronic record system.
- Oversees attendance and registration at meetings, events.

5.2.6 Communications Coordinator

- Marketing professional or have education/ background in Marketing/Communications preferred.
- Manages all communication channels including social media and website.
- Prepares electronic notices and responds to member inquiries.

5.2.7 Directors at Large

- Support NASCA events and programs.
- Coordinate at least one NASCA event annually.
- Work with the Executive and subcommittees as required.
- Work with the Executive to define membership goals and to solicit new members.
- Other duties as may be assigned.

ARTICLE 6: ELECTIONS

Section 6.1 Nominations

A Nominations Committee will be appointed by the Board and will be comprised of three (3) Members, chaired by the Vice-President. The Nominations Committee shall prepare call for nominations from the General Membership for candidates for election to the Board at the next Annual General Meeting.

Section 6.2 Voting

- a) Elections shall occur electronically at least 14 days prior to the AGM.
- b) Election results will be presented at the AGM.

Section 6.3 Terms of Office

- a) Directors serve two-year terms commencing on April 1.
- b) The Vice President automatically succeeds the President, and the President to the Past President.
- c) If the Vice-President is unable to serve as the President, the President is to be elected by the Board of Directors from the members of the current board of directors.

ARTICLE 7: MEETINGS

Section 7.1 Annual General Meeting

The Annual General Meeting of the Association shall be held in the month of March or earlier at such place and time as may be directed by the Board and notice of such meeting shall be sent to each member entitled to receive notice of the meeting; each director and Members at least ten (10) days and no more than fifty (50) days preceding the date thereof.

Failure of a Member to receive notification of a Meeting will not invalidate any proceedings taken thereat.

Section 7.2 Special Meetings

Members may petition for a special meeting with signatures of one-third of voting members. Notice for Special Meetings shall be reasonable.

Failure of a Member to receive notification of a Meeting will not invalidate any proceedings taken thereat.

Section 7.3 Board of Directors Meetings

Minimum frequency of Board Meetings shall be once every three months. Notice shall be given in the manner provided in Section 8.1 to every Director at least seven (7) days before the time when the meeting is to be held.

Notice of a meeting shall not be necessary if

- a) All Directors are present and there are no objections to holding the meeting, or
- b) Those Directors who are absent have waived notice of, or otherwise signified, their consent to holding such meeting.

Section 7.4 Quorum

No meeting of the Association shall be properly constituted unless a quorum is present.

- a) Board Meetings: Six (6) Directors shall constitute a quorum.
- b) AGM: one-third (1/3) of all voting Members, present in person or by proxy, shall constitute a quorum.

- c) Special Meetings: same quorum as AGM.

ARTICLE 8: VOTING

Section 8.1 – Allocation of Votes

- a) Each Member in good standing shall have one (1) vote each at the AGM.
- b) All Board, Committee and Task Force Members shall have one (1) vote at their respective meetings.
- c) On all matters, in all meetings, including the election of Directors and Officers, a simple majority shall prevail. Ties are to be decided by the President

ARTICLE 9: INDEMNIFICATION

- a) Every Director, Officer and other person who has undertaken or is about to undertake any liability on behalf of the Association and their heirs, executors and administrators and estate and effects, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Association from and against:
 - (i) all costs, charges and expenses whatsoever that such Director or Officer sustains or occurs as a result of any action, suit or proceeding that is brought, commenced or prosecuted against him or her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in or about the execution of the duties of office; and
 - (ii) all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs of the Association, except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default.
- b) The Association shall purchase and maintain insurance to cover the indemnification in subsection (a).

ARTICLE 10: DISSOLUTION OF THE ASSOCIATION

In the event that the operations of the Association shall cease, then after discharge of all debts and legal obligations, the assets of the Association shall be realized and distributed to a not-for-profit organization, designated by the Board.

ARTICLE 11: AMENDMENTS TO BYLAWS

Any proposed amendment to these by-laws shall be submitted to the Board and, if approved by the Board, they shall be submitted to the Members in writing as a Special Resolution, with thirty (30) days notice before a vote is taken.

To be approved, amendments must receive a 2/3rds majority vote of voting Members present in person or by proxy at a Special Meeting of the Association.