

IAP2 WILD ROSE ASSOCIATION BYLAWS

ARTICLE 1 - PREAMBLE

1.1 The Society

The name of the society is the IAP2 Wild Rose Association (which may also be known or referred to as Wild Rose Chapter of the International Association for Public Participation Canada (IAP2 Canada) or Wild Rose Chapter or Wild Rose IAP2 or the Society.

1.2 The Bylaws

The following articles set forth the Bylaws of the Society.

ARTICLE 2 - DEFINING AND INTERPRETING THE BYLAWS

2.1 Definitions

In these Bylaws, the following words have these meanings.

2.1.1 **Act** means the Societies Act R.S.A. 2000, Chapter S-14, current as of January 1, 2004, or any statute substituted for it.

2.1.2 **Annual General Meeting** means the annual general meeting described in Article 5.1.

2.1.3 **Board** means the Board of Directors of this Society.

2.1.4 **Board meeting** means a meeting of the board of directors

2.1.5 **Bylaws** means the Bylaws of this Society as amended.

2.1.6 **Director** means any person elected or appointed to the Board. This includes the President and the immediate Past President.

2.1.7 **Member** means a Member of the Society.

2.1.8 **Officer or Executive** means any Officer listed in Article 6.2.

2.1.9 **Registered Office** means the registered office for the Society.

2.1.10 **Register of Members** means the register maintained by the IAP2 Canada containing the names of the Members of the Society.

2.1.11 **Society** means the IAP2 Wild Rose Association.

2.1.12 **Special General Meeting** means the special general meeting described in Article 5.2.

2.1.13 **Special Resolution** means:

- (a) A resolution passed at a General Meeting of the membership of this Society. There must be twenty-one (21) days' notice for this meeting. The notice must state the proposed resolution. There must be approval by a vote of three quarters (3/4) of the voting Members who vote in person;
- (b) A resolution proposed and passed as a Special Resolution at a General Meeting

- with less than twenty-one (21) days notice. All the Voting Members eligible to attend and vote at the General Meeting must agree; or
- (c) A resolution agreed to in writing by all the Voting Members who are eligible to vote on the resolution in person at a General Meeting.

2.1.14 **Voting Member** - a Member entitled to vote at the meetings of the Society.

2.2 Interpretation:

The following rules of interpretation must be applied in interpreting these Bylaws.

2.2.1 **Singular and Plural** - words indicating the singular number also include the plural, and vice-versa.

2.2.2 **Masculine and Feminine** - words indicating the masculine also include the feminine, and vice-versa.

2.2.3 **Corporation** - words indicating persons also include corporations.

2.2.4 **Headings** - are for convenience only. They do not affect the interpretation of these Bylaws.

2.2.5 **Liberal Interpretation** - these Bylaws must be interpreted broadly and generously.

ARTICLE 3 - OBJECTS OF THE SOCIETY

The objectives of the Society have been filed separately with Alberta Registries.

ARTICLE 4 - MEMBERSHIP

4.1 Classification of Members

All membership is through IAP2 Canada. Chapter membership is based on geographic location and/or request of individual members.

4.1.1 Full Members

A Full Member is a person who is:

- (a) 18 years of age or older
- (b) a member in good standing of IAP2 Canada either residing in Alberta or in close geographic proximity and having expressed a desire to be affiliated with the Society and
- (c) Pays the annual membership fees to IAP2 Canada.

4.1.2 Life Members

A Life Member is a person who:

- (a) became a life member of IAP2 Federation on or before December 31, 2010 and
- (b) Is a resident in Alberta

4.1.3 Honourary Members

An individual may become an Honourary Member if the Voting Members at a General Meeting pass a resolution recognizing the contributions of the individual to the Society or its objects.

4.2 Membership Fees

The International Association for Public Participation Canada (IAP2 Canada) establishes the term and amount of membership fees for Full Members.

4.3 Rights and Privileges of Members

4.3.1 Any Member in good standing is entitled to:

- (a) Receive notice of meetings of the Society
- (b) Attend any meeting of the Society
- (c) Speak at any meeting of the Society and
- (d) Exercise other rights and privileges given to Members in these bylaws.

4.3.2 Voting Members

Full Members and Life Members, in good standing, can vote at the Society's meetings.

4.3.3 Number of Votes

A Voting Member is entitled to one (1) vote at a meeting of the Society.

4.3.4 Member in Good Standing

A Member is in good standing when:

- (a) The Member has paid membership fees or other required fees to the IAP2 Canada Society and
- (b) The Member is not suspended as outlined under Article 4.4.

4.4 Suspension of Membership

4.4.1 Decision to Suspend

The Board, at a Special Meeting called for that purpose, may decide to request suspension of a Member's membership not more than three (3) months, for one or more of the following reasons:

- (a) If the Member has failed to abide by the Bylaws
- (b) If the Member has been disloyal to the Society
- (c) If the Member has disrupted meetings or functions of the Society or
- (d) If the Member has done or failed to do anything judged to be harmful to the Society.

4.4.1.2 The Society will make a recommendation of suspension of membership to IAP2 Canada.

4.4.2 Notice to the Member

4.4.2.1 The affected Member will receive written notice of the Board's intention to determine whether that Member should be suspended. The Member will receive at least two (2) weeks notice before the Special Meeting.

4.4.2.2 The notice will be sent by single registered mail to the last known address of the Member shown in the records of the Society. The notice may also be delivered by an Officer of the Board.

4.4.2.3 The notice will state the reasons why suspension is being considered.

- 4.4.3 Decision of the Board.
- 4.4.3.1 The Member will have an opportunity to appear before the Board to address the matter. The Board may allow another person to accompany the Member.
- 4.4.3.2 The Board will make recommendations to IAP2 Canada in accordance with the IAP2 Canada by-laws Section 4, Member Discipline.
- 4.4.3.3 The Board may exclude the Member from its discussion of the matter, including the deciding vote.
- 4.4.3.4 The decision of the Board is final.

ARTICLE 5 - MEETINGS OF THE SOCIETY

5.1 Annual General Meeting

- 5.1.1 The Society holds its Annual General Meeting no later than June 1 of each calendar year in Alberta. The Board sets the place, date and time of the meeting.
- 5.1.2 Notice is mailed, delivered, emailed or faxed to each Member at least twenty-one (21) days before the Annual General Meeting. This notice states the place, date and time of the Annual General Meeting, and any business requiring a Special Resolution.
- 5.1.3 Agenda for the Annual General Meeting (AGM)
The Annual General Meeting deals with the following matters:
 - (a) Adopting the agenda
 - (b) Adopting the minutes of the last Annual General Meeting
 - (c) Considering the President's report
 - (d) Reviewing the financial statements setting out the Society's income, disbursements, assets, liabilities, and the auditor's report
 - (e) Appointing the auditors
 - (f) Electing the members of the board
 - (g) Considering new business
 - (h) Considering matters specified in the meeting notice.
- 5.1.4 Quorum
Attendance by twenty (20) of the Members at the Annual General Meeting is a quorum.

5.2 Special General Meeting of the Society

- 5.2.1 Calling of Special General Meeting
A Special General Meeting may be called at any time:
 - (a) By a resolution of the Board of Directors to that effect; or
 - (b) On the written request of at least five (5) Directors. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted at this Special General Meeting or
 - (c) On the written request of at least one-third (1/3) of the Voting Members. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted at such Special General Meeting.
- 5.2.2 Notice is mailed, delivered, emailed or faxed to each member at least twenty-one (21)

days before the Special General Meeting. This notice states the place, date, time and purpose of the Special General Meeting.

5.2.3 Agenda for Special General Meeting

Only the matter(s) set out in the notice for the Special General Meeting are considered at the Special General Meeting.

5.2.4 Procedure at the Special General Meeting

Any Special General Meeting has the same method of voting and the same quorum requirements as the Annual General Meeting.

5.3 **Proceedings at the Annual or a Special General Meeting**

5.3.1 Attendance by the Public.

All General Meetings of the Society (Annual or Special) are open to the public. Any persons who are not Members may be asked to leave the meeting by resolution of the Voting Members present at the meeting.

5.3.2 Failure to Reach Quorum

If a quorum is not present within one-half (1/2) hour after the set time at which the meeting was to start, the president may either cancel the meeting or proceed with the Members in attendance. If cancelled, the meeting is rescheduled to occur within two (2) weeks of the original date. If the meeting proceeds with the Members in attendance, no actions resulting from decisions taken at the meeting shall be taken until the minutes of the meeting are approved by a majority of the Members either at the next General Meeting or by a special vote conducted by mail, fax or email.

5.3.3 Presiding Officer

5.3.3.1 The President chairs every General Meeting of the Society. The Vice-President chairs in the absence of the President. Another member of the Board may chair with approval of the majority of the members present.

5.3.3.2 If neither the President nor the Vice-President is present within one-half (1/2) hour after the set time for the General Meeting, the Members present choose one (1) of the Members to serve as President *pro tem*.

5.3.4 Adjournment

5.3.4.1 The President may adjourn any General Meeting with the consent of the Members at the meeting. The adjourned General Meeting conducts only the unfinished business from the initial meeting.

5.3.4.2 No notice is necessary if the General Meeting is adjourned for less than thirty (30) days.

5.3.4.3 The Society must give notice when a General Meeting is adjourned for thirty (30) days or more. Notice must be the same as for any General Meeting.

5.3.5 Voting

5.3.5.1 A show of hands decides every vote at every General Meeting. A ballot is used if at least five (5) voting Members request it.

5.3.5.2 A Voting Member may not vote by proxy.

- 5.3.5.3 A member entitled to vote at a meeting of members may vote by mailed-in ballot or by means of a telephonic, electronic or other communication facility if the Association has a system that:
- (a) enables the votes to be gathered in a manner that permits their subsequent verification, and
 - (b) permits the tallied votes to be presented to the Association without it being possible for the Association to identify how each member voted.
- 5.3.5.4 The President declares a motion or resolution carried or defeated. This statement is final, and does not have to include the number of votes for and against the motion or resolution. If the vote is a tie, the vote is deemed defeated.
- 5.3.5.5 Five (5) Voting Members may request a ballot vote. In such case, the President or the presiding officer may set the time, place and method for a ballot vote.
- 5.3.6 Failure to Give Notice of Meeting
No action taken at a General Meeting is invalid due to:
- (a) Accidental omission to give any notice to any Member
 - (b) Any Member not receiving any notice or
 - (c) Any error in any notice that does not affect the meaning.
- 5.3.7 Written Resolution of All the Voting Members
All Voting Members may agree to and sign a resolution. Faxed or scanned signatures are valid. This resolution is as valid as one passed at a General Meeting. It is not necessary to give notice or to call a General Meeting. The date on the resolution is the date it is passed.

ARTICLE 6 - THE GOVERNMENT OF THE SOCIETY

6.1 The Board of Directors

6.1.1 Governance and Management of the Society

The Board governs and manages the affairs of the Society. The Board may hire a paid administrator to carry out management functions under the direction and supervision of the Board.

6.1.2 Powers and Duties of the Board

The Board has the powers of the Society, except as stated in the Societies Act. The powers and duties of the Board include:

- (a) Promoting the objects of the Society
- (b) Promoting membership in the Society
- (c) Hiring employees to operate the Society
- (d) Regulating employees' duties and setting their salaries
- (e) Maintaining and protecting the Society's assets and property
- (f) Approving an annual budget for the Society
- (g) Paying all expenses for operating and managing the Society
- (h) Paying persons for services and protecting persons from debts of the Society
- (i) Investing any extra monies
- (j) Financing the operations of the Society, and borrowing or raising monies
- (k) Making policies for managing and operating the Society

- (l) Approving all contracts for the Society
- (m) Maintaining all accounts and financial records of the Society
- (n) Appointing legal counsel as necessary
- (o) Making policies, rules and regulations for operating the Society and using its facilities and assets
- (p) Selling, disposing of, or mortgaging any or all of the property of the Society, and
- (q) Without limiting the general responsibility of the Board, delegating its powers and duties to the Executive Committee or the paid administrator of the Society.

6.1.3 Composition of the Board

The maximum potential number of board members is thirteen (13). This number will be determined by board needs.

The Board consists of:

- (a) The President
- (b) The Vice President
- (c) The Treasurer
- (d) The Secretary
- (e) Up to eight (8) Directors-at-Large, and
- (f) The immediate Past President.

6.1.4 Election of the Directors and the President

6.1.4.1 Elections for the Directors are held at the Annual General Meeting of the Society.

- (a) The terms for the President, Secretary and half of the Directors end in alternate years from those of the Vice President, Treasurer and the remaining Directors.
- (b) The previous president, if not re-elected to the Board, will serve as Past President for one year immediately following the end of their Presidency.

6.1.4.2 Term of Office

At each Annual General Meeting of the Society, voting Members elect Directors, each serving a term that ends at the close of the second Annual General Meeting following the Annual General Meeting at which these Directors were elected.

Voting members may re-elect any Director of the Board for a maximum of four (4) consecutive terms, with any Director holding a maximum of three (3) consecutive terms in any Executive position. The Past President is not subject to this restriction in his/her term as Past President.

6.1.5 Resignation, Death or Removal of a Director

6.1.5.1 A Director may resign from office by giving one (1) months' notice in writing. The resignation takes effect either at the end of the month's notice, or on the date the Board accepts the resignation, within a month of notice.

6.1.5.2 Voting Members may remove any Director before the end of his term. There must be a majority vote at a Special General Meeting called for this purpose.

6.1.5.3 If there is a vacancy on the Board, the remaining Directors may appoint a Member in good standing to fill that vacancy for the remainder of the term. This does not apply to the position of immediate Past President. This position remains vacant until the next AGM.

- 6.1.5.4 All directors must attend in person or participate via conference call in a minimum of 2/3 of Board Meetings within a year of each AGM or they will forfeit their seat on the Board.
- 6.1.6 Meetings of the Board
- 6.1.6.1 The Board holds at least four (4) meetings each year.
- 6.1.6.2 The President calls the meetings. The President must call a meeting if any two (2) Directors make a request in writing and state the business for the meeting.
- 6.1.6.3 Five (5) days' notice by telephone, email or fax is delivered to each Board Member. Board Members may waive notice.
- 6.1.6.4 A majority of the Directors attending at any Board meeting is a quorum.
- 6.1.6.5 If there is no quorum, the President adjourns the meeting to be held within seven days. At least four (4) Directors present at this later meeting is a quorum.
- 6.1.6.6 Each Director has one (1) vote.
- 6.1.6.7 Meetings of the Board are open to Members of the Society, but only Directors may vote. A majority of the Directors present may ask any other Members, or other persons present, to leave.
- 6.1.6.8 All Directors may agree to and sign a resolution. Faxed or scanned signatures are valid. This resolution is as valid as one passed at any Board meeting. It is not necessary to give notice or to call a Board meeting. The date on the resolution is the date it is passed.
- 6.1.6.9 A meeting of the Board may be held via teleconference or videoconference. Directors who participate in this call are considered present for the meeting.
- 6.1.6.10 Irregularities or errors made in good faith do not invalidate acts made at any meeting of the Board.
- 6.1.6.12 A Director may waive formal notice of a meeting.
- 6.2 Officers or Executive**
- 6.2.1 The Officers or Executive of the Society are the President, Vice-President, Secretary and Treasurer. When required, one (1) director may fill two (2) of these roles.
- 6.2.2 The Officers hold office until re-elected or until a successor is elected or appointed.
- 6.3 The Executive Director**
- 6.3.1 The Board may hire an Executive Director to carry out assigned duties.
- 6.3.2 The Executive Director reports to and is responsible to the Board, and acts as an advisor to the Board and to all Board Committees. The Executive Director does not vote at any meeting.
- 6.3.3 The Executive Director acts as the administrative officer of the board in

- (a) Attending board, and other meetings, as required
- (b) Hiring, supervising, evaluating and releasing all other paid staff
- (c) Interpreting and applying the Board's policies
- (d) Keeping the Board informed about the affairs of the Society
- (e) Maintaining the Society's books
- (f) Preparing budgets for Board approval
- (g) Planning programs and services based on the Board's priorities, and
- (h) Carrying out other duties assigned by the Board.

ARTICLE 7 - FINANCE AND OTHER MANAGEMENT MATTERS

7.1 The Registered Office

The Registered Office of the Society is located in Alberta. (Another place may be established at the Annual General Meeting or by resolution of the Board.)

7.2 Finance and Auditing

7.2.1 The fiscal year of the Society ends on December 31 of each year.

7.2.2 There must be an audit of the books, accounts and records of the Society at least once each year. The audit may be conducted by two (2) members of the society, other than members of the board of directors. At each Annual General Meeting of the Society, the auditors submit a complete statement of the books for the previous year. The Members by a 2/3 vote at a General Meeting may agree to accept unaudited financial statements in lieu of an audit.

7.3 Seal of the Society

7.3.1 The Board may adopt a seal as the Seal of the Society.

7.3.2 The Secretary has control and custody of the seal, unless the Board decides otherwise.

7.3.3 The Seal of the Society can only be used by Officers authorized by the Board. The Board must pass a motion to name the authorized Officers.

7.4 Cheques and Contracts of the Society

7.4.1 The designated Officers of the Board sign all cheques drawn on the monies of the Society. The Board may authorize the Executive Director to sign cheques for certain amounts and circumstances. The Executive Director may not sign his own pay cheque, except in extraordinary circumstances.

7.4.2 All contracts of the Society must be signed by the Officers or other persons authorized to do so by resolution of the Board.

7.5 Books and Records of the Society.

7.5.1 The Secretary keeps a copy of the Minute Books and records minutes of all meetings of the Members and of the Board.

7.5.2 The Secretary keeps the original Minute Books at the Registered Office of the Society. This record contains minutes from all meetings of the Society, the Board and the Executive Committee.

7.5.3 The Board keeps and files all necessary books and records of the Society as required by IAP2 Canada, the Bylaws, the Societies Act, or any other statute or laws.

- 7.5.4 A Member wishing to inspect the books or records of the Society must give reasonable notice to the President or the Secretary of the Society of his intention to do so.
- 7.5.5 Unless otherwise permitted by the Board, such inspection will take place only at the Registered Office, or other regular business premises operated by the Society, during normal business hours.
- 7.5.6 All financial records of the Society are open for such inspection by the Members.
- 7.5.7 Other records of the Society are also open for inspection, except for records that the Board designates as confidential.
- 7.6 Borrowing**
- 7.6.1 The Society may borrow or raise funds to meet its objects and operations. The Board decides the amounts and ways to raise money, including giving or granting security.
- 7.6.2 The Society may issue debentures to borrow only by resolution of the Board confirmed by a Special Resolution of the Society.
- 7.7 Payments**
- 7.7.1 No Member, Director or Officer of the Society receives any payment for his services as a Member, Director or Officer.
- 7.7.2 Reasonable expenses incurred while carrying out duties of the Society may be reimbursed upon Board approval.
- 7.8 Protection and Indemnity of Directors and Officers**
- 7.8.1 Each Director or Officer holds office with protection from the Society. The Society indemnifies each Director or Officer against all costs or charges that result from any act done in his role for the Society. The Society does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.
- 7.8.2 No Director or Officer is liable for the acts of any other Director, Officer or employee. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Society. No Director or Officer is liable for any loss due to an oversight or error in judgment, or by an act in his role for the Society, unless the act is fraudulent, dishonest, or made in bad faith.
- 7.8.3 Directors or Officers can rely on the accuracy of any statement or report prepared by the Society's auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.
- 7.8.4 The Board and Society are insured through IAP2 Canada.

ARTICLE 8 - AMENDING THE BYLAWS

- 8.1 These Bylaws may be cancelled, altered or added to by a Special Resolution at any Annual General or Special General Meeting of the Society.
- 8.2 The twenty-one (21) days' notice of the Annual General or Special General Meeting of the

Society must include details of the proposed resolution to change the Bylaws.

- 8.3 The amended bylaws take effect after approval of the Special Resolution at the Annual General Meeting or Special General Meeting and accepted by the Corporate Registry of Alberta.

ARTICLE 9 - DISTRIBUTING ASSETS AND DISSOLVING THE SOCIETY

- 9.1 The Society does not pay any dividends or distribute its property among its Members.
- 9.2 If the Society is dissolved, any funds or assets remaining after paying all debts are paid to a registered and incorporated charitable organization. Members select this organization by Special Resolution. In no event do any Members receive any assets of the Society.

ARTICLE 10 - PARLIAMENTARY AUTHORITY

- 10.1 All rules and proceedings of debate not herein provided for shall be decided in accordance with Robert's Rules of Order.

Article 11 – CONFLICT OF INTEREST

- 11.1 A director, member or volunteer who is directly or indirectly interested in a proposed contractor transaction with the Society must:
- (a) willfully and promptly disclose the nature and extent of the interest to all board members
 - (b) absent herself from all deliberations regarding said contract or transaction, and
 - (c) recuse herself from influencing or attempting to influence the decision making process regarding said transaction.