

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 IAP2 Wild Rose 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 December 11, 2018, 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 **Association** means the IAP2 Wild Rose Association.

2.1.4 **Board** means the elected or appointed Board Members of this Society.

2.1.5 **Board meeting** means a meeting of the Board Members.

2.1.6 **Bylaws** means the Bylaws of this Society as currently amended.

2.1.7 **Board Member** means any person elected or appointed to the Board.

2.1.8 **IAP2 Canada** means the International Association of Public Participation's Canadian Region.

2.1.9 **Member** means a paying individual who has expressed interest in joining the Society.

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

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

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

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

2.1.14 **Resolution** means a decision passed by fifty (50) percent plus one (1) of Members attending and entitled to vote at a General, Annual, or Special Meeting.

2.1.15 **Voting Member** - an individual who has paid membership to IAP2 Canada and is

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

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

2.2.4 **Notification** - includes various types of information sharing that can include, but is not limited to, letters, phone calls, and emails.

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 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 an Annual General Meeting or Special General Meeting pass a resolution recognizing the contributions of the individual to the Society or its objects.

4.2 Membership Fees

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 IAP2 Canada, 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, 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 been abusive at meetings or functions of the Society, or

(d) If the Member has done (by omission or commission) anything judged to be harmful to the Society.

4.4.1.2 The Society will inform IAP2 Canada regarding the Board's recommendation of suspension in accordance with the IAP2 Canada Bylaws for Member Discipline.

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 three (3) weeks' notice before the next Board meeting where suspension of the Member will be marked as an agenda item.

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 may exclude the Member from its discussion of the matter, including the deciding vote.

4.4.3.3 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 Notification occurs to each Member at least twenty-one (21) days before the Annual General Meeting to the last known address, phone number or email provided by each Member. 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**
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 volunteer auditors as outlined in Article 7.2.2.
 - (f) Ratifying election results for board composition
 - (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 to that effect;
- (b) On the written request of at least five (5) Board Members. 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.

Notification occurs to each member at least twenty-one (21) days before the Special General Meeting to the last known address, phone number or email provided by each Member. This notice states the place, date, time and purpose of the Special General Meeting.

5.2.2 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.

5.2.3

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
Annual or Special General Meetings of the Society 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 made 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 hard copy or electronic means.
- 5.3.3 Presiding Officer
The President chairs every General Meeting of the Society. The Vice-President chairs in the absence of the President. 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 may choose one (1) of the elected Board Members to serve as President for the time being.
- 5.3.4 Adjournment
- 5.3.4.1 The President may adjourn any Special General Meeting with the consent of the Members at the meeting. If adjourned prior to the completion of the accepted agenda, the following General Meeting conducts only the unfinished business from the initial adjourned meeting.
- 5.3.4.2 The Society must give notice when an unfinished Special General Meeting is adjourned for thirty (30) days or more. No notice is necessary if it is adjourned for less than thirty (30) days. Notice must be the same as for any Special General Meeting.
- 5.3.5 Voting
- 5.3.5.1 A verbal, visual or electronic show of hands decides every vote at every General Meeting. A ballot is used if at least five (5) voting Members request it. In this case, the President or the presiding officer may set the time, place, and method for a ballot vote.
- 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 by the Board or committee, and
 - (b) permits the tallied votes to be presented to the Association while maintaining confidentiality of Members votes

- 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.
- 5.3.6 Failure to Give Notice of Meeting
Any action taken at a General Meeting is not deemed 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. Electronic or hard copy signatures are valid. This resolution is as valid as one ratified 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

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 or an Executive Director 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 number of voting Board Members is thirteen (13) with a minimum of seven (7). 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 nine (9) Board Members-at-Large

6.1.3.1 Immediate Past President

The Immediate Past President is a non-voting position for one (1) year following the end of their term as President. This position is to provide assistance and advice for the newly elected Board.

6.1.3.2 Deputy positions

At the discretion of the voting Board a maximum of two (2) one-year non-voting positions can be approved by a vote of the Board. These positions assist the Board in its endeavors and provide experience for interested parties.

6.1.4 Election of the Board

6.1.4.1 Elections for the Board are held prior to the Annual General Meeting of the Society.

6.1.4.2 Board Member Elections

Elections for the Board will occur annually prior to the Annual General Meeting by electronic means. The results will be ratified at the Annual General Meeting.

6.1.4.3 Election committee

The election committee will consist of three (3) people, none of whom are seeking election or re-election. Ideally, the makeup of the committee will be composed of:

- a) two (2) Board Members, and
- b) one (1) Member of the Association.

This election committee will be responsible for:

- a) election timelines,
- b) call for nominations,
- c) compilation of necessary requirements from self-nominated individuals,
- d) dissemination of the information collected,
- e) electronic process for voting,
- f) review of standing of voting members,
- g) vote count, and
- h) report back to the Board with the election results.

In the event of a tie for the final Board Member- at- Large position, the three (3) members of the election committee will undertake a blind vote to break the tie.

This committee will be bound by confidentiality and are to not discuss results of the vote to other members outside of the election committee, excluding the election outcome. Failure to abide by confidentiality will lead to termination from the Society as outlined in Article 4.4.

6.1.4.3 Election of Executive positions

At the first general Board meeting following the ratification of the election results at the

Annual General Meeting, the Board will vote to determine Executive positions for:

- a) President
- b) Vice President
- c) Secretary
- d) Treasurer

Board Members will self-nominate for the desired Executive positions at the first Board meeting following the Annual General Meeting. If only one (1) Board Member self-nominates, a motion is required as detailed in Article 10. If more than one (1) Board Member self-nominates, an electronic vote will be undertaken (by two Board members not pursuing an executive position) within two weeks of the meeting with ratification of the results at the following meeting.

Alternating Executive Position terms (having only two (2) of the four (4) positions leave the Board at any given time) should be considered to maintain a cohesive and continuous operation of the Board.

6.1.4.4 Term of Office

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

Voting members may re-elect any Board Member for a maximum of four (4) consecutive two (2) year terms, with any Board Member holding a maximum of three (3) consecutive terms in any Executive position (or six (6) consecutive years).

6.1.5 Resignation, Death or Removal of a Board Member

6.1.5.1 A Board Member 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 the notice being given.

6.1.5.2 Voting Members may remove any Board Member before the end of their 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 Board Members 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 Annual General Meeting.

6.1.5.4 All Board Members must attend in person or participate via conference call in a minimum of 2/3 of Board Meetings within a year of each Annual General Meeting 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) Board Members make a request in writing and state the business for the meeting.

6.1.6.3 Notification will be provided with five (5) days' notice and is delivered to each Board Member.

- 6.1.6.4 A majority of the Board Members 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) Board Members present at this later meeting is a quorum.
- 6.1.6.6 Each voting Board Member has one (1) vote.
- 6.1.6.7 Meetings of the Board are open to Members of the Society, but only Board Members may vote. A majority of the Board Members present may ask any other Members of the Society, or other persons present, to leave.
- 6.1.6.8 All Board Members may agree to and sign a resolution. Hard copy or electronic signatures are valid. This resolution is as valid as one ratified 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 in person or through electronic means. Board Members 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.
- 6.1.6.11 A Board Member may waive formal notice of a meeting up to a maximum of meetings outlined in Article 6.1.5.4.

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) Board Member 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) volunteer Members of the Society who are not existing Board Members. At each Annual General Meeting, the Treasurer submits a complete statement of the books for the previous year. Members agree to accept unaudited financial statements in lieu of an audit by resolution at the Annual General Meeting.

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 their 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 and relevant documentation that is accessible to the Board (i.e., shared cloud server approved by the acting Board). This record contains minutes from all meetings of the Society.

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 their intention to do so.

7.5.5 All financial records of the Society are open for such inspection by the Members.

7.5.6 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, Board Member, or Officer of the Society receives any payment for **their** services as a Member, Board Member, 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 Board Members and Officers

- 7.8.1 Each Board Member or Officer holds office with protection from the Society. The Society indemnifies each Board Member or Officer against all costs or charges that result from any act done in their role for the Society. The Society does not protect any Board Member or Officer for acts of fraud, dishonesty, or bad faith.

- 7.8.2 No Board Member or Officer is liable for the acts of any other Board Member, Officer or employee. No Board Member 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 Board Member or Officer is liable for any loss due to an oversight or error in judgment, or by an act in their role for the Society, unless the act is fraudulent, dishonest, or made in bad faith.

- 7.8.3 Board Members or Officers can rely on the accuracy of any statement or report prepared by the Society's accountant. Board Members 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 amended 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 an Annual 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 shall be decided in accordance with the book entitled Parliamentary Procedures at a Glance, New Edition, unless otherwise stated in these bylaws.

Article 11 – CONFLICT OF INTEREST

- 11.1 A Board Member, 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 themselves from all deliberations regarding said contract or transaction, and
 - (c) recuse themselves from influencing or attempting to influence the decision-making process regarding said transaction.