

MEMORANDUM

To: APHA Membership

From: APHA Board of Directors

Date: 10 May 2016

Subject: Special Resolution - Proposed Amendments to APHA Bylaws

In accordance with current APHA Bylaws and Sections 1(d) and 16(1) of the Province of Alberta Societies Act, the APHA Board of Directors is proposing revisions to APHA Bylaws by special resolution at the 2016 AGM held on June 24, 2016.

The proposed revision is attached for your review. A copy of the current bylaws is also attached. If you have questions or require clarification prior to the AGM, contact the Board of Directors through Benjamin Kung at benjamin.kung@cpsa.ab.ca.

Rationale for Amendments:

1. Updates to reflect the current organizational structure and resource capacity of the Association.
2. Alignment of clauses with current governing legislation (AB Societies Act) and guidance documents (Muttart Foundation Drafting and Revising Bylaws for Not-for-Profit Organizations in Alberta).
3. Relocating non-mandatory information into Association policies & procedures.
4. Reorganization of article order as recommended by the Muttart Foundation's board development guidance documents.



Bylaws

Alberta Public Health Association

Approved on XXX

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Article I. Definitions

1. In these Bylaws and the articles hereto and all other Bylaws and resolutions of the Association unless the context otherwise requires:
 - a. "Act" means the Alberta Societies Act and every statute that may be substituted therefore and in the case of any such amendment or substitution, any reference in these Bylaws to the Act shall be read as referring to the amended or substituted provisions therefore.
 - b. "AGM" means the Annual General Meeting of the members of the Association.
 - c. "APHA" means Alberta Public Health Association.
 - d. "Association" means Alberta Public Health Association, an incorporated society in affiliation with the Canadian Public Health Association (CPHA).
 - e. "Board" means Board of Directors of the Association.
 - f. "Member(s)" means a member of any of the classes of membership and includes regular, student, retired, and honorary members under both direct and conjoint membership status.
 - g. "Objects" means the purpose of the Association and may include, but is not limited to organizational vision, mission, and mandate.
 - h. "Special resolution" means (i) a resolution passed at a general or special meeting of which not less than 21 days notice specifying the intention to propose the resolution has been duly given and by the vote of not less than seventy-five percent (75%) of those members who, if entitled to do so, vote in person or by proxy, (ii) a resolution proposed and passed as a special resolution at a general or special meeting of which less than 21 days notice has been given, if all the members entitled to attend and vote at the general meeting or special meeting so agree, or (iii) a resolution consented to in writing by all the members who would have been entitled at a general or special meeting to vote on the resolution in person or by proxy.
 - i. "Voting member" means any member whom the Board has determined shall be entitled to vote at any meeting of the members.
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Article II. Membership

1. Membership in the Association shall be available only to individuals interested in furthering the purposes of the Association and who have applied for and been accepted into membership by resolution of the Board or in such other manner as may be determined by the Board.

2. There shall be the following classes of memberships:

a. Regular Membership

Regular membership shall be accorded to persons who are engaged in public health activities and/or self-identify as having an interest in public health and have paid the designated membership fee. Each regular member is entitled to one vote at each meeting of the members of the Association.

b. Student Membership

Student membership shall be accorded to persons who are full time post-secondary students who are engaged in public health activities and/or self-identify as having an interest in public health and have paid the designated membership fee. Each student member is entitled to one vote at each meeting of the members of the Association.

c. Retired Membership

Retired membership shall be accorded to persons who, at the time of issuance of membership, are retired from full-time employment and are engaged in public health activities and/or self-identify as having an interest in public health and have paid the designated membership fee. Each retired member is entitled to one vote at each meeting of the members of the Association.

d. Honorary Membership

Honorary membership shall be accorded to persons who are engaged in public health activities and/or self-identify as having an interest in public health and have provided distinguished service to the Association. Honorary memberships are granted by the Board. Each honorary member is entitled to one vote at each meeting of the members of the Association.

e. Organizational Membership

Organizational membership shall be accorded to an organization that satisfies the following conditions. Each organizational member is entitled to one vote at each meeting of the members of the Association.

- i. The affiliated organization has objects that are compatible with those of APHA
- ii. The affiliated organization maintains a distinct identity, separate bank account, organizational bylaws, and Board of Directors
- iii. The affiliated organization is an Alberta based organization or the Alberta Branch of a national organization
- iv. The request for organizational membership receives approval from at least two-thirds (2/3) of the Board
- v. Has paid the designated membership fee

3. Rights and Privileges of Membership

- a. To submit agenda items;
- b. To attend, participate in, and vote in meetings of the members of the Association;
- c. To observe Board meetings upon written notification to the President one week prior to the meeting;
- d. To receive Association communications;
- e. To be eligible for election to office.

4. Obligations of Membership

- a. Payment of the annual fee for membership as determined by the Board;
- b. Behaving in accordance with the Bylaws of the Association and supporting the objects of the Association.

5. Conditions of Withdrawal

Any member may immediately withdraw from the Association by delivering to the Association a written resignation to the attention of the Board.

6. Conditions of Suspension or Expulsion

- a. The Board shall have the authority to suspend or expel any member by unanimous vote of the Board, in its sole and absolute discretion, from the Association for any one or more of the following grounds:
 - i. Violating any provision of the articles or Bylaws of the Association;
 - ii. Carrying out any conduct which may be detrimental to the Association;
 - iii. For any other reason that the Board considers to be reasonable, having regard to the purpose of the Association.
- b. A decision of the Board to suspend or expel a membership may be appealed by the member to the members of the Association at a meeting duly called for that expressed purpose. For such an appeal to be successful and the decision of the Board to be revoked, a majority vote of two-thirds (2/3) of the members present at the meeting shall be required.

Article III. Meetings

- 1. The AGM or any other meeting of the members of the Association shall be held at any place within Alberta and on such day and at such time as the Board may determine.
- 2. Annual General Meeting (AGM) and Special Meetings
 - a. The Association shall hold an AGM on or before December 31st of each year at a place, date, and time decided upon by the Board.

- b. The business to be transacted at the AGM shall include the presentation of the financial statement and auditor's report, the appointment of the auditor(s), and any other business as determined by the Board.
- c. Special meetings of the membership may be called when, at the discretion of the Board, items arise that require a vote of the general membership and cannot wait for the next AGM.

3. Call for Meetings

- a. A meeting of the members of the Association shall be called by the President upon written request of the Board or one-quarter (1/4) of the members of the Association.

4. Notice of Meetings

- a. Notice of the place, date, and time of any meeting of the members of the Association shall be distributed to all voting members at least twenty-one (21) calendar days prior to the meeting.
- b. The general nature of the business to be transacted, including any special resolutions to be presented, shall be included in the meeting notice.
- c. Notice may be given by any of the following means:
 - i. Mail, courier, or personal delivery;
 - ii. Telephonic or electronic communication;
 - iii. Membership newsletter.

5. Quorum

- a. Five percent (5%) of members in good standing shall constitute quorum at any meeting of the members of the Association.
- b. Members in good standing include those holding regular, student, retired, honorary, or organizational memberships.
- c. Fifty percent (50%) plus one of the Board members in office shall constitute quorum at any meeting of the Board.
- d. No business shall be transacted at any meeting unless the requisite quorum is present at the commencement of such business.

6. Decision Making

- a. Unless otherwise stated in these Bylaws, all questions shall be decided by a majority of the votes cast of the voting members present by secret ballot, acclamation, or show of hands.
- b. Each voting member in good standing shall have the right to exercise one vote in person, by proxy, or by electronic means.
- c. A member may appoint any other voting member who is present at a meeting of the members of the Association as his or her proxy, and such proxy may vote on behalf of the absent member, provided that such appointment is in writing in a form appropriate in the opinion of the President or Secretary prior to commencement of the meeting.

- d. On all matters brought before the Board for determination, each Board member shall be entitled to one vote. Questions arising at any Board meeting shall be decided by a majority of the votes cast.
 - e. In the presence of a tie, a motion shall not pass.
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Article IV. Governance Structure

1. Board of Directors

- a. The governing body of the Association shall be the Board of Directors consisting of not more than twelve (12) Directors, each of whom shall be a voting member in good standing.
- b. The Board of Directors shall consist of the following: President, President-Elect, Secretary, Treasurer, and not more than eight (8) Directors-at-Large.
- c. The President shall not hold any other office at one time; otherwise an individual may hold two or more of the above positions contemporaneously. In any event, each Director shall have only one vote.
- d. The President-Elect, Secretary, Treasurer, and Directors-at-Large shall be elected by the membership at the AGM.
- e. All nominees and nominators shall be voting members in good standing at the time of the AGM.
- f. All Board members shall remain members in good standing throughout their term of office.

2. Duties of the Board

- a. Represent the Association in a manner consistent with its objects.
- b. Have responsibility to attend meetings of the Board.
- c. Act in accordance with Board member roles and responsibilities as described in Article 4(8) and 4(9) of these Bylaws.

3. Powers of the Board

- a. Have and exercise all powers and perform the normal functions of the Association between the Annual General Meetings (AGM).
- b. Establish policies for membership, Board governance, and Association objectives.
- c. Establish the annual budget and authorize expenditures on behalf of the Association.
- d. Regulate the place, date, and time for the holding of any meeting of the members of the Association, the calling of such meetings, and the procedure in all things at such meetings.
- e. Regulate the appointment, functions, duties, removal, and remuneration of all agents, officers, and servants of the Association.
- f. Appoint such agents and engage such employees as it shall deem necessary; such persons shall have authority and shall perform such duties as shall be prescribed by the Board at the time of such appointment.

- g. Appoint Committees and Work Groups and establish the duties and powers of such Committees and Work Groups.
- h. Take such steps as they may deem requisite to enable the Association to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments, and donations of any kind whatsoever for the purpose of furthering the objectives of the Association.
- i. Regulate the conduct in all other particulars of the affairs of the Association for which provision is not otherwise prescribed.

4. Withdrawal or Termination of a Member of the Board

The term of office for any member of the Board may be terminated before the expiration of their term:

- a. By written resignation submitted to the Board;
- b. If the Board member dies;
- c. If the Board member is absent from three (3) consecutive Board meetings, without reasonable cause in the opinion of the Board, he or she shall be deemed to have resigned;
- d. If the Board member is found to be a mentally incompetent person or becomes of unsound mind;
- e. By two-thirds (2/3) vote of the Board;
- f. By two-thirds (2/3) vote of the membership.

5. Vacancies on the Board

- a. The Board may appoint any member to fill a vacancy on the Board. If appointed by the Board, that member shall stand for election to the Board by the membership at the next AGM or special meeting. At the discretion of the Board, the interim period may or may not be deemed time served as specified in Article 4(4).
- b. If the President is unable to complete the term of office, the President-Elect shall complete the balance of the term.

6. Officers of the Association

- a. The Officers of the Association shall be the President, President-Elect, Secretary, and Treasurer.
- b. The Board may designate additional Officers of the Association, appoint such officers on an annual or more frequent basis, and specify their duties.

7. Duties of the Officers of the Association

- a. The President shall:
 - i. Ensure the proper application of the Bylaws, policies, and procedures of the Association;
 - ii. Call and preside over all Board meetings and meetings of the members of the Association;
 - iii. Act as spokesperson of the Association and authorize or delegate this role to other Board members as required;

- iv. Be an ex-officio member of all Committees;
 - v. Perform such other duties as shall be directed by the Board.
- b. The President-Elect shall:
- i. In the absence of the President, assume the duties and responsibilities of the President;
 - ii. Assume the office of the President when the President's term of office expires;
 - iii. Perform such other duties as shall be directed by the Board.
- c. The Secretary shall:
- i. Ensure the preparation and distribution of the minutes of the proceedings of all meetings of the Association;
 - ii. Have charge that minutes of all meetings of members of the Association are completed and that minutes and all correspondence of the Association are archived;
 - iii. Have charge of the Seal of the Association which will be authenticated by the signature of the President or Secretary;
 - iv. Prepare and send notices of meetings of the Association, and authorize or delegate this role to other Board members as required;
 - v. Perform such other duties as shall be directed by the Board.
- d. The Treasurer shall:
- i. Ensure the receipt and that proper accounting processes and procedures are used;
 - ii. Ensure depositing of the same in whatever depository the Board may order;
 - iii. Review finances and develop recommendations to the Board;
 - iv. Prepare and keep financial books and records as directed by the Board;
 - v. Present a detailed account of receipts and disbursements to the Board whenever requested;
 - vi. Present the Association annual budget to the Board;
 - vii. Present a report, duly audited, of the financial status of the Association at the AGM;
 - viii. Serve on the Funding Committee;
 - ix. In the absence of the President and President-Elect, assume the duties and responsibilities of the President and President-Elect;
 - x. Perform such other duties as shall be directed by the Board.
8. Duties of Directors-at-Large
- a. Serve on at least one (1) Committee;
 - b. Actively contribute to developing and achieving the objectives set out by the Committee(s);
 - c. Perform other such duties as shall be directed by the Board.
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Article V. Management and Financial Matters

1. Registered Office

The head office of the Association shall be in the Province of Alberta.

2. Signing Authority

- a. Three (3) or more designated people, one of whom is the Treasurer, shall have signing authority for financial transactions of the Association.
- b. Financial decisions that commit the Association to expenditure in any fiscal year from its investments or term deposits of an amount greater than ten percent (10%) of the total amount present at the end of the previous fiscal year require approval of the Board.
- c. Financial decisions that commit the Association to investment instruments in any fiscal year that extend beyond the current fiscal year require approval of the Board.

3. Borrowing Powers

For the purpose of carrying out its objects, the society may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the society, and in no case shall debentures be issued without the sanction of a special resolution of the society.

4. Financial Books and Records

The financial books and records of the Association may be inspected by any member of the Association at the AGM or at any time upon giving satisfactory notice, and arrange a time satisfactory to the officer or officers having charge of the books and records. Each officer of the Association shall, at all times, have access to such books and records.

5. Meeting Minutes and Other Records

The minute books and other records of the Association may be inspected by any member of the Association at the AGM or at any time upon giving satisfactory notice, and arrange a time satisfactory to the officer or officers having charge of the books and records. Each officer of the Association shall, at all times, have access to such books and records.

6. Audit

- a. The books, accounts and records of the Treasurer shall be audited at least once a year by a duly qualified accountant or by two (2) members of the Association appointed for that purpose at the AGM.
- b. A complete and proper statement of the books for the previous year shall be submitted by the auditor for presentation at the AGM.
- c. Unless otherwise ordered by the Board, the fiscal year end of the Association shall be March 31st of each year.

- d. On any change in office of Treasurer, the Board shall appoint two (2) members of the Association to carry out an audit of the books, records, and accounts of the Association.

7. Administrative Filings

- a. The Association's annual return shall be filed on an annual basis prior to the last day of the month immediately following the anniversary month and shall include two copies of each of the following:
 - i. The address of the registered office of the Association if there has been a change.
 - ii. The full name, address, and occupation of each officer and director of the Association.
 - iii. The audited financial statement presented at the last annual general meeting.
- b. Special resolutions shall be forwarded to Corporate Registry and are not in effect until they are registered.

8. Remuneration

Unless authorized at any meeting and after notice for same shall have been given, no officer, director, or member of the society shall receive any remuneration for his/her services.

9. Indemnification of Directors

- a. The Association shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or agent of the Association against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity.
- b. No indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Association
- c. Any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.
- d. This Article constitutes a contract between the Association and the indemnified officers, directors, and agents. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or agent under this Article shall apply to such officer, director, or agent with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

10. Distributing Assets and Dissolution

- a. The assets of the Association shall not be distributed to its members at any time, including upon dissolution of the society.

- b. Upon dissolution, all remaining assets after the payment of debts will be distributed to a registered charitable organization that has objects similar to those of the Association as determined by special resolution.

Article VI. Amendment of Bylaws

1. Procedure

- a. The Bylaws of the Association shall not be rescinded, amended, or added to except by special resolution of the members of the Association, as defined in Section 1(d) of the Act, or any successor or substitutional provision.
- b. Each rescission, alteration, or amendment to these Bylaws shall be registered with the Registrar in accordance with the Act.

Part I

Bylaws of the Alberta Public Health Association

As Amended
September 2011

The name of the society shall be the “Alberta Public Health Association” hereinafter called the Association, an incorporated society in affiliation with the Canadian Public Health Association (CPHA).

The mission of the Alberta Public Health Association (APHA) is to strengthen the impact of those who promote and protect the health of the public.

APHA achieves its mission by speaking out for health, advocating on issues that affect health, and facilitating educational and networking opportunities.

Article 1

Membership

1.1 Membership

There shall be the following types of memberships:

Direct APHA

- a. regular
- b. student/retired
- c. honorariums

Conjoint CPHA/APHA:

- a. regular
- b. student/retired
- c. honorary

1.2 Regular membership

Regular membership in APHA or CPHA/APHA memberships shall be granted to persons who are engaged in community health activities and have paid the designated membership fee.

1.3 Retired membership

Retired membership in APHA or CPHA/APHA memberships shall be accorded to individuals who have reached the age of retirement and have paid the designated membership fee.

1.4 Student membership

Student membership in APHA or CPHA/APHA memberships shall be accorded to individuals who are full time post-secondary students and have paid the designated membership fee.

1.5 Honorary membership

Honorary membership in APHA or CPHA/APHA shall be accorded to persons who have provided distinguished service to the APHA association. Honorary memberships are granted by the Board.

1.6 Conjoint memberships

Conjoint CPHA/APHA memberships shall be accorded to members of other public health organizations when the following conditions are met:

- a. The public health organization supports the principles and values of the APHA and has a mission and mandate consistent with that of the APHA.
- b. An agreement has been developed between the APHA Board and the executive committee of the other public health organization in regards to conjoint fee structures and collection of membership fees.
- c. The affiliated organization maintains a distinct identity separate bank account, organizational by-laws, and Executive.
- d. Membership in the public health organization includes members from across at least three APHA districts.
- e. At least 10% of the public health organization members maintain conjoint membership status.
- f. Approval of conjoint status has been received from the Board of both parties.

The APHA shall:

- a. Include representation from the conjoint organization in conference planning proceedings.
- b. Include a representative of the public health organization as a non-voting member of the Board.
- c. At least annually, and as required, review and approve the status of the conjoint membership agreement.

1.7 APHA Interest Group

An APHA Interest Group shall consist of a group of individuals with a common interest in public health or a common interest in a social concern directly or indirectly affecting the health of the public.

The members of an APHA interest group shall:

- a. Maintain APHA direct or conjoint membership status

- b. Support the principles and values of APHA.
- c. Have a mission and mandate that is consistent with that of the APHA.
- d. Have an executive committee that is responsible for maintenance of communication among interest group members and liaison with APHA Board.
- e. Have membership from 2 or more APHA districts.
- f. Set short term and long term goals.
- g. Maintain a membership of at least 10 members
- h. Receive approval of interest group status by the APHA Board.
- i. At least annually, and as required, submit proof of 1.7 (a) to 1.7 (g) to the APHA board for approval.
- j. May report to the Board at the Annual General Meeting.

The APHA shall:

- k. Include representation from the interest group in the APHA conference planning and proceedings.
- l. Include a representative of the interest group as a non-voting member of the APHA Board.

1.8 Privileges of Membership

The privileges of membership in the APHA are:

- a. To submit agenda items, to participate in, and to vote at all annual general meetings of the Association.
- b. To observe board meetings, upon written notification to the chair one week prior to the meeting.
- c. To receive APHA newsletters.

1.9 Membership Fees

The annual fee for APHA membership shall be determined by the APHA Board.

The annual fee for conjoint CPHA/APHA membership will include the fee for both Associations.

1.10 Suspension of Membership

Membership in the APHA may be suspended by unanimous vote of the Board, and ratification by a majority of the membership.

Termination of membership will be given in writing.

Article 2

Organization

2.1 Board

The governing body of the Association shall be the Board.

The Board shall have and exercise all powers and perform the normal functions of the Association between the Annual General Meetings (AGM).

Board members shall represent the Association in a manner consistent with its mandate.

2.2 Public Issues Committee

The Public Issues committee shall consist of five (5) elected Members-at-Large.

The Public Issues Committee chair shall be elected at the Annual General Meeting for a two year term.

The Public Issues Committee shall be responsible for:

- a. receiving input from the membership on issues,
- b. identifying priorities for action,
- c. recommending action to the Board,
- d. following through on actions, resolutions and positions taken by the Association.

The Public Issues Committee shall strike ad-hoc committees and task forces, as required, to further the purpose of the Association, using the expertise and interests of the membership as a whole. The ad-hoc committees and task forces shall be time-limited to address specific issues.

The Public Issues Committee shall strike a Resolutions Committee to collect, assess and recommend resolutions for consideration at the AGM.

2.3 Membership Committee

The Membership Committee shall actively promote membership in the Association, and shall ensure the maintenance of an up-to date list of all members of the Association.

2.4 Communication Committee

The Communication Committee shall promote awareness and understanding of the purpose, activities, and public health concerns of the Association and its members.

The Communication Committee shall be responsible for:

- a. the production of 2 or more newsletters annually,
- b. the development and maintenance of the APHA website,
- c. promotional activities as requested by the Executive committee.

2.5 Finance Committee

The Finance Committee shall take responsibility for ensuring that the financial operations of the Association are compliant with expected and normal financial practices.

2.6 Student Committee

- a. The chairman shall be elected at the Annual General meeting of the APHA
- b. The Chairman shall be a voting member of the APHA board of directors
- c. The chairman will serve a term of two years

2.7 Nominating Committee

The Nominating Committee shall encourage and accept nominations for the APHA Board.

The Nominating committee shall accept nominations from the current general membership at the AGM.

2.8 Conference Planning Committee

The Conference Planning committee shall develop, organize and take responsibility for the implementation of the annual conference of the APHA.

Article 3

Officers of the Association

3.1 Officers of the Association

The Board of the Association shall be the President, President-elect, Secretary, Treasurer, Communication Chair, Membership Chair, Public Issues Chair, Student Chair, 4 Members-at-Large, a representative of any conjoint organization (non-voting), and a representative of any APHA Interest Group (non-voting).

3.2 Officers of the Executive

The Executive Committee of the Association shall be the President, President-Elect, and Secretary, with the Treasurer included in meetings as required.

3.3 Appointment of Officers

The President-Elect, Secretary, Treasurer, Communication chair, Membership Chair, Public Issues Chair, Student Chair, and 4 Members-at-Large shall be elected by the general membership at the Annual General Meeting (AGM) either by secret ballot or acclamation.

The President-Elect shall assume the office of President when the President's term of office expires.

The Board shall appoint all other officers of the Association.

3.4 Term of Office

Each officer of the Board shall hold office for two years, more or less, from the conclusion of the AGM at which they are elected to the conclusion of the second AGM following their election.

- a. The Term of Office of the President will be two years from election at the AGM
- b. The Term of Office of the President –Elect will be two years from election at the AGM
- c. The Term of Office for Members-At-Large will be two years for no more than two consecutive terms.
- d. The Term of Office for Secretary, Treasurer, and Chairs of Membership, Communications, Public Issues and Student Committees are two years.

In alternate years half of the executive, committee chairs and members at large shall be elected.

3.5 Resignation of an officer of the Board

Should any officer of the Board resign prior to the end of their regular term of office, the Board may appoint an officer to complete the term.

3.6 Conference Planning Chair

The Board appoints the Conference Planning Chair at least 12 months prior to the convention for which they are responsible.

3.7 Archivist

The Board will appoint a volunteer Archivist from among the general membership.

The Archivist will hold office for a period of up to five (5) years.

The Archivist is not considered to be a member of the Board.

3.8 Length of Term

- a. Term of President will be two years from election at the AGM.
- b. Term of President-Elect will be two years from election at the AGM.
- c. Terms for Members-at-Large will be two years for no more than two consecutive terms.
- d. Terms of Secretary, Treasurer and Membership Chair are two years.

3.9 Termination of officer of the Board

The term of office for any officer of the Association may be terminated before the expiration of their term by:

- a. written resignation submitted to the Board
- b. 2/3 vote of the Board
- c. 2/3 vote of the general membership

Article 4

Duties of the Officers of the Association

4.1 Board

All Board officers shall have the responsibility to attend the meetings of the Board and to vote.

The President shall only vote in the event of a tie.

The Board shall designate additional duties upon officers as required.

4.2 President

The President shall ensure the proper application of the policies and procedures of the Association.

The President shall preside over all general meetings of the Association, the Annual General Meeting (AGM) and all Board and Executive committee meetings.

The President shall be an ex-officio member of all committees.

4.3 President-Elect

The President-Elect shall, in the absence of the President, assume the duties and responsibilities of the President.

The President-Elect shall ensure that the Association's information and policy manual is complete and current.

The president elect shall develop and maintain fundraising activities of the Association

The President-Elect shall develop and maintain the general liaison activities of the Association.

The President-Elect chairs the Nominating Committee and shall be an ex-officio member of committees as designated by the President.

4.4 Secretary

The Secretary shall ensure the preparation and distribution of the minutes of the proceedings of general meetings of the Association, the Board, and the Executive Committee.

The Secretary shall have charge of the Seal of the Association which will be authenticated by the signature of the Secretary or the President.

The Secretary shall have charge that minutes of all meetings of the Association are completed and that minutes and all correspondence of the Association are archived in alignment with archival processes and storage protocols with a duly recognized Records of Storage Company

In a case of absence of the Secretary these duties can be performed by an officer appointed by the Executive Committee.

4.5 Treasurer

The Treasurer shall

- a. ensure the receipt and that proper accounting processes and procedures are used
- b. ensure depositing of the same in whatever depository the Executive Committee may order
- c. chair the Finance Committee and call regular meetings at least one week prior to Board meetings to review finances and develop recommendations
- d. provide a full detailed account of receipts and disbursements to the Executive Committee whenever requested
- e. keep books as directed by the Executive Committee
- f. present a statement, duly audited, as hereinafter set forth in 5.2, 5.3, and 5.4 of the financial status of the Association at the AGM.
- g. present the Association Annual Budget to the Executive Committee.

4.6 Chairs of Board Committees

The Chairs of all Board Committees shall recommend members for their specific committee to the Board.

The Chairs of all Board Committees shall call and preside at regular meetings of their committee.

Each Chair shall present the most recent minutes of committee meetings to the Board

Each Chair shall maintain records of the financial transactions of the committee, and will submit an annual budget to the Treasurer.

Article 5

Finances and Audit

5.1 Signing authority

Three or more designated people with signing authority, one of whom is the Treasurer, shall have signing authority for financial transactions of the Association.

5.2 Auditing

The books, accounts and records of the Secretary and Treasurer shall be audited at least once a year by a duly qualified accountant or by two members of the society elected for that purpose at the Annual General Meeting (AGM).

A complete and proper statement of the books for the previous year shall be submitted by the auditor at the AGM.

The fiscal year of the society in each year shall be April 1 to March 31.

5.3 Change in office

On any change in office of Treasurer, the Executive Committee shall appoint two members of the Association to carry out an audit of the books, records and accounts of the Association.

5.4 Inspection of books by Association members

The books and records of the Association may be inspected by any members of the Association at the AGM or at any time, upon giving satisfactory notice and arrange a time satisfactory to the officer or officers having charge of the books and records. Each officer of the Executive Committee shall, at all times, have access to such books and records.

5.5 Expenditures

Financial decision that commit the Association to expenditure in any fiscal year from its investments or term deposits of an amount greater than 10 percent of the total amount present at the end of the previous fiscal year require the approval of the board.

Financial decisions that commit Association Funds to investment instruments in any fiscal year that extend beyond the current fiscal year require the approval of the Board.

5.6 Borrowing Power

In order to carry out its purpose, the Association may borrow or raise or secure the payment of money as approved by one quarter of the membership.

5.7 Remuneration

Within the financial policy and procedures, and upon the authority of the Executive Committee, accounts for expenses incurred by any member of the Association in the performance of his/her official duties shall be paid by the Treasurer.

Any extraordinary expenses must be authorized by the Executive Committee prior to their occurrence if possible.

Unless authorized by the Executive Committee no member of the Association shall receive any fee for services rendered.

Article 6

Meetings

6.1 Annual General Meeting (AGM)

The Association shall hold an Annual General Meeting on or before December 31 of each year at a place decided upon by the Association.

6.2 Board of Directors and Executive Committee Meetings

The Board of the Association shall meet, with quorum, at least 4 times a year.

The Executive Committee will meet upon the request of one Officer of the Executive Committee.

6.3 Notice of meeting

Notice of any general meeting shall be given to all members at least 30 days prior to the meeting

Members shall be notified annually of proposed dates for regular Board and Executive Committee meetings.

6.4 Absence of President/President-Elect

The Treasurer shall conduct the business of the Association in the absence of the President and President-Elect.

6.5 Quorum

Five percent (5%) of members in good standing shall constitute a quorum at any general meetings.

Members in good standing include those holding regular, honorary, retired, or student memberships. One designate per affiliated organization can be included when seeking a quorum.

Six of the eleven officers of the Board shall constitute a quorum at any meeting of the Board.

6.6 Call for General Meeting

A General meeting of the Association must be called by the President upon written request of the Board or one quarter of the members of the Association.

6.7 Voting

Unless otherwise stated in these by-laws, all questions shall be decided by a majority vote of the members present.

The President shall not vote except in the presence of a tie at any Executive Committee Meeting, Board Meeting or Annual General Meeting.

There shall be no vote by proxy.

Only members in good standing may vote.

6.8 Resolutions

Only members in good standing may bring forward resolutions to the Annual General Meeting.

Article 7

Amendments of the By-laws

7.1 Procedure

The by-laws of the Association shall not be rescinded, altered or added to except by extraordinary resolution of the Association.

Notice of any extraordinary resolution shall be given to the members at least 30 days prior to the meeting at which time the extraordinary resolution will be presented.

Extraordinary resolutions must be approved by a majority of the quorum at the meeting