



Bylaws

Alberta Public Health Association

Approved on Friday June 24th, 2016

TABLE OF CONTENTS

Article I. Definitions 2
1. Definitions2

Article II. Membership 2
1. General Information2
2. Classes3
3. Rights and Privileges4
4. Obligations4
5. Conditions of Withdrawal4
6. Conditions of Suspension or Expulsion4

Article III. Meetings 4
1. General Information4
2. Annual General Meeting and Special Meetings4
3. Call for Meetings5
4. Notice of Meetings5
5. Quorum5
6. Decision Making5

Article IV. Governance Structure 6
1. Board of Directors6
2. Duties of the Board6
3. Powers of the Board6
4. Withdrawal or Termination of a Member of the Board7
5. Vacancies on the Board7
6. Officers of the Association7
7. Duties of the Officers of the Association7
8. Duties of Directors-at-Large8

Article V. Management and Financial Matters 9
1. Registered Office9
2. Signing Authority9
3. Borrowing Powers9
4. Financial Books and Records9
5. Meeting Minutes and Other Records9
6. Audit9
7. Administrative Filings10
8. Remuneration10
9. Indemnification of Directors10
10. Distributing Assets and Dissolution10

Article VI. Amendment of Bylaws 11
1. Procedure11

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.
-
-

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.
-

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.
-

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.