

ALBERTA READY-MIXED CONCRETE ASSOCIATION BYLAWS

ARTICLE 1 - DEFINITIONS AND INTERPRETATION

Definitions

1.01 In these Bylaws, unless the context otherwise requires:

- (a) "Act" means the *Societies Act*, R.S.A. 2000, c. S – 14, as amended;
- (b) "Affiliate" means any organization, person or corporate entity which is engaged in a business connected with ready-mixed and/or volumetric concrete products as a sub-trade or user of concrete, including, but not limited to, cribbers, placers, finishers and pumpers;
- (c) "Associate" means any organization, person or corporate entity which is engaged in a business connected with the supply and transport of ready-mixed and/or volumetric concrete products, including, but not limited to, Cement Producer; Major Supplier: (which includes, but not limited to, fly ash, admixture, aggregate); and General: all other members that supply a product or service to the ready-mixed and/or volumetric concrete industry other than those listed under "Cement Producer" and "Major Supplier" above.
- (d) "Association" means the Alberta Ready-Mixed Concrete Association, operating as Concrete Alberta;
- (e) "Board of Directors" or "Board" means the Board of Directors of the Association as appointed from time to time under these Bylaws;
- (f) "Corporate Producer" means a legally incorporated, publicly owned, vertically integrated, national or international ready-mixed and/or volumetric Producer;
- (g) "Director" means a member of the Board of Directors of the Association;
- (h) "Director Code of Conduct" is a document approved by the Directors of the Association, as amended from time to time, that lays out the Association Board of Directors' expectations of a Director of the Association in carrying out their duties on behalf of the Association.
- (i) "Good Standing" means any Member who:
 - (i) has paid, or is not overdue in paying, all current Membership Dues, Fees, and other charges that may be owing to the Association; and
 - (ii) is not in contravention of the Member Code of Conduct or the Director Code of Conduct, as applicable;
- (j) "Independent Producer" means a legally incorporated, privately owned, non-integrated, Alberta-based Producer of ready-mixed and/or volumetric concrete products;
- (k) "Member" means any organization which has applied for and met the requirements for membership of the Association as set out in these Bylaws and

Association policies, and has been accepted as a Member by the Board;

- (l) "Member Code of Conduct" is that document approved by the Directors of the Association, as amended from time to time, which lays out the Association's expectations and guiding principles respecting the ethical standards and behavior of the Members of the Association;
- (m) "Officer" means one of the officers of the Association elected according to the provisions of these Bylaws, including the President, First Vice-President Second Vice-President, Secretary, Treasurer and any other office that the Board may establish.
- (n) "Producer" is a general term that includes either a Corporate Producer or Independent Producer;
- (o) "Resolution" means a motion passed by the Members of the Association;
- (p) "Special Meeting" means any meeting of the Members, which is not the Annual General Meeting, of which not less than seven (7) days' notice of such a meeting is given to Members or of which less than seven (7) days' notice has been given, if all the members entitled to attend and vote at the meeting so agree,
- (q) "Special Resolution" means:
 - (i) a resolution passed
 - (A) at the Annual General Meeting or Special Meeting of which not less than thirty (30) days' notice specifying the intention to propose the resolution has been duly given, and
 - (B) by the vote of not less than 75% of Members who, if entitled to do so, vote in person or by proxy, and in accordance with section 3.12 "Manner of Voting".
 - (ii) a resolution proposed and passed as a special resolution at the Annual General Meeting or Special Meeting of which less than thirty (30) days' notice has been given, if all the Members entitled to attend and vote at the meeting so agree, or
 - (iii) a resolution consented to in writing or by electronic verification by all the Members who would have been entitled at the Annual General Meeting or Special Meeting to vote on the resolution in person or, where proxies are permitted, by proxy.

Interpretation

- 1.02 Except as otherwise stated, references to article and section numbers refer to articles and sections in these Bylaws.
- 1.03 The headings and articles or sections numbers in these Bylaws are inserted for reference purposes only, and in no way define, limit or describe the scope or intent of

the Bylaws or any one or more of them.

- 1.04 Words importing the singular include the plural and vice versa; words importing gender include the masculine, feminine and neuter genders; and words importing persons include individuals, bodies corporate, partnerships, trusts and unincorporated associations.

ARTICLE 2 - MEMBERSHIP

- 2.01 The Members of the Association are the applicants for incorporation, and those bodies corporate or unincorporated organizations, or persons who subsequently became or become Members in accordance with these Bylaws and Association policies, as amended from time to time.
- 2.02 All applications for membership must be made to the Association in writing, and be accompanied by letters of sponsorship from two current Members of the Association in good standing.
- (a) The Board may exercise discretion in waiving requirements for letters of sponsorship.
- 2.03 All Members of the Association must agree to adhere to all expectations and guiding principles contained within the Member Code of Conduct upon submission of a written application for membership to the Association and upon renewal of membership to the Association.
- 2.04 There shall be four types of membership being Producer Members, Associate Members, Affiliate Members, and Honourary Members.

Producer Member

- 2.05 Any Corporate or Independent Producer that has established a reputation as outlined in the Member Code of Conduct, may apply for a Producer membership in the Association and are eligible to become a Producer Member upon the completion of plant certification, payment of the required fees and assessments, and upon acceptance by the Board.

Associate Member

- 2.06 Any Associate that has established a reputation as outlined in the Member Code of Conduct, may apply for Associate membership in the Association and are eligible to become an Associate Member upon the payment of the required fees and assessments and upon acceptance by the Board.

Affiliate Member

- 2.07 Any Affiliate who has established a reputation as outlined in the Member Code of Conduct, determined at the sole discretion of the Board, may apply for Affiliate membership in the Association and are eligible to become an Affiliate Member upon the payment of the required fees and assessments and upon acceptance by the Board.

Honourary Member

- 2.08 Honourary Membership may be granted to an individual who has rendered distinguished service in relation to the concrete industry by unanimous vote by the Board.

Membership not Transferable

- 2.09 The interest of a Member in the Association is not transferable and lapses and ceases to exist upon dissolution or when the period of membership expires (if any) or when the Member otherwise ceases to be a Member in accordance with these Bylaws.

Representatives

- 2.10 A Member shall appoint an individual to act as its representative at any meetings of the Association in which the Member is entitled to participate. Such Member may appoint an alternative representative to attend any meeting the representative does not attend.
- 2.11 The representative or alternative representative is entitled to speak and vote and in all other respects exercise the rights of a Member, and that representative is to be recognized as a Member for all purposes at meetings of the Association.
- 2.12 Each Member appointing a representative shall notify the Secretary in writing of the name, email address, mailing address, and telephone number of the representative.
- 2.13 Each Member appointing an alternative representative shall notify the Secretary of the Association in writing of the name, email address, mailing address, and telephone number of the alternative representative.
- 2.14 Each Member choosing to end the term of its representative or choosing to appoint a different representative shall notify the Secretary in writing at least ten (10) days prior to the effective date of the changes wherever possible.

Membership Fees and Assessments

- 2.15 All members shall pay the membership fees and assessments as set by the Board.

Compliance with Bylaws

- 2.16 Every Member shall comply with, and is bound by, these Bylaws.

Compliance with Member Code of Conduct

- 2.17 Every Member shall comply with, and is bound by, the Member Code of Conduct

Compliance with Plant Certification

- 2.18 All Producer Members must undergo a mandatory plant certification at least once every three (3) years to remain in Good Standing with the Association.
- (a) Current Association Members to whom this clause applies will be required to start the process for their initial plant certification(s) no later than December 31, 2025.
 - (b) All initial plant certifications for Current Association Members to whom this clause applies must be completed by June 30, 2026.
 - (c) Prospective Members to whom this clause applies must achieve plant certification before being considered Members in Good Standing.

Membership Termination

- 2.19 Unless otherwise decided by a Resolution of the Board, Membership in the Association is terminated:
- (a) if the Member sends written notice of the resignation or withdrawal to the Secretary;
 - (b) in the case of a corporate entity or organization, on dissolution;
 - (c) in situations where Members must have their plant certified, when the certification has lapsed by more than ninety (90) days;
 - (d) if the Member ceases to be engaged in a business associated with the ready-mixed and/or volumetric concrete industry; or
 - (e) at the discretion of the Board, if a Member is in arrears of payment of any fees or assessments for more than ninety (90) days.
 - (f) at the discretion of the Board, should there be evidence of a serious breach of the Association's Member Code of Conduct and following reasonable notice to the member and an opportunity for the member to comply.
- 2.20 Upon termination, such Member shall immediately pay to the Association any amounts due and owing as a result of its membership in the Association.
- 2.21 In situations where amounts due and owing are not paid within ninety (90) days, the Board may, at its sole discretion, take further action to collect those amounts owing.

Membership Suspension or Expulsion

- 2.22 The Board may, by resolution supported by at least two-thirds of the Directors of the Association, suspend or expel a Member for cause, if:
- (a) the Member to be expelled or suspended has been accused, in writing, by another Member in good standing, of improper practices or acts injurious to the interests of the Association, including evidence of a serious breach of the Association's Member Code of Conduct and following reasonable notice to the member and an opportunity for the member to comply;
 - (b) the Member so accused is given an opportunity to respond, in writing, to the accusations; and
 - (c) the accused Member fails to comply with the direction of the Board to discontinue any practice or act considered by the Board, in its sole discretion, to be improper or injurious to the interests of the Association.
- 2.23 A Member suspended or expelled by the Board may appeal the suspension or expulsion to the Members by requesting, in writing, a Special Meeting of the Members. Such a written request for a Special Meeting must be made within thirty (30) days of the Board's decision which is being appealed. A resolution supported by at least two-thirds of Members is required to overturn the decision of the Board, and reinstate the suspended or expelled Member.

- 2.24 Upon being expelled, the former Member is not entitled to re-apply to be a Member in the Association unless the Board, in its sole discretion, finds there to be extenuating circumstances or a sufficient subsequent favourable record.
- 2.25 Upon ceasing to be a Member, no former Member shall be entitled to a refund of any membership fees or other monies paid to the Association.

ARTICLE 3 - MEETINGS OF THE MEMBERS

Annual General Meeting

- 3.01 The Annual General Meeting (AGM) shall take place once per calendar year at a date, time and place specified by the Board. Each AGM shall occur no more than 18 months after the previous AGM.
- 3.02 At each Annual General Meeting, a report from the President and Treasurer shall be presented or provided to the Members present.
- 3.03 Notice of an Annual General Meeting shall be given to the Members in writing or by electronic means of communication at least thirty (30) days before the date of the meeting. The notice shall specify the date, time and place of the meeting and the general nature of the business to be conducted.
- 3.04 An Annual General Meeting may be held without such notice if each Member entitled to notice agrees.

Special Meeting

- 3.05 Every meeting of the Members that is not an Annual General Meeting is a Special Meeting of the Members.
- 3.06 A Special Meeting may be called:
 - (a) by the Board at any time, by giving to each Member at least seven (7) days notice in writing or by electronic means of communication, specifying the date, time, and place of the meeting and the general nature of the business to be conducted; or
 - (b) by the Members; by at least five (5) of the Members notifying the Secretary in writing of their desire to have a meeting and the purpose of it, where at least three (3) of the five (5) members are producer members.
- 3.07 On receipt of a notice from sufficient Members as outlined in Article 3.06(b), requesting a Special Meeting, the President or Vice-President shall arrange for a Members' meeting and give notice of it in accordance with Article 3.06(a).

Quorum and Voting at Members' Meetings

- 3.08 Fifteen percent of the total Members eligible to vote shall constitute a quorum at any Members' meeting.
- 3.09 Each Producer Member in good standing is entitled to cast one (1) vote through its representative at Members' meetings.
- 3.10 Each Associate Member in good standing is entitled to cast one (1) vote through its representative at Members' meetings.
- 3.11 Each Affiliate Member in good standing is entitled to cast one (1) vote through its representative at Members' meetings.

3.12 Manner of Voting at Members' Meetings

- (a) Every question shall be decided in the first instance by a show of hands unless before or upon the declaration of the result of the show of hands a poll be demanded by at least two (2) representatives personally present and entitled to vote.
- (b) Should a poll be demanded, the Chairman may appoint scrutineers and determine the method of taking the poll, either by ballot or otherwise, and votes will be weighted as follows:
 - (i) Corporate Producer representatives will cast their ballots, and if at least one more than half of the votes support the motion, this will count as eight (4) votes for the motion; and if a majority does not support the motion, this will count as eight (4) votes against the motion;
 - (ii) Independent Producer representatives will cast their ballots, and if at least one more than half of the votes support the motion, this will count as eight (4) votes for the motion; and if a majority does not support the motion, this will count as eight (4) votes against the motion;
 - (iii) Associate Member representatives will cast their ballots, and if at least one more than half of the votes cast support the motion, this will count as two (2) votes for the motion; and if a majority does not support the motion, this will count as two (2) votes against the motion;
 - (iv) Affiliate Member representatives will cast their ballots, and if at least one more than half of the votes cast, this will count as one (1) vote for the motion; and if a majority does not support the motion, this will count as one (1) vote against the motion;
 - (v) Proxies filed in accordance with the bylaws may be counted;
 - (vi) A motion requires a majority of votes cast to be in favour of the motion for it to be carried.
 - (vii) A Special Resolution requires eight (8) votes of the eleven (11) votes cast in the manner outlined above, excepting that each category of Members set out above requires 75% majority supporting the motion for their votes to be counted for the Special Resolution.
- (c) A declaration by the Chairman that a resolution has been carried or carried by a particular majority or lost shall be conclusive and an entry to that effect in the book proceedings of the Association shall be conclusive evidence thereof.

3.13 Honourary Members are not entitled to vote at Members' meetings.

3.14 Members may vote in person, by mail, by fax, by e-mail or other electronic communication, or by proxy provided that:

- (a) the proxy documentation is filed with the Secretary of the Association or their designate in advance of the Members' meeting.

- 3.15 Meetings of the Members may be conducted in person or by means of electronic or other communication facilities as permits all persons participating in the meeting to hear each other, and a person participating in a meeting by such means is deemed to be present at the meeting.
- 3.16 Notwithstanding anything to the contrary in these Bylaws, a resolution in writing signed by all of the Members shall be valid and effectual as if it had been passed at a meeting duly called and constituted.

Adjournment of Members' Meetings

- 3.17 Even in the absence of a quorum, the Chairperson of a Members' meeting may adjourn any Members' meeting, with the agreement of a majority of those Members representatives present at such a Members' meeting.
- 3.18 No further notice of the adjourned Members' meeting or notice of the adjournment itself is required to be sent to Members, and the notice of the Members' Meeting so adjourned is deemed effective for any continued Members' Meeting.

ARTICLE 4 - BOARD OF DIRECTORS

Board Structure

- 4.01 The Board of Directors shall be established with a maximum of fifteen (15) Directors, including thirteen (13) voting Directors, plus the non-voting immediate Past President and a non-voting Director appointed by the Cement Association of Canada or its successor.
- 4.02 The voting Directors shall comprise:
- (a) Up to Four (4) Directors from the Corporate Producer Members, with no more than three (3) of these Directors from a single Corporate Producer Member company;
 - (b) Up to Four (4) Directors from the Independent Producer Members, with no more than three (3) of these Directors from a single Independent Producer Member company;
 - (c) Up to Four (4) Directors from the Associate Members; and
 - (d) Up to One (1) Director from the Affiliate Members.

Vote Counting

- 4.03 Prior to the election for Directors occurring, the President will request that two Members volunteer to assist the Executive Director in conducting the vote count.
- (a) The vote count volunteers must be accepted by a Resolution from the floor of the Annual General Meeting.
 - (b) Members assisting with counting the votes must not be candidates for any office being elected at the Annual General Meeting at which the election is occurring.

Election of Directors

- 4.04 All voting Directors shall be elected at the Annual General Meeting of the Members of the Association.
- (a) Each Member representative will only be entitled to vote for Directors in the same Classification of Membership as the voting member.
 - (b) A Director will be elected if supported by a simple majority of Members' representatives, present in person or by proxy, within the same Classification of Membership, entitled to vote at the Annual General Meeting.
 - (c) If two (2) or more candidates from the same Classification of Membership receive an equal number of votes for the final available position available on the Board for that Classification of Membership, a run-off will be held.
 - (d) The run-off will include only those candidates who have an equal number of votes for the available Board position.

- (e) The run-off vote process will be the same as the electoral process outlined in sections 4.04 (a) and (b).
- (f) After each round of the run-off, if no candidate has received more votes than the other candidate(s), the candidate with the fewest votes will be dropped off the ballot, and another round of the run-off will be held.
- (g) The run-off process will continue until one (1) candidate receives the most votes, and that person will be declared elected.
- (h) If the final two (2) or more candidates for the same Association Office receive the same number of votes after the final run-off, and if it is necessary for determining which candidate(s) is/are elected, the sitting President will cast a number of ballots equal to the number of available positions. These ballots are to be placed in a sealed envelope which is only to be opened by the appointed vote counters for the purpose of determining the successful candidate(s).

How Successful Candidates are Announced

- 4.05 Following the conclusion of the election process, the Executive Director will provide the President with the names of the successful candidates for each Director position on the Association Board, and the President to announce to names of the successful candidates to the Membership.

Destruction of Ballots

- 4.06 Following the conclusion of the Election of Directors, the meeting Chair will request a motion to destroy the ballots from the election.
- (a) The Executive Director will ensure that the ballots are kept secure until they are destroyed.

Term of Office for Voting Directors

- 4.07 All voting Directors shall be elected for a maximum term of three (3) years.
- 4.08 Voting Directors shall be eligible for re-election at the expiry of their term up to a maximum of three consecutive terms.
- (a) If there is not a sufficient number of Voting Members who are willing to be nominated for vacant positions on the Board, the Voting Members who hold the same of membership as the vacancy is intended to fill may vote to reappoint the retiring Board Member to serve an additional term even though their term will have expired as of the election.
 - (b) Voting Directors who have retired from the Board due to the expiry of their terms will be eligible for election again after one year away from the Board so long as they remain a Member in Good Standing.
- 4.09 The expiration of the terms of the voting Directors shall be staggered such that three (3) voting Directors shall be elected each year.

- 4.10 Directors are not entitled to receive any remuneration from the Association for acting in the capacity of Director.

Compliance with Director Code of Conduct

- 4.11 Every Director shall comply with, and be bound by, the Director Code of Conduct

Resignation or Removal from the Board

- 4.12 A Director may resign from the Board by giving written notice to the Secretary. Such resignations are deemed to be immediate.
- 4.13 A Director shall immediately cease to be a Director in the event that the Member, for whom the Director is a representative, ceases, for any reason, to be Member of the Association.
- 4.14 If a Director, other than the Past President, misses three (3) consecutive meetings of the Board without an excuse deemed valid by the Board, the Director may be removed from the Board at the sole discretion of the remaining Directors.
- 4.15 A Director may be also removed from the Board if the Director is found by the Board to be in contravention of the Director Code of Conduct;

Effect of Member Changes on Composition of Directors

- 4.16 In the event that a Director representing a Producer Member changes employers, but remains employed by any Producer Member in good standing, that Director shall remain on the Board for the duration of term to which the Director was originally elected.
- (a) If the Director's inclusion on the Board would then exceed the maximum of three (3) Members from the same Producer Member, that Director must resign.
 - (b) The Board may appoint a Director from another Producer Member to fill that vacated Board seat for the remainder of the term to which the Director was originally elected.
- 4.17 In the event that a Director representing an Affiliate Member changes employers, but remains employed by any Affiliate Member in good standing, that Director shall remain on the Board for the duration of the three to which the Director was originally elected.
- 4.18 In the event that a Director representing an Associate Member changes employers, but remains employed by any Associate Member in good standing, that Director shall remain on the Board for the duration of the term to which the Director was originally elected.
- 4.19 In the Event that a Director changes employers and the Member is of a different classification than the one the Director was originally elected to represent, the Director's seat is declared vacant and a Replacement Director may be appointed by the Board as outlined in section 4.20.

Replacement Directors

- 4.20 Any vacancy on the Board occurring during a term may be filled by the Board, choosing from the Membership for the remainder of the current year. Said Member must stand for election at the next General Meeting of the Association for the completion of the current term.

Management of the Association by the Board

- 4.21 The Board will manage and direct the affairs of the Association in the name of and on behalf of the Association.
- 4.22 The Board shall have full authority to transact all business of the Association as the Board deems appropriate.
- 4.23 Without limiting the generality of the foregoing, the Board shall have the right and full authority to enter into any agreements for the provision of services to the Association or otherwise, that may be necessary or desirable to achieve the objects of the Association.
- 4.24 Without limiting the generality of the foregoing, and in addition to the other duties of the Board specified in these Bylaws, the Board shall:
- (a) establish the procedure to be followed in processing applications to become a Member of the Association;
 - (b) establish, levy, and enforce the payment of, any fees and annual assessments to be paid by Members;
 - (c) approve Member and Director Codes of Conduct and oversee its enforcement in accordance with these bylaws; and
 - (d) determine recommendations for Honourary Members.
- 4.25 The Board may enact and enforce policies regarding the direction and management and operation of the Association, and such policies shall be consistent with these Bylaws.
- 4.26 Without limiting the generality of the foregoing, the Board may make policies:
- (a) respecting the carrying out of the Association's duties and powers;
 - (b) respecting the calling of meetings pertaining to carrying out the Association's duties and powers and the conduct of business at those meetings;
 - (c) respecting the appointment, removal, functions, powers, duties, remuneration and benefits of employees and agents of the Association ; and
 - (d) delegating to qualified officers, employees or agents or a committee of the Association, to carry out the Association's duties and powers, except the power to make policies under this article.

Committees

- 4.27 The Board may appoint from time to time such committees that the Board may

consider necessary to carry out the objectives of the Association and establish terms of reference for any such committees.

- 4.28 All committees shall report directly to the Board.
- 4.29 No committee shall represent the Association in any matter relating to or concerning the Association unless it has been expressly authorized to do so by the Board.
- 4.30 The Chair of the Board, in consultation with the Board and the executive director, shall decide upon the size and composition of each committee.
- 4.31 Subject as hereafter provided, only representatives of Members in Good Standing with the Association, may be a member of a committee in any capacity. It is specifically anticipated, however, that there may be circumstances where it will be necessary or desirable to allow other individuals to be a participant of a committee. The executive director of the Association shall approve and monitor such exceptions subject to the overall authority of the Board.

Indemnification of Directors

- 4.32 The Association hereby indemnifies and saves each and every present and former Director (each an "Indemnified Party" and collectively, the "Indemnified Parties") and each of their respective heirs and legal representatives, harmless from and against all amounts, losses, costs, charges, damages, and expenses of whatsoever nature or kind that become payable, including an amount paid to settle an action or satisfy a judgment, and including legal costs (on a solicitor and his own client basis) that are reasonably incurred by an Indemnified Party in respect of any civil, criminal or administrative action or proceeding to which the Indemnified Party is made a party by reason of or arising out of or in any way incidental to the Indemnified Party holding or having held such position with the Association, PROVIDED THAT the Indemnified Party:
 - (a) acted honestly and in good faith with a view to the best interests of the Association;
 - (b) acted with the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances; and
 - (c) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the Indemnified Party had reasonable grounds for believing their conduct was lawful.
- 4.33 Nothing herein shall relieve an Indemnified Party from the duty to act in accordance with these Bylaws or the provisions of the Act and the regulations thereunder or from liability for any breach thereof.

ARTICLE 5 - BOARD MEETINGS

Board Meetings

- 5.01 Meetings of the Board shall be called by the President, either Vice President, Secretary or Treasurer of the Association given, at least, 24 hours notice in writing sent by electronic means, or by telephone to each Director, unless all Directors are present or agree to waive notice of the meeting.
- 5.02 The Board shall meet as often as the affairs of the Association require provided that the Board shall meet not less frequently than four (4) times per calendar year.
- 5.03 Meetings of the Board may be held anywhere authorized by the Board.
- 5.04 Meetings of the Board may be conducted in person or, if agreed to by the Board, by means of electronic or other communication facilities as permits all persons participating in the meeting to hear each other. A person participating in such a meeting by such means is deemed to be present at the meeting.
- 5.05 Notwithstanding anything to the contrary in these Bylaws, a resolution in writing signed by all the Directors shall be valid and effectual as if it had been passed at a meeting duly called and constituted.
- 5.06 Voting by proxy shall only be utilized in accordance with the policies of the Association and with the prior approval of the Board.

Quorum at Board Meetings

- 5.07 At least one more than half of voting Directors holding office at the time constitutes a quorum at a meeting of the Board.

Decision Making

- 5.08 Each Director, excluding the Past President and the Director from the Cement Association of Canada, has one (1) vote on matters considered by the Board.
- 5.09 Most votes will be made by a show of hands or electronic vote. Sensitive matters, as determined by the President, may be voted on by secret ballot.
 - (a) The process by which the secret ballot process is conducted shall be at the discretion of the President.
- 5.10 Each Director present at a meeting and eligible to vote shall vote on all motions, subject to the requirements of law, the Bylaws and policies of the Association.
- 5.11 If the majority of Directors support the motion, the motion is carried.
- 5.12 If, once all eligible Directors have cast their votes, there is an equal number of votes in favour and opposed, the motion is considered defeated.

ARTICLE 6 - OFFICERS

Officers

- 6.01 At the first Board meeting following the AGM, the Board shall elect a President from among the voting Directors to hold office for a one (1) year term. In the event that no nominations are received for the position of President, upon expiry of the previous President's term, the First Vice-President, who served concurrently with the previous President, shall assume the office of President for a one (1) year term.
- 6.02 The Board shall elect a First Vice-President from among the Directors to hold office for a one (1) year term.
- 6.03 The Board shall elect a Second Vice-President from among the Directors to hold office for a one (1) year term.
- 6.04 The Board shall elect a Secretary and Treasurer from among themselves to hold office for a one (1) year term. The position of Secretary and the position of Treasurer may be held concurrently by one Director.
- 6.05 The immediate previous President shall become Past President upon expiry of his/her term as President for a one (1) year term unless the President is re-elected to a second term, in which case, the Past President will also serve another term.
- 6.06 These officers of the Board, and the executive director of the Association who shall serve as an ex officio member of the Executive without a vote on the Board or otherwise, shall constitute the Executive of the Board although shall not be considered an Executive Committee, or have any specific powers or duties collectively, unless otherwise resolved by the Board or provided in these Bylaws. They shall discharge the specific functions of their office described in these Bylaws and any other duties assigned to them individually or, if ever applicable, collectively by the Board and in such capacities represent and carry out the business of the Board or delegate it to others competent to do so.
- 6.07 Officers are not entitled to receive any remuneration from the Association for acting in the capacity as an Officer.

Vacancy of Office

- 6.08 Any vacancy in the offices of the Association, occurring for any reason, may be filled by the remaining Directors until the subsequent Annual General Meeting.

Changes to Functions of Officers

- 6.09 The Board may establish other offices, or change the titles, powers, duties and functions assigned to each office.
- 6.10 The Board may reassign all or some of the functions of the Officers, including all or some of the functions of the President, Vice-President, Secretary or Treasurer to another Director, employee of the Association, or other person designated by the Board.

- 6.11 The Board may remove an office from a Director or remove all or part of the functions of the office, based on the outcome of a Director Code of Conduct review process.

ARTICLE 7 - DUTIES OF OFFICERS

President

- 7.01 The President shall be the Chairperson of the Board and:
- (a) preside at all Members meetings and Board meetings;
 - (b) is an ex-officio, non-voting, member on all committees of the Members or committees of the Board;
 - (c) shall present a report of the activities of the Board to the Members at the Annual General Meeting;
 - (d) may, with the approval of the Board, delegate powers and duties as necessary; and
 - (e) is responsible for such other matters as the Board may determine.

Past President

- 7.02 The Past President shall be an active Director, with the right to vote at Members' meetings if named as a representative, but without the right to vote at Board Meetings, and is responsible for such matters as the Board may determine.

Vice-Presidents

- 7.03 The First Vice-President shall have all the powers and duties of the President in the event that the President is absent, in a conflict of interest, or otherwise unable or unwilling to exercise such powers and perform such duties.
- 7.04 The Second Vice-President shall have all the powers and duties of the President in the event that the President and the First Vice-President is absent, in a conflict of interest, or otherwise unable or unwilling to exercise such powers and perform such duties.
- 7.05 Both Vice-Presidents shall also have such powers and duties as the Board may determine.

Treasurer

- 7.06 The Treasurer is responsible for:
- (a) the receipt of all monies paid to the Association;
 - (b) opening and operating accounts, and for the deposit of funds in any financial institution of which the Board approves;
 - (c) accounting for the real and personal property of the Association and the preparation and custody of such financial records as are necessary;
 - (d) presenting a financial statement to the Board as required;
 - (e) presenting a financial statement at the Annual General Meeting or Special Meeting at which a financial statement is required;

- (f) ensuring the preparation of the budget for presentation at the Annual General Meeting for approval; and
 - (g) such other matters as the Board may determine.
- 7.07 The Treasurer, with the approval of the Board, may delegate the duties of the office as required.

Secretary

- 7.08 The Secretary is responsible for:
- (a) ensuring proceedings of all Meetings of the Association and the Board are accurately recorded, and for the preparation and custody of the minutes of those meetings;
 - (b) ensuring that a current and accurate record of all of the Members of the Association and their addresses is maintained;
 - (c) the custody of the seal of the Association and the book and records of the Association, except financial records;
 - (d) ensuring that notice is given for all meetings of the Association and the Board in accordance with the Bylaws; and
 - (e) all such other matters as the Board may determine.
- 7.09 The Secretary, with the approval of the Board, may delegate the duties of the office as required.

Executive Director

- 7.10 The executive director of the Association, duly appointed by the Board and using whatever title the Board directs, shall be responsible for implementing the policies of the Board and attending to the general day-to-day management and control of the business affairs of the Association.

The executive director shall be the sole employee of the Board.

The executive director shall also have the following specifically enumerated powers and responsibilities:

- (a) to identify and provide information on issues and opportunities that may be relevant to the Board;
- (b) to, subject to any limitations imposed by the Board, have custody of the seal of the Association and full signing authority for all papers, instruments and documents on behalf of the Association excepting financial matters as per Article 8, which powers may be exercised by any two (2) officers of the Board in the absence of the Executive Director or delegated for the purpose of certifying documents issued by the Association;
- (c) to be an ex officio member without a vote on all standing committees, advisory

groups, task forces and other committees of the Association;

- (d) to maintain the books of account of the Association, conduct and record its correspondence, preserve all official documents and record all minutes of meetings of the Association, the Board, standing committees and any advisory groups, task forces or other committees of the Association that the Board determines that the Association should be directly responsible for maintaining records of the meetings of;
- (e) to exercise such other powers and be responsible for assuming such other duties as are assigned to him or her by or on behalf of the Board or as are reserved for this office in accordance with the policies and procedures of the Association that are consistent with the Act and these By-Laws.

ARTICLE 8 - FINANCIAL MATTERS

- 8.01 The annual budget of the Association, and any amendments to it, shall be approved annually by the Board in accordance with Association policies, and then ratified by the Members at the Annual General Meeting.
- 8.02 The Board shall designate the signing authority on the bank accounts of the Association.
- (a) at least two signatures from Directors with signing authority shall be required to authorize any payments;
 - (b) the Association through its Directors is empowered to utilize electronic signature as the legal equivalent to its written, signed instructions; and
 - (c) the Directors may transact electronically, and may create policies and procedures to ensure the exercise of careful due diligence.
- 8.03 The Board will establish, review, and approve membership fees and other assessments to Members on an annual basis.
- 8.04 All funds received by the Association from fees or assessments shall be:
- (a) deposited into an account maintained in the name of the Association, to be used or invested as deemed advisable by the Board, in its sole discretion, and
 - (b) properly recorded and accounted for, and for which receipts are to be provided on request.
- 8.05 The Board may raise or acquire revenue by any other lawful means it considers appropriate.

Borrowing Powers

- 8.06 For the purpose of carrying out the objects of the Association, the Board may borrow or raise or secure the payment of money on behalf of the Association in such a manner as is advised by the Board and ratified by at least 75% of Members eligible to vote at a Members' meeting.
- 8.07 In accordance with the Act, no debentures may be issued without the sanction of a Special Resolution of the Members.
- 8.08 The Board may authorize the Executive Director to procure and use a credit card from the Association's financial institution for small purchases in accordance with the Association's finance policies.

No Profit for Members

- 8.09 The operation of the Association shall be carried on without the purpose of gain for its Members, and any accretions to the Association shall be used to promote the objects of the Association.
- 8.10 The Association is a not-for-profit organization.

Financial Year

- 8.11 The financial year of the Association in each year shall be January 1st to December 31st of the same year.

Financial Accountability

- 8.12 The financial records of the Association shall be audited at least once each financial year by an independent duly qualified chartered professional accountant (the Auditor) appointed by the Treasurer and ratified by the Members at the Annual General Meeting.
- 8.13 The audit shall be conducted at least to a 'notice to reader' standard as directed by the Board.
- 8.14 The Auditor's report shall be presented at the Annual General Meeting or, if it is not then available, made available to the Directors and Members as soon as it is available.
- 8.15 The Board shall consider any recommendations made by the Auditor and implement recommendations that are required by law or which, in the Board's opinion, provide additional prudent oversight of the Association's finances.

ARTICLE 9 - ANNUAL REPORT

- 9.01 The Association shall prepare, and make available to Members at the AGM, an annual report for each financial year of the Association. The Annual Report will include:
- (a) a list of Members, Directors and Officers of the Association;
 - (b) a report on the articles, objects, purposes and Bylaws of the Association and any amendments made to them;
 - (c) a report on the activities of the Association;
 - (d) the audited financial statement of the Association; and
 - (e) any other information or data deemed, by the Board, to be of interest to the Membership.

ARTICLE 10 - INSPECTION OF ASSOCIATION RECORDS

- 10.01 The books and records of the Association may be inspected by any Member at the Annual General Meeting or at any other time upon giving reasonable notice and arranging a time satisfactory to the Officer or Officers have charge or custody of such books and records.
- 10.02 Costs associated with providing copies of the books and records that can be legally provided to the Member within the requirements of the Act or these Bylaws, will be borne by the Member who is requesting them.

ARTICLE 11 - AMENDMENTS TO BYLAWS

- 11.01 The bylaws of the Association shall not be rescinded, added to or otherwise amended except by Special Resolution of the Members.
- 11.02 No rescission, addition, or other amendment to the bylaws of the Association has effect until same has been duly registered in accordance with the Act.

ARTICLE 12 - WINDING UP OF ASSOCIATION

- 12.01 The Association may not be voluntarily wound up except by Special Resolution at the Annual General Meeting or a Special Meeting called expressly for this purpose.
- 12.02 Subject to the Act, upon or in contemplation of the winding up of the Association, the Directors shall, to the extent allowed by law, after the payments of debts owed by the Association (which debts shall include the *pro rata* repayment of all Members' fees and assessments paid within the financial year of winding up to Members in good standing), transfer any remaining assets to non-profit organizations having similar objects to the Association.

ARTICLE 13 - HEAD OFFICE, SEAL AND EMBLEM

Head Office

- 13.01 The head office of the Association shall be located at such place within the Province of Alberta as the Board may determine.

Seal

- 13.02 The seal of the Association shall be kept in the custody of the registered office of the Association and shall only be affixed to documents signed on behalf of the Association that the Board authorizes and in the presence of such Officers as the Board may prescribe.

Emblem

- 13.03 Any Member in good standing may use the emblem of the Association at the sole discretion of the Board.