

Alberta Lake Management Society

February 2022

Bylaws

Name:

The name of the organization shall be the “Alberta Lake Management Society” (herein, the Society), and the acronym shall be ALMS. ALMS is a non-profit organization organized and existing under the laws of the Province of Alberta.

1. Membership

The membership of the Society shall consist of and be open to all individuals, institutions, corporations, and organizations whose interests are consistent with the objectives of the Society. The sole requirement for membership in the Society shall be an unselfish interest in the purpose and objectives of the Society.

1.1 Individual Member – Any adult person 18 years of age or older may become an Individual Member of the Society upon application to the Society. Each Individual Member shall be entitled to one vote on each question arising at any special or general meeting of the members.

1.2 Association Member – Subject to the approval of the Board of Directors, any corporate or non-profit organization, association, or municipality, is eligible for an Association Membership upon application to the Society. Associations shall be entitled to one vote at any special or general meeting of the members.

1.3 Honorary Member – Any person, who in the opinion of the Board, has rendered meritorious service to the Society. The length of the Honorary Membership shall be a lifetime membership. Each Honorary Member shall be entitled to one vote on each question arising at any special or general meeting of the Members.

1.4 Member in Good Standing – A Member in Good Standing is a Member who has not been expelled from membership by a 3/4 majority decision of the Board of Directors. Each Member in Good Standing shall be entitled to one vote on each question arising at any special or general meeting of the members.

1.5 Withdrawal from the Society – Any Member wishing to withdraw from membership may do so by notifying the Executive Director in writing. All electronic communications will contain the option and mechanism to unsubscribe from future communications.

1.6 Revocation of Membership – Any Member may be expelled from membership for reasonable cause.

1.7 A Member has the right to:

- receive notices of the meetings of the Society,
- attend general meetings of the Society,
- express concerns in writing to the Board,

- stand for election to the Board, and
- one vote at a meeting of the Society.

1.8 A member has the responsibility to:

- act in accordance with the vision, mission, values, and bylaws of the Society,
- support the vision, mission, and values of the Society within their communities, and
- work actively with other members of the Society to implement work, projects, and other programs of the Society.

1.9 A membership shall be valid for one year from October 1 – September 30. For a member to be eligible to vote at an annual general meeting, or to be nominated to the Board, they must have renewed their membership by October 1 of the same year.

2 Board of Directors

2.1 Board of Directors, or Board, shall mean the Board of Directors of the Society.

2.2 The Board of Directors shall be responsible for all business of ALMS and shall determine matters of policy. The Board may also make rules and regulations governing the establishment and operation of affiliated units (ex. committees) of ALMS.

2.3 The Board of Directors shall hold no fewer than four (4) meetings annually, and shall meet at the call of the Chair or Vice-Chair. The agenda of business to be transacted shall accompany each notice of a Board meeting. Members of the Board unable to attend the meeting may transmit in writing their views on the matters to be taken up at the meeting and such views shall be given due consideration by the Board.

2.4 A quorum shall be one-half of the Directors plus one. In the absence of a quorum at a duly called meeting, a lesser number may adjourn the meeting.

2.5 The Directors and Officers shall receive no remuneration from ALMS for acting as such except for repayment of reasonable expenses incurred by them in the normal course of their duties.

2.6 The Society may provide financial assistance to Directors and Officers on the Board to defray expenses incurred by them in attending meetings of the Board. Allowances for expenses shall be determined by a majority vote of the Board.

2.7 The Board of the Society shall consist of a minimum of six (6) and a maximum of fifteen (15) Members in Good Standing. The members shall be chosen, insofar as possible, to represent the varied interests and areas of expertise and competency that are of concern to ALMS. If seats are reserved for identified associations with close affiliation to the Society's vision and objectives, those associations shall be eligible to appoint new Members when their seat is vacant.

- 2.8 In the event that less than six (6) Directors remain on the Board, the vacancy may be filled from among the Members in Good Standing by a majority vote of the Board until the next annual general meeting.
- 2.9 The appointment of Directors shall take place at the annual general meeting. A person elected to the Board of Directors must consent to the appointment and commit to a two-year term of office.
- 2.10 Board members may serve a maximum of four consecutive two-year terms followed by at least a one-year absence (unless no replacement is available).
- 2.11 All retiring Members from the Board shall be eligible for re-election within the allowable maximum term limits.
- 2.12 The Board shall, in advance of each annual general meeting, appoint a Nominating Committee, whose function it shall be to prepare, in advance of the annual general meeting, a list of names of Members in Good Standing that are willing to serve as members of the Board. The Nominating Committee shall review and vet candidates for nomination to the Board.
- 2.13 All nominations must be received by ALMS not later than thirty (30) days prior to the annual general meeting. Subject to the discretion of the Board, no nominations will be accepted after such date.
- 2.14 Approved candidates will be presented to the membership via a motion at the annual general meeting. Members will vote to approve the slate of nominated Directors.
- 2.15 An election would occur in the event that the Nominating Committee presents more approved candidates than there are seats on the Board.
- 2.16 Any member of the Board may resign from office by notice in writing addressed to the Chair of the Society.
- 2.17 The Board of Directors may ask a Director or Officer to step down from their position if that person has missed three (3) consecutive board meetings. Or, for any cause that the Board may deem reasonable, any Director or Officer, upon a majority vote of all Directors, may be removed from office.
- 2.18 Decisions and recommendations will be made by consensus. However, in the event that consensus cannot be reached, decisions will be made by a majority vote, provided quorum is present. A declaration of the Chairperson that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as proof of a resolution passing or being defeated.
- 2.19 A Director may, with approval of the Board, take a leave of absence of up to one year. To maintain the staggered terms of office of the Directors, said leave will be charged against the member's term of office.
- 2.20 The Board of Directors may choose to hire an Executive Director or other persons to carry out the assigned duties of the Society. The Executive Director does not vote at any Society meetings.
- 2.21 The Board shall set up standing and temporary committees that they deem necessary to adequately serve the needs of the Society. Each standing or temporary committee shall consist of a Chairperson to be named by the Board and committee members recruited by the Chairperson. A temporary

committee shall exist only so long as it serves a current, useful purpose. The Board may dissolve a temporary committee if in the Board's opinion it no longer serves a current, useful purpose.

3 Executive Committee

3.1 There shall be an Executive Committee that shall consist of a Chair, Vice-Chair, Secretary, and Treasurer. Action taken by the Executive Committee will be reported no later than the next scheduled meeting of the Board of Directors. The Executive Committee shall have and may exercise, when the Board is not in session, all the powers of the Board that may be lawfully delegated. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business by such committee.

3.2 At the first meeting of the Directors following the annual general meeting, the Board shall elect from among its members a Chair, Vice-Chair, Secretary, and Treasurer.

3.3 A Chair may be immediately removed due to reasonable cause from office by a special motion made at a Board meeting in which at least 75% of the directors are present and vote on a motion. The motion shall require a 75% majority vote to be passed. The Chair shall be informed in writing of the intent to put forward such a motion at least seven (7) days prior to the Board meeting date.

3.4 Any officer may resign from office upon providing written notice to the Board through the Secretary and the Board may elect a Member of the Board to serve in the place of the resigning officer.

4 Duties of Directors and Officers

4.1 The Chair shall be responsible for:

- providing leadership to the Board of Directors,
- ensuring the Board adheres to its bylaws, policies, and code of conduct governing conflicts of interest,
- chairing meetings of the Board,
- chairing the annual general meeting,
- encouraging Board members roles in strategic planning and their participation in meetings and activities,
- initiating the development of Board governance policies,
- chairing meetings of the Executive Committee,
- orienting new Board members to the Board,
- recognizing Board member contributions to Board work,
- promoting ALMS' purpose in the community and to the media, and
- preparing a report for the annual general meeting.

4.2 The Vice Chair shall be responsible for:

- in the absence of the Chair, presiding over any meeting or other business,
- in the event of resignation or inability of the Chair to serve out their term, the Vice Chair will be appointed to Chair, assuming the office early, and completing the partial term as a Chair, and
- reviewing the annual report for the membership.

4.3 The Secretary shall be responsible for:

- recording the minutes of the meetings of the Society,
- maintaining records of minutes of the meetings of the Society, and
- maintaining charge of the Seal of the Society which whenever used shall be authenticated by the signature of the Secretary.

4.4 The Treasurer shall be responsible for:

- chairing the finance committee if such is created,
- reviewing the annual draft budget and work plans to address issues relating to ALMS' financial management,
- meeting annually with the auditor to review audited financial statements,
- reviewing submissions of annual Canada Revenue Agency charitable returns, and
- reviewing grant applications and relevant budgets when required.

4.5 All Directors shall be responsible for:

- setting the direction of the Society,
- establishing policy of the Society,
- overseeing the activities of the Society,
- preparing material for presentations at Board meetings as required, and
- attending all Board meetings including the annual general meeting.

4.6 Cheques will be signed by any two members of the Executive Committee and/or the Executive Director.

5 Financial Affairs:

5.1 The power to borrow shall be exercised only under the authority of the Board of Directors.

5.2 The affairs of the Society shall be managed by the Board of Directors. The Directors shall see that all necessary books and records of the Society required by the bylaws or by any other statute or law are regularly and properly kept.

5.3 Unless otherwise ordered by the Board of Directors, the fiscal year shall terminate on the 31st of March in each year.

6 Inspection and Confirmation of Records

6.1 The books, accounts, and records of the Society shall be audited at least once each year by a duly qualified accountant or by two members of the Society elected for that purpose at the Annual Meeting. The results of the audit shall be presented at the next Annual General Meeting. The books and records of the Society may be inspected by any member of the Society at the Society's office given reasonable notice and arranging a time satisfactory to the officer or officers having charge of the same. Each member of the Board shall at all times have access to such books and records.

7 Meetings of the Society:

7.1 The Annual General Meeting of the Society shall be held no later than 8 months following the end of each fiscal year and notice thereof shall be given electronically at least thirty (30) days prior to the date of the meeting. Each Member in Good Standing shall have one (1) vote.

7.2 At every Annual General Meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statement, the auditor's report, and the minutes of the previous meeting shall be presented.

7.3 A Special Meeting shall be called on the written request of not less than ten (10) Members in Good Standing. Notice of the Special Meeting shall be sent electronically within ten (10) days of the receipt of the request and the meeting shall be held not later than twenty (20) days after notice of the Special Meeting has been sent to all Members in Good Standing. The notice shall state the business to be transacted and no other business may be transacted at the Special Meeting.

7.4 At all meetings of the members, decisions will be made by consensus. Where consensus means unanimous consent of all Members in attendance at a duly called and constituted meeting. However, in the event that consensus cannot be reached, decisions will be made by majority vote, provided quorum is present. Every member shall have one vote and a declaration by the Chairperson that a resolution has been carried or not carried will be recorded. Voting shall be either by a show of hands or, in the case of a virtual meeting, via a digital poll. Entry in the minutes shall reflect the consensus decision or the proportion of the votes accorded in favour or against such resolution.

7.5 Sixteen (16) Members in Good Standing, of which four (4) cannot be Board Members, shall constitute a quorum for any annual general meeting or Special Meeting of the Society.

8 Amendments to the Bylaws of the Society

8.1 The text of the proposed amendments or additions to the bylaws shall be sent to all Members in Good Standing not less than twenty-one (21) days prior to the meeting at which the proposals are to be brought forward. Formal acceptance of any proposed amendments can only be made by motion and by a majority vote in favour of the amendments. The necessary motions for the proposed amendments must be included in the agenda for the meeting.

8.2 In the future the bylaws can only be changed by a special resolution of the members. "Special Resolution" is defined in Section 1(d) of the Societies Act.

8.3 The motion(s) for the amendments passed by the majority of the Members in Good Standing at a general or special meeting must then be forwarded to the Registrar for Societies under the Societies Act of Alberta.

8.4 The Board will strive to review the bylaws on a regular basis.

9 Liabilities

9.1 Each Director or Officer holds office with protection from the Society. The Society indemnifies each Director or Officer against all costs or charges that result from any act done in his/her role for the Society. The Society does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.

9.2 No Director or Officer is liable for the acts of any other Director Officer or Employee.

9.3 No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Society.

9.4 No Director or Officer is liable for any loss due to an oversight or error in judgment, or by an act in his/her role for the Society, unless the act is fraudulent, dishonest or in bad faith.

9.5 Directors or Officers can rely on the accuracy of any statement or report prepared by the Society's Auditor.

9.6 Directors are not held liable for any loss or damage as a result of acting on a statement or report.

10 Dissolution

10.1 The Society may be dissolved only by a Special Resolution of the members.

10.2 Upon dissolution of the Society, and after payment of all debts and liabilities, the remaining assets of the Society shall be disposed of or distributed to one or more of the following categories of recipients as the Board of Directors shall determine:

- A registered charity or qualified done as listed in the Income Tax Act having similar objectives of the Society; or,
- A new organization formed by the merger of ALMS with another Society (the newly formed organization must be a registered charity or qualified done as listed in the Income Tax Act).

10.3 The Society shall further act on the advice and instruction provided by the Registrar for Societies in Alberta regarding the dissolution of the Society including, but not limited to, providing a Statutory Declaration confirming the distribution and disposition of assets, as well as forwarding a copy of the motion passed by the members to dissolve the Society to the Registrar for Societies of Alberta.