

ALBERTA CAPITAL AIRSHED SOCIETY

BYLAWS

LOCATION

The Airshed Boundaries are described as follows:

- East from Edmonton Along Hwy 16 to the eastern boundary of Strathcona County
- South along Strathcona County Line to Leduc County
- South along Leduc County Line to southern limit
- West along Leduc County Line to Hwy 795 (WCAS Boundary)
- North along Hwy 795 to intersection of Hwy 39
- Directly north of Hwy 39 to Hwy 627
- West along Hwy 627 to intersection of Hwy 777
- North to connect Hwy 777 and continued north to Northern Edge of Lac Ste. Anne County
- East along County Line to Sturgeon County
- East along Sturgeon County Line to northern extension of Edmonton 97th St. (Hwy 28) (FAP Boundary)
- South to Edmonton city limit
- Clockwise around city to Hwy 16

DEFINITIONS

1. In these bylaws, unless the context otherwise requires:
 - a. "Act" means the Societies Act R.S.A. 1980, Chapter S-18 as amended or any statute substituted for it;
 - b. "Society" means the Alberta Capital Airshed Association Society;
 - c. "Member" means any individual person accepted as a member, or any organization accepted as a member in accordance with paragraphs 1 through 11 inclusive;
 - d. "Board of Directors" or "Board" means the Board of Directors elected or appointed from time to time by the Members of the Society, as described in paragraphs 12 to 19 inclusive and paragraph 39;
 - e. "Executive Committee" or "Executive" means the Officers of the Society, as described in paragraph 18;
 - f. "Consensus" means unanimous consent in a quorum. One or more directors voting against a motion will be required to prevent a consensus decision. An abstention by a director shall not prevent a consensus decision. Consensus will be achieved following the principles described within Beyond Consultation: Making Consensus Decisions (Clean Air Strategic Alliance, 2005);
 - g. "Quorum" means attendance of two-thirds of the Members entitled to be present at a meeting, as described in paragraph 29 and paragraph 42.

MEMBERSHIP

1. **MEMBERSHIP FEES.** All Members will pay a membership fee. Membership fee in the Society shall be fixed, from time to time, by the Members at a general meeting.
2. **INDIVIDUAL MEMBERS.** Subject to section 11 and the consensus agreement of the Board, any person whose principal residence is within the airshed boundaries becomes a member upon payment of the applicable membership fee.
3. **INDUSTRY MEMBERS.** Subject to section 11 and the consensus agreement of the Board, any firm, person, corporation or association having an economic stake, interest in or other stake in air quality within the airshed boundaries, may become a Member upon payment of the applicable membership fee.
4. **NON-GOVERNMENT ORGANIZATION MEMBERS.** Subject to section 11 and the consensus agreement of the Board, any firm, person, corporation or association which is a non-governmental organization who has as its primary objective the preservation or conservation of the environment, or the relationship between human health and air quality, or represents interests likely to be directly affected by air quality initiatives, or any other organization accepted by the Board, becomes a member upon payment of the applicable membership fee.
5. **GOVERNMENT MEMBERS.** Subject to section 11 and the consensus agreement of the Board, any Federal, Provincial, Municipal or Aboriginal Government, government department, government agency or Regional Health Authority having an economic stake, interest in, or responsibility for human health and/or air quality, or representing interests likely to be directly affected or responsible for air quality initiatives within the airshed boundaries becomes a member upon payment of the applicable membership fee.
6. **MEMBER GROUP.** Upon acceptance of a Member, the Board shall designate which Member Group (Industry, non-Government Organization or Government) the Member shall be included in, if applicable. Individual Members need not be designated a Member Group. Members without designation will not be counted to determine quorum.
7. Members are responsible for behaving in accordance with the bylaws, in accordance with the society's principles and values ("ACAA Business Plan 2009-2011", ACAA, 2008), and in pursuit of the objectives of the society. Members have the right to attend and participate in meetings of the society, and to run in elections to the positions of Officers or Directors.
8. **REPRESENTATIVES.** Each Member shall appoint one (1) individual person to act as its representative at all meetings of the Members. Each Member shall notify the Secretary of the Society in writing of the name, address, telephone number and occupation of the representative. Each Member has the option to appoint one (1) individual person to act as its alternate representative at any meeting the representative cannot attend. Each Member shall notify the Secretary of the Society in writing of the name, address, telephone number and occupation of the alternate representative.

9. A membership may be purchased at any time, but all memberships expire on December 31.
10. Any Member wishing to withdraw from membership may do so upon a notice in writing to the Board through its Secretary. If any Member is in arrears for fees or assessments for any year, such member shall be automatically suspended at the expiration of six months from the end of such year (June 1) and shall thereafter be entitled to no membership privileges or powers in the society until reinstated.
11. Any Member may be expelled from membership by a two-thirds (2/3rd) vote of the Board of Directors, for any reason deemed, by the Board, to be injurious to the objects of the Society or for failing to contribute to the objectives of the Society, at a board meeting that has been preceded by four (4) weeks notice of intent to expel the Member. If the motion does not pass, the procedure will not be renewed in respect of said member during the balance of the membership year. Expulsion will not be the first line of recourse to address issues of concern.

BOARD OF DIRECTORS

12. The Board shall, subject to the bylaws or directions given in a consensus decision at any meeting properly called and constituted, have full control and management of the affairs of the society.
13. MEETINGS OF THE BOARD. The Board shall meet as often as may be required, but at least once every three months. Meetings of the Board shall be called by 10 days notice in e-mail or writing mailed to each Director or by three days notice by telephone. A special meeting may be called on the instructions of any two Directors provided they request the President in writing to call such meeting, and state the business to be brought before the meeting. Two thirds (2/3) of Directors shall constitute a quorum provided that at least one representative is present from each Member Group. Meetings shall be held without notice if a quorum of the Board is present, provided however, that any business transactions at such meeting shall be ratified at the next regularly called meeting of the Board; otherwise they shall be null and void.
14. A person appointed or elected a Director becomes a Director if they were present at the meeting when being appointed or elected, and did not refuse the appointment. They may also become a Director if they were not present at the meeting but consented in writing to act as Director before the appointment or election, or within ten days after the appointment or election, or if they acted as a Director pursuant to the appointment or election.
15. The term for Directors shall be two years. Members may sit as Directors for consecutive terms, with no limit.

16. Any Director may be removed, upon a majority vote of not less than 2/3 of Directors at a Board meeting, from office for any cause which the Society may deem reasonable.
17. Any vacancy occurring during the year may be filled at the next meeting, provided it is so stated in the notice calling such meeting and all Members are made aware of the vacancy 10 days prior to the meeting. Any Member in good standing shall be eligible to become a Director in the society.

OFFICERS

18. The officers of the society will consist of a president, vice-president, Secretary and Treasurer and such other officers as the Board of Directors may determine from time to time. Each officer shall also be a director. Officers will be elected at a Board meeting.
19. The Executive Committee, which consists of the Officers of the Society, will oversee the execution or implementation of decisions made by the Board.
20. The term for Officers shall be two years. Members may sit in Office for consecutive terms with no limit. No more than half the Officers should be replaced each year, and terms may be amended at the discretion of the Board.
21. Any Director may be removed from office, at a Board meeting upon majority vote of not less than 2/3 Directors, for any cause which the Society may deem reasonable.
22. Any vacancy occurring during the year may be filled at the next meeting, provided it is so stated in the notice calling such meeting. Any Director in good standing shall be eligible to become an Officer in the society. In the case of a vacancy occurring during the year, appointment or election to office may coincide with appointment or election to the Board.
23. **PRESIDENT.** The President shall have such duties as the Board may specify and delegate. He/she shall, when present, preside at all meetings of the Board, General and Special Meetings. During the absence or inability of the President, his/her duties and powers shall be exercised by the Vice-President. In the absence of both, a chairperson may be elected at the meeting to preside.
24. **VICE PRESIDENT.** The Vice-president shall have such duties as the Board may specify and delegate. During the absence or inability of the President, his/her duties and powers shall be exercised by the Vice-President.
25. **SECRETARY.** It shall be the duty of the secretary to attend all meetings of the Board, Special and General meetings, and to keep or cause to be kept accurate minutes of the same. The Secretary shall have charge of all the correspondence of the society and be under the direction of the President and the Board. The Secretary shall also keep a record of all the Members of the Society and their addresses, send all notices of the various meetings and membership invoices, as required. In case of the absence of the Secretary,

- his/her duties shall be discharged by such Director as may be appointed by the Board.
26. **TREASURER.** The Treasurer shall receive all monies paid to the society and be responsible for the deposit of same in whatever Bank, Trust Company, Credit Union or Treasury Branch the Board may order. He/she shall properly account for the funds of the society and keep such books as may be directed. He/she shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the Annual Meeting a statement duly audited of the financial position of the society and submit a copy of same to the Secretary for the records of the society. The Office of the Secretary and Treasurer may be filled by one person if any annual meeting for the election of officers shall so decide.
 27. **POWERS AND DUTIES OF OTHER OFFICERS.** The powers and duties of all other officers shall be such as the terms of their engagement call for or as the Board may specify and delegate.

DECISION MAKING

28. Any Member who has not withdrawn from membership nor has been suspended nor expelled shall have the right to participate in decision-making at any meeting of the Members of the Society as described in paragraphs 39, 40 and 41. Such contributions must be made in person and not by proxy or otherwise.
29. **QUORUM.** The quorum for the transaction of business at any meeting of the Board shall consist of two-thirds (2/3) of the Directors provided that at least one representative is present from each Member Group.
30. Decisions in respect to matters of policy, including without limitation those matters specified in the objects of the Society will be made by way of Consensus. Consensus will be achieved following the principles described within Beyond Consultation: Making Consensus Decisions (Clean Air Strategic Alliance, 2005).
31. Decisions in respect to administrative matters will be made by majority vote of not less than two-thirds (2/3rds) with quorum.

ADMINISTRATION

32. **EXECUTIVE DIRECTOR:** The Board of Directors may from time to time contract an Executive Director, who shall be an ex-officio member of the Board of Directors without voting or consensus decision making privileges. The Board of directors may delegate to the Executive Director full authority (subject to any restrictions contained in the Act or imposed from time to time by the Board) to manage and direct the business and affairs of the Society. The Executive Director shall at all reasonable times give to the Board of Directors all information the Board may require regarding the affairs of the Society.

AUDITING and FINANCIAL

33. The financial records of 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 by the Members. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the Annual Meeting of the society. The fiscal year of the society in each year shall be March 31st.
34. The books and records of the society may be inspected by any member of the society at the Annual General Meeting or at anytime upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same. Each Director shall at all times have access to such books and records.
35. The Board may pay such bills and invoices as may be presented to it from time to time to meet any ongoing financial commitments of the Society between general meetings without the prior approval of the Members.
36. Any two of the President, Treasurer, Vice-President or Secretary may sign on behalf of the society all contracts, cheques, and all other documents pertaining to the affairs of the society, providing that Board authorization has been obtained.
37. Unless authorized at any meeting and after notice for same shall have been given, no officer, director, or member of the association shall receive any remuneration for his/her services.
38. 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.

MEETINGS OF THE MEMBERS

39. ANNUAL GENERAL MEETING. The Society shall hold an annual meeting of the Members on or before May 31st in each year, of which notice in writing to the last known address or e-mail address of each member shall be delivered 28 days prior to the date of the meeting. At this meeting Directors shall be elected as necessary, and there shall be no fewer than seven and no more than twelve Directors. The Directors so elected shall form a Board. From the Board there shall be elected, by the Directors, President, Vice-President, Secretary, Treasurer, (or Secretary-Treasurer).
40. SPECIAL MEETINGS. A special meeting of the Members shall be called by the President or Secretary upon receipt of a petition signed by one-third (1/3) of the members in good standing, setting forth the reasons for calling such meeting, which shall be by letter to the last known address or email of each

- member, delivered in the mail and/or electronically eight days prior to the meeting.
41. GENERAL MEETINGS. General meetings of the society may be called at any time by the Secretary upon the instructions of the President or Board by notice in writing or via email to the last known address of each Member, delivered in the mail and/or electronically eight days prior to the date of such meeting
 42. QUORUM. The quorum for the transaction of business at any meeting of the Members shall consist of two-thirds (2/3) of the Members provided that at least one representative is present from each Member Group.

DISSOLUTION

43. In the event of dissolution of the society, any unspent monies will be returned to, or renegotiated with, the grantee.

BYLAWS

44. The Bylaws may be rescinded, altered or added to by a "Special Resolution" at any Meeting of the Members of the Society.
45. The amended bylaws take effect after approval of the special resolution and acceptance by the Corporate Registry of Alberta.