

**SOCIETY BYLAWS OF
Alberta Association of Police Governance
(the “Association”)**

OBJECTIVES

The objectives of the Association are:

- (a) to support excellence in community governance and oversight of police services;
- (b) to facilitate educational opportunities for members to acquire information and knowledge about their roles and responsibilities;
- (c) to provide forums for members to exchange information and communicate ideas concerning community governance and oversight of police services;
- (d) to serve as a catalyst for the formulation of common views of importance to the association membership;
- (e) to facilitate partnership between governmental and community bodies through communication, co-operation, co-ordination and collaboration;
- (f) to serve as an advocate by expressing and promoting unified views to the public, criminal justice authorities and other appropriate forums; and
- (g) to do all things and to carry out all actions and activities in furtherance of the objectives set forth above.

GENERAL

1. The Association is a non-profit organization incorporated under the provisions of the *Societies Act* (Alberta) (the “Act”). The following Bylaws are set out to govern the activities of the Association in meeting its obligations to its members.
2. In these Bylaws, unless the context otherwise requires, expressions defined in the *Act* or any Statutory amendment thereof in force as at the date of incorporation of the Association shall have the meanings so defined.
3. In these Bylaws, unless the context otherwise requires, words importing the singular shall include the plural and vice versa and words importing the masculine gender shall include the feminine gender and words importing persons shall include corporations.
4. The Association is constituted as, and shall be operated exclusively as, a non-profit Association and no part of the income which is otherwise available for the benefit of any member shall be distributed to members.
5. The Bylaws are made subject to the provisions of the *Act* as they apply to Associations with objectives other than the acquisition or gain and subject to the provisions of the *Income Tax Act* (Canada) as it applies to public charitable organizations. Any article inconsistent with any of these statutory provisions is void.

HEAD OFFICE

6. The registered head office of the Association shall be in the City of Calgary, in the Province of Alberta.

MEMBERSHIP

7. Full Membership

Membership in the Association shall consist of those bodies with community governance and oversight responsibility for a police service or part thereof, as established by the Alberta Police Act, R.S.A., c.P-17, as amended from time to time, including a Municipal Police Commission, a Regional Police Commission, a First Nations Police Commission and a Policing Committee, and who has paid the annual membership fee. Full membership in the Association allows voting privileges and the right to hold office.

7.1 Associate Membership

Organizations not able to meet the conditions set forth in Article 7 but whose membership may contribute to the objectives and goals of the Associations, may apply for associate membership and if granted, enjoy the privileges and responsibilities of membership except for the right to vote and hold office.

7.1.1 Organizations seeking associate membership in the Association must submit an application to the Board stating how it complies with the criteria set out above. The Board of Directors shall, by a two-thirds (2/3) majority approve or deny the application for associate membership.

7.2 Membership Fee(s)

Annual membership fee(s) as determined by the Board from time to time and recommended at the Annual General Meeting shall be payable by full and associate members.

7.3 Transferability

Membership is not transferable.

7.4 Resignations and Terminations

Any member may withdraw from the Association by delivering a letter of resignation and filing a copy of the same with the secretary of the Association 60 days prior to their resignation. Any member who voluntarily resigns while in good standing may be considered for readmission to membership.

7.4.1 The Association, by a vote of two-thirds (2/3) of the members present at any general meeting duly called, may terminate membership of any member for cause.

7.4.2 Any member required to resign from the Association shall not again be approved for membership, unless the Board is satisfied that the reason for which the resignation was required no longer exists.

BOARD OF DIRECTORS

8. General

The Board of Directors shall consist of no less than five (5) and no more than nine (9) representatives from full members, and shall include the Officers of the Association. Once a full member city's population exceeds 500,000 persons according to the latest Federal census, that city's Commission/Committee will be allowed to automatically have one (1) member on the Board. The immediate past-chair is a non-voting member of the Board.

8.1 Eligibility

Any individual who is appointed to or nominated as a representative of a full member pursuant to Article 7 is eligible to be a member of the Board of Directors of the Association. The appointed or nominated person must be a full member of the Board in order to be eligible for such appointment or nomination.

8.2 Officers

The Officers of the Association shall consist of the

- a) Chair;
- b) Vice-Chair;
- c) Secretary, and
- d) Treasurer.

8.3 Election

Each year at the Annual General Meeting of the Association, the membership shall, as required to create a complete Board, elect any of the Board of Directors whose positions will be vacant in accordance with the expiry of the two (2) year term.

8.4 Term

Each Officer or Director, whenever elected, shall hold office for a term of two (2) years and may hold office up to a maximum of ten (10) consecutive years.

8.5 The office of an Officer or Director shall be automatically vacated when;

- a) the Officer or Director resigns by delivering a written resignation to the Secretary of the Association;
- b) his Commission or Committee ceases to be a member of the Association;
- c) the Officer or Director has failed to attend three consecutive Board meetings and the Secretary of the Association has served the Officer or Director with written notice of that fact, unless such failure is excused by the Board at the next meeting thereafter;
- d) the Officer or Director becomes bankrupt or insolvent;
- e) the Officer or Director dies or is found under the *Dependent Adult Act* (Alberta) to be in need of a trustee or under the *Mental Health Act* (Alberta) to be in need of committal;
- f) the Officer or Director ceases, for whatever reason, to be a board member of his member organization.

8.5.1 The Board of Directors, by a two-thirds (2/3) majority vote, shall retain the right to consider a continuance of an automatic vacancy of the office of an Officer or Director until the next Annual General Meeting.

8.5.2 In the case of any disagreement as to whether a particular office or Officer or Director has been vacated, pursuant to the above provisions, the issue shall be conclusively determined by simple majority vote of the Board of Directors, excluding the Officer or Director in question.

8.5.3 Should the Board of Directors determine that an Officer or Director is in a conflict of interest and/or the Officer or Director's conduct could negatively affect the reputation of the Association, the Board of Directors may remove the Officer or Director by a 2/3 majority vote of all Board members, excluding the Officer or Director whose conduct is in question.

8.6 Powers and Duties

- (a) The government and management of the Association shall be the responsibility of the Board of Directors
- (b) The Board shall have the right to appoint committees, to prescribe policies and rules to be followed by all committees and to remove and replace committee members;
- (c) It shall be the duty of the Board, or duly appointed committee of the Board, to audit the records and accounts of the Association;
- (d) The Board shall have the power to make rules and regulations, authorize and perform such acts as may be required from time to time to provide for contingencies and circumstances not expressly covered by these By-laws. Any such action, however, may be modified or revoked by a simple majority vote of the members present at a Special General Meeting called for that purpose.
- (e) The Board shall have such other and further powers and duties as may be set forth in these Bylaws and any amendments hereto.

8.7 Meetings of the Board

Meetings of the Board shall be held at the call of the Chair upon no less than thirty (30) days' notice, except in the case of emergency.

8.8 Chair of Meetings of the Board of Directors

The Chair of the Association shall chair all meetings of the Board of Directors. In absence of the present Chair, the Vice-Chair shall chair such meetings. If neither the Chair nor the Vice-Chair is present at any meetings of the Boards of Directors, the Officers and Directors present shall, by resolution, elect a member from their number to chair the meeting.

8.9 Conference Call Meetings(s)

The Board may have a meeting by way of conference call on the telephone or video link subject to the provisions in regard to quorum necessary for a Board of Directors' meeting. If such a conference call meeting is held, voting may be by voice over the telephone and the Chair of such meeting shall confirm the results of such voting in writing to each and every Officer and Director of the Association.

8.10 Specific Offices

Unless otherwise determined by the Board of Directors, by Ordinary Resolution, the following shall be the offices to be held in the Association and the powers and duties of the Officers holding such offices:

(a)

Chair

The Chair shall preside as chairperson at all meetings of the members of the Association and at all meetings of Board of Directors. He or she shall exercise a general control and supervision over the business and affairs of the Association. He or she shall have such powers and duties as set forth in these Bylaws and as the Board of Directors may determine from time to time by Ordinary Resolution.

(b)

Vice-Chair

The Vice-Chair shall, in the absence of the Chair, preside as chairperson at all meetings of the members of the Association and of the Board of Directors. In the absence of the Chair, he or she shall exercise a general control and supervision over the business affairs of the Association. He or she shall have such other powers or duties, not inconsistent with these Bylaws, as the Board of Directors may determine from time to time by Ordinary Resolution. Subject to the foregoing sentence, the Board of Directors shall further have power to vary the powers and duties of the Vice-Chair from time to time by Ordinary Resolution.

(c)

Secretary

The Secretary shall attend all meetings of the members of the Association and all meetings of the Board of Directors, and shall ensure accurate minutes are taken. The Secretary shall support the Executive Director in maintaining a record of all meeting minutes. In the case of the absence of the Secretary, his or her duties shall be discharged by such member of the Board of Directors as may be appointed by the Chair of the Association. The Secretary shall also have such powers and duties, not inconsistent with these Bylaws, as the Board of Directors may determine from time to time by Ordinary Resolution. Subject to the foregoing sentence, the Board of Directors shall further have the power to vary the powers and duties of the Secretary from time to time by Ordinary Resolution.

(d)

Treasurer

The Treasurer shall receive all monies paid to the Association and shall be responsible for the deposit of the same in whatever bank, trust company, credit union or treasury branch which the Board of Directors may order from time to time by Ordinary Resolution.

The Treasurer shall properly account for the funds of the Association and shall keep such books as may be required in that regard and as may be directed by the Board of Directors by Ordinary Resolution from time to time. The Treasurer shall have such other powers and duties, not inconsistent with these Bylaws, as the Board of Directors may determine from time to time by Ordinary Resolution. Subject to the foregoing sentence, the Board of Directors shall further have the power to vary the powers and duties of the Treasurer from time to time by Ordinary resolution.

ASSOCIATION MEETINGS

9. General Meetings

The Association shall hold an Annual General Meeting at a time and place to be determined by the Board of Directors.

9.1 Special Meetings

The Secretary shall call a Special Meeting at the direction of the Board.

9.2 Notice of Meeting(s)

Thirty (30) days prior written notice shall be given to each full and associate member of any general, annual or special meeting of the Association. No error or accidental omission in giving notice of any meeting of the Association shall invalidate such meeting or make void any proceedings taken and any member may at any time waive notice of any such meeting and ratify, approve and confirm any or all proceedings taken.

9.3 Quorum

For any general, annual general or special meeting of the Association a quorum shall consist of at least one-third (1/3) of all voting members.

9.4 Voting

All members holding full membership status, pursuant to Article 7, shall each have the right to one (1) vote. Such vote must be made in person, by show of hand or roll call, and not by proxy or otherwise.

9.5 Roberts Rules of Order

Roberts Rules of Order, shall inform the procedures at all meetings of the Association so long as they are not inconsistent with the provisions of the Act or the Association Bylaws.

RESOLUTIONS

10. Resolutions

Notwithstanding anything to the contrary in these Bylaws, a resolution assented to and adopted in writing by the Officers and Directors, shall be as valid and effectual as if it had been passed at a meeting of the members duly called and constituted and shall be entered in the Minute Book accordingly. Officers and Director shall signify their assent to such resolution in writing.

10.1 Any member can submit a resolution in writing 30 days prior to any annual, special or general meeting. Resolutions from the floor will be accepted by a two-thirds (2/3) majority vote of the votes cast in accordance with Article 9.4.

ACCOUNTABILITY

11. Execution of Documents

Contracts, documents or any instruments in writing requiring the signature of the Association shall be signed by two designated Officers, unless the Board directs otherwise, and all contracts, documents and instruments so signed shall be binding upon the Association for a maximum of 2 years without any further authorization or formality. The seal of the Association when required may be affixed to contracts, documents or instruments signed as aforesaid.

11.1 The Board shall have the power from time to time by resolution, to appoint an Officer or Officers on behalf of the Association to sign specific contracts, documents or instruments.

12. Borrowing Powers

The Association shall not have power to borrow funds except that, if required, the Board may authorize the acquisition of a credit card to facilitate purchases on behalf of the Association subject to adequate guidelines and limits authorized by the Board. In no case may the authorized limit of five thousand dollars (\$5,000) be exceeded.

13. Remuneration of Members, Directors and Officers

Unless authorized by Ordinary Resolution of the Board of Directors, no member, Director or Officer of the Association shall receive any remuneration for his or her services to the Association.

14. Inspection

The books and records of the Association may be inspected without cost at any time by any member on application to the Chair, providing such inspection is arranged at a time mutually convenient to the Treasurer and the member.

15. Auditors

The members shall at each annual general meeting appoint an auditor or an audit committee to audit the accounts of the Association, to hold office until the next Annual General Meeting provided that the Board may fill any casual vacancy in the office of the auditor or audit committee. The Board shall fix the remuneration of the auditor or audit committee if any.

16. Fiscal Year

Unless otherwise ordered by the Board, the fiscal year end of the Association shall be the calendar year.

17. Amendment of Objectives and Bylaws

The Objectives of the Association and these Bylaws may be amended, altered, added to, or rescinded by way of a Special Resolution by a three-quarter (3/4) majority vote of the full members present at any general meeting of the Association provided that notice of the proposed amendment or repeal shall have been submitted in writing to the full members no less than 60 days prior to the general meeting, duly called and constituted.

17.1 The Objectives of the Association and these Bylaws may also be amended, altered, added to, or rescinded by way of a Special Resolution by a three-quarter (3/4) majority vote of the full members present at any special meeting of the Association duly called for the purpose of considering the said article, provided that the proposed amendment or repeal shall have been submitted in writing to the full members no less than 60 days prior to the special meeting.

18. Dissolution and Winding up

The profits, if any, and other income or accretions to the Association shall be applied only in promotion of its objectives. No dividend to its members shall be declared or paid and no part of the income or property of the Association shall be payable, available for the personal benefit of or otherwise distributed to its members.

18.1 In the event of the dissolution or winding up of the Association, all of its remaining assets after payment of its liabilities shall be distributed to one or more recognized charitable or non-profit organizations in Alberta as determined by the members of the Association by Ordinary Resolution.