

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

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 of 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 Province of Alberta.

MEMBERSHIP

7. Full Membership

Membership in the Association shall consist of those Municipal bodies with community governance and oversight responsibility for a police service or part thereof. This includes a Municipal Police Commission, a Regional Police Commission, a First Nations Police Commission, a Policing Committee, as established by the Alberta Police Act, R.S.A., c.P-17, an Advisory Committee, or Municipally created body [Municipal Protective Services, Municipal Emergency Management, etc.], 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

Associate membership is open to organizations not able to meet the conditions set forth in Article 7, but whose membership may contribute to the Objectives and goals of the Association. If membership is granted, Associate members 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) are determined by the Board of Directors from time to time and shall be payable by full and associate members on a calendar year basis.

7.3 Transferability

Membership is not transferable.

7.4 Member Resignation and Termination

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 or Special meeting duly called, may terminate membership of any member for cause. Any member required to resign from the Association for cause shall not again be approved for membership, unless the Association by a vote of two-thirds (2/3) of the members present at any General or Special meeting duly called, 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 seven (7) and no more than eleven (11) representatives from full members and shall include the Officers of the Association.

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.

8.1.1 Once a full member city's population exceeds 500,000 persons, according to the latest Federal census, that city's Commission/Committee will automatically have one (1) member representative seat on the AAPG Board.

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 elect the Board of Directors whose positions will become vacant in accordance with Article 8.4 and ratify the selection of those Directors seated pursuant to Article 8.1.1. The Officers of the Association shall be elected annually from within the Board of Directors, following each annual General Meeting.

8.4 Term

Each elected Director shall hold office for a term of two (2) years from the annual General Meeting at which election occurred to the annual General Meeting two years following, and may hold office up to a maximum of ten (10) consecutive years.

8.4.1 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 Chair of the Association;

- b) the Officer or Directors' Commission, Committee or Group ceases to be a member of the Association;
- c) the Officer or Director ceases to be a member of, their term ends with, or they are replaced by, the full member of the Association;
- d) the Officer or Director has failed to attend three (3) consecutive Board meetings and the Chair of the Association has served the Officer or Director with written notice of that fact, unless such failure is excused by a vote of two-thirds (2/3) of the Directors present at the next Regular Board of Director meeting duly called, excluding the Officer or Director in question;
- e) the Officer or Director becomes bankrupt or insolvent;
- f) 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.

8.4.2 The Board of Directors, by a two-thirds (2/3) majority vote of the Directors present at the next Regular Board of Director meeting duly called, 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 of the Association.

8.4.3 In the case of any disagreement or confusion as to whether an Officer or Director has vacated pursuant to Article 8.4.1, the issue shall be conclusively determined by simple majority vote of the Board of Directors present at any duly called Regular Board of Director meeting, excluding the Officer or Director in question.

8.4.4 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 two-thirds (2/3) majority vote of the Board of Directors present at any duly called Regular or Special meeting of the Board of Directors, excluding the Officer or Director in question.

8.5 Officer Duties

The following shall be the specific duties of the Officers holding such roles:

- (a) **Chair**
The Chair shall preside as Chairperson at all meetings of the members of the Association and of the Board of Directors. The Chair shall have such other powers or duties as described within the AAPG Policy Manual and not inconsistent with these By-Laws, 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. If neither the Chair nor the Vice-Chair is present at any meetings of the Board of Directors or the Association, the Officers and Directors present shall, by Ordinary Resolution, elect a Director to Chair the meeting. In the absence of the Chair, the Vice-Chair shall exercise supervision over the business affairs of the Association. The Vice-Chair shall have such other powers or duties as described within the AAPG Policy Manual and not inconsistent with these By-Laws, as the Board of Directors may determine from time to time by Ordinary Resolution.
- (c) **Secretary**
The Secretary shall attend and keep accurate minutes of the meetings of the Board of Directors and of the meetings of the Association members. The Secretary shall maintain the meeting minute book, correspondence, and records of the Association. In the case of the absence of the

Secretary, his duties shall be discharged by any such member of the Board of Directors as appointed by the Chair. The Secretary shall have such other powers or duties as described within the AAPG Policy Manual and not inconsistent with these By-Laws, as the Board of Directors may determine from time to time by Ordinary Resolution.

(d) **Treasurer**

The Treasurer shall oversee all monies of the Association, properly account for the funds of the Association, and shall keep such books as may be required in that regard, or as may be directed by the Board of Directors by Ordinary Resolution from time to time. The Treasurer shall have such other powers or duties as described within the AAPG Policy Manual and not inconsistent with these By-Laws, as the Board of Directors may determine from time to time by Ordinary Resolution.

8.6 Board Powers and Duties

- (a) The management and operations of the Association shall be the duty of the Board of Directors;
- (b) The Board of Directors shall have the power to hire, delegate certain duties, make policies and regulations, and authorize and perform such acts as may be required from time to time to provide for contingencies and circumstances not expressly covered by these Bylaws, but consistent with the Act. Any such action, however, may be modified or revoked by a simple majority vote of the members present at a Special or General Meeting;
- (c) The Board of Directors 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;
- (d) It shall be the duty of the Board of Directors, or duly appointed accountant or audit committee comprised of no less than two Board members, to annually audit the books, accounts and records of the Association;
- (e) The Board of Directors shall have such other and further powers and duties as may be set forth in these Bylaws and any amendments hereto.

ASSOCIATION MEETINGS

9. Meetings of the Board of Directors

Regular meetings of the Board of Directors shall be held at the call of the Chair upon no less than fifteen (15) days' notice, except in the case of emergency.

9.1 Virtual Video Link or Conference Call Meetings

The Board of Directors may hold a Regular, General, or Special meeting by way of telephone conference call or virtual video link subject to the Provincial provisions in regard to such a meeting. If a conference call or virtual video link meeting is held, voting may be by voice over the telephone, by visual or virtual show of hands, by electronic vote, or by other means in accordance with Provincial requirements for the Society. The Chair of any conference call meeting shall confirm the results of voice over or electronic voting in writing to every Officer and Director of the Association.

9.2 General Meetings of the Association

The Association shall hold an annual General Meeting at a time and place to be determined by the Board of Directors. Annual General Meetings should be held in-person whenever possible.

9.3 Special Meetings

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

9.4 Notice of Meeting(s)

Thirty (30) days minimum prior written notice shall be given to each full member of any General 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.

9.5 Quorum

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

9.6 Voting

For any General or Special meeting of the Association, 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 and not by proxy or otherwise, unless in accordance with Article 9.1 or in the case of a written Special Resolution.

9.7 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. Motions and Resolutions

10.1 Notwithstanding anything to the contrary in these Bylaws, a motion 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 Directors may signify their assent to such a motion in writing.

10.2 Any full member can submit an Ordinary Resolution in writing to the Chair 30 days prior to any annual General or Special meeting. Ordinary Resolutions from the floor will be accepted by a two-thirds (2/3) majority vote of the votes cast in accordance with Article 9.6.

10.3 A Special Resolution:

- a. passed at a General meeting or Special meeting of which not less than 21 days' notice specifying the intention to propose the Special Resolution has been duly given, and passed by the vote of not less than 75% of those full members who, if entitled to do so, vote in person or by proxy.
- b. a Special Resolution proposed and passed as a Special Resolution at a General meeting or Special meeting of which *less than* 21 days' notice has been given, if all the members entitled to attend and vote at the General meeting or Special meeting so agree.
- c. a Special Resolution consented to in writing by all the members who would have been entitled at a general meeting or special meeting to vote on the resolution in person or, where proxies are permitted, by proxy.

ACCOUNTABILITY

11. Execution of Documents

Contracts, documents, or any instruments in writing requiring the signature of the Association shall be signed as designated by the Officers of the Board of Directors, unless the Board of Directors approves and delegates otherwise. 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 Association has not adopted a society seal.

12. Borrowing Powers

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

13. Remuneration of Members, Directors and Officers

No member, Director or Officer of the Association shall receive any stipend or remuneration for services to the Association. Expenses pre-authorized by Ordinary Resolution by the Board of Directors and incurred in specific relation to the travel activities of the Association may be submitted to the Treasurer for reimbursement.

14. Inspection

The books and records of the Association may be inspected at any time without cost by any full member of the Association upon request to the Chair and defining the scope of documents the member would like to inspect. Inspection can occur in-person at the annual General meeting, or otherwise a mutually agreed upon location within Alberta, providing such in-person inspection is arranged at a time mutually convenient to the Secretary and the member. Inspection can also occur via full member request for the link to the Association virtual office electronic Cloud storage.

15. Auditors

The books and records of the Society must be audited at least once per year. The full members shall, at each annual General meeting, appoint either a duly qualified accountant or an audit committee comprised of no less than two Board of Directors, to audit the books, accounts and records of the Association. Members of an audit committee shall hold office until the next annual General meeting, provided that the Board may fill any casual vacancy in the audit committee, or in the case the chosen accountant becomes insolvent during the fiscal year appointed. The Board of Directors 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 at any annual General or Special meeting of the Association, provided that;

- a. notice of the proposed amendments or repeal shall have been submitted in writing to the full members of the Association no less than 60 days prior to the annual General or Special meeting, duly called and constituted; and
- b. by way of a Special Resolution passed by 75% majority vote of all full members entitled to vote in accordance with Article 9.6

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 full members of the Association by Ordinary Resolution.