

ALBERTA MUNICIPAL CLERKS ASSOCIATION

BYLAW 1-2019

WHEREAS the *Societies Act*, R.S.A. 2000, c. S-14, as amended, provides that a Society may by bylaw establish certain duties and powers imposed and conferred upon a Society by the said *Societies Act*;

AND WHEREAS the Alberta Municipal Clerks Association as the legislated body of the Society considers it expedient to establish Membership and the Board of Directors to support and facilitate the Society's purpose to enhance and promote the professional practices of Municipal Clerk's and to ensure ongoing educational and professional development is offered to the membership.

NOW THEREFORE the Society of the Alberta Municipal Clerks Association enacts as follows:

PART 1: ABOUT THIS BYLAW

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| Citation | 1. This Bylaw may be cited as the "AMCA Bylaw". |
| Purpose | 2. The purposes of this bylaw is to establish: <ul style="list-style-type: none">a. Membership;b. Composition of the Board of Directorsc. Duties and responsibilities of the Board of Directors |
| Definitions | 3. In this bylaw: <ul style="list-style-type: none">a. "Annual General Meeting" means a meeting held in April or before June 15 each year, with notice of the meeting being given to all members;b. "Association" means the Alberta Municipal Clerks Association;c. "Association Meetings" means a meeting open to all members of the Association;d. "Board" means Board of Directors and is comprised of the President, Vice-President, Secretary, Treasurer and three Directors; ande. "Organizational Meeting" means a Board meeting to be held no later than June 30 following the Annual General Meeting. |

PART 2: MEMBERSHIP

Membership

4. Membership in the Association shall be open to all Municipal Clerks, Assistant Municipal Clerks, Returning Officers and Election Officials in the Province of Alberta, and any other government-related employees in the Province of Alberta with comparable responsibilities to those of the Municipal Clerk, Assistant Municipal Clerk, Returning Officer, or Election Official.
5. Associate membership in the Association shall be open to any person as described in 4 from outside the Province of Alberta. Such membership to be at the same fees as set for regular membership. Associate members will have the right to attend all meetings and functions of the Association but shall not hold office in the Association nor vote on matters brought before the Association.
6. The annual membership fee shall be approved at the Annual General Meeting and shall remain in effect until changed at an Annual General Meeting.
7. Annual membership shall be for the period of January 1 to December 31. Membership fees may be prorated in accordance with a procedure approved by the Board of Directors. Memberships are transferable within the municipality/organization.
8. Any member wishing to withdraw from the Association may do so upon written notice to a member of the Board of Directors. Membership fees will not be refunded for the balance of the year.
9. Active members of the Association shall be recognized for long service upon their fifth anniversary of membership in the Association and every five years thereafter with the recognition taking place at the Annual General Meeting.

Remuneration

10. No official or member of the Association shall receive any remuneration for services

PART 3: BOARD COMPOSITION AND ELECTION

Term

11. The Board shall be elected for a two-year term at the Annual General Meeting with the elections being held on staggered years to provide for continuity on the Board. Members of the Board shall hold office for a two-year term and shall serve until their successors are elected.
12. Any member in good standing shall be eligible for election to any office on the Board. A member may serve a maximum of four consecutive years (two full terms) on the Board. Following a one-year absence from the Board, the member could then be eligible for election to the Board.
13. Board meetings shall be called by the President as required or on the written request of any two members; a minimum of seven days' notice of meeting is required and quorum shall be half the number of the Board of Directors, plus one.
14. Any member may resign from the Board of Directors at any time by sending written notice to a member of the executive to that effect and the Executive Committee may appoint a replacement member in good standing to fill the vacated position until the next Annual General Meeting of the Association.
15. Any Board of Director member may be removed from office for any cause which the Association may deem reasonable upon a two-thirds vote of all members of the Association in good standing who are present at a properly called meeting.

Election of the Board

16. Prior to the Annual General Meeting the Board shall submit the names of the offices open for election. On even-numbered years, elections will be held for the Secretary, Treasurer and one Director. On odd-numbered years, elections will be held for the President, Vice-President and two Directors.
17. Any member in good standing is eligible to be elected. Interested members can submit in writing starting March 1 to close of acceptance on the floor of the Annual General Meeting to any Board member their desire to be elected to the Board.
18. The newly elected members of the board shall assume office at the adjournment of the Annual General Meeting or the scheduled close of the annual conference whichever should occur the latest.

PART 4: RESPONSIBILITIES AND DUTIES

- Responsibilities and Duties of the Board**
19. The Board shall, subject to the bylaws or directions given by a majority vote at any meeting properly called and constituted, have full control and management of the business and affairs of the Association and shall transact the business of the Association including policy matters, arrange meetings of the Association, study and refer all matters of interest to the Association and perform such other matters as may be deemed to pertain to the advancement, welfare and best interest of the Association and its members.
20. The Board shall ensure the efficient procurement and safekeeping of goods and services for which funds are provided within the budget. Goods or services not provided for in the budget may only be purchased with the prior approval of the Board in an amount not exceeding \$1,000.
21. The Board of Directors shall submit a report to the Annual Meeting of the Association outlining its activities for the year and placing recommendations before the general membership for election of officials, amendments to the bylaws and the adoption of policies as appropriate.
- President**
22. The President shall when present, preside at all meetings of the Board. In his/her absence the Vice-President shall preside at any such meeting.
- Secretary**
23. The Secretary shall:
- a. draft the agenda for Board meetings;
 - b. attend all Board meetings and keep accurate minutes of the same with said minutes to be authenticated by the signature of the Secretary and the President, or, in the case of the death or inability of either to act, by the Vice-President.;
 - c. have charge of all the correspondence of the Association and be under the direction of the President and the Board; and
 - d. in the absence of the Secretary, the duties shall be discharged by such official as may be appointed by the Board.
- Treasurer**
24. The Treasurer shall:
- a. receive all monies paid to the Association and be responsible for the deposit of same in whatever Bank the Board may order. (S)He shall properly account for the funds of the Association and keep such books as may be directed;

- b. keep a record of the members of the association and collect and receive the annual dues or assessments levied by the Association, such monies to be deposited in a chartered bank as hereinafter required;
- c. 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 as hereinafter set forth of the financial position of the Association and submit a copy of same to the Secretary for the records of the Association; and
- d. present a full detailed Operating Budget for the year ending December 31 for approval at the Annual General Meeting of the Association.

Directors

- 25. Board duties will be assigned at the Organizational Meeting.
- 26. The Director appointed by the Board to be responsible for communication shall coordinate the communications of the Association, including email, website, and conference publicity.
- 27. All members of the Board shall assist with any other related duties of the board including but not limited to organizing programs, educational opportunities and fulfilling advocacy roles with other levels of government.

PART 5: AUDITING

Auditing

- 28. The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year either by a board appointed Auditor or by two members of the Association appointed as Auditors at an Annual General Meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted by such Auditor at the Annual General Meeting of the Association. December 31 in each year shall be the end of the fiscal year of the Association.
- 29. The books and records of the Association may be inspected by any member at the Annual General Meeting provided herein or at any time upon giving reasonable notice and arranging a time satisfactory to the official(s) having charge of same.
- 30. Upon request, each member of the Board shall at all times have access to such books and records.
- 31. December 31 in each year shall be the end of the fiscal year for the Association.

PART 6: MEETING FREQUENCY AND VOTING

- Association Meetings**
- 32. Notice of the Annual General Meeting shall be given to all members.
 - 33. Location of the Annual General Meeting and mid-year meeting will be determined by the Executive.
 - 34. Meetings of the Association may be called at any time by the Secretary upon the instructions of the President or Board by notice in writing to each member 30 days prior to the date of such meeting.
 - 35. A special meeting of the Association shall be called by the President or Secretary upon receipt of a petition signed by one-third of the members in good standing, setting forth the reasons for calling such meeting. Notification of such meeting shall be sent to all members eight days prior to the meeting.
 - 36. Thirty of the members in good standing shall constitute a quorum at any general meeting.
 - 37. Thirty of the members in good standing shall constitute a quorum at any special meeting.
- Voting**
- 38. Any member who has not withdrawn from the membership nor been suspended nor expelled as herein provided shall have the right to vote at any meeting of the Association. Such votes must be made in person and not by proxy or otherwise.

PART 7: BORROWING POWERS AND AMENDMENTS

- Borrowing Powers**
- 39. For the purpose of carrying out its objects, the Association 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. This power shall be exercised only under the authority of the Association and in no case shall debentures be issued without the sanction of a special resolution of the Association passed by a majority of not less than three-fourths of such members entitled to vote as are present in person at a general meeting of which 30 days written notice has been given.
 - 40. The bylaws may be rescinded, altered or added to by a special resolution passed by a majority of not less than three-fourths of such members entitled to vote as are present in person at a Annual General Meeting of which at least 21 days' written

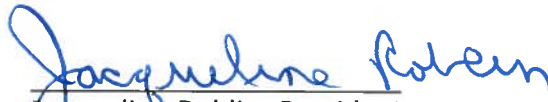
notice has been duly given, with said notice specifying the intention to propose revision to the bylaws.

PART 8: Repeal

Repeal 41. That Bylaw 1-2015, as amended, is hereby rescinded.

PART 9: EFFECTIVE DATE

Effective Date 42. This Bylaw becomes effective on third reading and upon being signed.


Jacqueline Roblin, President


LaRae Ellis, Secretary

Signing Date: April 11, 2019

