

**PART I OF AWA BYLAWS
(SCHEDULE A, Form XVIII.I)**

OBJECTIVES

We hereby declare that we desire to form an Association under The Societies Act of Alberta and that:

1. The name of the Association is Alberta Wilderness Association
 2. The object of the Association is:
 - a) to promote and generally encourage the creation of additional wildland recreation areas in the Province of Alberta, in an attempt to preserve their natural and present state;
 - b) to safeguard Alberta's remaining wildlands from the destructive hand of man, so that this and future generations may continue to enjoy our wilderness heritage;
 - c) to initiate and generally encourage educational efforts which promote an understanding and appreciation of a wildland ethic and wildland resource uses.
 3. The operations of the Association are to be chiefly carried on in Alberta.
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PART II

BYLAWS

INTERPRETATION CLAUSE

When construing the Bylaws, reference shall be had to The Societies Act of Alberta and words and expressions used in the Bylaws shall, so far as the context does not otherwise require, have the same meaning as would be the case when used in that Act.

I. NOT FOR PROFIT

The Association operates without the purpose of gain for its members -- any profits or other accretions to the Association shall be used in promoting its objectives.

II. MEMBERSHIP

1. Eligibility

The members of the Association shall be those persons, organizations and families that subscribe to the Bylaws of the Association:

- a) there shall be membership fees established from time to time, as approved by the Board;
- b) any person or organization that joins will be considered a single member;
- c) a family that joins will be considered two members; and
- d) honorary members shall be those approved by a majority vote of the members in attendance at an Annual General Meeting. Honorary members are not entitled to vote or hold office.

2. Member in Good Standing

- a) A member who has paid the membership fee is deemed to be in good standing, and member shall mean a member in good standing unless otherwise stated.
- b) If any member is in arrears for the membership fee, any subscription or indebtedness due to the Association for any year, such member shall be automatically suspended at the expiration of six (6) months from the end of such year and shall thereafter be entitled to no membership privileges or power until reinstated. Such member may be admitted to membership by the Board upon such evidence as the Board considers satisfactory.
- c) Any member who desires to withdraw from membership may give written notice to the Association to that effect and upon receipt of such notice by the Association, the member shall cease to be a member.
- d) A quorum of the Board shall have the power by a vote of two-thirds of those present at any regular or special meeting to expel or suspend any member in their complete discretion for any cause deemed by them sufficient, except that no member shall be

expelled or suspended without having been given a full hearing on the written charges against him or her.

III. BOARD OF DIRECTORS

Board shall mean the Board of Directors of the Association. The Board shall consist of up to thirteen (13) members and not less than nine (9) members, including the executive officers. The executive officers shall be the President, 1st Vice-President and 2nd Vice-President.

1. Director in Good Standing

A director who fails to attend three (3) consecutive meetings shall be given written notice of this problem and will automatically cease to be a director upon failure to show good cause within thirty (30) days.

2. President

It is the responsibility of the President to generally supervise all activities undertaken by the Association. The President shall be ex officio a member of all committees and shall preside at all meetings of the Association.

3. 1st Vice-President

It is the responsibility of the 1st Vice-President to perform the duties of the President if the President should be absent. The 1st Vice-President shall also perform any normal presidential duties, which are delegated to him/her by the President. The 1st Vice-President shall assume the position of the President in the event of the death, removal, or resignation of the President.

4. 2nd Vice-President

It is the responsibility of the 2nd Vice-President to perform all the duties of the 1st Vice President if the 1st Vice-President should be absent. The 2nd Vice-President shall also perform any normal presidential duties which are delegated to him/her by the President. The 2nd Vice-President shall assume the position of the 1st Vice-President in the event of the death, removal, or resignation of the 1st Vice-President.

5. Treasurer

It is the responsibility of the Treasurer to ensure that the financial business of the Association is transacted in a prompt and business-like manner, and that the Board is kept fully informed of the financial realities of the Association.

6. Secretary

It is the responsibility of the Secretary to ensure that all other books and records are properly prepared and kept. The Secretary shall ensure that accurate minutes are prepared and that a copy of the minutes are stored at the Association's provincial office.

IV. ELECTIONS

- a) A slate of candidates for the Board will be presented to the members by a Nomination Committee of two (2) members appointed by the Board and the said Committee shall accept nominations in writing up to ninety (90) days prior to the Annual General Meeting.
- b) Where more nominations have been received than exist for Board positions, an election shall be held.
- c) Each nominee may appoint a scrutineer.
- d) Each Director shall be selected by a plurality of votes.
- e) In the event of the death, removal, or resignation of a Director between elections, the Board may appoint a Special Director to replace him/her for the remainder of the term. Special Directors shall have all the powers and responsibilities of regularly elected Directors.

V. ASSOCIATION SEAL

- a) The Board may adopt a seal as the Seal of the Association.
- b) The Secretary has control and custody of the Seal, if any, unless the Board decides otherwise.
- c) The Seal of the Association can only be used by Officers authorized by the Board. The Board must pass a motion to name the authorized Officers.

VI. VOTING

1. Eligibility

- a) Anyone who has held a membership for a period of not less than ninety (90) days prior to a vote and is a member at the time of a vote, shall have the right to vote at any meeting or election of directors, except upon such matters of administration as are delegated by these Bylaws or subsequently delegated by the membership, the Board, special committees or other Directors.
- b) A member not in attendance at a meeting of members can vote by proxy. The Association must create a proxy form identifying the designated proxyholder and the meeting at which the proxy is to be used.
- c) Voting may also occur by an electronic or other communication facility if the Association has a procedure that enables votes to be gathered in a manner that permits their subsequent verification and if it permits the tallied votes to be presented to the Association without it being possible for the Association to identify how each member voted.
- d) The vote of an organization is to be exercised by an-appointed representative, or if there is no appointed representative, the vote shall be exercised by the President.

2. Resolutions

Any resolutions shall only require a majority vote, except where required by these Bylaws or by The Societies Act of Alberta to be passed by more than a majority vote.

VII. TERMS OF OFFICE

The term of office for a director is one year and no person shall hold any position for more than four (4) consecutive years.

VIII. RESPONSIBILITIES OF THE BOARD

The Board shall have full control and management of the business and affairs of the Association, subject to the Bylaws or the directions given it by majority vote at any meeting of members properly called and constituted.

IX. MEETINGS

1. Annual General Meeting

The Association shall hold an Annual General Meeting on or before December 31 of each year. Notice shall be given to all members entitled to vote not less than thirty (30) days prior to the Annual General Meeting by one of the following means:

- i. mail or personal delivery;
- ii. electronic or other communication facility; or
- iii. publication in the Association publication.

2. Meetings of the Association

- a) A general meeting may be called by the Secretary upon the instructions of the President or the Board. Notice shall be given to the members not less than ten (10) days prior to the meeting by one of the following means:
 - i. mail or personal delivery;
 - ii. electronic or other communication facility; or
 - iii. publication in the Association publication.
- b) Ten (10) members shall constitute a quorum at any general meeting.
- c) Special meetings shall be called by the President or Secretary upon receipt by that person of a petition signed by fifty (50) members, setting forth reasons for calling the meeting. Notice shall be given to the members not less than ten (10) days prior to the meeting by one of the following means:
 - i. mail or personal delivery;
 - ii. electronic or other communication facility; or
 - iii. publication in the Association publication.
- d) Fifty (50) members shall constitute a quorum at any special meeting.

3. Meetings of the Board

- a) Meetings of the Board shall be held at least three times a year, called by the President by providing seven (7) days' notice to all members of the Board., and held at such time and place as the Board may determine.
- b) Notice may be given by one of the following means:
 - i. mail or personal delivery; or
 - ii. electronic or other communication facility.
- c) A quorum of the Board shall be 50% of the Board members.
- d) Questions arising out of any meeting of the Board shall be decided by a majority of votes. In case of an equality of votes, the Chair, in addition to his/her original vote, shall have the deciding vote.
- e) A special meeting may be called by the President on at least 24 hours' notice given to the members of the Board stating the business to be brought before the meeting. Notice may be given by one of the following means:
 - i. mail or personal delivery; or
 - ii. electronic or other communication facility.
- f) A special meeting may be called by any three (3) members of the Board by providing 24 hours notice. Notice may be given by one of the following means:
 - i. mail or personal delivery; or
 - ii. electronic or other communication facility.

X. AUDITING

- a) The books accounts and records shall be audited at least once each year by a duly qualified accountant or by two (2) members elected for this purpose at the Annual General Meeting. A complete and proper statement of the standing of the audited books of the previous year shall be submitted by the Treasurer at the Annual General Meeting.
- b) The books and records may be inspected by any member at the Annual General Meeting or at any time upon providing reasonable notice and arranging a time satisfactory for the Treasurer. Each member of the Board shall at all times have access to such books and records.

XI. REMOVAL OF A DIRECTOR

The members may remove any Director by a three-fourths (3/4) vote of the members present at any special meeting called for this purpose. At this special meeting, there shall be a full hearing of the written charges against the Director, and that person shall have a full opportunity to respond.

XII. REMUNERATION

The directors will serve as directors without pay and will not directly or indirectly receive any profit from their positions. However, the organization may reimburse them for the reasonable expenses they paid while performing their duties.

XIII. BORROWING POWERS

For the purpose of carrying out its objectives, 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, but 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 as approved by the Board and the membership.

XIV. BYLAWS

- a) At a General or Special Meeting, the bylaws may be rescinded, altered or added to by special resolution passed by not less than 75% of those members who, if entitled to do so, vote in person or by proxy; providing that notice shall have been given to the members at least twenty-one (21) days prior to the General or Special Meeting.
- b) Notice may be provided by one of the following means:
 - i. mail or personal delivery;
 - ii. electronic or other communication facility; or
 - iii. publication in the Association publication.

XV. DISBANDMENT

Should the Association disband at any time in the future, after the organization dissolves and pays all its debts and liabilities, it will distribute or dispose of its remaining property to qualified donees as described in subsection 149.1 (1) of the Income Tax Act.

Effective Date: November 19, 2022

Approved at Annual General Meeting of Alberta Wilderness Association November 19, 2022

Duly signed by three members of the Board of Directors:

Cliff Wallis _____

Chris Saunders _____

Jamie Jack _____