

Bylaws of The City of Edmonton Management Association

Article 1 – Name of Association

- 1.1 The name of the Society is “The City of Edmonton Management Association”, hereinafter referred to as the “Association”.

Article 2 – Membership

2.1 Active Members

- (a) The active membership of the Association shall be composed of any person, employed by the City of Edmonton and its boards and commissions in a non-union capacity, who pays membership dues.
- (b) Membership dues in the Association shall be determined from time to time, by the membership.
- (c) Any member wishing to withdraw from membership may do so upon termination of payment of dues.
- (d) Any member, upon two-thirds vote of active members at the Association’s annual meeting, may be expelled from membership for any cause which the Association may deem reasonable.
- (e) Only active members may vote at meetings of the Association.
- (f) Only active members may serve as Directors.
- (g) Active members are eligible to serve on committees and in representative positions.
- (h) Members may attend meetings and participate in all other activities of the Association so as to further its aims and objectives.

2.2 Honorary Members

- (a) Honorary membership may be conferred upon an individual who has made an outstanding contribution to the Association, the City, the Province or the Country, upon two-thirds vote of the Board.
- (b) Honorary membership may be conferred upon a former active member of the Association who has retired and wishes to maintain a relationship with the Association, upon the approval of the Board.
- (c) Honorary members shall have the right to attend any general or special meeting of the Association and shall be allowed to address such meeting, as would an active member.
- (d) Honorary members are not subject to the payment of dues, unless otherwise determined by the Board.
- (e) Honorary members shall pay the full cost of any activities they may attend, unless otherwise determined by the Board.
- (f) Honorary members may not vote at meetings.
- (g) Honorary members may not hold office, or serve on committees or in representative positions.

Article 3 – Specific Authorities of the Association

- 3.1 In addition to all other matters which are subject to the exclusive authority of the Association under the Societies Act, or are subject to approval or action of the Association under the Bylaws, the following matters pertaining to the business and affairs of the Association shall be reserved exclusively to the authority and approval of the Association who shall have all power to:

- (a) Make, amend and repeal the Bylaws of the Association;
- (b) Appoint and remove Directors;
- (c) Establish rules, duties, powers and provide for the accountability of Directors;
- (d) Approve dues; and,
- (e) Approve any borrowing of the Association.

Article 4 – Meetings of the Association

- 4.1 General meetings of the Association will be held on a schedule approved by the Board, and the schedule must include at least one meeting each year.
- (a) Meetings of the Association shall be held at the time and place as determined by the Board.
 - (b) Notice in writing to the last known address of each member shall be given to each member, and shall be delivered in the mail or electronically at least 15 days prior to the date of any meeting.
 - (c) Notices of meeting must provide information regarding the reason for the meeting.
 - (d) The Board shall approve the agenda for any general meeting of the Association; however the membership reserves the right to change the order of business at any particular meeting.
 - (e) The meeting of the Association to be considered as the Annual General Meeting will be prior to April 30 of each year.
 - (f) The Annual General Meeting of the Association shall include:
 - (i) elections;
 - (ii) approval of minutes from preceding Annual General Meeting;
 - (iii) receipt of financial statements and auditor's report;
 - (iv) information regarding significant events, past or expected; and,
 - (v) all other matters which the Board wishes to present to the membership.
- 4.2 Special meetings of the Association:
- (a) May be called by the President;
 - (b) Will be held at a time and place as determined by the President;
 - (c) Must be called if any five active members request, in writing, that a special meeting be held; and,
 - (d) Shall consider only that business for which the meeting has been called and as is set forth in the notice of such special meeting.
- 4.3 Quorum for any meeting of the Association shall require the presence of at least five percent of active members.
- 4.4 Every question or resolution before the meeting of the Association shall be determined by a simple majority of votes cast. In case of an equality of votes, the President shall not be entitled to a second or casting vote and the resolution is considered lost.

Article 5 – Board of Directors

- 5.1 The affairs of the Association shall be managed by a Board of Directors consisting of three Directors elected as executive officers (President, Vice-President, and Secretary-Treasurer) and a minimum of six to a maximum of ten Directors, elected by the membership.
- 5.2 The Board shall, subject to the Bylaws of the Association or as may be directed by the Association, have full control and management of the affairs of the Association.

Article 6 – Duties of Directors

6.1 The President shall:

- (a) Preside at all meetings of the Board, and at meetings of the Association;
- (b) Set the agenda of all meetings of the Board and meetings of the Association;
- (c) Be an ex-officio member of all committees;
- (d) Oversee the work of any contract staff;
- (e) Have the authority to invite guests to attend meetings of the Association; and,
- (f) Perform other duties as may be assigned by the Board.

6.2 The Vice-President shall:

- (a) During the absence of the President, perform or exercise the duties and powers of the President; and,
- (b) Perform other duties as may be assigned by the Board.

6.3 The Secretary-Treasurer shall:

- (a) Be responsible for all books, records, and minutes of the Association;
- (b) Have general charge of the finances of the Association;
- (c) Carry out correspondence on behalf of the Association as directed by the President;
- (d) Receive all monies collected or otherwise received on behalf of or in the name of the Association;
- (e) Deposit funds of the Association in the Association's bank account;
- (f) Pay all accounts of the Association;
- (g) Keep a record of all the members and send all notices of the various meetings as required;
- (h) Have custody of the Seal of the Association and whenever used by the Association the Seal shall be authenticated by the signature of the Secretary-Treasurer together with the President or Vice-President;
- (i) Prepare the annual budget of the Association; and,
- (j) Perform other duties as may be assigned by the Board.

6.4 Directors shall complete duties as may be assigned by the Board.

6.5 Upon stepping down from the position of President, the individual may serve in the position of Past President.

- (a) Only one individual may serve in this position at one time.
- (b) The individual will serve as an advisor to the Board.
- (c) The individual may attend meetings of the Board, but cannot vote at Board meetings.
- (d) The individual must maintain active membership.

Article 7 – Terms of Office

7.1 Appointments to the Board of Directors:

- (a) The term will be three years and staggered.
- (b) Notwithstanding any other provisions in this bylaw, terms may be made or extended for any length of time or for lesser terms so as to facilitate the staggering of terms.

7.2 Elections will be held at each Annual General Meeting of the Association.

7.3 The President shall not be elected for more that two consecutive terms.

- 7.4 Vacancies on the Board may be filled by appointment by the Board, or the workload associated with the vacant position may be reassigned at the discretion of the Board. Vacancies filled in this manner will be effective until the next Annual General Meeting of the Association.
- 7.5 Any member of the Board of Directors may be removed by the Association for cause, such as missing three consecutive Board meetings, unless the absences are approved by the Board.

Article 8 – Remuneration

- 8.1 No member of the Board shall receive remuneration unless authorized by the Association at a meeting held with the topic of remuneration on the agenda.

Article 9 – Specific Authorities of the Board

- 9.1 Without limiting the generality of Article 5.2, for greater certainty, the Board shall have all power to:
- (a) Carry out the objectives of the Association, as outlined in the articles of incorporation;
 - (b) Invest any money standing to the credit of the Association in trustee authorized investments pursuant to the *Trustee Act of Alberta*, to sell, assign or transfer such investments and reinvest the proceeds thereof or any part of the proceeds in like investments;
 - (c) Hire one or more individuals to carry out the orders of the Board, on a contract basis with terms and fees approved by the Board;
 - (d) Approve the annual budget and pay expenses incurred in the operation of the Association;
 - (e) Advise and provide legal, monetary and other assistance to active members seeking such assistance on any matter related to their terms of employment and other collective or individual concerns;
 - (f) Represent the Association in discussions with the City regarding terms of employment, salaries, benefits and other related issues and concerns;
 - (g) Establish and make appointments to committees;
 - (h) Assign duties to Directors;
 - (i) Reassign the duties of the Secretary-Treasurer in case of absence;
 - (j) Appoint department representatives;
 - (k) Appoint representatives to external positions;
 - (l) Select and appoint the auditor and set remuneration for the auditor; and,
 - (m) Approve support of community interests.

Article 10 – Policies

- 10.1 The Board shall develop policies as needed, including but not limited to:
- (a) Access to files by active members and Directors. The books and records of the Association may be inspected by any member of the Association upon giving reasonable notice and arranging a time satisfactory to the executive officer or officers having charge of same. The President, Vice-President and Secretary-Treasurer shall at all times have access to such books and records.
 - (b) Appointments to and establishment of committees
 - (c) Appointments to delegate or representative positions
 - (d) Code of conduct
 - (e) Election procedures
 - (f) Hiring of contract staff

- (g) Financial controls
- (h) Records management

Article 11 – Meetings of the Board

- 11.1 The Board will meet regularly at least once every three months, or as often as required to fulfill the Board's duties.
- 11.2 Meetings may be held on a schedule approved by the Board each year, or meetings will be called by the President and will be held at the time and place as determined by the President.
- 11.3 A special meeting of the Board may be called by the President, and must be called upon written instruction of any two Board members to call such a meeting. The request by Board members must state the business to be brought before the meeting.
- 11.4 Notice in writing to the last known address of each Board member shall be given to each Board member and shall be delivered in the mail or electronically at least three days prior to the date of any meeting.
- 11.5 Notices of meeting must provide information regarding the reason for the meeting.
- 11.6 Meetings may be held with less than three days' notice if all members of the Board are notified and a quorum of the Board is present.
- 11.7 Quorum for any meeting of the Board shall be a simple majority of elected members.
- 11.8 Every question before the meeting of the Board shall be determined by a simple majority of votes cast. In the case of an equality of votes, the President shall not be entitled to a second or casting vote and the question is considered lost.

Article 12 – Committees of the Board

- 12.1 The Board may establish committees.
- (a) Committees will be chaired by a Director appointed by the Board.
 - (b) The terms of reference for committees will include:
 - (i) a clear mandate, roles and responsibilities;
 - (ii) procedural rules;
 - (iii) a process for appointments to the committee;
 - (iv) reporting requirements; and,
 - (v) a review or dissolution date.
- 12.2 The Board will approve the budget and other resources required to support the duties of each committee.

Article 13 – Rules of Order

- 13.1 The meetings of the Association, the Board, and committees shall be governed by Robert's Rules of Order Newly Revised.

Article 14 – Signing Officers

- 14.1 The Board may assign up to five Board Members as signatories; three of which shall be the President, Vice-President, and the Secretary-Treasurer.

14.2 All bills, cheques and other papers which pertain to the finances of the Association shall contain at least two signatures of which one signature will be that of the President, Vice-President, or Secretary-Treasurer.

14.3 Notwithstanding Article 14.2, all financial contracts shall be signed by the Secretary-Treasurer together with the President or Vice-President.

Article 15 – Borrowing Powers

15.1 To carry out its objectives, the Association may borrow, raise or secure the payment of money in such manner as it sees fit.

Article 16 – Auditing

16.1 A duly qualified accountant shall audit the books, accounts and records of the Association at least once each year. Such auditor shall submit a complete and proper statement of the standing of the books for the previous year for the Annual General Meeting of the Association.

16.2 The end of the fiscal year of the Association in each year shall be December 31.

Article 17 – Amendments to Bylaws

17.1 These Bylaws may be amended at any general or special meeting of the Association provided notice has been circulated to the active members of the Association of the proposed amendment at least one month prior to the meeting at which it is to be considered.

17.2 Changes to the Bylaws can only be changed by special resolution of the Association. A special resolution is a resolution passed:

- (a) At a general or special meeting of which not less than one month's notice specifying the intention to propose the resolution has been duly given, and
- (b) By the vote of not less than 75% of those members who, if entitled to do so, vote in person or by proxy.

Date: _____

Signatures:

Address:

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