

Society Bylaws for
The Continuing Education Centre for Emergency Services

24 Jun 2016

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The Continuing Education Centre for Emergency Services

Definitions

1. In this Bylaw

- a. The “Board” means the Board of Trustees.
- b. “Member of the Board” means a Director in accordance with the Society Act. Within this Society, it includes the Chair, Vice-Chair, Secretary, and Treasurer.
- c. “Member of the Board at Large” means a Member of the Board, which brings additional experience or representation of an external resource. These Members, may have portfolios assigned to address the needs of the Society.
- d. “Chairman of the Board” means the President in accordance with the Society Act. This title may be further described as the “Chairman”.
- e. “Policy” refers to any policy statements or documents or principles as ratified and amended from time to time as the Board may seem fit, and are considered a part of these bylaws;

Object

2. The object of this Society is to advance education in emergency services.

Membership

3. Membership fee, if any, in the society shall be determined, from time to time, by the members at a general meeting. Any person residing in Canada, and being of the full age of 18 years, may become a member by completing an application to the Society, paying

membership dues, if any, and meeting policy requirements if applicable. Any person under the age of 18 years may, in the same manner, become a member upon payment of half of the said fee, completing an application to the Society, and meeting policy requirements if applicable.

4. Any member wishing to withdraw from membership may do so upon a notice in writing to the Board through its Secretary. If any member is in arrears for fees or assessments for any year, such member shall be automatically suspended at the expiration of six months from the end of such year and shall thereafter be entitled to no membership privileges or powers in the society until reinstated. Any member upon a majority vote of all members of the society in good standing may be expelled from membership for any cause which the society may deem reasonable.

Board of Directors

5. Board of Directors, or Board, shall mean the Board of Directors of the society.
6. The Board shall, subject to the bylaws or directions given it by majority vote at any meeting properly called and constituted, have full control and management of the affairs of the society, and meetings of the Board shall be held as often as may be required, but at least once every three months, and shall be called by the Chairman of the Board. A special meeting may be called on the instructions of any two Members of the Board provided they request the Chairman of the Board in writing to call such meetings, and state the business to be brought before the meeting. Meetings of the Board shall be called by ten days notice in writing mailed to each Member of the Board or by three days notice by e-mail, fax or telephone.

7. The Board shall establish an Executive Committee. The Executive Committee shall act on behalf of and with the full authority of the Board on matters that require immediate action.
8. A person appointed or elected as a Member of the Board becomes a Member of the Board if they were present at the meeting when being appointed or elected, and did not refuse the appointment. They may also become a Member of the Board if they were not present at the meeting but consented in writing to act as Member of the Board before the appointment or election, or within ten days after the appointment or election, or if they acted as a Member of the Board pursuant to the appointment or election.
9. Any Member of the Board or officer, upon a majority vote of all members in good standing, may be removed from office or any cause which the society may deem reasonable.
10. Members of the Board at Large may have portfolios assigned by the Chairman of the Board to address the needs of the Society.

Quorum

11. **Board Meetings.** Quorum for Meetings of the Members of the Board shall be 50% of the Members of the Board. These meetings may be held without notice if a quorum of 70% of the Board is present, provided, however, that any business transactions at such meeting shall be ratified at the next regularly called meeting of the Board; otherwise they shall be null and void.
12. **Special and General Meeting.** Quorum for a General Meeting shall be 50% of the membership. If not attained, there will be a recess of 15 minutes. Following which, the meeting shall continue provided 50% of the Members of the Board are present.

Chairman of the Board

13. The Chairman of the Board shall be ex-officio a member of all Committees. He/she shall, when present, preside at all meetings of the Society and of the Board. In his/her absence, the Vice-Chairman shall preside at any such meetings. In the absence of both, a chairperson may be elected at the meeting to preside. The Chairman may delegate all powers to the Vice-Chairman in writing.

Secretary

14. It shall be the duty of the Secretary to attend all meetings of the Society and the Board, and to keep accurate minutes of the same. He/she shall have charge of the Seal of the Society which whenever used shall be authenticated by the signature of the Secretary and the Chairman, or, in the case of the death or inability of either to act, by the Vice-Chairman. In case of the absence of the Secretary, his/her duties shall be discharged by such officer as may be appointed by the Board. The Secretary shall have charge of all the correspondence of the society and be under the direction of the Chairman and the Board.
15. The Secretary shall also keep a record of all the members of the society and their addresses, send all notices of the various meetings as required, and collect and receive the annual dues or assessments levied by the Society. Such monies shall be promptly turned over to the Treasurer for deposit in a Bank, Trust Company, Credit Union or Treasury Branch as required.

Treasurer

16. The Treasurer shall receive all monies paid to the society and be responsible for the deposit of same in whatever Bank, Trust Company, Credit Union or Treasury Branch the Board may order. He/she shall properly account for the funds of the society and keep such books as

may be directed. He/she shall 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 of the financial position of the society and submit a copy of same to the Secretary for the records of the society. The Office of the Secretary and Treasurer may be filled by one person if any annual meeting for the election of officers shall so decide.

Auditing

17. The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year by a duly qualified accountant or by two members of the society elected for that purpose at the Annual 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 Meeting of the Society. The fiscal year end of the society in each year shall be March 31.
18. The books and records of the Society may be inspected by any member of the Society at the Annual Meeting or at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same. Each member of the Board shall at all times have access to such books and records.

Meetings

19. This Society shall hold an annual meeting on or before June 31 in each year, of which notice in writing to the last known address of each member shall be delivered in the mail or electronically 21 days before the date of the meeting. At this meeting there shall be elected a Chairman, Vice-Chairman, Secretary, Treasurer, (or Secretary/Treasurer), and 6 Members of the Board, totaling no more than 9 Members of the Board. The Board may designate by resolution a portion of the Board which is required to be a Member of the Board at Large or the entirety. Following the election, a Member of the Board may become at Large by

resolution at any meeting. A Member of the Board may further rescind their at Large status by resolution of the Board at any meeting. Any member of the Board may hold an at Large status. The officers, Members of the Board and Members of the Board at Large so elected shall form a Board, and shall serve until their successors are elected and installed. Any vacancy occurring during the year shall be filled at the next meeting, provided it is so stated in the notice calling such meeting. Any member in good standing shall be eligible to any office in the Society.

20. General meetings of the Society may be called at any time by the Secretary upon the instructions of the Chairman or Board by notice in writing to the last known address of each member, delivered in the mail or by e-mail, eight days prior to the date of such meeting.
21. A special meeting shall be called by the Chairman 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, which shall be by letter to the last known address of each member, delivered in the mail eight days prior to the meeting.

Voting

22. Any member who has not withdrawn from membership, nor has been suspended nor expelled, shall have the right to vote at any Annual General Meeting, Special Meeting or General Meeting of the society. Such votes must be made in person and not by proxy or otherwise.
23. Any Member of the Board who has not withdrawn from the membership, nor has been suspended nor expelled, shall have the right to vote at any Board of Directors Meetings. Members of the Board may elect to have another member vote by proxy. The Member of the Board must provide written notice to the Board. The Member of the Board at Large may

apply restrictions to the right to vote as seen fit. The member representing the Member of the Board at Large must be affiliated with the Member of the Board's portfolio.

Financial Matters

24. The Chairman of the Board, with the approval of the Board, may from time to time appoint any paid member. Such an employee shall be paid a salary determined and approved by the Board. Policy may be passed governing this process and precede the approval of the Board.
25. Under no circumstances may a paid employee of the Society be allowed to cast a vote at any of the Societies meetings or be allowed to hold office within the Society.
26. Remuneration may be received by Members of the Society in the form of an Honorarium for services performed for the Society.
27. Members of the Board shall not be remunerated for their services.

Borrowing Powers

28. For the purpose of carrying out its objects, the society 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 society, and in no case shall debentures be issued without the sanction of a special resolution of the society.

Bylaws

29. The Bylaws may be rescinded, altered or added to by a “Special Resolution”.

Date: _____

Signature:	
Name:	
Address:	
City:	
Province:	
Postal Code:	

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Witness

Signature:	
Name:	
Address:	
City:	
Province:	
Postal Code:	

This information is being collected for the purposes of corporate registry records in accordance with the Societies Act. Questions about the collection of this information can be directed to the Freedom of Information and Protection of Privacy Coordinator for the Alberta Government, Box 3140, Edmonton, Alberta T5J 2G7, (780) 427-7013