



BYLAWS (APPROVED FEBRUARY 2017)
CANADIAN LAND RECLAMATION ASSOCIATION
ALBERTA CHAPTER BY-LAWS



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1.0 ABBREVIATIONS AND TERMS

- a) Alberta Chapter: the Alberta Chapter of the Canadian Land Reclamation Association
- b) CLRA: the Canadian Land Reclamation Association, National Board
- c) The Board: the CLRA Alberta Chapter Executive and Directors
- d) Director: an elected or appointed non-Executive member of the CLRA Alberta Chapter Board
- e) Executive: any or all of the elected or appointed Executive Directors of the Alberta Chapter which includes President, Vice President, Treasurer, and Secretary
- f) Member: a person or company holding membership with the Alberta Chapter
- g) The Membership: any or all Members of the Alberta Chapter
- h) Meeting: any meeting, conference, symposium, field trip or other official Alberta Chapter function organized by or caused to be organized and attended by the Board and/or the Membership.
- i) Board Meeting: a meeting of the Board for the purposes of running the Alberta Chapter.
- j) AGM: the Annual General Meeting of the Alberta Chapter, held once each year.
- k) Mail: distribution of information through paper or electronic format.

2.0 MEMBERSHIP

- a) Membership in the Alberta Chapter is open to all residents or organizations of Alberta who are Members in good standing of the CLRA. Exceptions are made for western Canadian province residents where no provincial CLRA Chapter exists.
- b) Classes of membership available are defined by the CLRA By-Laws.

3.0 MEMBERSHIP FEES

- a) Membership is renewed annually through the CLRA.
- b) CLRA membership fees entitle a member resident in Alberta to become a Member of the Alberta Chapter. Exceptions are made for western Canadian province residents where no provincial CLRA Chapter exists.
- c) No additional fees are levied by the Alberta Chapter for membership. Alberta Chapter fees may be initiated/amended by a two-thirds (2/3) majority vote of the CLRA, held either at an official Meeting or through a mail ballot to the Membership. The Membership must be informed of the vote at least forty-five (45) days in advance of the Meeting, or be given at least forty-five (45) days in which to complete and return a mail ballot.

4.0 BOARD

- a) The Board of the Alberta Chapter shall consist of 10 Directors. Four of the Directors fill Executive Director positions which consist of President, Vice President, Treasurer, and Secretary. The Past President is an advisory position within the Executive and carries no voting power.
- b) The term of office for Board Members shall be two (2) years from April 1 of the year in which they were elected, to March 31st of year two.
- c) The term of office for the Executive shall be two (2) years from April 1 of the year in which they were appointed, to March 31st of year two.
- d) With the exception of the Past President, the Directors and Executive Directors shall be appointed/elected through the process outlined in By-Laws 9 and 10.

5.0 DUTIES AND RESPONSIBILITIES OF THE BOARD

- a) The Board shall undertake all tasks required to run the Alberta Chapter. Notwithstanding the following, the Board has final authority for what constitutes running the Alberta Chapter.
- b) The Board will organize, or cause to be organized, an annual Alberta Chapter meeting (AGM). At the discretion of the Board, this meeting may be held concurrently with or independent of other functions (field trips, conferences, etc.).
- c) Board Members shall attend and actively participate in the annual Alberta Chapter meeting and any other Alberta Chapter functions except under extenuating circumstances.
- d) Board Members shall attend and actively participate in Board meetings. Board meetings shall be organized to accommodate the schedules of the most Board Members at any given time.
- e) While the Board will work together and in ad-hoc groups to undertake the running of the Alberta Chapter, the following are some specific responsibilities of Board positions:
 - i. The President shall
 - call meetings, set agendas, and chair meetings of the Executive/Board
 - be a signing officer for bank account(s) of the Alberta Chapter
 - represent the Alberta Chapter at CLRA board meetings or other functions
 - chair the AGM, Alberta Chapter meetings and special functions
 - present awards
 - ii. The Vice President shall

- act on behalf of the President as required
 - be a signing officer for the bank account(s) of the Alberta Chapter
 - chair a committee responsible for Alberta Chapter Student Awards
- iii. The Treasurer shall
- maintain records of all Alberta Chapter financial matters such as expenses, revenues, banking transactions and investments
 - be a signing officer for bank account(s) of the Alberta Chapter
 - report on the financial status of the Alberta Chapter at each Board Meeting
 - provide financial details (investments, financial transactions) as requested by the Executive
 - report on the financial status of the Alberta Chapter at the AGM
 - be a signing officer for the bank account(s) of the Alberta Chapter
 - ensure an audit of the financial records is completed at a minimum of every two years by a qualified professional
- iv. The Secretary shall
- take minutes at Board Meetings, keep a record of and distribute such minutes to the Board in a timely fashion
 - take minutes at the AGM
 - be a signing officer for bank account(s) of the Alberta Chapter
 - document and keep a record of other correspondence of Alberta Chapter business
- v. The Directors shall
- take a lead role in organizing the annual Alberta Chapter meeting
 - work on other Alberta Chapter business as directed by the President
- vi. The Past President shall
- act as an advisor to the Board and is expected to be available for consultation, particularly in the first 4 months of a new term of office
 - the Past President is not expected to participate in regular Board meetings or activities
- f) The President may appoint specific duties to any Director at any time
- g) Board Members may solicit assistance from the Membership to undertake duties for running the Alberta Chapter

6.0 QUORUM AND MAJORITY

- a) Six Members of the Board shall constitute a quorum (majority) for the running of Alberta Chapter business.

7.0 FINANCIAL MATTERS

- a) The Alberta Chapter is a non-profit, incorporated organization.
- b) The Board may use Alberta Chapter funds to further the goals and aims of the Alberta Chapter and to facilitate the running of the Alberta Chapter.
- c) The President, Vice President, Treasurer and Secretary shall be the signing authorities for the Alberta Chapter bank account(s). Two (2) signatures are required on any cheque issued from an Alberta Chapter account. To maintain ease of payment and timeliness of accounts payable, one (1) signature and one (1) emailed approval can be collected by two members of the executive board in lieu of two (2) signatures. If electronic payment is provided, appropriate back up approval must be on file indicated the two (2) stage approval process has been carried out. Two (2) email approvals from the Executive Board must be collected prior to any electronic payment being issued.
- d) Financial matters shall be conducted as per the Alberta Chapter's procedures and policies manual (Alberta Chapter Board Handbook).
- e) All expenditures must be approved by majority vote of the Board. Directors shall not undertake to commit funds, outside Board meeting expenses, without prior majority Board approval.
- f) The financial records of the Alberta Chapter require a review by a third party financial professional at a minimum every two years.
- g) There will be no remuneration made by the Alberta Chapter to any Board Member for services to the Alberta Chapter unless approved by the Board.
- h) The Alberta Chapter Fiscal Year will run from April 01 – March 31st annually. This timeframe has been selected to best coincide with the billings and revenue generation collected from the Alberta Chapter AGM which is held annually in February.

8.0 ELECTION OF THE DIRECTORS

- a) Elections of the Directors will be held every two (2) years when an open position is required for a Director, or at an earlier date if approved by the Executive.

- b) Elections shall be conducted by mail and shall involve all Members on the current Membership list as of July 1 of the election year.
- c) A call for nominations will be undertaken by October 1 of the year preceding the election year. Nominations will be sought from the entire Alberta Chapter Membership.
- d) A Nominating Committee will be chaired by the President and will be composed of two (2) other Directors, or, if two (2) Directors are not available, by two (2) Alberta Chapter Members who are not running for election.
- e) Nominations must be received by the Nominating Committee by the nominations closing date of November 1.
- f) Nominees must have become an Alberta Chapter Member in good standing at least the year prior to the election unless nominees with one year standing are unavailable.
- g) At least one (1) nominee must be found for each Director position open. In the event that a nominee is not found for a position, the Nominating Committee will solicit nominees from the Membership.
- h) Late nominations will only be considered by the Nominating Committee in the event that no nominees are put forward prior to the nominations closing date.
- i) All nominees will be requested to provide a short biographical sketch which will be distributed to the Membership with the election ballots.
- j) Nominees must include names, addresses and telephone numbers of two (2) supporting nominators who are Alberta Chapter Members in good standing.
- k) Ballots and biographic sketches will be distributed by mail to all Alberta Chapter Members by November 15 of the election year.
- l) For the open Director positions, all nominees will be listed alphabetically on the ballots and Members will be instructed to select their choice from the nominees.
- m) Ballots must be clearly filled out and received by the Nominating Committee or postmarked by December 15.
- n) The Nominating Committee will count the ballots and the successful nominees will be notified by February 1 of the election year and officially announced at the Alberta Chapter AGM & Conference.
- o) The new Executive will take office effective April 1 following the election and will serve for a minimum of two (2) year term.
- p) The Executive may amend the dates referenced above, as warranted and as approved by The Board.

- q) Directors, including Executive Directors can serve a maximum of three consecutive terms.
- r) If a Director must vacate a position within the first year of their term of office:
 - i. Another Director may be appointed to the Board by the Executive. The Executive should first look to a Member who previously stood for election but who was not elected. In the absence of such a Member, any Member may be appointed to fill the Director position.
 - ii. If no Executive appointment is made the position will be filled through the recruitment efforts of the Board.
- s) If a Director must vacate a position within the second year of their term of office:
 - i. Another Director may be appointed by the Executive following the process outlined above, or
 - ii. The resulting vacant position may be left vacant for the remainder of the term of office.

9.0 APPOINTMENT OF THE EXECUTIVE

- a) For the President, Vice President, Treasurer and Secretary, these positions will be appointed by the current Board of Directors. The timeline for appointment and selection will follow the same timeline as outlined in section 8.0 Election of the Directors.
- b) Board Members who have held a Director position for a term (2 years) of office will be eligible to remain on the board and take a position on the Executive.
- c) An Executive Director may hold the same position for no more than two (2) consecutive terms of office (maximum four (4) years). Subsequently, an Executive Director may seek appointment for a different Executive position.
- d) If an Executive Director must vacate a position within the first year of their term of office:
 - i. A Director may be appointed by the Executive to that position and the resulting vacant Director position filled by a Member who previously stood for election but who was not elected. In the absence of such a Member, any Member may be appointed to fill the Director position.
 - ii. If no Executive appointment is made the position will be filled through the recruitment efforts of the Board.
- e) If an Executive Director must vacate a position within the second year of their term of office:
 - i. Another Executive Member may be appointed by the Executive to that position and the resulting vacant position filled by Executive appointment (as described in 9 d i) or;
 - ii. the resulting vacant position may be left vacant for the remainder of the term of office

10.0 VOTING

- a) All Alberta Chapter Members will have one (1) vote.
- b) The successful nominee for each position will be determined by majority vote from all of the ballots received (not spoiled and not late as defined in By-Law 9).
- c) The Alberta Chapter President (in the Election Year) will not vote in the election unless there is a tie. In such an event the vote of the President will be used as a tie breaker.

11.0 BOARD OF DIRECTORS ETHICS

- a) Directors are expected to act in a professional manner as befitting their position at all times in their representation of the Alberta Chapter and the Board.
- b) Directors are expected to act in the best interests of the Alberta Chapter and the Executive.
- c) Directors shall not use their position with the Alberta Chapter for personal or business gain.
- d) Directors shall, at no time, use Alberta Chapter funds for personal or professional purposes.

12.0 BOARD RESIGNATION AND DISMISSAL

- a) The Board may, by majority vote, request that a Director become more involved in undertaking the duties and responsibilities expected of a Director. The Board may, by majority vote, request the resignation of any Director who is unable to undertake such duties and responsibilities.
- b) The Board may, by majority vote, request that a Director cease an activity or course of action that is considered by the Board to be unethical, unprofessional or otherwise not in the best interests of the Alberta Chapter and the Board. The Board may, by majority vote, request the resignation of any Director who is undertaking such an activity or course of action.
- c) Further to points 12a and 12b, the Board may, by majority vote, dismiss any Director for the reasons discussed in those points.

13.0 AMENDMENTS TO THE BY-LAWS

- a) Any By-Law may be amended by The Board subject to majority approval from the Membership. Majority approval will be solicited by mail or email ballot to the Membership and will be based on the ballots returned.

- b) Amendments to the By-Laws must be announced at the first AGM following the amendment vote.
- c) The Membership must be informed of the vote at least fifteen (15) days in advance of the Meeting, or be given at least fifteen (15) days in which to complete and return a mail ballot.