

The Association of Summer Villages of Alberta (ASVA)

Bylaws

Registered Society 10033

Article I. Name

- 1.01.1 The name of the association shall be the Association of Summer Villages of Alberta (ASVA), referred to in these bylaws as the “Association.”

Article II. Purpose of Bylaws

- 2.01 The purpose of these bylaws is to conform to the provisions of the Societies Act, R.S.A. 2000 cS-14 and set out how the Association will provide leadership in advocating local government interest to the Provincial Government and other organizations and provide services that address the need of its membership.
- 2.02 These bylaws establish a fundamental principal that the Association is owned and controlled by the regular members of the Association in every material way.

Article III. General

- 3.01 The Board of Directors may establish procedures for convening any meeting referred to in these Bylaws. Notice shall be by electronic or other communication facilities including conference calling, facsimile, e-mail or such other technology as may become available. All meeting notices shall include the date, time and location.
- 3.02 A reference in these Bylaws to an “Annual General Meeting” means a meeting of the membership held once a year at a time prescribed by the membership at the previous year’s Annual General Meeting and always at a time after the general municipal elections.
- 3.03 A reference in these Bylaws to a “Special Meeting” means a meeting of the membership held at any time other than the Annual General Meeting.
- 3.04 An Annual General Meeting or a Special Meeting will be held at a place agreed upon by the Board.
- 3.05 In unforeseen circumstances such as a pandemic or emergency an Annual General Meeting or Special Meeting may be held by teleconference or virtual means.
- 3.06 The Board may establish policies regarding the terms of an Annual General Meeting or Special Meeting.
- 3.07 A minimum of six (6) weeks’ notice as to the date, time and place of the Annual General Meeting or a Special Meeting must be given to the membership prior to the date that meeting

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will take place. The notice for any Special Meeting must also include the general nature of the business to be transacted.

- 3.08 Board meetings will be held six (6) times per year or at the call of the Chair. All efforts will be made to establish meetings every second month at the last meeting in the preceding year.
- A) Meetings will be held at a place agreed upon by the Board
 - B) Meetings may also be held by teleconference or virtual means if required and agreed upon by the Board.
- 3.09 A quorum for the transaction of business at an Annual General Meeting or Special Meetings of the membership shall consist of the regular members present.
- 3.10 A quorum for the transaction of business at a Board meeting shall be by a simple majority (50% plus 1). Members participating by teleconference or virtual means shall be counted as those members present.

Article IV. Membership

- 4.01 Any municipality, organization or business which:
- A) Desires to further the goals of the Association
 - B) Qualifies under a membership category described in 4.02, and
 - C) Pays the relevant Association membership fee
- may become a member of the Association.
- 4.02 The categories of membership are:
- A) "Regular Member" shall be available to any Summer Village located in Alberta whose representatives are their Elected Officials and CAO's.
 - B) "Associate Member" shall be determined by the Board of Directors when and if the need arises.
 - C) "Honorary Life Member" is any individual who has been appointed as an Honorary Life Member by the Board of Directors.
- 4.03 Any Regular Member may withdraw from membership in the Association at anytime by notice in writing.
- A) A Regular Member that wishes to withdraw from membership in the Association shall provide at least twelve months notice in writing to the Association accompanied by a certified copy of the resolution of Council.
 - B) Any notice of withdrawal of membership shall be presented to the Board of Directors.

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- C) A Regular Member that withdraws from membership is not entitled to reimbursement of any membership fees.
- 4.04 Membership fees shall be established by the Board of Directors of the Association on a yearly basis.
 - A) Honorary Life Members are not required to pay a membership fee.
- 4.05 The membership year commences on the 1st day of January and ends on the 31st day of December of each year.
- 4.06 A “Member in Good Standing” is a Regular Member or Associate Member in respect of whom the Association has received the membership fee for the current membership year.
- 4.07 For the purpose of this section “ASVA Activities” means all activities of the Association under the mandate;
 - A) Regular Members are entitled to have their representative, as defined in Section 4.02, participate in all Association activities, including the right to vote as set forth in Article V.
 - B) Associate Members are not entitled to participate in Association activities but may, on conditions set by the Board from time to time, be entitled to participate in some or all Association activities, not including the right to vote.
 - C) Honorary Life Members are not entitled to participate in Association activities but may, on conditions set by the Board from time to time, be entitled to participate in some or all Association activities, not including the right to vote.
- 4.08 If a Regular Member or Associate Member ceases to be a member in good standing, at the expiration of six months from the date for which membership fee was due, the Regular Member or Associate Member shall be automatically expelled from the ASVA and thereafter shall not be entitled to participate in Association activities or enjoy membership privileges until they have been brought into good standing and reinstated by the Board of Directors.

Article V. Voting Rights

- 5.01 Members entitled to vote at any Annual General Meeting or Special Meeting are those elected representatives and CAO’s in attendance whose Summer Villages are Regular Members of the ASVA in good standing.
- 5.02 Each member qualified to vote at any Annual General Meeting or Special Meeting shall be entitled to one vote by a show of hands.

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- 5.03 Proxy voting is not allowed. A recorded vote is allowed if requested by majority vote of the members present at the meeting.
- 5.04 Unless otherwise required by the bylaws, or pursuant to applicable law, any resolution put before the Members or any resolution put before the Board of Directors, must be supported by not less than a majority of the votes cast, failing which, the resolution shall fail.
- 5.05 A tied vote is a defeated vote.

Article VI. Nominations

- 6.01 Nominations shall be conducted in accordance to the election procedure set out in Policy by the Board of Directors.
- 6.02 The Board of Directors shall, in the year of provincial municipal elections, appoint a “Nominating Committee” in order to prepare and present a slate of candidates to the Annual General Meeting for consideration and election.
- 6.03 The procedure for selecting a Nominating Committee shall be set out in Policy by the Board of Directors.
- 6.04 Nominations will also be accepted from the floor at the Annual General Meeting.
- 6.05 To be eligible for nomination, a candidate must:
 - A) Be an elected representative or CAO’s of a Regular Member in good standing
 - B) Submit a completed nomination in the form prescribed by the Nomination Committee.

Article VII. Elections

- 7.01 The Nomination Chair shall act as the Returning Officer who shall be responsible for the fair and proper conduct of elections.
- 7.02 Elections shall be held at the Annual General Meeting.

Article VIII. Board of Directors

- 8.01 The ASVA Board of Director shall consist of up to a twelve (12) member Board. In order to maintain an equitable geographic provincial distribution of Board members, the province has been divided into five (5) regions as outlined in Policy. The following identify those regions and the number of Directors from each:

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- A) Two (2) Directors – Island/Baptiste Lakes Region – Region 1
- B) One (1) Director – St. Paul/Bonnyville Region – Region 2
- C) Four (4) Directors – Lac Ste. Anne/Wabamum Region – Region 3
- D) Two (2) Directors – Pigeon Lake Region – Region 4
- E) Two (2) Directors – Sylvan/Gull Lakes & South Region – Region 5
- F) One (1) Past President

8.02 Of the 12 Directors, no more than two (2) may be CAO's.

8.03 At no time shall there be two (2) or more representatives from the same Summer Village.

8.04 The Board of Directors shall nominate amongst themselves a:

- A) President
- B) Vice President
- C) Treasurer

8.05 Board Members serve a four (4) year term of office (consistent with Municipal elections) and are elected by the members at the Annual General Meeting in the year of those elections.

8.06 The Past President is ex-officio voting member of the Board of Directors and will remain until a new Past President is presented through a new presidential board election.

8.07 A President who is no longer an elected representative immediately ceases to be a President and takes on the role of Past President.

8.08 A member of the Board of Directors ceases when:

- A) A Director is no longer an elected representative, or a CAO is no longer an employee from the region they represent.
- B) A Director misses three (3) consecutive regular meetings of the Board, unless authorized by resolution prior to the conclusion of the missed third consecutive regular meeting of the Board.
- C) The Board of Directors, by resolution passed by at least two thirds (2/3) of the votes cast declare that a Board Member has ceased to be a Board Member.

8.09 In the case of Section 8.08 above, if the period until the next Annual General Meeting is less than 12 months, the position may remain vacant.

8.10 Should the office of the President become vacant; the remaining Board of Directors shall forthwith appoint, from amongst themselves, a President.

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- 8.11 Should a vacancy occur in a Director position, the Board may appoint a replacement to serve until the next Annual General Meeting.
- 8.12 A member appointed to fill a vacancy in any position must be eligible for election to that position if an election were held.

Article IX. Board

- 9.01 The Board is responsible for:
- A) Governance of the Association and
 - B) Evaluating and approving plans, programs, policies and annual budget for the Association.
- 9.02 The Board shall govern the affairs of the Association between Annual General Meetings.
- 9.03 The Board may establish Ad Hoc Committees from time to time.
- 9.04 The Board may provide such accommodation, equipment and supplies as may be deemed necessary for the operation of the Association.
- 9.05 The Board may employ, contract, discipline or terminate, and fix the conditions of remuneration, employee benefits, hours of work and any other matter relative to the Executive Director.
- 9.06 The Board shall establish and publish the policies for:
- A) Appointing the financial institution and investment decisions
 - B) The reimbursement of actual expenses incurred on Association business by any person
 - C) The conduct of elections
 - D) The submission and consideration of resolutions
 - E) Any other policies the Boards wishes to publish.

Article X. Executive Committee Responsibilities

- 10.1 The President shall be elected, from among the Board of Directors, for a four-year term.
- 10.2 The President shall, along with the Directors, manage the governance of the Association. Specific responsibilities of the President include, but are not limited to:
- A) Chairing, when present, all meetings of the Association and of the Board and its Executive Committee
 - B) Oversee the work of the Executive Director

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- C) Act as the official representative for the Association
- D) Sign all documents requiring his/her signature, including minutes, bylaws and special resolutions
- E) Serves as ex-officio on all committees of the Board and attending such meetings at his/her discretion;
- F) Such other duties as may, from time to time, be prescribed by resolution of the Board or that are otherwise incidental to this office.

10.3 The Vice President shall be elected, from amongst the Directors, for a four-year term.
The Vice President shall:

- A) In the absence of the Chair, preside over meetings of the Association and of the Board and its Executive Committee and otherwise exercise all the powers and duties of the President.
- B) Have such other duties as the Board may, by resolution, assign.

10.4 The Board may, in the absence of the President and Vice President, appoint from amongst the remaining Board Members, an Acting Chairperson.

10.5 The Treasurer shall be elected, from amongst the Directors, for a four-year term.

10.6 The Treasurer is assigned the primary responsibility of overseeing the management and reporting of the organization's finances. The Treasurer will be elected at the same time as the President and Vice President.

Article XI. Financial

11.01 The fiscal year of the Association shall be the calendar year.

11.02 At any reasonable time any Regular Member in good standing or a representative of any Regular Member may inspect the books and records of the Association upon request to the Executive Director.

- A) The Executive Director may require that a request be made in writing and shall refuse to allow inspection of any portion of a book or record containing personal information.
- B) The Executive Director shall notify the Board of each request.

11.03 The Board shall appoint an auditor at its first meeting of each year.

11.04 For the purpose of carrying out the objectives of the Association, the Board from time to time may, by resolution passed by at least two thirds (2/3) of the votes, borrow money on the credit of the Society.

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- 11.05 The Board may expend the funds of the Association from time to time for such proposes as it considers necessary or advisable to enable the Association to carry out its business.
- 11.06 Directors may be paid a per diem to attend Board or related committee meetings and travel expenses as set out in policy by the Board.
- 11.07 Unless authorized at any meeting of the Board, no Director or member of the Association shall receive any remuneration for his or her services. This is outside those duties and per diems outlined in Section 11.06.
- 11.08 The Board may establish policies regarding any remuneration and other fees and charges.
- 11.09 The President has the authority to act on behalf of the Board and shall be reimbursed as per policy.
- 11.10 The Directors of the Association are indemnified and saved harmless for any loss or damage caused by anything said or done or omitted to be done in the performance or intended performance of their functions, duties or powers except if the person was dishonest, grossly negligent or guilty of willful misconduct.

Article XII. Executive Director

- 12.01 The Board shall appoint an Executive Director to manage the affairs of the Association.
- 12.02 The Executive Director is a non voting ex-official of the Board and the Executive Committee and reports directly to the President.
- 12.03 The Executive Director shall:
 - A) Ensure that accurate minutes of all meetings of the Association, the Board, the Executive Committee and any other committees are recorded;
 - B) Manage the day to day operations of the Association within approved budgets and policies
 - C) Ensure all records and the Seal of the Association are kept safe.
- 12.04 The Executive Director may employ or contract any subordinate staff required within the expenditure authority included in the Association's budget.

Article XIII. Signing Authority

- 13.01 Any financial instruments and the use of the Seal shall be signed by
 - A) A Director designated as a signing authority by the Board, and
 - B) The Executive Director

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Article XIV. Bylaw Amendments

- 14.01 When notice is required to be given under these Bylaws, the notice may be given by one of the following:
- A) Mail;
 - B) Facsimile; or
 - C) Electronic means
- 14.02 Written notice of a proposed amendment to these bylaws shall be provided to each Member not less than (6) six weeks before the meeting at which the amendment is to be proposed.
- 14.03 These bylaws shall only be approved, amended, rescinded or added to by a special resolution of the membership at the Annual General Meeting or a Special Meeting called by the Board of Directors.
- 14.04 Pursuant to the Societies Act, a special resolution is described as 75% of the members entitled to vote at the Annual General Meeting or at a Special Meeting.
- 14.05 Once the Bylaws are approved by the membership, they shall be submitted to the appropriate authorities for review and approval.

Reviewed and Approved by the Association's Board of Directors this 15th day of June, 2020.

Reviewed and Approved by the Association's Membership this 15th day of October, 2020.

President of the ASVA: Mike Pashak

Signature:



Executive Director of the ASVA: Deb Hamilton

Signature:

