

**BYLAWS OF THE  
ASSOCIATION OF ENERGY ENGINEERS ALBERTA  
CHAPTER**

<b>Revision</b>	<b>Date Revised</b>
0	3-Feb-2016

<b>ARTICLE 1 NAME</b> .....	<b>1</b>
<b>ARTICLE 2 DEFINITIONS</b> .....	<b>1</b>
<b>ARTICLE 3 PURPOSES</b> .....	<b>2</b>
<b>ARTICLE 4 MEMBERSHIP</b> .....	<b>3</b>
<b>ARTICLE 5 ANNUAL DUES</b> .....	<b>4</b>
<b>ARTICLE 6 MEETINGS</b> .....	<b>4</b>
<b>ARTICLE 7 BOARD OF DIRECTORS</b> .....	<b>5</b>
<b>ARTICLE 8 DIRECTORS</b> .....	<b>6</b>
<b>ARTICLE 9 OFFICERS</b> .....	<b>6</b>
<b>ARTICLE 10 ELECTIONS</b> .....	<b>7</b>
<b>ARTICLE 11 COMMITTEES</b> .....	<b>7</b>
<b>ARTICLE 12 MAIL OR EMAIL VOTE</b> .....	<b>8</b>
<b>ARTICLE 13 AUTHORIZATION</b> .....	<b>8</b>
<b>ARTICLE 14 REGISTER OF MEMBERS</b> .....	<b>8</b>
<b>ARTICLE 15 SEAL</b> .....	<b>9</b>
<b>ARTICLE 16 FISCAL YEAR</b> .....	<b>9</b>
<b>ARTICLE 17 USE OF SOCIETY FUNDS AND BORROWING POWERS</b> .....	<b>9</b>
<b>ARTICLE 18 ANNUAL AUDIT OF FINANCIAL STATEMENTS</b> .....	<b>9</b>
<b>ARTICLE 19 INDEMNIFICATION</b> .....	<b>10</b>
<b>ARTICLE 20 CONFLICT OF INTEREST</b> .....	<b>10</b>
<b>ARTICLE 21 DISPUTE RESOLUTION</b> .....	<b>10</b>
<b>ARTICLE 22 FILINGS WITH THE ALBERTA GOVERNMENT</b> .....	<b>11</b>
<b>ARTICLE 23 AMENDMENTS AND ALTERATION OF BYLAWS AND OBJECTS</b> .....	<b>11</b>
<b>ARTICLE 24 DISSOLUTION</b> .....	<b>12</b>

## ARTICLE 1 NAME

- 1.1 The name of the Society shall be the Association of Energy Engineers Alberta Chapter.

## ARTICLE 2 DEFINITIONS

- 2.1 In these Bylaws, these terms have the following meaning:

- (1) "**Act**" means the *Societies Act*, RSA 2000, c S-14, and the regulations made thereunder, as amended from time to time;
- (2) "**AGM**" has the meaning set forth in Section 6.1;
- (3) "**Annual Dues**" has the meaning set forth in Section 5.1;
- (4) "**Application**" means the Application to Form a Society filed pursuant to section 9 of the Act;
- (5) "**Association**" means the Association of Energy Engineers, a 501(c) (6) United States non-profit professional organizing established in 1977 and headquartered in Atlanta, Georgia, with which this Society is affiliated;
- (6) "**Basic Members**" means a member afforded the class of basic membership;
- (7) "**Board**" means the board of directors of the Society and shall be composed of the Officers and Directors;
- (8) "**Board Members**" shall mean the Officers and Directors. "**Board Member**" shall mean any one Officer or Director.
- (9) "**Bylaws**" means these bylaws of the Society;
- (10) "**Directors**" mean the directors of the Society as specified in Article 8. "**Director**" means any one of them;
- (11) "**energy industry**" or "**industry**" includes but is not limited to activities involved in energy utilization, conservation of energy sources and services;
- (12) "**Full Member**" means a Member afforded the class of full membership;
- (13) "**good standing**" means a member of the Association who has paid their Association dues within 60 days of their renewal date;
- (14) "**Member**" means a member of the Society of any class of membership;
- (15) "**Nominating Committee**" has the meaning set forth in Section 11.2;
- (16) "**Officers**" mean the officers of the Society as specified in Article 9. "**Officer**" means any one of them;

- (17) "**President**" means the president of the Society whose duties are outlined in Section 9.2;
- (18) "**Register of Members**" has the meaning set forth in Section 14.1.
- (19) "**Registrar**" means Registrar as defined in the *Business Corporations Act*, RSA 2000, c B-9, as amended from time to time;
- (20) "**Secretary**" means the secretary of the Society whose duties are outlined in Section 9.5;
- (21) "**Society**" means the Association of Energy Engineers Alberta Chapter;
- (22) "**Special Resolution**" means
  - (i) a resolution passed
    - (A) at a regular meeting or special meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given, and
    - (B) by the vote of not less than 75% of the Full Members present;
  - (ii) a resolution proposed and passed as a special resolution at a regular meeting or special meeting of which less than 21 days' notice has been given, if all the Full Members at the general meeting or special meeting so agree, or
  - (iii) a resolution consented to in writing by all the Full Members who would have been entitled at a regular meeting or special meeting to vote on the resolution;
- (23) "**Student Member**" means a Member afforded the class of student membership;
- (24) "**Treasurer**" means the treasurer of the Society whose duties are outlined in Section 9.4;
- (25) "**Vice-President**" means the vice-president of the Society whose duties are outlined in Section 9.3;

### **ARTICLE 3 PURPOSES**

**3.1** The purposes of the Association and the Society shall be:

- (1) to promote the scientific and educational interests of those engaged in the energy industry;

- (2) to foster cooperative action in advancing by lawful means the common purposes of its members, and promote activities designed to enable the industry to be conducted with the greatest economy and efficiency;
- (3) to afford due consideration to and expression of opinion upon questions affecting the industry and to hold meetings for the presentation and discussion of technical papers;
- (4) to cooperate with other industries and organizations;
- (5) to conduct or engage in all lawful activities in furtherance of the foregoing purposes or incidental thereto; and
- (6) to affiliate with and promote the objectives of the Association

#### **ARTICLE 4 MEMBERSHIP**

**4.1** The following are the requirements for an individual to become a Member:

- (1) they must be in good standing with the Association;
- (2) they must have submitted an application of membership to the Board;
- (3) the Board must have accepted the individual's application of membership; and
- (4) they must have paid their Annual Dues in accordance with Article 5.

**4.2** Members may voluntarily withdraw from the Society by giving written notice of such intention to the Board. All rights, privilege, and interests of the Member shall cease upon delivery of the written notice.

**4.3** Any Member may be suspended or expelled from the Society for cause. Sufficient cause for such suspension or expulsion shall be violation of the Bylaws or any lawful rule or practice duly adopted by the Society, or any other conduct prejudicial to the interests of the Association or the Society as determined by a two-thirds majority vote of the Board.

**4.4** The classes of membership in the Society are:

- (1) full membership;
- (2) basic membership;
- (3) student membership.

**4.5** Full Members have all the rights and obligations offered by the Society and the Association to Members, including the right to vote, be elected as a Board Member and serve on committees. Full Members shall have the right to vote on any resolutions brought before them by the Board, appearing on the agenda of a meeting or brought forward by a properly approved motion from the floor of a meeting.

- 4.6 Basic and Student Members have all the rights and obligations offered by the Society and the Association to Members, except for the right to vote, be elected as a Board Member and to serve on the Nominating Committee.
- 4.7 No Member is, in the Member's individual capacity, liable for a debt or liability of the Society.

#### **ARTICLE 5 ANNUAL DUES**

- 5.1 Every year, the Board shall determine the annual dues for each class of membership of the Society (the "**Annual Dues**").
- 5.2 Members who fail to pay their Annual Dues within 30 days from the due date shall be notified by the Secretary. If the Member does not pay the amount owing within 30 days after being notified by the Secretary, the Member shall be suspended, be dropped from the Register of Members and forfeit all rights and privileges of Society membership. Reinstatement will be considered if the Member requests and can show good cause.

#### **ARTICLE 6 MEETINGS**

- 6.1 There shall be an annual meeting of the Society (the "**AGM**") during the month of December, unless otherwise ordered by the Board, for the election of Board Members and any other business. Notice of such meeting, signed by the Secretary, shall be mailed or e-mailed to the last recorded address of each Member at least 30 days in advance of the AGM. The notice shall include the tentative agenda and the time and place of the AGM.
- 6.2 Regular meetings of the Society shall be held once every 3 months. Notice of any regular meeting shall be mailed or e-mailed to the last recorded address of each Member at least 10 days in advance of each regular meeting. The notice shall include the tentative agenda and the time and place of the regular meeting.
- 6.3 Special meetings of the Society may be called by the President. Notice of any special meeting shall be mailed or e-mailed to the last recorded address of each Member at least 10 days in advance of each special meeting. The notice shall include the tentative agenda, the time and place of the special meeting and any pertinent information describing the nature of the special meeting.
- 6.4 Quorum for any Chapter meeting shall be 10 Full Members. Quorum is necessary to conduct any business at a meeting, including elections or voting on a resolution. In case quorum is not met, the presiding officer may adjourn the meeting until quorum is met.
- 6.5 In the absence of a quorum, the Board is empowered to act for the Society. However, the Board may not take any actions that would otherwise require the approval of the Full Members pursuant to these Bylaws or the Act.
- 6.6 Unless otherwise specified in these Bylaws or the Act, a majority (50%+1) vote is required to pass a resolution, conduct business or otherwise approve of any matter at a meeting.

**6.7** For each vote at a meeting, Full Members are entitled to one vote and the vote must be made in person by the Full Member and not by proxy.

**6.8** The order of business for any meeting may be as follows:

- (1) call to order;
- (2) reading of minutes of previous meeting;
- (3) communications or letters;
- (4) reports of officers;
- (5) reports of committees ;
  - (i) standing; and
  - (ii) special;
- (6) meeting agenda;
- (7) old business;
- (8) new business; and
- (9) adjournment.

The order of business may be altered or suspended at any meeting by a majority vote of the Full Members.

**6.9** Except to the extent it contradicts or conflicts with these Bylaws, the Act or any lawful rule or practice duly adopted by the Society, all meetings shall be governed by and conducted according to the latest version of Robert's Rules of Order.

## **ARTICLE 7 BOARD OF DIRECTORS**

**7.1** The Board shall supervise, control and direct the affairs of the Society.

**7.2** The Board shall be composed of the Officers and the Directors.

**7.3** Only Full Members in good standing may be eligible to be Board Members. If, for whatever reason during their term, a Board Member is no longer in good standing, their position shall be deemed to be vacant.

**7.4** The Board shall have a regular meeting on the same day as the AGM. For all other meetings, the Board shall meet upon call of the President at such times and places as they choose.

**7.5** A majority of the Board shall constitute a quorum at any Board meeting. In case quorum is not met, the presiding officer may adjourn the meeting until quorum is met.

- 7.6 If a Board Member is absent from three (3) consecutive meetings for reasons which the Board declares insufficient, their resignation from the Board shall immediately be deemed to have been tendered and accepted.
- 7.7 Board Members shall not receive any compensation for their services. The Board may by resolution authorize reimbursement of expenses incurred in the performance of their duties.
- 7.8 Any Board Member may resign at any time by giving written notice to the Board. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President or the Board.
- 7.9 Vacancies in any Board position may be filled for the balance of the term either by election or delegating the duties of the vacant position to the remaining Board Members. Election can be held at any regular or special meeting.
- 7.10 Duties for each Board position shall be reviewed by the outgoing Board Members with the newly elected Board Members shortly after their election.

## **ARTICLE 8 DIRECTORS**

- 8.1 The Directors are the director of programs, the director of training and certification, the director of memberships, the director of scholarships, the director of sponsorship and any other director as may be deemed necessary by the Board.
- 8.2 If the Board believes it is in the best interest of the Society, the Board may create a new director position to serve as a Director.
- 8.3 Each Director chairs and is responsible for their respective standing committees. Each Director shall ensure that their respective standing committee carries out all the tasks and responsibilities delegated to it by the Board.
- 8.4 The Directors shall perform such other duties as may be duly assigned to them by the Board.

## **ARTICLE 9 OFFICERS**

- 9.1 The Officers are the President, Vice-President, Treasurer and Secretary.
- 9.2 The President shall be the principal elective officer of the Society, shall preside at meetings of the Society and of the Board. They shall be a member ex-officio, with right to vote, of all committees, including the Nominating Committee.
- 9.3 The Vice-President may be delegated by the President to perform their duties in the event of the President's temporary disability or absence from meetings. They shall have such other duties as the Board may assign.
- 9.4 The Treasurer shall keep an account of all monies received and expended for the use of the Society and shall make disbursements authorized by the Board and approved by the

President and such other Officers as the Board may prescribe. They shall deposit all sums in the bank, or trust company, approved by the Board, and shall make a report at the AGM or when called upon by the President. Funds may be drawn only as outlined in Article 17. The Treasurer, with the approval of the Board, may appoint one or more assistant treasurers to perform such duties as the Treasurer may assign.

- 9.5** The Secretary's duties shall be to give notice of and attend all meetings of the Society, to be responsible for the seal of the Society, to take and hold minutes of all proceedings, to update and hold the Register of Members and all other books and records of the Society not assigned to any other Board Member, to attest documents and to perform such other duties as may be duly assigned to them.

## **ARTICLE 10 ELECTIONS**

- 10.1** The Board Members shall be elected each year at the AGM for a term of one year effective 30 days after their election and until their successor is duly elected.
- 10.2** Candidates for each Board position shall be nominated prior to the AGM in one of two ways:
- (1) Candidates shall be nominated by the Nominating Committee in the manner prescribed by the Nominating Committee and Section 11.4; or
  - (2) Full Members in good standing may nominate another Full Member as a candidate if the nomination is submitted and received by the Secretary 30 days prior to the AGM.

A candidate for a Board position may not be nominated from the floor of the AGM unless there are no other nominations for such position.

- 10.3** Election shall be by show of hands or secret ballot, if requested.
- 10.4** While it is not necessary for each Board position to be filled, the Society must have a President, Treasurer and Secretary.
- 10.5** Full Members may hold multiple Board positions if there would otherwise be a vacant position. However, the position of President, Treasurer and Secretary must be held by different Full Members.

## **ARTICLE 11 COMMITTEES**

- 11.1** The President, subject to the approval of the Board, shall annually appoint such standing and special subcommittees as required by the Bylaws or as they may find necessary.
- 11.2** The standing committees of the Society are the Nominating Committee, the programs committee, the training and certification committee, the memberships committee, the scholarships committee and the sponsorship committee.

- 11.3 Except for the Nominating Committee, each standing committee shall be chaired by their respective Director. Such Director shall be responsible for the affairs of their standing committee and shall provide committee reports at each Board meeting.
- 11.4 During the month of October of each year, the Board shall appoint a nominating committee of 3 Full Members to nominate candidates for each Board position (the "**Nominating Committee**"). The Nominating Committee shall notify the Secretary, in writing, at least 30 days before the AGM, of the names of the candidates it proposes, and the Secretary shall mail or e-mail a copy thereof to the last recorded address of each Member at least 20 days before the AGM.

#### **ARTICLE 12 MAIL OR EMAIL VOTE**

- 12.1 Whenever, in the judgment of the Board, any question should be put to a vote of the Full Members, and when it deems it inexpedient to call a special meeting for such purpose, the Board may send such a matter to the Full Members in writing by mail or e-mail for vote and decision, and the question thus presented will be determined according to a majority of the votes received by mail or e-mail within 30 days after such submission to the Full Members. Any and all action taken in pursuance of a majority mail or e-mail vote will be reviewed at a duly appointed meeting.

#### **ARTICLE 13 AUTHORIZATION**

- 13.1 The Society shall not enter into any contracts binding the Association without prior written approval of the board of directors of the Association. It shall be understood that the Society is an extension of the Association and Members shall act accordingly. The Society must seek specific approval for the use of the Association's name in written approval of the board of directors of the Association.
- 13.2 No Member shall enter into any contracts in the name of the Society in dealings with others without the written consent and authorization of the Board.
- 13.3 The Society shall cooperate with the Association in compliance with its request for reports on activities, meetings and budgets.

#### **ARTICLE 14 REGISTER OF MEMBERS**

- 14.1 The Society shall keep a register of its members containing the names of the applicants for incorporation and the name of every other individual who is admitted as a Member (the "**Register of Members**"), together with the following particulars of each Member:
- (1) the full name and residential address;
  - (2) the date on which the Member was admitted;
  - (3) the date on which the individual ceased to be a Member; and
  - (4) the class of membership of the Member.

- 14.2** The Society shall keep the Register of Members at its registered office and shall permit a Member to inspect the Register of Members free of charge upon providing reasonable prior written notice to the Secretary. However, the Society may disclose the Register of Members to a Member only if the information contained in the Register of Members is to be used by the Member for matters relating to the affairs of the Society.
- 14.3** A Member may use personal information about another Member that is contained in the Register of Members for matters not relating to the affairs of the Society if the other Member gives consent to that use.

**ARTICLE 15  
SEAL**

- 15.1** The Society shall have a seal of such design as the Board may adopt. The Secretary shall be responsible for the seal.

**ARTICLE 16  
FISCAL YEAR**

- 16.1** The fiscal year shall commence on January 1<sup>st</sup> and shall end on December 31<sup>st</sup>.

**ARTICLE 17  
USE OF SOCIETY FUNDS AND BORROWING POWERS**

- 17.1** The Society shall use its funds only to accomplish the objects and purposes specified in these Bylaws and the Application, and no part of said funds shall inure, or be distributed, to the Members.
- 17.2** Society expenditures will be outlined in the budget for the fiscal year. All purchases are to be approved by the Treasurer prior to spending the funds. Failure to comply may result in purchases not be reimbursed.
- 17.3** Any and all funds to be removed from the Society account will require the signature of 2 of the 3 following Officers: the President, the Vice-President or the Treasurer.
- 17.4** The Society may only borrow money to accomplish the objects and purposes specified in these Bylaws and the Application if authorized to do so by a two-thirds majority vote of the Full Members. Otherwise, the Society may not borrow money.

**ARTICLE 18  
ANNUAL AUDIT OF FINANCIAL STATEMENTS**

- 18.1** The Treasurer must present at the AGM financial statement setting out its income, disbursements, assets and liabilities, audited and signed by the Society's auditor.
- 18.2** The financial statements need not be audited by a professional accounting firm permitted to perform an audit engagement pursuant to the *Chartered Professional Accountants Act* unless
- (1) a Board resolution or resolution of the Full Members so require; or

- (2) a fee is being charged to perform the audit.

## **ARTICLE 19 INDEMNIFICATION**

- 19.1** The Society shall indemnify any and all of its current or former Board Members, and their heirs and legal representatives, against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they or any of them are made parties, or a party, by reason of having been a Board Member, except in relation to matters as to which such Board Member shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of their duties and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

## **ARTICLE 20 CONFLICT OF INTEREST**

- 20.1** A Board Member who:

- (1) is a party to a material contract or proposed material contract with the Society, or
- (2) is a shareholder, director or officer of, or has a material interest in, any party which is a party to a material contract or material transaction or proposed material contract or proposed material transaction with the Society, shall disclose in writing to the Board fully the nature and extent of their interest prior to any vote to approve such contract. No such conflicted Board Member shall vote on any resolution to approve such contract.

- 20.2** If such a material contract is entered into:

- (1) the contract is neither void nor voidable by reason only of that relationship, or by reason only that a Board Member with an interest in the contract is present at or is counted to determine the presence of a quorum at a Board meeting that authorized the contract; and
- (2) a current or former Board Member to whom a profit accrues as a result of the making of the contract is not liable to account to the Society for that profit by reason only of holding office as a Board Member, if the Board Member disclosed their interest in accordance herewith and the contract was approved by the Board or the Members and it was reasonable and fair to the Society at the time it was approved.

## **ARTICLE 21 DISPUTE RESOLUTION**

- 21.1** Disputes among Members, Board Members or the Society are as much as possible to be resolved in accordance with amicable and respectful discussions
- 21.2** In the event that a dispute among Members, Board Members or the Society arising out of or related to these Bylaws, or out of any aspect of the operations of the Society is not resolved amicably between the parties then without prejudice to or in any other way

derogating from the rights of the parties involved, such dispute shall be settled by a process of dispute resolution as follows:

- (1) A notice of the dispute shall be sent to the Board, which describes the particulars of the dispute.
- (2) The parties to the dispute must hold private meetings with the Board to resolve the dispute whose sole purpose is to resolve the dispute. At a minimum, the parties must have held 3 private meetings and 30 days must have passed since the notice was first sent to the Board before proceeding to mediation.
- (3) The dispute shall then be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the Board) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties. The number of mediators may be reduced from three to one upon agreement of the parties.
- (4) If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the *Arbitration Act*, RSA 2000, c A-43.
- (5) The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to any appeal.
- (6) All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

## **ARTICLE 22 FILINGS WITH THE ALBERTA GOVERNMENT**

- 22.1** The Society shall file with the Registrar every Special Resolution passed for any purpose mentioned in the Act.
- 22.2** The Society shall each year, on or before the last day of the month immediately following its anniversary month, file their annual returns with the Registrar.
- 22.3** Where there is a change in the membership of the Board or in the name, address or occupation of a Board Member, the Society shall within 30 days give notice to the Registrar of such change.

## **ARTICLE 23 AMENDMENTS AND ALTERATION OF BYLAWS AND OBJECTS**

- 23.1** The Bylaws shall not be rescinded, altered or added to except by Special Resolution. No rescission or alteration of or addition to the Bylaws has effect until it has been registered by the Registrar.

- 23.2** The Society may, by Special Resolution, alter its objects as they appear on the Application. No alteration to the objects has effect until it has been registered by the Registrar.

**ARTICLE 24  
DISSOLUTION**

- 24.1** If the Society has not held a meeting within twelve (12) months or does not have any Officers, the Society will be deemed to be inactive in respect of its relationship with the Association.
- 24.2** The Society may only be dissolved by a Special Resolution.
- 24.3** Upon dissolution, the Society shall notify the Association and pay all outstanding debts. Any fund balance shall be forwarded to the Association.

*[the rest of this page has intentionally been left blank]*

Dated \_\_\_\_\_.

Signature:	Address: (including postal code)
Print Name:	
Signature:	Address: (including postal code)
Print Name:	
Signature:	Address: (including postal code)
Print Name:	
Signature:	Address: (including postal code)
Print Name:	
Signature:	Address: (including postal code)
Print Name:	
<b>WITNESS</b>	Address: (including postal code)
Signature:	
Print Name:	

*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 Alberta Registries, Box 3140, Edmonton, Alberta T5J 2G7, (780) 427-7013.*