

BYLAWS



ALBERTA JUNIOR FOREST WARDEN ASSOCIATION

April 2024

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ARTICLE 1 – INTRODUCTION

1.1 The Association

The name of the Association is “The Alberta Junior Forest Warden Association,” which may also be known or referred to as the AJFWA.

The AJFWA may at its pleasure by a vote of the membership body change its name.

1.2 The Bylaws

The following articles set forth the Bylaws of the AJFWA.

ARTICLE 2 – DEFINING AND INTERPRETING THE BYLAWS

2.1 Definitions

In these Bylaws, the following words have these meanings.

2.1.1 *Act* means the *Societies Act* R.S.A. 2000, chapter S-14 as amended, or any statute substituted for it.

2.1.2 *Alumni* means the Alberta Junior Forest Warden Alumni Association.

2.1.3 *AJFWA or the Association* means the Alberta Junior Forest Warden Association.

2.1.4 *Annual General Meeting* means the Annual General Meeting (AGM) described in Article 5.1.

2.1.5 *Board* means the Board of Directors of the AJFWA.

2.1.6 *Board Meeting* means the board meetings described in Article 6.1.6.

2.1.7 *Bylaws* means the Bylaws of the AJFWA as amended.

2.1.8 *Club in Good Standing* means a club for which all required charter documentation and membership fees for the current membership year, as outlined by AJFWA policy, have been received by the AJFWA Registered Office.

2.1.9 *Committee Meeting* means the committee meetings described in Article 6.4 and 6.5.

2.1.10 *Director* means any person elected or appointed to the Board.

2.1.11 *District and Regional Councils* mean District and Regional Councils referred to in 6.1.3 and recognized by AJFWA. District and Regional Councils generally represent membership by geographic area. District and Regional Councils are listed in the Policy and Procedure Manual of the AJFWA.

2.1.12 **General Meeting** means the general meeting described in Article 5.2.

2.1.13 **Member** means a Member of the AJFWA.

2.1.14 **Officer** means any Officer listed in Article 6.2.

2.1.15 **Quorum for meetings of the Association** means:

- (a) Not less than 10% of the voting members.
- (b) If the Association has more than 500 voting members, not fewer than 50 members.
- (c) If at the time appointed for any General Meeting of the members of the Association (a) or (b) are not met,
 - i) In the case of a meeting called by the members, the meeting is dissolved, and
 - ii) In the case of a meeting called, other than by the members, the chair of the meeting may call for a resolution to the effect that those voting members present constitute a quorum and be empowered to transact the business to be brought before the meeting. The resolution is passed by a majority vote.

2.1.16 **Register of Members** means the register maintained by the Board containing the names of the Members of the Association.

2.1.17 **Registered Office** means the registered office for the AJFWA, as in Article 7.1.

2.1.18 **Special General Meeting** means the Special General Meeting described in Article 5.3.

2.1.19 **Special Meeting of the Board** means the Special Meeting of the Board described in Article 4.5 and 6.1.5.2.

2.1.20 **Special Resolution** means

- (a) A resolution passed at any General Meeting of the membership of the AJFWA. There must be twenty-one (21) days' notice for this meeting. The notice must state the proposed resolution. There must be approval by a vote of 75% of the voting Members in attendance at the meeting;
- (b) A resolution proposed and passed as a Special Resolution at any General Meeting with less than twenty-one (21) days' notice. All the voting Members eligible to attend and vote at the any General Meeting must so agree; or

- (c) A resolution agreed to in writing by all of the Voting Members.
- (d) Items requiring a special resolution are:
 - i) changing the objects;
 - ii) amending the bylaws;
 - iii) issuing debentures; and
 - iv) surrendering the Certificate of Incorporation.

2.1.21 **Voting Member** means a Member entitled to vote at the meetings of the AJFWA.

2.2 Interpretation

The following rules of interpretation must be applied in interpreting these Bylaws.

2.2.1 **Singular and plural:** words indicating the singular number also include the plural, and vice-versa.

2.2.2 **Headings** are for convenience only. They do not affect the interpretation of these Bylaws.

ARTICLE 3 - PURPOSES

3.1 Purposes

The purposes of the AJFWA are described in the 'Objectives of The AJFWA' as filed in a separate document with Alberta Registries.

ARTICLE 4 - MEMBERSHIP

4.1 Classification of Members

There are seven (7) categories of Members:

- (a) Parent/Guardian Members (voting members);
- (b) Warden/Wanderer Members (non-voting members);
- (c) Honorary Members (non-voting members);
- (d) Club Support Members (voting members);
- (e) Sponsored Members (non-voting members);
- (f) Sibling Members (non-voting members); and
- (g) Alumni Members (voting members).

4.1.1 Parent/Guardian Members

A Parent/Guardian Member is a parent or guardian of a Warden. Parent/Guardian Members are voting members.

4.1.2 Warden/Wanderer Members

A Warden/Wanderer Member is aged 18 or younger with a parent or guardian registered in the program.

- (a) A Warden Member is aged 6 to 18 identified as a Warden on a current charter of a club in good standing. Warden members are non-voting members.

- (b) A Wanderer Member is aged 6 or younger who is a sibling of a registered Warden Member or a family member of a club support adult. Wanderer Members are non-voting members.

4.1.3 **Honorary Members**

An Honorary Member is appointed by a resolution recognizing the contributions of the individual to the Association or its objectives at a General Meeting. Honorary Members are non-voting members.

4.1.4 **Sponsored Members**

- (a) A Sponsored Member must:
 - i) be sponsored by an existing member in good standing who is responsible for a Sponsored Member's actions;
 - ii) complete all documents required to become a member in good standing;
 - iii) pay the same annual fee as a Warden Member; and
 - iv) be responsible for the expense of obtaining their own Vulnerable Sector and Police Information Check.
- (b) A Sponsored Member's membership is immediately revoked if:
 - i) the Sponsored Member ceases to be a member in good standing;
 - ii) the Sponsoring Member is no longer a member in good standing;
 - iii) the Sponsoring Member revokes their sponsorship of the Sponsored Member; or
 - iv) the Board suspends the Sponsoring Member's membership as per 4.5.1
- (c) Sponsored Members are non-voting members, and cannot hold any executive or board position at any level of AJFWA.

4.1.5 **Club Support Members**

A Club Support Member is:

- (a) a parent or guardian who was previously registered with AJFWA as a parent or guardian; or
- (b) a previously registered Warden.

Club Support Members are voting members.

4.1.6 **Alumni Members**

Alumni member must meet the following criteria:

- (a) three years of previous membership in AJFWA as a voting member or be a previously registered Warden;
- (b) be 18 years of age or older;
- (c) be a member in good standing; and
- (d) be accepted for membership by the Alberta Junior Forest Warden Alumni Association.

Alumni Members are voting members.

4.1.7 **Sibling Members**

A Sibling Member is aged 6 to 18 years and is identified as a sibling of a Warden on a current charter of a club in good standing. Sibling Members are non-voting members.

4.1.8 Voting members may be registered in more than one category of membership but will only have one vote.

4.2 **Admission of Members**

4.2.1 On approval of the Board, any individual may become a Member in the appropriate category by meeting the requirements of:

- (a) at least one Membership classification in Article 4.1;
- (b) General Member screening in Article 4.7; and
- (c) payment of the required membership fees in Article 4.3.

4.2.2 The individual will be entered as a Member under the appropriate category in the Register of Members.

4.3 **Membership Fees**

4.3.1 **Membership Year**

The membership year is October 15 to October 14.

4.3.2 **Setting Membership Fees**

The Board must present a recommended membership fee for each category of members at the Annual General Meeting and this recommendation shall be voted on by those Members in attendance. If the motion is defeated the Board will be allowed to review and present an alternative schedule of fees at a later point in the AGM Meeting agenda based on Board and member recommendation.

4.3.3 **Payment Date for Fees**

The annual membership fees must be paid on or before October 15 of every year as part of the club charter application.

4.4 **Rights and Privileges of Members**

4.4.1 Any Member in good standing is entitled to:

- (a) receive notice of meetings of the Association;
- (b) attend any meeting of the Association;
- (c) speak at any meeting of the Association; and
- (d) exercise other rights and privileges given to Members in these bylaws.

4.4.2 **Voting Members**

Members with voting privileges, as classified in Article 4.1, are entitled to vote at all general meetings of the Association.

4.4.3 **Number of Votes**

A Voting Member is entitled to one (1) vote at any General Meeting of the Association.

4.4.4 **Member In Good Standing**

A Member is in good standing when

- (a) the Member is listed on a Club or Alumni charter that is in good standing;
- (b) the Member is not suspended as a Member as provided for under Article 4.5; and
- (c) the Member has met all requirements to be admitted as a member under Article 4.2.

4.4.5 **Giving Notice**

Notice must be given by one or more methods with the intention of reaching all members entitled to receive the notice. The means of giving notice may be further defined by the Board in policy.

4.5 **Suspension of Membership**

4.5.1 **Decision to Suspend**

The Board, at a Special Meeting of the Board called for that purpose, may suspend a Member's membership, for one or more of the following reasons:

- (a) if the Member has failed to abide by the Bylaws;
- (b) if the Member has been disloyal to the Association;
- (c) if the Member has done or failed to do anything judged to be harmful to the Association, its reputation or its members; or
- (d) if the member has failed to complete required chartering documentation by the required deadlines.

4.5.2 **Notice to the Member**

4.5.2.1 The affected Member will receive notice of the Board's intention to deal with whether that Member should be suspended or not. The Member will receive at least 14 days notice before the Special Meeting of the Board.

4.5.2.2 The notice will be sent to the last known address of the Member shown in the records of the Association. The notice may also be delivered by an Officer.

4.5.2.3 The notice will state the reasons why suspension is being considered.

4.5.3 **Decision of the Board**

4.5.3.1 The Member will have an opportunity to appear before the Board to address the matter. The board may allow another person to accompany the Member.

4.5.3.2 The Board will determine how the matter will be dealt with, and may limit the time given to the Member to address the Board.

4.5.3.3 The Board may exclude the Member from its discussion of the matter, including the deciding vote.

4.5.3.4 The decision of the Board is final.

4.6 **Termination of Membership**

4.6.1 **Resignation**

4.6.1.1 Any Member may resign from the Association by sending or delivering a written notice to the Secretary or President of the Association.

4.6.1.2 Once the notice is received, the Member's name is removed from the Register of Members. The Member is considered to have ceased being a Member on the date their name is removed from the Register of Members.

4.6.2 **Death**

4.6.2.1 The membership of a Member is ended upon their death.

4.6.3 **Expulsion**

4.6.3.1 The Board may at a Special Meeting called for such a purpose, expel any Member for any cause which is deemed sufficient in the interests of the Association.

4.6.3.2 The decision is final.

4.6.3.3 On passage of the motion to expel the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date their name is removed from the Register of Members.

4.6.4 There shall be no refund of membership fees upon termination of membership.

4.7 **General Member Screening**

4.7.1 All members, excluding wardens/wanderers, will be subject to a "Volunteer Screening" process administered by the Board and managed by policy.

4.8 **Transmission of Membership**

4.8.1 No right or privilege of any Member is transferable to another person. All rights and privileges cease when the Member resigns, dies, or is expelled from the Association.

4.9 Continued Liability for Debts Due

- 4.9.1 Although a Member ceases to be a Member by death, resignation or otherwise, the member is liable for any debts owing to the Association at the date of ceasing to be a Member.

ARTICLE 5 – MEETINGS OF THE ASSOCIATION

5.1 Annual General Meeting

- 5.1.1 The Association holds its Annual General Meeting (AGM) no later than June 30 of each calendar year, in various locations in Alberta, or online. The Board will set the place, day and time of the meeting.

- 5.1.2 The Secretary delivers a Notice, together with the agenda, of the Annual General Meeting to each member at least thirty (30) days before the AGM. This Notice states the place, date and time of the Annual General Meeting, and any business requiring a Special Resolution.

5.1.3 **Agenda for the meeting**

The Annual General Meeting deals with following matters:

- (a) Adopting the agenda;
- (b) Adopting the minutes of the last Annual General Meeting;
- (c) Annual Report of the President;
- (d) Annual Report of the Treasurer, reviewing the financial statements setting out the Association's income, disbursements, assets and liabilities;
- (e) Annual Report of the Chief Warden of Alberta;
- (f) Auditors Report;
- (g) Appointing an audit committee for the current fiscal year;
- (h) Committee reports;
- (i) Alumni Report;
- (j) Election of Officers;
- (k) Items of business, such as amendments to objectives and/or bylaws, of which 30 days notice has been given to the total membership;
- (l) Items submitted by the Board as special or urgent
- (m) Approval of membership fees; and
- (n) Announce a date and location for the next Annual General Meeting.

- 5.1.4 Quorum is defined in Article 2.1.15.

5.2 General Meeting

- 5.2.1 A General Meeting will be held each year approximately six (6) months after the Annual General Meeting. The Board will set the place, day and time of the meeting.

5.2.2 Notice of the General Meeting, together with the agenda shall be sent to members and their clubs at least thirty (30) days prior to the date.

5.2.3 Agenda for the meeting:

The General Meeting deals with following matters:

- a) Minutes of the last General meeting;
- b) Report of the President;
- c) Report of the Treasurer;
- d) Committee Reports;
- e) Items admitted by the Board as special or urgent and may include items such as Review of Strategic Plan, Business Plan, and Policies and Procedures;
- f) Regional Reports; and
- g) Announce a date and location for the next General Meeting.

5.2.4 Quorum is defined in Article 2.1.15.

5.3 Special General Meeting

5.3.1 Calling of Special General Meeting

A Special General Meeting may be called at any time:

- a) By a resolution of the Board to that effect;
- b) On the written request of a majority of Directors. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted at this Special General Meeting;
- c) On the written request of at least one-third (1/3) of the voting Members. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted at such Special General Meeting; or
- d) Upon special request of the President upon unusual circumstances. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted at such Special General Meeting.

5.3.2 The Secretary notifies Members at least fourteen (14) days before a Special General Meeting. This notice states the place, date, time and purpose of the Special General Meeting.

5.3.3 Only the matter(s) set out in the notice for the Special General Meeting are considered at the Special General Meeting.

5.3.4 Quorum is defined in Article 2.1.15.

5.4 Proceedings at the Annual, General, or a Special General Meeting

5.4.1 Presiding Officer

5.4.1.1 The President chairs all Annual, General or Special General Meetings of the Association. The Vice-President chairs in the absence of the President.

- 5.4.1.2 If neither the President nor the Vice-President is present within one-half (1/2) hour after the set time for the General Meeting, the Members present choose one (1) of the Members present to chair.
- 5.4.1.3 The Board may utilize an alternate chair system, such as a rotating chair, to be defined in a policy manual.

5.4.2 Adjournment

- 5.4.2.1 The chair may adjourn any General Meeting to be reconvened as per section 5.4.2.2 or 5.4.2.3 with the consent of the Members at the meeting. The adjourned General Meeting when reconvened conducts only the business on the agenda from the initial meeting.
- 5.4.2.2 No notice is necessary if the General Meeting is adjourned for less than thirty (30) days.
- 5.4.2.3 The Association must give notice when a General Meeting is adjourned for thirty (30) days or more. Notice must be the same as for any General Meeting.

5.4.3 Voting

- 5.4.3.1 A show of hands decides every vote at every General Meeting. An electronic equivalent to a show of hands decides every vote at every virtual General Meeting. A ballot is used if at least five (5) voting Members request it.
- 5.4.3.2 The chair of the meeting does not have a second or casting vote in the case of a tie vote. If there is a tie vote, the motion is defeated.
- 5.4.3.3 A Voting Member may not vote by proxy.
- 5.4.3.4 A majority of the votes of the Voting Members present decides each issue and resolution, unless the issue needs to be decided by a Special Resolution.
- 5.4.3.5 The chair of the meeting declares a resolution carried or lost. This statement is final, and does not have to include the number of votes for and against the resolution.
- 5.4.3.6 If a ballot is requested by five (5) voting Members, the chair of the meeting may set the time, place and method for a ballot vote. The result of the ballot is the resolution of the General Meeting.
- 5.4.3.7 Members may withdraw their request for a ballot.

5.4.3.8 The chair of the meeting decides any dispute on any vote. They will decide in good faith, and this decision is final.

5.4.3.9 The Board may establish an alternative decision making system to the traditional voting method, such as decision by consensus, except for Special Resolutions, which are defined in Article 2.1.19.

5.4.4 Failure to Give Notice of Meeting

No action taken at a General Meeting is invalid due to:

- (a) Accidental omission to give any notice to any Member;
- (b) Any Member not receiving any notice; or
- (c) Any error in any notice that does not affect the meaning of the notice.

5.4.5 Written Resolution of All the Voting Members

All Voting Members may agree to and sign a resolution. This resolution is as valid as one passed at a General Meeting. It is not necessary to give notice or to call a General Meeting for a written resolution. The date on the resolution is the date it is passed.

5.4.6 All meetings of the AJFWA shall be governed by Bourinot's Rules of Order (Fourth Revised Edition) unless they conflict with these Bylaws in which case these Bylaws shall take precedence.

ARTICLE 6 – THE GOVERNANCE OF THE ASSOCIATION

6.1 The Board

6.1.1 Governance and Management of the Association

The Board governs and manages the affairs of the Association. The Board may hire paid staff to carry out management functions under the direction and supervision of the Board.

6.1.2 Powers and Duties of the Board

The Board has the powers of the Association, except as stated in the *Societies Act*. The powers and duties of the Board include:

- (a) Promoting the objectives of the Association;
- (b) Promoting membership in the Association;
- (c) Hiring employees, to operate the Association;
- (d) Regulating employees' duties and setting their salaries;
- (e) Maintaining and protecting the Association's assets and property;
- (f) Approving an annual budget for the Association;
- (g) Paying all expenses for operating and managing the Association;
- (h) Paying persons for services and protecting persons from debts of the Association;
- (i) Investing any extra monies;
- (j) Financing the operations of the Association, and borrowing or raising monies;

- (k) Making policies for managing and operating the Association;
- (l) Approving all contracts for the Association;
- (m) Maintaining all accounts and financial records of the Association;
- (n) Appointing legal counsel as necessary;
- (o) Making policies, rules and regulations for operating the Association and using its facilities and assets;
- (p) Selling, disposing of, or mortgaging any or all of the property of the Association; and
- (q) Without limiting the general responsibility of the Board, delegating its powers and duties to the Executive Committee or the paid staff of the Association.

6.1.3 **Composition of the Board**

Every Director, from the time of their election to the end of their term, must be a member in good standing of the AJFWA.

- (a) The voting members of the Board consists of:
 - i) the President, Vice President, Secretary, Treasurer;
 - ii) up to three (3) Directors elected from the Alberta Junior Forest Warden Alumni Association and from each District or Regional Council; or in the absence of a governing District or Regional Council, the same number of elected representatives from the Region to ensure member representation;
 - iii) up to two (2) elected representatives from a Province or Territory of Canada recognized by the Board as a Region of the AJFWA;
 - iv) the Past President;
 - v) the Chief Warden of Alberta; and
 - vi) the Assistant Chief Warden of Alberta.
- (b) In any District or Region, the number of Directors shall not exceed the number of chartered clubs in that District or Region.
- (c) The non-voting members of the Board consists of:
 - i) The Chief Warden of Canada.

6.1.4 **Election of the Officers of the AJFWA**

- 6.1.4.1 No more than two (2) Officers will be members of the same club and all Officers will be members of clubs located in the Province of Alberta.
- 6.1.4.2 The Officers shall be elected by the members in attendance at the Annual General Meeting from the Board, past or present, and shall serve for a term of two years.
- 6.1.4.3 Regardless of the year in which any Officer is elected, elections for the offices of President and Secretary shall be held in odd-numbered calendar years, and elections for the offices of Vice-President and Treasurer shall be held in even-numbered calendar years.
- 6.1.4.4 Written nominations for an Officer position must be received by the AJFWA returning officer 15 days prior to the Annual General Meeting (AGM) to be considered for the Election. In the absence of eligible nominations, nominations will be permitted from the floor of the AGM.

6.1.4.5 Voting members may elect any Officer for a maximum of four (4) consecutive terms, after which the position becomes vacant until filled by another Member.

6.1.5 Resignation, Death or Removal of a Director or Officer

6.1.5.1 A Director may resign by giving one (1) month's notice in writing. The resignation takes effect either at the end of the month's notice, or on an earlier date agreed to by the Board.

6.1.5.2 Voting Members may remove any Director at a Special Meeting called for this purpose. There must be a notice to all Board members, including the Director that is being removed.

6.1.5.3 Where a Director or Officer fails to attend 3 consecutive meetings of the board, of which the Director or Officer has been duly notified, the Director or Officer's office may be declared vacant by the Board, if the Director or Officer's absence has not been explained to the satisfaction of the Board. The Member whose position has been declared vacant may not resume the position of Director or Officer for one year.

6.1.5.4 Where a Director or Officer ceases to be a member of the Association voluntarily or as outlined in section 4.5, the Office of that Director or Officer is to be declared vacant by the Board.

6.1.5.5 Where an Officer's position is declared vacant under this section, the vacancy may be filled by interim appointment of a Director, with all duties and powers of the Officer's position, until the next AGM, where the position will be filled by election in accordance with section 6.1.4.

6.1.5.6 A vacancy of the Board will be referred to the corresponding Regional, District or Alumni to be filled by appointment or election. This does not apply to the position of immediate Past President. The position of the immediate Past President remains vacant until assumed by the outgoing President.

6.1.6. Meetings of the Board

6.1.6.1 The Board holds at least four (4) meetings each year.

6.1.6.2 The President calls the meetings. The President also calls a meeting if any two (2) Directors make a request in writing and state the business for the meeting.

6.1.6.3 Seven (7) days' notice for Board meetings is given to each Board Member. Board Members may waive notice.

6.1.6.4 At least five (5) Directors present at any Board meeting is a quorum.

- 6.1.6.5 If there is no quorum, the President adjourns the meeting to the same time, place, and day of the following week. At least five (5) Directors present at this later meeting is a quorum.
- 6.1.6.6 Each Director has one (1) vote.
- 6.1.6.7 The President does not have a second or casting vote in the case of a tie vote. A tie vote means the motion is defeated.
- 6.1.6.8 Meetings of the Board are open to Members of the Association, but only Directors may vote. A majority of the Directors present may ask any other Members, or other persons present, to leave. In camera meetings may be held by the Board to deal with sensitive issues.
- 6.1.6.9 All Directors may agree to and sign a resolution. This resolution is as valid as one passed at any Board meeting. It is not necessary to give notice or to call a Board meeting for a resolution in writing. The date on the resolution is the date it is passed.
- 6.1.6.10 A meeting of the Board may be held by a conference call or online meeting. Directors who participate in this call are considered present for the meeting.
- 6.1.6.11 A Director may waive formal notice of a meeting.
- 6.1.6.12 Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board.

6.2 Officers

- 6.2.1 The Officers of the Association are the President, Vice-President, Secretary and Treasurer.
- 6.2.2 The Officers hold office until the subsequent election of a successor for their respective office, or until they cease to hold office in accordance with 6.1.5.

6.3 Duties of the Officers of the Association

6.3.1 The President

- (a) supervises the affairs of the Board;
- (b) when present, chairs all meetings of the Association, the Board and the Executive Committee;
- (c) is an ex-officio member of all Committees, except the Nominating Committee;
- (d) acts as the spokesperson for the Association; and
- (e) will carry out other duties assigned by the Board.

6.3.2 **The Vice-President:**

- (a) chairs meetings in the President's absence. If the Vice-President is absent, the Directors elect a chair for the meeting;
- (b) replaces the President at various functions when asked to do so by the President or the Board; and
- (c) will carry out other duties assigned by the Board.

6.3.3 **The Secretary:**

- (a) attends all meetings of the Association, the Board and the Executive Committee;
- (b) keeps accurate minutes of these meetings;
- (c) circulates minutes of meetings within 14 days following a meeting;
- (d) sees that the records of the AJFWA are available for inspection by the members at the Annual General Meeting;
- (e) has charge of the Board's correspondence;
- (f) ensures that a record of names and addresses of all Members of the Association is kept;
- (g) ensures that all notices of various meetings are sent;
- (h) ensures that annual fees are collected and deposited;
- (i) keeps the Seal of the Association;
- (j) files the annual return, changes in the directors of the organization, amendments of the bylaws and other incorporating documents with the Corporate Registry; and
- (k) will carry out other duties assigned by the Board

6.3.4 **The Treasurer**

- (a) ensures that all monies paid to the Association are deposited in a chartered bank, treasury branch or trust company chosen by the Board;
- (b) ensures that a detailed account of revenues and expenditures is presented to the Board as requested;
- (c) ensures that an audited statement of the financial position of the Association is prepared and presented to the Annual General Meeting;
- (d) presents a proposed annual budget for the coming year to the Board for adoption before presentation for ratification at a General Meeting at least 30 days prior to the fiscal year end;
- (e) will make the Board aware of any provincial and federal tax regulations;
- (f) reporting requirements, and other such financial requirements as and when they arise;
- (g) chairs the Finance Committee of the Board;
- (h) is a member of the Executive Committee; and
- (i) will carry out other duties assigned by the Board.

6.4 **Board Committees**

6.4.1 **Establishing Committees**

The Board may appoint committees to advise the Board.

6.4.2 General Procedures for Committees

- 6.4.2.1 A committee sanctioned by the board must include at least one Director currently on the board. The Board member's duties include ensuring the committee follows all bylaws, policies and procedures adopted by the Board. Any member in good standing may chair the committee and present any reports created by the committee to the Board. The non-Board chair who wishes to present a committee report orally to the board, must notify the secretary in writing four days prior to the board meeting.
- 6.4.2.2 The chair calls committee meetings. Each committee:
- a) Records minutes of its meetings;
 - b) Distributes these minutes to the committee members and files the minutes with AJFWA; and
 - c) Provides reports to each Board meeting at the Board's request.
- 6.4.2.3 Two (2) days' notice is given to each member of the committee. The notice states the date, place and time of the committee meeting. Committee members may waive notice.
- 6.4.2.4 A majority of the committee members present at a meeting is a quorum.
- 6.4.2.5 Each member of the committee, including the chair, has one (1) vote at the committee meeting. The chair does not have a casting vote in case of a tie.

6.5 Standing Committees

The Board establishes these standing committees:

- (a) Executive Committee;
- (b) Personnel Committee;
- (c) Finance Committee; and
- (d) Nominating Committee.

6.5.1 The Executive Committee:

- (a) Consists of the President, who is the chair of the committee, Past President, Vice-President, Secretary and Treasurer, and the Chief Warden of Alberta.
- (b) Is responsible for:
 - i) planning agendas for Board meetings;
 - ii) carrying out emergency and unusual business between Board meetings;
 - iii) reporting to the Board on actions taken between Board meetings; and
 - iv) carrying out other duties as assigned by the Board;
- (c) May meet at times other than Board meetings;
- (d) Meetings are called by the President or on the request of any two (2) other members of the Executive Committee. They must request the President in writing to call a meeting and state the business of the meeting.
- (e) All members of the Executive Committee may agree to and sign a resolution. This resolution is as valid as one passed at an Executive

Committee meeting. It is not necessary to give notice or to call a meeting of the Executive Committee. The date on the resolution is the date it is passed.

- (f) A meeting of the Executive Committee may be held by a conference call. Anyone who participates in this call is considered present for the meeting.
- (g) A member of the Executive Committee may waive formal notice of a meeting.

6.5.2 **The Personnel Committee:**

- (a) Consists of the Vice-President, who is the chair of the committee, and two (2) other Members appointed by the Board;
- (b) Is responsible for:
 - i) Recommending a job description, qualifications, and performance appraisal system for paid staff and contractors that carry out the duties of the Board;
 - ii) Interviewing applicants for the position of Office Administrator of the Association and recommending an appointment to the Board;
 - iii) Recommending policies on personnel to the Board, including recruiting, hiring, evaluation and dismissal, contracts of employment, salary and employee benefits;
 - iv) Acting as a mediator for personnel problems;
 - v) Recommending personnel policies for volunteers;
 - vi) Reporting on the year's activities at the Annual General Meeting; and
 - vii) Will carry out other duties assigned by the Board.

6.5.3 **The Finance Committee:**

- (a) Consists of the Treasurer, who is the chair of the committee, and up to three (3) other Members appointed by the Board.
- (b) Is responsible for:
 - i) Recommending budget policies to the Board;
 - ii) Investigating and making recommendations to the Board for acquiring funds and property;
 - iii) Recommending policies on disbursing and investing funds to the Board;
 - iv) Establishing policies for Board and committee expenditures;
 - v) Arranging the annual audit of the books;
 - vi) Reporting on the year's activities at the Annual General Meeting; and
 - vii) Will carry out other duties assigned by the Board.

6.5.4 **The Nominating Committee:**

- (a) Consists of the immediate Past President, who is the chair of the committee, and two (2) other Members appointed by the Board;
 - i) In the absence of a Past President, the Chief Warden of Alberta or Assistant Chief Warden of Alberta shall chair the committee;
- (b) Is responsible for:
 - i) preparing a slate of nominees for the Elected Officers positions;
 - ii) obtaining and verifying the names of directors chosen by regions/districts;

- iii) orienting new board members; and
- iv) presents the slate of nominees to the membership at the Annual General Meeting or Special Meeting called for the purpose of emergency election.

6.6 The AJFWA Office Administration

6.6.1 The Board may hire staff and contractors to carry out any of their roles and responsibilities, within any restrictions stated in the Societies Act or AGLC Use of Proceeds regulations. The roles for these contracted staff will be defined within the policy manual.

6.6.2 Staff and contractors paid by AJFWA shall not hold any elected position on Provincial, Regional, or Club Board, or any council or sub council, within the Association. Staff and Contractors do not have a vote at any meeting, at any level of the JFW program, regardless of their category of membership or their standing as a member.

6.7 The Chief Warden of Alberta

6.7.1 The Chief Warden of Alberta is a position appointed by the Board. As administered by the Board, the duty of this position is directed towards promotion, ceremony, and the collection and recording of program history.

6.7.2 There is no expiration to the term of office.

6.8 The Assistant Chief Warden of Alberta

6.8.1 The Assistant Chief Warden of Alberta is a position appointed by the Board. As administered by the Board, the duty of this position is directed towards promotion, ceremony, and the collection and recording of the program history and assisting the Chief Warden of Alberta.

6.8.2 There is no expiration to the term of the office.

ARTICLE 7 – FINANCE AND OTHER MANAGEMENT MATTERS

7.1 The Registered Office

The Registered Office of the Association is located in Alberta. The office location may be established at the Annual General Meeting or by resolution of the Board.

7.2 Finance and Auditing

7.2.1 The fiscal year of the Association ends on December 31 of each year.

7.2.2 There must be an audit of the books, accounts and records of the Association at least once each year. An Audit Committee of not less than two (2) members must do this audit. At each Annual General Meeting of the Association, the Audit Committee submits a complete statement of the books for the previous year.

7.2.3 The Audit committee may retain an external auditor.

7.2.4 Any member of the Board may be granted access to such books and records on request.

7.3 **Seal of the Association**

7.3.1 The Board may adopt a seal as the Seal of the Association.

7.3.2 The Secretary has control and custody of the seal, unless the Board decides otherwise.

7.3.3 The Seal of the Association can only be used by Officers authorized by the Board. The Board must pass a motion to name the authorized Officers.

7.4 **Cheques and Contracts of the Association**

7.4.1 The designated Officers sign all cheques drawn on the monies of the Association. Two signatures are required on all cheques, of which signatories must be from different households and clubs. The Board may also authorize the Office Administrator to sign cheques for certain amounts and circumstances. The Office Administrator may not sign their own paycheque.

7.4.2 All contracts of the Association must be signed by the Officers or other persons authorized to do so by resolution of the Board.

7.5 **Keeping and Inspection of the Books and Records of the Association**

7.5.1 The Secretary keeps a copy of the Minute Books and records minutes of all meetings of the Members and of the Board.

7.5.2 The Secretary keeps the original Minute Books at the Registered Office of the Association. This record contains minutes from all meetings of the Association, the Board and the Executive Committee.

7.5.3 The Board keeps and files all necessary books and records of the Association as required by the bylaws, the *Societies Act*, or any other statute or laws.

7.5.4 A Member wishing to inspect the books or records of the Association must give reasonable notice to the President or the Secretary of the Association of their intention to do so.

- 7.5.5 Unless otherwise permitted by the Board, such inspection will take place only at the Registered Office, or other regular business premises operated by the Association, during normal business hours.
- 7.5.6 All financial records of the Association are open for such inspection by the Members.
- 7.5.7 Other records of the Association are also open for inspection, except for records that the Board deems protected under the *Privacy Act*.

7.6 **Borrowing Powers**

- 7.6.1 The Association may borrow or raise funds to meet its objects and operations. The Board decides the amounts and ways to raise money, including giving or granting security.
- 7.6.2 The Association may issue debentures to borrow only by resolution of the Board confirmed by a Special Resolution of the Association.

7.7 **Payments**

- 7.7.1 No Member, Director, or Officer of the Association receives any payment for their services as a Member, Director or Officer.
- 7.7.2 Reasonable expenses incurred while carrying out duties of the Association may be reimbursed upon Board approval.

7.8 **Protection and Indemnity of Directors and Officers**

- 7.8.1 Each Director or Officer holds office with protection from the Association. The Association indemnifies each Director or Officer against all costs or charges that result from any act done in their role for the Association. The Association does not protect any Director or Officer for acts of fraud, dishonesty, or malicious intent.
- 7.8.2 No Director or Officer is liable for the acts of any other Director, Officer or employee. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Association. No Director or Officer is liable for any loss due to an oversight or error in judgment, or by an act in their role for the Association, unless the act is fraudulent, dishonest or with malicious intent.
- 7.8.3 Directors or Officers can rely on the accuracy of any statement or report prepared by the Association's auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

7.9 Property and Funds

7.9.1 Title to the real property of the AJFWA shall be vested in the AJFWA except upon authorization by the Board at a duly constituted meeting.

ARTICLE 8 – AMENDING THE BYLAWS

- 8.1 These Bylaws may be cancelled, altered or added to by a Special Resolution passed by a majority of not less than three fourths (75%) of those members in attendance at any Annual General, or any General Meeting of the Association.
- 8.2 The Thirty (30) days' notice of the Annual General, or any General Meeting of the Association must include details of the proposed resolution to change the Bylaws.
- 8.3 The amended bylaws take effect after approval of the Special Resolution at the Annual General Meeting, or any General Meeting and acceptance by the Corporate Registry of Alberta.

ARTICLE 9 – DISTRIBUTING ASSETS AND DISSOLVING THE ASSOCIATION

- 9.1 The Association does not pay any dividends or distribute its property among its Members.
- 9.2 If the Association is dissolved, any funds or assets remaining after paying all debts will be distributed to one (1) or more charitable youth organizations with a focus on outdoor or environmental pursuits. A committee composed of the President, Treasurer, two (2) Directors, and Two (2) members at large will be formed to manage the disposition of assets and the dissolution of the AJFWA. In no event do any Members receive any assets of the Association.