



BYLAWS

Article I - NAME

- 1.01** The name of the Association shall be the Alberta Urban Municipalities Association, 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, c. S-14 and to set out how the Association will provide leadership in advocating local government interests to the Provincial Government and other organizations, and provide services that address the needs of its membership.
- 2.02** These Bylaws establish, and shall continue to establish in each and every year of the Association’s existence, a fundamental and paramount principle that the Association is owned and controlled by the Regular Members of the Association in every material way, and that the Association’s Bylaws, or any other constating document of the Association, shall be interpreted by the Association’s Members, any court of competent jurisdiction and any taxing authority having jurisdiction, in a manner consistent with this fundamental and paramount principle.

Article III - GENERAL

- 3.01** The Board of Directors may establish procedures for convening any meeting referred to in these Bylaws by electronic or other communication facilities including a conference telephone call, facsimile, e-mail or such other technology as may become available.
- 3.02** Notwithstanding anything in these Bylaws, if by virtue of severe weather conditions, a pandemic or other emergency reason, it is impossible for a quorum to participate in any scheduled or required meeting
- a) the time for undertaking any action, and
 - b) the terms of office of the President, Vice-Presidents and Directors re extended until the meeting can be reconvened.
- 3.03** When written notice is required to be provided under these Bylaws, the notice may be given by mail, facsimile or other electronic means which enables the recipient to review the entire text of the notice.
- 3.04** The classifications of Regular Members are
- a) Cities over 500,000 population
 - b) Cities up to 500,000 population
 - c) Towns
 - d) Villages
 - e) Summer Villages
- 3.05** A reference in these Bylaws to “elected representative” means a member of the council of a Regular Member.



3.06 A reference in these Bylaws to a “special general meeting” means a meeting of the membership held at a time other than the annual general meeting.

Article IV - MEMBERSHIP

4.01 Any municipality, organization or business which

- a) desires to further the Object of the Association,
- b) qualifies under a membership category described in 4.02, and
- c) pays the relevant membership fee may become a member of the Association.

4.02 The categories of membership are:

- a) **REGULAR MEMBERSHIP** which shall be available to
 - i. any City, Town, Village, Summer Village, or Specialized Municipality located in Alberta; and
 - ii. after July 1, 2007, any successor municipality of a Regular Member referred to in subsection (i) above, including any Municipal District or County if the Municipal District or County is the successor municipality thereof.
- b) **ASSOCIATE MEMBERSHIP** which shall be available to
 - i. any municipality other than a municipality referred to in Article 4.02(a)(i);
 - ii. any organization wholly owned by one or more municipalities that are eligible to be Regular Members or Associate Members, any municipally-related non-profit organization or special purpose board or commission;
 - iii. any municipally-related non-profit organization or special purpose board or commission that holds a reciprocal membership that has been approved by the Board of Directors; and
 - iv. any other local authority or related non-profit organization incorporated pursuant to provincial legislation.
- c) **AFFILIATE MEMBERSHIP** which shall be available to any company, organization or individual, in or outside of the Province of Alberta.

4.03 For purposes of determining membership classification, a Specialized Municipality, Municipal District or County which has a population equal to or greater than the population set out in the Municipal Government Act, R.S.A. 2000, c. M-26, or any amendments thereto, for a

- a) city shall be considered a city,
- b) town shall be considered a town,
- c) village shall be considered a village, and
- d) if less than the population set out for a village, shall be considered a summer village.

4.04 The Townsite of Redwood Meadows, the Special Areas Board and an Improvement District are eligible for inclusion in the classification of Regular Membership appropriate to its population.

4.05 Repealed.

4.06 (a) Subject to sub-clause (b), any member may withdraw from membership in the Association at any time by notice in writing.



(b) A Regular Member which wishes to withdraw from membership in the Association shall provide at least 12 months notice in writing to the Association accompanied by a certified copy of the resolution of council.

(c) Any notice of withdrawal of membership shall be presented to the Board of Directors.

(d) A member which withdraws from membership is not entitled to reimbursement of any membership fees.

4.07 The membership year is the calendar year.

4.08 A “member in good standing” is a member in respect of whom the Association has received the membership fee for the current membership year or in the case of a Regular Member evidence of intention to pay satisfactory to the Board of Directors has been received.

4.09 For purposes of this section “Association activities” means all activities of the Association under its mandate other than business services, and “business services” means any product or service provided by the Association to its members either directly or indirectly through a service delivery entity owned by the Association

a) Regular Members - Regular Members are entitled to participate in all Association activities and business services, including the right to vote as set forth in Article V.

b) Associate Members - Associate Members are entitled to participate in business services and 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) Affiliate Members - Affiliate members are not entitled to participate in business services 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.

d) Eligible Members (Regular and Associate Member Categories) - Municipalities or organizations eligible for the Regular or Associate Membership categories shall not be entitled to participate in Association activities when not a member in good standing, but shall be entitled to participate in the Association’s business services.

4.10 If a member ceases to be a member in good standing, at the expiration of six (6) months from the date for which the membership fee was due, the member shall be automatically expelled from the Association and thereafter shall not be entitled to participate in association activities or enjoy membership privileges until the member has been brought into good standing and reinstated by the Board of the Directors.

Article V - VOTING RIGHTS

5.01 The persons entitled to vote at any annual general meeting or special general meeting are those elected representatives in attendance whose municipalities are Regular Members of the Association in good standing.

5.02 Each person qualified to vote at any annual general meeting or special general meeting shall be entitled to one vote.



Article VI - NOMINATIONS

- 6.01** Nominations shall be conducted in accordance with the election procedures established by the Returning Officer.
- 6.02** To be eligible for nomination a person must
- a) be an elected representative of a Regular Member in good standing,
 - b) submit a completed nomination in the form prescribed by the Returning Officer,
 - c) be nominated by at least two other elected representatives of Regular Members in good standing, and
 - d) for President or a Vice-President, have nomination approved by a motion of the council of the nominee's municipality, village or summer village.
- 6.03** A municipality shall not have more than one elected representative serving in a Director position, except for the cities of Edmonton and Calgary. In the event more than one elected representative from a municipality is nominated, the municipalities' council needs to approve a motion for only one nominee.
- 6.04** The persons making a nomination and the person being nominated must be eligible to vote in the election for which the nomination is being made.
- 6.05** The persons eligible for nomination as Vice-President for a classification are the persons who are elected or appointed as Directors for that classification provided that, for purposes of electing a Vice-President,
- a) the City of Calgary shall be considered as one classification
 - b) the City of Edmonton shall be considered as one classification, and
 - c) Villages and Summer Villages shall be considered one classification.

Article VII - ELECTIONS

- 7.01** The Board of Directors shall appoint a person as Returning Officer who shall be responsible for the fair and proper conduct of elections.
- 7.02** The Returning Officer shall establish and publish election procedures in accordance with these bylaws.
- 7.03** Elections shall be held at the annual general meeting.
- 7.04** The election of the
- a) President shall be conducted among all of the persons,
 - b) Vice-Presidents shall be conducted among all of the persons from the relevant classification as established in Clause 3.04
 - c) Directors shall be conducted among all of the persons from the relevant classification as established in Clause 3.04 and electoral zone if applicable who are eligible to vote and are in attendance at the meeting.

Article VIII - BOARD OF DIRECTORS

- 8.01** The Association shall have a Board of Directors consisting of
- a) the President, and
 - b) 14 Directors.



- 8.02** The number of Directors representing each classification is:
- a) two Directors appointed by the City of Calgary, one of whom shall be designated by the City as Vice-President for Calgary
 - b) two Directors appointed by the City of Edmonton, one of whom shall be designated by the City as Vice-President for Edmonton
 - c) three Directors representing Cities up to 500,000 population
 - d) three directors representing Towns
 - e) three Directors representing Villages
 - f) one Director representing Summer Villages
- 8.03** The Directors representing Towns and Villages shall be elected by electoral zone.
- 8.04** For purposes of establishing electoral zones, the Board of Directors shall group
- a) Towns into three zones in such a manner that the number of Towns in each zone is approximately the same
 - b) Villages into three zones in such a manner that the number of Villages in each zone is approximately the same
- and shall publish the zone information by June 30 in each year.
- 8.05** The term of office for each position on the Board
- a) commences at the organizational meeting of the Board following the annual general meeting and
 - b) continues until the end of the next annual general meeting at which time the position is available for election.
- 8.06** The term of office for the position of
- a) President is two years
 - b) Vice-President is one year
 - c) Director is two years.
- 8.07** (a) The term of office for the following Director positions shall begin in odd numbered years
- i. 1 Calgary Director
 - ii. 1 Edmonton Director
 - iii. 2 Cities up to 500,000 population
 - iv. Towns East
 - v. Villages South
 - vi. Summer Villages
- (b) The term of office for the following Director positions shall begin in even numbered years
- i. 1 Calgary Director
 - ii. 1 Edmonton Director
 - iii. 1 Cities up to 500,000 population
 - iv. Towns West and South
 - v. Villages East and West
- 8.08** (a) A President who is no longer an elected representative immediately ceases to be President and a member of the Board of Directors.



(b) A Director who is no longer an elected representative immediately ceases to be a member of the Board of Directors.

(c) In the case of either (a) or (b), if the period until the next annual general meeting is longer than three months, the position shall be deemed to be vacant.

8.09 Should the legal municipal status change of the municipality of which a Director is an elected representative:

- a) the Director is eligible to remain in the position until the next annual general meeting, and
- b) if the term of office for the position does not expire at the end of the next annual general meeting a by-election shall be held at the next annual general meeting to fill the position for the remainder of the term

8.10 Should the office of the President become vacant, the remaining Board of Directors shall forthwith appoint a member of the Board to serve as President until the next annual general meeting.

8.11 (a) Should a vacancy occur in a Director position other than a Director appointed by the City of Calgary or the City of Edmonton or in a Vice-President position

- i. the Board may appoint a replacement to serve until the next annual general meeting, and
- ii. if the term of office for the position does not expire at the end of the next annual general meeting a by-election shall be held at the next annual general meeting to fill the position for the remainder of the term.

(b) Should a vacancy occur in a Director position or a Vice-President position appointed by the City of Calgary or the City of Edmonton, the relevant city may appoint a replacement for the remainder of the term of office of the position.

8.12 A person appointed to fill a vacancy in any position must be eligible for election to that position if an election were held.

8.13 In carrying out the responsibilities of a Director, every Director of the Association shall

- a) act honestly and in good faith with a view to the best interests of the Association,
- b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances,
- c) comply with the Societies Act (Alberta) and any regulations under it and with the bylaws and policies of the Association,
- d) maintain the confidentiality of all Association information given to the Director that is considered confidential, except in the following circumstances
 - i. the confidential information is or subsequently enters the public domain through no action of the Director; or
 - ii. the confidential information is required to be disclosed by law,and if the Director receives Association information that is considered confidential
 - iii. from his or her own independent sources; or
 - iv. any third party not under an obligation to keep the information Confidential,the Director will disclose to the Board that he or she has received that information.

8.14 A member of the Board of Directors ceases to be a Director if:



- a) the person is disqualified from Council pursuant to Section 174(1) of the Municipal Government Act; R.S.A. 2000, c. M-26, or any amendments thereto, or
- b) the person misses three consecutive regular meetings of the Board, unless authorized by resolution prior to the conclusion of the missed third consecutive regular meeting of the Board.

8.15 The Board of Directors may by resolution passed by at least three fourths (3/4) of the votes cast declare that a Board Member has ceased to be a Board member. The provisions of Article 9.05 regarding notice and an opportunity to be heard apply to a resolution under this Article.

ARTICLE IX - DISQUALIFICATION OF BOARD MEMBERS

9.01 In this Article

- a) "Board member's family" means the Board member's spouse, the Board member's children, the parents of the Board member and the parents of the Board member's spouse;
- b) "spouse"
 - i. includes a party to a relationship between a man and a woman who are living together on a bona fide domestic basis, and
 - ii. does not include a spouse who is living apart from the other spouse if the spouses have separated pursuant to a written separation agreement or if their support obligations and family property have been dealt with by a court order.

9.02 (1) A member of the Board of Directors has a pecuniary interest in a matter if;

- a) the matter could monetarily affect the Board member or an employer of the Board member, or
- b) the Board member knows or should know that the matter could monetarily affect the Board member's family.

(2) For the purposes of subsection (1), a person is monetarily affected by a matter if the matter monetarily affects

- a) the person directly,
- b) a corporation, other than a corporation the shares of which are traded on a stock exchange, in which the person is a shareholder, director or officer,
- c) a corporation, the shares of which are traded on a stock exchange, in which the person beneficially owns voting shares carrying at least 10% of the voting rights attached to the voting shares of the corporation or of which the person is a director or officer, or
- d) a partnership or firm of which the person is a member.

(3) A Board member does not have a pecuniary interest by reason only of any interest

- a) that the Board member or a member of the Board member's family may have by reason of being appointed by the Board as a director of a company incorporated for the purpose of carrying on business for and on behalf of the Association or by reason of being appointed as the representative of the Board on another body;
- b) that the Board member or member of the Board member's family may have with respect to any allowance, honorarium, remuneration or benefit to which the Board member or



member of the Board member's family may be entitled by being appointed by the Board to a position described in clause (a);

- c) that the Board member may have with respect to any allowance, honorarium, remuneration or benefit to which the Board member may be entitled by being a Board member; or
- d) that is so remote or insignificant that it cannot reasonably be regarded as likely to influence the Board member.

9.03 (1) When a Board member, or a Regular Member of which the Board member is an elected representative, has a pecuniary interest in a matter before the Board, a Board committee or any other body to which the Board member is appointed as a representative of the Board, the Board member must, if present,

- a) disclose the general nature of the pecuniary interest prior to any discussion of the matter,
- b) abstain from voting on any question relating to the matter,
- c) abstain from any discussion of the matter, and
- d) subject to subsection (2), leave the room in which the meeting is being held until discussion and voting on the matter are concluded.

(2) If the matter with respect to which the Board member, or the Regular Member of which the Board member is an Elected Representative has a pecuniary interest is the payment of an account for which funds have previously been committed, it is not necessary for the Board member to leave the room.

9.04 (1) A member of the Board of Directors ceases to be a Board Member if he or she

- a) as a Board Member, takes part in a decision knowing that the decision might further a private interest of
 - i. the Board Member,
 - ii. a corporation, firm or partnership referred to in section 4.1.2(2) of this Article 4.1, or
 - iii. a Regular Member of which the Board member is an Elected Representative,
- b) where applicable, does not declare an interest and withdraw from a meeting without voting on or discussing a matter before the Board of Directors which might further a private interest referred to in clause (a)(i), (ii) or (iii), or
- c) accepts
 - i. a fee of any amount other than a fee or honorarium paid by the Association for the Board member's services as a Board member, or
 - ii. a gift or other benefit having a value of more than \$100. that is received because the Board Member is a Board Member.

(2) Subsection (1)(c) does not apply if a Board Member is invited to attend an event or function as a representative of AUMA and the Board Member discloses such attendance in a manner approved by the Board from time to time.

9.05 (1) A meeting of the Board of Directors may be called under section 10.01 to determine whether a Board Member has ceased to be a Board member under this Article.

(2) The Board Member

- a) shall be given notice of a meeting of the Board of Directors called under this section;



- b) upon request
 - i. shall be given particulars of the grounds on which it is alleged that he or she has ceased to be a Board member;
 - ii. shall be given an opportunity to make representations to the Board of Directors in writing or in person, or by legal counsel, or any combination of the foregoing;
- c) is not entitled to be present while the Board of Directors discusses the question whether or not the Board Member has ceased to be a Board Member.

9.06 (1) The Board of Directors may by resolution state that the Board Member has ceased to be a Board Member.

(2) The provisions of Article VIII relating to the filling of vacancies on the Board until the next annual general meeting apply to filling a vacancy under this Article.

9.07 A Board Member, by accepting appointment or election as a Board Member, agrees the Board Member will not be entitled to assert any claim or bring any legal action, whether for defamation or any other cause of action, against the Association or any officer, director or employee of the Association, in respect of anything done by any of them in good faith pursuant to this Article.

Article X - POWERS AND DUTIES OF THE BOARD

10.01 Meetings of the Board of Directors shall be held

- a) pursuant to a regular schedule of meetings set by the Board at its organizational meeting following the annual general meeting, or
- b) at the call of the President, or
- c) upon the written request of four Directors with at least 72 hours notice.

10.02 A quorum of the Board is eight members.

10.03 At meetings of the Board of Directors each Board Member present shall have one vote and, in the case of a tie, the motion shall be lost.

10.04 The Board of Directors has the authority and responsibility to carry out as appropriate, or delegate to its committees, the powers and duties conferred upon the Association.

10.05 If the Board establishes and prescribes the terms of reference for any committee, or delegates that authority to the Executive Committee, the persons appointed as committee members may be

- a) Directors
- b) elected representatives of members
- c) other persons, or
- d) any combination of the above.

10.06 Members of the Board of Directors and Executive Committee shall receive an honorarium for their service and shall be reimbursed for expenses reasonably incurred in performing their duties on the Board of Directors or Executive Committee.

Article XI - EXECUTIVE COMMITTEE

11.01 The Executive Committee shall consist of the President and the Vice-Presidents.

11.02 A quorum shall consist of three (3) members of the Executive.



- 11.03** The Executive Committee shall have all the powers of the Board of Directors between meetings of the Board on emergent issues in accordance with such rules as the Board of Directors may adopt provided that the Executive may only recommend
- a) the employment or termination of the Chief Executive Officer of the Association,
 - b) the amount of membership fees under clause 15.04, and
 - c) borrowing money under clauses 15.07 and 15.08.
- 11.04** The Executive Committee shall report any action taken under clause 11.03 at the next meeting of the Board.
- 11.05** The President and Vice-Presidents have the duties and powers commonly assigned to such officers.

Article XII - MEETINGS

- 12.01** The annual general meeting of the Association shall be held at such time and place as the Board of Directors may determine.
- 12.02** Written notice of the date of the annual general meeting shall be provided to each member not less than twelve (12) weeks prior to the date of the meeting.
- 12.03** A special general meeting of the Association may be held at the call of five (5) percent of the Regular Membership or by two-thirds vote of all the Board and written notice shall be provided to each member not less than fourteen (14) days before the date of the meeting.
- 12.04** A quorum at an annual general meeting or special general meeting shall be representation from twenty-five percent of the Regular Membership in good standing and the quorum shall be determined within fifteen minutes of the posted starting time of the meeting.
- 12.05** The President or another member of the Board delegated by the President shall chair the annual general meeting and any special general meeting.
- 12.06** The persons entitled to speak at an annual general meeting or special general meeting are
- a) those elected representatives in attendance whose municipalities are Regular Members of the Association in good standing,
 - b) in the event a Regular Member is unable to be represented at the annual general meeting or special general meeting by an elected representative, an official appointed by motion of the Council to represent it, provided that notice of such appointment is submitted in writing to the Chief Executive Officer at least three (3) days prior to the date of the annual general meeting or special general meeting, and
 - c) upon a motion from the floor, a representative of an Associate Member.
- 12.07** Except as otherwise provided in these Bylaws, the Rules of Procedure to be followed at meetings of the Board of Directors, the annual general meeting and any special general meeting shall be those in "Robert's Rules of Order, Newly Revised."

Article XIII - CHIEF EXECUTIVE OFFICER

- 13.01** The Board shall appoint a Chief Executive Officer to manage the affairs of the Association.
- 13.02** The Chief Executive Officer is the chief officer of the Association and any of its subsidiaries ensures that the policies and programs of the Association are implemented, and performs the



duties and functions and exercises the powers assigned to the Chief Executive Officer by the Board of Directors.

- 13.03** The Chief Executive Officer may employ any administrative staff required within the expenditure authority included in the Association's budget.

Article XIV - SIGNING AUTHORITY

- 14.01** After they are approved, the minutes of all Board meetings shall be signed by the Chief Executive Officer.
- 14.02** The Board of Directors shall designate signing authorities for any financial instrument and the use of the seal.

Article XV - FINANCIAL AFFAIRS

- 15.01** The fiscal year of the Association shall be the calendar year.
- 15.02** Before the end of each fiscal year, the Board of Directors shall approve a budget for the next fiscal year which shall include revenues at least sufficient to pay the estimated expenditures.
- 15.03** The Board of Directors may approve an interim budget for part of the next fiscal year.
- 15.04** The Board of Directors shall annually determine a method of calculating membership fees which will generate the membership fee revenue projected in the budget.
- 15.05** If any number of Regular Members agree to undertake a special initiative, the Board of Directors may levy a special fee on those members to raise the required revenue.
- 15.06** The membership fees in effect on the date that these bylaws are approved are continued until they are changed by the Board of Directors.
- 15.07** The Board of Directors shall have the power to borrow on behalf of the Association and upon the credit of the Association for operating purposes an amount not in excess of sixty percent (60%) of annual fees or special assessments then levied or assessed by the Association to its membership but not yet collected.
- 15.08** By a two-thirds majority vote of the Board, the Association may borrow for capital purposes.
- 15.09** The Association may draw, make, accept, endorse, execute and issue promissory notes, bills of exchange and other negotiable instruments.
- 15.10** The books and records of the Association shall be available for the inspection by any Regular Member of the Association at the Association's office during normal business hours.
- 15.11** In the event the Association is wound up or dissolved, all of its remaining assets after payment of its liabilities shall be paid to such registered and incorporated non-profit organization or organizations with purposes similar to those of the Association as a Majority of the Regular Members determine. In no event shall any Member become entitled to any assets of the Association.
- 15.12** The Board of Directors shall appoint by resolution an auditor and an audited annual financial statement shall be submitted to each annual general meeting.
- 15.13** The Association may acquire by gift or purchase and have, possess and enjoy land, tenements, rents, annuities and other property of any kind whatsoever within the Province of Alberta.



15.14 The Association may from time to time sell, alienate, exchange, mortgage, let, lease or otherwise dispose of any part of its real or personal estate.

15.15 Every Director and officer of the Association and their heirs, executors and administrators, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Association from and against:

- a) all costs, charges, damages and expenses whatsoever which they sustain or incur in or about any action, suit or proceeding which is brought, commenced or prosecuted against them or in respect of any act, omission, deed, matter or thing whatsoever made, done or permitted by them in or about the execution of the duties of their office; and
- b) all other costs, charges, damages and expenses which they sustain or incur in or about in relation to any act, omission, deed, matter or thing whatsoever made, done or permitted by them in or about the execution of the duties of their office;

except such costs, charges, damages and expenses as are occasioned by their own willful act, default or dishonesty.

Article XVI - AMENDMENTS

16.01 The Board of Directors or a Regular Member may propose a special resolution, as required by the Societies Act, R.S.A. 2000, c. S-14, or any amendments thereto, to amend these Bylaws.

16.02 A proposed special resolution may be considered at the annual general meeting or at a special general meeting.

16.03 Written notice of a proposed special resolution shall be provided to each member not less than eight (8) weeks before the meeting at which the special resolution is to be considered.

16.04 An amendment to the Bylaws shall not be made unless a three-quarters (3/4) majority of the votes cast by representatives of Regular Members in good standing present at the meeting vote in favour of the amendment.

16.05 Notwithstanding any other provision of contained in these Bylaws, every Special Resolution to amend these Bylaws shall contain the following preamble:

“WHEREAS the following proposed amendment has been submitted to the Association only after taking into consideration:

- a) the Association’s fundamental and paramount principle of ownership and control of the Association by its Regular Members; and
- b) the Association’s tax exempt status under para. 149(1)(d.5) of the Income Tax Act, Canada as discussed by the Canada Revenue Agency in its letter dated March 14, 2007,

and that the proposed amendment herein will not, by its nature, content or description, compromise, modify, alter, affect or change in any way the fundamental and paramount principle of the Association (the Association being owned and controlled by its Regular Members only) or the Association’s tax exempt status under para. 149(1) (d.5) of the Income Tax Act, Canada as same may be amended from time to time.”



16.06 In 2015 and every subsequent year divisible by five (5), the President shall establish a special committee to conduct a general review of the Bylaws of the Association.

16.07 In the event any provision of these Bylaws is in any manner determined to be inconsistent with, or in violation of, the fundamental and paramount principle of the Association set forth in Article 2.02 above, then such provision shall be deemed to be void ab initio and of no force and effect, and such provision shall be struck from these Bylaws without further notice or approval by the Regular Members.