

ALBERTA PRAIRIE CONSERVATION FORUM SOCIETY BYLAWS

1.0 Name

- 1.1 The name of the Society shall be the Alberta Prairie Conservation Forum.
- 1.2 The official abbreviation for the Alberta Prairie Conservation Forum Society shall be PCF.

2.0 Membership

- 2.1 The membership of the Society is open to all organizations and individuals that have interests consistent with the Vision, Principles and Goals of the Society. A Member does not need to live and/or operate within the Alberta prairie or parkland region.
- 2.2 The Society membership application form will require an applicant to:
 - (a) Provide his/her name and contact information;
 - (b) Indicate if the applicant represents himself/herself or an organization;
 - (c) Sign a statement whereby the applicant indicates agreement with the goals of the society and a willingness to be an active member;
 - (d) Provide other information as may be required by the Board of Directors.
- 2.3 Membership in the Society shall consist of Individual Members and Organizational Members, including, but not restricted to the following categories:
 - (a) Environmental, being not-for profit environmental organizations and local stewardship groups that have a demonstrated interest in one or more aspects of prairie or parkland landscape conservation, use or management;
 - (b) Land Resource Industry including energy development, infrastructure development, associations, companies and corporations;
 - (c) Agricultural, being producer groups, cow-calf operations or rangeland management;
 - (d) Municipal Government, being rural and urban;
 - (e) Provincial Agencies;
 - (f) Federal Departments;
 - (g) Academia, including universities and colleges;
 - (h) Tourism, including Eco-tourism groups;
 - (i) First Nations;
 - (j) Individual, being individuals having an interest in prairie or parkland landscape conservation, use or management, especially within the Alberta prairie or parkland environment.
- 2.4 No organization or agency may have more than one voting member nor be a voting member of more than one category of membership.
- 2.5 An Organizational Member:

- (a) Shall appoint one person to be the primary representative of the Organization in the Society;
 - (b) May appoint one person to serve as an alternate representative should the primary representative not be able to attend a meeting or activity of the Society;
 - (c) Shall advise the society annually of the names and contact information of the primary and alternate representatives.
- 2.6 It is the responsibility of Members to keep their contact information current. If the Society is not informed of changes within four (4) months of undelivered contact information, the Board of Directors may revoke the Member's membership.
- 2.7 Any Member wishing to withdraw from membership may do so upon written notice to the Society of his/her intention to withdraw from membership. The Member shall cease to be a Member upon the date specified in the notice or its earlier acceptance by the Board of Directors.
- 2.8 A Member will cease to be a Member in good standing upon failing to pay the required membership fee, if any is established by the Society, within 60 days of being invoiced by the Society and the Member's rights will be suspended until the membership fee is paid in full. Any member whose membership fee remains unpaid from the previous year will be deemed to have withdrawn from membership and will not regain membership without submitting a new application form and paying the prevailing membership fee and any amounts specified by the Board of Directors as due owing from previous membership.
- 2.9 The Board of Directors by consensus, or if consensus is not reached by two-thirds majority vote of the Directors present and voting, may revoke a membership for just cause, including but not limited to:
- (a) Lack of activity or other contribution by the Member, based on a review by the Board of Directors of the membership list and activity of members;
 - (b) The conduct of a Member where such conduct following a review by the Board of Directors is determined by Directors as not in keeping with the responsibilities of membership.
- 2.10 A Member in good standing shall be entitled to cast one vote on each matter at any Members meeting. A vote made by a Member shall be in person unless the Board of Directors has approved a proxy vote.
- 2.11 A Member in good standing has the right to:
- (a) Attend and participate in consensus based planning and decision making meetings, sessions and forums;
 - (b) Attend and vote at the Annual General Meeting and all General and Special meetings;
 - (c) Receive and/or have access to all Society newsletters and other publications of the Society.

2.12 A Member is responsible to:

- (a) Act in accordance with these bylaws;
- (b) Function within a collaborative, consensus based approach to decision making and in doing so respect the views of others;
- (c) Promote the Vision, Principles and Goals of the Society within their community and sphere of influence; and
- (d) Be active in the affairs of the society, including working with other members to implement Society projects and undertake Society activities.

2.13 An Alternate Representative can not serve as a Director or Officer and thus may not represent the Primary Representative at meetings of the Board of Directors or Officers, but may represent the Primary Representative at an Annual General Meeting, other special and member meetings, and applicable committee and project team meetings.

3.0 Fees

3.1 The Board of Directors may establish a membership fee and, from time to time, amend the membership fee.

3.2 The membership fee for an individual membership may be different from the membership fee for an Organization Membership.

4.0 Board of Directors

4.1 By virtue of their election from and by the membership, the Board of Directors is authorized to conduct business and make decisions on behalf of the Society in accordance with the Board of Directors Terms of Reference.

4.2 The Board of Directors shall consist of no more than fifteen (15) Directors and the Past Chair, with a maximum of two (2) members from each of the member categories listed in section 2.3 of these bylaws.

4.3 At no time shall the Board of Directors consist of less than seven (7) Directors.

4.4 For the first Board of Directors, the elected Directors shall determine which Directors will serve a one-year term and which Directors will serve a two-year term. If an even number of Directors is elected, one-half shall be for a one-year term and one-half for a two-year term. If an odd number of Directors is elected, one-half plus one shall be for a two-year term and the remaining number for a one-year term. Thereafter, a Member elected to be a Director should be elected for a two-year term to a maximum of three (3) consecutive terms.

4.5 The formal nomination and election of the Board of Directors will take place at the Annual General Meeting. As part of the notice of the Annual General Meeting, a Nomination Committee will provide a nomination report to the Members, but nominations may also be made from the floor. A nominated

Member must consent to the nomination and thereby recognize the substantial commitment to participate in the activities of the Society.

- 4.6 A Director may resign from office upon written notice to the Board of Directors. The Member shall cease to be a Member of the Board of Directors upon the date specified in the notice or its earlier acceptance by the Board of Directors.
- 4.7 Should a vacancy occur on the Board of Directors the remaining Directors may appoint a Member from among the membership in the category vacated to fill the vacancy until the next Annual General Meeting.
- 4.8 A Director ceases to be a Director if he/she misses three (3) consecutive meetings without the prior approval of or notice to the Board of Directors.
- 4.9 At the first Annual General Meeting the Society shall adopt a Board of Directors Terms of Reference. Within two years and periodically thereafter, the Society shall review the Board of Directors Terms of Reference and adopt amendments as deemed appropriate. The Board of Directors Terms of Reference shall include, but not be limited to:
 - (a) The purpose of the Board of Directors;
 - (b) The authority to hire a Coordinator and to authorize the hiring of additional staff;
 - (c) The requirement to hold an Annual General Meeting and present an annual budget and related activity/work program;
 - (d) The authority to appoint committees and/or project teams;
 - (e) The requirement to monitor, manage and report the activities and finances of the Society; and
 - (f) The frequency and process of meetings, including the preparation of agendas, meeting notes/minutes.
- 4.10 The Board of Directors shall meet at the call of the Chair, but not less than three times a year.
- 4.11 The Board of Directors may by resolution adopt procedures and practices related to the governance of meetings as long as the procedures and practices comply with the objects and Bylaws of the Society.
- 4.12 Decisions and recommendations of the Board of Directors shall be made by consensus. In the event that consensus cannot be reached, decisions will be made by voting whereby a motion to pass requires at least a two-thirds majority of the Directors present and voting, provided a quorum is present.
- 4.13 A quorum of the Board of Directors is a simple majority of the Directors holding office.
- 4.14 A Director may be removed from office for just cause by a two-thirds majority vote of the Members in good standing present and voting at a Special Meeting.

5.0 Executive Committee and Officers

- 5.1 The Executive Committee consists of the Officers of the Society, as follows:
- (a) The Chair;
 - (b) The Vice-Chair, and;
 - (c) The Treasurer.
- 5.2 The Chair shall be elected from and by the Directors at the first Board of Directors meeting following the Annual General Meeting by simple majority vote of the Directors present and voting, provided a quorum is present.
- 5.3 The Vice-Chair and Treasurer shall be elected from and by the Directors at the first Board of Directors meeting following the Annual General Meeting by simple majority vote of the Directors present and voting, provided a quorum is present.
- 5.4 The Chair:
- (a) Shall be an official spokesperson of the Society and represent the Society on behalf of all the membership;
 - (b) Shall chair all Board Meetings and Membership Meetings;
 - (c) Shall exercise general supervision over all Society activities according to the objects and Bylaws of the Society, including those in Section 5.6 and 5.7;
 - (d) Shall be responsible for the preparation and presentation of the annual report to the Members at the Annual General Meeting;
 - (e) Shall be an ex-officio member of all committees and/or project teams, and;
 - (f) May delegate any or all of the duties of the Chair to the Vice-Chair.
- 5.5 In the case the Chair is unable to attend a meeting of the Executive Committee, the Board of Directors or meeting of the Society, the Vice-Chair, or in the absence of the Vice-Chair, the Treasurer shall chair the meeting.
- 5.6 The Vice-Chair shall assist the Chair in supervising the activities of the Society.
- 5.7 The Treasurer shall assist the Chair in monitoring the finances of the Society and the reporting thereof.
- 5.8 The Executive Committee shall meet at the call of the Chair or as directed by the Board.
- 5.9 Decisions of the Executive Committee shall be made by consensus. In the event that consensus cannot be reached, decisions will be made by voting whereby a motion to pass requires at least a two-thirds majority of the Officers present and voting, provided a quorum is present.

6.0 General and Special Meetings – Notice, Quorum and Decision Making

- 6.1 There shall be at least one (1) General Meeting of the Society held in each calendar year, of which would be the Annual General Meeting. The Board of Directors shall determine the dates, times and places for any General Meetings, but the Annual General Meeting shall be held no later than February 15 of each year.
- 6.2 At least twenty-one (21) days written notice of the date, time and place of an Annual General Meeting and fourteen (14) days written notice of the date, time and place of a General Meeting shall be provided to each Member of the Society.
- 6.3 A Special Meeting shall be called by the Chair, or his/her designate, upon:
 - (a) Receipt of a written request signed by no less than fifteen (15) Members in good standing, such written request setting forth the reasons for calling a Special Meeting; or
 - (b) The request of at least two-thirds of the Directors currently holding office, such request setting forth the reasons for calling a Special Meeting; or
 - (c) As may be otherwise provided for in these Bylaws.
- 6.4 A Special Meeting shall deal with only the matters for which the meeting was called.
- 6.5 At least twenty-one (21) days written notice of the date, time and place of a Special Meeting, shall be provided to each Member of the Society, such notice to include the reasons for such meeting.
- 6.6 Written notice for any meeting of the Society will be valid if delivered by email, fax and/or letter, including personal delivery, to the last known contact address shown on the records of the Society.
- 6.7 Meeting quorums shall be:
 - (a) For an Annual General Meeting, twenty-five % (25%) of the Membership;
 - (b) For a General Meeting, twenty-five % (25%) of the Membership;
 - (c) For a Special Meeting, twenty-five % (25%) of the Membership.
- 6.8 Group consensus will be the usual foundation upon which decisions are made except where otherwise provided for in these Bylaws.
- 6.9 Where consensus cannot be reached, a vote will occur.
- 6.10 Unless otherwise provided for in these Bylaws, a simple majority of the Members present and voting shall pass a motion, provided there is a quorum present.

- 6.11 For a Special Resolution to pass it must have the approval of at least sixty-six (66) percent of the Members:
- (a) Present and voting, provided there is a quorum present, or
 - (b) Voting by proxy if a proxy vote has been approved for the Special Resolution by the Board of Directors, provided the number of proxy votes represents a quorum.
- 6.12 At a General Meeting with respect to determining support for an initiative or directive, the general favor of the membership shall be by consensus. In the event that consensus cannot be reached, decisions will be made by voting whereby a motion to pass requires at least a two-thirds majority of the members present and voting, provided a quorum is present.

7.0 Remuneration

- 7.1 Unless authorized by the Board of Directors, no Officer, Director or Member shall receive a fee for his/her services.
- 7.2 The Board of Directors may approve the payment of expenses, or a portion thereof, incurred by Officers, Directors or Members in exercising the activities of the Society where the expenses for such activities have been pre-authorized by the Board of Directors or are in accordance with the budget.

8.0 Audit and Inspection

- 8.1 The financial records of the Society shall be reviewed each year by a qualified chartered accountant or certified public accountant appointed by the Board of Directors. The fiscal year of the Society shall be the calendar year.
- 8.2 The financial statement for the previous year shall be provided at the Annual General Meeting.
- 8.3 A Member in good standing may request, in writing, to inspect the minutes of meetings of the Society, including General, Special, Board of Directors and Executive Committee meetings, the financial records of the Society and the membership list. Within thirty (30) days of receipt of the request, the Member will be permitted to inspect the books and/or records during regular business hours of the Society.
- 8.4 A Director shall have access to all books, records and minutes of the Society during regular business hours of the Society.

9 Bylaws and Amending Procedure

- 9.1 The Bylaws of the Society may be amended or rescinded only by the adoption of a Special Resolution by the Members of the Society.
- 9.2 The Board of Directors and any Member in good standing may propose to amend the Bylaws of the Society. A proposed amendment must be submitted

in writing to the Chair not less than thirty-five (35) days prior to an Annual General Meeting or Special Meeting.

- 9.3 Written notice of the proposed amendment shall be sent at least twenty-one (21) days to each Member of the Society, such written notice to include the text of the proposed amendment and the date, time and place of the Annual General Meeting or Special Meeting at which the Special Resolution will be considered.
- 9.4 A copy of adopted amendments of the Bylaws shall be forwarded to the Registrar of Societies under the Societies Act of Alberta.

10 Signing Authority

- 10.1 The Board shall determine the signing authorities on behalf of the Society.
- 10.2 The Society does not possess or use an official seal.

11 Dissolution

- 11.1 Should the Society dissolve, the property of the Society shall be converted to cash and added to the funds of the Society. The funds shall first be distributed in amounts necessary to pay all outstanding debts and liabilities of the society. Any remaining funds will be distributed to one or more organizations with goals similar to the Society.

12 Transitional Provisions

- 12.1 Being the formation meeting of the Society, at the first Annual General Meeting a report of a Nominating Committee pursuant to Section 4.5 of these Bylaws may not be required. All nominations for Directors shall come from the floor and any person so nominated shall verbally or in writing agree to the nomination.

13 Terminology and Definitions

- 13.1 "Bylaws" mean the Bylaws of the Alberta Prairie Conservation Forum Society, as amended from time to time.
- 13.2 "Consensus" means unanimous consent, whereby an abstention by any Member does not preclude a consensus decision. One or more Members indicating opposition to a call for agreement or motion prevents a consensus decision.
- 13.3 "Director" means a Member of the Society elected or appointed to the Board of Directors in accordance with the provisions of these Bylaws.
- 13.4 "Executive Meeting" means a meeting of the Officers of the Society duly convened in accordance with the provisions in these Bylaws.

- 13.5 "General Meeting" means a meeting of the Members as convened by the Board of Directors in accordance with the provisions of these Bylaws.
- 13.6 "Coordinator" means the person hired by contract or as an employee to administer the activities and finances of the Society.
- 13.7 "Member" means a Member of the Alberta Prairie Conservation Forum Society as specified in the Bylaws.
- 13.8 "Membership Meeting" means a meeting, both General and Special, of the Members of the Society as may be convened from time to time in accordance with these Bylaws.
- 13.9 "Objects" means the Mission of the Alberta Prairie Conservation Forum Society.
- 13.10 "Officers" mean the Chair, Vice-Chair and Treasurer of the Society.
- 13.11 "Society" means the Alberta Prairie Conservation Forum Society.
- 13.12 "Special Meeting" means a Membership Meeting, which satisfies the requirements set out in Section 6 of these Bylaws.
- 13.13 "Special Resolution" means a resolution as defined in Section 1(d) of the Societies Act, including resolutions to amend these Bylaws and to borrow funds.