

AMENDED BY-LAWS OF
BILD ALBERTA ASSOCIATION

EFFECTIVE

~~JULY 12, 2017~~
OCTOBER 23, 2018

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1. INTERPRETATION

In these By-Laws:

- a. **'Act'** means the *Societies Act* (Alberta), together with any and all regulations promulgated thereunder, as amended from time to time;
- b. **'Appointed Directors'** has the meaning set out in Section ~~24~~25;
- c. **'Associate Member'** means all provincial organizations designated as such by the Board of Directors, in recognition of alignment to the vision and mission of BILD Alberta and the interests of the industry, who shall be non-voting members;
- d. **'Chapters'** or **'Chapter'** shall mean one or all of the chapters designated as such by the Board of Directors, as the context dictates;
- e. **'Chapter Member'** shall mean those members recommended by a Chapter and accepted by the Board of Directors, who shall be voting members;
- f. ~~e.~~ **'CHBA'** stands for the Canadian Home Builders' Association;
- g. ~~d.~~ **'BILD Alberta'** or the **'Association'** stands for BILD Alberta Association;
- h. ~~e.~~ **'Board'**, **'Board of Directors'** or **'Directors'** shall mean the Board of Directors of the Association;
- i. **'By-Laws'** means these amended by-laws of BILD Alberta Association;
- j. ~~f.~~ **'Constituent Associations'** or **'Constituent Association'** shall mean one or all of the constituent associations ~~recognized~~ in Alberta ~~by BILD Alberta~~ recognized by the Board of Directors, as the context dictates;
- k. ~~g.~~ **'Constituent Members'** are members in good standing of one of the Constituent Associations, who shall be voting members;
- l. ~~h.~~ **'Elected Directors'** has the meaning set out in Section ~~24~~25;
- m. ~~i.~~ **'Honorary Members'** means all individuals designated as such by the Board of Directors, in recognition of exceptional and meritorious service to the industry, who shall ~~also~~ be ~~full~~ non-voting members;
- n. ~~j.~~ A reference to an **'individual'** shall be a restrictive reference which excludes firms, partnerships, corporations, and incorporated societies;
- o. ~~k.~~ The masculine shall include the feminine;
- p. ~~l.~~ Reference to **'Member'** or **'Members'** shall mean ~~either~~ the provincial organization, business

entity or individual that is ~~an Associate Member, Chapter Member,~~ Constituent Member or an Honorary Member as the context dictates;

~~g. m.~~ 'National Issues' has the meaning set out in Section ~~78~~;

~~r.~~ 'Nominating Committee' has the meaning set out in Section ~~26~~;

~~s.~~ n.—The word 'person' or 'persons' shall include individuals, firms, partnerships, corporations, and incorporated societies;

~~t.~~ o.—'Provincial Issues' has the meaning set out in Section ~~78~~;

~~p.~~—'Transition Appointed Directors' has the meaning set out in Section ~~24~~;

~~q.~~ 'Transition Officers' has the meaning set out in Section ~~32~~;

~~u.~~ f.—The singular shall include the plural and vice versa; and

~~v.~~ s.—A reference to a statute or section of a statute shall extend to any amendment to or replacement of the statute and all regulations promulgated thereunder.

PART I - MEMBERSHIPS

2. MEMBERSHIP CATEGORIES

It is the intent of these By-Laws that membership in BILD Alberta shall be limited to and consistent with one of the following categories:

~~a.~~ Associate Members: All Associate Members shall be non-voting members of BILD Alberta.

~~b.~~ Chapter Members: All Chapter Members shall be full voting members of BILD Alberta.

~~c.~~ ~~a.~~ **Constituent Members:** All Constituent Members shall be full voting members of BILD Alberta.

~~d.~~ ~~b.~~ **Honorary Members:** All Honorary Members shall be ~~full~~ non-voting members of BILD Alberta.

3. MEMBERSHIP

The power to admit new Associate Members, new Chapter Members and new Honorary Members to BILD Alberta shall be solely in the discretion of the Board. The admission of Constituent Members shall be governed exclusively by the respective Constituent Association in accordance with their practices and procedures.

All Members must comply with the Code of Ethics and all Constituent Members must comply with any other membership criteria as established by their respective Constituent Association and by BILD Alberta, from time to time.

4. WITHDRAWAL FROM MEMBERSHIP OR SUSPENSION

An Associate Member, a Chapter Member and an Honorary Member may, upon thirty (30) days' notice in writing to the Association, resign as a Member of the Association.

Any Constituent Member who withdraws its membership or for any other reason ceases to be a member

of a Constituent Association shall also cease to be a member of BILD Alberta at the same time.

BILD Alberta shall not have the power to terminate the membership of any Constituent Member, but shall have the authority to refer any complaint against a Constituent Member to the Constituent Association of which the Member is a member. It shall be the responsibility of the Constituent Association to prosecute any such complaint in accordance with the rules of the applicable Constituent Association.

The Board may, by a vote of at least seventy five (75%) percent of the Directors present at a meeting of the Board, suspend or expel any [Associate Member, Chapter Member or](#) Honorary Member:

- a. whose conduct shall have been determined in the sole discretion of the Board to be improper, unbecoming, or detrimental to the good name of the industry; or
- b. whose conduct shall have been determined in the sole discretion of the Board to likely endanger the interests or reputation of BILD Alberta; or
- c. who willfully commits a breach of the by-laws, rules or regulations of BILD Alberta; or
- d. whose conduct shall have been determined in the sole discretion of the Board to be unethical toward other branches of the industry or fellow members of the community; or
- e. upon receipt of a written complaint.

However, no action shall be taken until the [Associate Member, Chapter Member or](#) Honorary Member subject to the suspension or expulsion has had a fair opportunity for a hearing.

5. RIGHTS SUSPENDED

Notwithstanding anything set out elsewhere in these By-Laws, any [Associate Member, Chapter Member or](#) Honorary Member who is suspended or any Constituent Member that is not in good standing of one of the Constituent Associations shall not have any right to vote at any meeting of Members nor to take part in any of the proceedings of BILD Alberta while suspended or not in good standing, as the case may be.

6. EVIDENCE OF MEMBERSHIP

Members shall be encouraged to use the official plaques or other appropriate logos as distributed by BILD Alberta in their normal operations and may indicate that they are members of BILD Alberta. If a Member fails to maintain membership (or is expelled or suspended), all certificates and other sources of identification issued to the Member shall be returned to BILD Alberta forthwith and shall not be used in any manner whatsoever.

PART 2 – [CHAPTERS](#)

[7. CHAPTERS](#)

[An organized group of builders, developers, subcontractors or dealers of supplies and services to the industry and related trades and professions, alone or in conjunction with members of related professions and trades, that is working towards the same objectives as the Association may be accepted by the Board, in its sole discretion, as a Chapter, providing that the new Chapter meets the qualifications, conditions and requirements set forth by the Board of Directors and the Chapter shall agree to observe the constitutional documents of CHBA. Chapters are those entities designated as such by the Board and the operating name of the Chapter shall be approved by the Board.](#)

[PART 3 - CONSTITUENT ASSOCIATIONS](#)

8. ~~7.~~ JURISDICTIONS

It shall be for CHBA, in its uncontrolled discretion, to determine what matters and subjects are national issues ('**National Issues**'). BILD Alberta acknowledges that with respect to any and all National Issues, BILD Alberta and the Constituent Associations shall both be subject to the by-laws and resolutions of CHBA that are made respecting any of the National Issues. The Board of BILD Alberta, in its uncontrolled discretion, shall determine from time to time what matters and subjects are provincial issues ('**Provincial Issues**') and shall act in the best interests of the industry and the Members in dealing with the Provincial Issues. Each of the Constituent Associations, with respect to any and all Provincial Issues, shall be subject to the by-laws and resolutions of BILD Alberta which are made respecting any of the said Provincial Issues. The Constituent Associations shall be responsible for all issues other than National Issues and Provincial Issues.

9. ~~8.~~ ALLOCATION OF TERRITORIES TO CONSTITUENT ASSOCIATIONS

BILD Alberta shall ensure that at all times the whole of the territory of the Province of Alberta shall be divided between the Constituent Associations in such manner as the Board shall determine from time to time, with the power in its unfettered discretion to alter such allocations among the Constituent Associations from time to time.

10. ~~9.~~ CONSTITUENT ASSOCIATIONS

An organized group of builders, developers, subcontractors, or dealers of supplies and services to the industry and related trades and professions, alone or in conjunction with members of related professions and trades, that is working towards the same objectives as the Association may be accepted by the Board, in its sole discretion, as a Constituent Association, providing that the new Constituent Association meets the conditions and requirements set forth by the Board of Directors and the Constituent Association shall agree to observe the ~~CHBA's~~ constitutional documents of CHBA. Constituent Associations are those entities designated as such by ~~BILD Alberta~~ the Board that meet the following qualifications:

- a. A Constituent Association shall be incorporated as a separate entity unless otherwise approved by the Board of Directors. A Constituent Association shall incorporate and be registered as either a society or a not-for-profit corporation under the laws of the Province of Alberta. The internal organization and procedures of the Constituent Association shall be as determined from time to time by the members of the Constituent Association;
- b. The name of the Constituent Association shall be approved by the Board;
- c. The by-laws of the Constituent Association shall, at all times, provide that the Constituent Association is subject to the by-laws and resolutions of CHBA with respect to National Issues and shall provide that the Constituent Association is subject to the by-laws and resolutions of BILD Alberta with respect to Provincial Issues.
- d. The Constituent Association shall subscribe to and agree to comply with the Code of Ethics and membership criteria of BILD Alberta; and
- e. The geographic territory of the Constituent Association shall be as designated by the Board from time to time.

11. ~~10.~~ OBLIGATIONS OF CONSTITUENT ASSOCIATIONS

- a. Constituent Associations shall be responsible for the collection and payment to BILD Alberta of any dues, special assessments or levies made by BILD Alberta in accordance with these

By-Laws.

- b. Each Constituent Association shall supply to BILD Alberta a detailed list of its members and the designated representatives of each member, from time to time, on ~~at least a quarterly~~ an annual basis.
- c. Each Constituent Association shall be responsible for carrying out the programs of BILD Alberta within the territory of the Constituent Association as directed by BILD Alberta.

PART ~~34~~ - REGISTERED OFFICE

12. ~~41.~~ REGISTERED OFFICE

The Registered Office of BILD Alberta shall be located at such place in the Province of Alberta, Canada as the Board may decide from time to time.

PART ~~45~~ - MEETINGS OF MEMBERS

13. ~~42.~~ ANNUAL GENERAL MEETING

The Annual General Meeting of BILD Alberta shall be held in accordance with the following provisions:

- a. The Annual General Meeting of the Members shall be held at a time and place designated by the Board of Directors;
- b. Unless otherwise entitled to under the Act, the Associate Members and Honorary Members shall not be entitled to receive notice of or vote at the Annual General Meeting of the Members.
- c. ~~b.~~ Notice to Constituent Members of such meeting shall be sufficiently given by BILD Alberta if it gives notice of such meeting to each Constituent Association at least thirty-five (35) calendar days (excluding the date of service and the date of the Annual General Meeting of BILD Alberta) prior to the Annual General Meeting. Such notice shall be sufficiently given if published in any publication of the Association if such publication is sent to the Constituent Associations, in a manner as determined by the Board of Directors, at least thirty-five (35) calendar prior to the date set for the Annual General Meeting;
- d. ~~e.~~ Such notice of the Annual General Meeting of BILD Alberta shall be sufficiently given by each Constituent Association to their respective Constituent Members if given in such manner as determined by the respective by-laws of each Constituent Association;
- e. ~~d.~~ Notice to HonoraryChapter Members of such meeting shall be given by BILD Alberta to each HonoraryChapter Member at least twenty-one (21) calendar days (excluding the date of service and the date of the Annual General Meeting of BILD Alberta) prior to such meeting. Such notice shall be sufficiently given if published in any publication of the Association if such publication is sent to the HonoraryChapter Members, in a manner as determined by the Board of Directors, at least twenty-one (21) calendar days prior to the date set for the Annual General Meeting; and
- f. ~~e.~~ The representative of each Member, as shown on the records of BILD Alberta shall be the voting member at such Annual General Meeting unless the Member delivers to BILD Alberta, before the commencement of the meeting, a notice in writing setting out a different representative.

The Annual General Meeting shall be the only general meeting of the Association and all other meetings of members shall be Special Meetings.

14. ~~13.~~ MATTERS TO BE DEALT WITH AT ANNUAL GENERAL MEETINGS

In addition to any other matters which may come before the meeting, the Annual General Meeting shall consider the following matters:

- a. The approval of minutes of the preceding year's Annual General Meeting;
- b. Matters arising from the minutes;
- c. To receive and consider the most recent financial statements of BILD Alberta;
- d. To fix the number of directors to be elected at the Annual General Meeting;
- e. The election of the Board of Directors;
- f. The appointment of auditors; and
- g. Such other matters as may come before the meeting.

15. ~~14.~~ SPECIAL MEETINGS

Special Meetings of BILD Alberta shall be held in accordance with the following provisions:

- a. Unless otherwise entitled to under the Act, the Associate Members and Honorary Members shall not be entitled to receive notice of or vote at any Special Meetings of BILD Alberta.
- b. ~~a.~~ Special Meetings of the Association shall be held at a time and place as determined by the Board of Directors, and all of the provisions relating to the holding of Annual General Meetings shall apply to Special Meetings;
- c. ~~b.~~ If at least seventy-five (75%) percent of the Directors or twenty-five (25%) percent of the ~~members of BILD Alberta~~ Members entitled to vote request a Special Meeting by a notice in writing delivered to either the Chief Executive Officer, the Chair or the 1st Vice-Chair of BILD Alberta, then:
 - i. The said meeting shall be held within seventy-five (75) days of receipt of the request in writing; and
 - ii. Notice of such meeting shall be given by BILD Alberta to each ~~Constituent~~ applicable Member ~~and each Honorary Member~~ in the same manner as if the meeting were an Annual General Meeting.

16. ~~15.~~ QUORUM

A quorum for any Special Meeting or any Annual General Meeting shall be at least thirty-five (35) Members who are in good standing and entitled to vote and who are represented at the meeting by proxy or by their respective named representatives at the time of commencement of the meeting.

17. ~~16.~~ ADJOURNMENT IF NO QUORUM

If within fifteen (15) minutes of the time stated for the commencement of any such Special or Annual General Meeting, there is no quorum then:

- a. The meeting shall stand adjourned to the same time fourteen (14) days after the date originally

set for the meeting and shall be held at a place as determined by the Board of Directors;

- b. In the event that there is no quorum within fifteen (15) minutes of the time stated for the commencement of the adjourned meeting, then the adjourned meeting shall conduct no business and shall be terminated; and
- c. If it is desired that the meeting should still be held then it shall be called with full notice and in the same manner as if the earlier adjourned meeting had not been called.

18. ~~17.~~ PERSONS ENTITLED TO VOTE/PROXIES

At each Annual General Meeting or Special Meeting:

- a. ~~Unless otherwise entitled to under the Act, the Associate Members and Honorary Members shall not be entitled to vote at any Annual General Meeting or Special Meeting of BILD Alberta.~~
- b. ~~a.~~ Each Member who is entitled to vote and who is an individual, and the named representative of each Member which is not an individual, shall be entitled to attend and vote on any matter before the meeting;
- c. ~~b.~~ All votes shall be cast in person, electronically or by proxy;
- d. ~~e.~~ For greater clarity, any Member entitled to vote may vote only by way of the individual who is named as the representative of the Member on the records of BILD Alberta at the time of commencement of the meeting;
- e. ~~d.~~ No representative shall be the named representative of more than one Member which is not an individual, unless such Members are affiliated corporations (as defined in the *Income Tax Act* (Canada));
- f. ~~e.~~ Unless otherwise stated herein, motions and resolutions shall be determined by a simple majority vote of those Members entitled to vote and present at the Meeting either in person, electronically or by proxy;
- g. ~~f.~~ In the event of a tie vote at any meeting of the Members, the chair of the Meeting shall have an additional or tie breaking vote;
- h. ~~g.~~ Voting by proxy shall be permitted provided that such proxy is:
 - i. delivered to the chair of the Meeting before the commencement of the meeting; and
 - ii. in such form as the Board prescribes or in such other form as the chair of the meeting may accept as sufficient.

19. ~~18.~~ FISCAL YEAR END

The fiscal year of BILD Alberta shall be from the period ~~April~~July 1st to ~~March-31st~~June 30th or such other period as may be set by the Board, from time to time.

20. ~~19.~~ ACCOUNTING AUDITS

The Members entitled to vote at the Annual General Meeting (or, failing such appointment, the Board of Directors) shall appoint annually a Chartered Accountant, or other qualified accountant to perform the audit of the books and records as the Directors or the Members, as the case might be, may determine from time to time and to examine all books of account, vouchers and other financial records, and report thereon to BILD Alberta, at the next Annual General Meeting.

21. ~~20.~~ INSPECTIONS BY MEMBERS

Any Member of BILD Alberta may inspect any official books and records of BILD Alberta at the offices of BILD Alberta during normal business hours. Any Member may make copies of such books and records at the sole expense of the Member.

22. ~~21.~~ RULES OF ORDER

- a. Robert's Rules of Order shall govern all meetings conducted by BILD Alberta, except as to matters which are set out in these By-Laws.
- b. Unless otherwise specified in these By-Laws, all motions before any meeting of Members shall be decided by a simple majority vote of the Members entitled to vote and present and all motions before any meeting of the Directors shall be decided by an affirmative vote of at least fifty (50%) percent of the Directors present at the meeting at the time of the vote being taken.
- c. Notwithstanding b. above, the Board may adopt resolutions in the following manner:
 - i. A proposed resolution of the Board may be circulated by email, or other electronic device, to all of the Directors;
 - ii. If at least seventy-five (75%) percent of the Directors respond with positive votes (either by email response or other electronic means of voting) within ten (10) business days of the proposed resolution being sent, then the resolution shall be considered as adopted as if it had been passed at a regularly convened meeting of the Board;
 - iii. Provided however that if any Director responds, within the same ten (10) business day period, requiring that the resolution be referred to a meeting of the Board, then the Resolution shall not be considered as adopted in any event and shall only be adopted at a regularly scheduled or special meeting of the Board;
 - iv. For the purposes of clarity it shall be considered that any electronic communication will be deemed to have been sent at 5:00 pm on the date of transmission such that any objection or approval of such motion must be returned by at least 5:00 pm on the 10th business day following such transmission;
 - v. Any form of electronic notice, or communications, must be of a type that can be printed directly without the need for transcription. To be more specific, voice mail is not acceptable, while emails ~~and faxes~~ will qualify; and
 - vi. In the event that a Director prefers not to accept electronic communications, then it shall be sufficient if the proposed resolution is mailed or delivered to such Director.

PART ~~56~~ - BUSINESS OF BILD ALBERTA

23. ~~22.~~ BUSINESS OF BILD ALBERTA

The property and business of BILD Alberta shall be exclusively managed by the Board, subject always to any resolutions made by the Members, from time to time.

24. ~~23.~~ BORROWING POWER

The Board shall have the right to borrow money on the credit of BILD Alberta provided that there is an

affirmative vote of seventy-five (75%) percent of the Directors present at a meeting of the Board of which notice of the intent to adopt such a resolution has been given at least four (4) days before the date of the meeting. Such notice shall clearly set out the amount to be borrowed and all other matters relative to the said borrowing as known at that time.

PART ~~6~~7 - BOARD OF DIRECTORS AND OFFICERS

25. ~~24.~~ BOARD OF DIRECTORS

The Association shall have a transition Board of Directors that will consist of ten (10) appointed Directors (the “~~Transition Appointed Directors~~”). The term of the ~~Transition Appointed Directors~~ will be one hundred and twenty (120) days from the Association’s formation, or such later or earlier date as a majority of the ~~Transition Appointed Directors~~ shall determine. Upon completion of the term of the ~~Transition Appointed Directors~~, the Board of Directors of the Association shall consist of five (5) elected Directors (the “**Elected Directors**”) as well as the number of appointed Directors as determined by the Board (the “**Appointed Directors**”). ~~Each~~The ~~Appointed Director~~Appointed Directors shall ~~be a director~~consist of the Past Chair and directors of a Constituent Association as determined and appointed by the Board in its sole discretion.

26. ~~25.~~ NOMINATIONS OF ELECTED DIRECTORS

A Nominating Committee, consisting of the Chair, three (3) Directors and the Chief Executive Officer shall be appointed by the Board of Directors each year to make nominations and generally to oversee and supervise the election of Directors at the Annual General Meeting. To the extent that the Nominating Committee finds it practical and useful to do so, it shall request each nominee for Director to file with it, before nominations are made by the Nominating Committee:

- a. a résumé of their activities;
- b. a brief statement of their reasons for allowing their names to stand for election; and
- c. a statement of the level of their commitment to the affairs of the Association.

Such information shall be used by the Nominating Committee in its deliberations. The Nominating Committee shall advise the Members at the Annual General Meeting of the Nominating Committee's slate of candidates for Elected Director positions.

27. ~~26.~~ ACCLAMATION

In the event that the number of persons nominated for Elected Directors at any Annual General Meeting are less than the number of positions to be filled, then such nominees shall be deemed to have been elected by acclamation and shall take office in accordance with these By-Laws and no ballot shall be required.

28. ~~27.~~ BALLOTS

Subject to what is set out above respecting acclamations, all elections for Elected Directors shall be conducted by ballot at the Annual General Meeting under the supervision of a returning officer to be appointed by the Board and such other individuals as the returning officer may choose to assist with the supervision of the election.

Individuals seeking to be on the ballot shall be nominated as an Elected Director no later than ten (10) calendar days before the Annual General Meeting.

29. ~~28.~~ VOTE REQUIRED TO ELECT

Where there is more than one nominee for a position, the candidate receiving the majority of the votes cast by the Members shall be declared elected. In the event that on a ballot no individual achieves a majority, the individual who received the least number of votes shall be removed from the ballot and a new vote shall be taken. In the event that again no individual receives a majority, the process shall be repeated until a candidate receives a majority of the votes cast.

30. VACANCIES

In the event that the number of persons nominated for Elected Directors at any Annual General Meeting are less than the number of positions to be filled, or vacancies of an Elected Director position occur between Annual General Meetings, the positions or vacancies may be filled by an ordinary resolution of the Board of Directors. The person or persons so appointed shall hold office for the balance of the term of the person whose place was filled or so vacated, as the case may be. The right of the Board of Directors to fill vacancies is in addition to the right to appoint the Appointed Directors.

31. ~~29.~~ TERM OF DIRECTORS

- a. The ~~Transition Appointed Directors~~Past Chair shall take office immediately upon appointment and shall hold such office ~~for one hundred and twenty (120) days from the Association's formation, or such later or earlier date as a majority of the Transition Appointed Directors shall determine, until removed from such office by the Board under these By-Laws or the election or succession to office of their successor, whichever first occurs.~~
- b. The Appointed ~~Directors~~Director, other than the Past Chair, shall take office immediately upon appointment and shall hold such office until their appointment as a director of the Constituent Association expires.
- c. The Elected Directors, whether elected by ballot or by acclamation, shall take office at the conclusion of the Annual General Meeting of the Association and shall hold such office until the second (2nd) Annual General Meeting following such election, whereby their successors shall be elected in accordance with the provisions of these By-Laws.
- d. Each Elected Director is limited to two (2) consecutive terms (four (4) years) of service in their specific position.

32. ~~30.~~ DUTIES OF THE BOARD OF DIRECTORS

The Board shall carry on and supervise the business affairs of the Association in accordance with the provisions of the Act and the by-laws of the Association from time to time. The Directors shall act in the best interests of the Association and shall promptly and diligently carry out all of the duties normally expected of a Director of an association.

33. ~~31.~~ CODE OF ETHICS

The Board shall maintain a Code of Ethics for BILD Alberta.

34. ~~32.~~ OFFICERS

~~The Association shall have transition Officers that will consist of the Chair, 1st Vice Chair, Secretary/Treasurer, Executive Director and the Chief Executive Officer (the "Transition Officers"). The term of the Transition Officers will be one hundred and twenty (120) days from the Association's formation, or such later or earlier date as a majority of the Transition Appointed Directors shall determine. Upon completion of the term of the Transition Officers, the~~ Officers of BILD Alberta shall

be the Chair, [Past Chair](#), 1st Vice-Chair, 2nd Vice-Chair, Secretary, Treasurer and the Chief Executive Officer.

35. ~~33.~~ THE CHAIR

The Chair shall be the presiding officer of the Board, whose duties shall be such as usually pertain to the office. The Chair shall be an Ex-Officio member of all standing and special committees. At any meeting of the Board or the Members, the Chair shall have a vote on any matters before the meeting. In the event of a tie vote at any meeting of the Board, the Chair shall not have an additional or tie breaking vote.

Between meetings of the Board, the Chair shall have the authority to represent BILD Alberta and to act in its name within its declared policies.

36. PAST CHAIR

[The Past Chair provides support to transition the Chair, including representation on provincial and national committees as determined by the Board.](#)

37. ~~34.~~ 1st VICE - CHAIR

The 1st Vice-Chair shall perform the duties of the Chair whenever the Chair is unable to perform the duties of the office. The 1st Vice-Chair shall succeed to the office of Chair at such time in the first meeting of the Board after the Annual General Meeting as the Chair of the Association determines, or failing determination, at the conclusion of the said meeting, unless: (a) the Board shall determine by a motion that the succession shall not take place, provided that such motion of the Board of Directors precedes any motion setting the date for such Annual General Meeting; or (b) the 1st Vice-Chair is not a member of the Board of Directors at the time for the 1st Vice-Chair to succeed to the office of Chair.

38. ~~35.~~ 2nd VICE-CHAIR

The 2nd Vice-Chair shall perform the duties of the 1st Vice-Chair whenever the 1st Vice-Chair is unable to perform the duties of such office, but such duties shall not include the right to succeed to the office of Chair.

39. ~~36.~~ SECRETARY

The Secretary shall:

- a. Prepare and keep a permanent record of the Minutes of all Special Meetings of BILD Alberta, the Annual General Meeting of Members and of all meetings of the Board;
- b. Be responsible for the preparation of all other corporate documents and records and shall be the custodian of all such documents and records of BILD Alberta other than those that are required to be kept by some other officer of BILD Alberta; and
- c. Carry out all other duties as assigned by the Board or by these By-Laws, or which are usually assigned to the Secretary of similar associations.

40. ~~37.~~ TREASURER

The Treasurer shall:

- a. Be the official custodian of all monies of BILD Alberta;

- b. Carefully account for all financial transactions of the Association arising from its operations or its assets and shall make a full report of the same at any time required by the Board;
- c. Be the custodian of all financial books, records and financial reports and statements of BILD Alberta; and
- d. Carry out all other duties as assigned by the Board or by these By-Laws, or which are usually assigned to the Treasurer of similar associations.

41. ~~38.~~ CHIEF EXECUTIVE OFFICER

The Chief Executive Officer shall be the officer in charge of the day to day affairs of the Association, shall represent the Association to its Members and the public at all times, shall carry out and implement all decisions of the Board of Directors, and generally advise the Board of Directors on matters of policy and administration. At any meeting of the Board or any committee, the Chief Executive Officer is, at the invitation of the Board, entitled to be present and to speak on any matter before the Board or any committee, but shall not have a vote on any matter before the Board of Directors or any committee.

~~39.~~ EXECUTIVE DIRECTOR

~~The duties and terms and conditions of the appointment of the Executive Director of the Association shall be solely as the Board, in its unfettered discretion, determines.~~

42. ~~40.~~ ELECTION AND TERM OF OFFICERS

Except for the Chief Executive Officer ~~and Executive Director~~, the Officers of the Association shall be elected by the Board of Directors from among their number at the first meeting of the Board of Directors following the Annual General Meeting.

~~Subject to the term set out in these By-Laws for the Transition Officers and except~~ Except for the Chief Executive Officer, the Chair and ~~the~~ Past Chair, the Officers of the Association shall remain Officers until the first meeting of the Directors following the next Annual General Meeting, whereby their successors shall be appointed in accordance with the provisions of these By-Laws.

The Chief Executive Officer shall not be appointed to such office on an annual basis but shall hold that office at the pleasure of the Board from time to time.

The Chair and Past Chair shall not be appointed to such office on an annual basis but shall hold that office until removed from such office by the Board under these By-Laws or the election or succession to office of their successor, whichever first occurs.

43. ~~41.~~ REMUNERATION/REMOVAL FROM OFFICE

With the exception of the office of the Chief Executive Officer, no Officer or Director shall receive any remuneration for their services, except such reimbursements of expenses incurred as the Board of Directors may authorize.

Any Officer or Director may be removed from their office at any time by an ordinary resolution of the Board, provided that any Officer or Director who is the subject of such motion must have been given at least seven (7) days' notice that such a motion will be proposed at a meeting of the Board, and that such person is given an opportunity to speak to such motion at that meeting. The Board may appoint any qualified person to fill the remainder of the term of any Officer or Director who has been removed from such post, or who has resigned from such post.

PART ~~7~~8 - MEETINGS OF DIRECTORS

44. ~~42.~~ QUORUM

A Quorum for any meeting of the Board shall be at least a majority of the Directors then in office. In the absence of a quorum no business may be transacted except a motion to adjourn and a motion to set a day for the next meeting of the Board. A meeting which is properly convened with a quorum present may continue to its conclusion notwithstanding that at some point during its deliberations a quorum is not present or is not present at its termination.

45. ~~43.~~ MEETINGS OF DIRECTORS

The Board of Directors shall meet at least quarterly during the year with such other additional meetings as the Board may see fit. Meetings shall be at such location as the Board may decide from time to time.

Each Director shall have one vote and in the event of a tie vote, the presiding chair of the meeting shall not have a second or tie breaking vote.

Meetings may be held by conference call or similar electronic means where each Director is able to fully participate in the discussion of issues before the Board.

The Board may invite any persons that it sees fit to attend any meetings of the Board, and any such invitees shall not be entitled to participate in any discussions before the Board unless permitted to do so by the Board.

Notice of any meeting of the Board, together with the proposed agenda and any supporting documentation (if available), shall be given to each Director at least seven (7) calendar days prior to any meeting. Notice may be given by way of email ~~or fax~~ to each of the Directors. In the event that an issue arises that cannot be accommodated within the time period set out above, then the Chair shall cause notice to be given with as much time as is reasonable in the circumstances.

46. ~~44.~~ PROXIES

At any meeting of the Board, there shall be no votes cast by way of proxy or by attorney or any other manner otherwise than in person by the Director.

PART ~~8~~9 - MISCELLANEOUS

47. ~~45.~~ COMMITTEES

The ~~Committees~~committees of BILD Alberta shall be as established by the Board from time to time.

48. ~~46.~~ FINANCIAL

BILD Alberta's financial affairs shall be guided by the following provisions:

- a. It shall endeavor to be self-financing and derive its revenues from membership levies and such other sources as may be identified from time to time by the Board;
- b. All monies received shall be deposited in the form received in such depository selected by the Board from time to time and shall be disbursed only in accordance with approved budgets;
- c. All cheques, drafts or other forms of payment, including electronic transfer, by BILD Alberta shall bear the signature or approval of any two (2) Officers. Any two (2) Officers may endorse

cheques and other receipts for deposit to the credit of BILD Alberta;

- d. At the earliest opportunity, an annual business plan and any related budget for the operations of BILD Alberta shall be prepared for the approval of the Board. All operations shall be carried out within the parameters of the approved budget, except that in the case of emergency, the Board may authorize an expenditure not in accordance with the budget; and
- e. The Board may from time to time establish annual dues, special assessments or other levies and shall provide for the manner of billing and collecting such amounts either from the Members or from the Constituent Associations, or both, on a pro rata basis, as the Board shall determine from time to time.

49. ~~47.~~ NOTICES

Any notices that are required to be given under these By-Laws shall be sufficiently given in the following manner:

- a. If given by the Association, such notice may be given by any one or more, or any combination of:
 - i. by e-mail to the last known e-mail address of the Member or Constituent Association as the case might be; or
 - ~~ii. by fax, to the last known fax number of the Member or Constituent Association as the case might be; or~~
 - ii. ~~iii.~~ by ordinary mail at the last known address of the Member or Constituent Association as the case might be.
- b. Service, and receipt of the notice given under a. above shall be governed by the following:
 - i. if the notice is e-mailed, then it will be deemed given and received on the day the e-mail was sent;
 - ~~ii. if the notice is faxed, then it will be deemed given and received on the day the fax was sent; or~~
 - ii. ~~iii.~~ if the notice was sent by ordinary mail, then it will be deemed to have been received by the recipient on the second business day following the day it was posted.
- c. If the notice is given to the Association, then such notice shall only be considered as properly sent if such notice is done in compliance with the following:
 - i. the notice shall be sent to each of the Association, the Chair and the Chief Executive Officer;
 - ii. all three copies of the notice shall be sent either by e-mail, ~~fax~~ or ordinary mail;
 - iii. if sent by e-mail ~~or by fax~~, the notice will be deemed to have been received on the date it was sent to the last of the 3 persons named in i. above;
 - iv. if sent by ordinary mail, the notice will be deemed to have been received on the second business day following the posting of the notice. If the envelope contains no evidence of the date of posting, then it will be deemed to have been received on the earliest date of actual receipt by either of the 3 persons named in i. above; and

- v. the address for the Association, the Chair and the Chief Executive Officer shall be the addresses for each of them as shown on the then current roster of the Association or as shown on any website of the Association at the time notice is given.

50. ~~48.~~ CONFLICT OF INTEREST

Any member whether of a ~~Committee~~committee or of the Board who has a conflict of interest relating to any matter being discussed at any meeting shall, upon the conflict arising, declare that conflict, leave the meeting while the matter is being discussed and take no part in voting on the matter.

The person responsible for keeping minutes of the meeting shall note in the minutes that the member declared the conflict, left the meeting and did not vote on the matter.

No ~~Committee~~committee other than the Board shall have the right to suspend the operation of this provision and the power of the Board to do so shall only be for a specific conflict and not for conflicts generally.

51. ~~49.~~ CORPORATE SEAL

BILD Alberta shall have such corporate seal as the Board shall decide from time to time which shall be kept by the Secretary at the registered office of BILD Alberta.

52. ~~50.~~ SIGNATURES

Any document which requires the corporate seal to be affixed thereto shall be signed by any two (2) Officers of BILD Alberta.

53. ~~51.~~ INDEMNITY

Every Director and Officer of the Association, who has acted in good faith on behalf of the Association, shall be indemnified by the Association for any matter or liability or cost to which such person is exposed to or required to pay by reason of so acting.

54. ~~52.~~ EFFECTIVE DATE

These By-Laws shall be effective as of the date that a copy is filed with the appropriate governmental authority.

55. ~~53.~~ BY-LAW AMENDMENTS

These By-Laws may only be repealed or amended by special resolution of the Members entitled to vote passed at an Annual General Meeting or Special Meeting, of which not less than twenty-one (21) days' notice specifying the intention to propose the resolution has been duly given. To be passed, any such resolution requires an affirmative vote of not less than seventy-five percent (75%) of the votes of the Members cast on the resolution at the said meeting.

56. ~~54.~~ NOT FOR PROFIT

BILD Alberta is a society amalgamated under the *Societies Act* (Alberta). No dividend or income of BILD Alberta will be paid to any Member, except to pay for services rendered. No monies shall be paid to Members to return unused portions of financial contributions made by Members. On liquidation, bankruptcy or winding-up of the Association, any surplus or assets remaining shall be paid to such charitable organizations or qualified donees which the Board shall think fit.

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Padding cell	

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