

Alberta Native Plant Council Society

(hereafter called the "Society")

The By-laws of the Society are as follows:

1. Definitions

In these by-laws of the Society, unless the context otherwise requires:

"Act" means *The Societies Act*, Revised Statutes of Alberta 2000, Chapter S-14, as amended, or any statute substituted for it;

"Audit" means an annual review of the financial records;

"Board" means the Board of Directors of the Society;

"By-law" means this by-law and any other by-law of the Society as amended and which are in force and effect;

"Director" means a member of the Board elected by the members of the Society to conduct the affairs of the Society;

"Instrument" means any written document that expresses a legally enforceable act, process, contractual duty, obligation, or right, and therefore evidences that act, process, or agreement;

"Meeting of members" includes a general meeting of members, an Annual Meeting of members or a Special Meeting of members;

"Objects" means the purpose or main intent of the Society;

"Officer" means a Director of the Society who holds the position of President, Vice-President, Secretary, or Treasurer;

"Ordinary Resolution" means a resolution passed by a majority of not less than fifty percent (50%) plus one (1) of the votes cast on that resolution;

"Proposal" means a proposal submitted by a member of the Society;

"Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time;

"Special Meeting of members" means a meeting for which all members are sent notice of a meeting requesting them to vote on a Special Resolution;

"Special Resolution" means a resolution passed by a majority of not less than seventy-five percent (75%) of the votes cast on that resolution as defined in the Act; and

"Standing Committee" means an ongoing committee of the Society.

2. Interpretation

2.1 In the interpretation of these by-laws, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

2.2 Other than as specified above, words and expressions defined in the Act have the same meaning when used in these by-laws.

3. Corporate Seal

3.1 The seal of the Society shall be in the custody of the Secretary, and shall be used with the approval of the Board and authenticated by the signature of any two (2) Officers.

4. Execution of Documents

4.1 The Board shall, subject to the by-laws or direction given by Ordinary or Special Resolution at any Meeting of members, have full control and management of the affairs of the Society.

4.2 Any instrument in writing requiring execution by the Society shall be signed by any Officer or any two (2) Directors.

4.3 In addition, the Board may by resolution direct the manner in which and the person by whom a particular document shall be executed.

5. Financial Year

5.1 The financial year of the Society shall be 1 January to 31 December.

6. Banking Arrangements

6.1 The banking business of the Society shall be transacted at such bank, trust company or or other firm or corporation carrying on a banking business as the board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Society as the board of directors may by resolution from time to time designate, direct or authorize.

7. Borrowing Powers

7.1 For the purpose of carrying out its Objects, the Society may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the Society, and in no case shall debentures be issued without the sanction of a Special Resolution of the Society.

8. Annual Financial Statements

8.1 The books, accounts, and records of the Treasurer and Secretary shall be audited at least once a year by a duly qualified accountant or by two (2) members of the Society elected for that purpose at the Annual Meeting or appointed by the Board.

8.2 Neither the Treasurer nor Secretary may serve as an auditor.

8.3 A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the Annual Meeting of the Society.

9. Membership

9.1 Membership Conditions and Rights

9.1.1 Membership of the Society shall be available to any person subscribing to the Objects of the Society that have agreed to act in accordance with the By-Laws and submitted the required membership dues.

9.1.2 Each member shall be entitled to receive notice of, attend and vote at any Meeting of members.

9.1.3 Each member shall have the right to inspect the books and records of the Society at the Annual Meeting, or any time upon giving reasonable notice and arranging a time satisfactory to the Officer or Officers having charge of same.

9.1.4 Membership of the Society may not be transferred.

9.1.5 Members with dues in arrears shall forfeit all rights of membership, including the right to vote, until their dues are paid in full.

9.1.6 Membership dues paid by expelled members will not be refunded.

9.2 Membership Dues

9.2.1 Annual membership dues shall be determined by Ordinary Resolution at an Annual Meeting.

9.3 Termination of Membership

9.3.1 Membership of the Society is terminated when the member dies, or, in the case of a member that is a society or corporation, that society or corporation is dissolved; a member fails to maintain any qualifications for membership described in Section 9.1 of these By-Laws; the member resigns by delivering a written resignation to the President of the Society in which case such resignation shall be effective on the date specified in the resignation; the member is expelled in accordance with the discipline of members described in Section 9.4 of these By-Laws or is otherwise terminated in accordance with the By-Laws, or the Society is liquidated or dissolved under the Act.

9.4 Suspension or Expulsion of Members

9.4.1 The Board shall have authority to suspend or expel any member from the Society for violating any provision of the By-Laws, carrying out any conduct which may be detrimental to the Society as determined by the Board; or for any other reason that the Board in its sole discretion considers to be reasonable, having regard to the Objects of the Society.

10. Meetings and Special Meetings of Members

10.1 Notice of Meetings

10.1.1 Notice of a Meeting or Special Meeting of members shall be given to each member not less than twenty-one (21) days in advance of the meeting, by e-mail to the member's address of record or by standard mail to the member's last known address. Such notice will specify the place, date and time of the meeting.

10.1.2 A description of the general nature of any Special Meeting shall be included with the notice.

10.1.3 Notice of the Annual Meeting may be published in the official publications of the Society and shall be deemed sufficient provided the circulation is post-marked or e-mailed at least twenty-one (21) days in advance of such meeting.

10.1.4 The accidental omission to give any notice to any member, Director, member of a committee, or the non-receipt of any notice by any such person where the Society has provided notice in accordance with the By-Laws, or any error in any notice not affecting its substance, shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

10.2 Place

10.2.1 Subject to compliance with the Act, Meetings and Special Meetings of members shall be held at any place within Alberta as determined by the Board.

10.3 Persons Entitled to be Present

10.3.1 Members, Directors and the public are entitled to be present at a Meeting or Special Meeting of members, however, only members in good standing are allowed to vote.

10.4 Chair

10.4.1 The President or Vice-President shall chair the Meeting.

10.4.2 In the event that the President and the Vice-President are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the Meeting.

10.5 Quorum

10.5.1 A quorum at any Meeting or Special Meeting of members shall be five (5) members in good standing.

10.6 Participation by Electronic Means

10.6.1 If the Society chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a Meeting of members, any person entitled to attend such Meeting may

participate in the Meeting by means of such telephonic, electronic or other communication facility.

10.6.2 A person participating in a Meeting by such means is deemed to be present at the Meeting.

10.6.3 Any person participating in such a Meeting of members who is entitled to vote at that meeting, may vote on a show of hands or on a ballot, or by means of any telephonic, electronic or other communication facility that the Society has made available for that purpose.

10.7 Votes to Govern

10.7.1 At any Meeting of members, any resolution posed, shall, unless otherwise provided by the Society's By-Laws or by the Act, be determined by Ordinary Resolution.

10.7.2 Any member who has not withdrawn from membership nor has been suspended nor expelled shall have the right to vote at any Meeting of the society. In case of an equality of votes, either on a show of hands or on a ballot or on the results of electronic voting, the chair of the Meeting in addition to an original vote shall have a second or casting vote.

10.8 Absentee Voting

10.8.1 Votes must be made in person or by means of any telephonic, electronic or other communication facility that the Society has made available for that purpose but not by proxy.

10.9 Members Calling a Special Meeting of members

10.9.1 The Board shall call a Special Meeting of members on receipt of a petition signed by twenty-five percent (25%) of members eligible to vote.

10.9.2 If the Directors do not call a Meeting within twenty-one (21) days of receiving the petition, any member who signed the petition may call the Meeting.

10.10 Election of Directors at the Annual Meeting of members

10.10.1 At the Annual Meeting, the members shall elect a Board consisting of the Officers of President, Vice-President, Treasurer, Secretary, and a number of Directors as determined from time to time by the members by Ordinary Resolution.

10.10.2 Any member in good standing may be elected to the Board at the Annual Meeting.

10.10.3 Two or more positions may be held by the same person, except those of President and Vice-President.

11. Board of Directors

11.1 Composition of the Board

11.1.1 The Board shall consist of a President, Vice-President, Treasurer, Secretary and a number of Directors as determined by the members at the Annual Meeting.

11.2 Term of Directors and Officers

11.2.1 Directors and Officers shall serve for a term expiring not later than the close of the second Annual Meeting of members following their election.

11.2.2 The Board may appoint a member as an interim Director or Officer to fill a vacant position. The Board may specify the duties of the interim Director or Officer. The appointment will expire at the following Annual Meeting.

11.2.3 The Board may by Ordinary Resolution, remove any Director or Officer.

11.2.4 Unless removed, a Director or Officer shall remain on the Board until the earlier of the expiration of their term, their resignation, or their death.

11.3 Rights and Responsibilities of Directors and Officers

11.3.1 Each Director and Officer shall at all times have access to the books and records of the Society.

11.3.2 A Director or Officer shall not be absent from more than three (3) consecutive meetings of the Board unless such absence is excused by the President.

11.3.3 The Board shall, subject to the bylaws or directions given it by majority vote at any Meeting properly called and constituted, have full control and management of the affairs of the Society.

11.4 Meetings of the Board

11.4.1 The Board shall meet together not less frequently than twice a year either by telephonic or electronic means, or in person.

11.4.2 Meetings of the Board may be called by the President, the Vice-President or any two (2) Directors at any time.

11.4.3 If the Society has only one (1) Director, that Director may call and constitute a meeting, but only for the purpose of filling vacant positions on the Board.

11.4.4 Notice of the time and place for a meeting of the Board shall be given not less than seven (7) days in advance of the meeting and written notice will be sent by e-mail to the member's address of record or by standard mail to the member's last known address.

11.4.5 At all meetings of the Board, every resolution posed shall be decided by Ordinary Resolution.

11.4.6 Votes shall be made by show of hands, electronic vote in accordance with Section 10.6, secret ballot, or other means as deemed appropriate by the majority of the Board, present at that meeting.

11.4.7 In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

11.4.8 A quorum at a Board meeting shall be the presence of three (3) Directors or the majority of Directors at the time of the meeting of the Board, whichever is greater.

11.5 Standing and Ad-Hoc Committees of the Board

11.5.1 The Board may from time to time appoint a committee or advisory body for any appropriate purpose and, subject to the Act, the Board may delegate any such powers to the committee as the Board sees fit.

11.5.2 Any committee member may be removed by Ordinary Resolution of the Board.

11.5.3 Chairs of Standing or Ad-Hoc Committees may participate at a meeting of the Board at the discretion of the Board.

12 Responsibilities of Officers

The Officers of the Society, shall have the following duties and powers associated with their positions:

12.1 President:

12.1.1 The President shall, subject to the authority of the Board, have general supervision of the affairs of the Society.

12.1.2 The President shall provide leadership of the Board and preside at all meetings of the Board of Directors and at all Meetings of the members.

12.2 Vice-President:

12.2.1 If the President is absent or is unable to act, the Vice-President shall assume the duties and powers of the President.

12.3 Secretary:

12.3.1 The Secretary shall have charge of all the correspondence of the Society and be under the direction of the President and the Board.

12.3.2 The Secretary shall attend all Meetings of the members and of the Board of Directors and is responsible for the preparation and custody of minutes of proceedings of meetings of the Society and of the Directors.

12.3.3 The Secretary, or designate, shall keep a record of all the members of the Society and their addresses.

12.3.4 In case of the absence of the Secretary, their duties shall be discharged by such Director as may be appointed by the Board.

12.4 Treasurer:

12.4.1 The Treasurer shall receive all monies paid to the Society and shall be responsible for the deposit of same in whatever financial institution the Board may order.

12.4.2 The Treasurer shall properly account for the funds of the Society and keep such books as may be directed by the Board.

12.4.3 The Treasurer shall present a full detailed account of receipts and disbursements to the Board whenever requested.

12.4.4 The Treasurer shall arrange for the financial records to be audited on an annual basis.

12.4.5 The Treasurer shall prepare for submission to the Annual Meeting an audited statement of the financial position of the Society.

12.4.6 The Treasurer shall complete the annual return in accordance with the Act.

13. Custodian of Society Records

13.1 The Board shall annually or more often, as may be required, appoint a Director or Directors to be the custodian of all archived books, papers, records, documents, other instruments and other books and records belonging to the Society.

14. Indemnification

14.1 No Director or member of the Society shall be liable for the acts, receipts, neglects or defaults of any other Director or member of the Society, or member of a committee, or contractor or volunteer of the Society; or for joining in any receipt or other act of conformity; or for any loss, damage or expense happening to the Society through the insufficiency or deficiency of title to any property acquitted by order of the Board for or on behalf of the Society; or for the insufficiency or deficiency of any security in or upon which any of the monies of the Society shall be invested; or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any of the monies, securities or effects of the Society shall be deposited; or for any loss occasioned by any error of judgment or oversight on their part; or for any other loss, damage or misfortune whatsoever which shall happen in the execution of the duties of their office or in relation thereto unless the same shall happen through their own wilful neglect or default, dishonesty or bad faith.

14.2 The Directors and former Directors, members and former members of all committees of the Society, and each of their respective heirs, executors, administrators, successors and assigns, shall at all times be indemnified and saved harmless by, and out of the assets and profits of the Society from and against all costs, charges, losses, damages, liabilities, claims and expenses which they, or any of them, or any of their heirs, executors, administrators, successors and assigns, shall or may incur or sustain by reason of the performance of their duties or purported duty in their respective office, except such (if any) as they shall incur or sustain by or through their own wilful neglect or default, dishonesty or bad faith, respectively. This indemnification is in addition to, but not exclusive of, any other rights of indemnification to which the Directors and former Directors and members and former members of all committees of the Society may be entitled to at law or in equality.

15. Mediation and Arbitration

15.1 A dispute arising out of the affairs of the Society and between any members of the society or between a member or a person who is aggrieved and who has for not more than six (6) months ceased to be a member, or a person claiming through the member or aggrieved person or claiming under the bylaws of the Society, and the society or a Director or Officer of the Society, shall be decided by arbitration, which shall be under the Arbitration Act of Alberta.

15.2 All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

16. Remuneration

16.1 In accordance with the Act, no Director will receive any remuneration for his or her services.

16.2 Unless authorized at a meeting of the Board and after notice of same shall have been given, no member of the Society shall receive any remuneration for his or her services.

17. Dissolving the Society

17.1 If the Society is dissolved, any funds or assets remaining after paying all of the debts of the Society are to be paid to a non-profit organization that has Objects similar to those of the Society.

17.2 Members shall select the organization to receive the Society's assets by Special Resolution.

17.3 Under no circumstances can any members receive any assets of the Society.

18. By-laws

18.1 The invalidity or unenforceability of any provision of these By-Laws shall not affect the validity or enforceability of the remaining provisions of these By-Laws.

18.2 By-laws may be rescinded, altered or added to by Special Resolution at an Annual Meeting or Special Meeting of members.

18.3 The twenty-one (21) days' notice of the Annual Meeting or Special Meeting of members must include details of the proposed resolution to change the by-laws.

18.4 The amended by-laws only take effect after the Special Resolution is passed by the membership at the Annual Meeting or Special Meeting of members and accepted as required by the Act.