

Bylaws of the Alberta Public
Interest Research Group

Amended: October, 2019

1. ARTICLE 1 – PREAMBLE

1.1. The Society

The Alberta Public Interest Research Group supports work on public interest issues through research, education, and action initiatives of the students of the University of Alberta as well as those of the greater University and Alberta communities.

Hereafter, the Group refers to the Alberta Public Interest Research Group.

1.2. The Bylaws

This document is the general Bylaws of the Society. These Bylaws regulate the transaction of business and affairs of the Society.

2. ARTICLE 2 – DEFINING AND INTERPRETING THE
BYLAWS

2.1. Definitions

In these Bylaws, the following definitions apply.

2.1.1. *Consensus* means a decision-making process that seeks to arrive at decisions that everyone can live with, by seeking to resolve or mitigate the concerns of the minority.

2.1.2. *Board* means the Board of Directors of the Society.

2.1.3. *Bylaws* means the Bylaws of this Society as amended.

2.1.4. *Director* means any person elected or appointed to the Board. This includes the Chair.

2.1.5. *General Meeting* means the Annual General Meeting or a Special General Meeting.

2.1.6. *In Good Standing* refers to a member that has paid all fees and has not resigned or been suspended or expelled.

2.1.7. *Member* means a Member of the Society.

2.1.8. *Officer* means any Officer listed in Article 5.2.

2.1.9. *Society* means the Alberta Public Interest Research Group.

2.1.10. *University At Large* includes students, staff, alumni, and their families associated with the University of Alberta

3. ARTICLE 3 - MEMBERSHIP

3.1. Classification of Members

The society has two types of members - voting members and non voting members.

3.1.1 Non Voting Memberships

Non voting membership consists of anyone who:

- i. is a University of Alberta undergraduate student who has not opted out of the fee.
- ii. is a staff member of the Society

Non-voting members enjoy all the rights and privileges of voting members except for the right to

3.1.2 Voting Memberships

There are four categories of voting memberships:

- i. University of Alberta undergraduate student
- ii. University of Alberta-at-large member
- iii. Community member
- iv. Organization member

To become a voting Member, an individual must:

- i. pay the membership fee
- ii. complete membership application
- iii. be in good standing with the organization.

Sitting members of the Board of Directors are automatically voting members by nature of their appointment.

3.3.1 Membership Year

The membership year is May 1 to April 30.

3.4.2 Rights and Privileges of Members

3.4.2.1 Voting members may serve as Directors of the Group, may vote at General meetings, and enjoy all the other rights of members as provided for by Provincial statute, these bylaws, and resolutions of the Board of Directors and General meetings.

3.4.2.2. Non-voting members enjoy all the rights and privileges of voting members except for the right to vote in general meetings and the right to serve as Directors of the Society.

3.4.3 Payment Date for Fees

3.4.3.1 Student Membership Fees are paid at the beginning of each semester.

3.4.3.2 Community Membership Fees are paid upon receipt of member application.

3.5 Termination of Membership

3.5.1 Resignation

Any Member wishing to withdraw from membership may do so upon a notice in writing to the Board. The Member is considered to have ceased being a Member once the notice is received by the Secretary.

3.5.2. Suspension

Any Member, upon a simple majority vote of Board, may have their membership suspended for any cause which the Society may deem reasonable, and shall thereafter be entitled to no membership privileges or powers in the Society until reinstated by simple majority vote of the Board.

3.5.3. Expulsion

Any Member, upon consensus of the Board, may be expelled from membership for any cause which the Society may deem reasonable.

4. ARTICLE 4 - MEETINGS OF THE SOCIETY

4.1 The Annual General Meeting

4.1.1 The Society holds its Annual General Meeting on a day, time and place as determined by the Board.

4.1.2 The Board must provide at least twenty one (21) days notice to the membership, voting and non voting, of the time, date, place and business of a General Meeting.

4.1.3 Agenda for the Meeting:

The Annual General Meeting, at a minimum, will conduct the following business:

4.1.3.1 receive the audited financial statements for the preceding fiscal year, and

4.1.3.2 receive the annual report of the Society for the preceding fiscal year.

4.1.4 Quorum

The quorum for the Annual General meeting is twenty-five (25) voting members represented either in person, or by proxy.

4.2 Special General Meeting

4.2.1 Calling of a Special General Meeting

A Special Meeting will be called by the Board of Directors within thirty (30) days upon receipt of a petition asking for such a meeting to be called if the petition is signed by at least twenty-five percent (25 %) of the voting membership of the Society or by fifty (50) voting members.

4.3 Proceedings at the Annual or Special General Meeting

4.3.1 Attendance by the Public

The Annual General Meeting is open to the public. A simple majority of the Members present may ask any persons who are not Members to leave.

4.3.2 Failure to Reach Quorum

If quorum has not been achieved after one half ($\frac{1}{2}$) hour of the time appointed for the Annual General Meeting, the Meeting will be considered quorum for the purposes of receiving the audited financial

statements for the preceding year and for receiving the annual report of the Society for the preceding year, but for no other business.

4.3.3 Presiding Chair

The General Meeting will select a voting member to be its chair.

4.3.4 Adjournment

The Chair may adjourn the General Meeting with the consent of the members.

4.3.5 Voting

4.3.5.1 Each voting member is entitled to one vote at a General Meeting, except for the chair, who will vote only in the occurrence of a tie. Voting members may authorize other members, to vote on their behalf by proxy, though no person may hold more than one proxy. Proxy notices must be in a form approved by the Board of Directors. The chair of the Annual General Meeting may discretionary accept other forms of notice.

4.3.5.2 Wherever possible, Annual General Meetings will be conducted in accordance with consensus-based decision making procedures.

4.3.5.3 Voting will be conducted by secret ballot if five (5) voting members indicate support for a secret ballot.

4.3.5.4 Any resolution passed by an Annual General Meeting will bind the Society, and the Board of Directors will act upon the decision of the Annual General Meeting as long as the required actions are neither contrary to these Bylaws nor contrary to relevant Provincial statute.

4.3.6 Failure to Give Notice of Meeting

Actions taken at a General Meeting cannot be declared invalid due to:

4.3.6.1 accidental omission to give any notice to a Member;

4.3.6.2 any Member not receiving any notice; or

4.3.6.3 any error in any notice that does not affect the meaning.

5 ARTICLE 5 - GOVERNMENT OF THE SOCIETY

5.1 The Board of Directors

5.2.1 Governance and Management of the Society

The Board governs and manages the affairs of the Society.

5.2.2 Powers and Duties of the Board

The Board has the powers of the Society, except as stated in the Societies Act. The Board of Directors is the legislative and executive body of the Society and may exercise all powers of the Society that are granted under Provincial statute, subject to these bylaws.

5.2.3 Composition of the Board

The Board shall consist of no less than seven (7) and no more than twelve (12) Directors, including:

5.2.3.1 One-Third ($\frac{1}{3}$) University of Alberta student representatives, including one Students' Union representative

5.2.3.2 Volunteer representatives that are nominated and approved by the existing Board by consensus.

5.2.4 Board Vacancies

Vacancies on the Board of Directors may be filled by application and then appointed or elected by the Board of Directors.

5.2.4 Term of Office

5.2.4.1 A Director may serve a term of up to three (3) years, and may be renewed for additional terms. A Director may only have their term renewed for additional terms based on favourable Board and/or membership review.

5.2.4.2 Any Director, upon consensus of the Board, may be removed from office for any cause which the Board may deem reasonable.

5.2.4.3 If any individual Director, without lawful or good excuse, misses three consecutive, duly-called and constitutional Board meetings, that Director shall immediately be subject to removal from the Board, unless it is of the opinion of the whole Board, by recorded consensus, that the said person should remain as a Director.

5.2.5 Proxies at Meetings of the Board

5.2.5.1 Directors may appoint a proxy to attend and vote at meetings of the Board in their stead.

5.2.5.2 Proxies are appointed by the Director missing the meeting.

5.2.5.3 Proxies may be appointed for a maximum of three consecutive meetings

and are not eligible to serve on Board Committees.

5.2.5.4 No member may hold more than one proxy during a meeting.

5.2.6 Meetings of the Board

5.2.6.1 Meetings of the Board may be held as often as required, but with at least one every month.

5.2.6.2 Meetings of the Board shall be called by resolution of the Board of Directors or by written request from three (3) Directors.

5.2.6.3. At least twenty-four (24) hours notice must be given to all Directors in advance of any meeting of the Board of Directors.

5.2.6.4 Attendance of one-half (1/2) of the Directors shall constitute quorum.

5.2.6.5 Each Director will be entitled to a single vote in person or by proxy.

5.2.6.6 Meetings of the Board are open to Members of the Society, but only Directors may vote. A consensus of Directors present may ask any individuals who are not Directors to leave.

5.2.6.7 All Directors may agree to and sign a resolution. This resolution is as valid as one passed at any Board meeting. It is not necessary to give notice or to call a Board meeting. The date on the resolution is the date it is passed.

5.2.6.8 Irregularities or errors committed in good faith do not invalidate acts done by any meeting of the Board.

5.2.6.9 A Director may waive formal notice of a meeting.

5.2.6.10 The Board may conduct its business, including agreeing to resolutions, by electronic means.

5.3 Officers

5.3.1 The Officers of the Society are the Chair, Secretary, and Treasurer.

5.3.2 At its first meeting of the term, the Board elects a Chair, Secretary, and Treasurer, for the upcoming year from among the Directors.

5.3.3 The Officers hold office until re-elected or until a successor is elected.

5.3.4 If an Officer resigns or is removed from their position, a replacement will be elected at the next meeting of the Board of Directors.

5.4 Duties of the Officers of the Society

5.4.1 The Chair:

- 5.4.1.1 supervises the affairs of the Board;
- 5.4.1.2 fulfills the terms of the position as described in the NASA collective agreement with the staff of the Society.
- 5.4.1.6 carries out other duties assigned by the Board.

5.4.2 The Secretary:

- 5.4.2.1 is responsible for the preparation and custody of minutes at meetings of the Board and General Meetings of the Society, and for other books and records of the Society.
- 5.4.2.2 carries out other duties assigned by the Board.

5.4.3 The Treasurer:

- 5.4.3.1 is responsible for the financial statements and accounts of the Society.
- 5.4.3.4 carries out other duties as assigned by the Board.

5.5 Removal of an Officer

Any Officer, upon consensus of the Board, may be removed from office for any cause which the Society may deem reasonable, including not fulfilling their duties as outlined in Article 5.4.

5.6 Board Committees

The Board may create standing and ad hoc Committees to advise the Board, each to be chaired by a Director.

5.7 Staff

- 5.7.1 The Board via the HR committee may hire a permanent staff to carry out assigned duties.
- 5.7.2 Staff reports to and is responsible to the Board and acts as an advisor to the Board and to all Board Committees. Staff does not vote at any meeting.

6 ARTICLE 6 - MANAGEMENT OF FINANCIAL MATTERS

6.1 Auditing of Records

- 6.1.1 A formal audit by an external financial professional shall be completed every financial year.
- 6.1.2 The auditor shall be appointed by consensus of the Board of Directors.
- 6.1.3 The fiscal year of the Society shall be May 1 of a given year to April 30 of the

following calendar year.

6.2 Inspection of Record

6.2.1 The books and records of the Society may be inspected by any member of the Society at the Annual General Meeting or at anytime upon giving reasonable notice and arranging a time satisfactory to the staff and Treasurer. Each Director shall, at all times, have access to such books and records.

6.2.2. The Board of Directors will safely and securely store all books, records, accounts, financial statements, and documents of the Society including the application for incorporation; the master copy of these Bylaws; all minutes of General Meetings of the Group; and all filings made with any level of government.

6.2.3 The Society does not have a society seal.

6.4 Remuneration

Unless authorized by special resolution of the Board, no Officer, Director or Member of the Society shall receive any remuneration for his/her services.

6.5 Borrowing Powers

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.

6.6 Non-Profit Clause

The organization shall be carried on without purpose of financial gain for its Members. Any profits shall be used solely to promote the objects of the Society.

6.7 Protection and Indemnity of Directors

6.7.1 Each Director or Officer holds office with protection from the Society. The Society indemnifies each Director or Officer against all costs or charges that result from any act done in his or her role for the Society. The Society does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.

6.7.2 No Director or Officer is liable for the acts of any other Director, Officer, or

employee. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm, or corporation dealing with the Society. No Director or Officer is liable for any loss due to an oversight or error in judgment, or by an act in his role for the Society, unless the act is fraud, dishonesty, or bad faith.

6.7.3 Directors or Officers can rely on the accuracy of any statement or report prepared by the Society's auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

7 ARTICLE 7: AMENDING THE BYLAWS

7.1 The master copy of these Bylaws will be labeled as such, signed and dated by two Directors, and initialed and dated on each page by the same two Directors and stored as resolved by the Board of Directors.

7.2 The Bylaws may be rescinded, altered or added to and shall be approved by the Board of Directors and must be ratified at the General Meeting.

7.3 Upon any amendment coming into effect, any previous master copy of the Bylaws will be labeled as expired and replaced with an updated master copy.

8 ARTICLE 8 - DISSOLUTION

8.1 By special resolution, the Society may vote to surrender its certificate of incorporation effective one hundred eight (180) days from the time of passage.

8.2 Upon special resolution to surrender the certificate of incorporation, the Board of Directors will settle all debts and liabilities of the Society.

8.3 Upon settling all debts and liabilities, the Board of Directors will liquidate and disburse all assets as one-time grants and scholarships to individuals and organizations who best reflect the mandate of the Society.

Signed:

Date: _____

Name: _____

Date: _____

Name _____