

Alberta Poultry Breeders Association By-Laws

Alberta Poultry Breeders Association was chartered on the 30th day of October 2010, by law under the authority of the Societies Act of Alberta and will be governed by the following regulations in compliance with the Societies Act of Alberta.

ARTICLE I NAME & LOCATION

This Association shall be known as the Alberta Poultry Breeders Association which may also be referred to as APBA or the Association. The location of the APBA shall be in Alberta with the mailing address of any current member of the Board of Directors. The Board of Directors, or Board, shall consist of all elected positions of Alberta Poultry Breeders Association. Officer means a person elected or appointed to the Board.

ARTICLE II MEMBERS & MEMBERSHIP

- A. Membership is open to any person(s) six (6) years of age or older.
- B. Membership is provided to person(s) who are in good standing with APBA who have paid the annual membership fees.
- C. Withdrawal occurs automatically when yearly fees are not renewed or if a member wishes to withdraw.
- D. Notice of intent to withdraw membership must be provided to the APBA Secretary or President in writing and can be delivered in person or by any electronic means.
- E. Membership Fees are non-refundable and non-transferable. All rights and privileges cease when the member resigns, dies, or is expelled from the Association.
- F. Continued membership enrolment occurs when the yearly fees are paid for as per the fee rates mandated by APBA.
- G. Fees for membership will be determined, from time to time, by the Board of Directors.
- I. All members in good standing shall be entitled to notice and attendance of the Annual General and Special Meetings of APBA. J. All members in good standing shall have the right to vote at an Annual General or Special Meeting.
- K. The membership year shall be from January 1st to December 31st. Membership fees paid after September 30th may, at the discretion of the Board, be applied to membership for the remainder of the current calendar year through to December 31st of the following calendar year.
- L. Membership will be terminated if the membership fees have not been paid. Membership may also be terminated at the discretion of the Board for actions deemed inappropriate or slanderous towards APBA, its members, or its Board of Directors.
- M. The Board will vote on the termination of memberships. The simple majority decision of the Board members will be followed by all members.

ARTICLE III EXECUTIVE & DIRECTORS OF THE BOARD

A. The Board of APBA shall consist of eight (8) as follows:

- President
- Vice President
- Secretary
- Treasurer
- Directors (4)

B. The Executive shall consist of the President, Vice-President, Secretary and Treasurer.

C. Director positions shall be designated as position "One", "Two", "Three" and "Four".

D. The President, Treasurer and Directors "One" and "Two" of APBA will be elected for a term of 3 years at the Annual General Meeting. Vice President, Secretary and Directors "Three" and "Four" are to be elected for a 2-year term at the first Annual General Meeting and for 3-year terms thereafter.

E. The Executive and Directors shall be elected at an Annual General Meeting of APBA as needed and with proper notice to members of the positions available for nomination and election. The new Board of Directors shall take effect after the close of the meeting.

F. Any Executive or Director position, upon a majority vote at a schedule board meeting, may be removed from his or her position for any cause that the Executive may deem reasonable.

G. If a member of the Board misses three (3) consecutive meetings, their position shall be declared vacant unless the Executive has granted leave of absence or there are extenuating circumstances.

H. Any member in good standing of the age of sixteen (16) years or older shall be eligible for any Executive or Director position of the Association.

I. All Executive and Directors of APBA will be unpaid volunteer positions.

J. Only those members of APBA who have paid their membership for the current year shall be qualified to be elected to the Board.

K. A board meeting shall be held within one month of the last annual meeting to provide an orientation for all directors.

L. The election may use secret ballot voting at the discretion of the nominating committee and the chair of the annual meeting.

M. If there is a vacancy on the Board, the remaining Board of Directors may appoint a member in good standing to fill that vacancy until the next Annual General Meeting of the Association.

N. The Vice-President may be declared President for the balance of the term, if the President resigns or is unable to complete their term.

O. The Executive may call a special meeting when an item requiring immediate attention needs a decision.

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

ARTICLE IV BOARD POWERS & DUTIES

A. At scheduled board meetings, each member of the Board present is entitled to one vote. Decisions of the Board shall be carried by a simple majority.

B. The Board shall:

- Direct the affairs and promote the objects of the Association as they deem appropriate
- Set policy affecting the operations of the Association.
- Ensure that the income and property of the Association shall be invested and managed in a prudent manner and applied solely toward the promotion of the objects of APBA as set forth in the By-Laws.
- Organize and direct appropriate fundraising activities on behalf of the Association.
- Supervise the management of all resources of the Society.
- Exercise all such powers of the Association as are not by the Act or by these By-Laws required to be exercised by the members at General Meetings.
- Make such rules and regulations as it deems proper provided that such rules and regulations are not inconsistent with the By-Laws of the Association.

C. If a member of the APBA Board participates in activities conflicting with the interest of APBA, their position may be declared vacant by a majority vote at a Board Meeting or Special Meeting called by the President.

D. If voting via e-mail is required for motions that are considered urgent based on cash disbursements or time-related actions, the President will provide consent to accept the motion via e-mail and the Board will have 24 hours to reply. The Secretary will print all related e-mail correspondence and present the motion for clarification on the next meeting agenda. The President must accept the motion before e-mail voting can begin.

E. The President shall:

- Preside at all meetings of APBA.
- Provide leadership to APBA that will result in attaining the objectives of the Association.
- Exercise general supervision and direction over the business of the Association.
- Delegate tasks and responsibilities to other Board members so they may take an active part in the affairs of APBA.
- Provide an orientation of new Board members immediately after the election.
- Provide an opportunity for the Vice-President to share responsibilities for assuming the position in the new term of office.
- Initiate appropriate workshops or other in-service training for Board members and the total membership that will improve the functioning of the Association.
- Represent the Association in the community and with other community organizations in good faith.

F. The Vice-President shall:

- Act in the absence of the President.
- Perform such duties as may be directed by the President or Board.

- Become the public relations designate responsible for keeping the public informed about the functions of APBA.
- Chair the nominating committee.
- Represent the Association in the community and with other community organizations in good faith.

G. The Secretary shall:

- Keep minutes of all meetings of the Executive, Directors and general membership of APBA.
- Notify the membership of meetings as required by the regulations.
- Receive and respond to all correspondence as directed by the Board.
- Perform such other duties as may be directed by the Board.
- Circulate information of interest to the general membership.
- Keep an orderly record and history of the operations of APBA.
- Provide the incoming Secretary with an in-service prior to turning over the records.
- Represent the Association in the community and with other community organizations in good faith.

H. The Treasurer shall:

- Maintain such records as are required by the Board.
- Provide a financial statement of the records by the 15th day of January each year to the Board for approval.
- Receive and deposit all funds of APBA in the bank designated by the Board.
- Submit all bills for approval of payment to the Board.
- Prepare cheques in payment of accounts for signatures.
- Be available at the annual meeting at least one hour prior to the meeting to receive membership fees.
- Prepare the necessary documentation required for application for any grants that may be available to the Association and submit to the Secretary for submission before deadlines.

I. The Directors shall:

- Participate in ad-hoc and or standing committees as required.
- Assist with committee duties as appointed by the Executive or the President.
- Act as an ambassador to members for APBA to maintain the objectives of APBA.
- Provide constructive information at meetings to maintain the objectives of APBA.
- Represent the Association in the community and with other community organizations in good faith.

J. APBA shall also have a volunteer to coordinate the website information. This person should be a member of APBA but could be an outside individual if the Board should accept.

K. The Webmaster shall:

- Regularly update and maintain current information on the website.
- Have registration forms for membership available for print material off the site.

L. The APBA Board of Directors may create both Standing and Ad Hoc Committees with defined terms of reference and scope. Each Committee will have a member of the Board of Directors who will act as a liaison providing regular updates to the Board of Directors upon request.

ARTICLE V MEETINGS

A. Board meetings shall be held on a bi-monthly basis unless otherwise agreed to by the Board of Directors to carry on the business of APBA between annual general meetings of APBA.

B. The Board may meet more often if necessary to maintain the proper functioning of APBA.

C. Quorum for the Board meeting must be five (5) members of the Board or a simple majority of Officers if some elected positions are vacant.

D. Notice of the Annual General Meeting shall be submitted to members by at least one of the following: published in the newsletter, postal mail, telephone, internet, website and/or email as to the starting time, place and purpose of the meeting. Notice shall be no less than twenty-one (21) days prior to the date of the meeting.

E. Notice of a Special Meeting shall be submitted to members in writing by at least one of the following: published in the newsletter, postal mail, telephone, internet and/or email as to the start time, place and purpose of the meeting. Notice shall be no less than twenty-one (21) days prior to the date of the meeting.

F. Quorum for an Annual General Meeting shall be ten percent (10%) of APBA members.

G. Quorum for a Special Meeting shall be five percent (5%) of APBA members.

H. The date, hour and location of the Annual General Meeting shall be determined by the APBA Executive, provided as always that such shall be held once per calendar year.

I. A simple majority, by show of hands or by verbal cast of a vote, shall decide the business of APBA, unless otherwise specified in these by-laws.

ARTICLE VI ELECTIONS

A. Members of the Board shall be primarily elected and or appointed at the Annual General Meeting.

B. Vacancies of elected positions occurring during the term of office for the Board shall be filled by appointment with the approval of the Executive and ratified at the next general meeting of APBA.

C. Nominations shall be accepted via e-mail or in writing prior to the setting of the agenda for the annual general meeting or can be accepted from the floor for all elected positions. Any member nominated will have the opportunity to accept the nomination before voting can commence.

D. Voting shall be verbally cast or by a show of hands and a simple majority shall elect.

ARTICLE VII BORROWING POWERS

A. For the purpose of carrying out its objectives, APBA may borrow or raise or secure payment in such a manner as it is necessary. Proper authorization must be provided and received by Special Resolution of the members at a General Meeting or Special Meeting of the Association.

ARTICLE VIII AUDITING

A. The books, accounts and records of APBA may be inspected by any member of APBA at the Annual General Meeting or at any time upon giving 48 hours notice to the President. The arrangement of time for the inspection must be convenient for all individuals affected.

B. The fiscal year shall be January 1st to December 31st in each year.

C. The books, accounts and records of APBA shall be audited at least once a year by a duly qualified accountant or by two (2) members of the Association elected for that purpose at the Annual General Meeting.

D. At each Annual General Meeting the auditors will provide a statement of the books, accounts and records for the previous year.

E. Every year the final statement must be submitted with the Annual Return for filing at Corporate Registry.

ARTICLE IX FINANCIAL & INSURANCE ARRANGEMENTS

A. The funds of APBA shall be held in a bank account (s).

B. APBA shall not have an official seal.

C. All account withdrawals in the form of cash, cheque or electronic transfer shall be made by designated Officers of the Association as determined by the Executive.

D. Funds accumulated and not in use may be invested in short-term saving certificates at the discretion and agreement of the Executive.

E. Members may not spend or commit any funds without the authorization of the Officers of the Association.

F. All spending by APBA Officers is subject to approval by the Board of the Association.

G. APBA will retain proper insurance for all functions and property of the Association.

H. All contracts of the Association must be signed by an Officer or other person authorized to do so by the Board of Directors.

ARTICLE X AMENDMENTS

A. The by-laws may be rescinded, altered, revised and/or added to by Special Resolution at an Annual General Meeting or Special Meeting of the Association.

B. Any changes to these by-laws shall take effect at the close of the Meeting at which said changes are approved unless otherwise specified in the Resolution.

ARTICLE XI DISSOLUTION

A. If the Association is dissolved, any funds or assets remaining after paying any outstanding debts will be paid to an Association that has objects similar to those of APBA as decided upon by the membership by Special Resolution at an Annual General or Special Meeting of the Association.

ARTICLE XII FISCAL YEAR

The fiscal year of the Association shall be a twelve-month period commencing on the first day of January each year.

ARTICLE XIII ALL OTHER MATTERS:

A. In the event that these regulations do not adequately cover any situation or items of concern to the Executive, Directors or Members, reference shall be made to the Societies Act of Alberta which shall be the supreme authority whereby the actions and activities of the Association are managed and controlled.