

OCT 18, 2023
By-Laws

Alberta Wall & Ceiling Association

By-Laws

BY-LAWS

ARTICLE 1. INTERPRETATIONS

Section 1.01 Interpretations

In these By-Laws

- A. "Allied Associations" means organizations with similar interests.
- B. "Association" means the Alberta Wall & Ceiling Association.
- C. "BOD" means the board of Directors, the Immediate Past President and the executive Director.
- D. "Director" means the elected or appointed Directors of the Association
- E. "Executive" means the Officers of the Association.
- F. "Firm" shall include a sole proprietorship.
- G. "In Writing" means digitally produced and delivered by email.
- H. "Internal Review Committee" means two people either appointed by the Executive or elected by the BOD.
- I. "Member" means a Firm, partnership, or registered company approved for membership by the BOD and having paid membership fees for the current Year.
- J. "Officers" means the President, immediate Past President, Vice President, Treasurer, Secretary, and the executive Director.
- K. "Special Resolution" means:
 - (i) a resolution passed
 - a. at a general meeting or special meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given, and
 - b. by the Vote of not less than 75% of those Members who, if entitled to do so, Vote in person or by proxy.
 - (ii) a resolution proposed and passed as a special resolution at a general meeting or special meeting of which less than 21 days' notice has been given, if all the Members entitled to attend and Vote at the general meeting or special meeting so agree, or
 - (iii) a resolution consented to In Writing by all the Members who would have been entitled at a general meeting or special meeting to Vote on the resolution in person or, where proxies are permitted, by proxy.
- L. "Vote" means one designated voting delegate from each Member voting by secret digital ballot.
- M. "Year" means a calendar year.

Words importing the singular shall include the plural and vice versa. Words importing the masculine gender shall include the feminine and vice versa. Words importing person or persons shall include Firms, partnerships, and registered companies.

ARTICLE 2. MEMBERSHIP

Section 2.01 Types

Membership in the Association shall consist of the following types:

- A. Contractor Members. Members involved in the construction and installation of walls, ceilings, and associated products of any and all types.
- B. Manufacturer Members. Manufacturers of wall and ceiling products, associated products, supplies, tools, and equipment.
- C. Supplier Members. Suppliers of wall and ceiling products, associated products, supplies, tools, and equipment.
- D. Honorary Members. Retired employees of a Member company as approved by the BOD.
- E. Associate Members. Professionals such as lawyers, inspectors, architects, affiliate associations, government officials and educational bodies.

Each Member excluding Associate Members and Honorary Members are entitled to one vote when a Vote is called. Each Member is to advise the Association of their voting delegate.

Section 2.02 Requirements

Unless waived In Writing by the BOD, all regular Members of the Association must:

- A. Have a business license.
- B. Have been in business for at least one year in the Province of Alberta.
- C. Have not filed for bankruptcy in the last two years.
- D. Carry liability insurance.
- E. Have a valid WCB number.
- F. Be sponsored by two Members in good standing with the Association.
- G. Operate in full compliance of the laws of the municipality, Alberta, and Canada.
- H. Agree to perform their work to Building Code and manufacturer's specifications as minimum standards.
- I. Follow the Association's By-Laws.
- J. Address and attempt to resolve customer complaints made to the Association or Affiliated Associations.
- K. Pay legitimate Association invoices.

Section 2.03 Application

Applications for membership in the Association shall be made on the forms provided. Upon receipt of the application the Association will:

- A. Confirm the applicant with the sponsors.
- B. Investigate litigation and consumer complaints for the principals, and the applicant.
- C. Circulate a confidential BOD ballot including results of Section 2.03 A and B.
- D. Collect the ballots and advise the BOD of the results of Section 2.03 C.
- E. Advise the applicant of the result of the membership BOD vote.

Section 2.04 Approval

All new applications for membership must be approved by fifty percent plus one majority BOD vote. For the purpose of calculating a majority Directors abstaining will be excluded.

Section 2.05 Representatives Requirements

Every representative from a Member shall be subject to all duties, obligations, and responsibilities of a Member.

Section 2.06 Resignation

A Member may resign from membership by submitting their resignation In Writing. All outstanding invoices unpaid on the submission of the resignation shall remain as a debt owing to the Association and be recoverable by the Association including costs on a solicitor-client basis.

Section 2.07 Expulsion

Any Member receiving a two thirds majority BOD vote in favour of expulsion will be expelled from the Association. A Member may be expelled as a result of:

- A. Providing false or misleading information.
- B. A violation of these By-Laws.
- C. Non-Payment of invoices.
- D. Conduct detrimental to the Association.
- E. A breach of confidentiality.

Section 2.08 Rejoining

A former Member may rejoin the Association provided the applicant complies with the conditions as defined in the preceding paragraphs and has paid all dues or fees that have been assessed including any arrears.

Section 2.09 Allied Association Membership

The BOD may choose to become an active member of Allied Associations for the betterment of the industry and/or the Association.

ARTICLE 3. GOVERNANCE

Section 3.01 General

The BOD shall, subject to these by-laws, or directions given by majority Vote at any meeting properly called and constituted, have full control and management of the affairs of the Association. Meetings of the BOD shall be held as often as may be required, but at least quarterly, and shall be called by the President. A special general meeting may be called on the instructions of any two Members provided they request the President In Writing to call such meeting and state the business to be brought before the meeting. Meetings of the BOD shall be called by a minimum ten days notice In Writing.

Section 3.02 Executive Offices and Responsibilities

The Executive will appoint Officers from the BOD. The Executive is composed of the following offices:

President

- A. Must be a contractor Member.
- B. The president shall assist the BOD determine the Association's goals and establish a plan for achieving each of those goals.
- C. The President shall write Committee mandate letters as required.
- D. Shall call when so desired, or by his/her own initiative, general and special meetings of the Association and shall preside as chairman at same.
- E. Shall preside as chairman over all meetings of the BOD.
- F. Shall be an ex-officio member of all other committees.
- G. In the event of a tie vote the President shall cast a second Vote in addition to their initial Vote.
- H. Shall perform such duties as are normally indicated by the title consistent with these by-laws and as may be from time to time be assigned by the Executive, and/or the membership.

The President may delegate these tasks as appropriate to any other Director as he/she sees fit.

Past President

- A. Must be a contractor Member.
- B. Shall perform the duties of the President/Vice-President in the event of the inability of the President and or Vice-President to do so and for this purpose shall be vested with the power and authorities of the President for the time or specific action required.
- C. Shall perform such duties as are normally indicated by the title consistent with these By-Laws and as may be from time to time be assigned by the Executive and/or the membership.

Vice-President

- A. Must be a contractor Member.
- B. Shall perform the duties of the President in the event of the inability of the President to do so and for this purpose shall be vested with the power and authorities of the President for the time or specific action required.
- C. Shall perform such duties as are normally indicated by the title consistent with these By-Laws and as may be from time to time be assigned by the Executive and/or the membership.

Treasurer

- A. Should be a contractor Member, or providing the Secretary is non-voting, may be a manufacturer, supplier, or associate Member.
- B. Shall arrange for the proper collection, safekeeping, banking and disbursements of the funds of the Association and for this purpose shall keep and maintain in good order a book of accounts in which shall be recorded all financial transactions and shall make a full report of such funds and accounts as the BOD, or Members may require.
- C. Shall ensure all expenditures made by or on behalf of the Association are made through the bank account of the Association. Cheques must bear the signatures of any two of the current signatories.
- D. Maintain the funds as property of the Association and ensure they only be used for legitimate Association expenses.
- E. Be responsible, together with the President and Vice-President, to authorize signing officers for all cheques drawn upon Association funds.
- F. Turn over upon the relinquishing or termination of his/her position as Treasurer all funds, accounts, books, receipts, records, and other documents or property of the Association which he/she may have in his/her custody or control.
- G. Be capable of, and agreeable to bonding.
- H. Perform such duties as are normally indicated by the title consistent with these By-Laws and as may be from time to time be assigned by the Executive and/or the membership.

The Treasurer may delegate these tasks as appropriate to any other Director as he/she sees fit.

Secretary

- A. Should be a contractor Member, or providing the Treasurer is a contractor Member, may be a manufacturer, supplier, associate Member or executive Director.
- B. Shall keep and maintain in good order a proper record of the proceedings of every meeting of the Association, the BOD and such other meetings of groups and committees as may be directed.
- C. Shall perform such duties as are normally indicated by the title consistent with these By-Laws and as may be from time to time be assigned by the Executive and/or the membership.

Section 3.03 Executive Director

The Executive shall be entitled to employ and pay an executive Director who shall perform such duties as the Executive shall designate. The executive Director shall be responsible for the day-to-day operation and administrative duties of the Association office reporting to the President. The executive Director shall be responsible for and have the authority to manage and deal with all employees who are subject to his or her management, and the BOD shall deal only with the executive Director respecting all such employees and shall not interfere directly with the employees of the Association.

In the absence of an executive Director the Executive shall be entitled to establish the duties of all paid officials and impose rules and regulations respecting their conduct and operations and have authority to discipline all paid employees including the right to suspend or discharge.

Section 3.04 BOD Authorities

The BOD shall carry out the directions as given from time to time by resolution duly passed at any meeting of the Members and will carry out and perform all matters required of the BOD by these by-laws. The BOD shall have the authority to exercise all of the powers granted to the Association whether specifically empowered to do so or not, subject to the acts of the BOD being approved or set aside at the next annual general meeting of the Association. The BOD shall have authority not only respecting all matters specifically referred to it by these by-laws, but in any matter where no specific authority has been allotted. The BOD may appoint committees from time to time from the membership as they deem necessary and such committees shall be directly responsible to the BOD.

Section 3.05 Structure

The BOD shall consist of a minimum of 8 and a maximum of 13 Directors and the executive Director. If a Director vacancy cannot be filled by type of membership or location the Executive may choose to appoint or elect a Director at large. One Director

at large may serve on the BOD at any time. Directorships are available by type of membership as follows.

- A. Contractor Members: a minimum of 4 and a maximum of 8 Directors
- B. Manufacturers Members: 2 Directors
- C. Supplier Members: 2 Directors
- D. Associate Member: 1 Directors

Directorships shall be distributed equally between North and South Alberta and only one Director from each Member may sit on the BOD.

Section 3.06 Terms

Directors shall serve three-year terms. No Director may serve consecutive terms unless appointed or elected to the Executive. Apart from the initial term as Director, Officers will serve additional consecutive two-year terms as required by appointment.

Section 3.07 Directors and Officers

Directors and Officers:

- A. May be removed by a two thirds BOD vote.
- B. Shall not receive remuneration for carrying out their Association responsibilities.
- C. Shall be reimbursed expenses pre-approved by the Executive.
- D. May sign resolutions in counterpart which shall thereafter have the same force and effect as if passed at a duly constituted meeting of Directors.

Section 3.08 Annual Audit

The books, accounts and records of the Association shall be audited at least once each year by a qualified accountant, or an Internal Review Committee.

Section 3.09 Member Inspection

The Associations prior year financial statement and balance sheet may be inspected by any Member upon giving reasonable notice and arranging a time and place satisfactory to the President, Treasurer, Secretary, and/or executive Director.

Section 3.10 Borrowing Money

Any proposal by the Executive to borrow money must be approved by Vote of the BOD.

Section 3.11 Association Seal

No seal will be adopted for use by the Association.

Section 3.12 By-Law Amendments

In the future the by-laws can only be changed by a Special Resolution of the Members.

ARTICLE 4. MEETINGS

Section 4.01 General Meetings

General meetings shall be held at such times and places as the BOD may determine. Notices of such meetings shall be given In Writing at least twenty-one days in advance of the stated meeting.

Section 4.02 Special General Meetings

Special general meetings of the Association shall be held upon order of the BOD or upon the written request of twenty per cent of the Members of the Association. Notice of all special general meetings shall be sent In Writing to each Member at least twenty-one days prior to the date of meeting and such notice shall include an agenda. No other subjects shall be considered at special general meetings.

Section 4.03 Annual General Meetings

An annual general meeting shall be held on or before July 1st in each Year. Notice of the annual general meeting shall be sent In Writing to each Member at least twenty-one days in advance of the date of the meeting.

Section 4.04 Member Meeting Quorum

At annual, general, or special general meetings of the Association, twenty percent of the voting Members must be in attendance in person or by proxy to constitute a quorum. Annual, general, or special general meetings of the Association shall be adjourned in the absence of a quorum.

Section 4.05 BOD Meeting Quorum

Five Directors and the President, Vice President or past President, and executive Director shall constitute a quorum. The BOD shall not be entitled to meet in the absence of a quorum.

Section 4.06 Resolutions

Any Member voting delegate may at any annual or general meeting submit a resolution to such meeting In Writing within 2 business days of the date of the meeting notice. Ordinary resolutions shall be decided by a simple majority of votes cast, with the President casting a vote in the event of a tie. Special Resolutions must be sent to all Members at least fifteen days prior to a special general meeting.

Section 4.07 No Receipt

Claims of no-receipt of notice of meetings by any Member shall not invalidate the proceedings of such a meeting if the Member is present for the actual meeting and/or a quorum was present at the meeting.

Section 4.08 Minutes

The annual general meeting minutes shall be made available upon request of a Member and at the discretion of the BOD.

Section 4.09 Annual General Meeting Agenda

The order of business at general meetings of the Association shall be as follows:

- (a) Call to order.
- (b) Introductions
- (c) Acceptance of the minutes of the last meeting
- (d) Old Business
- (e) Reports of the Committees
- (f) New Business
- (g) Adjournment

Section 4.10 Special Meeting Agenda

The order of business at special meetings of the Association shall be as follows:

- (a) Introductions
- (b) Reading of notice calling meeting
- (c) Business as stated in the notice
- (d) a Vote on the notice
- (e) Adjournment

Section 4.11 Voting

Voting at meetings will take place by digital secret ballot. The ballot shall be prepared in such a way that each Member voting delegate shall be able to mark the ballot with an "X", designating their choice, and only ballots marked with an "X" will be counted. Member voting delegates will receive digital secret ballots In Writing at least seven days in advance of the Vote whenever possible.

Section 4.12 Proxy Voting

At any meeting a Member may, by dated proxy In Writing to the Association appoint another Member stipulating the meeting to which it is to be applied, authorize such other Member to vote for and on behalf of the absent Member, in addition to the personal right to vote held by such Member holding the proxy, on any matter raised at such meeting. In determining whether or not a quorum is present, all such properly executed proxies shall be counted as Members present.

Section 4.13 Recount

Upon any Vote being taken the results shall be announced, and the announced decision shall be final and conclusive, except that a recount of the ballots may be demanded by five or more Members within a period of three hours following the announcement, but not later or otherwise.

Section 4.14 Remote Meeting

The BOD may, at its discretion, hold any meeting via remote videoconference and may alter the rules, order of business, method of voting, or method of attendance as needed to ensure that such meeting proceeds.

ARTICLE 5. ELECTIONS AND APPOINTMENTS

Section 5.01 Directors and Officers

A digital Vote for the election of Directors shall take place annually in the first quarter of the Year. A list of voting delegates shall be kept by the Association and confirmed In Writing prior to the election. The Association will confirm nominated candidates and inform the voting delegates by ballot seven days prior to the election. Voting will occur over forty-eight hours and candidates elected by a simple majority.

The Executive shall appoint Officers from the BOD to the Executive as required. With the exception of the President which shall be replaced by the Vice President, and the

Past President which shall remain vacant until the expiry of the President's term, any other Officer who cannot serve their term or is removed from their position will be replaced by Executive appointment for a two-year term from the next scheduled election.

Directors shall act in the best interests of the Association and fulfill their fiduciary duties as described in the Directors' Handbook.

Section 5.02 Eligibility

Any duly named representative of a Member shall be eligible for election as a Director of the Association providing no nomination shall be accepted if the Member currently has a duly named representative sitting on the Executive or BOD.

Section 5.03 Scrutineer

For all Votes the President shall appoint a scrutineer to total the ballots and the scrutineer shall advise the President of the results of such Vote.

Section 5.04 Succession

The Executive shall establish a succession committee responsible for identifying and recruiting future Directors. The committee shall present a list of candidates at the BOD meeting in the fourth quarter of the Year. The Association shall also seek nominations by email notification to Members 21 days prior to the election.

Section 5.05 Removal

A Director or Officer may be removed from office at any time by a two-thirds majority BOD vote present in person, by digital secret ballot, or by proxy at a BOD meeting called for that purpose. A Director or Officer may be removed as a result of:

- A. Providing false or misleading information.
- B. A violation of these By-Laws.
- C. Non-Payment of dues.
- D. Conduct detrimental to the Association.
- E. A breach of confidentiality.
- F. A failure to contribute.

Section 5.06 Absence

The Executive may remove an elected or appointed Director or Officer in addition to all other grounds herein provided if such Director is absent without acceptable excuse for two consecutive Directors' meetings.

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