



## **Article I – Definitions and Application**

### *Section 1.1 – Bylaws in Force*

1.1. These Bylaws are enacted by The Alberta Association of Audiologists.

### *Section 1.2 – Business Address*

1.2. The Board of Directors shall establish an official address for the Association and for the giving and receiving of notices and information in relation to the official business of the Association.

### *Section 1.3 – Definitions*

The following definitions shall apply to all parts of these Bylaws:

- 1.3.1. "Association" means the Alberta Association of Audiologists;
- 1.3.2. "Audiologist" means a person who has been granted a degree in Audiology and is registered with a national or provincial College such as the Alberta College of Speech Language Pathologists and Audiologists (ACSLPA) as an Audiologist;
- 1.3.3. "Member" means a member in good standing with the Association;
- 1.3.4. "Bylaws" means the Bylaws of the Alberta Association of Audiologists;
- 1.3.6. "General Meeting" means any General Meeting of the Association.
- 1.3.7. "Special Resolution" means: as defined by the Societies Act of Alberta
- 1.3.8. "In writing" unless clarified in more detail includes electronic written communication.
- 1.3.9. "Signature" means a form of written or electronic consent.
- 1.3.10. "Retained" means storage by physical, digital or other means.
- 1.3.11. "Days" means clear days not including the day of notice or the day of the event.

## **Article II – Application and Membership**

### *Section 2.1 – Membership Categories*

2.1.1 The Association shall have four categories of membership:

- Practicing Member
- Non-Practicing Member
- Student Member, and
- Honorary Member.

2.1.2 The membership categories are to be defined in policy and approved by the membership.

### *Section 2.2. – Application for Membership*

2.2.1. Any person may apply to be accepted as a Member of the Association.

2.2.2. Applicants must submit:

- An application form as set out by the Board of Directors;
- Evidence of any criteria required to meet membership requirements;
- The prescribed fee.

2.2.3. All applications shall be verified to ensure the applicant is qualified for membership in the Association. Qualification requirements are to be set and approved by the membership.

2.2.4. All applicants will be notified in writing of the status of their application for membership within thirty (30) days.

### *Section 2.3. – Obligations and Privileges of all Members*

2.3.1. To be a member in good standing:

- The Member shall comply with the Association's bylaws and policies. The Member shall pay the Association, when required, all fees, dues and fines assessed on the member.
- The Member shall comply with the Association's codes of ethics.

2.3.2. A Member:

- Is entitled to attend all General Meetings,
- May vote on motions and resolutions presented to the membership,
- May hold a seat on the Board, and
- May sit on a committee.

### *Section 2.4. – Obligations and Privileges of Honorary Members*

2.4.1. The Board of Directors may designate any person as an Honorary Member of the Association. Honorary membership may be awarded to any person, whether an Audiologist or not, in recognition of outstanding service to the Association or to the profession of Audiology.

2.4.2. Honorary Members shall not hold office and shall not be subject to dues.

### *Section 2.5 – Cessation of Membership*

2.5.1. Membership ceases upon death.

2.5.2. Any Member may withdraw from membership by making a written request to the Board of Directors.

2.5.3. A member shall be not in good standing if they are in arrears in their payment of dues by sixty (60) days. The member's rights and privileges will be restored upon full payment of the then outstanding dues including any interest and penalties. If a member is not in good standing for twenty-four (24) months the membership ceases.

2.5.4. The Association may advise any Member, in writing, that they have failed or ceased to comply with the criteria for membership. Such notice makes a member not in good standing. The notice will give the member a date by which that member may show cause why they should be allowed to remain a member. This will include an opportunity to make written submissions, or to appear before the Board of Directors at the meeting scheduled to hear the question. If a satisfactory solution cannot be achieved the member may appeal to the membership to reverse the decision of the Board. Such appeal may take place at any general meeting of the membership.

2.5.5. A proceeding to suspend or expel a member may be commenced by a petition from any Member to the Board of Directors. Upon receipt of such a petition, the Board of Directors may decide to reject the petition if they believe it to be wholly without merit. If the Board of Directors do not reject the petition, they shall:

- Give notice of the petition to the member concerned;
- Resolve to investigate the matter, or direct that an investigation be conducted on their behalf;
- Afford the member an opportunity to be heard on the matter that was the subject of the petition and upon the findings of the investigation, including the right to appear before the Board of Directors and the right to be represented by counsel or an advisor;
- Decide the matter; and
- Advise the member of their decision, and their reasons for that decision.

- 2.5.6. In any proceeding to suspend or expel a member, the Association may seek informal means of resolving the matter in dispute. A member of the Board of Directors who assists in such a process is not, thereby, precluded from participating in any subsequent meeting if the matter remains unresolved.
- 2.5.7. Upon completion of the process outlined in 2.5.5., a member may be suspended or expelled from the Association for cause.
- 2.5.8. Cause for suspension or expulsion means that the member has engaged in conduct that is:
- Prejudicial to the interests of the Association;
  - Likely to bring the Association or the practice of Audiology into disrepute; or
  - Involves a material and substantial breach of the Association's rules or bylaws.
- 2.5.9. Decisions about suspension or expulsion shall be made by the Board of Directors present at the meeting called to consider the matter on the basis of a majority vote.
- 2.5.10. Except in the case of death or suspension for non-payment of dues, all decisions concerning termination of membership take effect at the time set by the motion of the Board of Directors. The Board of Directors may allow a continuation of a membership subject to conditions, and may reconsider its own decisions by resolution.

### **Article III – Dues**

#### *Section 3.1 – Dues*

- 3.1.1. The Annual dues for each category of membership shall be set by a vote of the Board of Directors.
- 3.1.2. The due date for membership fees may be set by the membership.

### **Article IV – General Meetings**

#### *Section 4.1 – General Meetings*

- 4.1.1. There shall be an Annual General Meeting within six (6) months of the Association's year end.
- 4.1.2. There may be special general meetings convened by the president, at the request of three (3) or more of the Board of Directors, or at any time the Board of Directors deems necessary, or when asked to do so in writing by twenty percent (20%) of the current membership. Such requests must include the agenda and all topics to be discussed.

4.1.3. Notice of all membership meetings shall:

- Set out the time and place of the meeting;
- Be given in writing at least twenty-one (21) days in advance of the meeting date.
- In the case of a special general meeting, set out the subjects to be considered at the meeting.

4.1.4 Location and time of the meeting are to be set with the best interest and accessibility of the membership in mind. Virtual meetings and electronic voting are permitted.

#### *Section 4.2 – Quorum*

4.2.1 The quorum for a membership meeting will be twenty percent (20%) of the membership of the Association.

4.2.2. If a meeting fails due to a lack of quorum a new meeting will be set fourteen (14) to twenty-one (21) days later. Notice for the new meeting is to be a minimum of ten (10) days from the new meeting date and the twenty-one (21) day notice requirement is considered to have been met by the original meeting notice. In such circumstances quorum does not apply.

#### *Section 4.3 – Order of Business at the AGM*

4.3.1. The business at meetings shall be:

1. Approval of the minutes of the previous meeting
2. Reports of officers, board, and standing committees
3. Reports of special committees
4. Presentation of the audited financials
5. Appointment of the auditor
6. Election or announcement of board members
7. Adjournment

#### *Section 4.4 – Rules of Order*

4.4.1. All business conducted at a general meeting of the membership is to be conducted in a manner that supports the discussion and outcomes. In the event of dispute over the rules of order the most current version of Roberts' Rules of Order will be used.

#### *Section 4.5 – Nominating Committee and Elections*

4.5.1. The Board of Directors shall appoint a Nominating Committee of a minimum of three (3) individuals to nominate candidates for the Board of Directors.

- 4.5.2. The Nominating Committee will evaluate the needs of the Board and seek out interested candidates. All candidates who put their names forward will be on the ballot, with the recommendations of the Nominating Committee clearly indicated. Nominations shall be tabled, and elections held at or by the Annual General Meeting of the Association.
- 4.5.3. The membership shall be notified in writing of the candidates proposed by the Nominating Committee at least thirty (30) days before the date of the election.
- 4.5.4. Any member of the association can make an independent nomination, including nominating themselves, by giving written notice of the nomination to the chairperson of the nominating committee fifteen (15) days in advance of the election.
- 4.5.5. Each member must be able to participate in the election if they so choose. Electronic, show of hands, ballot, or other means of voting are allowed as long as the voting takes place in a fair, equal, and transparent manner.
- 4.5.6. The election process will be defined in policy guided by sector standards.

## **Article V – Board of Directors**

### *Section 5.1. – Role of the Board of Directors*

- 5.1.1. The Board of Directors shall have supervision and control of affairs of the Association, shall determine its policies, within the limits of the bylaws, shall actively pursue its objectives and shall have discretion in the disbursement of funds.
- 5.1.2. The Board of Directors shall consist of a minimum of four (4) to a maximum of twelve (12) members. At minimum, the Board of Directors shall consist of a president, treasurer, secretary and one additional member.
- 5.1.3. At each Annual General Meeting the membership may decide on the number of directors to elect for the ensuing terms.
- 5.1.4. Directors shall serve for a three-year term and are eligible to serve two (2) consecutive terms.
- 5.1.5. No Director shall receive remuneration for their role as a Director or Officer of the Association.

### *Section 5.2 – Meeting of the Board*

- 5.2.1. The President may call Board meetings at such times and places as the President thinks necessary.

- 5.2.2. Two (2) or more members of the Board of Directors may call a Board meeting at such time and place as they think necessary if the President declines or fails to do so at their request.
- 5.2.3. Board members shall be given a minimum of seven (7) days' notice of all Board meetings by e-mail or telephone. Such notice may be waived if all board members agree.
- 5.2.4. The Board may meet in whole or in part, in person, by telephone conference call, by videoconference, and or other virtual means.
- 5.2.5. In the absence of the Secretary, the Board shall designate a Board member to take minutes of Board meetings.
- 5.2.6. All business conducted at a Board Meeting is to be conducted in a manner that supports the discussion and outcomes. In the event of dispute over the rules of order the most current version of Roberts' Rules of Order will be used.
- 5.2.8. Directors may only abstain from casting a vote on a motion if they declare a legitimate conflict of interest that prevents them from voting. In cases where Directors abstain from casting a vote on a motion, their abstinence should be noted by the Secretary. Abstaining Directors count toward quorum for a meeting, but do not count toward the percentage of support for or against a motion.

### *Section 5.3 – Quorum*

- 5.3.1. Two-thirds (2/3) or three (3) members of the Board, whichever is greater, shall constitute a quorum at any meeting of the Board. Any lesser number shall adjourn until a quorum is present.

### *Section 5.4. – Absences and Vacancies*

- 5.4.1. Any member of the Board of Directors unable to attend a meeting shall advise the president, in advance, of the reason for their inability to attend.
- 5.4.2. A Director shall be deemed to have resigned from the Board if he/she misses two (2) consecutive Board of Directors meetings or three (3) meetings per AGM-to-AGM period. Such a person may be reinstated to the Board by a resolution of the Board.
- 5.4.3. A Director ceases to be a Director if their membership in the Association is terminated or suspended for any reason, or upon resignation.
- 5.4.4. The Board of Directors may by appointment fill any vacant director's position for the unexpired term. Such appointments need to be ratified at the next general meeting.

### *Section 5.5. – Removal from the Board*

- 5.5.1. Directors may be removed from office in the case of unsatisfactory and/or inappropriate performance.
- 5.5.2. A director may be removed from the Board by a motion with two-thirds ( $\geq 2/3$ ) of the Board in favor of removal. Board members may not vote on a motion for their removal from office.
- 5.5.3. A Director may be removed from the Board by a petition for removal signed by 50% (50%) of the registered Membership. Should a registered Member wish to petition for the removal of a Director, they are required to notify the Board of Directors in writing. The Board of Directors is required to send written notice of the petition to all registered members within fourteen (14) calendar days of receiving the notification. The petitioning member shall be in charge of collecting signatures for the petition and has sixty (60) calendar days from the date that the Membership is notified of the petition to submit the petition to the Board of Directors. If over fifty percent (50%) of the Membership has signed the petition, the Director shall be removed from the Board of Directors, effective upon the receipt of the petition.
- 5.5.4 The members of the Association may by resolution of a two-thirds ( $2/3$ ) majority, at any membership meeting, remove any Board of Director from the Board.

### *Section 5.6. – Emergency Powers of the Board*

- 5.6.1 An emergency situation is defined as a situation that meets the following criteria:
- The situation required Board intervention to be resolved,
  - The situation requires intervention before the next scheduled meeting of the Board of Directors to prevent negative impact on the Association,
  - It is not possible to schedule an emergency meeting of the Board that can be attended by a quorum of Board members.
- 5.6.2. In the case of an emergency situation, the President is required to oversee the emergency decision-making process. The President is required to:
- Attempt to contact each Director until the Director is contacted, or until the President has unsuccessfully attempted to contact the Director through a minimum of two (2) methods of communication.
  - Propose a Board action that will resolve the emergency situation,
  - Take a vote of the contacted Directors on the action proposed. The President, or designate, is empowered to implement the action if all successfully contacted Directors vote in favor of the action (unanimous).
- 5.6.3. If the successfully contacted Directors do not unanimously support a course of action by the time that the Board action is required, the President must act on behalf of the Board and be accountable for those decisions.



- 5.6.4 All actions taken by the Board in emergency situations must be ratified at the next scheduled Board meeting.

## **Article VI – Executive and Executive Committee**

### *Section 6.1. – Executive*

- 6.1.1. The President, the Secretary, and the Treasurer shall be chosen by the Board of Directors at the first meeting of the Board of Directors following the Annual General Meeting. Should a position become vacant, the Board shall fill it as needed. Unless otherwise vacated, the positions of President, Secretary and Treasurer shall be held until the first Annual General Meeting following appointment of the positions.
- 6.1.2. The President, with the support of the Executive Committee, shall plan and preside over all meetings of the Board of Directors and all general meetings of the Association, or shall appoint another person to preside. The President shall ensure that Board meeting agendas are created, that necessary reports are submitted prior to Board meetings, that reporting to the rest of the Association is completed, and that staff is managed according to Board directives.
- 6.1.3. The Secretary shall ensure that the minutes of all meetings of the Board of Directors and all correspondence of the Board are properly kept. The Secretary is responsible for ensuring that a notice for all meetings of the Board of Directors and any general meeting of Association is published in accordance with its Bylaws and policies.
- 6.1.4. The Treasurer shall ensure that the books of account are properly kept. The Treasurer shall also be responsible for ensuring that the financial summary is presented regularly to the board and at the Annual General Meeting.

### *Section 6.2. – Executive Committee*

- 6.1.1. The Board of Directors shall elect the officers that make up the Executive Committee from its members.
- 6.1.2. The Executive Committee will consist, at minimum, of the President, the Secretary, and the Treasurer.
- 6.1.7. By motion of the Board at a Board Meeting, or membership at a general meeting, up to two additional officer positions may be created.
- 6.1.8. The Executive Committee shall meet as needed. Notice of the meeting shall be given at least seven (7) clear days before the meeting unless all members of the Executive Committee agree to abridge the notice period.

6.1.9. The Executive Committee is responsible for ensuring that all policies and directives of the Board of Directors are implemented.

6.1.10. A member of the Executive Committee may resign his/her position on the Executive Committee by submitting a letter of resignation to the Board of Directors. A director may resign from the Executive Committee without resigning from the Board of Directors.

## **Article VII – Additional Committees**

### *Section 7.1. – Committees*

7.1.1. All committees must have appropriate representation to reflect the members' interests that they are seeking to serve.

### *Section 7.2. – Nominating Committee*

7.2.1. Reference section 4.5

### *Section 7.3 – Other Committees*

7.3.1. The Board of Directors shall appoint such standing or ad hoc committees, as necessary.

## **Article VIII – Records and Financial Matters**

### *Section 8.1. – Maintenance of Records*

8.1.1. The records and books of account shall be retained by the Treasurer or a designate.

### *Section 8.2. – Reviewing Financial Records*

8.2.1. The Board of Directors shall ensure a yearly audit of the accounts of the Association.

8.2.2. An audit will consist of, at minimum, two (2) individuals who do not have signing authority reviewing the financial records of the previous year. This review is intended to verify proper use of the funds and search for irregularities.

8.2.2. A written statement of the assessment of the Association's finances will be presented at the Annual General Meeting.

8.2.3. The Association's financial records shall be open to inspection by any member who requests them at a time and location mutually agreeable to that member and to the Treasurer.

*Section 8.3. – Borrowing Money*

- 8.3.1. The Association may borrow money.
- 8.3.2. The Association's borrowing power may be exercised by the Board of Directors by resolution of the membership.

*Section 8.4. – Signing Authority*

- 8.4.1 The Board may assign up to five (5) individuals, including board members, to have signing authority on behalf of the Association.
- 8.4.2 All financial transactions require two (2) signatures unless decided annually by a motion of the board.
- 8.4.3 Any contract or other legal document relating to the business of the association may be signed by any person(s) appointed by the Board of Directors to sign on its behalf.

*Section 8.5. – Registered Office*

- 8.5.1 The Association's registered office will be in Alberta.

**Article IX – Fiscal Year**

- 9.1. The fiscal year shall begin on January 1<sup>st</sup> and end on December 31<sup>st</sup> each year.

**Article X – Seal**

- 10.1. If the Association so chooses, the Association may have a seal of such design as the Board of Directors adopts. The Secretary shall have custody of the Association's seal and affix it as directed by the Board of Directors.

**Article XI – Amendments**

- 11.1. These bylaws may be amended, in whole or in part, by a special resolution of the Association.
- 11.2. The Secretary or a designate shall e-mail a copy of any amendment proposed for consideration to the last recorded e-mail address of each member at least twenty-one (21) days before the date of the meeting.
- 11.3. All proposed amendments shall be submitted to the Board of Directors no less than thirty (30) days prior to the meeting at which it is proposed to be put to the membership for approval.

- 11.4. The Board of Directors shall recommend to the membership whether to accept, modify, or reject any amendment proposed.

### **Article XII – Dispute Resolution**

- 12.1. This section applies to any dispute arising out of the affairs of the society or the application of its bylaws.
- 12.2. The Dispute may be between:
- Members, or
  - The Association and its Directors or its Officers, or
  - The Association or its Directors or its Officers and either:
    - A Member, or
    - A former Member who was a member within the previous 6 months.
- 12.3. Any dispute subject to subsection 12.1. and 12.2. will be resolved by:
- Direct negotiation between the parties, with or without assistance and/or facilitation. If resolution is not achieved, then by:
  - Written appeal to the board (and/ or other appropriate committee) for a decision. If resolution is not achieved, then by:
  - Mediation pursuant to the National Mediation Rules of ADRIIC, or to mediation practices agreed upon by the parties. If resolution is not achieved, then by:
  - Arbitration pursuant to the National Arbitration Rules of ADRIIC, or to arbitration practices agreed upon by the parties. The decision will bind all parties.
- 12.4. The selection process for any facilitators, mediators, or arbitrators will be in accordance with the Association's policies.
- 12.5. Members are obligated to comply with the Association's complaint resolution bylaws, policies and procedures as a condition of membership. The failure of a member to cooperate with the Association's complaint, dispute resolution and/or discipline processes shall be considered an act of member misconduct and may result in disciplinary procedures.
- 12.6. In a circumstance where a language for the dispute resolution process cannot be mutually agreed upon by all parties, the dispute resolution process shall be in English.