

2017

Association Bylaws



IAAMA

INFRASTRUCTURE ASSET MANAGEMENT ALBERTA

Drafted by: ConventionALL Management

11/2/2017

**Infrastructure Asset Management Alberta Association
DRAFT BYLAWS**

ARTICLE 1: Name

Section 1.1 INFRASTRUCTURE ASSET MANAGEMENT ALBERTA ASSOCIATION hereinafter be referred to as IAMAA.

ARTICLE 2: Geographic Area

Section 2.1 The geographic area of responsibility for IAMAA shall include the entire province of Alberta, inclusive of all native reserves.

ARTICLE 3: Structure

Section 3.1 Municipal Infrastructure Asset Management (MIAM) as referred to hereinafter means the practices, principles and theories in the management of municipal infrastructure assets. This includes, but is not limited to, the professional areas of risk, finance, engineering, economics and information management.

Section 3.2 IAMAA is not organized for profit and no part of the earnings shall inure to the benefit of any Member or Officer except as compensation for services rendered or for necessary expenses incurred and approved.

ARTICLE 4: Membership

Section 4.1 Membership in IAMAA shall be available to individuals and to organizations, agencies with an interest or concern in Infrastructure Asset Management.

Section 4.2 Membership in IAMAA shall be in the following four (4) categories:

4.2.1 Government Member

An employee of a municipal, provincial or federal government, public utility (utility operated under a board, but under public ownership) or native council shall be eligible for this level of membership. Each Government Member shall have one (1) vote and will be eligible to hold office on the IAMAA Board of Directors and participate on IAMAA Committees.

4.2.2 Consultant Member

An employee of a private utility company or an employee/member of a private, trade, professional or consulting organization that provides support to and participation with Municipal Members and/or IAMAA as an association shall be eligible for this level of membership. Consultant Members shall have one (1) vote and will be eligible to hold office on the IAMAA Board of Directors and participate on IAMAA Committees.

4.2.3 Industry Association Member

An employee of an industry association, especially those that are directly responsible for the practice of infrastructure asset management within their organization, shall be eligible for this level of membership. An Industry Association Member, shall have one (1) vote and will be eligible to hold office on the IMAAA Board of Directors and participate on IMAAA Committees

4.2.4 Research/ Student Member

An employee of a research institution or a full-time student shall be eligible for this level of membership. The full-time student must be currently enrolled in a diploma, undergraduate or graduate program of an accredited educational institution, or enrolled in a recognized apprenticeship program shall be eligible for this level of membership. The curriculum or apprenticeship should have a reasonable relationship to Infrastructure Asset Management. Research/ Student Members may participate on select IMAAA Committees but do not have voting rights and may not hold office on the IMAAA Board of Directors.

Section 4.3 Application for membership may be made through IMAAA. Upon payment of dues, the applicant will be considered accepted as an active member.

ARTICLE 5: Conditions of Membership

Section 5.1 IMAAA membership dues shall be established by the IMAAA Board of Directors.

Section 5.2 Any member may withdraw from IMAAA by delivering to IMAAA a written (electronic) resignation and lodging a copy of the same with the Secretary of IMAAA.

Section 5.3 Any member may be required to resign by a vote of three-quarters (3/4) of the members at an annual meeting.

Section 5.4 Membership Transferability

The interest of a member in the Association is transferable with the approval of the Board. Memberships may only transfer from one membership to another member should they meet the eligibility as stipulated in these By-Laws.

Section 5.5 Disciplinary Act or Termination of Membership for Cause

The board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

5.5.1 violating any provision of the articles, by-laws, or written policies of the Corporation;

5.5.2 carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion;

5.5.3 for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the board determines that a member should be expelled or suspended from membership in the Corporation, the president, or such other officer as may be designated by the board, shall

- a. Upon twenty (20) days written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the articles or By-laws.
- b. The notice shall set to the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the Twenty (20) day period.
- c. In the event that no written submissions are received by the president, the president, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation.
- d. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The board's decision shall be final.

ARTICLE 6: Membership Meetings

- Section 6.1 The IMAAA Board of Directors is required to hold an annual general meeting hereinafter referred to as the AGM. The time and place of the AGM shall be designated by the Board of Directors. The first AGM is to be held within 12 months of incorporation and subsequent AGM held within 12 months of the previous.
- Section 6.2 Special general meetings may be called at any time by the Chair. The Chair shall also call such a meeting on the written (electronic) requires of at least four (4) members of the Board.
- Section 6.3 Thirty (30) days written (electronic) notice shall be given to each voting member of any annual or special general meeting of members. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken. Notice of each meeting of members must remind the member if the member has the right to vote by proxy.
- Section 6.4 Each voting member shall have the right to exercise one vote in person or by mail or email provided that votes by mail or by email must be received by IMAAA prior to the meeting. A member may, by means of a written proxy, appoint a proxyholder to attend and act at a specific meeting of members, in the manner and to the extent authorized by the proxy. A proxyholder must be a voting member of IMAAA.
- Section 6.5 The AGM shall be held not less than ninety (90) days prior to the end of the IMAAA fiscal year for the purpose of electing directors and officers and for the transaction of such business as may come before the meeting.
- Section 6.6 One third of the members present in person or represented by proxy at an annual general or special meeting will constitute a quorum.

ARTICLE 7: Board of Directors

- Section 7.1 All affairs of IAMAA shall be managed by a Board of Directors or by appointed agents of the Board of Directors.
- Section 7.2 Directors shall be Local Government Members, Consultant Members, and Industry Association Members.
- Directors shall be designated in the following manner:
- 7.2.1 At least three (3) to a maximum of five (5), Director position(s) shall be exclusive to Government Member.
- 7.2.2 At least one (1), to a maximum of two (2), Director position shall be designated and only held by Consultant Member.
- 7.2.3 Industry Association Member may have up to three (3) representative(s) on the board.
- Section 7.3 The number of voting Directors shall be not less than six (6) and not more than eleven (11), as determined by the Board of Directors. The immediate Past Chair shall be an ex officio member of the Board and may cast a vote.
- Section 7.4 The Board of Directors shall meet at least quarterly, in person or via conference call. The Board of Directors shall meet in person at least annually in conjunction with the AGM.
- Section 7.5 Special meetings of the Board of Directors may be called at the request of the Chair or any three Directors.
- Section 7.6 A majority (50% plus 1) of the Board of Directors shall constitute a quorum for transaction of business. The vote of the majority, with a minimum of one executive member, shall be necessary for the adoption of any motion. In the case of a tie, the Chair shall cast the deciding vote.
- Section 7.7 Directors may not miss two consecutive Board meetings. If a Director does miss two consecutive Board meetings, the remaining Board members may vote to remove said Director from the Board.
- Section 7.8 Any vacancy of the Board of Directors shall be filled by the affirmative vote of a majority of the remaining Directors for the unexpired portion of the term.
- Section 7.9 The term of office for all Directors shall be two (2) years, coinciding with the AGM. In order to establish a staggered rotation of Board members, initially approximately half shall be elected for one (1) year and the remainder for two (2) years.
- Section 7.10 IAMAA Directors may be re-elected with no limit on number of terms, coinciding with the AGM.

ARTICLE 8: Remuneration

- Section 8.1 Directors and officers shall receive no remuneration from IAMAA for the execution of their duties on the Board. Compensation for approved IAMAA travel expenses shall be permitted on an individual basis and must receive approval from an executive board member prior to incurring the expense.

Section 8.2 Protection of Directors and Officers

No Director, Officer or committee member of the Corporation is liable for the acts, neglects or default of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from bankruptcy, insolvency or tortuous act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

- a. Complied with the Act and the Corporation's articles and By-laws; and
- b. Exercised their powers and discharges their duties in accordance with the Act.

Section 8.3 Conflict of Interest

A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.

Section 8.4 Code of Conduct

All Directors and Officers shall adhere and sign the Code of Conduct upon the commensuration of their term or upon such time when changes have been agreed upon.

ARTICLE 9: Powers of Directors

Section 9.1 The Directors of IAMAA may administer the affairs of IAMAA in all things and make or cause to be made for IAMAA, in its name, any kind of contract which IAMAA may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as IAMAA is by its charter or otherwise authorized to exercise and do.

Section 9.2 The Directors shall have power to authorize expenditures on behalf of IAMAA from time to time and may delegate by resolution to an officer or officers of IAMAA the right to employ and pay salaries to employees. The Directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of IAMAA in accordance with such terms as the Board of Directors may prescribe.

- Section 9.3 The Board of Directors is hereby authorized, from time to time:
- 9.3.1 to borrow money upon the credit of IAMAA, from any bank, corporation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the Board of Directors in its discretion may deem expedient;
 - 9.3.2 to limit or increase the amount to be borrowed;
 - 9.3.3 to issue or cause to be issued bonds, debentures (sanctioned by special resolutions) or other securities of the association and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the Board of Directors;
 - 9.3.4 to secure any such bond, debentures or other securities, or any other present or future borrowing or liability of IAMAA, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the association, and the undertaking and rights of the association.
- Section 9.4 The Board of Directors shall take such steps as they may deem requisite to enable the association to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the association.
- Section 9.5 The Board of Directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of such appointment.
- Section 9.6 Every Director of IAMAA and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of IAMAA, from and against;
- 9.6.1 all costs, charges and expenses which such Director, sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability;
 - 9.6.2 all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

ARTICLE 10: Auditing

- Section 10.1 The books, accounts and records of the Secretary and Treasurer shall be reviewed or audited at least once each year by a duly qualified accountant or by two members of IAMAA elected for that

purpose at the AGM. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor/reviewer at the IMAAA AGM.

Section 10.2 The fiscal year of the society in each year shall be December 31.

Section 10.3 The books and records of IMAAA may be inspected by any member of the society upon giving reasonable notice and arranging a time and place satisfactory, to the officer or officers having charge of same, including but not exclusively at the office of IMAAA. Each member of the Board shall at all times have access to such books and records.

ARTICLE 11: Executive Committee

Section 11.1 The Officers of IMAAA shall constitute the Executive Committee of the IMAAA Board of Directors. The Executive Committee shall be at least three (3) and not exceed five (5) and shall consist of:

- 11.1.1 Chair
- 11.1.2 Vice Chair
- 11.1.3 Past Chair (ex officio)
- 11.1.4 Secretary/ Treasurer

Section 11.2 Election of the Executive Committee shall be elected at the first meeting of the Board of Directors following the AGM of members.

Section 11.3 The Executive Committee is empowered to act on behalf of the Board of Directors between meetings of the IMAAA Board of Directors.

Section 11.4 Any IMAAA Officer position shall be automatically vacated:

- 11.4.1 if at a special general meeting of members, a resolution is passed by 51% of the votes cast in favour of the removal of the Officer
- 11.4.2 if an Officer has resigned his office by delivering a written resignation to the Secretary of IMAAA;
- 11.4.3 if he is found by a court to be of unsound mind;
- 11.4.4 if he becomes bankrupt or suspends payment or compounds with his creditors;
- 11.4.5 on death;

Provided that if any vacancy shall occur for any reason in this paragraph contained, the Board of Directors by majority vote, may, by appointment, fill the vacancy with a member in good standing of IMAAA for the unexpired portion of the term.

ARTICLE 12: Duties of the Executive Committee

Section 12.1 Chair:

- 12.1.1 Shall be the Chief Executive Officer (CEO) of IMAAA. The Chair shall preside at all meetings of IMAAA including Board of Directors and Executive Committee meetings.
- 12.1.2 Shall exercise general supervision over the activities and welfare of IMAAA, plus maintain liaison with the Board of Directors and Executive Committee.
- 12.1.3 Shall file the IMAAA Bylaws and any amendments made to such Bylaws.
- 12.1.4 Shall encourage membership to assure continued IMAAA growth.
- 12.1.5 Shall encourage and promote educational programs.
- 12.1.6 Shall coordinate activities with all partners of IMAAA, where possible.
- 12.1.7 Shall provide IMAAA members with names and address of all IMAAA Officers within (10) days of the election.
- 12.1.8 Shall cast deciding vote if necessary in a tie situation.

Section 12.2 Vice Chair:

- 12.2.1 Shall be the Assistant Chief Executive Officer of IMAAA. The Vice Chair, at the request of the Executive Committee, shall assume the CEO duties in the absence of the Chair when required.
- 12.2.2 Shall assist with general supervision over the activities and welfare of IMAAA, plus maintain liaison with the Board of Directors and Executive Committee.
- 12.2.3 Shall assist the Chair with any proposed amendments to the IMAAA Bylaws.
- 12.2.4 Shall encourage and promote educational programs.
- 12.2.5 Shall encourage and promote educational programs.
- 12.2.6 Shall coordinate activities with all IMAAA partners, where possible.

Section 12.3 Past Chair:

- 12.3.1 Shall be an ex officio member of the Executive Committee.
- 12.3.2 Shall receive and implement policies and initiatives of the Chair, the Executive Committee and the Board of Directors.
- 12.3.3 Shall encourage membership to assure continued IMAAA growth.
- 12.3.4 Shall encourage and promote educational programs.
- 12.3.5 Shall coordinate activities with all IMAAA partners, where possible.

Section 12.4 Secretary/Treasurer:

- 12.4.1 Shall record and maintain proper records of all IAMAA business including all official meetings.
- 12.4.2 Shall make available to IAMAA members electronic copies of minutes of Board of Director meetings within thirty (30) days.
- 12.4.3 Shall be custodian of all IAMAA funds and financial accounts.
- 12.4.4 Shall approve all disbursements as required to conduct IAMAA business. Payment of disbursements shall be signed by two signatories including at least one Executive Committee member, generally the Chair or Vice Chair.
- 12.4.5 Shall maintain and make available upon request all IAMAA financial records.
- 12.4.6 Shall provide IAMAA members with a financial statement at each AGM or as required.
- 12.4.7 Shall provide IAMAA Directors with mid- year and year-end financial statements or as requested by the IAMAA Executive Committee.
- 12.4.8 Shall file for tax exemption status, as required.
- 12.4.9 Shall file all required provincial and federal revenue forms and information, as required.

ARTICLE 13: IAMAA Committees

- Section 13.1 There may be Committees, as the IAMAA Executive Committee shall deem as a requirement from time to time. The Executive Committee may serve as any committee as required to conduct the business of the Association.
- Section 13.2 The IAMAA Executive Committee shall designate a Chair for each Committee. Committee Chairs shall appoint committee members, subject to the approval of the IAMAA Executive Committee.

ARTICLE 14: Rules of Order

- Section 14.1 The rules contained in Roberts Rules of Order, Current Revision, shall apply to all IAMAA. meetings.

ARTICLE 15: Bylaw Amendments

- Section 15.1 The bylaws may be rescinded, altered or added to by a “Special Resolution” at a general meeting of the members. Any proposed amendment to these Bylaws shall first be presented to voting members at least thirty (30) days prior to voting on the amendment; and at this meeting a minimum of 75% of the members must vote in favour of the special resolution.
- Section 15.2 Voting may take place at any sanctioned meeting of the IAMAA voting membership. Voting by mail or email is also acceptable. A majority of the votes cast is required for adoption of an amendment.

ARTICLE 16: Society Seal

- Section 16.1 The society seal of IAMAA shall be in such form as shall be prescribed by the Board of Directors and shall have the words “Infrastructure Asset Management Alberta Association” inscribed thereon.
- Section 16.2 The society seal shall be in the charge of the Secretary or alternate, which shall, whenever used, be authenticated by the signature of the Secretary and Chair, or, in the case of the inability of either to act, by the Vice Chair.







ARTICLE 17: Governing Laws

- Section 17.1 The IAMAA shall be governed by the laws of the Province of Alberta as applied to agreements entered into and to be performed. The invalidity or unenforceability of any provision of the IAMAA shall not affect the validity or enforceability of any other provision.

ARTICLE 18: Dissolution

- Section 18.1 In the event of dissolution, any IAMAA property will be distributed among the members in accordance the Societies Act.

Date: November 2, 2017

Signature:  Print Name: Wyatt Skovron	Address City/Town Province Apartment Postal Code 10 Carroll Court, Leduc, Alberta T9E 6S5
Signature:  Print Name: Christina Parkins	Address City/Town Province Apartment Postal Code
Signature:  Print Name: James Friesen	Address City/Town Province Apartment Postal Code 41 Harcourt Road SW, Calgary, Alberta T2V 6J7
Signature:  Print Name: Warren Sillers	Address City/Town Province Apartment Postal Code 27 Appleton Crescent, Sherwood Park, AB T8H 0A4
Signature:  Print Name: Russell Crook	Address City/Town Province Apartment Postal Code 186 Jarvis Bay Drive, Jarvis Bay, Alberta T4S 1R8
WITNESS Signature:  Print Name: Elaine Courte	Address City/Town Province Apartment Postal Code Bay 3, 4905 - 102 Avenue SE, Calgary, AB T2C 2X7

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