

2025

Association Bylaws



IAMA

INFRASTRUCTURE ASSET MANAGEMENT ALBERTA

Infrastructure Asset Management Alberta Association

BYLAWS

ARTICLE 1: Name

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

ARTICLE 2: Geographic Area

Section 2.1 The geographic area of responsibility for IAMAA shall be the entire province of Alberta, including all Indigenous communities.

ARTICLE 3: Definitions

Section 3.1 “Act” means the *Societies Act* (Alberta), RSA 2000, c S-14 and any statute that may be substituted therefor, and the regulations made thereunder, as from time to time amended or replaced, and in the case of such amendment, reference in the Bylaws shall be read as including any amended provisions thereof.

Section 3.2 “appoint” includes elect and vice versa.

Section 3.3 “Association” refers to Infrastructure Asset Management Alberta Association or such other name that it is legally changed to.

Section 3.4 “Board” means the Board of Directors of the Association, as constituted from time to time.

Section 3.5 “Chief Executive Officer” means the person referred to in Section 12.1 who also serves as the Board Chair.

Section 3.6 “Director” refers to a member of the Board. Directors may be appointed to lead committees that carry out the work of the association.

Section 3.7 “Good Standing” means a member in respect of whom the association has received membership dues for the current membership year.

Section 3.8 “Infrastructure Asset Management” means the coordinated practice of managing municipal infrastructure such as roads, bridges, buildings, vehicles, and other equipment throughout their life cycle. It encompasses planning, operation, maintenance, renewal, and replacement in a manner that balances service levels, risk, and sustainability to ensure the reliable and cost-effective delivery of municipal services.

Section 3.9 “Officers” means the officers of the Association including elected or appointed officers that are elected or appointed by the membership per the terms hereof, namely the Board Chair, Vice Chair and Treasurer.

Section 3.10 “Regular Member” “Lifetime Members” and “Membership” have the meanings set forth in sections 4.1, 4.2.1 and 4.2.2.

Section 3.11 “Special General Meeting” means a meeting of the membership other than the annual general meeting.

Section 3.12 “Special Resolution” shall have the meaning set out in the Act.

ARTICLE 4: Interpretation

Section 4.1 The following rules of interpretation must be applied in interpreting these Bylaws.

- 4.1.1 Singular and plural: words indicating the singular number also include the plural, and vice-versa.
- 4.1.2 Corporation: words indicating persons also include corporations.
- 4.1.3 Headings: are for convenience only; they do not affect the interpretation of these Bylaws.
- 4.1.4 Liberal Interpretation: these Bylaws must be interpreted broadly and generously.
- 4.1.5. Severability: every provision of these Bylaws is independent of all other provisions and if any provision of these Bylaws is declared invalid for any reason by a court of competent jurisdiction, all other provisions of these Bylaws shall remain valid and enforceable.

ARTICLE 5: Structure

- Section 5.1 IMAAA is a society registered under the laws of Alberta and a not-for-profit organization. Therefore, 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 in relation to IMAAA and approved by the Board.

ARTICLE 6: Membership

- Section 6.1 Membership in IMAAA shall be available to individuals and to organizations and agencies with an interest in Infrastructure Asset Management and in alignment with the association's membership policy.
- Section 6.2 Membership categories shall be governed by the association's membership policy.

ARTICLE 7: Conditions of Membership

- Section 7.1 IMAAA membership dues shall be established by the IMAAA Board.
- Section 7.2 Membership shall be based on a 12-month period following the payment of the membership dues.
- Section 7.3 A member in good standing means any person who has paid their membership dues in the past 12 months and has not been disqualified or by the IMAAA Board of Directors for any reason defined within these bylaws.
- Section 7.4 Any member may withdraw from IMAAA by delivering to IMAAA a written (electronic) resignation and lodging a copy of the same with the Board Chair of IMAAA.
- Section 7.5 Any member may be required to resign by a vote of three-quarters (3/4) of the members at an annual meeting.
- Section 7.6 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 Bylaws.
- Section 7.7 Disciplinary Act or Termination of Membership for Cause
The Board shall have authority to suspend or expel any member from IMAAA for any one or more of the following grounds:
 - 7.7.1 violating any provision of the articles, bylaws, or written policies of the Association;
 - 7.7.2 carrying out any conduct which may be detrimental to the association as determined by

the board in its sole discretion;

- 7.7.3 for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the objects of the Association

Section 7.8 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 Bylaws.

- 7.8.1 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 five (5) days before the end of the twenty (20) day period.
- 7.8.2 In the event that no written submissions are received by the Board Chair, or such other officer as may be designated by the Board, the Board may proceed to notify the member that the member is suspended or expelled from membership in the Association.
- 7.8.3 If written submissions are received in accordance with this section, the Board shall 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 8: Rights and Responsibilities of Members

Section 8.1 Members of IAMAA that are in good standing have the following rights:

- 8.1.1 To receive notice of meetings, agendas, minutes, and financial statements.
- 8.1.2 To attend and participate in all general meetings of IAMAA.
- 8.1.3 To exercise one vote, in person, by proxy, or electronically, on matters brought before the membership, including elections and bylaw amendments.
- 8.1.4 To stand for election or appointment to officer or director positions, subject to eligibility requirements and good standing.
- 8.1.5 To access IAMAA programs, services, and educational opportunities.
- 8.1.6 To propose motions, resolutions, or initiatives consistent with IAMAA's objectives.

Section 8.2 Members of IAMAA that are in good standing have the following responsibilities:

- 8.2.1 To uphold and comply with the Bylaws, policies, and objectives of IAMAA.
- 8.2.2 To pay annual membership dues, as established by the Board.
- 8.2.3 To conduct themselves respectfully at meetings and events, fostering collaboration and professionalism.
- 8.2.4 To act in good faith and in the best interests of IAMAA and its mission.
- 8.2.5 To support IAMAA programs, committees, and initiatives where possible and appropriate.
- 8.2.6 To maintain current contact information with IAMAA for communication purposes.
- 8.2.7 To accept that resignation, transfer, suspension, or expulsion shall be governed by these bylaws and the decisions of the Board.

ARTICLE 9: Membership Meetings

Section 9.1 The IAMAA Board 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. The first AGM is to be held within 12 months of incorporation and subsequent AGM held within 12 months of the previous.

- Section 9.2 Special General Meetings may be called at any time by the Chair. The Chair shall also call such a meeting on the written (electronic) request of at least four (4) members of the Board. A minimum of thirty (30) days’ notice is required to call a Special General Meeting.
- Section 9.3 Each voting member shall be given at least thirty (30) days’ written (electronic) notice of any AGM or Special General Meeting. Notice of any meeting where business requiring a Special Resolution will be transacted shall contain sufficient information to permit the members to form a reasoned judgment on the decision to be taken. Notice of each meeting of the members must clearly inform each member of the member’s right to vote by proxy.
- Section 9.4 Each voting member shall have the right to exercise one vote in person or electronically provided that votes received electronically must be received by IAMAA in the form and means specified by IAMAA.
- Section 9.5 The AGM shall be held not less than ninety (90) days prior to the end of the IAMAA fiscal year for the purpose of electing directors and officers and for the transaction of such business as may come before the meeting.
- Section 9.6 One third of the members present in person or represented by proxy at an AGM or Special Meeting will constitute a quorum.

ARTICLE 10: Board of Directors

- Section 10.1 All affairs of IAMAA shall be managed by a Board or by appointed agents of the Board.
- Section 10.2 Directors shall be designated by the Board.
- Section 10.3 The number of voting Directors shall be not less than six (6) and not more than twelve (12), as determined by the Board.
- The immediate Past Chair shall be an ex officio member of the Board once their term is expired.
- Section 10.4 The Board shall meet at least quarterly, in person or virtually. The Board shall meet in person annually in conjunction with the AGM.
- Section 10.5 Special meetings of the Board may be called at the request of the Chair or any three (3) Directors with at least 72 hours’ notice.
- Section 10.6 A majority (50% plus 1) of the Board 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 10.7 Directors may not miss two consecutive Board meetings without informing the Chair. If a Director has two unexcused absences, they may be removed by a vote of the Board.
- Section 10.8 Any vacancy on the Board shall be filled by the affirmative vote of a majority of the remaining Directors for the unexpired portion of the term.
- Section 10.9 The term of office for all Directors shall be two (2) years, coinciding with the AGM.
- Section 10.10 IAMAA Directors may be re-elected with no limit on number of terms, coinciding with the AGM, providing that they are still eligible.

ARTICLE 11: Remuneration

- Section 11.1 Directors and officers shall receive no remuneration from IAMAA for the execution of their duties on

the Board. Compensation for approved IMAAA travel expenses shall be permitted on an individual basis and must receive approval from an executive board member prior to incurring the expense.

Section 11.2 Indemnification of Directors and Officers

No Director, Officer or committee member of the Association shall be liable for the acts, neglects or default of any other Director, Officer, committee member or employee of the Association or for any loss, damage, expense or misfortune whatever may happen in the execution of the duties of his or her respective office or trust provided that they have:

11.2.1 complied with the Act and the Association's articles and Bylaws; and

11.2.2 exercised their powers and discharged their duties in accordance with the Act.

Section 11.3 Conflict of Interest

A Director who stands to benefit in any way, directly or indirectly, from a contract, transaction, or proposed contract or transaction being considered by the Association shall make the disclosure required by the Act. Except as provided for 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 11.4 Code of Conduct

All Directors and Officers shall adhere to and sign the Association's Code of Conduct upon the commencement of their term or upon such time when changes have been agreed upon.

ARTICLE 12: Powers of Directors

Section 12.1 The Directors of IMAAA may administer the affairs of IMAAA in all things and make or cause to be made for IMAAA, in its name, any kind of contract which IMAAA 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 IMAAA is, by its charter or otherwise, authorized to exercise and do.

Section 12.2 The Directors shall have power to authorize expenditures on behalf of IMAAA and may delegate, by ordinary resolution, to an officer or officers of IMAAA 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 interests of IMAAA in accordance with such terms as the Board may prescribe.

ARTICLE 13: Powers of the Board

Section 13.1 The Board is hereby authorized, from time to time:

- 13.1.1 to borrow money upon the credit of IMAAA, 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 in its discretion may deem expedient;
- 13.1.2 to limit or increase the amount to be borrowed;
- 13.1.3 to issue or cause to be issued bonds, debentures (sanctioned by Special Resolution) 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;
- 13.1.4 to secure any such bond, debentures or other securities, or any other present or future borrowing or liability of IMAAA, 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 all in accordance with the objects of the Association.

- Section 13.2 The Board shall take such steps as they may deem necessary 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 13.3 The Board 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 at the time of such appointment.

ARTICLE 14: Financial Affairs

- Section 14.1 The books, accounts and records of the Treasurer shall be audited at least once each year by a duly qualified accountant or by two members of IAMAA appointed by the board for that purpose. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the IAMAA AGM.
- Section 14.2 The fiscal year of the Association in each year shall be December 31.
- Section 14.3 The books and records of IAMAA may be inspected by any member of the Association 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 IAMAA. Each member of the Board shall at all times have access to such books and records.

ARTICLE 15: Executive Committee

- Section 15.1 The Officers of IAMAA shall constitute the Executive Committee of the Board.
- The Executive Committee shall be at least three (3) and not exceed four (4) and shall consist of:
- 15.1.1 Chair
 - 15.1.2 Vice Chair
 - 15.1.3 Past Chair (ex officio), if applicable
 - 15.1.4 Treasurer
- Section 15.2 Election of the Executive Committee shall be elected at the first meeting of the Board following the AGM of members.
- Section 15.3 The Executive Committee is empowered to act on behalf of the Board between meetings of the Board and to alleviate the work of the Board.
- Section 15.4 Any IAMAA Officer or other Director of IAMAA shall be automatically vacated:
- 15.4.1 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 or Director;
 - 15.4.2 if an Officer or Director has resigned his office by delivering a written resignation to the Board Chair of IAMAA;
 - 15.4.3 if they are found by a court to be of unsound mind;
 - 15.4.4 if they become bankrupt or suspends payment or compounds with his creditors;
 - 15.4.5 on death;
- Provided that if any vacancy shall occur for any reason in this paragraph contained, the Board may, by ordinary vote, fill the vacancy with a member in Good Standing for the unexpired portion of the term.

ARTICLE 16: Duties of the Executive Committee

Section 16.1 The Chair:

- 16.1.1 shall be the Chief Executive Officer (CEO) of IAMAA. The Chair shall preside at all meetings of IAMAA including Board and Executive Committee meetings;
- 16.1.2 shall exercise general supervision over the activities and welfare of IAMAA, and liaison with the Board and Executive Committee;
- 16.1.3 shall record and maintain proper records of all official IAMAA business, including ensuring that minutes are taken at all meetings of the IAMAA Board, IAMAA Executive Committee, general and special membership meetings, and other IAMAA Committee meetings as appropriate.
- 16.1.4 shall file the IAMAA Bylaws and any amendments made to such Bylaws;
- 16.1.5 shall encourage membership to assure continued IAMAA growth;
- 16.1.6 shall encourage and promote educational programs;
- 16.1.7 shall coordinate activities with all partners of IAMAA, where possible;
- 16.1.8 shall provide IAMAA members with names and address of all IAMAA Officers within (10) days of the election; and
- 16.1.9 shall cast deciding vote in the event of a tie.

Section 16.2 The Vice Chair:

- 16.2.1 shall be the Assistant Chief Executive Officer of IAMAA and, at the request of the Executive Committee, shall assume the duties of the Chair in the absence of the Chair when required;
- 16.2.2 shall assist with general supervision over the activities and welfare of IAMAA, and liaison with the Board and Executive Committee;
- 16.2.3 shall assist the Chair with any proposed amendments to the IAMAA Bylaws;
- 16.2.4 shall encourage and promote educational programs; and
- 16.2.5 shall coordinate activities with all IAMAA partners, where possible.

Section 16.3 The Past Chair:

- 16.3.1 shall be an ex officio member of the Executive Committee;
- 16.3.2 shall receive and implement policies and initiatives of the Chair, the Executive Committee and the Board;
- 16.3.3 shall encourage membership to assure continued IAMAA growth;
- 16.3.4 shall encourage and promote educational programs; and
- 16.3.5 shall coordinate activities with all IAMAA partners, where possible.

Section 16.4 The Treasurer:

- 16.4.1 shall be custodian of all IAMAA funds and financial accounts;
- 16.4.2 shall approve all disbursements as required to conduct IAMAA business, in conjunction with the Chair, Vice Chair or other Executive Committee member;
- 16.4.3 shall maintain and make available upon request all IAMAA financial records;
- 16.4.4 shall provide IAMAA members with a financial statement at each AGM or as

- required;
- 16.4.5 shall provide IMAAA Directors with mid- year and year-end financial statements or as requested by the IMAAA Executive Committee;
- 16.4.6 shall file for tax exemption status, as required; and
- 16.4.7 shall file all required provincial and federal revenue forms and information, as required.

ARTICLE 17: Duties of Directors

Section 17.1 The Directors:

- 17.1.1 shall attend and actively participate in meetings of the IMAAA Board and general membership.
- 17.5.2 shall oversee IMAAA's affairs to ensure activities align with the Association's objectives, bylaws, and policies.
- 17.1.3 shall review and vote on budgets, financial statements, and major expenditures, and provide strategic guidance on programs and initiatives.
- 17.1.4 shall represent the interests of IMAAA members and stakeholders in Board deliberations and decisions.
- 17.1.5 shall lead or serve on committees established by the Board to carry out the work of IMAAA, as appointed by the Board or Executive Committee.
- 17.1.6 shall promote membership growth, engagement, and educational opportunities consistent with IMAAA's mission.
- 17.1.7 shall act in good faith, avoid conflicts of interest, and uphold the confidentiality of Board discussions and records, except where disclosure is authorized.

ARTICLE 18: IMAAA Committees

Section 18.1 The Association shall be entitled to create committees, as the IMAAA Executive Committee shall deem desirable from time to time. The Executive Committee may serve as any committee as required to conduct the business of the Association.

Section 18.2 The IMAAA Executive Committee shall designate a Chair for each Committee. Committee Chairs shall appoint committee members, subject to the approval of the IMAAA Executive Committee.

ARTICLE 19: Rules of Order

Section 19.1 The rules contained in Roberts Rules of Order, Current Revision, shall apply to all IMAAA meetings.

ARTICLE 20: Bylaw Amendments

Section 20.1 The bylaws may be rescinded, altered or added to by a Special Resolution at an AGM 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 entitled to vote must vote in favour of the Special Resolution.

ARTICLE 21: Dissolution

Section 21.1 In the event of dissolution, any IMAAA property will be distributed among the members in accordance with the Act.