



THE INSTITUTE OF PUBLIC ADMINISTRATION OF CANADA – ALBERTA BYLAWS

ARTICLE 1 – DESIGNATION

- 1.1 The Society shall be designated as “The Institute of Public Administration of Canada – Alberta”, hereafter called IPAC Alberta.

ARTICLE 2 – INTERPRETATION

- 2.1 In these Bylaws, the following words shall have the following meanings unless the context otherwise requires:
- (a) “Act” means the *Societies Act*, RSA 2000, c. S-14, as amended from time to time;
 - (b) “Annual General Meeting” means that a meeting is held as set forth in Article 4 hereof;
 - (c) “Board” means Board of Directors of the Society established pursuant to Article 7 hereof;
 - (d) “Director(s)” means the directors of the Society appointed to the Board in accordance with these Bylaws;
 - (e) “IPAC” means the corporate body, The Institute of Public Administration of Canada, l'Institut d'administration publique du Canada, incorporated by Letters Patent of Canada dated 15th of December, 1947;
 - (f) “Member(s)” means a member of the Society which has complied with the requirements set forth in Article 3.1, hereof; and,
 - (g) “Society” means The Institute of Public Administration of Canada – Alberta.
- 2.2 The objects of the Society are those named in the Application under the Act, and a copy of that Application shall be kept with a copy of these Bylaws.

ARTICLE 3 – MEMBERSHIP

- 3.1 Membership in IPAC Alberta includes any person or organization who is a current Member of IPAC National and who resides or operates/works in Alberta.
- 3.2 Membership in IPAC Alberta will cease when a Member:
 - (a) Passes away;
 - (b) Terminates their membership, giving notice in writing to the Chair of IPAC Alberta; or,
 - (c) Ceases to pay their membership dues or fees to IPAC National.
- 3.3 No Member shall have ownership or claim to any of the assets of IPAC Alberta in any manner whatsoever.
- 3.4 Each Member shall be entitled to one vote on every matter properly put forward before a meeting for a vote.
- 3.5 The setting and collecting of membership fees are the purview of IPAC National and will be set by and maintained by that body.

ARTICLE 4 – ANNUAL GENERAL MEETING

- 4.1 An Annual General Meeting (AGM) shall be held once in every calendar year and not more than 6 months after the end of IPAC Alberta's fiscal year for IPAC Alberta.
- 4.2 Written notice, by mail or electronic mail, of the AGM shall be provided fourteen (14) days prior to the meeting, specifying the location, the date and time of the meeting. Meetings can be held in person, virtually or a combination of both.
- 4.3 The agenda for AGM will contain:
 - (a) Minutes of the Preceding Annual General Meeting;
 - (b) Report from the Chair;
 - (c) Committee Reports;
 - (d) Financial Report;
 - (e) Nomination Committee Report;
 - (f) Election of Officers; and,
 - (g) Other Reports or Business

- 4.4 Quorum for an AGM shall consist of 10 Members or 10% of IPAC Alberta whichever is greater.
- 4.5 If no quorum is present at a meeting as set forth in Article 4 hereof, the meeting may be adjourned as outlined in Article 6 hereof.
- 4.6 Voting shall take place in person for those present at the meeting, by email or proxy (in writing or electronically) for those not physically present.

ARTICLE 5 – MEETING OF MEMBERS

- 5.1 A special meeting of the Members shall be held at such a time or place as the Board may determine.
- 5.2 The Executive Committee shall have the power to call a special meeting of IPAC Alberta, provided that fourteen (14) days notice is provided to all Members.
- 5.3 Upon receipt of a request for a special meeting of IPAC Alberta from no less than 10% of the Members, the Chair shall call a special meeting, notice of such a meeting to be provided no less than fourteen (14) days before the time fixed for holding the meeting.
- 5.4 Whenever the provisions of these Bylaws require notice to be given to a Member or a Director, such notice may be given:
 - (a) In person;
 - (b) Mailed to the personal address provided to IPAC Alberta; or.
 - (c) By sending an email or electronic message or any other method by which written or recorded message may be sent addressed to the Member or Director.
- 5.5 No error or accidental omission in giving notice of any Member Meetings shall invalidate the meeting or the proceedings taken at that meeting.
- 5.6 Unless otherwise required by the Bylaws or pursuant to applicable law, any resolution or motion put before the Members must be supported by a simple majority of votes cast. Every question shall be decided in the first instance by show of hands or electronic response. Each Member will have one vote. The Chair of the meeting will only vote in the event of a tie. An entry in the minutes of the meeting shall be sufficient evidence of the outcome of the vote.

ARTICLE 6 – ADJOURNMENT

- 6.1 Any meetings of the Society or of the Board may be adjourned to any time. Any business at adjourned meetings may be transacted as it would have been at the originating meeting. No notice is required for adjournment. Adjournment may be made without quorum present.

ARTICLE 7 – BOARD OF DIRECTORS

- 7.1 The affairs of the Society shall be governed by the Board.
- 7.2 The Board is subject to these Bylaws or directions given to it by majority vote at any meeting properly called and constituted, have full control and management and the affairs of the Society.
- 7.3 The Board shall have the power to:
- (a) Establish committees;
 - (b) Assign duties and delegate to Members of such Committees as is deemed appropriate;
 - (c) Prepare and approve an annual budget;
 - (d) Approve expenditures which they deem necessary to carry out the objectives of IPAC Alberta;
 - (e) Prepare and revise relevant Bylaws;
 - (f) Establish policies and procedures for IPAC Alberta;
 - (g) Fill vacancies on the Board that occur between Annual General Meetings; and,
 - (h) Call special meetings of the Members to be held at such a place and time as the Board may determine.
- 7.4 The Board will consist of:
- (a) Chair;
 - (b) Past Chair;
 - (c) Vice-Chair;
 - (d) Secretary;
 - (e) Treasurer;
 - (f) subject to the discretion of the Members by a majority vote held at the Annual General Meeting, up to a further sixteen (16) members-at-large, who shall be elected by the Members;
 - (g) Where feasible, the Board shall strive for board representation from both Edmonton and Calgary

- 7.5 Directors shall be elected for a maximum of two terms of two (2) years at which time the Member shall seek re-election at a meeting called according to Article 4 hereof.
- 7.6 Should a vacancy occur in the Board, the Board may appoint a Member to fill the vacancy for the balance of the term of the person replaced.
- 7.7 Should a Director of the Board miss three (3) consecutive meetings without sufficient explanation to the Board, the Board, at its discretion, may remove the Director from the Board by a vote of two-thirds (2/3) of the elected or appointed Directors of the Board.
- 7.8 Notwithstanding any other provision contained herein to the contrary, a Director may be removed from office at any time by Special Resolution of the Members.

ARTICLE 8 – DUTIES OF CHAIR

- 8.1 The Chair shall, when present, preside as Chair at all meetings of the Members of the Society and of the Board and appoint all officials and committees directed by the Board. They shall perform all other and such usual duties as performed by the Chair. The Chair shall be a member ex-officio of all committees.
- 8.2 If any Member of the Society has a complaint or concern about the Society, its Members, Officers, or any associated matters pertaining to the Society, the Member may submit a complaint in writing to the Chair. The Chair, in consultation with the board, will investigate, resolve the matter, and provide a written response to the Member who submitted the complaint or concern within a reasonable timeline.

ARTICLE 9 – DUTIES OF VICE-CHAIR

- 9.1 The Vice-Chair shall assist the Chair, and act and perform the duties of the Chair in the Chair's absence. During the absence or inability of the Chair and the Vice-Chair, the duties and powers of the Chair shall be exercised by a Director appointed by the Board for that purpose.

ARTICLE 10 – DUTIES OF SECRETARY

- 10.1 The Secretary shall cause all facts and minutes of all proceedings to be kept for all meetings of the Society and shall cause such notices to be given to Members and to Directors required by these Bylaws.
- 10.2 The Secretary shall keep the seal of the Society and books, papers, records, correspondence, contracts and other documents belonging to the Society.
- 10.3 The Secretary shall submit the annual return of the Society to the Registrar of Societies, pursuant to the specifications under the *Act*.
- 10.4 The Secretary shall perform such other duties as may, from time to time, be determined by the Board.

ARTICLE 11 – DUTIES OF TREASURER

- 11.1 The Treasurer shall keep detailed accounts of all income from IPAC or any other source, and expenditures including proper vouchers for all disbursements of the Society in accordance with the directions of the Board, subject to these Bylaws.
- 11.2 The Treasurer shall provide to the Board at regular meetings and upon request an account of all transactions of the Society and the financial position of the Society.
- 11.3 The Treasurer shall open and maintain an account or accounts in the name of the Society at a chartered bank.
- 11.4 The Treasurer shall present the audited financial statements of the Society for the previous fiscal year at the Annual General Meeting.

ARTICLE 12 – DUTIES OF PAST CHAIR

- 12.1 The Past Chair shall:
 - (a) Chair the Nominating Committee which will be composed of three (3) members selected by the Executive Committee;
 - (b) Prepare and present the Nominating Committee report to the Annual General Meeting; and,
 - (c) Advise the Chairperson in the performance of his/her/their duties.

ARTICLE 13 – MEETINGS OF THE BOARD OF DIRECTORS

- 13.1 The Board shall meet a minimum of six (6) times a year, including once immediately following the Annual General Meeting.
- 13.2 A quorum of the Board for the transaction of business shall be 50% plus one.
- 13.3 Board meetings may be formally called by:
 - (a) the Chair;
 - (b) Vice-Chair;
 - (c) at the request of three (3) Directors.

Notice of the time and place of every such Board meeting shall be given to each Director no less than fourteen (14) days before the time fixed for the holding of such Board meeting, provided that any Board meeting may be held at any time and place without such notice if all of the Directors are present thereat and signify their waiver of such notice at meeting.

- 13.4 A Director may participate in a meeting of the Board or of a committee of the Board by means of telephone or video conference or such other means that permits each Director to hear and be heard at such meeting.
- 13.5 At any meetings of the Board, every question shall be decided by a simple majority of the votes cast. Every question shall be decided in the first instance by a show of hands and/or indication by voice and/or indication via applicable electronic means, unless any Director demands a poll. The Chair of the meeting will only vote in the event of a tie.
- 13.6 An electronic resolution and/or motion approved by all the Directors shall be valid and effectual as if it had been passed at a meeting of Directors duly called and constituted.
- 13.7 No error or omission giving notice for a Board meeting shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any Director may at any time waive notice to any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

ARTICLE 14 – LIABILITY OF DIRECTORS

- 14.1 Every Director shall be deemed to have assumed office on the express understanding and agreement and condition that every Director 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 the Society from and against all costs, charges and expenses whatsoever which such Director sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against them or in respect of any act, deed, matter or thing whatsoever made, done or permitted by them or any other Directors in or about the execution of the duties of their office, and also from and against all other costs, charges and expenses which he sustains or incurs in or about in or in relation to the affairs thereof except such costs, charges or expenses as are occasioned by their own willful neglect or default.
- 14.2 The Society will purchase and maintain directors' and officers' liability insurance on such terms and conditions acceptable to the Board.

ARTICLE 15 – SEAL

- 15.1 At the discretion of the Board, the Society shall have a seal in the form approved from time to time by the Board.
- 15.2 Any two (2) Directors may affix the Society's seal to any Instrument requiring the same.

ARTICLE 16 – FISCAL YEAR AND BUDGET

- 16.1 The fiscal year of the Society shall be the period of twelve (12) months commencing on the first (1st) day of April and ending on the thirty-first (31st) day of March and the financial statements of the Society's affairs for presentation to the members at the Annual General Meeting shall be made as of that date.
- 16.2 The Board shall in the last quarter of the fiscal year, receive, consider and approve, with modifications as it may deem necessary, the annual budget as prepared by the Treasurer.
- 16.3 The budget may be amended during the fiscal year by the Board.
- 16.4 Notice of a motion to approve the budget or amend the budget must be provided to Directors in writing at least two (2) weeks in advance of the Board meeting.
- 16.5 A copy of the budget and any revised budget shall be distributed to all Members within thirty (30) days of being approved by the Board.

ARTICLE 17 – AUTHORIZATION OF EXPENDITURES AND SIGNING AUTHORITY

- 17.1 The Board will designate three signing authorities for the Society, any two (2) of these will be required to sign cheques or bank documents.
- 17.2 The Society may make any expenditure that is contemplated within an approved budget.
- 17.3 If an expenditure exceeds the approved budget by more than \$500 for the approved item, then such an expenditure must be approved in advance by the Board.
- 17.4 The Society subscribes to the underlying principles of fair and transparent procurement.
- 17.5 The following Officers of the Society are authorized to approve expenditures for the Society:
 - (a) the Chair;
 - (b) Vice-Chair;
 - (c) Treasurer;
 - (d) Committee Chairs within their Committee's approved budget and business plan.
- 17.6 All expenditures shall be approved by the Board unless they are less than \$250 for goods and \$500 for services.
- 17.7 No current or former Member of the Board shall benefit from any procurement from the Society directly or indirectly for 2 years after the end of their term.

ARTICLE 18 – AUDITING

- 18.1 The financials will be audited or reviewed once per year, by an accounting firm or two members of the Society in good standing who are not Members of the Board. The results shall be presented at the Annual General Meeting.
- 18.2 Any member may inspect the books and records of the Society upon giving reasonable notice and arranging a time that is satisfactory to the Chair, Vice-Chair, Secretary or Treasurer respectively. Each Director shall, at all times, have access to such books and records.

ARTICLE 19 – BYLAWS

- 19.1 The Bylaws may be rescinded, altered or added to by a Special Resolution.
- 22.2 Proposals for the amendment, supplement or repeal may be introduced at an Annual General Meeting given twenty-one (21) days notice of the proposed changes have been given to Members.

DATED this day of June 25, 2025:

Signature of Chair

Signature of Witness