

Alberta Crown Attorneys' Association BYLAWS

REVISED AND EFFECTIVE December 10, 2022.

CONSTITUTION

The name of the Society is the Alberta Crown Attorneys' Association.

The Alberta Crown Attorneys' Association is an Association of Crown Prosecutors employed by the Alberta Crown Prosecution Service for the Government of Alberta.

The purposes of the Association are:

1. To advocate for a properly resourced justice system in Alberta for the protection of all Albertans; and
2. To represent Members in matters relating to remuneration, benefits, and other terms and conditions of employment.

PART 1: DEFINITIONS

In these bylaws:

"Accountant" means any person other than the Treasurer appointed as the Association's Accountant by the Executive.

"Annual General Meeting" means a mandatory yearly General Meeting of the membership called by the Executive. At this meeting the Executive presents the Association's annual report and annual financials, resolutions are addressed and the Executive for the following year is elected (or acclaimed where there is only one candidate for an Executive position).

"Association" means the Alberta Crown Attorneys' Association.

"Executive" means the President, Vice-President Regional, Vice-President Edmonton, Vice-President Calgary, Secretary, Treasurer and Past-President or a majority thereof.

"Extraordinary Fee" means any fee levied on the Members by the Association other than Membership Dues.

"General Meeting" means a scheduled meeting of the membership called by the Executive as required.

“Member” means a Crown Prosecutor employed by the Alberta Crown Prosecution Service for the Government of Alberta who has paid Membership Dues and any Extraordinary Fees to the Association, as required in Part 3 of these bylaws, and who is not an articling student, Chief Crown Prosecutor, Executive Director or Assistant Deputy Minister.

“Membership Dues” means the amount due by a Member as determined by the Executive from time to time.

“Non-Member” means a Crown Prosecutor who is not a Member, as contemplated by these bylaws.

“Ordinary Resolution” means a motion (of which no notice is required), seconded and approved:

- a) in writing by 51% of the Members; or
- b) by a majority of Members present at any General Meeting or Special Meeting at which there is a quorum.

“Proxy” means the written authorization of a Member to have any other Member act on his/her/their behalf at a General Meeting or Special Meeting;

“Quorum” means:

- a) At a General Meeting or a Special Meeting, twenty-five (25) percent of the Membership; or
- b) At an Executive Meeting, three Executive Members.

“Special Meeting” means a meeting of the membership that is not a General Meeting and is called from time to time by the Executive for a specific purpose.

“Special Resolution” means:

- a) A resolution passed:
 - i) At a General Meeting or Special Meeting of which no less than 21 days’ notice specifying the intention to propose the resolution has been given; and
 - ii) By the vote of not less than 75% of those members who, if entitled to do so, vote in person or by proxy.
- b) A resolution proposed and passed as a Special Resolution at a General Meeting of which less than 21 days notice has been given, if all the Members entitled to attend and vote at the General Meeting so agree; or

- c) A resolution consented to in writing by all the Members who would have been entitled at a General Meeting to vote on the resolution in person or, where proxies are permitted, by proxy.

PART 2: MEMBERSHIP

1. Members of the Association, as of December 9, 2022, shall remain Members of the Association unless:

- a) They provide 30 days' prior written notice to the Secretary of the Association that they no longer wish to be a Member of the Association;
- b) They have not paid the required Membership Dues or Extraordinary Fees, as determined by a majority of the Executive;
- c) They are no longer eligible to be a Member as a result of the operation of the definition of "Member" in these bylaws; or
- d) Upon being expelled.

2. Non-Members of the Association, as of December 9, 2022 may join the Association if:

- a) A written or verbal application is made by the Non-Member to the Secretary of the Association to join the Association; and
- b) The Executive approves the application.

3. In determining whether the application should be accepted, the Executive shall consider:

- a) When the Non-Member had reasonable notice of his/her/their ability to join the Association; and
- b) Any other exceptional or unforeseen circumstance that may justify acceptance.

4. A Member may be expelled by a Special Resolution of the Members passed at an Annual General Meeting or Special Meeting. The notice of Special Resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion. The Member who is the subject of the proposed resolution for expulsion shall be

given an opportunity to be heard at the General Meeting or Special Meeting before the Special Resolution is put to a vote.

PART 3: DUES

5. Each Member shall pay the required Membership Dues and any Extraordinary Fees when due.
6. Membership Dues and any Extraordinary Fees will be determined by the Executive.
7. Membership Dues and Extraordinary Fees shall be used to carry out the purposes and obligations of the Association.
8. Members shall inform the Secretary of the Association immediately upon reclassification to a higher compensation level. Dues will increase accordingly and are due as of the date the Member is notified of the reclassification by the employer.

PART 4: RIGHTS AND OBLIGATIONS

9. Members may:
 - a) Attend all General Meetings and Special Meetings;
 - b) Attend all social and educational functions of the Association;
 - c) Seek nomination and election as a member of the Executive;
 - d) Serve on any committee as approved by the President or Executive;
 - e) Represent the Association at the request of the President or Executive;
 - f) Vote at all Annual General Meetings, General Meetings and Special Meetings;
 - g) Propose any Ordinary Resolution or Special Resolution or nomination and otherwise take part in the business of the Association.
10. Members shall conduct themselves in accordance with the bylaws and objectives of the Association.
11. Each Member has one vote.

PART 5: MEETINGS

12. There shall be at least one General Meeting (the Annual General Meeting) every calendar year at a time and place determined by the Executive.
13. There may be any number of General Meetings, Special Meetings or Executive meetings at times and places determined by the Executive. The Executive may choose to hold General Meetings, Special Meetings or Executive meetings in person, by telephone or online.
14. The Secretary shall notify all Members by email:
 - a) In the case of a General Meeting, not less than 60 days prior to the meeting;
 - b) In the case of a Special Meeting, not less than 3 days prior to the meeting;of the date, time and place of the meeting and any Special Resolution, or Ordinary Resolution (if known), which may be proposed.
15. Any Member, with the approval in writing of no less than twenty-five (25) percent of the Members and by notice in writing to the Secretary, may petition the Executive to call a Special Meeting.
16. Upon receipt of a petition pursuant to Article 15 of these bylaws to call a Special Meeting, the Secretary shall:
 - a) Set a date for a Special Meeting which is not more than 30 days after receiving the petition;
 - b) Set a place for the meeting;
 - c) Notify all Members of the Special Meeting in accordance with these bylaws; and
 - d) Attend the Special Meeting with 2 or more members of the Executive.
17. At each Annual General Meeting:
 - a) The President (or designate) shall table a report in writing summarizing the Association's activities over the last year;
 - b) The Secretary (or designate) shall table the minutes of the last Annual General Meeting and the minutes of every General Meeting and Special Meeting held within the last year;

- c) The Treasurer (or designate) shall present a financial statement setting out the income, disbursements, assets and liabilities of the Association, signed by the Accountant, who shall perform such level of review of the financial statement as has been required by resolution of the Membership;
- d) The Chairperson (or designate) of every committee shall table a report in writing of that committee's activities over the last year;
- e) Committees may be constituted, continued, or dissolved;
- f) The Membership shall, prior to the close of the meeting, elect the Executive. If there is only one candidate for a position or positions, such position or positions will be acclaimed.

18. The rules of procedure in Robert's Rules of Order shall govern proceedings at all General Meetings and Special Meetings.

19. With prior consent of a majority of the Executive, a Non-Member may be permitted to attend any meeting or other activity conducted by the Association.

PART 6: ELECTIONS

20. Any Member may nominate or second the nomination of any other Member as a candidate for election to the Executive.

21. The Chief Electoral Officer ("CEO") shall:

- a) Send notice to all members requesting nominations for all positions no later than 60 days prior to the Annual General Meeting:
 - i) The notice must include: open positions, a description of the positions, the CEO's contact information, and all relevant deadlines for the election.
 - ii) All nominations must be in writing and can be sent by email to the CEO.
 - iii) All nominations must include the name and signature of the nominator, seconder, and candidate.
 - iv) The CEO will contact the Secretary to determine that all three individuals are Members of the Association.
 - v) If for any reason the CEO determines that the nomination is not valid, they will contact all three individuals and inform them of the decision.

- vi) If the nomination is valid the CEO will contact the nominated individual and determine if they accept the nomination.
 - vii) All nominations for positions on the Executive must be received by the CEO and confirmed by the individual who has been nominated no less than 30 days prior to the scheduled election date.
22. Only the CEO and his/her/their election staff will be present when the ballots are counted and only they will know the final results.
23. The CEO will only vote in case of a tie, and will be the deciding vote.
24. If, at the close of the nomination period, there are no nominees for one or more positions, a notice to that effect will be sent out by the CEO and nominations will be accepted, for those positions only, up to and including the election date.
25. Every valid nomination of a candidate for an Executive position shall be put to the Membership in a vote for the position.
26. All voting shall be conducted by secret ballot.
27. Every Member has one vote.
28. The Executive shall appoint a Member who is not a member of the Executive, and is not a candidate for election, to act as CEO and be responsible for the conduct of all elections.
29. The CEO shall be appointed no later than 60 days before any date scheduled for elections.
30. The CEO shall appoint any election officials he/she/they deem necessary to assist in the conduct of all elections, provided that none of them are a member of the Executive or a candidate.
31. The CEO shall be responsible for every aspect of all elections including, but not limited to, soliciting nominations, preparing the ballots and confirming all proxies.
32. A newly-elected Executive shall take office immediately after the Annual General Meeting at which they were elected or acclaimed.
33. Notwithstanding Article 32 of these bylaws, the Treasurer shall take office on the 30th day following his/her/their election and the Treasurer he/she/they is/are to replace shall continue as Treasurer until that date.
34. Any member of the Executive may be removed by Special Resolution.

35. Voting by proxy is allowed.

36. Any authorized Member may vote the proxy of another Member but no Member shall exercise more than five (5) proxies per meeting.

37. The Secretary must be provided with the names of all Members voting by proxy before or at the commencement of any meeting. If the vote is to elect the Executive, the CEO must also be provided with the names of all Members voting by proxy before or at the commencement of the Annual General Meeting.

38. A proxy shall be limited to one meeting and expires at the close of that meeting.

39. There shall be no solicitation of proxies.

PART 7: DIRECTORS

40. Each member of the Executive shall be a Director and Officer of the Association and shall manage the affairs of the Association.

41. No Member shall occupy the office of more than one Executive position except in accordance with these bylaws.

42. No Member shall receive any remuneration from the Association.

43. Members who exit an Executive position for any reason shall ensure that they communicate with the current Executive and provide all necessary information requested by the current Executive to ensure the best interests of the Membership are not undermined by or during the transition.

44. Reasonable expenses incurred by the Executive or Members will be reimbursed by the Association. No such expense shall be reimbursed without the prior approval of the Treasurer and the President of the Association. All such expenses shall be recorded by the Treasurer and presented at the Annual General Meeting.

45. Should the office of President remain vacant, or at any time following the Annual General Meeting become vacant for any reason, the remaining members of the Executive shall, by majority vote, appoint a willing member of the Executive to the vacant office.

46. Should the office of any Vice-President remain vacant, or at any time following the Annual General Meeting become vacant for any reason, the remaining members of the Executive shall, by majority vote, appoint a willing Member of the Association to the vacant Executive position.

47. Should the office of the Secretary or Treasurer remain vacant, or at any time following the Annual General Meeting become vacant for any reason, the remaining members of the Executive shall, by majority vote, appoint a willing Member of the Association to the vacant Executive position.

48. The Executive shall:

- a) Have full management and control of the business and affairs of the Association;
- b) Determine Membership Dues and any Extraordinary Fees;
- c) Appoint or remove any number of Members to or from any committee or committees;
- d) Have the discretion to invite Non-Members to any Association meeting or other activity; and
- e) Serve in good faith the objects of the Association.

49. The President shall:

- a) Act as Chairperson at all meetings, including committee meetings if he/she/they attend;
- b) Appoint or remove the Chairperson of every committee;
- c) Designate any committee as a standing committee or a select committee;
- d) Appoint or remove, as required, the administrator for the Association website;
- e) Represent the Association in its dealings with any individual or body and with the media;
- f) Table a report in writing of the Association's activities since the last Annual General Meeting at the next Annual General Meeting;
- g) Assign to the Vice-President(s) such duties as the President deems advisable;
- h) Act as a signing officer on all Association accounts;
- i) Supervise generally all matters involving the Association; and
- j) In the event of a tie vote at an Executive meeting, be the deciding vote.

50. The Vice-Presidents shall:

- a) Perform any and all duties assigned to him/her/they by the President;
- b) Assist the President in the supervision generally of all matters involving the Association, including:
 - i) Arranging and overseeing communications between the Executive and Members of the Association;
 - ii) Assisting the Treasurer in maintaining an updated membership roll;
 - iii) Performing any and all duties assigned by the President.

51. The Secretary shall:

- a) Open and maintain the Register in accordance with these bylaws;
- b) Maintain an annual list of Members;
- c) Prepare and submit the annual report to the Registrar as required by the *Societies Act*;
- d) Comply with any requests of the Registrar pursuant to the provisions of the *Societies Act*;
- e) File with the Registrar every Special Resolution verified in accordance with the provisions of the *Societies Act*;
- f) Provide copies of any and all documents requested in writing by a Member in accordance with the provisions of the *Societies Act*;
- g) Facilitate inspection of the Register by any Member in accordance with the provisions of the *Societies Act* and these bylaws;
- h) Keep the minutes of the Annual General Meeting and all General, Special and Executive meetings;
- i) Keep the Register, annual list of Members, copies of documents filed with the Registrar, minutes, petitions, correspondence and all other books and materials at the registered office or a location designated by the Executive;
- j) Furnish the Register, copies of documents filed with the Registrar, minutes, petitions, correspondence and all other books and materials at the registered

office or a location designated by the Executive (or copies thereof) to the Executive or any Member upon request;

- k) Table the minutes of the last Annual General Meeting, General Meetings and Special Meetings at the next Annual General Meeting;
- l) Maintain custody of the Seal;
- m) Give notice of meetings and Ordinary Resolutions or Special Resolutions in accordance with these bylaws; and
- n) Prescribe any form or forms for the better conduct of Association business.

52. The Treasurer shall:

- a) Collect Membership Dues and any Extraordinary Fees levied by the Association;
- b) Present a financial statement at each Annual General Meeting setting out the income, disbursements, assets and liabilities of the Association, signed by the Accountant, who shall perform such level of review of the financial statement as has been required by resolution (if any) of the membership;
- c) Open or maintain such bank, treasury branch or trust company account or accounts, in the name of the Association, as he/she/they consider necessary or as the Executive or the Association directs;
- d) Maintain and preserve at the registered office, or at an alternate location designated by the Executive, all books of accounts, financial records and other documents representing or respecting the property of the Association;
- e) Furnish any of the materials listed in this section, or copies thereof, to the Executive or any Member upon written request;
- f) In accordance with these bylaws, or at the request of the Executive or the Association, make all Association disbursements and Association payments;
- g) At the request of the Executive, be bonded in an amount specified by the Executive;
- h) Act as a signing officer on all Association accounts; and
- i) Take such further and other action in relation to the finances or property of the Association as is authorized by the objects and bylaws of the Association and the *Societies Act*.

53. The Past-President shall be an unelected member of the Executive.
54. The Past-President may:
- a) Participate in all Executive Meetings, but will have no vote and will not be counted for quorum;
 - b) Perform any and all duties assigned by the President.

PART 8: COMMITTEES

55. The Association may, by Ordinary Resolution, constitute a standing committee or select committee.
56. Committee meetings shall be held at times and places determined by the Chairperson of that committee.
57. A standing committee or select committee shall consist of a Chairperson and committee members.
58. Any resolution establishing a standing committee or select committee shall name that committee and state its objectives.
59. The Chairperson of a committee shall:
- a) At the request of the Executive or any member thereof, report the activities of the committee; and
 - b) Table a report in writing at every Annual General Meeting describing the activities of the committee.

60. A standing committee shall continue from year to year until dissolved by resolution.

61. A select committee is dissolved at the close of the next Annual General Meeting following its constitution without resolution unless continued by resolution.

PART 9: BORROWING POWERS

62. The Association may, by Special Resolution, authorize the borrowing of such sums of money as specifically approved in the Special Resolution.

PART 10: ACCOUNTS

63. The books, accounts and other records of the Association shall be reviewed by the Accountant once each fiscal year, who shall perform the level of review required by resolution of the membership.

64. The fiscal year for the Association shall be from May 1st to April 30th.

65. Any one signing officer for the Association may authorize any single payment for up to \$500.00. Where possible this should be the Treasurer.

66. For any single payments exceeding \$500.00, or any multiple payments to the same source totalling more than \$1,000.00 in one fiscal year, all payments must be authorized by two signing officers. Where possible this should be the Treasurer and the President.

PART 11: SEAL

67. The Association may acquire a seal and the Executive may make such use of that seal as it deems appropriate.

PART 12: AMENDMENTS

68. These bylaws may be altered, rescinded or added to by Special Resolution.

PART 13: BOOKS AND RECORDS

69. Minutes of proceedings of all meetings of the Association and of the Executive shall be prepared and kept by the Secretary at the registered office or at a location designated by the Executive.

70. The preparation and custody of all other books and records shall be the duty of the Secretary.

PART 14: INSPECTION AND COPIES OF BOOKS AND RECORDS

71. Any Member may inspect all books and records of the Association upon application in writing to the Secretary.

72. Upon receipt of an application pursuant to Article 71 and no later than 10 days thereafter, the Secretary shall notify the Member of a date, time and place at which the named books and records may be inspected.

73. Any Member may obtain a copy of the Association's application for incorporation and a copy of the Register upon application in writing to the Secretary.

74. Upon receipt of an application pursuant to Article 73 and no later than 1 month thereafter, the Secretary shall provide a copy of the document or documents requested to the applicant.

PART 15: PROTECTION AND INDEMNIFICATION OF DIRECTORS AND OFFICERS

75. Each Director or Officer holds office with liability protection from the Association. The Association indemnifies each Director and Officer against all costs, fees, fines, damages, or charges that result from any act done in his/her/their role for the Association. The Association does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith or for acts outside their role as Director or Officer for the Association.

76. Directors or Officers can rely on the accuracy of any statement or report prepared by the Society's auditor. Directors or Officers are indemnified by the Association if they are held liable for any loss or damage as a result of acting on that statement or report.

75. The Executive shall hold directors & officers' liability insurance at all times. This insurance shall be paid by the Association.