

## BYLAWS

### 1 DEFINITIONS & INTERPRETATIONS

1.1 In the Bylaws, unless the context otherwise requires:

- 1.1.1. "Act" means the Societies Act (Alberta), as amended, and all regulations under the Act in force from time to time;
- 1.1.2. "Appoint" includes elect and vice versa;
- 1.1.3. "Board" means the board of directors of the Association;
- 1.1.4. "Bylaws" means this bylaw and all other bylaws of the Association from time to time in force;
- 1.1.5. "Association " means the Recycling Council of Alberta;
- 1.1.6. "Chair" means the first mentioned of the following Officers (if appointed) present at the meeting: President, Vice President, Treasurer.
- 1.1.7. "Director" means an individual who is duly elected or appointed as a director of the Association;
- 1.1.8. "Officer" means any Director who is elected by the Board to hold a designated office; and
- 1.1.9. "Member" means a member of the Association, and any duly approved representative thereof.
- 1.1.10. "Majority" means 50% plus one.

1.2 Interpretation

In the Bylaws, except if defined in section 1.1 or the context does not permit:

- words and expressions defined in the Act have the meaning given to them in the Act;
- words importing the singular include the plural and vice versa;
- words importing gender include masculine, feminine and neuter genders; and
- words importing persons include bodies corporate.

1.3 Headings

The headings used in the Bylaws are inserted for convenience of reference only. The headings are not to be considered or taken into account in construing the terms of the Bylaws nor are they to be deemed in any way to clarify, modify or explain the effect of any term of the Bylaws.

## **2 PREAMBLE**

- 2.1 The name of the society is the Recycling Council of Alberta, which may also be known or referred to as the RCA.
- 2.2 The objects of the Association are detailed in the Application to Form a Society.
- 2.3 The following articles set forth Bylaws of the Recycling Council of Alberta.

## **3 MEMBERS AND MEETINGS THEREOF**

### **3.1 Admission of Members**

Members will be accepted upon application and payment of the applicable membership fee as outlined in the current application form.

### **3.2 Member Classifications**

The Board will set the classifications of members; each member is entitled to one (1) vote.

### **3.3 Term of Membership**

The term of membership shall be twelve (12) months from date of joining.

### **3.4 Dues**

The fees for members will be decided upon as required by a majority vote of the Board of Directors.

### **3.5 Rights and Obligations of Members**

Any Member in good standing is entitled to:

- a. Receive a notice of meetings of the Association;
- b. Attend any meeting of the Association;
- c. Speak at any meeting of the Association; and
- d. Exercise other rights and privileges given to Members in these bylaws.

### **3.6 Resignation**

The resignation of any member from the Council shall be in writing (addressed to the Board) and shall be accepted by the Board provided that all indebtedness of said member to the Council has been paid.

### **3.7 Expulsion**

Any member may be expelled by the Board, by the votes of not less than two-thirds of the Directors thereof, at a meeting called for that purpose;

The member shall be given at least ten (10) days' notice in writing of such pending action and shall be given the opportunity to submit a written appeal to the Board. The member shall also have the privilege of appearing before the Board to state their appeal; and,

Service of such notice shall be made by personal delivery or by registered letter to the member's last known address.

### 3.8 Place and Time of Meetings

Meetings of Members may be held at any place within Alberta and at such time as the Board shall determine.

### 3.9 Calling of Meetings

The Board shall call an annual meeting of Members not later than 15 months after holding the last preceding annual meeting. Special meetings may be called by the President and shall be called upon the request of at least four (4) Directors at the place and at the time the Board determines based on the notice outlined below.

### 3.10 Notice of Meetings

Notice of the time and place of a meeting of Members shall be in writing, and shall be sent not less than 21 days before the meeting to:

- each Member entitled to vote at the meeting,;
- each Director; and
- the auditor of the Association.

### 3.11 Notice of Adjourned Meetings

With the consent of the Members present at a meeting of Members, the chairperson may adjourn that meeting from time to time to another fixed time and place. Notice of the adjourned meeting shall be given to all Members not less than 7 days before the date of the adjourned meeting.

### 3.12 Persons Entitled to be Present

The only persons entitled to be present at a meeting of Members are:

- the Members entitled to vote at the meeting;
- the Directors and Officers;
- the auditor of the Association; and
- any others who, although not entitled to vote, are entitled or required under any provision of the Act or the Bylaws to be present at the meeting
- Any other person may be admitted only on the invitation of the chairperson of the meeting or with the consent of the meeting.

3.13 Meeting by Telephone

Any person described in paragraph 3.12 may participate in a meeting of the Members, other than the Annual General Meeting, by means of telephone or other communication facilities that permit all persons participating in the meeting to hear each other. A Member participating in a meeting by means of telephone or other communication facilities is deemed to be present at the meeting.

3.14 Quorum

A minimum of 10% of the membership shall constitute a quorum.

3.15 Chairperson of Member Meetings

The chairperson of any meeting of Members will be the first mentioned of the following Officers (if appointed) present at the meeting: President, Vice President, Treasurer. If none of the foregoing Officers is present, the meeting shall not proceed but shall be rescheduled.

3.16 Procedure at Meetings

The chairperson of any meeting of Members shall conduct the proceedings in all respects in accordance with the Act and the Bylaws.

3.17 Voting

Voting at a meeting of Members shall be by a show of cards of those present in person. If a ballot is taken on a question, a prior vote on that question by show of cards shall have no effect. A demand for a ballot may be withdrawn at any time before the ballot is taken. At every meeting, a Member present in person is entitled to vote.

3.18 Decision on Questions

At every meeting of Members, all questions proposed for the consideration of Members shall be decided by not less than 50% of votes cast, unless a higher percentage of votes is required by the Act. In the case of an equality of votes, the chairperson does not, either on a show of cards or on a ballot, have a casting vote in addition to the vote or votes to which the chairperson may be entitled as a Member or proxy.

## **4 DIRECTORS AND MEETINGS THEREOF**

4.1 Number

The affairs of this Association shall be governed by a voluntary Board of Directors, consisting of thirteen (13) Directors elected at the Annual General Meeting.

#### 4.2 Qualification

- 4.2.1. Only an individual member, or a current employee of a member in good standing of the Association is eligible to be a Director.
- 4.2.2. Every Director and Officer in exercising the powers and discharging the duties of office shall act honestly and in good faith with a view to the best interests of the Association and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

#### 4.3 Term

- 4.3.1. Each Director elected by the Members of the Association shall be expected to serve a term of three (3) years, from the date of their election until the earlier date of their resignation or the date their successor is elected and assumes office; and,
- 4.3.2. A vacancy prior to the completion of a 3-year term shall be filled by the Board for the balance of the term;
- 4.3.3. Each Director that is appointed by the Board due to a vacancy will serve the remainder of the term until the directorship they fill is due to be voted on by the members at an Annual General Meeting.

#### 4.4 Vacancies

- 4.4.1. Vacancies of Directorships however caused may, so long as a quorum of Directors remain in office, be filled through election by a majority of the remaining Directors for a term not to extend beyond the original elected term (i.e. 3-years); and

#### 4.5 Removal/Resignation of Officers or Directors

- 4.5.1. Any Director of the Board or Officer of the Board may be expelled from the Board and/or from the Association by a two-thirds vote of the Board.
- 4.5.2. The Director shall be given at least ten (10) days' notice in writing of such pending action and shall be given the opportunity to submit a written appeal to the Board. The member shall also have the privilege of appearing before the Board at the next scheduled meeting of the Board to state their appeal;
- 4.5.3. Service of such notice shall be made by personal delivery, electronic delivery, or by registered letter to the member's last known address; and,
- 4.5.4. Any Director or Officer of the Board may withdraw from the Board upon notice in writing to the Secretary.

#### 4.6 Place and Time of Meetings

Meetings of Directors may be held at any place within Alberta and at such time as the Board shall determine.

#### 4.7 Meetings

- 4.7.1. Within forty five (45) days after each Annual Meeting, the Directors shall hold an organizational meeting which includes an orientation for new Directors and election of officers for the next year. The Board of Directors shall, by resolution, establish the date, time and place for other regular meetings of the Board.
- 4.7.2. Special meetings may be called by the President and shall be called by him/her upon the request of at least four (4) Directors. Such special meetings may be held at such time and place as the President shall determine, and any business may be transacted at such meetings.

#### 4.8 Notice of Meetings

- 4.8.1. Notice of the time and place of a meeting of Directors shall be sent not less than ten (10) days before the meeting.
- 4.8.2. No error or omission in giving such notice for a meeting of Directors 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 of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

#### 4.9 Notice of Adjourned Meetings

With the consent of the Directors present at a meeting of Directors, the chairperson may adjourn that meeting to another fixed time and place. Notice of the new meeting time and place shall be given to all Directors within ten (10) days of the adjournment.

#### 4.10 Persons Entitled to be Present

The only persons entitled to be present at a meeting of the Board are:

- the Directors and Officers;
- the Members of the Association; and
- Any other person may be admitted only on the invitation of the chairperson of the meeting or with the consent of the meeting.

#### 4.11 Meetings by Telephonic, Electronic or other Communication Facility

If a majority of the Directors consents, one or more Director(s) may participate in a meeting of the Directors, or a committee of Directors, by means of a Telephonic, Electronic or other Communication Facility that the Board may make available, and a Director participating in such a meeting by such means is deemed to be present at the meeting. Any Director participating in a meeting by such Telephonic, Electronic or other Communication Facility, and entitled to vote at the meeting, may vote by means of such Telephonic, Electronic or other Communication Facility.

4.12 Quorum

A minimum of 50% plus one of the Directors shall constitute a quorum.

4.13 Chair of Director Meetings

The chair of any meeting of the Board will be the first mentioned of the following Officers (if appointed) present at the meeting: President, Vice President, Treasurer. If none of the foregoing Officers is present, the meeting shall not proceed but shall be rescheduled.

4.14 Procedure at Meetings

The chair of any meeting of Directors shall conduct the proceedings in all respects in accordance with the Act and the Bylaws.

4.15 Voting

Questions arising at any meeting of Directors shall be decided by a majority of votes. All votes at any such meeting shall be taken by a ballot if so demanded by any Director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chairman that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution.

4.16 Decision on Questions

At every Board meeting all questions proposed for the consideration of Directors shall be decided by not less than 50% of votes cast, unless a higher percentage of votes is required by the Act. In case of an equality of votes, the Chair shall have a casting vote in addition to the vote or votes to which the Chair may be entitled as a Director.

4.17 Action without a Meeting

Directors may take any action, in the absence of a meeting, which they could take at a meeting, by obtaining the verbal approval by telephone of a majority of all Directors then in office, to such action. This verbal approval must be ratified in writing at the next meeting of the board. Any action so taken shall have the same effect as if taken at a regular meeting of the Directors.

4.18 Resolution in Writing

A resolution in writing signed by all the Directors entitled to vote on that resolution at a meeting of Directors or committee of Directors is as valid as if it had been passed at a meeting of Directors or committee of Directors. A resolution in writing may be signed in one or more counterparts, all of which together shall constitute the same resolution. A facsimile or electronic copy of a signed counterpart of a resolution in writing is as valid as an originally signed counterpart.

## **5 POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

### **5.1 General Powers of the Board**

- 5.1.1. The Directors of the Association may administer the affairs of the Association in all things and make or cause to be made for the Association, in its name, any kind of contract which the Association 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 the Association is by its charter or otherwise authorized to exercise and do.
- 5.1.2. Without in any way derogating from the foregoing, the Directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of share, stocks, rights, warrants, options and other securities, lands, buildings, and other property, moveable or immovable, real or personal, or any right or interest therein owned by the Association, for such consideration and upon such terms and conditions as they may deem advisable.

### **5.2 Duties of the Board**

It shall be the duty of the Board of Directors to cause to be kept a record of all business and proceedings of its meetings, and to cause to be presented at the Annual Meeting of all members a report reviewing the business and affairs of the Association for the past year. This report shall be prepared by the Treasurer and the Secretary. Copies shall be available for inspection at the Annual Meeting. The board may at any time require that the books and records of the Association be audited.

### **5.3 Limitation of Liability**

No Director or Officer is liable for the acts of any other Director, Officer or employee. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Society. No Director or Officer is liable for any loss due to an oversight or error in judgment, or by any act in his role for the society, unless the act is fraudulent, dishonest or carried out in bad faith.

## **6 OFFICERS**

### **6.1 Appointment of Officers**

The Directors shall designate offices of the Association and appoint individuals to those offices as they may consider advisable. An Officer must be a Director. No two offices of the Association may be held by the same individual at any one time.

The offices of the Executive Committee shall be filled by the Board at the first Board meeting immediately following the Annual General Meeting of the members



## 6.2 Executive Committee

The Executive Committee of the Association shall be the Officers of the Board of Directors consisting of a President, Vice President, Secretary, and Treasurer, each of whom shall serve a minimum term of office of one (1) year.

## 6.3 Duties and Powers of the Executive Committee

The Executive Committee shall conduct the business of the Board of Directors as directed from time to time by the Board of Directors. A quorum of the Executive Committee shall be a majority of the Executive Committee. Members of the Executive Committee shall be authorized to use the Association's seal.

### 6.3.1. Duties and Powers of the President

The President shall, when present, chair all meetings of the members of the Council and of the Board of Directors, or may designate this responsibility. The President shall be charged with general supervision of the affairs of the Council. During the absence or inability of the President, presidential duties and powers may be exercised by the Vice-President.

### 6.3.2. Duties and Powers of the Vice-President

The Vice-President shall act on behalf of the President when the President cannot fulfill his/her duties, including acting as the Chair of meetings of the Board of Directors.

### 6.3.3. Duties and Powers of the Treasurer

The Treasurer shall ensure full and accurate accounts of all receipts and disbursements of the Council are kept in proper books of account and all monies or other valuable effects are deposited in the name of the credit of the Council in such bank or banks as may from time to time be designated by the Board of Directors. The Treasurer shall disburse the funds of the Council under the direction of the Board of Directors, taking proper vouchers therefore and shall render such to the Board of Directors at the regular meetings thereof or whenever required. He/she shall present financial statements to the Executive at each executive meeting and shall also present the annual financial statements to the Association at the Annual Meeting. He/she shall ensure that the annual review, or audit, of the Association's accounts is carried out by the individuals or company appointed at the Annual Meeting. The Treasurer shall act as a consultant in establishing the yearly budget. The Treasurer shall also perform such other duties as may from time to time be determined by the Board of Directors.

### 6.3.4. Duties and Powers of the Secretary

The Secretary shall be ex-officio clerk of the Board of Directors and shall attend all meetings and ensure all facts and minutes of all proceedings are recorded in the books kept for that purpose. The Secretary shall ensure the giving of all notices required to be given to members and to Directors. The

Secretary shall perform such other duties as may from time to time be determined by the Board of Directors.

## **7 FINANCIAL REVIEW**

### **7.1 Annual Financial Review**

- 7.1.1. Notwithstanding Article 5, subsection 5.2, the books, accounts and records of the Secretary and Treasurer shall be audited at least once each year by a duly qualified accountant or by two (2) members of the society elected for that purpose at the Annual Meeting.
- 7.1.2. A complete and proper statement of the standing of the books for the previous year shall be submitted by the Board to the members at the Annual Meeting of the Association.

### **7.2 Access to Records**

- 7.2.1. The books and records of the Association may be inspected by any member of the Association at the Annual Meeting provided for herein or at anytime upon given reasonable notice and arranging a time satisfactory to the Secretary and/or Treasurer. Each member of the Board shall at all times have access to such books and records.

## **8 ELECTION OF DIRECTORS**

### **8.1 Nominations for the Board**

- 8.1.1. Members will be notified in writing of the election date, eligibility requirements, location and time of the election at least (1) month prior to the election.
- 8.1.2. At the Board's discretion, a nominating committee may be appointed to solicit and secure a slate of qualified nominees. Eligible members may also submit their name in nomination to such committee.
- 8.1.3. Any Director who has served two (2) consecutive three (3) year terms as a Director, including time spent as an Officer of the Association, will not be eligible for re-election for at least one year.

### **8.2 Election of Directors**

- 8.2.1. All Directors shall be elected by the voting membership of the Association. The candidate(s) who have received the greatest number of votes shall fill the available Directorships.

8.2.2.

### 8.3 Election Process

- 8.3.1. At the beginning of the election portion of the Annual General Meeting, the current President, or his designate, will accept nominations from the floor for positions of Director.
- 8.3.2. Each current member present in person at the Annual General Meeting is entitled to one (1) vote.
- 8.3.3. If the Chair is a candidate, the proceedings should be conducted by a non-candidate Board member in order of succession. In the event all Board members are candidates, the Chair will select a member to conduct the proceedings. The chair or another person chosen to conduct the proceedings will read the official candidates for each directorship and allow time for members to write their choice(s) on the ballot card. After all votes are cast, the cards will be collected and tallied independently by two (2) independent persons selected by the Chair. The new directors will be announced following the official count.
- 8.3.4. Should the nominating committee present an unchallenged slate of Directors, the vote for election of the complete slate shall be transacted via a show of cards.
- 8.3.5. Copies of this voting policy shall be available to members on election day.

## 9 REMUNERATION AND INDEMNIFICATION

- 9.1 Unless authorized at any meeting and after notice of same shall have been given, no Officer, Director or member of the association shall receive any remuneration for services rendered.
- 9.2 The Society indemnifies each Director or Officer against all costs or charges that result from any act done in his role for the Society. The Society does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.

## 10 BORROWING POWERS

For the purpose of pursuing its objectives, the Association may borrow or raise or secure the payment of money in such manner as it sees fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the Association. In no case shall debentures be issued without the sanction of a special resolution of the Association and its membership.

## 11 FISCAL YEAR

Unless otherwise ordered by the Board of Directors, the fiscal year of the Association shall terminate on the 31<sup>st</sup> day of March in each year.


## 12 DISSOLUTION

In the event of the dissolution of the Association, no officer, director or any individual shall be entitled to any distribution or division of the Association's remaining property or its proceeds, and the balance of all money and property received by the Association from any source, after the payment of all debts and obligations of the Association, shall be distributed as directed by the Board to non-profit entities within the Province of Alberta, for the continued pursuit of objectives similar to those of the Association.

## 13 AMENDMENTS

The bylaws may be altered, amended or repealed, and new bylaws may be adopted by a special resolution at any meeting of the members of the Association duly called in accordance with these bylaws and the Societies Act.

MADE by the Directors as of the 9<sup>th</sup> day of September, 2019 and confirmed by the Members as of the 2<sup>nd</sup> day of October, 2019.

RCA President   
Jodi Tomchyshyn London