

**Incorporation and Governance Bylaws**  
***Alberta Trappers Association***  
**Replaces Bylaws dated June 11, 2004**  
**Approved by Resolution on the Date so Signed Below**

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**Be it enacted as a bylaw of the Association as follows:**

## **Article 1 Name and Purpose of Association**

The name of the Association is the “**Alberta Trappers Association**” herein referred to as the “**Association**”.

The purpose of the Association is to conduct business on behalf of Alberta trappers and to promote, educate and support ongoing sustainable trapping in Alberta as a way of life that promotes respect for wildlife and stewardship of the land.

## **Article 2 Definitions**

In this bylaw and all other bylaws, policies and resolutions, unless the context otherwise requires:

- “**Act**” means the “Societies Act” of Alberta;
- “**Affiliated Organization**” means Trapper Locals affiliated with the Association as part of the zones identified in these bylaws.
- “**Annual General Meeting**” (AGM) means the annual meeting of Members held pursuant to these bylaws;
- “**Articles**” means the original or restated articles of incorporation or amendments thereto;
- “**Association**” Means the Alberta Trappers Association;
- “**Board**” means the Board of Directors of the Association. The purpose of the Board is to provide oversight, guidance, direction, policies and performance measures for the effective and efficient running of the business affairs of the Association.
- “**Bylaw**” means this bylaw and any other bylaws of the Association and which are in full force and effect;
- “**Conflict of interest**” A **conflict of interest** is a situation in which a Director or Employee is involved in multiple **interests**, financial **interest**, or otherwise, one of which could possibly corrupt the motivation of the individual detrimental to the Association. The presence of a **conflict of interest** is independent of the occurrence of impropriety.

- **“Director”** means a person elected or selected by means as determined in this bylaw by the Members and occupying any position as a Member of the Board;
- **Director Conflict of Interest** – means a situation that has the potential to undermine the impartiality of the Director because of the possibility of a conflict between the Director’s self-interest and the trust relationship of the Association, or when the duty to a second party limits the Director’s ability to discharge unbiased responsibility to the Association.
- **Director Pecuniary Interest** - means something that could monetarily affect the Director, the Director’s spouse, or adult interdependent partner, or children, the Director’s parents or the parents of the Director’s spouse (in other words, the immediate family), or a business which employs the Director or in which the Director has an interest.
- **“Executive”** means the Executive Officers of the Board of Directors;
- **“Meeting of the Members”** means a meeting of the Members eligible to vote at an AGM or Special Meeting;
- **“Member”** means a person in good standing and eligible to vote under the requirements of the Association bylaws;
- **“Membership”** means a reference to the classes of Members as described in Article 4 in these bylaws;
- **“Public”** means any person who is not a Member, Associate Member or Corporate Member. Public persons are not entitled to attend any meeting of the Association and may attend only by permission of the Board.
- **“President”** means the elected President of the Association who will assume the role of Board Chairperson;
- **“Ordinary Resolution”** means a resolution passed by a majority of the votes cast at a formal meeting of the Board of Directors or at an AGM or Special Meeting;
- **“Resolution”** means a proposition offered to or adopted by the Association wherein the Members have received notice of the Resolution at least 30 days prior to the AGM;

- **“Securities”** includes bonds, debentures, trust certificates, guaranteed investment certificates or receipts, certificates of deposit, deposit receipts, bills, notes and mortgages of real estate or leaseholds and rights or interests in respect of a security.
- **“Secretary”** means the secretary selected by the Board of Directors as a Member of the Board Executive.
- **“Society”** means the Association incorporated under the Act;
- **“Special Meeting”** means a meeting called by the Board or Members to discuss specific matters stated in the notice of the meeting. It is a meeting of Members outside the usual AGM.
- **“Special Resolution”** means a resolution passed at an AGM or Special Meeting of which proper notice specifying the intention to propose the Special Resolution has been duly provided to the Members. Approval of a Special Resolution requires a vote of not less than 2/3 of those Members present at the Special Meeting who are eligible and entitled to vote.
- **“Treasurer”** means the executive Member selected by the Board responsible for oversight of the financial affairs of the Association.
- **“Vice President”** means the elected Vice President holding the office of Vice President;

### **Article 3 Association Objectives**

The Association will strive to meet the following objectives:

1. **Administration** – to employ the necessary expertise to operate the Association’s administration, programs and services as the Board determines necessary.
2. **Association Business** – to sell, manage, lease, mortgage, dispose of or otherwise deal with the assets and property of the Association.
3. **Committees** – to represent Association Members on all committees, working groups, panels and councils where there is an impact or where the subject affects trappers, trapping or resource conservation matters.
4. **Conservation** – to study, promote and assist in the promotion of maintaining healthy, thriving populations of all wildlife in Alberta, thus managing the populations through conservation means including trapping.
5. **Foster Recognition** – to foster Member recognition of the importance of co-operating with other resource users. This will require that the Association liaise and work as closely as possible with other associations, organizations and industry

groups to provide a better understanding that the trapper is one of the original conservationists and a responsible wild fur manager.

6. **Knowledge** – to provide historical and current knowledge that offers guidance for resource management decisions; and to provide monitoring/reporting to appropriate levels of government resource managers and policy makers.
7. **Members Dialogue** – to understand the concerns and work with all Members in the wild fur industry and provide the Association Members opportunity to express concerns as related to the wild fur industry and the operation of the Association.
8. **Policies and Procedures** – to establish policies and procedures to guide the effective and efficient delivery of services to and on behalf of the Association and its Members.
9. **Professional Support** – to retain by contract appropriate professional support as needed, including legal services, accounting and auditing, technical and other services.
10. **Program Delivery** – to oversee, manage and deliver programs funded by the Association or by grants from various levels of government.
11. **Promote Association** – to actively promote and support the objectives of the Association on behalf of all Members that will support and strengthen the Association's relevance and sustainability. This will include liaison with various groups, other associations, organizations and government departments in support of the sustainability of the wild fur industry.
12. **Provincial Association Coordination** – to economize efficiencies and effectiveness of the Association through coordination and centralization of the work of the Association throughout the Province of Alberta.
13. **Representation** – to represent the Members of the Association to all levels of government: provincially (including provincial, Local and indigenous governments), federally and internationally. In addition, to provide representation to other identified groups, organizations and associations (e.g., CAPP).
14. **Respect** – to always act in a respectful and honorable manner that will reflect positively on the Association, its Members, and the trapping industry in the highest possible manner
15. **Sharing Trapping** – to provide or procure the delivery of lectures on social, educational, political, economic and other subjects as related to the trapping and related trapping activities. In addition, to provide the opportunity for field trips as a means of furthering awareness and understanding of the trapping industry.
16. **Support for Trapping** – to share the combined viewpoint of all Members regarding policies, laws and regulations concerning wildlife management in the Province of Alberta.

17. **Sustainability** – to endeavor, at all times, and in all means necessary, to secure proper recognition and the long-term sustainability of trapping as an integral activity in the Province of Alberta.
18. **Training** – to provide support for Members and others regarding trapping through appropriate training, development and education.
19. **Working With Affiliated Organizations** – to support and guide the various Locals by ensuring:
  - Unincorporated Locals throughout the province are supported and guided by the bylaws, policies and resolutions of the Association.
  - Incorporated Locals are working in concert with the Association and that they are committed to abide by the Associations bylaws and policies.

The Association will make reasonable efforts to enable an amiable and effective relationship with Locals; however if in the event a Local (incorporated or unincorporated) does not abide by the overarching leadership and policies of the Association, the Association may, at an AGM or Special Meeting take appropriate action that may include, suspension or termination.

## **Article - 4 Memberships**

### ***4.01 Classes of Membership***

The Association is comprised of three classes of memberships:

1. **Member:** A Member is a licensed Alberta trapper who meets the qualifications of Membership as prescribed by these bylaws and who has been processed pursuant to policy as established by the Board. A Member possesses all the rights and privileges of membership including eligibility to vote. Member includes a Lifetime Member. A Member may hold office and become a Director of the Association.
2. **Associate Member:** Has all the rights and privileges of membership as established by these bylaws, except the right to vote or become a Director of the Association. An Associate Member may attend the AGM and Special Meetings and take part in discussions.
3. **Corporate Member:** Has the rights and privileges of a Corporate Member as established by Board policy. Has the right to attend the AGM and Special Meetings and may be granted permission to participate in discussions by the Chairperson, but does not have the right to vote or become a Director of the Association. Each Corporate Member shall appoint one representative to speak on behalf of the corporation.

## ***4.02 Members Rights, Obligations and Responsibilities***

1. All Members must be committed to the bylaws, policies and objectives of the Association.
2. Board representatives selected by each Zone through the Zone Locals must ensure that there is a two-way flow of communication with the Locals throughout the Zone in concert with the Association.
3. Any Member in good standing who is eligible to vote is entitled to receive proper notice of, attend and vote at any AGM or Special Meeting.
4. Associate and Corporate Members will be notified of the AGM and Special Meetings. Corporate Members may with the approval of the Chairperson participate in discussions but will have no vote.
5. No Member is, in their individual capacity, liable for any debt or liability of the Association.
6. No Member or Local can commit the Association to any legal, contractual, or operational matter without the express written consent as authorized through resolution of the Association Board.
7. No right or privilege of any Member is transferable to another person. All rights and privileges cease when the Member resigns, Membership is terminated or the Member passes away.
8. A Member may withdraw from the Association by issuing notice in writing to the Board.
9. All Members of the executive of any Local must hold a current membership in the Association.

## ***4.03 Membership Fees***

The Board will establish membership fees for the three classes of Members. Current membership fees will remain in effect until the Board amends the fees. Prior to amending membership fees, the Board will inform Members of the proposed change, a minimum of 60 days before the fee change comes into effect.

## ***4.04 Termination of Membership***

1. A membership is terminated when:
  - a) A Member dies or, in case of corporation, the corporation dissolves;
  - b) A Member fails to maintain qualifications for membership prescribed in these bylaws or Board Policy;
  - c) If a membership is delinquent, it is deemed to be terminated.



- d) A Member may resign by notifying the Board, in which case the resignation will take effect on the date it was submitted to the Board;
  - e) The membership is not renewed;
  - f) The Association ceases to exist.
2. A Member may resign membership at any time; however, the membership fee will not be refunded.
3. The Association is not required to contact the Member for payment of a membership fee.
4. The Board may, by Special Resolution at a Special Meeting for such a purpose terminate any Member for any cause which is deemed sufficient in the interest of the Association. This decision is final.
5. On passage of the Special Resolution, the name of the Member is removed from the registry of Members and at this point, the Member forfeits all rights and privileges of Membership.

#### ***4.05 Suspended Membership***

1. The Board may suspend a Member, Associate Member or Corporate Member for just cause as established by Board Policy. The decision of the Board shall be based on reasonable and verifiable facts. Some reasons for suspension include but are not limited to the following:
  - a. Violating any provision of the bylaws, policies and directives of the Association;
  - b. Carrying out any conduct which may be detrimental to, or reflect negatively on, the Association as determined by the Board at its sole discretion;
  - c. For any reason that the Board in its sole discretion considers reasonable with regard to the purpose and objectives of the Association.
2. A Member shall be notified of suspension in writing signed by the Association President or designated Officer of the Association at the direction of the Board.
3. A suspended Member shall have no rights or privileges of Membership and shall have no right to attend or participate in meetings of the Association.
4. Reinstatement of a suspended Member will follow the protocol and policy established by the Board.

### **Article 5 Meetings of the Association**

The Association has 3 types of meetings:

1. Annual General Meetings

2. Special Meetings of the Members
3. Board Meetings (includes committee meetings)

### ***5.01 Annual General Meetings (AGM)***

The Association will hold an Annual General Meeting after the 31<sup>st</sup> of May of each year. The date, place and time of the Annual General Meeting shall be set by the Board. The Board shall ensure that all Members are given notice of the Annual General Meeting at least 60 days prior to the date of the AGM.

The AGM will deal with the following matters:

- Adopting the Agenda
- Adopting minutes of last AGM
- Presidents Report for information
- Financial Statements – Audit or Financial Report
- Presentation of Directors expenses
- Election of Board of Directors
- Specified Matters or Special Resolutions that were provided in Notice of Meeting
- Ordinary Resolutions to provide guidance and recommendations to the Board

### ***5.02 Quorum and Vote at the AGM***

1. **Quorum:** a quorum at the AGM or Special Meeting is no less than 12 Members entitled to vote at the AGM.
2. **Eligibility:** Only eligible Members may cast a vote at the AGM.
3. **In-Camera:** The Board may determine that due to reasons of confidentiality, only those Members eligible to vote as well as specified persons, are to be in attendance during discussion of a legal, contractual or personal nature.
4. **Initial Quorum to Start:** If it has been formally determined that a quorum is present at the opening of a meeting of the Board or AGM or Special Meeting, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

### ***5.03 Chair of the AGM***

The Board Chair is the President or, in the absence of the President, the Vice President. In the event the President and Vice President are not in attendance, the Members present may select a chairperson.

### ***5.04 Decisions at a Meeting of the Members***

1. Special Resolutions and Bylaw amendment Resolutions made at the AGM or Special Meeting require 2/3 majority vote of the Members present.
2. At any meeting of Members every question except for bylaw amendments and Special Resolutions shall, unless otherwise provided by the bylaw or by the Act, be determined by a majority of the votes cast on the question. In case of a tie vote, either by a show of hands or by secret ballot, the resolution is defeated.
3. After any vote by secret ballot, a motion shall be called to destroy the ballots. In the event a motion is not called, the ballots shall be destroyed after 30 days.
4. All decisions are to be recorded and kept in a safe place within the offices of the Association.

### ***5.05 Calling Special Meetings***

1. The Board may call a Special Meeting of the Members by issuing to all Members a notice and purpose of Special Meeting at least 21 days prior to the Special Meeting.
2. Members may require the Board to call a Special Meeting by providing a petition with the names, signatures and addresses of at least 200 Members that are in good standing and eligible to vote. The petition must provide the reasons and purpose of the need for a Special Meeting of the Membership.
3. Only the matters set out in the notice of Special Meeting are considered at the Special Meeting.
4. A quorum must be present at the start of the Special Meeting in order to conduct the business as proposed in the agenda of the Special Meeting.
5. In the event a quorum is not present, the Special Meeting will be postponed until a new date can be set.
6. In the event the matter to be presented at a Special Meeting is or has been addressed prior to the Special Meeting, the meeting may be cancelled by notifying the Members of such cancellation.

### ***5.06 Election of President and Vice-President***

1. To be eligible to run for President or Vice-President a Member must have served at least one year on the Board as a Director immediately prior to nomination.
2. Candidates must advise the Board of their intention to let their name stand for nomination so that notice of intent from the candidate can be provided to the Members at least 60 days prior to the Annual General Meeting.
3. If more than one candidate issues notice of intent to run for the President or Vice-President position the Members at the AGM will vote for the President and the Vice-President at the Annual General Meeting.

4. Only Members present and in good standing are entitled to vote.
5. In the event that no member provides notice of intent to run for the President or Vice-President positions, the Board may call for nominations from the Members. Nominated candidate names shall be submitted to the Members not less than 30 days prior to the AGM who may vote for a candidate of their choice.

### **5.07 Resolutions**

1. Proposed Resolutions for review at the AGM must be submitted to the Board at least 60 days prior to the AGM. Notice of resolutions will be provided to the Members not less than 30 days prior to AGM.
2. Notice of Proposed Special Resolutions for review at a Special Meeting must be submitted to the Members at least 21 days prior to the Special Meeting.

### **5.08 Board Meetings**

1. An organizational meeting shall be held within 30 days of the Annual General Meeting. At the organizational meeting, the Treasurer and Secretary will be appointed and key strategic matters will be prioritized. As well, resolutions will be passed to appoint, by resolution, bank-signing authorities.
2. Decisions at Board Meetings require a majority vote of the Members of the Board present.
3. In the event of a vacancy of the Treasurer or Secretary positions the Board may, by resolution, appoint a person from the Board of Directors to fill such vacancy.
4. Any Director who misses two consecutive regular meetings of the Board of Directors without an acceptable reason or approval of the Board may be asked to step down from the Board.
5. Any Director who misses 3 consecutive regular meetings of the Board without approval by the Board is automatically disqualified and Board membership is terminated.
6. A Special Meeting of the Board may be called by the President or any two Executive Officers. Any four Directors may also request that the President call a Special Board Meeting.
7. A Special Board Meeting requires at least 48 hours' notice. Notice may be waived by the Board Members if a quorum plus one is present.
8. The executive of the Association may meet as needed to address any matter that requires governance direction if that matter cannot wait until the next regular Board Meeting.
9. Board Meetings will be held regularly, at least 4 times per calendar year (one per quarter).

10. Board Meetings may be held by conference call or by other electronic means.
11. The Board shall establish dates for meetings.
12. The President will preside as Chairperson and in his/her absence the Vice President, of the Board Meetings.
13. Board Meetings will follow “Robert’s Rules of Order”, until the Board establishes a Board Procedure Policy.
14. Committees: The Board may establish any number of committees it deems necessary for the effective running of the Association business. All committees will have terms of reference, meeting procedures, keep minutes and report back to the Board.

## **Article 6 - Provincial Zones**

### ***6.01 Zones and Zone Representation***

The Province of Alberta shall be divided into five geographic zones:

1. Each zone consists of both Trapper Locals and Association Members who are not a Member of a specific Local.
2. For a Local to participate in the Zone under these bylaws the executive of each Local must be Members in good standing with the Association.
3. The makeup of Locals in each Zone will be established by ordinary resolution of the Board from time to time as the need may arise.
4. Locals within each Zone will operate pursuant to the bylaws and policies of the Association.
5. The number and location of the zones will be reviewed by the Board at least once in every five-year period.
6. Members of each zone will select 2 representatives to be appointed to serve as Directors on the Board of the Association. The names of the Zone’s two selected Members will be submitted at the AGM. Appointment of the two Members will be ratified at the AGM and the two Zone representatives will begin their term on the Board immediately following the AGM.
7. In the event that at the AGM a Zone does not provide two representatives, the Chair may call for nominations from the floor to select a Member to represent the Zone. In the event there are no nominations from the floor at the AGM, the Board may appoint a Member to represent a Zone.
8. It is understood that some Locals are incorporated under the Alberta Societies Act, while other Locals are not incorporated. Members of Locals must be Members in the Association. The Board will work with each Local to ensure that each Local is supporting and upholding the mission, values and objectives

of the Association ethically and with integrity. In order to ensure complicity with these bylaws by Locals, the Association may propose to establish Memorandums of Understanding with each Local.

## **Article 7 - Governing Board**

### **7.01 Governing Terms**

1. The Association shall be governed and controlled pursuant to the Societies Act, and must adhere to the bylaws and policies of the Association. In the event of a conflict, the Societies Act will supersede the bylaws and policies of the Association.
2. Pursuant to the Association bylaws, the Association shall be governed by a 12 Member Board of Directors that consists of 2 representatives from each zone to serve as Directors, in addition to a President and Vice President.
3. The Board may delegate any of its powers, authority and duties to a designated committee or person, except the power to create bylaws.
4. A quorum at Board Meetings shall be 50% of the Board Members.
5. All Board Directors must be Members in good standing with the Association.
6. In the first term, one Member of each zone will serve for a period of 2 years and one Member will serve for one year. Thereafter, each zone representative on the Board of Directors will serve for a period of 2 years.
7. In the event of a mid-term vacancy, the Board will ask the Members of that Zone for the name of a person to fill in the vacancy. In the event a person is not selected, the remaining Board Member from the Zone will serve on behalf of both until the AGM, at which time a new Member may be selected by the Zone.
8. The President term is 2 years.
9. The Vice-President term is 1 year.
10. The immediate past President may, at the discretion of the Board, attend and participate in Board of Director Meetings but will not have a right to vote at Board of Director Meetings.
11. The President and Vice President and Members of the Board of Directors in good standing with the Association may serve as many additional terms as is the pleasure of the voting membership of the Association and zones.
12. Board of Directors will have the right to vote at meetings of the membership.

### **7.02 Board Executive Officers**

There shall be four Executive Members who will serve as Officers of the Association Board of Directors, and any two Executive Officers may sign on behalf of the Associa-

tion. Expenditure approval authority levels will be set by Board Policy. The four Executive Members are:

1. **President** – the President will be the spokesperson for the Association, and he/she will chair and preside at all meetings of the Association. The President has signing authority for the Association and will carry out duties of the President pursuant to the bylaws, policies and resolutions of the Board.
2. **Vice-President** – the Vice President will provide support for the role of the President, and he/she will chair and preside at any meeting the President is not able to attend. The Vice-President has signing authority for the Association.
3. **Treasurer** – the Treasurer shall be responsible to ensure that the Association’s processes for receiving and handling of all monies paid to or by the Association are accounted for. The Treasurer has signing authority for the Association. Responsibilities of the treasurer include:
  - a) Ensuring proper and accurate accounting of all funds of the Association.
  - b) Ensures proper banking and cash handling procedures are in place.
  - c) Presenting detailed accounting of receipts and disbursements to the Board at regular Board Meetings.
  - d) Preparing for submission to the Annual General Meeting, a statement of the financial position of the Association and submitting a copy of same to the Association secretary for the records of the Association.
4. **Secretary** – the secretary has signing authority for the Association and shall be responsible for ensuring the safe and accurate keeping of minutes and records of the Association. The following are general duties of the Association Secretary:
  - a) Receive and address Association correspondence
  - b) Keep the minutes of the Association in a safe location
  - c) Records and holds the list of Members in a safe location
  - d) Ensures Corporate Annual Return is filed, and amended or updated by-law is forwarded to Corporate Registry.

### ***7.03 Authority to Commit the Association – Decisions of the Board***

1. All decisions of the Board of Directors must be in accordance with this bylaw and must be made by resolution of the Board, and duly recorded in the minutes of the Association.
2. The Board, by resolution, will have authority to commit the Association’s deeds, titles, transfers, assignments, contracts, legal obligations, and other legal instru-

ments in writing or electronically, on behalf of the Association, and these documents will be signed by two Officers of the Association.

3. The Board will carry out the objectives of the Association and may raise funds, borrow or manage the affairs of the Association in any other form it deems necessary to fulfill its mandate.
4. The Board, by ordinary resolution, will direct the manner in which any person or persons will have authority to commit the Association.

## **Article 8 - Financial Matters**

### ***8.01 Financial Year End***

1. The fiscal /financial year end is March 31 of each year unless otherwise established by the Board in compliance with legal requirements.
2. Note: The fiscal year of the Association is different from the annual membership year, which is the calendar year.

### ***8.02 Banking Arrangements***

Banking, investments, securities, regulated funds, operating funds, reserves and other financial instruments will be maintained by the Association in a banking institution located in the Province of Alberta.

### ***8.03 Investments***

The Board may only invest Association funds in the following:

- a) securities issued or guaranteed by (i) the Crown in right of Canada or an agent of the Crown, or (ii) the Crown in right of a province or territory or an agent of a province or territory;
- b) securities that are issued or guaranteed by a bank, treasury branch, credit union or trust corporation;

### ***8.04 Reserves***

The Board may establish dedicated reserve funds to address future capital requirements and projects, as the need arises.

### ***8.05 Special Accounts***



1. The Board may establish special bank accounts to manage funds on behalf of other related organizations such as zones or Locals.
2. The Board may also establish separate bank accounts to support special initiatives.
3. The Board may establish a separate account for the purposes of legal defense on behalf of the Members. The Board will by policy establish the purpose of and process for use of these funds.

### ***8.06 Annual Financial Review***

1. The Treasurer will ensure that an annual financial review for the preceding year is conducted and presented to the Board and subsequently to the members at the AGM.
2. The Board may establish by Policy specific components of the Associations financial affairs or business practices to be reviewed.
3. If at any time the Board believes that there is merit the Board may establish an audit committee of Members to perform a review of the financial affairs of the Association. Such a review may be supported by an independent accountant.

### ***8.07 Financial Transparency***

1. The Members of the Association have the right at any time to request a copy of the latest annual financial statements of the Association.
2. Directors may be reimbursed for expenses and the Directors expenses will be presented at the AGM.
3. Unless authorized by Special Resolution of the Members, a Director or Officer is not entitled to receive any payment for services, except for proper reimbursement of personal expenses.

### ***8.08 Financial Policies***

1. The Board will, by resolution, establish policies regarding signing authorities for reimbursement of Board Member and employee expenses.
2. The Board may establish policies to borrow or raise funds to meet its objectives and operations.
3. The Board may by policy issue debentures to borrow only by resolution of the Board confirmed by a Special Resolution.
4. The Board may establish by policy directive establishing the manner in which budgeting, financial management and expenditures are to be handled.

## **8.09 Operational Policies**

The Board will establish policies to guide proper management and administration of the Association including administration, human resources, operations, and contracting/consulting services.

## **8.10 Indemnification and Protection Policies:**

The Association will carry Directors Errors and Omission Insurance to indemnify each of the Associations' Directors and Officers and heirs and legal representatives, against all costs, charges and expenses related to a Board Member's activities on behalf of the Association. This includes an amount paid to settle an action or satisfy a judgment, reasonably incurred by that person in respect of any criminal, civil or administrative action or proceedings to which that person is made a party by reason of being or having been a Director or Officer of the Association.

1. The Board will ensure Protection and Indemnify Directors and Officers.
2. The Board will ensure the Executive Director and all staff working for the Association are protected and indemnified as per their employment status.
3. No Director or Officer or Employee is liable for the acts of any other Director, Officer or Employee.
4. No Director or Officer is responsible for any loss or damage due to bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Association.
5. No Director or Officer is liable for any loss due to an oversight or error in judgment, or by an act in his or her role for the Association, unless the act is fraudulent, dishonest or in bad faith.
6. The Association and its Directors and Officers can rely on the accuracy of any statement or report prepared by a certified auditor working on behalf of the Association and will not be held liable for any errors or misinformation provided in said audits.
7. The Association shall not indemnify any Director or Officer or former Director or Officer in respect of a criminal, civil or administrative action or proceeding that is the direct or indirect result of a fraudulent or a willfully wrongful act or default on the part of the Director or Officer.

## **Article 9 Executive Director**

1. The Board may establish the position of Executive Director and designate by policy the roles, responsibilities and accountabilities.
2. The Board may delegate any of its powers and authority to the Executive Director except the power to create policies and bylaws.
3. The Executive Director is an employee of the Board, reports and is responsible to the Board, and acts as an advisor to the Board.
4. The Executive Director acts as the Senior Administrative Officer of the Board with appropriate authority to carry out the functions, duties and responsibilities as delegated. The Executive Director will:
  - a) Attend Board and other meetings, as required;
  - b) Pursuant to Board Policies, hire, supervise, evaluate and release all other paid staff;
  - c) Interpret and apply the Board's policies;
  - d) Keep the Board informed about the affairs of the operation and administration
  - e) Oversee financial activities of the Association;
  - f) Prepare annual business plans and budgets for Board approval;
  - g) Plan and implement programs and services based on the Board's priorities;
  - h) Support Board initiatives; and
  - i) Carry out other related duties assigned by the Board.

## **Article 10 Conflict or Pecuniary Interest**

### ***10.01 Conflict of Interest***

#### **1. Duty to Declare**

Board Members (Directors) in conflict shall declare their conflict and withdraw themselves from any appearance of influence, including excusing themselves from deliberations by the Board on the subject matter. If a Director has a **Conflict of Interest or Pecuniary Interest**, the Director has a responsibility to declare such matter to the Board prior to continuing to sit at the Board discussion. Declaration at a Board Meeting should be made at the commencement of the meeting during the discussion to approve the agenda.

- Any Director or Member of the Association who serves on a Committee established by the Board also has a duty to declare the conflict or pecuniary interest.

- Any Employee of the Association also has a duty to declare the conflict or pecuniary interest.

**2. Withdraw From Decision Making**

Wherein the Director has declared a conflict or pecuniary interest, the Director must leave the boardroom while the Board deliberates on the matter. The Director can have no part of the decision-making.

**3. Director, Member or Employee Responsibility Not to Participate**

When there is a conflict or pecuniary interest, the person must not participate in the matter before the Board or under the responsibility of the Association pending a review by the Board. Continuing to participate without Board approval constitutes a violation of these bylaws and is subject to appropriate discipline, including suspension or termination. In addition, if in the opinion of the Board a conflict or pecuniary interest is considered illegal for the purposes of the Criminal Code of Canada, the Board will report said actions to the Police.

Where, in the view of the Board and determined by a majority vote of the Board, a Director, Member or Employee may be involved in a conflict or pecuniary interest, then the Board may suspend the rights of the Member to act as a Director, Member of a Board Committee or Employee of the Association.

## **Article 11 Amending This Bylaw**

### ***11.01 Notice of Bylaw Amendment***

Each year, 30 days prior to the AGM, the Board may submit to the Members proposed bylaw amendments for approval.

1. The proposed bylaw may be amended only by Special Resolution of the Members present at the AGM. To pass, a Special Resolution requires a 2/3 majority vote of the Members present at the AGM who are eligible to vote.
2. Any Member wishing to submit a bylaw amendment must give the proposed amendment to the Board of Directors for review at least 90 days prior to the Annual General Meeting.

**Resolution:**

**TAKE NOTICE** that by Resolution passed at the AGM by the Members of the Alberta Trappers' Association the current bylaw is replaced by this new bylaw.

**“Be It Resolved that the existing Bylaw dated June 11, 2004 is rescinded in entirety and this new Bylaw be adopted in its stead.**

**DATED at \_\_\_\_\_, in the Province of Alberta, this \_\_\_\_\_ day of \_\_\_\_\_, 2017. “**

**Signatories:**

<b>Signature:</b>	<b>Name:</b>
<b>President</b>	
<b>Signature:</b>	<b>Name:</b>
<b>Vice President</b>	
<b>Signature:</b>	<b>Name:</b>
<b>Director</b>	
<b>Signature:</b>	<b>Name:</b>
<b>Director</b>	
<b>Signature:</b>	<b>Name:</b>
<b>Director</b>	