

# EMERGENCY MEDICAL SERVICES ASSOCIATION OF ALBERTA BYLAWS

## INTERPRETATIONS

In these bylaws, unless the context otherwise requires:

**“Association”** Means Emergency Medical Services Association of Alberta

**“Board Members”** mean the members of the association

**"Directors"** mean the board members of the association;

**“Edmonton Metro Emergency Medical Services”** means the membership of the Edmonton Metro Emergency Medical Services as defined by the legacy City of Edmonton EMS

## MEMBERSHIP

- I. The membership of the association shall solely consist of its board members.
- II. There are only six positions within this association, inclusive of the board members.
- III. Elections will be held prior to April 1 of every calendar year as term(s) and vacancies allow.
- IV. All term limits are a three year maximum, with members allowed to serve consecutive terms.
- V. A board member cannot serve more than two consecutive terms at a time as President
- VI. Any person wanting to join the association as a board member must be a member in good standing of the Edmonton Metro Emergency Medical Services.
- VII. They must express their interest to fill any upcoming vacancies in writing to the President and Vice-President of the association no later than March 1 of each year.
- VIII. They may become a member by a majority vote passed by a majority of the board members at any regular meeting of the association, and upon payment of the fee (if any). Such voting shall be by ballot, unless the meeting by resolution otherwise decides.
- IX. Any member wishing to withdraw from membership may do so upon a notice in writing to the Board through its Secretary.
- X. Any member upon a majority vote of all members of the association in good standing may be expelled from membership for any cause which the association may deem reasonable.

## **MEMBERSHIP FEES**

- I. Membership fee, if any, in the association shall be determined, from time to time, by the board members at a general meeting.
- II. If any member is in arrears for fees or assessments for any year, such member shall be automatically suspended at the expiration of six months from the end of such year and shall thereafter be entitled to no membership privileges or powers in the association until reinstated.
- III. There is currently no membership fee.

## **BOARD OF DIRECTORS**

- I. Board of Directors, Executive Committee or Board, shall mean the Board of Directors of the association.
- II. The Board shall, subject to the bylaws or directions given it by majority vote at any meeting properly called and constituted, have full control and management of the affairs of the association.

## **MEETINGS OF THE BOARD**

- I. Meetings of the Board shall be held as often as may be required and shall be called by the President at a time and place designated by them.
- II. Meetings of the Board shall be called by 10 days notice in writing; mailed or emailed to each member or by three days notice by fax, mail, email or telephone.
- III. Any four members shall constitute a quorum, and meetings shall be held without notice if a quorum of the Board is present, provided however, that any business transactions at such meeting shall be ratified at the next regularly called meeting of the Board; otherwise they shall be null and void.
- IV. A special meeting may be called on the instructions of any two board members provided they request the President in writing to call such meetings, and state the business to be brought 14 days prior to the meeting.
- V. A person appointed or elected a director becomes a director if they were present at the meeting when being appointed or elected, and did not refuse the appointment. They may also become a director if they were not present at the meeting but consented in writing to act as director before the appointment or election, or within ten days after the appointment or election, or if they acted as a director pursuant to the appointment or election.
- VI. Any director or officer, upon a majority vote of all members in good standing, may be removed from office for any cause which the association may deem reasonable.
- VII. Any question concerning parliamentary procedure at meetings shall be determined by the chair by reference to Robert's Rules of Order.

## **BOARD ROLES/RESPONSIBILITIES**

### **PRESIDENT**

The President shall have the following duties:

- I. The President shall preside at all meetings of the membership.
- II. The President shall be ex-officio a member of all Committees.
- III. He/she shall, when present, preside at all meetings of the association and of the Board.
- IV. In his/her absence, the Vice-President shall preside at any such meetings.
- V. In the absence of both, a chairperson may be elected at the meeting to preside.
- VI. He/She shall have general superintendence and direction of all other officers of this corporation and see that their duties are properly performed.
- VII. He/She shall submit a report of the operations of the program for the fiscal year to the Advisory Board and members at their annual meetings, and from time to time, shall report to the Board all matters that may affect this program.
- VIII. In the event of a crisis/emergency that is supported by reaching over 50% of the Board Members available (via email, text or phone), the President may act on the best intentions of the association until an emergency board meeting can be called within 72 business hours of the event in question.

### **VICE PRESIDENT**

The Vice-President shall have the following duties:

- I. Shall be vested with all the powers and shall perform all the duties of the President during the absence of the latter.
- II. He/She shall have the duty of chairing their perspective committee and such other duties as may, from time to time, be determined by the Board.

### **SECRETARY**

The Secretary shall have the following duties:

- I. It shall be the duty of the secretary to attend all meetings of the association and of the Board, and to keep accurate minutes of the same.
- II. He/she shall have charge of the Seal of the association which whenever used shall be authenticated by the signature of the Secretary and the President, or, in the case of the death or inability of either to act, by the Vice-President.

- III. In case of the absence of the Secretary, his/her duties shall be discharged by such officer as may be appointed by the Board.
- IV. The Secretary shall have charge of all the correspondence of the association and be under the direction of the President and the Board.
- V. The Secretary shall keep a record of all the members of the association and their addresses, send all notices of the various meetings as required, and collect and receive the annual dues or assessments levied by the association.
- VI. Such monies shall be promptly turned over to the Treasurer for deposit in a Bank, Trust Company, Credit Union or Treasury Branch as required.

#### **TREASURER**

The Treasurer shall have the following duties:

- I. The Treasurer shall receive all monies paid to the association and be responsible for the deposit of same in whatever Bank, Trust Company, Credit Union or Treasury Branch the Board may order.
- II. He/she shall properly account for the funds of the association and keep such books as may be directed.
- III. He/she shall present a fully detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the Annual Meeting a statement duly audited of the financial position of the association and submit a copy of same to the Secretary for the records of the association.
- IV. The Office of the Secretary and Treasurer may be filled by one person if any annual meeting for the election of officers shall so decide.
- V. The treasurer shall look to keep all costs of keeping the records and banking fees to an absolute minimum.

#### **FINANCES**

- I. The Board should at all times make its best effort to make sure the funds of the association do not exceed \$10,000.
- II. The board may exceed this amount, if a clearly laid out plan is presented and approved for the additional funding at a board meeting, or in a time of crisis/emergency as defined as the presidents (or delegates) powers.
- III. The President, Vice-President and Treasurer will have sole signing authority to the association's finances. Should none of these be able to perform their duties due to an emergency; the secretary shall be able to act on behalf of the association in these matters – all able board members must agree to this.

## **AUDITING**

- I. 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 members of the association elected for that purpose at the Annual Meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the Annual Meeting of the association. The fiscal year end of the association in each year shall be March 15.
- II. The books and records of the association may be inspected by any member of the association (or member of Edmonton Metro EMS Membership) at the Annual Meeting or at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same. Each member of the Board shall at all times have access to such books and records.
- III. Prior to May 1 of every year, the audited financial statements shall be sent to all Board Members for transparency purposes.

## **ANNUAL GENERAL MEETING**

- I. This association shall hold an annual meeting on or before May 1st of each year, of which notice in writing to the last known address of each member shall be delivered in the mail or via email 30 days prior to the date of the meeting. At this meeting there shall be elected a President, Vice-President, Secretary, Treasurer, (or Secretary/Treasurer), and three directors – terms limited to three years.
- II. The officers and directors so elected shall form a Board, and shall serve until their successors are elected and installed.
- III. Any vacancy occurring during the terms shall be filled at the next meeting, provided it is so stated in the notice calling such meeting.
- IV. General meetings of the association may be called at any time by the Secretary upon the instructions of the President or Board by notice in writing to the last known address of each member, delivered in the mail eight days prior to the date of such meeting.
- V. A special meeting shall be called by the President or Secretary upon receipt of a petition signed by one-third of the members in good standing, setting forth the reasons for calling such meeting, which shall be by letter to the last known address of each member, delivered in the mail eight days prior to the meeting.
- VI. 51% of the members in good standing shall constitute a quorum at any meeting.

## **VOTING**

- I. Any member who has not withdrawn from membership nor has been suspended nor expelled shall have the right to vote at any meeting of the association. Such votes can be conducted via email or in person. When voting via email, there must be a minimum 7 days voting period (results can be released early if they have all been received), also when voting via email a phone

call must be placed to all members taking part in the vote to confirm that they have received the email.

- II. If an emergency situation ever arises that needs to be addressed immediately, the President (or appointed member acting in their place), can make phone calls to secure the results of the vote; these must be followed up by emails to the individual members to make sure their votes were properly recorded.

#### **REMUNERATION**

- I. No officer, director, or member of the association shall receive any remuneration for his/her services; they can be reimbursed for expenses, which are approved by the board – but not for their time.

#### **BORROWING POWERS**

- I. The board is not authorized to borrow any money or invest any of the funds in anyway.

#### **BYLAWS**

- I. The Bylaws may be rescinded, altered or added to by a “Special Resolution” at any board meeting or AGM, with 10 days notice and 75% of board support.

#### **COLLAPSE OF ASSOCIATION:**

- I. In the event that the association ever needs to cease operation, this can be accomplished by an 80% vote of the associations Board Members.
- II. The President is responsible to make sure all accounts are closed and that any left over funding/monies is to be donated to a Local EMS related charity within 30 days of this vote.
- III. The President at the time of collapse of the association is responsible for making sure all records are kept for 7 years from the date the last account is closed.

#### **INITIAL BOARD MEMBERS:**

- I. Upon creation of this association, the six initial board members shall be appointed by the following members of the Edmonton Metro Membership:
  - i. Cameron Heenan (R0406660)
  - ii. Michael Hennig (R0502109)
  - iii. Cyril Kaderabek (R0501864)
  - iv. Micheal Lockerby (R0501264)
- II. These positions shall be no longer than 1 year in length.
- III. Anyone appointed to these initial positions can serve consecutive terms, as elected.
- IV. These members may serve as initial board members.

- V. This section "INITIAL BOARD MEMBERS" shall be automatically removed from the bylaws after 365 full days of this association being registered under the "Societies Act of Alberta".

We, the undersigned, are all of the initial directors or incorporators of this association, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the 7 preceding pages, as the Bylaws of this corporation.

ADOPTED AND APPROVED by the Board of Directors on this 25th day of July, 2016.

\_\_\_\_\_  
President –Emergency Medical Services Association of Alberta

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Vice-President – Emergency Medical Services Association of Alberta

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Treasurer –Emergency Medical Services Association of Alberta

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Secretary –Emergency Medical Services Association of Alberta

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Board Member –Emergency Medical Services Association of Alberta

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Board Member –Emergency Medical Services Association of Alberta

Witnessed by: \_\_\_\_\_

Signature: \_\_\_\_\_

Address: \_\_\_\_\_

Phone: \_\_\_\_\_