

LICA

Lakeland Industry and Community Association

Lakeland Industry and Community Association BYLAWS

Article 1. Name of Society

- 1.1 The name of the society is Lakeland Industry and Community Association (LICA)

Article 2. Definitions and Interpretations

- 2.1 In these Bylaws, the following definitions shall apply:
- 2.1.1 “Act” means the Societies Act, R.S.A. 2000;
 - 2.1.2 “Executive Director” means the Chief Executive Officer employed by the Association;
 - 2.1.3 “Association”, "Lakeland Industry and Community Association", and "LICA" have the same meaning;
 - 2.1.4 “Board” means the Board of Directors of the Association;
 - 2.1.5 “Bylaws” means the Bylaws of the Association;
 - 2.1.6 “Consensus decision making” means that all decisions must be acceptable to every Director present and eligible to participate in a meeting before they are recorded in the minutes;
 - 2.1.7 “Director” means any person elected or appointed to the Board;
 - 2.1.8 “Industry” includes operations such as forestry, natural resource development, and agriculture;
 - 2.1.9 “Officer” means the Chair, Vice-Chair, or Secretary-Treasurer;
 - 2.1.10 “Member” means participants in "Lakeland Industry and Community Association"
 - 2.1.11 “Stakeholder” means a sector and/or organization with interest in the activities of LICA
 - 2.1.12 “Voice” means the right of individuals holding designated seats (either by appointment or election) on the Board or a LICA committee, or of members in good standing at a general or special meeting, to participate in decision making.
- 2.2 Interpretation: The following rules are to be applied in interpreting these Bylaws:
- 2.2.1 Words indicating the singular also indicate the plural and vice versa;
 - 2.2.2 Words indicating the masculine gender also indicate the feminine gender and vice versa;
 - 2.2.3 Headings are for convenience only and do not affect the interpretation of these Bylaws; and

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2.2.4 These Bylaws are to be interpreted broadly and generously.

Article 3. Membership

- 3.1** The area served by the Association is in Alberta as defined by Appendix A.
- 3.2** Individuals, Industry, and Organizations that currently own, rent, or lease property or have carried out business within LICA's boundaries for six months or more, and are in agreement with LICA's Vision, Mission, and Values are eligible to apply for general membership. Once applied for, membership is deemed to continue until the member submits a written resignation to the LICA office or has been expelled or suspended.
- 3.3** Members shall pay a non-refundable annual membership fee based on the LICA membership formula as determined by the Board. Industry members shall pay the agreed portion of costs associated with LICA's operations, monitoring, projects, and studies according to a funding formula annually agreed upon among LICA's industry members.
- 3.4** The membership of any member who is in arrears for fees or assessments for the year shall be automatically suspended at the end of six months after the fees or assessments are due. Membership privileges and powers shall be reinstated upon payment of arrears and any current assessment.
- 3.5** Persons who are individual members or part of an industry or organizational member in good standing are eligible to stand for Board Directorship and for appointment to LICA's working committees, and are entitled to participate in the Annual General Meetings and any general or special meetings of the Association.
- 3.6** Any member may resign from the Association by delivering a notice in writing of intention to do so to the offices of the Association.
- 3.7** Any member may be required to resign or expelled from the Association by a vote of three-quarters of the members present at an Annual General Meeting or at a special meeting called for the purpose.

Article 4. Board of Directors

- 4.1** A Board of 19 Directors shall govern the property, business, and functioning of the Association. Quorum shall consist of 50% plus 1 of filled seats.
- 4.2** Board Directors shall be elected or appointed in the following categories:
 - 4.2.1** Community representatives – 7, of which 5 are elected at the Annual General Meeting (AGM) for a two-year term; 3 in odd-numbered years and 2 in even-numbered years, and 2 appointed representatives, 1 First Nations and 1 Métis.

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- 4.2.2 Industry representatives - 3, appointed by industry members at or near the AGM for a one-year term.
- 4.2.3 Government representatives - 8, appointed by their respective government or department for a two-year term at or near the AGM; 1 from Alberta Energy Regulator (AER), 2 from Alberta Environment and Parks (AEP), 1 from Alberta Health Services (AHS) and 4 from municipal government.
- 4.2.4 For all appointed sectors, those sectors shall be responsible for determining those representatives and providing proper documentation to LICA.
- 4.2.5 The Officers shall be elected from among the Board of Directors within 14 days of each Annual General Meeting.
- 4.3 Any elected Director's vacancy occurring during the year shall be filled by means of a special meeting as deemed necessary by the Board. Replacement of appointed seats is the responsibility of the appointing body.
- 4.4 Any Director may resign from the Board by delivery of a written notice to do so to the Chair of the Association. A resigning Director shall remain in office until the dissolution or adjournment of the meeting at which his/her resignation is accepted.
- 4.5 Any Director of the Board may be required to resign or expelled by a vote of three-quarters of the Board of Directors.
- 4.6 The absences of any Director who misses three consecutive meetings of the Board shall be subject to a review by the Board, according to LICA policy.
- 4.7 An organizational meeting of the Board of Directors must be called within 14 days after the Annual General Meeting to elect the Chair, Vice-Chair, and Secretary-Treasurer.

Article 5. Liability

- 5.1 Each Director or Officer holds office within the protection of the Societies Act of Alberta. Thus, Directors and Officers of LICA are protected from personal liability for Board decisions, unless they have violated the law of the land or knowingly colluded with another who has.

Article 6. Powers of the Board

- 6.1 The Board shall govern the affairs of the Association, may legally enter into contracts on behalf of the Association, and may hire an Executive Director.
- 6.2 The Board may designate working committees, including determining the committees' degree of authority, quorum requirements, and control over activities and budgets. The degree of authority determines what the committees are empowered to decide and what must come to the Board for approval.

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- 6.3** The Board of Directors may appoint agents and engage services as it deems necessary. Such persons shall have authority and perform duties as prescribed by the Board at the time of appointment.

Article 7. Remuneration

- 7.1** Association members, Directors and Officers may receive remuneration for LICA activities as determined by the Board.
- 7.2** Association members, Directors, and staff are entitled to reimbursement for reasonable, approved expenses as per LICA policy.

Article 8. Board Chair

- 8.1** The Chair shall preside at all meetings of the Board. In his/her absence, the Vice-Chair, or Secretary-Treasurer shall preside.
- 8.2** The Chair is an *ex-officio* member of all committees, and may participate as a regular member of any committee.

Article 9. Officers

- 9.1** The Secretary-Treasurer shall be responsible for overseeing the financial affairs of the Association.
- 9.2** The Officers shall oversee the Executive Director's management of the Association.

Article 10. Meetings

- 10.1** The Association shall hold an Annual General Meeting in each calendar year at a date and location selected by the Board. Written notice of the Annual General Meeting shall be given via fax, regular mail, electronic mail, and/or by newspaper advertisement to the membership at least 28 days prior to the meeting date. At the Annual General Meeting, 10% of the current membership on record shall constitute a quorum.
- 10.2** Regular Board meetings shall be as scheduled by the Board, at least once per year in addition to the Annual General Meeting. Written notice of regular meetings shall be sent (by mail, email, or fax) to all Directors at least 5 working days in advance. Quorum for regular Board Meetings shall be 50% plus one of filled Director seats.

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- 10.3** The Board, upon at least 8 days' written, emailed, faxed, or verbal notice to all Directors, may call special Board meetings. Quorum for special Board meetings shall be 50% plus one of filled Director seats.
- 10.4** Special General Meetings may be called by the Board or upon the written request of at least 25 members. Such a request shall contain the reason for the meeting and notice of intended motions. At least 21 days' written notice of such a meeting shall be sent by local newspaper, mail, fax, or email to all members. Quorum for a Special General Meeting is 25 members in good standing plus 10 Board Directors.
- 10.5** All minutes of regular Board meetings, Annual General Meetings, Special General Meetings, and committee meetings shall be recorded, filed, and distributed by the Association's Executive Director, or, in the Executive Director's absence, by a person designated by the Executive Director to do so. Financial and other records shall be prepared by the Executive Director or designated staff. An official file of signed, corrected, adopted minutes; financial records; and all other necessary records shall be kept at the Association office.

Article 11. Decision Making

- 11.1** LICA's Board and committees shall use a consensus model of decision making according to LICA policy.
- 11.2** All decisions shall be made by all eligible Directors present at a Board or committee meeting. Proxy voting shall not be allowed.
- 11.3** Decisions at general and special meetings shall be made by simple majority vote, except as stipulated in Articles 3.7, 4.5, and 17.1.
- 11.4** Any member in good standing who has not withdrawn nor been suspended or expelled from membership is entitled to participate in any general or special meeting of the Society.
- 11.5** Decisions may be made in person, or by facsimile, telephone, or email under circumstances where a decision is required and the Board or committee is unable to meet.
- 11.6** In emergency or when the Board cannot be reached in time, the Officers (Chair, Vice-Chair, and Secretary-Treasurer) are empowered to make consensus-based decisions on behalf of the Board. Such decisions must be recorded at the next regular meeting of the Board.

Article 12. Finance and Audit

- 12.1** Unless otherwise ordered by the Board, the fiscal year end of the Association shall be 31 March.

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- 12.2** The books, accounts, and records of the Association shall be audited by a duly qualified accountant at least once each year. The auditor shall submit a complete and proper statement of the standing of the books for the previous year for presentation at the Annual General Meeting.
- 12.3** A financial report shall be provided for every Board meeting.
- 12.4** Any member of the Association may inspect the books and records of the Association at any time, upon giving reasonable notice to the Chair or Secretary-Treasurer, at the Association office premises.
- 12.5** The Board shall not approve a deficit budget or approve expenditures unless the funds are available
- 12.6** The Board may acquire, accept, solicit, or receive funding for the purpose of furthering the objectives of the Association within Board policy.

Article 13. Borrowing Money

- 13.1** The Association shall not borrow funds for any purpose, with two exceptions:
- One credit card account with a limit of \$10,000, which is used for administrative purposes. The designated administrator(s) shall have charge of the account. The account administrator(s) along with authorized users, as appointed by the Board, shall have signing authority. The account statement shall be reviewed, approved and paid in full each month by the Chair, Vice-Chair and/or Secretary-Treasurer.
 - Such contracts as are necessary for the normal conduct of Association business. These may include such things as photocopier or other equipment leases, employment or service contracts, or a rental lease for the LICA office, and shall require prior approval of the Board.

Article 14. Committees

- 14.1** For the purpose of record keeping and remuneration, designated Community members of LICA committees shall be appointed by consensus by the Board. Stakeholder representatives shall be appointed by their respective sectors/organizations. Additional non-appointed volunteer members may also participate in LICA committees.
- 14.2** The Board may choose to pay a stipend and cover expenses for members as deemed appropriate. Additionally, the Board and/or committees may designate individual members to attend conferences, outside meetings, etc., who shall be eligible to receive reimbursement of approved expenses and/or a stipend.
- 14.3** At least one member of each committee shall be a currently-serving Board Director, to ensure connection with LICA's Vision, Mission, Values, and Goals, and to ensure that these are considered in the committee's consensus decision-making process.

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Article 15. Seal of the Society

- 15.1** The Board may adopt a seal as the Seal of the Association
- 15.2** The Seal of the Association shall be kept at the registered office of the Association, unless the Board decides otherwise.
- 15.3** Association Officers only may use the Seal, as authorized by the Board.

Article 16. Publication

- 16.1** The Association shall publish minutes of Board and Committee meetings and may publish proceedings, newsletters, or other publications as consistent with its Vision, Mission, Values, policy, and finances.

Article 17. Bylaws

- 17.1** These Bylaws may be rescinded, altered, or added to by a special resolution of the members, at a general meeting, with a 75% majority vote required, as set out in the *Societies Act*.

Reviewed: February, 2006; March, 2007; March 1, 2012; April 5, 2012, November 28, 2016, February 7, 2017, February 27, 2017

Approved: April 20, 2017

Signature:	Address:
Printed Name: Title:	City: Province: Postal Code

Signature:	Address:
Printed Name: Title:	City: Province: Postal Code

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Signature:	Address:			
Printed Name:	Title:	City:	Province:	Postal Code

Witness

Signature:	Address:			
Printed Name:	Title:	City:	Province:	Postal Code

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BYLAWS
APPENDIX A

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