

RURAL MUNICIPALITIES OF ALBERTA

(The "Association")

OBJECTS

From the *Rural Municipalities of Alberta Act* the Objects of the Association are as follows:

1. To promote the interests of Rural Municipalities throughout the Province;
2. To bring about the economical and efficient administration of the affairs of Rural Municipalities and of all duties and the execution of all works undertaken by or imposed upon Rural Municipalities;
3. To cooperate for the promotion, guidance and improvement of legislation, both Dominion and Provincial, upon municipal questions;
4. To cooperate for the purpose of protecting Rural Municipalities, from impairment in status, capacity or powers;
5. To do all acts and things which appear to the Association conducive to the good and welfare of Rural Municipalities;
6. To buy, sell, deal in, and otherwise act as mercantile agents, in respect of any goods, chattels, commodities and services, which are or may be required by any municipal district, county or any other body of authority exercising the functions of local government in connection with the carrying out of any of the functions, powers, duties, capacities or works which a municipal district, county, or any other body aforesaid is by law authorized to carry out;
7. To acquire and dispose of land to the extent required for the purposes of the Association;
8. To do and perform all acts and things incidental to and necessary for the purpose of affecting any of the aforesaid objects.

RURAL MUNICIPALITIES OF ALBERTA

BYLAWS

(Made pursuant to the Business Corporations Act, RSA 2000, Chapter B-9, and the Rural Municipalities of Alberta Act, SA 1923, Chapter 67)

A. DEFINITIONS

1. The following terms shall have the associated meanings set forth below:
 - (a) "Act" means the *Rural Municipalities of Alberta Act*, as amended from time to time;
 - (b) "Business Services" shall mean the delivery of business services and goods to Members through entities including, but not limited to, RMA Insurance and Canoe Procurement Group of Canada;
 - (c) The "Association" shall mean the Rural Municipalities of Alberta;
 - (d) "Board of Directors" or "Directors" shall mean the board of directors of the Association;
 - (e) "Convention" shall mean the annual general meeting of the Association, which is held in the fall in each year and may include any additional meetings called from time to time by the Association;
 - (f) "Convention Chair" shall mean the individual selected by the Board to act as chair of a particular Convention;
 - (g) "District" shall mean a grouping of two or more Rural Municipalities;
 - (h) "Electronic means", in respect of attending or holding a meeting, means a method of electronic or telephonic communication that enables all persons attending the meeting to hear and communicate with each other instantaneously, including, without limitation, teleconferencing and computer network-based or internet-based communication platforms. "Electronic Means" in respect to providing notices to be given in writing shall include email, member bulletins, or other electronic means of transmitting written material that the members are advised in advance that this method will be used to transmit notices;
 - (i) "Executive Director" shall mean the chief staff officer hired by the Board to oversee the management and operations of the Association and who shall act as the Chief Executive Officer of the Association;
 - (j) "Member" shall mean a Full Member and an Associate Member further defined under Membership;
 - (k) "Province" shall mean the Province of Alberta;

- (l) "Rural Municipality" shall mean a municipal district created pursuant to the *Municipal Government Act*, R.S.A. 2000, c. M-26, county, or special area defined pursuant to the *Special Areas Act*, R.S.A. 2000, c. S-16;
- (m) "Specialized Municipality" shall mean any municipality defined as "specialized" by the discretion of the Minister of Municipal Affairs pursuant to s. 83(a-c) of the *Municipal Government Act*, R.S.A. 2000, c. M-26; and
- (n) "Voting Delegates" shall mean within each municipality that is a Full Member, the number of elected officials within the municipality.

B. MEMBERSHIP

2. There shall be the following categories of membership within the Association: Full Membership and Associate Membership, with the specific characteristics set forth below:

- (a) Full Members of the Association shall consist of councils of Rural Municipalities, who have paid the applicable membership fee for the year. Full Members have access to all of the Association's services, including advocacy and Business Services. Ownership of the assets of the Association shall be vested exclusively with the Full Members and, upon dissolution of the Association, or at such other times as the Board may determine, distribution of assets will be made amongst the Full Members. Full Members shall be voting Members, and shall, at each Convention, have that number of votes equal to the number of Voting Delegates of the Member in attendance.
- (b) Associate Members shall consist of government entities, non-profit organizations and charities as defined within the *Income Tax Act*, RSC 1985, c 1 (5th Supp.) as amended and/or subsidiary entities owned by those organizations including, but not limited to, municipalities that are not Full Members; service, housing, or utility authorities, agencies, or commissions; school boards and educational institutions; public sector agencies and institutions; associations; and not for profit organizations and community groups, who have paid any applicable membership fee for the year. The rights and privileges of Associate Members shall be limited access to the Association's Business Services. Associate Members are non-voting members and are not entitled to participate in a distribution of the assets of the Association.
- (c) Notwithstanding sections 2(a) and 2(b) above, the Board of Directors may, in its sole discretion allow automatic Full Membership to a newly formed Specialized Municipality if the Board of Directors is satisfied that the newly formed Specialized Municipality includes a significant rural area. Recognizing that a significant rural area may differ across the province, the Board of Directors will consider the following factors when making this decision:
 - Area of rural land in Specialized Municipality
 - Rural population in Specialized Municipality
 - Proportion of rural to urban land mass and population in Specialized Municipality
 - Reason for formation of Specialized Municipality

- Other factors as identified by Board of Directors

If the Board of Directors is not satisfied that a newly formed Specialized Municipality includes a significant rural area, they must provide the Specialized Municipality with an opportunity to apply for Full Membership by making a case as to why they would reflect the Rural Municipalities of Alberta's rural membership base. After this application process, the Board of Directors will have the discretion to allow or not allow membership.

The Board of Directors must decide whether to allow automatic membership to a newly formed Specialized Municipality within thirty days of the Ministerial Order establishing the Specialized Municipality.

- (d) Notwithstanding sections 2(a), 2(b) and 2(c) above the Board of Directors may, in its sole discretion, allow Full Membership to a newly formed municipality as a result of amalgamation, if that newly formed municipality includes all or part of one or more former Rural Municipalities of Alberta members, and is sufficiently rural to warrant Full Membership in the Rural Municipalities of Alberta.
3. Any Full Member wishing to withdraw its membership may do so upon one year's prior written notice to the Board.

C. MEMBERSHIP FEE

4. Annual fees for all Members shall be as set by the Board.
5. In each year, the respective membership fee shall be paid to the Association and shall be due and payable by each Full Member on or before September 1st. The membership fees paid are non-refundable. Associate Member fees shall be due and payable within thirty (30) days of issue of the invoice.

D. CONVENTION (MEETINGS OF THE MEMBERS)

6. The annual Convention of the Association shall be held at a location and upon dates to be selected by the Board.
7. Conventions of the Association may be called at any time by the Executive Director upon the instructions of the Board by notice in writing, at least twenty-one (21) days prior to the date of such Convention. Notice in writing may be provided by electronic means. The accidental omission to give notice of a Convention, or the non-receipt of a notice by, any of the Full Members entitled to receive notice does not invalidate proceedings at the Convention. The Full Members of the Association may petition a Convention by submitting a petition signed by at least fifty percent (50%) plus one (1) of the Full Members in good standing, to the President of the Association, setting forth the reasons for calling such Convention. The Convention Chair shall then call the Convention to order at the hour, time and place for which it is advertised. Included in each notice of the Convention shall be an agenda for the conduct of the Convention.
8. Quorum for any Convention shall be constituted by Voting Delegate representation of fifty percent (50%) plus one (1) of full members. No business other than the adjournment or

termination of a Convention shall be conducted at a Convention at a time while quorum is not present. This includes, but is not limited to, elections for President and Vice President, the acceptance of financial reports or other reports and presentations that require full member voting as identified by the Board. All Voting Delegates shall, on request by the individual designated by the Board to verify credentials, be required to furnish their credentials proving their election to office within their respective District.

9. If within thirty (30) minutes from the time appointed for a Convention a quorum is not present, the Convention, if convened on the requisition of Full Members shall be terminated; but in any other case, it shall stand adjourned to the day, time and place determined by the Convention Chair, and if, at the adjourned meeting, a quorum is not present within thirty (30) minutes from the time appointed for the Convention, the Members then present shall constitute a quorum.
10. The Board or its designate(s) shall present to the Convention: (i) a financial statement, properly audited, covering the transactions of the previous year; (ii) a full report of its year's work; and (iii) a summary of those items of business and/or advocacy as directed by the Full Members.

E. ELECTION OF DIRECTORS AND OFFICERS

11. As necessary, at the Convention, there shall be elected a President or Vice President, and/or five (5) Directors, one (1) representing each of the Districts identified below. The officers and Directors so elected shall form the Board, and shall serve until their successors are elected and installed.

Districts

- (a) District No. 1
 - (b) District No. 2
 - (c) District No. 3
 - (d) District No. 4
 - (e) District No. 5
12. The Board shall, subject to the bylaws or directions given it by majority vote at any Convention meeting properly called and constituted, have full control and management of the affairs of the Association with authority to develop policies on governance and operations to exercise its control. Meetings of the Board shall be held as often as may be required, but at least three (3) times per year, and shall be called by the President. Meetings of the Board shall be called by written notice provided to each Director and such written notice of meetings may be done by electronic means. Attendance by the majority of the Board shall constitute a quorum. Meetings may be held in person and/or by electronic means.
 13. Persons shall be eligible to become Directors of the Association if they meet the following eligibility requirements: the individual (i) is a duly elected official of a Full Member in good standing with the Association; (ii) has not been found by a court of competent jurisdiction

to be a mentally incompetent person, or of unsound mind; (iii) does not have the status of a bankrupt; and (iv) is not currently an elected official in any federal or provincial election. In the event that a Director ceases to hold office in their own Rural Municipality as the result of a municipal election, they shall be deemed to cease being a Director of the Association effective at the conclusion of the next following Convention. All resignations of Directors shall be addressed to the Association.

14. Any Director upon a majority vote of Full Members in good standing, may be removed from office for any cause which the Association may deem reasonable.
15. The Full Members shall elect, by nomination and a clear majority, a President for a term of two (2) years that alternates with the two (2) year term of the Vice President. This term shall commence at the conclusion of the Convention at which they are elected, and shall, unless sooner vacated, terminate at the conclusion of the fall Convention two (2) years hence. The President position will have a term limit of six (6) years or three (3) two-year terms.
16. The Full Members shall elect, by nomination and a clear majority, a Vice President for a term of two (2) years that alternates with the current two (2) year term of President. This term shall commence at the conclusion of the Convention at which they are elected, and shall, unless sooner vacated, terminate at the conclusion of the Convention two (2) years hence.
17. The District Directors are elected for a term of two (2) years. Each District shall meet as required to elect its representative Director and report the same to the Association.
18. The Directors and officers of the Association shall receive the remuneration determined by the Board.

F. VACANCIES

19. In the event that a current President or Vice President that is mid-term (i.e., one (1) year into a two (2) year term) submits a nomination package for the position of President or Vice President for a scheduled election at a Convention, a call for nominations for the potential vacancy of President or Vice President will be issued after the scheduled President or Vice President nomination deadline. The current President or Vice President is not required to resign their seat mid-term to pursue another position, therefore the mid-term election of President or Vice President will only take place at such Convention should the current President or Vice President be successful in being elected President or Vice President.
20. If during any year outside of the annual election process described in Section 19, there is a vacancy on the Board is that of President, the Vice President shall assume the role of interim President until such time as an election for President can be held at the next following Convention. If a vacancy on the Board is that of Vice President, outside of the election process described in Section 19, the vacancy shall remain open until the next following Convention.
21. In the event that both the President and Vice President are unable to serve in their elected capacities for the Association at the same time, an Interim President will be elected from within current District Directors until an election following the processes outlined in the

Association bylaws can be held. In this scenario, those elected to fulfill the role of President and Vice President will serve for the term remaining left as a result of the vacancies.

22. If during any year there is a vacancy occurring on the Board at any time among the District Directors, the Board shall give notice to the affected District, which shall constitute a meeting for the purpose of electing the successor District Director. The results of such election shall be reported to the Association, and the successor District Director shall hold office until the time at which the previous Director's term of office would have expired.
23. The President shall be ex-officio a member of all Board committees. They shall, when present, preside at all meetings of the Board. In their absence, the Vice President shall preside at any such meetings. In the absence of both, a chairperson may be elected at the meeting to preside.

G. FINANCIAL YEAR

24. Unless otherwise established by the Board from time to time, the financial year of the Association shall be from the first (1st) day of January to the thirty-first (31st) day of December in the same calendar year.

H. AUDITING

25. The books and records of the Association shall be audited at least once each year by a duly qualified accountant. A complete and proper statement of the standing of the books for the previous year shall be submitted to the Members at the Convention.
26. The books and records of the Association may be inspected by any Full Member of the Association at anytime upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same. Each Director shall at all times have access to such books and records.

I. BORROWING POWERS

27. For the purpose of carrying out its Objects, the Association may borrow or raise or secure the payment of money in such manner as it thinks fit, or issue debentures for the purpose of carrying out its objects.

J. AMENDMENT OF BYLAWS

27. These bylaws may be amended or repealed by three-fifths (3/5) of the votes of the Full Members called for that purpose provided that notice of such amendments have been circulated to the Full Members at least twenty-one (21) days prior to a Convention where such vote will be held.