



ALBERTA PUBLIC HOUSING ADMINISTRATORS' ASSOCIATION BY-LAWS

1. TITLE

The title of this Association shall be 'Alberta Public Housing Administrators' Association' (APHAA).

2. DEFINITIONS

In these by-laws, unless the context otherwise requires:

'Agency' means:

- a management body as established under the Alberta Housing Act, or
- other non-profit affordable housing providers which is legally established to operate in Alberta, *or*
- other non-profit housing-related organizations as approved by the Executive Committee

'Association' means the Alberta Public Housing Administrators' Association.

'CAO' means the individual who answers directly to the Agency's Board of Directors and who is responsible for the overall operation of the Agency.

'Regular Member' means

- a CAO as defined above, or
- A senior administrator of an Agency who is not the CAO, but who bears significant organizational responsibility as *determined by the CAO of that Agency.*

'Honorary Member' means an individual who has made an outstanding contribution to the publicly funded housing industry, as recommended by the Executive and approved by a majority of the Membership at an Annual General Meeting.

'Executive Officer' means a member of the Executive.

3. MEMBERSHIP

3.1 Any of the following may be admitted as Members of the Association:

- 3.1.1 Chief Administrative Officer (CAO) of an Agency;
- 3.1.2 A Senior Administrator of an Agency, who is not the CAO but who bears significant organizational responsibility, as determined by the CAO of that Agency.
- 3.1.3 Honorary Members as recommended by the Executive and approved by the Members.



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- 3.2 The membership year shall be the same as the fiscal year of the Association.
- 3.3 New Members must apply for membership using the forms provided by the Association. Upon approval of the membership application the applicable membership fee must be submitted. Continued membership will be automatic subject to payment of annual membership fees and submission of a member renewal form. A New Member is a Member who has not been a Member in the preceding twelve (12) consecutive months.
- 3.4 Membership fees shall be set for the membership year at the preceding Annual General Meeting and shall be payable not later than the last day of September for that membership year. Any Member in arrears as of October 1st shall cease to be a Member in good standing and shall lose all rights and privileges until the annual fees are paid.
- 3.5 Honorary Members are exempt from payment of membership fees.
- 3.6 Membership fees must be paid in full as required under 3.4 above for a Member to exercise any membership rights or receive any membership privileges.
- 3.7 For New Regular Members applying after March 1 of each membership year, the membership fee shall be reduced by fifty percent (50%).
- 3.8 All Regular Members in good standing are:
- (a) entitled to receive information and services provided by the Association;
 - (b) eligible to attend the Annual General Meeting, general and any special meetings called by the Association;
 - (c) recognized to speak at the Annual General Meeting and other Business meetings of the Association; and
 - (d) entitled to exercise other rights and privileges given to Members in these by-laws
- 3.9 Regular Members shall be entitled to hold an Executive position subject to the provisions of the by-laws except for members from agencies of related non-profit agencies that are not housing providers. These members are not entitled to hold Executive positions.
- 3.10 Honorary Members shall not be entitled to vote at meetings of the Association.
- 3.11 Honorary Members may not hold Executive positions in the Association.
- 3.12 An Honorary Member may apply for Regular Membership in the Association as per the Association by-laws.
- 3.13 All Members must abide by the Association's Code of Ethics.
- 3.14 The Membership Committee of the Association shall review the application of any person related to non-profit agencies that are not housing providers to determine eligibility for membership. Membership decisions may be appealed to the Executive within thirty days of receiving the written decision. If unresolved at the Executive level,



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the matter may be put to a vote of the Membership at the next Annual General Meeting or Special Meeting following receipt of the written decision of the Executive. The decision by vote of the Membership shall be final.

3.15 Members may resign by written notice to the Secretary-Treasurer of the Association.

3.16 Members may be expelled from the Association for violation of the Code of Ethics. All charges will be forwarded in writing to the Executive Committee and copied to the Member 30 days prior to the Executive Meeting. The Executive will meet, determine, and act on expulsions. The Member will have the opportunity to attend and speak at this meeting. The Executive will provide the Member in writing their decision within 30 days. The Member may appeal the decision to the Executive in writing within 30 days of receipt of the Executive's decision. The matter will be put to a vote of the Membership at the next Annual General Meeting or special meeting following receipt of the written appeal. The decision by vote of the Membership shall be final.

4. EXECUTIVE

4.1 The Executive shall consist of the following Officers:

- a President,
- a Vice-President,
- a Secretary-Treasurer,
- the Immediate Past President,
- up to five (5) Members at Large.

4.2 Executive Officers must be Regular Members and have held active membership in the Association for a minimum of two (2) consecutive years prior to taking office.

4.3 The President, Vice-President, and Secretary-Treasurer shall be elected by ballot vote for a two (2) year term at the Annual General Meeting of the Association and shall hold office until their successors are elected and installed.

4.4 At each Annual General Meeting, a call to the floor shall be made to the Membership for names of Regular Members who wish to stand for one of the positions of Member at Large. Up to five (5) Members at Large shall be appointed by the Executive.

4.5 The President, Vice-President, and Secretary-Treasurer may be elected to the same office for no more than two (2) consecutive terms. The Executive shall appoint each Member at Large for a two (2) year term with the maximum length of service being two (2) consecutive terms. The maximum length of service on the Executive shall not exceed eight (8) consecutive years, not including any length of service as Immediate Past-President.

4.7 If the President's office becomes vacant, the Vice-President shall immediately assume the President's office for the remainder of the term.



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- 4.8 Any vacancy on the Executive other than that of the President shall be filled by appointment made by the Executive until the next Annual General Meeting.
- 4.9 A person appointed or elected to an Executive position becomes an Executive Officer if they were present at the meeting when being appointed or elected, and did not refuse the appointment. They may also become an Executive Officer if they were not present at the meeting but consented in writing to act as an Executive Officer before the appointment or election, or within ten days after the appointment or election.
- 4.10 The Executive shall, subject to the by-laws 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.
- 4.11 The Executive governs the affairs of the Association and is fundamentally accountable to the Members for the results achieved and resources expended. The Executive may appoint an Executive Director and/or administrative support to carry out management/administrative functions under the direction and supervision of the Executive. If an Executive Director is appointed, they shall have general supervision of the day-to-day business of the Association, and shall report to the Executive.
- 4.12 The President shall:
- 4.12.1 Preside at all meetings of the Executive and of the Association;
 - 4.12.2 Act as the Association representative to other organizations as deemed to be of value by the Executive and/or the Membership. Other Executive Officers may be designated in these capacities, if it is deemed necessary and appropriate by the Executive;
 - 4.12.3 Fulfill any other duty assigned by the Executive;
- 4.13 The Vice-President shall:
- 4.13.1 Attend all meetings of the Executive and of the Association;
 - 4.13.2 Assume the duties of President in the President's absence;
 - 4.13.3 Fulfill any other duty assigned by the Executive;
- 4.14 The Secretary-Treasurer shall:
- 4.14.1 Attend all meetings of the Executive and the Association and keep accurate minutes of the same;
 - 4.14.2 Have charge of the Seal of the Association which, whenever used, shall be authenticated by the signature of the signing officers of the Association as defined in these by-laws,



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- 4.14.3 Ensure that a record of all Association Membership including contact information is kept, and notice of meetings is provided as required;
- 4.14.4 Ensure that all records of the Association are kept safe and secure;
- 4.14.5 Have charge of all correspondence of the Association;
- 4.14.6 Ensure all monies paid to the Association are deposited in the financial institution the Executive may order;
- 4.14.7 Ensure that the funds of the Association are properly accounted for and such books are kept as directed. An annual proposed budget will be presented to the membership at the Annual General Meeting. A full detailed account of receipts and disbursements shall be presented to the Executive whenever requested. A duly reviewed statement of the financial position of the Association shall be prepared and submitted to the Annual General Meeting and once approved, a copy filed in the financial records of the Association, and as required through legislation;
- 4.14.8 Fulfill any other duty assigned by the Executive.

4.15 The Immediate Past President shall:

- 4.15.1 Attend all meetings of the Executive and of the Association;
- 4.15.2 Secure Members willing to stand for each position open on the Executive;
- 4.15.3 Assist with the orientation of newly elected officers;
- 4.15.4 Fulfil any other duty assigned by the Executive.

4.16 The Members at Large shall:

- 4.16.1 Attend all meetings of the Executive and of the Association;
- 4.16.2 Fulfil any other duty assigned by the Executive.

- 4.17 Any member of the Executive, upon a majority vote of all members in good standing, may be removed from office for any cause which the society may deem reasonable.

5. MEETINGS

- 5.1 The Association shall hold an Annual General Meeting on or before May 31 in each year. At least 45 days notice shall be given to all members.



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- 5.2 General meetings of the Association may be called at any time by the Secretary-Treasurer upon the instructions of the President or Executive by notice delivered at least 30 days prior to the date of such meeting. The Association shall hold at least one general meeting in addition to the Annual General Meeting each year.
- 5.3 Special meetings may be called by the Executive or upon a written request signed by at least 25% of the Members. At least two weeks' notice must be given to all Members.
- 5.4 Notice of Annual General, general or special meetings shall be in writing, by mail or electronic transmittal, to all Members at their last known address.
- 5.5 The quorum for any meeting of the general membership shall be 20% of the Regular Membership, but no less than 25 members.
- 5.6 Meetings of the Executive shall be held as often as may be required, but at least twice annually, and shall be called by the President. A special Executive meeting may be called on the instructions of any two Executive Officers provided they request the President in writing to call such meeting, and state the business to be brought before the meeting. Meetings of the Executive shall be called by 10 days notice in writing by mail or electronic transmittal to each Executive Officer or by three days notice by fax, electronic transmittal, or telephone. A majority of Executive Officers present or attending via teleconference or virtually shall constitute a quorum, and Executive meetings shall be held without notice if a quorum of the Executive is present or attending via teleconference or virtually, provided however, that any business transactions at such meeting shall be ratified at the next regularly called Executive meeting; otherwise they shall be null and void. The Executive may invite others to attend and participate in any Executive meeting as deemed necessary.

6. COMMITTEES

- 6.1 The Standing Committees of the Association shall consist of one (1) member of the Executive and at least three (3) Members appointed by the Executive. The Committee Chair shall be appointed by the Executive and may be any member of the Committee. Standing Committees of the Association shall be:

Membership Committee
Education Committee
Communications/Public Relations Committee

- 6.2 The Executive may appoint special or ad hoc committees as may be deemed necessary or advisable and shall prescribe the duties and specify the limits of such committees. The Executive shall appoint the members of such committees and the chair of the committee.
- 6.4 The Committees of the Association shall report to the Executive on a regular basis and to the Membership at General and Annual General Meetings.



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7. VOTING

7.1 Regular Members who have not withdrawn from membership nor have been suspended nor expelled shall have the right to vote at Annual General, general or special meetings of the Association except for members from agencies of related non-profit agencies that are not housing providers. These members are not entitled to vote. Motions shall be passed by the majority vote of those Members duly notified, entitled to vote, and present by a show of hands, assent or dissent.

Notwithstanding Clause 4.3, unless a request for a ballot vote is presented by a member, voting shall be by a show of hands, assent or dissent.

7.2 Only Executive Officers may vote at Executive meetings. All votes shall be by a show of hands, assent or dissent; or by telephone conference, yea or nay.

8. FINANCE

8.1 The financial year shall be from the 1st of September each calendar year to the 31st of August of the following calendar year.

8.2 A proposed budget shall be presented from the Executive for approval at the Annual General Meeting.

8.3 All funds of the Association shall be placed in the name of the Association in a bank or other financial institution approved by the Executive. Signing authority shall be any two of the President, Vice-President, or Secretary/Treasurer, and up to two (2) Executive Officers appointed by the Executive. The signature of two (2) Executive Officers shall be required on all cheques or other funds withdrawal instruments.

8.4 Unless authorized at any meeting and after notice for same shall have been given, no Officer or Member of the Association shall receive any remuneration for services to the Association. The Executive shall have the authority to pay any Association member for travel and other expenses incurred on Association business.

8.5 The Executive shall appoint, on an annual basis, a qualified person, or two regular members who are not members of the Executive, to review the financial records for the preceding fiscal year. The reviewed annual financial report shall be presented by the Secretary-Treasurer at the Annual General Meeting.

8.6 Any Association member shall be entitled to examine the books and records of the Association during normal business hours, providing written notice is given to the Secretary-Treasurer 48 hours in advance of their intent. Each Executive Officer shall at all times have access to such books and records. The Association shall not have the power to borrow money for any purpose.



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9. BY-LAW CHANGE

Notice of proposed changes to the by-laws must be presented to the Membership at least 60 days prior to the Annual General Meeting. By-law changes must be by "Special Resolution" approved by 75% of those duly notified, entitled to vote and present at the Annual General Meeting and will become effective at the conclusion of the Annual General Meeting.

10. REPEAL OF ALL PREVIOUS BY-LAWS

All previous by-laws of the Association are hereby repealed and replaced by these by-laws.

11. DIRECTORS

The Association does not have directors.