Peace River Area Monitoring Program Committee Bylaws

8March2017

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1. Article 1.0 Name of the Society

1.1. The name of the Society is the Peace River Area Monitoring Program Committee, abbreviated as the PRAMP Committee. It is a not-for-profit society constituted pursuant to the Societies Act of Alberta.

2. Article 2.0 Location

2.1. The PRAMP Committee includes the following areas: Three Creeks, Reno, Seal and Walrus. The area included in the PRAMP Committee is referred to as the Peace River Area.

Three Creeks area includes sections 19-36 of Townships (TWP) 83 for Range R 17-19, all sections within TWP 84 for R 17-19, and TWP 85 for R 17-19.

Reno area includes all sections within townships (TWP) 79 for range (R) 18-21, TWP 80 for R 18-21.

Walrus area includes all sections within townships (TWP) 82 for range (R) 17-18, sections 1-18 of TWP 83 for R 17-18.

Seal Lake area includes all sections of Townships (TWP) 81 for Range R 12-16, all sections within TWP 82 for R 12-16, TWP 83 for R 13-16 and TWP 84 for R 14-15.

3. Article 3.0 Definitions and Interpretations

3.1. Definitions

In these bylaws, unless the context otherwise requires:

a. "Act" means the Societies Act R.S.A. 1980, Chapter S-18 as amended or any statute substituted for it.

b. "Board of Directors" or "Board" means the Board of Directors elected or appointed from time to time by the Members of the Committee, as described in Article 6.0.

c. "Committee" means the PRAMP Committee.

d. “Competitively Sensitive Information” means any information capable of coordinating or otherwise affecting market behaviour, including without limitation information relating to: strategic plans, production levels and capabilities, expansion or reduction plans, potential bids or tenders, output, supply, costs, customers, suppliers, markets, pricing and existing or new products.

e. "Consensus" means unanimous consent in a quorum. One or more directors voting against a motion will be required to prevent a consensus decision. An abstention by a director shall not prevent a consensus decision.

f. "Executive Committee" or "Executive" means the Officers of the Committee, as described in Article 8.0.

g. “Goal” means the goal of the Committee.

h. "Member" means any individual person accepted as a member, or any organization accepted as a member in accordance with Article 4.0.

i. "Quorum" means attendance of fifty percent plus one (50% + 1) of the Members entitled to be present at a meeting provided that at least one (1) representative is present from each Member Group, as described in paragraph 4.2, 4.3, and 4.4.

4. Article 4.0 Membership

4.1. MEMBERSHIP APPLICATION. All applicants for membership will complete a membership application. Applications for memberships shall be reviewed by the Board and must receive a fifty percent plus one (50% + 1) majority vote from the Board to be accepted as a Member. Any non-acceptance for membership will be in compliance with applicable laws, including competition laws.

4.2. INDUSTRY MEMBERS. Any entity with developments that may produce air emissions that can affect human health in the Peace River Area may become a Member upon acceptance by the Board pursuant to paragraph 4.1. Service companies who provide services for these entities with developments that may produce air emissions that can affect human health in the Peace River area may also become a Member upon acceptance by the Board pursuant to paragraph 4.1.

4.3. GOVERNMENT MEMBERS. Provincial Government, government department or government agency, or municipal districts, First Nations or Métis interests having an economic stake, interest in or responsibility for human health or ambient air emissions, or representing an interest likely to be affected or responsible for odour initiatives in the Peace River Area may become a Member upon acceptance by the Board pursuant to paragraph 4.1.

4.4. COMMUNITY MEMBERS. Any person residing in Alberta, and being of the full age of 18 years, with an interest in odour and emissions or non-governmental organization who has as its primary objective the relationship between human health and ambient air emissions, likely to be affected by odour initiatives in the Peace River Area may become a Member upon acceptance by the Board pursuant to paragraph 4.1. Community Members must also own, occupy, rent or lease property or carry out activities within the PRAMP Committee’s boundaries.

4.5. MEMBER GROUP. Upon acceptance of a Member by the Board, the Board shall designate which Member Group (Industry, Government, or Community) the Member shall be included in, if applicable.

4.6. EXPECTATIONS OF MEMBERS. Members are responsible for behaving in accordance with these bylaws and with the policies of the Committee. Members or their respective representatives have the right to attend and participate in meetings of the Committee, and to run in elections for the positions of Officers or Directors.

4.7. REPRESENTATIVES. Each Member shall appoint one (1) individual person to act as its representative at all meetings of the Members. Each Member shall notify the Secretary of the Committee in writing of the name, address, telephone number, email address and occupation of the representative. Each Member should appoint one (1) individual person to act as its alternative representative at any meeting the representative cannot attend. Each Member shall notify the Secretary of the Committee in writing of the name, address, telephone number, email address and occupation of the alternate representative. Representatives and their alternative representatives constitute one and the same vote for their respective organizations.

4.8. A membership may be applied for at any time, but all memberships expire on December 31.

4.9. Any Member wishing to withdraw from membership may do so upon a notice in writing to the Board through its Secretary.

4.10. Any Member may be expelled from membership by a two thirds (2/3) vote of the Board of Directors, for any reason deemed, by the Board, to be injurious to the Goal or for failing to contribute to the Goal at a Board meeting that has been preceded by four (4) weeks' notice of intent to expel the Member. If the motion does not pass, the procedure will not be renewed in respect of said Member during the balance of the membership year. Expulsion will not be the first line of recourse to address issues of concern.

5. Article 5.0 Organization

5.1. The Board of Directors may, from time to time, contract an Executive Director or other contractor, who shall be an ex-officio member of the Board of Directors without voting or consensus decision making privileges. The Board of Directors may delegate to the Executive Director or another contractor the full authority (subject to any restrictions contained in the Act or imposed from time to time by the Board) to manage and direct the business and affairs of the Committee. Any contractors shall at all reasonable times give to the Board of Directors all information the Board may require regarding the affairs of the Committee.

6. Article 6.0 Board of Directors

6.1. BOARD OF DIRECTORS. The Board of Directors shall be constituted of no less than six (6) and no more than twenty (20) Members or their respective representatives in good standing in accordance with paragraph 4.6. Each of the Industry, Government, and Community Member groups should have representation on the Board, and each should constitute no more than one-half of the Board.

6.2. The Board shall, subject to the bylaws or directions given in at any meeting properly called and constituted, have full control and management of the affairs of the Committee.

6.3. MEETINGS OF THE BOARD. The Board shall meet as often as may be required, but at least once every three (3) months. Meetings of the Board shall be called by ten (10) days notice in email to each Director or by three (3) days notice by telephone. A special meeting may be called on the instructions of any two (2) Directors provided they request to the Co-Chairs in writing to call such meeting, and state the business to be brought before the meeting. 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.

6.4. 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.

6.5. The term for Directors shall be two (2) years. Members may sit as Directors for consecutive terms, with no limit.

6.6. Any Director may be removed from the Board, upon a majority vote of not less than two thirds (2/3) of the Directors, from office for any cause which the Board may deem reasonable.

6.7. Any vacancy on the Board of Directors occurring during the year may be filled at the next meeting, provided it is so stated in the notice calling such meeting and all Members are made aware of the vacancy ten (10) days prior to the meeting. Any Member in good standing shall be eligible to become a Director.

7. Article 7.0 Meetings of Members

7.1. ANNUAL GENERAL MEETING. The Committee shall hold an annual meeting of the Members on or before September 30 of each year, of which notice in writing to the last known address or email address of each Member shall be delivered twenty-eight (28) days prior to the date of the meeting.

7.2. At the Annual General Meeting, Directors shall be elected as necessary, and there shall be no fewer than six (6) and no more than twenty (20) Directors. Every effort will be made to ensure a fair and balanced representation from each sector. Each of the Industry, Government, and Community Member groups should have representation on the Board, and each should constitute no more than one-half of the Board.

7.3. The Directors so elected shall form the Board of Directors. At the first meeting of the Board following the election of the Directors, there shall be elected, the Executive Officer positions made up of the three (3) Co-Chairs, Secretary, Treasurer (or Secretary-Treasurer) in accordance with Article 8.0.

7.4. SPECIAL MEETINGS. A special meeting of the Members shall be called by a Co-Chair or Secretary upon receipt of a petition signed by one-third (1/3) of the Members in good standing, setting forth the reasons for calling such meeting, which shall be by letter to the last known address or email of each Member, delivered in the mail and/or electronically eight (8) days prior to the meeting.

7.5. GENERAL MEETINGS. General meetings of the Committee may be called at any time by the Secretary upon the instructions of a Co-Chair or Board by notice in writing or via email to the last known address of each Member, delivered in the mail and or electronically eight (8) days prior to the date of such meeting.

7.6. QUORUM. The quorum for the transaction of business at any meeting of the Members shall consist of fifty percent plus one (50% + 1) of the Members provided that at least one (1) representative is present from each Member Group.

7.7. Any Member who has not withdrawn from membership nor has been suspended nor expelled shall have the right to participate in decision-making at any meeting of the Members of the Committee as described in paragraphs 4.2, 4.3 and 4.4. Such contributions must be made in person and not by proxy or otherwise.

7.8. Decisions at Members meetings will be made by majority vote of not less than fifty percent plus one (50% + 1) provided that at least one (1) representative is present from each Member Group in accordance with paragraph 4.2, 4.3 and 4.4.

8. Article 8.0 Officers

8.1. The Officers of the Society will consist of at least two (2) and up to three (3) Co-Chairs, Secretary and Treasurer and such other officers as the Board of Directors may determine. Each Officer shall also be a Director. Officers will be elected at a Board meeting.

8.2. The Executive Committee, which consists of the Officers of the Society, will oversee the execution or implementation of decisions made by the Board, including initiating and overseeing arrangements with contractors to implement the decisions of the Board.

8.3. The term for Officers shall be two (2) years. Members may sit in Office for consecutive terms to a limit of four (4) years in the same position. No more than half of the Officers should be replaced each year, and terms may be amended at the discretion of the Board.

8.4. Any Officer may be removed from office, at a Board meeting upon majority vote of not less than two thirds (2/3) Directors, for any cause that the Board may deem reasonable.

8.5. Any vacancy occurring during the year may be filled at the next meeting, provided it is so stated in the notice calling such meeting. Any Director in good standing shall be eligible to become an Officer in the Society. In the case of a vacancy occurring during the year, appointment or election to office may coincide with appointment or election to the Board.

8.6. CO-CHAIRS. There will be at least two (2) and up to three (3) Co-Chairs, with each Co-Chair representing a different Member group, one of which shall be from the Community Sector. The Co-Chairs will be Committee Members or their respective representatives. The Co-Chairs may take on duties as delegated by the Board. In the absence of all Co-chairs, an alternate chairperson may be elected to preside at a meeting.

8.7. SECRETARY. It shall be the duty of the secretary to attend all meetings of the Board, Special, and General meetings, and to keep or cause to be kept accurate minutes of the same. The Secretary shall have charge of all the correspondence of the Society and be under the direction of the Co-Chairs and the Board. The Secretary shall also keep records of all the Members of the Society and their addresses and send all notices of the various meetings and membership invoices, as required. In case of the absence of the Secretary, his/her duties shall be discharged by such Director as may be appointed by the Board.

8.8. TREASURER. The Treasurer shall receive all monies paid to the Society and be responsible for the deposit of same in whatever Bank, Trust Company, Credit Union or Treasury Branch the Board may order. He/she shall properly account for the funds of the Society and keep such books as may be directed. He/she shall present a full 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 Society and submit a copy of same to the Secretary for the records of the Society. The Office of the Secretary and Treasurer may be filled by one (1) person if any annual meeting for the election of officers shall so decide.

8.9. POWERS AND DUTIES OF OTHER OFFICERS. The powers and duties of all other officers shall be such as the terms of their engagement call for or as the Board may specify and delegate.

9. Article 9.0 Board Decision Making

9.1. QUORUM. The quorum for the transaction of business at any meeting of the Board shall consist of fifty percent plus one (50% + 1) of the Directors provided that at least one (1) representative is present from each Member Group in accordance with paragraph 4.2, 4.3 and 4.4.

9.2. Decisions of the Board in respect to matters of policy, including without limitation those matters contemplated by the Goal will be made by way of Consensus.

9.3. Decisions of the Board in respect to all other matters, including administrative matters, will be made by majority vote of not less than fifty percent plus one (50% + 1) provided that at least one (1) representative is present from each Member Group in accordance with paragraph 4.2, 4.3 and 4.4.

9.4. In the event that the Board is unable to reach a Consensus decision, the Executive Committee will agree on a path forward to make a decision.

10. Article 10.0 Finances and Audit

10.1. The financial records of the Committee shall be audited at least once each year by a duly qualified accountant or by two (2) members of the Executive. 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 Committee. The fiscal year of the Committee in each year shall be March 31.

10.2. The books and records of the Committee may be inspected by any Member of the Committee at the Annual General Meeting or at any time 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.

10.3. The Board may pay such bills and invoices as may be presented to it from time to time to meet any ongoing financial commitments of the Committee between general meetings without the prior approval of the Members.

10.4. All contracts, cheques, and all other documents pertaining to the affairs of the Committee as approved by the Board of Directors in the annual budget will be signed by any one (1) of the Co-Chairs, Treasurer or Secretary or Contractor as delegated in Paragraph 5.1, provided prior authorization has been received by one (1) other of the Co-Chairs, Treasurer or Secretary.

10.5. The Committee will continue to meet its Goal based on the annual budget approved by the Board of Directors and funding provided by grantees, Members or other sources.

11. Article 11.0 Borrowing Powers

11.0. For the purpose of carrying out its objectives, the Committee may borrow or raise or secure the payment of money in ways consistent with its Goal, bylaws, and policies, including the issue of debentures. This power shall be exercised only under the authority of the Committee by way of a special resolution.

12. Article 12.0 Remuneration and Reimbursement

12.1. No Director, Officer, or Member shall receive any remuneration for services rendered to the Society.

12.2. Directors, Officers, and Members may be entitled to be reimbursed for reasonable expenses incurred in the performance of Society duties, as per Committee policies.

13. Article 13.0 Indemnity and Limitation of Liability of Members

13.1. INDEMNITY. The members and former members of the Board of Directors, officers and former officers and members and former members of all committees of the Committee and each of them, and each of their respective heirs, executors, administrators, successors and assigns, shall from time to time and at all times be indemnified and saved harmless out of the assets and profits of the Committee from and against all costs, charges, losses, damages and expenses which they, or any of them, or any of their heirs, executors, administrators, successors and assigns, shall or may incur or sustain by or by reason of the performance of their duty or purported duty in their respective offices, except such (if any) as they shall incur or sustain by or through their own wilful misconduct or negligence, respectively. This indemnification is in addition to, but not exclusive of, any other rights of indemnification to which the members and former members of the Board of Directors, officers and former officers, and members and former members of all committees of the Committee may be entitled to at law or in equity.

13.2. LIMITATION OF LIABILITY. No director, officer or member of a committee of the Committee shall be liable for the acts, receipts, neglects or defaults of any other director or officer or member of a committee or employee of the Committee, or for joining in any receipt or other act of conformity, or for any loss, damage or expense happening to the Committee through the insufficiency or deficiency of title to any property acquired by order of the Board of Directors for or on behalf of the Committee, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Committee shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of the Committee shall be deposited, or for any loss occasioned by any error of judgement or oversight on their part, or for any other loss, damage or misfortune whatsoever which shall happen in the execution of the duties of their offices or in relation thereto, unless the same shall happen through their own wilful misconduct or negligence.

14. Article 14.0 Seal of the Society

14.1. SEAL. The Board may adopt a seal as the Seal of the Society. The Seal of the Society (if there is one) shall be kept at location determined by the Board.

14.2. USE OF THE SEAL. Society Officers may only use the Seal, as authorized by the Board.

15. Article 15.0 Dissolution

15.1. In the event of dissolution of PRAMP, subject to the Act, the property of the Committee shall be converted into cash and added to the funds of the Committee and the amount thereof distributed firstly in payment of all outstanding debts and liabilities of the Committee.

16. Article 16.0 Competition

16.1. Each Member acknowledges the need for all Committee meetings, discussions and activities to be conducted in full compliance with all applicable competition laws, including without limitation employing appropriate safeguards to prevent the inappropriate sharing or disclosure of Competitively Sensitive Information.

17. Article 17.0 Bylaws

17.1. The Bylaws may be rescinded, altered or added to by a “Special Resolution” at any meeting of the Members of the Society.

17.2. The amended bylaws take effect after approval of the special resolution and acceptance by the Corporate Registry of Alberta.

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