

# ARPA RESOLUTION (2026)



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| <b>Moved by:</b> | <u>On original</u><br><i>Signature</i> | <u>Ryan Poole</u><br><i>Print Name</i> | <u>77060568</u><br><i>Membership #</i> |
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| <b>Seconded by:</b> | <u>On original</u><br><i>Signature</i> | <u>Nicole Fraser</u><br><i>Print Name</i> | <u>77060701</u><br><i>Membership #</i> |
|---------------------|----------------------------------------|-------------------------------------------|----------------------------------------|

**Note:** *Movers and Seconders must be individual, corporate or municipal members of ARPA.*

**Whereas:** ARPA is marking its 75th year of advancing the value and benefits of recreation and parks across Alberta and is looking toward the next 75 years with a renewed commitment to relevance, sustainability, collaboration, and member impact;

**Whereas:** the ARPA Board of Directors has undertaken a comprehensive review of its governance structure, bylaws, and organizational practices to ensure they continue to reflect the evolving needs of its members and the recreation and parks sector in Alberta; and

**Whereas:** the proposed bylaws establish a more contemporary governance framework, including clearer roles and responsibilities, strengthened committee and member engagement opportunities, and a Board structure focused on strategic leadership and organizational sustainability.

**Be it resolved that:** as a Special Resolution for the Association the existing Bylaws of the Association be repealed and the Bylaws attached hereto are substituted therefor.

**Background:** Please find attached a background package containing a rationale outlining the recommended changes to the Bylaws

# **Alberta Recreation and Parks Association**

## *Bylaws*



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## Revision:

September 18, 2026

## ARTICLE 1: Definitions and Gender

### 1.0 Definitions:

In this Bylaw:

- (1) Board of Directors means the board of directors of the Association.
- (2) Bylaw means corporate bylaw and “bylaws” means all the bylaws of the Association.

- (3) Association means the Alberta Recreation and Parks Association, hereinafter referred to ARPA.
- (4) Director means a director of the Association described in Article 6.
- (5) Officer means a Director appointed by the Board to serve as President, Vice-President or Treasurer.
- (6) Meeting means an Annual General Meeting or Special General Meeting of the members of the Association.
- (7) Slate means the group of candidates recommended by the Nominations Committee and approved by the Board of Directors for election by the Members to fill the Director positions available for election at an Annual General Meeting or Special General Meeting

## 1.1 Gender

In the Bylaws gender neutral phraseology shall be employed.

## ARTICLE 2: Name, Head Office and Seal

### 2.0 Name

The name of this voluntary provincial not-for-profit association shall be the Alberta Recreation and Parks Association, hereinafter referred to as the ARPA or the Association.

### 2.1 Head Office

The head office of the Association shall be in the Province of Alberta in such municipality as may be determined from time to time by the Board of Directors.

### 2.2 Seal

The Association may have a seal of such design as its Board of Directors may adopt.

## ARTICLE 3: Registration and Powers

### 3.0 Registered Not-For-Profit Organization

The Association is duly registered under the "Societies Act" as a provincial, not-for-profit organization whose business shall be carried out without financial gain for its members and any profit or benefits shall be used for promoting its objects and goals.

### 3.1 Powers

ARPA shall have all the powers necessary or convenient to carry out its objects subject only to limitation provided by its certification of incorporation, and by these bylaws. Such powers should include without limitation: control of its affairs; the designation of the time of holding and the manner of conducting its meetings; the qualification, admission, classification and voting power of members; determination of the time and manner of selection, qualifications, terms of office, officials designations, powers and duties of its officers, trustees and members of networks and committees; defining what constitutes a vacancy in any office or network or committee and the manner of filling the same; the number of members necessary for a quorum and for the regulation of all other matters within its objects and power; and the adoption of such bylaws and rules, not inconsistent with law, its certification of incorporation and bylaws, with the right from time to time to amend or repeal same, as it shall deem proper.

## ARTICLE 4: Membership

### 4.0 Membership – General

Individuals, communities, organizations, business entities having an interest in recreation, parks, conservation, leisure research, therapeutic recreation, fitness, sport, aquatics, the arts, culture or related activities and supporting the objects of

the Association may, upon acceptance of an application by the Board of Directors and payment of the required annual fees, may become a member of the Association.

## 4.1 Member Privileges

Individual Members in good standing may vote at Meetings (AGM and Special), run for office and will be granted privileges at the discretion of the Board of Directors. Group, municipal, educational and business member types consist of one or more individual members that each hold voting privileges.

## 4.2 Membership Term

Memberships shall be annual but may be set from time to time by the Board of Directors.

## 4.3 Types of Membership

A membership shall consist of the following categories:

- **Individual Memberships**
  - Full Individual (1 member)
  - Friend of ARPA (1 member)
- **Group Memberships**
  - Full Group (unlimited individual members)
  - Associate (1 individual member)
- **Municipal Memberships**
  - under 3,000 population (unlimited individual members)
  - 3,001 – 5,000 population (unlimited individual members)
  - 5,001 – 10,000 population (unlimited individual members)
  - 10,001 – 50,000 population (unlimited individual members)
  - 50,001 – 250,000 population (unlimited individual members)
  - 250,001+ population (unlimited individual members)
- **Educational Memberships**
  - Educational Institution (unlimited individual members)
  - Student (1 member)
- **Business Memberships**
  - Full Business (unlimited individual members)
- **Honorary Life Members** with Board approval (1 member)

## 4.4 Membership Fees

A membership fees schedule for all membership categories shall be established annually by the ARPA Board of Directors and be available at the Annual General Meeting for member information.

## 4.5 Withdrawal from Membership

Withdrawal from membership may be voluntary with written notice to the Association office with no reimbursement of fees or may be involuntary for non-payment of fees as outlined in the Association policies.

## 4.6 Expulsion from Membership

Expulsion from membership shall occur upon a two-thirds vote of the Association Board of Directors at a board meeting.

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## **ARTICLE 5: Members Meetings and Voting Privileges**

### **5.0 General Meetings**

The annual general meeting is a general meeting of the Association and shall be held each year at such time and place as determined by the Board of Directors.

The annual general meeting or any special general meeting of the members may be held by means of telephone, electronic, or other communication facilities that permit all participants to communicate adequately with each other, and a member participating in such a meeting by such means is deemed to be present in person at the meeting.

During any meeting held via electronic means, or for any vote conducted prior to a meeting, voting may occur by telephonic, electronic, or other digital platform, provided that the system allows the identity of the voter to be verified and the integrity of the vote to be preserved.

### **5.1 Agenda for General Meeting**

The Board shall set the agenda for a General Meeting for the purposes of reviewing the financial statements, tabling the Annual Report, appointing the auditor and electing the Directors of the Association, and other such items as may be determined.

### **5.2 Notice**

Notice of a General Meetings of the Association shall be given to Members in writing (letter or electronic) at least sixty (60) days prior to the date of a General Meeting and shall be sufficient if placed in a publication of the Association transmitted to the Members.

Notice of the meeting shall set out the business to be transacted and the purpose for calling the meeting.

### **5.3 Quorum**

A quorum shall be twenty-five (25) members of good standing. If, within one-half hour from the time appointed for the commencement of a General Meeting, a quorum of members is not present, the Board of Directors may convene a Board Meeting to deal with the business of the agenda.

### **5.4 Special Meetings**

A special meeting may be called at the discretion of the Board of Directors, or when ten (10) members in good standing submit a written request to the President at least thirty (30) days prior to the proposed meeting date. Notice of a special meeting shall be given at least thirty (30) days prior to the date of the meeting and shall be sufficient if placed in a publication of the Association transmitted to the members.

A quorum shall be twenty-five (25) members in good standing.

### **5.5 Voting Privileges**

Each individual member in good standing may attend, speak at and vote at Meetings (AGM and Special).

Designated ex-officio representatives, and guests are welcome to attend meetings (AGM and Special) as observers with no voting privileges.

### **5.6 Proxy Votes**

There shall be no voting by proxy at any meeting of the Association, the Board of Directors or Committees.

## 5.7 Parliamentary Authority

The rules contained in the most current version of “Roberts Rules of Order” shall govern meetings of the Association in all cases, which are not consistent with the Bylaws or special rules of the Association or with the Societies Act.

## 5.8 Minutes

It shall be the duty of the President to ensure proper minutes and records are kept at all meetings and to circulate copies to the Board of Directors and, any Association member upon request. These duties may be delegated to ARPA office personnel as warranted.

## ARTICLE 6: Board of Directors Nominations and Elections

### 6.0 Composition of the Board of Directors

The Board of Directors shall consist of seven (7) elected Directors. Following each Annual General Meeting, the Board shall appoint from among the Directors a President, Vice-President and Treasurer in accordance with section 6.4.

The immediate Past President may, at the invitation of the Board, serve for up to two (2) years as a non-voting advisor to the Board. The Past President shall not be a Director and shall not be counted for purposes of quorum.

### 6.1 Terms of Office

Directors shall serve staggered two (2) year terms.

A Director may serve a maximum of three (3) consecutive terms, for a total of six (6) consecutive years.

Upon completion of three consecutive terms, an individual must remain off the Board for a minimum period of one (1) year before becoming eligible for re-election.

To maintain continuity and organizational knowledge, terms should be staggered so that approximately one-half of the Board positions are elected each year.

### 6.2 Elections

A slate of directors shall be approved by the Membership at the Annual General Meeting.

The Membership shall vote annually to approve a slate of directors to available Board positions.

### Officer Appointments

Following each Annual General Meeting, the Board shall appoint the President, Vice-President, and Treasurer from among the elected Directors.

To be eligible for appointment as President, Vice-President, or Treasurer, a Director must have served on the Board for a minimum of one (1) year.

The Board shall endeavour to support leadership succession through the progression of Directors into officer positions as opportunities arise.

### 6.3 Term of Office Commencement

Positions become effective following the close of the Annual General Meeting.

### 6.4 Nominations

To be eligible for election to the board an individual must be a member in good standing and maintain a current membership during term in office. Nominees must submit an application package for a director position as outlined in a Nominations policy. Candidates will be assessed using a governance matrix and Directors are recommended by the

Nominations Committee. Submission of an application does not constitute nomination for election. Only candidates included in the slate approved by the Board of Directors shall be presented to the Membership for election.

## 6.5 Nominations Posting

A Board approved slate of directors will be circulated to the membership at least twenty-one (21) days prior to the Annual General Meeting. No nominations, additions to the slate, substitutions, or individual candidate elections shall be permitted from the floor

## 6.6 Nominations Committee

A Nominations Committee consisting of three (3) Directors appointed by the Board shall be responsible for identifying, recruiting, and assessing prospective Directors. A member of the Nominations Committee who is seeking election or re-election shall not participate in the assessment or recommendation of candidates for the election in which that Director is a candidate. The Nominations Committee may recommend fewer candidates than the number of eligible applicants and shall recommend the candidates it determines, having regard to the Board skills and competency matrix and the governance needs of the Association, are best suited to fill the available positions.

The Nominations Committee shall:

- Utilize a Board skills and competency matrix to identify Board recruitment needs.
- Receive written applications from prospective candidates.
- Review and assess all applications against the Board's governance needs and desired competencies.
- Recommend a slate of candidates to the Board for approval.
- Provide the approved slate and candidate information to the Membership prior to the Annual General Meeting.

The Board may approve the recommended slate or return it to the Nominations Committee for further consideration. The Board shall not add or substitute a candidate who has not been assessed and recommended by the Nominations Committee.

## 6.7 Election Procedures

Members may vote to approve or reject the slate as a whole and shall not vote separately on individual candidates included in the slate. A simple majority of the votes cast is required for the slate to be approved.

If the slate is rejected by the membership, including a tie vote, the motion fails. The current board will remain in place temporarily, and a special members' meeting must be called within 60 days to hold a new election.

## 6.8 Board Vacancy

A Director's position shall be vacated:

- (i) upon the director's resignation in writing delivered to the Board of Directors; or
- (ii) if the Director is absent from two consecutive meetings during an operational year (Annual General Meeting to Annual General Meeting) without just cause as determined by a majority of the Board of Directors; or
- (iii) by a two thirds majority vote of the Board of Directors; or

If deemed necessary by the Board, that vacancy may be filled by a majority vote of the Board. That person, so appointed, shall hold office until the term of office is completed.

## ARTICLE 7: Functions of the Board: Duties and Responsibilities

### 7.0 Authority of the Board of Directors

The Board of Directors shall govern and direct the affairs of the Association in accordance with the objects of the Association. The Board of Directors may exercise all such powers and do all such acts and things as may be exercised or done by the Association, except as prohibited by law or by these Bylaws. Without restricting the generality of foregoing, the Board of Directors:

- a. may work by itself or in association with any government, organization, or person;
- b. may enter into any contract on behalf of the Association;
- c. may appoint or employ such agents or employees, to perform such permanent, temporary or special services, as necessary, and to determine their powers and duties and affix their salaries or emoluments;
- d. may remove, dismiss or suspend its agents or employees;
- e. shall oversee the financial business of the Association and be accountable to the membership for same;
- f. may appoint such standing and special committees to carry on its work; and may determine the composition and powers of such committees;
- g. may be reimbursed for expenses incurred in carrying out the business of the Association, upon presentation of proper statement; and,
- h. shall not receive remuneration for their services.

### 7.1 Board of Directors: Voting

A board member present at a meeting (excluding the president) is entitled to one vote on each motion or matter to be voted on.

At a meeting of the Board, the President shall not vote on any motion unless the votes of the Directors are equally divided. In the event of a tie, the President shall have a casting vote, which shall be exercised to determine the outcome of the motion.

The President shall be counted for the purpose of determining whether a quorum is present, regardless of whether the President votes on a particular motion.

### 7.2 Calling Board Meetings

Meetings of the Board of Directors may be called by:

- (i) the President, or
- (ii) any two of the other Directors of the Association

### 7.3 Minimum Number of Board Meetings

The president shall call a minimum of three (3) meetings of the Board each fiscal year, namely:

- a. one at the Annual Conference
- b. one mid-year
- c. one at-large

### 7.4 Open Meetings

All meetings of the Board of Directors shall be open meetings except those dealing with personnel, staff remuneration or land purchase. Meetings may be held in the format most convenient for advancing the business of the Association and may include such things as teleconferencing as well as in-person.

## **7.5 Board Resolution**

A resolution signed by all Board members need not be put to a vote and is effective as if it had been approved at a meeting of the Board of Directors.

## **7.6 Standing Committees**

The Board of Directors will have at least two standing committees. These standing committees will be chaired by one of the President, Vice President or Treasurer and will include other directors as assigned. These two standing committees include:

Governance Committee – responsible for ensuring the board operates effectively, legally and ethically.

Audit and Finance Committee – responsible for financial oversight and safeguarding organizational assets.

The Board has the authority to add or remove other standing committees as needed.

## **7.7 Vacancy – President**

Should the office of the President become vacant, the Vice President acts until Board appoints or elects a replacement. The Board of Directors may, by majority vote, fill any position so vacated by a Director who assumes the position of President.

## **7.8 President**

Responsibilities:

- preside over meetings
- governance leadership
- spokesperson as delegated
- supervise Executive Director through Board authority
- board effectiveness

## **7.9 Past President**

The Past-President will be an ex-officio member of the Board Directors.

## **7.10 Vice-President**

Responsibilities:

- act in President's absence
- succession planning
- governance support

## **7.11 Treasurer**

The Treasurer shall:

- (i) ensure proper financial policies and procedures and maintenance of accurate records for all receipts and disbursements in accordance with the Association policies;
- (ii) ensure the preparation of an audited financial statement for submission to the Board of Directors, followed by the presentation to the general membership at the Annual General Meeting;
- (iii) make recommendations from time to time as appropriate, on financial controls and possible funding sources/schemes;

- (iv) ensure that the Association staff are paid in accordance with existing Municipal, Provincial and Federal regulations and laws, and ensure personnel records are kept as required by those regulations;
- (v) oversee the preparation of regular financial reports pertaining to the Association operating budget and present such reports at the Board of Directors meetings;
- (vi) oversee the preparation and presentation of an annual operating budget/financial plan for the Association.

## 7.13 General Role of Board Members

The role of Board members shall be to:

- (i) consider the welfare and interests of the recreation and parks industry as a whole and bring to the Board's (and Association membership as warranted) attention anything that will promote the interests of the recreation and parks industry and further the mission and objects of the Association;
- (ii) bring forward issues to the Board that pertain to the health and welfare of the recreation and parks industry and its major stakeholder groups and allied agencies;
- (iii) participate generally in developing and evaluating the policies, programs, and services of the Association;
- (iv) actively participate in Board meetings and Board networks, committees and task groups as required and meetings of other recreation and parks interested stakeholder groups acting on behalf of the Board or Association;
- (v) obtain information about the operation or administration of the recreation and parks industry;
- (vi) perform any other duty or function as requested by the President and/or Board of Directors.

## 7.14 Delegation of Powers

The Board of Directors may delegate any of the powers or duties conferred on it by these Bylaws to designated officials of the Board of the Association.

## 7.15 Quorum

A quorum at the Board of Directors meetings shall be a simple majority of Board members.

A quorum at standing Committee meetings shall be a simple majority of standing Committee members, one of which must be the President or , Vice President or Treasurer.

## 7.16 Code of Conduct

Every Board member must subscribe to a Code of Conduct prescribed by resolution of the Association Board of Directors for the purpose of confirming the intention of the Board, and assuring the public and its members of the Board's commitment, and to the integrity and honesty of Board members.

This section applies as soon as a Code of Conduct is adopted by the Board.

## 7.17 Indemnities to Directors and Others

In this section, director/officer means:

- (a) a member of the Association Board
- (b) an officer of the Association;
- (c) former Board members and former officers of the Association:
- (d) their heirs and legal representatives of the persons described in clauses (a) to (c)

The Association indemnifies each director/officer against legal liability arising as result of their acts or omissions as director/officer, excluding acts or omissions of fraud.

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## **ARTICLE 8: Association Committees and Task Groups**

### **8.0 Committees and Task Groups**

The Board of Directors may, by resolution, delegate responsibilities to committees, task groups or other such mechanisms consisting of such person or persons as are deemed fit, and any committee or task group so formed shall in the exercise of powers, conform to all regulations or limitations that may be imposed on it by the Board of Directors. The Board, at any time, may similarly withdraw such delegation. At minimum, Standing Committees will include a Governance Committee and Audit and Finance Committee.

Committees, task groups or other such mechanisms will be approved by, and shall report to, the Board of Directors in accordance with the mission and objects of the Association.

The Board of Directors may appoint a Board liaison to each committee or task group.

Ad hoc groups may also be approved by a motion at a Board of Directors meeting.

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## **ARTICLE 9: Executive Director**

### **9.0 Executive Director**

The Executive Director shall attend Board meetings as a non-voting resource to the Board and shall not be considered a Director.

### **9.1 Designated Functions of the Executive Director**

In addition to the terms and conditions for employment of the Executive Director, the Executive Director shall provide leadership to the Association; be visionary and proactive in guiding the affairs of the Association in a proper and timely manner.

### **9.2 Authority of the Executive Director**

The Executive Director has authority to implement any decision of the Association Board and for that purpose may enter into any agreement or contract, make expenditures or otherwise commit the Association subject only to any limitation on that authority imposed by the Association Board.

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## **ARTICLE 10: Fiscal Year and Financial Affairs**

### **10.0 Fiscal Year**

The fiscal year for the Association is January 1 to December 31 and may be altered from time to time as required to meet changing business requirements.

### **10.1 Borrowing Powers**

For the purposes of carrying out its mission and objects, the Association Board may borrow, raise or secure the payment of monies as it thinks fit. If the funds are to be raised by the issue of debentures, a special resolution must be passed by the Association.

### **10.2 Funds**

The Association Board may establish any operating, capital, reserve, trust and other funds for such purposes and, on such conditions, as the Association Board considers appropriate.

### **10.3 Authorized Investments**

The Association may invest in the authorized investments described in Schedule 1 of these Bylaws, on such terms and conditions as the Association Board may prescribe.

### **10.4 Banking**

The banking business of the Association or, any part thereof, shall be transacted with such Canadian chartered bank(s) or trust company(s) which is (are) a member of the Canadian Deposit Insurance Corporation or other firms or corporations whose deposits are similarly protected carrying on a banking/business as the Board of Directors may designate, appoint or authorize from time to time by resolution and all such banking business or any part thereof shall be transacted on behalf of the Association by the President or such other person or persons as the Board of Directors may designate, direct or authorize from time to time by resolution.

### **10.5 Auditors**

Each year, at the Annual General Meeting or at another convenient time, the Association Board must appoint a chartered accountant or firm of chartered accountants as the auditor of the Association.

### **10.6 Inspection of Records**

The books and records of the Association may be inspected by any Association member in good standing at any time upon giving reasonable notice and arranging a time satisfactory to the officers having charge of same.

### **10.7 Annual Report**

The Board of Directors shall present at each Annual General Meeting an annual reporting of Association affairs as required by the Societies Act.

## **ARTICLE 11: Other Matters**

### **11.0 Patrons and Honorary Directors**

The Board of Directors may invite such distinguished persons as it considers appropriate to become honorary directors or patrons of the Association.

### **11.1 Notices**

A notice required to be given to a Board member is properly given if it is given:

- a) in writing, or by electronic communication addressed to the address provided by the Board member for the purposes of receiving notices, or
- b) orally in person or by telephone, or by other means of direct oral communication.

### **11.2 Amendments to and Repeal of Bylaws**

Amendments to these Bylaws may be made by a Special Resolution that is passed by a 75% majority vote of:

- a) voting Members present at a General Meeting of which not less than twenty-one (21) days of notice specifying the intent of the resolution has been duly given, or

No revision, alteration of, or addition to a bylaw has effect until duly registered by the Provincial Registrar (Societies Act). Any question of interpretation of the Bylaws or any rules or regulations made by the Board of Directors shall be decided by a majority of the Board of Directors present at a meeting.

### 11.3 Registered Not-For-Profit Organization

The Association is duly registered under the “Societies Act” as a provincial, not-for-profit organization whose business shall be carried out without financial gain for its members and any profit or benefits shall be used for promoting its objects and goals.

### 11.4 Dissolution

In the event of the dissolution of the Association, all its remaining assets after payment of its liabilities, shall be distributed to one or more organizations in Alberta with objects and goals similar to those of the Association.

### 11.5 Remuneration

No Officer or member of the Board shall directly or indirectly receive any profit or remuneration from one’s position as member of the Board or in any other capacity, provided that a member of the Board, including those who are also Officers, may be paid reasonable and necessary expenses incurred in the performance of one’s duties.

## Schedule 1: Authorized Investments

The Association may invest in

- a) securities issued or guaranteed by
  - i) the Crown or an agent of the Crown, or
  - ii) the Crown in right of a province or an agent of a province;
- b) securities of a municipality, school division, school district, hospital district or regional services commission in Alberta;
- c) securities that are issued or guaranteed by a bank, treasury branch, credit union or trust corporation;
- d) units in pooled funds of all or any of the investments described in clauses (a) to (c);
- e) shares of a corporation incorporated or continued under the *Canada Business Corporations Act* or incorporated, continued or registered under the *Business Corporations Act*, if the investment is approved by the Association Board of Directors.
- f) deposits to the credit of the Association in a Canadian chartered bank, trust corporation, credit union, or Treasury Branch designated from time to time by the Association Board of Directors.

In subsection (1) “securities” includes bonds, debentures, trust certificates, guaranteed investment certificates or receipts, certificates of deposit, deposit receipts, bills notes and mortgages of real estate or leaseholds and rights or interests in respect of a security.

### Detailed Review of Proposed Changes to ARPA Bylaws

| Existing                                                                                                                                                                                              | Proposed Change                                                                                                                                                                                                                                                                                                                                                                                                                    | Rationale                                                                                                                                                                         |
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| <u>Table of Contents</u><br>Old Headers and page numbers                                                                                                                                              | <u>Table of Contents</u><br>Updated headers and page numbers                                                                                                                                                                                                                                                                                                                                                                       | To reflect the new Article numbers, headers and page numbers                                                                                                                      |
| <u>1.0 Definitions</u><br>(5) Officer means an officer of the Association described in Article 7                                                                                                      | <u>1.0 Definitions</u><br>(5) Officer means a Director appointed by the Board to serve as President, Vice-President or Treasurer.                                                                                                                                                                                                                                                                                                  | To adjust the definition to reflect the new officer roles.                                                                                                                        |
|                                                                                                                                                                                                       | <b>NEW</b><br><u>1.0 Definitions</u><br>(7) Slate means the group of candidates recommended by the Nominations Committee and approved by the Board of Directors for election by the Members to fill the Director positions available for election at an Annual General Meeting or Special General Meeting                                                                                                                          | To add the definition of a “Slate”                                                                                                                                                |
| <u>1.0 Definitions</u><br>(7) Regions refer to defined geographical regions as represented in the provincial map – see Schedule 1                                                                     | <u>1.0 Definitions</u><br>Remove this definition                                                                                                                                                                                                                                                                                                                                                                                   | Remove this from the list of definitions as we no longer have regions in our bylaws.                                                                                              |
| <u>Article 5.0 General Meetings</u><br>The annual general meeting is a general meeting of the Association and shall be held each year at such time and place as determined by the Board of Directors. | <u>Article 5.0 General Meetings</u><br>The annual general meeting is a general meeting of the Association and shall be held each year at such time and place as determined by the Board of Directors.<br><br>The annual general meeting or any special general meeting of the members may be held by means of telephone, electronic, or other communication facilities that permit all participants to communicate adequately with | Content added to modernize and clarify how members may participate in general meetings and vote, including participation and voting by electronic or other communication methods. |

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                                                                                                                                                                                                                                       |
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|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | <p>each other, and a member participating in such a meeting by such means is deemed to be present in person at the meeting.</p> <p>During any meeting held via electronic means, or for any vote conducted prior to a meeting, voting may occur by telephonic, electronic, or other digital platform, provided that the system allows the identity of the voter to be verified and the integrity of the vote to be preserved.</p>                                                     |                                                                                                                                                                                                                                                       |
| <p><u>Article 5.1 Agenda for General Meeting</u><br/>The Board shall set the agenda for a General Meeting for the purposes of reviewing the financial statements, tabling the Annual Report, appointing the auditor and electing the officers of the Association, and other such items as may be determined.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                       | <p><u>Article 5.1 Agenda for General Meeting</u><br/>The Board shall set the agenda for a General Meeting for the purposes of reviewing the financial statements, tabling the Annual Report, appointing the auditor and electing the directors of the Association, and other such items as may be determined.</p>                                                                                                                                                                     | <p>To change the language from “officers” to “directors” to better reflect who is elected at a general meeting.</p>                                                                                                                                   |
| <p><u>Article 5.4 Special Meetings</u><br/>A special meeting may be called at the discretion of the Executive Committee, or when ten (10) members in good standing submit a written request to the President at least thirty (30) days prior to the proposed meeting date. Notice of a special meeting shall be given at least thirty (30) days prior to the date of the meeting and shall be sufficient if placed in a publication of the Association transmitted to the members. Notice of a special meeting of the Association shall be given to Members in writing (letter or electronic) at least thirty (30) days prior to the date of the General Meeting and shall be sufficient if placed in a publication of the Association transmitted to the Members.</p> | <p><u>Article 5.4 Special Meetings</u><br/>A special meeting may be called at the discretion of the Board of Directors, or when ten (10) members in good standing submit a written request to the President at least thirty (30) days prior to the proposed meeting date. Notice of a special meeting shall be given at least thirty (30) days prior to the date of the meeting and shall be sufficient if placed in a publication of the Association transmitted to the members.</p> | <p>To change which body can call a special meeting from the Executive Committee to the Board of Directors.</p> <p>To remove redundant language, as the final sentence repeats the notice requirements already outlined in the preceding sentence.</p> |

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                                                                                                                                                                                                                                                                  |
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| <p><u>Article 5.7 Parliamentary Authority</u><br/>The rules contained in the “Roberts Rules of Order-Revised” shall govern meetings of the Association in all cases, which are not consistent with the Bylaws or special rules of the Association or with the Societies Act.</p>                                                                                                                                                                                                                                                                                                                                                          | <p><u>Article 5.7 Parliamentary Authority</u><br/>The rules contained in the most current version of “Roberts Rules of Order” shall govern meetings of the Association in all cases, which are not consistent with the Bylaws or special rules of the Association or with the Societies Act.</p>                                                                                                                                                                                                                                                    | <p>To provide clarity around which version of the “Roberts Rules of Order” shall govern meetings of the Association.</p>                                                                                                                                         |
| <p><u>Article 6.0 Composition of the Board of Directors</u><br/>The Board of Directors, elected by its general membership shall be comprised of a President, Vice-President (Internal Member Services and Sustainability), Vice-President (External – Advocacy and Strategic Planning), Treasurer, Student Representative, three (3) Regional Board Members and five (5) Directors-at-Large and Past President (Ex-officio).</p>                                                                                                                                                                                                          | <p><u>Article 6.0 Composition of the Board of Directors</u><br/>The Board of Directors shall consist of seven (7) elected Directors. Following each Annual General Meeting, the Board shall appoint from among the Directors a President, Vice-President and Treasurer in accordance with section 6.4.</p> <p>The immediate Past President may, at the invitation of the Board, serve for up to two (2) years as a non-voting advisor to the Board. The Past President shall not be a Director and shall not be counted for purposes of quorum.</p> | <p>To reflect a smaller board of seven (7) members. To modernize and streamline the Board structure, clarify Board roles and responsibilities, and create a more flexible governance model that supports ARPA’s strategic priorities and growth.</p>             |
| <p><u>Article 6.1 Regions and Regional Board Members</u><br/>To ensure effective provincial representation, the Association shall be divided into three (3) geographical regions as follows (see also schedule 2) with an elected representative from each region who shall become regional board members on the Board of Directors</p> <ul style="list-style-type: none"> <li>• Region 1 – Northern Alberta</li> <li>• Region 2 – Central Alberta</li> <li>• Region 3 – Southern Alberta</li> </ul> <p>Regional Board members shall have their primary workplace/residence located in the region to which they are seeking election.</p> | <p>Remove</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | <p>Remove this section to reflect the new Board composition that does not include regional members. We are looking at creating a new Regional Liaisons Committee to increase our regional connections with up to eight defined regions across the province..</p> |

| <p><b>6.2 Directors-At-Large</b><br/>To ensure that the Association Board is comprised of an effective cross-section of abilities, skills and representations (e.g. professional, lay and elected; public and commercial sector) five (5) directors-at-large are to be included within the Association Board of Directors.</p>                                                                                                                                                                                                                                                                                                                                                                                                          | <p>Remove</p> | <p>To remove the definition of a Director-At-Large. Directors will now be selected using a governance competency matrix included at the policy level.</p> |               |         |           |         |                 |  |                           |         |                |  |                           |         |  |      |           |         |  |     |                        |         |  |      |                   |         |  |     |         |   |  |      |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                                                                                                                                                                                                                                                                       |
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| <p><b>6.3 Terms of Office</b><br/>The term of the Board elected members will be as follows:</p> <table><tr><th>Position</th><th>Term</th><th>Election Year</th><th>OddEven</th></tr><tr><td>President</td><td>2 years</td><td>Begin even year</td><td></td></tr><tr><td>Vice-President (Internal)</td><td>2 years</td><td>Begin odd year</td><td></td></tr><tr><td>Vice-President (External)</td><td>2 years</td><td></td><td>Even</td></tr><tr><td>Treasurer</td><td>2 years</td><td></td><td>Odd</td></tr><tr><td>Region (1 &amp; 3) Members</td><td>2 years</td><td></td><td>Even</td></tr><tr><td>Region (2) Member</td><td>2 years</td><td></td><td>Odd</td></tr><tr><td>Student</td><td>1</td><td></td><td>Even</td></tr></table> | Position      | Term                                                                                                                                                      | Election Year | OddEven | President | 2 years | Begin even year |  | Vice-President (Internal) | 2 years | Begin odd year |  | Vice-President (External) | 2 years |  | Even | Treasurer | 2 years |  | Odd | Region (1 & 3) Members | 2 years |  | Even | Region (2) Member | 2 years |  | Odd | Student | 1 |  | Even | <p><b>6.1 Terms of Office</b><br/>Directors shall serve staggered two (2) year terms.</p> <p>A Director may serve a maximum of three (3) consecutive terms, for a total of six (6) consecutive years.</p> <p>Upon completion of three consecutive terms, an individual must remain off the Board for a minimum period of one (1) year before becoming eligible for re-election.</p> <p>To maintain continuity and organizational knowledge, terms should be staggered so that approximately one-half of the Board positions are elected each year.</p> | <p>These changes create a more consistent and sustainable Board structure and supports continuity and retention of organizational knowledge. A six-year maximum for consecutive service provides enough time for meaningful contribution while encouraging ongoing Board renewal.</p> |
| Position                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | Term          | Election Year                                                                                                                                             | OddEven       |         |           |         |                 |  |                           |         |                |  |                           |         |  |      |           |         |  |     |                        |         |  |      |                   |         |  |     |         |   |  |      |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                                                                                                                                                                                                                                                                       |
| President                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | 2 years       | Begin even year                                                                                                                                           |               |         |           |         |                 |  |                           |         |                |  |                           |         |  |      |           |         |  |     |                        |         |  |      |                   |         |  |     |         |   |  |      |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                                                                                                                                                                                                                                                                       |
| Vice-President (Internal)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | 2 years       | Begin odd year                                                                                                                                            |               |         |           |         |                 |  |                           |         |                |  |                           |         |  |      |           |         |  |     |                        |         |  |      |                   |         |  |     |         |   |  |      |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                                                                                                                                                                                                                                                                       |
| Vice-President (External)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | 2 years       |                                                                                                                                                           | Even          |         |           |         |                 |  |                           |         |                |  |                           |         |  |      |           |         |  |     |                        |         |  |      |                   |         |  |     |         |   |  |      |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                                                                                                                                                                                                                                                                       |
| Treasurer                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | 2 years       |                                                                                                                                                           | Odd           |         |           |         |                 |  |                           |         |                |  |                           |         |  |      |           |         |  |     |                        |         |  |      |                   |         |  |     |         |   |  |      |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                                                                                                                                                                                                                                                                       |
| Region (1 & 3) Members                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | 2 years       |                                                                                                                                                           | Even          |         |           |         |                 |  |                           |         |                |  |                           |         |  |      |           |         |  |     |                        |         |  |      |                   |         |  |     |         |   |  |      |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                                                                                                                                                                                                                                                                       |
| Region (2) Member                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | 2 years       |                                                                                                                                                           | Odd           |         |           |         |                 |  |                           |         |                |  |                           |         |  |      |           |         |  |     |                        |         |  |      |                   |         |  |     |         |   |  |      |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                                                                                                                                                                                                                                                                       |
| Student                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | 1             |                                                                                                                                                           | Even          |         |           |         |                 |  |                           |         |                |  |                           |         |  |      |           |         |  |     |                        |         |  |      |                   |         |  |     |         |   |  |      |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                                                                                                                                                                                                                                                                       |

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| <table><tr><td>Representative</td><td>years</td><td></td><td></td></tr><tr><td>Directors-at-Large (three)</td><td>2 years</td><td></td><td>Odd</td></tr><tr><td>Directors-at-Large (two)</td><td>2 years</td><td></td><td>Even</td></tr></table> | Representative                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | years                                                                                                                                                                                                                              |      |  | Directors-at-Large (three) | 2 years |  | Odd | Directors-at-Large (two) | 2 years |  | Even |  |  |
| Representative                                                                                                                                                                                                                                   | years                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                                                                                                                                                                                                                    |      |  |                            |         |  |     |                          |         |  |      |  |  |
| Directors-at-Large (three)                                                                                                                                                                                                                       | 2 years                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                                                                                                                                                                                                                    | Odd  |  |                            |         |  |     |                          |         |  |      |  |  |
| Directors-at-Large (two)                                                                                                                                                                                                                         | 2 years                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                                                                                                                                                                                                                    | Even |  |                            |         |  |     |                          |         |  |      |  |  |
| <p><b>6.4 Elections</b><br/>The Board of Directors shall be elected at the Annual General Meeting according to the bylaws, policies and procedures of the Association</p>                                                                        | <p><b>6.2 Elections</b><br/>A slate of directors shall be approved by the Membership at the Annual General Meeting.</p> <p>The Membership shall vote annually to approve a slate of officers to available Board positions.</p> <p><b>Officer Appointments</b><br/>Following each Annual General Meeting, the Board shall appoint the President, Vice-President, and Treasurer from among the elected Directors.</p> <p>To be eligible for appointment as President, Vice-President, or Treasurer, a Director must have served on the Board for a minimum of one (1) year.</p> <p>The Board shall endeavour to support leadership succession through the progression of Directors into officer positions as opportunities arise.</p> | <p>To reflect the newly proposed process for approving a slate of directors by the membership at the Annual General Meeting. Identifying that the Board of Directors will be responsible for appointing the roles of officers.</p> |      |  |                            |         |  |     |                          |         |  |      |  |  |

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| <u>6.5 Term of Office Commencement</u>                                                                                                                                                                                                                                                                                               | <u>6.3 Term of Office Commencement</u>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | Change article number.                                                                                                                                                                                                                                                                                                                            |
| <u>6.6 Nominations</u><br>To be eligible for election to office an individual must be a member in good standing and maintain a current membership during the term in office. Candidates must be nominated by two members in good standing.                                                                                           | <u>6.4 Nominations</u><br>To be eligible for election to the board an individual must be a member in good standing and maintain a current membership during the term in office. Nominees must submit an application package for a director position as outlined in a Nominations policy. Candidates will be assessed using a governance matrix and Directors are recommended by the Nominations Committee. Submission of an application does not constitute nomination for election. Only candidates included in the slate approved by the Board of Directors shall be presented to the Membership for election. | Create a more structured and transparent nominations process while helping ensure the Board has the governance skills, experience, and representation needed to support ARPA's strategic and financial priorities                                                                                                                                 |
| <u>6.7 Nominations Posting</u><br>The nominations shall be posted 24 hours prior to the Annual General Meeting. Late nominations shall be officially posted prior to the General Annual Meeting.<br><br>There shall be opportunities for nominations from the floor of the Annual General Meeting for each position up for election. | <u>6.5 Nominations Posting</u><br>A Board approved slate of directors will be circulated to the membership at least twenty-one (21) days prior to the Annual General Meeting. No nominations, additions to the slate, substitutions, or individual candidate elections shall be permitted from the floor                                                                                                                                                                                                                                                                                                         | To ensure due diligence is in place to review nominees based on their competencies and experience. This will also ensure that members receive nominee information prior to the AGM to help inform their vote.                                                                                                                                     |
| <u>6.8 Nominations Committee</u><br>A committee of the Board of Directors chaired by the Vice-President (Internal), shall be responsible for bringing forward, on an annual basis to the Annual General Meeting, a list of potential Board candidates.                                                                               | <u>6.6 Nominations Committee</u><br>A Nominations Committee consisting of three (3) Directors appointed by the Board shall be responsible for identifying, recruiting, and assessing prospective Directors. A member of the Nominations Committee who is seeking election or re-election shall not participate in the assessment or recommendation of candidates for the election in which that Director is a candidate.                                                                                                                                                                                         | To create a more structured, transparent and skills-based approach to Board recruitment. A Board skills and competency matrix will help identify recruitment priorities and ensure new Directors bring the skills and perspectives needed to support the organization's strategic direction. A consistent application and assessment process will |

|                                                                                                                                                                                                                                                                  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                                                                                                                                                                                                                                                                       |
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|                                                                                                                                                                                                                                                                  | <p>The Nominations Committee may recommend fewer candidates than the number of eligible applicants and shall recommend the candidates it determines, having regard to the Board skills and competency matrix and the governance needs of the Association, are best suited to fill the available positions.</p> <p>The Nominations Committee shall:</p> <ul style="list-style-type: none"> <li>• Utilize a Board skills and competency matrix to identify Board recruitment needs.</li> <li>• Receive written applications from prospective candidates.</li> <li>• Review and assess all applications against the Board's governance needs and desired competencies.</li> <li>• Recommend a slate of candidates to the Board for approval.</li> <li>• Provide the approved slate and candidate information to the Membership prior to the Annual General Meeting.</li> </ul> <p>The Board may approve the recommended slate or return it to the Nominations Committee for further consideration. The Board shall not add or substitute a candidate who has not been assessed and recommended by the Nominations Committee.</p> | also provide greater clarity and transparency for both candidates and members.                                                                                                                                                                                                        |
| <p><b>6.9 Election Procedures</b><br/>A separate ballot shall be cast for each of the positions of President, Vice-President (Internal), Vice-President (External), Treasurer, Student Representative, with positions being filed by a simple majority vote.</p> | <p><b>6.7 Election Procedures</b><br/>Members may vote to approve or reject the slate as a whole and shall not vote separately on individual candidates included in the slate.</p> <p>If the slate is rejected by the membership, including a tie vote, the motion fails. The current</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | Moving to a slate-based election creates a more streamlined and strategic approach to Board recruitment. It allows the Board to consider the overall skills, experience, competencies and representation needed for an effective Board, rather than considering candidates only on an |

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| <p>One ballot shall be cast for each vacant Regional Board member. The number of positions required will be filled by candidates with the greatest number of votes.</p> <p>One ballot shall be cast for each vacant Director-at-Large position. The number of positions required will be filled by candidates with the greatest number of votes.</p> <p>In case of a tie where the number of candidates exceed the number of positions available, a separate ballot will be used to fill remaining positions.</p>                                                                                                                                                                                                                                                                                                                | <p>board will remain in place temporarily, and a special members' meeting must be called within 60 days to hold a new election</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | <p>individual position-by-position basis.</p> <p>Members continue to have an important role in the process by voting to approve or reject the recommended slate. Clear procedures for a rejected slate or tied vote provide a defined process for resolving the election while maintaining continuity of governance.</p> |
| <p><u>6.10 Board Vacancy</u><br/>A Director's position shall be vacated:</p> <ul style="list-style-type: none"> <li>(i) upon the director's resignation in writing delivered to the Board of Directors; or</li> <li>(ii) if the Director is absent from two consecutive meetings during an operational year (Annual General Meeting to Annual General Meeting) without just cause as determined by a majority of the Board of Directors; or</li> <li>(iii) by a two thirds majority vote of the Board of Directors; or</li> <li>(iv) in the case of a regional Board Member, when, during their term office, the individual ceases to have their primary workplace in the region they were elected to represent.</li> </ul> <p>If deemed necessary by the Board, that vacancy may be filled by a majority vote of the Board.</p> | <p><u>6.8 Board Vacancy</u><br/>A Director's position shall be vacated:</p> <ul style="list-style-type: none"> <li>(i) upon the director's resignation in writing delivered to the Board of Directors; or</li> <li>(ii) if the Director is absent from two consecutive meetings during an operational year (Annual General Meeting to Annual General Meeting) without just cause as determined by a majority of the Board of Directors; or</li> <li>(iii) by a two thirds majority vote of the Board of Directors.</li> </ul> <p>If deemed necessary by the Board, that vacancy may be filled by a majority vote of the Board. That person, so appointed, shall hold office until the term of office is completed.</p> | <p>To remove sub-article (iv) which references regional directors which are no longer included in the board composition.</p>                                                                                                                                                                                             |

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| That person, so appointed, shall hold office until the term of office is completed.                                                                                                                                              |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                                                                                     |
| <u>6.11 Re-election</u><br>The president shall be eligible to serve for only two consecutive terms as president. The outgoing president is eligible to stand for election as an officer, regional member or director-at-large.   | <u>Remove</u>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | To remove the ability for the President to run for two consecutive terms.                                           |
| <u>7.1 Board of Directors: Voting</u><br>A board member present at a meeting (including the president) is entitled to one vote on each motion or matter to be voted on.<br><br>If a vote is tied, the motion is lost.            | <u>7.1 Board of Directors: Voting</u><br>A board member present at a meeting (excluding the President) is entitled to one vote on each motion or matter to be voted on.<br><br>At a meeting of the Board, the President shall not vote on any motion unless the votes of the Directors are equally divided. In the event of a tie, the President shall have a casting vote, which shall be exercised to determine the outcome of the motion.<br><br>The President shall be counted for the purpose of determining whether a quorum is present, regardless of whether the President votes on a particular motion. | To change the board voting procedures to change to a model that has the President only vote if there is a tie vote. |
| <u>7.2 Calling Board Meetings</u><br>Meetings of the Board of Directors may be called by: <ul style="list-style-type: none"> <li>(i) the President, or</li> <li>(ii) any two of the other officers of the Association</li> </ul> | <u>7.2 Calling Board Meetings</u><br>Meetings of the Board of Directors may be called by: <ul style="list-style-type: none"> <li>(i) the President, or</li> <li>(ii) any two of the other Directors of the Association</li> </ul>                                                                                                                                                                                                                                                                                                                                                                                | Change of language from “officers” to “directors”                                                                   |

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| <p><u><b>7.6 Executive Committee</b></u><br/>Officers of the Association hereinafter referred to as the Executive Committee shall include: the President, the Vice-President (Internal), Vice-President (External), the Treasurer and the Past President (Ex-officio).</p> <p>The Executive Committee shall manage Association affairs within policy and budget parameters of the ARPA between the times of scheduled Board of Directors Meetings. Executive Committee must reside in the province of Alberta.</p> | <p><u><b>7.6 Standing Committees</b></u></p> <p>The Board of Directors will have at least two standing committees. These standing committees will be chaired by one of the President, Vice President or Treasurer and will include other directors as assigned. These two standing committees include:</p> <p>Governance Committee – responsible for ensuring the board operates effectively, legally and ethically.</p> <p>Audit and Finance Committee – responsible for financial oversight and safeguarding organizational assets.</p> <p>The Board has the authority to add other standing committees as needed.</p> | <p>To strengthen Board oversight by replacing the traditional Executive Committee with standing committees focused on key areas of governance and financial accountability. This approach distributes governance responsibilities across more Directors, provides clearer accountability, and supports stronger oversight between full Board discussions.</p> <p>The structure also gives the Board flexibility to establish additional committees when needed, allowing ARPA's governance model to adapt as organizational priorities evolve.</p> |
| <p><u><b>7.7 Vacancy – President</b></u><br/>Should the office of the President become vacant, the Board of Directors may choose to conduct an election for the interim presidency from among the Members of the Board, by a majority vote of the Members of the Board. The Board of Directors may, by majority vote, fill any position so vacated by a Director who assumes the position of President.</p>                                                                                                        | <p><u><b>7.7 Vacancy – President</b></u><br/>Should the office of the President become vacant, the Vice-President acts until the Board appoints or elects a replacement. The Board of Directors may, by majority vote, fill any position so vacated by a Director who assumes the position of President.</p>                                                                                                                                                                                                                                                                                                             | <p>To provide a clear and immediate succession process if the President's position becomes vacant. Having the Vice-President step into the role ensures continuity of leadership and avoids a potential gap while the Board determines the appropriate replacement. The Board retains authority to appoint or elect the permanent replacement and address any resulting vacancy.</p>                                                                                                                                                               |
| <p><u><b>7.8 President</b></u><br/>The President shall act on behalf of the Board in all of the following areas:</p> <p>(i) preside over the AGM, Special General Meetings, Board of Directors meetings and Executive Committee meetings of the Association;</p>                                                                                                                                                                                                                                                   | <p><u><b>7.8 President</b></u><br/>Responsibilities:</p> <ul style="list-style-type: none"> <li>• preside over meetings</li> <li>• governance leadership</li> <li>• spokesperson as delegated</li> <li>• supervise Executive Director through Board authority</li> <li>• board effectiveness</li> </ul>                                                                                                                                                                                                                                                                                                                  | <p>To provide a more succinct list of responsibilities of the President role</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |

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| <p>(ii) issue public statements on behalf of the Association;</p> <p>(iii) supervise the Association staff;</p> <p>(iv) sit as an ex-officio member of all Association networks, committees and task groups;</p> <p>(v) provide leadership towards the attainment of the mission and objects of the Association;</p> <p>(vi) manage general Board member protocol, decorum, liaison and communications;</p> <p>(vii) undertake federal and provincial government relations and liaison (particularly at the elected official level).</p>                                                                                                                                                                                                                                       |                                                                                                                                                                                                     |                                                                                                                               |
| <p><u>7.10 Vice Presidents (Internal and External)</u><br/>The Vice-President (Internal) shall:</p> <p>(i) chair meetings in the President's absence;</p> <p>(ii) chair the Nominations Committee and be responsible for the Board nominations</p> <p>(iii) be responsible for the overall member services and sustainability of the Association and undertake other duties as assigned by the President.</p> <p>The Vice-President (External) shall:</p> <p>(i) chair meeting in the President's and Vice President (Internal) absence;</p> <p>(ii) chair the Advocacy Committee</p> <p>(iii) be responsible for the overall advocacy, policy development and strategic planning positioning for the Association and undertake other duties as assigned by the President.</p> | <p><u>7.10 Vice President</u><br/>Responsibilities:</p> <ul style="list-style-type: none"> <li>• act in President's absence</li> <li>• succession planning</li> <li>• governance support</li> </ul> | <p>To remove reference to two Vice-Presidents and provide a succinct list of responsibilities for the Vice President role</p> |

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| <p><u>7.12 Other Officers</u><br/>The duties of other Officers of the Association shall be determined by the President and/or the Board of Directors from time to time.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                      | <p>Remove</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <p>To reflect the new Board composition.</p>                                                                                             |
| <p><u>7.15 Quorum</u><br/>A quorum at the Board of Directors meetings shall be a simple majority of Board members.<br/><br/>A quorum at Executive Committee meetings shall be a simple majority of Executive Committee members, one of which must be the President or one of the Vice Presidents.</p>                                                                                                                                                                                                                                                                                                            | <p><u>7.15 Quorum</u><br/>A quorum at the Board of Directors meetings shall be a simple majority of Board members.<br/><br/>A quorum at standing Committee meetings shall be a simple majority of standing Committee members, one of which must be the President or Vice President, or Treasurer.</p>                                                                                                                                                                                                                                                                                                        | <p>To remove language referencing the executive committee and two vice-presidents</p>                                                    |
| <p><u>7.17 Indemnities to Directors and Others</u><br/>In this section, director/officer means:</p> <ul style="list-style-type: none"> <li>(a) a member of the Association Board</li> <li>(b) an officer of the Association;</li> <li>(c) former Board members and former officers of the Association;</li> <li>(d) their heirs and legal representatives of the persons described in clauses (a) to (c)</li> </ul> <p>The Association indemnifies each director/officer against legal liability arising as result of their acts or commissions as director/officer, excluding acts or commissions of fraud.</p> | <p><u>7.17 Indemnities to Directors and Others</u><br/>In this section, director/officer means:</p> <ul style="list-style-type: none"> <li>(a) a member of the Association Board</li> <li>(b) an officer of the Association;</li> <li>(c) former Board members and former officers of the Association;</li> <li>(d) their heirs and legal representatives of the persons described in clauses (a) to (c)</li> </ul> <p>The Association indemnifies each director/officer against legal liability arising as result of their acts or omissions as director/officer, excluding acts or omissions of fraud.</p> | <p>To correct a spelling mistake - should be "ommissions" and not "commissions"</p>                                                      |
| <p><u>8.0 Committees and Task Groups</u><br/>The Board of Directors may, by resolution, delegate responsibilities to committees, task groups or other such mechanisms consisting of such person or persons as are deemed fit, and</p>                                                                                                                                                                                                                                                                                                                                                                            | <p><u>8.0 Committees and Task Groups</u><br/>The Board of Directors may, by resolution, delegate responsibilities to committees, task groups or other such mechanisms consisting of such person or persons as are deemed fit, and</p>                                                                                                                                                                                                                                                                                                                                                                        | <p>To establish that at a minimum, there will be two standing committees - a Governance Committee and an Audit and Finance Committee</p> |

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| <p>any committee or task group so formed shall in the exercise of powers, conform to all regulations or limitations that may be imposed on it by the Board of Directors. The Board, at any time, may similarly withdraw such delegation.</p> <p>Committees, task groups or other such mechanisms will be approved by, and shall report to, the Board of Directors in accordance with the mission and objects of the Association.</p> <p>The Board of Directors may appoint a Board liaison to each committee or task group.</p> <p>Ad hoc groups may also be approved by a motion at a Board of Directors meeting.</p> | <p>any committee or task group so formed shall in the exercise of powers, conform to all regulations or limitations that may be imposed on it by the Board of Directors. The Board, at any time, may similarly withdraw such delegation. At minimum, Standing Committees will include a Governance Committee and Audit and Finance Committee.</p> <p>Committees, task groups or other such mechanisms will be approved by, and shall report to, the Board of Directors in accordance with the mission and objects of the Association.</p> <p>The Board of Directors may appoint a Board liaison to each committee or task group.</p> <p>Ad hoc groups may also be approved by a motion at a Board of Directors meeting.</p> |                                                                                 |
| <u>Article 9: Chief Executive Officer</u>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | <u>Article 9: Executive Director</u>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | To reflect current position title                                               |
| <p><u>9.0 Chief Executive Officer</u></p> <p>The CEO shall attend Board meetings as a non-voting resource to the Board and shall not be considered a Director. The Association Board of Directors may appoint a Chief Executive Officer of the Association. The Chief Executive Officer is designated as an ex-officio Board Member.</p>                                                                                                                                                                                                                                                                               | <p><u>9.0 Executive Director</u></p> <p>The Executive Director shall attend Board meetings as a non-voting resource to the Board and shall not be considered a Director.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | To update the title and clarify the role as a non-voting resource to the Board. |
| <p><u>9.1 Designated Functions of the Chief Executive Officer</u></p> <p>In addition to the terms and conditions for employment of the Chief Executive Officer, the Chief Executive Officer shall provide leadership to the Association; be visionary and proactive in guiding the affairs of the Association in a proper</p>                                                                                                                                                                                                                                                                                          | <p><u>9.1 Designated Functions of the Executive Director</u></p> <p>In addition to the terms and conditions for employment of the Executive Director, the Executive Director shall provide leadership to the Association; be visionary and proactive in guiding the affairs of the Association in a proper and</p>                                                                                                                                                                                                                                                                                                                                                                                                          | Update the position title                                                       |

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| and timely manner.                                                                                                                                                                                                                                                                                                                                          | timely manner.                                                                                                                                                                                                                                                                                                                                    |                                                                                        |
| <u>9.2 Authority of the Chief Executive Officer</u><br>The Chief Executive Officer has authority to implement any decision of the Association Board and for that purpose may enter into any agreement or contract, make expenditures or otherwise commit the Association subject only to any limitation on that authority imposed by the Association Board. | <u>9.2 Authority of the Executive Director</u><br>The Executive Director has authority to implement any decision of the Association Board and for that purpose may enter into any agreement or contract, make expenditures or otherwise commit the Association subject only to any limitation on that authority imposed by the Association Board. | Update the position title                                                              |
| <u>10.3 Authorized Investments</u><br>The Association may invest in the authorized investments described in Schedule 2 of these Bylaws, on such terms and conditions as the Association Board may prescribe.                                                                                                                                                | <u>10.3 Authorized Investments</u><br>The Association may invest in the authorized investments described in Schedule 1 of these Bylaws, on such terms and conditions as the Association Board may prescribe.                                                                                                                                      | Change reference from Schedule 2 to Schedule 1                                         |
| <u>10.6 Inspection of Records</u><br>The books and records of the Association mat be inspected by any Association member in good standing at any time upon giving reasonable notice and arranging a time satisfactory to the officers having charge of same.                                                                                                | <u>10.6 Inspection of Records</u><br>The books and records of the Association may be inspected by any Association member in good standing at any time upon giving reasonable notice and arranging a time satisfactory to the officers having charge of same.                                                                                      | Correct spelling mistake from “mat” to “may”                                           |
| <u>Schedule 1: ARPA Electoral Regions</u>                                                                                                                                                                                                                                                                                                                   | Remove                                                                                                                                                                                                                                                                                                                                            | No longer relevant with the removal of the regional members on the board.              |
| <u>Schedule 2: Authorized Investments</u>                                                                                                                                                                                                                                                                                                                   | <u>Schedule 1: Authorized Investments</u>                                                                                                                                                                                                                                                                                                         | Schedule 2 is renumbered as Schedule 1 following the removal of the former Schedule 1. |