

## 2011 BYLAWS

### 1.0 Name

- 1.1 The name of the Society shall be The Alberta Citizens On Patrol Association; hereinafter referred to as the Association

### 2.0 Membership

- 2.1 Membership in the Association shall be open to those Citizen on Patrol units who comply with the following criteria:
  - a) are structured to, and do, provide patrols to assist their local police force.
  - b) have applied to the Association for membership by a duly passed resolution of their unit and by paying the membership fee.
  - c) have applied for, or are receiving, insurance coverage acceptable to the Association.
- 2.2 Membership shall expire on August 31st in each year and must be renewed for the unit to enjoy voting privileges at the Annual General Meeting.
- 2.3 The Annual membership fee shall be set at the Annual General Meeting and shall be decided by means of a Special Resolution.
- 2.4 Membership may be revoked by a 2/3 majority vote of the Executive Board where the Board is satisfied that:
  - a) the unit has violated the Association By-laws; or
  - b) the unit has acted so as to bring the Association into disrepute.
- 2.5 Any suspension of membership may be appealed to the next Annual General Meeting of the Association or to a Special General Meeting.
- 2.6 Each unit shall be entitled to one vote on all matters placed before any meeting of the Association, any vote by a unit shall be cast by a member of that unit in person.
  - 2.6.1 All rights and privileges in the Association shall cease upon either:
    - a) the passage of a resolution by a meeting of a unit to withdraw from the Association; and the receipt of a verified copy of such resolution by the Association's Secretary.
    - b) by the ratification of a suspension by an Annual General Meeting or a Special General Meeting
- 2.7 For purposes of the administration of the Association
  - a) All Citizens On Patrol Units be eligible to vote for all positions
  - b) At the first Executive Meeting after the Annual General Meeting executive will set out areas and decide amongst itself what Director will cover each area
  - c) The quorum for all meetings of the Association shall be 50% plus 1 of the members entitled to be present.

## 2011 BYLAWS

### 3.0 Meetings

- 3.1 The Association shall hold an Annual General Meeting on or before the last day of September in such location as the Board shall determine.
- 3.2 A Special General Meeting shall be called by:
  - a) resolution of the Board
  - b) resolutions of at least three units
  - c) such resolution(s) shall stipulate the items to be discussed at the Special Meeting and only those items may be discussed.
- 3.3 The date and location of the next Annual General Meeting shall be announced at the close of the current Annual General Meeting and follow up notification shall be provided, in writing, by which ever unit is organizing the meeting.
- 3.4 The notice of any Special Meeting and the Annual General Meeting shall be communicated to the last registered address of each component unit so as to provide a minimum of 21 days notice. Where possible such notice may also be communicated by e-mail in addition to the written notice.

### 4.0 Officers

- 4.1 The Officers of the Association shall be elected at the Annual General Meeting. The officers of the Association will consist of the following positions: President, Vice President, Secretary, Treasurer and 5 Directors.
- 4.2 The term of office for all positions shall be two years and there shall be no bar to re-election.
- 4.3 The President, Treasurer and two Directors shall be elected in even numbered years.
- 4.4 The Vice President, Secretary and three Directors shall be elected in odd numbered years.
- 4.5 All positions shall be elected by and from all member units present at the Annual General Meeting and who are eligible to vote.
- 4.6 Any Director or Officer may be removed from office if they breach their duty to the association as detailed below:
  - a) All Board members shall attend seventy five percent of the meetings of the Board, be they "face to face" or "teleconferencing" meetings. The members of the board will attend all Special General Meetings and the Annual General Meeting.
  - b) All Board members will respond to all telephone, e-mail, and/or land mail relating to Board or Association business in a timely fashion.
  - c) Board members will complete task assigned to them or taken on by them in a timely fashion. If aid is required to complete the task, it is the responsibility of the Board member to obtain the help required.
- 4.7 If the office of President becomes vacant during the year the Vice President will assume the position of President.
- 4.8 If the office of Secretary or Treasurer becomes vacant the Board shall convene and promptly elect a replacement from amongst its members.

- 4.9 If the office of Vice President becomes vacant during the year the Board shall convene and promptly elect a replacement from the Directors.
- 4.10 If the office of Director becomes vacant during the year the Board shall leave the position vacant until the next Annual General Meeting.
- 4.11 No Director or Officer shall receive any payment from the Association in connection with their duties to the Association. However expenses, in accordance with Association policy, may be claimed.

**5.0 Duties of Officers and Directors**

- 5.1 The President shall be the Chief Executive Official of the Association. The President shall represent the Association in all dealings with other organizations and shall represent the Association to the Alberta Government and Municipal and Federal Police Forces. The President shall chair all meetings of the Association and shall, in conjunction with the Secretary, prepare the Agenda for all Board meetings. The President shall be, in conjunction with the Treasurer, a signing officer for the Association. The President shall report to each Board meeting and shall submit a written report to the Annual General Meeting.
- 5.2 The Secretary shall attend all meetings of the Board and Association and shall cause accurate minutes of such meetings to be made. The Secretary shall have custody of the Seal of the Association and, when the Seal is used, shall, together with the President, authenticate the use of the Seal. The Secretary shall have charge of all correspondence of the Association and shall be under the direction of the President and Board. The Secretary shall maintain such accurate records and correspondence as directed by the Board. The Secretary shall also maintain an accurate roster of all member units together with their mailing addresses and shall ensure the correct distribution of all meeting notices and other correspondence. The Secretary shall report in writing on the execution of his duties to the Annual General Meeting
- 5.3 The Treasurer shall be the Chief Financial Officer of the Association and shall receive all monies paid to the Association and shall promptly deposit them in such Bank, Treasury Branch, Credit Union or other Financial Institution as shall be determined, from time to time, by the Board. The Treasurer shall present a detailed account of all receipts and disbursements to each Board Meeting and shall prepare a duly audited statement for presentation to the Annual General Meeting. He shall, in conjunction with the President, sign all financial instruments in the name of the Association. The Treasurer shall report in writing on the execution of his duties to the Annual General Meeting.
- 5.4 The Vice President shall:
  - a) report to, assist, and work closely with the President;
  - b) attend all regular Board meetings, all Special General Meetings and the Annual General Meeting;
  - c) chair all meetings in the absence of the President;
  - d) submit a written report of their activities on behalf of the Board to the President one month in advance of the Annual General Meeting”.

## 2011 BYLAWS

- 5.5 The Directors shall assist the President and/or Vice President as required. Each shall maintain a list of the units within their area and shall attempt to contact each unit in person, by telephone, by e-mail and/or by land mail during their term of office. The list of completed contacts shall be passed on to the President and Board one month prior to the Annual General Meeting date
- 5.6 The President as the CEO of the Association shall report to the membership at the Annual General Meeting. The president's report shall encompass the activities of the Association for the past year.

### **6.0 Auditing**

- 6.1 The books of the Association shall be audited annually and the audited financial statement shall be presented to the Association by the Treasurer as part of the Treasurer's Annual Report. The Fiscal Year of the Association shall be from May 1st to April 30<sup>th</sup>

### **7.0 Powers of the Board**

- 7.1 The Board shall have such powers as are necessary for the Association to function. In particular the Board shall have the power to enter into binding agreements on behalf of the member units with the Government of Alberta and Municipal and Federal Police Forces and such other police units as it deems necessary to ensure the continuation of community based assistance to policing. Additionally, for the purpose of carrying out its objectives the Board shall have the power to borrow or raise or secure the payment of money in such manner as it sees fit, and in particular by the issuance of debentures, but this power shall be exercised only under the authority of the Association, and in no instance shall debentures be issued except by authority of a properly passed Special Resolution.

### **8.0 Amendment of the Bylaws**

- 8.1 These bylaws may be amended added to or rescinded at the Annual General Meeting or a Special General Meeting by means of a Special Resolution of which no less than 21 days written notice of the motion has been give to all member units. Any such motion must be passed by a 75% majority of all member units present and voting.
- 8.2 These bylaws may be amended, added to or rescinded at the Annual General Meeting or a Special General Meeting at which less than 21 days notice to propose the amendment has been given if all member units entitled to be present and voting so agree by means of resolutions passed by the member unit.
- 8.3 These bylaws may be amended, added to or rescinded by means of a resolution agreed to in writing by all member units. Each member unit must show that a majority of its individual patrol members agreed to the resolution at the meeting at which it was presented.
- 8.4 Only sections 8.1 and 8.2 shall apply to Resolutions to issue debentures.

**9.0 Withdrawal or Expulsion of Members**

- 9.1 Any member wishing to withdraw from membership may do so upon a notice in writing to the Board through its Secretary. It shall be their responsibility to return all equipment issued by the Society. There shall be no refund of membership fees upon voluntary withdrawal and a member shall remain liable for payment of an assessment or other sum levied which became payable by them to the Society prior to their notice of withdrawal of membership.
- 9.2 If any member is in arrears for fees or assessments for any year, such member shall be automatically suspended at the expiration of sixty days from the annual general meeting and shall thereafter be entitled to no membership privileges or powers in the Society until reinstated.
- 9.3 Any member will be notified by the Board of the charge of complaint against them. The member then has the opportunity to be heard by the Board at a meeting called for that purpose. The Board has the power and responsibility to issue disciplinary action, suspension or expulsion.
- 9.4 The Board shall have the power at a meeting to expel or suspend any member whose conduct has been determined by the Board to be improper, unbecoming, or likely to endanger the interest or reputation of the Society, or one who willfully commits a breach of the Society bylaws or policies and procedures. The member then has the opportunity to be heard by the Board at a meeting called for that purpose. The Board has the power and responsibility to reinstate membership, issue disciplinary action, suspension or expulsion.
- 9.5 Any Board member, upon a two-thirds (2/3) vote of all members of the Society in good standing, may be expelled from membership for conduct that is determined to be improper, unbecoming, or likely to endanger the interest or reputation of the Society, or one who wilfully commits a breach of the Society bylaws or policies and procedures.
- 9.6 Any Officer or Director, upon a majority vote of all members in good standing, may be removed from office for conduct that is determined to be improper, unbecoming, or likely to endanger the interest or reputation of the Society, or one who wilfully commits a breach of the Society bylaws, policies, or procedures. This will be done at a special meeting called for that purpose.

**10.0 General**

- 10.1 The office of the Association shall be within the Province of Alberta and shall normally be the home of the Secretary. The Office location will be announced at the end of elections in each year that the Secretary is elected.
- 10.2 The books or records of the Association shall be available for inspection by the officers of any member unit by arrangement with the President.
- 10.3 In the event that the Association is dissolved all funds and property of the Association, after all legal obligations are met, shall be passed to a charitable organization specified at the meeting which votes for dissolution. No funds or property shall pass to any officer or member unit (nor to their individual members).