

Heritage Boiler Association (Alberta)

Bylaws

Definition

- 1.0 These Bylaws govern the operation, general membership, voting, Officers and other activities of the Heritage Boiler Association (Alberta) (“HBAA”).

Membership

- 2.0 Membership in HBAA shall be open to any persons who have made satisfactory payment of HBAA Membership fee(s) (“Membership Fees”). Members must be accepted by a favourable vote passed by a quorum of the Members at a General meeting of HBAA. The quorum shall constitute a minimum of six (6) Members in good standing.
- 2.1. Members below the age of majority may join the Society at a fee of ½ the agreed membership fee. Members may not vote until they reach the age of majority. Members below the age of majority are not counted as part of quorum.
- 2.2. Corporate members are accepted. Corporate members are allowed one vote, excepting those who have resigned as described in 2.7. The corporate representative must be eligible to be a full member of HBAA. If a member is designated to represent a corporate member, that individual may not vote as an individual member. A member must declare if they are representing a corporate member.
- 2.3. Membership Fee in HBAA shall be determined, from time to time, by members in good standing of HBAA (the “Members”) at a general meeting of HBAA open to all Members (“General Meeting”).
- 2.4. Any Member wishing to withdraw from membership in HBAA may do so upon notice in writing to the Executive Committee through its Secretary.
- 2.5. If any Member is in arrears for Membership Fees or assessments for a period of six months during any year, such Member shall be automatically expelled. A Member shall be advised in writing of their expulsion. A member may apply to rejoin the society.
- 2.6. A member may be expelled from HBAA by vote of 2/3 of the quorum for a general meeting for any reason not in conjunction with HBAA goals and objectives. The quorum shall be a minimum of six (6) Members in good standing.
- 2.7. All Members who resign from or are expelled for reasons other than 2.5 from HBAA relinquish all rights and privileges as Members. They may not re apply for membership in the Society. Any and all Membership Fees or other amounts paid by the resigning or expelled Member to HBAA shall remain property of HBAA.
- 2.8. Any Member who has resigned or is expelled shall not attend any HBAA meetings and shall not vote at any of these meetings.

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Officers and Executive Committee

3.0 Executive Officers of HBAA shall be:

- 3.1.1. President
- 3.1.2. Past President
- 3.1.3. Recording Secretary
- 3.1.4. Treasurer
- 3.1.5. Director – Membership
- 3.1.6. Director at Large (2 positions)

3.2. The President, Past President, Secretary, Treasurer and Directors (the “Officers”) form the HBAA Executive Committee (the ‘EC’), which shall mean the Board of Directors of HBAA. Each Officer shall be a Director of HBAA.

3.3. Officers and candidates of the EC must be Members in good standing of HBAA prior to their nomination. All Officers must remain in good standing as Members of the EC during their term of Office.

3.4. The EC may appoint committees during each year and assign them specific tasks relating to HBAA business or activities throughout the fiscal year. Each committee shall have a chairperson who shall be accountable to the EC for the actions of the committee, which he chairs.

3.5. The President and Past President are *ex officio* Members of all HBAA committees required and appointed for conducting activities of HBAA.

3.6. Under no circumstances shall Officers of HBAA be remunerated for their services.

Election and Appointment of Officers

4.0 Elections and appointments of Officers shall be held at the AGM.

4.1. The President, Secretary, Treasurer and Directors shall be elected by the Members at the AGM each year.

4.2. All elections shall require a vote of the general membership. Quorum shall constitute a minimum of six (6) Members in good standing.

4.3. Officers, excepting the Past President, shall be elected by the Members to a term of one (1) year. Terms of office shall be from HBAA’s Annual General Meeting as described herein (“AGM”) to the subsequent AGM, covering the defined 1-year period for each of the Executive positions.

4.4. The Past President position is an appointed position. The Past President position is filled when a new President is elected at an Annual General Meeting. The previous

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President shall take the office of Past President when he chooses to either resign or no longer hold the office of President. The Past President shall remain a member of EC until replaced by the next Past President.

- 4.5. Officers shall assume office four (4) weeks after their election.
- 4.6. Outgoing Officers shall relinquish their offices four (4) weeks after their successor's elections.
- 4.7. In the event of an Officer's premature resignation, departure or removal, the EC has the right and duty to appoint an Officer *pro tempore*. The appointment shall be effective immediately. The appointment must be ratified or rescinded by vote and quorum of the Members at the next General Meeting. The quorum shall constitute a minimum of six (6) Members in good standing.
- 4.8. If the appointee is not ratified by quorum of the general membership, an alternative candidate must be appointed until the next general meeting to complete the remaining term of the outgoing EC Member.

Removal of Officers

- 5.0 Any Officer may be expelled for willful and repeated violation of the bylaws, or dereliction of duty and habitual inability to carry out their duties. In the event of the President's expulsion, the EC shall relieve them of all duties directly and appoint a new president *pro tempore* in their place.
- 5.1. Removal of an Officer requires an independent review by at least 2 Members who are not Officers. Following receipt by the EC of the reviewing Members' report, the Officer under review may be dismissed by unanimous vote of the remaining six (6) Officers.

Duties of Officers

6.0 Directors of the Society are the Officers of the Society

6.1. President

- 6.1.1. The duties of the President are as follows:
- 6.1.2. Along with other members of the EC, to collectively and jointly manage the affairs of HBAA;
- 6.1.3. To attend faithfully and regularly the meetings of HBAA and the EC;
- 6.1.4. To prepare and make available to the Members the agenda for all HBAA and EC meetings at least fourteen (14) days before such meetings;
- 6.1.5. To conduct all meetings of HBAA and EC in an orderly fashion;
- 6.1.6. To oversee the work of HBAA and any chairmen of any HBAA committees;

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6.1.7. To remove all Officers and chairmen who are incompetent or unable or unwilling to exercise their duties to the satisfaction of the EC and these Bylaws;

6.1.8. To authenticate any use of the Seal of HBAA by their signature and date.

6.2. Past President

6.2.1. The duties of the Past President are as follows:

6.2.2. Along with other members of the EC, to collectively and jointly manage the affairs of HBAA;

6.2.3. To attend faithfully and regularly the meetings of HBAA and the EC;

6.2.4. To assist the President with all their duties as outlined above;

6.2.5. To provide continuity of business when a new President takes office;

6.2.6. To act on the President's behalf in the event of their absence and in accordance with their duties as outlined above; and,

6.2.7. In the case of death or inability of the Secretary to act, the Past President may sign the Seal of HBAA.

6.3. Secretary

6.3.1. The duties of the Secretary are as follows:

6.3.2. Along with other members of the EC, to collectively and jointly manage the affairs of HBAA;

6.3.3. To attend faithfully and regularly the meetings of HBAA and the EC;

6.3.4. To record faithfully and accurately the minutes (the "Minutes") of all General HBAA meetings, Special meetings, the Annual General Meeting and EC meetings which minutes shall set out the proceedings of such meetings including any decisions made;

6.3.5. To preserve such Minutes in an orderly, permanent file for HBAA:

6.3.6. To distribute a copy of the Minutes to the Members within fourteen (14) days following any meeting;

6.3.7. To oversee the distribution of these Bylaws to the Members of HBAA as requested;

6.3.8. To appoint a suitable substitute in the case of their absence from any meeting he is expected to attend;

6.3.9. To pass on the *corpus* of HBAA records entrusted to their care to their successor;

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- 6.3.10. To make available to any Member, copies of records within the Secretary's custody in the manner set out in these Bylaws;
- 6.3.11. To have custody of the Seal of HBAA and to authenticate any use of that Seal by signature and date;
- 6.3.12. To have charge, under the direction of the other Officers, of all correspondence of HBAA;
- 6.3.13. To receive a current record of all Members of HBAA and their addresses from the Director of Membership;
- 6.3.14. To send all notices of the all meetings as required by these Bylaws;
- 6.3.15. To have custody of all books and records of HBAA; and,
- 6.3.16. To file any required legal and financial statements with the proper government agencies.

6.4. Treasurer

- 6.4.1. The duties of the Treasurer are as follows:
- 6.4.2. Along with other members of the EC, to collectively and jointly manage the affairs of HBAA;
- 6.4.3. To attend faithfully and regularly the meetings of HBAA and the EC;
- 6.4.4. To record accurately and faithfully all financial transactions of HBAA;
- 6.4.5. To properly account for the funds of HBAA and keep such books and records as may be required;
- 6.4.6. To present an accurate and faithful summary report of HBAA's finances at each HBAA and EC meeting;
- 6.4.7. To appoint a suitable substitute in the case of their absence from any meeting he is expected to attend;
- 6.4.8. To pass on the corpus of financial records entrusted to their care to their successor;
- 6.4.9. To collect and receive all monies paid to HBAA, including all Membership Fees or other assessments payable to HBAA by Members;
- 6.4.10. To deposit all monies received on behalf of HBAA in HBAA's account with its financial institution;
- 6.4.11. To present a full and detailed account of receipts and disbursements to the EC whenever requested;
- 6.4.12. To prepare and submit at the AGM a statement duly audited as hereinafter set forth of the financial position of HBAA. The Treasurer shall submit a copy

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of same to the Secretary for the records of HBAA;

6.4.13. To prepare an annual budget to be approved by the EC and thereafter presented to the Members at the AGM for approval by a quorum as defined herein; and,

6.4.14. To make available to any Member any records within the Treasurers custody in the manner set forth in these Bylaws.

6.5. Director – Membership

6.5.1. The duties of the Director, Membership are as follows:

6.5.2. Along with other members of the EC, to collectively and jointly manage the affairs of HBAA;

6.5.3. To attend faithfully and regularly the meetings of HBAA and the EC;

6.5.4. To maintain the membership register of HBAA and to provide copies of membership records to all officers of the Society;

6.5.5. To receive membership applications and present them at a general meeting for vote by the general membership.

6.6. Director at Large (2 positions)

6.6.1. The duties of the Director at Large are as follows:

6.6.2. Along with other members of the EC, to collectively and jointly manage the affairs of HBAA;

6.6.3. To attend faithfully and regularly the meetings of HBAA and the EC;

6.6.4. To perform duties as assigned from time to time by the EC;

6.6.5. To report to the EC their actions and ongoing progress of activities assigned.

Corporate Seal

7.0 The corporate seal shall remain in the custody of the Secretary.

7.1. The corporate seal shall be authenticated by any one signature and date of the President or Secretary or Past President.

General Meetings

8.0 In as much as it is beneficial and practical, Robert's Rules of Order shall be used to conduct all meetings of HBAA and EC.

8.1. Notice of general meetings of HBAA ("General Meetings") shall be provided to each Member at least fourteen (14) days prior via mail, email or telephone. Notice shall

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include the date, time and location of the General Meeting.

- 8.2. Any decisions or votes required at a General Meeting require a quorum, which shall constitute a minimum of six (6) Members in good standing.
- 8.3. Following a General Meeting, all Members shall receive Minutes of such meeting with fourteen (14) days of the meeting.

Annual General Meeting

- 9.0 An Annual General Meeting of HBAA (“AGM”) shall be held in Alberta, in March of each year.
- 9.1. Written notice of the AGM shall be provided to each Member via mail or email at the Member’s last known address or in person at least fourteen (14) days prior to the date of the AGM. Such notice will include the date, time and location of the AGM.
- 9.2. Any decisions or votes to be taken at an AGM require a quorum, which shall constitute a minimum of six (6) Members in good standing.
- 9.3. At an AGM, as a minimum, the following activities must be conducted:
 - 9.3.1. An election of Officers;
 - 9.3.2. Appointments of required committee chairman; and,
 - 9.3.3. Presentation by the Treasurer of an annual financial statement, setting out HBAA income, disbursements, assets and liabilities from the previous fiscal year. The statement shall be audited and signed by HBAA’s auditor(s).
 - 9.3.4. Presentation by the Treasurer of the budget for the upcoming year’s operation.
- 9.4. Any decisions or votes required at an Annual General Meeting require a quorum, which shall constitute a minimum of six (6) Members in good standing.
- 9.5. Following an AGM, all Members shall receive Minutes of such AGM within fourteen (14) days.

Special Meetings

- 10.0 Special meetings of HBAA (“Special Meetings”) may be called by decision of the EC. All Members shall be advised of any Special Meeting at least fourteen (14) days prior via mail, email or telephone. Notice shall include the date, time and location of the Special Meeting.
- 10.1. Any decisions or votes to be taken at the Special Meeting require a quorum, which shall constitute a minimum of six (6) Members in good standing.
- 10.2. Following a Special Meeting, all Members shall receive Minutes of such meeting

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within fourteen (14) days..

Executive Meeting

- 11.0 General EC meetings (“EC Meetings”) will be held before each Annual General, General or Special Meeting. EC Meetings are called by the President.
- 11.1 Notice of EC Meetings shall be provided to Officers at least fourteen (14) days beforehand via mail, email or telephone. Notice shall include the date, time and location of the EC Meeting.
- 11.2 EC meetings may be held using electronic means.
- 11.3 Members who are not Officers may be invited by the Officer(s) to attend EC Meetings, however such Members may not vote at EC Meetings.
- 11.4 Special EC meetings may be called by the President at any time upon three (3) days written notice to all Members of the EC.
- 11.5 Any decisions or votes to be taken at an EC Meeting require a quorum, which shall constitute a minimum of four (4) EC Members in good standing. Voting may use any electronic means available.
- 11.6 After each EC Meeting, all Officers shall receive Minutes of such meeting within fourteen (14) days.

Voting for Meetings

- 12.0 Each Member in good standing shall have one vote to decide matters brought forth at HBAA meetings. A Member must be present to vote at any meeting at which they are entitled to vote. There shall be no votes by proxy.

Changes to Bylaws

- 13.0 These Bylaws may only be made, amended or rescinded by a Special Resolution of the Members.

Allocation and Tracking of HBAA Funds

- 14.0 All unbudgeted purchases less than \$199.99 require the approval of one (1) Officer.
- 14.1 All unbudgeted purchases between \$200.00 and \$499.99 require the approval of four (4) Officers
- 14.2 All unbudgeted purchases between \$500.00 and \$999.99 require the unanimous approval of the EC.
- 14.3 All unbudgeted items of \$1,000.00 or more must be approved by a vote of the

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Members at a General Meeting. Such vote shall require a quorum of members. The quorum shall constitute a minimum of six (6) Members in good standing.

- 14.4. All expenditures of HBAA monies over \$25.00 must be documented with an original receipt(s), signed by the purchaser and include a description of the item purchased. Receipts shall be supplied to the Treasurer for reimbursement.

Audit of Financial Records

- 15.0 The Treasurer must oversee an open and independent audit of HBAA's books annually, to be reported at the AGM. Such audit shall be conducted by one Member who is not an Officer and by an Officer other than the Treasurer.

Fiscal Year End

- 16.0 The Fiscal year end of the society is December 31 of each year.

Borrowing of Funds

- 17.0 HBAA shall under no circumstances be permitted to borrow money from a member, bank or other financial institution.

Inspection of Books and Records

- 18.0 Any Member in good standing may request to view the books or records of HBAA by giving reasonable notice to and arranging a time and location satisfactory to the Officer or Officers having charge of same.

Property, Assets, Debt and Liability

- 19.0 All assets and property of HBAA belong to HBAA and not to any individual Member. All debts of HBAA are the responsibility of HBAA and not of any individual Member.

- 19.1. No Member or Officer is:

19.1.1. Liable for the acts of any other Members or Officers;

19.1.2. Responsible for any loss or damage due to bankruptcy, insolvency or wrongful act of any persons, firm or corporation dealing with HBAA;

19.1.3. Liable for any loss due to an oversight or error in judgment or by any act in their or her role in HBAA, unless the act is fraudulent, dishonest or in bad faith; or,

19.1.4. Liable for defamation in a communication if the communication is published to or by a Member or any person acting on behalf of Members in good faith in the course of any proceedings under these Bylaws.

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These bylaws last revised on March 18, 2023.

President

David Rose

Past President

Randy Kvill

Secretary

Steve Macklam

Treasurer

Brian Henderson

Director at Large

Clark McIntyre

Director – Membership

Don Seib

Director at Large

Paul Prevost

Dated Wetaskiwin, Alberta, March 18, 2023