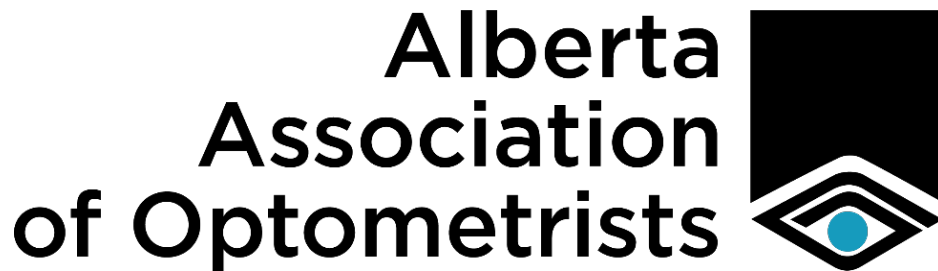


ALBERTA ASSOCIATION OF
OPTOMETRISTS



BYLAWS

APPROVED BY THE MEMBERS OF THE ALBERTA
ASSOCIATION OF OPTOMETRISTS

AT THE ANNUAL GENERAL MEETING HELD

October 14, 2020

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Section 1: Definitions and Interpretation

Article 1: Definitions

- 1.1.1 "*Act*" means the Societies Act, Chapter S - 14, RSA 2000.
- 1.1.2 "*Affiliate*" means an optometrist from out of province, an optometric student, or retired optometrist, all of whom do not have voting privileges at Association meetings.
- 1.1.3 "*Annual General Meeting*" means the Annual General Meeting of the Association called pursuant to these Bylaws.
- 1.1.4 "*Association*" means the Alberta Association of Optometrists, established pursuant to the *Act*.
- 1.1.5 "*Ballot*" means a ticket, sheet of paper or form, in a physical or electronic format, used to cast a secret vote.
- 1.1.6 "*Bylaws*" means Bylaws of the Alberta Association of Optometrists, as amended from time to time.
- 1.1.7 "*Chief Executive Officer*" means a person appointed by the Council to act as the chief executive officer of the Association.
- 1.1.8 "*College*" means the Alberta College of Optometrists.
- 1.1.9 "*Council*" means the Council of the Association, which is composed of the Officers and Directors.
- 1.1.10 "*CAO*" means the Canadian Association of Optometrists.
- 1.1.11 "*Deliver*" and "*delivered*" with reference to a notice or other document, includes to mail to or leave with a person, or deposit in a person's mailbox or receptacle at the person's residence or place of business, and includes the transmission of electronic mail through the Internet.
- 1.1.12 "*Executive*" means the Executive Committee of the Council.
- 1.1.13 "*Health Information Act*" means the *Health Information Act*, R.S.A. 2000, as amended or as replaced by legislation of similar nature and substance.
- 1.1.14 "*Mail*" means any information sent by post, fax or electronic mail such that a written copy may be produced;
- 1.1.15 "*Mailing Address*" means the address specified by the Member from time to time, as the address where the member wishes to receive all communications from the Association.
- 1.1.16 "*Member*" means a Full Time or Part Time member who is an optometrist in good standing with the Association.
- 1.1.17 "*New Graduate*" means an optometrist practicing in their first or second year of optometry.
- 1.1.18 "*Optometrist*" means a person licensed to provide optometric care in accordance with the Optometric Profession Regulation under the *Health Professions Act*.
- 1.1.19 "*Province*" means the province of Alberta in Canada.
- 1.1.20 "*Seal*" means the official seal of the Association.

- 1.1.21 "*Special Meeting*" means any meeting of the Association called pursuant to these Bylaws, except the Association's Annual General Meeting.
- 1.1.22 "*Special Resolution*" means a resolution passed at a meeting by a vote of not less than 75% of Members entitled to vote.
- 1.1.23 "*telephonic or electronic means*" means any means that uses the telephone or any other electronic or other technological means to transmit information or data including, without limitation, telephone calls, fax, e-mail, automated touch-tone telephone system, computer or computer networks.

Article 2: Interpretation

- 1.2.1 The Council shall approve and implement policies to fulfill the requirements of these Bylaws.
- 1.2.2 Where the Act and these Bylaws are silent, the Council approved policies apply.
- 1.2.3 The provisions of these Bylaws are independent and severable. The invalidity of any part of these Bylaws does not affect the validity of the remainder of the Bylaws, which shall continue in full force and effect.

Section 2: Governance of the Association – The Council

Article 1: Roles of the Council

- 2.1 Pursuant to the Act and these Bylaws, the Council shall govern, control and administer the Association. The Council's functions include, but are not limited to:
 - 2.1.1 conducting the business of the Association between Annual General Meetings;
 - 2.1.2 acting in a governance capacity, particularly accountability for the Association's financial status;
 - 2.1.3 making and revising Bylaws (subject to approval by Members) and governance policies;
 - 2.1.4 establishing fees, dues and levies;
 - 2.1.5 prescribing the function and duties of Council standing and ad hoc committees, and appointing individuals to Council standing and ad hoc committees;
 - 2.1.6 filling any Council vacancy for the remainder of any term caused by the resignation or death of any Council member;
 - 2.1.7 determining the time and place of the Annual General Meeting or any Special Meeting;
 - 2.1.8 appointing the auditor for the Association;
 - 2.1.9 appointing counsel for the Association;
 - 2.1.10 prescribing fees, allowances, stipends, and expenses of persons other than Members of the Association for rendering services to the Association;

- 2.1.11 prescribing fees, allowances, stipends and expenses for Members of the Association serving on the Council or Committees;
- 2.1.12 meeting with the Council of the Alberta College of Optometrists to consider matters of joint interest;
- 2.1.13 entering into agreements on behalf of the Association; and
- 2.1.14 responding to any matters as may be required by the Act or these Bylaws.

Article 2: Other Powers, Duties, and Functions of the Council

- 2.2.1 Subject to the Act, the Council may, in accordance with its policies, delegate any of its powers, duties, or functions to committees consisting of Members of the Association. Such committees shall, in execution of the power delegated to them, comply with any condition that may be imposed by the Council and shall, in due course, report to the Council.
- 2.2.2 Subject to the Act, the Council shall have power to delegate any power, duty or authority of the Council which may be lawfully delegated to the Chief Executive Officer, to any Committee or to any Officer.
- 2.2.3 The Council shall have the power to pay Council and Committee members and others performing duties on behalf of the Association reasonable remuneration, honoraria, travel and living expenses.
- 2.2.4 The Council shall have the power to set policies for payment to Council and Committees members, and others who perform work on behalf of the Association concerning reasonable remuneration, honoraria, travel, and living expenses.
- 2.2.5 The Council shall have the power to ensure that Association policies are implemented through the monitoring of compliance with policies.

Article 3: Composition of the Council

- 2.3.1 Pursuant to the Act, the Council consists of nine (9) Member optometrists. The nine (9) Council members shall be composed of:
 - 2.3.1.1 the President;
 - 2.3.1.2 the President Elect;
 - 2.3.1.3 the Past President;
 - 2.3.1.4 five (5) elected Council members; and
 - 2.3.1.5 one (1) Member appointed by Council to act as the Association's representative to the Canadian Association of Optometrists.

Article 4: Election of the Council Members

- 2.4.1 Members in good standing shall be eligible for election as Council members, with the exception of those who are members of the Alberta College of Optometrists council or any committee thereof, or any board or committee established under the *Health Professions Act* or *Government Organization Act*.
- 2.4.2 Elections of Council members shall be by ballot and shall be held in conjunction with the Annual

General Meeting.

- 2.4.3 The President and President Elect shall be elected by ballot in conjunction with the Annual General Meeting. The terms of office of the President and President Elect shall be until the next Annual General Meeting.
- 2.4.4 All members of the Council, except the President, President Elect, the immediate Past President and any ex-officio members appointed by the Council, shall be elected for a term of two (2) years.
- 2.4.5 The Council shall appoint the Chair of the Nominating Committee. The Chair of the Nominating Committee shall appoint committee members.
- 2.4.6 The Chair of the Nominating Committee shall inquire among Members of the Association, at least 60 days prior to an Annual General Meeting, or at least 15 days prior to a Special Meeting, if appropriate, as to the persons whom the Members would propose be nominated for the offices of President, President Elect and Council members.
- 2.4.7 Advance nominations must be received by the Nominating Committee in writing. For a nomination to stand, a written nomination must show the name and signature of the Member accepting the nomination. A call for nominations from the floor shall be made, and shall be accepted or declined by those nominated.
- 2.4.8 In the case of an Annual General Meeting or Special Meeting, the list of candidates, if any, shall be delivered by regular postal service or electronic mail to the Members at least 30 days prior to the meeting.
- 2.4.9 Additional nominations for President, President Elect and other Council members may be made from the floor of the Annual General Meeting, if the person so nominated consents to the nomination verbally or in writing.
- 2.4.10 The Chair of the Nominating Committee shall obtain from each candidate on the list, in writing, their consent to the nomination.
- 2.4.11 The Chair of the Nominating Committee shall invite each nominee, or in the nominee's absence, the nominator, to speak on their behalf.
- 2.4.12 The Chair of the Nominating Committee shall act as Chair of that portion of the Annual General Meeting that deals with elections of Council members, and shall appoint scrutineers.
- 2.4.13 In the event that there are more Members nominated for the Council than there are vacancies, the Members who receive the most votes shall be considered elected to the Council.

Article 5: Term of Office of the Council

- 2.5.1 A newly elected Council member takes office immediately following the close of the Annual General Meeting at which they are elected.
- 2.5.2 In the case of any vacancy that occurs on the Council, the person filling such a vacancy or replacing such a member shall hold office until the expiration of the term of the vacancy or the term of the member they replace.

Article 6: Officers of the Association

- 2.6.1 The Officers of the Association shall be:
 - 2.6.1.1 the President;
 - 2.6.1.2 the President Elect; and
 - 2.6.1.3 the Past President.
- 2.6.2 Subject to the Act, any Officer of the Association may delegate any power, duty or function to any appointed or hired personnel of the Association to assist them in carrying out the powers, duties and functions of their office.
- 2.6.3 The Officers of the Association shall constitute the Executive Committee. The Chief Executive Officer shall be an ex-officio, non-voting member of the Executive Committee.
- 2.6.4 The Executive Committee shall:
 - 2.6.4.1 meet at the request of the Council to govern the Association between Council meetings, subject to these Bylaws and any restrictions or limitations imposed by the Council;
 - 2.6.4.2 act on any other matters the Council delegates; and
 - 2.6.4.3 propose all decisions for ratification by the Council.

Article 7: President

- 2.7.1 The President shall:
 - 2.7.1.1 preside at all Annual General Meetings, Special Meetings and Council meetings, and shall be the Chairperson of all such meetings;
 - 2.7.1.2 at every Annual General Meeting, submit a complete report of the Association's operations, and issue a statement of its activities to Members;
 - 2.7.1.3 from time to time, report to Members on relevant matters within the President's knowledge;
 - 2.7.1.4 provide general direction, mentorship, and advice to the Chief Executive Officer or individuals engaged by the Association;
 - 2.7.1.5 have the rights and privileges of voting as provided for in Robert's Rules of Order;
 - 2.7.1.6 hold office until a successor is elected;
 - 2.7.1.7 upon leaving office, assist the President Elect to ensure a smooth transition;
 - 2.7.1.8 be an ex-officio member of all Council committees; and
 - 2.7.1.9 perform other duties assigned to the President under the Act, these Bylaws and Association policies.

2.7.2 If the President resigns or is otherwise unable to act, the President Elect shall become President for the remainder of the then current term of the President's office.

Article 8: President Elect

2.8.1 The President Elect shall perform the duties of the President in the President's absence or inability, or at the President's request.

2.8.2 In the absence of the President and President Elect, the Chair for a Council meeting shall be elected by a majority vote of Council members present.

2.8.3 If the President Elect resigns or is unable to act, the Council shall elect, from among themselves, a person to fill the office for the remainder of the then current term of the President Elect's office. If the Council is unable to agree upon a replacement President Elect from among themselves, the Council shall seek nominations from the Members and the President shall convene a Special Meeting at which the replacement President Elect shall be elected by the Members.

Article 9: Past President

2.9.1 If the Past President resigns or is otherwise unable to act, the position shall remain vacant or be filled by a Past President at the discretion of the Council.

Article 10: Council Meetings

2.10.1 The Council shall hold at least four (4) Council meetings in each calendar year. Council meetings shall be held by order of the President or at the request of a majority of Council members.

2.10.2 Council meetings shall be held at such time and place as may be directed by the Council and, in the absence of such direction, at such time and place as the President shall designate. In addition to in-person meetings, Council meetings may, by order of the President or at the request of a majority of Council members be held by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Council member participating in such a meeting by telephonic or electronic means is deemed to be present at that meeting.

2.10.3 All Council members shall be given written notice of the time and place of a meeting at least five (5) days in advance of the meeting. If the meetings are pre-scheduled, this provision may be waived.

2.10.4 The Rules of Order and Procedures at Council Meetings shall be those normally accepted Robert's Rules of Order and Procedure governing meetings of a like nature. If a dispute arises, it shall be settled by the Chair of the meeting, whose decision shall be final.

2.10.5 A quorum of Council is five (5) Members, one of whom shall be the President or President Elect.

2.10.6 Voting on matters by the Council may be conducted:

2.10.6.1 at any meeting of the Council; or

2.10.6.2 with the authorization of the President, by mail or telephonic or electronic means that the Association has made available for that purpose.

2.10.7 All members of the Council are eligible to vote on all matters before the Council. The Council's decision shall be made by a majority of those Members participating in the vote.

- 2.10.8 The President shall provide the following to Members, upon request:
- 2.10.8.1 details of the time and place of a Council meeting; and
 - 2.10.8.2 a copy of the agenda, excluding in-camera items.
- 2.10.9 Meetings of the Council shall be open to Members, with the exception of in-camera discussions, as determined by the Council in accordance with its policies.
- 2.10.10 The Council may exclude any person from any part of a Council meeting, including but not limited to circumstances where the following items may be discussed:
- 2.10.10.1 financial, personal or other matters of such a nature that the desirability of avoiding public disclosure of them in the interest of any person affected or where the public interest outweighs the desirability of adhering to the principle that meetings be open to the public;
 - 2.10.10.2 where a person involved in a criminal proceeding or civil suit or proceeding may be prejudiced;
 - 2.10.10.3 personnel matters or property acquisitions; or
 - 2.10.10.4 instructions that may be given to or opinions received from legal counsel or other advisors for the Association, the Council, or committees.
- 2.10.11 The Chief Executive Officer shall ensure that minutes are taken at each meeting, signed by the President or Chair of the meeting, and retained on file.
- 2.10.12 A decision approved by Council members, including a motion transmitted by mail, email, facsimile or other electronic means is valid and binding, and of the same effect as if the motion had been duly passed at a meeting of the Council.
- 2.10.13 Upon receipt by any Officer of the Association (as set forth in Section 2.6.1) of a request in writing signed by not less than three (3) Council members, the Council shall within twenty-one (21) days of the date the request is received by any such Officer of the Association, convene a Council meeting.

Article 11: Compensation of the Council, Committee and Other Members

- 2.11.1 The Council may establish a committee to review and establish the amount a member of the Council, a Council committee, individual or committee delegated by the Council is entitled to be reimbursed. Reimbursement will be provided for reasonable travel and living expenses, as well as reasonable disbursements while engaged in the Association's business.

This committee will undertake a review and make recommendations concerning the per diem rate for the Council and committee members. Per diem rates should be reviewed at least every four (4) years.

- 2.11.2 The President shall be paid an honorarium in addition to a per diem and expenses, in recognition of the added responsibilities and time commitment away from the President's optometric practice.

Article 12: Removal of Council Members

- 2.12.1 A Council member automatically ceases to hold office if they cease to become a Member in good standing.
- 2.12.2 A Council member may be removed from the Council by a resolution passed by a two-thirds (2/3) majority of the remaining Council members. For greater clarification, the Member who is the subject of the removal motion shall not be included in calculating this two-thirds (2/3) majority.
- 2.12.3 The term of a Council member shall be terminated immediately upon:
 - 2.12.3.1 submission by that Council member of a written resignation to the Association;
 - 2.12.3.2 suspension or expulsion of that Council member from the Association; or
 - 2.12.3.3 failure of that Council member to attend three (3) consecutive the Council meetings without prior approval by the Council.
- 2.12.4 A Council member shall be deemed to have vacated the office of the Council member if:
 - 2.12.4.1 that Council member becomes incapacitated or dies; or
 - 2.12.4.2 that Council member's registration and/or practice permit is suspended or cancelled, including as a result of "unprofessional conduct" under the *Health Professions Act*.
- 2.12.5 If an elected member of the Council, other than the President, President Elect, or immediate Past President resigns or is otherwise unable to retain their office, the Council may appoint another Member to fill the office for the remainder of the term, or leave the position vacant. If the Member appointed by Council pursuant to Section 2.3.1.5 to act as the Association's representative to the Canadian Association of Optometrists resigns or is otherwise unable to retain their office, the Council may appoint another Member to fill the office for the remainder of the term.

Section 3: Association Committees

Article 1: Roles and Responsibilities

- 3.1.1 All Council committees are appointed by the Council, and are responsible and accountable to the Council.
- 3.1.2 The Council shall approve each Council committee's chairperson, mandate and Terms of Reference.
- 3.1.3 A majority of a Council committee's membership constitutes a quorum.
- 3.1.4 Council committees shall be divided into standing and ad hoc categories.
- 3.1.5 Each Council committee chairperson shall provide a report to the Council in accordance with Council policies.
- 3.1.6 Council committees may make recommended changes to Council policies to the Council.
- 3.1.7 The Council may, by a majority vote, remove a member from a Council committee or dissolve a committee.

Section 4: Meetings of the Members

Article 1: Annual General Meetings

- 4.1.1 An Annual General Meeting of the Members shall be held at least once in every calendar year, at a time and location determined by the Council. The Council may determine that the meeting shall be held by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting.
- 4.1.2 Attendance at Annual General Meetings is limited to Members in good standing, the Chief Executive Officer, and guests invited by the Chief Executive Officer, on behalf of the Council.
- 4.1.3 The following matters shall be considered at an Annual General Meeting:
 - 4.1.3.1 circulation of Minutes;
 - 4.1.3.2 reports of Officers and Committees;
 - 4.1.3.3 annual audited Financial Statements;
 - 4.1.3.4 unfinished business;
 - 4.1.3.5 new business;
 - 4.1.3.6 such other matters or things as may be properly placed before the meeting;
 - 4.1.3.7 election of Council members; and
 - 4.1.3.8 adjournment.
- 4.1.6 Following adoption of a resolution at an Annual General Meeting, the President, or any presiding officer of the meeting, shall provide Members at the next Annual General Meeting with an update on actions arising.
- 4.1.7 Meetings of the Association may be adjourned from time to time by consent of a majority of the Members present. No business shall be transacted at a continued meeting, other than business left unfinished at the meeting from which the adjournment took place.
- 4.1.8 At any meeting of the Association, any two (2) Members may request that the voting on any question before the meeting shall be by ballot. Acceptance of this request shall require a majority vote of those in attendance. The President or other presiding officer of the meeting shall thereupon appoint two adjudicators to take the vote.

Article 2: Notice of Annual General Meetings and Election

- 4.2.1 The Chief Executive Officer shall notify every Member of each Annual General Meeting of the Association by delivering a hardcopy or electronic mail notice of the date, time and location of the Annual General Meeting as determined by the Council, at least thirty (30) days prior to the Annual General Meeting.
- 4.2.2 The notice of Annual General Meeting shall contain information for the Annual General Meeting, including but not limited to, an agenda, a description of the nomination procedure and a nomination form, the election procedure for Council members and a resolutions form.
- 4.2.3 The accidental omission to deliver notice of a meeting to, or the non-receipt of a notice by, any Member entitled to receive notice does not invalidate proceedings at that meeting.

Article 3: Mail or Electronic Vote

- 4.3.1 The Council, in accordance with its policies, shall determine whether any matter at a Council meeting, the Annual General Meeting, a Special Meeting or otherwise shall be the subject of a vote via mail or telephonic or electronic means.
- 4.3.2 When the Council decides that a matter or resolution should be the subject of a vote via mail or telephonic or electronic means, it shall, by the most appropriate means possible, notify all Members about:
 - 4.3.2.1 the subject of the vote;
 - 4.3.2.2 information, background or explanation the Council deems appropriate;
 - 4.3.2.3 direction as to voting which the Council deems appropriate; and
 - 4.3.2.4 the date and time specified by the Council for the closing and receipt of the mail vote.
- 4.3.3 Members' mail votes not received on or before the closing date specified by the Council shall be deemed spoiled and shall not be counted as participating in the vote.
- 4.3.4 Immediately following the date specified for the closing of a vote via mail or telephonic or electronic means, one or more scrutineers appointed by the Council shall count the votes and provide the results of the vote to the Chief Executive Officer, who shall notify the Members in writing within 30 days of being advised of the results.
- 4.3.5 All votes made via mail or telephonic or electronic means shall be retained for sixty (60) days following the date specified for the closing of a mail vote, and then such votes will be destroyed by the Chief Executive Officer or designate.

Article 4: Special Meetings

- 4.4.1 Every meeting of the Members, other than an Annual General Meeting, is a Special Meeting. A Special Meeting shall be called by the President following receipt of a written request by thirty (30%) percent of the Members, or at the request of a simple majority of the Council.
- 4.4.2 The Members' request shall include the printed names and signatures of Members requesting a Special Meeting and the reason for the request.
- 4.4.3 A Special Meeting shall be called within thirty (30) days of receipt of the written request, and held within thirty (30) days of the meeting being called.
- 4.4.4 Notice of a Special Meeting shall be sent by hardcopy or electronic mail to each Member at least fifteen (15) days prior to the meeting, and shall include:
 - 4.4.4.1 reasons for which the Special Meeting is being called;
 - 4.4.4.2 the time, date and location of the Special Meeting; and
 - 4.4.4.3 a list of candidates, if applicable to the purpose of an election at the Special Meeting.
- 4.4.5 Business transacted at a Special Meeting of the Association shall be limited to the purpose or purposes for which the Special Meeting has been called, and which is expressly set out in the notice of the Special Meeting.

- 4.4.6 Attendance at Special Meetings is limited to Members in good standing, Honorary Members, Council members, the Chief Executive Officer and guests invited by the Chief Executive Officer on behalf of the Council.

Article 5: Quorum of Members

- 4.5.1 A quorum for an Annual General Meeting or a Special Meeting shall be constituted by the attendance of at least fifty (50%) percent of Council members plus 25 other eligible Association members.

Article 6: Minutes

- 4.6.1 The Association office shall have custody of the minutes of all meetings of the Association.
- 4.6.2 Minutes of Annual General Meetings and Special Meetings shall be made available to Members in good standing upon request.

Article 7: Voting

- 4.7.1 Only Members in good standing with the Association can vote at an Annual General Meeting, a Special Meeting of the Association or any other matter brought to a vote of the Members.
- 4.7.2 When a quorum is present at any meeting, a simple majority of the votes properly cast upon any question shall decide the question.

Article 8: Rules of Order and Procedures

- 4.8.1 Rules of Order and Procedures at an Annual General Meeting or a Special Meeting shall be those normally accepted Robert's Rules of Order and Procedures governing meetings of a like nature.
- 4.8.2 A dispute shall be settled by the Chairperson of the meeting or by a Parliamentarian as appointed by the Chairperson. The Chairperson or the appointed Parliamentarian's decision is final.

Section 5: Privileges and Responsibilities of Membership

Article 1: Membership in the Association

- 5.1.1 Membership in the Association is voluntary, and optometrists practicing in Alberta have the option to become members.
- 5.1.2 A Member shall be in good standing only if:
- 5.1.2.1 no fines, fees, costs, assessments, penalties or levies are owing by the Member to the Association;
 - 5.1.2.2 the Member has a valid and subsisting registration and practice permit to practice optometry in Alberta; and
 - 5.1.2.3 the Member's registration and/or practice permit has not been suspended or cancelled pursuant to the *Health Professions Act*.

Article 2: Full Time and Part-Time Members

- 5.2.1 A doctor of optometry who is a registered practitioner in good standing with the Alberta College of Optometrists and resident in Alberta, is eligible for full-time or part-time membership in the Association on application to the Association and payment of the required dues and/or levies.
- 5.2.2 A Full-Time member is defined as a member practicing more than seventy-five (75) days per calendar year.
- 5.2.3 A Part-Time member agrees to practice not more than seventy-five (75) days per calendar year to be eligible for their part-time status with the Association.
- 5.2.4 A New Graduate may be a Full-Time or Part-Time Member.

Article 3: Full-time and Part-Time Member in Good Standing

- 5.3.1 A Full-Time and Part-Time Member who is in good standing with the Association is entitled to:
 - 5.3.1.1 all privileges and rights of membership in the Association generally;
 - 5.3.1.2 nominate and be nominated for office in the Association;
 - 5.3.1.3 vote at the Annual General Meeting and any Special Meeting, including voting in elections for Council positions;
 - 5.3.1.4 attend meetings of the Association and serve on committees, task forces, sub-committees and panels of the Association;
 - 5.3.1.5 receive a summary of Annual General Meetings, Special Meetings, Association communications, auditor's report and minutes of the immediate previous Annual General Meeting;
 - 5.3.1.6 participate in Association sponsored educational sessions;
 - 5.3.1.7 be eligible to become a member of the Canadian Association of Optometrists;
 - 5.3.1.8 be provided with an annual proof of renewal;
 - 5.3.1.9 be eligible to use the corporate identity of the Association as approved by the Council from time to time; and
 - 5.3.1.10 receive such other benefits as the Council determines from time to time.

Article 4: Out-of-Province Affiliate

- 5.4.1 An Out of Province Affiliate is an optometrist, duly regulated and practicing in another jurisdiction, and a member in good standing with their respective optometric regulatory college and also association in that jurisdiction, who wishes to maintain a relationship with the Alberta Association.
- 5.4.2 An optometrist, practicing outside Alberta, may apply for Out of Province Affiliate status by making application to the Association and paying the required fees.
- 5.4.3 An Out of Province Affiliate is eligible to attend Association functions and events, but not to hold office or vote. An Affiliate is eligible for the "member fee" at Association functions.
- 5.4.4 An Out of Province Affiliate will receive appropriate Association correspondence and information.

Article 5: Student Affiliates

- 5.5.1 An optometry student enrolled in the faculty of optometry at an accredited educational institution is eligible to become a student affiliate in the Association on application and payment of the required dues.
- 5.5.2 A Student Affiliate may attend Association functions and/or meetings, but does not have voting privileges. A Student Affiliate may be charged the "member" fee for Association functions.
- 5.5.3 A Student Affiliate shall receive appropriate Association general mailings.

Article 6: Honorary Members

- 5.6.1 The Council may appoint an Honorary Member. An Honorary Member is a person who is not an optometrist and who has rendered to the profession valuable service, or has notably contributed to the advancement of optometry.
- 5.6.2 An Honorary Member is eligible to attend Association functions, but may not vote or hold office.

Article 7: Lifetime Members

- 5.7.1 The Council may appoint a Lifetime Member. A Lifetime Member is an optometrist who has made an exceptional contribution to the advancement of the profession of optometry in Alberta.
- 5.7.2 A Lifetime Member is eligible to attend Association functions, may vote and hold office. They are not required to pay any fees, dues, or levies and will be charged the "member fee" to attend Association functions, conferences, etc.

Article 8: Retired Affiliates

- 5.8.1 A Retired Affiliate is a former registered optometrist with the Association. They are not required to pay any fees, dues, or levies and will be charged the "member fee" to attend Association functions, conferences, etc.

Article 9: Suspension, Expulsion and Resignation

- 5.9.1 Membership shall terminate with the Association if a Member:
 - 5.9.1 ceases to be a member in good standing with the Alberta College of Optometrists;
 - 5.9.2 does not pay membership dues, levies and penalties within the timeframe established by the Council;
 - 5.9.3 does not respond to all reasonable attempts to collect their outstanding account, and the Council approves the Chief Executive Officer's recommendation for suspension or expulsion;
 - 5.9.4 ceases to be a member of the Canadian Association of Optometrists; or
 - 5.9.5 resigns by delivering a signed notice to the Chief Executive Officer.

Section 6: Management and Administration of the Association

Article 1: Head Office

- 6.1.1 The Association's head office shall be in Edmonton, Alberta or other municipality, at the Council's discretion.

Article 2: Seal

- 6.2.1 The seal of the Association will be kept at the registered office of the Association and the responsibility for its use shall be determined by the Council.

Article 3: Signing Authority

- 6.3.1 The President, President Elect, two (2) Council-designated Council members, the Chief Executive Officer and a second staff member (as determined by a motion of the Council) shall be the Association's signing authorities. The signature of any two signing authorities on a document shall be considered sufficient.

Article 4: Fiscal Year

- 6.4.1 The Association's fiscal year is January 1 of one year to December 31 of the same year.

Article 5: Chief Executive Officer

- 6.5.1 The Council may delegate authority and responsibility for implementation of any Association policies, finances, activities and management to the Chief Executive Officer, as the Association's chief executive officer.

- 6.5.2 The Chief Executive Officer shall carry out their responsibilities in accordance with, and subject to, Council-approved motions and policies. These responsibilities include but are not limited to:

- 6.5.2.1 prudently managing the Association's operations and finances, in collaboration with Council members, particularly the President;
- 6.5.2.2 providing secretariat and related support services to the Council;
- 6.5.2.3 maintaining an inventory and control of all Association property;
- 6.5.2.4 employing, appointing and/or contracting with one or more individuals to assist in the Association's management and administration, including one or more individuals who, in accordance with Association policy may, in the Chief Executive Officer's absence, exercise the powers and perform the duties of, and have the same authority as, the Chief Executive Officer;
- 6.5.2.5 on behalf of the Council, coordinating Council committees and their activities;
- 6.5.2.6 keeping records and Minutes of all proceedings of the Council;

- 6.5.2.7 notifying all committee members of their appointment;
 - 6.5.2.8 sending a notice of all Annual General Meetings and all Special Meetings to all Members;
 - 6.5.2.9 collecting and keeping all monies due to the Association in a financial institution, and disperse funds for all capital and operating expenses;
 - 6.5.2.10 ensuring that the fees and expenses of Council members, Members and others engaged in Council and committee work are included within the Association's annual budget;
 - 6.5.2.11 presenting an accurate and current set of financial transactions, accounts, books and ledgers showing details of all monies received and distributed by the Association;
 - 6.5.2.12 at the end of each fiscal year, having the books and ledgers of the Association audited by the Association's accountant, who shall be appointed by the Council;
 - 6.5.2.13 preparing a financial report that identifies the Association's financial status as at fiscal year end for presentation at each Annual General Meeting, and mailing a copy of the financial report including audited financial statements to each Member;
 - 6.5.2.14 providing by Mail notices of all Annual General Meetings at least thirty (30) days prior to the applicable date, accompanied by an agenda and a summary of the proceedings of the previous Annual General Meeting to all Members; and
 - 6.5.2.15 performing such other duties as the Council may prescribe.
- 6.5.3 The Council shall approve the Chief Executive Officer's position description, with the Chief Executive Officer's input. The Council and the Chief Executive Officer will review the Chief Executive Officer's position description at least every two years.
- 6.5.4 The Chief Executive Officer's salary, benefits and terms of office shall be established by the Council, and shall be reviewed annually. This review process shall occur in conjunction with a formal performance appraisal, assessing the Chief Executive Officer's attainment of agreed-upon goals and objectives.

Article 6: Finances

- 6.6.1 The Chief Executive Officer will present an annual budget to the Council.
- 6.6.2 All Association members will pay the fees, dues and/or levies approved by the Council.
- 6.6.3 Failure to pay the required fees, dues and/or levies will result in cancellation of membership in the Association.
- 6.6.4 The Council shall establish fees by resolution for the following categories of members or affiliates:
 - 6.6.4.1 Full-Time Members.
 - 6.6.4.2 Part-Time Members.
 - 6.6.4.3 New Graduates

- 6.6.4.4 Student Affiliates.
 - 6.6.4.5 Out of Province Affiliates
 - 6.6.4.6 Lifetime Members
 - 6.6.4.7 Retired Affiliates
- 6.6.5 The Council may, as a result of a motion passed by the Members at an Annual General Meeting or a Special Meeting, assess a levy for any categories of membership.
- In the case of an Annual General Meeting or a Special Meeting, proposals to assess a levy must be provided to the members by the Chief Executive Officer at least fifteen (15) days prior to the Annual General Meeting or Special Meeting.
- 6.6.6 The Council shall determine the penalty for late payment of fees, dues or levies in a fiscal year, which, except for any fees to be paid by a Member upon reinstatement of membership, shall not exceed ten (10%) percent of the outstanding balance. The Council may also assess interest on the outstanding balance, which shall not exceed the current rate of interest charged by the Association's financial institution. Any fees to be paid by a Member upon reinstatement of membership shall be dealt with in accordance with Council policies.
- 6.6.7 The Council may, in accordance with Council policies, waive any or all fees, dues or levies, and may lengthen the time specified for the payment of any fees, dues or levies, to accommodate for Members' extraordinary circumstances.
- 6.6.8 The Council may establish special fees, dues and/or levies for new graduates or any other category of Members it deems appropriate.
- 6.6.9 The Association is entitled to make use of all revenue from fees, dues, levies and other sources of income to conduct the management and administration of the Association.

Article 7: Canadian Association of Optometrists

- 6.7.1 A Member, other than an Affiliate or Lifetime Member, shall at all times maintain his or her membership in the Canadian Association of Optometrists.

Article 8: Banking and Financial Records

- 6.8.1 The Council shall establish and maintain such accounts with one or more Canadian banks or trust companies, as the Council determines necessary from time to time.
- 6.8.2 All payments and withdrawals shall be completed by cheque or other negotiable instrument drawn against monies deposited, and shall be signed by two signing authorities.
- 6.8.3 The Council shall review the Association's financial records at least quarterly.
- 6.8.4 The Association's financial records may be inspected by any member of the Association at any time, upon giving reasonable notice and arranging a mutually satisfactory time with the responsible officer.
- 6.8.5 Resolution of designating bank signing authority shall be made or reaffirmed immediately following an Annual General Meeting or Special Meeting at which an election is held.

Article 9: Payment and Commitments

- 6.9.1 The Chief Executive Officer may approve payments and commitments for the purchase of goods and services in accordance with policies set by the Council
- 6.9.2 The Council must approve all payments and commitments in excess of the limit set by Council policies.

Article 10: Borrowing Powers

- 6.10.1 The Council may raise money, or guarantee or secure the payment of money in the name of the Association, in any manner determined by the Council, in order to carry out the purposes of the Association.
- 6.10.2 The Council may borrow, pledge or encumber property, create a financial instrument and otherwise raise money to finance the acquisition of real or personal property.

Article 11: Investments

- 6.11.1 The Council may set aside a reserve from surplus funds, and invest these funds in the name of the Association, and may change those investments, in accordance with Council policies.

Article 12: Financial and Related Consulting Services

- 6.12.1 Subject to authorities delegated by the Council, the Chief Executive Officer may appoint, hire or retain employees, legal counsel, a Chartered Accountant, consultants, advisors and other paid and volunteer personnel to assist in the Association's governance, management, administration and related activities.
- 6.12.2 The Chief Executive Officer or their designate shall annually arrange for preparation of audited financial statements for the Association, and shall provide the required information to the Association's auditors for that purpose.

Article 13: Liability Insurance

- 6.13.1 Except in respect of an action by or on behalf of the Association to procure a judgment in its favour, the Association shall indemnify a Director or Officer of the Association, a former Director or Officer of the Association, or a person who acts or acted at the Association's request as a director or officer of a body corporate of which the Association is or was a member or creditor (in this Article, the "**Indemnified Person**"), and the Indemnified Person's heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the Indemnified Person in respect of any civil, criminal or administrative action or proceeding to which the Indemnified Person is made a party by reason of being or having been a Director or Officer of the Association if:
 - 6.13.1.1 the Indemnified Person acted honestly and in good faith with a view to the best interests of the Association; and
 - 6.13.1.2 in the case of a criminal or administrative action or proceeding that is enforced by monetary penalty, the Indemnified Person had reasonable grounds for believing that their conduct was lawful.

- 6.13.2 The Association may, with the approval of the Court, indemnify an Indemnified Person in respect of an action by or on behalf of the Association to procure a judgment in its favour, to which the Indemnified Person is made a party by reason of being or having been a Director or an Officer of the Association against all costs, charges and expenses reasonably incurred by the Indemnified Person in connection with the action if the Indemnified Person fulfils the conditions set-out in paragraphs 6.13.1.1 and 6.13.1.2.
- 6.13.3 The provisions for indemnification contained in these Bylaws shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any other bylaw, agreement, vote of Members or otherwise, both as to an action against an Indemnified Person in such person's official capacity as a director or officer of the Association or related body corporate and as to action in any other capacity while holding such office. This indemnity shall continue for the benefit of any Indemnified Person notwithstanding that such Indemnified Person shall cease to act in the capacity of director or officer and shall enure to the benefit of the heirs and legal representatives of such Indemnified Person.

Article 14: Membership Register and Record

- 6.14.1 A Member shall, upon request of the Chief Executive Officer, provide any information relevant to their category of membership.
- 6.14.2 A Member shall notify the Chief Executive Officer of any change in their information, including a business address, contained in their respective register within twenty-one (21) days of any such change taking place.
- 6.14.3 All information maintained by the Association will be subject to the Health Information Act and relevant privacy legislation, as amended from time to time.
- 6.14.4 Upon written request to the Chief Executive Officer, a Member may have access to their information maintained at the Association office.
- 6.14.5 The register of Members will be kept at the registered office of the Association under the direction of the Chief Executive Officer.

Section 7: Amendment of Bylaws

- 7.1.1 Proposed changes to these Bylaws must be mailed hardcopy or by electronic mail to all Members in good standing at least thirty (30) days prior to an Annual General Meeting, at which time the amendment to the Bylaws shall be considered, or a Special Meeting at which the amendment to the Bylaws shall be considered.
- 7.2.1 These Bylaws may only be amended by a special resolution of Members at the Annual General Meeting or a Special Meeting of the Association.
- 7.3.1 The Council's decision is final and binding in the event any difficulty arises with respect to transition from the former Bylaws or there are any concerns about interpretation of these Bylaws.
- 7.4.1 The Association Bylaws approved by the Members on October 20, 2018 are hereby repealed.