

Canadian Land Reclamation Association
Association canadienne de réhabilitation des sites dégradés
Ratified September 23, 2014

OBJECTS

1. To promote education and professionalism in land reclamation.
 2. To recognize places, products, organizations and people that demonstrate excellence in land reclamation.
 3. To stimulate the practice of land reclamation, encourage investigation of problems and promote development of technical and regulatory solutions.
 4. To maintain and develop national and international strategic alliances that support the vision and mission of the CLRA/ACRSD.
 5. To provide opportunities for members to meet and exchange information, ideas and experiences in land reclamation.
 6. To collect and publish land reclamation information.
 7. To do all that is incidental or conducive to the attainment of the above objects and in particular to receive, maintain and use funds to establish and maintain education, research, promotion and publishing activities or to aid in such activities, agencies and institutions already established.
1. **Seal** - The seal, an impression whereof is stamped in this margin, shall be the seal of CANADIAN LAND RECLAMATION ASSOCIATION /ASSOCIATION CANADIENNE DE RÉHABILITATION DES SITES DÉGRADÉS.
2. **Membership - General** - Membership in the CANADIAN LAND RECLAMATION ASSOCIATION / ASSOCIATION CANADIENNE DE RÉHABILITATION DES SITES DÉGRADÉS (hereinafter the Association), may be granted to those interested in furthering the objects of the Association and who have paid the applicable annual fee for that calendar year.
3. **Classes of Membership** - There shall be five classes of membership each with their own fees.
- (a) **Member** shall be an individual entitled to receive notice and attend all meetings of Members. Member shall be entitled to one vote at all meetings of Members and to all rights and privileges provided Members.
- (b) **Corporate Member** shall be a Corporation, Municipality, Government Department or Agency or any other body. Corporate Members shall be entitled to three representatives who all shall be entitled to receive notice and attend all meetings of Members. Each representative shall be entitled to one vote at all meetings of members and to all rights and privileges provided Members. Only Corporate Members shall be allowed to vote by proxy.
- (c) **Student Member** shall be an individual registered as a full time student at a recognized educational institution. Student Members shall be entitled to receive notice and attend all meetings of Members. Student Members shall be entitled to one vote at all meetings of Members and to all rights and privileges provided Members.

(d) **Retiree Member** shall be an individual who is retired from employment. Retiree Members shall be entitled to receive notice and attend all meetings of Members. Retiree Members shall be entitled to one vote at all meetings of members and to all rights and privileges provided Members.

(e) The Association may appoint **Honorary Life Members** who shall be an individual who has given meritorious service to the Association in the furtherance of its objects and who shall be proposed by at least six members and approved by at least a two-thirds vote of the Board of Directors (hereinafter the Board) of the Association. An Honorary Life Member shall be entitled to receive notice and attend all meetings of Members. Honorary Life Member shall be entitled to one vote at all meetings and to all rights and privileges provided Members. Membership fees shall be waived.

4. **Membership Fees** - Membership fees shall be established by the Board. Fees are non-refundable.

5. **Removal of Members** - Any member may be removed by a vote of 75% of the voting members present at any general meeting as recommended (following a recommendation for removal) by 75% of the Board.

6. **Head Office** - The Head Office of the Association shall be located at the City of Edmonton in the Province of Alberta, Canada.

7. **Other Offices** - The Association may establish other offices and agencies elsewhere within Canada as deemed expedient by the Board.

8. **Chapter Establishment** - The Board may approve chapters. Applications to establish a Chapter shall be submitted to the Board. All members of each Chapter shall be members of the Association and subject to these bylaws.

9. **Applications For Chapter Status** - Applications to establish Chapters must be submitted by a minimum of seven Association members from the proposed Chapter.

10. **Chapter Fees** - Each Chapter may charge and collect fees, in addition to current Association fees, necessary for the operation of the Chapter.

11. **Furtherance of Chapters** - Each Chapter must remain consistent with the objects and intent of the bylaws of the Association and its requirements for membership and membership fees. Each Chapter may develop and implement its own program, strategy, provincial incorporation and by-laws for furthering the objects of the Association. Each Chapter's proposed by-laws must be approved by the Board and cannot conflict or supersede the Association's bylaws.

12. **Chapter Reports** - One month prior to the annual meeting, each Chapter President must provide the Secretary or a designate of the Association with an annual written report which includes details of Chapter activities, a list of all assets and debts, a list of all contracts with third parties and a list of all bank accounts and/or investments.

13. **Dissolution of Chapters** - The Board may dissolve any Chapter that has debts in excess of \$1,000.00 and/or is not carrying on activities consistent with the objects and purposes of the Association. Upon dissolution of a Chapter, the Association shall assume responsibility for all assets and debts or other liabilities of the Chapter. Chapter membership fees will not be refunded.

14. **Board of Directors** - The property and business of the Association shall be managed by a Board of Directors consisting of the President, Vice-President, Past President, Treasurer, Secretary and Chapter Presidents and a maximum of eight Directors. A majority shall constitute a quorum.

15. **Term of Board Members** - Members of the Board shall hold office as follows.

(a) The President, Vice-President, Treasurer and Secretary shall comprise the Executive. They shall hold office for two years from the date of appointment or election or until successors are elected or appointed.

(b) The President, Vice-President, Treasurer and Secretary can stand for re-election and serve a second term.

(c) Directors shall be elected for a two year term and shall be eligible for re-election. In each year, at least three of the Directors shall retire and their replacements elected.

(d) The person holding the office of President prior to the current President shall be the Past President until the current President is no longer President.

(e) Presidents of each of the Chapters shall be elected by members. They shall remain members of their Chapter Boards and shall be members of the Association's Board of Directors as long as they are Presidents of their Chapters.

16. **Vacancies in Board** - If any vacancy on the Board occurs, the Board, by majority vote, may appoint a member of the Association to fill the vacancy until the next general election.

17. **Nominations to the Board** - Nominations to the Board shall be solicited by and reviewed by the President, the Past President and the Secretary or designate. The Chair of nominations is the Past President.

18. **Meetings of the Board** - Meetings of the Board may be held at any time and place determined by the Board provided written notice of a meeting is sent by the Secretary or designate seven days before the meeting occurs. There shall be at least one meeting per year. No error or omission in giving notice of reconvening any adjourned meeting shall invalidate that meeting or make void any proceedings taken at it. Any Director may waive notice of any such meeting and ratify, approve and confirm proceedings from that meeting.

19. **Decisions of the Board** - Unless otherwise specified in a provision of these By-laws, all decisions of the Board shall be made as follows.

(a) A majority of the Board members present at a meeting of the Board, or

(b) A majority of Board members who respond in writing to a written (email) request for a decision sent by the President, Secretary or designate.

A Board member who cannot attend a meeting of the Board may provide a written (email) response to a proposed decision in advance of the meeting and such a response shall be included in determining whether a majority of the Board has approved a decision under (a).

20. **Remuneration** - Members of the Board shall serve without remuneration and shall not directly or indirectly receive profit from the position except as set out in Section 26.

(a) The President shall be paid reasonable expenses to attend the Annual General Meeting. This could include travel, accommodations, meals and other miscellaneous expenses.

21. **Retirement/Resignations** - A retiring or resigning member of the Board shall remain in office until his/her resignation is accepted by the Board or a successor is elected or appointed.

22. **Standing Committees** -The Board may create standing Committees to undertake specific functions of the Association. Each Committee shall report to and be subject to any direction from the Board unless otherwise designated. The Board will determine Committee composition and authority. Each Committee may establish its own meeting practices, subject to approval of the Board.

23. **Administering Affairs** - The Board may administer all affairs of the Association and make any contract that the Association may lawfully enter into and unless otherwise stated, generally may exercise all other powers and do all other activities as the Association is authorized to do.

24. **Appointments** - The Board may appoint agents and engage employees as necessary. Persons appointed by the Board shall have authority and perform duties as prescribed by these by-laws or by the Board at the time of appointment or as amended. The remuneration shall be determined by the Board.

25. **Investments** - The Board shall have the power to enter into a financial arrangement with a trust company or chartered bank for the purpose of creating a fund in which the capital and interest may be made available for the benefit of promoting the interests of the Association.

26. **Expenditures** - The Board shall have the power to authorize expenditures on behalf of the Association and may delegate to a member of the Board the right to employ and pay salaries to employees and to carry out the business of the Association. The Board shall have the power to make expenditures for the purpose of furthering the objects of the Association. Any remuneration of members of the Board, agents and employees shall be determined by the Board. The limits of individual expenditures and borrowing shall be submitted to the general membership for ratification, as based upon recommendations by the Board.

27. **Financial Contributions** - The Board shall take the steps deemed requisite to enable the Association to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind for the purpose of furthering the objects of the Association.

28. **Tenure of Officers** –

(a) All members of the Board shall cease to have the power of their position once they are no longer members of the Board.

(b) The President, Vice-President or any Director may be removed by a vote of 75% of the responses received from the Board of Directors because they are unable or unwilling to undertake their duties and responsibilities or for actions considered to be unethical, unprofessional or not in the best interests of the CLRA/ACRSD.

29. Duties of President –

(a) The President shall be Chief Executive Officer of the Association and shall preside at all meetings of the Association and the Board. The President shall have the general and active management of the affairs of the Association and shall ensure all orders and resolutions of the Board are carried into effect.

(b) To stand for President, a member shall have been a Director on the Board for a minimum of two years and attended 2/3 of the Board meetings.

30. Duties of Vice-President –

(a) The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as shall be imposed by the Board.

(b) To stand for Vice-President, a member shall have been a Director on the Board for a minimum of two years and attended 2/3 of the Board meetings.

31. Duties of Other Members of Board of Directors -

(a) The duties of all other members of the Board shall be as the terms of their engagement call for or the Board requires.

(b) To stand for Director, a member must demonstrate a commitment to and interest in the CLRA/ACRSD and land reclamation, plan to attend at least four conference call Board meetings per year and _____ should _____ attend the Annual General Meeting

32. Administration - The President or the Board may empower a designate to carry on the affairs of the Association generally under the supervision of the Board. A contract shall be developed by the Board to specify further duties of the designate. The designate may attend all meetings to act as clerk and record all votes and minutes, give notice of all meetings and be custodian of the Seal which shall be delivered when authorized by the Board.

33. Document Execution - If the signature of the Association is required, any two of the President, Vice-President, Past President, Treasurer or Secretary shall sign to be binding upon the Association without any further authorization or formality. The Board shall have the power to appoint a member on behalf of the Association for specific signing. The Board may give the power of attorney of the Association to any registered dealer in securities for transferring of and dealing with any securities of the Association. The Seal of the Association when required may be affixed as aforesaid or by any person(s) appointed by the Board.

34. **Annual Meeting** - The annual or any other general meeting of the Members shall be held at any place and on any day the Board may determine. The Association is required to have one Annual General Meeting a year.
35. **Business of Annual Meeting** - At every annual meeting, reports of the Directors, Treasurer and financial reviewer shall be presented and the President, Vice-President and Directors shall be elected and a financial reviewer appointed for the next year. The Association members may consider and transact any business, due notice of which has been given, at any meeting of the Association members. The Board or the President or Vice-President shall have power to call a general meeting of the members of the Association at any time.
36. **Notice of and Quorum for Meeting** - At least ten business days prior written notice of the date and business to be transacted shall be given to each Association member of any annual or special general meeting of members. Twenty voting members present in person or represented by proxy at a meeting shall constitute a quorum. Each voting member present at a meeting shall have the right to exercise one vote. A Corporate Member may vote by proxy. No error or omission in giving notice of any meeting or any adjourned meeting to the members shall invalidate such meeting or make void its proceedings. For sending notice, the address of the member shall be the last address recorded on the books of the Association.
37. **Minutes** - The minutes of the Board and any standing Committees shall be available for inspection by members of the Association and to the Board. The minutes of each meeting of the Board shall be sent to each member of the Board.
38. **Majority Voting** - At all meetings of members every question shall be determined by a majority of votes unless otherwise specifically provided by statute or by-laws.
39. **Financial Year** - Unless otherwise ordered by the Board, the fiscal year of the Association shall be the calendar year ending December 31st each year. An annual budget shall be prepared by the Treasurer and approved by the Board to coincide with the financial year.
40. **Bylaw Amendments** - The by-laws of the Association may be repealed or amended by a vote of at least two-thirds of the members present at an annual meeting or a meeting called for such purposes.
41. **Financial Reviewers** - The members shall at each annual meeting ratify the appointment of a financial reviewer to review the accounts of the Association by the next annual meeting. The Board may appoint another financial reviewer to fill any vacancy. Any remuneration of the financial reviewer shall be fixed by the Board.
42. **Books and Records** - The Board shall ensure all necessary books and records of the Association required by these by-laws or any applicable statute or law are regularly and properly kept.
43. **Rules and Regulations** - The Board may prescribe rules and regulations not inconsistent with these by-laws for the expedient management and operation of the Association provided such rules and regulations shall have force and be in effect only until the next annual meeting of members when they shall be confirmed or cease to have any force and effect.

44. **Dissolution** - Prior to dissolution of the Association any assets remaining after payment and satisfaction of debts and liabilities shall be transferred by the Board to an organization incorporated in Canada having similar objectives.

45. **Interpretation** - In all by-laws of the Association, unless the context otherwise requires, words importing the singular number shall include the plural number and vice versa and references to persons shall include firms and corporations.

46 Effective Date - Subject to matters requiring a special resolution, this by-law shall be effective when made by the board.

CERTIFIED to be By-Law No. 1 of the Corporation, as enacted by the directors of the Corporation by resolution on the 29th day of August, 2014 and confirmed by the members of the Corporation by special resolution on the 23rd day of September, 2014.

Dated as of the 23rd day of September, 2014.

Andrea Granger
President