

Bylaws of the Alberta Public Interest Research Group

General Meeting Special Resolution: April 07, 2004

Approved by Registrar:

In Effect:

I. The Alberta Public Research Interest Group

1. The *Alberta Public Interest Research Group* supports work on public interest issues through research, education, and action initiatives of the students of the University of Alberta as well as those of the greater University and the Alberta communities.
2. Hereafter, the *Group* refers to the *Alberta Public Interest Research Group*.

II. Definitions

1. “Unanimous resolution” is a resolution where every voter either supports or abstains from the vote.
2. “Two-thirds (2/3) resolution” is a resolution supported by two-thirds (2/3) of all voters, excluding abstainers.
3. “Majority resolution” is a resolution supported by greater than one half (1/2) of all voters, excluding abstainers.

III. Membership

1. The *Group* has two types of members—voting members and non-voting members.
2. Voting membership consists of anyone who
 - a. is an undergraduate or graduate student at the University of Alberta,
 - b. has paid the membership fee if such a fee has been created by the Board of Directors,
 - c. has not requested to be currently excluded from the voting membership, and
 - d. has registered as a member according to the procedures of the *Group*.
3. Non-voting membership consists of anyone who
 - a. is not eligible for voting membership,
 - b. who has paid the membership fee if such a fee has been created by the Board of Directors,
 - c. has requested to the Board of Directors to be currently included in the non-voting membership, and
 - d. has registered as a member according to the procedures of the *Group*.

4. The Board of Directors will publicize any changes to the membership fees and/or any change to the membership registration procedures at least ninety (90) days before the changes come into effect.
5. Voting members may serve as Directors of the *Group*, may vote in elections and at General Meetings, and enjoy all other rights of members as provided for by Provincial statute, these bylaws, and resolutions of the Board of Directors and General Meetings.
6. Non-voting members enjoy all the rights and privileges of voting members except for the right to vote in elections and general meetings and the right to serve as Directors of the *Group*. Non-voting members have the right to move motions at General Meetings of the *Group*.
7. A member, voting or non-voting, may withdraw from the *Group* by written notice to the Board of Directors. An individual may reinstate membership by written notice to the Board of Directors and fulfillment of the terms of membership. A member's withdrawal will be effective upon receipt of the written notice by the Board of Directors or, where present, upon the date specified in the written notice. A reinstatement of membership will be effective upon receipt of the written notice by the Board of Directors or, where present, upon the date specified in the written notice, unless the individual has not fulfilled the terms of membership, in which case, reinstatement will be effective upon fulfillment of the terms of membership.
8. No member, voting or non-voting, may be expelled from the *Group*.

V. General Meetings

1. Unless otherwise noted in these Bylaws, any condition of these Bylaws pertaining to General Meetings will apply to all types of General Meetings, be they annual, special, or otherwise.
2. Each year, the Board of Directors will convene an annual General Meeting in Alberta at which the Meeting, at minimum, will conduct the following business:
 - a. receive the audited financial statements for the preceding fiscal year, and
 - b. receive the annual report of the *Group* for the preceding year.
3. The Board of Directors may call additional General Meetings.
4. A special General Meeting will be called by the Board of Directors within thirty (30) days upon receipt of a petition asking for such a meeting to be called if the petition is signed by at least twenty-five percent (25%) of the voting membership of the *Group* or by thirty-eight (38) voting members.

5. The Board of Directors must provide at least twenty-one (21) days notice to the membership, voting and non-voting, of the time, date, place, and business of a General Meeting. Notice will be provided to each member in whichever form that member has deemed to be the preferred method of notification.
6. Where the Board of Directors is aware that a special resolution is to be proposed at a General Meeting, the Board of Directors must notify all members, voting and non-voting, of the intent to propose such a special resolution, and must make available the full text of the proposed special resolution to all members, voting and non-voting, at least twenty-one (21) days in advance of the General Meeting.
7. The quorum for a General Meeting is fifty (50) voting members represented either in person, or by proxy as defined for General Meetings in these bylaws. Where the *Group* has fewer than one hundred fifty (150) voting members, quorum will be instead at least one third (1/3) of the voting membership of the *Group*.
8. If quorum has not been achieved after one half (1/2) hour of the time appointed for a General Meeting, the Meeting will be considered quorate for the purposes of receiving the audited financial statements for the preceding year and for receiving the annual report of the *Group* for the preceding year, but for no other business.
9. The General Meeting will select a voting member to be its chair.
10. Wherever possible, General Meetings will be conducted in accordance with consensus-based decision making procedures.
11. Each voting member is entitled to one vote at a General Meeting, except for the chair, who will vote only in the occurrence of a tie. Voting members may authorize other members, voting or non-voting, to vote on their behalf by proxy, though no person may hold more than one proxy. Proxy notices must be in a form approved by the Board of Directors. The chair of the General Meeting may discretionarily accept other forms of notice.
12. Voting will be conducted by secret ballot if five (5) voting members indicate support for a secret ballot.
13. Any resolution passed by a General Meeting will bind the *Group*, and the Board of Directors will act upon the decision of the General Meeting as long as the required actions are neither contrary to these Bylaws nor contrary to relevant Provincial statute.
14. A General Meeting may appoint or remove Directors of the *Group* by majority resolution.
15. Accidental irregularities, accidental failures to receive notice, or accidental omissions in notifying members, voting or non-voting, of a General Meeting will not prevent the General Meeting from being held, nor will they invalidate the proceedings of that General Meeting.

16. All acts done by a General Meeting are valid and subsisting even if it is subsequently discovered that one or more persons that were accidentally admitted to voting membership were not eligible to be voting members as long as the results of any vote at the General Meeting was not altered by the presence of those persons.

VI. The Board of Directors

1. The Board of Directors is the legislative, executive, and judicial body of the *Group* and may exercise all powers of the *Group* that are granted under Provincial statute, subject to these bylaws. The Board of Directors will be the keeper of and will govern the use of the corporate seal of the *Group*.
2. Nine (9) Directors will be elected each year by the voting membership of the *Group* and will serve a term beginning not earlier than May 1 and ending on April 30 of the following year.
3. By two-thirds (2/3) resolution, the Board of Directors may appoint up to four additional Directors to represent the Students' Union of the University of Alberta and/or the Graduate Students' Association of the University of Alberta as long as those Directors elected by the membership maintain a majority on the Board of Directors. Directors appointed by this provision will be appointed for terms beginning not earlier than May 1 and ending on April 30 of the following year. By majority resolution, the Board of Directors may remove any Director appointed by this provision.
4. No Director may serve more than three (3) terms. For the purposes of this section, any term shorter than four (4) months will not constitute a term.
5. Quorum for the Board of Directors is at least half of the sitting Directors.
6. Where the Board of Directors determines that it lacks the perspective of certain important groups or lacks certain important skills, the Board of Directors will invite members, voting or non-voting, that provide such a perspective or possess such a skill to sit on the Board of Directors as Advisors to the Board of Directors. Such members will not hold any vote on the Board of Directors. Such members may be removed from the Board of Directors at any time by majority resolution. The Board of Directors may appoint additional Advisors by majority resolution for any reason.
7. Vacancies on the Board of Directors may be filled either by election or by unanimous resolution of the Board of Directors. However, where fewer than two-thirds (2/3) of the Directors that were elected by the membership remain sitting, an election must be held to fill vacancies.

8. At least twenty-four (24) hours notice must be given to all Directors in advance of any meeting of the Board of Directors.
9. Meetings of the Board of Directors may be called by resolution of the Board of Directors or by written request from three (3) Directors of the *Group*.
10. All Directors will be entitled to a single vote in person or by proxy. Proxy votes may be held by any non-voting member or any voting member who is not a Director. Proxy notices must be given in writing to the Board of Directors. The Board of Directors may discretionarily accept other forms of notice. No member may hold more than one proxy.
11. The Board of Directors may, outside of a meeting, adopt a majority resolution, a two-thirds (2/3) resolution, or a unanimous resolution by having such a resolution presented in writing to and signed by all of the Directors.
12. Wherever possible, the Board of Directors will conduct its meeting in accordance with consensus-based decision making procedures.
13. Four (4) or more Directors meeting without quorum may make a majority resolution or a two-thirds (2/3) resolution if the decision of those Directors is communicated to all Directors and no Director objects to the decision within seven (7) days.
14. Where a Director is in conflict of interest or conflict of commitment with respect to being a Director or with respect to some business of the Board of Directors, that Director must declare such conflict and must abstain from voting on any such business.
15. No Director will receive remuneration for serving as a Director of the *Group*.
16. No Director may concurrently serve as an employee of the *Group*.
17. A Director may resign by submission of a letter of resignation to the Board of Directors. Resignation will be effective upon receipt of the letter, or if present, upon the date specified in the letter.
18. The Board of Directors may, by two-thirds (2/3) resolution, appoint or remove officers of the *Group*. The Board of Directors will determine the duties, powers, and remuneration of any officers.
19. The *Group* will indemnify a Director, or former Director, and his or her 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 him or her, in respect of any civil, criminal, or administrative action or proceeding to which he or she is made a party by reason of being or having been a Director of the *Group* if
 - a. he or she acted honestly and in good faith with a view to the best interests of the *Group*;
 - or

- b. in the case of a criminal or administrative action, or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.
20. The Board of Directors may indemnify any person on grounds not set out in these Bylaws.
21. Accidental irregularities, accidental failures to receive notice, or accidental omissions in notifying Directors of a meeting will not prevent the meeting of the Board of Directors from being held, nor will they invalidate the proceedings of that meeting.
22. The Board of Directors may create an attendance policy for Directors. A newly elected or appointed Director is bound for the term of office to the attendance policy, if any, as it exists at the time of election or appointment. Only technical violations of the attendance policy may be appealed.

VII. Elections

1. The Board of Directors will appoint a Chief Returning Officer by two-thirds (2/3) resolution to co-ordinate and organize elections. The Chief Returning Officer must be a voting member at the time of the election.
2. Where the election will not take place at a General Meeting, the Board of Directors will notify all members, voting and non-voting, at least forty-five (45) days in advance of the election, of the identity of the Chief Returning Officer and of all rules and regulations for the election. Where the election will take place at a General Meeting, the Board of Directors will notify all members, voting and non-voting, at least twenty-one (21) days in advance of the General Meeting of the identity of the Chief Returning Officer and of all rules and regulations for the election. For any election, general advertising of the election to the University of Alberta community will also be done.
3. Every voting member of the *Group*, and every undergraduate student and graduate student of the University of Alberta, except the Chief Returning Officer, is permitted to cast a single vote for each Director position open to contest. Notwithstanding the preceding, the Chief Returning Officer will cast a vote in the case of a tie.

VIII. Finances

1. The fiscal year of the *Group* runs from May 1 to April 30 of the following year.
2. The *Group* will not accrue net debt.
3. The books, accounts, and records of the *Group* will be audited at least once a year by a duly qualified accountant.

4. The Board of Directors will exercise by two-thirds (2/3) resolution any borrowing powers granted by relevant Provincial statute, subject to these bylaws. The Board of Directors may issue debentures subject to a ratifying special resolution.

IX. Access to Books and Records

1. All meetings of bodies established by the *Group* are open to all members, voting and non-voting, unless declared closed by unanimous resolution of the body.
2. All the books, records, accounts, financial statements, and documents of the *Group* are open for inspection by the members, voting and non-voting, of the *Group* upon written request to the Board of Directors, unless the document contains information protected by Provincial statutes governing privacy, in which case only those portions of the document that are not protected are open to inspection. All the books, records, accounts, financial statements, and documents will be open to inspection by the Directors of the *Group*.
3. The Board of Directors will safely and securely store all books, records, accounts, financial statements, and documents of the *Group* including the application for incorporation; the master copy of these Bylaws; all minutes of General Meetings of the *Group*, meetings of the Board of Directors; all special resolutions passed by the *Group*; and all filings made with any level of government.
4. For any meeting of a body of the *Group*, including General Meeting and the Board of Directors, a member of that body or an observer at the meeting will be appointed to take minutes for the meeting.
5. The Board of Directors will appoint someone to prepare the books and records of the *Group*. Where no person can be found, a Director will prepare the books and records.

X. Storage and Amendment of the Bylaws

1. The master copy of these Bylaws will be labeled as such, signed and dated by two Directors, initialed and dated on each page by the same two Directors, and stored as resolved by the Board of Directors.
2. Upon any amendment coming into effect, any previous master copy of the Bylaws will be labeled as expired and replaced with an updated master copy.
3. All amendments to these Bylaws will be collated in the Collated Amendments section of these Bylaws with the date of passage of the amendment, the date of the amendment coming into effect, and the text subject to amendment both before and after amendment.

XI. Dissolution

1. By special resolution, the *Group* may vote to surrender its certificate of incorporation effective one hundred eighty (180) days from the time of passage.
2. Upon special resolution to surrender the certificate of incorporation, the Board of Directors will settle all debts and liabilities of the *Group*.
3. Upon settling all debts and liabilities, the Board of Directors will liquidate and disburse all assets as one-time grants and scholarships to individuals and organizations who best reflect the mandate of the *Group*.

XII. Collated Amendments

There have been no amendments to these Bylaws.