

1 **Bylaws of the Alberta Association of the Appraisal Institute of Canada**

2 *Approved by the Members at the AGM March 6, 2004*

3 *Amended to meet Societies Act requirements September 22, 2004*

4 *Amended by the Members at the AGM February 26, 2005*

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6 **I. NAME**

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8 The name of the association shall be the Alberta Association of the
9 Appraisal Institute of Canada - Institut canadien des évaluateurs,
10 hereinafter referred to as "the Association".
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12 **II. DEFINITIONS AND INTERPRETATIONS**

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14 1. **Definitions**

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16 a. **"Institute"** shall mean the Appraisal Institute of Canada -
17 Institut canadien des évaluateurs.

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19 b. **"Association"** shall mean the Alberta Association of the
20 Appraisal Institute of Canada - Institut canadien des
21 évaluateurs.

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23 c. **"Provincial Council"** shall mean the Board of Directors of
24 the Alberta Association of the Appraisal Institute of Canada
25 - Institut canadien des évaluateurs.

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27 d. **"National Board"** shall mean the Board of Directors of
28 the Appraisal Institute of Canada - Institut canadien des
29 évaluateurs.

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31 e. **"Annual General Meeting"** shall mean the Annual
32 General Meeting of the Alberta Association of the
33 Appraisal Institute of Canada - Institut canadien des
34 évaluateurs.

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36 f. **"Annual National Meeting"** shall mean the Annual
37 General Meeting of the Appraisal Institute of Canada -
38 Institut canadien des évaluateurs.

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40 g. **"Director"** shall mean a voting member of Provincial
41 Council.

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43 h. **"Member"** shall mean any person who is registered in the
44 members' register of the Appraisal Institute of Canada -
Institut canadien des évaluateurs and resides in the province

45 of Alberta, or is a member of an Alberta chapter.

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- 47 i. **"Member in Good Standing"** shall mean a member who
- 48 is registered as such in the members' register of the
- 49 Appraisal Institute of Canada - Institut canadien des
- 50 évaluateurs and who is not in arrears in respect of any
- 51 amount owing to the Alberta Association of the Appraisal
- 52 Institute of Canada - Institut canadien des évaluateurs and
- 53 who is not under suspension.
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- 55 j. **"Chapter"** shall mean one of the Chapters established in
- 56 accordance with these Bylaws.
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- 58 k. **"Special Resolution"** shall mean a resolution passed at a
- 59 general meeting by not less than seventy-five percent
- 60 (75%) of the votes cast, and of which notice of not less than
- 61 thirty (30) days has been given to all voting members of the
- 62 Association, such notice specifying the intent to propose
- 63 the resolution as a Special Resolution.
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- 65 l. **"Region"** shall mean the regions established by Provincial
- 66 Council.

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68 **2. Interpretations**

- 69 a. Unless the context otherwise requires, words importing the
- 70 singular number or the masculine gender shall include the
- 71 plural number or the feminine gender, as the case may be,
- 72 and vice versa, and reference to "persons" shall include
- 73 firms and corporations, and Chapters of the Association.
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- 75 b. In the event of any dispute arising as to the true intent or
- 76 meaning of any present or future Bylaws of the
- 77 Association, the interpretation thereof by Provincial
- 78 Council shall be final and conclusive.
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80 **III. OFFICES**

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82 The offices of the Association shall be in the Province of Alberta and at

83 such place therein as the Provincial Council may from time to time decide.

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85 **IV. SEAL AND DOCUMENTS**

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87 The corporate seal and certifying documents of the Association shall, at all

88 times, be in the custody of the Executive Director at the office of the

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Association.

V. MEMBERSHIP

1. Membership Register

The Executive Director shall maintain a register of the names of all members of the Association. Only those members whose names are entered in the register and who are members in good standing of the Association and the Institute, shall be entitled to the privileges of membership in the Association unless otherwise provided by these bylaws.

2. Application for Membership

a. All applications for membership in the Association shall be sent to the Association with the prescribed membership fee. Applications shall be accepted or denied in accordance with the admission policies determined by the Provincial Council.

b. All applications for membership in the Institute shall be sent to the Association with the prescribed membership fee. Applications to the Institute shall be accepted or denied in accordance with the admission policies of the Institute.

3. Membership Categories

Membership categories in the Association shall be the same as those of the Institute.

4. Resignation

Members may resign their membership from the Association by giving notice in writing to the Executive Director subject to the resignation policies of the Institute.

5. Removal from Membership

Members shall be removed from membership in accordance with the policies of the Institute.

6. Reinstatement

Any former member who wishes to be reinstated may be reinstated on such terms as the Institute and Association may from time to time determine.

7. Annual Membership Dues

a. Provincial Council will establish the Provincial

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membership application fees. The annual membership dues will be established by Provincial Council subject to approval by the voting members as defined herein.

- b. Provincial Council may collect the dues assessments for Chapters, the Association and the Institute from members. Provincial Council shall remit to the appropriate organization, the Chapter and Institute dues.
- c. Annual fees shall be payable each year upon a date determined by Provincial Council.

8. Special Assessments and Levies

When required to maintain or further the interests of the Association, Provincial Council may levy a special assessment upon members.

9. Voting Rights of Members in Good Standing of the Association

- a. Members shall have voting rights in accordance with the Bylaws of the Institute except
 - i. Association members with retired status shall have the right to vote on matters which come before their Chapter and which are of a local nature and affect only their Chapter.
 - ii. Candidate members with active status shall have the right to vote on matters before the Association except on matters dealing with education, ethics, professional practice, and designations.

10. Eligibility of Members in Good Standing to Hold Elected Office

- a. Members shall hold office in accordance with the Bylaws of the Institute except
 - i. Association members with retired status may hold elected office only at the Chapter level.
 - ii. Candidate members with active status may hold elected office except for the office of President, or President-elect and except on those committees whose membership is restricted to designated members.

179 **VI. PROVINCIAL COUNCIL**

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181 **1. Responsibilities**

182 The property, funds, and affairs of the Association shall be
183 managed within the limits of the Bylaws by a Board of
184 Directors referred to as the Provincial Council.

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186 **2. Composition**

187 a. The Provincial Council shall consist of the President,
188 President-Elect, Immediate Past-President, the National
189 Board Representative(s) for the province, a Vice President,
190 a Secretary-Treasurer, two (2) Directors from each region
191 established by Council.

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193 b. The officers of the Association shall be a President,
194 President-Elect, Vice-President, Secretary-Treasurer and
195 the Immediate Past President.

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197 **3. Term of Office**

198 The term of office of the President, President-Elect, Vice-
199 President, Directors, Secretary-Treasurer and National Board
200 Representative(s) shall be two years. It shall commence
201 immediately after the Annual General Meeting at which they
202 are declared elected.

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205 **4. Nominating Committee**

206 a. The Provincial Nominating Committee shall be comprised
207 of the Immediate Past President, the Executive Director,
208 and the Chairs of the Chapter Administration Committees.

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210 b. Bi-annually, at least 60 days prior to the Annual General
211 Meeting, the Provincial Nominating Committee shall
212 accept nominations for the position of President-Elect, Vice
213 President, Directors, Secretary-Treasurer and National
214 Board representative(s).

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216 c. Nominees for Directors and for the National Board
217 Representative must have been members of the Association
218 for at least 5 years, served on at least one chapter,
219 provincial, or national committee. Nominees for Officers
220 must have served on Provincial Council at some time
221 during the previous four years. Nominees for the National
222 Board Representative(s) must meet the requirements of the
223 Institute's bylaws.
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d. Provincial Council may waive the requirements listed in 4c when no qualified nominees are available.

5. Elections

The elections shall be conducted by a ballot sent to each member in good standing of the Association. A majority of the votes cast shall elect. The results shall be announced at the Annual General Meeting.

6. Removal from Office

a. Provincial Council may, by two-thirds (2/3) votes of its members present and voting, remove the National Board Representative.

b. Provincial Council may, by two-thirds (2/3) votes of its members present and voting, remove any member of Provincial Council.

7. Vacancy

In the event of a vacancy of office, a new representative shall be appointed by Provincial Council for the unexpired portion of the vacated member's term of office.

8. Duties

a. **President:** The President shall be the chief elected officer of the Association. He shall preside at all meetings of members of the Association and of Provincial Council at which he shall be present. He shall see that all orders and resolutions of Provincial Council are carried into effect.

b. **President-Elect:** The President-Elect of the Association shall assist the President in carrying on the administration of the Association and perform such other duties and exercise such powers as the President or Provincial Council may delegate to him. The President-Elect shall be appointed President upon the retirement of the President.

c. **Vice-President:** The Vice-president of the Association shall assist the President in carrying on the administration of the Association and perform such other duties and exercise such powers as the President or Provincial Council may delegate to him.

d. **Secretary/Treasurer:** The Secretary-Treasurer shall:
i. ensure that Minutes are prepared and that minute books

- 271 are properly maintained for meetings of the
272 membership, Provincial Council, and of the Executive
273 Committee;
274 ii. sign such documents as require his signature;
275 iii. keep a copy of the Bylaws and resolutions enacted by
276 Provincial Council or the Association;
277 iv. be responsible for the care and custody of the funds and
278 other assets of the Association;
279 v. report to Provincial Council on the financial standing of
280 the Institute;
281 vi. sign such instruments as require his signature, and;
282 vii. perform such other related duties as are required of him
283 by Provincial Council;
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285 The Secretary-Treasurer shall be the chair of the Finance
286 Committee
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289 **9. Provincial Council Meetings**

- 290 a. Meetings of the Provincial Council shall be held at least
291 twice (2) in each year and may be held at any time or place
292 as the Provincial Council may determine.
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294 b. A meeting of the Provincial Council may be convened by
295 the President, President-Elect or any two (2) Provincial
296 Council members, at any time.
297
298 c. Notice of time and place of all Provincial Council
299 meetings, except for the first meeting after the Annual
300 General Meeting, shall be sent not less than fourteen (14)
301 days before the meeting is to take place to all Provincial
302 Council members.
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304 d. Any irregularity in any notice of a meeting of the
305 Provincial Council may be waived by the Provincial
306 Council member concerned.
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308 e. The first meeting of Provincial Council shall be held as
309 soon as possible after the Annual General Meeting. The
310 meeting shall be deemed to be legally constituted if a
311 quorum of Provincial Council members is present.
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313 f. Minutes of all meetings of the Provincial Council shall be
314 delivered to all members of Provincial Council, all
315 Chapters of the Association, and the Institute within thirty
316 (30) days of the meeting.

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318 g. A declaration signed by the Secretary-Treasurer shall be
319 conclusive evidence of the sending of all required notices.
320 The non-receipt of a notice by a member shall not
321 invalidate the proceedings of any meeting.
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323 **10. Quorum**

324 The President or the President-Elect and fifty (50) percent of
325 the remaining members of Provincial Council shall constitute a
326 quorum at any meeting of the Provincial Council.
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328 **11. Voting**

- 329 a. Each member of Provincial Council shall be entitled to one
330 (1) vote at all meetings of the Provincial Council.
331
332 b. Each director must be present at a Provincial Council
333 meeting in order to cast a vote.
334
335 c. All questions arising at any meeting of the Provincial
336 Council, shall be decided by a simple majority vote, except
337 as otherwise provided in these Bylaws.
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339 **12. Electronic Meetings**

340 Electronic meetings of Provincial Council may be held,
341 provided that the Provincial Council members consent to such
342 a meeting.
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345 **VII. PROFESSIONAL STAFF**

- 346
347 1. The administration and management of the Association shall be
348 performed by a salaried staff person appointed by and directly
349 responsible to Provincial Council. He shall have the title of
350 Executive Director or other title as Provincial Council may
351 designate. He shall employ and may terminate the employment
352 of members of the staff necessary to carry on the work of the
353 Association and he shall determine their compensation. He
354 shall manage and direct all functions and activities of the
355 Association and perform such other duties as shall be specified
356 by Provincial Council.
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358 2. These duties include but are not limited to:
359 a. be responsible for circulating notices, agenda, and Minutes
360 of meetings of the membership, and Provincial Council;
361 b. be responsible for correspondence with the membership
362 and for maintaining internal communication within the

- 363 Association;
- 364 c. maintain custody of the seal;
- 365 d. maintain a register of members;
- 366 e. keep records of all dues, assessments, and levies paid by
- 367 members;
- 368 f. deposit all monies received with a chartered bank and make
- 369 payments on this institution for approved expenses incurred
- 370 by the association;
- 371 g. maintain full and accurate accounts of all financial
- 372 transactions;
- 373 h. perform such other related duties as are required of him by
- 374 Provincial Council;
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377 **VIII. COMMITTEES**

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379 **1. Standing Committees**

380 Standing committees shall be established by Provincial
381 Council. The costs of all standing committees shall be clearly
382 identified in the annual budget of the Association. Motions to
383 establish standing committees must include specific terms of
384 reference, which may be amended subsequently by Provincial
385 Council.

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387 **2. Ad Hoc Committees**

388 Ad Hoc committees may be established by Provincial Council.
389 If the terms of reference are not included in the motion to
390 establish an ad hoc committee, the committee shall draw up its
391 own terms of reference and submit these to Provincial Council
392 for approval.

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394 **3. Chairmen**

395 Committee chairmen shall be nominated by the President and
396 ratified by Provincial Council.

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398 **4. Committee Members**

- 399 a. All committee members shall be appointed for a one (1)
- 400 year term by the Committee Chair with the approval of the
- 401 President and shall be eligible for reappointment.
- 402
- 403 b. Candidate members shall not serve on committees relating
- 404 to ethics, professional practice, or admissions.
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406 **5. Ex-Officio Members**

407 The President and the Immediate Past President shall be ex-
408 officio members of all committees but shall not vote.

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- 6. **Failure to Act**
Where a committee has neglected or failed to act, Provincial Council may disband the committee and appoint another.
- 7. **Meetings and Minutes**
Meetings of any committee shall be called by the Chair thereof. Committees, except for those dealing with ethics or professional practice, shall circulate Minutes of each meeting to Provincial Council.
- 8. **Quorum**
A majority of committee members shall constitute a quorum.
- 9. **Voting**
Each committee member shall have one vote.

IX. DISCIPLINE

- 1. **Discipline, Suspension, and Expulsion**
 - a. Members must comply with the policies of the Institute and the Association. Any member suspended or expelled by the Institute is also suspended or expelled by the Association.
 - b. On receipt of notice of written complaint against a member, Provincial Council shall refer that complaint to the Institute to be dealt with as described in the Institute’s bylaws and regulations.

X. GENERAL MEETINGS

- 1. **Annual**
 - a. The Annual General Meeting of members shall be held at such time and place in Alberta each year as Provincial Council may determine. The Annual General Meeting must be held before the Institute’s Annual National Meeting and allow sufficient time to notify the Institute of the National Board Representative.
 - b. Written Notice of the time and place of the Annual General Meeting shall be sent to every voting member, at least thirty (30) days prior to the meeting. Notice may be in the form of an announcement in a publication of the Association, or by email to last known email address.

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2. **Special**
 - a. Special general meetings of members may be called by a majority vote of the Provincial Council, or upon the written request of 10% of members of the Association having full voting rights, at any time and at any place within the Province of Alberta.
 - b. Notice of special meeting shall be given to all voting members at least thirty (30) days prior to the meeting. Notice may be in the form of an announcement in a publication of the Association and shall contain enough information to allow members to make a reasoned decision.
3. **Irregularities**

The accidental omission to give notice of any meeting or the non-receipt of any notice by any voting member, shall not invalidate any resolution passed or any proceedings taken at such meeting.
4. **Quorum**

Ten (10) voting members personally present who are Members in Good Standing shall constitute a quorum for the transaction of business at all general meetings of the Association.
5. **Adjournment**

The Chair may, with the consent of any meeting of the Association, adjourn any meeting from time to time, and no notice of such adjournment need be given to the members of the Association. Prior to such an adjournment, the Chair will advise the meeting of the place and time for the reconvened meeting. Any business may be brought before or dealt with at the reconvened meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.
6. **Rules of Order**

All meetings of the Association shall be conducted in accordance with Robert's Rules of Order.

XI. VOTING

1. **Number of Votes**
 - a. Each member eligible to vote shall have one (1) vote at all meetings of the Association and in all elections or other ballots.

- 501 b. All questions shall be decided by a majority of votes cast,
502 unless these Bylaws otherwise provide.
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504 **XII. CHAPTERS**

505 **1. Establishment**

- 506 a. Provincial Council shall have the authority to establish and
507 disband Chapters within the Association.
508
- 509 b. A Chapter must have a minimum of seven (7) designated
510 members at all times, of which four (4) must hold the
511 AACI designation.
512
- 513 c. The structure and operations of Chapters shall be
514 maintained in accordance with the policies of the
515 Association, as determined by the Provincial Council.
516
- 517 d. All Chapter boundaries are determined by reference to the
518 territories indicated on the official reference map
519 maintained by the Executive Director of the Association.
520
- 521 e. Any changes in Chapter boundaries that would establish a
522 new Chapter requires a two-thirds (2/3) vote of Provincial
523 Council and a two-thirds (2/3) vote of the members that
524 would form the new Chapter.
525
- 526 f. Any changes in Chapter boundaries that would not result in
527 the creation of a new Chapter requires a two-thirds (2/3)
528 vote of Provincial Council and a two-thirds (2/3) vote of
529 the Chapter(s) members that would be affected by the
530 changes in Chapter boundaries.
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- 532 g. In the event of the dissolution of a Chapter, Chapter
533 boundary changes shall be made at the discretion of
534 Provincial Council and any such changes require a two-
535 thirds (2/3) vote of Provincial Council. Members of a
536 dissolved Chapter shall be assigned to new Chapters by
537 Provincial Council.
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539 **2. Application**

540 All applications to establish a Chapter shall be submitted to
541 Provincial Council and shall be accompanied by a report on the
542 anticipated number of members and the reason for application.
543

544 **3. Dues**

545 Annual Chapter dues are set by the Chapter Administration
546

547 Committee and must be approved by a majority of votes cast
548 by Chapter members.

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550 **4. Expenditures**

551 a. Any Chapter expenditure exceeding the greater of two
552 thousand dollars (\$2,000.00) or the annual Chapter dues
553 collection requires the approval of a majority of votes cast
554 by Chapter members.

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556 b. In the event that a Chapter has an annual operating deficit,
557 the deficit must be fully retired in the year immediately
558 following the occurrence of the deficit;

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560 c. In the event that a Chapter operating deficit is not retired in
561 the year following the occurrence of the deficit, Provincial
562 Council shall issue a Special Chapter Dues Levy or take
563 other means as it deems fit to retire the deficit.

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565 **5. Administration**

566 The affairs of a Chapter shall be managed by a duly elected
567 Chapter Administration Committee.

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569 **6. Minutes**

570 a. Chapters shall receive a copy of the Minutes of all meetings
571 of the Provincial Council and all annual or special meetings
572 of the members.

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574 b. Minutes of all meetings of Chapters shall be sent to the
575 Association within thirty (30) days following the date of
576 each meeting. The number of members present shall be
577 recorded in the Minutes of all meetings.

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579 **7. Transfer of Responsibilities**

580 Provincial Council may transfer responsibilities to Chapters as
581 it sees fit, but retains the authority to establish policy and
582 standards in all Association matters.

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584 **8. Dissolution**

585 In the event that a Chapter dissolves, the funds of the Chapter
586 shall be given to the Association.

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588 **XIII. FINANCE, SIGNING AUTHORITY, DISSOLUTION AND**
589 **INDEMNIFICATION**

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591 **1. Finance**

- 592 a. The financial year shall be from January 1 to December 31.
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594 b. An audited statement of the accounts of the past financial
595 year shall be prepared for approval at the Annual General
596 Meeting.
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598 c. An auditor shall be appointed at the Annual General
599 Meeting.
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601 d. The books and records of the Association may be inspected
602 by any member of the Association at the Annual Meeting
603 or at anytime upon giving reasonable notice and arranging
604 a time satisfactory to the officer or officers having charge
605 of same. Each member of the Provincial Council shall at all
606 times have access to such books and records.
607

608 **2. Remuneration**

- 609 a. Except as hereinafter provided, no officer, director or
610 member of any committee shall receive any remuneration
611 for duties performed in carrying out their committee
612 functions on behalf of the Association, but may be
613 reimbursed for reasonable expenses incurred.
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615 b. An honorarium may be paid to the President of the
616 Association or for his benefit to some other person, firm or
617 corporation. The amount of such honorarium is to be
618 determined by Provincial Council from year to year.
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620 c. Provincial Council may also award special remuneration to
621 any officer, employee or member of Provincial Council or
622 the Association for special services undertaken on behalf of
623 the Association other than routine work ordinarily required.
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625 **3. Surety**

626 The Association shall procure fidelity insurance for all
627 employees and officers who handle Association funds.
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629 **4. Borrowing**

630 Provincial Council may borrow, raise or secure the amount of
631 payment of money in such manner as they think fit, provided
632 that the borrowing instrument(s) shall not be issued without the
633 sanction of a Special Resolution of the Association.

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5. Signing Authority

- a. Certification of Documents
 - i. Provincial Council shall have authority to appoint any member of Provincial Council or any staff member to certify or sign a specific document.

- b. Cheque Signing Authority
 - i. Provincial Council will, by resolution, set a limit on the cheque signing authority of the Executive Director or his designate. All cheques exceeding the limit shall be signed by:
 - ii. the Executive Director or his designate and
 - iii. the President or a signing officer.

6. Dissolution

- a. Should the Association be dissolved for any reason or surrender its charter, its assets, after payment of or provision for its liabilities, shall be delivered to one or more non-profit organizations having similar objectives or a registered charity in Alberta as determined by Provincial Council.

- b. The Association shall be operated without purpose or pecuniary gain to any of its members, and any surplus or accretion of the Association shall be used solely for the purpose of the Association and the promotion of its objectives.

7. Indemnification

- a. Every current or former member of Provincial Council, officer, member or candidate of the Association, or a person who acts or acted at the Association's request shall be indemnified and saved harmless by the Association from and against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment reasonably incurred by him in respect of civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a member of Provincial Council, Officer, member, or candidate of the Institute, if:
 - i. he acted honestly and in good faith with a view to the best interests of the Association;
 - ii. in the case of criminal or administrative action or proceeding that is enforced by monetary penalty, he had reasonable grounds for believing his conduct was

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- lawful; and
- iii. the member of Provincial Council, Officer, member or candidate or sponsor authorizes the Association in writing to conduct his defence, and such person fully cooperates with the Association in his defence.

XIV. AMENDMENTS TO THE BYLAWS

1. These Bylaws may be amended by Special Resolution.