**BYLAW NO. 3**

**DRAFT**

**Fire Investigation Association of Alberta**

**Chapter 38 I.A.A.I.**

**December 7, 2017**

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1. Preamble
   1. The name of this Association shall be the Fire Investigation Association of Alberta herein referred to as the "FIAA".
   2. The FIAA is a society incorporated in the Province of Alberta in accordance with the *Societies Act*, RSA 2000, c S-14, and shall comply with all provisions of the Act or any statute enacted to supersede it.
   3. These Bylaws shall govern the transaction of all business and affairs of the FIAA.
   4. The FIAA is chartered as Chapter 38 of the International Association of Arson Investigators hereinafter referred to as the “IAAI”.
2. Definitions
   1. **Act** means *Societies Act*, RSA 2000, c S-14, or any statute enacted to supersede it.
   2. **AGM** means the Annual General Meeting of the FIAA.
   3. **Association** means the Fire Investigation Association of Alberta.
   4. **Board** or **Board of Directors** means the Officers and Directors of the FIAA who administer it’s business affairs.
   5. **Bylaws** means Bylaws of the FIAA made pursuant to the Act.
   6. **Code of Ethics** means the IAAI statement of personal and professional conduct expected of its members and its Chapter members.
   7. **Director** means a member duly elected to the Board of Directors or appointed by the Board of Directors to fill a shortage or vacancy.
   8. **Ex Officio** means a courtesy position afforded the current President to sit on any or all committees, who shall have the same rights and privileges as do other committee members, including the right to vote.
   9. **IAAI** means International Association of Arson Investigators.
   10. **Majority Vote** means a decision reached by more than half of the votes cast by Active Members in attendance, excluding abstentions. If a decision requires a majority vote, it fails when a tie vote occurs.
   11. **Member** means a person who makes application for membership to the FIAA, has been approved by a majority vote of the Board of Directors, and whose annual membership fee is current.
   12. **Officers** means the Officers of the Association pursuant to these Bylaws who are the Directors of the Association that fill the offices of President, First Vice-President, Second Vice-President, Secretary, and Treasurer.
   13. **Proxy** means a written and signed authorization for an Active Member to vote on behalf of another Active Member who is absent.
   14. **Quorum** means the number of members who must be present in an assembly in order that a business can be validly transacted.
   15. **Register of Member**s means the membership register maintained by the Secretary in accordance with the Act.
   16. **Regulations** means the Regulations under the Act as amended and every regulation that may be substituted therefore and in case of such substitution, any reference in the Bylaws to provisions of the Regulations shall be read as references to the provisions substituted therefore in the amended Regulations.
   17. **Seal** means the official seal of the Association.
   18. **Special Resolution** means
       1. A resolution passed:
          1. At a General or Special Meeting of which no less than twenty-one (21) days’ notice specifying the intention to propose the resolution has been duly given, and
          2. by the vote of not less than two-thirds (2/3) of those Members who, if entitled to do so, vote in person.
       2. A resolution proposed and passed as a Special Resolution at a General Meeting or Special Meeting of which less than 21 days’ notice has been given, if all the members entitled to attend and vote at the General Meeting or Special Meeting so agree, or
       3. A resolution consented to in writing by all the members who would have been entitled at a General Meeting or Special Meeting to vote on the resolution in person, or where proxies are permitted, by proxy.
3. Membership
   1. Active Membership
      1. Active Membership in the FIAA is open to any individual who, at the time of application:
         1. Has attained the age of 18 years, and
         2. Is actively engaged in the suppression or prevention of fire, fire investigation, insurance adjusting, the administration of justice or whose occupation is related to these fields, and
         3. Is of good moral character involved or engaged in some phase of fire arson investigation, and
         4. Has been vetted/approved by the Board.
      2. Active Members shall:
         1. Receive notice of all Annual General Meetings and Special Meetings.
         2. Receive notice of all seminars.
         3. Receive notice of membership renewal amount and due date.
         4. Have access to the “Members Only” section of the website.
         5. Receive all newsletters, if they so choose.
      3. Active Members may:
         1. Attend each AGM and Special Meeting and participate in discussions at such meetings.
         2. Vote on any business requiring membership consideration at any AGM or Special Meeting.
         3. Participate in all FIAA activities.
         4. Be a member of any committee subject to approval by the Board of Directors, and vote on all matters coming before said committee.
         5. Stand for election to the Board of Directors.
         6. Be appointed to the Board of Directors, subject to meeting the qualifications, should there be a shortage in the number of elected Directors or should a vacancy occur on the Board of Directors.
         7. Inspect and/or obtain a copy of the Register of Members, the annual list of members, or an excerpt from either or both of them only if the information in the Register, list or excerpt is to be used by the member for matters relating to the affairs of the FIAA. However, any personal information about another member of the FIAA used for any matter not heretofore referred to may not be used unless that other member consents to that use.
         8. Inspect the financial records, books, and other records of the FIAA at any AGM, or at any other time after having submitted a written request to the President who shall arrange with the officer or officers having charge of said records and books a time and place satisfactory to all parties.
   2. Associate Membership
      * 1. Associate Membership is any person who does not qualify for active membership and has attained the age of 18 years.
      1. Associate Members shall:
         1. Receive notice of all Annual General Meetings and Special Meetings.
         2. Receive notice of all seminars.
         3. Receive notice of the membership renewal amount and due date.
         4. Shall have access to the “Members Only” section of the website.
         5. Receive all newsletters, if they so choose.
      2. Associate Members may:
         1. Attend each AGM and Special Meeting and participate in discussions at such meetings.
         2. Participate in all FIAA activities.
         3. Be a member of any committee of the FIAA, subject to the approval of the Board of Directors, and vote on all matters coming before said committee.
         4. Inspect and/or obtain a copy of the Register of Members, the annual list of members, or an excerpt from either or both of them only if the information contained in the Register, list or excerpt is to be used by the member for matters relating to the affairs of the FIAA. However, any personal information about another member of the FIAA used for any matter not heretofore referred to may not be used unless that other member consents to that use.
         5. Inspect the financial records, books, and other records of the FIAA at any AGM, or at any other time after having submitted a written request to the President who shall arrange with the officer or officers having charge of said records and books a time and place satisfactory to all parties.
      3. Associate Members may not:
         1. Vote on any business at any AGM or Special Meeting.
         2. Stand for election or be appointed to the Board of Directors.
         3. Chair any committee.
   3. Life Membership
      1. Life Membership for Distinguished Service may be bestowed upon any person who:
         1. Is now and has been an Active Member for a minimum of ten (10) years, continuously.
         2. Has rendered extraordinary service to the FIAA through active participation on committees, the Board of Directors and other activities of the FIAA for a minimum of five (5) years.
         3. Has been nominated by an Active Member in writing to the Nomination Committee Chair. The Nomination Committee shall review the nominations for Life Membership and make its recommendations to the Board of Directors.
      2. No more than two (2) Life Memberships for Distinguished Service shall be granted by the Board of Directors in any one fiscal year.
      3. Life Members shall have all rights and privileges of Active Members without payment of membership dues.
   4. Membership Application
      1. An individual may apply for membership to the FIAA by submitting a completed membership application to the Membership Committee.
      2. A former member, or a member whose membership has lapsed, wishing to reapply for membership, shall submit a completed membership application to the Membership Committee.
      3. By submitting a completed membership application, applicants affirm that the information provided is correct to the best of their knowledge.
      4. All applications shall be reviewed by the Membership Committee and applicants meeting the qualification criteria shall be recommended for membership to the Board of Directors.
      5. Those applicants placed in consideration for membership must receive approval of the Board of Directors.
      6. Applicants shall be notified of the decision of the Board of Directors by the Membership Committee chair or designate.
      7. Once an application has been approved, the annual membership fee will become due and payable and receipt of same will complete the application process.
      8. In the event that an applicant is not approved for membership, the Membership Committee Chair shall notify the applicant in writing.
      9. The Secretary and/or Membership Chair shall maintain a Register of Members of the Association.
   5. Membership Rights, Obligations, and Liability
      1. Membership rights are determined by the level of membership held, as specified in each level of membership.
      2. Each member shall:
         1. Comply with the FIAA Bylaws.
         2. Pay the annual membership renewal fee on or before its due date.
         3. Provide the Membership Chair any information that is to be contained in the Register of Members for that Member.
         4. Provide the Membership Chair with any changes to their name, mailing and email address, employer information, and telephone number within thirty (30) days of said changes.
         5. Comply with the Code of Ethics.
         6. Have limited liability in that no member, in the member’s individual capacity, shall be liable for any debt or liability of the FIAA.
   6. Register of Members
      1. In accordance with the Act, the FIAA shall keep a register of its members with the following information:
         1. The full name and address of the person.
         2. The date on which the person was admitted as a member.
         3. The date on which the person ceased to be a member.
         4. The class of membership of the person.
      2. Any member may inspect the Register of Members by submitting a written request to the President.
         1. The Secretary shall provide a copy of the Register of Members without payment or fee.
   7. Membership Year
      1. The membership year of each member shall lapse at the end of one year unless renewed by making payment of the annual fee on or before the end of the membership year.
         1. The membership year for each new member shall be one year from the date that the membership is approved by the Board of Directors and receipt of the annual membership fee.
         2. The membership date of any former member who reapplies shall be:
            1. The date on which the membership is approved by the Board of Director if the member submits only the membership fee for the current year, or
            2. The original date of membership if the member submits the membership fee for the current year and for any previous years for which the membership fees were not paid; in this case, the original membership number shall also be retained.
   8. Membership Fees
      1. The annual membership fee shall be determined by a majority vote of the Active Members present at the AGM.
      2. The annual membership renewal fee is due and payable each year on or before the date of expiration.
      3. Membership fees shall be non-refundable.
   9. Withdrawal of a Member
      1. Any member wishing to withdraw from the FIAA may do so by submitting a letter of resignation to the Board and such resignation shall be effective upon the date of receipt of the letter by the Board.
      2. A member resigning shall no longer have the rights or privileges of a member, nor have any continuing obligations, effective the date of the resignation.
   10. Dispute and Grievance Procedures
       1. Any dispute brought to the attention of the Board of Directors, or any dispute which may arise with the membership or within the Board of Directors or Officers shall be discussed at a meeting of the Board of Directors in an attempt to determine the circumstances and conditions surrounding the situation in question.
       2. Any member involved in a dispute within the FIAA may appear before a meeting of the Board of Directors or make representation to the Board of Directors to clarify the situation, having been given thirty (30) days’ notice of the intent of the Board of Directors to discuss and resolve the situation in question.
       3. Any resolution of a dispute shall be decided on by a two-thirds (2/3) vote of the entire Board of Directors.
       4. The decision of the Board of Directors regarding the dispute shall be communicated to all parties involved.
       5. Should the parties continue to disagree, or should the parties be unable to resolve the differences, a formal grievance may be filed in writing either by the member or by the Board of Directors.
       6. Any action or response regarding any grievance received by the Board of Directors or filed by the Board of Directors against any member of the FIAA shall be deferred in accordance with the grievance procedures outlined in the Constitution and By-Laws of the IAAI until:
          1. Written notification of the allegations is directed to the IAAI outlining the circumstances and conditions surrounding the alleged incident, and
          2. The allegation is acted upon by the IAAI with a written response directed to the FIAA outlining its findings and/or its referral to committee for continued study, to be completed in a timely manner.
   11. Expulsion of a Member
       1. Expulsion of a member of the FIAA shall only occur after:
          1. The provisions established for grievance procedures in the Constitution and By-Laws of the IAAI have been followed, and
          2. The findings of the IAAI indicate some action is required because of:
             1. A failure of a member to comply with the IAAI Code of Ethics, or
             2. Any cause brought to the attention of the FIAA and determined by the IAAI to be inconsistent with the Constitution and By-Laws of the IAAI.
          3. Expulsion of a member shall require a majority vote of the entire Board of Directors.
          4. The President shall notify the member of the decision of the Board of Directors, in writing, to include:
             1. The decision of the Board of Directors.
             2. The findings of the IAAI.
             3. The effective date of the expulsion, at which time the former member shall have no rights or privileges, nor any continuing obligations to the FIAA, effective the day following the date of the letter of notification and
             4. Information regarding the arbitration process.
       2. Within the arbitration process:
          1. A dispute arising out of the affairs of the FIAA and between any members of the FIAA, or between an individual who ceased to be a member of the FIAA at any time in the six months prior to the dispute, and the FIAA or a Director or Officer of the FIAA which cannot otherwise be settled by the formal grievance procedure shall be decided by arbitration pursuant to the Arbitration Act, Revised Statutes of Alberta 2000 Chapter A-43, and
          2. A decision made pursuant to such arbitration is binding on all parties and may be enforced on application to the Court of Queen’s Bench; there shall be no appeal from the decision.
   12. Remuneration and Reimbursement
       1. Reimbursement shall be paid by the Treasurer for Board members’ expenses.
       2. Purchases in excess of $300.00 shall require the prior approval of the Board of Directors.
4. Board of Directors
   1. Governing Structure
      1. The FIAA shall be governed by a Board of Directors which shall comprise of thirteen members who are Active Members of the FIAA and IAAI.
      2. The Officers of the FIAA shall be a President, a 1st Vice President, a 2nd Vice President, Secretary, and Treasurer.
      3. The 2nd Vice President is elected at the AGM by a majority vote of active members present for a one year term with an option of a one year extension if the sitting 1st Vice President chooses to exercise a one year extension of his term.
      4. The positions of President and 1st Vice President are filled by a system of graduated succession from the 2nd Vice President’s position.
      5. The 1st Vice President will be filled automatically by the 2nd Vice President following a minimum term of one year with an option of a one year extension if the sitting President chooses to exercise a one year extension of his term.
      6. Position of the President will be for a term of one year with the option of a one year extension.
      7. The Secretary and Treasurer will be appointed from the duly elected Board of Directors by the President.
      8. The positions of Secretary and Treasurer may be filled by one person or as a separate entity.
      9. Standing Committees shall be established by the President to carry out the ongoing business of the FIAA.
      10. Ad Hoc Committees may be established by the President to deal with particular tasks or issues.
   2. Powers and Duties
      1. The powers, rights, and immunities of the FIAA, established by law through incorporation, shall be vested in the Board of Directors which shall develop and administer policies to manage and conduct the business affairs of the FIAA and to further the Objects of the FIAA detailed in the application for incorporation.
      2. The Board of Directors has the power to legally deal with all matters of the FIAA with the exception of those requiring the approval of the membership by Special Resolution.
      3. The Board of Directors has the power to establish committees and assign duties, responsibilities and powers to these committees.
      4. Each member of the Board of Directors, shall, at all times, have access to the books and records of the FIAA.
   3. Authorized Signing Authority
      1. The Board of Directors, shall, at the first meeting following the AGM, pass a motion authorizing signing authority for all legal matters to three (3) designated signatories from the Board of Directors.
      2. In addition, provision may be made for an authorized representative to have signing authority to file documents required by the Registrar of Corporations.
      3. Every notice, return, or resolution required to be filed with the Registrar of Corporations shall be dated and verified by an authorized person having knowledge of the affairs of the FIAA.
   4. Financial Signing Authority
      1. The Board of Directors, shall at the first meeting following the AGM, pass a motion assigning financial authority to the Treasurer and a minimum of two (2) additional designated signatories from the Board of Directors.
      2. All cheques shall be signed by the Treasurer and by one (1) other designated signatory.
      3. The signatures of the Treasurer and one other designated signatory shall be required for any financial transaction requiring two (2) signatures.
      4. The Board of Directors shall have the ability to designate certain records as confidential and unavailable to the membership.
   5. Nomination Eligibility Criteria for Directors and Officers
      1. Nominees for the position of Director shall meet the following eligibility requirements:
         1. The candidate shall have been an Active Member of the FIAA for at least three (3) years.
         2. The candidate shall have a minimum of three (3 ) years’ experience in the suppression or prevention of fire, public sector fire investigation, private sector fire investigation, insurance adjusting, the administration of justice, or in an occupation related to these fields.
         3. The candidate shall have attended a minimum of three (3) AGM meetings of the FIAA within the preceding six (6) years.
         4. The candidate shall have participated in FIAA activities, including attendance at FIAA seminars and/or committee work.
         5. The candidate shall be an Active Member of the IAAI.
      2. Nominations shall be made to the Nominating Committee during a period of time and in a manner prescribed by the Nominating Committee.
      3. The Nominating Committee shall report the list of candidates eligible to stand for election to the Board of Directors for approval.
   6. Election of the Board of Directors
      1. Thirteen (13) Directors shall be elected annually to the Board of Directors by the Active Members present and voting at any AGM.
      2. All outgoing Directors, if qualified, shall be eligible for re-election.
      3. The term of office for each Director shall be from the time of election at an AGM until the following AGM. However, if an election of Directors is not held at the designated time, the incumbent Directors shall continue in office until their successors have been elected.
      4. At any election for Directors, each Member entitled to vote shall be entitled to vote for as many Directors as there are vacancies to be filled on the Board.
      5. A list of nominees for election to the Board of Directors shall be presented to the membership by the Nominating Committee at the AGM.
      6. Each nominee shall accept his/her nomination in person at the AGM. Should a nominee be unable to attend the AGM, the nominee, prior to the meeting and in writing, shall communicate to the Nomination Committee Chair their willingness to serve and in what position.
      7. Voting for Directors shall be ballot unless the number of nominees equals the number of positions to be filled, at which point the Chair shall declare the nominees elected by acclamation.
   7. Election of the Officers
      1. The election of Board of Directors shall be conducted by a Past President at the AGM.
      2. The position of 2nd Vice President shall be elected at the AGM. The positions of President and 1st Vice President will follow the succession plan as outlined in Section 4.1 Governing Structure.
      3. A list of nominees for election to each office shall be presented to the membership by the Nominating Committee at the AGM.
      4. Each nominee shall accept their nomination in person at the AGM. Should a nominee be unable to attend the AGM, the nominee, prior to the meeting and in writing, shall communicate to the Nominating Committee Chair their willingness to serve as a Board member.
      5. Voting shall be by ballot unless only one candidate has been nominated, at which point the candidate will be declared nominated by acclamation.
      6. The term of office shall be from time of election at an AGM until elections are held at the next AGM.
      7. An Active Member who has served as an Officer may be re-elected as a Director and after serving a minimum of one term, may be nominated for the position of 2nd Vice President.
   8. Vacancies
      1. A vacancy on the Board of Directors may exist when:
         1. A Director position is not filled at the AGM.
         2. A Director resigns in writing to the Board of Directors.
         3. A Director passes away, or
         4. A Director is removed from office.
      2. A vacancy on the Board of Directors is deemed to exist when:
         1. A Director ceases to be an Active Member of the FIAA and an Active Member of the IAAI, or
         2. A Director becomes physically, mentally, or otherwise incapable of performing the duties of a Director, or
         3. A Director is absent from three (3) consecutive meetings of the Board of Directors without giving notice to the Secretary.
      3. Declared Vacancy
         1. Any vacancy or vacancy deemed to exist on the Board of Directors may require that the position be declared vacant by majority vote of the Board of Directors present at the meeting, and may be filled for the term or the remained of the unexpired term by:
            1. Appointment by the Board of Directors from the membership, subject to meeting the eligibility requirements, or
            2. Nomination and election by a majority of the votes cast by the Active Members present at a Special Meeting called for this purpose, or
            3. Should the office of 2nd Vice Present, the office of Secretary, or the office of Treasurer be declared vacant, the Board of Directors shall appoint a member of the Board of Directors to serve in the vacant position for the remainder of the unexpired term.
   9. Removal from the Board of Directors
      1. The Board of Directors may remove a Director if that Director is:
         1. Convicted of an indictable offense, or
         2. In non-compliance with the IAAI Code of Ethics, or
         3. For any cause that the Board of Directors deems reasonable.
      2. Removal of a Director shall require:
         1. A Special Meeting of the Board of Directors called for this purpose, and
         2. Notice be given to all members of the Board of Directors, and
         3. A two-thirds (2/3) majority vote by Officers and Directors present at the meeting.
5. Officers of the Board of Directors
   1. President
      1. The President shall be the Chief Executive Officer and shall:
         1. Be responsible to supervise and coordinate the activities and business affairs of the FIAA.
         2. Preside at FIAA and Board of Directors meetings.
         3. Appoint appropriate committees for the conduct of FIAA activities. CT: 4.1.9 and 4.1.10 says the Board of Directors establishes standing and ad hoc committees.
         4. Call all meetings of the Board of Directors and the AGM.
         5. Be the primary FIAA spokesperson.
         6. Appoint committee chairpersons from the Board of Directors, subject to the approval of the Board of Directors.
         7. Appoint, remove, and/or replace committee members, subject to the approval by the Board of Directors.
         8. Be an ex officio member of each committee.
         9. Assign duties and/or responsibilities to the 1st Vice President and 2nd Vice President as necessary.
         10. Assign additional duties and/or responsibilities to the Secretary and/or the Treasurer as necessary.
         11. Assign additional duties and/or responsibilities to members of the Board of Directors as necessary.
         12. Assign duties and/or responsibilities to committees as deemed necessary.
   2. 1st Vice President
      * 1. The 1st Vice President shall perform the duties of the President if the President is absent, unable, or unwilling to perform his duties or if the President requests the 1st Vice President to perform ahis duties.
   3. 2nd Vice President
      1. The 2nd Vice President shall:
         1. Perform the duties and/or responsibilities as assigned by the President.
         2. In the absence of the President and the 1st Vice President, the 2nd Vice President shall perform said duties.
         3. Perform the duties of the President if the President and the 1st Vice President are absent, unable or unwilling to perform their duties.
         4. In the event that the 2nd Vice President assumes the office of President, the Board of Directors shall appoint a Director to serve in each of the vacant positions of the 1st and 2nd Vice President for the remainder of the unexpired term.
   4. Secretary
      1. The Secretary shall:
         1. Attend all FIAA and Board of Directors meetings and take accurate minutes of the meetings.
         2. Prepare and send notices of meetings to all members of the Board of Directors and Past Presidents.
         3. Carry out duties as assigned by the Board of Directors.
         4. Be responsible for the Seal of the FIAA, which whenever used, shall be authenticated by the signature of the Secretary and the President, or in the case of death, inability, or unavailability of either to act, by the 1st Vice President or the 2nd Vice President.
         5. Be responsible to prepare, maintain, and archive all FIAA records.
         6. Keep the Register of Members and the current list of members.
         7. Provide to a member, upon request, a copy of the Register of Members, the annual list of members, or an excerpt from either one or both of them, without payment of a fee.
         8. Keep the current list of Officers and Directors, to include name, address, email address, telephone number(s), and occupation/affiliation.
         9. Ensure that the Society Annual Return is filed in appropriate manner as required by the Act.
         10. Provide the IAAI Executive Director with a copy of the minutes of any Special or Annual General Meeting within thirty (30) days of said meeting.
         11. Provide the IAAI Executive Director with a copy of each paper presented at any Special or Annual General Meeting.
         12. Provide the IAAI Executive Director with a copy of any amendments to the FIAA Bylaws.
         13. In the absence of the Secretary, a member of the Board of Directors shall be appointed Acting Secretary by the President to discharge the duties of the Secretary as necessary.
         14. Should the office of Secretary be declared vacant, the President shall appoint a member of the Board to serve in the vacant position for the remainder of the unexpired term.
         15. The Secretary may also fill the position of Treasurer at the discretion of the President.
   5. Treasurer
      1. The Treasurer shall:
         1. Keep the FIAA books, accounts, and financial statements.
         2. Properly account for FIAA funds and present a detailed report at the Board of Directors meetings.
         3. Be responsible for the receipt of all moneys and the deposit of same in whatever financial institution the Board of Directors may direct.
         4. Provide written receipts for moneys received as required.
         5. Have signing authority for all cheques, bank withdrawals, and bank transfers which shall be countersigned by one of the designated signatories of the Board of Directors. A minimum of two signatories is required.
         6. Supervise spending moneys.
         7. Receive prior approval from Board of Directors for all major disbursements, transfers, and investments.
         8. Present the Annual Financial Statement, which has been audited, signed, and dated by the auditors, to the membership at the AGM.
         9. Submit a copy of the audited, signed and dated Annual Financial Statement to the Secretary for filing with the Society Annual Return with the Registrar of Corporations.
         10. In the absence of the Treasurer, a member of the Board of Directors shall be appointed Acting Treasurer by the President to discharge the duties of the Treasurer as deemed necessary.
         11. Should the office of Treasurer be declared vacant , the President shall appoint a member of the Board of Directors to serve in the vacant position for the remainder of the unexpired term.
   6. Past President
      1. Any Past President who is an Active, Associate, or Life Member shall have the right to attend and participate in all meetings of the Board of Directors, but shall not have the right to vote at such meetings.
      2. The Immediate Past President shall chair the elections at the AGM.
      3. Should the Immediate Past President not be available, the next Past President shall preside over the election.
6. Committees
   1. Standing Committees may be established to carry out the ongoing FIAA business and other duties as may be delegated by the Board of Directors.
   2. Ad Hoc Committees may be established as necessary to work on particular tasks or issues and other duties as may be delegated by the Board of Directors
   3. The President shall appoint committee chairpersons and committee members subject to approval by the Board of Directors, and may assign duties and/or responsibilities to committees as deemed necessary.
7. Meetings
   1. Annual General Meeting
      1. The AGM shall be conducted according to the Parliamentary rules of procedures as set out in the most current edition of Robert’s Rules of Order except as otherwise provided for herein.
      2. The AGM shall be held once a year as per the *Act*.
      3. The AGM shall be called by the President to be held at a date, time, and place selected by the Board of Directors.
      4. Notification of the AGM shall:
         1. Be given to all members at least twenty-one (21) days in advance of said meeting, electronically to the last known email address, or in writing to the last known postal address of each member.
         2. Include the date, time, and place of said meeting.
         3. In case of Special business, include the nature of that business in sufficient detail to permit the member to understand the nature of that business.
         4. In the case of a Special Resolution, include the text of the Special Resolution to be proposed at the meeting, however, accidental omission to give notice to any member or non-receipt of that notice by any member does not invalidate any proceedings or business transacted at any such meeting.
         5. No business shall be transacted at any General Meeting unless a quorum of Members entitled to vote is present at the time when the meeting proceeds to business.
         6. If within fifteen (15) minutes from the time appointed for a General Meeting, a quorum is not present, the meeting shall be adjourned.
      5. The agenda for each Annual General Meeting shall include:
         1. Call to order by the President, or in the absence of the President, the 1st or 2nd Vice President, in that order, shall act as Chairperson of the meeting.
         2. A minute of silence in memory of all members who have passed away during the year.
         3. Proof of Notice of Meeting or waiver of notice.
         4. Announcements.
         5. Ratification of the agenda.
         6. Approval of the minutes of the previous AGM and any Special Meeting(s) held since the previous AGM.
         7. Annual Report of the President.
         8. Annual Report of each committee.
         9. Annual Financial Statement setting out the income, disbursements, assets, and liabilities, audited, and signed by the FIAA auditor(s).
         10. Consideration of the membership fees for the coming year, if necessary.
         11. Unfinished business.
         12. New business including other agenda topics added by the Board of Directors or any Active Member.
         13. Consideration of any Special Resolutions.
         14. Appointment by the President or a Past President or other designate as the Election Officer to chair the elections.
         15. Presentation by the Nomination Committee of the list of candidates for the election.
         16. Election of Board of Directors.
         17. Election of the 2nd Vice President if required.
         18. Adjournment
   2. Special Meetings
      1. A Special Meeting shall be called by the Board of Directors:
         1. When deemed necessary by the Board of Directors to address an unusual or urgent matter; or
         2. Upon receipt of a petition signed by twenty five (25) percent of the Active Members, setting for the issue(s) to addressed, including motions to be presented.
      2. Notification of a Special Meeting shall:
         1. Be given to all members at least twenty-one (21) days in advance of said meeting, electronically to the last known email address or in writing to the last known postal address of each member, and
         2. Include the date, time, and place or means of communications for the meeting, and
         3. Include the reason for calling said meeting and a detailed agenda describing exactly what business shall occur, and state that the meeting will address only those matters, and no other matters; however, accidental omission to give notice to any member or non-receipt of that notice by any member does not invalidate any proceedings or business transacted at any such meeting.
   3. Board of Directors Meetings
      1. Ten meetings per year shall be conducted by the Board of Directors to transact the business and affairs of the FIAA.
      2. A Special Meeting of the Board of Directors to address unusual or urgent matter(s):
         1. May be called by the President at any time, or
         2. May be called by the Secretary upon request of three (3) members of the Board of Directors.
      3. Notice of any meeting of the Board of Directors shall be sent to each member of the Board electronically, giving notice of the date, time, proposed agenda, and the place or means of communication for the meeting.
      4. The President shall act as Chairperson of the meeting. In the absence of the President, the 1st Vice President or 2nd Vice President, in that order, shall act as Chairperson of the meeting.
      5. The Chairperson has the same rights and privileges as any other member of the Board of Directors, including the right to make motions, to speak and debate, and to vote on all questions.
      6. Voting shall be voice vote unless otherwise requested.
      7. A majority of fifty one (51) percent of the votes cast by the Officers and Directors present shall be required to pass any motion.
      8. A motion transmitted electronically to the members of the Board of Directors for consideration shall be considered valid. A majority vote of the entire Board shall be required to pass a motion which has been transmitted electronically.
   4. Procedural Rules for Meetings
      1. All meetings shall be conducted according to the Parliamentary Procedures set out in the most current edition of *Robert’s Rules of Order*.
      2. Quorum
         1. A quorum in an assembly is the number of members who must be present in order that business can be validly transacted. The quorum refers to the number of members present, not to the number actually voting on a particular question. In a mass meeting, the quorum is simply the number of persons present at the time, since they constitute the entire membership at that time.
         2. At any AGM, a quorum of Active Members must be present at the time the meeting is called in order to legally transact business. A quorum shall consist of not less than seven (7) active members and must include either the President or a Vice President of the Board.
         3. At any Special Meeting, a quorum of Active Members must be present at the time the meeting is called in order to legally transact business. A quorum shall consist of not less than seven (7) active members and must include either the President or a Vice President of the Board.
         4. At a Special Meeting, either the President or a Vice President shall be in attendance.
         5. At any meeting of the Board of Directors, a quorum of not less than seven (7) members of the Board, to include either the President or a Vice President, shall be present at the time when the meeting is called in order to legally transact business.
         6. If within fifteen (15) minutes from the time appointed for any meeting a quorum is not present, the meeting shall be adjourned and considered for information only.
      3. Chairperson at Meetings
         1. At any AGM:
            1. The President shall act as Chairperson of the meeting, or in the absence of the President, the 1st or 2nd Vice President, in that order, shall act as Chairperson of the meeting.
            2. The Chairperson shall appoint the Immediate President to assume the Chair to conduct the elections of the Board of Directors and 2nd Vice President. In the event that that the Immediate President or other Past President is not in attendance, the Chairperson may appoint an outgoing member of the Board of Directors or appoint an Active Member in attendance to chair the elections. No member shall be appointed to chair the elections who is a nominee in said elections.
      4. Voting
         1. Voting at any AGM or Special Meeting shall be restricted to Active Members present at said meeting.
         2. Proxy voting shall not be permitted on any matter considered by the FIAA.
         3. Voting at any AGM or Special Meeting may be by show of hands unless otherwise specified.
         4. A written ballot may be requested by any Active Member on any motion. The Chairperson shall then appoint two (2) tellers (scrutineers) who shall hand out, collect, and count all ballots. The teller (scrutineer) shall report the results to the Chairperson.
         5. The Chairperson shall be entitled to vote only when:
            1. The vote is by ballot, or
            2. The vote of the Chairperson will change the result of the vote as in the event of a tie vote.
      5. Majority
         1. At any AGM or Special Meeting, a majority of votes cast by the Active Members present at the meeting shall be required to pass any motion.
         2. At any meeting of the Board of Directors, a majority of the votes cast by the Officers and Directors present at the meeting shall be required to pass any motion.
8. Finance and Other Management Matters
   1. Fiscal Year
      1. The FIAA fiscal year shall include a 12 month operational period.
   2. Society Annual Return
      1. The Society Annual Return shall be filed with the Corporate Registry as required by the Act.
      2. The Society Annual Return shall be filed by an authorized representative of the FIAA.
   3. Registered Office
      1. The FIAA shall maintain a Registered Office in Alberta in accordance with the *Act*.
   4. Financial Audit
      1. The Annual Financial Statement of the previous fiscal year of the FIAA shall be audited by a duly qualified accountant or two (2) members of the FIAA elected as auditors at the AGM for this purpose in accordance with the *Act*.
      2. Upon completion of the annual audit, the audited, signed and dated Annual Financial Statement shall be returned to the Treasurer who shall:
         1. Present the Statement to the membership at the next AGM, and
         2. Submit the Statement to the Secretary or Designate for filing with the Society Annual Return.
   5. Seal of the FIAA
      1. The FIAA shall have a Seal which shall have inscribed thereon Fire Investigation Association of Alberta.
      2. Use of the Seal of the FIAA shall show authority to enter into agreements and commitments on behalf of the FIAA.
      3. The Secretary shall be responsible for the Seal.
      4. Be authenticated whenever used by signatures of the President and Secretary, or in the case of death, inability, or unavailability of either to act, the 1st Vice President or 2nd Vice President.
   6. Signing Officers
      1. The Association shall have at least two persons authorized by the Directors to sign contracts, documents, cheques or any instruments in writing require
   7. Financial Powers
      1. Acquiring Assets
         1. The FIAA may acquire by purchase, donation, device, or other means, all kinds of real estate and personal property, and may sell, exchange, mortgage, lease, let, improve and develop it, and may erect and maintain any necessary buildings; and
         2. The FIAA funds and property shall be used and dealt with in accordance with the Bylaws.
      2. Borrowing Powers
         1. The FIAA may borrow, raise, or secure payment of moneys in any manner deemed appropriate by the Board of Directors; however, this power shall be exercised only with the approval of two thirds (2/3) vote of the entire Board of Directors.
         2. The FIAA shall not borrow by issuing debentures or other negotiable instruments.
      3. Contracts
         1. The FIAA may enter into contracts deemed necessary by the Board of Directors; however, this power shall be exercised with the approval of two thirds (2/3) of the entire Board of Directors.
   8. Protection and Indemnification of Directors and Officers
      1. The FIAA shall and hereby does indemnify each and every Director and the Director’s heirs, executors, and administrators against all losses, costs, and expenses, including solicitor and client fees reasonably incurred in connection with any action, suit, or proceeding to which the Director may be made a party by reason of the Director being or having been a Director or Officer of the FIAA, except to the extent such losses, costs, and expenses are attributable to dishonesty, bad faith, fraud, negligence, or willful misconduct by the party in question.
      2. All liabilities including losses, damages, costs, and expenses incurred or suffered by the FIAA by reasons arising out of or in connection with the foregoing indemnification provisions shall be treated and handled by the FIAA as an expense of the FIAA.
9. Bylaws
   1. These Bylaws may not be rescinded, altered, or added to except by Special Resolution.
   2. No rescission or alteration of, or addition to a bylaw, has effect until it has been registered by the Registrar.
   3. Any Active Member may propose an amendment to these Bylaws which shall be submitted in writing to the Chair of the Bylaw Committee.
   4. The Bylaws, as amended, shall take effect only after:
      1. A Special Resolution amending these Bylaws is passed at an AGM or Special Meeting called for this purpose, and
      2. The document has been submitted to and registered by the Registrar of Corporations, Province of Alberta.
10. Special Resolution
    1. In accordance with the Act, a Special Resolution shall be:
       1. A resolution proposed to and passed by the membership at an AGM or Special Meeting called for this purpose:
          1. For which not less than twenty-one (21) days’ notice specifying the intention to propose the Special Resolution and the text of the Special Resolution has been duly given, and
          2. By the affirmative vote or not less than two thirds (2/3) of those members who, if entitled to do so, vote in person.

10.1.2 A resolution proposed to and passed by the membership at an AGM or Special Meeting called for this purpose of which less than twenty-one (21) days’ notice specifying the intention to propose the Special Resolution and the text of the Special Resolution has been duly given if all members entitled to attend and vote at said meeting so agree, or

* + 1. A resolution consented to in writing by all the members who would been entitled at an AGM or Special Meeting to vote on the Special Resolution in person.
  1. In accordance with the Act, a Special Resolution shall be required to make the following fundamental changes:
     1. Amending the Bylaws of the FIAA,
     2. Altering the Objects of the FIAA,
     3. Surrendering the Certificate of Incorporation, or
     4. Dissolving the FIAA voluntarily.

1. Voluntary Dissolution and Distribution of Assets
   1. Should the FIAA choose to dissolve voluntarily:
      1. All property shall be liquidated.
      2. Distribution of any assets remaining after paying all debts shall be determined by the Board.
   2. Notwithstanding 11.1, should the FIAA choose to dissolve voluntarily, no member of the FIAA shall receive and assets of the FIAA without competitive monetary consideration.
2. Severability
   1. If any provision herein is adjudged by a Court of competent jurisdiction to be invalid for any reason, then that provision shall be severed from the remainder of these Bylaws. All provisions of the remaining Bylaws shall remain valid and enforceable.