

the leader in tribunal training

I. MEMBERSHIP

Eligibility

1. Membership in the society is open to:
 - an administrative tribunal or organization,
 - any appointed or elected board member or staff member of an administrative tribunal or organization, or
 - any person interested in administrative justice.

Types of Membership

2. There shall be two types of members in the society:
 - i) Organization members, and
 - ii) Individual members.
3. The Board of Directors, at a regularly scheduled Board meeting, may:
 - i) determine sub-categories of membership, membership benefits and membership fees which shall be appended to these bylaws as Appendix A.
 - ii) approve the membership of any qualified person or organization.

Withdrawal, Suspension & Reinstatement

4. Any member wishing to withdraw from membership may do so upon a notice in writing to the Secretary.
5. A member who is in arrears for fees or assessments for any year shall be automatically suspended 181 days from the end of such year and, from that date, is not entitled to membership privileges or powers in the society until reinstated. The Board of Directors may reinstate a suspended member upon payment of all outstanding fees or assessments, including arrears.
6. Any member, by a majority vote of all members in good standing, may be expelled from membership for any cause that the society may deem reasonable.

II. BOARD OF DIRECTORS

7. Board of Directors, or Board, shall mean the Board of Directors of the society.
8. The Board shall, subject to the bylaws or directions given it by majority vote at any meeting properly called and constituted, have full control and management of the affairs of the society.

Composition and Qualifications

9. The Board of Directors shall be comprised of not less than eight (8) and not more than thirteen (13) Directors, of which up to ten (10) directors shall be elected equally from organization and individual members according to these bylaws; up to two (2) Members at Large, maybe appointed by the Board; and the past president.
10. Any representative of an organization member and any individual member in good standing shall be eligible to any office in the society.
11. No more than two representatives from an organization member may serve on the Board at a time.
12. Retiring directors shall be eligible for re-election at the annual meeting of members.
13. A person appointed or elected a director becomes a Director:
 - i) if the person was present at the meeting when being appointed or elected, and did not refuse the appointment
 - ii) if the person was not present at the meeting but consented in writing to act as director before the appointment or election, or within ten days after the appointment or election, or
 - iii) if the person acted as a director according to the appointment or election.

Election

14. The Board of Directors shall be elected at the annual general meeting (AGM).

15. The Board of Directors shall be elected at the Annual General Meeting as follows:
 - i) Up to Five (5) directors from organization members shall be elected by a vote of representatives of the organization members. No individual members shall participate in this vote.
 - ii) Up to Five (5) directors from individual members shall be elected by a vote of individual members. No organization representatives shall participate in this vote.

Term of Office

16. Directors will be elected for a 2-year term.
17. Directors will serve until their successors are elected and installed.
18. At the annual general meeting following approval of these bylaws, up to five (5) directors will be elected for a one-year term and up to five (5) directors for a two-year term. Thereafter, at each annual general meeting, directors shall be elected to fill positions of those directors whose term has expired.

Vacancies on the Board

19. Any vacancy of a Director occurring during the term may be filled, for the balance of the term, by:
 - i) Board appointment, or
 - ii) election at the next general meeting, provided it is so stated in the notice calling such general meeting.

Removal of a Director or Officer

20. Any director or officer may be removed from office by majority vote of the Board of Directors for:
 - i) Non-attendance at three consecutive meetings without board approval.
 - ii) Violation of FOAJ bylaws or policies.
 - iii) Non-participation in voting (including letter ballots) without reasonable grounds.The position of director or officer is automatically vacated if the person resigns or dies.

III. OFFICERS

Officers / Executive Committee

21. At the first Board meeting following the AGM, the Board will elect the Executive Committee from the Directors.
22. The Officers (who shall serve as the Executive Committee) shall be comprised of the President, Vice-President, Secretary and Treasurer. The office of the Secretary and Treasurer may be filled by one person.

President

23. The President shall be Chief Executive Officer of the Foundation. The President is the chief spokesman of the society and the Board. The President will be ex-officio a member of all committees.

Vice President

24. The Vice-President, in the absence of the President, performs the duties and exercises the powers of the President.

Secretary

25. The Secretary, either directly or through the Executive Director, shall:
 - a. attend all meetings of the society and of the Board and to keep accurate minutes of the same.
 - b. have charge of the Seal of the society which, whenever used shall be authenticated by the signature of the Secretary and the President, or, in case of the death, absence or inability of either to act, by the Vice-President.
 - c. shall have charge of all the correspondence of the society.
 - d. keep a record of all the members of the society and their addresses.
 - e. send all notices of the various meetings as required and send notices of annual dues or assessments levied by the society.
 - f. be under the direction of the President and the Board.

26. In case of the absence or inability of the Secretary to act, the duties of the Secretary shall be discharged by such officer as may be appointed by the Board.

Treasurer

27. The Treasurer, either directly or through the Executive Director, shall:
- a. receive all monies paid to the society and be responsible for the deposit of same in whatever Bank,
 - b. Trust Company, Credit Union or Treasury Branch the Board may order.
 - c. properly account for the funds of the society and keep such books as may be directed.
 - d. present a full detailed account of receipts and disbursements to the Board whenever requested.
 - e. prepare, for presentation to and approval by the Annual Meeting, audited financial statements of
 - f. the society; and
 - g. submit a copy of same to the Secretary for the records of the society.

IV. EXECUTIVE DIRECTOR

28. The Board may create a position of Executive Director to deal with the business of the society. This position will report to the Board of Directors through the President, and is responsible to the Board of Directors.

V. FINANCIAL MATTERS

Audit

29. The books, accounts and records of the society shall be audited at least once each year by a duly qualified accountant or by at least two members of the society appointed by the Board for that purpose.
30. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the Annual meeting of the society.

Fiscal Year

31. The fiscal year of the society in each year shall be December 31.

Inspection of Books and Records

32. The books and records of the society may be inspected by any member of the society at the Annual Meeting or at anytime upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same.
33. Each member of the Board shall at all times have access to the society's books and records.

VI. MEETINGS

Rules of Order

34. All meetings shall be conducted using Roberts' Rules of Order.

Electronic or Written

35. The society and the Board may hold general or other meetings by electronic means (telephone, teleconference, video conference, internet).
36. The society or the Board may conduct business by written resolution, signed by a majority of those persons voting.

Chair of Meetings

37. The President shall, when present, preside at all meetings of the society and of the Board. In the President's absence, the Vice President shall preside at such meetings. In the absence of both, a chairperson may be elected at the meeting to preside.

General and Special Meetings

38. This society shall hold an annual general meeting, in Alberta, on or before July 1 in each year. The Secretary shall send written notice of the meeting by mail, to the last known address of each member, 14 days prior to the date of the meeting.
39. General meetings of the society may be called at any time by the Secretary upon instructions of the President or Board. The Secretary shall send written notice of the meeting by mail, to the last known address of each member, at least eight days prior to the meeting.

40. A special meeting shall be called by the President or Secretary upon receipt of a petition, signed by one-third of the members in good standing, setting forth the reasons for calling such meeting. The Secretary shall send written notice of the meeting by mail, to the last known address of each member, at least eight days prior to the meeting.
41. Twelve (12) members in good standing shall constitute a quorum at any general or special meeting.
42. If a quorum is not present at the time the meeting is to start, the meeting will recess for 10 minutes to see if a quorum is present. If a quorum is not present after the 10 minute recess, the meeting shall stand adjourned for 10 minutes and shall reconvene. Those present at the beginning of the adjourned meeting shall constitute the quorum for the meeting and the meeting may continue with the business as if a quorum was present.

Board Meetings

43. Meetings of the Board shall be held as required, but no less than once every three months.
44. The President shall call a meeting of the Board:
 - i) as required under these bylaws,
 - ii) at times determined by the President, and
 - iii) when any two Directors request a special meeting, by providing a written request to the President and state the business to be brought before the meeting.
45. Board meetings shall be called by at least:
 - i) ten (10) days notice in writing mailed to each director, or
 - ii) three (3) days notice by fax or telephone
46. Meetings may be held without notice if a quorum of the Board is present. Any business transactions at such meeting shall be ratified at the next regularly called meeting of the Board; otherwise the business shall be null and void.
47. Any three Directors shall constitute a quorum for a Board meeting.

VII. VOTING

48. All designated organization and individual members have equal voting privileges, except when voting for the Board of Directors.
49. Each organization member will designate a representative to act on their behalf for voting. The representative's name shall be given in writing to the Secretary one month prior to the annual general meeting.
50. Any organization or individual member, who has not withdrawn from membership or been suspended or expelled, shall have the right to vote at any meeting of the society.
51. Votes must be made in person and not by proxy or otherwise.

VIII. COMMITTEES

52. The Board of Directors may establish committees to assist in the activities of the Foundation.

IX. REMUNERATION

53. Unless authorized at any meeting by the Board and after notice for same shall have been given, no officer, director or member of the association shall receive any remuneration for services provided to or for the society.

X. BORROWING POWERS

54. For the purpose of carrying out its objects, the society may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the society, and in no case shall debentures be issued without the sanction of a special resolution of the society.

XI. BYLAWS

55. The Bylaws may be rescinded, altered or added to by a Special Resolution.

XII. MEDIATION AND ARBITRATION

56. The society may resolve disputes using mediation and arbitration as provided in the Act.

XIII. INDEMNITIES TO DIRECTORS AND OTHERS

57. The Society shall indemnify the Directors and members authorized by the Board with respect to any bona fide (in good faith) decisions made by them or actions taken by them.