



## **Article I - Membership**

1. The Alberta Potters' Association (APA) shall consist of members in the following categories:

a) Active Member

Membership in this category shall be open to any individual who agrees with the goals and objectives of the APA. This member is entitled to a vote at an Annual General Meeting, a General Meeting, and a Special Meeting to full participation in events and will receive all publications as issued. This member must reside in Alberta, and be 18 years or older.

b) Associate Member

Membership in this category shall be open to an individual, 18 years or older, who resides outside of Alberta and agrees with the goals and objectives of the APA. This member is entitled to full participation in events and will receive all publications as issued. This member is not entitled to vote at any meeting or stand for office.

c) Association or Business Members

Membership in this category is open to any non-profit or business with similar or supportive goals and objectives of the APA. One designated member of this organization is entitled to vote at an Annual General Meeting or Special Meeting, to full participation in events and will receive all publications issued. This organization must have an Alberta or Canadian incorporation. This person is entitled to vote only in this category. This member is entitled to a single vote at an Annual General Meeting, a General Meeting, and a Special Meeting to full participation in events and will receive all publications as issued.

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d) Honorary Member

Membership in this category is for individuals recognized for lengthy or outstanding service or contributions to the furtherance of ceramics in Alberta.

- i. Any two members in good standing of the APA may nominate a candidate for honorary membership.
- ii. All nominations for honorary membership will be submitted to the Board.
- iii. The honorary member shall have no fees for membership.

e) Student Membership

Membership in this category shall be open to any full-time student of a recognized post-secondary educational institution offering a ceramics program in Alberta. This person agrees with the goals and objectives of the APA and is entitled to vote at an Annual General Meeting, a general meeting, and a special meeting, to full participation in events and will receive all publications as issued. There is no membership fee for this category.

2. The privileges of members shall be:

- a) Members in good standing depending on categories as defined above shall be entitled to one vote.
- b) Eligibility to serve as a Board Director, except where specifically dealt within certain categories of membership as given above, shall be determined by voting of the membership at duly constituted Annual General Meetings.





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## **Article II – Resignation**

1. Any member may resign from the APA by sending a resignation in writing to the Secretary and the Secretary shall have the member's name removed from the membership roll. The membership fee will not be reimbursed.
2. Any member whose dues are unpaid by April 1 of each year are no longer members but may reapply.
3. The APA Board may, by a three-quarter vote of the Board, rescind the membership of any member who in the board's opinion, no longer deserves it. The Board shall first give to such members the right to appear before the board and be heard. Should the Board not approve expulsion in any case that may be brought to its attention, the matter shall not be entered in the Minutes of the Board or of the APA.
4. Any member whose membership has been rescinded under the provisions of this article shall receive a written notice of the decision of the Board which may be by letter or e-mail.

## **Article III – Annual General Meetings, General Meetings, and Special Meetings**

1. The Annual General Meeting shall convene in Alberta each year on a day in the spring after March and before July. The Board shall set the specific date, time, and place of the Annual General Meeting, and inform the members at least thirty (30) days before the day on which it shall convene, specifying the place, date and hour of said meeting. It shall be in writing and shall state the business to be transacted there at, and no other business shall be considered at the meeting.
2. The Board may call a Special Meeting of the APA whenever or wherever it determines with a minimum of twenty-one (21) days notice. The notice shall be in writing and shall state the business to be transacted there, and no other business shall be considered at the meeting. A petition signed by at least ten voting members shall require the Board





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to convene a Special Meeting without undue delay.

3. The Board may call a General Meeting of the APA whenever or wherever it determines with at least thirty (30) days' notice in writing of a General Meeting specifying the place, date, and hour of said meeting, and in the case of a General Meeting, the general nature of the business, shall be given to the members by e-mail or mail.
4. A quorum at an Annual General Meeting, General Meeting or Special Meeting shall be six (6) members in addition to a quorum of Directors as stated in Bylaw 4.6. If a quorum is present at the beginning of a meeting and some members leave thereby reducing the number present to less than a quorum, the meeting may continue if the remaining members agree.
5. At any meeting unless at least three (3) voting members demand a poll, a declaration by the President that a resolution has been carried and an entry to that effect made in the minutes of the APA shall be sufficient evidence of the fact, without proof of the number of proportions of the members recorded in favour or against such resolution.
6. Any member in good standing in a category that entails a vote, may appoint in writing as proxy any other member in good standing to vote at any Annual General Meeting or Special Meeting providing the Membership Director is advised. It is recommended that the Membership Director receive the information seven (7) days before the meeting.
7. General Meetings will be held as required and determined by the Board.

#### **Article IV – The Board of the Alberta Potters' APA**

1. The Board of the APA shall consist of a maximum of ten voting members of the APA plus the immediate Past President.



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2. The members of the Board shall be the President, Vice-President, Secretary, Treasurer, Past President, and Directors.
3. The Executive Committee shall consist of the President, Vice-President, Secretary, and Treasurer.
4. The members of the Board, except for the Past President, shall be elected at the Annual General Meeting for a period three years. One third of the Board shall stand for re-election every year.
5. No board member may serve on the Board for a period exceeding six successive years without a unanimous vote from all Directors and voting members present at the Annual General Meeting.
6. The Directors of the Board shall assume office at the close of the Annual General Meeting, which elected them. Directors of the Board shall receive no remuneration for their services as such.
7. The Board shall determine, at its discretion, all fees associated with the APA
8. A quorum at a Board meeting shall be 50% plus one member of the Board. If a quorum is present at the beginning of a meeting and some members leave thereby reducing the number present to less than a quorum, the meeting may continue only if it is the wish of a majority of the remaining members. If the quorum is not present by a half-hour after the advertised start of the meeting, the meeting shall be declared canceled.
9. The Board shall normally function as an Administrative Governing Board.

#### **Article V – Exercise of Borrowing and Other Powers**

To carrying out the objectives of the APA, the Board may:



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1. Borrow or raise to secure the payment of money in such a manner as the Board thinks fit and by the issue of debentures, provided such issue is confirmed by Special Resolution of the membership;
2. Subject to these Bylaws, draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments;
3. Acquire and take by purchase, donation, devise or otherwise, all kinds of real estate and personal property and may sell, exchange, mortgages, lease, let, improve and develop the same and may erect and maintain any necessary buildings in the Province of Alberta, as a headquarters or as it may deem necessary provided in all instances that the funds and property of the APA shall be used and dealt with for its legitimate objects only and in accordance with The Societies Act and its Bylaws. provided in each instance that no member of the APA is, in his or her individual capacity, liable for the debt or liability of the APA.

#### **Article VI – Duties and Powers of Directors of the Board**

1. The President shall preside at all meetings of the APA and of the Board and shall have the second or casting vote in the event of a tie vote upon any resolution.
2. The Vice-President shall, in the absence of the President, perform the duties of the President and when so acting shall have all the powers and be subject to all the responsibility hereby given or imposed upon the President.
3. The Past President shall act as advisor to the incoming President plus serve in other capacities as deemed appropriate by the Board.
4. The Secretary, or a nominee with the consent of the Board, shall attend and record the minutes of all proceedings of the APA in the minute book of the APA.



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5. The Membership Director shall maintain an up-to-date list of members in good standing by categories as given above. The Membership Director will present an up-to-date membership list to the Board twice a year. The Membership Director will suggest to the Board various programs to attract new members and to ensure renewal of current members.
6. The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the APA in proper books of accounts and shall deposit all monies or other valuable effects in the name of and to the credit of the APA in such banks or other institutions as may, from time to time, be designated by the Executive Committee. Funds of the APA shall be disbursed under the direction of the Board, having received proper vouchers and receipts of all transactions, and shall present an account of the financial position of the APA as required.
7. The Nominations Director, appointed yearly, will organize a slate of candidates for the Board every year, and take responsibility for the election of Directors at the Annual General Meeting. The Nominations Director will bring to the Board the names of individuals submitted by the membership, to fill vacant positions as they come up during the year.
8. The Directors shall be assigned tasks, as the Board deems suitable.
9. All Directors of the Board shall present an annual committee report to the President by April 30 of each year for dissemination and inclusion in the President's report at the Annual General Meeting.
10. The APA may employ the services of a part- or full-time staff on such terms and at such salary as the Board deems appropriate.
11. Any Director who perceives a possible conflict of interest, and who may receive financial benefit from participation on the Board, must reveal the situation, and not vote on issues relating to the conflict. Any Director who did not reveal a potential conflict of interest and





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- voted on the related issues shall be required to resign his/her position.
12. The Board shall deem any Director of the APA to have vacated his/her position by not attending three consecutive meetings without extending apologies.
  13. Any vacancy occurring on the Board between Annual General Meetings may be filled by the Board for the unexpired portion of the term of the person who held the vacant position.
  14. A member of the Board may resign from the Board by sending a resignation in writing to the Secretary.
  15. The affairs of the APA shall be managed by the Board, which shall exercise all such powers of the APA as given by the Bylaws and by the rules of the Societies Act.
  16. The Board will meet for the dispatch of business, adjourn, and otherwise regulate its meeting as it sees fit. A majority shall decide questions arising at the meeting.
  17. The Board may meet by telephone or online conference or other electronic means.
  18. The Board will invest in the APA or grant funds to ensure a good, safe return and for term lengths, which ensure that adequate cash is on hand to meet all commitments.
  19. The Annual General Meeting of the APA shall appoint an auditor whose duty shall be to audit the accounts of the APA and prepare a report for the next Annual General Meeting.
  20. An Executive Committee composed of the President, Vice-President, Secretary and Treasurer may make emergency decisions on issues that arise between Board meetings.



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21. Executive Committee decisions cannot involve issues that cost one thousand dollars (\$1000.00) or more.
22. Except as herein provided, all other instances and rules of procedure shall be subject to the Societies Act and Robert's Rules of Order or such other procedures (parliamentary or otherwise) as may be determined by the Board at their decision.

### **VII – Audit of Accounts**

1. The financial year of the APA shall commence on the 1<sup>st</sup> of April in one year and end on the 31<sup>st</sup> of March the following year. The board shall annually appoint a qualified accountant or two Directors (excluding the co-signers) to audit the books, accounts and records of the APA. The Treasurer shall present the financial statements on the previous year to the membership at the Annual General Meeting; two copies of which shall be provided to the Treasurer for registration under The Societies Act.
2. The annual financial statements of the APA are available upon request from the Treasurer.
3. Bylaws are available to all members on the APA's website.

### **Article VIII – Custody of the Seal of the Society**

The APA does not have a seal of society.

### **Article IX – Miscellaneous Regulations**

1. Headquarters of the APA shall be in an Alberta community, which the Board designates.
2. The Board may establish committees composed of Directors, members, or non-members with terms of office and terms of reference set by the



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Board. Such committees are to advise the Board unless the terms of reference state otherwise.

3. The Board shall have the power to appoint people to fill vacancies on committees occurring between Annual General Meetings.
  4. Changes to the Bylaws shall be made at a duly constituted at an Annual General Meeting or a Special Meeting of the APA by a special resolution of the APA passed by a majority of not less than three-quarters of the voting, members present. The proposer and seconder, who shall be members in good standing, must sign a notice to propose a special resolution and deliver it to the Secretary who shall notify the members by mail not less than thirty (30) days before an Annual General Meeting or twenty-one (21) days before a General Meeting of the APA.
  5. Distributing Assets and Dissolving the Society
    - i) The APA does not pay any dividends or distribute its property amount to its members.
    - ii) If the APA is dissolved, any funds or assets remaining after paying all the debts are to be paid to a non-profit organization with objectives similar to those of the APA.
    - iii) Members are to select the organization to receive the assets by special resolution. In no event do any members receive any assets of the APA.
  6. All minutes, records and other materials of the APA shall be provided to an appropriate archival agency every three years.
  7. All historical and archival items acquired by the Board shall be provided to an appropriate archival agency.
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