



**ALBERTA  
POLICE BASED  
VICTIM SERVICE  
ASSOCIATION  
BYLAWS**

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**DEFINING AND INTERPRETING THE BYLAWS** - In these Bylaws the following words have these meanings:

1. **Association**- means Alberta Police Based Victim Services Association or APBVSA
2. **AGM** – means Annual General Meeting
3. **Directors**- means the elected or appointed regional representatives of the association, including the elected or appointed Executive Officers
4. **Executive Officers**- means President, Vice President, Treasurer, Secretary, Past President and Municipal Representative
5. **Member Administrator** – means the paid employee of the Alberta Police Based Victim Services Association, responsible for the supervision of any other contract employee(s)

6. **Municipal Representative** - means manager of a Municipal Police Victim Service Program with a population of more than 60,000
7. **Program Manager** – means senior paid position for the victim service program
8. **Regional Representative** – means an elected or appointed program manager from a geographical regional area who represents the programs withing that area

## **Alberta Police Based Victim Services Association Bylaws**

**(Revised June 25, 2020)**

### **1.0 Name**

- 1.1 The name of the Association shall be: Alberta Police Based Victim Services Association (APBVSA).
- 1.2 “Victim Services Alberta” is the trademark of Alberta Police Based Victim Services Association.

### **2.0 Membership**

- 2.1 Persons who can demonstrate that their membership would contribute to the objectives and goals of the Association and who meet one of the following criteria:
  - 2.1.1 Programs in good standing, associated with a recognized police service by Alberta Justice and Solicitor General who receive the majority of their client referrals directly from the police. Subject to annual review by the Executive and subsequent approval by the Membership, a former Program Manager is eligible to become and Alumni Member and upon appointment, have the full privileges and responsibilities of membership save and except the right to vote at any meetings, to hold executive office of the Association or to attend Partnership meetings.
- 2.2 **Membership Fees**
  - 2.2.1 Membership year is May 1 to April 30.

- 2.2.2 Membership fees shall be established at the Annual General Meeting.
- 2.2.3 To remain in good standing, membership fees shall be paid by May 30th of the association's current fiscal year.
- 2.2.4 Membership Fees are non-refundable.

### **2.3 Withdrawal from Membership**

- 2.3.1 Any Member wishing to withdraw from membership may do so upon written notice to the Board of Directors, through the Secretary or designate, and shall cease to be a member upon the date therein specified.

### **2.4 Termination/Expulsion**

- 2.4.1 The Association may, by Special Resolution at a Special General Meeting called for such purpose, expel any Member for any cause which is deemed not in the best interests of the Association. The decision is final.
- 2.4.2 Membership may also be terminated for non-payment of membership fees.
- 2.4.3 If a Member fails to abide by the Association Bylaws.
- 2.4.4 If the Member has done or failed to do anything judged to be in conflict with the goals and objectives of the Association.
- 2.4.5 All Membership privileges shall be revoked once terminated or expelled.
- 2.4.6 Membership may be reinstated upon such terms as the Board may prescribe.

## **3.0 Board of Directors**

- 3.1 Governance and Management of the Association.
  - 3.1.1 The Association membership elects the Executive Officers to govern and manage the affairs of the Association.
  - 3.1.2 The Executive Officers hire and supervisor a paid Member Administrator to carry out management functions as outlined in the job description.

- 3.2 All members of the Board of Directors must be a Program Manager of a Police Based Victim Service Program, with the exception of the Past President. Any Past President may assume that role should the immediate Past President be unable to for any reason.
- 3.3 The Board of Directors consists of:
- 3.3.1 The Executive Officers being; President, Vice-President, Secretary, Treasurer (or Secretary/Treasurer) and Past President.
- 3.3.1.1 In the event that no Municipal representation (population over sixty thousand) or RCMP representation is on the executive, the Municipal/RCMP representatives will choose a delegate to sit on the executive.
- 3.3.2 The Board of Directors will consist of a Regional and Municipal Representative from each region of the province as defined by the Association.
- 3.3.3 To be eligible or appointed to the Board of Directors, it is recommended the representative should have served a minimum of (2) years as a Program Manager or have the equivalent experience in policing or justice programs as determined by the current Board of Directors.
- 3.3.4 The term of office for the *Executive Officers* of the Association (President, Vice-President, Secretary, Treasurer and when required, a Municipal/RCMP Representative) shall be two (2) years. Elections shall be held annually for the Offices for which terms have concluded.
- 3.3.5 Any Executive Officer Position shall be automatically vacated:
- 3.3.5.1 If the Executive Officer resigns by delivering a written resignation to the Secretary of the Association.
- 3.3.5.2 If at a Special Meeting of the Board of Directors, a resolution is passed by a simple majority that the executive officer shall be removed from their position, provided that the Executive Officer is able to be heard.
- 3.3.5.3 If three (3) consecutive regularly scheduled meetings called by the Executive of the Association have been missed.
- 3.3.5.4 If the Executive Officer is no longer associated with the Member Program, with the exception of the Past-President as outlined in 3.2.

- 3.3.6 If any vacancy shall occur for any reason, the Board of Directors may, by majority vote, appoint an active Member to fill that vacancy.
- 3.3.7 The Directors shall serve as such without remuneration and no Executive Officer shall directly or indirectly receive any profit from his/her position.
- 3.3.9 A retiring Executive Officer may remain in office until the dissolution or adjournment of the meeting at which the retirement is accepted and a successor is elected or appointed.

#### **4.0 Meetings**

- 4.1 *Meetings* of the Board of Directors may be held at any time and place to be determined by the Executive Officers provided that seven (7) days' notice either in writing, by email or by phone of such meeting shall be given to each Director.
- 4.2 Meetings of the Board of Directors and/or the Executive may be held in person or by electronic means.
- 4.3 A Member or any other person entitled to attend a meeting of Members may participate in the meeting in person or by electronic means, telephone or other communication and their attendance by such means, is deemed to be present at the meeting and shall be recorded as such.
- 4.4 There shall be at least (4) meetings per year of the Board of Directors.
- 4.5 *Special Meetings* may be called by any three Directors of which one must be an Executive Officer, with at least 48 hours' notice given to all Directors either in writing, by email or by phone. Only matters sent in the notice will be considered at the Special Meeting.
- 4.6 *A Resolution*, in writing, signed or replied via email by all the Directors entitled to vote on that resolution is as valid as if it had been passed at a meeting of the Directors.
- 4.7 Voting by Members at any duly called meeting, including the AGM, may be made by a show of hands, a secret ballot, an email, or other electronic means and shall be recorded in the minutes. Any Member wishing to have their objection to a vote, shall have their objection recorded in the minutes.
- 4.8 *Annual General Meetings* shall be held at least once every calendar year and not more than one hundred and twenty (120) days after the end of the Fiscal Year.
  - 4.8.1 *The Executive Officers* set the date, time and location of the Annual General Meeting.

4.8.2 Notice shall be sent to all Members of the Association at least twenty-one (21) days in advance of the Annual General Meeting either in writing, by email or by phone.

4.8.3 Agenda for the Meeting:

The Annual General Meeting deals with the following matter:

1. Adopting the agenda
2. Adopting the minutes of the last Annual General Meeting
3. President's Reports
4. Reviewing the Financial Statements
5. Committee Reports
6. Election of Executive Officers
7. Items of Business, such as amendments to objectives and/or bylaws to come before the membership of which notice has been given.
8. Items submitted by the Board of Directors as special or urgent.
9. Approval of membership fees.
10. Establish a date the next Annual Meeting.

4.8.4 Election of *Executive Officers* shall take place at the Annual General Meeting of the Association. Nominations may be filed with the Secretary in advance of that meeting or may be made from the floor. Executive Officer Positions can be filled by acclamation or by secret ballot vote if there is more than one name brought forward. The ballots shall be opened by two members of the Current Executive and an appointed scrutinizer.

4.8.5 Quorum at the Annual General Meeting shall be 25 % of Program Managers in good standing.

4.9 All Board meetings and Special Meetings (not Annual General Meetings) require a minimum of six (6) voting Directors with at least two of these being Executive Officers.

5.0 When a quorum is not met, the Members present may hold the meeting with the understanding that all motions and business must be ratified at the next meeting with a quorum present.

## **5.0 Protection of Indemnity of Directors and Executive Officers**

5.1 Each Director or Executive Officer holds office with protection from the Association. The Association indemnifies each Director or Officer against all costs or charges that result from any act done in their role for the Association. The

Association does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.

- 5.2 No Director or Executive Officer is liable for the acts of any other Director, Executive Officer or Employee. No Director or Executive Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Association. No Director or Officer is liable for any loss due to an oversight or error in judgment, or by an act in their role for the Association, unless the act is based on fraud, dishonesty, or bad faith.
- 5.3 Directors or Executive Officers can rely on the accuracy of any statement or report prepared by the Association's Financial Reviewer. Director or Executive Officers are not held liable for any loss or damage as a result of acting on that statement or report.

## **6.0 Duties of Officers**

### **6.1 President**

- Is a member of the Executive Committee
- Supervises the affairs of the Board
- When present, chairs all meetings of the Association, and the Executive
- Shall be ex-officio member of all Committees, except the nominating committee
- Acts as a spokesperson for the Association
- Carries out other duties assigned by the board

### **6.2 Vice President**

- The Vice-President shall, in the absence of the President, perform the duties and exercise the powers of the President as delegated by the Board
- Is a member of the Executive Committee
- Carries out other duties assigned by the Board



### 6.3 **Treasurer**

- Shall reflect the work with the contracted bookkeeper and match the Association's policies and procedures
- Shall prepare yearly budgets for approval by the Executive
- Is a member of the Executive Committee
- Carries out other duties assigned by the Board

### 6.4 **Secretary**

- Shall attend all meetings of the Association and keep full and accurate minutes of the same
- Shall send minutes of the meetings to the Executive Director for distribution to the Membership
- The Secretary shall ensure that notices of meetings are sent either in writing or by email to the Members of the Association
- Shall be the keeper of records for the Association
- Is a member of the Executive Committee
- Carries out other duties assigned by the Board

### 6.5 **Past President**

- Is a member of the Executive Committee
- Carries out other duties assigned by the Board

### 6.6 **Municipal Representative/RCMP Representative**

- Is a member of the Executive Committee
- Shall attend all meeting of the Executive as a non- voting member of the APBVSA
- Carries out other duties assigned by the Board
- Is a non-voting member of the Board

### 6.7 **Directors/Regional Representatives**

- Are voting members of the Board of Directors
- Shall attend all meetings of the Association
- Report Regional successes, challenges, and training opportunities
- Support the Program Managers within the Region in accordance with the Association Mandate
- Recommend action items to be addressed by the Association
- Carries out other duties as assigned by the Board

## 7.0 **Financial Transactions**

- 7.1 Executed under the signature of a Member of at least one Executive Officer and the Executive Director, in accordance with the annually adopted budget.
- 7.2 Two signatures are required on all cheques written from the Association account(s).
- 7.3 All contracts of the Association shall be signed by the President or another Executive Officer.
- 7.4 The Board retains and files all necessary documents of the Association as required by by-laws, Societies Act or any other statute or laws.
- 7.5 Electronic Fund Transfers (EFTs) are appropriate for bill payments, employee salaries and expenses, as well as Board of Director expenses so long as they are reviewed and authorized by at least two people electronically and that records of these transactions are maintained appropriately.

## **8.0 Voting**

- 8.1 Only Regional Representatives and Executive Officers shall be entitled to vote at Association meetings. All Program Managers or designates in good standing with the Association shall have one vote at the Annual General Meeting.
- 8.2 Regional Representatives, if unable to attend Association meetings, may give their proxy vote to another Program Manager in good standing or as a representative to speak on their behalf.
- 8.3 At all meetings of the Association every motion shall be determined by a majority of votes unless otherwise specified by statute or by these by-laws.
- 8.4 Voting may be done electronically as deemed acceptable by the Executive Officers.

## **9.0 Fiscal Year**

- 9.1 Unless otherwise ordered by the Board, the fiscal year end of the Association shall be April 30.

## **10.0 By-Laws**

- 10.1 All members are entitled to a copy of the By-laws of the Association.
- 10.2 The By-Laws may be altered, rescinded or new By-laws may be added by Special Resolution and a vote of 75% of the Program Members present at the Special Meeting duly called for the purpose of considering the said resolution or, at the Annual General Meeting.

10.3 The Twenty-one (21) days' notice of the Annual General or Special Meetings of the Association must include details of the proposed resolution to change the bylaws.

10.4 The amended bylaws take effect after approval of the Special resolution at the Annual General Meeting, or Special Meeting **SUBJECT TO** acceptance by the Corporate Registry of Alberta.

## **11.0 Financial Review**

11.1 The books of the APBVSA will have a financial review performed once a year.

## **12.0 Borrowing Powers**

12.1 The Association may not apply to borrow monies, nor issue debentures to raise money.

## **13.0 Dissolution**

13.1 A committee will be formed comprised of the President, Treasurer, two (2) Directors, and Two (2) members at large to manage the disposition of assets and the dissolution of the Alberta Police Based Victim Services Association.

In the event of the dissolution of the Association and after payment of all debts and liabilities, it's remaining property shall be distributed or disposed of to one or more Police Based Victim Services Units in the Province of Alberta, provided that such organization is a charitable organization within the meaning of the *Canada Income Tax Act* for the time being in force. The Committee selects this/these unit(s) by Special Resolution.

