

# PROPOSED PARTY BYLAWS



May 9, 2022

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## I. Definitions

1. **“Party Society”, abbreviated “PS”,** is the nominal registered name of this proposed society.
2. **“PS”** is a place holder name for; first, the Provincial Party and, second, for the “National Party” once Alberta becomes a Sovereign Nation following a successful referendum on Alberta independence. For these Bylaws, PS refers to the Alberta Society governed by these Bylaws. The Party name will be finalized by the membership prior to the registration of the new party.
3. **“Annual General Meeting” (AGM)** means a meeting of the Members provided for in these Bylaws at which the Officers and Directors-at-Large are annually elected to the Provincial/National Board.
4. **“Board of Directors” (BOG)** means the governing body of the Provincial/National Party.
5. **“Constituency Association Bylaws”** means the latest revision of the Constituency Association Bylaws.
6. **“CA”** means the Constituency Association of the Party in any one of 87 political ridings/regions.
7. **“CA Board”** means the Constituency Association Board of any one of 87 political ridings/regions.
8. **“Candidate”** has the same meaning as set out under Alberta Election Laws and refers to the person either chosen in a nomination contest or appointed to be the Party candidate in the Constituency for a general election or by-election. There can never be more than one candidate in a Constituency.
9. **“Constituency”** means the geographic electoral division as set by Elections Alberta in which the CA operates.
10. **“Party Constituency Association Director”** means the Constituency Association Director on the Board of Governors of the Provincial/National Party.
11. **“Elections Alberta”** means the Office of the Chief Electoral Officer of Alberta.
12. **“Electoral Laws”** means the *Election Act, Election Finance & Contributions Disclosure Act* and such other legislation as may be in effect governing operation, financing, and disclosure by the Provincial/National Board and the Constituency Associations.
13. **Fiduciary Responsibility”** means, but not limited, to act honestly and in good faith on behalf of a party, the “beneficiary”, in which case a member of PS cannot serve as an officer or Director of another provincial party, which would pose a “conflict of interests”.
14. **“General Meeting”** means an Annual General Meeting or Special General Meeting of the Provincial/National Board, the CAs and the members.
15. **“In Camera”** means a meeting of the Party Board of Governors, or of a CA Board, only open to Members privileged to attend by the meeting Chair.
16. **“Member”** means a ‘member in good standing’ of the Party who is a resident of one of the Constituencies.
17. **“Member of the Party”** means a member in good standing of the Party who has purchased and fully paid for a membership in accordance with Party Bylaws, for whom the membership has not expired, been revoked, or under review by the Board of Governors.
18. **“Multi-Location General Assembly”** means a General Meeting of the Party, approved by the Party President; or of a CA approved by the Party Constituency Association Director, to simultaneously take place in multiple locations connected by telephone or video conferencing technology.
19. **“Nominating Committee”** means the committee provided for in these bylaws who are responsible for assessing nominees for the Provincial/National Board in advance of an AGM.
20. **“Non-resident Board Member”** means a CA Board Member who does not reside in the Constituency

21. **“Officer”** means a person holding one of the Officer positions on the CA Board.
22. **“Officer of the Party”** means a person holding one of the Officer positions on the Provincial Board as specified in the ‘PS Party Bylaws’.
23. **“Party Constitution”** means the Party Bylaws, which will be referred to heretofore and in all communications as “The Party Bylaws”, so as not to confuse the term “constitution” with a Provincial/National “Constitution of Alberta”.
24. **“Party Operations Office”** means the Party’s office and office staff, once applicable
25. **“Party President”** means the person holding the office as President of the PS , as specified in the Party Bylaws.
26. **“Party Vice-President Membership”** means the person holding that Officer position on the Party Board of Governors.
27. **“Policy”** is a law, regulation, procedure, administrative action, incentive, or voluntary practice of governments and other institutions.
28. **“President”** means the Officer Position provided for in these Bylaws.
29. **“Provincial/National Board Bylaws”** means the latest revision of the Provincial/National Board Bylaws.
30. **“Secretary”** means the Officer position provided for in these Bylaws.
31. **“Special General Meeting” abbreviated “SGM”** means a meeting of the Members called for a purpose other than an Annual General Meeting.
32. **“The Party” or “PS”** means the ‘PS Party’ and is a placeholder name until the actual name of the ‘Party’ is agreed to.
33. **“Treasurer”** means the Officer position provided for in these Bylaws.
34. **“Vice-President Communications”** means the Officer position provided for in these Bylaws
35. **“Vice-resident Fundraising”** means the Officer position provided for in these Bylaws.
36. **“Vice-President Membership”** means the Officer position provided for in these Bylaws.
37. **“Vice-President Policy and Governance”** means the Officer position provided for in these Bylaws.

## II. Establishment

1.. The people of Alberta, having been exploited by the federal government since its establishment as a province in 1905, and having attempted in good faith for generations to seek reconciliation without resolution, require a political vessel with which to sever its ties with the federal government.

2. Therefore, the members bind themselves together in the establishment of the PS hereafter referred to as the “PS” or “the Party”.

## III. Values

1. Honesty
2. Integrity
3. Respect
4. Transparency
5. Competency
6. Responsibility
7. Accountability
8. Kindness

- 9. Caring
- 10. Compassion

## **IV. Founding Principles**

### **1. Freedom for Alberta**

- 1.1. Alberta will be strong, free, and sovereign.
- 1.2. Alberta will gather unto itself all power to uphold independence
- 1.3. Alberta will create the Constitution of Alberta for and with Albertans
- 1.4. Alberta will hold an honest referendum on independence

### **2. Freedom for Albertans**

- 2.1. Alberta will establish its own Constitution, Charter of Freedoms, Rights, & Responsibilities, and Declaration of Independence.
- 2.2. Alberta's government will uphold the freedoms and rights of its citizens as its highest responsibility as defined in the "Constitution of Alberta".

### **3. Responsibilities of the Alberta Government**

- 3.1. Alberta's government will at all times uphold the Constitution of Alberta and the absolute protection of individual Freedoms and Rights
- 3.2. Alberta's government will put the interests of Albertans first, and allow its people to directly express their will, including the right to recall elected representatives, initiate referenda, abrogate unsatisfactory laws, modify the Constitution, and vote on any spending bill that will raise taxes
- 3.3. Alberta's government will eliminate Alberta's debt and balance Alberta's budget by: retaining approximately \$50 - \$60 billion of federal taxes taken annually by Ottawa; thereby reducing Alberta taxation and the regulatory burden on business; eliminating unnecessary expenditures, including those that compete with the private sector; and by promoting a free market economy.
- 3.4. Alberta's government, in an effort to further democratize the legislature and push authority down to its citizens, will abolish the positions of party whips, and allow representatives to vote freely based upon the wishes of their constituents.
- 3.5. Alberta's Legislative branch will ensure that all elected officials will be held to account, including the leader, who may be either sanctioned or impeached on a simple majority of the members of the legislative assembly (MLAs), which will require confirmation by the elected Senate.
- 3.6. The leader and candidates of Alberta's government will be nominated in an open, free, and transparent process.
- 3.8. Alberta's government will ensure that required government programs are properly funded and delivered.

3.9. Alberta's government will provide for the necessary institutions to protect our borders and all threats foreign and domestic.

3.10. The Indigenous Nations of Alberta and the Metis people will be recognized as co-equal, constitutional partners and participants in the governance of the Independent Nation of Alberta

## **V. Membership**

### **1. Eligibility**

1.1. Membership shall be open to all persons who;

- i. Have been a resident of Alberta for a minimum of six months,
- ii. Are sixteen years of age, or older.
- iii. Support the Values and Founding Principles of the PS, as well as the best interests of the Party,
- iv. Have paid the prescribed fee and met any other requirements determined by the Board of Governors.

1.2. Albertans can be members of the PS while holding membership in another political party provided they support the Values and Founding Principles of the PS, and do not hold a position of fiduciary responsibility in another provincial political party.

### **2. Proof of Membership**

2.1. A member in good standing is anyone with a current membership number provided, or on file by the Party

### **3. Membership Rights**

3.1. Attend, participate, and vote in any Annual General Meeting (AGM) or Special General Meeting (SGM) of the Party or of their Constituency Association (CA), as well as attend any portion of their CA Board of Directors meeting that is not in-camera

3.2. Vote for the Board of Directors of their CA at the CA AGM

3.3. To be eligible to vote at any level, members must be in good standing a minimum of 14 days prior to the AGM or SGM

### **4. Register of Members**

**4.1. Pursuant to Section 36 of the "Society's Act", PS shall keep a register of its members containing the names of the applicants for incorporation and the name of every other person who is admitted as a member of the society, together with the following particulars of each person:**

- i. the full name and street address or postal address;
- ii. the date on which the person is admitted as a member;
- iii. the date on which the person ceases to be a member;

iv. the class of membership of the person, if the society has classes of members.

**4.2.** PS shall, on and after its date of registration, keep the register of its members at its registered office and shall, on each regular business day during not less than 2 regular business hours as determined by the society at a general meeting, permit a member of the society to inspect the register without payment of a fee.

**4.3.** PS shall, within a reasonable time of receiving from a member of the PS a request to provide to the member a copy of the register, the annual list of members or an excerpt from any one or more of them on payment by the member of a sum not exceeding \$0.25 for every 100 words to be copied.

## **VI. Constituency Associations**

### **1. Members**

1.1. Members shall be organized into Constituency Associations (CAs) according to their residence in Alberta as set out by the Elections Act.

### **2. Rights**

2.1. The Constituency Association (CA) is but one of several organization through which the rights of the members are exercised.

2.2. The affairs of each CA shall be under the control of its members.

2.3. CAs shall have the primary responsibility for conducting local Nominations under the guidance of the Provincial Nomination Committee (PNC) and subject to the rules approved by the Board of Governors.

2.4. MLAs shall be accountable to their riding membership through recall. A recall vote will require, within 120 days, the collection of the signatures of 40% of the registered party members, which then triggers a by-election. Recall criteria include but are not limited to illegal activity and actions that are contrary to the 'Code of Conduct' or the Ethics and Compliance Section of these Bylaws, or membership approved policy and governance.

2.5. A simple majority of CA's may initiate a citizen's initiative (referenda).

2.6. The CA presidents shall establish a President's Association which shall meet and set their own agenda at a time they deem necessary, for which minutes shall be recorded.

### **3. Responsibilities**

3.1. The Constituency Association's Board of Governors shall ensure the Party Bylaws and the CA Rules are upheld.

3.2. The CA Presidents shall meet quarterly with the BOG, or as otherwise required, during which BOG and CA information shall be mutually transparent.

### **4. Establishment and Recognition**

4.1. Members may establish a CA where a minimum of five members reside who actively support and promote the Values and Founding Principles of the Party and abide by the articles of these bylaws.

4.2. To establish a recognized CA a member must apply in writing, with a letter signed by five members of the proposed CA, to the Provincial Party requesting a date, time, and a Returning Officer for a Founding AGM of the CA. The CA Board of Governors shall apply to the Party regarding date, time and location of all subsequent Assemblies, Conferences, and AGMs to be held after the Founding AGM.

4.3. CAs shall comply with such requirements as to their governance, financial management and reporting as may be required by Elections Alberta and the Party Board of Governors.

i. No CA shall take on any debt without the express consent of the Party Board of Governors as indicated by motion recorded in the minutes.

## **6. Revocation of Recognition**

5.1. Recognition of a CA may be revoked if;

i. Membership of the CA falls below five members,

ii. The CA fails to comply with the requirements of Elections Alberta,

iii. The CA is determined by a two-thirds vote of all members of the Party Board of Governors to have violated the Values, Founding Principles, or the Ethics and Compliance Section of these Bylaws; as well as subject to a two-thirds vote of all CA Boards,

iv. The CA is determined by a two-thirds vote of the Party Board of Governors and a two-thirds vote of all CA's to have violated its fiduciary duty. This duty includes;

a. Managing CA finances held in trust for its members,

b. Managing the reputation of the Party within the local community,

c. Managing the reputation of the Party within the Province as a whole.

d. Adherence to the CA Rules, Candidate Selection Rules, Leadership Rules, and any motions passed by the Provincial Board of governors.

## **7. Elected Members and Nominated Candidates**

6.1. Elected Members of, and Candidates Nominated for, the Legislature of Alberta shall be entitled to be present at all local Constituency Association meetings as non-voting observers to report their activities and to answer questions.

6.2. Recognizing that CAs exist to represent the members, Elected Members and Nominated Candidates shall be afforded no special privileges arising from their position at CA meetings.

## **8. Regional Zones**



7.1. Constituency Associations shall be placed into Regional Zones as specified by the Board of Governors.

7.2. Regional zones shall have representation on the Board of Governors as determined by this Constitution.

## **VII. Governance of the Party**

### **Preamble**

The character of the **PS** is based upon the bedrock principle of member driven authority. The Party is organized and structured to ensure its **members** provide direction, support, and have the final say toward all matters concerning the Party and its mission.

The leader and the caucus are representatives of that mission to the voting public including, but not limited, to implementing the membership approved Policies and Governance, and while operating under a broader mandate, nevertheless, remain accountable to the Party, specifically the members.

The principle that guides Party governance is the maintenance of clear boundaries between the public face of the Party (the leader and caucus), and the operations of the Party through which support of our principle of member driven authority is maintained via recall, and citizen driven initiatives, i.e., referenda.

All Directors, Executives, Nominees for a position as a Director or Executive of the **PS**, or MLA shall be required to sign a declaration affirming their commitment to Alberta's Freedom through Independence and will do everything in their power to attain the **leverage** of a successful referendum on independence to chart a new path for Alberta.

### **1. Authority, Responsibility and Accountability**

1.1. Ultimate authority within the Party rests with, and comes from, the members.

1.2. Governance of the Party between Member's Assemblies is vested in the Party Board of Governors as elected by the members, but the Party Board of Governors is also subject to membership-initiated recall.

1.3. The Leader is responsible to Caucus, the Board of Governors, and the members.

1.4. Caucus Members are responsible to their CA Boards, local members, and constituents at large.

1.5. The Board of Governors and the Leader will make quarterly reports to the CAs in writing.

1.6. The President of the Party and the Leader will make yearly reports at each Member's Annual General Meeting.

## **VIII. Member's Assemblies**

### **1. Role of the Assembly**

1.1. Subject to the provisions of these Bylaws, the Member's Assembly has the power to amend these Bylaws, adopt policy and elect the Board of Governors.

1.2. Assembly votes to elect the Board of Governors shall be by secret ballot with each member having one vote.

1.2. Amendments to the Bylaws and Policy will be voted on by show of hands at the Assembly physically or electronically.

## **2. Location and Methodology**

2.1. The date, location, Chairperson, and agenda of the Member's Assembly shall be determined by the Board of Governors, or by a simple majority of the registered CAs.

i. Member's Assemblies shall be held at least once every calendar year, but no later than April 1 of any given year but may be held more frequently to address new or unfinished business, such as but not limited to, considering members proposals for changes to these Bylaws or the Party's policies.

ii. The maximum time between Member's Assemblies shall not exceed twelve months.

2.2. Members not physically present at the Assembly location:

i. may attend the AGM via electronic participation through live streaming but will be required to register to ensure confidentiality of the information presented and or discussed. The Provincial Board of Governors may require a fee for participation.

ii. will be able to vote for the Provincial Board of Governors via ballot issued and returned in an appropriate time frame as determined by the provincial Board of Governors.

2.3. .Forty- five days written notice of a Member's Assembly must be communicated to all Party members.

2.4. The Assembly is open to members who;

i. Are members in good standing,

ii. Have held a membership for a minimum of fourteen days prior to the Assembly date., except if running for a Board position which requires at least 45 days membership in advance of Assembly date.

2.5. Five members of the Board of Governors and five CA Presidents (selected only by the CA Presidents Association) shall establish an Annual General Meeting Committee to make arrangements for the AGM.

2.6. Proxy voting is not permitted. All voting methods must guarantee one vote per member.

## **IX. Board of Governors**

### **1. Executive Officers and Regional Directors**

1.1. The Interim Board may consist of as many members as required to unite the entire independence movement.

1.2. Subsequent to the founding AGM, the elected Board will consist of 10 Provincial/National members and 10 Regional members.

1.3. Members elected to the Provincial/National board who are not elected as Officers of the Party will be members at large. Members elected as Regional Directors who are not elected as Officers will remain as Regional Directors.

1.4. The Officers of the Party shall be; a President, a Vice-President Membership, a Vice-President of Policy and Governance, a Vice-President of Fundraising, a Vice-President Communications, a CFO, and a Secretary

1.5. The seven officers of the Party will be elected from any of the 20 elected Board members

1.6. The Board of Governors (BOG) shall also have not more than ten Regional Directors who will have responsibility to represent regional zones as determined by the Board of Governors.

1.7. The Leader of the Party shall be a member of the Board of Governors and shall be entitled to be present and vote at all Board of Governor meetings with the exception of a Selection of Officers meeting.

## **2. Election of the Board of Governors**

2.1. Four members of the Board of Governors in conjunction with five CA Presidents will constitute an Assembly Nomination Committee (ANC) to receive nominations to the Board of Governors ensuring that each nomination is specific to an officer or regional Director position, is duly nominated and seconded, and that the candidate fulfills the eligibility requirements to run for the Board, to then be voted on by the membership. Those seeking Board positions must be a member for 45 days prior to the opening date of the AGM.

2.2. Nominations to the BOG will cease 21 days prior to the AGM.

2.3. The Election shall be chaired by the Returning Officer (RO) appointed by the Board of Governors or AGM Committee if constituted. The RO will also oversee the production of the ballots, the voting procedure, the counting, and preservation of ballots until the next election in case an audit is required.

2.4. There shall be no fee required to participate in an AGM for any member whose dues are fully paid.

2.5. Each member participating in a Member's Assembly (in person or by electronic means) will be presented with a ballot to elect persons as Officers on the Board. There will be a ballot for each Officer position, and the names of the eligible candidates will be presented in alphabetical order on that ballot.

2.6. All ballots will be prepared 4 days in advance to ensure that electronic voting can be properly set up prior to the AGM for those unable to be physically present at the AGM.

2.7. The vote for any one Officer position will be by preferential ballot, with the exception of the three or more Governors at Large which will be determined by the candidates receiving the most votes. If there is only one candidate for any one of the officer positions it will still be by up/down secret ballot vote by the members.

2.8 Members of each Regional Zone will receive a second ballot for Regional Director of their Zone. The Regional Director Candidate receiving the most votes will be elected to the Board of Governors representing that Zone. If only the minimum number of nominees for each regional Zone are presented – there still must be an up/down secret ballot vote.

i. Regional Directors may appoint an Assistant, subject to regional CA approval, to assist in their duties.

ii. A Regional Directors Assistant may serve as an alternate Governor without voting privileges, in case of absence by the Regional Director, and may serve on committees, but otherwise are not members of the Board of Governors, even as observers.

2.9. In the case of the Founding AGM; the President, the CFO, the VP Policy and Governance, the VP of Membership and one (1) Directors at Large will serve a two (2) year term. The VP of Fund Raising, the VP of Communications, the Secretary, and two (2) of the Directors at large will serve a one (1) year term. At all subsequent AGMs each Officer elected will be elected to a two (2) year term.

2.10. In the case of the Founding AGM, the top Regional Director candidate in each region receiving the most votes will serve a two (2) year term, the remaining successful candidate receiving the second most votes will serve a one (1) year term. At all subsequent AGMs each regional Director will be elected to a two (2) year term.

2.11. The above ensures that there is continuity on the Board of Governors and collective knowledge is maintained.

2.12.. The names of the Board of Governors, Officers and Regional Directors shall be publicly announced before the Member's Assembly is adjourned.

2.13. The new Board of Governors will convene within 24 hours following the election to establish signing authorities for banking purposes and to set the date of the next Board meeting.

2.14 The new BOG will meet with the former BOG to facilitate the transition on one or more meetings as required within the first month following the AGM.

2.15. If a position becomes vacant during their term, the Board will fill this position, by an up/down secret ballot vote on a runner up candidate (s) that have been duly nominated at the previous AGM:

i. In the case of Governors at large, election of nominee by two-thirds up/down secret ballot vote of the Board of Governors for the remainder of the term that was to be served.

ii. In the case of Regional Directors, the runner up, then the Assistant may be appointed to Regional Director by the BOG upon successful election of nominee by two-thirds up/down secret ballot vote.

a. if no Regional Director Assistant exists, is unwilling or unsuitable, the Regional Director vacancy will be filled based on the selection of the runner up via a majority vote from the CA presidents of that zone.

2.16. In the event of the resignation of one third or more of the BOG, a Special General Assembly shall be called to elect a new BOG.

### 3. Board Governance

3.1. The Board of Governors shall be subject to these Bylaws and none of its acts shall conflict with the Values, Founding Principles, Purpose, Vision, Mission, Policies and Governance, Bylaws or any other documents ratified by the membership of the Party.

3.2. The Board's authority exists only when they meet as a Board, and no officer, employee or member shall have authority to act for, or on behalf of, the Party, between meetings, except as specifically provided by the Governors through the adoption of a motion or standing order.

3.3. Board members shall serve their term of office commencing at the close of the Member's Assembly at which they were elected and conclude at the close of the Member's Assembly where their successors are elected.

3.4. Board members and officers shall formally review, acknowledge, and comply with;

- i. the Values, Founding Principles, Purpose, Vision, Mission, Policies and Governance, Bylaws, Strategic Plan, and any other membership ratified documents
- ii. the Party's Code of Conduct

3.5. Officers in good standing shall:

- i. be entitled to attend and participate in any BOG's meeting that is not in-camera
- ii. attend, participate and vote at any AGM or SGM
- iii. be eligible to become a Director on their local CA BOGs if elected
- iv. be eligible to become a Director of the Party BOGs if elected
- v. be eligible to become an MLA on meeting standard requirements

3.6. The President shall;

- i. Have general responsibility as Chief Executive Officer of the Party and shall preside over all provincial meetings of the Party at which the President is in attendance,
- ii. Be an ex-officio member of all committees established by the Board of Governors except any nominating committees.
- iii. Report to Member's Assembly's on the Board of Governors yearly activities.

3.7. The Vice-President Membership shall;

- i. Be first Vice-President and shall be first to act in the President's absence, inability, or refusal to act,
- ii. The Vice-President Membership shall be responsible for the growth of the Party and, in cooperation with the Party Office, shall be involved with the maintenance of membership lists, renewals and CA development,
- iii. Chair the Regional Directors Committee.

iv. Maintain a list of CA President's contact information and make that information available to any CA President at their request.

3.8. The Vice-President of Policy and Governance shall;

- i. Chair the Policy and Governance Committees,
- ii. Organize and manage all meetings and processes related to the consideration, creation and adoption of the Bylaws and the Policies and Governance of the Party.
- iii. Oversee the development of the Declaration of Independence and the Constitution of Alberta.
- iv. Oversee the development of the strategic plan to win the election and the independence referendum
- v. Sit on the communications committee

3.9. The Vice-President of Fundraising shall;

- i. Chair the Fundraising Committee,
- ii. Be primarily responsible for all fundraising activity.

3.10. The Vice-President of Communications shall;

- i. Be responsible for all communication, advertising and promotional matters relating to party membership,
- ii. Not be directly responsible for the communication of the Leader and Caucus,
  - a. The Leader and Caucus have their own authority and responsibility for communication under these Bylaws.
- iii. Chair the Communications Committee which should include a representative of the Leader and Caucus to ensure consistency in messaging.

3.11. The Treasurer Shall Also Function as the Chief Financial Officer and Shall;

- i. Be responsible for all accounting and budgeting activities including the preparation of financial statements and reports,
- ii. Submit a written report of Party finances to each Member's Assembly,
- iii. Maintain, or cause to be maintained, all financial records of the Party, according to standard corporate practice,
- iv. Comply with all legislative requirements of a Society and a registered political party.

3.12. The Secretary shall;

- i. Have custody of, and maintain, all non-financial records of the Party,
- ii. Record minutes of all Board of Governors meetings in accordance with Robert's Rules of Order,

a. Minutes shall be made available to members of the Board of Governors upon request.

b. Minutes shall be made available for viewing upon receiving a written request from any CA President.

iii. Have custody of the seal of the Party and, whenever used, ensure it be authenticated by the signatures of the Secretary and President, or another officer designated by the Board of Governors.

3.13. The Alberta Caucus may select up to two of its members to be non-voting Liaisons to the Board of Governors in the interest of communication and consistency of Party Policy.

#### **4. Board Eligibility**

4.1. Notwithstanding any other requirements of these Bylaws, the following individuals shall not be eligible to be elected or appointed to the Board of Governors;

i. Members and employees of the Legislature of Alberta,

a. The Leader is automatically a member of the Board of Governors and is neither elected nor appointed.

ii. Employees and contractors of the Party or any other political party,

iii. Any person who has served three (3) terms in any combination of positions on the Board of Governors may not stand for a fourth (4) term.

4.2. Any member who has reason to believe that they may not be able to serve their full term or are anticipating becoming a candidate in a municipal or provincial/federal election within 18 months of an election will be ineligible to remain on the Board. This is necessary to ensure stability and function of the Board.

#### **5. Suspension, Revocation and Reinstatement of Board Members**

5.1. A person who holds an elected, appointed or hired Party position may be censured or suspended from their position under the provisions of Section XIV – Ethics and Compliance – Code of Conduct)

5.2. Any Board of Governors member who misses three consecutive meetings without reasonable cause may be removed from the Board by a simple majority vote of the Board of Governors.

#### **6. Notice of Meeting and Special Meetings**

6.1. The Board of Governors shall meet at the call of the President.

i. Notice of such a meeting shall be given with not less than seven and not more than thirty-one days in order for relevant material to be circulated and reviewed.

ii. Under emergency circumstances, any member of the Board of Governors may request an extraordinary meeting with 12 hours notice, subject to approval of the President or any two members of the board of Governors, with a majority waiver of the minimum notice period as the first agenda item.

6.2. In the event of the neglect or refusal of the President to call a Board meeting, the Secretary or any Vice President shall call a meeting upon receipt of a written request from any two members of the Board of Governors.

i. Notice of such a meeting shall be given with not less than seven and not more than thirty-one days.

6.3. Special meetings of the Board of Governors may be called by the President or shall be called upon written request by any two Board members to the Secretary or any Vice President.

6.4. Quorum for a Board of Governors meeting shall be a two-thirds (2/3) majority of registered Directors.

6.5. Governors may participate in Board meetings using electronic methods, provided that all members can hear each other.

i. Members participating by electronic methods are deemed to be present at the meeting and contribute to quorum.

ii. This provision also applies to meetings of any committee established by the Board of Governors.

## **7. Finances and Borrowing**

7.1. The Board of Governors may authorize the drawing, making, accepting, endorsing, discounting, executing, and issuing of promissory notes, bills of exchange and other negotiable or transferrable instruments subject to applicable provincial law.

i. In the event debentures are to be issued, notice of the proposed issuance shall be sent by mail to all Party members no less than sixty days prior to the next Member's Assembly at which the issue will be considered. The issuance will require a seventy-five percent vote of the membership for approval.

7.2. The Board of Governors shall appoint an auditor for the Party. The board of Governors shall have the authority to approve the auditor's employment and approve the auditor's fees.

i. The auditors signed statements will be included in the Treasurer's Report to each qualifying Member's Assembly.

7.3. The Board of Governors shall have the authority to file all such notices, returns or resolutions as may be required by applicable law, and may delegate from time to time the signing and verification of such notices, returns or resolutions as may be required and appropriate.

7.4. The Board of Governors shall appoint from time to time such special committees as deemed necessary to carry out the work of the Party.

7.5. The Board of Governors may, by two-thirds vote, approve reimbursement of expenses for members of the Board of Governors.

7.6. Any member of the party may view audited financial statements and/or public filings of the Party by making a written request to the President of the BOG.

i. Items may be viewed during business hours at the Party Office, or the place where records are maintained, within a reasonable time frame.



- ii. Originals may not be removed from the custody of the appropriate Officer, but the Party is required to provide exact copies when requested.

## **8. The Executive Director**

8.1. The Board of Governors is responsible for the selection and hiring of an Executive Director who reports to and is accountable to the Board of Governors.

8.2. The Board of Governors is responsible to:

- i. Set terms of reference and powers for the Executive Director up to and including communications and accountability to the Board.
- ii. Set job performance standards for the Executive Director
- iii. Perform a job performance review once a year.
- iv. Determine the compensation for the Executive Director.

8.3. The Executive Director is responsible for the management of the daily operation of the Party as follows:

- i. The ED must make a monthly report of their activities to the Board of Governors and be subject to a yearly performance review by the Board of Governors.
- ii. The Executive Director shall prepare an organizational structure including staff and contract positions required to meet the needs of the organization. This will be approved by the Board of Governors. If changes are required those will be presented to the Board of Governors for approval.
- iii. The Executive Director will prepare job descriptions, salary ranges, and job performance standards for staff positions. These will be approved by the Board of Governors.
- iv. The Board of Governors shall appoint a Finance Committee, chaired by the Treasurer/CFO, which will prepare a budget in conjunction with the Executive Director for presentation to and approval by the Board of Governors

8.4. As a condition of employment, The Executive Director's employment may only be terminated by;

- i. A Board of Governors motion carried by a two-thirds majority in an up/down secret ballot vote.
- ii. A simple majority of the Board of Governors following an unsatisfactory yearly performance review.

8.5. The Executive Director of the Party shall only interact with members of Caucus, the Caucus Chief of Staff, or the Leader's Staff on the direct instructions of the Leader per motion of the BoG and with provision to report such interactions back to the BoG.

- i. The Leader shall be required to report these activities to the Board of Governors.

- ii. The Leader may be required to report these activities to a Member's Assembly.

## **X. The Leader**

### **1. Duties and Prerogatives:**

1.1. The Leader, being directly elected by the members, has exceptional status as the only Officer with authority to act in both the legislative and non-legislative sides of the Party organization. The Leader is responsible for maintaining this organizational division as being essential for ensuring that the members remain the highest governing authority within the Party.

1.2. The Leader is required to provide a report of their activities to each Member's Assembly and must be prepared to answer questions arising from each report.

1.3. The Leader shall be responsible for publicly promoting the Party and shall control the communication for such promotion subject to the provisions of this Constitution.

1.4. The Leader shall be responsible for the conduct of the nominated candidates during the election campaign.

1.5. When the Caucus has a budget allocated by the Legislature of Alberta, the Leader shall be fully transparent to Caucus on all money spent on Caucus staff, or for any other reason.

- i. Members of Caucus are expected to hold this information in confidence.

- ii. These Bylaws acknowledges that the Leader is responsible to the Legislature of Alberta for compliance with its rules and procedures.

### **2. Conduct of Elections**

2.1. The Leader shall be responsible for the conduct of Alberta General Elections, within a budget set by the Board of Governors, including;

- i. Paying a Provincial Campaign Manager who has been approved by both the Leader and the Board of Governors,

- ii. Allocating any other money provided by the Board of Governors,

- iii. Complying with the requirements of Elections Alberta.

2.2. At the next Member's Assembly following a general election, the Leader will provide a detailed financial report of election spending as well as;

- i. The conduct of the general election, or by-election(s),

- ii. The conduct of any nomination contests held by the Party,

- iii. The public image of the Party.

### **3. Leadership Review and Vacancy**

3.1. During every Member's Assembly, after the Leader's Report, the Board of Governors shall ask each attending member, "do you want a Leadership Election to be called"?

- i. Voting shall be by secret ballot.

ii. The total number of votes cast as well as the totals for and against the question will be reported to the Assembly before the end of that day's session.

iii. Fifty percent plus one (50% +1) is required for a Leadership Election to be called

3.2. If the members vote in favour of a Leadership Election, the Office of the Leader will immediately be vacant.

3.3. In the case of any vacancy in the Office of the Leader, the Board of Governors shall;

i. Publicly announce, within fifteen days, when a Leadership Election will be held.

ii. Provide written notice of the Leadership Election to all members of the Party within a further twenty-one (21) days.

iii. Appoint an Interim Leader by secret majority ballot of both the Board of Governors and Caucus members within seven days of the vacancy of the Office of Leader.

3.4. The Leadership Election shall be held no less than sixty (60) days and not more than one hundred and eighty (180) days from the date of the vacancy.

i. The Board of Governors may shorten the sixty (60) day requirement in order to meet the requirements of a general election campaign.

3.5. The Board of Governors shall establish the procedures and mechanisms, subject to the provisions of these Bylaws whereby the Leadership Election shall be conducted.

3.6. The Board of Governors shall be the final authority on any dispute arising from a Leadership Election.

## **XI. Policy & Governance (P&G)**

### **Preamble**

Policy and governance review and development, aside from candidate nomination, is the most vital way members of the Party express their will. It is also the single biggest logistical challenge for a party with 87 CA's and thousands of members.

The process outlined below is intended to strike the appropriate balance between ensuring member driven initiatives and keeping the number of policy and governance submissions that need to be voted on kept to a manageable number so that each submission actually makes it to the floor of the policy and governance assembly for a vote.

### **1. P&G Review/Formation Process**

1.1. The Board of Governors, subject to these Bylaws, shall set the framework for the members to participate in policy development as recommended by the Policy and Governance Committee.

1.2. There shall be enough time allotted before the P&G Members Assembly for all policies to be assessed in accordance with the definition of "policy" (see definitions) and to ensure conformance with the Values and Founding Principles of the party.

1.3. The Party will endeavor to conduct not more than three (3) P&G Members Assembly each year, apart from the AGM, that will be devoted to policy and governance discussion and approval until there is no backlog of member's recommendations to the Bylaws or Policies.

i..As a provision for the first AGM and only the first AGM, the Policy and Governance Committee will formulate a base set of policies and governance statements for review and vote by the members.

ii. All changes to these Bylaws and the member approved Polices will be recorded and reviewed when changes are contemplated in the future to ensure that previous iterations are not superior to what is proposed.

1.4. All Members in good standing may participate in forming, modifying, deleting, and adopting PS Policies and Governance during Member's Assemblies.

i. Adoption of policy submissions requires 50% plus 1 of all votes cast.

ii. Adoption of governance submissions is 75% plus 1 of all votes cast.

i. Member passed policy is not reviewable by the Leader, Caucus, or the Board of Governors.

1.5. The Board of Governors will, through the P&G Committees, set dates for P&G Members Assemblies, along with a clearly stated outline of how P&G submissions will advance to the floor of that assembly for a vote.

1.6. CA's will be invited to submit draft policies and governance submissions to the P&G Committees for consideration.

i. At the CA level any five members in good standing may propose a policy or governance submission to their CA for consideration.

ii. Each CA will be eligible to submit a combination of 3 policy/governance submissions to the P&G committees. (For example; 1 policy, 2 governance, 2 policy, 1 governance or 3 of either.)

1.7. CA's will select by vote, which three policies or governance submissions will advance to the Party P&G Committee. (CA's may work independently or with other CA's to develop common policies and governance)

1.8. The P&G Committee will review all P&G submissions. Where there are duplicates those CA's will be informed and it will be noted; for example, if there are five CA's who submit policies or governance proposals that are substantively the same; they will be presented as a single submission being sponsored by the five CA's.

i. In the situation where some changes to wording has to be done to common submissions each CA will be notified and will vote on the approval or rejection of those changes. (In the case of rejection their original proposal will continue forward for consideration.)

1.9. After collection, review, and editing, the P&G Committees will prepare the submissions by date they were received and category. The final list of proposals will be sent out to members no later than 30 days prior to the P&G Assembly.

- i. Governance submissions will be listed together.
- ii. Policy submissions will be placed under the appropriate category such as Health Care, Education and so on.

1.10. P&G submissions will be presented, discussed, and voted on in general plenaries (gatherings) with a set amount of time for discussion. Votes will be either Yes, No or Tabled (needing further investigation)

1.11. Implementation of changes to governing documents (bylaws and rules) is left to the appropriate body; the Board of Governors, P&G Committees, the Leader/Caucus.

1.12. Implementation is reviewable at the next Member's Assembly; members have the option of declaring a policy not properly implemented or represented.

- i. Any CA or five members in good standing can apply to the Policy and Governance Committee for a Policy Implementation Review (PIR) at the next Members Assembly.

- ii. In a PIR, members may ask for an explanation from the appropriate body and may;

- a. Request the policy implementation be changed to conform with the intent of the original proposal,

- b. Retroactively approve the policy change,

- c. Substitute a completely new policy to deal with the new situation,

- d. Cancel the policy.

- iii. A PIR must be passed by a 50% plus 1 vote of all votes cast.

## **2. The Policy and Governance Committee**

2.1. The Policy and Governance Committee shall have authority to assess and conduct a poll of CAs to rank all policy proposals in advance of Member's Assemblies.

2.2. The Policy and Governance Committee may propose policies for consideration by the members following the same procedure as member's proposals.

2.3. The Policy and governance Committee shall identify contradictory policies among existing and/or proposed policies and present them to the membership to vote on which policy should be in force.

- i. Any CA, or five members in good standing, may request the Policy and Governance Committee conduct a Policy Review on any two existing Policies which may be contradictory.

## **3. The Role of Caucus During Member's Assemblies**

3.1. Members of Caucus, or the Leader, may not propose policies or governance, but they are free to participate in debate and advocate positions of their personal conscience in accordance with their rights as members of the Party.

3.2. Members of the Caucus, or the Leader, shall be afforded no special privileges during member's debates.

## **XII. Bylaw Documents**

1. The Association will adhere to Bylaw Documents that may be created, ratified, and maintained by the Members, including but not limited to the following:
  - 1.1. Rules governing the conduct, selection, and review of the Leader;
  - 1.2. Rules governing the recognition of and self-governance of Constituency Associations;
  - 1.3. Rules governing the conduct and selection of Candidates;
  - 1.4. Policy and governance development;

## **XIII. Bylaw Amendment**

### **1. Formulation of Amendments**

- 1.1. Amendments to these Bylaws shall follow the same procedures as for member passed policy with the exception that any amendments require 75% plus one by the members assembled and voting for adoption.
- 1.2. Any Article or Principle in the Bylaws is available for amendment by the members as an expression of their collective will.

### **2. The Policy and Governance Committee**

- 2.1. It shall be the duty of the Policy and Governance Committee to monitor the performance of these bylaws and propose amendments from time to time to ensure the founding vision of the PS is maintained, and to continually improve the governance of the Party.

## **XIV. Interpretation and Rules of Order**

1. Robert's Rules of Order shall govern the structure of how all meetings of the PS are to be run.
2. The Board of Governors, Caucus, and Member's Assemblies, subject to applicable law, the rules and procedures of the Legislature of Alberta, the Bylaws and Member Passed Policy, may adopt such special resolutions and standing orders as they see fit.

## **XV. Code of Conduct**

In accordance with the Party's Values, Founding Principles, Purpose, Vision, Mission, Platform, Policies and Governance, Strategic Plan, Bylaws, Constituency Association(CA) Bylaws, and additional party documents as may be produced over time pertaining to the management of the party, and all motions

passed by the Board of Governors of the Party and the Constituency Association Board of Governors; the Code of Conduct shall ensure that each member is held to a high standard as a member and representative of the Party.

All Board of Governors members, the Leader, and Staff of the Party must sign this Code of Conduct undertaking as their commitment to abide by the Code of Conduct and to keep in confidence all information related to the Constituency Associations, the Board of Governors, and the Party.

I agree to the following:

1. I will abide by the Party Bylaws, the CA Bylaws, party documents and motions passed by the Board of Governors of the Party and the CA .
2. I understand that all membership financial information is confidential and is to be used strictly for use by the CA and/or the Board of Governors.
3. I understand that the authority to release information is held by the Board of Governors of the Party, and by the CA Board of Governors only if authorized by the Party.
4. I understand that all donor information is confidential and cannot be disclosed except for purposes authorized by the Board of Governors of the Party. I further understand that donor information can be disclosed as required by Elections Alberta.
5. I understand that campaign strategy is confidential, and that the information will not be used except for the purposes of pursuing the objectives of a campaign as authorized by the Board of Governors of the Party or the Campaign Team of the Party.
6. I understand that when I am no longer a member of the Board of Governors of the Party or a CA Board of Governors, I will return all data – membership lists, financial data, donor information and or strategic planning material to the Board of Governors of the Party or to the CA Board of Governors – whichever is applicable in a given situation.
7. I understand that when I am no longer a member of the Board of Governors or a CA Board of Governors, I will remove from all electronic devices any information pertaining to the same as in #6 above.
8. I understand that I will conduct myself in a professional manner at all Board meetings, General meetings, events, and contact with the public when it can be reasonably presumed that I am representing the Party.
9. I understand all aspects of the Ethics and Compliance Section of the Bylaws and I will conduct myself in the manner prescribed.
10. I understand that, if I am unsure of an action of a member, a Board member, the leader, or staff of the party who has or may have breached the said Code of Conduct or the Ethics and Compliance Section of the Bylaws, I will consult with the Board of Governors of the party or CA or Party Arbitration Committee to seek advice on how to proceed.

Date: \_\_\_\_\_

Constituency: \_\_\_\_\_

Name: Please print): \_\_\_\_\_

Signature: \_\_\_\_\_

To be filed with the Secretary of the Party and, if applicable, with the Secretary of the CA . This must be done within 7 days of being elected to a Board.

## **XVI. Ethics and Compliance**

### **Preamble**

The legitimacy of any organization is rooted in its commitment to the stated goals and intentions. The enforcement and application of the ethical expectations and a code of conduct must be applied with a firm and unbiased method. The values inherent in these Bylaws include “honesty, integrity, respect, transparency, accountability, responsibility, competency, compassion and fairness”, all of which must be upheld at all times.

### **1. Application**

1.1. The Member ratified code of conduct **applies to all members of the Party irrespective of their government role (which has separate legislative code of conduct compliance rules):**

- i. the leader,
- ii. all members of the PS caucus,
- iii. all members of the PS Executive Council,
- v. all local PS Constituency Association members,
- vi. all PS Nominees, Candidates and Contestants,
- vii. all PS Leadership Contestants,
- viii. all PS Caucus and Staff
- ix. all other members of the PS BOG

### **2. Expectations and Requirements**

2.1. All persons Referenced in “**Section 1 Application**” shall be responsible to;

- i. Respect and conduct themselves as per the **Code of Conduct**,
- ii. Act in the best interest of the PS honestly and respectfully when conducting party functions,
- iii. Be responsible to ensure that their actions will not damage or compromise the integrity of the PS,
- iv. Conduct party function/business in a lawful manner that complies with the PS stated Values, Principles, Bylaws, and Rules,
- v. Ensure confidentiality when conducting PS business,



- vi. Immediately report any conduct that violates the Values, Principles, or Bylaws of the PS or the laws and regulations of Elections Alberta
- vii. Ensure their actions do not harm the reputation of the PS, the leader, caucus members, Executive Council members, local Constituency Association board Members or undesignated Members.
- viii. Be respectful with all members of the Media and public (non-members) when acting in any capacity on behalf of the PS

### 3. Enforcement

- 3.1. **Pursuant to Section 22(1) “Arbitration” of the Society’s Act;** the bylaws of PS may provide that a dispute arising out of the affairs of the PS and between any
  - i. members of the PS society or between
  - ii. a member or a person who is aggrieved and who has for not more than 6 months ceased to be a member, or
  - iii. a person claiming through the member or aggrieved person or claiming under the bylaws of the PS, and the PS or a director or officer of the PS, shall be decided by arbitration, which shall be under the *Arbitration Act* unless the bylaws prescribe some other method.
- 3.2. A decision made pursuant to an arbitration is binding on all parties and may be enforced on application to the Court of Queen’s Bench.
- 3.3 The Party Executive, or aggrieved individual, shall not have discretion on any matter for which a decision has been made by arbitration.

#### 3.2. The Party Arbitration Committee (PAC) shall;

- 3.2.1 Be elected from the membership at large, coordinated by the CA Boards, and will;
  - i be composed of a Chair
  - ii number a total of 5 members of the Party
  - iii exclude any Governor.
  - iv consist of at least 2 members who have legal or governance training
  - v be appointed for a two-year term.
- 3.2.2. Address the accused member directly in all matters concerning the violation and or breach of these ‘Ethics and Compliance Expectations and Requirements, and Code of Conduct’
- 3.3.3. Conduct all investigations in adherence to **Section 2 Expectations and Requirements,**
- 3.3.4.. Dismiss, censure, reprimand, suspend or revoke the membership of the member in violation as per the **Section XV, Code of Conduct**
- 3.3.5. Be suspended from the committee for the duration of an investigation if they are the member being investigated.

### 4. Members Reporting Responsibilities

- 4.1. It is the responsibility of all members to report any conduct that they believe to be in violation of **Section 2 Expectations and Requirements**
- 4.2. All reported violations of **Section 2 Expectations and Requirements** must be properly investigated by the PAC
- 4.3. Any person that falsely reports or provides information found to be untrue will be subject to permanent suspension

4.4. Provide all relevant information requested by the **PAC**

**5. The Party Arbitration Committee Members shall;**

- 5.1. Provide a detailed report of all relevant information pertaining to any violation to the Executive Council of the BOG upon completion of any investigation,
- 5.2. Not disclose the content of an active investigation outside of PAC
- 5.3. Immediately recuse themselves if there is any perceived or actual conflict of interest concerning the investigation.
- 5.4. Consider ALL relevant information without prejudice,
- 5.5. Make the final decision on the disposition of the member being investigated which may include revocation of directorship, executive position, or membership; suspension of directorship, executive position, or membership; or recommend no further action. The PAC has the final authority for the action to be taken.

**6. Appeals**

Any director, executive, or member in good standing shall,

- 6.1. Have the ability to appeal any decision by the PAC to the Board of Governors.
- 6.2. Have any information or evidence considered relevant by the Board of Governors considered in any investigation,
- 6.3. Provide, without prejudice, information pertaining to any active investigation.

**7. Suspension or Revocation of Membership**

- 7.1. No person who has been deemed to have violated the **Code of Conduct** shall be eligible to serve in any capacity as a member of a board, committee or Legislative position within the PS
- 7.2. No person that has been deemed to have violated the Code of Conduct shall be contracted by the party in any capacity
- 7.3. Any person who has been suspended is eligible to purchase a new 1-year probationary membership.

**8. Probationary Membership**

- 8.1. A probationary membership is limited to a period of 1 year,
- 8.2. Special conditions may be imposed by the PAC
- 8.3. May be revoked by the PAC at any time and a permanent suspension may be imposed for continued or repeated violations of the **Code of Conduct**.

**9. Exceptions to Enforcement**

- 9.1. There will be NO exceptions to the **Code of Conduct** and **Enforcement**
- 9.2. Notwithstanding, Section 7 above; all decisions of the Party Arbitration Committee in conjunction with the Board of Governors will be final, binding and not reviewable on any grounds whatsoever
- iii. These rules do not apply to Candidate Selection Rules or leadership Race rules as the Committees struck under those rules will be responsible for dispute resolution within those rules.