

ACTRA Alberta By-Laws

1. BY-LAWS

These are the By-Laws of the Alberta Branch (the “Branch”) of the Alliance of Canadian Cinema, Television and Radio Artists (“ACTRA”).

2. FUNCTIONS AND POWERS OF THE BRANCH

The functions and powers of the Branch shall be as provided from time to time within the Constitution and By-Laws of ACTRA.

3. MEMBERSHIP

The members of the Branch (the “membership”) shall consist of those persons whose primary residence is the Province of Alberta, who have the status of members of the Branch as defined by the Constitution and By-Laws of ACTRA.

“Northern Alberta” shall be defined as the City of Red Deer and all areas north.

“Southern Alberta” shall be defined as those areas south of the City of Red Deer.

4. AIMS AND OBJECTIVES OF THE BRANCH

The aims and objectives of the Branch shall be set by the membership and shall include but not be limited to the aims and objectives given in Article 2 of the ACTRA Constitution.

5. THE BRANCH COUNCIL

a) The Branch Council (the “Council”) implements the aims and objectives of the membership and administers the business and affairs of the Branch in accordance with these Bylaws, the ACTRA Constitution and By-Laws, and ACTRA Alberta Policies and Procedures, which include resolutions adopted at Council Meetings and General Membership Meetings.

b) The Council shall consist of 11 persons who hold the following positions:

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| (1) President / National Councillor (non-designated) | |
| (1) Secretary (non-designated) | |
| (1) Vice-President – Northern Alberta | (1) Member-At-Large – Northern Alberta |
| (1) Vice-President – Southern Alberta | (1) Member-At-Large – Southern Alberta |
| (1) Treasurer (non-designated) | (2) Member-At-Large (non-designated) |
| (1) Member-At-Large – Stunt (non-designated) | (1) Past President |

The position of Member-At-Large – Stunt, may be held only by a person who has over 200 days as a stunt performer under an ACTRA contract.

The position of Past President is ex-officio, should they choose to serve.

- c) All the powers of the Branch shall be vested in its membership but may be exercised at any time by the Council, except for the powers to amend these By-Laws or to elect members of the Council.

6. DUTIES OF COUNCIL MEMBERS

- a) The President / National Councillor shall Chair the meetings of the Council and of the General Membership of the Branch and shall conduct the meetings in accordance with the current edition of Bourinot's Rules of Order ("Rules of Order"). The President / National Councillor shall have the general and active management of the Branch and shall ensure that all orders and resolutions of the membership and of the Council are put into effect. In the role of National Councillor, the individual sits on the National Council acting as a representative of the Branch Council and shall perform such duties as the Council and the National Council may prescribe.
- b) The Vice-President(s) shall have the powers and duties of the President in the event that the President is unable to perform his/her duties. The Vice-President(s) shall also perform such functions as may from time to time be delegated by the President, or as may from time to time be prescribed by the Council. The Vice President who resides in a location which is not the same as the President / National Councillor, they may participate as an observer at ACTRA National Council meetings (subject to approval by the National President). Any related costs or expenses will be covered by the Branch. *Clarity note: If the President / National Councillor is from Southern Alberta, the Vice President from Northern Alberta would have the opportunity to observe National Council meetings.*
- c) The Secretary shall be responsible for keeping accurate minutes of all meetings of the Council, and all meetings of the General Membership of the Branch. The Secretary shall also perform such other duties as the Council may prescribe from time to time. The Secretary shall work co-operatively with the Branch Representative in all areas where the Branch Representative is involved with matters pertinent to the Branch.
- d) The Treasurer shall work co-operatively with the Branch Representative in all areas concerning the property and monies of the Branch and the Treasurer shall act as a financial signing officer thereof. The Treasurer shall prepare and present a financial statement in co-operation with the Branch Representative to the Council as often as required. The Treasurer shall also perform such other duties as the Council may from time to time prescribe. The Treasurer shall work co-operatively in all areas where the Branch Representative is involved with matters pertinent to the Branch.
- e) Members-At-Large shall perform such duties as the Council may from time to time prescribe. Members-At-Large shall work co-operatively with the Branch Representative in the areas where the Branch Representative is involved with matters pertinent to the Branch.
- f) All financial documents requiring signature on behalf of the Branch shall be signed on behalf of the Branch by the Treasurer and one member of the Executive Committee of the Branch or another member of Council appointed by the Council for this purpose, except where delegated to the National Council, its agents or assigns. At least two financial signing officers shall be appointed by Council for this purpose. The financial signing officers of the Branch shall be properly bonded as required by the ACTRA Constitution and Bylaws.

- g) All other documents requiring signature on behalf of the Branch shall be signed on behalf of the Branch by two members of the Council, namely either the President or the Vice-President(s) together with the Secretary or Treasurer or another member of Council appointed by the Council for this purpose, except where delegated to the National Council, its agents and assigns.

7. COMMITTEES OF THE COUNCIL

- a) The Council may establish and dissolve one or more committees of the membership. The Council may delegate any but not all of its powers to a Committee. Each Committee shall in the exercise of the powers delegated to it conform to any rules that the Council may impose, consistent with these By-Laws and the Constitution and By-Laws of ACTRA. Each action undertaken in the exercise of the powers delegated to a Committee shall be reported to the Council at the next following meeting of the Council. The formation and dissolution of Committees shall be announced to the membership to encourage member participation on Committees.
- b) The Executive Committee consists of the officers of the Branch, namely the President / National Councillor, the Vice-Presidents, the Secretary and the Treasurer, plus the immediate Past President, should they choose to serve.

8. REPLACEMENT OF COUNCIL MEMBERS

- a) If an officer's position is vacated during the course of the year, it shall be filled by a Council member as elected by the Council.
- b) If the Council is unable to fill the vacated position of an officer from the Council or if there is a vacancy in the position of Member-At-Large, the Council shall invite qualified applicants to stand for election by Council to fill the vacancy for the balance of the term. A qualified applicant ("applicant") is a Full member of the Branch in good standing who is eligible to hold the vacant Council position.
- c) If a member of Council is absent from three consecutive regular meetings of the Council without sufficient excuse, the Council may declare the office of the absent member to be vacant and thereafter fill the vacancy as provided above.
- d) A member of Council may resign at any time upon giving written notice to the Council.
- e) A member of Council may be recalled from Council by a two-thirds (2/3) majority vote of the Full members of the Branch in good standing at a quorum Special General Meeting where notice has been given of this motion.
- f) Should all positions of the Council become vacant for whatever reason, the Branch Representative shall become the caretaker of the Branch and must call a Special General Meeting within fourteen (14) days of the vacancies to elect an Interim Council to serve out the terms of the vacated positions.

9. COUNCIL MEETINGS

- a) The Council shall hold regular meetings at least eight times in each year, including one meeting to be held the same day as the Annual General Meeting. Special Meetings of the Council shall be called by the President either at the President's discretion, or by the request in writing, by email of

at least three (3) members of Council forwarded to the Secretary and the President. Prior to the adjournment of a regular meeting, Council shall set the date of the next regular meeting.

- b) Notice of meetings shall be given in writing, by email, not less than seven days before the meeting, to all members of Council. Notwithstanding that proper notice has not been given, a meeting of the Council is properly constituted if quorum is reached and if all members present sign a written waiver of notice of meeting.
- c) A quorum for all Council meetings is a majority of voting Council members excluding resignations and suspensions.
- d) Each member of the Council in attendance has one vote, except that the Chair of the Meeting may vote only in the case of a tied vote. Except as otherwise provided in the By-Laws, motions at Council meetings require a simple majority vote (50% plus 1) of a quorum meeting.
- e) Should circumstances arise whereby "time is of the essence" and a decision must be reached before a Council meeting can be properly convened, the President / National Councillor (or designate) may circulate a motion (including any background information and response deadlines) to the entire Council by email. Councillors may vote on such motions by email. Any such motions and their results shall be recorded in the Minutes of the next Council meeting.
- f) Council members shall be reimbursed for reasonable expenses, as determined by ACTRA Alberta Policies and Procedures.
- g) The membership is welcome to observe at Council meetings, and subject to approval in advance by the Council may have voice on agenda items they present, or if recognized by the Chair.

10. THE BRANCH STAFF

- a) Branch Staff shall conduct such affairs of the Branch as outlined in their job descriptions, which shall form an integral part of their employment agreements. Staff shall be bonded if required by the ACTRA National Constitution and Bylaws or ACTRA Alberta Policies and Procedures.
- b) Staff shall keep records of all receipts and expenditures, and shall deposit all revenue, investments, and security bonds of the Branch in their proper bank accounts.
- c) The Branch Representative:
 - i) shall be the custodian of the property and monies of the Branch,
 - ii) shall assist the Treasurer in preparation and submission of financial statements and budgets as required;
 - iii) shall conduct Branch operations in accordance with these Bylaws, the ACTRA Constitution and Bylaws and ACTRA Alberta Policies and Procedures.

11. THE FISCAL YEAR

The fiscal year shall correspond with the fiscal year of ACTRA National.

12. GENERAL MEMBERSHIP MEETINGS

- a) There shall be two General Membership Meetings per year, one of which shall be the Annual General Meeting. The Annual General Meeting shall be held within ninety (90) days following the end of the fiscal year. The General Membership Meeting shall be held approximately six months from the date of the Annual General Meeting. Where one meeting is held in Northern Alberta, the other meeting shall be held in Southern Alberta.
- b) Not less than five percent (5%) of Full members of the Branch in good standing shall constitute a quorum at any General Meeting of the Branch. Motions at any General Meeting require a simple majority vote of the Full members of the Branch in good standing at a quorum meeting except as otherwise provided in these By-Laws and, if not in these By-Laws, provided in the Rules of Order.
- c) Should a General Membership Meeting fail to reach quorum at the outset, or lose quorum part way through its proceedings, the Chair shall adjourn the meeting to another date with proper notice. Should the continuation of the meeting fail to reach quorum at the outset, or lose quorum part way through the proceedings, the Business remaining on the agenda of such a General Membership Meeting shall be considered and lawfully disposed of at the next meeting of the Council, except in the case of an election. Should an election meeting fail to reach quorum at the outset, or lose quorum part way through its proceedings, the Chair shall adjourn the meeting to another date within thirty (30) days.
- d) Notice of a Special General Meeting stating the purpose of the meeting shall be given in writing, by email no later than seven (7) days prior to the meeting date, unless more than half of the Full members of the Branch in good standing attend such a meeting and waive notice thereof.
- e) Special General Meetings may be called by Council at any time with proper notice. Council shall call a Special General Meeting within twenty-one (21) days of receiving a written request stating the purpose of the meeting from at least ten (10%) percent of the Full members of the Branch in good standing.
- f) The Annual General Meeting shall be held for these purposes: receiving reports from the President, Secretary, Treasurer, Branch Representative and the Chairs of the Branch Committees and Caucuses, appointing auditors, for any other business which may properly come before the meeting and in an election year normally includes the election of the Council. If elections are not held at an Annual General Meeting, elections must be held at a Special General Meeting within 30 days of the Annual General Meeting.
- g) The Auditor shall be a practicing Chartered Accountant, or accountant of like designation.
- h) Notice of an Annual General Meeting shall be e-mailed no later than thirty (30) days prior to the meeting date.

13. ELECTION PROCEDURES FOR COUNCIL MEMBERS

- a) The Branch Council may appoint a Nominating Committee consisting of not less than three (3) Branch members who will not seek office in the upcoming election. The Nomination Committee shall strive to ensure that all positions for election include one or more qualified candidates.
- b) The election of members of the Council shall be conducted by Paper Ballot or electronically/on-line. All nominees shall be Full Members of ACTRA Alberta and eligible for election to the position as per

these By-Laws and the Constitution and By-Laws of ACTRA. Full members must be nominated by another Full Member in good standing.

- c) An election shall be held to fill each of the positions on the Council and the winning candidate shall be the individual who has the most votes from among all candidates. An election need not be held where there is only one candidate for a position and any such candidate shall be deemed to have been elected by acclamation.
- d) The notice of an election meeting shall include particulars of the validated candidates, including candidate's statements (which shall not exceed 200 words) and/or a short video (not to exceed 2 minutes). Also included in the notice of an election meeting will be information on how the members can vote electronically or by paper ballot.
- e) Candidate statements and videos will be available on the ACTRA Alberta website.
- f) If a Full Member prefers to vote using a paper ballot, they may request the one from the Branch. The Advance Ballot package shall contain:
 - i. An Advance Ballot shall include the positions to be elected and the names of valid candidates.
 - ii. An Advance Ballot envelope that the Advance Ballot shall be sealed into, to ensure the privacy of the voting member.
 - iii. A postage-paid return envelope requiring members to fill in the date they cast their vote and their ACTRA member number. Envelopes returned to ACTRA that are missing any of this information will be deemed "spoiled".
- g) Ballots received once the voting deadline has passed are deemed "spoiled".
- h) The newly elected Members of Council, shall hold office for a two (2) year term to commence immediately following the election. The term of office of the President / National Councillor shall be in accordance with ACTRA National By-Law 13.
- i) In no case shall a member hold office for more than 28 months without standing for election.

14. AMENDMENT OF THE BY-LAWS

- a) These By-Laws may be amended, deleted or modified at any Annual General Meeting or a Special General Meeting on By-Laws called for that purpose, provided that 30 days notice of motion in writing is given to the membership when the meeting is called. Proposals for amendment, deletion or modification of By-Laws must be submitted to the Council in writing and included with the Notice of Meeting.
- b) By-Law Amendments may be adopted by a two-thirds (2/3) majority vote of the Full members of the Branch in good standing in attendance at a duly constituted meeting.

- c) If these By-Laws or any amendments thereto from time to time are in conflict with the provisions of the Constitution and By-Laws of ACTRA, the Constitution and By-Laws of ACTRA shall govern, subject to federal and provincial law and regulations. In the event of a dispute between the Branch and ACTRA, the dispute shall be governed by ACTRA By-Law 21, Dispute Resolution Mechanism.
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These By-Laws were enacted at the Special General Meetings of ACTRA Edmonton and ACTRA Calgary held in Edmonton, Alberta on January 21, 2008 and Calgary, Alberta on January 28, 2008, respectively.

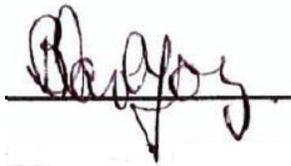
The By-Laws were subsequently amended at the Annual General Meeting of ACTRA Alberta held in Calgary, Alberta on April 28, 2008.

The By-Laws were amended at the Annual General Meeting of ACTRA Alberta held in Calgary, Alberta on June 12, 2010.

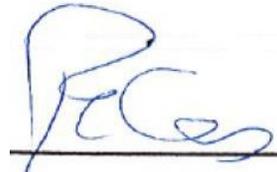
The By-Laws were amended at the Annual General Meeting of ACTRA Alberta held in Edmonton, Alberta on June 7, 2015.

The By-Laws were amended at the Annual General Meeting of ACTRA Alberta held on August 8, 2020.

In witness whereof these By-Laws have been signed by the following officers of ACTRA Alberta:



Blair Young, President
ACTRA Alberta



Rob Hay, Treasurer
ACTRA Alberta