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CORPORATE REGISTRY

**PALLISER AIRSHED
SOCIETY BYLAWS**

Draft Revision 22 January 2020

L. Morishita



#208 - Unit 3
3271 Dunmore Road SE
Medicine Hat, AB T1B 3R2

I hereby certify that the following Special Resolution was passed at a meeting of the membership of the Palliser Airshed Society on October 21st, 2020.

The bylaws were changed as follows:

The existing bylaws are repealed. They are replaced with the attached bylaws.

FILED 213
JAN 05 2020
Registrar of Corporations
Province of Alberta



Date: December 31, 2020

A handwritten signature in black ink, appearing to read "L. Morishita".

Lorna Morishita
Executive Director
Palliser Airshed Society

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Corporate Registry

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PALLISER AIRSHED SOCIETY

BYLAWS

ARTICLE 1 INTERPRETATION

1.1 DEFINITIONS. In these Bylaws, unless the context otherwise requires:

- (a) "Act" means the Societies Act, R.S.A. 2000, c. S-14;
- (b) "Board of Directors", or "Board" means the Board of Directors of the Society as appointed by the Members from time to time, subject to the terms of Section 4.4 of these bylaws;
- (c) "Bylaws" means these bylaws of the Society and modifications or alterations in force from time to time;
- (d) "CASA" means the Clean Air Strategic Alliance
- (e) "Chairperson" means the chief executive officer of the Society appointed pursuant to Section 8.1 of these Bylaws;
- (f) "Consensus" means group solidarity and general agreement;
- (g) "Directors" means the directors of the Society pursuant to Section 7.3 of these Bylaws;
- (h) "Emitting Member" means an organization or individual who conducts activities which have an actual or potential impact on air quality in the Zone, has applied for membership in the Society, and whose application has been accepted by the Board;
- (i) "Executive Director" means the person appointed by the Board of Directors to administer the affairs of the Society and oversee the management of programs established by the Society;
- (j) "Levy" means the annual payment to be made by Emitting Members pursuant to Section 4.5 of these Bylaws
- (k) "Member" means, collectively, the Emitting Members and Other Members of the Society;
- (l) "Monitoring Program" means the air quality monitoring and management program of the Society for the Zone;

- (m) "Other Member" means an individual or a representative of a government, non-government or public organization with an interest in air quality in the Zone who has applied and has been accepted by the Board as a Member, but is not an Emitting Member;
- (n) "Person" means an individual, corporation, government agency, association, partnership, trust or other business or legal entity;
- (o) "Sector" means a group of Members who share some commonality of interest and have been recognized by the Board and authorized to select one representative as a Director to represent their interests;
- (p) "Society" means the Palliser Airshed Society;
- (q) "Special Resolution" means a resolution to approve a fundamental change in the structure or bylaws of the Society, pursuant to Section 1(d) of the Societies Act. Specific procedures for notice and voting on Special Resolutions are specified by the Act.
- (r) "Stakeholder" means any organization or individual interested in, or conducting activities relevant to, air quality within the Zone;
- (s) "Zone" means the area as defined in current business plan of the Society

Words imparting the singular include the plural and vice versa; words imparting gender include the masculine, feminine and neuter genders; and words imparting persons include individuals, bodies corporate, partnerships, trusts and unincorporated organizations.

The headings used throughout these Bylaws are inserted for reference purposes only, and are not to be considered or taken into account in construing the terms or provisions of any Article nor to be deemed in any way to qualify, modify or explain the effect of any such terms or provisions.

**ARTICLE 2
STATUS OF THE SOCIETY**

2.1 STATUS. The Society is a not-for-profit organization.

**ARTICLE 3
BUSINESS OF THE SOCIETY**

3.1 REGISTERED OFFICE. The Society will, by resolution of the Directors, establish a place within Alberta as the registered office of the Society.

3.2 EXECUTION OF DOCUMENTS. Licences and material contracts entered into on behalf of the Society shall be signed by any two Directors or Officers. Contracts in the ordinary course of the Society's operations for commitments not exceeding \$1000 in aggregate may be entered into on behalf of the Society by any one of the Chairperson or the Treasurer. Contracts in the ordinary course of the Society's operations for commitments exceeding \$1000 in aggregate may be entered into on behalf of the Society by the Chairperson or Treasurer and any one other Officer.

3.3 BORROWING POWERS. For the purpose of carrying out its objects, the Society may enter into banking arrangements, including without limitation borrowing or raising or securing the payment of money in such manner as it thinks fit, and the Society may assign, transfer, charge, hypothecate, mortgage and pledge all or any part of the assets of the Society to secure such sums and on such terms as the Board of Directors may determine, subject to approval in advance by a Special Resolution of the Members of the Society.

3.4 POLICIES AND PROCEDURES. The Board shall establish such policies and procedures as are necessary for the prudent management and protection of the Society.

3.5 DISTRIBUTION OF ASSETS. Upon the dissolution of the Society, the property of the Society shall be converted into cash and added to the funds of the Society. Any amount remaining after the settlement of any debts and liabilities of the Society shall be distributed to another charitable organization or non-for-profit organization as directed by the Board.

**ARTICLE 4
MEMBERSHIP**

4.1 OBTAINING MEMBERSHIP. Any corporation, government body, person, agency or registered non-profit society engaging in activities within the zone may become a Member of the Society by:

- a) submitting a completed application to the Board of Directors indicating the class of membership desired and the Sector to which the Member will belong, and committing to support the objects of the Society and to pay the relevant Levy or membership fees as applicable;
- a) having its application for membership approved by a 75% majority of the Board at a duly constituted Board of Directors meeting;
- b) immediately establishing communications with the Director representing the Sector to which it belongs.

4.2 CLASSES AND DUTIES OF MEMBERS. The Society may establish various classes of Members, as determined by the Board and approved by a majority of the Members at a general meeting of the Society. These classes shall include, but not be limited to:

- a) Emitting Members, who shall pay the Levy annually as provided for herein. Each Emitting Member shall be entitled to send representatives to any meeting of the Members and may cast one vote on any question brought before such meeting.
- b) Other Members shall contribute personnel and resources to further the objects of the Society. Each Other Member shall be entitled to attend or send representatives to any meeting of the Members and may cast one vote on any question brought before such meeting.

4.3 SECTORS. The Society shall establish various Sectors to which Members will belong, as determined by the Board and approved at a general meeting of the Society. The Sectors shall include, but not be limited to, the following:

- a) City of Medicine Hat
- b) municipalities other than the City of Medicine Hat
- c) Government of Alberta departments and agencies
- d) the local Health Authority in the Zone
- e) oil and gas producers
- f) industry other than oil and gas producers
- g) electric utilities
- h) agriculture
- i) non-governmental organizations
- j) public at large

Any existing or prospective Member or group of Members may request the Society to establish a new Sector, provided the total number of Sectors does not exceed 12. Creation of a new Sector requires approval by the Board and by a general meeting of the Society.

4.4 SECTOR REPRESENTATIVES TO THE BOARD. Members of each Sector shall select their own representative to the Board through a process acceptable to the Board and will notify the Board of the contact information of their representative. An alternate Sector representative may also be selected. Should a Sector representative position become vacant, the Board may appoint an interim Sector representative to serve until the next Annual Meeting of the Society.

4.5 ASSESSMENTS. Each Member shall be expected to contribute money, property, or services to the Society. The Board shall have the authority to set, assess and collect financial support from the Members as follows:

- a) an annual Levy to cover each Emitting Member's portion of the Society's operating and administrative costs;
- b) membership fees for Other Members.

All financial assessments shall be payable within thirty (30) days of the Member receiving a notice from the Society of the amount due. Upon payment, an acknowledgement and receipt will be provided promptly by the Treasurer of the Society.

No Member shall be entitled to any return of fees, assessments, or other amounts whatsoever from the Society, save and except where the Society has ceased to conduct activities.

4.6 WITHDRAWAL OF MEMBERSHIP. Any member wishing to withdraw from membership may do so by giving notice in writing to the Board of its intention to withdraw its membership effective at the end of the current financial year of the Society.

4.7 CANCELLATION OF MEMBERSHIP. The Board may, by a resolution passed by a majority of seventy-five (75) percent of those present at a meeting of the Directors, cancel the membership of a Member deemed to have:

- a) failed to contribute to the goals and objectives of the Society; or
- b) failed to act in compliance with the Bylaws or the Act.

4.8 NON-TRANSFERABLE. No right or privilege of any Member is transferable to another person or organization. All rights and privileges of the Society cease when the Member withdraws or is expelled.

4.9 LIMITATION OF LIABILITY. No Member is, in his or her individual capacity, liable for any debt or liability of the Society, except as set out under Section 3.5 of these Bylaws.

4.10 CODE OF CONDUCT, CONFIDENTIALITY AND CONFLICT OF INTEREST.

Members shall ascribe to the Code of Conduct, confidentiality standards, and conflict of interest policies, and any other policies and procedures adopted by the Board from time to time.

ARTICLE 5 REGISTER OF MEMBERS

5.1 REGISTER. A complete and current register of Members in such form as the Board may approve shall be maintained in which the names, addresses, contact information, and classes of membership of all Members shall be recorded.

ARTICLE 6 MEETINGS OF MEMBERS

6.1 ANNUAL GENERAL MEETING. The Society shall hold an annual general meeting of the Members in the second quarter of each fiscal year at a place in Alberta determined by the Board. At each annual general meeting, the following business shall be conducted:

- a) the Board shall present its report on the affairs of the Society for the previous year, the financial statements, and the review of the financial statements by the accountant;
- b) the Members shall be asked to
 - i. ratify the number of Sectors, including any additional Sectors accepted by the Board, and to appoint the representatives selected by each of the Sectors as Directors;
 - ii. to appoint an accountant;
 - iii. to deal with such other business as may properly be brought before an annual general meeting.

6.2 GENERAL AND SPECIAL MEETINGS. General meetings of the Members may be called at any time by an officer of the Society upon the instructions of the Chairman or Board. A special meeting of the Members shall be called by an officer of the Society upon receipt of a notice signed by three Members in good standing setting for the reason for calling such a meeting and containing sufficient information to allow the Members to form a reasoned judgment regarding the matters to be considered at the meeting.

6.3 NOTICE OF MEETINGS. Notice in written or electronic form of the time and place of annual, general or special meetings of the Members shall be sent to the last known address of each Member at least 14 days prior to the date of such meeting, provided that if a Special Resolution is required to be passed by the Members, the notice shall be delivered at least 21 days prior to the meeting.

6.4 OMISSIONS AND ERRORS. Irregularities in the notice of any meeting of the Members, or in the giving of the notice, or the accidental omission to give notice of any meeting, or the non-receipt of any notice by any Member or Members, shall not prevent the holding of such meeting or invalidate any resolution passed or any proceeding taken at such meeting.

6.5 REPRESENTATIVES. The authority of an individual to represent a body corporate or association at a meeting of Members shall be established in a manner satisfactory to the chairperson of the meeting.

6.6 PARTICIPATION BY ELECTRONIC MEANS. With the consent of the chairperson and those persons present and entitled to vote at a meeting of Members, any other person entitled to attend the meeting may participate by means of telephone or other electronic communication facilities which permit all those participating to hear each other. A person participating in the meeting by such means shall be considered present at the meeting.

6.7 QUORUM. The quorum for the transaction of business at any meeting of the Members shall be twenty percent (20%) of the number of Members of the Society.

No business shall be transacted at a meeting of the Members unless a quorum is present. If within one half hour from the time appointed for the meeting to begin a quorum is not present, the meeting shall stand adjourned. A new meeting must be scheduled to be held within 30 days of the date of adjournment, and the required advance notice of the new meeting must be provided to all Members. If at such new meeting a quorum is not present, those Members present shall constitute a quorum.

6.8 VOTING. Any Member in good standing present at a meeting of the Members shall have the right to one vote on any resolution presented to the meeting. The chairperson shall not vote except where there is a tie vote. Voting by proxy shall not be permitted.

- a) Every resolution submitted to a meeting shall be decided in the first instance by a show of hands, or otherwise as the chairperson may direct, unless a ballot is required by the Act or demanded by a Member present at the meeting.
- b) A demand for a ballot may be withdrawn at any time prior to the taking of the ballot.
- c) Unless a ballot is required or demanded, or unless the Act or these Bylaws otherwise provide, a declaration by the chairperson of the meeting that a vote has been carried or not carried, and an entry to that effect in the minutes of the meeting, shall be prima facie evidence of the decision of the Members concerning the resolution being considered.

- d) If a ballot is taken, the result of the ballot shall be the decision of the Members concerning the resolution being considered.

6.9 RULES OF ORDER. Meetings of the Members shall be conducted in accordance with Rules of Order acceptable to the chairperson.

ARTICLE 7 BOARD OF DIRECTORS

7.1 POWERS OF THE BOARD. The management of the affairs of the Society shall be vested in the Board of Directors. The Board of Directors may enact and enforce policies and procedures regarding the management and operation of the air quality monitoring and data collection program of the Society.

7.2 NUMBER OF DIRECTORS. The Board of Directors shall consist of a minimum of five and a maximum of twelve 12 Directors, each representing one of the designated Sectors of the Society.

7.3 APPOINTMENT AND TERM. The Members of each Sector shall select one (1) person to serve as a Director and act as their representative at meetings of the Board for a three (3) year term. A Director may serve more than one term if reappointed by the Members of their Sector. The selected representatives shall be ratified as Directors at each Annual General Meeting of the Members.

A Director may designate an alternate and notify the Chair or designate of the contact information of the alternate. If need arises, a Sector may designate an interim Director to represent its interests until the next Annual General Meeting of the Members.

7.4 RESIGNATION. A Director may resign by giving the Board notice in writing to that effect. Members of the Sector or the Board may then designate an interim Director to represent the interests of that Sector until the next Annual General Meeting of the Members.

7.5 DUTIES OF DIRECTORS. Directors shall have the following duties:

- a) attending whenever possible all meetings of the Board or requesting their alternate to attend and represent the interests of the Sector;
- b) keeping their alternate (if appointed) fully informed of the business of the Board;
- c) ensuring that members of their Sector are informed of decisions and actions of the Board that may affect the interests of their Sector

7.6 REMOVAL. A Director shall be removed from that position upon:

- a) cancellation of the membership of the last Member of the Sector for which he is representative,
or

- b) cancellation of the membership of the member acting as a Director.
- c) Any other circumstance approved by resolution of the Board

7.7 MEETINGS OF THE BOARD OF DIRECTORS. Meetings of the Board shall be held as often as may be required, and shall be called by the Chairperson. A special meeting of the Board may be called upon the written request of any three (3) Directors. Such written request shall state the business to be brought before the meeting. Meetings may be held without notice if a quorum of the Board is present; provided, however, that any business transacted at such meeting shall be null and void unless ratified at the next regularly constituted meeting of the Board.

7.8 PLACE OF THE MEETINGS. Meetings of the Board may be held at any place approved by the Board within the Province of Alberta.

7.9 PARTICIPATION BY ELECTRONIC MEANS. With the consent of all Directors participating in a meeting, one or more Directors may participate by means of telephone or other electronic communication facilities which permit all those participating to hear each other. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Directors held while a Director holds office. A Director participating in the meeting by such means shall be considered present at the meeting.

7.10 NOTICE OF MEETINGS. Notice in written or electronic form of the time and place of each meeting of the Directors shall be sent to the last known address of each director at least 14 days prior to the date of such meeting, or not less than ten (10) days before the meeting if delivered personally. If mailed, such notice shall be deemed to have been received on the tenth (10th) day following the date of mailing. If delivered by electronic means, such notice shall be deemed to have been received on the date of transmission, and if delivered personally, on the date of delivery. A Director who participates in a meeting shall be deemed to have received notice thereof.

7.11 QUORUM. The quorum for the transaction of business at any meeting of the Board shall consist of sixty (60%) percent of the Directors.

7.12 VOTES TO GOVERN. Except as specifically provided in these Bylaws, or required by other bodies in which the Society may from time to time participate, the Board will follow CASA principles of consensus decision making whenever possible. If consensus cannot be achieved in a timely fashion when a matter is brought before a meeting, the matter shall be resolved as follows:

- a) by a further attempt to reach consensus at a future meeting, after possible options have been summarized and circulated to all Directors by the chairperson or designate; or,
- b) by majority vote of those Directors present at the meeting, provided that no less than 75% of such Directors agree the matter requires immediate decision. In such case, each Director present shall have one (1) vote, the ballot shall be conducted in a manner acceptable to the

chairperson, and the question shall be resolved by a simple majority of those Directors present at the meeting.

Should a formal vote be required or considered advisable in the case of an administrative matter, each Director present at the meeting shall have one (1) vote, the ballot shall be conducted in a manner acceptable to the chairperson, and the question shall be resolved by a simple majority of those Directors present at the meeting.

7.13 RESOLUTION IN WRITING. Notwithstanding anything to the contrary in these Bylaws, a resolution in writing signed by all of the Directors shall be valid and effectual as if it had been passed at a meeting duly called and constituted.

ARTICLE 8 OFFICERS

8.1 APPOINTMENT. The officers of the Society shall consist of a Chairperson, a Vice-Chairperson, a Secretary/Treasurer and such other officers as the Board of Directors may deem necessary and desirable from time to time. Officers shall be chosen from those persons who are Directors of the Society and shall be appointed by the Board of Directors.

8.2 ELIGIBILITY. Any Director shall be eligible to hold any office in the Society.

8.3 CHAIRPERSON. The Chairperson shall have such duties and powers as the Board may specify and delegate. The Chairperson shall when present, preside at all meetings of the Members of the Society and of the Board of Directors. During the absence or inability of the Chairperson, his/her duties and powers shall be exercised by the Vice-Chairperson. The Chairperson's term of office shall be two (2) years or such other period as may be approved by the Board.

8.4 VICE-CHAIRPERSON. The Vice-Chairperson shall have such duties and powers as the Board may specify and delegate. During the absence or inability of the Chairperson, his/her duties and powers shall be exercised by the Vice-Chairperson. The Vice-Chairperson's term of office shall be two (2) years or such other period as may be approved by the Board.

8.5 SECRETARY/TREASURER. The Secretary/Treasurer shall have such duties and powers as the Board may specify and delegate. The Board may choose to divide such duties and powers between two Directors, one acting as Secretary and the other as Treasurer. The Board may delegate specific duties of the Secretary/Treasurer to an Executive Director of the Society. The Secretary/Treasurer's term of office shall be two (2) years.

The Secretary/Treasurer shall:

- a) attend all meetings of the Board of Directors and of the Members and cause to be entered in records kept for that purpose minutes of all proceedings of the meetings;
- b) keep a register of the names of all the Members of the Society and their addresses as required by Article 5, and send all notices of meetings as required;
- c) collect and receive the membership fees or Levies assessed by the Society and be responsible for the deposit of same in a Canadian chartered bank, trust company, credit union, treasury branch or deposit receiving agency designated from time to time by the Board;
- d) properly account for the funds of the Society and keep such books and records as may be directed by the Board, and present a full detailed account of receipts and disbursements to the Board whenever required.

Should the Secretary/Treasurer be unable to attend a meeting of the Board or of the Members, the chairperson of the meeting shall appoint another person to keep a record of the proceedings of the meeting and transmit said record to the Secretary/Treasurer.

8.6 POWERS AND DUTIES OF OTHER OFFICERS. The powers and duties of all other officers shall be such as the terms of their engagement call for or as the Board may specify and delegate.

8.7 REMOVAL OF OFFICERS. The Directors may at any time, in their discretion, remove any officer of the Society by a vote of Directors passed in accordance with Section 7.12 (b) of these Bylaws.

ARTICLE 9 PROGRAM MANAGEMENT

9.1 EXECUTIVE DIRECTOR. The Board of Directors may from time to time appoint an Executive Director, who shall be an ex-officio member of the Board of Directors without voting power.

9.2 POWERS AND DUTIES. The Board may delegate to the Executive Director full authority (subject to any restrictions contained in the Act or imposed from time to time by the Board) to manage and direct the business and affairs of the Society and to employ and discharge agents and employees of the Society. The Executive Director shall at all reasonable times give to the Board of Directors all information the Board may require regarding the affairs of the Society.

9.3 AGENTS OF THE SOCIETY. The Board may upon the recommendation of the Executive Director or in its sole discretion, assign management of any program of the Society to agents or employees other than the Executive Director.

9.4 QUALIFICATIONS AND CONTRACTS OF EMPLOYEES. The Board shall establish qualifications, selection procedures, and terms of employment for all employees and shall ensure that regular performance assessments are conducted for all employees.

ARTICLE 10 COMMITTEES

10.1 APPOINTMENT. Committees for promoting the objects or functions of the Society may be appointed by the Board of Directors. The powers of a committee shall be defined by the Board.

10.2 COMPOSITION. Every committee shall be composed of a chairperson who shall be a Director and such other persons as may be required. The Chairperson of a committee may designate an alternate to act on his/her behalf. The Chairperson of the Board and the Executive Director, if one has been appointed, shall be ex-officio members of all committees and are entitled to notification of and to attend all meetings of committees.

10.3 PROCEDURE. Unless otherwise determined from time to time by the Board, each committee shall have the power to fix its quorum, to elect its chairperson, to set the time and place of meetings, and to regulate its procedures, provided that CASA principles of consensus decision making are followed whenever possible. Committees shall report their decisions and activities in a timely manner to the Board.

10.4 TRANSACTION OF BUSINESS. The powers of a committee may be exercised by consensus decision, by a resolution passed at a meeting of the Committee at which a quorum is present, or by a resolution in writing signed by all members of such committee who would have been entitled to vote on that resolution at a meeting of the committee.

10.5 TERMINATION OF COMMITTEE MEMBERSHIP. Any chairperson of a committee who ceases for any reason to be a Director shall, upon ceasing to be a Director, thereupon also cease to be chairperson of said committee.

ARTICLE 11 PROTECTION OF DIRECTORS AND OFFICERS.

11.1 ACTING HONESTLY AND IN GOOD FAITH. Every Director and Officer of the Society in exercising his or her powers and discharging his or her duties shall act honestly and in good faith with a view to the best interests of the Society and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

11.2 LIMITATION OF LIABILITY. Subject to the forgoing, no Director, officer or member of a project team or committee of the Society shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or member of a committee or employee of the Society, or for joining in any receipt of other act of conformity, or for any loss, damage or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by order of the Board of Directors for or on behalf of the Society, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Society shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any of the monies, securities or effects of the Society shall be deposited, or for any loss occasioned by any error of judgment or oversight on their part, or for any other loss, damage or misfortune whatsoever which shall happen in the execution of the duties of their offices or in relation thereto unless the same shall happen through their own willful neglect or default.

11.3 INDENMITY. Subject to any applicable statutory enactment, the Society shall indemnify the Members and former members of the Board of Directors, officers and former officers, and members and former members of all Committees of the Society and each of them, and each of their respective heirs, executors, administrators, successors and assigns, shall from time to time and at all times be indemnified and saved harmless out of the assets and profits of the Society from and against all costs, charges, losses, damages and expenses which they, or any of them, or any of their heirs, executors, administrators, successors and assigns, shall or may incur or sustain by or by reason of the performance of their duty or purported duty in their respective offices, if:

- a) he or she acted honestly and in good faith with a view to the best interests of the Society; and
- b) in the case of a criminal or administrative action or proceedings that are enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.

This indemnification is in addition to, but not exclusive of, any other right of indemnification to which the members and former members of the Board of Directors, officers and former officers and members and former members of all Committees of the Society may be entitled to at law or in equity.

ARTICLE 12 FINANCIAL ARRANGEMENTS

12.1 FINANCIAL YEAR. The financial year end for the Society shall be the 31st day of December in each year.

12.2 FINANCIAL ACCOUNTABILITIES.

- a) **Financial Review.** An annual review of the financial records of the Society shall be conducted by an accountant appointed for that purpose at each Annual General Meeting of the Members. Should need arise, an interim accountant shall be appointed by the Board of Directors to act until the next Annual General Meeting of the Members. With the assistance of the Secretary Treasurer, the accountant shall prepare a financial statement and submit a report of his/her findings to the Board. Such financial statements duly signed by the Chairperson and Treasurer and accompanied by a written signed report of the accountant shall be placed before the Members at the next annual meeting of the Members. The remuneration of the accountant shall be subject to the approval of the Directors.
- b) **Financial Audit.** A full financial audit may be conducted as required upon the approval of the Board.

12.3 BANK ACCOUNTS. All monies received by the Society shall, promptly following their receipt, be deposited to the credit of the Society in a Canadian chartered bank, trust company, credit union, treasury branch or deposit receiving agency designated from time to time by the Board of Directors.

12.4 SIGNING OFFICERS. Cheques drawn by the Society shall be signed by such persons as are designated from time to time by the Board of Directors.

ARTICLE 13 PAYMENT OF DIRECTORS AND OFFICERS

13.1 REMUNERATION. No Director, Officer or Member shall receive any remuneration for services rendered to the Society unless authorized at a meeting of the Board or Members and after notice of such authorization is sent to the members of the Board and the Members.

13.2 REIMBURSEMENT OF EXPENSES. Directors representing the Society may be reimbursed for reasonable expenses incurred by them in the performance of their duties, according to policies and procedures established by the Board.

ARTICLE 14 AMENDING BYLAWS

14.1 AMENDMENTS. These Bylaws may be rescinded, altered or added to by Special Resolution of the Members of the Society, subject to the provisions of the Act. Any rescission, alteration or addition to the Bylaws becomes effective upon acceptance by the Corporate Registry of Alberta.

ARTICLE 15
BOOKS AND RECORDS

15.1 INSPECTION. Any and all books, records and registers of the Society shall be open for inspection by any Member at the annual meeting or at such other time upon giving reasonable notice to the officers having charge of the books and records.

ARTICLE 16
DISPUTE RESOLUTION

16.1 AMICABLE RESOLUTION. Disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation arising out of, or related to these bylaws or out of any aspect of the operations of the Society are as much as possible to be resolved by private meetings between the parties.

16.2 MEDIATION AND ARBITRATION. Without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Corporation as set out in these bylaws or the Act, a dispute or controversy that cannot be resolved by private meetings between the parties shall be settled by a process of mediation and/or arbitration as follows:

- a) The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the Board of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- b) The number of mediators may be reduced from three to one or two upon agreement of the parties.
- c) If the parties are not successful in resolving the dispute through mediation, then the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with legislation governing domestic arbitration in Alberta. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

- d) All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

ARTICLE 17
EFFECTIVE DATE

17.1 EFFECTIVE DATE. These Bylaws shall be effective when made by the Board in accordance with the Act, approved by a Special Resolution at a meeting of the Members and approved by appropriate provincial authority.



2020 Annual General Meeting Minutes
Wednesday - October 21, 2020
10:00 – 11:00
Via Zoom
Medicine Hat, Alberta

Contact: Russ Golonowski (403) 525-4334 / Lorna Morishita (403) 512-0085

Present

Josh Gale (City of Medicine Hat Electric)
Russ Golonowski (CF Industries – PAS Chairperson)
Sean Miller (Sean D. Miller Professional Corporation)
Alex Barton (Cor4)
Brian Hills (Alberta Environment and Parks)
David Gue (Grasslands Naturalists)
Doug Robertson (Gryphon Petroleum)
Ed Rahn (AER)
Fabrizio Re (CNRL)
Gerry Buck (Lantic)
Kristy Connor (Wood Canada Ltd)
Kim Schacher (International Petroleum Corporation – IPC)
Lyndsey McKenzie (CF Industries)
Mark Grant (Torxen)
Moly Douglass (County of Newell)
Bill Nalder (CNRL)
Pamela Hodgkinson (Alberta Health Services)
Lorna Morishita (PAS Executive Director – meeting Recorder)

10:00 - 10:10 Welcome and Introductions (Russ Golonowski - PAS Chair)

On behalf of the Palliser Airshed Society (PAS), it is my pleasure to present the 2019 Annual Report. 2019 was our fifteenth full year of air quality monitoring in south eastern Alberta. The current zone covers the south eastern corner of Alberta, an area of approximately 57,000 square kilometers and includes about 130,000 people who work and live in the area.

In 2018 we moved our portable Airpointer monitoring system to a location on the north side of the City of Medicine Hat that will help provide data to validate air modelling that has been done for the area for NOX. The system continues to operate very well and gives PAS the flexibility to move the system to monitor specific areas of concern. In 2020, once issues around the pandemic are eased, the Airpointer will be moved to new location in the Taber area.

Recently PAS has put in significant effort in the area of education and outreach. Our Executive Director, Lorna Morishita, has been instrumental in driving this effort through the CARS program, meetings with municipalities, government officials, local media and potential new members in PAS as well as completing an overhaul of the PAS website.

In 2018 we entered into long term contracts with AEP, this has provided PAS with the financial stability that will allow us to make long term plans for the airshed.

In these uncertain economic times amidst the pandemic I want to extend an extra thank you to AEP, industry and municipalities for their commitment to airsheds in the province. Without their support our airshed would not be sustainable.

I look forward to an interesting and exciting 2020 and years ahead.

10:10 - 11:30 2020 Annual General Meeting (Russ Golonowski - PAS Chair)

1) Approval of Agenda - Palliser Airshed Society 2020 AGM - October 21, 2020

1a) Motion by David Gue (Accept Agenda as is/revised) – 2nd by Kim Schacher

2) Approval of Minutes - Palliser Airshed Society 2019 AGM - May 15, 2019

2a) Motion by Lorna Morishita (Accept Minutes as is/revised) – 2nd by Ed Rahn

3) Annual Financial Review & Statements - 2019

(Signed Financial Statements distributed via email September 24, 2020)

Pamela Hodgkinson and Russ Golonowski – Introduction

Sean Miller, CPA - Sean D. Miller Professional Corporation - Presentation

Pamela Hodgkinson – Thank You to Sean and also note our intention to have a 20% membership reduction in 2021 as a result of our cash reserves.

3a) Motion by Pamela Hodgkinson (accept Financial Statements as presented)– 2nd by David Gue

4) Review and Highlights of the Palliser Airshed Society 2019 Annual Report

Kristine Connor - Wood Canada Ltd.

Ed Rahn – TAC Chair - Thankyou to Wood for another good year –

4a) Motion by Russ Golonowski (accept Annual Report as presented) – 2nd by Mark Grant

5) PAS Board Directors & Officers (Lorna Morishita- PAS Executive Director)

5a) Nomination / Confirmation of PAS Board of Directors

- representation by designated sectors – See attached list

Motion by Ed Rahn – to approve members of the Board – 2nd by Pamela Hodgkinson

5b) Nomination / Confirmation of PAS Board Officers

- Chair – Incumbent – Russ Golonowski

- Vice Chair – Incumbent – N/A – Ed Rahn Nominated by Lorna

- Treasurer – Incumbent - Pamela Hodgkinson

5c) Motion by Brian Hills to approve Officers – 2nd by Kim Schacher

6) Approval of new Bylaws – Special Resolution
(Bylaws distributed via email – September 24, 2020)

6a) Motion by David Gue (Accept the revised bylaws and submit to corporate registry– 2nd by Russ Golownowski

7) Appointment of PAS Financial Statements Review Agency / Accountant

7a) Motion by Pamela Hodgkinson to continue with Sean D. Miller Profession Corporation to continue for 2020-2021– 2nd by Russ Golonowski

8) Lorna Noted AQHI Sculpture will be installed at the Family Leisure Centre in Medicine Hat in the next month. PAS will also be installing Purple Air Monitors in Bassano and Medicine Hat.

Thank you to emitters for continuing to monitor and help monitor emissions to ensure safe clean air for SE Alberta.

9) Adjournment - AGM Business Meeting – Russ Golonowski