



NR CAER

NORTHEAST COMMUNITY AWARENESS AND EMERGENCY RESPONSE BYLAWS

AMENDED: FEBRUARY 4TH, 2011

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I. DEFINITIONS

- A. **Act:** Societies Act, Chapter S-18, Revised Statutes of Alberta, as amended from time to time.
- B. **Audit:** An audit consists of an official examination of a society's financial records. An annual review by a Chartered Accountant meets this definition. The auditor must be someone authorized to conduct the review.
- C. **Director:** "director" means any person occupying the position of director by whatever name called; Board Member is a common term for Director.
- D. **Majority:** simple majority of voting members present.
- E. **Member:** Any organization or municipality that meets the membership eligibility qualifications noted in Pt. IV, below (Membership Eligibility). Any such member is eligible to designate a representative for election to any office in the Association.
- F. **Mutual Aid Response:** The incident is beyond the capability of the individual industry and the local fire department. NR CAER members should be prepared to respond to a request from the Municipal Fire Chief or designate having jurisdiction
- G. **Mutual Aid Response Capabilities:** can be in the form of manpower, equipment, facilities, or expertise relating to emergency response.
- H. **NR CAER:** acronym for Northeast Region Community Awareness Emergency Response Association. Also known as North East Region CAER.

- I. **NR CAER Boundary:** According to the map attached as Appendix A to this document.

- J. **Ordinary Resolution:** a resolution that is passed by a simple majority at a meeting where a quorum is present. Unless specifically called out as a Special Resolution all other resolutions are considered Ordinary Resolutions.

- K. **Special Resolution:** as defined in the Societies Act, Chapter S-18 RSA, section 1(d). The requirements include:
 - (A) at a general meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given, and
 - (B) by the vote of not less than 75% of those members who, if entitled to do so, vote in person or by proxy,

- L. **Voting Member:** A member-designated representative of any Northeast Region Community Awareness Emergency Response (NR CAER) Association member in good standing. No voting member is entitled to vote at meetings unless that member has paid all fees. Each member in good standing is entitled to one voting representative, but is not limited in the number of non-voting representatives to the organization.

II. NAME

The association is known as **NORTHEAST REGION COMMUNITY AWARENESS EMERGENCY RESPONSE (NR CAER) ASSOCIATION**, the acronym being **NR CAER**.

III. PURPOSE

Northeast Region Community Awareness Emergency Response (NR CAER) Association:

- A. facilitates, at the request of a municipal authority, a co-ordinated ***mutual aid response*** for all natural and industrial emergencies that impact on the people and property of any of its members.
- B. provides an awareness program for its members and the public to inform them about emergency action plans, and organizational capabilities, services and activities.
- C. promotes and supports compatibility of emergency plans, procedures, equipment training, and communications between all members.

Note: Section III is registered separately with Registries Alberta. Changes to this section require a separate Special Resolution and application.

IV. MEMBERSHIP ELIGIBILITY

- A. To be eligible for membership, an applicant must meet **at least one** of the following criteria to the satisfaction of the NR CAER Board of Directors:
 - 1. must have first response capability within NR CAER boundaries, or
 - 2. be involved in manufacturing, transportation, storage or other activities within NR CAER boundaries that include materials or processes presenting a significant risk to the public, or
 - 3. be a municipality that falls fully or partially within the NR CAER boundary.

4. Any other applicant may be granted membership by resolution of a majority of the Board.
- B All new members must be approved by a resolution of a majority of the Board.
 - C All members must pay the membership fee as established by the Board. If any member is in arrears for fees or assessments for any year, such member shall be automatically suspended at the expiration of six months from the end of such year and shall thereafter be entitled to no membership privileges or powers in NR CAER until reinstated.
 - D The Board will consider ordinary resolutions to re-approve each member on an annual basis. The Board will consider the member commitment to the NR CAER organization in the re-approval process.

V. TERMINATION OF MEMBERSHIP

- A. A member may terminate membership by written notice to the Board on or before September 30 of any year, with termination to become effective on December 31 of that year.
- B. Any member, upon majority vote of the Board, may be expelled from membership for any cause, which the association may deem reasonable.

VI. STRUCTURE

- A. NR CAER has a three-level structure: the Board of Directors (referred to as the Board), the Management Committee and Focus Teams assigned specific responsibilities.

- B. The affairs of NR CAER are managed by a Board of Directors of at least seven representatives: of which at least three are senior-level representatives from various-sized industrial plants, at least one elected municipal official or Fire Chief/Deputy Fire Chief from each of the region's municipalities, and at least one member at large who is a resident of one of the member municipalities. The Board strives, at all times, to ensure equal membership from both large and small municipal and industrial members.

- C. New Directors are selected and approved by a majority of the current Board of Directors upon the joint recommendation of the Board Chairperson and the Chairperson(s) of the Management Committee.

VII. OFFICERS AND RESPONSIBILITIES

- A. Board of Directors
 - 1. Subject to the bylaws or directions given it by the majority vote at any annual general meeting properly called and constituted, have full control and management of the affairs of the association.

 - 2. One Director is elected as Chairperson and one as Vice-chairperson by majority vote of Board members. The normal term is two years. Chairperson and Vice-chairperson may be re-elected for a second term.

 - 3. Members in good standing may designate a representative for consideration by the Board to sit on the Board of Directors.

4. The Board Chairperson presides over all meetings of the Board and has signing authority on behalf of NR CAER. The Board Chairperson chairs the NR CAER annual general meeting.
5. In the absence of the Board Chair, the Vice-chair presides over meetings of the Board.
6. A member organization may remove its representative from the Board of Directors and appoint another at the discretion of the member organization. The change is not final until the new representative is accepted by an ordinary resolution of the Board (see section VI. Structure .C.)
7. Any director, upon the majority vote of all Board members, may be removed from office for any cause, which the Board may deem reasonable.
8. Member representatives on the Board receive no remuneration from NR CAER..
9. The Board of Directors elects a Secretary-Treasurer from the Membership.
10. The Board reviews and approves an annual budget presented by the Secretary-Treasurer.
- 11; All expenditures in excess of \$5,000 not identified in the approved annual budget require Board approval.
12. The Board approves appointment of a Chartered Accountant to complete an annual audit of the NR CAER financial records.

13. The Secretary-Treasurer of the Board:

- a.) ensures that accurate minutes are taken at all Board and Management Committee meetings.
- b.) has charge of the association's Seal which, whenever used, is authenticated by the signature of the secretary/treasurer and a Board member or Chair of the Management Committee.
- c.) ensures that all the association's correspondence is appropriately dealt with and kept.
- d.) ensures a record of all members of the association and their addresses and any other information relevant to the association is maintained up-to-date.
- e.) ensures that all notices of various meetings are sent, as required.
- f.) collects, and keeps a full detailed account of, all fees and receivables and promptly deposits them in the association's financial institution account.
- g.) ensures that all authorized payables are disbursed.
- h.) maintains orderly and accurate financial accounts.
- i.) is responsible for any NR CAER bank accounts

- j.) reports the organization's financial status quarterly to the Management Committee and annually to the Board and general membership.
- k.) maintains compliance with the Societies Act reporting requirements, and reports results to the Management Committee annually.
- k.) presents the audited financial statements at the annual general meeting.
- l.) recommends a yearly operating budget to the Board for its approval.
- m.) with a chairperson or vice-chairperson, co-signs cheques for payment of approved Board or Management Committee disbursements.

B. Management Committee

1. The Management Committee reports to the Board, manages the policy, programs and budget development and implementation processes, and carries out all administrative functions of NR CAER.
2. Subject to the approval of the Board, the functions of the Management Committee include, but are not limited to, development, management and administration of training, community awareness, public and media relations, internal and emergency communications, emergency planning, a hazard and resource inventory, and mutual aid response.

3. The Management Committee elects a chairperson by majority vote of the committee membership. Alternatively, two persons may be elected as co-chairpersons by majority vote of the committee membership to share the responsibilities. The Board of Directors is responsible for ratifying the selection of the Chair and Co-Chair. The term of chairperson is two years.
4. By majority vote, the committee also elects a vice-chairperson. The term of the vice-chairperson is two years.
5. The Chairperson of the Management Committee:
 - a.) presides over all meetings of the committee.
 - b.) is an ex officio member of all NR CAER Focus Teams.
 - c.) co-signs cheques for the payment of approved disbursements.
 - d.) represents NR CAER at business-related activities, as required, or delegates an alternative NR CAER representative.
 - f.) attends all Board meetings and reports on all organizational activities to the Board.
 - g.) has signing authority on behalf of NR CAER.
6. The Vice-chair of the Management Committee:
 - a.) in the absence of the Chair(s), assumes the duties and responsibilities of the Chair.

- b.) assists the Chair(s) with carrying out the duties and responsibilities of the position.
- c.) co-signs cheques for the payment of approved disbursements

7. Any officer of the Management Committee of NR CAER may resign by submitting a written notice to the committee.
8. Upon the majority vote of all committee members, any officer of the Management Committee of NR CAER, may be removed from office for any cause the committee may deem reasonable.
9. No officer or member of the Management Committee receives any remuneration for his/her services.
10. A remunerated Project Coordinator position may be appointed by the Management Committee and reports to the Management Committee. The position is responsible for stewarding the assigned project(s) within the project budget(s).

C. Focus Teams

1. Focus Teams may be formed, from time to time by, and report to, the Management Committee.
2. Focus Teams members are appointed by their member organizations and, by majority consent, choose a chairperson from their membership.
3. Chairs of Focus Teams must be members of the Management Committee.
4. **Focus Teams Responsibilities:**

- a.) develop project work plans and submit these to the Management Committee for approval.
- b.) ensure all approved programs and services of NR CAER including, but not limited to, training and communications, are delivered. As relevant issues are identified, Focus Teams may be formed to perform work related to the issues.
- c.) provide the Management Committee with regular updates on projects as they proceed.
- d.) meet as required at the discretion of the chair of each group.

VIII. Meetings

Unless otherwise stated, NR CAER meetings will comply with Roberts Rules of Order.

A. Board of Directors

1. The Board of Directors meet a minimum of twice per year, excluding the annual general meeting, at the call of the Chairperson.
2. A special meeting of the Board may be called on the written request of any two (2) members of the Board, provided ten (10) days notice of the date and purpose of the meeting is given to all Board members by electronic or regular mail at their last known addresses.
3. Meetings may be held without notice if a quorum of the Board is present provided that any business transactions at such meeting are ratified at the

next regularly-called meeting of the Board; otherwise, the transactions are null and void.

4. The location and time of Board meetings is determined at the discretion of the Chair. The secretary-treasurer ensures that notice of the meeting is communicated to all Board members, using appropriate electronic or regular mail distribution.
5. The Management Committee Chairperson(s) and other committee members attend meetings of the Board of Directors, as required.

B. Management Committee

1. The Management Committee meets a minimum of four times per year, excluding the general meeting, at a call of the Chairperson.
2. Meetings may be held without notice if a quorum of the Management Committee is present provided that any business transactions at such meeting are ratified at the next regularly-called meeting of the Management Committee; otherwise, the transactions are null and void.
3. The location and time of Management Committee meetings is determined at the discretion of the Chair. The secretary-treasurer ensures that notice of the meeting is communicated to all Management Committee members, using appropriate electronic or regular mail distribution.

C. Annual General Meeting

1. The annual general meeting is open to all NR CAER members and the general public.
2. The time and location of the meeting is at the discretion of the Board Chair. A general meeting can be called at any time, providing not less than twenty-one (21) days prior notice is given to the membership.
3. A minimum of five (5) NR CAER members in good standing may request the Board Chairman to call a general meeting. The date and location is at the discretion of the Board, providing only that twenty-one (21) days notice is given to the general membership.
4. The secretary-treasurer ensures that written notice is given, by appropriate electronic or regular mail distribution, to all members at their last known addresses.
5. Any officer or director vacancy occurring during the year is filled by election at the annual general meeting, provided it is so stated in the notice calling such meeting.
6. The agenda for the meeting includes, but is not limited to, the:
 - a.) Treasurer's Report, and
 - b.) Annual Budget Report.
 - c.) Confirmation of the Board of Directors for the following year.

D. Special Meetings

1. Special meetings are called at the discretion of the Board Chair or the Chairperson(s) of the Management Committee.

2. The secretary-treasurer ensures that a notice in writing to all members, twenty-one (21) days prior to the date of the meeting is distributed by appropriate electronic or regular mail.

IX. Voting Privileges

- A.** Each member organization that has paid all required dues is allowed one vote, by a member-appointed representative or by proxy, on issues requiring a vote at all NR CAER meetings.
- B.** Voting on NR CAER motions at all levels, may be conducted in person, by certified or electronic mail, by facsimile or by telephone. Any voting conducted other than in person requires the use of a confirmation protocol .
- C.** Prior to voting, each member identifies its voting representative to the Chairperson of such meeting.
- D.** Members are encouraged to send additional non-voting representatives to the annual general meetings.

X. Quorum

- A. Board of Directors**
A quorum at a Board of Directors meeting consists of four (4) members of the Board.
- B. Management Committee**
A quorum at a Management Committee meeting consists of four (4) members of the committee.

C. General and Special Meetings

A quorum at general and special meetings consists of five (5) NR CAER members in good standing.

XI. Record Keeping

The Secretary-Treasurer of the Management Committee ensures that all records of all NR CAER meetings, all organizational correspondence and all financial records are appropriately maintained. Recording and keeping of the minutes shall be the responsibility of the Secretary-Treasurer of the Management Committee or designate.

XII. Amendments to the NR CAER Bylaws

- A.** A committee consisting of one Board member and two Members at Large will undertake to review the Bylaws at a minimum, every 3 years.
- B.** Recommendations to amend the bylaws may be made in writing to the Chairperson(s) of the Management Committee by any member in good standing not less than sixty (60) days prior to the annual general meeting.
- C.** Requests to amend the bylaws are forwarded from the Management Committee to the Board, in writing, not less than thirty (30) days prior to the annual general meeting. After approval by the Board of Directors the requested Bylaw change will be added to the Agenda of the next Annual General Meeting and membership will be advised of the proposed changes not less than thirty (30) days prior to the Annual General Meeting.

- D. Amendments or changes to the bylaws are passed by a Special Resolution at either the Annual General Meeting or a Special Meeting of the General Membership..

XIII. Execution of Documents, Seal Clause

- A. Unless otherwise determined by resolution of the Board of Directors, deeds, transfers, licences, contracts and engagements on behalf of NR CAER must be signed by any two Board members. Any Board member may apply the NR CAER seal to documents, as required.
- B. Unless otherwise provided by these bylaws, the Board may revise, by resolution, the requirements noted in point A. above.

XIV. Financial Authority

On approval by the Board of Directors, NR CAER may borrow or, by other means, raise or secure funds for the purpose of carrying out its objectives.

XV. Fiscal Year

The fiscal year of NR CAER ends on December 31 of each year. NR CAER's financial statements for presentation to the membership at the annual general meeting are based on that fiscal year end. The financial records will be audited once per year.

XVI. Inspection of Books by Members

A member intending to inspect the books and records of NR CAER must provide written notice to the Board 15 working days in advance of the date upon which they intend to inspect. A mutually satisfactory time and location will be arranged with the Secretary-Treasurer for the inspection; and time shall be of the essence.**Appendix A: Northeast Region Community**

Awareness Emergency Response (NR CAER) Association Boundary
Map: