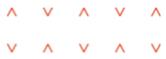


# BYLAWS

Code of Ethics and Guiding Principles of the Association

Effective Date: April 29, 2017



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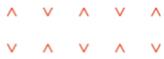
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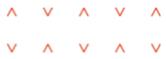
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## VISION, MISSION AND VALUES

### Vision

The Alberta Motor Transport Association represents all sectors of the highway transportation industry. We take a leadership role in enhancing workplace safety and fostering a healthy, vibrant industry. We are a proactive, dynamic association that is responsive to the needs of our members.

### Mission

We provide responsible leadership to our members by:

- Promoting and assisting in the establishment of high standards of safety and compliance for the safety of the public and our stakeholders.
- Developing and providing training for the motor transport industry to enhance workplace health and the reduction of injuries.
- Establishing a forum for networking and information sharing within the industry.
- Providing proven safety management principles.
- Advising government on matters concerning the highway transportation industry.
- Fostering and promoting a professional image of the industry.
- Offering value added services to increase the profitability of our members.

### Values

#### ***Respect***

We treat each other with respect, including behaviors of honesty, integrity, transparency, trust and an appreciation for diversity.

#### ***Collaboration***

We work together to advance AMTA and its safety mission in fostering relationships and in building community.

#### ***Celebration***

We come together in fun and enjoyment to recognize accomplishments and successes and to show appreciation.

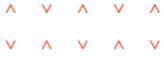
#### ***Support***

We support people through empowerment, providing a safe and caring workplace and providing opportunities for personal and professional growth.



***Accountability***

We are accountable, individually and collectively, to each other and to AMTA for our actions and for achieving our promises



## ARTICLE 1

### DEFINITIONS AND INTERPRETATION

#### 1. Definitions

- a) “The Act” means the *Societies Act of Alberta*.
- b) “Association” shall mean the Alberta Motor Transport Association (the “AMTA”).
- c) “Board” shall mean the Board of Directors of the Association.
- d) “Bylaws” shall mean these bylaws, as may be amended from time to time.
- e) “Motor Vehicle” means any heavy road vehicle used in the transportation of people, goods or materials such as motor coach, bus, tanker, truck etc.
- f) “General Meeting” means either an Annual General Meeting or a Special General Meeting.
- g) “Special Resolution” means a resolution passed by a majority of not less than three-fourths of the votes cast in person at a general meeting called in accordance herewith.

#### 2. Same Meaning

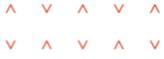
Unless otherwise defined in these Bylaws, words and expressions used in these Bylaws have the same meaning as in the Act.

#### 3. Gender and Number

In these Bylaws, unless the context otherwise requires, words using the singular include the plural, and vice-versa, and words importing the masculine include feminine, and words importing persons include corporations.

#### 4. Headings

The headings used throughout these Bylaws are inserted for convenience of reference only and are not to be considered in construing the meaning of the Bylaws.



## ARTICLE 2

### REGISTERED OFFICE

#### 1. Office

The Registered Office of the Association is in Rocky View at 285005 Wrangler Way SE, T1X 0K3, in the Province of Alberta, or at such other place in the Province of Alberta as the Board may determine from time to time.

## ARTICLE 3

### MEMBERSHIP

#### 1. Membership

Membership in the Association shall be comprised of either of the following:

- a) Any adult person, firm, partnership or corporation engaged in the transportation of goods or people by motor vehicle.
- b) Any adult person, firm, partnership or corporation, providing goods and/or services to businesses in the transportation of goods or people by motor vehicles.

Members of the Association include:

- Carrier Members: Companies that purchase a membership through the Compliance and Regulatory Affairs program for advocacy and lobbyist services, as well as safety training and compliance. Carrier Members are eligible for voting rights.
- Associate Carriers: Companies that support the safety training and services of the Association through the payment of WCB levies in the three industry codes 50714, 50701, and 57901. Associate Carriers are eligible for voting rights.
- Associate Suppliers: Members providing goods and/or services to businesses in the transportation of goods or people by motor vehicle. Associate members are non-voting members.

The criteria for membership to the Association will be established from time to time at the direction of the Association's Board of Directors.



## ARTICLE 4

### RIGHTS AND DUTIES OF A MEMBERS

1. Right to Vote

All Carrier Members and Associate Carriers of the Association in good standing shall have the right to vote at any General Meeting of the Association.

2. Good Standing

A Carrier Member and Associate Supplier shall cease to be in good standing upon the day following the date upon which such Member's dues are due and payable and are not paid.

3. Member May Terminate Membership

A Carrier Member and Associate Supplier may at any time terminate membership upon written notice to the AMTA, but no dues or any part thereof shall be refunded.

4. Designation of Voting Representative

A Member which is a firm, partnership or corporation must designate in writing to the Board their employee, officer or director nominee of such firm, partnership or corporation who shall be entitled to exercise the right to vote for such entity.

5. Individual Member to Vote in Person

A Member who is an individual must exercise their right to vote in person.

6. Duties of Members

Each Carrier Member and Associate Supplier on becoming a member of the Association agrees to:

- a) pay dues as prescribed, on or before the due date;
- b) notify the Association of any change in address; and
- c) complete to the best of their ability, any assignment accepted by them at the request of the AMTA.



## ARTICLE 5

### DUES

1. Dues

The dues for Carrier Member and Associate Supplier shall be determined by the Association with the Approval of the Board.

## ARTICLE 6

### GENERAL MEETINGS

1. Location of General Meetings

All General Meetings of the Association shall be held at such time and place within the Province of Alberta as the Board determines.

2. Notice of General Meetings

A notice of a General Meeting shall be served to each Member registered in the Association, Director and the Auditor of the Association.

3. Form of Notice of General Meetings

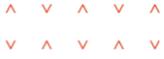
A General Meeting may be called on not less than twenty-one (21) days by written notice. The Notice will specify the day, hour and place of the meeting and the business of the meeting.

4. Quorum

A quorum of any General Meeting shall be thirty (30) Members.

5. Lack of Quorum

No business shall be transacted at a General Meeting unless a quorum is present at the time the meeting, and is required to proceed to business. If within thirty (30) minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved. In any other case, it shall stand adjourned to a day within fourteen (14) days on a mutually agreeable date and time in-person or through teleconference.



6. Voting

All votes shall be taken by a show of hands unless three eligible Members request a poll, or unless the Chair requests a poll.

7. Poll of Members

If a poll is requested, the poll shall be taken in such manner and at such time and place as the Chair directs, either at once or after an interval or adjournment, and the result of such poll shall be deemed to be the resolution of the meeting at which the poll was taken. The request for a poll may be withdrawn. In case of a dispute as to the admission or rejection of a vote, the Chair shall determine the same and such determination, made in good faith, shall be final and binding.

8. Meeting Chair

The Chairman of the Association shall preside as Chair of all meetings of the Board, and General Meetings of the Association. In the absence of the Chairman, the Senior Vice Chairman shall preside as Chair. In the absence of both the Chairman and the Senior Vice Chairman, the Past Chairman will preside as Chair.

9. Irregularities in Notice

No error or omission in giving notice of any Annual or General Meeting or any adjourned meeting, whether Annual or General, of the Members of the Association shall invalidate such meeting or make void any proceedings taken thereat and any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For purpose of sending notice to any Member, Director or Officer for any meeting or otherwise, the address of the Member, Director or Officer shall be his last address recorded on the books of the Association.

10. Annual General Meeting

The Annual General Meeting shall be held within one hundred eighty (180) days of the fiscal year end.

The following items of business shall be dealt with at each Annual General Meeting:

- a) consideration and receipt of the audited financial statements and the reports of the Board, auditors and Officers of the Association;
- b) the election/acclamation of Directors at large;
- c) the election/acclamation of the Vice Chairman and Senior Vice Chairman of the Board;
- d) the election/acclamation of the Chairman of the Board;



- e) the election of an auditor; and
- f) update on the strategy of the Association.

11. Member Business

Any Member may request that any matter be put on the agenda of a General Meeting, provided that such request is made three business days prior to the General Meeting.

12. Special Meetings

A special meeting of the Association may be called by the Board and, in any event, upon the request of twenty-five (25) Members.

## ARTICLE 7

### COMPOSITION OF THE BOARD OF DIRECTORS

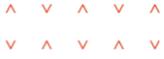
1. Composition of Board

The Board of Directors of the Association shall be composed of the Chairman of the Board, Senior Vice Chairman, Vice Chairman, Past Chairman, seven (7) Regional Directors, eight (8) Directors at Large and two (2) Board Mentors. Only persons who are a Member of the Association, are actively involved in the business of a Member and designated by such Member to be their representative, may be elected to and serve on the Board of Directors.

Each Past Chairman of the Association shall be appointed to the Board of Directors, upon completion of Term of Past Chairman, to serve continuously and indefinitely, without further nomination or election, for as long as they remain Active Members or are actively involved in the business of an Active Member. In any event, only one vote shall be permitted by that Member-Firm of the Association notwithstanding the number of elected directors and Past Chairman that Member-Firm may have represented on the Board of Directors.

Only previous board members who have recently retired from, or are in transition between businesses that are members of the Association, may serve as Board Mentors, with the approval of the Board.

There shall be an Executive Committee of the Board of Directors to whom the Board may delegate any or all powers granted to the Board by these bylaws that are not specifically reserved to the Board by Law. The Executive Committee shall consist of the immediate Past Chairman, The Chairman, Senior Vice Chairman, Vice Chairman, and the President, plus the appointed Past Board Chairmen.



## 2. Resignation

Any Director may resign as a Director by giving written notice to the Board.

## 3. Deemed Termination of Office

The office of a Director shall be deemed to have been vacated if the Director:

- a) is absent, from more than four (4) meetings of the Board, excluding absences excused by a vote of a simple majority of the Board;
- b) ceases to be a Member of the Association, or actively involved in the business of a Member nor designated by such Member to be their representative;
- c) is convicted of an indictable offence;
- d) becomes mentally or physically incompetent;
- e) is removed from office by the Members of the Association at a General Meeting in accordance with the provision of these Bylaws;
- f) becomes bankrupt or makes an assignment with his creditors; or
- g) has passed away.

## 4. Vacancy

- a) The Board may appoint any person qualified in accordance with these Bylaws as a Director to fill a vacancy.
- b) Any Director appointed to fill a vacancy shall hold office only until the close of the Annual General Meeting following his appointment, unless the person is elected as a Director at the Annual General Meeting.

## 5. Removal of Directors

Any Director may be removed from office without reason by the vote of the majority of the Members present at a General Meeting of the Association where notice specifying the intention to pass a resolution requiring the removal of the Director before the completion of the term of office has been given with the notice of the General Meeting.



## ARTICLE 8

### OFFICERS

1. Officers of the Association

The Officers of the Association shall consist of a Chairman of the Board, Senior Vice Chairman, Vice Chairman, and Past Chairman.

2. Term of Vice Chairman

The Vice Chairman shall be elected for a four-year term. After completion of the first year of the term as Vice Chairman, he/she shall serve a one (1) year term as Senior Vice Chairman, followed by a one (1) year term as Chairman of the Board, followed by a one (1) year term as Past Chairman.

3. Election of Vice Chairman

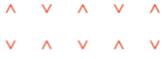
The Vice Chairman shall be elected at the Annual General Meeting by the Members in attendance. A candidate may be presented by the Nominating Committee and additional nominations may be made by Members, provided that such nominations are submitted in writing to the Chairman of the Board at least three (3) days before the Annual General Meeting. All such nominations must be made by a Member, seconded by a Member, and include the signed consent of the nominee Member.

4. Removal of Officers

The Vice Chairman, the Senior Vice Chairman, the Chairman of the Board or the Past Chairman may be removed from office without reason by the vote of the majority of the Members present at a General Meeting of the Association where notice specifying the intention to pass a resolution requiring the removal of any of the said Officers before the completion of their term of office has been given with the notice of the General Meeting.

5. Vacancy

- a) If the Office of the Vice Chairman is vacated, the Board shall call a General Meeting within sixty (60) days of such vacancy occurring, for the purpose of electing a new Vice Chairman to complete the vacated term of office.
- b) If the Office of the Chairman of the Board is vacated, the Senior Vice Chairman shall immediately become the Chairman of the Board and the Board shall call a General Meeting within sixty (60) days of such vacancy occurring for the purpose of electing a new Vice Chairman.



- c) If the office of the Past Chairman is vacated the Board shall elect from amongst the Directors a person to perform the duties of the Past Chairman.

## ARTICLE 9

### DUTIES OF ELECTED OFFICERS

1. Chairman of the Board

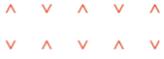
The Chairman of the Board is required to be engaged and collaborative with the Association's President. The Chairman is responsible for leading the board and setting the tone for all AMTA members.

The Chairman of the Board shall:

- a) represent the Association's position in all stakeholder forums, voicing and representing the needs of the industry;
- b) ensure the due observance of the Bylaws
- c) preside as Chair at all meetings of the Board and General Meetings;
- d) present a written report of the work and progress of the Association at the Annual General Meeting; and
- e) be a non-voting ex-officio member of all committees, unless in the event of a tie vote.

2. Senior Vice Chairman

- a) in the absence or disability of the Chairman of the Board, perform the duties and exercise the powers of the Chairman of the Board;
- b) assist the Chairman of the Board in the exercising of his duties; and
- c) shall perform such other duties as may be imposed upon him by the Board.
- d) Chair the audit committee and report to the Board monthly, as well as at the AGM.



3. Vice Chairman

The Vice Chairman shall:

- a) in the absence or disability of the Senior Vice Chairman or Chairman of the Board, perform the duties and exercise the powers of the Chairman of the Board;
- b) assist the Chairman of the Board in the exercising of his duties; and
- c) shall perform such other duties as may be imposed upon him by the Board.

4. Immediate Past Chairman

The Immediate Past Chairman shall:

- a) perform the duties and have the power of the Senior Vice Chairman or Chairman of the Board in the absence or disability of the Vice Chairman; and
- b) serve as Chair of the Nominating Committee.

5. Duties of the Executive Assistant to the President

The Executive Assistant to the President shall:

- a) attend all meetings of the Board and General Meetings of the Association,
- b) be responsible for the taking and keeping of all minutes at all meetings of the Board and the General Meetings of the Association
- c) ensure that all votes and the minutes of all meetings be recorded in a book or books to be kept for that purpose
- d) when required, perform like duties for the committees of the Board;
- e) give notice of all meetings of the Members and of the Board; and
- f) be responsible for preparing and keeping all other books and records of the Board other than those books and records of a financial nature prepared by the Director of Finance, for which the Senior Vice Chairman is responsible.

## **ARTICLE 10**

### **DIRECTORS**

1. Term of Director

Directors shall be elected for a two-year term.



2. Staggered Terms

Three (3) and four (4) Regional Directors and two (2) and four (4) Directors at Large will be elected annually.

3. Eligibility to Vote for Regional Director

For the purposes of voting for the Regional Directors, Members shall declare themselves eligible in only one region.

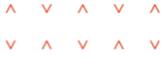
4. Regional Directors

The seven (7) Regional Directors shall be elected from, and by the Members in the geographical regions of:

- a) **Southern:** representing Members who are located or operating generally in the area in Alberta on and south of the Trans-Canada Highway, excluding Calgary;
- b) **Central:** representing Members who are located or operating generally in the area in Alberta between the Yellowhead Highway and the Trans-Canada Highway, excluding Calgary and Edmonton;
- c) **Northwestern:** representing Members who are located or operating generally in the area in Alberta on and north of the Yellowhead Highway and in the western half of the province, excluding Edmonton;
- d) **Northeastern:** representing Members who are located or operating generally in the area of Alberta on and north of the Yellowhead Highway and in the eastern half of the province, excluding Edmonton;
- e) **Calgary:** representing Members who are located or operating generally within the Calgary city limits; and
- f) **Edmonton:** representing Members who are located or operating generally within the Edmonton city limits.
- g) **Fort McMurray:** representing Members who are located or operating generally within the Fort McMurray area.

5. Duties of Regional Directors

Regional Directors are responsible for bridging the gap with members, their issues and concerns within their respective regions with the Association. Through the facilitation of the Association's Regional Meetings, it is the responsibility of the Regional Director to actively engage and participate at these meetings, and to report on all issues from, to and on behalf of the Board of Directors.



## 6. Election of Regional Directors

- a) Elections for Regional Directors will be held at a location within the region not more than sixty (60) days prior to the Annual General Meeting, with the term of office will commence at the close of the Annual General Meeting.
- b) Notice of the Regional Meetings will be given to all Members at least twenty-one (21) days prior to the date of the first Regional Meeting.
- c) Nominations for Regional Directors must be submitted in writing by a Member, seconded by a Member, and include the signed consent of the nominee. Nominations must be received by the President not less than three (3) days before the Regional Meeting.
- d) A quorum at a Regional Meeting shall be 50% of members in attendance. Only Members in attendance may vote.
- e) In the event that a regional meeting is not being held in any of the seven regions identified in 10.4, it is the responsibility of the Board to appoint a Regional Director for this region.

## 7. Directors at Large

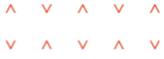
Directors at Large shall be elected at the Annual General Meeting by the Members in attendance. Candidates may be nominated from a slate prepared by the Nominating Committee or nominations may be made by Members, provided that such nominations are submitted in writing to the Chairman of the Board at least three (3) days before the Annual General Meeting. All such nominations must be made by a Member, seconded by a Member, and include the signed consent of the nominee Member.

## 8. Duties of Directors at Large

Directors at Large are to engage with the Association by chairing, participating in and reporting on the Association's committees and advisory councils. The Directors may be invited to attend stakeholder forums to represent the Association and industry in the event that an officer of the Association is unable to attend such forums, and/or their contribution will be beneficial considering the nature of the forum.

## 9. Board Mentor

Board Mentors shall be appointed at any meeting of the Board of Directors. Candidates may be selected and appointed by the Chairman of the Board for a two-year period to serve in this capacity.



## 10. Duties of Board Mentors

Board Mentors provide input on AMTA issues and share historical knowledge on past issues that may affect the framing of current policy positions. Like other directors of the Board, Board Mentors will have voting rights during their tenure on the board.

## **ARTICLE 11**

### **CONDUCTION OF ELECTIONS**

#### 1. Manner and Timing of Elections

The Board shall determine the manner and the time in which the annual elections are held for Directors of the Board and the Vice Chairman.

#### 2. Returning Officer/Scrutineers

Administration of the elections shall be under the management of the President who shall act as the Returning Officer, and will be responsible for appointing two (2) staff members to act as scrutineers for the election.

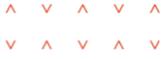
## **ARTICLE 12**

### **POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

#### 1. Powers and Capacity of the Board

In addition to other specific duties and powers assigned elsewhere in the Bylaws, the Board shall:

- a) prepare general policies and actions for consideration by the membership;
- b) plan and monitor the Association's strategic direction;
- c) be responsible for the affairs of the Association;
- d) regularly monitor the Association's performance;
- e) appoint, monitor and at their discretion remove or suspend the Chairman of the Board;



- f) ensure the systems and practices are in place for the fiscal and asset risk management of the Association;
- g) institute, conduct, defend, compound or abandon any legal proceedings by or against the Association, or its officers;
- h) have the power and authority to borrow money for and on behalf of the Association in any manner and without limit to amount on the credit of the Association, and in such amounts as they think proper and may cause to be executed mortgages and pledges of the real and personal property and rights of the Association and may cause to be signed bills, notes, contracts and other evidence of indebtedness;
- i) approve the expenditure of all monies of the Association;
- j) make banking arrangements with such bank or banks as it determines provided that cheques shall carry the signature of such persons as may be authorized from time to time by the Board; and
- k) require the auditor to conduct an audit of the books, records and accounts of the Association at the end of each fiscal year and report to the Annual General Meeting.

## 2. Delegation by Board

The Board may delegate the management of the activities of the Association to any person or persons or committee, provided that no such delegation shall be irrevocable and that the activities and affairs of the Association shall be managed and all powers of the Association shall be exercised under the ultimate direction and accountability of the Board.

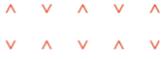
## **ARTICLE 13**

### **REQUIREMENTS OF THE BOARD OF DIRECTORS**

#### 1. Conduct of Directors

The Directors shall:

- a) act honestly and in good faith with a view to the best interests of the Association; and
- b) exercise the care, skill and diligence that a reasonably prudent person would exercise in comparable circumstances.



2. Validity

An act of a Director or Officer is valid notwithstanding any irregularity in the election or appointment of the Director or Officer.

3. Confidentiality

The Directors shall adhere to the Code of Conduct outlined in the Association's Governance Policy (Item 4 of B-11) where they shall not use Board information for their own benefit or advantage.

4. Declaration of Interest

It is the responsibility of each Director or Officer to declare their interest in or association with any specified firm, syndicate or association that may be deemed in a conflict relationship with their position as Director or Officer of the Association.

## ARTICLE 14

### PROCEEDINGS OF THE BOARD OF DIRECTORS

1. Frequency of Board Meetings

Meetings of the Board shall be held at least 9 times per year and at such other times as the Chairman of the Board deems advisable. It is mandatory that the Board of Directors must attend five (5) out of nine (9) meetings per annum. Absences from more than four (4) out of nine (9) meetings as referenced in 7.3a may result in a vacation of office.

2. Location of Board Meetings

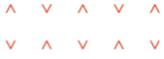
The time and place of the Board meeting may be determined by the Chair, provided a minimum of 72 hours verbal or e-mailed notice of such a meeting is given to each Director.

3. Quorum

A simple majority of the members of the Board shall constitute a quorum.

4. Capacity

A meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the Bylaws of the



Association.

5. Vote of Chair

The Chair shall have no vote except in the event of a tie when he shall have the deciding vote.

6. Voting

Resolutions of the Board shall be decided by a majority vote of the members present.

7. Remuneration of Directors and Officers

No Officer or Director shall receive any remuneration for the holding of such office, unless approved by the Board.

7.1 Attendance of Delegated Board Members to CTA Annual Meetings

The Board Members of the AMTA delegated to represent Alberta on the Canadian Trucking Alliance (CTA) Board of Directors will be reimbursed for expenses accumulated due to their attendance at the Spring and Fall CTA Annual Meetings, up to a maximum of \$1,000 per Annual Meeting, per year in accordance to governance policy B-14.

8. Minutes

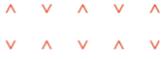
Minutes of all resolutions and proceedings of the Board shall be documented, distributed and approved by the Board.

9. Resolution Signed by All Board Members

A resolution signed by all members of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board.

10. Telephone Participation in Meetings

Members of the Board may participate in a meeting of the Board or any committee thereof by telephone or other similar communications equipment, so long as all members can hear each other and may actively participate in the meeting. Participation in a meeting pursuant to this clause constitutes presence in person at such meeting.



## ARTICLE 15

### COMMITTEES

1. Establishment of Committees

Standing Committees of the Association shall be established or amended by Special Resolution. Other ad hoc and special committees may be established or dissolved by resolution from time to time.

2. Appointment of Committee Members

Subject to the provisions of these Bylaws, all board-established ad-hoc committee members shall be re-appointed, revised or disbanded annually by a resolution of the Board.

3. Restrictions on Committees

No committee shall have the power to obligate the Association to any financial outlay or to commit it to any contract, agreement or other arrangement, unless specifically authorized by the Board.

4. Committee Meetings

Committees shall meet at the call of their respective Chair.

5. Notice of Committee Meetings

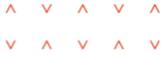
Notice of a meeting of a committee shall be provided to the committee members and the Chairman of the Board at least seventy-two (72) hours prior to the meeting. No notice of meeting shall be necessary if all of the members thereof, including the Chairman of the Board, are present or if those absent waive notice of or otherwise signify their consent to the meeting in writing.

6. Quorum

A quorum of a simple majority of the committee members is required to conduct committee business.

7. Minutes of Committee Meetings

The committees shall keep minutes of its proceedings and submit a report of activities to the following meeting of the Board.



## 8. Standing Committees

The standing committees of the Association are:

- a) Executive Committee
- b) Nominating Committee; and
- c) Finance Committee

## 9. Executive Committee

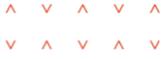
- a) The Board may delegate to the Executive Committee any or all powers granted to the Board by these Bylaws that are not specifically reserved to the Board by law.
- b) The actions of the Executive Committee will be brought forward to the Board meeting immediately following the meeting of the Executive Committee for ratification.
- c) The Executive Committee shall consist of the Officers and the President of the Association.

## 10. Nominating Committee

- a) The Nominating Committee shall be composed of the Past-Chairman, who will serve as Chair and up to two (2) other Members, as selected by the Chair and approved by the Board.
- b) The Nominating Committee shall:
  - i. prepare a list or ballot of names for presentation to the Membership for election of the Directors at Large and for the Senior Vice Chairman at the Annual General Meeting; and
  - ii. assist the Board with nominations and appointments.

## 11. Finance Committee

- a) The Finance Committee shall be composed of the Senior Vice Chairman, and up to two (2) other Members, as selected by the Chair and approved by the Board.
- b) The Finance Committee shall:
  - i. have responsibility for the review and approve the monthly unaudited interim financial statements of the Association, and present it to the board;



- ii. review the audited financial statements and advise the Board as to the fairness and accuracy of the statements;
- iii. advise the Board as to the adequacy of existing financial controls and processes;
- iv. present to the Annual General Meeting, the audited financial statements for the fiscal year;
- v. present to the Annual General Meeting the nominee for auditor; and
- vi. provide policy advice to the Board.

## ARTICLE 16

### PRESIDENT

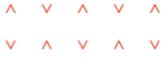
#### 1. Accountability of the President

The President will be appointed by and be accountable to the Board.

#### 2. Responsibilities of the President

The President shall be responsible to the Board for:

- a) general management and administration of the Association;
- b) implementation of Association policy and programs;
- c) providing information and communications to monitor and evaluate the policies and programs of the Association;
- d) ensuring the systems and practices are in place for the fiscal and asset risk management of the Association;
- e) providing counsel and information;
- f) short and long term planning for the retention and expansion of the Membership;
- g) ensuring the Association is complying with all relevant and binding legislation and regulations; and
- h) attending General, Board and other Association meetings.



## ARTICLE 17

### PERSONAL INDEMNITY

#### 1. Indemnity

Subject to the limitations, if any, set forth in the Act, the Association shall indemnify each and every Director and Officer of the Association, and any other person, their respective heirs and legal representatives (an “Indemnity”), for acting or having acted on behalf of the Association as a Director, Officer or otherwise at the request of the Association, against any and all liability and all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the Indemnity in respect of any civil, criminal or administrative action, suit or proceeding that is proposed or commenced against an Indemnity for or in respect of the execution of their duties or at the request of the Association, provided;

- a) the Indemnity acted honestly and in good faith with a view to the best interests of the Association, and
- b) in the case of criminal or administrative action or proceeding that is enforced by a monetary penalty, the Indemnity has reasonable grounds for believing his conduct was lawful.

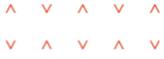
The indemnity granted herein shall apply notwithstanding any fees or any remuneration paid to the Director while that person is a Director or Officer of the Association.

#### 2. Protection from Liability

Each Director and Officer shall not be liable for but instead shall be indemnified for and against:

- a) the acts, receipts, neglects, and defaults of any other Director, Officer or employee of the Association;
- b) joining in any act, neglect or default for conformity; or
- c) any other loss, damage or misfortune whatsoever which shall happen in the execution of the duties of the office of the Director or Officer as the case may be or in relation thereto;

provided that the powers exercised and the duties discharged by the Director were honestly performed and in good faith with a view to the best interests of the Association and with the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.



3. Insurance

Subject to any limitation contained in the Act, if any, the Association may purchase and maintain for the protection of its Officers, Directors and their heirs, executors, administrators and other personal representatives and estates such insurance as the Board may from time to time determine.

4. Fidelity Bonds

The Board may require such Officers, Directors, employees and agents of the Association, as the Board may deem advisable, to furnish at the expense of the Association bonds for the faithful discharge of their duties in such form and with such surety as the Board may from time to time prescribe.

5. No Relief from the Act

Nothing in these Bylaws shall relieve the Director from the duty to act in accordance with the provisions of The Societies Act (Alberta) and the regulations thereunder or from liability for any breach thereof.

## ARTICLE 18

### MISCELLANEOUS

1. Inspection of Records

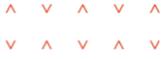
The books and records of the Association may be inspected by a Member, after giving reasonable notice at such time and place and on such terms as the Board may direct.

2. Audit

The books, accounts and financial records of the Association shall be audited annually by a duly qualified accountant elected for that purpose at the Annual General Meeting. A complete and proper statement of the standing of the books of the Association for the previous year shall be submitted by such auditor at the Annual General Meeting of the Association.

3. Fiscal Year End

The fiscal year of the Association shall be the calendar year.



#### 4. Borrowing Powers

For the purposes of carrying out its objective, the Association may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the Association, and in no case, shall debentures be issued without the sanction of a special resolution of the Association.

#### 5. Amendments to the Bylaws

- a) The Bylaws may be rescinded or changed by a Special Resolution of Members present at any General Meeting.
- b) Any requested amendment shall be filed with the Chair at least forty-five (45) days prior to the Annual General Meeting.
- c) Notice of such meeting shall state any proposed amendment of the Bylaws.

#### 6. Seal

The Seal of the Association shall be kept in the custody of such Officer or person as the Board may designate and shall not be affixed to any instrument except by authority of the Board and in the presence of such Officers as the Board may prescribe.

#### 7. Execution of Documents

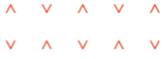
All deeds, transfers, licenses or other documents of importance signed on behalf of the Association shall be:

- a) authorized by formal resolution of the Board; and
- b) signed in the registered name of the Association by such Directors and Officers of the Association who may be directed to be signing authorities for the Association by resolution of the Board.

##### 7.1 Delegation of Authority

###### **Contracts**

- a) Contracts with a total value exceeding \$100,000 shall require Board approval along with the approval from the President of the Association.
- b) Contracts with a total value between \$50,000 - \$100,000 shall require approval from the President of the Association.
- c) Contracts with a total value less than \$50,000 shall require approval from the President of the Association, or the Finance Director.



### Payments

- a) Cheques or electronic payments of a total value of \$10,000 or more shall require approval from the Board of Directors through the approved signing authorities approved by the Board.

Cheques or electronic payments of a total value under \$10,000 shall require approval of two of the following: The President of the Association, Finance Director and authorized staff signatories approved by the Board.

### APPROVAL

*The Bylaws of the Alberta Motor Transport Association is hereby approved by the members of the Association present at the April 29, 2017 Annual General Meeting.*

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Gene Orlick  
Chairman of the Board  
**Alberta Motor Transport Association**

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Date

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Grant Mitchell  
Senior Vice-Chairman of the Board  
**Alberta Motor Transport Association**

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Date

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Lorraine Card  
President  
**Alberta Motor Transport Association**

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Date