

SYNERGY ALBERTA SOCIETY
Bylaws
October 2009

MEMBERSHIP

- 1.0** Membership in Synergy Alberta is open to Alberta community synergy groups which have committed to the fundamental principles of Synergy Alberta, have submitted the membership application, and paid the required fee, as set from time to time by the Board. Members shall have the right to appoint one individual to vote at the Annual General Meeting, general and special general meetings.
- 2.0** Individuals, corporations, and government bodies or departments which endorse Synergy Alberta's fundamental principles are eligible to become Friends of Synergy Alberta, a non-voting affiliation, upon completion of the application and payment of the required fee, as set from time to time by the Board. This provides an avenue for individuals and organizations who share a passion for synergy, but who do not represent a synergy group, to support the work of Synergy Alberta.
- 3.0** Any Member wishing to withdraw from membership may do so upon written notice to the Board. Where fees or assessments have been set, any Member in arrears shall, after a period of six months, be deemed to have resigned from the Society, and shall not be entitled to any membership privileges or powers until reinstated.
- 4.0** Any Member, upon a majority vote of all the voting representatives of Members of the Society present at a duly constituted meeting or by a unanimous decision of the Board, may be suspended or expelled from membership for any cause which the Society may deem reasonable.

BOARD OF DIRECTORS

- 5.0** The Board of Directors shall consist of a maximum of ten (10) Board Directors, who shall either be elected at the Annual General Meeting or appointed (as per Article 6.0) for a term of three (3) years, and may be re-elected/re-appointed for a maximum of three (3) consecutive terms. The Board shall have full management and control of the Society, subject to applicable legislation, any by-laws or directions determined by majority vote at a duly called and constituted general or Annual General meeting, and any policies adopted by the Board.
- 6.0** To understand and bring forward the diversity of perspectives inherent in Synergy Groups in Alberta, the Board shall be constituted of individuals from the following sectors:
 - Four (4) elected community Directors, embodying as wide a range of points of view as possible, such as landowner, agricultural, First Nations, Métis, business, recreational, environmental, rural, and urban perspectives
 - Three (3) industry Directors, consisting of one (1) appointed Canadian Association of Petroleum Producers (CAPP) or the Small Explorers and Producers Association of Canada (SEPAC) representative and two (2) others, elected
 - Three (3) appointed government Directors, consisting of one (1) Energy Resources Conservation Board (ERCB) representative and two (2) others

- 7.0 Any individual who belongs to a Member organization or is an individual Friend or part of a corporate or government Friend of Synergy Alberta may be elected by the membership or appointed as a Board Director, in accordance with the criteria in 6.0 above. Nominees for election must indicate why they believe the perspective they bring forward will add value to Synergy Alberta. Individuals who meet the criteria, who are present at the meeting at which they are elected and who do not refuse the election or who, if not in attendance, have provided written prior consent to their election, shall be deemed Directors on the Synergy Alberta Board.
- 8.0 Any Director, upon a majority vote of all the voting representatives of Members in good standing, may be removed from office for any cause that the Society may deem reasonable.
- 9.0 To be able to effectively present a point of view, a Board Director must work to become informed about and be able to understand relevant issues and concerns as they apply to the vision and mission of Synergy Alberta.
- 10.0 Elections to fill any outstanding vacancies or expired terms on the Board of Directors shall be held at the Annual General Meeting. Directors elected to the Board shall serve until their successors are elected and installed. Vacancies occurring during the year shall be filled through appointment by the Board at the next regular Board meeting, provided that a statement of intention to do so has been included in the notice of meeting. Any Member or Friend in good standing is eligible to serve on the Board of Directors (within the criteria in 6.0 and 7.0 above) and any Director may hold office on the Board.

OFFICERS OF THE BOARD

- 11.0 At the first regular meeting following each Annual General Meeting, or if an office becomes vacant, the Board shall elect the officers of the Board, which shall be two (2) Co-Chairs (from different sectors), a Secretary, and a Treasurer. The offices of Secretary and Treasurer may be filled by one person. Term of office is one (1) year, and officers shall serve until their successors are elected and installed. Any officer may be removed from office, upon presentation of reasonable cause, by a two-thirds majority of the Board.
- 12.0 The Co-Chairs shall be *ex officio* to all Board committees, and shall determine responsibility between them. One Co-Chair shall preside at each Board meeting, according to their own determination. If both Co-Chairs are absent, the Board shall appoint a temporary Chair for that meeting.
- 13.0 The Secretary shall ensure that accurate minutes of all Society meetings are recorded and kept, and that Society correspondence is promptly and properly dealt with and filed. The Secretary shall have charge of the Seal of the Society, which, whenever used, shall be authenticated by the signatures of the Co-Chair presiding and the Secretary. The Secretary shall be responsible for ensuring that a current record and contact list of all the Members and Friends of the Society are kept, that any annual fees or assessments are collected and deposited, and that required notices of meetings are sent. In case of the absence of the Secretary, the Secretary's duties shall be discharged by a person designated to do so by the Board.
- 14.0 The Treasurer shall ensure the receipt of all monies paid to the Society, and their prompt deposit in the Bank, Trust Company, Credit Union, or Treasury Branch designated by the Board. The Treasurer shall be responsible for ensuring that Society funds are handled according to generally accepted accounting and bookkeeping principles, and that proper financial records and reports are kept. The Treasurer shall ensure that a financial summary

is presented to each Board meeting, and an annual financial report, including a duly audited financial statement, to the Annual General Meeting.

AUDIT

- 15.0** The fiscal year of the Society shall be April 01 to March 31. The books, accounts, and records of the Society shall undergo a Review by a duly qualified accountant. An audit of the books will be performed by two (2) members of the Board duly evidenced by their signatures on the financial statements prepared. A complete and proper statement of the financial records for the previous year shall be submitted for presentation at each Annual General Meeting.
- 16.0** The books, records, bylaws, and policies of the Society may be inspected by any Member at the Annual General Meeting, or at any other time upon reasonable notice and arrangement of a time satisfactory to the Treasurer or designate. Each Board Director shall have access at all reasonable times to the Society's books, records, bylaws, and policies.

MEETINGS

- 17.0** The Society shall hold an Annual General Meeting on or before November 30 each year, generally in conjunction with the Annual Synergy Alberta Conference. Written notice shall be delivered by mail twenty-one (21) days prior to the date of the meeting to the last known address of each member in good standing.
- 18.0** Regular meetings of the Board shall be held as often as required, but at least once every three (3) months, and such meetings shall be called by the Co-Chairs. A special Board meeting may be called at the request of any two Directors to the Co-Chairs; the written request must set forth the reasons for such a meeting. Regular and special meetings of the Board shall be called by ten (10) days mailed notice, or three (3) days notice by facsimile, telephone, or electronic mail.
- 19.0** General meetings of the Society may be called at any time upon the instruction of the Co-Chairs or Board. Written notice shall be delivered by mail eight (8) days prior to the date of the meeting to the last known address of each Member in good standing.
- 20.0** Special meetings of the Society shall be called by the Co-Chairs upon receipt of a petition signed by at least one-third of the Members in good standing, setting forth the reasons for such a meeting. Written notice shall be delivered by mail eight (8) days prior to the date of the meeting to the last known address of each Member in good standing.
- 21.0** Quorum for a regular Board meeting shall be 50% of the Directors currently in office. A meeting may proceed without a quorum, but decisions made at such a meeting must be ratified at the next regular Board meeting, or they shall be declared null and void. Quorum for a general or special meeting shall be 10% of the currently registered membership.

VOTING

- 22.0** Any Member in good standing who has not withdrawn nor been suspended or expelled from membership is entitled to appoint one representative to vote at any general or special meeting of the Society. Such votes must be made in person and not by proxy or otherwise.
- 23.0** Each Board Director is entitled to one vote on the Board. Such votes may be made in person, or by facsimile, telephone, or email under circumstances where a decision is required and the Board is unable to physically meet.

- 24.0** In the event of an emergency, the Executive Committee (Co-Chairs, Secretary, and Treasurer) may act on behalf of the Board when the Board cannot meet or a quorum of Board members cannot be reached for a decision. Any such decisions must be in accordance with Synergy Alberta's vision, mission, bylaws, and policies, as well as applicable legislation, and must reported to the Board at the next regular meeting.

REMUNERATION

- 25.0** Board Directors and Officers serve on the Synergy Alberta Board on a voluntary basis and shall not receive remuneration for services provided other than reimbursement for reasonable, pre-approved travel expenses associated with Board duties and Board and Society meetings and the option of a daily stipend for community Directors for such meetings.

BORROWING POWERS

- 26.0** For the purpose of carrying out its objectives, the Society may borrow or raise or secure the payment of money in ways consistent with its vision, mission, bylaws, and policies, including the issue of debentures. This power shall be exercised only under the authority of the Society by way of a special resolution.

BYLAWS

- 27.0** These bylaws of the Society may be rescinded, altered, or amended by a special resolution of the Members.

Dated this 26th day of October, 2009 in the City of Red Deer in the Province of Alberta.

Iris English, Co-Chair

Jim Kiss, Treasurer

Review dates: February, 2006, June 2007, October 2007, June 2008, September 19, 2008; September 18, 2009, October 26, 2009

Approval dates: June 28, 2006, February 10, 2006, March 17, 2006, October 28, 2007, January 18, 2008, March 14, 2008, September 19, 2008, October 27, 2008, October 26, 2009