



BYLAWS

November 2023

Approved by the Membership

1. NAME, MISSION AND VISION

1.1. *Name*

The organization shall be called the Alberta International Medical Graduate Association, hereafter referred to as AIMGA or the Association.

1.2. *Bylaws*

This document is the general bylaws of AIMGA. These bylaws regulate the transaction of business and affairs of AIMGA.

1.3. *Mission*

AIMGA is committed to the responsible, informed, and equitable integration of international graduate physicians into the Canadian Healthcare System. The Association aims for the recognition of skills and experience gained outside Canada, without compromising current Canadian medical ideals or standards.

1.4. *Our Vision*

Our vision is to integrate IMGs into the Alberta health care system, thus working towards the benefit of the growing population of Alberta.

2. STATUS

AIMGA is a registered non-profit association.

3. GENERAL MEMBERSHIP

3.1. *Membership Criteria*

Any International Medical Graduate (IMG) who supports the objectives and positions of AIMGA may become a member. Community members who are also interested in the objectives of the AIMGA may also join. Members must be in good standing with AIMGA in order to serve as representatives on the Board of Directors. A member in good standing is an individual who has remained current on organization dues and payments. A member who is an IMG is required to have a complete profile to register for AIMGA's programs and services.

3.2. ***Membership Role***

The Board of Directors and AIMGA staff will update the general membership on the progress of the association through various means of communication. The general membership may be consulted on substantive issues relevant to the association. The general membership will be encouraged to participate through online surveys, focus groups, working groups, ad hoc committees and other initiatives.

3.3. ***Membership Dues***

The Board of Directors set membership dues, with the power to waive them if and when necessary. Membership dues for clients with refugee status will be automatically waived.

3.4. ***Renewal of Membership***

Membership can be renewed anytime of the year. Memberships are extended by one year from the date of expiration upon payment. Membership is renewed by paying the required membership fees. All members in good standing may vote on any issue via the online ballot system sent out prior to the AGM.

Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date, the members in default shall automatically cease to be members of the organization and unable to participate in AIMGA activities until renewal of their membership.

3.5. ***Resignation of Members***

A member must give written notice of resignation, by regular mail, fax or email to AIMGA's Administrative Staff (i.e. the Program Administrator or Executive Director). A resignation is effective upon tender. No refund of membership dues will be provided.

3.6. ***Membership Termination***

The board shall, upon suspension of a member, also select a date for a Board Meeting to consider the membership of an individual. Such meeting shall not be more than 90 days from the date of suspension of the member.

Reasons for termination may include not being in accordance with the bylaws, conducting themselves in an unprofessional manner, being convicted of a criminal charge, or defaming the reputation of AIMGA or

participating in any activity against the interests of AIMGA and its membership.

Upon termination, the member shall not use the name for his/her benefit.

At the Board Meeting referred to above, the Board members in attendance shall vote on a motion to terminate the membership of an individual. Such motion shall require a $\frac{3}{4}$ vote in favour to carry, and if not carried, the suspension of the membership shall be lifted.

Regardless of bylaws above, any individual being suspended may request a meeting with the Board of Directors to present their objections to the suspension.

If a membership is terminated, such individual shall not be eligible to join the Association unless approved by a $\frac{3}{4}$ vote of the Board at a duly called meeting of the Board of Directors.

Except as provided above, an associate may rejoin at any time as long as the applicant meet the criteria for membership as laid out in 3.1.

3.7. *Membership not Transferable*

Membership is not transferable.

3.8. *Meetings*

The Board of Directors may call general meetings if needed. In the event that an emergent decision should be made through the general membership, the Board Chair shall call for a special meeting with at least 48 hours' notice. For all other circumstances a General Meeting will require seven days' notice. Members will be notified through email. Those in attendance will then form a quorum of no less than 10% of the active membership on behalf of the association. All members in good standing have voting rights at General Meetings.

Members, other than those representing the Board of Directors, do not have voting rights at the Board of Directors meetings.

A Special Meeting may be requested in writing to any member of the Executive. Such request should comprise of 50 or more members in good standing of the Association by signing a petition. The Board of Directors shall be responsible for setting the date of a meeting.

3.9. *Notice of Annual General Meeting*

The AGM shall be held once a year within nine (9) months of the financial year end (that is, anytime from April 1 to December 31). Members will be

given at least twenty-one (21) days' notice of an annual general meeting. Notices will be posted to a notice board where information respecting the organization's activities is regularly posted and that is located within AIMGA's respective offices. A public notification of the annual general meeting will be sent electronically to all members during the period of twenty-one (21) days before the meeting.

3.10. Voting

All members in good standing have voting rights. The minimum number of individuals needed to carry on business at a general meeting will be 10% of the active membership. Majority will carry the motion.

All members will have one vote in accordance to their membership so long as they are a member in good standing.

An associate is an IMG who is no longer in good standing. Associates are also community members interested in the objectives of AIMGA and hold a membership. Associate members will have no voting rights in any matters of the association.

3.11. Absentee Voting

Due to the volume of AIMGA members, voting will be done online prior to the annual general meeting by means of electronic format (i.e., online ballot). Online voting will close a minimum of one (1) day prior to the annual general meeting.

Votes will be collected, counted, and reported at the annual general meeting.

3.12. Mediation and Arbitration

Disputes or controversies among members, directors, officers, committee members, or volunteers of the organization are as much as possible to be resolved in accordance with mediation or arbitration standards.

3.13. Dispute Resolution Mechanism

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Association arising out of or related to any aspect of the operations of the Association is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the

Association, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- a. The dispute or controversy shall first be submitted to the Board Chair whereby the Board Chair will meet with the Board of Directors to form a Personnel Committee. The Chair will appoint one mediator/representative, the other party will appoint one mediator/representative, and the two mediators so appointed jointly appoint a third mediator/representative. The three mediators/representatives 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 two upon agreement of the parties.
- c. If the parties are not successful in resolving the dispute through mediation, then the parties agree that 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 provincial legislation where the registered office of the organization is situated. 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.
- d. All costs 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.

4. BOARD OF DIRECTORS

4.1. *Membership*

The affairs of AIMGA shall be governed by the Board of Directors, hereafter referred to as “the Board”. The Board will be composed of the following positions: Chair, Vice Chair, Secretary, Treasurer and Directors at Large. The minimum number of Board members is five and the maximum is nine.

Positions within the Board (Chair, Vice-Chair, Treasurer, Secretary and Directors at Large) will be determined by the Board itself through nomination and a subsequent vote. The terms for Board positions are two years. For the positions that are appointed, they shall have the following duties associated with their positions:

- a. **Chair of the Board** - The chair of the board, if one is to be appointed, shall be a director. The chair of the board, if any, shall, when present, preside at all meetings of the board of directors and of the members. The chair shall have such other duties and powers as the board may specify.
- b. **Vice-Chair of the Board** - The vice-chair of the board, if one is to be appointed, shall be a director. If the chair of the board is absent or is unable or refuses to act, the vice-chair of the board, if any, shall, when present, preside at all meetings of the board of directors and of the members. The vice-chair shall have such other duties and powers as the board may specify.
- c. **Secretary** - If appointed, the secretary shall attend and be the secretary of all meetings of the board, members and committees of the board. The secretary shall enter or cause to be entered in the Organization's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Organization.
- d. **Treasurer** - If appointed, the treasurer shall have such powers and duties as the board may specify.

Board members will ideally have experience or knowledge in one or more of the following areas: Board Governance, Financial Management & Resources, Fund Raising, Program Development, Related Organizations, Public Relations, Political Community, Advocacy, Not-for-Profit Law and the Alberta Health Care System. Board Members who do not have experience with Board governance will be required to attend some form of training arranged by AIMGA within one year of their appointment.

Board members will be provided with an orientation package and must sign a letter of commitment.

4.2. ***Ex-Officio Membership***

The Executive Director will serve in ex-officio role. The Past Chair and such additional positions that the Board of Directors determines from time to time, can also serve in ex-officio roles.

4.3. **Termination**

Should a member of the Board of Directors fail to fulfill their assigned duties, the Board of Directors will have the power to remove such member by way of a majority vote. Any member who misses more than three (3) Board meetings will be deemed to have resigned from the Board.

4.4. **Responsibilities**

Members of the Board of Directors are the government of its membership. The Board Chair shall act as the chair for the Annual General Meeting and the Board of Directors' meetings. S/he will be responsible for reporting to the general membership on a regular basis on the activities of the Board of Directors. The Vice-Chair will be available to act in the full capacity of the Chair in the Chair's absence. Other members of the Board of Directors may be appointed to speak on behalf of the membership by the Chair, Vice-Chair or by agreement of the Board of Directors.

The full job description of each Board position is as follows:

Chair:

- Is a principal signing authority along with the Executive Director on all official documents of the Association, and a designated signing authority on all bank accounts of the Association.
- Carries out the responsibilities of a member of the Board
- Ensures that the Board of Directors adhere to its bylaws and constitution
- Provides leadership to the Board
- Reports to the general membership regularly on the activities of the Board; most specifically at the AGM
- Prepares a Board Chair report to be presented at the AGM
- Acts as chair for Board meetings, as well as the AGM
- Encourages the Board to participate in meetings and activities
- Keeps Board discussions focused on the organization's mission
- Evaluates the effectiveness of Board decisions
- Ensures that there is a process to evaluate the effectiveness of the Board
- Orients new Board members and new Board Chair to the Board

Vice Chair:

- Shall be a designated signing authority along with the Executive Director on all official documents of the Association in the absence of the Chair or at the direction of the Chair.
- Carries out the responsibilities of a member of the Board
- Acts in the absence of the Chair in all capacities (meetings, responsibility, leadership, and AGM)
- Learns the duties of the Chair and keeps informed on key issues
- Works closely as a consultant and advisor to the Chair
- Orients new Vice Chair

Secretary:

- Carries out the responsibilities of a member of the Board
- Keeps copies of the Bylaws and the Board policy statements
- Keeps lists of officers, Board Members, and General Membership
- Brings official minute book to Board meetings
- Keeps record of Board attendance
- Keeps accurate minutes of meetings
- Signs Board's minutes to attest to their accuracy
- Orients the new Secretary

Treasurer:

- Shall be a designated signing authority on all bank accounts of the Association along with the Executive Director on behalf of the Association in the absence of the Chair or at the direction of the Chair
- Carries out the responsibilities of a member of the Board
- Provides regular reports to the Board on the financial state of the organization
- Meets with the Executive Director to monitor the budget according to funding protocols
- Ensures the Board's financial policies are being followed
- Signs any required financial reporting forms
- Keeps financial reports on file
- Orients the new Treasurer

Director at Large:

- Carries out the responsibilities of a member of the Board
- Commits to the work of the organization
- Brings knowledge and skills in one or more areas of Board of Governance: leadership, policy, finance, programs, personnel, and advocacy

Executive Director [Ex-Officio]:

- Attends Board meetings
- Acts as a consultant to the Board
- Directs the day-to-day operations of the association
- Implements policy
- Hires, trains, delegates, evaluates, and releases staff with the Board of Directors
- Reports directly to the Chair of the Board of Directors
- Expected to work closely with the Board and the Advisory Committee

4.5. *Board of Directors Quorum*

A quorum of the Board of Directors is 51% of the current Board membership. Quorum shall be required for formal resolutions of the board. In the event that there is not a quorum physically present at a meeting, a Board member may participate and vote on the resolution by telephone and thereby fulfill the quorum requirement. Or, resolutions agreed without quorum may be reviewed and adopted by vote at the next board meeting that has quorum.

4.6. *Board Meetings*

The Board will meet monthly when possible, with no less than 6 meetings annually. The Executive Director will set meeting times, locations and the agenda in consultation with the Board Chair.

4.7. *Decision Making*

Decision making at Board meetings should be by consensus whenever possible. In the event of a vote, there shall be one vote per member. Normally the Chair will not vote, except in the event of a tie, where a deciding vote is required.

4.8. ***Payment***

The Board of Directors will function on a voluntary basis and will not receive payment from the Association for the execution of their duties.

4.9. ***Term***

The term of office for Board members is two years. Terms commence January 1st. No member of the Executive shall hold a position for more than three (3) consecutive terms, i.e., 6 years, except by $\frac{3}{4}$ vote of the voting membership at the Annual General Meeting.

4.10. ***Replacement of Members of the Board and the Executive***

When vacancies become available prior to the Annual General Meeting, such vacancies will be communicated to the general membership as well as relevant stakeholders and community at large who will be invited to forward applications of interest.

Six weeks prior to the Annual General Meeting, AIMGA members and members of the community will be notified of vacancies on the Board. Interested candidates must submit an application to the Board no later than one month prior to the AGM. The Board shall ensure that the proposed slate is able to pursue the aims and objectives of the organization and is reflective of the diversity of the general membership.

The Board will present the general membership with the recommended slate of candidates one week before the AGM. The slate will be approved by an online vote prior to the AGM and the results will be announced at the annual general meeting.

Throughout the year, Directors may fill a vacancy or vacancies among the Directors by appointment if three-fourths (3/4) of the Board members comprising quorum voted in favour at a duly called Board meeting. A person appointed to fill a vacancy will hold office for the remainder of the term vacated by his or her predecessor.

If the Chair, is unable to fulfill their duties for whatever reason or resigns prior to their term ending, the Vice-Chair would step into the role of Chair for the remainder of the term.

In the case where the Board cannot appoint a member to a vacated Board position, the Board may, at its discretion, continue to function short the member(s) until the next Annual General Meeting or the Board may call a Special General Meeting to elect new Board members, so long as a sufficient number of directors remain to form a legally constituted board.

4.11. Recruitment

Board members will actively recruit new Board members from the membership, relevant stakeholders, and community at large when positions are vacant. The Board is expected to represent a scope of skills.

Board members will ideally have experience or knowledge in one or more of the following areas: Board Governance, Financial Management & Resources, Fundraising, Program Development, Related Organizations, Public Relations, Political Community, Advocacy, Not-for-Profit Law and the Alberta Healthcare System.

4.12. Conflict of Interest

Every member of the Board has a duty to disclose any situation in which the individual has a substantial interest in an issue or decision that would benefit him/her in a personal or professional way, other than with respect to any benefit resulting from the pursuit and/or attainment of the general purposes of the organization. If such a conflict of interest is proved on reasonable grounds to have occurred, a majority vote by the Board of Directors will decide whether the member is to be expelled.

5. WORKING COMMITTEES

The Board in response to issues, concerns, and priorities raised by the general membership may establish working and ad-hoc committees as deemed necessary.

All standing and ad-hoc committees of the Association shall maintain records of the various meetings, discussions, and decisions taken, with the purpose of providing aid to future continuity and coordination, and shall provide the Secretary with a copy of such records.

6. FINANCIAL YEAR

The financial year also to be considered the fiscal year of AIMGA begins on April 1st and ends on March 31st of each year unless the Board of Directors changes it by resolution. A financial audit will be completed annually in time for the Annual General Meeting. An audited financial statement will be provided to all members in good standing as part of the online ballot system prior to the Annual General Meeting, and any member in good standing may book an appointment to view the audited financial statement throughout the year provided the request is made in writing.

7. BORROWING MONEY

Debentures can only be issued by Special Resolution of the members which must be made at the Annual General Meeting. The Association does not currently have Borrowing Powers.

8. SOCIETY SEAL

AIMGA is not adopting a society seal.

9. AMENDING FORMULA

Proposed amendments may be submitted by any member to the Chair not less than 21 days in advance of the Annual General Meeting at which they will be considered. Bylaws may only be amended at the Annual General Meeting, except in the event that an emergent decision needs to be made. In this case, the Board may make amendments to the Bylaws as deemed necessary with a majority vote.

DISSOLUTION

Upon the dissolution of the organization, and after payment of all debts and liabilities, its remaining property, if any, shall be distributed or disposed of to a charity or charities as identified by the Board.

10. FINANCIAL RESPONSIBILITY

Members of the Board of Directors are authorized to bind AIMGA with respect to all financial matters in the normal course of business of the organization. The signatures of any two members of the Board and/or the Executive Director, are required for banking and all financial transactions over the amount of \$1,000.

The Executive Director may not sign any cheques that are issued to him/herself.