

COPY

MADE THIS 25 DAY OF April, 2017
NORTH ZONE MEDICAL STAFF ASSOCIATION



BYLAWS

1.0 Name

The name of the Society shall be the North Zone Medical Staff Association.

2.0 Responsibilities

The Society has the following responsibilities:

- 2.1 To organize and run elections for membership on Society committees, the Council and the Executive;
- 2.2 To appoint members to Alberta Health Services' ("AHS") Medical Staff Bylaws ("Medical Staff Bylaws") and AHS' Medical Staff Rules (the "Rules") committees including, without limitation, the Zone Medical Administrative Committee ("ZMAC"), the Provincial Practitioner Executive Committee ("PPEC"), the Zone Application Review Committee ("ZARC") and the Medical Staff Bylaws and Rules Review Committee, and such other AHS committees as may be required from time to time;
- 2.3 To coordinate Society representation on Zone-based AHS strategic committees;
- 2.4 To perform an advisory and if necessary advocacy role for all Members;
- 2.5 To provide input into Zonal/Local Practitioner workforce planning;
- 2.6 To participate in collaborative discussions on physician and health system-related issues through mechanisms like the Alberta Medical Association's (CMA Alberta Division) (the "AMA") Council of Zonal Leaders and the Zonal Advisory Forum.
- 2.7 To represent the interests of all Members practicing within the Zone in relation to any health system-related issue, and to advocate for, and on behalf of such Members;
- 2.8 To fulfill such other responsibilities as may be assigned, delegated or referred to in these Bylaws or as directed by the Members, from time to time; and

2.9 To coordinate a vote on bylaw amendments as per the Medical Staff Bylaws.

3.0 **Jurisdiction**

3.1 The activities of the Society are to be carried out within the geographic boundaries of the North Zone of AHS (the "Zone") except to the extent that participation of Members, Council or Executive are required on a multi-zonal or Provincial level, or where issues common to more than one Zone arise requiring consultation or joint initiatives within the Province.

4.0 **Membership**

The membership of the Society shall be composed of the following:

4.1 All Practitioners whose Primary Zone Clinical Department (as such terms are defined in the Medical Staff Bylaws) is in the Zone are entitled to become Members of the Society upon application to the Secretary and payment of the required dues.

4.2 Subject to the voting and other restrictions found at Section 5.3, a Practitioner whose first or primary assignment to a department in a zone other than the Zone is entitled to join the Society upon application to the Secretary and payment of the required dues.

4.3 All physicians whose primary location of practice for at least six (6) month of the calendar year is within the Zone and who have not been granted an Appointment (as defined in the Medical Staff Bylaws) are entitled to join the Society upon application to the Secretary and payment of the required dues.

5.0 **Voting Rights and Participation**

5.1 Other than hereinafter provided for, all Members may vote, if they are present, at any Annual General Meeting or Extraordinary Special Meeting of the Society, or by mail ballot (regular or electronic) if the Executive determines, in its sole discretion, to offer a mail ballot. A Member may participate in a meeting of the Members by means of teleconference or video conference when, in the sole discretion of the Executive, a teleconference or video conference is made available by the Society.

5.2 Only Members who are also members of the Medical Staff (as defined in the Medical Staff Bylaws) may:

5.2.1 be elected to, or appointed to, AHS committees created pursuant to the Medical Staff Bylaws;

5.2.2 provided the Member is also a part of Council, vote on the following:

5.2.2.1 the selection of Society representatives to sit on AHS committees created pursuant to the Medical Staff Bylaws including, but not limited to the PPEC, ZMAC, ZARC and the Medical Staff Bylaws and Rules Review Committee; and

5.2.2.2 any other matter that

5.2.2.2.1 will result in the appointment of a Member to an AHS committee or other administrative body created pursuant to the Medical Staff Bylaws; or

5.2.2.2.2 relates to the Medical Staff Bylaws or the Rules.

5.3 A Practitioner who is granted Clinical Privileges (as defined in the Medical Staff Bylaws) in more than one AHS zone may belong to more than one zone medical staff association; however, that Practitioner may only vote or enjoy membership on zonal committees in the zone where the Practitioner's Primary Zone Clinical Department (as defined in the Medical Staff Bylaws) assignment occurs.

5.4 A Member, including a member of the Council or Executive, shall not vote on any question:

5.4.1 affecting a private company of which he/she is a shareholder;

5.4.2 affecting a public company in which he/she holds more than one percent of the shares;

5.4.3 affecting a partnership or firm of which he/she is a member;

5.4.4 concerning a contract for the sale of goods, merchandise or services to which he/she is a party; and/or

5.4.5 in which he/she will derive direct or indirect personal benefit beyond that which will accrue to the Society in general.

- 5.5 Any Member, including a member of the Council or Executive, excluded by virtue of Section 5.4 above shall declare this before the discussion of the question and shall leave the room and not participate in the debate or vote, as the case may be. That Member will be deemed absent for that specific question or vote.
- 5.6 The respective Code of Ethics or Code of Conduct of the Member's professional body shall govern the Member's conduct in the Society.

6.0 Dues

- 6.1 Membership dues as may be required for the administration of the day to day affairs of the Society shall be set by the Society and collected annually.
- 6.2 The Society may, from time to time, enter into agreements with either AHS or the AMA in relation to additional funding for Society services and operations.

7.0 Suspension, Resignation or Lapse of Membership

- 7.1 Membership or voting privileges may be suspended by the Executive for failure to participate in the activities of the Society including, without limitation, failing to attend meetings on a regular basis; failure to participate in committee activities; or such other reasons as the Executive, acting reasonably, and in its discretion, deem appropriate while at the same time ensuring due process and natural justice for the affected Member.
- 7.2 Membership in the Society shall automatically terminate without the requirement for notice if a Member fails to pay any dues owing to the Society within ninety (90) days from the date such dues are due and owing. During the aforesaid ninety (90) day period, the Member shall, if otherwise entitled to vote hereunder, continue to have voting privileges.
- 7.3 A Member may resign his/her membership by submitting a letter of resignation to the Secretary.
- 7.4 Upon resignation, a former Member of the Society shall be deemed to have withdrawn from any Zone or Society committee that the former Member was formerly appointed/elected to, as well as from any Society Council or Executive position formerly held.

7.5 Termination of membership in accordance herewith will be without prejudice to the Member's liability to the Society and Members waive any rights or claims to damages that they may have against the Society if membership ceases in accordance herewith.

8.0 Council of the Society

8.1 In the interests of geographic representation, Members from each of the Zone's ten (10) areas as more particularly set forth in Appendix 1 – Map of the Zone's Ten Areas, attached hereto (collectively, the "Areas", and each an "Area") will vote for their Area's representative to form part of the Council. The ten (10) Area representatives (collectively, the "Area Representatives", and each an "Area Representative") will form the Council and, as applicable, will be responsible for:

8.1.1 the selection of the Society's Executive;

8.1.2 the selection of Society representatives to sit on AHS committees pursuant to the Medical Staff Bylaws, including but not limited to the PPEC, ZMAC, ZARC and the Medical Staff Bylaws and Rules Review Committee, by those Area Representatives who are also members of the Medical Staff (as defined in the Medical Staff Bylaws); and

8.1.3 any other matter that will result in the appointment of a Member to an AHS committee or other administrative body created pursuant to the Medical Staff Bylaws; or is Medical Staff Bylaws or Rules specific, by those Area Representatives who are also members of the Medical Staff (as defined in the Medical Staff Bylaws).

8.2 Elections for Area Representatives will occur every two (2) years and may occur at the Annual General Meeting or by mail ballot in accordance with these Bylaws.

8.3 To be eligible to be nominated as an Area Representative and sit on Council, a Member's Primary Zone Clinical Department (as defined in the Medical Staff Bylaws) must be within the Zone and that Member's main community of clinical activity must also be within the applicable Area. Area Representatives shall serve a two (2) year term on Council and may serve consecutive terms.

8.4 Each election for Council will have an election chair (the "Zonal Election Chair") and an administrative designate (the "Zonal Administrative

Designate”) chosen by the President with input from the Executive. The Zonal Election Chair may not receive a nomination in the election for Council. The Zonal Administrative Designate shall choose area administrative designates for each Area (the “Area Administrative Designates”) with the Zonal Election Chair’s approval to support the election process.

- 8.5 A call for nominations for the Area Representative positions will take place at least sixty (60) days before the close of the election and nominations will close twenty five (25) days prior to the election day (the “Nomination Close Date”). Nominations shall be signed by the nominee and submitted by email to the Zonal Administrative Designate.
- 8.6 A Member cannot nominate him/herself for election as an Area Representative. A nomination for an Area Representative may only come from another Member who primarily practices in the relevant Area.
- 8.7 If an Area does not receive a nomination, the President may, within a five (5) day period after the Nomination Close Date, directly seek out interested Members whose Primary Zone Clinical Department (as defined in the Medical Staff Bylaws) is within the Zone and whose main community of clinical activity is within the applicable Area for the nomination within that Area.
- 8.8 If only one nomination is received for an Area prior to the Nomination Close Date, no voting need take place in that Area, and the nominee will be acclaimed on the election date.
- 8.9 If no nomination is received for an Area prior to the Nomination Close Date, and the President has not sought out an interested Member for the nomination within the applicable Area and time period as set forth in Section 8.7, the current Executive may put forward a nominee for Area Representative whose Primary Zone Clinical Department (as defined in the Medical Staff Bylaws) is within the Zone and whose main community of clinical activity is within the applicable Area, within five (5) days thereafter. If the Executive puts forward a nominee, the Members in the applicable Area shall have a further ten (10) day period from the date the Executive notifies the Members in the applicable Area that it is putting forward a nominee, within which to put forth a nominee. If no further nomination is received in the next ensuing ten (10) day period, the Executive’s nominee shall be acclaimed on the election date.

- 8.10 At the discretion of the Zonal Election Chair, once nominations have closed, voting may commence prior to the election day with the ballots to be handled in accordance with Section 8.13.
- 8.11 Each Member from an Area will be provided with a ballot in an unmarked envelope by the Area Administrative Designate. A list of each Member being given a ballot and their Area will be kept by the Area Administrative Designate. Each Member will be instructed to mark the ballot and return the ballot in a sealed unmarked envelope to the Area Administrative Designate prior to the close of the election. No proxy votes will be accepted.
- 8.12 All elections will close at 17:00 on the close of the election day. No ballots cast or received after this time will be counted in the election.
- 8.13 The Area Administrative Designates will mail the ballots to the Zonal Administrative Designate on the calendar day following the close of the election.
- 8.14 All ballots will be counted by the Zonal Election Chair and witnessed by a member of the Executive. The ballots will only be counted together when the ballots from all the Area Administrative Designates are received. The Zonal Election Chair will review all the ballots and will have the final decision on how an individual ballot is counted.
- 8.15 An election win is recognized by the nominee with the most votes in the applicable Area. In the event of a tie, the Zonal Election Chair, with the Zonal Administrative Designate as witness, shall flip a coin to determine which of the nominees will serve as the Area Representative on Council.
- 8.16 The results of the Council election will be announced to all Members by the Zonal Election Chair within two (2) calendar days of the votes being counted.
- 8.17 Any further election details not outlined in these Bylaws in respect of Council elections will be determined by the Zonal Election Chair.
- 8.18 Once the Council is chosen and announced, the Council will, within a reasonable period of time, meet in person (or participate by video conference or teleconference when in the sole discretion of the Executive a teleconference or video conference is made available), to elect an Executive from and among the Council. The Zonal Election Chair and Zonal Administrative Designate will participate in this meeting, with the

Zonal Election Chair serving as the chair for this meeting, however, for the sake of clarity, the Zonal Election Chair and Zonal Administrative Designate are not members of Council.

- 8.19 The Zonal Election Chair shall choose the format for the meeting of the Council to elect the Executive, including all details regarding election speeches and speaking times.
- 8.20 Any member of Council may nominate another member of Council to an Executive position. A member of Council may not nominate him/herself. The nominations for each Executive position will take place in an open verbal forum at the Council meeting.
- 8.21 Each member of Council shall be entitled to one (1) vote for each Executive position. No proxy votes will be accepted.
- 8.22 The Zonal Election Chair will count the votes at this meeting with the Zonal Administrative Designate as a witness, and announce the results at the meeting.
- 8.23 An election win is recognized by the nominee with the most votes. In the event of a tie, the election process in respect of the tied nominees will be repeated amongst the Council until one nominee receives a majority of the votes.
- 8.24 An announcement of the Executive's election will go out by the Zonal Election Chair to all Members within two (2) calendar days of the votes being counted.
- 8.25 Area Representatives may be removed from their position at an Extraordinary Special Meeting of Members of the applicable Area if at least two thirds of the Members in that Area, present at the Extraordinary Special Meeting vote to remove the Area Representative. In the event of removal as aforesaid, the Executive shall be entitled to appoint a replacement Area Representative to act as Area Representative until the next election for Area Representatives.
- 8.26 If required, the determination of whether a Member primarily practices in an Area, shall be made by the Zonal Election Chair, whose decision shall be final and binding.

9. Executive of the Society

9.1 The administration and direction of the Society shall be the responsibility of the Executive elected by a vote of Council in accordance with Article 8. The members of Executive can be removed by the Council at a meeting of the Council if at least two-thirds (2/3) of the Council vote to remove a member of the Executive (which includes votes made by teleconference and video conference when in the sole discretion of the Executive a teleconference or video conference is made available by the Society) or by mail ballot (regular or electronic) when the Executive determines, in its sole discretion, to offer a mail ballot (regular or electronic).

9.2 The voting members of the Executive shall be composed, at a minimum, of the following officers (which officers, for the purpose of subsection 9(4) of the *Societies Act* (Alberta) will serve as directors):

9.2.1 President;

9.2.2 Vice-President;

9.2.3 Past-President;

9.2.4 Secretary/Treasurer.

At the discretion of the President, the office of Secretary/Treasurer may be split into two separate offices of Treasurer and Secretary.

9.3 Subject to Section 9.4, the President shall preside over all meetings, shall facilitate compliance with the Medical Staff Bylaws and Rules, and perform such other duties as usually pertain to his/her office. In addition, the President shall sit, as Society representative, on:

9.3.1 Such Zonal and Provincial Committees as are designated in the Medical Staff Bylaws or the Rules; and

9.3.2 The AMA Representative Forum in an ex-officio capacity provided that the President is an AMA member, failing which the Council shall appoint a designate who is an AMA member; and

9.3.3 The AMA Council of Zonal Leaders in an ex-officio capacity, provided that the President is an AMA member, failing which the Council shall appoint a designate who is an AMA member.

9.4 The Vice-President shall assist the President in the performance of his/her duties, and preside and perform such other functions as are the duties of the President in the absence of the President.

9.5 The Past-President shall be a member of the Executive for the one (1) year immediately succeeding the end of the term of his/her Presidency and shall, subject to Section 9.4, in the absence of the President or Vice-President, act in their stead. In the event there is no Past-President or the Past-President's office becomes vacant during the Past-President's term, the Executive shall be entitled to appoint any Member to act as Past-President until the end of the current President's term.

9.6 The Secretary shall:

9.6.1 at the direction of the President, prepare and circulate the agenda in advance of all Society meetings;

9.6.2 record minutes of all Society meetings for approval at subsequent meetings; and

9.6.3 be responsible for the correspondence of the Society.

If the Secretary is absent from a meeting or if the Secretary's office becomes vacant during the Secretary's term, the Executive shall be entitled to appoint any member of Council to act as Secretary until close of the meeting or the next meeting of the Council, as applicable.

9.7 The Treasurer shall:

9.7.1 in the absence of the President or Vice-President, act in their stead;

9.7.2 receive, and be responsible for all monies belonging to the Society including dues, grants and other funds made available for the day-to-day management of the Society;

9.7.3 pay all bills and obligations of the Society from such monies; and

9.7.4 provide the Society with an annual financial review done by the AMA or any other external party.

If the Treasurer's office becomes vacant during the Treasurer's term, the Executive shall be entitled to appoint any member of Council to act as Treasurer until close of the next meeting of the Council.

9.8 Except as otherwise provided for herein, the President shall act as Chair of all Executive, Annual and Extraordinary Special Meetings of the Members (including Extraordinary Special Meetings of the Members of a particular Area) and meetings of the Council. In the absence of the President, the Vice-President shall act as Chair.

- 9.9 The President shall hold office for a two (2) year term. The Vice-President shall hold office for a two (2) year term and shall succeed the President upon the expiration of the President's term. The Secretary/Treasurer shall hold office for a two (2) year term. The members of the Executive shall serve a maximum of two (2) consecutive two (2) year terms, with the exception of the Past President who shall serve a maximum of five (5) years
- 9.10 The Executive members shall, where possible, attend all meetings of the Society and Council and direct the business of the Society between meetings.
- 9.11 The Executive shall be responsible for the day to day business of the Society, subject to such guidance as may be given by the Members at the Annual General Meeting or Extraordinary Special Meetings of the Society or by the Council at meetings of the Council.
- 9.12 Except as otherwise hereinafter provided, the Society hereby indemnifies and saves each and every present and former member of the Council or Executive (an "Indemnified Party") and each of their respective heirs and legal representatives, harmless from and against all reasonable amounts, losses, costs, charges, damages, expenses and misfortunes of whatsoever nature or kind that become payable, including an amount paid to settle an action or satisfy a judgment, and including legal costs (on a solicitor and his own client basis) (collectively, "Costs") that are reasonably incurred by an Indemnified Party in respect of any civil, criminal or administrative action, suit or proceeding to which the Indemnified Party is made a party by reason of or arising out of or in any way incidental to the Indemnified Party holding or having held such position with the Society, EXCEPT IN relation to matters as to which it is adjudged in such action, suit or proceeding that the Indemnified Party is liable for gross negligence or misconduct in the performance of his or her duties, and PROVIDED THAT the Indemnified Party:
- 9.12.1 acted honestly and in good faith with a view to the best interests of the Society;
- 9.12.2 acted with the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances; and
- 9.12.3. in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the Indemnified Party had reasonable grounds for believing his/her conduct was lawful.

- 9.13 The indemnity granted herein shall apply notwithstanding any fees or other remuneration paid to the Indemnified Party while serving in any capacity with the Society.
- 9.14 Nothing herein shall relieve an Indemnified Party from the duty to act in accordance with these Bylaws or the provisions of the *Societies Act* (Alberta), as amended, and the regulations thereunder or from liability for any breach thereof.

10. Meetings of the Society, Council and the Executive

- 10.1 The Members shall hold an Annual General Meeting in every calendar year. The Annual General Meeting may, in the sole discretion of the Executive, also have videoconferencing and teleconferencing support.
- 10.2 An Extraordinary Special Meeting of the Society may be called by the Executive or upon the written request of twenty-one (21) Members with at least two (2) Members from each Area. An Extraordinary Special Meeting of the Members of an Area may be called upon the written request of two-thirds (2/3) of the Members within the applicable Area.
- 10.3 Notice of all meetings of the Members, including the Annual General Meeting and an Extraordinary Special Meeting of Members (including a Extraordinary Special Meeting of Members of a particular Area) and of changes of dates/times/places of meetings shall be sent by mail (regular or electronic) to each Member or each Member of an Area, as applicable, at their last known address at least twenty one (21) days prior to the date fixed for the meeting. The notice of an Extraordinary Special Meeting shall also contain sufficient detail of the nature of the business to be conducted. Votes shall be made in person (which includes votes made by teleconference and video conference when in the sole discretion of the Executive a teleconference or video conference is made available by the Society) and not by proxy.
- 10.4 A special meeting of the Council may be called by the Executive or upon the written request of two-thirds (2/3) of the Area Representatives. Notice of a special meeting of the Council shall be sent by mail (regular or electronic) to each Council member's last known address at least twenty one (21) days prior to the date fixed for the meeting. The notice of a special meeting of the Council shall also contain sufficient detail of the nature of the business to be conducted. Votes shall be made in person (which includes votes made by teleconference and video conference when

in the sole discretion of the Executive a teleconference or video conference is made available by the Society) and not by proxy.

- 10.5** The Executive shall meet at least four (4) times per year or more frequently, as required, in the Executive's sole discretion. The Council shall meet at least four (4) times per year, or more frequently, as required, in the Executive's sole discretion. The President and Past-President shall be responsible for the preparation of the agenda for Executive meetings and Council meetings in advance of the meeting. No proxies will be accepted for Executive or Council meetings.
- 10.6** A quorum at any Executive meeting shall be a majority of the then current Executive members present in person (or participating by teleconference or video conference when in the sole discretion of the Executive a teleconference or video conference is made available by the Society).
- 10.7** A quorum for an Annual General Meeting shall be thirty (30) Members with at least one (1) Members from each Area present in person (or participating by teleconference or video conference when in the sole discretion of the Executive a teleconference or video conference is made available by the Society); a quorum for an Extraordinary Special Meeting of the Members shall be twenty-one (21) Members with at least two (2) members from each Area present in person (or participating by teleconference or video conference when in the sole discretion of the Executive a teleconference or video conference is made available by the Society); a quorum for an Extraordinary Special Meeting of the Members of an Area shall be two-thirds (2/3) ~~()~~ of the Members of the Area present in person (or participating by teleconference or video conference when in the sole discretion of the Executive a teleconference or video conference is made available by the Society);.
- 10.8** A quorum for a meeting of the Council shall be a majority of the then current members of the Council present in person (or participating by teleconference or video conference when in the sole discretion of the Executive a teleconference or video conference is made available by the Society).
- 10.9** Notwithstanding any other provision herein contained, the Executive may, in its sole discretion, allow for voting on issues by mail in ballot. An explicit process will be detailed in the notice that is sent out as determined by the Executive in its sole discretion.

10.10 Meetings of the Society, Council or the Executive shall be governed, as much as practically possible, by Robert's Rules of Order.

11. **Remuneration**

11.1 Members of the Executive shall be entitled to receive such remuneration for honoraria and reimbursement of expenses as may be permitted from time to time in accordance with a policy established by the Executive and approved by the Members at the Annual General Meeting.

11.2 Members who are elected or appointed to committees of the Society, or Zonal or Provincial committees as provided for under the Medical Staff Bylaws or the Rules shall be entitled to receive such remuneration and reimbursement of expenses as may be permitted from time to time in accordance with a policy established by the Executive and approved by the Members at the Annual General Meeting.

12. **Financial Year**

12.1 The financial year of the Society shall be from October 1st of a given year until September 30th of the following year.

13. **Audit**

The auditor shall:

13.1 be a duly qualified accountant or two (2) Members duly elected for that purpose at the Annual General Meeting;

13.2 annually audit the books and accounts of Society and submit its annual audit report as to the standing of the books and accounts for the previous year to the Members at the Annual General Meeting. Such audit report shall be open to inspection by all Members; and

13.3 examine and report on other financial matters of Society on the request of the Executive

14. **Borrowing Powers**

14.1 For the purpose of carrying out its objects, the Society 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 Society, and in no case shall debentures be issued without the sanction of a Special Resolution, as defined in the *Societies Act* (Alberta).

15. Custody and Use of Seal, and Location of Books and Records

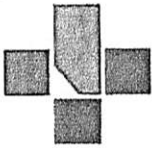
- 15.1 The seal of Society, the design of which shall be approved by the Executive shall be in the custody of the Secretary and shall be affixed to all documents, as required.
- 15.2 The Secretary shall have charge of and be responsible for the preparation and custody of all the correspondence, all minutes of proceedings and resolutions, and the books and records of Society.
- 15.3 The books and records of Society may be inspected by any Member at its head office upon giving reasonable notice to the Secretary.

16. Amendments

- 16.1 Neither the objects nor the Bylaws of the Society shall be repealed, added to, or amended unless by Special Resolution, as defined in the *Societies Act* (Alberta), provided that not less than sixty (60) days' notice specifying the intention to propose the resolution has been duly given.

APPENDIX 1

MAP OF THE ZONE'S TEN AREAS



NORTH ZONE – AREA MAP

*Please note: Border lines are not boundary correct, quick visual to provide towns in new areas

