

BYLAWS

of the Professional Association of Resident Physicians of Alberta (PARA)

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I. DEFINITIONS

- 1.1 "Assembly" means the governing body of the Association and is comprised of the Board and elected Assembly delegates.
- 1.2 "Association" means the Professional Association of Resident Physicians of Alberta, hereafter abbreviated as PARA.
- 1.3 "Board" means the Executive Board of PARA, elected in accordance with Article X "Election and Removal of Board Members and Assembly Delegates".
- 1.4 "Board Members" refers to the voting members of the Executive Board including the "Officers" and "Directors".
- 1.5 "Chief Executive Officer" means the full-time, appropriately remunerated individual given responsibility and authority to implement PARA policies and directives as described in Article VII "The Chief Executive Officer".
- 1.6 "Director" means any Member who is elected to the Executive Board in accordance with Article X "Election and Removal of Board Members and Assembly Delegates," and who is not an Officer, as defined in Article VI "Officers and Directors of the Association".
- 1.7 "Delegate" means a Member elected to the Assembly in accordance with Article IX "The Assembly".
- 1.8 "Honourary Member" refers to a Resident Physician, or non-Resident Physician member of the Board or Assembly who is able to attend meetings with the permission of the Assembly. An Honourary Member does not hold voting privileges.
- 1.9 "Member" means a Resident Physician who is in good standing in the Association, as defined in Article IV "Membership".
- 1.10 "Officer" means the current President of PARA and most recent Past President of PARA, and no other individual, as defined in Article VI "Officers and Directors of the Association".
- 1.11 "Resident Physician" means a post-graduate trainee who has received an M.D. degree or equivalent and is in the process of preparation for licensure by virtue of achieving certification by either the College of Family Physicians of Canada (CFPC) or the Royal College of Physicians and Surgeons of Canada (RCPSC). This preparation includes both theory and practice under supervision of qualified physician preceptors conducted in approved learning environments. The scope of work includes the provision of necessary medical care, participation in the education of peers, colleagues and patients, and participation in their own education.

II. OFFICE SPACE

- 2.1 The Association's head office will be located in Edmonton, Alberta, at a location the Board will determine.
- 2.2 The Association may maintain an auxiliary office in Calgary, Alberta, at a location the Board will determine.

III. SEAL

- 3.1 The Association may have a seal, the design of which shall be approved by the Board. The CEO has control and custody of any seal, unless the Board decides otherwise. If a seal is used, it shall be affixed to documents by the CEO as authorized by the Board by written resolution.

IV. MEMBERSHIP

- 4.1 PARA Members are all resident physicians, as defined in Article I "Definitions," who are enrolled in a training program affiliated with the University of Alberta or University of Calgary.
- 4.2 If a Resident Physician does not pay their dues, then the Member ceases to be in good standing and at the Board's discretion, acting reasonably, may suspend or expel the member from the Association.
- 4.3 If a Resident Physician is dismissed, withdraws, or terminated from their residency training program, then the individual is no longer a Member of the Association.
- 4.4 Upon the recommendation of the Assembly, a person who renders service to the Association or is otherwise recognized may be designated as a non-voting, Honourary Member of the Association.
- 4.5 In the event that the Past President is no longer a Member as defined above in this Article, that person shall automatically be an Honourary Member, for one year with voting privileges and subject to the Association's policies and Code of Conduct.

V. MEMBERSHIP DUES AND BENEFITS

- 5.1 All Members shall remit membership dues equal to a percentage of their resident physician salary and stipends, at a percentage rate established annually by the Board. Any increase in the percentage rate must be initiated by the Executive Board and must be

confirmed by majority vote of the Assembly. A consultation period of at least two months is required before the Assembly vote.

- 5.2 The dues of Members shall be paid by way of payroll deduction in accordance with the pay periods of the employers. The dues shall be distributed to the accounts of the Association as specified by the Executive Board.
- 5.3 In the event that dues cannot be submitted by way of payroll deduction, direct payment to the Association will be arranged on a case-by-case basis.
- 5.4 Subject to the Assembly identifying special circumstances, Honourary Members pay no dues and receive no direct benefits provided by the Association.
- 5.5 Members in good standing are eligible to vote in Assembly elections and at all meetings of the Association.

VI. OFFICERS AND DIRECTORS OF THE ASSOCIATION

- 6.1 The Officers of the Association shall consist of:
 - 6.1.1 President
 - 6.1.2 Past President
- 6.2 The Directors of the Association shall consist of:
 - 6.2.1 Vice President of Community and Internal Relations
 - 6.2.2 Vice President of Leadership and Education
 - 6.2.3 Vice President Operations and Finance
 - 6.2.4 Calgary and Southern Alberta Ambassador
 - 6.2.5 Edmonton and Northern Alberta Ambassador
 - 6.2.6 Alberta Medical Association Ambassador

VII. THE CHIEF EXECUTIVE OFFICER

- 7.1 The Chief Executive Officer (CEO) shall be the full-time, appropriately remunerated individual given responsibility and authority to implement PARA policies and directives. The CEO shall be an ex-officio, non-voting member of both the Executive Board and the

Assembly, who is an employee of PARA and hired by the Employee Relations Committee. The Chief Executive Officer (CEO) shall:

- 7.1.1 be responsible for the preparation and custody of all the correspondence, minutes, resolutions, books, and records of the Association;
- 7.1.2 attend official meetings of the General Members, Board, and the Assembly, or establish a designate;
- 7.1.3 be responsible for the ongoing viability of the Association and its affairs including hiring and managing an appropriate staff team;
- 7.1.4 participate on the Assembly Review Committee;
- 7.1.5 be responsible for the implementation of the Association's strategic directions, policies, communications, and activities as per the strategic direction set out by the Board and approved by the Assembly;
- 7.1.6 be provided with a written performance evaluation and review at least once per year; and
- 7.1.7 be given remuneration above the base salary reflecting the CEO's ability to achieve the strategic direction and goals set out by the Board, on the basis of the written performance evaluation by the Employee Relations Committee .

VIII. THE EXECUTIVE BOARD

- 8.1 The Board shall be composed of Board Members as follows:
 - 8.1.1 President
 - 8.1.2 Past President
 - 8.1.3 Vice President of Community and Internal Relations
 - 8.1.4 Vice President of Leadership and Education
 - 8.1.5 Vice President of Operations and Finance
 - 8.1.6 Calgary and Southern Alberta Ambassador
 - 8.1.7 Edmonton and Northern Alberta Ambassador
 - 8.1.8 Alberta Medical Association Ambassador

- 8.1.9 Such other representatives as the Board determines are necessary for the efficient operation of the Association.
- 8.2 The President shall be Chair of the Board and shall only vote on Board business in the event of a tie.
- 8.3 Board Members shall be elected pursuant to Article X “Election and Removal of Board Members and Assembly Delegates.”
- 8.4 Any member of the Board who ceases to be a member of the Association during their term must either be granted honorary membership and be subject to PARA’s policies and Code of Conduct or resign from the Board.

IX. THE ASSEMBLY

- 9.1 The Assembly shall:
 - 9.1.1 have final authority regarding expulsion or reinstatement of an individual Delegate or Board Member as outlined in Article X “Election and Removal of Assembly Delegates and Board Members”;
 - 9.1.2 represent the Members’ interests;
 - 9.1.3 be responsible for approving the strategic direction, based on the work of the Board;
 - 9.1.4 elect Board Members in accordance with Article X “Election and Removal of Assembly Delegates and Board Members”; and
 - 9.1.5 consider recommendations from the Board or Assembly Delegates.
- 9.2 The Assembly shall have no less than twenty-five (25) and no more than forty-nine (49) voting positions, consisting of:
 - 9.2.1 The Board as outlined in Article VIII “The Executive Board”.
 - 9.2.2 Delegates enrolled with the University of Calgary, which shall include:
 - 9.2.2.1 Program Liaisons. Program liaisons must be training in a program which their position represents at the time they stand for election and throughout their term in office. Program Liaisons are chosen from the following groups:
 - 9.2.2.1.1 Family, Emergency, and Public Health and Preventive Medicine (maximum of three (3) Delegates);

- 9.2.2.1.2 Procedural & Surgical (maximum of three (3) Delegates);
 - 9.2.2.1.3 Medical (maximum of four (4) Delegates);
 - 9.2.2.1.4 Diagnostic (maximum of one (1) Delegate); and
 - 9.2.2.1.5 Rural (maximum of one (1) Delegate).
- 9.2.2.2 Members at large. Members at large must, as of the first day of their term in office, be members of the group they represent. Members at large are chosen from the following groups:
- 9.2.2.2.1 Postgraduate years 1 & 2 (maximum of three (3) Delegates);
 - 9.2.2.2.2 Postgraduate years 3 or higher (maximum of three (3) Delegates); and
 - 9.2.2.2.3 Open (maximum of two (2) Delegates).
- 9.2.3 Delegates enrolled with the University of Alberta, which shall include:
- 9.2.3.1 Program Liaisons. Program liaisons must be training in a program which their position represents at the time they stand for election and throughout their term in office. Program liaisons are chosen from the following groups:
- 9.2.3.1.1 Family, Emergency and Public Health and Preventive Medicine (maximum of three (3) Delegates);
 - 9.2.3.1.2 Procedural & Surgical (maximum of three (3) Delegates);
 - 9.2.3.1.3 Medical (maximum of four (4) Delegates);
 - 9.2.3.1.4 Diagnostic (maximum of one (1) Delegate); and
 - 9.2.3.1.5 Rural (maximum of one (1) Delegate).
- 9.2.3.2 Members at Large. Members at large must, as of the first day of their term in office, be members of the group they represent. Members at large are chosen from the following groups:
- 9.2.3.2.1 Postgraduate years 1 & 2 (maximum of three (3) Delegates);

9.2.3.2.2 Postgraduate years 3 or higher (maximum of three (3) Delegates); and

9.2.3.2.3 Open (maximum of two (2) Delegates).

9.2.4 The composition of the Assembly shall be re-evaluated from time to time by the Assembly, at the recommendation of the Assembly Review Committee, in order to encourage the involvement of different perspectives at the table, where reasonable and appropriate.

9.3 Additional Members and Honourary Members may attend Assembly meetings as observers at the discretion of the Assembly. These observers shall not have voting status at Assembly meetings.

9.4 The term of office for Delegates shall run for one (1) year, unless otherwise extended. The term shall run from the time of the annual Assembly election to June 30 of the same academic year in which the election took place.

9.5 Program Liaisons have the option to extend their term for a second consecutive year; those eligible to extend their term for a second consecutive year must inform the CEO by April 30 in the academic term in which they were elected. Delegates who are no longer eligible to serve in their elected position do not have the option to extend their term for a second consecutive year.

9.6 All Delegates who wish to serve as a Delegate for a third year will be required to run for re-election.

9.7 Any Delegate who ceases to be a Member of the Association during their term must immediately resign from the Assembly and provide timely notice to the PARA office.

X. ELECTION AND REMOVAL OF BOARD MEMBERS AND ASSEMBLY DELEGATES

10.1 Elections for positions on the Board shall be held in the following manner:

10.1.1 Nominations for Board positions shall be solicited by electronic newsletter before the end of the calendar year. Only Members in good standing shall be eligible for nomination. Nominations shall be open for a minimum of two weeks and close no later than January 31 of the new calendar year.

10.1.2 Nominations will consist of the following:

10.1.2.1 nominee's name, university, program, and year of residency;

- 10.1.2.2 nominee's signature of acceptance;
 - 10.1.2.3 two supporting signatures from other Members; and
 - 10.1.2.4 a brief statement of intent from the nominee.
- 10.1.3 If a position receives only one nomination, the nominee shall be affirmed by the Assembly.
- 10.1.4 If there is more than one nominee for a position, the successful nominee will be elected by the Assembly through electronic ballot.
- 10.1.5 Elections shall be closed within one month of the nomination deadline.
- 10.1.6 Every Assembly Delegate and Board Member will have a single vote for each Board position that requires election. Proxy votes shall not be permitted.
- 10.1.7 Only the CEO, or proxy named by the CEO, and the Past President shall have or grant access to the electronic ballot results. In the event that the Past President is in the running for another position, the President shall have or grant access to the electronic ballot account instead of the Past President. Results shall be brought forth within seven days of closing. The members of the new Board shall then be announced in the next communiqué to the Members.
- 10.1.8 Cases of electoral dispute shall be brought forward to the Assembly by the Past President, who shall act as the Chief Returning Officer, except when the Past President is running for another position, in which case the President shall act as the Chief Returning Officer. A ruling will then be made by the Assembly.
- 10.1.9 The candidate with the most votes for each position will be declared elected and shall commence duties effective July 1 until June 30 of the following year.
- 10.1.10 Should a vacancy occur on the Board, that position may remain vacant. If a majority of the current Board decides that it is in the best interest of the Association that the position not remain vacant, the Assembly shall elect a general member or Assembly Delegate not already on the Board to fill the vacant position. Such an election may take place at any Assembly Meeting or at any other time by an electronic ballot. If a Board member wishes to run for the vacant Board position, that individual must first resign from their old Board position before running for the new Board position; the old Board position then also becomes immediately open for election.

- 10.2 Election or appointment of Delegates shall be held in the following manner:
 - 10.2.1 Only Members of the Association in good standing, as specified in Article IV “Membership”, are eligible for a position as a Delegate.
 - 10.2.2 Within 30 days of the beginning of the academic year, all Members shall be invited to submit their names for election as a Program Liaison or Member at Large Delegate.
 - 10.2.3 Nominations will consist of the following:
 - 10.2.3.1 nominee's name, university, program, and year of residency;
 - 10.2.3.2 nominee's signature of acceptance;
 - 10.2.3.3 supporting signatures from at least two other Members; and
 - 10.2.3.4 a brief statement of intent from the nominee.
 - 10.2.4 If more than the maximum allotted numbers of Members for the Assembly grouping (see Article IX “The Assembly”) submit their names for a given Assembly Delegate position, an election shall be held by electronic ballot.
 - 10.2.5 Members will have a single vote for each Assembly Delegate position that requires election in their constituency. Members enrolled with the University of Alberta shall elect delegates from the University of Alberta, and members enrolled with the University of Calgary shall elect delegates from the University of Calgary. Proxy votes shall not be permitted.
 - 10.2.6 If less than the maximum allotted number of Members submit their names for a Program Liaison or Member at Large group, the Board may appoint representative(s) from among those applicants who previously put their names forward for different Delegate positions, but who would be eligible for the vacant position. If there are no appropriate applicants, then a second nomination period and election may be held at the Board’s discretion. If the Board deems additional representation unnecessary, these position(s) may remain vacant.
- 10.3 Removal of Assembly Delegates or Board Members from office:
 - 10.3.1 The Board shall be entitled to remove an Assembly Delegate or Board Member from their position, provided that five business days’ written notice is given to the individual of the Board’s imminent decision regarding removal, if that individual:
 - 10.3.1.1 ceases to be a Member in good standing;

- 10.3.1.2 is absent from more than two consecutive meetings of the Assembly (as an Assembly Delegate) or more than three consecutive meetings of the Board (as a Board Member) without giving a reason that is found acceptable to the Board;
 - 10.3.1.3 ceases to be a Resident Physician of Alberta;
 - 10.3.1.4 is convicted of an indictable offence; or
 - 10.3.1.5 substantially fails in their duties as an Assembly Delegate or Board Member.
- 10.3.2 Using the above criteria, any Board Member may propose that an individual be removed from office and have this motion considered by the Board. Using the above criteria, any Member of the association may propose to the President or CEO that an individual be removed from office; this motion shall be forwarded for consideration to the Board if the President or CEO deems it appropriate.
- 10.3.3 The Board may remove a Member from the Assembly or Board by majority vote and must then provide written notice of the removal decision to the Member.
- 10.3.4 Board Members subject to review may not direct the Board's review discussion or cast a vote in the Board's decision.
- 10.3.5 An appeal of the decision to remove a Delegate or Board Member shall be directed to a subcommittee of the Association within ten (10) business days of receiving the notice of removal. The appeals subcommittee membership shall consist of at least three people as determined by the Assembly Review Committee, subject to the following constraints:
- 10.3.5.1 no one who previously voted regarding the expulsion shall be part of the appeals subcommittee, and
 - 10.3.5.2 no one in the same residency program and at the same university as the expelled Delegate or Board Member should be on this appeals subcommittee.
- 10.3.6 If the subcommittee decides the appeal is warranted, then expulsion shall be definitively confirmed or rescinded by majority vote of the Assembly at its next meeting.

XI. DUTIES AND POWERS OF THE BOARD

11.1 General Duties and Conditions:

- 11.1.1 With the exception of the Past President, all Board Members shall be elected in accordance with Article VIII “Election and Removal of Board Members and Assembly Delegates”.
- 11.1.2 With the exception of the Past President and Honourary Members, all Board Members shall reside in the Province of Alberta.
- 11.1.3 In addition to other specified duties and powers assigned elsewhere in the Bylaws, the Board shall:
 - 11.1.3.1 take the initiative in developing and implementing general policies and actions for the Association;
 - 11.1.3.2 implement all policies and actions approved by the Board or Assembly; and
 - 11.1.3.3 be responsible for the strategic direction and managing the implementation of the affairs of the Association between meetings of the Assembly.
- 11.1.4 All Board Members shall adhere to their respective job descriptions as determined by the Board on an ongoing basis and provided to each Board Member at the beginning of their respective term.
- 11.1.5 All Board Members may be assigned a specific powers and duties as deemed necessary by the Board or Assembly.
- 11.1.6 All Board Members are responsible for advising the Association office if they are unable to attend an Assembly meeting scheduled in accordance with Article XVI “Notification of Meetings”.

11.2 The President shall:

- 11.2.1 enforce due observance of the Bylaws;
- 11.2.2 represent, or appoint a designate to represent, the Association with stakeholders including, but not be limited to, the Resident Doctors of Canada (RDoC), the Alberta Medical Association (AMA), the Canadian Medical Association (CMA), the University Administrations, as well as in meetings with the media and government officials;

- 11.2.3 represent PARA at official forums as required;
 - 11.2.4 sign all documents and perform all acts which are required by law, and shall have all powers as may be assigned by the Bylaws of the Association, or the Board or Assembly;
 - 11.2.5 be a member and chair of the Board;
 - 11.2.6 be a member of the Human Resources Committee;
 - 11.2.7 introduce the President Elect to their duties and portfolio;
 - 11.2.8 preside over Board meetings as the Board Chair;
 - 11.2.9 be the representative of the Association at the Postgraduate Medical Education Advisory Group (PGME-AG);
 - 11.2.10 facilitate the transition of authority to the incoming President; and
 - 11.2.11 at the end of their term, the President will then automatically assume the role of Past President for the next term.
- 11.3 The Past President shall:
- 11.3.1 in the absence of the President, act in their stead;
 - 11.3.2 be a resource person for the Board and Assembly, who will be available to provide direction and history to the Assembly on past policy of the Association;
 - 11.3.3 be a member of the Board;
 - 11.3.4 act as the Chief Returning Officer in all PARA elections (see Article VIII “Election and Removal of Board Members and Assembly Delegates”);
 - 11.3.5 act as the Chair of the Human Resources Committee; and
 - 11.3.6 be the representative of the Association on the Joint Consultation Committee (JCC).
- 11.4 The Vice-President of Community and Internal Relations (VPCIR) shall:
- 11.4.1 be the chair of the Community and Wellness Committee;
 - 11.4.2 oversee the Association’s community outreach campaigns;

- 11.4.3 champion Board and Assembly orientation and foster teamwork amongst the Assembly members;
 - 11.4.4 introduce the VPCIR Elect to their duties and portfolio and facilitate the transition of authority to the new VPCIR; and
 - 11.4.5 report the content of Board and committee meetings, teleconferences, and communications to the VPCIR Elect at least once per month from the date the VPCIR Elect is elected or acclaimed until he/she takes office.
- 11.5 The Vice-President of Leadership and Education (VPLE) shall:
- 11.5.1 be the chair of the Leadership and Education Committee;
 - 11.5.2 champion leadership and educational opportunities for the Association;
 - 11.5.3 provide support and guidance for Members serving as representatives to External Stakeholders;
 - 11.5.4 oversee the coordination of general advocacy efforts, including, but not limited to, health policy and medical education issues;
 - 11.5.5 introduce the VPLE Elect to their duties and portfolio and facilitate the transition of authority to the new VPLE; and
 - 11.5.6 report the content of Board and committee meetings, teleconferences, and communications to the VPLE Elect at least once per month from the date the VPLE Elect is elected or acclaimed until he/she takes office.
- 11.6 The Vice President of Operations and Finance (VPOF) shall:
- 11.6.1 be the Chair of the Association's Finance and Operations Review Committee (FORC). This role will include, but not be limited to, reviewing the Association's Bylaws, annual budget, and policies;
 - 11.6.2 be a member of the Human Resources Committee;
 - 11.6.3 be a resource for Resident Physician Agreement compliance efforts;
 - 11.6.4 provide oversight on all financial matters of the Association;
 - 11.6.5 provide oversight on transactions with respect to the money or other financial instruments of the Association with financial or other institutions as is necessary for the efficient and responsible operation of the Association, as directed by the Board;

- 11.6.6 provide oversight on the disbursement of the assets of the Association in accordance with the Bylaws of the Association and at the direction of the Board;
 - 11.6.7 provide oversight on the completion of all documents which are required by law or which are requested by the Board in a timely fashion;
 - 11.6.8 present an annual statement of accounts as approved by two Board Members to the Members physically present at the Annual General Meeting;
 - 11.6.9 not be required to give the Association a bond for the faithful discharge of duties unless specifically required by the Board;
 - 11.6.10 introduce the VPOF Elect to their duties and portfolio and facilitate the transition of authority to the new VPOF; and
 - 11.6.11 report the content of Board and committee meetings, teleconferences, and communications to the VPOF Elect at least once per month from the date the VPOF Elect is elected or acclaimed until he/she takes office.
- 11.7 The Calgary and Southern Alberta Ambassador (CSAA) shall:
- 11.7.1 be engaged in a residency program affiliated with the University of Calgary, and reside in Calgary or Southern Alberta;
 - 11.7.2 be the representative for the Association’s Members affiliated with the University of Calgary on the Board;
 - 11.7.3 be the official representative (or shall designate a proxy) to the University of Calgary administrative committees and Postgraduate Medical Education Office;
 - 11.7.4 be a member of any Association Resident Physician Agreement compliance working groups related to University of Calgary programs and policies and shall be responsible for coordinating a response to any Agreement or other issues raised by resident physicians from Southern Alberta;
 - 11.7.5 be responsible for coordinating PARA representation at resident physician appeals or grievances for resident physicians from Southern Alberta;
 - 11.7.6 represent the Association or designate an alternate representative for the Resident Transfer Committee at the University of Calgary, and any resident physician appeals or grievances that arise;
 - 11.7.7 provide support and oversight to Assembly Delegates enrolled with the University of Calgary

- 11.7.8 be the liaison between the Association and the University of Calgary Medical Students' Association;
 - 11.7.9 introduce the CSAA Elect to their duties and portfolio and facilitate the transition of authority to the new CSAA; and
 - 11.7.10 report the content of Board and committee meetings, teleconferences, and communications to the CSAA Elect at least once per month from the date the CSAA Elect is elected or acclaimed until he/she takes office.
- 11.8 The Edmonton and Northern Alberta Ambassador (ENAA) shall:
- 11.8.1 be engaged in a residency program affiliated with the University of Alberta, and reside in Edmonton or Northern Alberta;
 - 11.8.2 be the representative for the Association's Members affiliated with the University of Alberta on the Board;
 - 11.8.3 be the official representative (or shall designate a proxy) to the University of Alberta administrative committees and Postgraduate Medical Education Office;
 - 11.8.4 be a member of the Association Resident Physician Agreement compliance working groups related to University of Alberta programs and policies and shall be responsible for coordinating a response to any Agreement or other issues raised by resident physicians from Northern Alberta;
 - 11.8.5 be responsible for coordinating PARA representation at resident physician appeals or grievances for resident physicians from Northern Alberta;
 - 11.8.6 represent the Association or designate an alternate representative for the Resident Transfer Committee at the University of Alberta, and any resident physician appeals or grievances that arise;
 - 11.8.7 provide support and oversight to Assembly Delegates enrolled with the University of Alberta
 - 11.8.8 be the liaison between the Association and the University of Alberta Medical Students' Association;
 - 11.8.9 introduce the ENAA Elect to their duties and portfolio and facilitate the transition of authority to the new ENAA; and
 - 11.8.10 report the content of Board and committee meetings, teleconferences, and communications to the ENAA Elect at least once per month from the date the ENAA Elect is elected or acclaimed until he/she takes office.

- 11.9 The Alberta Medical Association Ambassador (AMAA) shall:
- 11.9.1 be the representative of the Association at the AMA Representative Forums and the AMA Board of Directors meetings. The AMAA shall be responsible for relations between the two Associations at the Board and Assembly level, and shall provide oversight to ensure that there is a PARA Member on such AMA Committees that the two Associations agree upon;
 - 11.9.2 oversee the coordination of advocacy efforts with the AMA particularly at the Representative Forums, including, but not limited to, issues such as health policy and medical education issues;
 - 11.9.3 introduce the AMAA Elect to their duties and portfolio and facilitate the transition of authority to the new AMAA; and
 - 11.9.4 report the content of Board and committee meetings, teleconferences, and communications to the AMAA Elect at least once per month from the date the AMAA Elect is elected or acclaimed until he/she takes office.
- 11.10 The Chief Executive Officer (CEO) shall:
- 11.10.1 be ex officio a non-voting member of the Board and the Assembly. The CEO's position and responsibilities are described in Article VII "The Chief Executive Officer".
- 11.11 The Board shall have the power to:
- 11.11.1 borrow, raise, or secure the payment of money and, to do so, enter into any agreement with any government authority, company, firm, organization, or association that is conducive to the aims and objectives of the Association, in such manner as the Assembly in its discretion considers fit and proper;
 - 11.11.2 lend money on such terms and conditions as it considers fit and proper, but only to other associations of resident physicians in Canada;
 - 11.11.3 make grants either with or without conditions, but only to other associations of resident physicians in Canada;
 - 11.11.4 ratify any agreement that applies to Members; and
 - 11.11.5 may, as it deems appropriate:
 - 11.11.5.1 enter into any contract in the Association's name which the Association may lawfully make;

- 11.11.5.2 acquire or dispose of the assets of the Association;
 - 11.11.5.3 except where otherwise and expressly prohibited by these Bylaws, delegate its powers to any person or committee;
 - 11.11.5.4 establish and, from time to time, revise rules and procedures for the orderly operation of the Assembly; and
 - 11.11.5.5 perform other duties which are necessary for the efficient and responsible operation of the Association.
- 11.12 All documents, drafts, contracts, or negotiable instruments which the Assembly resolves to execute shall be signed by any two (2) members of the Board who have signing authority. These members include the President, Past President, VPOF, and CEO. This power shall not be delegated.
- 11.13 All financial documents shall be reviewed and signed by two (2) members of the Board who have signing authority. This power shall not be delegated.

XII. DUTIES AND POWERS OF THE ASSEMBLY

- 12.1 The Assembly of the Association shall:
- 12.1.1 represent the Members' interests;
 - 12.1.2 be responsible for supporting the strategic direction of the affairs of the Association as set by the Board;
 - 12.1.3 champion communication between the Association and the Members of the Association;
 - 12.1.4 elect the members of the Board as outlined in Article VIII "Election and Removal of Board Members and Assembly Delegates"
 - 12.1.5 elect the Ambassadors of the Association where required;
 - 12.1.6 report to the Members at the Annual General Meeting;
 - 12.1.7 consider recommendations from the Board;
 - 12.1.8 be present for a minimum of two (2) meetings of the assembly to qualify for the assembly members' stipend; and
 - 12.1.9 recommend Honourary Membership to the Association.
- 12.2 Assembly delegates, if unable to attend an Assembly meeting scheduled in accordance with Article XVI "Notification of Meetings", shall advise the Association office of the reason for their failure to attend.

- 12.3 The Assembly provides oversight for any investment decisions made by the Executive Board including the investment of surplus funds, creation and maintenance of any reserves.
- 12.4 The Association may employ such persons and maintain such facilities as are considered necessary by the Assembly for improving the functioning of the Association or for furthering the Association's mission.
- 12.5 A reserve fund shall be maintained at the level necessary to cover six (6) months of office operating expenses, plus shutdown costs. A 2/3 vote of the Assembly must authorize any reduction of the reserve below this level, as well as any further reduction in the reserve fund. The PARA Investment Policy Statement will guide the replenishment of and exercise the contents of this reserve fund.

XIII. MEETINGS OF THE ASSEMBLY

- 13.1 Meetings shall be announced in the manner outlined in Article XVI "Notification of Meetings".
- 13.2 Minutes of all Assembly Meetings shall be kept and shall be available for viewing by any Member of the Association at the PARA office during regular business hours. Copies of the minutes will be circulated to all members of the Assembly for each meeting held during their term of office.
- 13.3 Voting privileges are extended to the following:
 - 13.3.1 Assembly Delegates
 - 13.3.2 Board Members
- 13.4 Unless otherwise provided in these Bylaws or in the Rules and Procedures to be prepared by the Board, a decision of the Assembly shall be made as follows:
 - 13.4.1 at an Assembly Meeting, by a vote of the majority of Assembly members present and voting at the meeting;
 - 13.4.2 during a telephone conference, by a majority of voting Assembly members participating; or
 - 13.4.3 through an electronic vote, by a majority of voting Assembly members who participate in the vote.
- 13.5 The Assembly shall meet:

- 13.5.1 at least four (4) times during the academic year or as frequently as deemed necessary by the President or the Board; and
 - 13.5.2 through a Special Assembly Meeting, which shall be called at the written request of a majority of the Board, one-third (1/3) of the Assembly or half of the Members, submitted to the CEO; any Special Assembly Meeting shall be held within thirty (30) days of receipt of the written request, and shall be communicated in advance and inclusive of a meeting agenda to Assembly Delegates.
- 13.6 The Chair of the Assembly shall:
- 13.6.1 be the Past President. If the Past President is temporarily unavailable, the President or the President's designate shall serve as Chair of the Assembly.
 - 13.6.2 shall have the authority to limit discussion on any topic to the time prescribed in the business agenda, unless a motion is passed by the assembly to continue discussion.
 - 13.6.3 shall not vote unless in the event of a tie.
- 13.7 The most current version of Robert's Rules of Order shall govern the Assembly meetings and other procedures, except where inconsistent with these Bylaws, any Rules and Procedures adopted by the Board, or relevant legislation.

XIV. MEETINGS OF THE MEMBERS

- 14.1 Meetings of the Membership of the Association shall be of two kinds:
- 14.1.1 Annual General Meeting (AGM)
 - 14.1.2 Special General Meeting
- 14.2 Minutes of all Association Meetings shall be kept and shall be available for viewing by any Member of the Association at the PARA office during regular business hours.
- 14.3 The Annual General Meeting shall be held in conjunction with a regularly scheduled Assembly meeting held during the academic year.
- 14.4 Special General Meetings of the Membership may be called by the Assembly or Board to deal with special issues from time to time. Meetings may be called for both Edmonton and Calgary or, if in the opinion of the Assembly a particular issue affects only one city, then only one meeting may be called in that city. The decision on any motion made at this special meeting shall be determined by a majority of the total votes cast.

- 14.5 The President shall call a Special General Meeting of the Assembly on receipt, by registered mail, of a written request signed by not less than 10% of the membership of the Association and stating the purpose of such a meeting. This meeting shall be held within thirty (30) days of receipt of the written request, and shall be communicated in advance to the Assembly and membership.
- 14.6 Article XIV “Notification of Meetings” applies with respect to notification of Annual General and Special General Meetings.
- 14.7 The President or designate shall chair the meeting.
- 14.8 Except where in conflict with these Bylaws, rules for meetings shall be the most current version of Robert’s Rules of Order.
- 14.9 There shall be no proxy votes cast at a meeting of the members.

XV. QUORUM

- 15.1 At any meeting of the Membership, a quorum shall be twenty-five (25) Members of the Association.
- 15.2 At any meeting of the Assembly, a quorum shall be sixteen (16) members of the Assembly.
- 15.3 At any meeting of the Board, a quorum shall be a majority of the members of the Board, including at least one Officer.

XVI. NOTIFICATION OF MEETINGS

- 16.1 The CEO is responsible for the preparation and distribution of notices of meetings.
- 16.2 Notice of meetings shall be given in the following manner:
 - 16.2.1 For meetings of the Board, members of the Board shall be given at least three (3) business days’ notice of an ordinary meeting and at least one (1) business days’ notice of a special meeting, with notice of any meeting given either verbally or electronically at the discretion of the CEO.
 - 16.2.2 For meetings of the Assembly, Assembly members shall be given at least five (5) business days’ notice of ordinary meetings and at least one (1) business days’ notice of special meetings, with notice of any meeting to be given either verbally or electronically at the discretion of the CEO.

- 16.2.3 For Annual General Meetings, thirty (30) or more days' notice shall be given electronically to each Member.
- 16.2.4 For Special General Meetings, reasonable notice shall be given electronically at least five (5) business days before the date of the meeting. If, in the opinion of the Board, an emergency Special General Meeting is necessary, notice shall be given electronically at least one (1) business day before the date of the meeting.
- 16.3 For the purpose of sending notice to any Member, Assembly Delegate, or Board Member for any meeting, the address used shall be their last contact information recorded with the Association.

XVII. ASSOCIATION BUSINESS

- 17.1 The revenues and income of the Association shall be applied to the aims and objectives of the Association.
- 17.2 Payment of an honourarium may be made to each Officer, Director, and Delegate of the Association, in an amount determined solely by the Board. Subject to the foregoing, no remuneration shall be paid to any Member of the Association.
- 17.3 Any Member or Assembly member shall be reimbursed for any reasonable expenses incurred while engaged in activities at the request of the Association. Receipts for such expenses shall be required before reimbursement and will be evaluated by the VPOF and CEO in accordance with PARA expense policies.
- 17.4 The fiscal year of the Association shall commence on July 1 of each year, unless amended by the Assembly by Special Resolution.
- 17.5 An audit of the Association's financial records will occur each year by an external accounting firm. The extent of this audit will be determined by the Association's membership at the AGM with the report of the external accounting firm on the previous year's financial records submitted at the AGM for review by the Association's Members. The appointment of the external accounting firm for the current fiscal year will occur at the Association's AGM each year.

XVIII. PROTECTION OF ASSEMBLY DELEGATES, BOARD MEMBERS, AND MEMBERS

- 18.1 Every Assembly Delegate and Board Member of the Association, in exercising their authority and discharging their duties, shall act honestly and in good faith with a view to the best interest of the Association. He/she shall exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.

- 18.2 The Association hereby indemnifies and saves each and every present and former Assembly Delegate and Board Member together with any Member who sits or who has sat on any Association committee at the request of the Association (each an “Indemnified Party” and collectively the “Indemnified Parties”) and each of their respective heirs and legal representatives harmless from and against all 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) that are reasonably incurred by an Indemnified Party or Parties in respect of any civil, criminal, or administrative action 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 such position with the Association, PROVIDED THAT the Indemnified Party:
- 18.2.1 acted honestly and in good faith with a view to the best interests of the Association;
 - 18.2.2 acted with the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances; and
 - 18.2.3 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 that their conduct was lawful.
- 18.3 Subject to the above, and provided that nothing herein shall relieve any Delegate or Board Member from the duty to act in accordance with these Bylaws, or any applicable law or from liability for any breach thereof, no Delegate or Board Member shall be liable for the following:
- 18.3.1 the acts, receipts, neglects, or defaults of any other Delegate, Board Member or employee;
 - 18.3.2 any loss, damage, or expense incurred by the Association through the insufficiency or deficiency of title to any property acquired for or on behalf of the Association;
 - 18.3.3 insufficiency or deficiency of any security in or upon which any of the monies of the Association shall be invested;
 - 18.3.4 any loss or damage arising from the bankruptcy, insolvency, or tortious acts of any person with whom any of the moneys, securities, or effects of the Association shall be deposited; and
 - 18.3.5 any loss occasioned by any error of judgment or oversight on their part, or for any other loss, damage, or misfortune which shall happen in the execution of the

duties of their office or in relation thereto, with the exception of any actions that are intentional or grossly negligent.

XIX. COMMITTEES AND WORKING GROUPS OF THE ASSOCIATION

19.1 Committee Representatives:

19.1.1 Committee representatives and alternate representatives, where appropriate, will be selected at the first Assembly Meeting of the academic year for all committees on which the Association requires representation.

19.1.2 Committee Chairs are responsible for ensuring that the PARA office receives a written report for each meeting attended within one calendar month.

19.2 Standing Committees & Ad-hoc Working Groups

19.2.1 Assembly Review Committee (ARC):

19.2.1.1 The chair of the ARC shall be the Past President.

19.2.1.2 The ARC shall consist of interested Assembly Delegates and Association Members and is responsible for reviewing the make-up of the current PARA Assembly and recommending the recruitment of Delegates from underrepresented areas and/or skill sets to the Assembly.

19.2.1.3 The ARC shall determine the membership of an appeals subcommittee for expelled Assembly Delegates or Board Members appealing their expulsion, subject to the provisions of Article VIII “Election and Removal of Board Members and Assembly Delegates”.

19.2.2 Community & Wellness Committee (CWC):

19.2.2.1 The chair of the CWC shall be the VPCIR.

19.2.2.2 The CWC shall consist of Assembly Delegates and Association Members to address issues relating to resident physician well-being in areas such as emotional, health, and financial matters and to organize and implement social activities for resident physicians.

19.2.3 Employee Relations Committee (ERC)

19.2.3.1 The chair of the ERC shall be the Past President.

- 19.2.3.2 The ERC shall consist of: The Past President, President, Vice President of Operations and Finance, CEO, one Board member, and one Assembly Delegate, who shall be chosen by a vote of the Assembly at the first meeting of the academic year. The CEO shall not be entitled to participate in final decisions related to remuneration of their own employment.
 - 19.2.3.3 The ERC shall be responsible for the annual performance review of the CEO.
 - 19.2.3.4 The ERC shall be advisory to the CEO, where consulted, on any employee issues.
 - 19.2.3.5 The ERC shall be responsible for resolving any disputes between the CEO and other staff members.
 - 19.2.3.6 The Employee Relations Committee is accountable to the Assembly for all assessments and decisions.
- 19.2.4 Finance & Operations Review Committee (FORC)
- 19.2.4.1 The chair of FORC shall be the VPOF.
 - 19.2.4.2 The FORC includes the President, Past President, CEO, and any Assembly Delegates and Association Members interested in the operations of the Association.
 - 19.2.4.3 The FORC is responsible for regularly reviewing the bylaws, policies, and procedures of the Association.
 - 19.2.4.4 The FORC formulates and periodically reviews the annual budget.
- 19.2.5 Leadership & Education Committee (LEC):
- 19.2.5.1 The chair of the LEC shall be the VPLE; the committee shall be advisory to the VPLE and AMAA.
 - 19.2.5.2 The LEC shall consist of Assembly Delegates and Association Members interested in advocating for resident physician issues to external organizations.
- 19.2.6 Negotiation Committee (NC)
- 19.2.6.1 The chair of the NC shall be the CEO or designate.

19.2.6.2 The NC includes the President, Past President, and the CEO of the Association; as well as Assembly Delegates and Association Members interested in preparing for contract negotiations.

19.2.6.3 The Negotiation Team, a subcommittee of the NC, will participate in the contract negotiation talks. Each member of the Negotiation Team will require confirmation by the Board.

19.2.7 Nomination and Awards Committee (NAC):

19.2.7.1 The co-chairs of the NAC shall be the ENAA and CSAA.

19.2.7.2 The NAC shall consist of interested Assembly Delegates and Association Members and is responsible for PARA Awards and PARA nominations for stakeholder awards.

19.2.8 Resident Physician Agreement Compliance Working Groups

19.2.8.1 Extraordinary issues of Agreement compliance that require research, input, or feedback from resident physicians will prompt the establishment of ad-hoc working groups as required. Routine Agreement compliance will continue to be handled by staff to ensure consistent and reliable management of issues.

19.2.8.2 These working groups will include Assembly Delegates and Association Members who are interested in and can provide insight into the issue.

19.2.8.3 Working group chairs will be selected based on interest in the issue, time, and ability to provide working group leadership.

19.2.9 Strategy & Policy Ad-hoc Working Groups:

18.2.9.1 Projects, presentations, and policy development that align with the Association's strategic framework and require research, input, or feedback from resident physicians will prompt the establishment of ad-hoc working groups as required.

18.2.9.2 Working group chairs will be selected based on interest in the issue, time, and ability to provide working group leadership.

18.2.9.3 The working group chair will be responsible for establishing a Terms of Reference document that will detail and govern how the working group will operate. This document will be approved by the Board as necessary.

18.2.9.4 Working group chairs, if not Board Members, shall be accountable to the Board Member to whose portfolio their work most pertains.

19.3 Representation at the Resident Doctors of Canada (RDoC)

19.3.1 The Association's delegation to RDoC Board meetings shall consist of the President, two RDoC Board of Directors members, two observers where possible, and the CEO.

19.3.2 Elections for RDoC Board of Directors shall occur as follows:

18.3.2.1 call for nominations sent to all Association Members.

18.3.2.2 Association Members will elect the two RDoC Board of Directors members through electronic ballot.

19.3.3 RDoC Board of Directors members shall be required to submit a written report to the Assembly following each meeting of RDoC.

19.3.4 The RDoC observers shall be selected from a pool of interested resident physicians collected at the first PARA Assembly meeting of the academic year. Reasonable effort shall be made to send all interested Association Members to at least one RDoC board meeting.

XX. AMENDMENT OF BYLAWS

20.1 These Bylaws may be amended or repealed and replaced by new Bylaws by Special Resolution, as defined by the Societies Act, at an Annual General Meeting or Special General Meeting.

20.2 The meeting notice shall include reference to amendment of the Bylaws.

20.3 The resolution for amendment or repeal and replacement of Bylaws may be made by the Board, the Assembly or 10% of the membership of the Association who shall communicate this resolution in writing to the CEO.

XXI. DISSOLUTION

21.1 Upon the dissolution of the Association and after the payment of all debts and liabilities, the remaining property of the Association shall be held in trust by the Alberta Medical Association (AMA) for five years from the receipt of funds. After this period, the AMA shall use these funds to sponsor activities that encourage or are related to resident physician well-being.