



Alberta Herbalists Association Bylaws

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NAME

The name of this organization shall be Alberta Herbalists Association (hereinafter referred to as AHA), unless the name is changed pursuant to Article 6.15

VISION

To enhance and protect the practice of herbalism in the Province of Alberta

MISSION

Through open fellowship and collaboration, to allow herbal practitioners and associates:

- Establish regulations for educational standards, code of ethics, disciplinary procedures, certifications, continuing education.
- Promote public awareness of the traditional and modern use of herbs.
- Provide educational and networking opportunities for herbalists and the public.
- Support and stimulate continuing education and research in phytotherapy.
- Provide resources for agencies and institutions in regards to the traditional and modern use of herbs in facilitating health and wellness.

1. ARTICLE I : DEFINITIONS

- 1.1. An 'Herbalist' is an individual trained in the practice of herbal medicine who:
 - 1.1.1. Is trained in the therapeutic use of crude botanical medicines; and
 - 1.1.2. Primarily uses traditional preparations* of crude botanical material; and
 - 1.1.3. Is qualified** and competent to take this responsibility and be held accountable for his/her recommendations.



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*Traditional preparations include, but are not limited to: tinctures, teas, capsules, infusions, decoctions, syrups, plasters, poultices, oils, liniments, ointments, fomentations, salves, etc.

**Appropriate qualification is obtained through such methods as classroom training, self-study, and mentorship.

- 1.2. The Code of Ethics is the AHA standard of ethical practice for all members.
- 1.3. "Special Resolution" is as defined in the Societies Act which requires:
 - 1.3.1. A quorum present;
 - 1.3.2. Twenty-one (21) days previous notice by phone, in writing, or by email to members;
and
 - 1.3.3. Three-quarter ($\frac{3}{4}$) vote of the members present and voting.

2. ARTICLE II : MEMBERSHIP

- 2.1. Applications for membership shall be in writing and submitted to the Registrar.
- 2.2. There are three (3) classes of membership:
 - 2.2.1. Professional;
 - 2.2.2. Student; and
 - 2.2.3. Associate.
- 2.3. PROFESSIONAL MEMBER
 - 2.3.1. An individual who has:
 - 2.3.1.1. Achieved a certificate of completion from a program of herbal study recognized by the AHA Board, or the equivalent level of education, as determined by the Board of Directors; and
 - 2.3.1.2. Established or is in the process of establishing a professional herbal medicine practice that is active in the promotion, maintenance and restoration of an individual's health primarily through the internal and external use of plant-based medicines which may or may not include other natural health products and services; and
 - 2.3.1.3. Been approved for membership by the Registrar; and
 - 2.3.1.4. Paid the applicable dues, special assessments, and professional liability program fees (if available); and
 - 2.3.1.5. Read and signed an agreement to comply with the AHA Code of Ethics. A copy of this agreement is to be made available at the request of clients.
 - 2.3.1.6. Fulfilled continued competency as outlined in Article 2.10.
 - 2.3.1.7. Provided three (3) written references from colleagues, teachers, mentors, or clients (references may not be family or relatives).
 - 2.3.1.8. If required by the Registrar, submit evidence of having good character and reputation by providing copies to the AHA of any of the following upon request:
 - 2.3.1.8.1. A statement as to whether the individual is currently undergoing an unprofessional conduct process or has been previously disciplined by a professional regulatory body or any professional association or body to which the individual belongs.
 - 2.3.1.8.2. A statement as to whether the individual has ever been convicted of a criminal offence.



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- 2.3.1.8.3. Any other specific information as requested by the AHA.
- 2.3.2. A Professional Member, in good standing, has the following rights and privileges:
 - 2.3.2.1. Eligible to attend and vote at Annual General and Special General meetings;
 - 2.3.2.2. Eligible for election to the Board of Directors subject to the requirements of Article VIII;
 - 2.3.2.3. Will receive an official AHA Professional Membership card and certificate.
 - 2.3.2.4. Will have the option to list their name, business name, contact phone numbers, email address and business website link included in the AHA Online Professional Herbalist Directory, as well as any printed resource directory that may be created by the AHA.
 - 2.3.2.5. Will have the right to use the name of Alberta Herbalists Association, its acronym, logo, other mark, symbol or identification and the member's AHA membership number in advertising and promotional material of the member's professional services, (as outlined in the AHA guidelines);
 - 2.3.2.6. To have his or her name included on the list that is provided to those insurance companies and other third party payers that pay directly or reimburse insured clients' claims for eligible members' services;
 - 2.3.2.7. To participate in the professional liability insurance program and other group rated insurance plans and benefits which the AHA obtains for its members (subject to approval of the insurer); and
 - 2.3.2.8. Will receive AHA publications (online and print) as they are available.
 - 2.3.2.9. Access to online AHA Professional communities, including Adverse Reactions Reporting System, online forums, and other professional educational material as it becomes available.
 - 2.3.2.10. Discounts on AHA sponsored conferences and continued competency workshops.
 - 2.3.2.11. Discounts with suppliers as available.
- 2.4. STUDENT MEMBER
 - 2.4.1. A individual who has:
 - 2.4.1.1. Interest in the principles of natural health practice and supports the aims of the AHA; and
 - 2.4.1.2. Is a student enrolled in a program of herbal study recognized by the AHA Board, or the equivalent level of education, as determined by the Board of Directors; and
 - 2.4.1.3. Been approved for Student membership by the Registrar; and
 - 2.4.1.4. Paid the applicable dues, fees, and special assessments.
 - 2.4.1.5. If required by the Registrar, submit evidence of having good character and reputation by providing copies of any of the following to the AHA upon request:
 - 2.4.1.5.1. Three (3) written references from colleagues, teachers, mentors, or clients. (References may not be family or relatives.)
 - 2.4.1.5.2. A statement as to whether the individual is currently undergoing an unprofessional conduct process or has been previously disciplined by a professional regulatory body or any professional association or body to which the individual belongs.



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- 2.4.1.5.3. A statement as to whether the individual has ever been convicted of a criminal offence.
- 2.4.1.5.4. Any other specific information as requested by the AHA.
- 2.4.2. A Student member has the following rights and privileges:
 - 2.4.2.1. Attend Annual General and Special General meetings, but does not have the right to vote or be eligible for election, unless by special resolution by the board; and
 - 2.4.2.2. Receive the AHA publications (online and print) as they are available.
 - 2.4.2.3. Access to online Student Forums as available.
 - 2.4.2.4. Discounts on AHA sponsored conferences and continued competency workshops.
 - 2.4.2.5. Discounts with suppliers as available.
- 2.5. ASSOCIATE MEMBER
 - 2.5.1. An individual, association, organization or other legal entity (such as non-practising herbalists; herb growers and wildcrafters; manufacturers of herbal products; distributors of herbal products; and anyone with an interest in the practice of herbal medicine) who has:
 - 2.5.1.1. Interest in the principles of herbal medicine and supports the aims of the AHA; and
 - 2.5.1.2. Been approved for Associate membership by the Registrar; and
 - 2.5.1.3. Paid the applicable dues, fees, and special assessments.
 - 2.5.2. An Associate Member that is an association, organization or other legal entity shall designate the name and address of one individual, who shall thereafter receive all official notices of the AHA.
 - 2.5.3. An Associate member has the following rights and privileges:
 - 2.5.3.1. Attend Annual General and Special General meetings, but does not have the right to vote or be eligible for election, unless by special resolution by the board; and
 - 2.5.3.2. Receive the AHA publications (online and print) as they are available.
 - 2.5.3.3. Discounts on AHA sponsored conferences and continued competency workshops.
 - 2.5.3.4. Discounts with suppliers as available.
- 2.6. MEMBERSHIP DUES
 - 2.6.1. Membership dues and special assessments shall be determined by a two-thirds (2/3) vote of the members present and voting at an Annual General or Special General meeting.
 - 2.6.2. Membership dues and any applicable fees for the professional liability insurance program (if available) shall be payable on an annual basis.
 - 2.6.3. Special assessments shall be payable within thirty (30) days of the date of being levied.
 - 2.6.4. Membership fees shall be determined by the board and reviewed annually at the Annual General Meeting.
 - 2.6.5. Any change in membership fees will be communicated to all members with at least sixty (60) days notice.
- 2.7. GOOD STANDING



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- 2.7.1. A member in good standing is one whose current dues, reinstatement fees, special assessments and any applicable fees for the professional liability insurance program (if available) have been paid in accordance with the provision of these bylaws, and who is not under any disciplinary action and whose registration as a member is not suspended.
- 2.7.2. If a member has been convicted of a criminal offence and the conviction is deemed under Article IX to constitute conduct detrimental to the best interests of the public, the member will no longer be in good standing.
- 2.7.3. If a membership is in arrears, the member shall not be considered to be in good standing, and consequently shall not be privileged to the benefits offered by the AHA until rectified.
- 2.8. TERMINATION
- 2.8.1. Resignation of any member shall be submitted in writing to the Registrar along with his or her membership card and related certificates.
- 2.8.2. The Treasurer shall notify members who are in arrears; and members whose dues, reinstatement fees and special assessments are not paid within thirty (30) days of being notified shall be terminated from membership.
- 2.9. REINSTATEMENT
- 2.9.1. Where membership is terminated as specified in Article 2.8.2, the person may make application for reinstatement and shall be reinstated to membership upon payment of dues, special assessments, reinstatement fee and other applicable fees. The reinstatement fee shall be as determined by the Board of Directors. Application for reinstatement shall be made to the Registrar.
- 2.9.2. Where membership is terminated as a result of a disciplinary action under Article X, the person will not be considered for reinstatement for a period of five (5) years. Any decision to reinstate must be made by the full Board of Directors after due consideration of risks to the association, its members and the public.
- 2.10. CONTINUED COMPETENCY
- 2.10.1. Professional members are required to collect twenty (20) continued competency hours within a 12-month period consistent with their membership renewal period.
- 2.10.2. Continued competency requirements include education within relevant fields such as classes, conferences, workshops, apprenticeships, guided fieldtrips, education from recognized institutions, or by special approval by the board.
- 2.10.3. Confirmation must be submitted during the yearly membership renewal.
- 2.10.4. Confirmation can be provided in the form of a certificate of completion, letter of acknowledgement of attendance from the instructor, or through completion of the continuing education form included with the membership renewal.
- 2.10.5. If a Professional Member has not complied with the continued competency requirements, then the Registrar may:
- 2.10.5.1. Refuse to renew the individual's membership; or
 - 2.10.5.2. Renew the individual's membership on the condition that the individual completes the continued competency requirements within a specified time period, by special approval of the board.

3. ARTICLE III : OFFICERS and DIRECTORS



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- 3.1. The AHA Board of Directors shall consist of a minimum of five (5) to a maximum of nine (9) Directors and shall be elected at the Annual General Meeting.
 - 3.1.1. At the first Board of Directors meeting, following the Annual General Meeting, the Board shall elect by and amongst themselves the Officers of the AHA: President, Vice President, Secretary, Treasurer and Registrar.
 - 3.1.2. The remainder of the board will consist of at least one (1) Professional Member, one (1) Student Member and one (1) optional Associate member.
- 3.2. Each Director shall be a member in good standing throughout the term of office.
- 3.3. TERM OF OFFICE
 - 3.3.1. The term of office for all Directors shall be two (2) years or until a successor is elected or appointed whichever is the earliest. Term of office shall begin at the conclusion of the Annual General Meeting. Directors shall not serve more than two (2) consecutive terms, unless by special resolution.
 - 3.3.2. One half of the Directors shall be elected in the years ending with even numbers and one half of the Directors shall be elected in the years ending with odd numbers.
 - 3.3.3. Term of Office for Officers shall be two (2) years, unless under special resolution. The President shall not serve more than two (2) terms in a six (6) year period, unless under special resolution.
- 3.4. The duties of the Officers shall be:
 - 3.4.1. The President shall:
 - 3.4.1.1. Be responsible for implementing the policies of the AHA;
 - 3.4.1.2. Preside, or designate a person to preside, at all meetings of the AHA and Board of Directors' meetings;
 - 3.4.1.3. Sign, with the Secretary, all documents requiring the seal;
 - 3.4.1.4. Be responsible for arranging for the audit of the financial books and records at the close of each fiscal year;
 - 3.4.1.5. Represent the AHA to the public; and
 - 3.4.1.6. Perform other duties applicable to the office as specified in these Bylaws, AHA Policies and Roberts' Rules.
 - 3.4.2. The Vice-President shall:
 - 3.4.2.1. Act in the absence of the President, or where the President is unable to perform the President's duties;
 - 3.4.2.2. In the case of death or inability of either the President or the Secretary, shall sign all documents requiring the seal, and
 - 3.4.2.3. Perform other duties applicable to the office as specified in these Bylaws, AHA Policies and Roberts' Rules.
 - 3.4.3. The Secretary shall:
 - 3.4.3.1. Be responsible for maintaining the custody and use of the seal.
 - 3.4.3.2. Be responsible for the preparation and custody of minutes of proceedings of meetings of the AHA and of the Board of Directors, and other books and records of the Association.
 - 3.4.3.3. Be responsible for ensuring policy regarding the time and place which books and records of the Society may be inspected by members.
 - 3.4.4. The Treasurer shall:
 - 3.4.4.1. Be responsible for ensuring that the financial matters adhere to the policies outlined in the Board Policies.



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- 3.4.4.2. Be responsible for ensuring the conducting of an annual audit.
- 3.4.4.3. Be responsible for ensuring the presentation of the budget to the Annual General Meeting, for information.
- 3.4.5. The Registrar shall:
 - 3.4.5.1. Be responsible for registering new members, processing membership renewals, and keeping member records.
 - 3.4.5.2. Be responsible for coordinating membership benefits.
- 3.5. The duties of the Directors shall implement, generally, the aims of the AHA; and perform duties applicable to the AHA.
- 3.6. A vacancy occurring in an office of a Director may be filled by the Board of Directors appointing an eligible member of the AHA (as stated in Article 8.2). Such appointed member shall hold office until the next Annual General meeting at which time an election shall be held in accordance with Article VIII, for the unexpired term.
- 3.7. In the event that any of the Officers' positions becomes vacant during their term of office, the Board shall elect, by and amongst themselves, someone to fill the vacant position, in which case the newly elected officer shall hold office until the next Annual General Meeting.

4. ARTICLE V : REMUNERATION

- 4.1. Individuals acting in the capacity of Directors shall not be entitled to receive any remuneration for acting in such capacities.
- 4.2. Individuals acting in the capacity of Officers shall be entitled to receive such remuneration for acting in such capacities as may be authorized by the Board of Directors, Board Policy or the Bylaws.
- 4.3. Reimbursement for expenses or partial expenses incurred while conducting AHA business will be considered on an individual basis.

5. ARTICLE VI : MEETINGS

- 5.1. ANNUAL GENERAL MEETINGS
 - 5.1.1. The Annual General Meeting shall be held within one (1) year of a fiscal year end, at a time and place as determined by the Board of Directors.
 - 5.1.2. At least twenty-eight (28) days notice, in writing, shall be given to the members for Annual General Meetings.
 - 5.1.3. In addition to notice of the date, time, and location of the Annual General Meeting, members shall receive, at least twenty-eight (28) days notice, in writing, information regarding how to obtain copies of the following documents:
 - 5.1.3.1. Agenda
 - 5.1.3.2. Board Members Annual Reports
 - 5.1.3.3. Committee Reports
 - 5.1.3.4. Audited Financial Statement
 - 5.1.3.5. Budget
 - 5.1.3.6. Proposed Bylaw Amendments
 - 5.1.3.7. Policy Resolutions
 - 5.1.4. Notice of the Annual General Meeting as set out above in Article 5.1.2 and notice regarding how to obtain copies of any of the documents referred to in Article 5.1.3 may be provided by:



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- 5.1.4.1. Email to the member's last known email address; or if email is undeliverable
 - 5.1.4.2. Regular mail to the member's last known address; or
 - 5.1.4.3. Printing a copy of the notice in the AHA's magazine and providing a copy of the magazine to the member by regular mail or email.
- 5.2. SPECIAL GENERAL MEETINGS
- 5.2.1. A Special General Meeting may be called at any time by the Board of Directors or by the written request of one-third (1/3) of the members. A request for a Special General meeting shall include the agenda items for the meeting.
 - 5.2.2. As much notice as possible, but at least fourteen (14) days notice, in writing by email, shall be given to the members for Special General Meetings. Only such subjects as are specified in the notice calling the meeting may be considered and acted upon at that meeting.
- 5.3. QUORUM
- 5.3.1. Fifty percent (50%) of voting members in good standing shall constitute a quorum at all meetings.
- 5.4. ENTITLEMENT TO VOTE
- 5.4.1. Only Professional members and Directors, in good standing, are entitled to vote at Annual General and Special General Meetings unless by special resolution by the board.
- 5.5. ORDER OF BUSINESS
- 5.5.1. Where there are bylaw amendments, the consideration of such amendments shall take place prior to the Elections and any New Business.
- 5.6. POLICY RESOLUTIONS
- 5.6.1. Policy Resolutions may be considered at Annual General or Special General meetings and require a majority vote of the members present and voting. Only those Policy Resolutions that meet the requirements of this Article shall be considered at the meeting.
 - 5.6.2. Policy Resolutions shall be submitted in writing:
 - 5.6.2.1. To the Board of Directors;
 - 5.6.2.2. At least sixty (60) days before the meeting specified in 5.6.1.
 - 5.6.3. Policy Resolutions that have not been submitted sixty (60) days prior to the meeting shall be considered at Annual General or Special General meetings only when:
 - 5.6.3.1. The subject is of an urgent nature, that is required to be done at a membership meeting, and cannot be delayed until the next membership meeting;
 - 5.6.3.2. The subject is of an issue, or new information, that has arisen following the time limit for submission of Policy Resolutions, and;
 - 5.6.3.3. A two-third (2/3) vote of the members present and voting adopts a motion to consider the Policy Resolution.
 - 5.6.3.4. Except where members at the meeting agree to consider a Policy Resolution as specified in Article 5.6.1, members shall receive previous notice of Policy Resolutions included with the notice of the meeting.
- 5.7. COMPLETION OF BUSINESS
- 5.7.1. If the membership does not complete the business at Annual General or Special General Meetings, the remaining business may be referred to the Board of Directors. The Board of Directors shall have the authority to dispose of such



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business, where such action is not in conflict with Bylaws.

6. ARTICLE VI : BOARD OF DIRECTORS

- 6.1. The board must consist of five (5) to nine (9) members:
 - 6.1.1. At least four (4) professional members
 - 6.1.2. Remaining board members (at Large) may consist of:
 - 6.1.2.1. one (1) or more student members
 - 6.1.2.2. one (1) or more associate member
 - 6.1.3. In the event that less than 4 professional members are available to serve, student or associate members may be elected at the discretion of the board.
- 6.2. Committees.
 - 6.2.1. Each committee must be headed by a professional member unless by special resolution of the board
 - 6.2.2. All Members in good standing can join committees
- 6.3. Committee members can be reviewed and removed at the discretion of the Board at anytime.
- 6.4. The Officers of the AHA, including the Directors, shall constitute the Board of Directors (hereinafter referred to as the Board).
- 6.5. The business of the AHA shall be governed by the Board, who shall exercise all such powers of the AHA, and do on behalf of the AHA, all such acts as may be exercised by the AHA, and as are not by the Societies Act or, by these Bylaws, required to be done by the AHA, in an Annual General or Special General Meeting of the AHA.
- 6.6. All acts bona fide done by any meeting of the Board, or, by any person acting as a member of the Board, notwithstanding if it be afterwards discovered that there was some defect in the appointment of any such person acting as aforesaid or, that they or any of them were disqualified, shall be valid as if every person had been duly appointed and was qualified to be a member of the Board.
- 6.7. To the extent required for the proper functioning of the AHA, the Board, or any person to which the Board delegates such authority, shall employ, retain, direct, and compensate personnel, consultants, legal, accounting, and other professional personnel, and engage and pay for the use of premises and equipment.
- 6.8. The Executive Director and the Registrar.
 - 6.8.1. The Board on behalf of the AHA shall appoint as outlined in Board Policy an Executive Director and a Registrar who shall be responsible for the day-to-day business of the AHA. The Executive Director and a Registrar report to and are accountable to the Board.
 - 6.8.2. The AHA shall appoint an Executive Director and a Registrar. The responsibilities of the Registrar shall be as outlined in Board Policy.
- 6.9. No monies of the AHA shall be expended without the authorization of the Board or such person or persons as the Board, or a meeting of the AHA may from time to time authorize for this purpose. The manner in which monies may be withdrawn or cheques issued by the AHA shall be determined from time to time by the Board.
- 6.10. The Board, in addition to all other powers vested in it, is authorized and empowered, subject to the approval and authorization of the AHA as defined in Article 6.8:
 - 6.10.1. To acquire, hold, and dispose of, real and personal property or, any part thereof; and



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- 6.10.2. To invest monies on behalf of the AHA; and
- 6.10.3. To borrow money for the purpose of the AHA and to give security for any money so borrowed, on any of the real, personal or mixed property of the AHA by way of mortgage, pledge, charge or otherwise.
- 6.11. Authorization for the exercise of the powers listed in Article 6.10.1 and 6.10.2 shall be by a two-thirds (2/3) vote of the Board, present and voting, subject to approval at the next Annual General Meeting. Authorization for the exercise of powers listed in Article 6.10.3 shall be by Special Resolution of the members at an Annual General or Special General meeting, and shall be prior to the exercise of such powers.
- 6.12. The Board may establish committees of the AHA subject to Board Policy.
- 6.13. The Board may appoint members of the AHA to various positions within the AHA as required. These positions shall be subject to any restrictions or, regulations imposed upon them by the Board.
- 6.14. The Board shall establish a procedure for informal resolution of complaints by the members or their clients. Where a complaint is not resolved under this procedure, or where the complaint is not appropriate for this procedure, it may be submitted to the AHA for disposition of complaints under Article X.
- 6.15. The Board is authorized to change the name of the association, after it has sought reasonable input from members that may include surveys, focus groups, etc.
- 6.16. Removal of Officers
 - 6.16.1. The Board may terminate the appointment of any Officer prior to the end of his/her term upon a two-thirds (2/3) ballot vote of the Board in the following circumstances:
 - 6.16.2. If the Board determines that the Officer is unable or unwilling to fulfill his/her duties as a Director or Officer; and/or,
 - 6.16.3. If the Board determines that the Officer has violated Board Policy and has determined that the explanation for the violation is unacceptable; and/or,
 - 6.16.4. If the Board determines that the Officer has breached the AHA's Code of Ethics or has acted in a manner that is contrary to the interests of the AHA.

7. ARTICLE VII : MEETINGS OF THE BOARD OF DIRECTORS

- 7.1. The Board shall meet including by telephone conference as often as the Board deems necessary, and at least every three (3) months. A special meeting of the Board may be called by the President, or, by one third (1/3) of the Board Members.
- 7.2. Board members shall be given at least fourteen (14) days notice by phone, by email or in writing, of Board meetings; and as much notice as possible, but at least five (5) days notice by phone, email or in writing, shall be given for special Board meetings except in extraordinary circumstances.
- 7.3. Fifty percent (50%) of the members of the Board shall constitute a quorum.
- 7.4. If a Director of the Board is absent from two (2) consecutive meetings of the AHA, i.e. Board, Annual General or Special General, the reasons for such absences shall be submitted in writing to the Board. If the reasons are found to be unsatisfactory to the Board, by a two-thirds (2/3) vote of the Directors present and voting, the position of the Director shall be declared vacant. Such vacancies shall be filled in accordance with Article 3.6 as applicable.

8. ARTICLE VIII : NOMINATIONS AND ELECTIONS



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- 8.1. All Directors shall be elected at the Annual General Meeting.
- 8.2. Eligibility for Nomination
 - 8.2.1. Any eligible member (Articles 2.3.2.2, 2.4.2.1, 2.5.3.1, III,) in good standing (Article 2.7), and having been such a member with the AHA for at least one (1) year (unless by special resolution of the board), shall be eligible for election as a Director.
 - 8.2.2. No professional member shall be eligible for election as a Director if within the last seven (7) years an Arbitrator under Article 10.5 has found allegations against the regular member to have been proven or the Regular Member has received a criminal conviction.
- 8.3. Nominations shall follow the nominations process as outlined in Board Policy. Only members nominated shall be eligible for election.
- 8.4. A list of Candidates will be presented by the Nominations Committee. Nominations from members in good standing must be submitted not less than seventy-five (75) days prior to the Annual General Meeting. Each nomination shall be submitted in writing on the official nominating form and must have the written consent of the nominee to serve if elected.
- 8.5. Additional nominations for positions on the Board shall be signed by no fewer than three (3) members who are eligible to vote;
 - 8.5.1. Additional nominations shall close fifteen (15) days prior to the Annual General Meeting.
- 8.6. In the election of Directors, the list of candidates shall be printed on the ballot, and the candidates receiving the highest number of votes for the available positions of the members present and voting shall be declared elected.
- 8.7. If, at the close of nominations, the number of candidates nominated for the Board is equal to or less than the number of positions available, the Board shall be deemed elected by acclamation and the Chair of the Nominations Committee shall declare that the slate of candidates is elected as presented.

9. ARTICLE IX : REMOVAL OF DIRECTORS

- 9.1. Except as specified in Article 7.4, the election of a Director shall only be rescinded by a two-third (2/3) vote, of the members present and voting, at a Special General meeting. At least thirty (30) days written notice of the meeting shall be given to the members.
- 9.2. Any member in good standing may make a written request to the Board to call a Special General Meeting for the purpose of rescinding the election of a Director. Such request shall state the specific duty under Article III that the Director is alleged to have violated; and shall state in detail the specific act, or, circumstances that gave rise to the alleged violation.
- 9.3. Where the Board does not agree to the request to call a Special General Meeting, one-third (1/3) of the members may make a written request for a Special General Meeting; and where such a request is made, a Special General Meeting shall be called.
- 9.4. The Board shall serve a copy of the request, either personally, or, by registered mail, to the Director.
- 9.5. Upon receipt of the copy of the request, the Director shall have the right to resign the position, in which case no further proceedings under this Article shall take place.
- 9.6. The member who made the request for the meeting, and the Director, shall be given thirty (30) days notice of the meeting, either personally, or by registered mail.



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- 9.7. At the meeting, the member who made the request for the meeting, and the Director, shall have the opportunity to make their presentations to the meeting.
- 9.8. Following the presentations by the member who made the request, and the Director, a motion to Rescind the Election of the Director may be made.
- 9.9. Where a motion to Rescind the Election is adopted, the Director position shall be declared vacant, and an election to fill the vacancy shall take place at the same meeting. The election shall be in accordance with Article VIII.
- 9.10. Article IX shall not apply to Director absences from meetings as specified in Article 7.4; or for offenses to the AHA and violations of the Code of Ethics.

10. ARTICLE X : COMPLAINTS RESOLUTION

10.1. COMPLAINTS

10.1.1. Any person may make a complaint against a member regarding any conduct of a member that:

- 10.1.1.1. Violates any provision of the Code of Ethics; or Bylaws; or
- 10.1.1.2. Is detrimental to the best interests of the public, or
- 10.1.1.3. Harms or tends to harm the standing of the profession generally; or
- 10.1.1.4. Displays a lack of knowledge, skill or judgment in the practice of the profession.

10.1.2. Despite not having received a complaint under Article 10.1.1, where the Executive Director has reasonable grounds to believe that a member has acted in a manner as described in Article 10.1.1.1 – 10.1.1.4, an officer of the AHA or the Executive Director may make a complaint against a member in accordance with Article 10.1.1.

10.1.3. Criminal Offense

- 10.1.3.1. If a member is charged with a criminal offense, the member shall forthwith inform the Association of the charge.
- 10.1.3.2. If a member has been convicted of a criminal offense, the member shall forthwith inform the Association of the conviction.
- 10.1.3.3. If a member has been convicted of an indictable offence, the conduct of the member on which the conviction is based is deemed to be conduct of a manner described in Article 10.1.1.1 – 10.1.1.4;
 - 10.1.3.3.1. The member shall forthwith inform the AHA of the conviction; and
 - 10.1.3.3.2. The Board of the AHA shall, by a 2/3 vote, determine the sanction to be imposed on the member in accordance with Article 10.5; and
 - 10.1.3.3.3. Publication shall be determined by the Board in accordance with Article 10.6.

10.2. COMPLAINTS PROCESS

10.2.1. Written Complaint

- 10.2.1.1. Complaints against members shall be in writing signed and submitted to the Executive Director of the AHA. The complainant shall specify the act, or circumstances, that led to the complaint.

10.2.2. Member Notification

- 10.2.2.1. The Executive Director shall notify the member of the substance of the complaint and serve on the member a copy of the complaint in a timely manner.
- 10.2.3. Member Response
 - 10.2.3.1. Upon notification by the Executive Director of the receipt of a complaint in the AHA office, the member shall have the right to respond to the complaint. Such response shall be provided to the Executive Director within thirty (30) days of being notified of the complaint. The time period may be altered at the discretion of the Executive Director.
- 10.2.4. Action By Executive Director
 - 10.2.4.1. Within thirty (30) days of receipt of a complaint that complies with the requirements of 10.2.1, the Executive Director shall take action for resolution of the complaint which could be as follows:
 - 10.2.4.1.1. Encourage the complainant and the member to communicate with each other and resolve the complaint, or
 - 10.2.4.1.2. Attempt to facilitate a resolution between the complainant and the investigated person, or
 - 10.2.4.1.3. If both the complainant and the member agree, appoint a mediator to attempt to help the parties resolve the dispute, or
 - 10.2.4.1.4. Request an expert to assess and provide a written report on the subject matter of the complaint, or
 - 10.2.4.1.5. Conduct an investigation, or appoint an investigator to conduct an investigation in accordance with Article 10.3, or
 - 10.2.4.1.6. If satisfied that the complaint is trivial or vexatious, dismiss the complaint, or
 - 10.2.4.1.7. If satisfied that there is insufficient or no evidence of a violation by the member, dismiss the complaint, or
 - 10.2.4.1.8. Determine for any reason that it is not appropriate for the AHA to deal with the complaint through its discipline process.
 - 10.2.4.1.9. At anytime after a complaint is received or if the AHA becomes aware of conduct that may give rise to a complaint or while completion or determination of criminal court proceedings pertaining to criminal charges including where criminal charges are pending, the Executive Director or Complaints Director may:
 - 10.2.4.1.9.1. Impose conditions on an investigated member's practice generally or with respect to any area of their practice, including the condition that the investigated member:
 - 10.2.4.1.9.1.1. practice under supervision; or
 - 10.2.4.1.9.1.2. practice with one or more other regular members; or
 - 10.2.4.1.9.1.3. suspend the registration of the investigated member, until completion of proceedings under Articles 10.3. and 10.4.
- 10.2.5. Appeal of Decision to Impose Conditions or Suspend
 - 10.2.5.1. Where a decision is made to impose conditions or suspend the registration in accordance with 10.2.4.1.9.1, 10.2.4.1.9.2, and 10.2.4.1.9.1.3. the investigated member may appeal that decision to the Board. The appeal shall:



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10.2.5.1.1. Be received in writing within thirty (30) days of the member being provided notice of the decision of the Executive Director or Complaints Director; and

10.2.5.1.2. Include the reasons for the Appeal.

10.2.5.2. The decision of the Board is final and binding. There is no further appeal of such a decision.

10.2.6. Extension of Time Period

10.2.6.1. The thirty (30) day time period referred to in 10.2.4.1 may be extended at the discretion of the Executive Director.

10.2.7. Notification of Member & Complainant of Action Taken

10.2.7.1. Upon taking action on 10.2.4. the Executive Director shall notify the complainant and the member in writing of the action in a timely manner.

10.2.8. Agreement to Resolution By Executive Director

10.2.8.1. A complaint is not considered to be resolved under 10.2.4. unless the Executive Director agrees to the resolution on behalf of the AHA.

10.2.9. Members Right To Resign

10.2.9.1. Upon receipt of the complaint, or substance of the complaint, or anytime during the process the member shall:

10.2.9.1.1. Have the right to resign. Where such a member resigns, no further proceedings shall take place under Article X except as specified in Article 10.6. and 10.7. A member who resigns in the face of a complaint shall be deemed to have membership terminated as a result of disciplinary action.

10.3. INVESTIGATION

10.3.1. Where a matter is referred to investigation in accordance with 10.2.4.1.5. the investigation shall be conducted in accordance with 10.3.

10.3.2. The complainant and investigated member will be interviewed by mail, phone, or personal meeting.

10.3.3. The member may submit a written response to the complaint.

10.3.4. Production of Materials

10.3.4.1. The person conducting the investigation may require that the member and any other person or association produce to the investigator any charts, documents, papers, notes or other materials or things in the member's possession or under the member's control.

10.3.5. Scope of Investigation

10.3.5.1. The person conducting the investigation may require the member and the complainant to answer questions with regard to the investigation.

10.3.5.2. The person conducting the investigation may investigate any other matters regarding the member that arise in the course of the investigation.

10.3.5.3. The person conducting the investigation may require any person to answer questions with regard to the investigation.

10.3.6. Action By Executive Director Upon Completion of Investigation

10.3.6.1. Upon completion of the investigation, the Executive Director may:

10.3.6.1.1. Direct that no further action be taken, if in the opinion of the Executive Director;

10.3.6.1.1.1. The complaint is frivolous or vexatious, and/or



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10.3.6.1.1.2. There is insufficient evidence of a violation by the member, or

10.3.6.1.1.3. Refer the matter to arbitration if it appears that there may be substance to the complaint

10.3.6.1.1.4. Determine for any reason that it is not appropriate for the AHA to deal with the complaint through its discipline process, or

10.3.6.1.1.5. Take any of the steps in 10.2.4.

10.3.6.2. If the complaint is not satisfactorily resolved, then the Executive Director shall determine what further action to take.

10.4. ARBITRATION

10.4.1. Notice of Allegations to the Member

10.4.1.1. If the Executive Director refers the matter to Arbitration, then the Executive Director shall serve on the member a notice containing the allegations to be considered by the arbitrator.

10.4.2. Appointment of Arbitrator

10.4.2.1. The Arbitrator shall be appointed by the Executive Director in consultation with the member.

10.4.3. Statute

10.4.3.1. The arbitration shall be conducted in accordance with the provisions of the Arbitration Act of Alberta and the arbitration award will be forwarded to the Board of the AHA.

10.4.4. Role of the Arbitrator

10.4.4.1. The Arbitrator shall determine whether the Allegations against the member are proven.

10.4.5. Costs

10.4.5.1. The costs of the Arbitrator will be paid by the AHA. The complainant and the member are responsible for their own costs of appearing before the Arbitrator.

10.4.6. Closed Arbitration Hearing

10.4.6.1. The arbitration shall be closed to the public. The member, and representatives of the AHA may be in attendance at the arbitration at all times.

10.4.7. Dismissal of Complaint

10.4.7.1. Where the Arbitrator finds that the allegations are not proven, the Board shall dismiss the complaint and provide written notice to the complainant and member.

10.5. SANCTION

10.5.1. Role of the Board Regarding Sanction

10.5.1.1. Where the Arbitrator finds that one or more of the allegations is proven, then the Board of the AHA shall by a 2/3 vote determine the sanction to be imposed on the member.

10.5.2. Input By the Member Regarding Sanction

10.5.2.1. The Board shall provide the member with the opportunity to make either oral or written representation with respect to the appropriate sanction.

10.5.3. Orders By The Board

10.5.3.1. The Board shall make one or more of the following orders:

10.5.3.2. Reprimand the member;

- 10.5.3.3. Suspend the registration of the member for a specified period or until conditions are met. Members who have been suspended from membership remain bound by the terms of the Bylaws and Code of Ethics, but shall forfeit all rights of membership for the duration of the suspension.
- 10.5.3.4. Accept, in place of a suspension, the member's undertaking to limit his/her practice;
- 10.5.3.5. Impose any conditions or limitations on the practice of the member that it considers appropriate;
- 10.5.3.6. Require the member to waive, reduce or repay a fee for services provided by the member that, in the opinion of the committee, were not provided or were improperly provided.
- 10.5.3.7. Cancel the registration of the member;
- 10.5.3.8. Make any further or other order that it considers appropriate.
- 10.5.4. Appeal of Order
 - 10.5.4.1. The investigated member may appeal a decision made in Section 10.5.3 to the Appeal Committee of the Board. Grounds for appeal would be any errors or omissions by the Board in the sanction determination process.
 - 10.5.4.2. The Appeal shall:
 - 10.5.4.2.1. Be received in writing within thirty (30) days of the member being provided with the decision of the Board; and
 - 10.5.4.2.2. Include the reasons for the Appeal.
 - 10.5.4.3. The decision of the Appeal Committee of the Board is final and binding. There is no further appeal of such a decision.
 - 10.5.4.4. No member of the Board who participated in the sanction decision making process shall participate in the Appeal of the sanction.
- 10.5.5. Contravention of a Board Order
 - 10.5.5.1. If the Executive Director is satisfied that a member has contravened an order of the Board as specified in 10.5.3 then the Executive Director in consultation with the Board may, without the necessity of a further hearing, order that the registration of the member be suspended or cancelled subject to any terms they consider appropriate and shall serve the member with notice of the cancellation or suspension.
- 10.5.6. Action By Arbitrator If Allegations are Proven Regarding An Officer
 - 10.5.6.1. If an Arbitrator finds the allegations to be proven against an Officer or Director of the Board then:
 - 10.5.6.1.1. The other members of the Board may impose an order or orders under Section 10.5.3; and
 - 10.5.6.1.2. Determined by a (2/3) two-thirds secret ballot vote of the Board whether the member will be permitted to continue as an Officer or Director of the Board or whether the member will be removed as an Officer or Director from the Board.
- 10.6. PUBLICATION
 - 10.6.1. Distribution of Arbitrator's Decision
 - 10.6.1.1. A copy of the decision of the Arbitrator shall be distributed to the complainant, the member, and the Board.
 - 10.6.2. Publication



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- 10.6.2.1. Publication shall be determined by the Board.
- 10.6.2.2. The name of the disciplined member, the findings and the decision of the Arbitrator, and the sanction imposed by the Board may be:
 - 10.6.2.2.1. Published in the AHA magazine;
 - 10.6.2.2.2. Submitted to those insurance companies and other third party payers that pay directly or reimburse insured clients' claims for members' services;
 - 10.6.2.2.3. Submitted to these insurance companies that provide liability coverage for AHA members.
 - 10.6.2.2.4. Published in any other manner that is determined by the Board.

10.7. RECORDS

- 10.7.1. A record shall be kept of all complaints submitted under Article X. Such records shall be deemed confidential. The record shall show the disposition of all such complaints.

11. ARTICLE XI : FINANCE

- 11.1. The fiscal year shall end the thirty first day of December and begin on the first day of January in each year.
- 11.2. A budget of estimated income and expenditures shall be presented to the membership for information at the Annual meeting.
- 11.3. The books and accounts shall be audited by a committee of members, or an external individual or accounting firm, at least once a year.
- 11.4. Reimbursement to members for expenditures and a Meeting Attendance Fee for time spent on behalf of AHA shall only be as directed and authorized by the Board and/or Board Policy. Such policy shall be presented for information at each Annual Meeting.
- 11.5. Money may be borrowed, raised or secured as specified in Article 6.7. In no case shall debentures be issued without the sanction of a Special Resolution.

12. ARTICLE XII : BOOKS AND RECORDS

- 12.1. Any member of the AHA may, during regular business hours, upon giving two (2) weeks notice and arranging a satisfactory time with AHA staff, inspect (but not duplicate) the following books and records of the AHA:
 - 12.1.1. Minutes of the meetings of the membership and the Board (except those portions of meetings that are In-Camera);
 - 12.1.2. an up-to-date list of the members of the Board;
 - 12.1.3. the Audited Financial Statements;
 - 12.1.4. an up-to-date copy of the Constitution and Bylaws; and
 - 12.1.5. an up-to-date list of the names of all members.
- 12.2. Notwithstanding Article 12.1 no person shall have access to information if providing such access breaches applicable Privacy Legislation.
- 12.3. Board members who cease to hold office for any reason shall, within thirty (30) days, turn over to the Board, all documents, assets and property of the AHA in their possession.

13. ARTICLE XIII : PARLIAMENTARY AUTHORITY

- 13.1. The current edition of Robert's Rules of Order Newly Revised and Robert's Parliamentary Law shall apply on all questions of procedure and parliamentary law, not specified in



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these bylaws, and not in conflict with the Societies Act.

14. ARTICLE XIV : AMENDMENT OF BYLAWS

- 14.1. These Bylaws shall be amended only by a Special Resolution at a General Meeting and requires:
 - 14.1.1. Twenty-eight (28) days previous notice, in writing, to the members for Annual General Meetings. Notice of proposed bylaw changes may be provided in the manner set out in Articles 5.1.3 and 5.1.4.
 - 14.1.2. Twenty-one (21) days previous notice, in writing, to the members for Special General Meetings; and
 - 14.1.3. Three-quarter ($\frac{3}{4}$) vote of the members present and voting.
- 14.2. Proposals to amend the Bylaws shall be submitted in writing:
 - 14.2.1. To the Bylaw and Policy Committee;
 - 14.2.2. At least sixty (60) days before the meeting specified in 14.1.
- 14.3. The Bylaws and Policy Committee may propose Bylaw amendments up to forty-five (45) days before the meeting specified in 14.1.
- 14.4. Bylaw amendments shall take effect on the date they have been registered by the Registrar as specified in the Societies Act.