

MADE THIS 1 DAY OF MARCH 2013

AMENDED FEBRUARY 2014

AMENDED NOVEMBER 2015

AMENDED 4 NOVEMBER 2019

AMENDED 1 NOVEMBER 2021

SOUTH ZONE MEDICAL STAFF ASSOCIATION BYLAWS

1.0 Preamble

- 1.1 The Association is incorporated in accordance with the *Societies Act* of Alberta, R.S.A. 2000, c. S-14 (and amendments thereto) in order to fulfill the roles and duties of a zone medical staff association provided for in the Alberta Health Services Medical Staff Bylaws (the "Medical Staff Bylaws") and rules adopted thereunder (the "Rules") and, as well, to act in an advocacy role for Members practicing within the geographic boundaries of the Zone.
- 1.2 The Alberta Medical Association (CMA Alberta Division) ("AMA") is prepared to provide support services and financial assistance to the Association in relation to activities, which are of mutual benefit to the Association and AMA members.
- 1.3 Alberta Health Services ("AHS") is prepared to provide support services and financial assistance to the Association in relation to activities, which are of mutual benefit to the Association and AHS.

2.0 Responsibilities

The Association has the following responsibilities:

- 2.1 To organize and run elections for membership on Association Committees and Executive;
- 2.2 To appoint members to Medical Staff Bylaws/Rules Committees as defined in the Medical Staff Bylaws and Rules;
- 2.3 To coordinate Association representation on Zone-based AHS strategic committees;
- 2.4 To perform an advisory and if necessary advocacy role for Medical Staff Bylaws- and non-Medical Staff Bylaws related issues;
- 2.5 To provide input into Zonal/Local Practitioner workforce planning;
- 2.6 To participate on the AMA Council of Zonal Leaders;

- 2.7 To participate on the Zonal Advisory Forum;
- 2.8 To represent the interests of all Members practicing within the Zone in relation to any health system-related issue, and to advocate with such Members; and
- 2.9 To fulfill such other responsibilities as may be assigned, delegated or referred to in these Bylaws or as directed by the Members, from time to time.

3.0 Jurisdiction

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

4.0 Membership

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

- 4.1 All Practitioners whose Primary Zone Clinical Department (as defined in the Medical Staff Bylaws) is in the South Zone are entitled to join the Association upon application to the Secretary-Treasurer and payment of the required dues.
- 4.2 Subject to the voting and other restrictions found at Article 6.6, a Practitioner who's first or primary assignment to a department is in a Zone other than the South Zone is entitled to join the Association upon application to the Secretary-Treasurer and payment of the required dues.
- 4.3 All physicians who are AMA members whose primary location of practice is within the South Zone and who have not been granted an Appointment (as defined in the AHS Medical Staff Bylaws) are

entitled to join the Association upon application to the Secretary-Treasurer and payment of the required dues.

- 4.4 The Executive of the Association may appoint a Practitioner as an Honorary Member of the Association in recognition of distinguished service to the profession.

5.0 Voting Rights and Participation

- 5.1 Other than hereinafter provided for, all Members may vote at any annual General or Special Meeting of the Association.
- 5.2 Only Members who are also members of the Medical Staff (as defined in the Medical Staff Bylaws) may vote on the following:
- 5.2.1 The selection of Association representatives to sit on AHS Committees created pursuant to the Medical Staff Bylaws;
and
- 5.2.2 Any other matter that:
Will result in the appointment of a Member to an AHS Committee or other administrative body created pursuant to the Medical Staff Bylaws;
or is Medical Staff Bylaws- or Rules-specific.
- 5.3 Only Members who are also members of the Medical Staff may be elected to, or appointed to, AHS Committees created pursuant to the Medical Staff Bylaws.
- 5.4 A Practitioner who is granted Clinical Privileges in more than one Zone may belong to more than one Zone Medical Staff Association; however, that Practitioner may only vote or enjoy membership on Zonal Committees in the Zone where the Practitioner's Primary Zone Clinical Department Appointment (as defined in the Medical Staff Bylaws) occurs.

6.0 Dues

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

7.0 Suspension, Resignation or Lapse of Membership

- 7.1 Membership or voting privileges may be suspended by the Executive for failure to participate in the activities of the Association including, without limitation, failing to attend meetings on a regular basis; failure to participate in Committee activities; or such other reasons as the Executive, acting reasonably, and in its discretion, deem appropriate.
- 7.2 Membership in the Association shall terminate immediately if a Member fails to pay Dues, if such dues remain owing after 90 days, and proper notice of default has been given.
- 7.3 A Member may resign his/her membership by submitting a letter of resignation to the Secretary-Treasurer.
- 7.4 Upon resignation, a former member of the Association shall be deemed to have withdrawn from any Zone or Association Committee that the former member was formerly appointed/elected to, as well as from any Association Executive position formerly held.
- 7.5 Termination of membership in accordance herewith will be without prejudice to the Member's liability to the Association and Members waive any rights or claims to damages that they may have against the Association if membership ceases in accordance herewith.

8.0 Executive and Council of the Association

- 8.1 The executive of the SZMSA shall be called the SZMSA Executive, and shall be comprised of the following Voting Members:

President

Vice-President

Past-President

Secretary-Treasurer

- 8.2 The President, Vice-President and Secretary-Treasurer shall be elected by a vote of the present members at the Annual General Meeting for a term of two (2) years. Members of the Executive can be removed by the members at the Annual General Meeting or a Special Meeting if two-thirds of members present vote to remove a member of the Executive.

- 8.3 In addition to the Voting Members, additional individuals may be invited to attend SZMSA Executive meetings on an ad hoc/ as required basis, including but not limited to:

The Zone Medical Director

The Senior Medical Directors

The Zone Clinical Department Heads

The Zone Clinical Section Chiefs

9.0 Duties and Powers of the Executive

- 9.1 Subject to Article 10.5, the President shall preside over all meetings, shall enforce due observance of the SZMSA Bylaws, and perform such other duties as usually pertain to his/her office. In addition, the President shall sit, as Association representative, on:

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

The AMA Representative Forum in an ex-officio capacity; and

The AMA Council of Zonal Leaders in an ex-officio capacity.

- 9.2 The Vice-President shall assist the President in the performance of his/her duties, and preside and perform such other functions as are the duties of the President in the absence of the President.
- 9.3 The Past-President shall be a member of the Executive and shall, in the absence of the President or Vice-President, act in their stead.
- 9.4 The Secretary-Treasurer shall:
- 9.4.1 at the direction of the President, prepare and circulate the agenda in advance of all Association meetings;
 - 9.4.2 record minutes of all Association meetings for approval at subsequent meetings;
 - 9.4.3 be responsible for the correspondence of the Association;
 - 9.4.4 receive, and be responsible for all monies belonging to the Association including dues, grants and other funds made available for the day-to-day management of the Association;
- 9.4.5 pay all bills and obligations of the Association from such monies; and provide the Association of an annual financial review done by AMA or an other external party.
- 9.5 The President shall act as Chair of all Executive, annual General and Special Meetings. In the absence of the President, the Vice-President shall act as Chair.
- 9.6 The members of the Executive shall serve a maximum of two (2) consecutive two (2) year terms.

- 9.7 The Executive Members shall, where possible, attend all meetings of the Association and direct the business of the Association between meetings.
- 9.8 The Executive shall be responsible for the day to day business of the Association, subject to such guidance as may be given by the Members at the annual General or Special Meetings of the Association.
- 9.9 Collectively, the Executive shall represent the Association on the Zonal Advisory Forum (the Forum) and shall receive advice from the Forum to guide administration and direction of the Association.

10.0 Meetings of the Association and the Executive

- 10.1 The Members shall hold an annual General Meeting between October 1st and December 31st of each calendar year.
- 10.2 A Special Meeting of the Association may be called by the Executive or shall be upon the written request of five (5) Members.
- 10.3 Notice of all meetings, and of changes of dates/times/places of meetings shall be sent by regular e-mail to each Member's last known address at least twenty-one (21) days prior to the date fixed for the meeting. A Notice of a Special Meeting shall also contain sufficient detail of the nature of the business to be conducted. All votes must be made in person and not by proxy or otherwise.
- 10.4 The Executive shall meet ten times per year or more frequently, as required. The President and Past-President shall be responsible for the preparation of the agenda for Executive Meetings in advance of the Meeting.
- 10.5 A quorum at any Executive Meeting shall be two (2).
- 10.6 A quorum for an annual or Special meeting shall be five (5) Members.

- 10.7 At the annual Meeting or other meetings called in accordance with s. 10.3, separate business shall be conducted to address advocacy issues (all Members) and Medical Staff Bylaws-related issues (Members with Appointments).
- 10.8 Meetings of the Association or the Executive shall be governed, as much as practically possible, by Roberts Rules of Order.

11.0 Remuneration

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

12.0 Financial Year

- 12.1 The financial year of the Association shall be October 1 of any given year to September 30 of the following year.

13.0 Audit

The auditor shall:

- 13.1 be a duly qualified accountant or two Members duly elected for that purpose at the annual General Meeting;

- 13.2 audit annually the books and accounts of Association and submit its annual audit report as to the standing of the books and accounts for the previous year to the Members at the annual General Meeting. Such audit report shall be open to inspection by all Members; and
- 13.3 examine and report on other financial matters of Association on the request of the Executive.

14.0 Borrowing Powers

- 14.1 For the purpose of carrying out its objects, the Association may borrow or raise or secure the payment of money in such manner as it thinks fit and, in particular, by the issue of debentures, but this power shall be exercised only under the authority of Association, and in no case shall debentures be issued without the sanction of a Special Resolution, as defined in the *Societies Act*.

15.0 Custody and Use of Seal, and Location of Books and Records

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

16.0 Amendments

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

Signed this 11 day of July 2013 (as per attached)