

BYLAWS OF THE CANADIAN ASSOCIATION FOR ENERGY ECONOMICS

ARTICLE I - Name

1. The name of this Corporation is the CANADIAN ASSOCIATION FOR ENERGY ECONOMICS (referred to herein as the Association or CAEE). The name of this Corporation was previously the INTERNATIONAL ASSOCIATION OF ENERGY ECONOMISTS, CANADIAN CHAPTER. Upon approval of the International Association for Energy Economics (IAEE) the Association shall become an Affiliate of the IAEE.

ARTICLE II – Purposes

2. The purposes of the Association are:
 - (a) To provide for the mutual association of persons interested in energy economics in order to create a forum for professional discussion.
 - (b) To provide a means of professional communication and exchange of experience and ideas among persons interested in energy economics.
 - (c) To promote professional communication among persons interested in energy economics.
 - (d) To facilitate and maintain a professional liaison with the IAEE.
 - (e) To carry on any other activities, as deemed appropriate by the Board of Directors of the Association, including but not limited to the facilitation of the exchange of professional communication through print or electronic media, or the sponsorship, organization and conduct of conferences.
 - (f) To facilitate and conduct any other business necessary or incidental to the foregoing.
3. The term “professional” as used herein does not imply an attempt at certification or determination of qualifying standards for the practice of energy economics. The term professional is used to denote the professional concerns of members of a learned society.

ARTICLE III - Membership

4. Any person interested in the economics of energy, willing to pursue the objectives of the Association and a member of the IAEE is eligible for membership. Membership in the IAEE may be applied for at the same time as membership in the CAEE. Membership is subject to the following conditions:
 - (a) Membership in the Association shall be determined from the time of receipt of the application by the Association.
 - (b) Membership permits attendance at any meetings, discussions, forums or other business of the Association as of right, and includes the entitlement to vote.
 - (c) A Member’s annual fees, dues or other charges levied by the Association must be paid within one hundred twenty (120) days after their due date as determined by the Secretary-Treasurer for the Member to be in good standing.
 - (d) A Member shall not allow their name to stand for election as an Officer or a member-at-large unless they are in good standing.
5. Membership shall be accomplished by submission of a written application in a form approved by the Board of Directors and payment of the first year’s dues.

6. Each Member shall have one vote at any election of the Association. Members may vote at meetings of the members in person or by written proxy.
7. The requirements for proxies are as follows:
 - (a) Proxies shall be in a form approved by the Board of Directors.
 - (b) A Member may obtain a proxy from the Secretary-Treasurer of the Association.
 - (c) A proxy shall be obtained from the Secretary-Treasurer, and shall be returned to the Secretary-Treasurer, in such manner, and during the time frame authorized by the Board of Directors.

ARTICLE IV - Meetings

8. There shall be an Annual Meeting of the Members of the Association on such date as may be designated by the Board of Directors, at a time and place designated by the Board of Directors. Other individuals may attend the meeting as observers only at the pleasure of the Board of Directors of the Association. At the Annual Meeting there shall be a business session for:
 - (a) A report of Officers of the Association.
 - (b) Consideration of any changes in the Bylaws which the Board of Directors determines to put to a vote of the Members.
 - (c) Other items of business.
9. Special Meetings of the Members may be called by the President, by the Vice President, the Secretary-Treasurer or by a simple majority of the Board of Directors.
10. All meetings of Members shall be called on at least thirty (30) days notice to the Members. The Notice shall state the time and place of such meeting.
11. Ten (10) Members present in person, or five (5) Members with five (5) duly executed proxies, shall constitute a quorum at any business meeting of the Members. When a quorum is present at a meeting, a simple majority of the votes cast shall, except where a larger vote is required by these Bylaws, decide any question brought before such meeting. A majority of those present at any meeting, though less than a quorum, but numbering five (5) or greater, may adjourn the meeting from time to time and such meeting may be held as adjourned without further notice.

ARTICLE V - Organization of the Board of Directors

12. The President, the Vice President, the Secretary-Treasurer, the Presidents of any local chapters of the Association, as defined in Paragraph 37, and the elected Members-at-Large of the Association shall constitute the Board of Directors, which shall:
 - (a) Manage the affairs of the Association.
 - (b) Fill all vacancies in elected positions of the Board of Directors; any such appointment shall extend only until a successor shall be duly elected by the Full Members.
 - (c) Call and organize meetings of the general membership.
 - (d) Invest and administer the funds of the Association.
 - (e) Establish and appoint such committees as may be required pursuant to Article IX of these Bylaws.
 - (f) Retain such other professionals, including but not limited to lawyers or accountants as is reasonable and necessary for the Board of Directors to manage the affairs of the Association.

ARTICLE VI - Board of Directors Meetings

13. There shall be an Annual Meeting of the Board of Directors to be held at such times and places as directed by the President of the Board of Directors.
14. A simple majority of the Board of Directors then in office shall constitute a quorum.
15. Meetings of the Board of Directors may be called by the President, or by the Vice President. The Secretary-Treasurer may call a meeting upon the request of two (2) members of the Board of Directors.
16. All meetings of the Board of Directors shall be called on not less than twenty (20) days notice.
17. The Board of Directors shall be chaired by the President, or in his absence, the Vice President.
18. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all the members of the Board of Directors then in office consent to the action in writing and the written consents are filed with the records of the meetings of the Board of Directors. Such consents shall be treated for all purposes as a vote at a meeting.

ARTICLE VII - Nominations & Elections of Officers and Members-at-large of the Board of Directors

19. Every third year there will be an election at which the President, Vice President, Secretary-Treasurer and Members-at-Large shall be elected.
 - (a) The terms of all Officers and Members-at-Large shall be three (3) years.
 - (b) Officers and Members-at-Large may be renominated and reelected twice for a total term of office not to exceed nine (9) years as members of the Board, including all positions on the Board.
 - (c) The Total number of Members-at-Large elected by the Members shall not exceed two (2).
20. The President, with the approval of the Board of Directors, shall appoint a Nominating Committee no less than one hundred eighty (180) days prior to the beginning of the term for which an election is to be held. The Nominating Committee shall consist of three (3) members of the Association, no more than two (2) of who are members of the Board of Directors, and shall include the Immediate Past President, who shall be the Chair of the Nominating Committee. Members of the Nominating Committee may not run for each Officer position open.
21. The Nominating Committee shall prepare the official ballot containing the names of those nominated by the Committee for each Officer position open, plus the names of all eligible candidates nominated by five or more of the Members of the Association.
22. These official ballots shall be made available to all Members at least sixty (60) days prior to the due date for the return of ballots. Ballots must be returned by a date specified by the Secretary-Treasurer.
23. The ballots shall be counted by tellers appointed by the President, and the results shall be announced to the Members upon tabulation of the results.
24. The beginning of each term of each office shall coincide with the beginning of each third calendar year.

ARTICLE VIII - Responsibilities of the Officers of the Board of Directors

25. The Duties and responsibilities of the President are as follows:
- (a) The President shall be the Chief Executive Officer of the Association, performing all duties required by the Bylaws or, if not specified, by the Board of Directors.
 - (b) The President shall serve a three (3) year term and may be nominated and reelected at most twice, for a total of nine (9) years of membership on the Board.
26. The Duties and responsibilities of the Vice President are as follows:
- (a) The Vice President shall assist the President and can carry out such duties as may be assigned by the President.
 - (b) The Vice President shall serve a three (3) year term, and may be nominated and reelected at most twice, for a total of nine (9) years of membership on the Board.
 - (c) In the event of:
 - i. the resignation of the President or the incapacity of the President to serve;
 - ii. if the Board of Directors has lost confidence in the ability of the President to fulfill all the functions of his Office, as determined by a two-thirds (2/3) vote of the Board of Directors, the Vice President shall become the President and complete the President's term, and may then stand for election as President for their own three (3) year term.
27. The Duties and responsibilities of the Secretary-Treasurer are as follows:
- (a) The Secretary-Treasurer shall keep these Bylaws, with a reference to all amendments thereof.
 - (b) The Secretary-Treasurer shall attend and be responsible for keeping accurate minutes of the meetings of the Members of the Association in the Corporate minute Book, which book shall be kept at the principal office of this Association and shall be open at all reasonable times inspection by any Member.
 - (c) The Secretary-Treasurer of the Association shall maintain a register of all Members of the Association, which shall be available for inspection at all reasonable times by any Member, and which shall contain:
 - i. The full name of the Member;
 - ii. The Member's current mailing address;
 - iii. Whether the Member is in good standing with the Association;
 - iv. The date upon which the Member joined the Association.
 - (d) In the absence of the Secretary-Treasurer at any meeting, a temporary clerk shall be chosen who shall record the proceedings of such meeting in the aforesaid book.
 - (e) The Secretary-Treasurer shall also keep accurate minutes of all meetings of the Board of Directors and in the absence of the Secretary-Treasurer from any meeting a temporary clerk shall be chosen who shall record the proceedings of such meeting.
 - (f) The Secretary-Treasurer shall have general responsibility for maintaining the appropriate legal status of the Association and to that end may nominate to the Board of Directors a candidate to be General Counsel of the Association who shall serve until a successor is named and approved by Board of Directors, or until discharged by Board of Directors by a majority vote.
 - (g) The Secretary-Treasurer shall, subject to the direction and under the supervision of the Board of Directors, have general charge of the financial concerns of the Association and the care and custody of the funds and valuable papers of the Association, except his or her own bond, if any, and the Secretary-Treasurer shall have the power to endorse for deposit or collection all notes, cheques, drafts and other negotiable instruments payable to the Association or its order, and to accept drafts on behalf of the Association. The Secretary-Treasurer shall keep, or cause to be kept, accurate books of account.
 - (h) If required by the Board of Directors, the Secretary-Treasurer shall post a bond for the faithful performance of their duty in such form, in such sum, and with sure sureties as the Board of Directors shall require.
 - (i) The Secretary-Treasurer shall distribute Minutes of all special committees to the Members appointed to those committees.

- (j) The Secretary-Treasurer shall be elected for a three (3) year term, and may be nominated and reelected at most twice, for a total of nine (9) years of membership on the Board.
- 28. It shall be the responsibility of the Member to ensure that the Secretary-Treasurer has a current mailing address for the Member.
- 29. The Association shall not publish the names of the Members, nor sell, nor distribute the Membership list referred to in paragraph 31 above, without the direction of the Board of Director.
- 30. The Board of Directors may elect, upon a simple majority, to authorize the payment of a reasonable per diem attendance fee to a Member, or the reimbursement of any reasonable expense incurred by a member in exercise of a service to the Association.
- 31. The Board of Directors shall have the authority to waive any potential or actual conflict of interest of any Board member, providing that:
 - (a) Full Disclosure is made of the potential or actual conflict of interest.
 - (b) Two-thirds (2/3) of the Board of Directors is in favour of such waiver.
 - (c) Disclosure of the potential or actual conflict is made to the Members at the next Annual General Meeting.

ARTICLE IX - Committees

- 32. The Board of Directors, or the President with the approval of the Board of Directors, shall appoint committees of Members of the Association or of Members of the Board of Directors. Such committees may be continuing or temporary, and may include an Executive Committee comprised solely of Members of the Board of Directors, to which may be delegated, from time to time and until further order of the Board of Directors, any or all of the powers of the said Board of Directors except as otherwise required by law, by the Articles of Organization, or by these Bylaws.
- 33. The Board of Directors shall have the authority to fix the duties and responsibilities of all committees. All committees shall act under the supervision of the Board of Directors except as otherwise provided in these Bylaws.
- 34. Members of all committees may be removed at any time with or without cause and all or any of the committees may be terminated at any time by the Board of Directors. Neither doe removal nor the termination functions may be delegated by the Board of Directors.
- 35. Each committee may make such rules and regulations as the Board of Directors may approve and as the committee may deem proper for its own governance and for the transactions of its business (including but not limited to rules with respect to call or notice or waiver of colt and notice and the number necessary to constitute a quorum). Except as otherwise provided by the committee or such rules and regulations, committee business shaft be conducted in the same manner as is provided by the Bylaws for the conduct of business by the Board of Directors.

ARTICLE X - President's Advisory Board

- 36. The President may, in their sole discretion, appoint an Advisory Board of up to five individuals for advisory purposes during his/her term.

ARTICLE XI - Chapters

37. The Association may establish or approve the establishment of a Chapter if all the following conditions are met:
 - (a) At least two of the senior officers are members of the CAEE. At least twenty (20) members or one-third (1/3) of the membership of the group, whichever is less, are members of the CAEE.
 - (b) The objectives and activities of the group are consistent with those of the Association as set forth in these Bylaws.
38. The structure and internal organization of each Chapter is at the discretion of the individual members of such Chapter, except that each Chapter shall have a President and Board of Directors who are elected by a plurality of its members. The President shall be responsible for primary liaison with the Association, and shall be deemed to be an ex-officio member of the Board of Directors of the Association.
39. Chapter recognition may be revoked at any time the Board of Directors, in their sole determination, deem the revocation is in the best interests of the Association.

ARTICLE XII - Sources of Income

40. Each Member shall pay such annual dues as may be determined from time to time and prescribed by the Board of Directors of the CAEE, which dues shall be separate from dues that may be imposed by the IAEE or any chapter of which such Member is also a member.
41. Funds may be collected from sale of publications, mailing lists, or other sources according to guidelines set forth by the Board of Directors and disclosed to the full membership of the Association.

ARTICLE XIII - Termination of Members

42. A Member in good standing may resign by submitting a written resignation to the Secretary-Treasurer. A resigned member may resume membership upon payment of current dues.
43. If a member is not in good standing, that Member's name shall be removed from the membership list.
44. A Member shall not be subject to removal from the Association, unless, in the opinion of the Board of Directors, that Member has through conduct unbecoming a Member brought the Association into disrepute.
 - (a) Prior to removal of a Member, the Board of Directors shall consider the following:
 - i. The specific conduct of the Member;
 - ii. Whether the behavior is an isolated incident, or is part of a pattern of unbecoming conduct;
 - iii. Whether the conduct affects the ability of the Association to conduct its business;
 - iv. Whether prior notice has been given to the Member with respect to unbecoming conduct.
 - (b) A Member may only be removed by a vote of two-thirds (2/3) of the Board of Directors.

ARTICLE XIV - Objectivity and Neutrality

45. The officers and other member of the Association, in acting on behalf of the Association, shall maintain the professional objectivity and political neutrality of the Association.

46. No member of the Association may make a statement on behalf of the Association regarding public policy issues.

ARTICLE XV - Rules of Order

47. The rules contained in Robert's Rules of Order shall govern the parliamentary procedures of all meetings of the Association and its Committees in all cases to which they are applicable and consistent with these Bylaws.

ARTICLE XVI - Bylaw Interpretation

48. All questions of interpretation of the Bylaws shall be decided by the Board of Directors.

ARTICLE XVII - Fiscal Year

49. Except as otherwise provided by the Board of Directors, the fiscal year of the Association shall begin January 1 and end on December 31 in each year.

ARTICLE XVIII - Bylaw Amendment

50. Except as otherwise required by law or any provision of the Articles of Organization or these Bylaws, these Bylaws may be amended or repealed and new Bylaws may be adopted by the affirmative vote least two-thirds (2/3) of the Members of the Board of Directors present at a meeting of which the Notice shall have specified the proposed change or the provisions to be affected thereby; provided that no amendment shall authorize or permit the Association to be operated other than exclusively for such purposes as qualify the Association for exemption from taxation under Section 149(1)(1) of the Canadian Income Tax Act, as amended, or corresponding provisions of future laws,

ARTICLE XXIX - Approval of Bylaws

51. Approval of the within Bylaws is given, dated this 14th day of November, 2011, at the City of Calgary

**BY-LAW NO. 2
OF
INTERNATIONAL ASSOCIATION OF ENERGY ECONOMISTS**

A by-law changing the corporate name and authorizing application for the issue of Supplementary Letters Patent to confirm the same.

BE IT ENACTED AND IT IS HEREBY ENACTED as By-law No. 2 of INTERNATIONAL ASSOCIATION OF ENERGY ECONOMISTS (herein called the "Corporation") that:

1. Subject to confirmation by Supplementary Letters Patent, the name of the Corporation is hereby changed to CANADIAN ASSOCIATION FOR ENERGY ECONOMICS
2. The Corporation be and is hereby authorized to make application to the Minister of Industry for Supplementary Letters Patent confirming this by-law insofar as it relates to changing the name of the Corporation to CANADIAN ASSOCIATION FOR ENERGY ECONOMICS.
3. The directors and officers be and are hereby authorized and directed to do, sign and execute all things, deeds and documents necessary or desirable for the due carrying out of the foregoing.

CERTIFIED a true copy of By-law No. 2 of INTERNATIONAL ASSOCIATION OF ENERGY ECONOMISTS enacted by the directors on the eighth day of January, 2008 and sanctioned by a vote of not less than two-thirds of the members present at a special general meeting of the Corporation held on the eighth day of January, 2008.

Secretary