

**ST. ALBERT SENIORS ASSOCIATION**

**SOCIETY BYLAWS**

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**BYLAWS  
of the  
ST. ALBERT SENIORS ASSOCIATION**

**ARTICLE 1.0 – PREAMBLE**

**1.1 THE SOCIETY**

The name of the society is St. Albert Seniors Association, which may also be referred to in these Bylaws as the Society.

**1.2 THE BYLAWS**

The following articles are the Bylaws of the St. Albert Seniors Association.

**ARTICLE 2.0 – DEFINING AND INTERPRETING THE BYLAWS**

**2.1 DEFINITIONS / GLOSSARY**

In these Bylaws, the following words have the following meanings:

- a. *Act* means the Societies Act, R.S.A. 1980, Chapter s-18 as amended, or any statute substituted for it.
- b. *Annual General Meeting, also known as the AGM*, is the Society’s annual meeting which all Members in Good Standing may attend. This is the meeting at which all Resolutions are approved and the election of the Board of Directors occurs.
- c. *Board* means the Board of Directors of the Society.
- d. *Director* means any person elected or appointed to the Society’s Board of Directors.
- e. *Dissolution*: The breaking down or ending of the organization.
- f. *Executive Director* is the employee who presides over the day-to-day operations of the Society.
- g. *Fiscal Year*: Period of 12 consecutive months chosen by an organization as its accounting period, which may or may not be a calendar year.
- h. *General Meeting* means any meeting of the Members in Good Standing, including the Annual General Meeting and any Special Meeting.
- i. *Majority*: The number of people who must favour a motion before it can be carried. A “simple majority” is more than half of the total number of members in attendance voting.
- j. *Member* means a Member of the Society.

- k. **Member in Good Standing:** A Member whose dues are paid up and whose membership has not been cancelled.
  - l. **Mission** is a statement that articulates the purpose of the Society, clarifies who it serves, and describes, in broad terms, how it carries out its purpose.
  - m. **Officer** means any Officer listed in Section 6.2.
  - n. **Policy** means a written document that is created and approved by the Board to supplement these Bylaws, and to serve as a guide for action.
  - o. **Policy Governing Board:** A policy governing board is responsible for governance functions. It sets policy for management and delegates the responsibility for implementation of the policy to an Executive Director.
  - p. **Proxy:** The authority or power given by one Voting Member to another Voting Member.
  - q. **Register of Members** is the record that contains the names and contact information of the Members of the Society, and is maintained by the Society.
  - r. **Resolution:** A motion passed by the Members at an Annual General Meeting or a Special Meeting.
  - s. **Quorum:** The minimum number of people, as specified in the Bylaws, required at each Board meeting or General Meeting for business to be carried out. In the absence of a quorum, debate can continue but no votes can be taken, except the vote to adjourn.
  - t. **Society** means St. Albert Seniors Association.
  - u. **Special Meeting of the membership:** A Special Meeting may be held when there is an unusual or urgent matter to address that cannot wait until the AGM.
  - v. **Special Resolution:** The Societies Act requires a special majority called a Special Resolution for certain matters. Items requiring Special Resolution:
    - 1) changing the Objects
    - 2) amending the Bylaws
    - 3) issuing debentures
    - 4) surrendering the Certificate of Incorporation
- When an item of business requires a Special Resolution, there must be a majority of seventy-five per cent (75%) of the votes cast at the meeting.
- w. **Voting Member:** A Member entitled to vote at the meetings of the Society.

## 2.2 **INTERPRETATION**

These Bylaws are to be interpreted according to the following:

- a. These Bylaws are to be interpreted broadly and generously.
- b. Words indicating the singular number also include the plural, and vice versa.
- c. The headings are for reference purposes only. They do not affect the interpretation of these Bylaws.

## **ARTICLE 3.0 – MEMBERSHIP**

### 3.1 **ADMISSION OF MEMBERS**

Membership in the Society is open to all individuals who:

- a. Support the Mission and Vision and are interested in furthering the Objects of the Society.
- b. Meet the criteria for membership:
  - 1) Any person residing in the City of St. Albert and surrounding areas, having reached the age of fifty (50) years, may become a member of the Society upon payment of the prescribed fee.
  - 2) The spouse of a Member, irrespective of age, may become a Member of the Society upon payment of the prescribed fee.
  - 3) The individual will be entered as a Member in the Register of Members.

### 3.2 **MEMBERSHIP FEES**

#### a. **Membership Year**

The membership year is January 1 to December 31.

#### b. **Setting Membership Fees**

The Board recommends the annual membership fees for approval at the AGM.

#### c. **Payment of Fees**

The annual membership fees are due on January 1.

### 3.3 **RIGHTS, PRIVILEGES AND OBLIGATIONS OF MEMBERS**

#### a. **Member in Good Standing**

A Member is in good standing when the Member:

- 1) has paid membership fees or other required fees to the Society.
- 2) has not had their membership cancelled.

#### b. **Entitlement of Member in Good Standing:**

- 1) receive notice of General Meetings of the Society
- 2) attend any General Meeting of the Society
- 3) speak at any General Meeting of the Society
- 4) one (1) vote at a meeting of the Society
- 5) exercise other rights and privileges given to Members in these Bylaws

### 3.4 **TERMINATION OF MEMBERSHIP**

#### a. **Resignation**

- 1) Any Member may withdraw from the Society by sending or delivering a written notice to the Secretary or President of the Society at the Society office.
- 2) A withdrawal is effective on the date it is received at the Society office or on the date specified in the written resignation, whichever is the later date.
- 3) The Member's name will be removed from the Register of Members.

#### b. **Death**

The membership of a Member is ended upon his death.

#### c. **Lapse of Membership**

- 1) Membership is considered lapsed until membership dues have been paid.
- 2) Membership privileges are withdrawn until payment of membership.

### 3.5 **CANCELLATION OF MEMBERSHIP**

Any Member whose conduct is deemed detrimental to the Society may be expelled by a motion passed by seventy-five per cent (75%) of the Directors, for a term to be determined by the Board. The Member will be given the opportunity to defend their actions prior to the motion being passed by the Board. There shall be no appeal process.

### 3.6 **NEW MEMBERSHIPS AND/OR RENEWALS**

New memberships and/or renewals must be purchased at least 10 (ten) calendar days prior to the Annual General Meeting for a member to be eligible to vote.

### 3.7 **TRANSFER OF MEMBERSHIP**

No right or privilege of a Member is transferable to another individual. All rights and privileges cease when the Member withdraws or has the Society's membership cancelled.

### 3.8 **CONTINUED LIABILITY FOR DEBTS DUE**

A Member ceasing to be a Member, by death, resignation or otherwise, may be liable for any debts owing to the Society at the date of ceasing to be a Member.

### 3.9 **LIMITATION ON THE LIABILITY OF MEMBERS**

No Member is, in their individual capacity, liable for a debt or liability of the Society.

## **ARTICLE 4.0 – MEETINGS OF THE MEMBERSHIP**

### 4.1 **ANNUAL GENERAL MEETING**

#### a. **Time and Location**

The Society holds its Annual General Meeting no later than April 30 of each calendar year, in St. Albert, Alberta.

**b. Notice**

- 1) The Annual General Meeting date shall be chosen by the Board.
- 2) The membership will be advised of the Annual General Meeting date by publication in one St. Albert newspaper at least twenty-one (21) days prior to the date of the meeting, and by posting of such notice in the Society's building twenty-one (21) days prior to the date of the meeting.
- 3) This notice states the place, date and time of the Annual General Meeting, and any business requiring a Special Resolution.

**c. Agenda for the meeting:**

The Annual General Meeting deals with:

- 1) the agenda.
- 2) the minutes of the last Annual General Meeting.
- 3) the President's report.
- 4) reviewing the audited financial statement setting out the Society's income, disbursements, assets and liabilities, and appointing an auditor for the next fiscal year.
- 5) membership fees for the coming year.
- 6) other agenda topics added by the Board.
- 7) Other specific motions that any Member has given notice of before the meeting is called. Process for submitting motions is:
  - i) Any Voting Member may submit a resolution to be put on the agenda of the Annual General Meeting by submitting a written request, by mail, fax or email.
  - ii) The Board must receive the request by no later than April 1.
  - iii) This written request must include the signature of the Voting Member, as well as, the signature of another Voting Member who is seconding the request.
  - iv) This request must also contain background information about the motion.

**d. Quorum**

- 1) Quorum at the Annual General Meeting shall be fifty (50) Members in Good Standing.

## 4.2 SPECIAL MEETINGS OF THE SOCIETY

**a. Calling of a Special Meeting**

A Special Meeting of Members may be called at any time:

- 1) By a motion of the Board to that effect.
- 2) By the President upon receipt of a petition signed by fifteen per cent (15%) of the Members in Good Standing, and setting forth the reason(s) for calling a Special Meeting and the motion(s) intended to be submitted at such Special Meeting.
- 3) The meeting date will be set by the Board to occur within sixty (60) days of receipt of the petition.

**b. Notice**

- 1) The membership will be advised of the date of the Special Meeting by publication in one St. Albert newspaper at least twenty-one (21) days prior to the date of the meeting, and by posting of such notice in the Society's building twenty-one (21) days prior to the date of the meeting.
- 2) This notice states the place, date, time and purpose of the Special Meeting.

**c. Agenda for a Special Meeting**

Only the matter(s) set out in the notice for the Special Meeting are considered at the Special Meeting.

**d. Quorum**

- 1) Quorum at the Special Meeting shall be fifty (50) Members in Good Standing.

**4.3 PROCEEDINGS AT GENERAL MEETINGS (including AGM and Special Meetings)**

**a. Presiding Officer**

- 1) The President chairs every General Meeting of the Society. The Vice President chairs in the absence of the President.
- 2) If neither the President nor the Vice President is present within one-half (1/2) hour after the set time for the General Meeting, the Members present choose a Board member to chair.

**b. Voting**

- 1) Each Member in Good Standing has one (1) vote.
- 2) A Voting Member may not vote by proxy.
- 3) A show of hands decides every vote at every General Meeting except in the case of the election of the Board of Directors which is done by ballot vote.
- 4) A majority of the votes of the Voting Members present decides each issue and motion, unless the motion needs to be decided by a Special Resolution. A Special Resolution requires approval of seventy-five per cent (75%) of the Voting Members present.
- 5) The President always votes in a ballot vote. Therefore, the President cannot break a tie vote because no Member can vote twice. In the case of a tie vote, the President will announce that the vote is a tie vote and that the Members will keep voting until there is a majority vote.
- 6) The President declares a resolution carried or defeated. This is final.

**c. Failure to Give Notice of a Meeting**

No action taken at a General Meeting is invalid due to:

- 1) accidental omission to give any notice to any Member.
- 2) any Member not receiving any notice.
- 3) any error in any notice that does not affect the meaning.

## **ARTICLE 5.0 – GOVERNANCE AND MANAGEMENT OF THE SOCIETY**

### **5.1 GOVERNANCE OF THE SOCIETY**

- a. The Board is a Policy Governing Board.
- b. The Board determines the long-term direction of the organization.
- c. The Board hires an Executive Director to implement the Board's policies and to manage the day-to-day business of the organization.
- d. The Executive Director is not a member of the Board and does not vote.
- e. The Board of Directors has final authority.
- f. No family member of a paid employee of the Society shall serve on the Board.
- g. Board members receive no remuneration for their service, except as provided in 6.8.b.

### **5.2 MANAGEMENT OF THE SOCIETY**

- a. The Executive Director carries out the management functions under the direction and supervision of the Board through the President.
- b. Front-line staff and service volunteers are accountable to the Executive Director.
- c. These staff members and volunteers implement programs and services.

### **5.3 POWERS AND DUTIES OF THE BOARD**

The Board has the powers of the Society, except as stated in the *Societies Act*. The powers and duties of the Board include:

- a. Promoting the Mission, Vision and Objects of the Society.
- b. Promoting membership in the Society.
- c. Maintaining and protecting the Society's assets and property.
- d. Approving an annual budget for the Society.
- e. Paying all expenses for operating and managing the Society.
- f. Investing any extra monies.
- g. Financing the operations of the Society and borrowing or raising monies.
- h. Making policies for managing and operating the Society.
- i. Maintaining all accounts and financial records of the Society.
- j. Appointing legal counsel as necessary.
- k. Without limiting the general responsibility of the Board, delegating its powers and duties to the Executive Committee or to the Executive Director of the Society.

### **5.4 COMPOSITION OF THE BOARD**

The Board consists of eleven (11) Directors drawn from the Members in Good Standing, and includes the following Executive positions:

- a. President
- b. Vice President
- c. Treasurer
- d. Secretary

**5.5 NOMINATION OF DIRECTORS**

- a. Nomination of Directors is overseen by the Board's Governance Committee.
- b. A slate of nominees selected from Members in Good Standing is presented by Governance Committee at the March regular Board meeting, prior to the AGM, to stand for Directors up to a three-year (3-year) term.
- c. If there are not enough nominees to fill vacant terms at the AGM, the Board may appoint Directors to fill those terms from the Members in Good Standing at a subsequent Board operational meeting, at the discretion of the Board.
- d. Parties related to Directors through blood or marriage or a common-law relationship shall not serve concurrently on the Board of Directors.

**5.6 TERM OF OFFICE**

- a. The term of office for any member of the Board is three (3) years, unless otherwise specified by the Board, commencing at the Annual General Meeting.
- b. Board members may serve up to a maximum of three (3) consecutive terms and may become eligible for re-election if no other candidates come forward.
- c. The Board may leave a vacancy unfilled.
- d. The Board may appoint someone to serve the remainder of a vacant term, or for a term determined by the Board.
- e. A Director, having served a partial term (the remainder of a vacant term), is eligible for re-election for three (3) full terms.
- f. No more than three (3) appointed Directors may serve on the Board at one time.

**5.7 ELECTION OF OFFICERS**

- a. The positions of President, Vice President, Secretary and Treasurer shall be elected from the Directors at the organizational meeting of the Board held immediately after the Annual General Meeting.
- b. The positions of President and Vice President shall be restricted to elected Directors, and they must have served at least one (1) year on the Board within the previous two (2) years.
- c. A Director may not hold the same office for more than three (3) consecutive three-year (3-year) terms.

**5.8 RESIGNATION, REMOVAL OR DEATH OF A DIRECTOR**

**a. Resignation**

A Director, including the President, may resign from office by giving one (1) month's notice in writing. The resignation takes effect either at the end of the month's notice, or on the date the Board accepts the resignation.

**b. Removal**

A Director may be removed at a Special Meeting of the Board. There must be twenty-one (21) days' notice to all Board members, including the Director being removed. There must be a seventy-five per cent (75%) majority of the Board to remove the Director.

**c. Death/Vacancy**

- 1) The Board may leave a vacancy unfilled.
- 2) The Board may appoint someone to serve the remainder of a vacant term, or for a term determined by the Board.

**5.9 MEETINGS OF THE BOARD**

**a. Number of Meetings**

Meetings of the Board shall be held at the call of the President with no less than eight (8) meetings per year.

**b. Notice of Meetings**

- 1) The Board determines dates, times and locations for regular Board meetings.
- 2) The President may call a Board meeting at any time.
- 3) Errors or accidental omission in giving notice of any Board meeting do not invalidate the meeting, or any business transacted at the meeting.

**c. Members' Attendance at Board Meetings**

- 1) Any Member in Good Standing is eligible to attend any regular Board meeting.
- 2) Any Member in Good Standing may speak at any regular Board meeting after giving ten (10) days' advance notice in writing, stating the subject matter.

**d. Quorum**

- 1) A quorum for Board meetings is a Majority of the Directors.
- 2) The Board may conduct no business of the Society without a quorum.

**e. Voting at a Board Meeting**

- 1) Each Director has one (1) vote.
- 2) Business arising at any Board meeting is decided by a Majority of votes.
- 3) Each Director, including the President, has one (1) vote.
- 4) The President does not have a second or casting vote in the case of a tie vote. A tie vote means the motion is defeated.
- 5) All votes cast at any Board meeting are taken by a show of hands, verbal indication or other means by any Director participating by telephone or other electronic means, unless any Director in attendance requests a ballot.
- 6) Irregularities or errors done in good faith do not invalidate business conducted at any Board meeting.

f. **Written Resolutions**

- 1) A motion may be sent to all Directors electronically. Each Director responds to the motion by return communication. The date on which majority support is received is the date the motion is passed.
- 2) This item is then placed on the agenda at the next Board meeting for ratification.

g. **Telephone or Other Electronic Participation**

- 1) Board Meeting by Telephone or Electronic Equipment:
  - If a majority of Directors agree in advance, Directors may hold a Board meeting by telephone or other electronic equipment. In this case, all individuals participating in the meeting must be able to hear each other simultaneously and instantaneously.
- 2) Director Participation by Telephone or Electronic Equipment:
  - If all Directors participating in a meeting consent, one (1) or more Directors may participate by means of telephone or other electronic equipment. All individuals participating in the meeting must be able to hear each other simultaneously and instantaneously. A Director participating in this meeting is considered present for the meeting. Consent for participating in Board meetings by electronic means may be given, through policy, for all Board meetings.
- 3) All votes cast at any Board meeting are taken by a show of hands, verbal indication or other means by any Director participating by telephone or other electronic means, unless any Director in attendance requests a ballot.

5.10 **OFFICERS**

a. The Officers of the Society are the:

- 1) President
- 2) Vice President
- 3) Secretary
- 4) Treasurer

b. **Duties of Officers**

- 1) Officers have all of the powers to perform all duties required by their offices, and any other powers that the Board may assign.
- 2) Officers with signing authority sign contracts, documents, bylaws or other written documents that require their signatures.
- 3) Specific duties of Officers are listed below under each Officer position description.

**c. The President:**

- 1) Provides leadership and promotes public awareness of the Society.
- 2) Maintains knowledge of the Society and personal commitment to its goals and objectives.
- 3) Coordinates and supervises the affairs and operations of the Board.
- 4) Supervises the Executive Director.
- 5) Presides at all General Meetings and Board meetings.
- 6) Prepares agendas, with input from all Directors and the Executive Director, for Board meetings.
- 7) Is an ex officio (non-voting) member of all committees except the Nominating Committee.
- 8) Prepares and delivers an annual report to the Members of the Society at the Annual General Meeting.
- 9) Acts as spokesperson for the Society.
- 10) Ensures that the annual return, changes in the Society's Directors, and amendments to the bylaws and other incorporating documents are filed with the Corporate Registry.
- 11) The President may delegate duties to another Director or to the Executive Director.

**d. The Vice President:**

- 1) Presides at all meetings in the absence of the President.
- 2) Maintains knowledge of the Society and personal commitment to its goals and objectives.
- 3) In the President's absence, assumes all presidential duties and responsibilities.
- 4) Assists the President in coordinating the affairs of the Board.
- 5) Replaces the President at various functions when asked to by the President or the Board.

**e. The Secretary:**

- 1) Attends all Board meetings and General Meetings of the Society or such meetings that are required by the President and shall keep complete and concise minutes thereof.
- 2) Maintains knowledge of the Society and personal commitment to its goals and objectives.
- 3) Ensures that notices of various meetings, minutes and other communication are sent and posted as required.

**f. The Treasurer:**

- 1) Attends all board meetings.
- 2) Maintains knowledge of the Society and personal commitment to its goals and objectives.
- 3) Understands financial accounting for nonprofit organizations.
- 4) Serves as the chair of the finance committee.
- 5) Manages, with the finance committee, the board's review of and action related to the board's financial responsibilities.

- 6) Works with the Executive Director and accounting staff to ensure that appropriate financial reports are made available to the board on a timely basis.
- 7) Presents the annual budget to the board for approval.
- 8) Reviews the annual audit and answers board members' questions about the audit.

**g. Delegation of Officer Duties**

In the absence of both the President and Vice President, a chairperson may be designated by those present.

**h. Vacancies or Removal of Officers**

Each Officer continues in office until:

- 1) the Officer's resignation. An Officer may resign from the Board by giving one (1) month's notice in writing. The resignation takes effect either at the end of the month's notice, or on the date the Board accepts the resignation.
- 2) the Officer's removal at a Special Meeting of the Board. There must be twenty-one (21) days' notice to all Board members, including the Officer being removed. There must be a seventy-five per cent (75%) majority of the Board to remove the Officer.
- 3) the Officer's inability to complete the term due to medical reasons.
- 4) the Officer's death.

The Board, by resolution, may fill any vacant office of the Society.

## 5.11 BOARD COMMITTEES

**a. Executive Committee**

- 1) The Executive Committee consists of the President, Vice President, Treasurer and Secretary.
- 2) This is a standing committee, accountable to the Board, whose purpose is to coordinate the work of the Board's committees and to respond to emergency situations between Board meetings.
- 3) The committee prepares a written or verbal report for the Board at each regular Board meeting following a meeting of the committee.

**b. Establishing Committees**

- 1) The Board may establish any standing and/or ad hoc committees it deems necessary to advise and/or assist the Board. Ad hoc committees are established for a specific task, and for a designated length of time. These committees are dissolved when the task is completed.
- 2) The Board approves terms of reference for each committee. The Board may delegate to these committees any powers, subject to the restrictions in these Bylaws, or any resolution passed by the Board.
- 3) The Board may, by resolution, dissolve any committee.

**c. Powers of Committees**

- 1) No committee has the power to act for, or on behalf of, the Society, or to commit or bind the Society to any course of action unless delegated by the Board through resolution.
- 2) Unless determined by the Board, each committee can fix its quorum at not less than the majority of its members.

**d. Composition of Committees**

- 1) Committees are composed of Directors and/or individuals who are Members in Good Standing.
- 2) A member of the Board chairs each committee. Any chair, who ceases to be a Director for any reason, also ceases to be the chair of a committee at the time the individual is no longer a Director.
- 3) The Board President is an ex officio (non-voting) member of all committees.

**5.12 RULES OF ORDER**

The Society will use *Robert's Rules of Order Newly Revised* for matters not covered in these Bylaws.

**ARTICLE 6.0 – FINANCE AND OTHER MANAGEMENT MATTERS**

**6.1 THE REGISTERED OFFICE**

The Registered Office of the Society is located in St. Albert, Alberta.

**6.2 FINANCE AND AUDITING**

**a. Fiscal Year**

The fiscal year of the Society is January 1 through December 31.

**b. Auditing of the Financial Books for the Society**

The books, accounts and records of the club shall be audited at least once each year by a duly qualified accountant appointed for that purpose at the Annual General Meeting. An audited financial statement of the standing of the books for the previous year shall be submitted by the Treasurer to the Annual General Meeting of the Society.

**6.3 SEAL OF THE SOCIETY**

- a. The Society shall not be required to have a seal for the Society.

**6.4 BANK ACCOUNTS**

- a. The Board approves the financial institution for banking services.
- b. The Executive Director monitors and manages both chequing and investment accounts.
- c. The Board ensures that the Society holds all of its funds in accounts that are fully insured by the Canada Deposit Insurance Corporation (CDIC), the Province of Alberta or the Credit Union Deposit Guarantee Corporation (CUDGC).

6.5 **CHEQUES, CONTRACTS, SECURITIES, OTHER FINANCIAL INSTRUMENTS**

a. **Signing Authority**

- 1) A minimum of three (3) Directors of the Board and the Executive Director may be authorized to sign cheques, contracts and other documents, two of which are *required* to sign. The Board determines signing authority for Board members:
  - i) At the first Board meeting immediately following the Annual General Meeting, or
  - ii) When a signing authority leaves the Board for any reason.
- 2) The Executive Director signs all funding contracts except where the funder requires a duly designated Board member to also sign the contract.
- 3) The Board will grant signing authority for any individual that it appoints to the position of acting Executive Director. This signing authority lasts for the term of the acting Executive Director position.

6.6 **KEEPING AND INSPECTION OF THE SOCIETY'S BOOKS AND RECORDS**

a. **Financial Books and Records**

The Executive Director keeps the financial records and books of the Society.

b. **Minute Books**

- 1) The Secretary records and keeps records of all Board and Special Meetings, including the Annual General Meeting.
- 2) A copy of all Board meeting minutes is kept at the Registered Office.
- 3) A copy of the approved minutes of Board meetings will be posted in a public place at the Registered Office.
- 4) The Board keeps and files all necessary books and records of the Society as required by the Bylaws, the *Societies Act*, or any other statute or laws.

c. **Inspection of the Books or Records**

- 1) A Member wishing to inspect the books or records of the Society must give reasonable notice to the Board through the Executive Director of the Society of the Member's intention to do so.
- 2) Unless otherwise permitted by the Board, this inspection takes place only at the Society's Registered Office during normal business hours.
- 3) All financial records of the Society are open for such inspection by the Members, during normal business hours and with reasonable notice.
- 4) Other records of the Society are also open for inspection, except for records that the Board designates as confidential. Reasonable notice must be provided.

**6.7 BORROWING POWERS**

For the purpose of carrying out its functions and achieving its objectives, the Society may borrow money:

- a. Without prior Board approval for a consolidated credit card payment, to a maximum of \$25,000. Credit card debt, when broken down into individual payments, must follow Board policy which indicates the maximum the Executive Director is authorized to spend for a single purchase.
- b. With prior approval to a motion passed by two thirds of the members of the Board, to a maximum of \$25,000.
- c. With prior approval by a Special Resolution of the Voting Members of the Society for any amount over and above \$25,000.

**6.8 PAYMENTS/EXPENSES**

**a. Payments for Service to Directors, Officers, or Members**

No Director, Officer or Member of the Society receives any payment for his or her services as a Member, Director, or Officer.

**b. Expenses**

The Board may approve reimbursement of reasonable expenses incurred by a Director, Officer, or Member when carrying out duties of the Society.

**6.9 PROTECTION AND INDEMNITY OF DIRECTORS AND OFFICERS**

**a. Director and Officer Indemnification**

The Society shall indemnify its Directors and Officers, former Directors and Officers and their heirs and legal representatives against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by them in respect of any civil, criminal or administrative action or proceedings to which they are made parties by reason of being Directors or Officers of the Society, including an action by or on behalf of the Society if:

- 1) They acted honestly and in good faith with a view to the best interests of the Society, and
- 2) In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, they had reasonable grounds for believing the conduct was lawful or were acquitted; and
- 3) They gave notice to the Society of the civil, criminal or administrative action or proceeding immediately upon becoming aware of it and also cooperated with the Society in the defense of the action of proceeding to such extent as may be reasonable in the circumstances.

**b. Accuracy of the Auditor's Report**

Directors or Officers can rely on the accuracy of any statement or report prepared by the Society's auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

## **ARTICLE 7.0 – AMENDING THE BYLAWS**

### **7.1 AMENDING THE BYLAWS**

- a. These Bylaws may be cancelled, altered, or added to by a Special Resolution of Members at an Annual General Meeting or Special Meeting of the Society.
- b. Details of the proposed resolution to change the Bylaws must be included in the notice of the meeting.
- c. The amended bylaws take effect after approval of the Special Resolution at the Annual General Meeting or Special Meeting, and acceptance by the Corporate Registry of Alberta.

## **ARTICLE 8.0 - ARBITRATION**

### **8.1 ARBITRATION**

A dispute arising out of the affairs of the Society and between Members of the Society or members of the Board (either named individually or as a whole) shall be decided by arbitration as per the *Arbitration Act*. A decision made pursuant to arbitration is binding on all parties and may be enforced on application to the Court of Queen’s Bench. There shall be no appeal.

## **ARTICLE 9.0 – DISTRIBUTING ASSETS AND DISSOLVING THE SOCIETY**

### **9.1 DISSOLUTION OF THE SOCIETY**

Dissolution of the Society requires a Special Resolution of Members at a Special Meeting.

### **9.2 PAYMENT OF DEBTS AND LIABILITIES**

When the Society is dissolved, funds and assets are first used to satisfy the Society’s debts and liabilities.

### **9.3 DISTRIBUTION OF ASSETS TO MEMBERS**

The Society does not pay any dividends or distribute its property among its Members.

### **9.4 LEGAL ADVICE**

The issue of the distribution of assets shall be under the auspices of legal counsel.