



# **Canadian Adaptive Snowsports – Alberta Association**

## **Bylaws**

# CANADIAN ADAPTIVE SNOWSPORTS - ALBERTA ASSOCIATION BYLAWS

## ARTICLE 1 – PREAMBLE

- 1.1 The name of the Association is Canadian Adaptive Snowsports – Alberta Association.
- 1.2 This document details the general bylaws of Canadian Adaptive Snowsports – Alberta Association. These bylaws regulate the transaction of business and affairs of the Association.

## ARTICLE 2 – DEFINING AND INTERPRETING THE BYLAWS

### 2.1 Definitions

In these Bylaws, the following words have these meanings.

- 2.1.1 **CADS - ALBERTA** or **CADS - AB** means the Canadian Adaptive Snowsports – Alberta Association.
- 2.1.2 **Association** means the Canadian Adaptive Snowsports – Alberta Association.
- 2.1.3 **Act** means the Societies Act R.S.A. 2000, Chapter S-14 as amended, or any statute substituted for it.
- 2.1.4 **Annual General Meeting** means the annual general meeting described in Article 4.1
- 2.1.5 **Board** means the Board of Directors of the Association.
- 2.1.6 **Bylaws** means the Bylaws of the Association as amended.
- 2.1.7 **Director** means any person elected or appointed to the Board.
- 2.1.8 **General Meeting** means the Annual General Meeting or a General Meeting.
- 2.1.9 **Member** means a Member of the Association as defined in Article 3.2.
- 2.1.10 **Officer** means any Director listed in Article 5.2.
- 2.1.11 **Ex-Officio** means “by virtue of one’s position”. Without exception, ex-officio members have exactly the same rights and privileges, as do all other members, including the right to vote.
- 2.1.12 **Registered Office** means the registered office for the Association.
- 2.1.13 **Register of Members** means the registry maintained by the Board of Directors containing the names of the Members of the Association.
- 2.1.14 **Special Meeting** means the special meeting described in Article 4.1.2
- 2.1.15 **Special Resolution** means:
  - a. A resolution passed at a General Meeting of the membership of the Association. There must be twenty-one (21) days’ notice for this meeting. The notice must state the proposed resolution. There must be approval by a vote of 75% of the voting Members who vote in person.
  - b. A resolution proposed and passed as a Special Resolution at a General Meeting of which less than 21 days’ notice has been given, if all the members entitled to attend and vote at the General Meeting so agree.
  - c. A resolution consented to in writing by all of the members who would have been entitled at a general meeting to vote on the resolution in person or, where proxies are permitted, by proxy.
- 2.1.16 **Voting Member** means a Member entitled to vote at an annual or special general meeting of the Association as defined in Article 3.5.3.
- 2.1.17 **Policy Manual** is to provide instructional guidance on the day to day operations. These policies shall be approved by a majority vote of the Board of Directors.

## 2.2 Interpretation

The following rules of interpretation must be applied in interpreting these Bylaws.

- 2.2.1 **Singular and Plural;** words indicating the singular number also include the plural, and vice-versa.
- 2.2.2 **Gender-neutral, Masculine, and Feminine;** words that are gender-neutral also include the masculine gender and/or the feminine gender and vice versa.
- 2.2.3 **Corporation:** words indicating persons also include corporations.
- 2.2.4 **Headings** are for convenience only. They do not affect the interpretation of these Bylaws.
- 2.2.5 **Liberal Interpretation:** these Bylaws must be interpreted broadly and generously.

## ARTICLE 3 – MEMBERSHIP

### 3.1 Membership Year

The membership year extends from July 1<sup>st</sup> of a given year through to June 30<sup>th</sup> of the subsequent calendar year.

### 3.2 Classification of Members

There shall be four (4) classes of membership.

#### 3.2.1 Active Members

Any individual who regularly takes part in the activities of the Association within the geographic boundaries of the Province of Alberta is eligible to be an active member with full privileges.

#### 3.2.2 Visiting Member

Any interested individual or group who is not a regular participant of the Association is eligible to be a visiting member. A visiting member shall be entitled to all the privileges of the Association except those of making motions, voting and holding office. Single day memberships shall be considered Visiting Members.

#### 3.2.3 Honorary Members

- a. Upon majority vote of the Board of Directors, an honorary membership can be conferred upon any individual who has performed some distinguished service to the Association.
- b. A maximum of two honorary memberships may be granted in each membership year.
- c. The period of membership is for one membership year and it may be renewed.
- d. An honorary member shall have none of the obligations of membership in the Association, but shall be entitled to all the privileges except those of making motions, of voting and of holding office.

#### 3.2.4 Life Member

- a. Upon the signed recommendation of one member, seconded by another member and by three-quarters (3/4) vote by ballot at the Annual General Meeting, life membership can be conferred upon an individual who shall have rendered notable service to the Association.
- b. The individual must have been an Active Member for at least ten (10) years.
- c. Life members have all of rights and privileges of an Active Member.

### 3.3 Admission of Members

Any individual may become a Member in the appropriate category by meeting the requirements in Article 3.2. The individual will be entered as a Member under the appropriate category in the Register of Members.

### **3.4 Membership Fees**

- 3.4.1 Setting Membership Fees
- a. The Board decides membership fees for both Active members and Visiting members on an annual basis.
  - b. There are no membership fees for both Honorary members and Life members.
- 3.4.2 Payment Date for Fees
- The membership fees for Active and Visiting members must be paid on or before participation in any programs or events taking place within the membership year as described in section 3.1.

### **3.5 Rights and Privileges of Members**

- 3.5.1 One membership shall cover membership in both CADS-Alberta as well as Canadian Adaptive Snowsports.
- 3.5.2 Any member in good standing is entitled to:
- a. receive notice of meetings of the Association,
  - b. attend any meeting of the Association,
  - c. speak at any meeting of the Association; and
  - d. exercise other rights and privileges given to Members in these bylaws.
- 3.5.3 Voting Members
- The only Members who are eligible to vote at meetings of the Association are:
- a. Active Members of the Association in good standing who are at least eighteen (18) years of age or older as of the start of the Association's current membership year; and
  - b. Life Members in good standing.
- 3.5.4 Numbers of Votes
- A voting Member is entitled to one (1) vote at annual and special general meetings of the Association.
- 3.5.5 Member in Good Standing
- A Member is in good standing when:
- a. the Member has paid membership fees or other required fees to the Association, and
  - b. the Member is not suspended as a Member as provided for under Article 3.6

### **3.6 Suspension from Membership**

- 3.6.1 Decision to Suspend
- The Board, at a Special Meeting called for that purpose, may suspend a Member's membership for not more than three (3) months, for one or more of the following reasons:
- a. if the Member has failed to abide by the bylaws;
  - b. if the Member has been disloyal to the Association;
  - c. if the Member has disrupted meetings or functions of the Association; or
  - d. if the Member has done or failed to do anything judged to be found harmful to the Association.

- 3.6.2 Notice to the Member
- a. The affected Member will receive written notice of the Board's intention to deal with the question of whether or not that Member should be suspended.
  - b. The Member will receive at least two (2) weeks notice before the Special Meeting.
  - c. The notice will be:
    - i. sent by single registered mail to the last known address of the Member shown in the Register of Members of the Association, or,
    - ii. Delivered, in person, by an Officer of the Board.
    - iii. Delivered via electronic communication.

- 3.6.3 The notice will state the reasons why suspension is being considered. Decision of the Board
- a. The Member will have an opportunity to appear before the Board to address the matter. The Board may allow another person to accompany the Member.
  - b. The Board will determine how the matter will be dealt with, and may limit the time given to the Member to address the Board.
  - c. The Board may exclude the Member from its discussion of the matter, including the deciding vote.
  - d. The decision of the Board is final.

### **3.7 Termination of Membership**

#### **3.7.1 Resignation**

- a. Any Member may resign from the Association by sending or delivering a written notice to the Secretary or President of the Association.
- b. Once the notice is received, the Member's name is removed from the Register of Members. The Member is considered to have ceased being a Member on the date their name is removed from the Register of Members.

#### **3.7.2 Death**

The membership of a Member is ended upon their death.

#### **3.7.3 Deemed Withdrawal**

- a. If a Member has not paid the annual membership fees within three (3) months following the date the fees are due, the Member is considered to have submitted their resignation.
- b. In this case, the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date their name is removed from the Register of Members.

#### **3.7.4 Expulsion**

- a. The Association may, by Special Resolution at a general meeting called for such a purpose, expel any Member for any cause which is deemed sufficient in the interests of the Association.
- b. This decision is final.
- c. On passage of the Special Resolution, the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date their name is removed from the Register of the Members.

- 3.7.5 Reimbursement of Membership Fees  
No person whose membership has terminated shall receive reimbursement of their membership fees.

### **3.8 Transferral of Membership**

- 3.8.1 No right or privilege of any Member in the Association is transferable to another person.  
3.8.2 All rights and privileges cease upon the termination of membership in the Association regardless of the reason for termination of membership.

### **3.9 Continued Liability for Debts Due**

Although a person's membership has terminated, he is liable for any debts owing to the Association at the date of ceasing to be a Member.

### **3.10 Membership with Canadian Adaptive Snowsports.**

This Association shall affiliate itself with the Canadian Adaptive Snowsports in its general goals and objectives.

## **ARTICLE 4 – MEETINGS OF THE SOCIETY**

### **4.1 Calling of the Annual or Special General Meeting**

- 4.1.1 Calling of the Annual General Meeting or a Special General Meeting
- a. The Association holds its Annual General Meeting once per year but may hold any number of Special General Meetings throughout the year.
  - b. Meetings may be held in-person, virtually, or a hybrid allowing both in-person and virtual attendance.
  - c. The place, day and time for the Annual General or any Special General meeting shall be determined by the Board.
  - d. All in-person meetings shall take place within the boundaries of Alberta.
- 4.1.2 Calling of a Special Meeting  
A Special Meeting may be called at any time:
- a. by a resolution of the Board of Directors to that effect; or
  - b. on the written request of at least five (5) Directors. The request must be delivered to the President and must state the reason for the Special Meeting and the motion(s) intended to be submitted at this Special Meeting; or
  - c. on the written request of at least (50) active voting members of the Society. The request must be delivered to the President and must state the reason for the Special Meeting and the motion(s) intended to be submitted at such Special Meeting. Such a Special General Meeting must be held within six (6) weeks of receipt of the request and shall deal only with the reason for the request.

#### **4.2 Notice**

- a. Notice of an Annual or Special General Meeting shall be communicated to each Member at least twenty-one (21) days before the date of the meeting.
- b. Notice may be communicated by any suitable means sanctioned by the Board and can include, but is not limited to the methods of postal and electronic mail.
- c. This notice states the place, date and time and general nature of the business to be transacted at the meeting.
- d. A Special Meeting of members may be held for any purpose on any date and at any time and at any place, without formal notice, if:
  - i. all the voting members of the Association are present in person at such Special Meeting, or
  - ii. if those members absent waive notice or
  - iii. if all the members of the Association entitled to vote, have signified their assent in writing to such a meeting being held in their absence.
- e. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any member entitled to vote.

#### **4.3 Failure to Give Notice of meeting**

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

- a. Accidental omission to give any notice to any Member;
- b. Any Member not receiving any notice; or
- c. Any error in any notice that does not affect the meeting.

#### **4.4 Validity of Business Transacted at Meetings**

The accidental omission to give notice of any general meeting or non-receipt of any notice by any member shall not invalidate any resolution passed or any proceedings taken at any general or special meeting.

#### **4.5 Quorum**

Attendance by 20 of the Members including any represented proxy votes at an Annual or Special General Meeting is considered a quorum.

#### **4.6 Failure to Reach Quorum**

In the event that less than a majority of the delegates are present, including proxy votes, they shall not be empowered to conduct any business for the Association (Society) but shall have the authority to adjourn the meeting for a minimum of one (1) hour. In the event that after the adjournment a majority of delegates are still not present as described, the meeting may reconvene and those delegates actually present shall constitute the quorum for the transaction of the business of the Society that comes before it.

#### **4.7 Agenda**

##### **4.7.1 Agenda for Annual or Special General Meetings**

Only the matter(s) set out in the notice for the Annual or Special General Meetings are considered at the Meeting, unless a unanimous vote of approval for the addition of new business is given by those present.

#### **4.8 Presiding Officer**

- a. The President chairs every Annual or Special General Meeting of the Association.
- b. The Vice-President chairs in the absence of the President.
- c. If neither the President nor the Vice-President is present within one-half (1/2) hour after the set time for the meeting, the Members present choose one (1) of the Members to chair.

#### **4.9 Passing Motions**

- a. In all affairs of the Association, other than amendments to the bylaws and special resolutions, a simple majority of voting members in attendance at an Annual or Special General meeting is sufficient to confirm any motion or resolution.
- b. A simple majority is defined as fifty percent (50%) of the voting members in attendance plus one (1).
- c. A tie vote results in the motion being defeated.

#### **4.10 Voting**

- a. The appointed representative of each Member organization, Individual Member, Family Member or Corporate member in good standing is eligible for one (1) vote.
- b. The chair does not vote except in the situation of a tie vote wherein the chair may optionally cast a deciding vote.
- c. A show of hands decides every vote at in-person meetings.
- d. A ballot is used if at least five (5) voting Members request it. In such a case, the Chair may set the time, place and method for a ballot vote. The result of the ballot is the resolution of the Annual or Special General Meeting.
- e. Members may withdraw their request for a ballot.
- f. A simple majority of the votes of the Voting Members present decides each issue and resolution, unless the issue needs to be decided by a Special Resolution. If there is a tie vote, and if the Chair chooses not to vote, then the motion is defeated.
- g. The Chair declares a resolution carried or lost. This statement is final, and the declaration does not have to include the number of votes for and against the resolution.
- h. The Chair decides any dispute on any vote. The Chair decides in good faith, and this decision is final.

##### **4.10.1 Proxy Voting**

- a. Each Member entitled to vote in person at an Annual or Special General Meeting is also permitted to vote by means of a proxy. A proxy entitles the person who is appointed by the delegate who shall be a Member of the Society, as the nominee of the delegate to attend and act at the meeting in the manner to the extent, and with the power, conferred by the proxy.
- b. All voting by proxy shall be on a written form accepted and approved by the Board of Directors, and proxies shall be registered before the start of the meeting.
- c. No one person shall be entitled to hold more than five (5) proxies at a meeting.

##### **4.10.2 Electronic Voting**

- a. Each Member entitled to vote in person at an Annual or Special General Meeting is also permitted to vote electronically, and is considered to be "in attendance" for the vote.

#### **4.11 Written Resolution of All the Voting Members**

- a. All Voting Members of the Association may agree to and sign a resolution.
- b. This resolution is as valid as one passed at an Annual or Special General meeting.
- c. It is not necessary to give notice or to call an Annual or Special General meeting.
- d. The date on the resolution is the date it is passed.

#### **4.12 Attendance by the Public**

- a. General Meetings of the Society are open to the public.
- b. A majority of the Members present may ask any persons who are not Members to leave.



#### **4.13 Adjournment of a Meeting and the Resumption of an Adjourned Meeting**

##### **4.13.1 Adjourning a Meeting**

The Chair may adjourn any Meeting with the consent of a majority of the Members present at the meeting.

##### **4.13.2 Resuming an Adjourned Meeting**

- a.* A resumed Meeting may conduct only the unfinished business from the initial adjourned Meeting.
- b.* No notice is necessary if the Meeting is adjourned for less than thirty (30) days.
- c.* The Association must give notice when a Meeting is adjourned for thirty (30) days or more. Notice must be the same as for any Meeting.

## ARTICLE 5 - THE GOVERNMENT OF THE SOCIETY

### 5.1 The Board of Directors

#### 5.1.1 Governance and Management of the Society

The Board governs and manages the affairs of the Society. The Board may hire staff to carry out management functions under the direction and supervision of the Board.

#### 5.1.2 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 objects of the Society;
- b. Promoting memberships in the Society;
- c. Hiring staff, to operate the Society;
- d. Regulating staff duties and setting their salaries;
- e. Maintaining and protecting the Society's assets and property;
- f. Approving an annual budget for the Society;
- g. Paying all expenses for operating and managing the Society;
- h. Paying persons for services and protecting persons from debts of the Society;
- i. Investing any extra monies;
- j. Financing the operations of the Society, and borrowing or raising monies;
- k. Making policies for managing and operating the Society;
- l. Approving all contracts for the Society;
- m. Maintaining all accounts and financial records of the Society;
- n. Appointing legal counsel as necessary;
- o. Making policies, rules and regulations for operating the Society and using its facilities and assets;
- p. Selling, disposing of, or mortgaging any or all of the property of the Society; and
- q. Without limiting the general responsibility of the Board, delegating its powers and duties to the Executive Committee or the staff of the Society.

#### 5.1.3 Composition of the Board

- a. The Board is composed of a minimum of eight (8) persons elected at the Annual General Meeting by the voting members of the Association.

The Officers of the Board consist of the following positions:

- i. President
- ii. Vice-President
- iii. Treasurer
- iv. Secretary

to be elected from among the members of the elected Board at the first meeting of the Board of Directors to be held within thirty (30) days following the Annual General Meeting and shall take office immediately.

- b. In addition to members elected to the Board, each active provincial zone may optionally appoint one director. Such optional appointments shall be for a term of one (1) year. Where there are two or more active organizations within the geographical confines of the same zone, each organization may appoint a director to the Board. Individuals appointed as a Zone Representative may not hold one of the eight (8) designated elected board positions unless specifically elected for that purpose.
- c. Elected Directors may additionally hold a position of Zone Representative.

- d. The immediate Past President of the Association shall be appointed as a Director Ex-Officio by their successor in office. This appointment shall be confirmed by the Directors immediately following the election of the Directors of the Association and shall be for a term of one (1) year.

#### 5.1.4 Election of Directors and Term of Office

- a. The Association shall elect at their Annual General Meeting the Directors in accordance with Article 5.1.3.
- b. There shall be an election every year with half of the Board positions being elected each year. When circumstances create an imbalance, implementation of one-year terms may be used to restore the balance.
- c. The term of office for all Directors shall be for two (2) years unless one-year terms are required as per 5.1.3a or in the case of zone-appointed directors where the term of office is for one (1) year.
- d. No director or officer may serve more than six (6) consecutive years on the Board, regardless if the office was attained through election or appointment.
- e. Officers are to be elected from among the members of the elected Board at the first meeting of the Board of Directors to be held within thirty (30) days following the Annual General Meeting.
- f. Each director or officer takes office immediately following the Annual General Meeting.
- g. Each Director or Officer must be an Active Member of the Association.

#### 5.1.5 Resignation, Death or Removal of a Director or Officer

- a. A Director or Officer, 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. Voting Members may remove any Director or Officer including the President before the end of term. There must be a majority vote at a Special Meeting called for this purpose.
- c. When vacancies occur in the Board of Directors of the Association, caused by death, resignation, expulsion or otherwise, they shall be filled by the successor duly appointed or elected by the Board of Directors. A Director or Officer so appointed or elected shall hold the designated Board position for a period that expires at the next Annual General Meeting.

#### 5.1.6 Meetings of the Board

- a. The Board holds at least four (4) meetings each year or more often if deemed necessary.
- b. The President calls the meetings. The President also calls a meeting if any two (2) Directors or Officers make a request in writing and state the business of the meeting.
- c. Notice of board meeting
  - i. Five (5) days' notice with pertinent details is required for Board meetings when notice is provided electronically or via telephone to each Board member.
  - ii. Meetings of the Board of Directors may be held at any time without formal notice if all Directors and Officers are present or those absent waive notice or signify their consent in writing to the meeting being held in their absence.
- d. A majority of the Directors or Officers present at any Board meeting is a quorum.

- e. If there is no quorum, the President has the authority to adjourn the meeting for a minimum of one (1) hour. In the event that after the adjournment a majority of Directors or Officers are still not present, the meeting may reconvene and those Directors or Officers actually present shall constitute the quorum for the transaction of the business of the Board that comes before it. At least four (4) Directors and/or Officers present at this later meeting is a quorum.
- f. Each Director or Officer, including the President has one (1) vote.
- g. 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.
- h. Meetings of the Board are open to Members of the Society, but only Directors and Officers may vote. A majority of the Directors and/or Officers present may ask any other Members, or other persons present, to leave.
- i. All Directors and/or Officers may agree to and sign a resolution. This resolution is as valid as one passed at any Board meeting. It is not necessary to give notice or to call a Board meeting. The date on the resolution is the date it is passed.
- j. Meetings of the Board may be held by alternate methods as agreed to by the Board. Directors and/or Officers who participate in these alternate format meetings are considered present for the meeting.
- k. Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board.
- l. A Director and/or Officer may waive formal notice of a meeting.
- m. Meetings of the Board of Directors shall follow the same business procedures as the Annual General Meeting and in the event of any dispute "Roberts Rules of Order" shall apply unless any policy of the Association provides to the contrary.

## **5.2 Officers**

- 5.2.1 The Officers of the Association shall be the President, Vice-President, Secretary, Treasurer.
- 5.2.2 The term of office shall be for two (2) years.
- 5.2.3 No Officer may hold the same office on the Board for more than six (6) consecutive years.
- 5.2.4 When vacancies occur in an Office of the Association, caused by death, resignation, expulsion or otherwise, the same shall be filled by the successor duly appointed or elected by the Board of Directors. Any Officer so appointed or elected shall hold the designated Office for a period that expires at the next Annual General Meeting.

## **5.3 Duties of the Officers of the Society**

- 5.3.1 The President:
  - a. Supervises the affairs of the Board,
  - b. Shall exercise general supervision over the work and activities of the staff of the Association.
  - c. When present, chairs all meetings of the Society, the Board and the Executive Committee;
  - d. Is an ex officio member of all Committee;
  - e. Acts as the spokesperson for the Society;
  - f. Chairs the Executive Committee; and
  - g. Carries out other duties assigned by the Board.
- 5.3.2 The Vice President:
  - a. Presides at meetings in the President's absence. If the Vice-President is absent, the Directors elect a Chairperson for the meeting.
  - b. Replaces the President at various functions when asked to do so by the President or the Board;
  - c. Attends all meetings of the Society, the Board and the Executive Committee;
  - d. Carries out other duties assigned by the Board.
- 5.3.3 The Secretary:
  - a. Attends all meetings of the Society, the Board and the Executive Committee;

- b.* Keeps accurate minutes of these meetings;
- c.* Has charge of the Board's correspondence;
- d.* Makes sure a record of names and addresses of all Members of the society is kept;
- e.* Makes sure all notices of various meetings are sent;
- f.* Makes sure annual fees are collected and deposited;
- g.* Keeps the Seal of the Society;
- h.* Files the annual return, changes in the Directors of the organization, amendments in the bylaws and other incorporating documents with the Corporate Registry; and
- i.* Carries out other duties assigned by the Board.

5.3.4 The Treasurer:

- a.* Attends all meetings of the Society, the Board and the Executive Committee;
- b.* Makes sure all monies paid to the Society are deposited in a chartered bank, treasury branch or trust company chosen by the Board;
- c.* Makes sure a detailed account of revenues and expenditures is presented to the Board as requested;
- d.* Makes sure an audited statement (according to the Societies Act) of the financial position of the Society is prepared and presented to the Annual General Meeting;
- e.* Carries out other duties assigned by the Board.

**5.4 Board Committees**

5.4.1 Establishing Committees

- a.* The Board may appoint committees to advise the Board.
- b.* The structure and duties shall be in accordance with the Association's policy manual.
- c.* Members of the Committees may either be selected by the Chairperson of the specific committee or volunteer their services.
- d.* Special Committees of the Association may be appointed by the President or the Board of Directors, as may be necessary from time to time. A Special Committee shall cease to exist once its task is complete and its final report has been submitted to the Association.

5.4.2 General Procedures for Committees

- a.* A Board member must be the chair of each committee created by the Board.
- b.* The Chairperson of the committee calls committee meetings. Committees shall meet as deemed necessary by the Chairperson of that committee. Each committee records minutes of its meetings and distributes these minutes to the President of the Board of Directors.
- c.* Each committee provides reports to each Board meeting at the Board's request.

5.4.3 Notice

Two (2) days' notice is mailed, emailed or otherwise delivered to each member of the committee.

The notice states that date, place and time of the committee meeting. Committee members may waive notice.

5.4.4 Quorum

A majority of the committee members present at a meeting is a quorum.

- 5.4.5 Voting  
Each member of the committee, including the Chairperson, has (1) vote at the committee meeting. The Chairperson does not have a casting vote in case of a tie. In the event of a tie, the motion is defeated.

## **5.5 Staff Employment**

- 5.5.1 The Board may establish permanent or part time paid positions deemed necessary to the efficient operation of the Association and the fulfillment of its objectives.
- 5.5.2 Any staff may not hold a Director position on the Board, but shall report to the Board of Directors and may, at the discretion of the Board, attend Board of Directors meetings but shall not have a vote.

## **ARTICLE 6 - FINANCE AND OTHER MANAGEMENT MATTERS**

### **6.1 The Registered Office**

The Registered Office of the Society is located in Edmonton, Alberta. Another place may be established at the Annual General Meeting or by resolution of the Board.

### **6.2 Finance and Auditing**

- 6.2.1 The fiscal year of the Society ends on March 31 of each year.
- 6.2.2 There must be an audit of the books, accounts and records of the Society at least once each fiscal year.
- 6.2.3 At each Annual General Meeting of the Association, the appointed auditors submit a complete financial statement for the previous financial year.
- a. This statement sets out the Association's income, disbursements, assets and liabilities.
  - b. This statement must be signed by the appointed auditors.
  - c. The auditors are appointed either at the Association's Annual General Meeting or by the Board when deemed necessary.
- 6.2.4 The audit must be performed by either:
- a. Two (2) Active Members in good standing of the Association and who are not Directors of the Association, or
  - b. An independent, external professional accountant.

### **6.3 Seal of the Society**

- 6.3.1 The Board may adopt a seal as the Seal of the Society.
- 6.3.2 The Secretary has control and custody of the seal, unless the Board decides otherwise.
- 6.3.3 The Seal of the Society can only be used by Officers or Directors authorized by the Board.
- 6.3.4 The Board must pass a motion to name the authorized Officers or Directors.

### **6.4 Cheques and Contracts of the Society**

- 6.4.1 The Board may designate up to four of its Officers and/or Directors to act as signing authorities for the Association.
- 6.4.2 All Cheques or e-Transfers must be signed or authorized by two persons authorized by resolution of the Board.
- 6.4.3 The Board may authorize paid staff to sign cheques for certain amounts and circumstances.
- 6.4.4 All contracts of the Society must be signed by the Officers, Directors or other persons authorized to do so by resolution of the Board.

## **6.5 The Keeping and Inspection of the Books and Records of the Society.**

- 6.5.1 The Secretary keeps a copy of the Minute Books and records minutes of all meetings of the Members and of the Board.
- 6.5.2 The Secretary keeps the original Minute Books at the Registered Office of the Society. This record contains minutes from all meetings of the Society, the Board and the Executive Committee.
- 6.5.3 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.
- 6.5.4 Any Member wishing to inspect the books or records of the Society must give reasonable notice to the President or the Secretary of the Society of their intention to do so.
- 6.5.5 The books and records of the Association shall be open to inspection by the members of the Board at all meetings.
- 6.5.6 Unless otherwise permitted by the Board, such inspection will take place only at the Registered Office, or other regular business premises operated by the Society, during normal business hours.
- 6.5.7 All financial records of the Society are open for such inspection by the Members.
- 6.5.8 Other records of the Society are also open for inspection, except for records that the Board designates as confidential.

## **6.6 Borrowing Powers**

- 6.6.1 The Society may borrow or raise funds to meet its objects and operations. The Board decides the amounts and ways to raise money, including giving or granting security.
- 6.6.2 The Society may issue debentures to borrow only by resolution of the Board confirmed by a Special Resolution of the Society.

## **6.7 Payments**

- 6.7.1 No Director or Officer of the Society receives any payment for their services as a Member, Director or Officer.
- 6.7.2 Reasonable expenses incurred while carrying out duties of the Society may be reimbursed upon Board approval.

## **6.8 Protection and Indemnity of Directors and Officers**

- 6.8.1 Each Director or Officer holds office with protection from the Society. The Society indemnifies each Director or Officer against all costs or charges that result from any act done in their role for the Society. The Society does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.
- 6.8.2 No Director or Officer is liable for the acts of any other Director, Officer or employee. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Society. No Director or Officer is liable for any loss due to an oversight or error in judgment, or by an act in their role for the society, unless the act is fraud, dishonesty or bad faith.
- 6.8.3 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.
- 6.8.4 The Treasurer of the Association shall, at the expense of the Association, procure such liability insurance as from time to time may be required by the Board of Directors to carry out the provisions in 6.8.1 and 6.8.2 of this bylaw.

## **ARTICLE 7 - AMENDING THE BYLAWS**

- 7.1 These Bylaws may be cancelled, altered or added to by a Special Resolution at any Annual or Special General Meeting of the Society.
- 7.2 The twenty-one (21) days' notice of the Annual or Special meeting of the Society must include details of the proposed resolution to change the Bylaws.
- 7.3 The amended bylaws take effect after approval of the Special Resolution at the Annual General Meeting or Special General Meeting and accepted by the Corporate Registry of Alberta.

## **ARTICLE 8 - DISTRIBUTING ASSETS AND DISSOLVING THE SOCIETY**

- 8.1 The Society does not pay any dividends or distribute its property among its Members.
- 8.2 If the Society is dissolved, any funds or assets remaining after paying all debts are distributed to a registered and incorporated charitable organization. Members select this organization by Special Resolution. In no event do any Members receive any assets of the Society.