

CALGARY OUTDOOR CLUB

BYLAWS

V3.0, Filed February 22, 2021

Table of Contents

ARTICLE 1 – PREAMBLE	3
ARTICLE 2 – DEFINITIONS AND INTERPRETING THE BYLAWS	3
ARTICLE 3 – MEMBERSHIP	4
ARTICLE 4 – MEETINGS OF THE SOCIETY	8
ARTICLE 5 – THE GOVERNMENT OF THE SOCIETY	10
ARTICLE 6 – FINANCE AND OTHER MANAGEMENT MATTERS	16
ARTICLE 7 – AMENDING THE BYLAWS	19
ARTICLE 8 – RULES OF ORDER	19
ARTICLE 9 – LIQUIDATION OR TERMINATION OF THE SOCIETY	20

ARTICLE 1 – PREAMBLE

- 1.1 The name of the Society is the Calgary Outdoor Club, also known by the acronym COC.
- 1.2 This document is the general Bylaws of the Calgary Outdoor Club. These Bylaws regulate the transaction of business and affairs of the Calgary Outdoor Club.

ARTICLE 2 – DEFINITIONS AND INTERPRETING THE BYLAWS

- 2.1 **Definitions** – In these Bylaws, the following words have the following meanings.
- 2.1.1 **Societies Act** means the Societies Act R.S.A. 2000, Chapter S-14 as from time to time amended, or any statute that may be substituted for it.
- 2.1.2 **Annual General Meeting** means the annual general meeting described in Section 4.1.
- 2.1.3 **Board** means the Board of Directors of the Society.
- 2.1.4 **Bylaws** means this bylaw and all other bylaws of the Society from time to time in force and effect.
- 2.1.5 **Club Volunteer** means a person designated as a volunteer by the Society.
- 2.1.6 **Director** means any person elected or appointed to the Board.
- 2.1.7 **General Meeting** includes an Annual General Meeting and a Special General Meeting.
- 2.1.8 **Member** means a member of the Society who fits into one of the three (3) classes of membership described in Section 3.1.
- 2.1.9 **Officer** means any officer listed in Section 5.2.
- 2.1.10 **Registered Office** means the registered office for the Society described in Section 6.1.
- 2.1.11 **Register of Members** means the register maintained by the Board containing the following particulars of each person who is admitted as a Member:
- a. The full name and residential address;
 - b. The date on which such person is admitted as a Member;
 - c. The date on which such person ceases to be a Member; and
 - d. The class of membership of the Person.
- 2.1.12 **Seal of the Society** means the seal described in Section 6.3.
- 2.1.13 **Society** means the Calgary Outdoor Club.
- 2.1.14 **Special General Meeting** means the special general meeting described in Section 4.2.
- 2.1.15 **Special Resolution** means:
- a. A resolution passed
 - i) At a General Meeting of which not less than twenty-one (21) days notice specifying the intention to propose the resolution has been duly given, and
 - ii) By the vote of not less than 75% of those members who, if entitled to do so, vote in person, telephonic, electronic or other communication facility determined by the Directors;

- b. A resolution proposed and passed as a Special Resolution at a General Meeting of which less than twenty-one (21) days notice has been given, if the members entitled to attend and vote at the General Meeting so agree, or
- c. A resolution consented to in writing by all the members who would have been entitled at a General Meeting to vote on the resolution in person, telephonic, electronic or other communication facility determined by the Directors.

2.1.16 Voting Member means a Member described in Section 3.4.2.

2.1.17 Active Member means a Member who has attended the number of events required to qualify, as determined by the Board, or has otherwise demonstrated an active commitment to the club, as determined by the Board.

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 Masculine and Feminine: words indicating the masculine gender also include the feminine gender and vice versa.

2.2.3 Persons: words indicating persons include individuals, partnerships, associations, corporations, trustees, executors, administrators and legal representatives.

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 Classification of Members

There shall be the following three (3) classes of membership:

- a. Volunteer Members;
- c. Regular Members; and
- d. Honorary Members.

3.1.1 Volunteer Member – Any Club Volunteer who is eighteen (18) years or older is eligible to be a Volunteer Member with full privileges upon providing the required information and payment of the applicable membership fee.

3.1.2 Regular Member – Any person who is eighteen (18) years or older is eligible to be a Regular Member with full member privileges upon providing the required information and payment of the applicable membership fee.

3.1.3 Honorary Members

- a. Upon the signed recommendation of one member, seconded by another member and by three-quarters (3/4) vote at the Annual General Meeting, honorary membership can be confirmed upon an adult who shall have rendered notable service to the Society. An honorary member shall have none of the obligations of membership in the Society, but shall be entitled to all the privileges except those of making motions, of voting and of holding office.
- b. A maximum of two honorary appointments may be made each year.

3.2 Admission of Members – Any individual may become a Member in the appropriate class by meeting the requirements in Section 3.1. The individual will be entered as a Member under the appropriate class in the Register of Members. An individual may be a Member of only one (1) class of membership.

3.3 Membership Fees

- a. **Membership Year**
A Member’s membership year is based on the date their Member account is created on the club’s website.
- b. **Setting Membership Fees**
The Board decides membership fees for each class of Members.
- c. **Payment Date for Fees**
The annual membership fees must be paid on or before the start of the Member’s membership year.

3.4 Rights and Privileges of Members

3.4.1 Any Member in good standing is entitled to:

- a. Receive notice of General Meetings of the Society;
- b. Attend any General Meeting of the Society;
- c. Speak at any General Meeting of the Society;
- d. Exercise other rights and privileges given to Members in these Bylaws; and
- e. Other privileges as established from time to time by the Board.

3.4.2 Voting Members

Only Volunteer and Active Members in good standing can vote at General Meetings of the Society.

3.4.3 Member in Good Standing

A Member is in good standing when:

- a. The Member has paid membership fees or other required fees to the Society; and
- b. The Member is not suspended as a Member as provided for under Section 3.5.

3.5 Suspension of Membership

3.5.1 Decision to Suspend

Any Member of the Society may be recommended for suspension by the affirmative vote of a majority of the Board in attendance at a Board Meeting called for that purpose, for one or more of the following reasons:

- a. If the Member has failed to abide by the Bylaws;
- b. If the Member has failed to follow the rules and regulations of the Society;
- c. If the Member has disrupted meetings or functions of the Society; or
- d. If the Member has done or failed to do anything judged to be found harmful to the Society.

3.5.2 Notice to the Member

3.5.2.1 The affected Member will receive written notice of the Board's intention to consider and vote on whether that Member should be suspended or not. The Member will receive at least two (2) weeks notice before the Board Meeting.

3.5.2.2 The notice will be mailed, emailed or otherwise delivered to the last known address of the Member as shown in the records of the Society. The notice may also be delivered by an Officer of the Board.

3.5.2.3 The notice will state the reasons why suspension is being considered.

3.5.3 Decision of the Board

3.5.3.1 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.

3.5.3.2 The Board will determine how the matter will be dealt with and may limit the time given to the Member to address the Board.

3.5.3.3 The Board may exclude the Member from its discussion of and vote on the matter.

3.5.3.4 The decision of the Board is final.

3.6 Termination of Membership

3.6.1 Resignation

3.6.1.1 Any Member may resign from the Society by providing written notice to the Directors of the Society.

3.6.1.2 Once the notice is received, the Member is considered to have ceased being a Member on the date and that date shall be entered in the Register of Members.

3.6.2 Death

The membership of a Member is ended upon his death.

3.6.3 Deemed Withdrawal

3.6.3.1 If a Volunteer Member loses their club volunteer status they will automatically become a Regular Member.

3.6.3.2 If a Regular Member has not attended an event in the past calendar year they are deemed to have canceled their membership.

3.6.3.3 In these cases, the Member is deemed to have ceased being a Member of that membership class on that date and that date shall be entered in the Register of Members.

3.6.4 Expulsion

3.6.4.1 The Society May, by Special Resolution at a Special General Meeting called for such purpose, expel any Member for any cause which is deemed sufficient in the interests of the Society.

3.6.4.2 The Member shall have an opportunity to appear at the Special General Meeting to address the matter.

3.6.4.3 On passage of the Special Resolution, the Member is considered to have ceased being a Member on that date and that date shall be entered in the Register of Members.

3.6.4.4 The decision is final and cannot be revoked.

3.7 Transmission of Membership

No right or privilege of any Member is transferable to another person. All rights and privileges cease when the Member resigns, dies, or is expelled from the Society.

3.8 Continued Liability for Debts Due

Although a Member ceases to be a Member, by death, resignation or otherwise, he is 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 his individual capacity, liable for any debt or liability of the Society.

ARTICLE 4 – MEETINGS OF THE SOCIETY

4.1 The Annual General Meeting

4.1.1 The Society holds its Annual General Meeting once per year and the Annual General Meeting will take place within 60 days of the Society’s fiscal year end. The Board will choose to make the Annual General Meeting available by personal attendance, telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the Annual General Meeting. Any person entitled to attend such meeting may participate in the meeting by means of such personal attendance, telephonic, electronic or other communication facility in the manner provided by the Board and is deemed to be present at the meeting. Any person participating in the Annual General Meeting who is entitled to vote will do so in accordance to Article 4.1.6.1.

4.1.2 Notice of the Annual General Meeting shall be mailed, emailed or otherwise delivered to each Member, who at the close of business on the day immediately preceding the day on which notice is given is entered in the Register of Members, at least twenty-one (21) days before the Annual General Meeting. This notice states the place, date and time and general nature of the business to be transacted at the meeting.

4.1.3 Validity of Business Transacted at Meetings

The accidental omission to give notice of any Annual General Meeting or nonreceipt of such notice by any Member shall not invalidate any resolution passed or any proceedings taken at any Annual General Meeting.

4.1.4 Agenda

The order of business at the Annual General Meeting may include the following:

- Call to Order
- President’s Address
- Financial reports and statements
- Appointment of auditors
- Reports of committees and executives
- Amendments to Bylaws
- General business
- Election of Board
- New Business
- Adjournment

4.1.5 Quorum

Personal attendance by fifteen (15) Voting Members at the Annual General Meeting constitutes a quorum. In the event that less than the required number of members is present, they shall not be empowered to conduct any business for the 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 quorum is still not present, the meeting may reconvene if at least five (5) Voting Members are present and those Voting Members shall constitute a quorum for the transaction of the business of the Society that comes before it. If a quorum is still not present after the meeting has been reconvened the meeting shall be dissolved.

4.1.6 Voting

4.1.6.1 Voting shall be by personal attendance, telephonic, electronic or other communication facility determined by the Directors. Votes shall be by a show of hands or as determined by the Directors.

4.1.6.2 Each Voting Member in good standing with the Society has one (1) vote with respect to any question.

4.1.6.3 The President does not have a second or casting vote in the case of a tied vote. If there is a tied vote, the motion is defeated.

4.1.6.4 A majority of the votes of the Voting Members present and voting decides each issue and resolution, unless the issue needs to be decided by a Special Resolution.

4.1.7 Proxy Voting

A Member may not vote by proxy.

4.1.8 Passing Motions

In all affairs of the Society, other than amendments to the Bylaws and Special Resolutions, a simple majority of votes is required to confirm any motion or resolution.

4.2 Special General Meeting of the Society

4.2.1 Calling of Special General Meeting

A Special General Meeting may be called at any time:

- a. By a resolution of the Board to that effect;
- b. On the written request of a majority of Directors. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted at such Special General Meeting; or

- c. On the written request of at least fifty (50) Voting Members, in good standing, of the Society. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted at such Special General Meeting.

4.2.2 Notice

Notice of the Special General Meeting shall be the same as the requirements of the Annual General Meeting as set out in Sections 4.1.2 and 4.1.3.

4.2.3 Agenda for Special General Meeting

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

4.2.4 Procedures at the Special General Meeting

Any Special General Meeting has the same voting and quorum requirements as the Annual General Meeting as set out in Sections 4.1.5 to 4.1.8.

4.3 Proceedings at the Annual or a Special General Meeting

4.3.1 Attendance by the Public

General Meetings of the Society are open to Members and guests.

4.3.2 Presiding Officer

4.3.2.1 The President chairs every General Meeting of the Society. The Vice-President chairs in absence of the President.

4.3.2.2 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 Board members present choose one (1) of the Board members to chair.

4.3.3 Adjournment

The presiding Officer may adjourn any General Meeting with the consent of the Voting Members at the meeting. The adjourned General Meeting conducts only the unfinished business from the initial meeting.

4.3.3.1 No notice is necessary if the General Meeting is adjourned for less than thirty (30) days.

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.

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 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. Paying persons for services and protecting persons from debts of the Society;
- g. Investing any extra monies in Guaranteed Investment Certificates;
- h. Financing the operations of the Society, and borrowing or raising monies;
- i. Making policies for managing and operating the Society;
- j. Approving all contracts for the Society;
- k. Maintaining all accounts and financial records of the Society;
- l. Appointing legal counsel as necessary;
- m. Making policies, rules and regulations for operating the Society and using its facilities and assets;
- n. Selling, disposing of, or mortgaging any or all of the property of the society; and
- o. Without limiting the general responsibility of the Board, delegating its powers and duties to the Executive Committee

5.1.3 Composition of the Board

The Board is composed of a minimum of five (5) and a maximum of eleven (11) persons elected at the Annual General Meeting by the Voting Members.

The Board consists of the following positions:

- i. President
- ii. Vice-President
- iii. Treasurer
- iv. Secretary
- v. Past President
- vi. Director-at-Large

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

5.1.4 Election of Directors and Term of Office

- a. The Society shall elect at their Annual General Meeting the Directors in accordance with Section 5.1.3.

- b. The term of office for all Directors, except Past President as set out in Section 5.1.3, shall be for one (1) year.
- c. No Director or Officer may serve more than six (6) consecutive years on the Board, regardless of whether the office was attained through election or appointment.
- d. Each Director or Officer takes office immediately following the Annual General Meeting.
- e. Each Director or Officer must be a Voting Member of the Society and at least 2/3 of the Board Members shall be Volunteer Members.

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 on the later of
 - i. The end of the month's notice; or
 - ii. The date the Board accepts the resignation
- b. The Board may remove any Director or Officer before the end of their term, who fails to attend three (3) consecutive Board meetings.
- c. Voting Members may remove any Director or Officer including the President before the end of their term by a majority vote at a Special General Meeting called for this purpose.
- d. When vacancies occur in the Board, caused by death, resignation, expulsion or otherwise, they shall be filled by the successor duly appointed or elected by the Board. 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 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. When notice is provide by mail, the notice shall be mailed at least ten (1) days prior to the Board meetings to each Board member at the last known address of the Director as recorded in the Register of Members of the Society.
 - ii. Five (5) days' notice is required for Board meetings when notice is provided via telephone, email or fax to each Board member.
 - iii. Meetings of the Board 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. The President chairs every Board meeting. The Vice-President chairs in the absence of the President. If neither the President or the Vice-President is present within one-half (1/2) hour after the time set for the Board meeting, the Directors present choose one (1) of the other Directors present to chair the meeting.
- f. If there is no quorum, the chair 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 three (3) Directors and/or Officers present at this later meeting is a quorum.

- g. Each Director or Officer, including the chair, has one (1) vote.
- h. The chair does not have a second or casting vote in the case of a tied vote. A tied vote means the motion is defeated.
- i. Meetings of the Board are open to Members of the Society to observe, 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.
- j. 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.
- k. Meetings of the Board may be held by alternate methods as agreed by the Board. Directors and/or officers who participate in these alternate format meetings are considered present for the meeting.
- l. Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board.
- m. Meetings of the Board shall follow the same business procedures as the Annual General Meetings and in the event of any dispute, "Roberts Rules of Order" shall apply unless any policy of the Society provides to the contrary.

5.1.7 Appointments

The Board may from time to time appoint non-voting specialists to the Board or to any Committee.

5.2 Officers

5.2.1 The Officers of the Society shall be the Directors who have been elected to one of the following positions:

- President;
- Vice-President;
- Secretary; and
- The Treasurer.

5.2.2 The term of office shall be for one (1) year.

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 Society, caused by death, resignation, expulsion or otherwise, the same shall be filled by the successor duly appointed or elected by the Board. 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:

- Supervises the affairs of the Board;
- When present, chairs all meetings of the Society, the Board and the Executive Committee;
- Is an ex officio member of all Committees;
- Acts as the spokesperson for the Society;
- Chairs the Executive Committee; and
- Carries out other duties assigned by the Board.

5.3.2 The Vice President:

- Presides at meetings in the President's absence;
- Replaces the President at various functions when asked to do so by the President or the Board;
- Attends all meetings of the Society, the Board and the Executive Committee;
- Carries out other duties assigned by the Board.

5.3.3 The Secretary:

- Attends all meetings of the Society, the Board and the Executive Committee;
- Keeps accurate minutes of these meetings;
- Has charge of the Board's correspondence;
- Makes sure a Register of Members is kept up to date;
- Makes sure all notices of various meetings are sent;
- Makes sure annual fees are collected and deposited;
- Keeps the Seal of the Society;
- Files the annual return, changes in the Directors of the organization, amendments to the Bylaws and other incorporating documents with the Corporate Registry; and
- Carries out other duties assigned by the Board.

5.3.4 The Treasurer:

- Attends all meetings of the Society, the Board and the Executive Committee;
- Makes sure all monies paid to the Society are deposited in a chartered bank, treasury branch or trust company chosen by the Board;
- Makes sure a detailed account of revenues and expenditures is presented to the Board as requested;
- 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;
- Carries out other duties assigned by the Board.

5.3.5 Past President:

- Is reliable counsel to the President and is available to take on special assignments;
- Provides history for Society discussions when requested and/or appropriate;

- Chairs the nominating Committee; and
- 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 Society'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 Society 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 Society.

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.
- c. Each committee provides reports to each Board meeting at the Board's request.

5.4.3 Notice

Five (5) days' notice is mailed, emailed or otherwise delivered to each member of the committee.

The notice states the 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 one (1) vote at the committee meeting. The chairperson does not have a casting vote in case of a tied vote. In the event of a tied vote, the motion is defeated.

5.5 Standing Committees

The Board establishes the following standing committees:

- a. Executive
- b. Nominating

5.5.1 Composition and Duties of the Executive Committee:

- a. The Executive Committee is composed of the President, Vice-President, Secretary and The Treasurer.
- b. The Executive Committee is responsible for planning agendas for the Board meetings; carrying out emergency and unusual business between Board meetings; reporting to the Board on actions taken between Board meetings; and carrying out other duties as assigned by the Board.
- c. The meetings are called by the President or on the request of any two (2) OTHER Officers. They must request the President in writing to call a meeting and state the business of the meeting.

5.5.2 Composition and Duties of the Nominating Committee:

- a. At any time not later than sixty (60) days prior to the Annual General Meeting, a Nominating Committee shall be appointed.
- b. The Nominating Committee shall be composed of the Past President, or the Vice President in his absence, and two (2) other Voting Members of the Society appointed by the Board.

ARTICLE 6 – FINANCE AND OTHER MANAGEMENT MATTERS

6.1 The Registered Office

The Registered Office of the Society is located in Calgary, 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 September 30 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 Society, the appointed auditors submit a complete financial statement for the previous financial year.

- a. This statement sets out the Society's income, disbursements, assets and liabilities;
- b. This statement must be signed by the appointed auditors; and
- c. The auditors are appointed either at the Society's Annual General Meeting or by the Board when deemed necessary.

6.2.4 The audit must be performed by either:

- a. Two (2) Voting Members in good standing of the Society and who are not signing Officers of the Society, or
- b. An independent, external professional accountant (CA, CMA, CGA).

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 Society. Two signatures shall be required on all cheques.

6.4.2 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. 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 All financial records of the Society are open for such inspection by the Members.

- 6.5.5 Other records of the Society are also open for inspection, except for records that the Board designates as confidential.
- 6.5.6 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 his intention to do so.
- 6.5.7 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.
- 6.5.8 The books and records of the Society shall be open to inspection by the members of the Board at all meetings.

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 Payment

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

6.8 Protection of Members of the Board 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 charge that result from any act done in his 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, receipts, neglects or defaults of any other Director, Officer or Member. No Director or Officer is responsible for any loss, expense or damage due to the insufficiency or deficiency of title to any property acquired for or on behalf of the Society, the insufficiency or deficiency of any security in or upon which any of the monies of the Society shall be invested or the bankruptcy, insolvency, or wrongful act of any person with whom any of the moneys of the corporation shall be invested. No Director or Officer is liable for any loss due to an oversight or error in judgement, or for

any other loss, damage or misfortune which may happen through an act in his role for the Society or in relation thereto, unless the act is fraudulent, dishonest or in 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 such statements or reports.

6.9 Indemnification

The Society hereby acknowledges and agrees that Directors shall be deemed to have assumed their office on the express understanding, agreement and condition that except as hereinafter provided, they and their heirs, executors, administrators and other legal personal representatives shall be indemnified and saved harmless by the Society from and against:

- 6.9.1 Any liability and all costs, charges and expenses whatsoever including an amount paid to settle an action or satisfy a judgement, that they may sustain or incur in respect of any action, suit or proceeding that is proposed, brought, commenced or prosecuted against them for or in respect of anything done or permitted by them in respect of the execution of the duties of their office; and
- 6.9.2 All costs, charges and expenses that they sustain or incur in respect of the affairs of the Society, except such liability, costs, charges or expenses as are occasioned by their own dishonesty, neglect or wilful neglect.

6.10 Liability Insurance

The Society may, at the expense of the Society, procure such liability insurance as from time to time may be required by the Board of Directors to carry out the provisions in Section 6.9.1 and 6.9.2.

ARTICLE 7 – AMENDING THE BYLAWS

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

ARTICLE 8 – RULES OF ORDER

- 8.1 The latest edition of Roberts' Rules of Order shall govern all points of order not embodied in these Bylaws and any Bylaws, Rules and Regulations which may hereinafter be adopted in so far as they are not inconsistent with the provisions of the Societies Act.

ARTICLE 9 – LIQUIDATION OR TERMINATION OF THE SOCIETY

- 9.1** The Society shall be terminated voluntarily whenever a Special Resolution is passed requiring the Society to be so terminated. In the event of liquidation, dissolution or termination of the Society, the property of the Society shall be distributed as follows:
- a. Where funds are held by the Society in trust for and on behalf of any organization, all such funds shall be returned to such organization;
 - b. Where funds are held by the Society in trust to be used as directed by a funding or gaming application, all such funds shall be returned to such organizations; or
 - c. Disbursed to one or more eligible charitable or religious groups or purposes, or registered athletic organizations with objects and goals similar to those of the Society.