

**LOUGHEED HOUSE  
CONSERVATION SOCIETY  
AMENDED AND RESTATED BYLAWS  
DATED JUNE 21, 2018**

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## 1. TERMS AND DEFINITIONS

### PREAMBLE

- 1.1 The name of the Society is “Lougheed House Conservation Society” (referred to in short form in this Bylaw as the “**Society**”).
- 1.2 This document is the general Bylaws of the Society. These Bylaws regulate the transaction of business and affairs of the Society.
  - 1.2.1 The objects of the Society are detailed in the Articles of Incorporation of the Society.
  - 1.2.2 The Bylaws represent the Society's structural and operational terms of reference and shall be used by the Society to fulfill its objectives.

### DEFINED TERMS

- 1.3 In these Bylaws and all other Bylaws of the Society unless the context otherwise requires:
  - 1.3.1 “**Act**” means the *Societies Act*, R.S.A. 2000 Chapter S-14 as amended or any statute substituted for it, and the regulations made thereunder as amended, and in the case of such amendment any reference in the Bylaws must be read as referring to the amended provisions. All terms contained in the Bylaws which are defined in the Act shall have meanings assigned by the Act;
  - 1.3.2 “**AGM**” means the Annual General Meeting described in Article 3;
  - 1.3.3 “**Board**” means the Board of Directors of the Society;
  - 1.3.4 “**Bylaws**” mean the Bylaws of the Society from time to time in force and effect, as amended from time to time;
  - 1.3.5 “**Chair**” means the Chair as appointed from time to time pursuant to these Bylaws;
  - 1.3.6 “**Committee**” means any Standing Committees and any other committees that may be established in accordance with Article 7;
  - 1.3.7 “**Director**” means a person elected or appointed to the Board of Directors of the Society;
  - 1.3.8 “**Executive Committee**” means the committee established pursuant to Section 7.10;
  - 1.3.9 “**Executive Director**” means the executive director as provided for in Article 7;
  - 1.3.10 “**Member**” means a Member of the Society and includes all the categories of Membership unless otherwise indicated;
  - 1.3.11 “**Members’ Meeting**” means each AGM and each Special Meeting as provided for in this Bylaw;
  - 1.3.12 “**Officer**” means any Officer elected or appointed under Article 6;

- 1.3.13 “**Register of Members**” means the register maintained by the Society containing the names of the Members of the Society;
- 1.3.14 “**Registered Office**” means the Registered Office of the Society;
- 1.3.15 “**Rules and Regulations**” means the acts, directives, guidelines and other enactments passed from time to time by the Board that relate to the proper functioning of the Society;
- 1.3.16 “**Society**” means Loughheed House Conservation Society, operating as Loughheed House or such other name as the Board may approve;
- 1.3.17 “**Special Meeting**” means any meeting of the Society other than AGM, as more particular described in Sections 3.33, 3.34 and 3.35;
- 1.3.18 “**Special Resolution**” means:
- (a) a resolution passed
    - (i) at a Members' Meeting of which not less than 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;
  - (b) a resolution proposed and passed as a special resolution at a Members' Meeting of which not less than 21 days' notice has been given, if all the Members entitled to attend and vote at the Members' Meeting so agree; or
  - (c) a resolution consented to in writing by all the Members who would have been entitled at a Members' Meeting to vote on the resolution in person; and
- 1.3.19 “**Standing Committee**” has the meaning set forth in Section 7.9.

#### **NUMBER AND GENDER**

- 1.4 Words indicating the singular number also include the plural, and vice-versa. Words indicating the masculine gender also include the female gender and corporations, and vice-versa.

#### **HEADINGS**

- 1.4 Headings are for convenience only. They do not affect the interpretation of these Bylaws.

## **2. MEMBERS**

2.1 There are five categories of Members: Full Members, Associate Members, Youth Members, Life Members, Honourary Members and Family Members.

2.1.1 In its discretion, the Board may establish additional categories of membership and may determine that memberships will not be granted in all categories provided for in these Bylaws or otherwise established.

2.2 A Member is in good standing when such:

2.2.1 Member has paid the required membership fees to the Society;

2.2.2 Member's name is entered into the Register; and

2.2.3 Member has not had their membership terminated in accordance with this Bylaw.

### **FULL MEMBERS**

2.3 Full Membership is available to any individual who wishes to participate in the Society's activities and who, in the opinion of the Board, supports the aims of the Society.

### **ASSOCIATE MEMBERS**

2.4 Associate Membership is available to any corporation, organization or agency that, in the opinion of the Board, supports the aims of the Society.

### **YOUTH MEMBERS**

2.5 Youth Membership is available to any individual who otherwise qualifies for Full Membership and is under the age of eighteen (18) years.

### **LIFE MEMBERS**

2.6 To become a Life Member, an individual must:

2.6.1 have been issued such Life Membership prior to December 31, 2017;

2.6.2 have been a Full Member for at least ten years;

2.6.3 be a Full Member in good standing at the time of the application for Life Membership; and

2.6.4 be awarded this status by the Board in accordance with the criteria established by the Board.

### **HONORARY MEMBERS**

2.7 An Honourary Member is a Member who has been awarded this status by the Board and who has made significant contributions to the Society in accordance with the criteria established by the Board.

## **FAMILY MEMBERS**

- 2.8 Family Membership is available to spouses and their natural and adopted children who are under 18 years of age and reside with them.

## **REQUIREMENTS OF MEMBERSHIP**

- 2.9 The membership year for each Member begins when the name of that Member is entered into the Register of Members and ends twelve (12) months later.
- 2.10 Annual membership fees must be paid within forty-five (45) days of the start of a Member's membership year.
- 2.11 An applicant becomes a Member when the Society receives a completed membership application form and the annual membership fee for the requested category of membership.
- 2.12 No person shall be entitled to hold more than one (1) membership or class of membership in the Society at any one time. Notwithstanding anything provided in this Bylaw, an application for membership in the Society may be rejected by the Board or its designate at any time in its absolute and unfettered discretion and the Board or its designate shall not be required to state reasons for the rejection.
- 2.13 Notwithstanding anything provided in this Bylaw, the Board or its designate shall have the right, in its sole discretion, to classify any application for a membership in the Society and determine whether such application satisfies the admission requirements of such class. Such determination by the Board or its designate shall be final and binding.
- 2.14 An obligation of membership in the Society for all Members is to abide by any Code of Ethics and all policies adopted from time to time by the Board.
- 2.15 The Board shall decide annual membership fees for each category of Members.
- 2.16 No right or privilege of any Member is transferable to another person. All rights and privileges of membership cease when the Member resigns, dies or is expelled from the Society.

## **REGISTER OF MEMBERS**

- 2.17 The Society shall keep a Register of Members containing the names of every person or corporation admitted to membership in the Society, together with the following information for each Member:
- 2.17.1 full name, mailing address, telephone number, and email address (if any);
- 2.17.2 the date on which the Member is granted membership;
- 2.17.3 the date on which the Member ceases to be a Member; and
- 2.17.4 the category of membership granted to that Member.

## **RIGHTS AND PRIVILEGES OF MEMBERSHIP**

- 2.18 Any Member in good standing is entitled to:
- 2.18.1 receive notice of Members' Meetings;
  - 2.18.2 attend any Members' Meetings;
  - 2.18.3 speak at any Members' Meetings; and
  - 2.18.4 exercise other rights and privileges given to Members by these Bylaws or as the Board may deem for the Member from time to time.

## **VOTING RIGHTS**

- 2.19 To be eligible to vote at a Members' Meeting, a Member must be at least eighteen (18) years of age at the meeting date and be in good standing. Members are entitled to one vote each at a Members' Meeting.
- 2.20 Associate Members have one vote per corporation, organization, or agency at Members' Meetings. Each family holding a Family Membership may designate only one person who is 18 years of age or older at the time of the vote to be the designated voter for that membership.
- 2.21 In order for an Associate Member or Family Member to vote, the Associate Member or Family Member, as the case may be, must advise the Secretary in writing of the name of a person authorized to vote on its behalf, at least twenty-four (24) hours before the meeting date for which the authorization is effective.

## **TERMINATION OF MEMBERSHIP**

- 2.22 A Member's membership in the Society shall, unless otherwise expressly stated herein, immediately terminate without any further notice or action by the Society upon the occurrence of one or more of the following events:
- 2.22.1 the Board receives written notice from such Member stating that such Member wishes to terminate or otherwise withdraw his membership in the Society. The Member is considered to have ceased being a Member on the date such written notice is received by the Society pursuant to Section 13.6;
  - 2.22.2 such Member fails to pay the applicable Membership Fee within forty-five days of the start his current membership term;
  - 2.22.3 such Member dies; or
  - 2.22.4 the Board, upon review of the conduct of the Member, unanimously decides in its sole discretion to expel such Member on the basis:
    - (a) that such Member has conducted himself in any improper or unbecoming manner which is likely to endanger the interests or reputation of the Society;

- (b) that such Member has willfully breached this Bylaw; or
- (c) of any cause or reason as the Board deems as sufficient having regard to the interests of the Society.

The decision of the Board shall not be effective unless and until written notice of such decision has been forwarded by registered mail to such Member at his address as shown in the Society's register of Members. Any notice shall be deemed to be received by the Member effective upon mailing of the same pursuant to Section 13.6.

- 2.23 Upon the termination of any Member's membership in the Society in accordance with Section 2.22, any rights, privileges, claims and interests of such Member in the Society, including but not restricted to any refund of Membership Fees, shall be terminated and forfeited by such Member. Upon the termination of any Member's membership in the Society any and all debts or liabilities owed by a Member to the Society at the date of such termination shall remain due and owing by the Member until paid to the Society in full.
- 2.24 No Member is, in his individual capacity, liable for any debt or liability of the Society.

### **3. MEETINGS OF THE MEMBERSHIP**

- 3.1 There are two kinds of Members' Meetings: the AGM and Special Meetings.
- 3.2 All Members' Meetings of the Society are open to the public. A majority of the Members present may ask any persons who are not Members to leave.

### **NOTICE**

- 3.3 Notice of any Members' Meeting shall be given by mailings (including electronic mailings) to each Director in good standing, the auditor of the Society and the Members at the addresses (including electronic addresses) of the same as shown in the Society's Register of Members at least twenty-one (21) days prior to the Members' Meeting.
- 3.4 This notice shall state the place, date, time and purpose of the Members' Meeting but except as required by the Act shall not be required to reproduce the text of any Special Resolution to be considered at such meeting provided that such notice gives a general description of such Special Resolution and a place and time at which the text of any such Special Resolution may be viewed by a Member in advance of the Members' Meeting.
- 3.5 At least twenty-one (21) days before a Special Meeting, the Secretary shall deliver a notice stating:
  - 3.5.1 the day, hour and place of the meeting;
  - 3.5.2 the nature of the business to be transacted at the meeting; and
  - 3.5.3 the text of any Special Resolution to be submitted to the meeting;

to:

- 3.5.4 each Member whose name appears in the Register of Members on the record date for notice;
  - 3.5.5 each Director; and
  - 3.5.6 the auditor of the Society.
- 3.6 All Members in good standing are entitled to receive notice of, attend, and be heard at every Members' Meeting.
- 3.7 The auditor of the Society is entitled to receive notice of every Members' Meeting and, at the expense of the Society, to attend and be heard at every such meeting on matters relating to their duties as auditor.
- 3.8 A Members' Meeting may be held for any purpose at any time and at any place without notice if all the Members and all other persons entitled to attend such meeting are present in person (except where a Member or other person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called) or if all the Members and all other persons entitled to attend such meeting and not present in person waive notice of the meeting.

#### **RECORD DATES**

- 3.9 The Board may fix in advance a date as the record date for the determination of Members entitled to receive notice of a Members' Meeting. A record date will not precede a meeting by more than fifty (50) days or by less than twenty-one (21) days.
- 3.10 If no record date is fixed, the record date for the determination of Members is:
- 3.10.1 at the close of business on the last business day preceding the day on which the notice is sent; or
  - 3.10.2 if no notice is sent, the day on which the meeting is held.

#### **WAIVER OF NOTICE**

- 3.11 Notice of any Members' Meeting or the time for the giving of any such notice or any irregularity in any meeting or in the notice thereof may be waived by a Member, Director or the auditor of the Society in writing and delivered to the Executive Director or Secretary of the Society. Any such waiver may be given before or after the meeting to which such waiver relates. Attendance of a Member or any other person entitled to attend at a Members' Meeting is a waiver of notice of the meeting, except when such Member attends for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

#### **OMISSIONS**

- 3.12 No action taken or any resolution passed at a Members' Meeting is invalid due to:
- 3.12.1 the accidental omission to give any notice to any individual Member;



3.12.2 any Member not actually receiving any notice; or

3.12.3 any error or omission in any notice that does not materially affect the meaning of the notice.

### **QUORUM**

3.13 Subject to Section 3.17, a quorum for any Members' Meeting is ten per cent (10%) of the Members in good standing, or 10 members in good standing, whichever is less.

3.14 At any meeting of the Members, unless at least three (3) Members demand a poll, a declaration by the Chair of the meeting that a resolution has been carried, and an entry to that effect made in the book of the proceedings of the Society, is sufficient evidence of that fact, without proof of the number or proportion of the Members recorded in favour or against such resolution.

### **ADJOURNMENT**

3.15 If a quorum is not present within thirty (30) minutes of the time fixed for the start of a Members meeting, or if a quorum is present at the beginning and the departure of some Members reduces the number present to fewer than a quorum, the meeting shall stand adjourned to a fixed time and place no sooner than forty-eight (48) hours after the adjournment. Motions and resolutions passed while a quorum exists still stand.

3.16 The Chair of a Members' Meeting may, with the consent of the meeting and subject to such conditions as the meetings may decide, adjourn the meeting from time to time and from place to place. If a Members' Meeting is adjourned for less than thirty (30) days, it shall not be necessary to give notice of the adjourned meeting, other than by announcement at the earlier meeting that is adjourned. Subject to the provisions of the Act, if a Members' Meeting is adjourned by one or more adjournments for an aggregate of thirty (30) days or more, notice of the adjourned meeting shall be given as for an original meeting.

3.17 In the event that no quorum is present at the adjourned Members' Meeting within thirty (30) minutes after the set time for the adjourned meeting, those Members present shall constitute a quorum.

3.18 Any adjourned meeting is duly constituted if held in accordance with the terms of the adjournment. The individuals who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting.

3.19 Any business may be brought before or dealt with at any adjourned meeting that might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

### **CHAIR OF MEMBER MEETINGS**

3.20 The Chair chairs every Members' Meeting or, in the Chair's absence, the Vice-Chair. In the absence of the Chair and the Vice-Chair within thirty (30) minutes of the time set for a meeting, the Members present elect another Director as chair of the meeting. If no Director is present or if all the Directors present decline to take the chair, the Members present elect one of their numbers to be chair. All references to the Chair in this Section apply equally to an elected chair.

- 3.21 The Chair may adjourn any Members' Meetings of the Society with the consent of those Members present and voting and the meeting shall stand adjourned without further notice, to a date, time and place to be determined by the Chair. The adjourned Members' Meeting shall only conduct the unfinished business from the initial Members' Meeting from which it was adjourned.

## **VOTES**

- 3.22 Votes at Members' Meetings are given personally. Proxy voting is not permitted. Every Member present and entitled to vote has one vote.
- 3.23 The Chair of the Members' Meeting has the casting vote in the event of a tie vote on any resolution.
- 3.24 Every question submitted to any Members' Meeting is decided on a show of hands except when a ballot is required pursuant to Section 3.26.
- 3.25 The Chair of the meeting declares a motion carried or lost. This statement is final, and does not have to include the number of votes for and against a resolution.
- 3.26 On any question proposed for consideration at a Members' Meeting, and whether or not a show of hands has been taken thereon, any Member may demand a ballot. A ballot so demanded shall be taken in such a manner as the meeting chair shall direct. A demand for a ballot may be withdrawn at any time prior to taking the ballot. If a ballot is taken each Member is entitled to vote upon the question, and the result of the ballot so taken shall be the decision of the Members upon the said question.
- 3.27 The Chair of the meeting decides any dispute on any vote. The Chair's decision is final.

## **ANNUAL MEETING**

- 3.28 The Society shall hold an AGM within one hundred eighty (180) days of the Society's fiscal year end.
- 3.29 The Board may, in its sole discretion, set the date, time and location of the AGM.
- 3.30 At least twenty-one (21) days before the AGM, the Secretary shall send a notice to each Member in accordance with Sections 3.3 and 3.4 stating the place, date and time of the AGM and any business requiring a Special Resolution.
- 3.31 Any agenda for an AGM must include a review of financial statements setting out the Society's income, disbursements, assets and liabilities, which has been audited and signed by an auditor for the Society.
- 3.32 The AGM deals with the following matters:
- 3.32.1 adoption of the agenda for the meeting;
  - 3.32.2 adoption of the minutes of the last AGM;
  - 3.32.3 consideration of the Chair's report;

- 3.32.4 review of the financial statement certified by the Society's auditors setting out the Society's income, disbursements, assets and liabilities for the last fiscal year;
- 3.32.5 appointment of the Society's auditor for the next fiscal year;
- 3.32.6 election of the Directors to the Board;
- 3.32.7 consideration of matters specified in the meeting notice; and
- 3.32.8 other specific motions that any Member has given notice of before the meeting is called.

#### **SPECIAL MEETINGS**

- 3.33 A Special Meeting of the Members may be called at any time by the Chair:
  - 3.33.1 by a resolution of the Board to that effect;
  - 3.33.2 on the written request of at least one-third of the Directors. The request must state the reason for the Special Meeting and the motion(s) intended to be submitted at the meeting; or
  - 3.33.3 on the written request of not less than five per cent (5%) of the Members then entitled to vote. The request must state the reason for the Special Meeting and the motions(s) intended to be submitted at the Meeting.
- 3.34 Only the matter(s) set out in the notice for the Special Meeting may be considered at the Special Meeting.
- 3.35 Special Meetings shall have the same method of voting and the same quorum requirements as the AGM.

#### **4. SPECIAL RESOLUTIONS**

- 4.1 A Special Resolution passed by the Society must be filed with the Registrar in accordance with the Act.

#### **5. REGISTERED OFFICE**

- 5.1 The Registered Office of the Society is located in Calgary, Alberta or such other place in Alberta as the Board may designate from time to time.
- 5.2 Copies of the Bylaws, governing regulations of the Society, Register of Members, Minutes and Resolutions of General and Special Meetings, a list of Directors, and a copy of the most recent financial statements, accounting records and Society records are to be kept at the Registered Office or in the custody of the Secretary.
- 5.3 Any Member wishing to inspect the books or records of the Society must give reasonable notice, which shall not be less than 10 business days, to the Chair or Secretary of the Member's intention to do so, except for records that the Board designates as confidential.

5.4 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 at such time as may be convenient for the Society and the Officer having the custody of those records.

5.5 Members may inspect the Register of Members without payment of a fee.

## **6. GOVERNANCE OF THE SOCIETY**

### **MEMBERS OF THE BOARD**

6.1 The affairs of the Society shall be managed by the Board who may exercise all such powers and do such acts and things as may be exercised or done by the Society, subject only to the Act, these Bylaws and resolutions of the Members.

6.2 Subject to Section 6.17, the Board shall consist of:

6.2.1 the Past Chair of the Society (ex officio, non-voting);

6.2.2 a representative of the Government of Alberta (Alberta Infrastructure) (ex officio, non-voting); and

6.2.3 3 to 20 Directors, whose number may be determined from time to time by the Board.

6.3 The Directors shall be elected at an AGM or and each Director shall continue to hold the office of Director until:

6.3.1 the end of the third AGM after the Director was elected;

6.3.2 their successor has been duly elected;

6.3.3 the Director ceases to be a Member;

6.3.4 the Director dies or resigns; or

6.3.5 the Director is removed in accordance with Section 6.18.

6.4 Only Members shall be eligible for election as Directors. Directors shall be eligible for re-election at the end of their term.

6.5 If Directors are not elected at a Members' Meeting, the incumbent Directors continue in office until their successors are elected.

6.6 Subject to Sections 6.3 and 16.3, a Director may serve for up to two consecutive three-year terms. After two consecutive terms, a person may be elected for additional terms if such additional term, upon a recommendation of the Governance Committee, is approved by all the Directors entitled to vote on that resolution.

6.7 A person who is elected or appointed a Director is not a Director unless such Director was present at the meeting when they were elected or appointed and did not refuse to act as a Director or, if

they were not present at the meeting when they were elected or appointed, such Director consents in writing to act as a Director before their election or appointment or within 10 days after it or such Director acts as a Director pursuant to the election or appointment.

#### **QUALIFICATION**

- 6.8 In order to be eligible to serve as a Director, a person must:
- 6.8.1 with the exception of the Executive Director, be a Member in good standing at the time of their election and throughout their term of office;
  - 6.8.2 meet any criteria established by the Board, including but not limited to reference checks prescribed by the Board;
  - 6.8.3 be at least eighteen (18) years of age;
  - 6.8.4 have skills and experience commensurate with the needs of the Board and the Society;
  - 6.8.5 not be an employee of the Society; and
  - 6.8.6 not be occupying the office of Past Chair.

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

- 6.9 The Board has the powers of the Society, except as stated in the Act.
- 6.10 The powers and duties of the Board include:
- 6.10.1 promoting the objects and determining the mission and vision of the Society;
  - 6.10.2 promoting membership in the Society;
  - 6.10.3 acting as an advocate for the Society;
  - 6.10.4 maintaining and protecting the Society's assets and property;
  - 6.10.5 selling, leasing, licencing, gifting, disposing of, mortgaging, or otherwise transfer all of any real or personal property of the Society;
  - 6.10.6 managing the debts and liabilities of the Society;
  - 6.10.7 approving an annual budget and business plan review and update for the Society;
  - 6.10.8 paying all costs and expenses for operating and managing the Society;
  - 6.10.9 paying persons for services and protecting persons from debts of the Society;
  - 6.10.10 investing any extra monies of the Society;
  - 6.10.11 maintaining and supervising all accounts and financial records of the Society;

- 6.10.12 financing the operations of the Society, including borrowing money on credit of the Society and the mortgage, charge, or pledge of any real or personal property of the Society in order to secure any obligation or liability of the Society;
  - 6.10.13 receiving donations, bequests, funds, trusts, benefits and property for the purpose of furthering the objects of the Society provided that the Board in its absolute discretion may refuse to accept any donation, bequest, funds, trusts, benefits and property as it deems appropriate;
  - 6.10.14 appointing the Society's auditor and legal counsel as necessary;
  - 6.10.15 making policies, Rules and Regulations for managing and operating the Society and using its facilities and assets;
  - 6.10.16 evaluating the programs and events of the Society;
  - 6.10.17 regulating and governing through written policies the conduct of Members, Directors, Officers and Committee Members, staff and volunteers; and
  - 6.10.18 without limiting the general responsibility of the Board, delegating its powers and duties to the Executive Committee if any has been established by the Board, or the Executive Director of the Society.
- 6.11 The Board in its discretion may submit any contract, act or transaction for approval, ratification or confirmation at a meeting of the Members. Any contract, act or transaction that is approved, ratified or confirmed at any such meeting (unless any different or additional requirement is imposed by the Act or by any other bylaw) is as valid and as binding on the Society and on the Members as though it had been approved, ratified and/or confirmed by every Member of the Society.

## **INVESTMENTS**

- 6.12 The Board is authorized to make investments on behalf of the Society, provided that such investments are limited to those authorized by law for trustees. The Board may establish a committee to oversee such responsibilities on behalf of the Board.

## **SIGNING AUTHORITY**

- 6.13 From time to time as it deems appropriate, the Board may resolve to appoint certain signing authorities for all cheques drawn on the monies of the Society and contracts made in the name of the Society.
- 6.14 Deeds, transfers, assignments, contracts, obligations and other instruments may be signed on behalf of the Society by any two persons, one of whom holds the office of chairman of the Board, vice-chair, treasurer, secretary or executive director and the other of whom holds one of the aforesaid offices or the office of director or any other office created by bylaw or by the Board. Where the Society has only one director, that director alone may sign, on behalf of the Society, all deeds, transfers, assignments, contracts, obligations and other instruments. In addition, the Board may from time to time change the number or identity of the authorized signing officers of the Society or may direct the manner in which and the person or persons by whom any particular

instrument or class of instruments may or shall be signed. Should the Society have adopted a corporate seal, any signing officer may affix such seal to any instrument requiring the same.

#### **BORROWING**

- 6.15 The Society may borrow or raise funds to meet its objects and operations in such manner as the Board sees fit in accordance with the Act. The Board decides the amounts and ways to raise money, including giving or granting security.
- 6.16 The Society may issue debentures to borrow only by resolution of the Board confirmed by a Special Resolution of the Members.

#### **APPOINTMENT, RESIGNATION, DEATH OR REMOVAL OF DIRECTORS**

- 6.17 A Director, including the Chair, and the Past Chair, may resign at any time upon written notice with effect as of the date stated in such notice.
- 6.18 The Members may, by Special Resolution, remove any Director before the expiration of the Director's term of office, and may, by a majority of the votes cast at the meeting, elect any person who qualifies under this Bylaw in their stead for the remainder of such Director's term. This provision does not apply to the position of Past Chair, which remains vacant until the next AGM.
- 6.19 If there is a vacancy on the Board due to a death, removal or resignation, or if the Board resolves to appoint additional Directors to the Board, the Board may appoint individuals to fill that position until the next AGM. This provision does not apply to the position of Past Chair, which remains vacant until the next AGM and such time as there is a candidate that meets the qualification criteria for the position.
- 6.20 The Directors may appoint one or more additional Directors, who shall hold office for a term expiring not later than the close of the next AGM, but the total number of Directors appointed may not exceed one third of the number of Directors elected at the previous AGM.

#### **BOARD MEETINGS**

- 6.21 The Board shall hold at least four (4) meetings per year. Board meetings are held at a place and time to be determined by the Board and may be held at any place. The Chair or Vice Chair shall call Board meetings. The Chair shall also call a Board meeting if any two (2) Directors make a request in writing and state the business of the meeting.
- 6.22 Notice of the time and place of any Board meeting must be delivered to each member of the Board not less than two (2) business days before the date of the meeting.
- 6.23 No notice of a Board meeting is needed if all the members of the Board are present (except where a Director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called) or if all the absent member of the Board have waived notice.
- 6.24 The notice of a Board meeting need not specify the purpose or the business to be transacted at the meeting.

- 6.25 The Board will meet for the dispatch of business, adjourn and otherwise regulate its meetings as it sees fit.

#### **TELEPHONE AND ELECTRONIC PARTICIPATION**

- 6.26 A Director may participate in a meeting of the Board or of a committee of the Board by means of such telephone, electronic or other communications facilities as permit all persons participating in the meeting to hear each other and a Director participating in a meeting by such means is deemed to be present at the meeting.

#### **ADJOURNMENT**

- 6.27 Any meeting of the Board or of any Committee may be adjourned from time to time by the chair of the meeting, with the consent of the meeting, to a fixed time and place.
- 6.28 Any meeting of the Board or of any Committee may be adjourned from time to time by the chair of the meeting, with the consent of the meeting, to a fixed time and place. Notice of an adjourned meeting of the Board or Committee is not required if the time and place of the adjourned meeting is announced at the original meeting. Any adjourned meeting is duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. The members of the Board and Committee members who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting is deemed to have terminated forthwith after its adjournment. Any business may be brought before or dealt with at the original meeting in accordance with the notice calling the same.

#### **QUORUM AND VOTING**

- 6.29 A majority of the Directors constitutes a Board quorum. If there is no quorum, the Chair shall adjourn the meeting for at least forty-eight (48) hours. At least one-third of the Directors, or two Directors, whichever is greater, present at this later meeting shall constitute a quorum.
- 6.30 Each Director shall have only one (1) vote at Board meetings, provided that if there is an equality of votes on a particular question then the Chair shall have the casting vote in order to eliminate that equality.
- 6.31 All questions at a meeting of the Board shall be decided by a majority vote of those Directors present and voting on such question, provided that a quorum is present for the meeting. All questions will be decided by a show of hands and a declaration by the Chair that the resolution has been carried or not carried and such declaration shall be final.



## **RESOLUTIONS IN WRITING**

- 6.32 A resolution signed by all Directors entitled to vote on that resolution at a meeting of the Board is as valid as if it had been passed at a meeting of Board.

## **OFFICERS**

- 6.33 The Officers of the Society are the Chair, Vice Chair, Treasurer and Secretary.
- 6.34 The Board may also appoint other Officers as it considers necessary, including one or more Assistant Secretaries and Assistant Treasurers. Subject to the provisions of the Act, the Board may vary, add to or limit the duties and powers of any Officer.
- 6.35 At its first meeting after each AGM, the Board shall elect from among the Directors all Officers for the following year.
- 6.36 Officers hold office until re-elected or until a successor is elected and must be Directors in good standing throughout their term of office.
- 6.37 The Board shall assign powers and duties to the Officers provided that such powers and duties are for the legitimate objects of the Society and in accordance with the Act.

## **REMOVAL OF OFFICERS**

- 6.38 Officers may be removed from their offices at any time before the expiration of his term of office by a resolution passed by two-thirds of the Board.
- 6.39 An Officer ceases to hold office when such Officer dies, resigns, is removed from office, or ceases to be a Member in good standing.
- 6.40 The resignation of an Officer becomes effective when a written resignation is sent to the Society, or at the time specified in the resignation, whichever is later.

## **VACANCIES**

- 6.41 If the office of the Chair, Vice-Chair, Secretary, Treasurer, or any other office created by the Board becomes vacant, except the office of Past Chair, the Board must appoint a Director to fill such vacancy.

## **CHAIR**

- 6.42 The Chair shall:
- 6.42.1 supervise the affairs of the Board;
  - 6.42.2 when present, chair all Members' Meetings, the Board and the Executive Committee;
  - 6.42.3 sit as an ex officio member of all Committees, except the Governance Committee, if such committee has been established by the Board;
  - 6.42.4 act as the spokesperson for the Society; and

6.42.5 carry out other duties assigned by the Board.

#### **VICE-CHAIR**

6.43 The Vice-Chair shall:

6.43.1 preside at meetings in the Chair's absence; if the Chair and Vice-Chair are absent from a Board meeting, the Directors shall elect a chairperson for the meeting;

6.43.2 perform the duties and responsibilities of the Chair in the absence of the Chair;

6.43.3 replace the Chair at various functions when asked to do so by the Chair or the Board;

6.43.4 sit as a member of the Executive Committee; and

6.43.5 carry out other duties assigned by the Board.

#### **SECRETARY**

6.44 The Secretary shall:

6.44.1 attend all Members' Meetings and meetings of the Board and ensure accurate minutes of all such meetings are kept in the Society's Minute Book, provided that in the absence of the Secretary, the duties of the office shall be discharged by a Member appointed by the chair presiding at such meeting;

6.44.2 ensure the Society's Minute Book is updated and kept at the Registered Office of the Society;

6.44.3 ensure the Register of Members containing the names and addresses of all Members is updated in accordance with Section 2.17;

6.44.4 unless otherwise delegated by the Chair or the Board, arrange for publication notices of all meetings of the Board and Members' Meetings;

6.44.5 keep and have charge over the seal of the Society, if any;

6.44.6 arrange for the filing of the annual return, notices of change of the Directors of the Society, amendments to the Bylaws and other incorporating documents with the Corporate Registry of Alberta;

6.44.7 sit as a member of the Executive Committee; and

6.44.8 carry out other duties as may be specified from time to time by the Board.

#### **TREASURER**

6.45 The Treasurer shall:

6.45.1 ensure all monies paid to the Society are deposited in a chartered bank, treasury branch or trust company chosen by the Board;

- 6.45.2 ensure a detailed account of revenues and expenditures is presented to the Board as requested;
- 6.45.3 ensure an audited statement of the financial position of the Society is prepared and presented to the AGM;
- 6.45.4 sit as a member of the Executive Committee; and
- 6.45.5 carry out other duties as may be specified from time to time by the Board.

#### **PAST CHAIR**

- 6.46 During the one-year period following the AGM, a person whose term of office as Chair has ended may hold the office of Past Chair.
- 6.47 The most immediate Past Chair:
  - 6.47.1 may attend Board meetings without being eligible to vote;
  - 6.47.2 is a non-voting member of the Executive Committee; and
  - 6.47.3 shall carry out other duties as may be specified from time to time by the Board.

#### **DUTIES OF OFFICERS MAY BE DELEGATED**

- 6.48 In the case of the absence or inability or refusal to act of any Officer or for any other reason that the Board deems sufficient, the Directors may delegate all or any of that Officer's powers to any other Officer or to any Director.

#### **7. COMMITTEES**

- 7.1 The Board may appoint one or more Committees consisting of Directors, Members or non-Members of the Society to advise the Board. The terms of office and terms of reference of each Committee are set by the Board. The Board may delegate to such Committee any of its powers except that no such Committee has the authority to:
  - 7.1.1 submit to the Members any matter requiring their approval;
  - 7.1.2 fill a vacancy on the Board or in the office of the auditor; and
  - 7.1.3 approve any financial statements to be placed before the Members.
- 7.2 The Board shall appoint a Director as chair of each Committee created by the Board. The chair of each Committee is responsible for calling Committee Meetings.
- 7.3 Each Committee records minutes of its meetings, distributes these minutes to the Committee members, and provides reports to each Board meeting at the Chair's request.
- 7.4 Subject to the Board's direction, Committees have power to establish rules of procedure, terms of office for their members, and fix their quorum at not less than a majority of their members.

- 7.5 Committee meetings may be held by conference call or other electronic means. Committee members who participate in this call are considered present for the meeting.
- 7.6 Each member of a Committee has one vote at the Committee meetings.
- 7.7 A resolution signed, by all members of a Committee entitled to vote on a resolution of that Committee is as valid as if it had been passed at a meeting of the Committee.
- 7.8 Committees are advisory unless their terms of reference state otherwise.
- 7.9 The Board establishes three standing Committees: Executive Committee; Finance Committee; and Governance Committee (together, the "**Standing Committees**").

#### **EXECUTIVE COMMITTEE**

- 7.10 The Executive Committee:
  - 7.10.1 consists of the Chair who chairs the Committee, Vice-Chair, Secretary and Treasurer, and if applicable, the Past Chair (non-voting).
- 7.11 The Executive Committee is responsible for:
  - 7.11.1 planning agendas for Board meetings;
  - 7.11.2 carrying out emergency, crisis management and unusual business between Board meetings;
  - 7.11.3 reporting to the Board on actions taken between Board meetings;
  - 7.11.4 carrying out such other duties as assigned by the Board; and
  - 7.11.5 meets as required and at the call of the Chair or at the request of any two other members of the committee who request the Chair in writing to call a meeting and state the business of the meeting.
- 7.12 The Executive Committee will have the authority to oversee the implementation of policies of the Board during intervals between Board meetings, conduct the business of the Society between Board meetings, and will perform such other duties as are prescribed by these Bylaws or may be prescribed from time to time by the Board. All material Executive Committee decisions will be presented before the Board for ratification at the next Board meeting.

#### **8. EXECUTIVE DIRECTOR**

- 8.1 The Board may hire an Executive Director, either for a fixed or indefinite term of employment, may remove or dismiss any Executive Director from office with or without cause, and may appoint another in that position.
- 8.2 The Executive Director is responsible to the Board and reports to the Board through the Chair. The Executive Director administers, and the Executive Director or their delegate is invited to attend in a non-voting capacity, all Board Committees.

- 8.3 The Executive Director is responsible for:
- 8.3.1 attending Board and other meetings as required;
  - 8.3.2 applying the Board's policies;
  - 8.3.3 keeping the Board informed about the affairs of the Society;
  - 8.3.4 preparing budgets and business plans for Board approval;
  - 8.3.5 planning programs and services based on the Board's priorities; and
  - 8.3.6 carrying out other duties assigned by the Board.

## **9. AUDITOR**

- 9.1 There must be an audit of the books, accounts and records of the Society at least once each year. The audit must be done by a recognized Chartered Accountant or firm of Chartered Accountants who are appointed from time to time by the Board at such remuneration as may be fixed by the Board. At each AGM, the auditor submits a complete statement of the books for the previous year.

## **10. CONFLICT OF INTEREST**

- 10.1 A Director who is party to, or who has a material interest in any person who is a party to, a material contract or proposed material contract with the Society shall disclose the nature and extent of his or her interest to the Board immediately upon becoming aware of such contract or proposed contract. Any such contract or proposed contract shall be referred to the Board for approval even if such contract is one that in the ordinary course of the Society's business would not require approval by the Board and a Director interested in a contract so referred to the Board is not entitled to move or second any motion at or to vote at any meeting or other proceeding to such contract.
- 10.2 Without defining the range of circumstances which are considered to come within the Society's prohibition on conflict of interest, in the absence of reasons which the Board or the Members consider adequate, the following situations are considered conflicts of interest which may constitute grounds for discipline, immediate termination of employment, expulsion or dismissal from membership in the Society, on the Board or on a Committee, on a determination by the Board. A Board member, Officer, Committee member or employee must not:
- 10.2.1 either directly or indirectly, use for personal gain any information of or about the Society;
  - 10.2.2 fail to disclose significant financial interest in an organization which has a contract with the Society;
  - 10.2.3 fail to disclose an employment relationship with an organization which has a contract with the Society;

- 10.2.4 in the course of, or as a result of, employment or office with the Society accept for personal benefit any gifts, other than those of nominal value;
- 10.2.5 make personal use of the Society's time, materials or facilities without the knowledge and permission of the Executive Director or, in the case of the Executive Director, of the Board;
- 10.2.6 use the Society's name or a job title or position to obtain personal benefit from other individuals or groups;
- 10.2.7 dispose of Society property without knowledge and written permission of the Executive Director or, in the case of the Executive Director, of the Board;
- 10.2.8 act as directors, officers or employees of another organization that has interests or activities in conflict or competition with the Society, without permission of the Executive Director or, in the case of the Executive Director, of the Board; or
- 10.2.9 remove or willfully destroy Society property.

## **11. LIABILITY AND REMUNERATION**

### **LIABILITY**

- 11.1 Every Director and Officer in exercising his powers and discharging his duties shall act honestly and in good faith with a view to the best interests of the Society and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- 11.2 Subject to Section 11.1 above, no Board member, Officer or Committee member is liable:
  - 11.2.1 for the acts of any other Board member, Officer, Committee member or employee;
  - 11.2.2 for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Society; or
  - 11.2.3 for any other loss due to an oversight or error in judgment, or by an act in their role for the Society, unless the loss occurs by or through their failure to exercise the powers and to discharge the duties of their office honestly and in good faith with a view to the best interests of the Society, and to exercise the care, diligence and skill that a reasonable prudent person would exercise in comparable circumstances, provided that this does not relieve a Board member, Officer or Committee member from the duty to act in accordance with the Act or relieve them from liability under the Act.
- 11.3 Board member, Officers and Committee members can rely on the accuracy of any statement or report prepared by the Society's auditor. Board member, Officers and Committee members are not liable for any loss or damage as a result of acting on that statement or report.

### **REMUNERATION**

- 11.4 No Member, Board member, Officer or Committee member, except for the Executive Director, will receive any payment for their services as a Member, Board member, Officer or Committee member. The Board may award special remuneration in undertaking any special services on the

Society's behalf other than the routine work ordinarily required of a Member, Board member, Officer or Committee member. Confirmation of any such resolution by the Members is not required. The aggregate of such special remuneration shall be disclosed at every AGM.

- 11.5 Reasonable expenses incurred while carrying out duties of the Society may be reimbursed upon Board approval.
- 11.6 If any Member, Board member or Officer performs services for the Society other than as a Member, Board member or Officer, or is a member, director or officer of a firm or corporation which performs services for the Society, the fact of their being a Member, Board member or Officer of the Society does not disentitle them or such firm or corporation from receiving proper remuneration for such services.

## **12. INDEMNITIES TO DIRECTORS AND OTHERS**

- 12.1 Except in respect of an action by or on behalf of the Society to procure a judgment in its favour, the Society shall indemnify a Board member, Officer or Committee member, a former Board member, Officer or Committee member, and a person who acts at the Society's request as a director, officer or committee member of a corporation of which the Society is or was a member or creditor, and such persons 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 such person in respect of any civil, criminal or administrative action or proceeding or investigation to which such person is made a party by reason of being or having been a Board member, Officer or Committee member or corporation, if:

- 12.1.1 such person acted honestly and in good faith with a view to the best interests of the Society; and

- 12.1.2 in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, such person had reasonable grounds for believing that their conduct was lawful.

## **DIRECTORS AND OFFICERS INSURANCE**

- 12.2 The Society will purchase and maintain insurance for the benefit of any person referred to in Section 12.1 against any liability incurred by the person in their capacity as a Board member, Officer, or Committee member of the Society.

## **13. OTHER MATTERS**

### **FISCAL YEAR**

- 13.1 The fiscal year of the Society ends on December 31.

### **CHEQUES, DRAFTS, NOTES, ETC.**

- 13.2 All cheques, drafts or orders for the payment of money and all notes, acceptances and bills of exchange are signed by such Officer(s) or other person(s), whether or not Officers of the Society, and in such manner as the Board may from time to time designate.

### **RULES OF ORDER**

- 13.3 Robert's Rules of Order, subject to the provisions of the Act, governs all Members' Meetings, the Board and Committees, unless otherwise agreed by a two-thirds majority at the meeting in question.

### **DUTY OF CARE**

- 13.4 In exercising their powers and discharging their duties, every Board member, Officer and Committee member shall:

13.4.1 act honestly and in good faith with a view to the best interests of the Society; and

13.4.2 exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

### **NOTICES**

- 13.5 Any notice or document that the Act or the Bylaws requires to be provided to any Member, Board member, Officer or Committee member may be delivered personally or sent by mail, email or fax addressed to the recipient's latest address as shown in the records of the Society.

- 13.6 With respect to every notice or document sent by mail, it is sufficient to prove delivery that the envelope or wrapper containing the notice or document was properly addressed and put into a post office or into a post office letter box.

### **RETURNED NOTICES**

- 13.7 If the Society sends a notice or document to a Member, Board member, Officer or Committee member and it is returned on three consecutive occasions because the intended recipient cannot be found, the Society is not required to send such Member any further notices or documents until they have informed the Society in writing of their new address.

### **WAIVER OF NOTICE**

- 13.8 A Board member, Officer, Member or Committee member may waive notice of any meeting or any irregularity in a meeting. Attendance at any meeting is a waiver of notice of the meeting, except when it is for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called.

### **PROCEDURAL IRREGULARITIES**

- 13.9 Irregularities or errors done in good faith do not invalidate acts done at any meeting of the Board, Committees or of the Members. The accidental omission to give notice of any meeting or the non-receipt of any notice by any person shall not invalidate any resolution passed or any proceeding taken at such meeting.



- 13.10 An act of a Board member or Officer is valid notwithstanding an irregularity in their election or appointment or a defect in their qualification.

#### **COMPUTATION OF TIME**

- 13.11 Where a given number of days' notice is required to be given, the day the notice is sent and the day for which the notice is given do not, unless it is otherwise provided, count in such number of days.

#### **14. DISSOLUTION**

- 14.1 The Society does not pay any dividends or distribute its property to its Members.
- 14.2 Subject to Section 14.3, upon the dissolution of the Society and after the payment of all just debts and liabilities, the remaining property of the Society must be distributed or disposed of to a charitable institution with purposes similar to those of the Society, or if this cannot be done, to another charitable institution recognized by the Canada Revenue Agency as qualified under the provisions of the *Income Tax Act* (Canada).
- 14.3 The Members are to select the organization to receive the Society's assets by special resolution. In no event do any Members receive any of the Society's assets.

#### **15. CHANGES TO BYLAWS**

- 15.1 These Bylaws may be cancelled, altered or amended by a Special Resolution of the Members at any AGM or Special Meeting of the Members.
- 15.2 The twenty-one (21) days' notice of the AGM or Special Meeting must include details of the proposed resolution to change the Bylaws.
- 15.3 The amended bylaws take effect after approval of the Special Resolution and after their acceptance by the Corporate Registry of Alberta.

#### **16. TRANSITIONAL PROVISIONS**

- 16.1 All former bylaws are repealed upon these Bylaws coming into force.
- 16.2 All Board members, Officers, Committee chairs, and Committee members elected or appointed under the previous bylaws of the Society in effect prior to August 22, 2013, shall continue to serve in such positions for the term to which they were elected or appointed under such prior bylaws.
- 16.3 Service as a Director under the previous bylaws of the Society in effect prior to August 22, 2013, does not count for the purposes of the term limits set out in Section 6.6.