



# BRAGG CREEK TRAILS ASSOCIATION BY-LAWS

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## INTERPRETATION

### Definitions

1. In these by-laws:
  - a) “Act” means the *Societies Act*;
  - b) “Board” or “Board of Directors” means the Board of Directors of the Society;
  - c) “By-laws” means the by-laws of the Society as amended from time to time;
  - d) “Director” or “Directors” means the Directors of the Society elected or appointed in accordance with these By-laws;
  - e) “Executive” means the individuals holding the positions set out in Article 49;
  - f) “Member” or “Members” means any individual determined to be a Member in accordance with these By-laws;
  - g) “Officers” means the President, Vice President, Treasurer and Secretary;
  - h) “ordinary resolution” means a resolution passed by a vote of a majority of 50% plus one (1) of those individuals who, if entitled to do so, vote in person;
  - i) “Record Date” means the date established in Articles 8 to 12 of these By-laws to determine the Members of the Society;
  - j) “Society” means Bragg Creek Trails Association; and
  - k) “Special Resolution” means:
    - (i) a resolution passed:
      - A. at a meeting of which not less than twenty-one (21) days’ notice specifying the intention to propose the resolution has been duly given; and
      - B. by a vote of not less than seventy-five percent (75%) of the those who, if entitled to do so, vote in person;
    - (ii) a resolution proposed and passed as a Special Resolution at a meeting of which less than twenty-one (21) days’ notice has been given, if all those entitled to attend and vote at the meeting so agree, or
    - (iii) a resolution consented to in writing by all those who would have been entitled at a meeting to vote on the resolution in person.

## **FUNDING**

2. The activities of the Society shall be funded by the financial and in-kind contributions from the Members and volunteers and from other sources of funding available to the Society including, but not limited to, private donations, corporate and foundation financing and government grants.
3. The Society is to be self-financing and both the existence and the scope of the activities of the Society depend entirely on the in-kind contributions and funding raised by the Society. All the funding received by the Society shall be used for the objects of the Society and for no other purpose.
4. The liability of the Members of the Society for the debts and obligations of the Society shall be limited to the in-kind contributions and financial support agreed to by the Members.

## **MEMBERSHIP**

5. The Society shall have a minimum of twelve (12) Members.
6. Membership in the Society is not transferable.

### **Eligibility**

7. An individual 18 years of age or older who has:
  - a) done at least 20 hours of volunteer work for the Society within the 15 months prior to the Record Date and has recorded those volunteer hours in the form and manner prescribed by the Society; or
  - b) donated at least \$300.00 to the Society in the previous calendar year and has been issued a charitable tax receipt by the Society,

is eligible to be a Member and have their name included on the Society's membership list in accordance with Articles 8 to 11.

### **Record Date**

8. To determine the Members entitled to notice of or vote at any meeting of Members, the Board of Directors may fix, in advance, a Record Date, which shall not be more than sixty (60) days nor less than twenty-one (21) days prior to the date of such meeting.
9. A determination of the Members of record entitled to notice of, and to vote at, a meeting of Members shall apply to any adjournment of the meeting unless the Board of Directors fixes a new Record Date for the adjourned meeting, but the Board of Directors shall fix a new Record Date if the meeting is adjourned for more than forty-five (45) days from the date set for the original meeting.

10. If the Board of Directors does not fix a Record Date, the Record Date for determining Members entitled to notice of or to vote at a meeting of Members shall be at 12 noon on the calendar day prior to the day on which notice is given.
11. The Record Date for determining the Members:
  - a) entitled to request a special meeting of the Members shall be the day on which the first written request for a Member list is made under section 36(3) of the Act; and
  - b) entitled to be nominated for election as Directors shall be the day on which the Society calls for nominations for Directors.
12. Subject to Article 13, only Members of record at 12 noon on the Record Date are entitled to exercise the Member rights set out in Article 14 notwithstanding any volunteer hours or donations after the Record Date.

#### **Exclusion and Withdrawal from Membership**

13. An individual otherwise eligible to be a Member of the Society may be excluded from the membership list if,
  - a) in the 15 months prior to the Record Date the individual has, in the opinion of the Directors:
    - (i) not demonstrated goodwill toward the achievement of the vision, mission, principles, goals or objectives of the Society;
    - (ii) failed to comply with the By-laws or the policies of the Society; or
    - (iii) failed to comply with the *Occupational Health and Safety Act* and the Society's Safety Manual;
  - b) the individual has notified the Secretary, in writing, that they do not wish to be a Member of the Society.

#### **Member Rights**

14. A Member may:
  - a) attend any meeting of the Members;
  - b) make representations on any matter at any meeting of the Members;
  - c) vote on any resolutions at any meeting of the Members;
  - d) vote in any election for Directors;
  - e) be nominated as a candidate in any election of Directors; and

- f) hold office as a Director of the Society.

## **MEETINGS OF THE MEMBERS**

### **Annual General Meeting**

- 15. The Annual General Meeting of the Members shall be held on such day in each calendar year, and by such method, as the Board of Directors may from time to time determine, to enable the Members to:
  - a) receive the report of the Board of Directors and the Standing Committees;
  - b) receive and approve the financial statements and report of the auditor;
  - c) elect the Directors;
  - d) provide advice and recommendations to the Board of Directors with respect to the objects of the Society; and
  - e) raise such other business as may properly be brought before the meeting.
- 16. Notwithstanding Article 15, each Annual General Meeting shall be held no later than fifteen (15) months after holding of the last preceding Annual General Meeting.
- 17. Annual General Meetings shall be open to all volunteers of the Society.

### **Special General Meetings**

- 18. The Board of Directors or the President shall have the power to call a special meeting of the Members at any time.
- 19. The Board of Directors shall call a special meeting, as soon as possible, on written request of 50% of the Members. Such special meeting shall be called and held for the purpose stated in such request.

## **BOARD OF DIRECTORS**

### **Management of the Society**

- 20. The business and affairs of the Society shall be managed by the Board of Directors and the Directors shall exercise all the powers and do all the acts and things that the Society may exercise and do, and which are not by these By-Laws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in a general meeting of the Members.

### **Powers**

- 21. The Society may borrow money upon the credit of the Society, from a bank, corporation, firm or person upon such terms, covenants and conditions, only at such

times, in such sums, to such an extent and in such manner as is approved in advance by special resolution of the Board of Directors.

22. The Society may buy, own, hold, lease, mortgage and sell such vehicles, equipment, supplies, materials and tools and hire contractors and employees as may be necessary or desirable in the carrying out of the objects of the Society.

#### **Indemnities to Directors and officers**

23. 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 Director or Officer or a former Director or Officer of the Society and the Director's or Officer's 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 the Director or Officer in respect of any civil, criminal or administrative action or proceeding to which the Director or Officer is made a party by reason of being or having been a Director or Officer of the Society, if
  - a) the Director or Officer acted honestly and in good faith with a view to the best interests of the Society, and
  - b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the Director or Officer had reasonable grounds for believing that the Director's or officer's conduct was lawful.
24. The Society may with the approval of the Court indemnify an individual referred to in Article 23 in respect of an action by or on behalf of the Society to procure a judgment in its favour, to which the individual is made a party by reason of being or having been a Director or Officer of the Society against all costs, charges and expenses reasonably incurred by the individual in connection with the action if the individual fulfils the conditions set out in clauses (a) and (b) of Article 23.
25. The Society may advance funds to an individual in order to defray the costs, charges and expenses of a proceeding referred to in Articles 23 or 24, but if the individual does not meet the conditions of Article 23 he shall repay the funds advanced.
26. The Society may purchase and maintain insurance for the benefit of any individual referred to in Article 23 against any liability incurred by the individual in the individual's capacity as a Director or Officer of the Society, except when the liability relates to the individual's failure to act honestly and in good faith with a view to the best interests of the Society.
27. The Society may enter into an agreement with its Directors and Officers with respect to the indemnification provided for in Articles 23 to 26.

## **ELECTION AND APPOINTMENT OF DIRECTORS**

### **Number of Directors**

28. There shall be a minimum of seven (7) and a maximum of fifteen (15) Directors.
29. The number of Directors shall be determined from time to time by a majority vote of the Directors at a meeting of the Board of Directors.

### **Eligibility**

30. To be elected or appointed as a Director, the nominee or appointee shall be a Member of the Society.

### **Election of Directors**

31. At the Annual General Meeting the Members shall elect from among the individuals nominated to hold office as a Director, the number of Directors to be elected to the Board of Directors.
32. The candidates receiving greatest number of votes shall be elected as a Director.
33. In the event of a tie between two candidates the ballots shall be recounted. If the tie is confirmed then, at the discretion of the chair, there will either be another election between those candidates or the names of those candidates will be placed in a receptacle and a scrutineer shall draw one candidate's name. The candidate who receives the most votes on the second ballot or whose name is drawn shall be elected as a Director.
34. Individuals appointed or elected as Directors become Directors if they were present at the meeting when being appointed or elected and did not refuse the appointment. They may also become directors if they were not present at the meeting but consented in writing to act as directors before the appointment or election, or within 10 days after the appointment or election, or if they acted as directors pursuant to the appointment or election.
35. Where less than or only a sufficient number of individuals are nominated to fill the required number of positions of Director, the Directors so nominated shall be elected by acclamation.
36. Where less than the required number of Directors have been declared elected by acclamation the Directors that have been elected shall appoint eligible individuals to the remaining positions and the individuals so appointed shall hold office as if elected.

### **Term of Office**

37. The term of office of a Director shall be for a period of two years which shall:



- a) commence at the close of the Annual General Meeting at which the results of the election are announced; and
- b) expire at the close of the Annual General Meeting at which the results of the election are announced in the second year following the year in which the term commenced.

### **Consecutive Terms**

- 38. No individual shall serve as a Director for more than four (4) consecutive terms.
- 39. If an individual serves for four (4) consecutive terms as a Director, that individual is not eligible to serve again as a Director for at least two (2) years from the expiry of that individual's last year as a Director.
- 40. For the purpose of determining the number of consecutive terms that an individual has served as a Director, an unexpired term of office served by a Director who is elected to fill a vacancy, shall be considered a term of office only if the time served exceeds 12 months.

### **Vacancies**

- 41. The office of a Director shall be automatically vacated if:
  - a) the Director is removed from office pursuant to Article 45;
  - b) the Director resigns his office by delivering a written resignation to the President; or
  - c) the Director ceases to be a Member.
- 42. Where a Director ceases to hold office before the expiry of that Director's term of office, the Board of Directors may appoint from among the Members another individual to serve as Director until the next Annual General Meeting.
- 43. In the event of a vacancy the Board of Directors may exercise all the powers of the Directors if the number of Directors remaining in office constitutes a quorum of the minimum number of Directors.
- 44. Where a Director ceases to hold office before the expiry of that Director's term of office and
  - a) the position is filled under Article 42; or
  - b) the position remains vacant until the next Annual General Meeting

the Members shall, at the next Annual General Meeting, elect from among the Members a Director to serve for the unexpired portion of the vacated term of office.

## **Removal of Directors**

45. The Members may, at a meeting of the Members and by Special Resolution, remove any Director from office. Where a vacancy is created by the removal of a Director the Members may, at the meeting at which the Director was removed, elect a Director from among the Members to serve for the unexpired portion of that term of office or if a Director is not so elected, the position may be filled pursuant to Article 42.

## **MEETINGS OF DIRECTORS**

### **Director Meetings**

46. The Board of Directors may hold its meetings at such date, time and method as it may determine from time to time.
47. A meeting of Directors may be convened at any time by the President, the Vice President or three (3) of the Directors.
48. The Board of Directors shall meet at least two times each year and at such other times as may be required for the proper management of the Society, provided that one of the meetings of the Directors shall be held in accordance with Article 51.

## **EXECUTIVE AND OFFICERS**

49. The Executive shall consist of:
  - a) the Officers,
  - b) the Past President, and
  - c) one Director, if elected pursuant to Article 52.
50. An individual need not be a Director to hold office as Past President.

### **Election of Officers**

51. After the Directors have been declared elected at the Annual General Meeting the Society shall hold a meeting of the Board of Directors and that meeting must be held immediately following the close of the Annual General Meeting.
52. At the Board of Directors meeting held under Article 51, the Directors shall elect the Officers of the Society from among the Directors. After the Officers have been elected, the Board of Directors may elect one (1) Director to the Executive.
53. The chair may vote in respect of the elections held under Article 52.
54. Where only one Director has been nominated for each Officer position, the chair shall declare the Directors so nominated as being elected by acclamation.

### **Terms of Office**

55. The term of office of the Officers:
- a) commences immediately on the Officers being declared elected at the first Board of Directors meeting held following the Annual General Meeting; and
  - b) expires immediately on the Directors being declared elected at the next Annual General Meeting.
56. The term of office of the Past President:
- a) commences immediately on the President being declared elected at the Board of Directors meeting held immediately following the Annual General Meeting; and
  - b) expires when the presiding President becomes the immediate Past President or is re-elected as President.
57. The term of office of a Director elected to the Executive pursuant to Article 52:
- a) commences immediately on the Director being elected, and
  - b) expires immediately on the Directors being declared elected at the next Annual General Meeting or upon the Director being removed as a member of the Executive, whichever is earlier.

### **Consecutive Terms**

58. A Director elected as an Officer shall not hold any one office for more than five (5) consecutive terms.
59. In determining the number of consecutive terms that a Director has served as an Officer, an unexpired term of office served by a Director pursuant to Article 62 to fill a vacancy, shall be considered a term of office only if the time served exceeds six (6) months.

### **Executive Vacancy and Removal**

60. Positions on the Executive shall be automatically vacated if:
- a) the member of the Executive has resigned his office by delivering a written resignation to the Board of Directors;
  - b) is no longer a Director; or
  - c) the member of the Executive is removed from office pursuant to Article 61.

61. The Board of Directors may by ordinary resolution remove any member of the Executive from office.
62. Where a member of the Executive ceases to hold office or where a vacancy is created by the removal of a member of the Executive before the expiry of that member's term of office,
  - a) in the case of the President, the Vice President will serve as President for the unexpired portion of the term;
  - b) in the case of the Vice President, Secretary or Treasurer, the Board of Directors shall elect another Director to fill the position for the unexpired portion of the term;
  - c) in the case of the Past President, the vacancy will not be filled; and
  - d) in the case of a Director elected pursuant to Article 52, the Board of Directors may elect another Director to fill the vacancy.

#### **General Responsibilities of the Officers**

63. The officers shall be responsible for:
  - a) executing the decisions of the Board of Directors and oversight of such execution;
  - b) providing leadership to the Board of Directors; and
  - c) acting as the official signatories for any documents of the Society.

#### **Duties of the President**

64. The President shall:
  - a) when present, preside at all meetings of the Board of Directors, Executive and Members;
  - b) be an ex officio member of all the committees but shall not be a chair of any committee;
  - c) act as the chief spokesperson for the Society;
  - d) encourage consensus at meetings of the Board and monitor relationships between the Directors and between the Society and the Members; and
  - e) perform such other duties and responsibilities and exercise such powers as may be directed or delegated to the President from time to time by the Board of Directors.

### **Duties of the Vice President**

65. The Vice President shall:

- a) in the absence of the President, preside at all meetings of the Board of Directors, Officers and Members;
- b) be an ex officio member of all the committees and may be appointed as chair of any committee;
- c) be vested with all the powers and shall perform all the duties and exercise the powers of the President in the absence or inability or refusal of the President to act; and
- d) perform such other duties and responsibilities and exercise such powers as may be directed or delegated to the Vice President from time to time by the Board of Directors.

### **Duties of the Treasurer**

66. The Treasurer shall:

- a) have the custody of the funds and securities of the Society and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Society in the books belonging to the Society and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Society in a chartered bank or trust company;
- b) support the Board of Directors in the preparation of budgets and financial reports; and
- c) oversee the financial activities, accounting procedures and systems used by the Society;
- d) ensure that the Society meets its financial responsibilities.
- e) disburse the funds of the Society as may be directed by the proper authority, taking voucher for these disbursements;
- f) render to the President and Directors at regular meetings of the Board, or whenever the President or the Directors may require it, an accounting of all transactions and statements of financial position of the Society;
- g) unless delegated to another Director, keep such records and file such reports and documents as may be required by the *Workers Compensation Act* to maintain WCB coverage on the Society's employees, Directors and Officers, and volunteers;

- h) unless delegated to another Officer or Member, keep such records and file such documents as may be required to maintain the Society as a registered charity with Canada Revenue Agency;
- i) unless delegated to another Officer or Member maintain and renew the following insurance for the Society:
  - (i) non-profit organization and directors' and officers' insurance;
  - (ii) commercial general liability insurance;
  - (iii) property insurance;
  - (iv) motor vehicle insurance;
  - (v) special event and liquor insurance if not included in the Society's commercial general insurance.
- j) perform such other duties and responsibilities and exercise such powers as may be directed or delegated to the Treasurer from time to time by the Board of Directors.

#### **Duties of the Secretary**

67. Secretary shall:

- a) conduct all correspondence of the Society;
- b) issue notices of meetings of the Society and Directors;
- c) record all votes and attend and keep minutes of all meetings of the Society and the Directors in the books to be kept for such purpose;
- d) have custody of all records and documents of the Society except those required to be kept by the Treasurer;
- e) have custody of the seal of the Society, if required;
- f) maintain the register of Members, Directors and Officers;
- g) unless delegated to another Officer or Member:
  - (i) maintain the Minute Book of the Society;
  - (ii) file the Annual Returns of the Society and ensure that the Society remains in good standing; and
  - (iii) acts as the Registered Office and the Records Office of the Society;

- h) perform such other duties and responsibilities and exercise such powers as may be directed or delegated to the Secretary from time to time by the Board of Directors.

68. In the absence of the Secretary from a meeting, the Directors shall appoint another individual to act as Secretary at the meeting.

#### **Duties of the Past President**

69. The Past President shall:

- a) act in an advisory capacity to the President and the Directors; and
- b) perform such other duties and responsibilities and exercise such powers as may be directed or delegated to the Past President from time to time by the Directors.

#### **Delegation of Duties of Officers and Board of Directors**

70. In case of the absence or inability of the President, Vice President, Treasurer or Secretary to act or for any other reason that the Directors may deem sufficient, the Directors may grant and delegate, without implying any loss of powers, and revoke as the case may be, all or any of the powers of the Board of Directors, or any Officer to any other Officer, Director, Member or other individual or agent, as the case may be, without the need for any resolution or consent of the Members or of any other kind.

71. The President may, for any reason he may deem sufficient, grant and/or delegate, without this implying any loss of his powers, and revoke all or any of his powers to any other Officer, Director, Member, or other individual or agent without the need of any resolution or consent of any kind.

#### **STANDING COMMITTEES**

72. The Board of Directors shall establish the following Standing Committees which shall serve in an advisory capacity and report to the Board of Directors:

- a) **Fundraising Committee** which shall:
  - (i) be responsible to obtain private donations, corporate and foundation financing and government grants and hold fundraising activities to secure financial and other resources required to carry out the objects of the Society and
  - (ii) perform such other duties and responsibilities and exercise such powers as may be directed or delegated to the Fundraising Committee from time to time by the Board of Directors.

- b) **Health and Safety Committee** which shall:
- (i) be responsible for the Society's compliance with the *Occupational Health and Safety Act*;
  - (ii) be responsible for the maintenance and update of the Society's Safety Manual, as may be required from time to time;
  - (iii) carry out its delegated responsibilities in accordance with the Society's Safety Manual; and
  - (iv) perform such other duties and responsibilities and exercise such powers as may be directed or delegated to the Health and Safety Committee from time to time by the Board of Directors.
- c) **Finance and Audit Committee** shall:
- (i) be responsible for developing and implementing measures to ensure the Society's financial assets are safeguarded and the Society's financial position is fairly reported;
  - (ii) oversee the annual audit of the Society's financial records and internal and external controls; and
  - (iii) perform such other duties and responsibilities and exercise such powers as may be directed or delegated to the Finance and Audit Committee from time to time by the Board of Directors.
- d) **Communications and Marketing Committee** shall:
- (i) be responsible for developing and executing a communication and marketing strategy consistent with the Society's vision, mandate, values and priorities.
  - (ii) once communication and marketing policies and procedures are developed, oversee the Society's communication and marketing efforts to ensure effective communication in the areas of internal communication, external communication, marketing and branding, fundraising (donor relations) and friend raising (volunteer relations); and
  - (iii) perform such other duties and responsibilities and exercise such powers as may be directed or delegated to the Communications Committee from time to time by the Board of Directors.

73. The Standing Committees shall carry out their delegated responsibilities in accordance with the Standing Committee Terms of Reference approved, from time to time, by the Board of Directors.



74. The Standing Committee Terms of Reference shall contain provisions for the appointment, removal and withdrawal of chairs and members, the method and time of calling meetings, the number constituting quorum, voting rights, governance, operation, duties and functions of the Standing Committees.
75. The chairs of the Standing Committees must be Members but need not be a Director. The members of the Standing Committee can be Directors, Members or volunteers.

### **Standing Committee Chairs**

76. At the meeting of the Board of Directors, held immediately following the Annual General Meeting, after the Directors have been declared elected, the Board of Directors shall elect the chair of each of the Standing Committees and the Chair may vote for such Standing Committee chairs.
77. The Board of Directors may remove the chair of a Standing Committee from office by a motion at a meeting of the Board of Directors. If the Director is removed as chair of a Standing Committee, the Board of Directors shall, at that meeting elect another Director to fill the position for the unexpired portion of the term.

### **AD HOC COMMITTEES**

78. The Board of Directors may establish such other committees (to be known as “Ad Hoc Committees”) as it deems necessary, to assist it in the fulfillment of its duties and responsibilities and the Board of Directors may delegate to such committees any of the Board’s responsibilities that may be lawfully delegated.
79. The Board of Directors may from time-to-time dissolve, suspend or re-establish any Ad Hoc Committee.
80. The Board of Directors may provide for the appointment and removal of Ad Hoc Committee chairs and members and provide for the terms of reference, governance, operation, duties and functions of the Ad Hoc Committees.

### **GENERAL MEETING PROVISIONS**

81. Unless otherwise stated, the following provisions apply to any meeting of the Society, whether a meeting of the Members, Board of Directors, Officers, Standing Committee or Ad Hoc Committee.

### **Meetings by Electronic Means**

82. Any individual entitled to attend a meeting of the Members, the Directors, the Executive or a committee may participate in the meeting by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Society makes available such a communication facility. An individual so participating in a meeting is deemed to be present in individual at the meeting.

83. The chair of the meeting of the Members, the Directors, the Executive or a committee may determine that the meeting shall be held entirely by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. Individuals so participating in a meeting are deemed to be present in person at the meeting.

#### **Notice of Annual General Meetings**

84. Twenty-one (21) days' written notice of the time and place of each Annual General Meeting shall be sent to each Member by e-mail to the last e-mail address of the Member on record with the Society and posted on the Society's Website.

#### **Notice of all other meetings**

85. Notice of Board of Director, Officer and committee meetings may be telephoned or sent by e-mail to the Director, Officer or committee member. A statement by the meeting chair that notice has been given pursuant to the By-laws shall be sufficient and conclusive evidence of the giving of such notice.
86. Notice of the meeting stating the day, hour and place of the meeting shall be provided no less than:
- a) twenty-four (24) hours before a meeting by electronic means is to take place;
  - b) five (5) calendar days before a physical in-person meeting is to take place.
87. A meeting may be held on shorter notice, or without notice, provided all those entitled to notice have given their consent to the meeting being held. A record of such consent shall be entered in the minutes.
88. A notice of meeting need not specify the purpose of or the business to be transacted at the meeting except in the case where a special resolution will be considered, and, in that case, the notice shall contain sufficient information to permit the Members to form a reasoned judgement on the decision to be taken.
89. Any abridgement of the notice period or an error or inadvertent omission in a notice of a meeting shall not invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any individual entitled to attend the meeting may at any time waive notice of any such meeting and may ratify and approve any all proceedings taken or had thereat.
90. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any individual and such waiver may be validly given either before or after the meeting to which such waiver relates.
91. If an urgent meeting is called for a specific purpose, those entitled to attend may by majority vote of those present, waive or reduce the notice requirement for that meeting and all proceedings and resolutions passed at that meeting relating to that specific

purpose shall be valid notwithstanding that the otherwise required notice had not been given.

### **Quorum**

92. A quorum for the transaction of business at a meeting, other than the Annual General Meeting or Special General Meeting, shall be 50% plus one (1) of those individuals entitled to attend the meeting and eligible to vote.
93. A quorum for the transaction of business at an Annual General Meeting or Special General Meeting shall be 10% of those individuals entitled to attend the meeting and eligible to vote.
94. No business, other than the election of a chair and the adjournment or termination of the meeting, shall be transacted at any meeting unless quorum is present at the commencement of the meeting, but quorum need not be present throughout the meeting.
95. If a meeting cannot be convened because there is not a quorum, it shall be at the discretion of those present to delay the opening of the meeting until such future time and place as may be proposed by the chair. Only business which might have been brought before or dealt with at the original meeting shall be dealt with at the adjourned meeting.

### **Voting**

96. Every question submitted to a meeting shall be decided by a show of hands or, if individuals are participating by telephone or other electronic means, by verbal or electronic response, either in the positive or negative.
97. Those entitled to vote, including the chair, shall have one (1) vote on each matter put to the question at any meeting.
98. At the discretion of the Directors, a vote on any matter or in any election may be held by means of a telephonic, electronic or other communication facility prior to, at or after any meeting of the Members or Directors and any such vote shall be deemed, for the purposes of the Act and these by-laws, to be held at a meeting of the Members or Directors.
99. If the Past President is not a Director, the Past President shall not have the right to vote at any meeting of the Board of Directors or meeting of the Executive.
100. A majority of votes cast by those present at the meeting and eligible to vote shall determine the questions in meetings except where the vote or consent of a greater number is required by these By-laws or by statute.
101. In the case of an equality of votes, the chair shall not have a casting vote and an equal vote will defeat the question.

## **Resolutions**

102. A declaration of the individual chairing the meeting that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the books of proceedings of the Society shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
103. A resolution consented to in writing by all those who would have been entitled to vote on such resolution shall be as valid and effective as if it had been passed at a meeting duly called and constituted. A written resolution may be held to relate back to any date stated in the resolution to be the effective date. Any such resolution may be signed in counterpart or electronically, or both.

## **Minutes**

104. The Board of Directors shall ensure minutes are duly entered in books provided for the purpose:
- a) of the approval of Members;
  - b) of all appointments of Directors, Officers, committee chairs and committee members;
  - c) of the names of those present at each meeting of the Directors, any committee and the Annual General Meetings; and
  - d) all resolutions made at meetings of the Board of Directors, Standing Committees, Ad Hoc Committees and at the Annual General Meetings.
105. Any minutes of any meeting of the Board of Directors, of any committee or any Annual General Meeting, if approved at a subsequent meeting, shall be sufficient and conclusive evidence of the matters stated in such minutes.

## **BUSINESS MATTERS**

### **Remuneration of Directors and officers**

106. The Members, Directors and Officers shall serve as such without remuneration from the Society and no Member, Director or Officer shall directly or indirectly receive any profit from his position as such.

### **Head Office**

107. The head office of the Society shall be in Bragg Creek, Alberta or such other location in Alberta as the Board of Directors may, from time to time, determine.

### **Fiscal Year**

108. Unless otherwise determined by the Board of Directors, the fiscal year end of the Society shall be December 31.

### **Auditor**

109. Each year the Board of Directors shall appoint a duly qualified accountant or two Members of the Society, other than a Director or Officer of the Society, to audit the books and records of the Treasurer, the Society's accounts and the annual financial statements.
110. The audited financial statements and the auditor's report shall be presented to the Members at the Annual General Meeting.

### **Communication of Notices**

111. For the purposes of sending notices to Members, Directors or Officers for any meeting or otherwise, the electronic (e-mail) address of the Members, Directors or officers shall be their last electronic (e-mail) address recorded in the books of the Society.
112. The Members, Directors or officers may change and e-mail address by written notice to the Secretary of the Society.
113. Notices sent by e-mail shall be deemed to be received on the day of sending but if it is not a business day, on the next business day and communication sent by e-mail is valid on proof that sending e-mail account obtains or receives a confirmation that the transmission to the e-mail address of the individual to be served was successfully received.
114. Members, Directors and Officers are responsible:
- a) for ensuring that their e-mail addresses on record with the Society are current and that they can receive and send e-mail messages;
  - b) enabling their e-mail service to allow for "received receipts"; and
  - c) to provide a "read receipt" when requested to do so.

### **Books and Records**

115. The Directors, President and other Officers shall see that all necessary books and records of the Society required by the by-laws of the Society or by any applicable statute or law are regularly and properly kept.
116. The books and records of the Society may be inspected by any Member or Director at such place and time as may be agreed upon by the Society and the Director or Officer maintaining those books and records, upon giving reasonable notice to the President.

## **Seal**

117. The Directors may provide a corporate seal for the Society. If the Society has a corporate seal, it shall be of such form and device as may be adopted by the Directors and the Directors may make such provision as they see fit with respect to affixing of the said seal and the appointment of a Director or Directors, President or other individuals, to attest by their signatures that such seal was duly affixed.
118. The Directors shall have the power from time to time to destroy the seal and substitute a new seal in place of the seal destroyed.

## **Execution of Instruments**

119. The Directors shall have power from time to time to appoint grant, delegate and revoke powers to individuals to sign specific contracts, documents and instruments in writing on behalf of the Society. Contracts, documents or any instruments in writing requiring the signature of the Society, may be signed by one or two authorized individuals, and all contracts, documents and instruments in writing so signed shall be binding upon the Society without any further authorization or formality.
120. The seal of the Society when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by individuals appointed by resolution of the Board of Directors.

## **Dissolution**

121. After the Society dissolves and pays all its debts and liabilities, it will distribute or dispose of its remaining property to qualified donees as described in subsection 149.1(1) of the *Income Tax Act*.

## **BY-LAWS**

122. A copy of the Application for Incorporation of Society, the By-laws of the Society and a copy of the Act shall be available to the Members on the Society's Website.
123. The By-laws may be repealed, amended or replaced by a Special Resolution of the Members at a meeting duly called to consider the said repeal, amendment or replacement of the by-laws.
124. A notice of the fact that the By-laws have been amended or replaced shall be posted on the Society's website.

## **TRANSITION**

125. The individuals who were Members of the Society immediately before these By-laws came into effect shall continue to be Members of the Society provided they are eligible to be Members of the Society pursuant to Article 7.

126. The individuals who were the Directors and Officers of the Society immediately before these By-laws came into effect shall continue to hold office until their terms of office to which they were elected expire, or their successors to the positions are sooner elected or replaced under these By-laws.