

ARTICLE 1 – DEFINITIONS AND INTERPRETATIONS

- 1.01 Any reference to the male gender shall be construed to include the female gender or vice versa unless the context otherwise requires.
- 1.02 The terms "Association", "Society", "SBA" or "S.B.A." herein used throughout shall mean and include the Strathcona Basketball Association.
- 1.03 The SBA shall mean a clearly defined geographic portion of the Strathcona County whose boundaries shall be defined by the Strathcona Basketball Association.
- 1.04 "Board of Directors" or "Board", shall mean the Board of Directors of the Association.
- 1.05 "Officer" means an individual who has been duly elected or appointed to hold one of the offices of the Association as contemplated in the bylaws.
- 1.06 "Executive" means the officers' acting as an Executive Committee of the Association.
- 1.07 "League" means the basketball league participated in by the Association.
- 1.08 "Season" means Regular season, Play off and Provincial games which runs annually from October to March.
- 1.09 "Registered coach" means the coach assigned by the Executive Committee to a maximum group of 15 Athlete members for the current season.
- 1.10 "Team Representative" means a representative appointed in accordance with Article 7, Section 7.01 of these bylaws.
- 1.11 "Special Resolution" means a resolution passed by a majority of not less than three-fourths (3/4ths) of the Members present in person at a meeting of the Association at which written notice specifying the intention to propose the resolution as a "Special Resolution" has been duly given to every Member at least Fourteen (14) days before that meeting.

ARTICLE 2 – NAME OF THE ASSOCIATION

- 2.01 The name of the Association shall be the "STRATHCONA BASKETBALL ASSOCIATION" and shall so be incorporated under the Societies Act, R.S.A., c. S-14 and amendments thereto.

ARTICLE 3 - FISCAL YEAR

- 3.01 The fiscal year of the Association shall begin on 1st day of July and end on the 30th day of June the following year.

ARTICLE 4 – MEMBERSHIP

- 4.01 Membership shall be available to any person in the Province of Alberta paying fees and complying with the Regulations and other requirements, for membership, as may be established by Executive Committee from time to time.
- 4.02 Membership in the SBA shall consist of three (3) types:
- a) Athlete Membership: Athlete Members of the association are individuals who are participating in one or more of the association programs. They are eligible for all rights and benefits as determined by the Executive from time to time;
 - b) Associated Membership: Associated Membership is granted to the parents or Guardians of an Athlete Member. It allows them all other benefits of an Athlete Member as determined by the executive from time to time. Only one parent or guardian may represent a family of players. Associate Membership is granted to all registered coaches and assistant coaches of Athlete Members who are not parents or guardians of an Athlete member. Associate Members have full voting rights and may stand for office. Associate Membership may also be granted to other individuals at the discretion of the Executive;
 - c) Honorary Membership: Honorary Membership in the Association may be granted to deserving persons at the discretion of the executive. Such memberships will have the status of an Athlete membership, without the payment of fees.
- 4.03 For each athlete member entering SBA, there will be a yearly membership fee, which entitles the Athlete member and their respective Associate member to the rights and benefits of the Association for a period of one season.
- 4.04 The Executive Committee shall determine membership fees, from time to time.
- 4.05 Any member of the Association who has paid the respective fees for the current fiscal year of the Association and is not in breach of the Regulations shall be held in “good standing”. Any member of the Association who is found guilty of intentionally violating these Bylaws, including the Regulations, shall no longer be considered to be in good standing for such a period of time, as the Executive deems appropriate.
- 4.06 Any member, who is in arrears more than sixty (60) days, will lose all voting rights and any right to hold office in the Association. Any member who is in arrears more than ninety (90) days shall have their name taken from the active roster of the Association program they are currently participating in, and will be readmitted to the Association upon payment of the membership fee in full.
- 4.07 Any member of the Association who is found guilty of gross neglect of duty or of behavior that is likely to bring discredit to the Association may be suspended or expelled at the discretion of the Executive.

- 4.08 Any person may withdraw from the Association by submitting the intention to withdraw, in writing, to the Executive Committee of the Association. Such withdrawal shall take effect upon receipt of such notice by the Association.
- 4.09 The Association shall be a member of the Edmonton Youth Basketball Association, and shall be subject to all their bylaws.
- 4.10 The Association shall be a member of Basketball Alberta.

ARTICLE 5 – PRIVILEGES AND OBLIGATIONS OF MEMBERS

- 5.01 Only Associate members shall have the right to vote.
- 5.02 Any Associate member of the Association may hold office as a Director or Officer of the Association.
- 5.03 Only Athlete, Associate and Honorary members shall have any interest in the funds of the Association.
- 5.04 No member of the Association is liable for any debt or liability of the Association in a personal or individual capacity.

ARTICLE 6 – MEETINGS

- 6.01 The Annual General Meeting of the Association shall be held in the month of February of each year unless otherwise determined by the Board of Directors, at such a place and time, as may be determined by the Board of Directors.
- 6.02 General Meetings will be held at the discretion of the Executive.
- 6.03 The Executive may at any time call a Special Meeting of the Association to be held on such a day and such time and place within Sherwood Park as the Executive may determine.
- 6.04 Meetings of the Executive Committee shall be monthly or at the call of the Secretary, Vice President or President. Notice of meetings will be seven (7) days written, three (3) days by telephone, or with mutual consent of 2/3's of the Executive.
- 6.05 Notice of Annual Meetings and Special Meetings called by the Executive shall be made by notice in writing and posted on the Association's web site or by facsimile, e-mail or by mail delivered, no later than fourteen (14) days prior to the proposed date of the meeting. Such notice shall state the day, hour and place of the meeting, and if special business is to be transacted thereat, the notice shall set forth:
- (i) the nature of the business in sufficient detail to permit a member of the Association to form a reasoned judgment on that business, and

- (ii) the text of any Extraordinary Resolution to be submitted to the meeting.
- 6.06 The accidental omission to give notice of any meetings of members of the Association to or the non-receipt of any notice by any person shall not invalidate any resolution passed or any proceedings taken at any such meeting.
- 6.07 At all meetings of the Association, the President shall be the chairman of the meeting. In his absence, the Vice-President shall be chairman, and in his absence, the members shall elect one of their members to be chairman of the meeting or vote for the Executive Director as chairman.
- 6.08 A quorum for the transaction of business at any general meeting of members shall exist if members of the Association present at such meeting represent:
- (i) Not less than two percent (2%) of the voting members of the Association;
 - (ii) Thirty-three and one third (33 1/3%) percent of the Board of Directors;
 - (iii) Fifty-one (51%) percent of the members of the Executive Committee constitute a quorum for any meeting of that committee;
 - (iii) Roll call will be taken by verbal or written means at each General Meeting;
 - (iv) If a quorum is present at the opening of the meeting of members, the members may proceed with the business of the meeting notwithstanding that a quorum is not present throughout the meeting. If after 30 minutes of the proposed time of the commencement of the meeting, a quorum of the meeting is not present the meeting shall be cancelled.
 - (v) If a general meeting is called twice and a quorum is not achieved, the quorum at the third meeting will constitute one-half of the above numbers.
- 6.09 At any meeting of the Association a resolution put to vote of the members shall be decided by a show of hands. A simple majority will determine the vote.
- 6.10 Every Associate member of the association shall have one vote in the affairs of the Association at meetings of the Association. Each individual is entitled to carry only one vote irrespective of the different positions that they may have at a meeting.
- 6.11 The chair of a meeting shall not vote on any resolution, unless there is a tie in voting, in which case the chair may cast a deciding vote.
- 6.12 Votes shall be cast in person and not by proxy.
- 6.13 While an individual is under a contract with or employed by the Association, that individual may not be the representative of a Member.
- 6.14 Voting at all elections of the Association shall be by show of hands. However, any member may demand on election, that a secret ballot be taken and upon such a demand, the President shall ensure it is carried out.

ARTICLE 7 - BOARD OF DIRECTORS AND APPOINTMENT OF OFFICERS

- 7.01 The Board of Directors will consist of the elected Executive Committee, plus a Team representative from each of the Athlete member teams for the current season.
- 7.02 Each Athlete member team shall appoint one of its associated members to be their representative to the Association, and said shall become a Director on the Board of Directors of the Association. Unless otherwise delegated, the Team representative shall be the registered coach.
- 7.03 Every Director and officer of the Association in exercising their powers and discharging their duties shall:
- (i) Act Honestly and in good faith with a view to the best interest of the Association; and
 - (ii) Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. A Director may appoint a current Associate or Honorary member as a substitute to attend meetings on their behalf, and said substitute shall have full voting rights. A Team may change its Director at any time providing they do so notify the Executive Director in writing.
- 7.04 At the Annual General Meeting of the Association as per Article 6, Sec. 1, voting members will elect Officers to an Executive Committee, which shall consist of:
- (i) A President;
 - (ii) A Vice President;
 - (iii) A Treasurer;
 - (iii) A Secretary; a non-elected but appointed
 - (iv) Past President, and an ex-officio member
 - (v) Executive Director of the Association.

Voting members may also elect a maximum of eight (8) Directors to Executive Committee for those positions identified at the commencement of the Annual General Meeting.

The Executive Committee shall become voting members of the Board of Directors.

- 7.04 Other than the Past President, Members, pursuant to the By-Laws, shall elect each Officer. Between annual general meetings, the Executive may appoint one of the Associate members or elect one of its members or any other individual to fill any vacancy in the office of one of the Officers.
- 7.05 The Past President shall advise and assist the President and the Executive generally on all matters which are presented to the Past President for advice and assistance.
- 7.06 A chairman who shall be chosen at the Annual General meeting shall conduct the election of the Executive Committee. If a ballot is demanded by any voting member present or by

his substitute, the chairman may appoint as many scrutinizers' as he or she deems necessary.

- 7.07 To be eligible for appointment as an officer, an individual must be a member in good standing.
- 7.08 An Officer whose term has ended shall be eligible for re-election as an Officer.
- 7.09 A person who is elected or appointed as an Executive is not an Executive member unless they were present at the meeting when elected or appointed and did not refuse to act as an Executive member, or if they were not present at the meeting when elected or appointed, they consented to act as an Executive before their election or appointment or within 10 days after it.
- 7.10 The appointed officer shall assume office at the conclusion of the close of the meeting at which they are appointed.
- 7.11 Any director or officer, upon a majority vote of all executive members in good standing, may be removed from office for any cause which the Association or Executive may deem reasonable.
- 7.12 Any officer or director who wishes to resign from office must submit such resignation in writing, and such resignation becomes valid three days after submission, unless revoked.

ARTICLE 8 - DUTIES AND POWERS OF OFFICERS

8.01 The Officers of the Association:

- (i) The officers of the Association are responsible for the activities of their area as outlined below and as such they shall chair all meeting related to their area and ensure minutes of these meetings are made.
- (ii) If necessary the officers of the Association will also establish committees to administer the affairs of their area (committee members are to be selected by the appropriate officers and approved by the Board of Directors, or Executive Committee).
- (iii) The officers of the Association are responsible for the recruiting of volunteers to fulfill the positions of the committee.
- (iv) Officers of the Association must present a report to the Annual General Meeting and monthly Board of Director Meetings.
- (v) The Officers of the Association must recommend goals and objectives for the Association and develop action plans showing how to accomplish these goals.

8.02 The Executive Committee shall be the governing body of the Organization and shall:

- (i) Set the policy of the Organization for the current season;
- (ii) Approve the expenditure of monies as set out hereafter;
- (iii) Rule on any appeals of decisions of the President or Executive Director;
- (iv) Set the annual registration fee for teams;
- (v) Approve the appointment of an Executive Director;
- (vi) Establish remuneration for the Executive Director;
- (vii) Make any plans, programs, fund raising that they desire, providing that such plans do not obligate the organization to any long term obligations;
- (viii) May ask the Board of Directors to ratify a decision they have made;
- (ix) May make a decision on any matter not specifically covered in the By-Laws.

8.03 The President shall:

- (i) Preside over all meetings of the Association;
- (ii) Be an ex officio member of all committees;
- (iii) Follow the overall interests of the Association;
- (iv) Make day-to-day decisions of the organization;
- (vi) Assist in ensuring that the Bylaws are enforced;
- (vii) Be responsible for ensuring that all resolutions or motions passed by the membership or Board of Directors are carried out;
- (viii) Instruct the Executive Director in their duties;
- (ix) Supervise the other officers in their responsibilities;
- (x) Make recommendations to the Executive Committee;
- (xi) Be the Associations representative to all sport related and unrelated events and may appoint another officer or director when unable to attend.

8.04 The Vice-President shall:

- (i) Assume the responsibilities of the President in their absence;
- (ii) Assist in coordinating communications with the membership;
- (vi) Assist in maintaining relations with Edmonton Youth Basketball Association and their membership;
- (vii) Be assigned duties by the President.

8.05 The Treasurer shall:

- (i) Keep the financial records of the Association in order;
- (ii) Ensure the payment of the bills approved by the Executive Committee;
- (iii) Present financial statements to the Executive at each executive meeting and shall, if required arrange for the audit of financial statements;
- (iv) At the first meeting of the newly elected Executive turn over all funds, books, papers and other property of the Association to the elected successor;
- (v) Ensure that the annual audit of the Association is carried out by the individual or company appointed by the Executive;
- (vi) Act as a consultant in establishing the yearly budget;

- (vii) Be responsible for undertaking any reasonable duties the Executive or Board of Directors may request of them with regard to the area of finance;
- (viii) Hold the monies of the Association in a Chartered Bank of Canada;
- (ix) Issue cheques on behalf of the Association. Said cheques shall require the signature of two (2) members of the Executive Committee. As per Article 12, section 12.06 of these Bylaws.

8.06 The Secretary shall:

- (i) Keep the Minutes of the meetings of the Board of Directors;
- (ii) Handle the correspondence of the Organization as directed by the President.

8.07 The Directors shall:

- (i) Have such duties as may be assigned to them by the Officers of the Executive Committee.

ARTICLE 9 – INDEMNITY

9.01 Except where a Director, Officer or employee shall be adjudged to be liable for willful negligence or willful misconduct in the performance of any duty or responsibility to the Association, the Association shall indemnify each Director, Officer and employee against any and all liability and all reasonable expenses in connection with or resulting from any claim, action, suit or proceeding in which the Director, Officer or employee becomes involved as a party or otherwise by reason of having been a Director, Officer or employee of the Association.

ARTICLE 10 - DUTIES OF AN EXECUTIVE DIRECTOR

10.01 The Executive Committee on the advice of the President may appoint an Executive Director each season.

10.02 The Executive Director shall:

- (i) Keep such statistics as directed by the Executive Committee;
- (ii) Arrange Practice Gyms as required;
- (iii) Administer the day to day activities of the league;
- (iv) Attend meetings of the Executive Committee and Board of Directors as an ex-officio member;
- (v) Hire staff as directed by the Executive Committee. The Executive Director shall act as Commissioner of the Association and as such shall:
 - (a) Make recommendations to the Executive Committee.

10.03 Any ruling of the Executive Director may be appealed to the Executive Committee providing the rules of protest under Article 11 are followed.

ARTICLE 11 – APPLICATION AND INTERPRETATION OF SPECIFIC BYLAWS

- 11.01 Subject to Article 11, section 4, the question of interpretation and application of the bylaws in the context of a particular circumstance or matter shall be referred to the President. Subject to Article 11 section 11.02, through 11.05 the President’s ruling thereon shall be final and binding.
- 11.02 A Member may appeal the ruling of the President on the interpretation and application of the bylaws directly affecting that member. To appeal, the aggrieved Member must submit a notice of appeal to the Secretary within seven (7) days of the decision of the President. The Executive Committee shall then consider the matter at its next meeting or shall vote upon the appeal by electronic ballot. The Member may be present to address the Executive Committee at the time the appeal is being considered. Subject to Article 11, section 11.03, 11.04 and 11.05, the ruling of the Executive Committee on the appeal shall be final and binding.
- 11.03 A member may appeal the ruling of the Executive Committee on the interpretation and application of the bylaws directly affecting that member. To appeal, the aggrieved member must submit a notice to appeal to the secretary within (7) days of the decision of the Executive Committee. The Board of Directors shall then consider the matter at its next meeting. The ruling of the Board of Directors on the appeal shall be final and binding.
- 11.04 At every meeting of the Association, the question of the interpretation and application of the bylaws in the context of a particular circumstance or matter shall be referred to the chair of that meeting and subject to Article 11, section 11.05; the ruling of the chairperson thereon shall be final and binding.
- 11.05 A member may appeal the ruling of the chairperson on the interpretation and application of the bylaws by immediately moving for the ruling of the Members. The ruling of the Members shall be final and binding.

ARTICLE 12 – FINANCES OF THE ASSOCIATION

12.01 Responsibility

- (i) The Treasurer will be responsible for the financial operation of the Association;
- (ii) The Treasurer shall prepare an annual financial report for presentation to the membership at the Annual General Meeting;
- (iii) The individuals, firm or other organization auditing the financial statements of the Association for the ensuing year shall be appointed by the Executive. Such appointment will be for a one-year term;
- (iv) The Treasurer shall ensure that all financial statements presented to the membership are subsequently submitted to the Registrar or Corporations.

12.02 Disposal of Funds:

- (i) All monies received by or on behalf of the Association shall be deposited in the accounts of the Association, which shall be housed in chartered banks or trust companies;
- (ii) All disbursements shall be made by cheque and signed by two signing officers. Neither signing officer shall be the recipient of the cheque.

12.03 Borrowing Powers

The Executive with the approval of 80% of the Director's attending a duly constituted Board of Directors meeting may borrow funds for the benefit and further development of the Association.

12.04 Exercising of Borrowing Powers

For the purpose of carrying out the objects of the Association, the Executive may from time to time borrow or raise or secure the payment of money in such a manner as it sees fit, but this power shall be exercised only under the authority of the Association, and in no case shall debentures be issued without the sanction of a special resolution of the Association as constituted above or at an General Meeting, the Executive may:

- (i) Issue, sell of pledge securities of the Association; and
- (ii) Charge, mortgage or pledge all or any part of the real and personal property of the Association including books, debts, rights, powers, franchises or undertakings to secure any securities of monies borrowed or other debt, or any other obligation or liability of the Association.

12.05 Banking

The Executive shall decide on the bank or trust company in which the funds of the Association shall be deposited, and execute the necessary banking authorization.

12.06 Signing Officers

The signing officers of the Association shall be any two of the following: President, Vice-President, Treasurer, Secretary, Past President and Executive Director.

12.07 Bonding

The Treasurer shall, if required by the Board of Directors, be bonded in such amounts respectively as may be required by the Board of Directors. The Association shall pay cost of such.

ARTICLE 13 – FUNDS OF THE ASSOCIATION

- 13.01 All monies shall be applied toward carrying out the objects of the Association in accordance with the direction of the Board of Directors.
- 13.02 All monies available upon dissolution of the Association shall be paid to such registered and incorporated charitable organizations as the Members by Special Resolution shall determine. In no event shall the Members become entitled to any of the assets of the Association.

ARTICLE 14 – EMBLEM

- 14.01 The Executive from time to time may adopt any mark, design, device or symbol or emblem for use by the Association.

ARTICLE 15 – SEAL AND EXAMINATION OF BOOKS AND RECORDS

- 15.01 The Board of Directors may adopt a seal, which shall be the common seal of the Association. Should a seal be adopted it may be used by all Directors and Executive.
- 15.02 The Minutes of meetings of the Association will be prepared and kept by an officer designated by The Executive.
- 15.03 The Board of Directors shall from time to time determine whether, to what extent, at what time and places under what conditions or regulations the accounts and books of the Association or any of them shall be open to inspection of members not being Directors, and no member (not being a Director) shall have any right of inspection any account or book or documents of the Association except as conferred by the Bylaws or authorized by the Board of Directors or by resolution of the members whether previous notice thereof has been given or not.
- 15.04 A member or their representative who wishes to inspect the books and financial records of the Association shall give (14) days, written notice thereof to the Association. Such notice shall be provided in writing to the Executive committee of the Association.

ARTICLE 16 – CONDUCT OF AFFAIRS OF THE ASSOCIATION

- 16.01 All meetings of the Association will be conducted in accordance with Robert's Rules of Order, Newly Revised.

ARTICLE 17 – AMENDMENTS TO BYLAWS, RULES AND PROCEDURES

- 17.01 The Bylaws of the Society shall not be altered or added to except by a special resolution of the Society.

- 17.02 For all purposes of the Society "special resolution" shall mean a resolution passed by a majority of not less than three-fourths of such members entitled to vote as are present in person or by proxy at a general meeting of which notice specifying the intention to propose the resolution as an extraordinary resolution has been duly given.
- 17.03 From time to time the Executive may establish special rules, standing rules, and special procedures governing and detailing various Board or Association procedures and may establish operating procedures for any committee of the Board or Association provided that the special rules, standing rules, special procedures and operating procedures are consistent with the Bylaws of the Association.

ARTICLE 18 - REMOVAL OF AN OFFICER

- 18.01 President may recommend the removal of a member Of the Executive Committee if he feels the member is not able or willing to fulfill his duties. The Executive Committee shall confirm the removal by a majority vote. The President may appoint a member to complete the term of the removed member.
- 18.02 Any two (2) members of the Executive Committee may request the Executive Committee to remove any member of Executive Committee from office at a duly constituted meeting. The Executive shall have the right to remove any member of Executive Committee from office by a majority vote. The Executive shall appoint an individual to assume the duties of the removed Executive Committee member for the balance of his term.

ARTICLE 19 - TERMINATION OF AN EMPLOYEE

- 19.01 Executive Director: The President may recommend the termination of the Executive Director. The Executive Committee shall then decide by a simple majority vote.
- 19.02 Other Employees: The Executive Committee may terminate the employment of any employee of the organization with just cause.

ARTICLE 20 - RECORDS AND RECORD-KEEPING

- 20.01 Preparation and custody of minutes of proceedings of meetings of the Strathcona Basketball Association and of the directors and other books and records of the Strathcona Basketball Association:
- (i) The Directors shall see that all necessary books and records of the Strathcona Basketball Association required by the By-laws of the Strathcona Basketball Association or by any applicable statute or law are regularly and properly kept.
 - (ii) The books of accounts shall be kept at such place in Alberta as the Directors think fit and shall at all times be open for inspection by the Directors. The secretary or some other officer specifically charged

by the Board of Directors shall maintain and have charge of the Minute Book of the Strathcona Basketball Association and shall record or cause to be recorded therein minutes of proceedings of all meetings of members and Directors.

20.02 Review or Audit Accounts:

The books, accounts and records of the Secretary and Treasurer shall be reviewed or audited at least once a year by a duly qualified accountant or by two members of the society elected for that purpose at the Annual General Meeting. Such auditor at the Annual General Meeting of the society shall submit a complete and proper statement of the standing of the books for the previous year. Every auditor of the Strathcona Basketball Association shall have the right of access at all times to all records, documents, books, and vouchers of the Strathcona Basketball Association and is entitled to require from the Directors and Officers of such information and explanation as may be necessary to the performance of the duty of the auditor.

DATED THIS ____ day of _____, 2006.

(NAME - SIGNATURE Please print name beside signature)

COMPLETE ADDRESS

Signature: _____ Print Name: _____, **President**

Address: _____ City/Town: _____ Prov.: _____ Postal Code: _____

Signature: _____ Print Name: _____, **Vice-President**

Address: _____ City/Town: _____ Prov.: _____ Postal Code: _____

Signature: _____ Print Name: _____, **Treasurer**

Address: _____ City/Town: _____ Prov.: _____ Postal Code: _____

Signature: _____ Print Name: _____, **Secretary**

Address: _____ City/Town: _____ Prov.: _____ Postal Code: _____

STRATHCONA COUNTY BASKETBALL ASSOCIATION CERTIFICATE

I, the undersigned being the secretary of the Strathcona Basketball Association, hereby certify that the Special Resolution attached to this certificate is a true extract of a Special Resolution of the members of the Strathcona Basketball Association passed at a special meeting of the Strathcona Basketball Association held in Sherwood Park, Alberta, on the 19th day of May, 2005.

I further certify that notice of this Special Resolution and of the special meeting at which it would be presented was duly given to all members of the Strathcona Basketball Association in accordance with the bylaws of the Strathcona Basketball Association and the *Societies Act of Alberta*, and that at the special general meeting, a quorum was present and the Special Resolution was duly moved, seconded and received the affirmative vote of not less than ____% of the votes of those members entitled to vote, in person or by proxy.

Certified by me this ____ day of _____, 2006.

Signature: _____ Print Name: _____

Address: _____ City/Town: _____ Prov.: _____ Postal Code: _____

**STRATHCONA BASKETBALL ASSOCIATION
SPECIAL RESOLUTION**

MOTION – As a special resolution of the Strathcona Basketball Association (the “Society”), that the bylaws of the Society be altered by deleting all previous bylaws of the Society, and by substituting therefore the bylaws attached to this Special Resolution.