



# **BEAUMONT RAIDERS LACROSSE ASSOCIATION OBJECTIVES AND BYLAWS**

## **OBJECTIVES MISSION STATEMENT**

To develop and promote the sport of Lacrosse while teaching and reinforcing respect, commitment and teamwork in a fun and safe environment for our children

## **GOALS**

1. To ensure that all children that want to play lacrosse have the opportunity to do so.
2. To grow our players/association and instill a sense of community pride, sportsmanship, and respect for players, officials, and the game.
3. To play a positive role in promoting and advancing the sport of Lacrosse in Alberta.
4. To become a model of community sport for other organizations in Alberta.
5. To join with community partners in an effort to provide more available indoor multiuse recreational facilities.
6. To continue to develop new programs that will improve the quality of lacrosse in our community.



**BYLAWS  
ARTICLE 1  
PREAMBLE**

- 1.1 The name of the Society is “Beaumont Raiders Lacrosse Association”.
- 1.2 This document constitutes the general Bylaws of the Beaumont Raiders Lacrosse Association. These Bylaws regulate the transaction of business and affairs of the Association.
- 1.3 The Bylaws of the Association are subject to terms and conditions imposed by the Greater Edmonton Lacrosse Council (GELC), Alberta Lacrosse Association (“ALA”), the Canadian Lacrosse Association (“CLA”) and the Rocky Mountain Lacrosse League (“RMLL”). Where a conflict arises between these Bylaws and the Bylaws of the GELC, ALA, CLA or RMLL, the GELC, ALA, CLA, or RMLL Bylaws will govern.

**ARTICLE 2  
INTERPRETATION**

2.1 Definitions

In these Bylaws, unless the context otherwise requires:

- 2.1.1 “Act” means the *Societies Act*, R.S.A. 2000, c. S-14 as amended or any statute substituted for it;
- 2.1.2 “Annual General Meeting” means the annual general meeting described in Article 4.1;
- 2.1.3 “Board” means the Board of all of the Directors of the Association as described in Article 5.1;
- 2.1.4 “Bylaws” mean the Bylaws of the Association, as amended;
- 2.1.5 “Association” or “BRLA” means the Society incorporated as the “Beaumont Raiders Lacrosse Association”;
- 2.1.6 “Director” means any person elected to the Board;
- 2.1.7 “Voting Member” means a member of the Association as described in Articles 3.1 and 3.4 who is entitled to vote at meetings of the Association and is eligible to serve on an elected position with BRLA, including a member of the Board of Directors.
- 2.1.8 “Member” means a Member of the Association who cannot vote at meetings of the Association and may only serve on positions appointed by resolution of the Board.





- 2.1.9 “Committee Chair” means an appointed Member of the Association listed in Article 5.4.
- 2.1.10 “Register of Members” means the register maintained by the Board of Directors containing the names of the Members of the Association.
- 2.1.11 “Resolution” means a vote that is won by a majority of Voting Members present and entitled to vote.
- 2.1.12 “Special Meeting” means the special meeting described in Article 4.2.
- 2.1.13 “Special Resolution” means:
- a) A resolution passed at an Annual General Meeting or Special Meeting of the Association. The notice of meeting must state the proposed resolution. There must be approval by a vote of 75% of the Voting Members present and entitled to vote.
  - b) A resolution agreed to in writing by all the Voting Members entitled to vote.
- 2.1.14 “Proxy” means the authority to represent someone else, especially in voting. Represented/authorized/document would be required.
- 2.1.15 “Virtual Communication” means methods of communicating including but not limited to video chats and conference calls that can verify a person’s identity example being ‘facetime’ and conference calls.
- 2.2 Interpretation
- 2.2.1 Words indicating the singular number also include the plural, and vice versa.
- 2.2.2 Headings are for convenience only and do not affect the interpretation of these Bylaws.
- 2.2.3 These Bylaws must be interpreted broadly and generously.

### **ARTICLE 3 MEMBERSHIP**

- 3.0 Membership
- 3.1 The following individuals may become Members of the Association:
- a) Any Lacrosse Player registered with BRLA who is at least 18 years old;
  - b) A maximum of two parents or legal guardians, each person being at least 18 years old, of each Lacrosse Player registered with the Association;





- c) Any non-parent coach, assistant coach, trainer, or manager, officially registered with BRLA, to a maximum of 4 persons per team;
  - d) Any Committee Chair of the Association pursuant to Article 5.4; and
  - e) An interested and committed member of the Community, over 18 years of age, who has been ratified as a Member by resolution of the Board (membership to be reviewed and renewed annually).
- 3.2 The Board approves membership of a new Member if:
- a) The Member applies to the Registrar to be officially registered with the Association; and the membership fees have been paid, or an arrangement pursuant to Article 6.9 has been made between the proposed Member and the Directors.
  - b) The Member has been duly registered with the ALA as a team official; or
  - c) The Member appointment pursuant to Article 3.1 (d) or (e) has been ratified by the Board.
- 3.3 In each fiscal year the amount of membership fees will be determined by resolution of the Directors. The membership fees become binding on the Association and its Members only when ratified by a majority of Voting Members entitled to vote and present at the Annual General Meeting.
- 3.4 Members of the Association cannot vote at any meetings of the BRLA or serve on any elected positions of the Association unless they are a Voting Member in good standing pursuant to Articles 3.5 and 3.8.
- 3.5 A Member of the Association is granted the status of Voting Member under the following circumstances:
- a) Voting Member must be a Member of the Association pursuant to Article 3.1;
  - b) There are a maximum of two (2) Voting Members for each family of lacrosse players registered with the Association, regardless of the number of lacrosse players in the family, and regardless of the various titles (coach, manager, trainer, etc.) the individuals may hold;
  - c) If a player over the age of 18 attends a meeting as a Voting Member, then only one additional vote is given to a parent or guardian from that family, to a maximum of two (2) votes per family;
  - d) Non-parent Members who are granted membership under Article 3.1 are specifically excluded as Voting Members.





- 3.6 Only Voting Members are entitled to vote at meetings of the Association, including the AGM and Special Meetings.
- 3.7 Any member of the community is eligible to serve on elected positions of the Association, including but not limited to positions on the Board of Directors.
- 3.8 Voting Members must be Members in good standing pursuant to Article 3.14.1. Voting Members who are not Members in good standing forego all rights and privileges of a Voting Member including termination of the right to vote at Meetings of the Association.
- 3.9 Members who are not Voting Members may serve on positions appointed by resolution of the Directors, including serving as Committee Chairs of the Association.
- 3.10 Suspension and Expulsion of Members
- 3.10.1 The Board, by a vote of 75% of the Directors present at a Directors' meeting called for that purpose, may suspend a Member's membership for not more than three (3) months, or expel the Member from the membership, for one or more of the following reasons:
- a) the Member has failed to abide by the Bylaws of the Association;
  - b) the Member has been disloyal to the Association;
  - c) the Member has disrupted meetings or functions of the Association;
  - d) the Member has done or omitted to do anything that causes harm to the Association; or
  - e) The Member has failed to pay monies owing to the Association.
- 3.10.2 The Member who is the subject of a suspension or expulsion hearing will, fourteen (14) days before the Directors' Meeting, receive written notice of the Board's intention to consider suspension or expulsion.
- 3.10.3 The notice will state the reasons why suspension or expulsion is being considered.
- 3.10.4 The Member will have an opportunity to appear before the Board to address the possible suspension or expulsion.
- 3.10.5 The Board may exclude the Member from its discussion of the matter, including the deciding vote.
- 3.10.6 The decision of the Board is final and binding on the parties.
- 3.10.7 A suspended Member who is designated as a Voting Member pursuant to Article 3.5 and 3.7 continues to be a Member of the Association but has no voting privileges.
- 3.10.8 An expelled Member's name is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members.





3.10.9 A Member may appeal his or her suspension or expulsion to the GELC, RMLL, or ALA. Any Member appealing a suspension or expulsion is suspended pending the appeal.

3.10.10 The Board of Directors have the power to impose a suspension or expulsion incremental to that of the GELC, RMLL, or ALA, but cannot reduce the effect or shorten the time of a suspension or expulsion imposed by the GELC, RMLL, or ALA.

### 3.11 Termination of Membership

3.11.1 A Member can withdraw from the Association by delivering notice of withdrawal to the Association's Registered Office.

3.11.2 The membership of a Member ends upon his death.

3.11.3 Although a Member may cease to be a Member, by death, resignation, expulsion or otherwise, that Member remains liable for any debts owing to the Association at the date of ceasing to be a Member.

### 3.12 Reinstatement of Members

A Member whose membership has ceased can apply for reinstatement after one year. The Directors may permit the reinstatement by a vote of 75% of the Directors present at a Directors' meeting called for that purpose.

### 3.13 Member Rights or Privileges Non-transferable

No right or privilege of any Voting Member or Member is transferable to another person. All rights and privileges cease when the Voting Member or Member's membership ends, through resignation, expulsion, termination or otherwise.

### 3.14 Rights and Privileges of Voting Members

3.4.1 A Voting Member is in good standing when:

- a) The Member has paid membership fees; or alternate payment arrangements have been made and approved by the Directors of the Association pursuant to Article 6.9;
- b) the Member's membership has not been suspended, expelled, or Terminated;
- c) The Member does not owe money to the Association.

3.14.2 All Voting Members are permitted to attend meetings of the Directors, and any meeting of the Association, unless the Directors, by resolution, exclude a Voting Member or group of Voting Members from that meeting. A new resolution is required to exclude any Voting Members from each meeting.

3.14.3 A Voting Member in good standing who is at least eighteen (18) years old is entitled to vote at meetings of the Association, subject to Articles 3.5 and 3.8.





- 3.14.4 A Voting Member entitled to vote at meetings of the Association is entitled to one vote on each matter that is decided by vote.
- 3.14.5 Members will have notice of monthly meetings and will have the opportunity to add to the agenda up until 4 days before the meeting. Once the 4 day limit had passed nothing may be added until the next meeting.

#### **ARTICLE 4 MEETINGS OF THE MEMBERS**

##### **4.1 The Annual General Meeting**

- 4.1.1 The Association holds its Annual General Meeting no later than the earlier of October 31 of each year, or 40 days prior to the ALA Annual General Meeting, in or near Beaumont, Alberta. The Board determines the place, day, and time of the meeting.
- 4.1.2 At least fourteen (14) days before the Annual General Meeting, the Association will post a notification stating the place, date, and time of the Annual General Meeting. This notification can include, but is not limited to, any two of the following: email notification to all registered players; signs posted at the arena; website message; or notification in the local newspaper
- 4.1.3 The Order of Business at the Annual General Meeting shall be:
- a) Call to order and introduction of Membership
  - b) Adoption of the minutes of the last Annual General Meeting
  - c) Business arising from minutes of the last Annual General Meeting
  - d) Nominations (first call)
  - e) President's report
  - f) Vice President's report
  - g) Treasurer's report
  - h) Director's Report
  - i) Committees report
  - j) Notice of Motions
  - k) Nominations (second call)
  - l) New business
  - m) Approve the financial statements of the preceding fiscal period
  - n) Prescribing the fees required for membership will be dependent on additions by ALA and GELC fee requirements.
  - o) Nominations (final call)
  - p) Election of the Board of Directors
  - q) Election of the Committee Members
  - r) Adoption of amendments to the Bylaws will be presented by the secretary;
  - s) Adjournment.



#### 4.1.4 Quorum

Attendance by 10 Voting Members at the Annual General Meeting is a quorum.

#### 4.1.5 Failure to Reach Quorum

The President cancels the Meeting if a quorum is not present within one half hour after the set time for the Meeting. If cancelled, the Meeting must be rescheduled to take place within twenty one (21) days. If, at the second scheduling of the Meeting, a quorum is not present within one half-hour of the set time for the Meeting, the meeting will proceed with the Voting Members in attendance.

### 4.2 Special Meetings

4.2.1 A Special Meeting may be called at any time:

- a) by a resolution of the Board to that effect; or
- b) On the written request of at least  $\frac{1}{4}$  (one quarter) of the Members entitled to vote. The request must state the reason for the Special Meeting and the motions intended to be submitted at the Special Meeting.

4.2.2 At least twenty-one (21) days before a Special Meeting, the Association emails and posts on social media and the website notifying each Voting Member, stating the place, date, and time of the Special Meeting.

4.2.3 Only the matters set out in the notice for the Special Meeting are considered at the Special Meeting.

### 4.3 Proceedings at the Annual General Meeting or Special Meetings

4.3.1 The President chairs every Meeting of the Association. In the absence of the President, the Vice President of the Association will chair the Meeting.

4.3.2 If neither the President nor the Vice-President is present within one half hour after the set time for the Meeting, the Voting Members present at the Meeting must choose one of the Voting Members to chair the Meeting.

4.3.3 Adjournment: the Voting Member who chairs the Meeting may adjourn the Meeting with the consent of the Voting Members at the Meeting.





#### 4.4 Directors' Meetings

- 4.4.1 The President or any four Directors may call meetings of the Directors and determine at which place, at which time, and on which day the meeting will be held, by issuing a notice of meeting to the Directors at least 48 hours (excluding part of a Sunday or holiday) before the proposed meeting.
- 4.4.2 The notice of meeting must state the nature of the business to be conducted at the Directors' meeting.
- 4.4.3 Directors may waive their right to notice of a meeting.
- 4.4.4 Directors may not vote on any question in which they have a pecuniary interest, or where a question directly affects the placement or discipline of a player or Member to whom they are directly related.
- 4.4.5 Fifty percent of Directors in good standing, eligible to vote, and present in person or by virtual communication shall form a quorum for any meeting of the Directors.

#### 4.5 Voting

- 4.5.1 Every Voting Member entitled to vote pursuant to Article 3.15 has one (1) vote for each issue and resolution. A vote shall be by show of hands unless two Voting Members entitled to vote request a ballot, in which case the vote shall be carried out by ballot.
- 4.5.2 In the case of a tie vote, the President casts the deciding vote.
- 4.5.3 A Voting Member may vote by proxy through email. This proxy vote may go to another voting member but must be signed/verified and then given to the secretary. Each proxy needs to be signed by the actual person voting. Proxy votes are NOT accepted at AGM and special meetings.
- 4.5.4 Every issue and resolution that does not require a Special Resolution is decided by a majority of the votes of Voting Members entitled to vote, unless otherwise noted in these Bylaws.
- 4.5.5 The President declares a resolution carried or lost.
- 4.5.6 The President decides any dispute on any vote. This decision is final.
- 4.5.7 Each member of the board receives \$100 rebate on registration fees with the condition they attend 75% of the yearly monthly meetings.



#### 4.6 Failure to Give Notice of Meeting

No action taken at a Meeting is invalid due to:

- a) accidental omission to give any notice to any Voting Member;
- b) any Voting Member not receiving any notice; or
- c) Any error in any notice that does not affect the meaning.

#### 4.7 Written Resolution of All Voting Members Entitled to Vote

All Voting Members entitled to vote may agree to and sign a resolution. This resolution is as valid as one passed at a Meeting. It is not necessary to give notice of, or call, a Meeting. The date on the resolution is the date it is passed.

### **ARTICLE 5 MANAGEMENT**

#### 5.1 The Board of Directors

5.1.0 The Board governs and manages the affairs of the Association.

5.1.1 All Directors must be Voting Members of BRLA.

5.1.2 Powers and Duties of the Board

The Board has the powers of BRLA, except as stated in the Act.

The powers and duties of the Board include:

- a) Promoting the objects of the Association;
- b) Promoting membership in the Association;
- c) Approving an annual budget for the Association;
- d) The Treasurer, President, and Vice President will be responsible for Paying all expenses for operating and managing the Association;
- e) The Treasurer, President, and Vice President will be the Paying persons for services and protecting persons from debts of the Association;
- f) Investing any extra monies;
- g) Financing the operations of the Association, and borrowing or raising monies;
- h) Making policies for managing and operating the Association;
- i) Approving all contracts for the Association;
- j) The Treasurer will Maintain all accounts and financial records of the Association;
- k) Appointing legal counsel as necessary;
- l) Making policies, rules and regulations for operating the Association and using its facilities and assets;
- m) Creating Committees or sub-Committees, and naming any Member to a Committee or sub-Committee;
- n) Selling, disposing of, or mortgaging any or all of the property of the Association; and





- o) Without limiting the general responsibility of the Board, delegating its powers and duties to the Committee Chairs or other designated individuals as identified by a Resolution of the Directors.

### 5.1.3 Composition of the Board

The Board consists of the following Directors elected at the Annual General Meeting:

- a) The President;
- b) The Vice-President;
- c) The Secretary;
- d) The Treasurer;
- e) The Director at large
- f) Registrar/publicity/website/volunteer coordinator
- g) Floor Allocator
- h) Apparel and merchandising director
- i) Past president
- j) Mini tyke\tyke boys director
- k) Novice/ pee wee boys director
- l) Novice/ pee wee girls director
- m) Bantam/ midget girls director
- n) Coaching director
- o) Tournament director
- p) Discipline director
- q) Fundraising coordinator
- r) Equipment Coordinator

## 5.2 Elections of the Board of Directors

- 5.2.1 14 days prior to the Annual General Meeting, any Voting Member may apply to the Secretary to run for a position that will be filled by election at the Annual General Meeting.
- 5.2.2 Any position for which more than one Voting Member is running will be elected by majority vote of the Voting Members at the Annual General Meeting.
- 5.2.3 Any position, which has only one Voting Member running, will be appointed by acclamation unless the Voting Members present at the meeting pass a Motion by majority vote that the position will not be filled by that member. The position will then remain vacant until filled by the Directors at a future meeting of the Directors pursuant to Article 5.2.9.
- 5.2.4 The Voting Members are entitled to vote and elect at the Annual General Meeting.
- 5.2.5 All elected positions on the board are for a period of two years with the following exceptions: - Past President will serve up to 1 year.
- 5.2.6 The Directors hold office until re-elected or until a successor is elected.





- 5.2.7 A Director may resign from the Board by giving notice in writing to the President and secretary at any time.
- 5.2.8 If a vacancy occurs in the Board of Directors, including by reason of there being no member elected or appointed by acclamation at the AGM, or by resignation or expulsion, the Board of Directors will fill the vacancy by appointment. This Board member will serve in that position until the next AGM or future meeting where a vote of Members can be held.
- 5.2.9 President and Vice President have election for their positions on alternating years
- 5.2.10 Any member of the board who fails to attend Board Meetings on three (3) consecutive occasions, without just cause (which shall be determined by the board), may be removed as a board member upon a motion to effect, passed by a majority of the Board Members during the third consecutive meeting.
- 5.3 Directors' Duties and Powers include but are not limited to...
- 5.3.1 The President:
- a) supervises the affairs of the Board;
  - b) when present, chairs all Meetings of the Associations and the Board;
  - c) acts as the spokesperson for the Association;
  - d) in the case of emergency, exercises the powers of the Board of Directors;
  - e) may suspend Associations, coaches, fans, or parents subject to ratification at the next Directors' meeting;
  - f) will attend or appoint a designate to all GELC, ALA and RMLL meetings;
  - g) will be signing authority along with the Vice-President and the Treasurer;
  - h) casts a vote in the case of a tie at any meeting;
  - i) Carries out other duties assigned by the Board.
- 5.3.2 The Vice-President
- a) If, at any time, the President is unable to fulfill his or her duties, the Vice President assumes the duties of the President until the President is again able to fulfill his or her duties.
  - b) will be signing authority along with the President and the Treasurer;
  - c) will attend all executive meetings;
  - d) Will report to the President.
- 5.3.3 The Secretary and Registrar:
- a) Sends out notification of Directors meetings, the annual AGM, and any Special meetings.
  - b) takes minutes of all meetings;
  - c) handles correspondence for the Association;
  - d) ensure all reporting requirements for the GELC, RMLL, and ALA are fulfilled;
  - e) will attend all executive meetings;
  - f) Will report to the President.





- g) is responsible for registration of all participants in Minor Lacrosse;
- h) will register all players and teams in the Association;
- i) is in charge of necessary insurance;
- j) is in charge of all liability claims;
- k) is the legal holder of all trophies; will compile a list of names, addresses and telephone numbers of all players, Coaches, managers, and trainers;
- l) Will apply for player cards from the ALA;

5.3.4 The Treasurer:

- a) will be signing authority along with the President and the Vice-President;
- b) will have charge of general account financial records;
- c) will prepare an annual budget and monitor expenditures in relation to Budget;
- d) will ensure the Annual Returns are filed with Corporate Registries
- e) will present an annual statement of all operations;
- f) will attend all executive meetings;
- g) will report to the President;

5.3.5 The Director at large

- a) it is the additional duty of the Directors to perform such other duties as requested by the President
- b) will attend all executive meetings;
- c) will report to the President;

5.3.6 All the Positions as voted on in 5.1.3

5.3.7 The President, Vice-President and Treasurer have signing authority for the Association.

**ARTICLE 6  
FINANCE AND RECORDS**

6.1 The Registered Office of the Association is located at:

Beaumont Raiders Lacrosse Association  
Box 15, 4901 – 55 Avenue  
Beaumont, AB  
T4X 1M9

6.2 A change of Registered Office may be effectuated at the Annual General Meeting or by Resolution of the Board.





- 6.3 All correspondence addressed to the Association or Board of Directors will be addressed to the Association's Registered Office.
- 6.4 The Association has no seal.
- 6.5 Finance and Auditing
- 6.5.1 The fiscal year of the Association ends on September 30 of each year.
- 6.5.2 There must be an review of the books, accounts, and records of the Association at least once each year. A qualified accountant with a professional designation appointed by resolution of the Directors must perform this audit. At each Annual General Meeting of the Association, the treasurer submits a complete statement of the books for the previous year.
- 6.6 Cheques and Contracts of the Association
- 6.6.1 The President, Vice-President, and Treasurer have the authority to sign cheques drawn on the monies of the Association. Two signatures are required on all cheques.
- 6.6.2 All contracts of the Association must be signed by a Director or other persons authorized to do so by the resolution of the Board.
- 6.7 The Keeping and Inspection of Books and Records of the Association
- 6.7.1 The Association keeps a copy of the Minute books and records minutes of all meetings of the Members and of the Board.
- 6.7.2 The Secretary keeps the original Minute Books and records of the Association. This record contains minutes from all meetings of the Association, the Board, and the Committee Chairs.
- 6.7.3 The Board keeps and files all necessary books and records of the Association as required by the Bylaws, the Act, or any other statute or laws.
- 6.7.4 A Voting Member wishing to inspect the books or records of the Association must give reasonable notice to the President Secretary or the Treasurer of the Association of his intention to do so.
- 6.7.5 Unless otherwise permitted by the Board, such inspection will take place only at the location determined by the Board, during normal business hours.
- 6.7.6 All financial records and minutes of the Association are open for such inspection by the Voting Members.
- 6.7.7 Other records of the Association are also open for inspection, except for records that the Board designates as confidential.



6.7.8 The Directors may, by resolution, designate as confidential and restricted access to some or all of the following records:

- a) membership lists;
- b) lists of Members' names, addresses, and contact information including Telephone numbers;
- c) lists of Members who have been suspended or terminated;
- d) financial information specific to individual Members, including those Members who pay their membership fees with financial assistance;

6.7.9 Any record or information may be designated confidential by a by a vote of 75% of the Directors.

## 6.8 Borrowing Powers and Payments

6.8.1 The Association may borrow or raise funds to meet its objects and operations by a vote of 75% of Members present at a Special Meeting called for that purpose.

6.8.2 Reasonable expenses incurred while carrying out duties of the Association may be reimbursed upon Board approval.

6.8.3 Any expenditure or group of related expenditures exceeding \$1000.00 requires approval by way of resolution of the Directors, unless that expenditure or group of expenditures is payment for:

- a) floor time
- b) referee fees
- c) player registration fees
- d) player insurance premiums
- e) Other fundamental expenditures which may be prescribed by resolution of the Directors.
- f) Expenditures specifically budgeted for.

## 6.9 Fundraising Activities

6.9.1 All fundraising activities must be performed in compliance with federal and provincial laws.

6.9.2 The Directors, by resolution, will prescribe:

- a) The types of fundraising activities the Association will use each year;
- b) For each fundraising activity, the monetary value of the registration fee credited to a Member who assists with that fundraising activity.

6.9.3 Any records of revenues and expenses arising from any fundraising activities must be recorded, and stored with the Treasurer of the Association.

6.9.4 If a Member performs a fundraising activity, that Member's membership fees for the year in which the fundraising activity is performed or the next year may be reduced by the amount prescribed by the Directors.





## **ARTICLE 7 BY-LAWS AND FUNDAMENTAL CHANGES**

- 7.1 These Bylaws may be cancelled, altered, or added to by a Special Resolution at any Annual General Meeting or Special Meeting of the Association.
- 7.2 A notice of the Annual General Meeting or Special Meeting of the Association must include details of any proposed resolution to change the Bylaws.
- 7.3 The amended Bylaws take effect after approval of the Special Resolution at the Annual General Meeting or Special Meeting and acceptance of the Bylaws by the Corporate Registry of Alberta.

## **ARTICLE 8 INDEMNIFICATION**

- 8.1 Protection and Indemnity of Directors and Officers
- 8.1.1 Each Director or Officer holds office with protection from the Association. The Association indemnifies each Director or Officer against all costs or charges that result from any act done in his role for the Association. The Association does not protect any Director or Officer from acts of dishonesty, fraud, or bad faith.
- 8.1.2 No Director or Officer is liable for the acts of any other Director, Officer, or member. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Association. No Director or Officer is liable for any loss due to an oversight or error in judgment, or by an act in his role for the Association, unless the act is fraudulent, dishonest, or in bad faith.
- 8.1.3 Directors or Officers can rely on the accuracy of any statement or report prepared by the Association's auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

## **ARTICLE 9 DISSOLUTION OF THE ASSOCIATION**

- 9.1 The Association does not pay any dividends or distribute property among its Members.
- 9.2 If the Association is dissolved, upon dissolution all funds remaining after paying all debts will be paid to a registered and incorporated charitable organization within the community of Beaumont, Alberta. Members will select this organization by Special Resolution. In no event do Members receive any assets of the Association.

