

# **Sherwood Park Rams Football Club Bylaws**

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# **Sherwood Park Rams Football Club Bylaws**

## **ARTICLE 1.0 – PREAMBLE**

### **1.1 The Organization**

1.1.1 The name of the organization is the Sherwood Park Rams Football Club. The Society has a broad based membership. It is incorporated under the Societies Act R.S.A. 1980, Chapter S-18.

### **1.2 The Bylaws**

1.2.1 The following Articles set forth the Bylaws of the Sherwood Park Rams Football Club

## **ARTICLE 2.0 – MEMBERSHIP IN THE SOCIETY**

### **2.1 Categories of Members**

2.1.1 A member of the Sherwood Park Minor Football Club (“Club”) is defined as:

- a. A parent with a child registered with the Club;
- b. A person who has legal guardianship of a player registered with the Club;
- c. A coaching staff member;
- d. An honorary member:
  1. The general membership or executive shall have the discretion to name honorary members (not otherwise a member as per above)
  2. Honorary members only have that designation for one (1) calendar year. Honorary membership may be renewed at the discretion of the executive or general membership.
  3. Honorary members must have been a member of the Association in the past and be able to provide continuity and/or advice that would better enable the work of the Club.
  4. Honorary members are eligible to be elected to an executive position.
  5. If an honorary member serves on the executive, she/he shall be a non-voting member of the executive.
- e. A past executive member re-elected to the board, into voting or non-voting position. This person does not have to have a child registered with the Club as per above. This person-must have served a minimum of one (1) calendar year on the executive board for the Sherwood Park Rams Football Club in the past. A maximum of one-third of the executive members can be past executive members with no children registered with the association as per above.

### **2.2 Admission of Members**

2.2.1 Any individual may become a member in the appropriate category by meeting the requirements in Article 2.1. The individual will be entered as a Member under the appropriate category in the Register of Members. Active Members are required to sign and date an annual Membership application to acknowledge their agreement to the terms of the articles of these Bylaws and policies adopted by

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the Sherwood Park Rams Football Club Board of Directors.

## **2.3 Membership Fees**

- 2.3.1 The membership year is January 1st to December 31st of the following year.
- 2.3.2 Membership fees are as determined by the Board of Directors.
- 2.3.3 Membership fees may be waived for any Member at the discretion of the Board of Directors.
- 2.3.4 Payment of membership fees: The annual membership fees must be paid before May 30 of the membership year. The membership year will be observed regardless of when the fees are paid.

## **2.4 Rights and Privileges of Members**

- 2.4.1 Any Active Member in good standing is entitled to:
  - a. receive notice of the General Meetings of the Society;
  - b. attend the General Meeting of the Society;
  - c. speak at the General Meeting of the Society; and
  - d. exercise other rights and privileges given to active Members in these Bylaws;
  - e. receive the Society's communications and newsletters;
  - f. is entitled to one (1) vote at the Annual General Meeting of the Society
- 2.4.2 Any Honorary Member in good standing is entitled to:
  - a. receive notice of the General Meetings of the Society;
  - b. attend the General Meeting of the Society;
  - c. speak at the General Meeting of the Society;
  - d. receive the Society's communications and newsletters;

## **2.5 Member in Good Standing**

- 2.5.1 An Active Member is in good standing when:
  - a. an Active Member has paid the annual membership fee
  - b. the Member is not suspended (under Article 2.6)
- 2.5.2 An Honorary Member is in good standing when:
  - a. the Member is not suspended (under Article 2.6)

## **2.6 Suspension of Membership**

- 2.6.1 Decision to Suspend: The Board, at a Special Meeting called for that purpose may suspend a Member's membership for one or more of the following reasons:
  - a. if the Member has failed to abide by the Bylaws;
  - b. if the Member has failed to abide by policies set forth by the Board;
  - c. if the Member has disrupted meetings or functions of the Society;
  - d. if the Member has by act or failure to act done anything judged to be harmful to the Society or the reputation of the Society.
  - e. if the Member has failed to abide by the Code of Conduct as set forth by the

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Board.

2.6.2 Notice to the Member:

2.6.2.1 The Member will receive written notice of the Board's intention to deal with the decision to suspend whether that Member should be suspended or not. The Member will receive at least two (2) weeks' notice before the Special Meeting.

2.6.2.2 The notice will be sent by single registered mail to the last known address of the Member shown in the records of the Society. The notice may also be delivered by an Officer of the Board.

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

2.6.3 Decision of the Board:

2.6.3.1 The Member will have an opportunity to appear before the Board to address the matter. The Board may allow another person to accompany the Member.

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

2.6.3.3 The Board may exclude the Member from its discussion of the matter, including the deciding vote.

2.6.3.4 The decision of the Board is final.

## **2.7 Termination of Membership**

2.7.1 Resignation: Any Member may resign from the Society by mail or by delivering a written notice to the President of the Society. Once the notice is received, the 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.

2.7.2 Death: The membership of a Member is ended upon his death.

2.7.3 Deemed Withdrawal:

2.7.3.1 If a Member has not paid the annual membership fees within three (3) months following the date the fees are due, the Member is considered to have submitted his resignation.

2.7.3.2 Has not participated in a Society sponsored event within the last calendar year in which membership was granted as part of the entry fee.

2.7.3.3 In the above cases, the name of the Member is removed from the Register of Active Members. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members.

2.7.4 Expulsion:

2.7.4.1 The Society may, by Special Resolution at a Special General Meeting called for such a purpose, expel any Member for any cause which is deemed sufficient in the interest of the Society. This decision is final.

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2.7.4.2 On passage of the Special Resolution, the name of the Member 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.

## **2.8 Transmission of Membership**

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

## **2.9 Limitation on the Liability of Members**

2.9.1 No Member is, in his individual capacity, liable for any debt or liability of the Society.

## **ARTICLE 3.0 - MEETINGS OF THE SOCIETY**

### **3.1 The Annual General Meeting**

3.1.1 The Society holds its Annual General Meeting no later than June 30 of each calendar year in Sherwood Park, Alberta. The Board of Directors sets the place, day and time of the meeting.

3.1.2 The Secretary delivers notice to each Member in accordance with Article 2.4 at least twenty-one (21) days before the General Meeting. This notice states the place, date and time of the General Meeting.

3.1.3 Agenda for the General Meeting:  
The General Meeting deals with the following matters:

- a. adopting the agenda;
- b. adopting the minutes of the last General Meeting;
- c. considering the President's reports;
- d. reviewing the audited financial statements setting out the Society's income, disbursements, assets and liabilities & the auditor's report;
- e. appointing the auditor(s);
- f. electing the President and Officers;
- g. electing the Directors;
- h. considering all matters specified in the meeting notice.

3.1.4 Quorum for Annual General Meeting:  
Attendance of 51% of the Executive from the current Board of Directors of the Society and two (2) member representatives from each active football division at the meeting constitutes quorum.

### **3.2 Special General Meeting of the Society**

3.2.1 Calling of a Special General Meeting  
A Special General Meeting may be called:

- a. by a resolution of the Board of Director's to that effect; or

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- b. on the written request of at least two (2) Directors. The request must state the reason for a Special General Meeting and the motion(s) intended to be submitted at the meeting; or
- c. on the written request of a least twenty percent (20%) of the Members of the Society. The request must state the reason for a Special General Meeting and the motion(s) intended to be submitted at the meeting.

## 3.2.2 Notice

The Secretary mails or delivers a notice to each Member in accordance with Article 2.4 at least twenty-one (21) days before a Special General Meeting. This notice states the place, date, time and purpose of the meeting.

## 3.2.3 Agenda for a Special General Meeting

Only the matter(s) set out in the notice for a Special General Meeting are considered at the meeting.

## 3.2.4 Procedure at a Special General Meeting

Any Special General Meeting has the same method of voting and the same quorum requirements as the General Meeting (see Article 3.3)

## **3.3 Proceedings at the General Meeting or a Special General Meeting**

3.3.1 The meeting is open to those Members indicated in Article 2.4. The meeting is not open to the public.

## 3.3.2 Quorum

Attendance of 51% of the Board of Directors of the Society at the meeting constitutes quorum.

## 3.3.3 Failure to Reach Quorum

The President cancels the meeting if a quorum is not present within one-half (1/2) hour after the set time. If canceled, the meeting is rescheduled for one (1) week later at the same time and place. If a quorum is not present within one-half (1/2) hour after the set time of the second meeting, the meeting will proceed with Members in attendance.

## 3.3.4 Presiding Officer

3.3.4.1 The President chairs the General Meeting or Special General Meeting of the Society. The Past- President chairs in the absence of the President.

3.3.4.2 If neither the President nor the Past President is present within one-half (1/2) hour after the set time for the meeting, the Members present choose one (1) of the Members to act as the meeting Chair person.

## **3.4 Adjournment of a Meeting**

3.4.1 The President may adjourn (suspend) any General Meeting or a Special General Meeting at any time with the consent of two (2) Members at the meeting. After suspending a meeting the next meeting will only deal with the unfinished business from the adjourned meeting.

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3.4.2 No notice of the adjournment is necessary if the meeting is adjourned for less than thirty (30) days.

3.4.3 The Society must give notice when a meeting is adjourned for thirty (30) days or more. Notice must be the same as for any General Meeting (see Article 3.1).

## **3.5 Voting**

3.5.1 Each Active Member has one (1) vote. A show of hands decides every vote at a General Meeting. A ballot is used if at least two (2) Members request it.

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

3.5.3 A Member may not vote by proxy.

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

3.5.5 The President declares a resolution carried or lost. This statement is final, and does not have to include the number of votes for and against the resolution.

3.5.6 Two (2) Members may request a ballot vote. In such case, the President or the presiding officer may set the time, place and method for a ballot vote. The result of the ballot is the resolution of the General Meeting.

3.5.7 Members may withdraw their request for a ballot.

3.5.8 The President decides any dispute on any vote. The President decides in good faith, and this decision is final.

## **3.6 Failure to Give Notice of Meeting**

3.6.1 No action taken at the General Meeting is invalid due to:  
a. Accidental omission to give notice to any Member;  
b. Any Member not receiving notice; or  
c. Any error in a notice that does affect the meaning.

## **3.7 Written Resolution of All the Directors**

3.7.1 All Directors may agree to and sign a Written Resolution. A Written Resolution is as valid as one passed at the General Meeting or a Special General Meeting.

3.7.2 It is not necessary to give notice or to call a Special General Meeting to create a Written Resolution. The date on the resolution is the date that it is passed.

## **3.8 Special Resolutions**

3.8.1 Will be decided at a Special General Meeting.



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3.8.2 A Special General Meeting is called as outlined in Article 3.2.

## **ARTICLE 4.0 - THE GOVERNMENT OF THE SOCIETY**

### **4.1 Governance**

4.1.1 The Board of Directors is the body responsible for the Society's decision making and legal authority. By law, the governing Board is accountable for, and has authority over, the affairs of the organization.

4.1.2 The Board of Directors is made up of individual Board Members acting together as a whole. The Board determines and communicates the purpose and scope of the organization. These elements define the boundaries within which the Society operates.

4.1.3 The Board of Directors also governs the organization by making policy. The policies determine the long term direction of the organization. As a part of its policy function it is the responsibility of the Board to create, approve, and amend the Society's Bylaws under Article 7.0.

4.1.4 The Board of Directors, subject to the Bylaws or direction given by a majority of Members at a General or Special Meeting, has full control and management of the affairs of the Society.

### **4.2 Implementation of Policy**

4.2.1 The Board shall implement decisions and policy through the establishment of Board Committees and Working Groups.

4.2.2 The Board may choose to hire Employees of the Society (Article 5.8) administrative personnel to help implement the Board's policies and programs and to manage the day-to-day business activities of the Society.

4.2.3 The Employees of the Society are accountable and responsible to the Board for their actions and activities and are expected to abide by the Sherwood Park Rams Football Club Bylaws and policies while performing their duties.

## **ARTICLE 5.0 - THE BOARD OF DIRECTORS**

### **5.1 Powers and Duties of the Board of Directors**

5.1.1 The Board has the powers of the Society, except as stated in the Societies Act. The powers and duties of the Board include:

- a. promoting the objectives of the Society;
- b. promoting membership in the Society;
- c. maintaining and protecting the Society's assets and property;
- d. approving an annual budget for the Society;

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- e. investing any extra monies;
- f. financing the operations of the Society, and borrowing or raising monies;
- g. making policies for managing and operating the Society;
- h. approving all contracts for the Society;
- i. maintaining all accounts and financial records of the Society;
- j. appointing legal counsel as necessary;
- k. making policies, rules and regulations for operating the Society and using its facilities and assets;
- l. selling, disposing of, or mortgaging any or all of the property of the Society; and
- m. hiring of paid employees
- n. without limiting the general responsibility of the Board of Directors, delegating specific powers and duties to employees.

## **5.2 Composition of the Board of Directors**

- 5.2.1 The Board of Directors of the Society consists of the following Board Members:
- a. President
  - b. Past President
  - c. Vice President
  - d. Treasurer
  - e. Secretary
  - f. Registrar
  - g. Directors (one for each active division: Novice, Atom, Bantam, Peewee and Midget)
  - h. Team Managers (one for each active team in each level: Novice, Atom, Bantam, Peewee and Midget)
  - i. The executive may also consist of up to two (2) Executive-Members-At-large, if desired by the general membership or executive.
  - j. The Equipment manager is not a member of the executive but a corresponding member to the executive.
- 5.2.2 Any position not filled at the Annual General Meeting shall be voted on at a subsequent executive meeting.
- 5.2.3 The Officers of the Society are the President, Past President, Vice President, Secretary and Treasurer.

## **5.3 Election of Officers and Directors**

- 5.3.1 President
- a. Will be elected to a one year term.
  - b. The position of the President will be elected at the Annual General meeting as outlined in Article 3.1. The position of President will be elected from among Board Members who have served on the executive board.
  - c. Will serve a consecutive term as Past President for one year following their term as President.
- 5.3.2 Past President
- a. Will serve a one year term after serving as President.
  - b. Should the current President be unable to serve as Past President then a

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previous Past President may be requested by the Board to serve the term as Past President. Alternatively the Past President position may remain vacant.

## 5.3.3 Vice President

- a. Will be elected to a one year term.
- b. The position of the Vice President will be elected at the Annual General meeting as outlined in Article 3.1. The position of Vice President will be elected from among Board Members who have served as a Director for one or more years.

## 5.3.4 Treasurer

- a. Will be elected to a one year term.
- b. The position of the Treasurer will be elected at the Annual General meeting as outlined in Article 3.1. The position of Treasurer will be elected from the Active Members in good standing.

## 5.3.5 Secretary

- a. Will be elected to a one year term.
- b. The position of the Secretary will be elected at the Annual General meeting as outlined in Article 3.1. The position of Secretary shall be elected from the Active Members in good standing.

## 5.3.6 Director

- a. Directors serve terms that end at the close of the first Annual General Meeting following the Annual General Meeting at which the Directors were elected. Directors shall be elected from the Active Members in good standing.

## 5.3.7 Term of Office

No Member of the Society shall serve more than three (3) consecutive years as the same Officer on the Board of Directors without at least a one year leave of absence from that Office.

## **5.4 Duties of the Officers**

### 5.4.1 The President

- a. supervises the affairs of the Board;
- b. calls meetings of the Board;
- c. presides at all meetings of the Society and the Board of Directors, except where noted in these bylaws;
- d. is an *ex officio* member of all Committees;
- e. acts as the spokesperson for the Society;
- f. carries out other duties assigned by the Board.

### 5.4.2 The Vice President

- a. fulfills the duties and responsibilities of the President in the absence of the President;
- b. carries out other duties assigned by the Board.

### 5.4.3 The Past-President

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- a. presides at meetings in the President's or Vice President's absence. If the Past-President is also absent, the Directors shall elect a Chairperson for the meeting;
- b. replaces the President at various functions when asked to do so by the President or the Board;
- c. carries out other duties assigned by the Board;

## 5.4.4

### The Secretary

- a. attends all meetings of the Society and the Board of Directors;
- b. keeps record of the minutes of these meetings;
- c. has charge of the Board's correspondence;
- d. keeps a record of names and addresses of all Members of the Society in a Register of Members and keeps this record current;
- e. ensures notices of meetings are sent in accordance with the Bylaws of the Society;
- f. ensures annual membership fees are collected and deposited;
- g. files the annual return, changes in the Directors of the organization, amendments in the bylaws and other incorporating documents with the Corporate Registry; and
- h. carries out other duties assigned by the Board.

## 5.4.5

### The Treasurer

- a. makes sure all monies paid to the Society are deposited in a chartered bank, treasury branch or trust company chosen by the Board;
- b. makes sure a detailed account of revenues and expenditures are available to the Board when requested;
- c. ensures a statement of the financial position, audited of the Society is prepared and presents it to the Annual General Meeting;
- d. provides financial advice to the Board on request;
- e. carries out other duties assigned by the Board.

## 5.4.6

### The Registrar

- a. Shall be responsible for coordinating registration for all players participating under the jurisdiction of the Society.
- b. Shall establish the rules of registration in concert with the executive.
- c. Shall keep records of the Society's registrants.
- d. Shall make available a complete list of all registered players, coaches, managers, trainers, and team representatives.
- e. Shall liaise with respective team managers and/or representatives for the collection of all documentation required for registration, and shall ensure that all players, coaches, assistants, team managers, etc. are insured with Football Alberta.
- f. Shall liaise with CDMFA with a list of registered players as requested.
- g. Shall be a non-voting, corresponding appointed member of the executive.

## 5.4.7

### The Directors

- a. participate in meetings regarding governance of the Society;
- b. act as the organizational heads of their designated Board Committees;
- c. act as Chairperson, record keeper and secretary of their Board Committees;

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- d. provide budgets and updates of their Board Committee activities to the Board;
- e. recruit, organize and direct the Work Groups responsible to their Board Committees;
- f. carries out other duties assigned by the Board.
- g. Shall serve as a liaison between the executive and the coaches and the players' families.
- h. Shall perform duties as requested by the President and/or executive.
- i. Shall be a voting member of the executive

## 5.4.8

### Team Managers

- a. participate in meetings regarding governance of the Society;
- b. act as the organizational heads of their designated Board Committees;
- c. act as Chairperson, record keeper and secretary of their Board Committees;
- d. provide budgets and updates of their team activities to the Board;
- e. recruit, organize and direct the Work Groups responsible to their Board Committees;
- f. carries out other duties assigned by the Board.
- g. Shall serve as a liaison between the executive and their team coaches and the players' families.
- h. Shall perform duties as requested by the President and/or executive.
- i. Shall be a non-voting, corresponding appointed member of the executive.

## 5.4.9

### Equipment Manager

- a. Shall be responsible for purchasing and controlling inventory, at the approval of the executive.
- b. Shall establish and maintain records of equipment
- c. Shall liaise with team equipment manager(s) under the jurisdiction of the executive.
- d. Shall be a non-voting, corresponding member of the executive.
- e. Shall have the Football Alberta Equipment Manager's training or equivalent equipment training.
- f. Shall be responsible for maintenance of equipment shack
- g. Shall coordinating with volunteer setup at all events
- h. Shall be responsible for all professional cleaning of all equipment
- i. Shall ensure that blocking sled(s), goal post pads, first down sticks are at the field of play when needed
- j. Shall be a non-voting, corresponding appointed member of the executive.

## **5.5**

### **Resignation, Death or Removal of a Director**

#### 5.5.1

A Director may resign from office by giving one (1) month's notice in writing. The resignation takes effect either at the end of the month's notice, or on the date the Board accepts the resignation.

#### 5.5.2

Members may remove any Director before the end of his/her term. There must be a majority vote at a Special General Meeting called for this purpose.

#### 5.5.3

Should there be a vacancy on the Board the remaining Directors may invite a

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Member in good standing to fill that vacancy on the Board for the remainder of the term.

## **5.6 Meetings of the Board**

- 5.6.1 The Board holds a minimum of three (3) meetings each year. The location for the meeting is determined by the President.
- 5.6.2 The President calls the meeting. The President also calls a meeting if any two (2) Directors make a request in writing and state the business for the meeting.
- 5.6.3 A ten (10) days' notice for a Board meeting is mailed to each Board Member. There may be five (5) days' notice by telephone or fax or electronic mail. Board Members may waive notice.
- 5.6.4 A majority of the Directors (51%) present at any Board meeting constitutes a quorum for the transaction of business.
- 5.6.5 In the absence of quorum, the President adjourns the meeting to the same time, place, and day of the following week. At least three (3) Directors present at this later meeting is a quorum.
- 5.6.6 Each Director, including the President and the Past President, has one (1) vote.
- 5.6.7 The President does not have a second or casting vote in the case of a tie vote. A tie vote means the motion is defeated.
- 5.6.8 If the full Board attendance and there is unanimous agreement on a motion by all the Directors, the Board may agree to and sign a Written Resolution. A Written Resolution is as valid as one passed at the General Board meeting (see Article 3.7).
- 5.6.9 Unless otherwise restricted by the articles of Incorporation or these Bylaws, any action required or permitted to be taken by the Board may be taken without a meeting if a majority of the Directors consent in writing through FAX, mail or by electronic mail to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the Directors shall be filed with the minutes of the proceedings of the Board.
- 5.6.10 A meeting of the Board may be held by a conference call or by any means by which all persons meeting are able to communicate with one another. Directors who participate by means of electronic communication are considered present for the meeting.
- 5.6.11 Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board.
- 5.6.12 A Director may waive formal notice of a meeting.

## **5.7 Board Committees and Working Groups**

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- 5.7.1           Establishing Board Committees  
The Board may appoint Committees to advise the Board or to organize and implement programs, duties or activities on behalf of the Society. A Board Committee may include as many additional Directors, Active Members, and Sustaining Members as deemed necessary by the Board or Chairperson of the Committee.
- 5.7.2           General Procedures for Board Committee meetings
- 5.7.2.1         A Director is chosen as Chairperson for each Board Committee.
- 5.7.2.2         The Director chosen to Chairperson the Board Committee calls the Committee meetings.
- 5.7.2.3         The Director of a Board Committees shall:  
          a. record the minutes and activities of meetings;  
          b. distributes these minutes to the Committee Members and to the Secretary of the Society;  
          c. provide reports on the activity of the Committee to the Board at Board meetings at the President's request.
- 5.7.3           Establishing Working Groups  
Working Groups may be organized and directed as required by the Chairs of Board Committees. The purpose of Working Groups is to accomplish tasks, duties and activities necessary to fulfill program activities assigned to a Committee.
- 5.7.3.1         Working Groups shall be comprised of Active and Sustaining Members.

## **5.8           Employees of the Society**

- 5.8.1           The Board may choose to hire, as Employees of the Society, administrative personnel to carry out assigned duties and responsibilities and to implement the policies, programs and objectives of the Board (Article 4.2)
- 5.8.2           The Employees are responsible to the Board.
- 5.8.3           The Employees may attend meetings of the Board of Directors.
- 5.8.4           The Employees do not vote on motions presented at Board meetings.

## **ARTICLE 6.0 - FINANCE AND OTHER MANAGEMENT MATTERS**

### **6.1           The Registered Office**

The Registered Office of the Society is located in the city of Sherwood Park, in the province of Alberta.

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## **6.2 Finance and Auditing**

- 6.2.1 The fiscal year of the Society ends on December 31st of each year.
- 6.2.2 There must be an audit of the books, accounts and records of the Society at least once each calendar year. Two non executive members in good standing with a working knowledge of Generally accepted Accounting Principals will be appointed at each Annual General Meeting must do this audit. At each Annual General Meeting of the Society, the Treasurer submits a complete statement of the books for the previous year.

## **6.3 Seal of the Society**

- 6.3.1 The Society shall not have a seal.

## **6.4 Cheques and Contracts of the Society**

- 6.4.1 All cheques and other financial transfers of monies require two signatures.
- 6.4.2 The Board decides annually which Officers and Directors in addition to the Treasurer have designated signing authority for cheques and other transfers of monies. A maximum of three signing designates will be authorized by the Board in addition to the Treasurer.
- 6.4.3 Two designated Officers or Directors must sign all cheques and transfers of monies.
- 6.4.4 All contracts of the Society shall be signed by the Officers and Directors authorized to do so by the Board. The Board decides annually which Officers and Directors will be authorized to sign contracts.

## **6.5 The Keeping and Inspection of the Books and Records of the Society**

- 6.5.1 The Secretary keeps a copy of the Minute Books and records minutes of all meetings of the Members and of the Board.
- 6.5.2 The Secretary keeps the original Minute books at the Registered Office of the Society. This record contains minutes from all meetings of the Society, the Board and Board Committees.
- 6.5.3 The Board keeps and files all necessary books and records of the Society as required by the Bylaws, the Societies Act, or any other statute or laws.
- 6.5.4 A Member wishing to inspect the books or records of the Society must give reasonable notice to the President or the Secretary of the Society of their intention to do so.
- 6.5.5 Unless otherwise permitted by the Board, such inspection will take place only at the Registered Office, or other regular business premises operated by the Society, during normal business hours.



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

6.5.7 Other records of the Society are also open for inspection, except for records that the Board designates as confidential.

## **6.6 Borrowing Powers**

6.6.1 The Society may borrow or raise funds to meet its objects and operations. The Board decides the amounts and ways to raise money, including giving or granting security.

6.6.2 The Society may issue debentures to borrow only by resolution of the Board confirmed by a Special Resolution of the Society.

## **6.7 Payments**

6.7.1 No Member, Director or Officer of the Society receives any payment for their services as a Member, Director or Officer.

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

## **6.8 Protection and Indemnity of Directors & Officers**

6.8.1 Each Director or Officer holds their office with protection from the Society. The Society indemnifies each Director or Officer against all costs or charges that result from any act done in his role for the Society. The Society does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.

6.8.2 No Director or Officer is liable for the acts of any other Director, Officer or employee. 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 Society. 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 Society, unless the act is fraud, dishonesty or bad faith.

6.8.3 Directors or Officers can rely on the accuracy of any statement or report prepared by the Society's auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

## **ARTICLE 7.0 - AMENDING THE BYLAWS**

### **7.1 Change by Special Resolution**

7.1.1 The Society's Bylaws may be cancelled, altered or added to by a Special Resolution at the General Meeting or by holding a Special General Meeting of the Society.

7.1.2 The twenty-one (21) days' notice of the General Meeting or Special General

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Meeting of the Society must include details of the proposed resolution to change the Bylaws.

- 7.1.3 The amended bylaws take effect after approval of the Special Resolution at the General Meeting or Special General Meeting and their acceptance by the Corporate Registry of Alberta.

## ARTICLE 8.0 - DISTRIBUTING ASSETS AND DISSOLVING THE SOCIETY

- 8.0.1 The Society does not pay any dividends or distribute its property among its Members.
- 8.0.2 If the Society is dissolved, any funds or assets remaining after paying all debts are paid to a registered and incorporated charitable organization. Members select this organization by Special Resolution. In no event do any Members receive any assets of the Society.

## ARTICLE 9.0 - DEFINING AND INTERPRETING THE BYLAWS

### 9.1 Definitions

In these Bylaws, the following words have these meanings.

- 9.1.1 **Act** means the Societies Act R.S.A. 1980, Chapter S-18 as amended, or any statute substituted for it.
- 9.1.2 **Annual General Meeting (AGM)** means that general meeting described in Article 3.1.
- 9.1.3 **Board** means the Board of Directors of this Society.
- 9.1.4 **Bylaws** means the Bylaws of this Society as amended.
- 9.1.5 **Director** means any person elected or appointed to the Board. Directors are Board Members.
- 9.1.6 **Member** means a Member of the Society listed in Article 2.5.
- 9.1.7 **Officer** means any Officer listed in Article 5.3.
- 9.1.8 **Active Member** means a Member entitled to vote at the Annual General meeting and/or Special General Meeting of the Society.
- 9.1.9 **Advocacy:** Establishing the organization's identity in the community through clear statements of the organization's values, beliefs and mission.
- 9.1.10 **Ex Officio:** By virtue of office. For example, the President is an ex-officio Member of all Board committees because of the position as President. Ex-officio positions, including voting privileges, are described in the bylaws.

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9.1.11 **Governance:** The act of establishing and monitoring the long-term direction of an organization through policy.

9.1.12 **Implementation:** Involves putting the organization's activities into place. Activities include programs and services, coordinating volunteers and accounting.

9.1.13 **Management:** Short term planning, coordinating the organization's activities and supervising policy implementation. This function may be carried out by a senior staff person or by a group of people given that responsibility.

## **9.2 Interpretation**

The following rules of interpretation must be applied in interpreting these Bylaws.

9.2.1 **Singular and Plural:** words indicating the singular number also include the plural, and vice-versa.

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

9.2.3 **Corporation:** words indicating persons also include corporations.