

BYLAWS OF THE STONY PLAIN FOOTBALL ASSOCIATION

SECTION 1 – PREAMBLE

The official name of the Society shall be the Stony Plain Football Association. For internal and external communications, the Society may also be referred to as the Stony Plain Football Club, Stony Plain Bombers, the Stony Plain Minor Football Association, the Bombers, the SPFA, or the SPB. The following articles comprise the Bylaws governing the operation and management of the Stony Plain Football Association.

SECTION 2 – DEFINING AND INTERPRETING THE BYLAWS

2.1 TERMINOLOGY

Within these Bylaws, specific terms are defined to ensure clarity and consistency. The following definition shall apply:

- 2.1.1 “Act” refers to the Societies Act RSA 2000, Chapter S-14, as amended, or any statute that may replace it in the future.
- 2.1.2 “Annual General Meeting” means the annual general meeting described in Section 5.1.
- 2.1.3 “Board” means the Board of Directors for the Stony Plain Football Association.
- 2.1.4 “Bylaws” mean the Bylaws of the Society, as amended from time to time.
- 2.1.5 “CDMFA” means the Capital District Minor Football Association.
- 2.1.6 “Director” means any person elected or appointed to the Board.
- 2.1.7 “General Meeting” means the Annual General Meeting or a Special General Meeting.
- 2.1.8 “Member” means a member of the Society.
- 2.1.9 “Member in Good Standing” means a Member who has fulfilled all membership, registration, or applicable fees to the Society, is not delinquent with respect to volunteer, Bingo, or fundraising obligations as determined by the Board from time to time, and has either returned all equipment or paid any associated fees in accordance with Club Policies.
- 2.1.10 “Officer” means any Officer listed in Section 6.3.11.
- 2.1.11 “Player” means a Player who has registered with the club to play on a flag or tackle football team, whose registration fees have been paid, has signed the Player’s Contract, and is not currently under suspension.
- 2.1.12 “Registered Office” means the registered office for the Society.
- 2.1.13 “Register of Members” means the register maintained by the Board containing the names of the Members of the Society.
- 2.1.14 “Society” means the Stony Plain Football Association.
- 2.1.15 “Special General Meeting” means a meeting of the Members of the Society other than the Annual General Meeting as further described in Section 5.2.

2.1.16 “Special Resolution” means a resolution passed at a General Meeting of the membership of the Society. There must be twenty-one (21) days notice for this meeting. The notice must state the proposed resolution. For a Special Resolution to pass it must receive approval from 75% of the voting members present at the General Meeting.

2.1.17 “Voting Member” means a Member in Good Standing who is entitled to vote at General Meetings of the Society.

2.2 INTERPRETATION

The following rules are to be applied when interpreting these bylaws.

2.2.1 Words indicating the singular number also include the plural, and vice versa.

2.2.2 Words indicating the masculine gender includes the feminine and vice versa.

2.2.3 Headings are for reference only and do not impact the interpretation of these bylaws.

2.2.4 These bylaws are to be interpreted broadly and generously.

2.2.5 Roberts Rules of Order – Newly Revised shall apply on all questions of procedure and parliamentary law not specified in these bylaws or the requirements of the Act.

SECTION 3 – OBJECTIVES OF THE SOCIETY

3.1 The objectives of the Society are detailed in the Articles of Incorporation.

SECTION 4 – MEMBERSHIP

4.1 CATEGORIES OF MEMBERSHIP

The following are categories of membership for the Society.

4.1.1 Voting Members

4.1.1.1 Parents or Legal Guardians of Players shall become Voting Members of the Society upon acceptance of the players completed and paid registration to participate in the current year’s football season.

4.1.1.2 Registered Head Coaches and Assistant Coaches over 18 years of age on the day of the General Meeting shall be Voting Members.

4.1.2 Non-Voting Members

4.1.2.1 Players shall be Non-Voting Members of the Society.

4.1.2.2 Junior Coaches shall be Non-Voting Members of the Society.

4.2. MEMBERSHIP FEES

4.2.1. Membership shall be on an annual basis and all membership fees, except as otherwise provided shall be due each year as per registration dates for each football program.

4.2.2. Annual membership fees, dues, registration fees, fundraising, volunteer, and Bingo requirements, if any, shall be decided by a majority vote of the Board.

4.3. RIGHTS AND PRIVILEGES OF MEMBERS

4.3.1. Any Member in good standing is entitled to:

1. Receive notice of General Meetings of the Society, attend any meeting of the Society, speak at any meeting of the Society, and exercise any other rights and privileges given to Members in these Bylaws.
2. Stand for election to any office of the Society, providing they are a resident of Alberta and are over 18 years of age. Except that head coaches may not be President or Vice President.
3. Inspect the books and records of the Society at a mutually agreeable time upon written application to the Board.

4.4.NUMBER OF VOTES

Voting Members are Members in Good Standing and are entitled to vote at a General Meeting of the Society in the following manner:

- 4.4.1. Each registered Head Coach is entitled to one (1) vote,
- 4.4.2. Each registered Assistant Coach over 18 years of age at the date of the meeting is entitled to one (1) vote,
- 4.4.3. Parents or legal guardians of Players are entitled to one vote per adult member present at the meeting up to a maximum of two (2) votes per family.

4.5.TRANSMISSION OF MEMBERSHIP

No rights or privileges of any Member is transferable to another person. All rights and privileges cease when the Member resigns, dies, or is terminated from the Society.

4.6.LIMITATION OF THE LIABILITY OF MEMBERS

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

SECTION 5 – GENERAL MEETINGS OF THE SOCIETY

5.1.ANNUAL GENERAL MEETING

The Society shall hold its Annual General Meeting no later than November 30 of each calendar year. The Board sets the place, date, and time of the meeting.

- 5.1.1. The Secretary shall notify each Member of the Society at least twenty-one (21) days prior to the Annual General Meeting. Notice shall be provided via email, as provided at the time of registration, and shall state the date, time, and place of the meeting, along with any Special Resolutions.
- 5.1.2. The Agenda for the Meeting shall be as follows:
 1. Confirmation of Quorum and declarations of conflicts of interest
 2. Adoption of the Agenda
 3. Adoption of the Minutes of the previous Annual General Meeting
 4. President's Report
 5. Other Board and Committee Reports
 6. Review of the Financial Statements which shall include income disbursements and assets and liabilities as required by Section 15 of the Act.
 7. Appointment of Auditors
 8. Special Resolutions

9. Board Elections

5.1.3. A minimum of 30 Voting Members shall constitute Quorum.

5.2.SPECIAL GENERAL MEETING

5.2.1. A Special General Meeting may be called at any time in the following ways:

5.2.1.1. By a resolution of the Board of Directors,

5.2.1.2. Upon the written request of at least 5 Board Members. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted at the meeting.

5.2.1.3. On the written and signed request of parents representing at least twenty-five percent (25%) of registered Players. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted at the meeting.

5.2.2. Only matters set out in the notice for the Special General Meeting shall be considered at the meeting.

5.2.3. Procedures for notification and Quorum at the Special General Meeting shall be the same as for the Annual General Meeting as set out in Section 5.1.1 and 5.1.3.

5.3.PROCEEDINGS AT A GENERAL MEETING

5.3.1. Public may attend the Annual General Meeting of the Society but not a Special General Meeting. Upon a majority vote of the Members present at an Annual General Meeting, the meeting shall be closed to the public.

5.3.2. Should Quorum not be present within thirty (30) minutes of the time set for the General Meeting, the Meeting shall be cancelled and rescheduled at a date, time, and place determined by the Board, which shall not be more than two (2) weeks from the original date set for the meeting.

5.3.2.1. If quorum is not present within thirty (30) minutes of the time that the rescheduled Meeting is set to start, the meeting shall proceed with the Members in attendance.

5.3.2.2. Notwithstanding section 5.3.2, the Annual General Meeting must be held by November 30.

5.3.3. If neither the President nor Vice President is in attendance at the start of the General Meeting, the Board shall choose a Director present to Chair the Meeting until such time as the President or Vice President arrive.

5.3.4. Voting shall be done via a show of hands of those Members present unless a secret ballot is requested by at least 5 members present.

5.3.4.1. Should a secret ballot be requested, the President shall determine the manner in which the secret ballot vote will be held.

5.3.4.2. Members may withdraw their request for a secret ballot vote.

5.3.5. The President does not have a second or casting vote in the case of a tie. The President has the same voting rights as all other Members in Good Standing.

5.3.6. Voting by proxy is prohibited.

5.3.7. A majority of the votes of Voting Members present decides each issue and resolution, except a Special Resolution which shall require the number of votes as specified in Section 2.1.16.

- 5.3.8. The Chair of the meeting shall state if a resolution, issue, or Special Resolution is carried or lost. If necessary, the Chair may ask for all Voting Members to stand and raise their hands if they are in favour to assist in determining the outcome of a resolution. The determination of the Chair regarding whether the vote has been carried is final.
- 5.3.9. No action taken at a General Meeting is invalid due to:
- 5.3.9.1. Accidental omission to give notice to any Member,
 - 5.3.9.2. Any Member not receiving notice,
 - 5.3.9.3. An error in the notice that does not materially impact the outcomes of the meeting.

SECTION 6 – GOVERNANCE OF THE SOCIETY

6.1. BOARD OF DIRECTORS

The Board of Directors manages the affairs of the Society.

- 6.1.1. The Board has the powers of the Society, except as stated in the Societies Act. The power and duties of the Board include, but are not limited to:
- 6.1.1.1. Promoting the objects of the Society,
 - 6.1.1.2. Promoting membership in the Society,
 - 6.1.1.3. Maintaining and protecting the Society's assets and property,
 - 6.1.1.4. Approving an annual budget for the Society,
 - 6.1.1.5. Paying all expenses for operating and managing the Society,
 - 6.1.1.6. Paying persons for services and protecting persons from debts of the Society,
 - 6.1.1.7. Investing extra monies,
 - 6.1.1.8. Financing the operations of the Society and borrowing or raising monies,
 - 6.1.1.9. Making policies for managing the Society,
 - 6.1.1.10. Approving all contracts for the Society,
 - 6.1.1.11. Maintaining all accounts and financial records of the Society,
 - 6.1.1.12. Appointing legal counsel as necessary,
 - 6.1.1.13. Making policies, rules, and regulations for operating the Society and using its' facilities and assets,
 - 6.1.1.14. Selling or disposing of any or all of the property of the Society.
- 6.1.2. The Society and its Board shall not align themselves with, promote, or endorse any outside interest, including, but not limited to personal business interests or politics. Notwithstanding the previous statement, the Society and Board may promote its' sponsors in any way the Board deems appropriate.
- 6.1.3. The Board shall consist of no more than 14 Members, and shall be comprised as follows:
- 6.1.3.1. President,
 - 6.1.3.2. Vice President,
 - 6.1.3.3. Secretary,
 - 6.1.3.4. Treasurer,
 - 6.1.3.5. Director at Large / Grievance Coordinator,
 - 6.1.3.6. Field Liaison / Head Coach,
 - 6.1.3.7. Bingo / Casino Director,

- 6.1.3.8. Fundraising Director,
- 6.1.3.9. Registrar,
- 6.1.3.10. Equipment Director,
- 6.1.3.11. Facilities Coordinator,
- 6.1.3.12. Spring Program Director,
- 6.1.3.13. Communications Director,
- 6.1.3.14. Club Manager / Volunteer Coordinator.

6.2. ELECTION, RESIGNATION, AND REMOVAL OF DIRECTORS

Election of Directors shall be done at the Annual General Meeting.

6.2.1. Election of Directors shall be done at the Annual General Meeting.

6.2.2. Directors shall serve a two (2) year term to commence at the end of the Annual General Meeting at which they are elected and ends at the conclusion of the Annual General Meeting at which their term expires.

6.2.3. Directors are eligible for re-election upon the expiry of their 2-year term.

6.2.4. Elections shall be staggered with the following positions being up for election on even years:

- a) President
- b) Secretary
- c) Field Liaison / Head Coach
- d) Fundraising Director
- e) Equipment Director
- f) Communications Director
- g) Spring Program Director

And the following positions being up for election on odd years:

- a) Vice President
- b) Treasurer
- c) Director at Large / Grievance Coordinator
- d) Bingo / Casino Director
- e) Registrar
- f) Facilities Coordinator
- g) Club Manager / Volunteer Coordinator.

6.2.5. Should a position not be filled at the Annual General Meeting the Board may appoint someone to the position via resolution at a regular meeting of the Board. This person shall serve until the position is up for election as per Section 6.2.4. At their discretion, the Board may choose to leave the position vacant until the next Annual General Meeting.

6.2.6. If a position is vacant either due to a Board resignation, inability to fill the position, or any other reason an election shall be held at the next Annual General Meeting regardless of whether the position is up for election during the regular election rotation as described in section 6.2.4.

6.2.7. A Director may resign from the Board upon giving one month's notice in writing to the Secretary. The resignation will take effect at the next Board Meeting, upon the Board receiving and accepting the resignation.

6.2.8. Voting Members may remove a Director before the end of their term. There must be a vote carried at a Special General Meeting called for this purpose.

- 6.2.9. The Board may remove a Director before the end of their term upon a vote taken at a duly called meeting. Regardless of attendance at the meeting, at least 8 Directors must vote in favour of the removal.
- 6.2.10. All Board Members must submit a satisfactory criminal record check, including a vulnerable sector check annually, prior to December 31 of each year. Failure to do so may result in removal from the Board as per section 6.2.9.

6.3. MEETINGS OF THE BOARD

- 6.3.1. The Board shall hold a minimum of six (6) meetings per year but may in its sole discretion hold more than six (6) meetings per year.
- 6.3.2. The Board shall set the regular meeting schedule for the year at their first meeting after the Annual General Meeting. Additional meetings may be added at the call of the President. The President shall call an additional meeting at the written request of three (3) Directors.
- 6.3.3. Notice for regular meetings shall be deemed to have been given once the regular meeting schedule has been set. Notice for additional meetings shall be provided by the Secretary via email or other electronic means at least five (5) days prior to the meeting. Directors may waive formal notice of meetings.
- 6.3.4. Quorum is any eight (8) Directors. Should quorum not be present the Board members present may still discuss issues but no decisions can be made and no motions can be carried. At her discretion, and on advice from Board Members present, the President may set a new date for the meeting.
- 6.3.5. A seconder is not required for motions at a Board Meeting.
- 6.3.6. Each Director, including the President has one (1) vote. The President does not hold a casting or second vote in the event of a tie. A tie vote means the motion is defeated.
- 6.3.7. Meetings shall be chaired by the President. In his absence meetings shall be chaired by the Vice President. In the absence of the both the President and the Vice President, the Board shall choose a Chair from amongst themselves.
- 6.3.8. Meetings of the Board may be attended by Members of the Society provided they request to attend 48 hours prior to the meeting. Members are only permitted to participate in discussions if allowed to do so by the Chair of the meeting. The Board may, via resolution, waive the 48-hour rule. If sensitive or private topics arise Members may be asked to leave the meeting.
- 6.3.9. Board members may participate in a meeting via virtual means or conference call.
- 6.3.10. Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board.
- 6.3.11. The Officers of the Society are the President, Vice President, Secretary, and Treasurer. Officers of the Society may not be related.

6.4. DUTIES OF DIRECTORS

- 6.4.1. President
- a) Supervises the affairs of the Board and Society
 - b) Chairs all meetings of the Board and Society
 - c) Is an ex-officio member of all committees (ad-hoc and standing)
 - d) Is the spokesperson for the Society
 - e) Prepares the agenda for Meetings, in coordination with the Secretary

- f) Prepares, submits, and reviews a President's report of the prior years' activities at the Annual General Meeting
- g) Has signing authority for the Society
- h) Assists the Treasurer with the preparation of the annual budget
- i) Should not be a head or assistant coach
- j) Is a member of the grievance committee
- k) Other duties as required or assigned by the Board or Membership.

6.4.2. Vice President

- a) Presides at meeting in the absence of the President
- b) Performs all duties assigned to the President in their absence
- c) Assists the President in the supervision of the affairs of the Board and Society
- d) Has signing authority for the Society
- e) Is responsible to record the Minutes in the absence of the Secretary
- f) Is a member of the grievance committee
- g) Should not be a head or assistant coach
- h) Carries out other duties required or assigned by the Board

6.4.3. Secretary

- a) Takes and distributes to the Board or Membership accurate minutes of meetings of the Board and Society.
 - a. Minutes shall include a list of which Board Members were in attendance at the meeting and any other Members or person present.
 - b. Minutes may include notes of the conversation
 - c. Resolutions (Motions) are decisions of the Board and shall be clearly noted in the Minutes, including who made the Resolution, the wording of the Resolution and whether the Resolution has been carried.
 - d. Minutes shall be approved by a Resolution of the Board or Society as the case may be at their next meeting.
- b) Has signing authority for the Society
- c) Maintains Society archives
- d) Assists the President in the preparation of agendas
- e) Has charge of the Boards correspondence
- f) Notifies Members of various meetings
- g) Assists the Treasurer with the preparation of the annual budget
- h) Is a member of the grievance committee
- i) Works with the Director at Large to draft or amend Bylaw or policies
- j) Files the annual return, changes in the directors of the Society, amendments to the bylaws, and other incorporating documents with the corporate registry as required by the Act
- k) Carries out other duties as required or assigned by the Board

6.4.4. Treasurer

- a) Ensures all monies paid to the Society are deposited at the financial institutions approved by the Board
- b) Provides a detailed account of revenues and expenditures to the Board as requested

- c) Works with the Secretary and President to prepare an annual Budget for approval by the Board
- d) Arranges and oversees the annual audit
- e) Has signing authority for the Society
- f) Presents the audited statement of financial position of the Society at the Annual General Meeting
- g) Oversees bookkeeping activities, which may be outsourced to the third party provider
- h) Carries out other duties as required or assigned by the Board

6.4.5. Director at Large / Grievance Coordinator

- a) Works with the Secretary to draft or amend Bylaws or policies
- b) Hears concerns or grievances related to the SPFA and works with the grievance committee, as required, to resolve grievances
- c) Chairs the grievance committee
- d) Advises the Board and Society on governance related matters, including the following of Bylaws and policies.
- e) Carries out other duties as required or assigned by the Board

6.4.6. Field Liaison / Head Coach

- a) Must be a Head or Assistant Coach of the SPFA
- b) Is the head coach for the Society as a whole
- c) Is the liaison between the Board and field staff, including but not limited to coaches, trainers, and team managers
- d) Ensure coaching and staff rosters are complete and approved by the Board
- e) Ensures coaches and other field staff have completed appropriate training as may be required
- f) Is a member of the Grievance Committee
- g) Provides input on coaching, equipment, and other related items
- h) Calls and attends coaches and staff meetings as required. At a minimum there shall be a coaches meeting prior to team practices beginning for each season and when an issue is identified by the grievance committee or Board.
- i) Assists the Registrar with collecting documentation from field staff including but not limited to NCCP numbers and other certifications
- j) Ensures all coaches and field staff have signed applicable contracts on an annual basis. For example coaches contracts
- k) Ensures Players have completed their players contracts
- l) Carries out other duties as required or assigned by the Board

6.4.7. Bingo / Casino Director

- a) Coordinates, facilitates, and ensures volunteers for all Bingos and Casinos of the Society
- b) Ensures all requirements of the AGLC are met, including appropriate documentation and the expenditure of funds
- c) Keeps an accurate record of volunteer attendance at Bingos and Casinos
- d) Ensures all monies received are turned over to the Treasurer
- e) Sits on the Parkland Bingo Board
- f) Carries out other duties as required or assigned by the Board

6.4.8. Fundraising Director

- a) Coordinates and facilitates fundraising activities for the Society
- b) Advises and assists teams with additional fundraising activities as per SPFA policies
- c) Obtains and closes AGLC licenses as required for raffles or other fundraising activities, excluding Bingos and Casinos
- d) Ensures raffles meet AGLC requirements
- e) Ensures Members are aware of fundraising commitments
- f) Tracks Member fundraising commitments and reports to the Board
- f) Makes recommendations regarding unfulfilled fundraising commitments
- g) Carries out other duties as required or assigned by the Board

6.4.9. Registrar

- a) Operates and populates the registration system
- b) Assists Players, parents, Board Members, and staff with registration
- c) Ensure all Board Members and team staff have registered on the registration system
- d) Reports to the Board any Director or staff that have not registered on the registration system
- e) Submits team lists to the CDMFA
- f) Ensures monies received are turned over to the Treasurer
- g) Keeps records of the Membership, along with their addresses
- h) Collects criminal records checks, NCCP numbers, and coach's certification to ensure compliance with CDMFA rules and regulations, in coordination with the Club Manager
- i) Carries out other duties as required or assigned by the Board

6.4.10. Equipment Director

- a) Orders, organizes, and catalogues equipment and uniforms
- b) Ensures Players are issued all necessary equipment
- c) Fits players for equipment
- d) Assists with equipment issues and concerns through out the season
- e) Maintains records of equipment that has been signed out
- f) Advises the Board of uniform and equipment needs on an ongoing basis
- g) Collects equipment at the end of the season and makes recommendations on charging cleaning fees and the cashing of equipment deposits, as required
- j) Ensures trainer bags are stocked, in coordination with the Club Manager
- k) Carries out other duties as required or assigned by the Board

6.4.11. Facilities Coordinator

- a) Books all facilities for the SPFA including but not limited to practice space and game fields
- b) Ensures washroom facilities are available at Bomber's field during the season
- c) Books all rental and meeting spaces as required
- d) Ensures facilities are prepared and cleaned up as required
- e) Responsible for permitting including signage permitting
- f) Liaison with the Town of Stony Plain
- l) Responsible for all SPFA bookings
- m) Carries out other duties as required or assigned by the Board

6.4.12. Spring Program Director

- a) Oversees the coordination of the spring program in coordination with the Field Liaison and other Directors as required
- b) Reports to the Board on the planning and execution of the spring program
- c) Is a liaison between the Female Tackle Team, Spring Flag Teams, and the Board
- d) Carries out other duties as required or assigned by the Board

6.4.13. Communications Director

- a) Maintains and provides communication updates to the Board and Membership through email, social media, or other means
- b) Maintains and updates the website and social media pages
- c) Assists with player recruitment efforts as directed by the Board
- d) Carries out other duties as required or assigned by the Board

6.4.14. Club Manager / Volunteer Coordinator

- a) Oversees general SPFA operations and management
- b) Is responsible for all keys for the clubhouse, including distribution, copying, and collection
- c) Works with the Equipment Director to ensure trainer bags are stocked
- d) Assists the Field Liaison and Facilities Coordinator as needed
- e) Ensures parents are aware of volunteer requirements
- f) Assists team managers in meeting volunteer requirements for games
- g) Organizes standing and ad-hoc committees
- h) Responsible for the organization of the sale of merchandise and operating a concession at events, as needed. Ensures all funds raised are accounted for and turned over to the Treasurer
- i) Carries out other duties as required or assigned by the Board

6.5. BOARD COMMITTEES

The Board may appoint committees to advise the Board, organize events and functions, or for any other purpose deemed desirable by the Board. These committees may be standing or ad-hoc committees. The structure, purpose, and scope of standing committees should be put in writing via policy or terms of reference. The structure, purpose, and scope of ad-hoc committees should be done via Resolution. Committees shall maintain a record of discussions and decisions made at committees. Committees may make recommendations to the Board. However, Committees are not decision-making bodies unless specifically provided for in a Terms of Reference or Policy.

SECTION 7 – FINANCE AND OTHER MANAGEMENT MATTERS

7.1. FINANCE, AUDITING, & BORROWING

7.1.1. The fiscal year of the Society ends on December 31 of each year.

7.1.2. There shall be an audit or engagement review of the books, accounts, and records of the Society at least once each year by a qualified accountant or as otherwise required by the Act.

7.1.3. Two members of the Society will oversee and sign off on the audit or engagement review.

7.1.4. The Society may borrow funds upon the passing of a Special Resolution for that purpose.

7.2.CHEQUES AND CONTRACTS

- 7.2.1. Cheques require two signatures consisting of any two of the President, Vice President, Treasurer and Secretary.
- 7.2.2. Funds may be expended via other methods, for example e-transfer, EFT, or credit card as necessary, with 2 of the positions noted in section 7.2.1 approving the expenditure in either writing or via email from their official SPFA email account. The Treasurer shall maintain all such documentation.
- 7.2.3. All Contracts of the society must be approved by the Board and signed by an Officer.

7.3.KEEPING AND INSPECTION OF BOOKS AND RECORDS

- 7.3.1. The Board shall ensure that all bylaws, minute books, incorporating documents, official seal, and official records of the Society are maintained as per these bylaws and the Act.
- 7.3.2. The Secretary shall keep a copy of the current Minute Books and official seal.
- 7.3.3. Original Minute Books and Official Records shall be kept at the registered office of the Society
- 7.3.4. Members may inspect records and books upon reasonable notice. Request to inspect the records must be made in writing to the Secretary.
- 7.3.5. The Treasurer is responsible to maintain accurate financial records which are open to inspection in accordance with Section 7.3.4.

7.4.PAYMENT OF DIRECTORS

No Member, Director, or Officer may receive payment for their services. Reasonable expenses incurred while carrying out duties on behalf of the Society will be reimbursed with Board approval and the provision of documentation such as a receipt.

7.5.PROTECTION AND INDEMNITY OF DIRECTORS

- 7.5.1. Each Director or Officer holds office with protection from the Society. The Society indemnifies and holds harmless each Director or Officer against all costs or charges that result from any act or omission done in her role for the Society. The Society does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.
- 7.5.2. No Director or Officer is liable for the acts or omissions of any other Director, officer, or staff 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 Society.
- 7.5.3. No Director or Officer is liable for any loss due to an oversight or error in judgment, or by an act in her role for the Society unless the act is fraud, dishonest, or made in bad faith.
- 7.5.4. Directors or Officers can rely on the accuracy of any statement or report prepared by the Society's auditor or bookkeeper and are not held responsible for any loss or damage as a result of acting on the statement or report.

7.6.AMENDING THE BYLAWS

- 7.6.1. These Bylaws may be cancelled, altered, or added to by a Special Resolution of the Society.
- 7.6.2. The twenty-one (21) days notice of the General Meeting must include details of the proposed resolution to change the Bylaws.
- 7.6.3. The amended Bylaws take effect upon the approval of the Special Resolution and upon the acceptance by the Corporate Registry of Alberta, which shall be filed by the Secretary.
- 7.6.4. These Bylaws rescind and replace all previous Bylaws of the Society.

7.6.5. If any part of these Bylaws is found invalid by either the Act or a Court of competent jurisdiction that section of the Bylaws shall be severed and the remainder shall remain in effect.

7.7.DISTRIBUTING ASSETS AND DISSOLVING OR AMALGAMATING THE SOCIETY

7.7.1. The Society shall not pay dividends or distribute its assets amongst members

7.7.2. Upon dissolution any funds or assets remaining after paying all debts are to be paid or distributed to a non-profit or charitable organization with similar objectives as the Society. Members shall select the organization via Special Resolution.

7.7.3. Upon Special Resolution, the Society may choose to amalgamate with another similar organization.

THESE BYLAW APPROVED via SPECIAL RESOLUTION THIS 22nd DAY OF NOVEMBER 2025.