

By-Laws of the Friends of Kananaskis Cooperating Association

Submitted Under The Societies Act of Alberta
Amended as of June 28, 2014

ARTICLE 1: Preamble

1.1 The Society

The name of the Society is **The Friends of Kananaskis Country Cooperating Association**, which may also be referred to as **The Friends of Kananaskis, The Friends of Kananaskis Country, FOKC, The Cooperating Association**, or the Society.

1.2 The By-Laws

The following articles set forth the By-Laws of The Friends of Kananaskis Country.

ARTICLE 2: Defining and Interpreting the By-Laws

2.1 Definitions

In these By-Laws, the following words have these meanings.

2.1.1 **Act** means the Societies Act R.S.A. 2000, Chapter s-14 as amended or any statute substituted for it.

2.1.2 **Annual General Meeting** means the annual general meeting described in Article 5.1.

2.1.3 **Board** means the Board of Directors of this Society.

2.1.4 **By-Laws** means the By-Laws of this Society as amended.

2.1.5 **Cooperating Association** means this Society in its unique partnership with the administration of the Crown in Right of Alberta, Kananaskis Country.

2.1.6 **Director** means any person elected or appointed to the Board.

2.1.7 **General Meeting** means the Annual General Meeting and any Special General Meeting.

2.1.8 **Kananaskis Country** means the administration of the Crown in Right of Alberta, to which the Cooperating Association is associated with.

2.1.9 **Member** means a member of the Society.

2.1.10 **Officer** means any Officer listed in Article 6.2.

2.1.11 **Registered Office** means the registered office for the Society.

2.1.12 **Register of Members** means the register maintained by the Board of Directors containing the names of the Members of the Society.

2.1.13 **Society** means the Friends of Kananaskis Country Cooperating Association, also known as The Friends of Kananaskis, The Friends of Kananaskis Country, FOKC or the Cooperating Association.

2.1.14 **Special Meeting** means the special general meetings described in Article 5.2.

2.1.15 **Voting Member** means a Member of the Board of Directors. They are entitled to vote at all meetings of the Society.

2.2 **Interpretation**

The following rules of interpretation must be applied in interpreting these By-Laws.

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

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

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

2.2.4 **Headings** are for convenience only. They do not affect the interpretation of these By-Laws.

2.2.5 **Liberal Interpretation:** These By-Laws must be interpreted broadly and generously.

ARTICLE 3: Objects of the Society

3.1 **The Objects of the Society** are contained in the application to the Corporate Registry of Alberta for Society status. Amendments to the objects should only be made in that document in order to be legally recognized.

ARTICLE 4: Membership

4.1 **Membership in the Society**

A person becomes a Member of the Society by signing up on the Society's website or sending a written request to the Society at its corporate office. A member need not receive the Society's newsletter to be a Member.

4.2 **Classification of Members**

There are two designated types of Members:

- a) Voting Members
- b) Non-voting Members

4.2.1 **Voting Members**

An individual must be a member of the Board of Directors to be a Voting Member

4.2.2 **Non-voting Members**

All other members of the Society as recorded in the Register of Members. Non-voting Members can be personal, corporate or a non-profit group.

4.2.3 Any individual or organization may become a Member by requesting to be added to the Society's Register of Members.

4.3 **Rights and Privileges of Non-voting Members**

4.3.1 Any member in good standing is entitled to:

- a) receive notice of General Meetings of the Society;
- b) attend the General Meetings of the Society;
- c) speak at the General Meetings of the Society; and

d) exercise other rights and privileges given to Members in these By-Laws.

4.3.2 Member in good standing

A Member is in good standing so long as the Member is not suspended as provided for under Article 4.4.

4.4 Suspension of Membership

4.4.1 Decision to Suspend

The Board, at a Special Meeting called for that purpose or any Board meeting, may suspend a Member's membership, for one or more of the following reasons:

- a) if the Member has failed to abide by the By-Laws;
- b) if the Member has been disloyal to the Society;
- c) if the Member has disrupted meetings or functions of the Society; or
- d) if the Member has done or failed to do anything judged to be harmful to the Society.

4.4.2 Notice to the Member

4.4.2.1 The affected Member will receive written notice of the Board's intention to deal with the suspension of the Member. The Member will receive at least two (2) weeks notice before the Special Meeting.

4.4.2.2 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.

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

4.4.3 Decision of the Board

4.4.3.1 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.

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

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

4.4.3.4 The decision of the Board is final.

4.5 Termination of Membership

4.5.1 Resignation

4.5.1.1 Any Member may resign from the Society by sending or delivering a written notice to the Secretary of the Society.

4.5.1.2 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.

4.5.2 Death

The membership of a Member is ended upon his death.

4.5.3 Deemed Withdrawal

- 4.5.3.1 If a Non-voting Member has requested removal via email, the Member is considered to have submitted his resignation.
- 4.5.3.2 In this case, the name of the Non-voting 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.

4.5.4 **Expulsion**

- 4.5.4.1 The Society may, by Special Resolution, expel any Non-voting Member for any cause which is deemed sufficient in the interests of the Society.
- 4.5.4.2 The decision is final.
- 4.5.4.3 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.

4.6 **Transmission of Membership**

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

4.7 **Limitation on the Liability of Members**

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

4.8 **Privacy of Membership List**

The Registry of Members of the Society, and all data collected and contained therein, is the property of the Society, and the Society shall make best efforts to keep the Registry private unless:

- 4.8.1 Where it relates to a request to share an individual member's profile, that individual has provided written consent;
- 4.8.2 Where it relates to a request to share the whole members' list, 75% of the members approve such distribution; or
- 4.8.3 As otherwise directed by an Order of a court of competent jurisdiction.

ARTICLE 5: Meetings of the Society

5.1 **Annual General Meeting**

- 5.1.1 The Society holds its Annual General Meeting in Calgary, Canmore or other locations in and around Kananaskis Country. The Board sets the place, day and time of the meeting.
- 5.1.2 The Secretary mails or delivers a notice to each Member of the Society at least twenty-one (21) days before the Annual General Meeting. This notice state the place, date and time of the Annual General Meeting.

5.1.3 **Agenda for the Meeting**

The Annual General Meeting deals with the following matters:

- a) adopting the agenda;
- b) adopting the minutes of the last Annual General Meeting;
- c) presenting the Annual Report of the Society;
- d) considering the Chairperson's report;

- e) reviewing the financial statements setting out the Society's income, disbursements, assets and liabilities and the auditor's report;
- f) appointing auditors;
- g) electing the Chairperson;
- h) electing the Members of the Board;
- i) electing the other Officers of the Society,
- j) considering matters specified in the meeting notice, and
- k) conducting any other business on the agenda.

5.1.4 Quorum

Attendance by simple majority of the Members of the Board of Directors at the Annual General Meeting is quorum.

5.2 Special General Meeting of the Society

5.2.1 Calling of the Special General Meeting

A Special General Meeting may be called at any time:

- a) by a resolution of the Board of Directors to that effect; or
- b) on the written request of at least three (3) Directors. The request must state the reason for the Special General Meeting and the motions(s) intended to be submitted at this Special General Meeting.

5.2.2 Notice

The Secretary mails or delivers a notice to each member of the Society at least twenty-on (21) days before the Special General Meeting. This notice states the place, date, time and purpose of the Special General Meeting.

5.2.3 Agenda for the Special General Meeting

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

5.2.4 Procedure at the Special General Meeting

Any Special General Meeting has the same method of voting and the same quorum requirements as the Annual General Meeting.

5.3 Proceedings at the Annual or Special General Meeting

5.3.1 Attendance by the Membership and the Public

5.3.1.1 General Meetings of the Society are open to the Membership

5.3.1.2 General Meetings of the Society are open to the Public unless otherwise specified by the Board.

5.3.2 Failure to Reach Quorum

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

5.3.3 Presiding Officer

5.3.3.1 The Chairperson chairs every General Meeting of the Society. The Vice-Chairperson chairs in the absence of the Chairperson.

5.3.3.2 If neither the Chairperson nor the Vice-Chairperson is present within one-half (1/2) hour after the set time for the General Meeting, the Directors present choose one (1) of the Members to chair.

5.3.4 **Postponement**

5.3.4.1 During an Annual General Meeting or Special General Meeting, the Chairperson may postpone specific agenda items in said Meeting with the consent of the Directors at the Meeting. The postponed General Meeting conducts only the tabled business from the initial Meeting.

5.3.4.2 No notice is necessary if the General Meeting is postponed for less than thirty (30) days.

5.3.4.3 The Society must give notice when a General Meeting is postponed for thirty (30) days or more. Notice must be the same as for any General Meeting.

5.3.5 **Voting**

5.3.5.1 Each Voting Member, has one (1) vote. A show of hands decides every vote at every General Meeting. A ballot is used if at least four (4) Voting Members request it. Ballot votes may be secret if requested by at least four (4) voting members.

5.3.5.2 The Chairperson 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.

5.3.5.3 A Voting Member may vote by proxy.

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

5.3.5.5 The Chairperson declares a resolution carried or lost. This statement is final, and does have to include the number of votes for and against the resolution.

5.3.5.6 A minimum of four (4) Voting Members are required to request a ballot vote. In such case, the Chairperson 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.

5.3.5.7 Members may withdraw their request for a ballot.

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

5.3.6 **Failure to Give Notice of Meeting**

No action taken at a General Meeting is invalid due to:

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

5.3.7 **Written Resolution of All the Voting Members**

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

ARTICLE 6: The Government of the Society

6.1 The Board of Directors

6.1.1 Governance and Management of the Society

The Board governs and manages the affairs of the Society. The Board may hire paid staff to carry out the management functions under the directions and supervision of the Board.

6.1.2 Powers and Duties of the Board

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

- a) promoting the Objects of the Society;
- b) promoting membership in the Society;
- c) hiring employees, to operate the Society;
- d) regulating employees' duties and setting their salaries;
- e) maintaining and protecting the Society's assets and property;
- f) approving and annual budget for the Society;
- g) paying all expenses for operating and managing the Society;
- h) paying persons for services and protecting persons from debts of the Society;
- i) investing any extra monies;
- j) financing the operating of the Society, and borrowing or raising monies;
- k) making policies for managing and operating the Society;
- l) approving all contracts for the Society;
- m) maintaining all accounts and financial records of the Society;
- n) appointing legal counsel as necessary;
- o) making policies, rules and regulations for operating the Society and using its facilities and assets;
- p) selling, disposing of, or mortgaging any or all of the property of the Society; and
- q) without limiting the general responsibility of the Board, delegating its powers and duties to an appointed subcommittee or the paid administrator of the Society.

6.1.3 Composition of the Board of Directors

The Board of Directors consists of:

- a) the Chairperson, an Officer of the Society;
- b) the Vice-Chairperson, an Officer of the Society;
- c) the Secretary, an Officer of the Society;
- d) the Treasurer, an Officer of the Society;
- e) up to eight (8) Directors-at-large
- f) two (2) representatives of Alberta Parks, who may or may not themselves be Members of the Society

6.1.4 Election of the Directors of the Board

6.1.4.1 At the Annual General Meeting of the Society,

- 6.1.4.1.1 Any Member of the Society may stand for election to any vacant position on the Board. They do not have to be present to stand for election.

- 6.1.4.1.2 Any member of the Public present at the meeting may stand for election to any vacant position on the Board, under the condition that they become Members of the Society if elected
- 6.1.4.2 The Members of the Board elect Directors to fill any vacant positions,
- 6.1.4.3 Each Director serves a term that ends at the close of the third Annual General Meeting following the Annual General Meeting at which these Directors were elected,
- 6.1.4.4 At the end of their 3-year term, any Director may stand for re-election to the Board.
- 6.1.4.5 If there is a vacancy of the elected members on the Board, at any time the remaining Directors may appoint a Member in good standing to fill that vacancy for the remainder of the year.
- 6.1.4.6 The representatives of Alberta Parks who sit on the Board will be appointed by Alberta Tourism, Parks and Recreation, who shall be solely responsible for their selection and duration of representation.
- 6.1.5 **Resignation, Death or Removal of a Director of the Board**
 - 6.1.5.1 A Director of the Board 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.
 - 6.1.5.2 Voting Members may remove any Director of the Board of the Board before the end of his term by majority vote at any Board meeting.
 - 6.1.5.3 A Director must attend a minimum of four (4) meetings of the Board, including any General Meetings, in any 12-month period to remain in good standing as a Director, unless otherwise agreed to by the other Directors.
 - 6.1.5.3.1 Failure to attend the minimum number of meetings without permission will result in the automatic removal of that Director from the Board.
- 6.1.6 **Meetings of the Board**
 - 6.1.6.1 The Board holds at least five (5) meetings each year.
 - 6.1.6.2 The Chairperson calls the meetings. The Chairperson also calls a meeting if any two (2) Directors make a request in writing and state the business for the meeting.
 - 6.1.6.3 Ten (10) days notice for Board meetings is mailed to each Board Member. There may be five (5) days notice by telephone, fax or e-mail. Board Members may waive formal notice for themselves.
 - 6.1.6.4 A simple majority of the voting Directors is quorum.
 - 6.1.6.5 If there is no quorum, the Chairperson adjourns the meeting to the same time, place and day of the following week. At least four (4) Directors present at this later meeting is quorum.
 - 6.1.6.6 Each Director, including the Chairperson, has one (1) vote.

6.1.6.7 The Chairperson does not have a second or casting vote in the case of a tie vote. A tie vote means the motion is defeated.

6.1.6.8 Meetings of the Board are closed to non-voting Members of the Society except for the Executive Director and any other designated paid staff, the Alberta Parks representatives who sit on the Board, and any member of the general public who may receive specific invitation. Only Directors may vote.

6.1.6.9 A Meeting of the Board may be held by conference call, and Directors may attend Board meeting by telephone or other electronic means. Directors who participate in this call are considered present for the meeting.

6.1.6.10 Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board.

6.1.7 **Decisions Without Meetings**

6.7.1. It is not necessary to give notice or to call a Board meeting for Directors of the Board to agree to or to sign a resolution.

6.7.2 For decisions or resolutions to be made without a meeting, such a proposal must be circulated to each Board member, and each member has a maximum of five (5) days in the case of an e-mailed proposal, or 10 days from the date of mailing for a mailed proposal, to vote.

6.7.3 The date on a resolution is the date it passed. This resolution is as valid as one passed at any Board meeting.

6.7.4 Where proposals are voted on without meeting, a simple majority of Directors voting within the allotted time constitutes a quorum.

6.2 **Officers of the Society**

6.2.1 There are four (4) Officers of the Society. The Chairperson, Vice-Chairperson, Secretary, and Treasurer are the Officers of the Society.

6.2.2 The Voting Members elect the Officers at the Annual General Meeting.

6.2.3 The elected Officers hold office until re-elected or until a successor is selected.

6.2.4 An Officer may resign their Office but remain as a Director.

6.2.4.1 If there is a vacancy in the Officers at any time, the remaining Directors may appoint any Director to fill that vacancy for the remainder of the year.

6.3 **Duties of the Officers and Board Members**

6.3.1 **The Chairperson:**

- supervises the affairs of the Board;
- sets the agenda for all Board meetings
- when present, chairs and manages all meetings of the Society and the Board;
- is an ex-officio Member of all Subcommittees;
- acts as the primary spokesperson for the Society;
- provides regular reports to the Board on their activities in the Society's interest;
- carries out other duties assigned by the Board or specified in these Bylaws.

6.3.2 **The Vice-Chairperson:**

- presides at meetings in the Chairperson's absence. If the Vice-Chairperson is absent, the directors elect a Chairperson for the meeting.
- replaces the Chairperson at various functions when asked to do so by the Chairperson of the Board;
- provides regular reports to the Board on their activities in the Society's interest; and
- carries out other duties assigned by the Board.

6.3.3 **The Secretary:**

- attends all meetings of the Society and the Board;
- keeps accurate minutes of these meetings;
- tracks the attendance of Board members to assist in enforcement of Bylaw 6.1.5.3;
- tracks all decisions made without meetings pursuant to Bylaw 6.1.7;
- makes sure a record of names and addresses of all Members of the Society is kept;
- keeps the Seal of the Society;
- files changes in the Directors of the organization, amendments in the bylaws and other incorporating documents with the Corporate Registry;
- provides regular reports to the Board on their activities in the Society's interest; and
- carries out other duties assigned by the Board.

6.3.4 **The Treasurer:**

- chairs the Finance subcommittee, should such a subcommittee be set up;
- makes sure all monies paid to the Society are deposited in a chartered bank, treasury branch or trust company chosen by the Board;
- makes sure a detailed account of revenues and expenditures is presented to the Board if requested;
- makes sure a statement of financial position of the Society is prepared and presented to the Annual General Meeting;
- makes sure an Annual Return is submitted to the Corporate Registry, by the last day of the month, not more than one month after the end of the fiscal year of the Society;
- identifies and engages third parties to provide bookkeeping, accounting, auditing or other services; and
- carries out other duties assigned by the Board.

6.3.5 **Directors-at-large**

- chair various subcommittees of the Board as assigned;
- where possible, take on specific roles and responsibilities from time to time;
- provides regular reports to the Board on their activities in the Society's interest; and
- carry out other duties assigned by the Board.

6.3.6 Two Directors may jointly share the Chairperson and Vice-Chairperson position, and in this case, each will be referred to as "Co-Chairs" and each will share the Chairperson's duties as outlined in Section 6.3.1

6.4 **Duties of the Alberta Parks Representatives on the Board**

6.4.1 **Non-voting**

The representatives of Alberta Parks who sit on the Board may not vote on Board resolutions.

6.4.2 **Advisory Capacity**

The representatives of Alberta Parks who sit on the Board are, to the best of their ability, to represent the views of Alberta Parks, providing advice and guidance to Society activities. If they are also Members of the Society, they have all of the rights and privileges afforded to other Members.

6.5 **Board Subcommittees**

6.5.1 **Establishing Subcommittees**

The Board may appoint subcommittees to advise the Board.

6.5.2 **General Procedures for Subcommittees**

6.5.2.1 The Chairperson of the Board will appoint chairs to each Subcommittee created by the Board.

6.5.2.2 The Subcommittee Chairperson calls Subcommittee meetings. The Subcommittee Chairperson:

- records and distributes the minutes of its meetings to Subcommittee Members and to the Chairperson of the Board;
- provides reports to each Board meeting at the Chairperson of the Board's request.

6.5.2.3 Two (2) days notice is given to each Member of the Subcommittee. The notice states the date, place and time of the Subcommittee meeting. Subcommittee Members may waive formal notice for themselves.

6.5.2.4 A simple majority of the Subcommittee Members present at the meeting is quorum.

6.5.2.5 Each member of the Subcommittee, including the Chairperson, has one (1) vote at the Subcommittee meeting. The Chairperson does not have a casting vote in case of a tie. A tie indicates a defeated motion or resolution.

6.5.3 The Chairperson from time to time may choose to designate a Director as having responsibility for specific areas of the Society's business. In such cases, that Director will have all the rights and responsibilities of a Subcommittee chair for that particular area of responsibility.

6.6 **Executive Director**

6.6.1 The Board may choose to hire an Executive Director as required to carry out assigned duties.

6.6.2 If hired, the Executive Director reports to and is responsible to the Board of Directors.

6.6.3 Acting as the Administrative Officer of the Board, the Executive Director:

- attends all meetings of the Board of Directors as a non-voting member;
- is an ex-officio member of all subcommittees of the Board as needed;

- participates in the hiring, evaluation, and releasing all other paid staff;
- supervises all paid staff;
- applies the Board's policies
- keeps the Board informed about the affairs of the Society;
- in concert with the Treasurer, maintains the Society's books;
- if requested, prepares budgets for Board approval;
- plans programs and services based on the Board's priorities;
- acts as primary contact between Members, volunteers and Alberta Parks Staff in conducting the day to day business of the Society;
- manages the offices and general correspondence of the Society;
- applies for grants on the Society's behalf;
- carries out other duties assigned by the Board.

6.6.4 The Chair may assign some or all of the duties of the Executive Director to any paid employee of the Society.

ARTICLE 7: Finance and Other Management Matters

7.1 The Registered Office

The Registered Office of the Society is located, c/o Kananaskis Country, Suite 301, 800 Railway Avenue, Canmore, Alberta. Another place may be established at the Annual General Meeting or by resolution of the Board.

7.2 Finance and Auditing

7.2.1 The fiscal year of the Society ends on March 31st of each year.

7.2.2 There must be an annual audit of the books, accounts and records of the Society at least once each year. Either a qualified accountant or two Officers or Members of the Society appointed at the Annual General Meeting must do this audit. At each Annual General Meeting of the Society, the auditor submits a complete statement of the books for the previous year.

7.3 Seal of the Society

7.3.1 The Board may adopt a seal as the Seal of the Society.

7.3.2 The Secretary has control and custody of the seal, unless the Board decides otherwise.

7.3.3 The Seal of the Society can only be used by Officers authorized by the Board.

7.3.4 The Board must pass a motion to name the Authorized Officer(s).

7.4 Cheques and Contracts of the Society

7.4.1 Four Directors of the Board, the Executive Director or any other designated paid staff member will be authorized to sign all cheques drawn on the monies of the Society.

7.4.2 Two signatures are required on all cheques over \$5,000.00; only one signature will be required on cheques of \$5,000.00 or less. Staff may not sign cheques made out to themselves.

7.4.3 The Treasurer shall set any other appropriate signing authorities as deemed necessary.

7.4.4 All contracts of the Society must be signed by designated Directors or other persons authorized to do so by resolution of the Board.

7.5 The Keeping and Inspection of the Books and Records of the Society

7.5.1 The Secretary keeps a copy of the Minute Books and records minutes of all meetings of the Members and of the Board.

7.5.2 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 the Standing and Ad hoc Subcommittees.

7.5.3 The Board keeps and files all necessary books and records of the Society as required by the By-Laws, the Societies Act, or any other statutes or laws.

7.6 Borrowing Powers

7.6.1 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.

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

7.7 Payments

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

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

7.8 Protection and Indemnity of Directors and Officers

7.8.1 Each Director or Officer holds office with protection from the Society. The Society indemnifies each Director or Officer against all costs or charges that results 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.

7.8.2 No Director or Officer is liable for acts of any other Director, Officer or employee. No Director or Officer is responsible for any loss or damage due to bankruptcy, insolvency, or wrongful act to 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.

7.8.3 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 8: Amending the By-Laws

8.1 These By-Laws may be cancelled, altered or added to by Special Resolution at any Annual General Meeting or Special General Meeting of the Society.

8.2 The twenty-one (21) days notice of the Annual General or Special General Meeting of the Society must include details of the proposed resolution to change the bylaws.

- 8.3 The amended bylaws take effect after approval of the appropriate resolution at the Annual General or Special General Meeting and accepted by the Corporate Registry of Alberta.

ARTICLE 9: Distributing Assets and Dissolving the Society

- 9.1 The Society does not pay any dividends or distribute its property among its Members.
- 9.2 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.