



# Constitution & Bylaws

*For Membership Approval - March 30, 2023*

## Contents

PREAMBLE .....	3
DEFINITIONS .....	3
CONSTITUTION .....	5
ARTICLE 1 - NAME.....	5
ARTICLE 2 - PURPOSE AND OBJECTIVE.....	5
ARTICLE 3 - YMCA AFFILIATIONS.....	5
ARTICLE 4 - MEMBERSHIP .....	5
ARTICLE 5 - CONSTITUTION AND BYLAWS .....	5
ARTICLE 6 - NO SHARES OR DISTRIBUTIONS TO MEMBERS .....	5
ARTICLE 7 - AMENDMENTS TO CONSTITUTION AND BYLAWS .....	6
BYLAWS .....	7
ARTICLE 1 - HEAD OFFICE.....	7
ARTICLE 2 - SEAL .....	7
ARTICLE 3 - MEMBERSHIPS IN THE ASSOCIATION.....	7
ARTICLE 4 - BOARD OF DIRECTORS.....	11
ARTICLE 5 - BOARD MEETINGS .....	14
ARTICLE 6 - REMUNERATION OF DIRECTORS.....	15
ARTICLE 7 - DUTY OF CARE AND INDEMNIFICATION .....	16
ARTICLE 8 - COMMITTEES OF THE BOARD .....	16
ARTICLE 9 - CHIEF EXECUTIVE OFFICER.....	17
ARTICLE 10 - ASSOCIATION MEETINGS.....	18
ARTICLE 11 - FINANCIAL MATTERS AND EXECUTION OF DOCUMENTS.....	19
ARTICLE 12 - AUDITORS .....	21
ARTICLE 13 - INTERPRETATION .....	21

## **PREAMBLE**

The Lethbridge Young Men's Christian Association, also known as the YMCA of Lethbridge, Alberta, is a body incorporated pursuant to an Act of the Government of the Province of Alberta, being Chapter 42 of the Revised Statutes of Alberta, 1910, and amendments thereto and is a private, voluntary, charitable not-for-profit Association.

## **DEFINITIONS**

The following defined terms are used in both the Constitution and the Bylaws of the YMCA of Lethbridge, and they have the meanings set forth below:

**Committees:** means such committees of the Association as may be established, from time to time, pursuant to the Bylaws.

**Annual General Meeting:** means the annual meeting of the Association Members of the Association held for the conduct of General Business.

**Association:** means The Lethbridge Young Men's Christian Association, incorporated December 16, 1910, and is also known as the YMCA of Lethbridge.

**Audit and Finance Committee:** means the Audit and Finance Committee of the Board established pursuant to the Bylaws.

**Board:** means the Board of Directors of the Association.

**Bylaw(s):** means a bylaw (or "the Bylaws") of the Association from time to time in force.

**Chief Executive Officer:** means the individual appointed by the Board as the Chief Executive Officer of the Association.

**Constitution:** means the constitution (or "the Constitution") of the Association from time to time in force.

**Director:** means a member of the Board of Directors of the Lethbridge Young Men's Christian Association.

**Executive Committee:** means the Executive Committee of the Board established pursuant to the Bylaws.

**General Business:** means:  
(a) the presentation of the audited annual financial statements of the Association as approved by the Board;

- (b) the election of Directors; and,
- (c) the appointment or reappointment of an auditor.

**Meetings of the Association:** means a meeting of the Association Members of the Association held pursuant to the Bylaws. A Meeting of the Association which is called only to consider Special Business shall be referenced as a "Special Meeting". If, in addition to General Business, Special Business is to be considered at an Annual General Meeting, the Meeting shall be referred to as an "Annual General and Special Meeting".

**Member:** refers to any of the classes of membership in the Association as outlined in the Bylaws.

**Member in Good Standing:** means:

- (a) the Association has received the Member's completed membership application;
- (b) the Association has received the Member's annual Association Membership fee; and,
- (c) the Member is not suspended.

**Member Nominations:** means nominations of individuals for election to the Board made by Association Members pursuant to the Bylaws.

**Notice Board:** means the prominent place or places designated by the Chief Executive Officer from time to time for the posting of official notices pursuant to the Constitution and Bylaws.

**Governance and Nominating Committee:** means the Governance and Nominating Committee of the Board established pursuant to the Bylaws.

**Officer:** means an officer of the Association determined in accordance with the Bylaws.

**Special Business:** means:

- (a) the removal of one or more Directors pursuant to the Bylaws;
- (b) the replacement, amendment, repeal or addition to the Constitution and the Bylaws as the case may be; and,
- (c) such other matters as the Board may resolve to bring before the Association Members of the Association.

**Special Resolution:** means a resolution of the Association Members to approve a matter of Special Business.

## **CONSTITUTION**

### **ARTICLE 1 - NAME**

The name of the Association is "The Lethbridge Young Men's Christian Association." The Association may also be correctly referred to as the "YMCA of Lethbridge".

### **ARTICLE 2 - PURPOSE AND OBJECTIVE**

The purpose of the Association shall be: "to aid the spiritual, mental, social and physical improvement of all people by such means as may from time to time be determined by the Association."

The objective shall be: "to actively participate in the wellbeing of the community and to provide an environment which allows all people to join together in activities which will promote their physical, social, intellectual, vocational and overall wellbeing while contributing to the betterment of community."

### **ARTICLE 3 - YMCA AFFILIATIONS**

The Association shall be affiliated with other YMCAs or YMCA-YWCAs in Canada through membership in The National Council of Young Men's Christian Associations of Canada, and with other YMCAs or YMCA-YWCAs throughout the world through the World Alliance of Young Men's Christian Associations with which The National Council of Young Men's Christian Associations of Canada is affiliated.

### **ARTICLE 4 - MEMBERSHIP**

The membership of the Association shall be open to all members of the general public who are in support of the purpose and objective of the Association and who comply with the provisions and regulations for membership set forth in the Association's Bylaws.

### **ARTICLE 5 - CONSTITUTION AND BYLAWS**

The Association shall be governed by the terms of this Constitution and by the terms of Bylaws duly adopted from time to time.

### **ARTICLE 6 - NO SHARES OR DISTRIBUTIONS TO MEMBERS**

The Association shall be operated on a not-for-profit basis and shall neither have a capital divided into shares nor declare any dividend or distribute any of its property among its Members. If the Association ceases active operations in pursuit of its objectives, or in the event of the dissolution, winding-up, or disposition of all or substantially all of the assets of the Association other than in the ordinary course of its business and undertaking, the property of the Association shall be distributed to other YMCA's with which it is affiliated, or to other charitable groups or purposes which serve similar objectives, provided

that to the extent applicable, such property shall only be distributed in accordance with the requirements of the Canada Revenue Agency and the Alberta Gaming and Liquor Commission.

## **ARTICLE 7 - AMENDMENTS TO CONSTITUTION AND BYLAWS**

This Constitution and the Bylaws of the Association may be replaced, amended, repealed, or added to only by Special Resolution passed by at least three-quarters (3/4) of the votes cast thereon by Association Members present at a duly held Special Meeting of the Association and provided that at least thirty (30) days' notice of such Meeting shall be given to Association Members by way of a posting on the Notice Board of the Association that sets out notice of the time and place of the Meeting and the proposed replacement, amendment, repeal or addition. A copy of said notice and proposed Special Resolution shall also be distributed to all Members of the Board. The Special Resolution comes into effect on the same date as acceptance at such Special Meeting. The previous Constitution and Bylaw of the Association are repealed on the same date as the new version comes into force.

## **BYLAWS**

### **ARTICLE 1 - HEAD OFFICE**

#### **1.1 Location**

The head office of the Association shall be located at such place in the City of Lethbridge, or such other location as the Board may from time to time determine.

### **ARTICLE 2 - SEAL**

#### **2.1 Seal**

The seal, an impression whereof is impressed in the margin hereof, shall be the seal of the Association.

### **ARTICLE 3 - MEMBERSHIPS IN THE ASSOCIATION**

#### **3.1 Categories of Membership**

There shall be three categories of membership in the Association: (A) Association Membership, (B) Facility Membership, or (C) Honorary Membership, each with the privileges and responsibilities set forth in this Article.

##### **3.1.1 Association Membership**

Association Members are individuals who:

- (a) are 18 years of age or older and have paid the annual Association Membership fees; or
- (b) are current Board Members of the Association; or
- (c) are Honorary Members of the Association.

##### **3.1.2 Facility Membership**

Facility Members of the Association are individuals who pay the membership fees in a recreational or other facility, as designated by the Board from time to time, operated by the Association.

##### **3.1.3 Honorary Membership**

Honorary Members of the Association are individuals who have been approved as Honorary Members by the Board of Directors from time to time in its discretion.

#### **3.2 Admission of Members**

Any individual may become a Member in the appropriate category by meeting the requirements below.

##### **3.2.1 Association Membership Admission**

Upon the Association receiving an individual's completed membership application and paying the Association Membership fees to the Association, an individual shall become an Association Member.

The application will require the individual to confirm their alignment with the purpose and objectives of the Association. The Association will keep a Register of Association Members.

### **3.2.1.1 Association Membership Fees**

The annual Association Membership fees will be set from time to time by the Board of Directors of the Association. Individuals can become Association Members at any point during the year.

### **3.2.1.2 Association Membership Year**

The Association Membership Year is January 1 to December 31.

### **3.2.2 Facility Membership Admission**

Facility Memberships may begin at any time during the year. The Chief Executive Officer may from time to time establish various categories of Facility Membership and determine the fees associated with these categories. The Chief Executive Officer, and such other individuals as he or she may authorize, may also from time to time exempt any individual or defined group of any individuals for any period of time from payment of any fees otherwise payable in respect of their Facility Membership. Individuals can apply to be Facility Members by contacting any recreational facility operated by the Association and completing such requirements as may be applicable.

### **3.2.3 Honorary Membership Admission**

An individual shall become an Honorary Member upon the Board of Directors passing a resolution recognizing the contribution of the individual to the Association or its objectives. There will be no annual Association Membership fees for Honorary Members. The Association will keep a Register of Honorary Members.

## **3.3 Rights and Privileges of Members**

Any Member in Good Standing is entitled to:

- (a) receive notice of, attend, and address any Meeting of the Association; and
- (b) exercise the rights and privileges given to members in these Bylaws.

### **3.3.1 Association Member Rights and Privileges**

The only Members who can vote at any Meeting of the Association are Association Members in Good Standing. An Association Member is entitled to one vote for any motion at a Meeting of the Association. An Association Member shall not be entitled to vote at a Meeting of the Association unless the Association has received their Association Membership fees at least sixty (60) days prior thereto and they are not suspended as per Article 3.4.

### **3.3.2 Facility Member Rights and Privileges**

The Chief Executive Officer may establish categories of Facility Membership with various rights to the use and access to facilities and programs which may change from time to time.



### **3.3.3 Honorary Member Rights and Privileges**

The Board of Directors may establish categories of Honorary Membership with various rights to the use and access to facilities and programs which may change from time to time.

## **3.4 Suspension of Membership**

### **3.4.1 Suspension of Association Membership**

The Board, at a Meeting called for that purpose, may suspend an Association Member's membership for a period of not more than six (6) months for the following reasons:

- (a) if the Association Member has failed to abide by the Bylaws; or
- (b) if the Association Member has disrupted Meetings or function of the Association; or
- (c) if the Association Member has done by act or omission anything judged to be harmful to the Association.

#### **3.4.1.2 Notice to the Association Member**

The affected Association Member will receive written notice of the Board's intention to address any potential suspension. The notice will state the reasons why suspension is being considered and be provided at least fourteen (14) calendar days prior to such Meeting. The Association Member will have an opportunity to appear before the Board to address the matter, subject to any limitations the Chair of the Board may in their discretion require. The decision of the Board is final.

### **3.4.2 Suspension of Facility Membership**

The Chief Executive Officer may, at any time, suspend the Facility Membership and the privileges of any individual for any period of time, without limit on the number of such suspensions. In no event shall the Facility Member so suspended be entitled to any abatement, rebate or refund of the whole or any part of any fees paid, nor be entitled to any remedy or damages whatsoever, such suspension, as the case may be, being entirely within the unfettered discretion of the Chief Executive Officer. The Chief Executive Officer can, in his or her discretion, refer the matter to the Executive Committee, in which case the decision of the Executive Committee is final.

## **3.5 Termination of Membership**

For all types of membership, no right or privilege is transferrable to another person. All rights and privileges cease when the Member resigns, dies, or is terminated from the Association.

### **3.5.1 Termination of Association Membership**

#### **3.5.1.1 Resignation**

Any Association Member may resign from the Association by sending written notice to the Association. At that time, the Association Member's name is removed from the Register of Members. The Association Member is considered to have ceased being a Member on the date their name is removed

from the Register of Members.

#### **3.5.1.2 Death**

The membership of an Association Member is ended upon their death. The Association Member is considered to have ceased being a Member on the date their death, and they will be removed from the Register of Members.

#### **3.5.1.3 Deemed Withdrawal**

If an Association Member has not paid the annual Association Membership fees within ninety (90) calendar days following the date these are due, the Association Member is considered to have tendered their resignation and removed the beginning of the following year. In this case, the name of the Association Member is removed from the Register of Members and they are considered to have ceased being an Association Member on the date they are removed.

#### **3.5.1.4 Expulsion**

The Board may, by Special Resolution at a Board meeting, expel any Association Member for any cause which is deemed sufficient in the interests of the Association. This decision is final. On passage of the Resolution, the name of the Association Member is removed from the Register of Members and they are considered to have ceased being an Association Member on the date they are removed.

### **3.5.2 Termination of Facility Membership**

#### **3.5.2.1 Resignation**

Any Facility Member may resign from the facility by sending the appropriate written notice as determined by the Chief Executive Officer from time to time.

#### **3.5.2.2 Death**

The membership of an individual Facility Member is ended upon their death.

#### **3.5.2.3 Deemed Withdrawal**

If a Facility Member has not paid their Facility Membership fees as set from time to time, within two (2) months following the date these are due, the Facility Member is considered to have tendered their resignation.

### **3.5.3 Termination of Honorary Membership**

#### **3.5.3.1 Resignation**

Any Honorary Member may resign from their Honorary Membership by sending the appropriate written notice as determined by the Chief Executive Officer from time to time.

### **3.5.3.2 Death**

The membership of an Honorary Member is ended upon his or her death.

### **3.5.3.3 Expulsion**

The Association may, by Special Resolution at a Special Meeting, expel any Honorary Member for any cause which is deemed sufficient in the interests of the Association. This decision is final. On passage of the Special Resolution, the name of the Honorary Member is removed from the Register of Honorary Members and they are considered to have ceased being an Honorary Member on the date they are removed.

## **ARTICLE 4 - BOARD OF DIRECTORS**

### **4.1 Numbers and Qualifications of Directors**

The Board shall consist of not less than ten (10) nor more than fifteen (15) individuals. Each Director shall be 18 years of age or older and shall be in support of the purposes and objectives of the Association. No employee of the Association may serve as a Director.

### **4.2 General Authority of the Board**

The Board shall be responsible for the business and affairs of the Association. Subject to the Constitution and the Bylaws, the Board shall have any power and authority necessary to manage the business and affairs of the Association including, without restricting the generality of the foregoing, the authority to acquire, dispose of and encumber the assets of the Association, set operating and capital budgets, employ, remunerate, and indemnify any person for services rendered or liabilities incurred, in connection with the business and affairs of the Association, and generally to establish policies. The Board may from time to time delegate to such one or more Directors, Officers or Committees as may be designated by resolution of the Board, such of its authority, and in such manner, as the Board shall determine at the time of the delegation.

### **4.3 Election of the Board**

- (a) A Director may be nominated and elected, for an initial term of two (2) years. A Director that allows their name to stand after the initial two-year term is eligible to serve for an additional three-year term and if they allow their name to stand a third time, is eligible to serve a final two-year term. No individual shall be eligible for re-election as a Director after serving seven (7) consecutive years. Individuals shall again be eligible for nomination as a Director after an absence of at least nine (9) months. For clarification, notwithstanding the passage of the said maximum number of consecutive years as a Director, any Director shall in any event validly remain and continue as a Director until the next ensuing Annual General Meeting. The number of Board vacancies to be filled at any Meeting of the Association shall be the number of individuals nominated in the Nominating Committee Report tabled in respect of that Meeting whether or not that report has been adopted or defeated.
- (b) Each year, in anticipation of the next ensuing Annual General Meeting, the Governance and

Nominating Committee shall prepare a list of continuing Board Members and nominations for new Members of the Board. Such list (the "Nominating Committee Report") shall be posted on the Notice Board, after approval by the Board of Directors, at least thirty (30) days prior to the next ensuing Annual General Meeting and the list that has been approved shall be submitted to the Annual General Meeting for consideration by the Association Members.

- (c) In addition to nominations from the Governance and Nominating Committee, any twenty-five (25) Association Members shall be entitled to submit a written nomination or nominations for consideration and voting at an Annual General Meeting. Such nominations ("Member Nominations"), accompanied by a written statement of willingness to stand signed by such nominee(s), must be received by the Board Chair of the Association at least twenty (20) days prior to the next ensuing Annual General Meeting. Names presented for nomination this way will be presented independent of the slate. If this increases the slate to more than the maximum number of Directors, then each name brought to the Annual General Meeting will be presented independently.

A list of Member Nominations shall be posted on the Notice Board at least thirty (30) days (or promptly upon receipt if Member Nominations are received in fewer days prior to the Meeting as permitted by this Bylaw) prior to the next ensuing Annual General Meeting.

- (d) There shall be no nominations of candidates for the Board from the floor at any Meeting of the Association.
- (e) Unless an Association Member requests the vote be conducted by written ballot, the Chair may dispense with written ballots and the matters to be determined pursuant to the Bylaws shall be determined by show of hands.

Approval of a motion to adopt the Nominating Committee Report, and any motion to elect Member Nominations, shall each require a simple majority of the votes cast by Association Members present at an Annual General Meeting. If so adopted, the individuals nominated in the Nominating Committee Report, or nominated as Member Nominations, shall be deemed to be elected.

In the event that either or both the motion to adopt the Nominating Committee Report or to elect Member Nominees are defeated and thereby there remain vacancies to be filled on the Board at that Meeting, written ballots listing in alphabetical order all eligible nominees not yet elected from either or both the Nominating Committee Report and the Member Nominations shall be distributed and voted upon.

Each Association Member, when voting on the ballot, shall have the number of votes equal to the number of vacancies to be filled and may cast only one vote per nominee. The number of vacancies to be filled by the ballot process shall, for the purposes of these Bylaws, be the number of nominees set forth in the Nominating Committee Report whether or not that report has been adopted or defeated, less the number of nominees, if any, so far elected at the Meeting. Any ballot containing more votes than the number of vacancies to be filled shall be declared a spoiled ballot and not counted. That number of nominees equal to the number of vacancies to be filled, with the greatest number of votes, shall be elected.

In the event that the individual who has the smallest number of votes which still qualifies him or her to be elected, is tied with one or more other such individuals, a second ballot shall be held to determine who, from the individuals tied, shall be elected Director(s). In such second ballot, each Association Member shall have the number of votes equal to the number of vacancies still to be filled. Should the second ballot result in a tie, there shall be no further votes conducted and there shall be a vacancy on the Board to be dealt with pursuant to Bylaw 4.6.

#### **4.4 Directors Leaving Office**

The office of any Director shall be vacated in the event that he or she:

- (a) has the status of bankrupt; or
- (b) is incapable of carrying out his or her responsibilities as a Director as determined by the Board; or
- (c) is removed from office by Special Resolution of the Association Members as provided for herein; or
- (d) provides the Association written notice of resignation; or
- (e) upon a majority vote of the Board of Directors, if a Director has missed three (3) consecutive meetings or a total of six (6) meetings in a calendar year without an explanation acceptable to the Board.

#### **4.5 Removal of Director**

The Association Members of the Association may, by Special Resolution passed by at least two-thirds (2/3) of the votes cast at a Meeting of the Association of which notice specifying the intention to pass such Resolution has been given, remove and replace any one or more Directors before the expiration of his or her term of office, the term of such replacement Director(s) shall be that of the Director(s) so replaced.

#### **4.6 Vacancies on the Board**

Between Annual General Meetings, the Directors remaining in office may appoint eligible individuals as Directors to fill any vacancies on the Board, however they arise, up to a maximum of one-third (1/3) the number of Directors who constituted the Board at the end of the last Annual General Meeting. Any such replacement Director shall be a Director of the Association as validly as though elected at an Annual General Meeting. The term of such replacement Director shall extend until the next Annual General Meeting, without regard to the time remaining in the term of the Director being replaced. The remaining Directors shall at all times be able to validly and effectively exercise the authority of the Board notwithstanding any vacancies on the Board.

#### **4.7 Appointment of Chair, Vice Chair, and Treasurer**

The Officers of the Association are the Board Chair, Vice Chair and the Treasurer and shall be appointed by the Board as required, normally at the first meeting of the Board following an Annual General Meeting. The term of office for the Chair, Vice Chair, and Treasurer shall be two (2) years or until successors are appointed. The Board may appoint such other Officers and agents as they shall from time to time deem necessary who shall have authority and shall perform duties as may from time to time be prescribed by the Board.

#### **4.8 Chair of the Board**

The Chair chairs all Board meetings and Meetings of the Association. The Chair shall be an ex officio member of all Committees and shall have voting privileges at each Committee meeting. During the absence or incapacity of the Chair, the duties and powers of that office shall be exercised by the Vice Chair, or in the absence of a Vice Chair, such other Director as the Board may appoint for the purpose.

#### **4.9 Conflicts of Interest**

A Director who is a party to, or who is a Director or Officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Association shall disclose to the Board the nature and extent of his or her conflict of interest as soon as such conflict comes to his or her attention. Such a Director shall not vote on any resolution, or participate in deliberations concerning the subject matter of the Director's conflict of interest.

### **ARTICLE 5 - BOARD MEETINGS**

#### **5.1 Place of Board Meetings**

Meetings of the Board may be held at any place as the Board may, from time to time, determine whether it be in or outside of the City of Lethbridge.

#### **5.2 Notice**

Notice of meetings of the Board shall be provided to each Director at least five (5) days before the date on which the meeting is to take place. The Board may, by resolution, appoint a day or days in any month or months for regular meetings at a time to be named. A copy of such resolution shall be provided to each Director forthwith after being passed, and thereafter no other notice shall be required for such regular meetings. If, in any event, a quorum of Directors is present at a meeting without objection to notice, then proceedings of the meeting shall be valid notwithstanding any defect in notice of the meeting.

#### **5.3 Frequency of Meetings**

The Board shall meet at least six (6) times a year unless prevented by unforeseen circumstances beyond the control of the group, and at such other times as the Board may determine from time to time. The Chair, or in his or her absence, the Vice Chair, may call a meeting of the Board whenever he or she deems it necessary. Upon receiving a written and individually signed request to do so from six (6) or more Directors, a Board meeting must be called within fourteen (14) days.

#### **5.4 Waiver of Notice**

A Member of the Board may at any time and in any manner waive notice of or otherwise consent to a meeting of the Board and may approve and ratify any and all proceedings of any such meeting and attendance at a meeting is a waiver of notice except where a Member of the Board attends for the express purpose of objecting to the transaction of business.

## **5.5 Quorum**

A simple majority of the Board shall form a quorum for the transaction of business at any meeting of the Board. For the determination of quorum, the number of Directors required for a majority shall be based on the number of Directors that are in office at the time of the determination. In the event that a duly called meeting of the Board fails to attain quorum or, having had quorum at the commencement of the said meeting thereafter loses quorum prior to the adjournment of the meeting, the chair of the meeting may elect to adjourn the meeting to a date and time no later than twenty-one (21) days thereafter and at such resumed meeting the Directors in attendance shall constitute a quorum for the purposes of that meeting.

## **5.6 Virtual Meetings**

Any or all Directors may participate in a meeting of the Board or of a Committee of the Board by means of such telephone, electronic or other communications facilities that permit all persons participating in the meeting to communicate with each other, simultaneously and instantaneously, and a Director participating in such a meeting by such means is deemed to be present at the meeting.

## **5.7 Voting**

Questions arising at any meeting of the Board shall be decided by a majority vote of Directors in attendance, given by a show of hands or by any other means which clearly indicates the affirmative vote, negative vote, or abstention from voting of each Director present. The chair of the meeting may vote on any matter. In the case of an equality of votes, the chair of the meeting shall not have a second vote.

## **5.8 Minutes**

At each Board meeting a minute-taker will be appointed to take minutes of the meeting in order to record attendance, motions and any votes made by the Board. A copy of the minutes, once approved, will be distributed within a reasonable time from the meeting date. Any Member of the Association can have access to review the minutes of any meeting of the Board by request to the Chief Executive Officer. The Board is responsible to hold copies of the minutes electronically and in paper format, and to ensure that Board minutes are signed upon approval by a minimum of two (2) Board Members.

# **ARTICLE 6 - REMUNERATION OF DIRECTORS**

## **6.1 REMUNERATION**

No Director shall receive any remuneration for acting as a Director. A Director may receive reimbursement from the Association for reasonable out-of-pocket expenses incurred by such Director in attending any Board, Committee, or other meetings, functions or other events as a Director or otherwise as a representative or delegate of the Association. From time to time a Board Member may be remunerated for professional work that supports the Association but is not related to volunteer duties. This exception must be approved by the Board in conjunction with the Association's policies and procedures.

## **ARTICLE 7 - DUTY OF CARE AND INDEMNIFICATION**

### **7.1 Duty of Care**

Every Director and Officer, in exercising his or her powers and discharging his or her duties shall:

- (a) act honestly and in good faith with a view to the best interests of the Association; and
- (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances; and
- (c) ensure that communication to Members and the public are in alignment and support of any majority decision made by the Board.

### **7.2 Indemnification of Directors and Officers**

The Directors and Officers, and every former Director or Officer, shall be indemnified by the Association against all costs, charges, and expenses, including an amount paid to settle an action or satisfy a judgment, which such Director or Officer may reasonably incur in respect of any civil, criminal, or administrative action or proceeding to which the Director or Officer is made a party by reason of being or having been a Director or Officer of the Association, in the same manner and to the fullest extent, and subject to the conditions and restrictions, that an Alberta corporation may indemnify its Directors and Officers pursuant to Section 124 of the Business Corporations Act (Alberta), as amended from time to time, applied *mutatis mutandis* to the Association pursuant to this Bylaw.

## **ARTICLE 8 - COMMITTEES OF THE BOARD**

### **8.1 Standing Board Committees**

There shall be three (3) standing committees of the Board: an Executive Committee, an Audit and Finance Committee and a Governance and Nominating Committee.

### **8.2 Executive Committee**

The Board shall elect annually from its number a Chair, a Vice Chair, and a Treasurer, who shall be the Officers of the Association and serve as the Executive Committee. Each member of the Executive Committee shall be independent of management of the Association. Each member of the Executive Committee shall serve during the pleasure of the Board and, in any event, only so long as he or she shall be a Director. The Directors may fill vacancies in the Executive Committee as necessary.

Any member of the Committee can call a meeting of the Committee. The Executive Committee will have duties and authority as the Board may, from time to time, determine.

### **8.3 Audit and Finance Committee**

The Board shall elect annually from among its number an Audit and Finance Committee composed of not fewer than three (3) Directors, one of whom is the Treasurer, who will act as chair of this Committee. Generally, the Committee will have one or more members who are familiar with financial reporting matters. Each member of the Audit and Finance Committee shall be independent of management of the Association. Each member of the Audit and Finance Committee shall serve during the pleasure of the



Board and, in any event, only so long as he or she shall be a Director. The Directors may fill vacancies in the Audit and Finance Committee as necessary.

Any member of the Committee, or the auditor, may call a meeting of the Committee. The Audit and Finance Committee shall review the annual financial statements of the Association and report to the Board prior to consideration and approval of the Board. The Audit and Finance Committee shall have other duties and authority as the Board may, from time to time, determine.

#### **8.4 Governance and Nominating Committee**

The Board shall elect annually from among its number a Governance and Nominating Committee composed of a minimum of three (3) Directors. Each member of the Governance and Nominating Committee shall serve during the pleasure of the Board and, in any event, only so long as he or she shall be a Director. The Directors may fill vacancies in the Governance and Nominating Committee as necessary. The Committee shall meet periodically to review the governance policies and procedures of the Board and the Association, and shall make such recommendations to the Board in respect thereof as it may determine. The Governance and Nominating Committee shall have such other duties and authority as are provided in the Bylaws and as the Board may, from time to time, determine.

#### **8.5 Board Committees**

The Board may, from time to time, constitute and dissolve such other Board Committees as it sees fit, provided that any Board Committee shall be composed of a minimum of one (1) Director, along with other individuals (who need not be Directors or Members), who are in support of the purposes and objectives of the Association, for the purpose of serving the Board with respect to any matter concerning the Association. As the occasion requires, the Board may issue to any such Committee a directive or directives indicating the duties to perform. The Board may delegate such of its authority as it may determine, from time to time, to any Board Committee.

### **ARTICLE 9 - CHIEF EXECUTIVE OFFICER**

#### **9.1 Chief Executive Officer**

The Board shall appoint Chief Executive Officer with such duties and responsibilities as the Board may determine. In line with those duties and responsibilities, the Chief Executive Officer will manage and direct the business, affairs, and operations of the Association. The Chief Executive Officer shall conform to all lawful directions given by the Board and shall at all reasonable times give to the Board all information as may be requested or required by the Board regarding the Association. The Chief Executive Officer shall not be a Member of the Board. However, the Chief Executive Officer shall be given due notice of and have the right to attend at and participate in all Board and Committee meetings in the Association and any Meeting of the Members of the Association, unless specifically excused by the Chair from a Meeting or portion thereof for good cause. The Chief Executive Officer provides key insight to the Board and will assist the Chair in preparing Board meeting agendas and will lead the process of management's reporting to the Board. The Chief Executive Officer is a non-voting, ex officio member on all Board Committees.

## **ARTICLE 10 - ASSOCIATION MEETINGS**

### **10.1 Annual General Meeting**

An Annual General Meeting of the Association shall be held within one hundred (100) days following the end of each fiscal year of the Association for the purpose of conducting the General Business of the Association, and the consideration of such Special Business as may be properly identified before the Meeting. Following the adjournment of the business portion of any Annual General Meeting, there may be presented such other updates and reports from the Board and the Chief Executive Officer of the Association as the Board may direct.

### **10.2 Calling of Annual General Meetings and Notice**

The date, time and place of each Annual General Meeting shall be fixed by resolution of the Board. Notice of any Annual General Meeting shall be sufficiently given when posted on the Notice Board by an Officer of the Association at least thirty (30) days prior to the date of the Meeting, stating the time, date, and location of the Meeting, and purpose of the Meeting. The posted notice shall include a copy of the Nominating Committee Report; any Member Nominations, if available; the wording of any Special Resolution to be put before the Meeting; reference to the posting of the Association's financial statements and the auditor's report thereon as required by the Bylaws; and a copy of the proposed resolution to appoint or reappoint an auditor.

### **10.3 Calling of Special Meetings and Notice**

Special Meetings of the Association may be called by the Chair or, in his or her absence, by the Vice Chair. A Special Meeting of the Association shall also be called following receipt by the Chair of the Association of a written request signed by the greater of 10% or twenty (20) of Association Members that clearly states what Special Business is to be considered at such Special Meeting. Notice of any Special Meeting shall be sufficiently given when posted on the Notice Board by an Officer of the Association at least thirty (30) days prior to the date of the Meeting, stating the time, date, and location of the Meeting, and purpose of the Meeting. The posted notice shall include the wording of any Special Resolution to be considered at the Meeting.

### **10.4 Place of Meetings and Quorum**

Annual General and Special Meetings of the Association shall be held at such place within Alberta as the Board may, from time to time, determine. In respect of a Special Meeting pursuant to the written request of Association Members as provided in the Bylaws, the place of the Meeting shall be determined by the Chair. At the discretion of the Board, the Association Meetings may be open to the public. Association Members that are present shall form a quorum for the transaction of business at any Meeting of the Association.

### **10.5 Conduct of Meetings**

The Chair, or in his or her absence the Vice Chair, shall preside over and conduct proceedings at any Meeting of the Association. The Chair of the Meeting shall designate at the commencement of such Meeting an individual to act as minute taker of the Meeting to record any action taken by the Meeting and to conduct any votes held at any such meeting. Such minute taker shall determine the result of each

vote and report it to the Chair of the Meeting and the determination by the minute taker of the Meeting as to the result of any vote shall be final. The Chair of the Meeting shall determine all matters of procedure and his or her determinations shall be final.

### **10.6 Votes to Govern**

Unless otherwise specifically set out in the Constitution or Bylaws, at all Meetings of the Association, every question shall be determined by a simple majority of the votes of Association Members present. The Chair of the Meeting is not entitled to vote on any matter at an Association Meeting except in the case of a tie, where the Chair shall have a casting vote.

### **10.7 Voting Procedure**

Unless otherwise provided in the Bylaws, each question and resolution before a Meeting of the Association shall be decided by a show of hands or by any other means which clearly indicates the affirmative vote, negative vote, or abstention from voting by each individual voting. Association Members may not vote by proxy.

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

No action taken at an Association Meeting shall be deemed to be invalid due only to the following:

- (a) accidental omission to give notice to any Association Member(s); or
- (b) any Association Member not receiving any notice; or
- (c) any error in any notice that does not affect the Meeting.

### **10.9 Adjournment**

The Chair may adjourn any Association Meeting with the majority consent of the Association Members at the Meeting. The adjourned Association Meeting conducts only the unfinished business from the initial Meeting. No notice is necessary if the Meeting is adjourned for less than thirty (30) days. The Association must give notice when a Meeting is adjourned for thirty (30) days or more, and notice must be the same for any other Association Meeting.

### **10.10 Minutes**

At each Association Meeting a minute-taker will be appointed to take minutes of the Meeting in order to record attendance, motions and any votes made by the Association. A copy of the minutes, once approved, will be distributed within a reasonable time from the Meeting date by the recorder. Any Member of the Association can have access to the minutes of any Meeting of the Association by requesting a copy from the Chief Executive Officer. The Board is responsible to hold copies of the minutes electronically and in paper format, and to ensure that Association minutes are signed upon approval by a minimum of two (2) Board Members.

## **ARTICLE 11 - FINANCIAL MATTERS AND EXECUTION OF DOCUMENTS**

### **11.1 Fiscal Year**

The fiscal year of the Association shall end on December 31 of each year or on such other date as the Board may from time to time determine.

## **11.2 Financial Reporting**

The Association shall from time to time and at all times, maintain reliable accounting records and prepare annual financial statements. Such annual financial statements shall be audited by the Association's external auditor. The Board shall approve the financial statements of the Association in respect of each fiscal year, and place such statements, together with the report of the auditor thereon, before the Association Members at each Annual General Meeting. The Association shall make copies of its financial statements as approved by the Board, together with the auditor's report thereon, available to Association Members at the head office of the Association.

## **11.3 Signing Authorities – Banking Documents**

All cheques, bills of exchange or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Association, shall be signed by such Officer or Officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board. and, unless determined otherwise by the Board, any one of such Officers or agents may alone endorse notes and drafts for collection on account of the Association through its bankers, and endorse notes and cheques for deposit with the Association's bankers for the credit of or "for deposit" with the bankers of the Association by using the Association's rubber stamp for the purpose. Any one of such Officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Association and the Association's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement or balances and releases or verification slips.

## **11.4 Banking Arrangements**

The securities of the Association shall be deposited for safekeeping with one or more banks, trust companies, or such other financial institutions as may be selected by the Board or by such individual designated by the Board from time to time to make such decisions. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Association, signed by such Officer or Officers, agent or agents of the Association, and in such manner, as shall from time to time be determined by resolution of the Board and such authority may be general or confined to specific instances.

## **11.5 Borrowing Authority**

The Association may, upon authorization by resolution of the Board, from time to time:

- (a) borrow money upon the credit of the Association in such amounts and upon such terms as the Board may deem expedient; and
- (b) issue, sell or pledge securities (including bonds, debentures, or other evidence of indebtedness) of the Association in such amounts and upon such terms as the Board may deem expedient; and
- (c) charge, mortgage, hypothecate or pledge in such amounts and upon such terms as the Board may deem expedient, all or any of the real or personal property of the Association, to secure any such securities or any money borrowed, or other debt, or any other obligation or liability of the Association.

**11.6 Signing Authorities – Other Documents**

Contracts, documents or other instruments in writing not otherwise provided for in the Bylaws and requiring the signature of the Association shall be signed by such Officer or Officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board.

**ARTICLE 12 - AUDITORS**

**12.1 Appointment of Auditors**

The Association shall, at all times have an independent, external auditor or firm of auditors. Such auditor shall be appointed by the Association Members at each Annual General Meeting and shall hold office until the audited financial statements of the Association are placed before the next ensuing Annual General Meeting and if an appointment is not so made, the Board shall appoint such an auditor who shall continue in office until a successor is otherwise appointed.

**12.2 Removal or Resignation of Auditors**

The Board may remove any auditor before the expiration of the appointed term of office of that auditor. In the event of any such removal or in the event of the resignation of the auditor, the Board shall promptly appoint another independent, external auditor for the remainder of that appointed term. The Board shall report the reasons for such removal or resignation to the Association Members at the next ensuing Annual General Meeting.

**ARTICLE 13 - INTERPRETATION**

**13.1 Interpretation**

In the Constitution and Bylaws, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number and the feminine or neuter gender, as the case may be, and vice versa.

**13.2 Incorporation of Defined Terms**

The defined terms set forth above following the Preamble to the Constitution and Bylaws, which are capitalized throughout the text for the reader’s convenience, are, by this reference, incorporated into, and form a part of, the Constitution and Bylaws of the Association which shall be read and construed accordingly.

Vivien Kossuth  
Vivien Kossuth (Apr 1, 2023 08:26 MDT)  
\_\_\_\_\_  
(Vivien Kossuth, Board Chairperson)

Apr 1, 2023  
\_\_\_\_\_  
(Date)

Ashley Matthews  
\_\_\_\_\_  
(Ashley Matthews, Board Vice Chairperson)

April 4, 2023  
\_\_\_\_\_  
(Date)