



**Excellence, Integrity, Innovation, Collaboration**

11759 Groat Road, Edmonton Alberta, Canada T5M 3K6

Phone: 780 415-1780 Fax: 780 415-1788

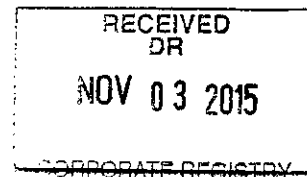
www.swimalberta.ca

October 30, 2015

Service Alberta  
Registries  
PO Box 1007 Stn. Main  
Edmonton AB T5J 4W6



10000307121841705



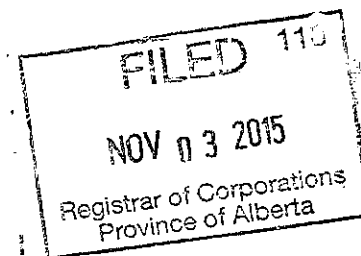
RE: Corporate Access Number 500042619 – Swim Alberta Association  
Letter of Special Resolution

I hereby certify that the following special resolution was passed at a meeting of the members of the Swim Alberta Association on October 3, 2015.

The bylaws were changed as follows:

Bylaw 2.1 changed to read: Categories – The Association has *twelve (12)* categories of membership:

- a) Year-Round Club Members;
- b) Summer Swim Club Members;
- c) Masters Swim Club Members;
- d) Swimmer Members;
- e) Summer Swimmer Members;
- f) Masters Swimmer Members
- g) Coach Members
- h) Officials Members
- i) Associate Members
- j) Special Interest Group Members;
- k) Honorary Members; and
- l) *Director Members*



Addition of Bylaw 2.13: Director Member – any individual holding a position as a Director of the Association.

Bylaws 2.14 to 2.27 number changes to reflect addition of Bylaw 2.13

Bylaw 2.14 (previously 2.13) changed to read: Admission of Members – *Excluding Director Members*, no individual, club or group will be admitted as a Member of the Association unless:

Items a) through f) remain the same

Bylaw 2.15 (previously 2.14) changed to read: Duration – Membership is accorded on an annual basis and all Members, excluding honorary Members, will apply for membership each year. *Director Members will remain members for the duration they are holding a position as a Director of the Association.*





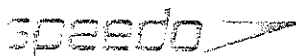
Bylaw 3.11 addition of item g) *Director Member still be entitled to participate at meetings of the members and are entitled to one (1) vote.*

Bylaw 4. 20 changed to read: Quorum – At any meeting of the Board of Directors, quorum will consist of a *simple majority (50% +1) of Directors holding office.*

A handwritten signature in black ink, appearing to read "Cheryl Humphrey".

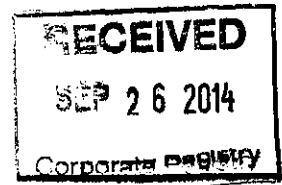
Cheryl Humphrey, Executive Director  
Swim Alberta Association

Dated: October 30, 2015



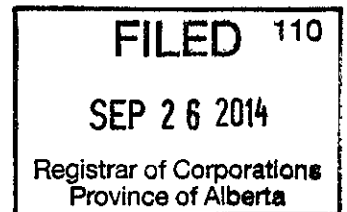


**Excellence, Integrity, Innovation, Collaboration**  
11759 Groat Road, Edmonton Alberta, Canada T5M 3K6  
Phone: 780 415-1780 Fax: 780 415-1788  
www.swimalberta.ca



**Swim Alberta Association  
By-Laws  
Revised September 20, 2014**

**11759 Groat Road,  
Edmonton, Alberta  
T5M 3K6**



**Corporation Number:  
50004261**



## SWIM ALBERTA ASSOCIATION - BYLAWS

### ARTICLE I: GENERAL

1.1 Purpose – These Bylaws relate to the general conduct of the affairs of Swim Alberta Association, a Society incorporated under the Alberta Societies Act.

1.2 Definitions - The following terms have these meanings in these Bylaws:

- a) *Act* – the Alberta Societies Act, as amended from time to time and any legislation that may be substituted therefore.
- b) *Association* – Swim Alberta Association.
- c) *Auditor* – an individual appointed by the Members at the Annual General Meeting to audit the books, accounts, and records of the Association for a report to the Members at the Annual General Meeting.
- d) *Board* – the Board of Directors of the Association.
- e) *Days* – will mean days irrespective of weekends and holidays.
- f) *Director* – an individual elected or appointed to serve on the Board pursuant to these Bylaws.
- g) *Officer* – an individual elected or appointed to serve as an Officer of the Association pursuant to these Bylaws.
- h) *Ordinary Resolution* – a resolution passed by not less than a majority of the votes cast at a meeting of the Board, meeting of the Executive, meeting of a Committee, or a meeting of Members.
- i) *Registrar* - means the Registrar of Corporations or a Deputy Registrar of Corporations appointed under section 263 of the *Alberta Business Corporations Act*;
- j) *Special Resolution* –
  - i. A resolution passed by no less than three-fourths (3/4) of the votes cast at a meeting of Members for which twenty-one (21) days notice has been given specifying the intention of the resolution; or
  - ii. A resolution proposed and passed as a special resolution at a meeting of Members of which less than twenty-one (21) days' notice has been given provided all the Members entitled to attend and vote at the Members meeting so agree; or
  - iii. A resolution consented to in writing by all voting Members who would have been entitled at a Members meeting to vote on the resolution.

1.3 Head Office – The head office of the Association will be located at all times within the Province of Alberta as determined by the Directors by ordinary resolution. The Association may establish other offices or places of business as determined by the Directors. Any amendment to the location of the head office will be notified to the Registrar in accordance with the Act (currently within fifteen days after any change in the place or address of its head office).

1.4 Corporate Seal - The Association will have a corporate seal which will be adopted by resolution of the Directors. Custody of the seal is the responsibility of the Treasurer/Secretary.

1.5 No Gain for Members – The Association will be carried on without the purpose of gain for its Members and any profits or other accretions to the Association will be used in promoting its objectives.

1.6 Ruling on Bylaws – Except as provided in the Act, the Board will have the authority to interpret any provision of these Bylaws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the Association.

1.7 Conduct of Meetings – Unless otherwise specified in the Act or these Bylaws, meetings of Members and meetings of the Board will be conducted according to Roberts Rules of Order (current edition).

1.8 Interpretation – Word importing the singular will include the plural and vice versa, words importing the masculine will include the feminine and vice versa, and words importing persons will include bodies corporate.

1.9 Headings – The headings used in the Bylaws are inserted for convenience of reference only.

### ARTICLE II: MEMBERSHIP

#### Categories of Membership

2.1 Categories – The Association has eleven (11) categories of membership:

- a) Year-Round Club Members;
- b) Summer Swim Club Members;
- c) Masters Swim Club Members;
- d) Swimmer Members;

- e) Summer Swimmer Members;
- f) Masters Swimmer Members;
- g) Coach Members;
- h) Officials Members;
- i) Associate Members;
- j) Special Interest Group Members; and
- k) Honorary Members.

**Qualifications for Membership**

2.2 Year-Round Club Member – An organized body corporate swimming club/association or organized group of persons consisting of Swimmer Members whose main objective is the instruction and/or participation in competitive swimming, who has applied for membership, has agreed to abide by the Association’s bylaws, policies, rules and regulations and is registered with the Association.

2.3 Summer Swim Club Member – An organized body corporate swimming club or organized group of persons consisting of Summer Swimmer Members whose main objective is the instruction and/or participation in competitive summer swimming, who has applied for membership, has agreed to abide by the Association’s bylaws, policies, rules and regulations and is registered with the Association.

2.4 Masters Swim Club Member – An organized body corporate swimming club or organized group of persons consisting of Masters Swimmer Members whose main objective is the instruction and/or participation in competitive masters swimming, who has applied for membership, has agreed to abide by the Association’s bylaws, policies, rules and regulations and is registered with the Association.

2.5 Swimmer Member – Any individual who is a swimmer registered with a Year-Round Club Member and has applied for membership, has agreed to abide by the Association’s bylaws, policies, rules and regulations and is registered with the Association.

2.6 Summer Swimmer Member – Any individual who is a swimmer registered with a Summer Swim Club Member and has applied for membership, has agreed to abide by the Association’s bylaws, policies, rules and regulations and is registered with the Association.

2.7 Masters Swimmer Member – any individual, who is a swimmer registered with a Master’s Swim Club Member or is an unattached masters and has applied for membership, has agreed to abide by the Association’s bylaws, policies, rules and regulations and is registered with the Association.

2.8 Coach Member – Any individual who is a swimming coach registered with a Year-Round Club Member and/or the Association, a Summer Club Member or a Masters Swim Club Member who is certified by the Coaching Association of Canada under the National Coaching Certification Program, who is a registered member of Alberta Coaches Council, the Canadian Swimming Coach & Teachers Association and Swimming Natation Canada, has applied for membership, has agreed to abide by the Association’s bylaws, policies, rules and regulations and is registered with the Association.

2.9 Officials Member - Any individual who is acting as an official for competitive swimming competitions, who has applied for membership, has agreed to abide by the Association’s bylaws, policies, rules and regulations and is registered with the Association.

2.10 Associate Member – An individual who volunteers with the Association at a sanctioned Association activity.

2.11 Special Interest Group Member – Special Interest Groups will include the list of groups below on the condition that each group has applied for membership, has agreed to abide by the Association’s bylaws, policies, rules and regulations and is registered with the Association.

- a) Alberta Summer Swimming Association
- b) Alberta Coaches Council
- c) Alberta Masters Swimming Committee
- d) Northern Region Swim Alberta
- e) Southern Region Swim Alberta

2.12 Honorary Member – Any individual approved by two-thirds vote of the Board of Directors who has contributed greatly to the sport of swimming in Alberta and contributed to the affairs of the Association

#### **Admission of Members**

2.13 Admission of Members - No individual, club or group will be admitted as a Member of the Association unless:

- a) The candidate member has made an application for membership in a manner prescribed by the Association;
- b) The candidate member has agreed to comply with these bylaws, policies, procedures, rules and regulations of the Association;
- c) If the candidate is currently a Member at the time of applying for membership, the candidate member is a Member in Good Standing as defined herein, unless approved otherwise by the Board;
- d) If the candidate member was at any time previously a Member, the candidate member was a Member in Good Standing at the time of ceasing to be a Member, unless approved otherwise by the Board;
- e) The candidate member has been approved by majority vote as a member by the Board or by any committee or individual delegated this authority by the Board; and
- f) The candidate member has paid dues as prescribed by the Board.

#### **Membership Duration and Dues**

2.14 Year - Unless otherwise determined by the Board, the membership year of the Association will be September 1<sup>st</sup> – August 31<sup>st</sup>.

2.15 Duration – Membership is accorded on an annual basis and all Members, excluding Honorary Members, will apply for membership each year.

2.16 Associate Membership Duration – Associate Membership status commences on the date in which the Associate Member volunteers at an Association's sanctioned event and terminates upon the immediate completion of that sanctioned event.

2.17 Dues – Membership dues for all Members, excluding Alberta Summer Swimming Members, will be determined annually by the Board and submitted to the Association no later than October 31<sup>st</sup>, together with the addresses of all Club Coaches, Officers and Club Name.

2.18 Summer Swimmers – Membership dues for all Summer Swimming Clubs and Summer Swimming Swimmers will be determined mutually between the Association and the Alberta Summer Swimming Association and submitted to the Association no later than September 1<sup>st</sup> together with the addresses of all Summer Swimming Clubs, Coaches, Officers and Club Names. The Summer Swimming term will be from May 1<sup>st</sup> – August 31<sup>st</sup>.

#### **Withdrawal and Termination of Membership**

2.19 Resignation – A Member may resign by delivering written notice of such resignation to the Treasurer/Secretary or the Head Office of the Association, which resignation will take effect upon delivery. ✓

2.20 May Not Resign – A Member may not resign from the Association when the Member is subject to disciplinary investigation or action of the Association.

2.21 Arrears – A Member will be expelled from the Association by way of ordinary resolution of the Board of Directors for failing to pay membership dues or money owed to the Association by the deadline dates prescribed by the Association or otherwise fails to comply with all other registration policies of the Association.

2.22 Discipline – In addition to expulsion for failure to pay membership dues, a Member may be suspended or expelled from the Association in accordance with the Association's policies and procedures relating to discipline of Members.

2.23 Removal – A Member may be removed by Ordinary Resolution of the Board at a duly called meeting, provided notice is given and the Member is provided with reasons and the opportunity to be heard. Notice will set out the reasons for termination of membership and the member receiving the notice will be entitled to submit a written submission opposing the termination. ✓

2.24 Member Coaches – Member Coaches who cease to be certified at the level prescribed by Section 2.8 will be expelled from the Association immediately.

## **Good Standing**

- 2.25 **Definition** – A Member of the Association will be in good standing provided that the Member:
- a) Has not ceased to be a Member;
  - b) Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
  - c) Has completed and remitted all documents and certifications, if necessary, as required by the Association;
  - d) Has complied with the Bylaws, policies, procedures, rules and regulations of the Association;
  - e) Is not subject to a disciplinary investigation or action by the Association, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
  - f) Had paid all required membership dues.
- 2.26 **Privileges** – Subject to these Bylaws and other governing documents of the Association, Members in good standing may be entitled to the following privileges:
- a) To hold office, subject to these Bylaws;
  - b) To vote, subject to these Bylaws.
  - c) To attend and participate in the meetings and affairs of the Association, subject to these Bylaws;
  - d) Participate in sanctioned competitions/activities, training camps, or clinics of the Association; or
  - e) Participate in other events associated with the Association.
- 2.27 **Cease to be in Good Standing** - Members who cease to be in good standing may have privileges suspended and will not be entitled to vote at meetings of Members and, where the Member is a Director, at meetings of Directors, and where the Member is a Committee Member, at meetings of Committees, or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing as set out above.

## **ARTICLE III MEETINGS OF MEMBERS**

- 3.1 **Types of Meetings** – Meetings of Members will include Annual General Meetings and Special Meetings.
- 3.2 **Special General Meeting** - A Special General Meeting of the Members may be called at any time by the President, by the Board or upon the written requisition of ten (10%) percent or more of the voting Members of the Association. Notice to all voting Members will be given in accordance with the *Act* before the date of such meeting. Agenda of special meetings will be limited to the subject matter for which the meeting was duly called. The Association shall file every “Special Resolution” passed by the Association with the Registrar of Companies in accordance with the *Act*. “Special Resolutions” require a 75% majority vote of the voting delegates present at a meeting for the resolution to be passed.
- 3.3 **Location and Date** - The Association will hold meetings of Members at such date, time and place as determined by the Board. The Annual General Meeting will be held within fifteen (15) months of the last Annual General Meeting.
- 3.4 **Meetings by Telephone/Telecommunication** - A meeting of voting Members may be held by telephone conference call or by means of other telecommunications technology. Any voting Member who is unable to attend a meeting of members may participate in the meeting by telephone or other telecommunications technology. Voting members who participate in a meeting by telephone or other telecommunications technology are considered to have attended the meeting.
- 3.5 **Notice** - Notice of meetings of Members will be posted on the Association’s Website at least thirty (30) days prior to the date of the meeting and written notice, including electronic notice (e-mails) will be given to all voting Members at least thirty (30) days prior to the date of the meeting. Notice will contain a proposed agenda and reasonable information to permit Members to make informed decisions. Failure for the intended recipient in receiving the notice will not null and void the meeting nor the decisions or actions from that meeting.
- 3.6 **Adjournment** – Any meetings of Members may be adjourned to any time and place as determined by the Board and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice will be required for any adjourned meeting.
- 3.7 **Agenda** – The agenda for the Annual General Meeting will at least include:
- a) Call to order
  - b) Establishment of Quorum

- c) Appointment of Scrutineers
- d) Approval of the Agenda
- e) Declaration of any Conflicts of Interest
- f) Adoption of Minutes of the previous Annual Meeting
- g) Board, Committee and Staff Reports
- h) Report of Auditors
- i) Appointment of Auditors
- j) Business as specified in the meeting notice
- k) Election of new Directors
- l) Adjournment

3.8 New Business - Any Member who wishes to have new business placed on the agenda of a meeting will give written notice to the Association at least ten (10) days prior to the meeting date or upon the sole discretion of the President or designate.

3.9 Quorum – Twenty-Five (25) voting Members in attendance will constitute a quorum.

3.10 Closed Meetings – Meetings of Members will be closed to the public except by invitation of the Board.

#### **Voting at Meetings of Members**

3.11 Voting Privileges - Members will have the following voting rights at all meetings of Members:

- a) Year Round Club Members will be entitled to appoint the Year Round Clubs' President, or Delegate in accordance with Section 3.12, who may attend and participate in meetings and are entitled to the following number of votes:
  - i. 1 – 199 Swimmer Members registered with the Year Round Club – One (1) vote
  - ii. 200 or more Swimmer Members registered with the Year Round Club – Two (2) votes.
- b) Summer Swim Club Members will be entitled to appoint the Summer Swim Clubs' President, or Delegate in accordance with Section 3.12, who may attend and participate in meetings but is not entitled to vote.
- c) Masters Swim Club Members will be entitled to appoint a masters representative, or Delegate in accordance with Section 3.12, who may attend and participate in meetings but is not entitled to vote.
- d) Swimmer Members, Summer Swimmer Members, Masters Swimmer Members, Coach Members, Officials Members, Associate Members and Honorary Members eighteen (18) years of age or older may participate in meetings but are not entitled to vote.
- e) Swimmer Members, Summer Swimmer Members, Masters Swimmer Members, Coach Members, Officials Members, Associate Members and Honorary Members seventeen (17) years of age or younger may appoint a parent/guardian who may attend meetings of members but is not entitled to vote.
- f) Special Interest Group Members may appoint the number of Delegate(s) described below and in accordance with Section 3.12. Each Delegate may attend and participate in meetings of members and is entitled to one vote (1) vote:
  - i. Alberta Summer Swimming Association – Two (2) Delegates
  - ii. Alberta Coaches Council – Two (2) Delegates
  - iii. Alberta Masters Swimming Committee - Two (2) Delegates
  - iv. Northern Region Swim Alberta – One (1) Delegate
  - v. Southern Region Swim Alberta – One (1) Delegate

3.12 Delegates – The name of a Delegate(s) will be communicated to the Association in writing, seven (7) days prior to the meeting of members. Delegates must be eighteen (18) years of age and older and a member in good standing.

3.13 Scrutineers - At the beginning of each meeting, the Board may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.

3.14 Proxy Voting – There will be no voting by proxy.

3.15 Determination of Votes - Votes will be determined by a show of hands, in writing, or orally unless a secret or recorded ballot is requested by the majority of those Members voting.

3.16 Majority of Votes - Except as otherwise provided in the Act or these Bylaws, the majority of votes of Members present who vote will decide each issue. In the case of a tie, the issue is defeated.



## ARTICLE IV: GOVERNANCE

### Composition of the Board

- 4.1 Directors – The Board will consist of ten (10) Directors comprised as follows:
- a) Nine (9) Directors at Large
  - b) One (1) Alberta Summer Swimming Representative

### Election of Directors at Large

4.2 Eligibility - Any individual who is eighteen (18) years of age or older, who has the power under law to contract, is a member of the Association in good standing may be nominated for election as a Director at Large.

4.3 Nominating Committee – The Board may appoint a Nominating Committee, which will be comprised of three individuals appointed by the Board of Directors. The Nominating Committee will be responsible to solicit nominations with the skills and characteristics defined in The Nominating Policy for the election of the Directors at Large and may nominate additional candidates for the election of Directors at Large.

4.4 Nomination - Any nomination of an individual for election as a Director at Large will:

- a) Include the written consent of the nominee by signed signature;
- b) Include a cover letter and resume of the nominee;
- c) Be submitted to the Head Office of the Association within the timeframe defined in the Nominations Policy. Nominations will not be accepted from the floor.

4.5 Incumbents – Individuals currently on the Board of Directors as a Director at Large wishing to be re-elected are not subject to nomination but must notify the Nominating Committee within the timeframe defined in the Nominations Policy of their interest for re-election.

4.6 Circulation of Nominations - Valid nominations will be circulated to voting Members at the Annual General Meeting prior to the elections.

### Election of Directors-at-Large

- 4.7 Election – The election of the Directors at Large will take place as follows:
- a) Five (5) Directors-at-Large will be elected by the voting members at the Annual General Meeting held in odd numbered years.
  - b) Four (4) Directors-at-Large will be elected by the voting members at the Annual General Meeting held in even numbered years.
- 4.8 Decision – Elections will be decided by the voting Members in accordance with the following:
- a) One Valid Nomination – Winner declared by acclamation.
  - b) Two or More Valid Nominations – Winner is the nominee receiving the greatest number of votes. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie and more than two nominees, the nominee receiving the fewest votes will be deleted from the list of nominees until their remains only two nominees or a winner is declared. If only two nominees remain and there continues to be a tie, the winner will be decided by the Board of Directors by resolution.

### Terms

4.9 Elected Directors at Large Terms - Elected Directors at Large will serve terms of two years and will hold office until their successors have been duly elected in accordance with these Bylaws, unless they resign, are removed from or vacate their office. Directors at Large can serve no more than four (4) terms.

### Appointment of Alberta Summer Swimming Director

4.10 Eligibility - Any individual who is eighteen (18) years of age or older, who has the power under law to contract, is a member of the applicable entity defined below may be appointed or elected as a Director in accordance with the applicable section in paragraph 4.11.

4.11 Alberta Summer Swimming Director – The Alberta Summer Swimming Director will be appointed or elected by the Board of Directors of the Alberta Summer Swimming Association.

4.12 Terms – The Alberta Summer Swimming Director will serve terms of two years and will hold office until their successors have been duly elected or appointed in accordance with these Bylaws, unless they resign, are removed from or vacate their office.

### **Resignation and Removal of Directors**

4.13 Resignation - A Director may resign from the Board at any time by presenting their notice of resignation to the Board. This resignation will become effective the date on which the request is approved by the Board. Where a Director who is subject to a disciplinary investigation or action of the Association resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

4.14 Vacate Office - The office of any Director will be vacated automatically if:

- a) the Director is found by a court to be of unsound mind;
- b) the Director becomes bankrupt;
- c) the Director misses three (3) consecutive Board meetings without proper notification to the Board and approval of the President; and
- d) Upon the Director's death.

4.15 Removal - A Director may be removed by Special Resolution at a General Meeting or Special Meeting, provided the Director has been given notice of and the opportunity to be present and to be heard at such a meeting.

### **Filling a Vacancy on the Board**

4.16 Vacancy - Where the position of a Director becomes vacant for whatever reason, the Board may appoint a qualified individual to fill the vacancy until such time as a Director is elected or appointed in accordance with these Bylaws.

### **Meetings of the Board**

4.17 Call of Meeting - The meetings of the Board of Directors will be held at any time and place as determined by the President or a majority of the Board of Directors.

4.18 Notice - Written notice, served other than by mail, of Board Meetings will be given to all Directors at least forty-eight (48) hours prior to the scheduled meeting. Notice served by mail will be sent at least fourteen (14) days prior to the meeting. No Notice of a meeting of the Board of Directors is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence.

4.19 Number of Meetings - The Board will hold a minimum of four (4) meetings per year.

4.20 Quorum - At any meeting of the Board of Directors, quorum will consist of seven (7) Directors holding office.

4.21 Voting - Each Director is entitled to one vote. Voting will be by a show of hands, orally or by electronic ballot, unless a majority of Directors present request a secret ballot. Resolutions will be passed upon a majority of the votes being in favor of the resolution.

4.22 No Proxies - Directors may not vote via proxy at meetings of Directors.

4.23 Meetings - Meetings of the Board will include the Treasurer/Secretary without vote when such office is filled by a non-directors. Notwithstanding the previous sentence, Meetings of the Board will be closed to Members and the public except by invitation of the Board.

4.24 Meetings by Telecommunications - A meeting of the Board may occur by teleconference provided either a majority of the Directors consent or the meeting has been approved by resolution passed by the Directors at a meeting of the Directors.

4.25 Meetings by Other Electronic Means - The Directors may meet by other electronic means that permits each Director to communicate adequately with each other provided that:

- a) The Directors have passed a resolution addressing the mechanics of holding such a meeting and dealing specifically how security issues should be handled, the procedure for establishing quorum and recording votes;
- b) Each Director has equal access to the specific means of communications to be used;
- c) Each Director has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

### **Powers of the Board**

4.26 Powers Except as otherwise provided in the Act or these Bylaws, the Board has the powers of the Association and may delegate any of its powers, duties and functions. Without limiting the generality of the foregoing, the Board may:

- a) Implement policies, procedures and rules for managing the affairs of the Association;
- b) Implement policies, procedures and rules relating to the registration of members and shall have the authority to register members accordingly;
- c) Implement policies, procedures and rules relating to the discipline of members, and shall have the authority to discipline members accordingly;
- d) Implement policies, procedures and rules relating to the management of disputes within the Association and shall have the authority to deal with all disputes accordingly;
- e) Implement policies, procedures and rules relating to the direction and control of monies, funds, investments and securities of the Association and shall have the authority to manage these accordingly;
- f) Establish committees, appoint members of committees, and delegate any of its powers, duties and functions to any committee; and
- g) Appoint, engage or employ such persons as it deems necessary to carry out the work of the Association.

4.27 Borrowing Powers – For the purpose of carrying out its objects, the society may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the Association, and in no case shall debentures be issued without the sanction of a special resolution of the Association. ✓

### **Validity of Acts of Directors**

4.28 Validity of Acts of Directors – No act of the Board or a Director will be nullified if it is discovered after the fact that the Director was improperly appointed or elected.

### **ARTICLE V: OFFICERS**

5.1 Composition – The Officers will be comprised of the President, Vice-President, Treasurer /Secretary and such other Officers as determined by the Board of Directors. No one Officer will hold more than one office.

5.2 Eligibility - Any Member who is a Director may be elected as an Officer.

5.3 Election of Officers – The election of Officers will take place within thirty (30) days after a Members Special or Annual General Meeting at which elections for Directors occurred. Directors not elected to an office are eligible for election for a subsequent office.

5.4 Decision – Elections will be decided by a majority vote of the Directors in accordance with the following:

- a) One Valid Nomination – Winner declared by acclamation.
- c) Two or More Valid Nominations – Winner is the nominee receiving the greatest number of votes. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie and more than two nominees, the nominee receiving the fewest votes will be deleted from the list of nominees until their remains only two nominees or a winner is declared. If only two nominees remain and there continues to be a tie, the winner will be decided by the Board of Directors by resolution.

5.5 Terms – Officers will hold office for a term of one year unless they resign, are removed from, or vacate their office. The Officers term of office will commence beginning from the meeting at which they were elected.

5.6 Vacate Office - The office of any Officer will be vacated automatically if:

- a) The Officer is found by a court to be of unsound mind;
- b) The Officer becomes bankrupt;
- c) Upon the Officer's death.

5.7 Removal – An Officer may be removed by Special Resolution of the Board or by Special Resolution of the voting Members in a meeting, provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such a Special Resolution is put to a vote. ✓

5.8 Vacancy - Where the position of an Officer becomes vacant for whatever reason and there is still a quorum of Board Members, the Board may elect a qualified Director to fill the vacancy for the remainder of the vacant position's term of office.

5.9 Duties - The duties of Officers are as follows:

- a) The President will:
  - i. Be responsible for the general supervision of the affairs and operations of the Association,
  - ii. Preside as Chair-Person at the Annual and General Meetings of the Association and at meetings of the Board and the Executive Committee, unless an alternate Executive Member or Board Member has been appointed to Chair
  - iii. Be the official spokesman of the Association,
  - iv. Oversee and supervise the Executive Director,
  - v. Perform such other duties as may from time to time be established by the Board.
  
- b) The Vice-President will:
  - i. Support and assist the President in all duties,
  - ii. In the absence of the President, have the authority of and perform the duties of the President, and
  - iii. Perform such other duties as may from time to time be established by the Board.
  
- c) The Treasurer/Secretary will ensure the:
  - i. Keeping of proper accounting records as required by the *Act*;
  - ii. Collecting and recording all dues and other funds received by the Association,
  - iii. Recording all checks for expenditures and retain cancelled checks and receipts,
  - iv. Depositing all monies received by the Association in the Association's bank account,
  - v. Supervising the management and the disbursement of funds of the Association,
  - vi. When required will provide the Board with an account of financial transactions and the financial position of the Association,
  - vii. Assisting in the Association's audit,
  - viii. Preparing and submit the Society Annual Return to Alberta Registries, and
  - ix. Performing such other duties as may from time to time be established by the Board.
  - x. Be responsible for the documentation of all amendments to the Association's Bylaws,
  - xi. Ensure that all official documents and records of the Association are properly kept,
  - xii. Conduct the correspondences of the Board;
  - xiii. Keep attendance records of all Board and Executive meetings;
  - xiv. Keep an up-to-date list of registered members,
  - xv. Send out any notice requirements as described herein,
  - xvi. Cause to be recorded the minutes of all meetings of Members, Board of Directors and Committees of the Association, and
  - xvii. Perform such other duties as may from time to time be established by the Board.

**Executive Committee**

5.10 Executive Committee – The executive Committee will be comprised of the Officers.

5.11 Authority - The Executive Committee will have the authority to oversee the implementation of Board policies during intervals between meetings of the Board, and will perform such other duties as are prescribed by these Bylaws or may be prescribed from time to time by the Board.

5.12 Executive Director - The Executive Director will attend all meetings of the Executive Committee and participate therein to the extent permitted by the Executive Committee at such meetings but will not be authorized to vote thereat on any matters in their capacity as Executive Director.

5.13 Call of Meeting – Meetings of the Executive Committee will be held at any time and place as determined by the President or upon the request of any two (2) Executive Committee Members.

5.14 Notice – Written notice, served other than by mail, of Executive Committee Meetings will be given to all Executive Committee Members at least three (3) days prior to the scheduled meeting. Notice served by mail will be sent at least fourteen (14) days prior to the meeting. No Notice of a meeting of the Executive Committee is required if all Officers waive notice, or if those absent consent to the meeting being held in their absence.

5.15 Number of Meetings – The Executive Committee will hold at least two (2) meetings per year.

5.16 Quorum - Quorum will consist of three (3) of the Executive's voting members.

5.17 Voting – Each Executive Committee member is entitled to one vote. Voting will be by a show of hands, electronically or orally unless a majority of Executive Committee Members present request a secret ballot. Resolutions will be passed upon a majority of the votes being in favor of the resolution.

5.18 No Proxies – Executive Committee member are not entitled to vote via proxy.

5.19 Closed Meetings – Meetings of the Executive Committee will be closed to Members and the public except by invitation of the Board.

#### **Other Committees/Councils**

5.20 Appointment of Other Committees - The Board may appoint such committees as it deems necessary for managing the affairs of the Association and may appoint members of committees or provide for the election of members of committees, may prescribe the duties of committees, and may delegate to any committee any of its powers, duties, and functions except where prohibited by the Act or these Bylaws.

5.21 Quorum - A quorum for any committee will be the majority of its voting members.

5.22 Terms of Reference - The Board may establish the terms of reference and operating procedures for all Committees, and may delegate any of its powers, duties, or functions to any Committee.

5.23 Vacancy - When a vacancy occurs on any Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee's term.

5.24 President Ex-officio - The President will be an *ex-officio* (non-voting) member of all Committees of the Association.

5.25 Removal - The Board may remove any member of any Committee.

5.26 Debts – No committee will have the authority to incur debts in the name of the Association.

#### **Remuneration**

5.27 No Remuneration - All Directors, Officers, and members of Committees will serve their term of office without remuneration except for reimbursement of expenses as approved by the Board. ✓

#### **Conflict of Interest**

5.28 Conflict of Interest – A Director, Officer, Executive Committee member or member of a committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Association will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction; will refrain from influencing the decision on such contract or transaction; and will otherwise comply with the requirements of the Act regarding conflict of interest.

### **ARTICLE VI FINANCE AND MANAGEMENT**

6.1 Fiscal Year – The fiscal year of the Association will be July 1 to June 30, or such other period as the Board may from time to time determine. ✓

6.2 Bank - The banking business of the Association will be conducted at such financial institution as the Board may designate.

6.3 Auditors - At each Annual General Meeting the Members will appoint an auditor to audit the books, accounts, and records of the Association. The auditor will hold office until the next Annual Meeting. The auditor will not be an Employee or a Director of the Association. The audited financial statement shall be filed in accordance with the requirements of the Act. ✓

6.4 Books and Records - The necessary books and records of the Association required by these Bylaws or by applicable law will be necessarily and properly kept. The Books and records of the Association are open for inspection by the members at the head office of the Association upon 48 hours notice during the Association's business hours. ✓

6.5 Signing Authority – Signing authority to bind the Association will include any two of the following: the President, the Vice-President, Treasurer/Secretary or Executive Director. The Board of Directors may authorize other persons to sign on behalf of the Corporation. Staffing agreements may be signed by the Executive Director.

6.6 Property - The Association may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.

6.7 Borrowing - The Association may borrow funds upon such terms and conditions as defined in these Bylaws.

**ARTICLE VII AMENDMENT OF BYLAWS**

7.1 Voting - These Bylaws may only be amended, revised, repealed, or added to by a Special Resolution of the voting Members present at a meeting duly called to amend, revise, or repeal these Bylaws. Upon affirmative vote and registration in accordance with the Act, any amendments, revisions, addition, or deletions will be effective immediately. ✓

7.2 Notice in Writing - Notice in writing is to be delivered to voting Members twenty-one (21) days or more prior to meeting at which it is to be considered at a Special or General Meeting.

**ARTICLE VIII NOTICE**

8.1 Written Notice - In these Bylaws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail courier, or other similar technologies so used in the future to the address of record of the Association, Director, or Member, as the case may be.

8.2 Date of Notice - Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or e-mailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five days after the date the mail is post-marked.

8.3 Error in Notice - The accidental omission to give notice of a Meeting of the Directors or the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the Meeting.

**ARTICLE IX DISSOLUTION**

9.1 Dissolution - In the event of dissolution, the Association will comply with the requirements of the Act.

**ARTICLE X INDEMNIFICATION**

10.1 Will Indemnify - The Association will indemnify and hold harmless out of the funds of the Association each Director and Officer, their heirs, executors and administrators from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer.

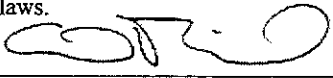
10.2 Will Not Indemnify - The Association will not indemnify a Director or Officer or any other person for acts of fraud, dishonesty, or bad faith.


10.3 Insurance - The Association will, at all times, maintain in force such directors and officers liability insurance as may be approved by the Board of Directors.

**ARTICLE XI ADOPTION OF THESE BYLAWS**

11.1 Ratification - These Bylaws are ratified by a Special Resolution of the Members of the Association present and entitled to vote at a Meeting of Members duly called and held on September 20, 2014.

11.2 Repeal of Prior Bylaws - In ratifying these Bylaws, the Members of the Association repeal all prior Bylaws of the Association provided that such repeal does not impair the validity of any action done pursuant to the repealed Bylaws.

  
\_\_\_\_\_  
President

  
\_\_\_\_\_  
Treasurer/Secretary