

BYLAWS OF THE PALLIATIVE CARE SOCIETY OF THE BOW VALLEY

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BYLAWS OF THE PALLIATIVE CARE SOCIETY OF THE BOW VALLEY (PCSBV)

ARTICLE 1: PREAMBLE

1.1 The name of the Society is the Palliative Care Society of the Bow Valley

1.2 The following articles set forth the Bylaws of the Society

ARTICLE 2: DEFINING AND INTERPRETING THE BYLAWS

2.1 Definitions

In these Bylaws, the following words have these meanings:

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

2.1.2 Annual General Meeting means the annual general meeting described in Article 4.1

2.1.3 Board means the Board of Directors of the Society described in Article 5.1

2.1.4 Bylaws means the bylaws of the Society as amended

2.1.5 Chair means the Chair of the Society described Articles 5.2 and 5.3.1

2.1.6 Director means any person elected, or appointed, to the Board as described in Article 5.1.3

2.1.7 Member means a member of the Society described in Article 3.1

2.1.8 Officer means any officer described in Article 5.2

2.1.9 Registered office means the registered office of the Society

2.1.10 Register of Members means the register maintained by the Board, containing the names and addresses of the members of the Society

2.1.11 Society means the Palliative Care Society of the Bow Valley

2.1.12 Special Meeting means the special meeting described in Article 4.2

2.1.13 Special Resolution means a resolution passed at a General Meeting of the membership of the Society

There must be 21 days' notice of this meeting and the notice must state the proposed resolution. There must be approval by a vote of 75% of the Voting Members who vote in person.

2.1.14 Voting Members means a member entitled to vote at the meetings of the Society, as described in Article 3.4.2

2.2 Interpretation

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

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

2.2.2 Corporation: Words indicating persons also include corporations

2.2.3 Gender: Words indicating one gender also include all genders

2.2.4 Headings are for convenience only. They do not affect the interpretation of these Bylaws.

2.2.5 Liberal Interpretation: These Bylaws must be interpreted broadly and generously.

ARTICLE 3: MEMBERSHIP

3.1 Classification of Members

There are three (3) categories of Members:

- a) Active Members
- b) Affiliate Members
- c) Honorary Members

3.1.1 Active Members

To become an Active Member, as person must:

- a) Be 18 years or older
- b) Agree and adhere to the Bylaws and Objects of the Society
- c) Be willing to play an active part in promoting the Objects of the Society
- d) Pay the annual membership fees for Active Members

3.1.2 Affiliate Members

The Board may, on its own motion, or upon the recommendation of the membership, by resolution, appoint an individual, organization, group, or agency as an Affiliate Member. Affiliate Members must:

- a) Agree and adhere to the Bylaws and Objects of the Society
- b) Pay the annual membership fees for Affiliate Members

3.1.3 Honorary Members

The Board may on its own motion or upon the recommendation of the membership by resolution, appoint any person as an Honorary Member by reason of that individual making an outstanding contribution toward the promotion of the aims, purpose and ideals of the Society. There will be no annual membership fee for Honorary Members.

3.2 Admission of Members

Any individual may become a Member in the appropriate category by meeting the requirements in Article 3.1. The individual will be entered as a Member under the appropriate category in the Register of Members.

3.3 Membership Fees

3.3.1 The membership year is identical to the fiscal year of the Society

3.3.2 The annual membership fees for each category of fee-paying Members will be established by the Board.

3.4 Rights and Privileges of Members

3.4.1 Any Member in good standing is entitled to:

- a) Receive notice of meetings of the Society
- b) Attend any meeting of the Society
- c) Speak at any meeting of the Society
- d) Exercise any other rights and privileges given to the Members in these Bylaws

3.4.2 Voting Members

Members who can vote at General Meetings of the Society are:

- a) Active Members in good standing
- b) Affiliate Members in good standing
- c) Honorary Members in good standing

3.4.3 Number of votes

A Voting Member is entitled to one (1) vote at a General Meeting of the Society, except for Affiliate Members who are entitled to one (1) vote per membership.

3.4.4 Members in good standing

A Member is in good standing when:

- a) The Member has paid membership fees to the Society
- b) The Member is not suspended as a Member, as provided for in Article 3.5

3.5 Suspension of Membership

3.5.1 Decision to suspend

At any meeting of the Board, the Board may suspend a Member's membership for not more than three (3) months for one (1) or more of the following reasons:

- a) If the Member has failed to abide by the Bylaws
- b) If the Member has been disloyal to the Society
- c) If the Member has disrupted meetings of the Society
- d) If the Member has done, or failed to do, anything judged to be detrimental to the Society

3.5.2 Notice to the member

3.5.2.1 The affected Member will receive written notice of the Board's intention to deal with the suspension of that Member. The Member will receive at least two (2) weeks' notice before the proposed meeting.

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

3.5.2.3 The notice will state the reason(s) why a suspension is being considered

3.5.3 Decision of the Board

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

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

3.5.3.3 The decision of the Board is final

3.6 Termination of Membership

3.6.1 Resignation

3.6.1.1 Any Member may resign from the Society by sending, or delivering, a written notice to the Secretary, or Chair of the Society

3.6.1.2 Once the notice is received, the Member's name is removed from the Register of Members. The Member is considered to have ceased to be a Member on the date his name is removed from the Register of Members.

3.6.2 Death

The membership of a Member is ended upon his death.

3.6.3 Deemed withdrawal

3.6.3.1 If the Member has not paid the annual membership fees within six (6) months following the date the fees are due, the Member is considered to have submitted his resignation.

3.6.3.2 In this case, the Member's name is removed from the Register of Members. The Member is considered to have ceased to be a Member on the date his name is removed from the Register of Members.

3.6.4 Expulsion

3.6.4.1 The Society may, by Special Resolution at a Special Meeting called for such a purpose, expel any Member for any cause which is deemed sufficient in the interests of the Society.

3.6.4.2 The decision is final.

3.6.4.3 On passage of the Special Resolution, the Member's name is removed from the Register of Members. The Member is considered to have ceased to be a Member on the date his name is removed from the Register of Members.

3.7 Transmission of membership

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

3.8 Continued liability for debts owed

Although a Member ceases to be a Member, by death, resignation, or otherwise, he is liable for any debts owing to the Society at the date of ceasing to be a Member.

3.9 Limitation on the liability of Members

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

ARTICLE 4. MEETINGS OF THE SOCIETY

4.1 Meetings of the Society

Meetings of the Society, of the Board of Directors, and all of the Society's Committees and Working Groups will normally be held in person at the specified date, time and place. When required by special circumstances, all meetings of the Society, the Board of Directors and the Society's Committees and Working Groups may be conducted in whole or in part by any electronic means that, at a minimum, allows each participating member to hear, to be heard and to contribute to the meeting in real time. Any member participating in this way is deemed to be in attendance at the meeting.

4.2 The Annual General Meeting

4.2.1 Timing and location

The Society shall hold its Annual General Meeting in the Bow Valley, not more than four (4) months following the end of the Society's fiscal year. The Board shall set the place, date and time of the meeting and shall determine whether the meeting will be held in person or by electronic means.

4.2.2 Notice of the Annual General Meeting

4.2.2.1 The Secretary shall deliver, or cause to be delivered, notice by electronic communication, or by mail, to each Member in good standing at least twenty-one (21) days before the Annual General Meeting. The notice will state the date, time and place of the Annual General Meeting and any business requiring a Special Resolution. When a meeting is to be held by electronic means, the notice of meeting should include clear information about how Members may register for the meeting and when they will receive information on any links, codes or passwords that will be required to join the meeting.

4.2.2.2 The Secretary may publish, or cause to be published, further notice in a newspaper of general circulation and/or a newsletter or bulletin published by the Society, and/or electronically on the Society's website, or another platform available to the Society, at least fourteen (14) days prior to the day of the Annual General Meeting.

4.2.2.3 The accidental omission to mail a notice to any Member, or the non-receipt by any such Member of such notice, shall not invalidate the proceedings of the Annual General Meeting.

4.2.3 Agenda for the Annual General Meeting

The Annual General Meeting shall deal with the following matters:

- a) Adopting the agenda
- b) Adopting the minutes of the last Annual General Meeting
- c) Considering reports
- d) Considering the year-end financial statements, setting out the Society's income, disbursements, assets and liabilities, and the auditor's report, if available
- e) Appointing the Society's auditors
- f) Electing the Members of the Board
- g) Considering any matter specified in the meeting notice

4.2.4 Quorum

A quorum at the Annual General Meeting will consist of twenty percent (20%) of the Voting Members, including a minimum of three (3) Members of the Board.

4.3 Special General Meeting of the Society

4.3.1 Calling a Special General Meeting

A Special General Meeting may be called at any time:

- a) By resolution of the Board to that effect, or
- b) On the written request of at least thirty-three percent (33%) of the Directors. The request must state the reason for the Special General Meeting and the motions(s) intended to be submitted at such Special General Meeting, or
- c) On the written request of at least thirty-three percent (33%) of the Voting Members. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted at such Special General Meeting.

4.3.2 Notice of a Special General Meeting

The Secretary shall deliver, or cause to be delivered, notice by electronic communication, or by mail, to each Member in good standing at least twenty-one (21) days before the Special General Meeting. The notice will state the date, time, place and purpose of the Special General Meeting. When a meeting is to be held by electronic means, the notice of meeting should include clear information about how Members may register for the meeting and when they will receive information on any links, codes or passwords that will be required to join the meeting.

4.3.3 Agenda for a Special General Meeting

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

4.3.4 Quorum

A quorum at the Special General Meeting will consist of a majority of the Voting Members, including a minimum of three (3) Members of the executive committee.

4.4 Proceedings at the Annual General Meeting, or the Special General Meeting

4.4.1 Attendance by the public

The Annual General Meeting is open to the public. A majority of the Members present may ask any persons who are not Members to leave all, or a portion of, the meeting. Attendance at Special General Meetings of the Society shall be restricted to Voting Members of the Society.

4.4.2 Conduct of General Meetings:

General meetings of the Society shall be conducted according to The Democratic Rules of Order.

4.4.3 Failure to reach quorum

The Chair shall cancel the General Meeting if a quorum is not present within one-half ($\frac{1}{2}$) hour of the set time. If cancelled, the meeting is rescheduled for one (1) week later. The Secretary shall, as soon as reasonably possible, notify Members of the Society by either electronic communication, or mail, of the second meeting date, time and location. If a quorum is not present within one-half ($\frac{1}{2}$) hour of the set time of the second meeting, the meeting will proceed with the Members present.

4.4.4 Presiding Officer

4.4.4.1 The Chair presides at every General Meeting of the Society. The Vice-Chair presides in the absence of the Chair.

4.4.4.2 If neither the Chair, nor Vice-Chair is present within $\frac{1}{2}$ hour of the set time of the general meeting, the Members present choose one (1) of the Members to preside.

4.4.5 Adjournment

4.3.5.1 The Chair may adjourn any General Meeting with the consent of the Members present at the meeting. The rescheduled General Meeting conducts only the unfinished business from the initial meeting.

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

4.3.5.3 The Society must give notice when a General Meeting is adjourned for thirty (30), or more, days.

Notice shall be the same as for any General Meeting.

4.4.6 Voting

4.4.6.1 Each Voting Member has one (1) vote. A show of hands normally decides every vote at every General Meeting. A secret ballot is used if at least 20% of Voting Members present request it.

4.4.6.2 A Voting Member may not vote by proxy

4.4.6.3 The Chair does not have a second, or casting, vote in the case of a tie vote. A tie vote means the motion, resolution is defeated.

4.4.6.4 A majority of the votes of the Voting Members present decides each motion, or resolution, unless the issue needs to be decided by Special Resolution, when seventy-five percent (75%) of the votes cast are required to carry the motion, or resolution

4.4.6.5 The Chair decides when a motion, or resolution, is carried or defeated. This statement is final and it is not necessary to record the number of votes for and against the motion, or resolution.

4.4.6.6 Twenty percent (20%) of Voting Members present may request a secret ballot vote and procedures must be established to allow the secret ballot to take place. When a meeting is conducted electronically, such procedures should allow scrutineers to identify qualified voters, and to tally the votes without identifying how each voter cast their vote. ~~The result of the secret ballot vote is the resolution of the General Meeting.~~

4.3.6.7 Members may withdraw their request for a secret ballot vote

4.3.6.8 The Chair decides any dispute on any vote. The Chair decides in good faith and this decision is final.

4.3.7 Failure to give notice of meeting

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

- a) The accidental omission to give any notice, or
- b) Any Member not receiving any notice, or
- c) Any error in any notice that does not affect the meeting

ARTICLE 5: THE GOVERNANCE OF THE SOCIETY

5.1 The Board of Directors

5.1.1 Governance and management of the Society

The Board governs and manages the affairs of the Society in accordance with the Act. The Board may appoint an executive committee, or hire a paid administrator, to carry out management functions, under the direction and supervision of the Board.

5.1.2 Powers and duties of the Board

The Board has the powers of the Society, except as stated in the Societies Act. The powers and duties of the Board include, but are not limited to:

- a) Promoting the objects of the Society
- b) Promoting membership in the Society

- c) Maintaining and protecting the Society's assets and property
- d) Approving an annual budget for the Society
- e) Paying all expenses for operating and managing the Society
- f) Paying persons for services and protecting persons from debts of the Society
- g) Investing any extra monies
- h) Financing the operations of the Society, and borrowing, or raising, monies
- i) Making policies, rules and regulations for managing and operating the Society and using its facilities and assets
- j) Approving all contracts for the Society
- k) Maintaining all accounts and financial records of the Society
- l) Appointing legal counsel, as necessary
- m) Hiring employees to operate the Society
- n) Regulating employees duties and setting their salaries
- o) Selling, disposing of, or mortgaging any, or all, of the property of the Society
- p) Without limiting the general responsibility of the Board, delegating its powers and duties to the executive committee, or the paid administrator of the Society

5.1.3 Composition of, and election to, the Board of Directors

5.1.3.1 The Board consists of six (6) to eleven (11) Directors elected from among the Members in good standing at the Annual General Meeting

5.1.3.2 The Directors shall not be related to, married to, cohabitating with, or estranged from, any other Director

5.1.3.3 Each Director shall serve for a term of up to three (3) years and Members may re-elect any Director for a maximum of two (2) consecutive terms

5.1.3.4 Directors who have served two (2) consecutive terms are required to take a minimum of one (1) year's absence from the Board before standing for re-election

5.1.4 Resignation, removal, or death of a Director

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

5.1.4.2 A Director may be removed from office by a resolution passed by a majority of the Directors present at a meeting of the Board called for that purpose. The Director who is the subject of such a resolution shall be given the opportunity to be heard, before the resolution is put to a vote.

5.1.4.3 A Director may be removed from office by a Special Resolution of the Voting Members at a special meeting called for that purpose.

5.1.4.4 If there is a vacancy on the Board, the remaining Directors may appoint a Member in good standing to fill the vacancy, until the next Annual General Meeting.

5.1.5 Meeting of the Board

5.1.5.1 Timing and Location

5.1.5.1.1 The Board shall meet as often as required, but not less than four (4) times a year

5.1.5.1.2 The Chair shall set the date, time and location of each Board meeting

5.1.5.1.3 The Chair shall call a Board meeting if any two (2) Directors make a request to the Chair, in writing, and state the business for the meeting

5.1.5.1.4 A meeting of the Board may be held by a conference call. Directors who participate in this call are considered present for the meeting.

5.1.5.2 Notice of meetings

5.1.5.2.1 The Secretary shall deliver, or cause to be delivered, notice by mail, to each Director, at least fourteen (14) days, or in the case of electronic communication, at least seven (7) days, before each Board meeting. The notice will state the date, time, place and purpose of the meeting.

5.1.5.2.2 A Director may waive formal notice of a Board meeting

5.1.5.3 Quorum

5.1.5.3.1 A quorum at a meeting of the Board shall consist of a majority of the elected Directors

5.1.5.3.2 If there is not a quorum, the Chair adjourns the meeting to the same time and day of the following week.

5.1.5.4 Voting

5.1.5.4.1 Each Director has one (1) vote and all Directors present must vote on each resolution, or motion. A show of hands normally decides every vote at every Board meeting. A secret ballot is used if at least two (2) of the Directors present request it. Procedures must be in place to allow for the calling of a secret ballot at the meeting. When a meeting is conducted electronically, such procedures should allow scrutineers to identify qualified voters, and to tally the votes without identifying how each voter cast their vote.

5.1.5.4.2 The Chair does not have a second, or casting, vote in the case of a tie vote. A tie vote means the motion, or resolution, is defeated.

5.1.5.5 Board resolutions

All Directors may agree to and sign a resolution. This resolution is as valid as one (1) passed at a Board meeting. The date on the resolution is the date that the final signature is appended to the resolution.

Directors may also give their consent by email.

5.1.5.6 Conflict of interest

5.1.5.6.1 No Director shall use his position for personal or business advantage, or to unduly influence or prejudice the interests of the Society.

5.1.5.6.2 When any Director believes himself to be, or could reasonably be seen to be, in a potential conflict of interest, or conflict of commitment, with respect to being a Board Member, or with respect to some business of the Board, the potential conflict of interest, or conflict of commitment shall be brought to the attention of the Board at the start of the meeting at which the potential conflict arises.

5.1.5.6.3 When it has been determined that a conflict of interest, or a conflict of commitment exists, the Director involved shall withdraw from the meeting and the vote on that issue. The withdrawal of the Director, and the reasons for it, shall be recorded in the minutes

5.1.5.7 Validity of Board actions

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

5.2 Officers of the Society

5.2.1 The Officers of the Society are the Chair, Vice-Chair, Secretary and Treasurer

5.2.2 At its first meeting, after the Annual General Meeting, the Board elects, from among the Directors, all Officers for the following year.

5.2.3 The Officers hold office until re-elected, or until a successor is elected

5.2.4 Resignation, removal, or death of an Officer

5.2.4.1 An Officer may resign from office by giving one (1) month's notice in writing to the Chair of the Board. The resignation takes effect at the end of the month's notice, or on the date the resignation is accepted by the Board.

5.2.4.2 An Officer may be removed from office by a resolution passed by a majority of the Directors present at a meeting of the Board called for that purpose. The Officer who is the subject of such a resolution shall be given the opportunity to be heard, before the resolution is put to a vote.

5.2.4.3 An Officer may be removed from office by a Special Resolution of the Voting Members at a Special Meeting called for that purpose.

5.2.4.4 If there is an Officer vacancy (either by reason of resignation, removal, death or inability to act), the Directors shall meet as soon as reasonably practicable to appoint a replacement Officer.

5.3 Duties of the Officers of the Society

5.3.1 The Chair:

a) Supervises the affairs of the Board

b) When present, chairs all meetings of the Society, the Board and the executive committee, in the event that an executive committee is established

- c) Is Chair of the Nominating Committee
- d) Is normally spokesperson for the Society
- e) Carries out other duties assigned by the Board

5.3.2 The Vice-Chair:

- a) Chairs meetings in the absence of the Chair. At a meeting of the Board, if neither the Chair, nor the Vice-Chair is present, the Directors will elect a Chair for the meeting.
- b) Shall Chair the Governance Committee of the Board
- c) Ensures that all new Directors are properly orientated to the Board and its functions
- d) Replaces the Chair at various functions when asked to do so by the Chair, or the Board
- e) Carries out other duties assigned by the Board

5.3.3 The Secretary:

- a) Normally attends all General Meetings of the Society and the Board
- b) Shall keep, or cause to be kept, accurate minutes of the General Meetings of the Society, the Board and the executive committee, in the event that an executive committee is established
- c) Shall maintain, or cause to be maintained, a Register of Members of the Society
- d) Shall send, or cause to be sent, all required notices of all meetings of the Society, the Board and executive committee, in the event that an executive committee is established
- e) Has charge of the Board's correspondence and shall file, or cause to be filed, the annual return, changes in Directors, amendments to the Bylaws and other corporate documents with the Corporate Registry of Alberta and other appropriate authorities
- f) Keeps the Seal of the Society
- g) Carries out other duties assigned by the Board

5.3.4 The Treasurer:

- a) Shall deposit, or cause to be deposited, all monies paid to the Society, in a bank, treasury branch, or trust company chosen by the Board
- b) Shall ensure that annual fees are collected and deposited
- c) Shall provide the Board a detailed account of the revenues and expenditures of the Society, as requested
- d) In the event that the auditor's report is not available, shall prepare, or cause to be prepared, an unaudited fiscal year-end statement of the financial position of the Society, to be presented at the Annual General Meeting
- e) Shall Chair the Finance and Audit Committee of the Board
- f) Carries out other duties assigned by the Board

5.4 Board Committees

5.4.1 Establishing Committees

5.4.1.1 The Board may appoint committees to advise the Board

5.4.1.2 The Board may appoint to its committees, Members of the Society who are not Directors and, when specialized knowledge and advice is required, persons who are not Members of the Society.

5.4.2 General procedures for committees

5.4.2.1 When a committee is established, the Board shall define terms of reference for the committee and the duration of appointment of the committee members.

5.4.2.2 Each Board committee shall have a minimum of three (3) members, at least one (1) of which will normally be a Director.

5.4.2.3 Committees shall appoint their own Chair from amongst the members unless the Board determines otherwise.

5.4.2.4 Committee meetings shall be called by the Chair of the committee.

5.4.2.5 Notice shall be delivered to each member by mail, or electronic communication, at least one (1) week in advance of the meeting. The notice shall state the date, time and place of the meeting. Committee members may waive notice.

5.4.2.6 At least fifty percent (50%) of the committee members must be present at a meeting to constitute a quorum.

5.4.2.7 Each Member of the committee, including the Chair has one (1) vote. All Members present must vote on each motion, or resolution. In the event of a tie, the Chair does not have a casting vote. A tie vote means the motion, or resolution is defeated.

5.4.2.8 Each committee shall record minutes of its meetings for distribution to its members and to the Chairs of all other committees.

5.4.2.9 Each committee shall report in writing to each Board meeting. The minutes of the committee meeting will normally be considered an adequate report unless either the committee or Board decides otherwise.

5.5 Standing Committees

The Board shall establish the following standing committees:

- a) The Finance and Audit Committee
- b) The Governance Committee
- c) The Nominating Committee

5.5.1 The Finance and Audit Committee

5.5.1.1 The Finance Committee consists of the Treasurer, who is the Chair, and at least three (3) other Members appointed by the Board, at least one (1) of which shall be a Director

5.5.1.2. The Finance Committee is responsible for:

- a) Recommending budget policies to the Board
- b) Investigating and making recommendation to the Board for acquiring funds and property
- c) Recommending to the Board, policies on disbursing and investing funds
- d) Establishing policies for Board and committee expenditures
- e) Arranging the annual audit of the financial records of the Society
- f) Carrying out finance-related activities assigned by the Board

5.5.2 The Governance Committee

5.5.2.1 The Governance Committee consists of the Vice-Chair, who is the Chair, and at least three (3) other Members appointed by the Board, at least one (1) of which shall be a Director.

5.5.2.2 The Governance Committee will ensure that the Board fulfills its legal, ethical and functional responsibilities. Its duties include:

- a) Reviewing the Bylaws of the Society and recommending revisions, as required
- b) Creating governance policies and procedures for recommendation to the Board
- c) Developing terms of reference for each Board committee for recommendation to the Board
- d) Monitoring and reporting to the Board with respect to the implementation and operation of the above documents
- e) Periodically reviewing and recommending to the Board, such amendments to the above documents as may be necessary, or advisable
- f) Approving and overseeing the implementation of procedures for evaluating the performance of Directors, committees, and the Board as a whole
- g) Undertaking other governance-related activities assigned by the Board

5.5.3 The Nominating Committee

5.5.3.1 The Nominating Committee consists of the Chair, together with three (3) other Members of the Society appointed by the Board, at least one (1) of which shall be a Director

5.5.3.2 The Nominating Committee is responsible for:

- a) Preparing a slate of nominees for each vacant position on the Board
- b) Presenting its recommendation to the Annual General Meeting

ARTICLE 6. FINANCE AND OTHER MANAGEMENT MATTERS

6.1 The Registered Office

The Registered Office of the Society is located in the Bow Valley. Another place may be established at an Annual General Meeting, or by resolution of the Board.

6.2 Finance and Auditing

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

6.2.2 There must be an audit of the books, accounts and records of the Society at least once each year. A qualified accountant, appointed at each Annual General Meeting, shall complete this audit and submit a report for presentation, together with the financial statements for the previous year, to the next Annual General Meeting.

6.2.3 In the event that the audit report cannot, for any reason, be made available to the Annual General Meeting, unaudited fiscal year-end statements shall be presented to the Annual General Meeting and the report, when it has been received, shall be reviewed and accepted by the Board.

6.2.4 Once accepted by the Members at the Annual General Meeting, or after acceptance by the Board, the audit report shall be made available to the Members and to the public on the Society's website.

6.3 Seal of the Society

6.3.1 The Board may adopt a seal as the Seal of the Society

6.3.2 The Secretary has control and custody of the Seal of the Society, unless the Board decides otherwise

6.3.3 Only Officers authorized by the Board can use the Seal of the Society. The Board must approve a motion to name the authorized Officers.

6.4 Cheques and Contracts of the Society

6.4.1 The designated Officers of the Board sign all cheques drawn on the monies of the Society. Two (2) signatures are required on all cheques, excepting that the Board may authorize the Executive Director to sign cheques for certain amounts and/or in particular circumstances. The Executive Director may not sign their own paycheque or expense account.

6.4.2 Any two (2) Officers must sign all contracts of the Society, excepting that the Board may authorize the Executive Director to sign contracts for certain amounts and/or in particular circumstances.

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

6.5.1 The Secretary keeps, at the Registered Office of the Society, the original minutes from all meetings of the Society, the Board and the executive committee, in the event that an executive committee is established.

6.5.2 The Secretary keeps and files all necessary books and records of the Society, as required by the Bylaws, the Act, or any other relevant statutes, or laws.

6.5.3 A Member wishing to inspect the books, or records, of the Society must give reasonable notice to the Secretary of her intention to do so.

6.5.4 Unless otherwise permitted by the Board, such inspection will take place only at the Registered Office, or other business premises operated by the Society, during normal business hours.

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

6.5.6 Other records of the Society, except for records that the Board designates as confidential, are also open for inspection by the Members, with reasonable notice and at the Registered Office, or other business premises operated by the Society, during normal business hours.

6.6 Borrowing Powers

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

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

6.7 Payments

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

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

6.8 Protection and Indemnity of Director and Officers

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

6.8.2 No Director or Officer is liable for the acts of any other Director, Officer or employee. No Director or Officer is responsible for any loss or damage, due to bankruptcy, insolvency or wrongful act of any person, firm, or corporation dealing with the Society. No Director, or Officer, is liable for any loss due to an oversight, or error in judgement, or by any act in his role for the Society, unless the act is fraudulent, dishonest or in bad faith.

6.8.3 Directors or Officers can rely on the accuracy of any statement or report prepared by the Society's accountant or any other professional person or entity hired by the Board for the purpose of providing any statement or report. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

ARTICLE 7. AMENDING THE BYLAWS

7.1 These Bylaws may be cancelled, altered, or added to by a Special Resolution at any General Meeting of the Society

7.2 The twenty-one (21) days' notice of the General Meeting of the Society must include details of the proposed resolution to change the bylaw.

7.3 The amended Bylaws take effect after approval of the Special Resolution at the General Meeting and acceptance by the Corporate Registry of Alberta.

ARTICLE 8. DISTRIBUTING ASSETS AND DISOLVING THE SOCIETY

8.1 The Society does not pay any dividends, or distribute its property among its Members

8.2 If the Society is dissolved, any funds, or assets, remaining after paying all debts, shall be transferred to a registered and incorporated charitable organization. Members select this organization by Special Resolution. In no event does any Member receive any assets of the Society.