

The following is the revised and amended bylaws of the *Innisfail Curling Club* as passed by special resolution on March 29th, 2004

BYLAWS

ARTICLE 1 – PREAMBLE

1.1 The Society

The name of the society is the **Innisfail Curling Club**. The club was incorporated under the Society Act, a statute of the Province of Alberta, Number 50315013 on May 2, 1984.

1.2 The Bylaws

The following articles set forth the Bylaws of the Innisfail Curling Club.

ARTICLE 2 – DEFINING AND INTERPRETING THE BYLAW

2.1 Definitions

In these Bylaws, the following words have these meanings.

- 2.1.1 *Act* means the Societies Act T.S.A. 1980, Chapter S-18 as amended, or any statute substituted for it.
- 2.1.2 *Annual General Meeting* means the annual general meeting described in Article 5.1.
- 2.1.3 *Board* means the Board of Directors of this Society.
- 2.1.4 *Bylaws* mean the Bylaws of this Society as amended.
- 2.1.5 *Director* means any person elected or appointed to the Board. This includes the President and the immediate Past President.
- 2.1.6 *General Meeting* means the Annual General Meeting and or Special General Meeting.
- 2.1.7 *Lease* means the agreement between the Town of Innisfail and the Society for the use of the land and building that accommodates the curling club.
- 2.1.8 *Member* means a Member of the Innisfail Curling Club.
- 2.1.9 *Officer* means any Officer listed in Article 6.2.
- 2.1.10 *Registered Office* means the Innisfail Curling Club located at 5704 – 42nd Street, Innisfail, Alberta.

2.1.11 **Register of Members** means the register maintained by the Board of Directors containing the names and addresses of the Members of the Society.

2.1.12 **Society or Club** means the Innisfail Curling Club.

2.1.13 **Special Meeting** means the special general meeting described in Article 5.2.

2.1.14 **Special Resolution** means:

(a) A resolution passed at a General Meeting of the membership of this Club. There must be twenty-one (21) days' notice for this meeting. The notice must state the proposed resolutions. There must be approval of 75% of the voting Members present who vote in person;

(b) A resolution proposed and passed as a Special Resolution at a General Meeting with less than twenty- one (21) days' notice. All the voting Members who are eligible to attend and vote at the General Meeting must agree; or

(c) A resolution agreed to in writing by all the Voting Members who are eligible to vote on the resolution in person at a General Meeting.

2.1.15 **Voting Member** means a Member entitled to vote at the meetings of the Society

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

2.2.4 **Liberal Interpretation:** these Bylaws must be interpreted broadly and generously.

ARTICLE 3 – OBJECTS OF THE SOCIETY

3.1 The **Objects of the Society** are:

(a) Maintaining, operating and conducting among other activities, a curling club and related facilities for the benefit of its' Members and None Members who wish to use the facilities for a paid fee.

ARTICLE 4 – MEMBERSHIP

4.1 Membership shall be open to any person who resides in the Province of Alberta.

4.1.1 Membership year shall be from May 1st. to April 30th.

4.2 Classification of Membership

There are two categories of Membership

- (a) **Regular Membership** is any person eighteen (18) years of age and older.
- (b) **Junior Membership** is any person under eighteen (18) years of age.

4.3 Membership and League Fees

4.3.1 Membership and League fees will be recommended by the Board and set by a majority vote at the Annual General Meeting.

4.3.2 Membership and league fees will become due and payable after registration night in October of each year.

4.4 Rights and Privileges of Members

4.4.1 **A regular 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) One vote at any meeting of the Society; and
- e) Exercise other rights and privileges given Members in these bylaws.

4.4.2 **Member in Good Standing**

A member is in good standing when:

- (a) The Member has paid membership fees and/or other required fees to the Society; and
- (b) The Member is not suspended as a Member as provided for under Article 4.5

4.5. Suspension of Membership

4.5.1 **Decision to Suspend**

The Board, at a Special Meeting called for that purpose, may suspend a Member's membership for a period of time to be determined by the Board, for one or more of the following reasons:

- (a) If the Member has failed to abide by the Bylaws;
- (b) If the Member has disrupted meetings or functions of the Society; or
- (c) If the Member has done or failed to do anything judged to be harmful to the Society.

4.5.2 *Notice to the Member*

- 4.5.2.1 The affected Member will receive written notice of the Board's intention to deal with whether that Member should be suspended or not. The Member will receive at least two (2) weeks notice before the Special Meeting.
- 4.5.2.2 The notice will be sent by single registered mail to the last known address of the Member shown in the records of the Society. An Officer of the Board may also deliver the notice by hand.
- 4.5.2.3 The notice will state the reasons why suspension is being considered.

4.5.3 *Decision of the Board*

- 4.5.3.1 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.
- 4.5.3.2 The Board will determine how the matter will be dealt with and may limit the time given the Member to address the Board.
- 4.5.3.3 The Board may exclude the Member from its discussion of the matter, including the deciding vote.
- 4.5.3.4 The decision of the Board is final.

4.6 Termination of Membership

4.6.1 *Resignation*

- 4.6.1.1 Any Member may resign from the Society by sending or delivering a written notice to the Secretary or President of the Society.
- 4.6.1.2 Once the notice is received, the Member's name is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his/her name is removed from the Register of members.

4.6.2 *Death*

The membership of Member is ended upon his/her death.

4.6.3 Deemed Withdrawal

- 4.6.3.1 If a Member has not paid the annual membership fees within thirty (30) days following the date the fees are due, the Member is considered to have submitted his/her resignation.
- 4.6.3.2 In this case, the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his/her name is removed from the Register of Members.

4.6.4 Expulsion

- 4.6.4.1 The Society may, by Special Resolution at a Special General Meeting called for such purpose, expel any Member for any cause which is deemed sufficient in the interests of the Society.
- 4.6.4.2 This decision is final.
- 4.6.4.3 On passage of the Special Resolution, the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his/her name is removed from the Register of Members.

4.7 Transmission of Membership

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

4.8 Continued Liability for Debts Due.

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.

4.9 Limitations on the Liability of Members

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

ARTICLE 5 – MEETINGS OF THE SOCIETY

5.1 The Annual General Meeting

- 5.1.1 The Society holds its Annual General Meeting no later than April 30th. of each calendar year, in Innisfail, Alberta. The Board sets the place, day and time of the meeting.

5.1.2 The Secretary mails or delivers a notice to each Member at least twenty-one (21) days before the Annual Meeting. This notice states the place, date and time of the Annual General Meeting, and any business requiring a Special Resolution.

5.1.3 *Agenda for the Meeting*

The Annual General Meeting deals with the following matters:

- (a) Adopting the agenda;
- (b) Adopting the minutes of the last Annual General Meeting;
- (c) Considering the Presidents report;
- (d) Reviewing the financial statements setting out the Society's income, disbursements, assets, liabilities and the auditor's report of the previous fiscal year;
- (e) Approving the Annual Budget, Presented by the Board of Directors
- (f) Appointing the auditor(s);
- (g) Considering the Standing Committee reports and any other Committee the Board may have established throughout the year;
- (h) Electing the Members of the Board;
- (i) Considering matters specified in the meeting notice.

5.1.4 *Quorum*

Attendance by 10% of the Members at the Annual General Meeting is a quorum.

5.2 *Special General Meeting of the Society*

5.2.1 *Calling of Special General Meeting*

A Special General Meeting may be called at any time:

- (a) By resolution of the Board of Directors to that effect; or
- (b) On the written request of at least five (5) Directors. The request must state the reason for the Special General Meeting and the motion intended to be submitted at this Special General Meeting; or
- (c) On the written request of at least one-third (1/3) of the Voting Members. The request must state the reason for the Special General meeting and the motion intended to be submitted at such Special General Meeting.

5.2.2 *Notice*

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

5.2.3 *Agenda for the Special General Meeting*

Only the matter set out in the notice for the Special General Meeting is considered at the Special General Meeting.

5.2.3 *Procedure at the Special General Meeting*

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

5.3 Proceedings at the Annual or Special General Meeting

5.3.1 *Attendance by the Public.*

General Meeting of the Society are open to the public. A majority of the Members present may ask any persons who are not Members to Leave.

5.3.2 *Failure to Reach a Quorum*

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

5.3.3 *Presiding Officer*

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

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

5.3.4 *Adjournment*

5.3.4.1 The President may adjourn any General Meeting with the consent of the Members at the meeting. The adjourned General Meeting conducts only the unfinished business from the initial Meeting.

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

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

5.3.5 Voting

- 5.3.5.1 Each Voting Member has one (1) vote. A show of hands decides every vote at every General Meeting. A ballot is used if at least five (5) voting Members request it.
- 5.3.5.2 The President does not have a second or casting vote in the case of a tie vote. If there is a tie vote, the motion is defeated.
- 5.3.5.3 A Voting Member may not vote by proxy.
- 5.3.5.4 A majority of the votes of the Voting Members present decides each issue and resolution, unless the issue needs to be decided by a Special Resolution.
- 5.3.5.5 The President declares a resolution carried or lost. This statement is final, and does not have to include the number of votes for and against the resolution.
- 5.3.5.6 Five Voting Members may request a ballot vote. In such case, the President or the presiding officer may set the time, place and method for a ballot vote. The result of the ballot is the resolution of the General Meeting.
- 5.3.5.7 Members may withdraw their request for a ballot.
- 5.3.5.8 The President decides any dispute on any vote. The President decides in good faith, and this decision is final.

5.3.6 Failure to Give Notice of Meeting

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

- (a) Accidental omission to give notice to any Member;
- (b) Any Member not receiving any notice; or
- (c) Any error in any notice that does not affect the meaning.

5.3.7 Written Resolution of All the Voting Members

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

ARTICLE 6 – THE GOVERNMENT OF THE SOCIETY

6.1 The Board of Directors

6.1.1. Governance and Management of the Society

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

6.1.2 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:

- (a) Promoting the objects of the Society;
- (b) Promoting membership in the Society;
- (c) Organizing and scheduling league play.
- (d) Organizing and overseeing the junior curling program.
- (e) Hiring employees, to operate the Society;
- (f) Regulating employees' duties and privileges, and setting their salaries;
- (g) Booking facility rentals to outside individuals or organizations.
- (h) Maintaining and protecting the Society's assets and property;
- (i) Preparing an annual budget for the Society;
- (j) Paying all expenses for operating and managing the Society;
- (k) Paying persons for services and protecting persons from debts of the Society;
- (l) Investing any extra monies;
- (m) Financing the operations of the Society, and borrowing or raising monies;
- (n) Making policies for managing and operating the Society;
- (o) Approving all contracts for the Society;
- (p) Maintaining all accounts and financial records of the Society;
- (q) Appointing legal counsel as necessary;
- (r) Making policies, rules and regulations for operating the Society and using its facilities and assets;
- (s) Selling, disposing of, or mortgaging any or all the property of the Society; and
- (t) Without limiting the general responsibility of the Board, delegating its powers and duties to the Executive Committee or the paid administrator of the Society.

6.1.3 Composition of the Board

The Board consists of:

- (a) Nine (9) Directors-at-large elected at the Annual General Meeting from among the Voting Members; and
- (b) The immediate Past President.

6.1.4 Election of the Board

At the Annual General Meeting of the Society, April 23, 2003 the Voting Members elected the following Directors:

- (a) Three (3) Directors, each serving a term that ends at the close of the third Annual General Meeting following the Annual General Meeting at which these Directors were elected;
- (b) Three (3) Directors, each serving a term that ends at the close of the second Annual General Meeting following the Annual General Meeting at which these Directors were elected;
- (c) Three (3) Directors, each serving a term that ends at the close of the first Annual General Meeting following the Annual General Meeting at which these Directors were elected.

6.1.4.1 At each succeeding Annual General Meeting of the Society, Voting Members elect three (3) Directors, each serving a term that ends at the close of the third Annual General Meeting following the Annual General Meeting at which these Directors were elected.

6.1.4.2 Voting Members may re-elect any Director of the Board for a maximum of two (2) consecutive three-year terms. Director's having served two (2) consecutive terms must not be re-elected for a minimum of one year. No Director, elected or appointed, will serve more than six (6) consecutive years.

6.1.4.3 At least six (6) of the nine (9) Officers/Directors serving on the Board must permanently reside within thirty (30) kilometres of the Town of Innisfail.

6.1.5 Resignation, Death or Removal of a Director

6.1.5.1 A Director including the President and immediate Past President may resign from office by giving one (1) month's notice in writing. The resignation takes effect either at the end of the month's notice, or on the date the Board accepts the resignation.

6.1.5.2 Voting Members may remove any Director including the President and the immediate Past President before the end of his/her term. There must be a majority vote at a Special General Meeting called for that purpose.

6.1.5.3 Any Member of the Board, without prior approval of the Board, misses three (3) consecutive meetings will be dismissed from the Board of Directors.

- 6.1.5.4 If there is a vacancy on the Board, the remaining Directors may appoint a Member in good standing to fill that vacancy for the remainder of the term. This does not apply to the position of immediate Past President. This position remains vacant until the next Annual General Meeting.

6.1.6 Meetings of the Board

- 6.1.6.1 The Board holds at least ten (10) meetings each year.
- 6.1.6.2 The President calls the meetings. The President also calls a meeting if any two (2) Directors make a request in writing and state the business for the meeting.
- 6.1.6.3 Ten (10) days' notice for Board meetings is mailed to each Board Member. There may be five (5) days' notice by telephone or fax. Board Members may waive notice.
- 6.1.6.4 A majority of the Directors present at any Board meeting is a quorum.
- 6.1.6.5 If there is no quorum, the President adjourns the meeting to the same time, place and day of the following week. At least four (4) Directors present at this later meeting is a quorum.
- 6.1.6.6 Each Director, including the President and the Past President, has one (1) vote.
- 6.1.6.7 The President does not have a second or casting vote in the case of a tie vote. A tie vote means the motion is defeated.
- 6.1.6.8 Meetings of the Board are open to Members of the Society, but only Directors may vote. A majority of the Directors present may ask any other Members, or other persons present, to leave.
- 6.1.6.9 All Directors may agree to and sign a resolution. This resolution is as valid as one passed at any Board meeting. It is not necessary to give notice or to call a Board meeting. The date on the resolution is the date it is passed.
- 6.1.6.10 A meeting of the Board may be held by a conference call. Directors who participate in this call are considered present for the meeting.
- 6.1.6.11 Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board.
- 6.1.6.12 A Director may waive formal notice of a meeting.

6.2 Officers

- 6.2.1 The Officers of the Society are the President, Vice-President, Past President, Secretary and Treasurer.
- 6.2.2 The President, Vice-President, Secretary, and Treasurer will be elected, by the Directors, at the first meeting of the newly elected Board and will serve for a one-year term. These positions can only serve for a maximum of two (2) consecutive one-year terms

6.3 Duties of the Officers of the Society

6.3.1 *The President:*

- Supervises the affairs of the Board,
- When present, chairs all meeting of the Society, the Board and the Executive Committee;
- Is an ex officio member of all Committees, except the Nominating Committee;
- Acts as the spokesperson for the Society;
- Chairs the Executive Committee; and
- Carries out other duties assigned by the Board.

6.3.2 *The Vice-President:*

- Presides at meetings in the President's absence. If the Vice-President is absent, the Directors elect a Chairman for the meeting.
- Replaces the President at various functions when asked to do so by the President or the Board;
- Chairs the Building & Grounds and the Kitchen & Bar Committees.
- Is a member of the Executive Committee; and
- Carries out other duties assigned by the Board.

6.3.3 *The Secretary:*

- Attends all meetings of the Society, the Board and the Executive Committee,
- Keeps accurate minutes of these meetings;
- Has charge of the Boards correspondence;
- Makes sure a record of names and addresses of all Members of the Society is kept at the office of the Society;
- Makes sure all notices of various meetings are sent;
- Makes sure annual fees are collected for deposit by the treasurer of the Society;
- Keeps the Seal of the Society at the office of the Society;
- Keeps all correspondence, of the Society, properly filed at the office of the Society;

- Files the annual return, changes in the Directors of the organization, amendments in the bylaws and other incorporating documents with the Corporate Registry; and
- Carries out other duties assigned by the Board.

6.3.4 ***The Treasurer:***

- Makes sure all monies paid to the Society are deposited in a Financial Institution, chosen by the Board;
- Makes sure a detailed account of revenues and expenditures is presented to the Board as requested;
- Makes sure an audited statement of the financial position of the Society is prepared and presented to the Annual General Meeting;
- Chairs the Finance Committee Meeting;
- Is a member of the Executive Committee; and
- Carries out other duties assigned by the Board.

6.3.5 ***The Past President:***

- Chairs the Nominating Committee; and
- Carries out other duties assigned by the Board.

6.4 Standing Committees

6.4.1 ***The Board establishes these standing committees.***

- (a) Executive Committee;
- (b) Building & Grounds Committee;
- (c) Kitchen & Bar Committee;
- (d) Finance Committee;
- (e) Fund Raising and Promotions Committee;
- (f) Curling League's Committee;
- (g) Junior Curling Committee; and
- (h) Nominating Committee.

6.4.2 ***Executive Committee:***

- (a) Consists of the President, Past President, Vice-President, Secretary and Treasurer.
- (b) Is responsible for:
 - Planning agendas for Board meetings;
 - Carrying out emergency and unusual business between Board meetings;
 - Reporting to the Board on actions taken between Board meetings;
 - Carrying out other duties as assigned by the Board.
- (c) Meets at the discretion of the President or on the request of any two (2) other Officers. They must request the President in writing to call a meeting and state the business of the meeting.
- (d) All Officers may agree to sign a resolution. This resolution is as valid as one passed at an Executive Committee meeting. It is not necessary to give

notice or to call a meeting of the Executive Committee. The date on the resolution is the date it was passed.

- (e) A meeting of the Executive Committee may be held by conference call. Officers who participate in this call are considered present for the meeting.
- (f) Irregularities or errors done in good faith do not invalidate acts done by meeting of the Executive Committee.
- (g) An Officer may waive formal notice of a meeting.

6.4.3 *Building & Grounds Committee:*

- (a) Consists of the Vice President, who is the chairman, and two (2) other Members appointed by the Board.
- (b) Is responsible for:
 - Recommending a job description, qualifications, and performance appraisal system for the Janitor and Ice Technician;
 - Interviewing applicants for the position of Janitor and Ice Technician;
 - Recommending policies on personnel to the Board, including recruiting, hiring, evaluating and dismissal, contracts of employment, salary and employee benefits;
 - Acting as a mediator for personnel problems;
 - Recommending personnel policies for volunteers;
 - Reporting on the years activities at the Annual General Meeting;
 - Ensuring the security of the building, and
 - Carrying out other duties assigned by the Board.

6.4.4 *Kitchen & Bar Committee:*

- (c) Consists of the Vice President, who is the chairman, and two (2) other Members appointed by the Board.
- (d) Is responsible for:
 - Recommending a job description, qualifications, and performance appraisal system for the Kitchen and or Bar Supervisor;
 - Interviewing applicants for the position of Kitchen and or Bar Supervisor;
 - Recommending policies on personnel to the Board, including recruiting, hiring, evaluating and dismissal, contracts of employment, salary and employee benefits;
 - Acting as a mediator for personnel problems;
 - Recommending personnel policies for volunteers;
 - Reporting on the years activities at the Annual General Meeting; and
 - Carrying out other duties assigned by the Board.

6.4.5 *Finance Committee:*

(a) Consists of the Treasurer, who is the chairman, and three (3) other Members appointed by the Board.

(B) Is responsible for:

- Recommending budget policies to the Board;
- Investigating and making recommendations to the Board for acquiring funds and property;
- Recommending policies on disbursing and investing funds to the Board;
- Establishing policies for Board and committee expenditures;
- Arranging the annual audit of the books;
- Reporting on the years activities at the Annual General Meeting; and
- Carrying out other duties assigned by the Board.

6.4.6 Fund Raising and Promotions Committee:

(a) Consists of an Officer or Director of the Board, who is the chairman, and two (2) representatives appointed by the board.

(b) Is responsible for:

- Investigating fund raising activities and making recommendations to the Board; and
- Carrying out other duties assigned by the Board.

6.4.7 Curling League's Committee:

(a) Consists of an Officer or Director of the Board, who is the chairman, and two (2) representatives of each of the different leagues, as required.

(b) Is responsible for:

- Organizing league play and schedules;
- Organizing bonspiels hosted by the club; and
- Carrying out other duties assigned by the Board.

6.4.8 Junior Curling Committee:

(a) Consists of an Officer or Director of the Board, who is the chairman, and two (2) other members appointed by the Board.

(b) Is responsible for:

- Coordinating the Junior Curling Program;
- Arranging instructors and volunteers for the program; and
- Carrying out any other duties assigned by the Board.

6.4.9 Nominating Committee:

(a) Consists of the immediate Past President, who chairs the committee, and two (2) other Members appointed by the Board.

(b) Is responsible for:

- Preparing a slate of nominees for each vacant Directors position;
- Orienting new Board Members; and
- Presenting its recommendations to the Annual General Meeting.

ARTICLE 7- FINANCE AND OTHER MANAGEMENT MATTERS

7.1 The Registered Office

The Registered Office of the Society is located at 5704 – 42nd Street, Innisfail, Alberta

7.2 Finance and Auditing

7.2.1 The fiscal year of the Society ends on April 30th each year.

7.2.2 There must be a review of the books, accounts and records of the Society at least once year. A qualified accountant appointed at the Annual General Meeting must do this audit. At each Annual General Meeting of the Society, the auditor submits a complete statement of the books for the previous year.

7.3 Seal of the Society

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

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

7.3.3 The Seal of the Society can only be used by Officers authorized by the Board. The Board must pass a motion to name the authorized Officers.

7.4 Cheques and Contracts of the Society

7.4.1 The designated Officers of the Board sign all cheques drawn on the monies of the Society. Two signatures are required on all cheques.

7.4.2 The designated Officers must sign all contracts of the Society or other persons authorized to do so by resolution of the Board.

7.4.3 Any capital purchase of One Thousand (\$1000.00) dollars or more shall have prior Board approval.

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

- 7.5.1 The Secretary keeps a copy of the Minute Books and records minutes of all meeting of the Members and of the Board.
- 7.5.2 The Secretary keeps the original Minute Book at the Registered Office of the Society. This record contains minutes from all meetings of the Society, the Board and the Executive Committee.
- 7.5.3 The Secretary keeps and files all necessary books and records of the Society as required by the Bylaws, the Societies Act, or any other statute or laws.
- 7.5.4 A Member wishing to inspect the books or records of the Society must give reasonable notice to the President or Secretary of the Society of his/her intention to do so.
- 7.5.5 Unless otherwise permitted by the Board, such inspection will take place only at the Registered Office, or other regular business premises operated by the Society, during normal business hours.
- 7.5.6 All financial records of the Society are open for such inspection by the Members.
- 7.5.7 Other records of the Society are also open for inspection, except for records that the Board designates as confidential. All meetings of the Executive Committee and the Board of Directors, done in *executive session*, (also referred to as *in camera*) will be designated as confidential.

7.6 Borrowing Powers

- 7.6.1 Within the restrictions of the lease agreement with the Town of Innisfail, the Society may borrow or raise funds to meet its objectives and operations. The Board decides the amounts and ways to raise the money, including giving or granting security.
- 7.6.2 The Society may issue debentures to borrow only by resolution of the Board confirmed by a Special Resolution of the Society.

7.6.3 Payments

- 7.7.1 No Member, Director or Officer of the Society receives any payment for his/her services as a Member, Director or Officer.
- 7.7.2 Reasonable expenses incurred while carrying out duties of the Society may be reimbursed upon Board approval.

- 7.7.3 Honorariums may be determined by resolution of the Board and confirmed by Special Resolution of the Society.

7.8 Protection and Indemnity of Directors and Officers

- 7.8.1 Each Director or Officer holds office with protection from the Society. The Society indemnifies each Director or Officer against all costs or charges that result from any act done in his/her role for the Society. The Society does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.
- 7.8.2 No Director or Officer is liable for 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 judgment, or by an act in his/her role for the Society, unless the act is fraud, dishonesty or bad faith.
- 7.8.3 Directors or Officers can rely on the accuracy of any statement or report prepared by the Society's auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

ARTICLE 8 – PARLIAMENTARY AUTHORITY

- 8.1 Robert's Rules of Order *Simplified and Applied*, Second Edition is the authority used by the society.

ARTICLE 9 - AMENDING THE BYLAWS

- 9.1 The Bylaws may be cancelled, altered or added to by Special Resolution at any Annual General or Special General Meeting of the Society.
- 9.2 The twenty-one (21) days' notice of the Annual General or Special General Meeting of the Society must include details of the proposed resolution to change the Bylaws.
- 9.3 The amended bylaws take effect after approval of the Special Resolution at the Annual General or Special General Meeting and accepted by the Corporate Registry of Alberta.

ARTICLE 10 – DISTRIBUTING ASSETS AND DISSOLVING THE SOCIETY

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

10.2 If the Society is dissolved any funds or assets remaining, after paying all debts, are donated to a registered and incorporated charitable organization. Members select this organization by Special Resolution. In no event do any Members receive any assets of the Society.

Dated at the Town of Innisfail in the Province of Alberta, this 29th, day of March, 2004.

PRESIDENT, _____, ADDRESS: _____
George Rehman Innisfail, Alberta

Vice-PRESIDENT, _____, ADDRESS: _____
David Glasgow Innisfail, Alberta

SECRETARY: _____, ADDRESS: _____
Eileen Malley Innisfail, Alberta

TREASURER: _____, ADDRESS: _____
Nola Stigings Innisfail, Alberta

DIRECTOR: _____, ADDRESS: _____
Shelley Bradshaw Bowden, Alberta

DIRECTOR: _____, ADDRESS: _____
Ian Cook Innisfail, Alberta

DIRECTOR: _____, ADDRESS: _____
Barb Dixon Innisfail, Alberta

DIRECTOR: _____, ADDRESS: _____
Lorne Mick Innisfail, Alberta

DIRECTOR: _____, ADDRESS: _____
Larry Nelson Innisfail, Alberta

All of the above signatures were witnessed by: _____,
