

# **Bylaws of the Able Sail Association of Alberta**

## **Article 1**

### Preamble

#### **1.1 The Society**

The name of the society is the Able Sail Association of Alberta, which may also be known or referred to as the ASAA or the Association.

#### **1.2 The Bylaws**

The following articles set forth the Bylaws of the Association

## **Article 2**

### Definitions and Interpretation

#### **2.1 Definitions**

In these Bylaws, the following words have these meanings.

- (a) "Act" means the Societies Act, RSA 2000, Chapter S-14 as amended, or any statute substituted for it.
- (b) "Annual General Meeting" means the annual general meeting described in Section 5.1.
- (c) "Bylaws" means the Bylaws of the Association as may be amended from time to time.
- (d) "Association" means the Able Sail Association of Alberta.
- (e) "Director" means any person elected or appointed to the Executive pursuant to Section 6.1(d) and (e).
- (f) "Executive" means the Board of Directors of the Association.
- (g) "General Meeting" means an Annual General Meeting or a Special General Meeting.
- (h) "Officer" means any Officer listed in Section 6.2.
- (i) "Member" means a Member of the Association set out in Sections 4.1 and 4.2.
- (j) "Membership Application" means an application in such form as may be revised by the Executive from time to time.
- (k) "Register of Members" means the register maintained by the Executive containing the names of the Members of the Association.
- (l) "Special General Meeting" means a special general meeting described in Section 5.2.
- (m) "Special Resolution" means:
  - i. a resolution passed at a General Meeting of the membership of the Association where: there must be twenty-one (21) days' notice for this meeting; the notice must state the proposed resolution; and there must be approval of a vote of 75% of the Voting Members who vote;
  - ii. a resolution passed as a Special Resolution at a General Meeting with less than twenty-one (21) days' notice; All the Voting Members eligible to attend and vote at the General Meeting must agree; or
  - iii. a resolution agreed to in writing by all the Voting Members who are eligible to vote on the resolution at a General Meeting.

- (n) “Voting Member” means a Member entitled to vote at the meetings of the Association as set out in Section 4.4(b).

## **2.2 Interpretation**

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

- a) Singular and Plural: Words indicating the singular number also include the plural, and vice-versa.
- b) Corporation: Words indicating persons include corporations.
- c) Headings: Headings are for convenience only. They do not affect the interpretation of the bylaws.
- d) Liberal Interpretation: These bylaws must be interpreted broadly and generously.
- e) Gender: Words indicating a gender include the masculine, feminine, and neutral genders.

## **Article 3**

### **Membership**

#### **3.1 Admission of Members**

- a) Individual membership allows one (1) vote at General Meetings and may participate on the Executive.
- b) To obtain an Individual Membership, an individual must pay the annual membership fees and all other fees for such membership and complete a Membership Application.

#### **3.2 Membership Fees**

- a) Membership Year: The membership year is May 1 to the following April 30.
- b) Setting Membership Fees: The Executive sets the amount of annual membership fees for each category of Members.
- c) Payment Date for Fees: The annual membership fees must be paid on or before May 1 of every year and are non-refundable. Membership fees for returning members will not be prorated if paid after May 1.

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

- (a) Rights: Any Member in good standing is entitled to:
  - i. receive notice of any General Meetings;
  - ii. attend any General Meetings;
  - iii. speak at any General Meetings; and
  - iv. exercise other rights and privileges given to Members in these Bylaws.

- (b) Voting Members: The only Members who can vote at General Meetings are Members entitled to vote pursuant to these Bylaws who are in good standing and who are at least eighteen (18) years old.
- (c) Number of Votes: A Voting Member is entitled to one (1) vote at a General Meeting and such vote may be made in person or may be made by proxy in accordance with Section 5.3(e).
- (d) Member in Good Standing: A Member is in good standing when:
  - i. their membership fees or other required fees to the Association are paid; and,
  - ii. the Member is not suspended as a Member as provided for under Section 4.6.

### **3.5 Obligations of Members**

All members shall, by accepting membership, be deemed to have notice of and agree to be bound by these Bylaws, and by any rules and/or regulations made or hereafter to be made by the Association or the Executive.

### **3.6 Suspension of Membership**

- (a) Suspension for unpaid fees: Any Member failing to pay their specified membership fees on or before May 1 of a given year shall have their membership suspended.
- (b) Decision to Suspend other than for unpaid fees: The Executive at a Special Meeting called for that purpose, may suspend a Member's membership, for one or more of the following reasons:
  - i. if the Member has failed to abide by the Bylaws;
  - ii. if the Member has disrupted meetings or functions of the Association;
  - iii. if the Member has done anything judged to be harmful to the Association.
- (c) Notice to the Member: The affected Member will receive written notice of the Executive's intention to determine whether that Member should be suspended or not. The Member will receive at least two (2) weeks' notice before the Special General Meeting.
- (d) Delivery of the Notice: The notice will be sent by mail or email to the last known address of the Member as shown in the records of the Association. The Notice may also be delivered personally by a Director from the Executive.
- (e) Contents of Notice: The notice will state the reasons why suspension is being considered.
- (f) Right to Appear Before Executive: The Member will have an opportunity to appear before the Executive to address the matter. The Executive may allow another person to accompany the Member. The Executive will determine how the matter will be determined and may limit the time given to the Member to address the Executive.

- (g) Executive Consideration of the Matter: The Executive may exclude the Member from its discussion of the matter, including the deciding vote.
- (h) Executive Decision Final: The decision of the Executive is final and cannot be appealed.

### **3.7 Termination of Membership**

- (a) Resignation: Any Member may resign from the Association by emailing, sending, or delivering a written notice to the responsible Director-at-Large or Commodore of the Association. 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 the Member's name is removed the Register of Members. Subject to the sole discretion of the responsible Director-at-Large, the Member is not entitled to a refund of any fees the Member has paid to the Association.
- (b) Death: The membership of the Member is ended upon the Member's death.
- (c) Deemed Withdrawal: If a 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 resigned. 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 name is removed from the Register of Members.
- (d) Expulsion: The Association may, by Special Resolution at a Special General Meeting called for such a purpose, expel any Member for any cause which is deemed sufficient in the interests of the Association. This decision is final and cannot be appealed. 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 the Member's name is removed from the Register of Members.

### **3.8 Forfeiture of Claims**

Any member who shall withdraw, resign, be expelled, or otherwise have their membership terminated shall forfeit all rights or claim in or to Association funds, but a Member who was a Deemed Withdrawal may, at the discretion of the Executive, be reinstated upon payment of all arrears.

### **3.9 Transfer of Membership**

No right or privilege of any Member is transferable to another person. All rights and privileges cease when the Member resigns, dies, is expelled, or otherwise has their membership terminated from the Association.

### **3.10 Limitation on the Liability of Members**

No Member is, in their individual capacity or otherwise, liable for any debt or liability of the Association.

## **Article 4**

### **Meetings of the Association**

#### **4.1 The Annual General Meeting**

- (a) Annual General Meeting: The Association holds its Annual General Meeting in Calgary, Alberta, annually within three months of the end of the operating season. The Executive sets the place, date, and time of the meeting.
- (b) Notice of the Annual General Meeting: The Secretary or Communications director shall deliver a notice to each Member in accordance with the Societies Act and at least 21 days prior to the AGM Meeting. This notice shall state the place, date, and time of the Annual General Meeting, and any business requiring a Special Resolution.
- (c) Agenda of the Annual General Meeting: The Annual General Meeting deals with the following matters:
  - (i) Adopting an agenda;
  - (ii) Adopting the minutes of the last Annual General Meeting;
  - (iii) A Commodore's Report;
  - (iv) The reports and statements of any of the other members of the Executive;
  - (v) Reviewing the financials statements setting out the Club's income, disbursements, assets, and liabilities;
  - (vi) Considering matters specified in the meeting notice; and,
  - (vii) Electing the Executive.
- (d) Quorum: Attendance by 10% of the Voting Members or 15 Voting Members (whichever is greater) at the Annual General Meeting is quorum. Members attending by video or teleconference count towards quorum.

#### **4.2 Special General Meeting**

- (a) Calling of Special General Meeting: A Special General Meeting may be called at any time:
  - (i) by a resolution of the Executive to that effect; or
  - (ii) on the written request of at least five (5) Directors (the request must state the reason for the Special General Meeting and the motion(s) intended to be submitted at this Special General Meeting); or,
  - (i) on the written request to the Board 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(s) intended to be submitted at this Special General Meeting).
- (b) Notice: The Secretary or Communications Director shall deliver a notice to each member at least twenty-one (21) days before the Special General Meeting. This notice shall state the place, date, time and purpose of the Special General Meeting.

- (c) Agenda: Only matter(s) set out in the notice for the Special General Meeting shall be considered at the Special General Meeting.
- (d) 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.

#### **4.3 Proceedings at a General Meetings**

- (a) Attendance: General Meetings of the Association are open to members of the Association and invited guests. Attendance may be in person, by telephone, or by video conference.
- (b) Failure to Reach Quorum: The Commodore shall cancel the General Meeting if a quorum is not present within half an hour (1/2) after the starting time of the meeting. If canceled, the meeting is rescheduled for one (1) week later at the same time and place. If a quorum is not present within half an hour (1/2) after the set time of the second meeting, the meeting will proceed with the Members in attendance.
- (c) Presiding Officer: The Commodore chairs every General Meeting of the Association or the Vice-Commodore chairs in the absence of the Commodore. If neither the Commodore nor Vice-Commodore is present within half an hour (1/2) after the set time for the General Meeting, the Directors of the Executive will elect a chairperson for the meeting.
- (d) Adjournment: The chair may adjourn any General Meeting to another specified date and time with the majority consent of the Members at the meeting. The re-convened General Meeting conducts only the unfinished business from the initial Meeting. No notice is necessary if the General Meeting is adjourned for less than thirty (30) days. The Club 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.
- (e) Voting: Voting at a General Meeting will be conducted as follows:
  - (i) Each Voting Member has one (1) vote. A show of hands (Members voting for others by proxy may raise two hands) or calling of "Yay/Nay" with exception to proxy votes decides each vote at a General Meeting.
  - (ii) A Voting Member may assign their vote in writing to another Voting Member for any meeting of the Association. A Member's Proxy vote shall be carried by another Voting Member. A Member voting by proxy shall advise the Secretary, in writing, of their intention to vote by proxy at least one (1) week before the given General Meeting. The Executive shall provide a proxy vote form setting out the items of business to be voted on and eligible proxy vote assignments.
  - (iv) Proxy votes do not count towards quorum at any meeting.
  - (v) Any Voting Member may carry and exercise up to one (1) proxy vote for other Voting Members unable to attend a meeting of the Association.
  - (vi) The chair of the meeting has a second or casting vote in the case of a tie vote. The chair shall decide any dispute on any vote. The chair decides in good faith, and this decision is final.

- (vii) A majority of the votes of the Voting Members present at a General Meeting and the proxy votes decides each issue and resolution, unless the issue needs to be decided by a Special Resolution.
  - (viii) The chair declares the resolution carried or lost. This statement is final and does not have to include the number of votes for and against the resolution.
  - (ix) Five (5) or more Voting Members may request a ballot vote. In such cases, the chair may set the time, place, and method for a ballot vote. The result of the ballot is the resolution of the General Meeting.
  - (x) Members may withdraw their request for a ballot vote.
- (f) Failure to Give Notice of the Meeting: No action at a General Meeting is invalid due to:
- (i) accidental omission to give any notice to any Member;
  - (ii) any Member not receiving any notice; or
  - (iii) any error in any notice that does not affect the meaning.

## **Article 5**

### **The Government of the Association**

#### **5.1 The Executive**

- (a) Governance and Management of the Association: The Executive governs and manages the affairs of the Association. The Executive may hire paid personnel or appoint volunteer personnel to carry out management functions under the direction and supervision of the Executive. Directors serve in an unpaid volunteer role.
- (b) Powers and Duties of the Executive: The Executive has the powers of the Association, except as stated in the Societies Act.

The powers and duties of the Executive include:

- (i) promoting the objects of the Association;
- (ii) promoting membership in the Association;
- (iii) hiring employees or appointing volunteers to operate the Association;
- (iv) regulating employees duties and setting their compensation and benefits;
- (v) maintaining and protecting the Association's assets and property;
- (vi) approving an annual budget for the Association;
- (vii) paying all expenses for operating and managing the Association;
- (viii) paying persons for services and protecting persons from debts of the Association;
- (ix) investing any extra money;
- (x) financing the operations of the Association, and borrowing or raising monies;
- (xi) making policies for managing and operating the Association;
- (xii) approving all contracts for the Association;
- (xiii) maintaining all accounts and financial records of the Association;
- (xiv) appointing legal counsel as necessary;
- (xv) making policies, rules and regulations for operating the Association and using its facilities and assets;

- (xvi) selling, disposing of, or mortgaging any or all of the property of the Association; and,
  - (xvii) without limiting the general responsibility of the Executive, delegating its powers and duties to the paid or volunteer personnel of the Association.
- (c) Composition of the Executive: The Executive consists of the following Directors:
- (i) Commodore;
  - (ii) Vice-Commodore;
  - (iii) Past-Commodore;
  - (iv) Secretary;
  - (v) Treasurer; and,
  - (vi) Up to eight (8) Directors-at-large elected at the Annual General Meeting from among the Voting Members.
- (d) Election of the Directors and the Commodore at the First AGM: At the first Annual General Meeting of the Club following the adoption of these Bylaws, the Voting Members elect all the above Directors except the Past-Commodore, with one third of (1/3) of the Directors being elected for a term of three (3) years, another one third (1/3) being elected for a term of two (2) years, and the final one third (1/3) being elected for a term of one (1) year.
- (e) Election at Succeeding AGMs: At each succeeding Annual General Meeting the Directors whose terms have been completed, those Directors shall be elected for and hold office for a term of three (3) years or until their successors have been elected or appointed. All elected officers shall retire upon completion of their given term and shall be eligible for re-election if otherwise qualified.
- (f) Resignation of a Director: A Director 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 Executive accepts the resignation.
- (g) Removal of a Director by Members: Voting Members may remove any Director before the end of their term. There must be a majority vote at a Special General Meeting called for that purpose.
- (h) Removal of Director by Executive: The Executive may remove any Director before the end of their term:
- (i) if the Director has been absent from three (3) consecutive Executive meetings; or for cause. The motion to remove a Director must pass with a two-thirds or greater vote at an Executive meeting.
  - (ii) Filling a Vacancy: If there is a vacancy on the Executive, the remaining Directors appoint a Member in good standing to fill that vacancy or until the next Annual General Meeting. This does not apply to the position of Past- Commodore as this position

remains vacant until a new Commodore is elected and the current Commodore moves into the position of Past Commodore.

(j) Meetings of the Executive:

- (i) The Executive holds meetings throughout the year.
- (ii) The Commodore calls the meetings. The Commodore also calls a meeting if any two (2) Directors make a request in writing and states the business for the meeting.
- (iii) An agenda shall be circulated to Directors by email at least seven (7) days prior to the which shall constitute the notice of the meeting and shall outline the content and focus of the upcoming meeting. Executive meetings may be held without notice if a quorum of the Executive is present, provided, however, that any business transacted at such meeting must be ratified at the next regularly called meeting of the Executive; otherwise, it shall be null and void.
- (iv) Fifty (50) percent of the total Executive shall form a quorum for the transaction of business at an Executive meeting.
- (v) If there is no quorum, the Commodore adjourns the meeting to the same time, place, and day of the following week. If a quorum is not present within half an hour (1/2) after the set time of the second meeting, the meeting will proceed with the Directors in attendance.
- (vi) Each Director has one (1) vote. If there is a tie vote, the chairing member has a second and deciding vote.
- (vii) Meetings of the Executive are open to Members of the Club, but only Directors may vote. A majority of the Directors present may ask any other Members, or other persons, to leave.
- (viii) A written resolution may be passed if agreed and signed by All Directors. This resolution is as valid as one passed at any Executive meeting. It is not necessary to give notice or to call an Executive meeting to pass a written resolution. The date on the resolution is the date it is passed.
- (ix) A meeting of the Executive may be held by all or some of its members participating by telephone or video conference. Directors who participate in this call are considered present for the meeting.
- (x) Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Executive.

## 5.2 Officers

- (a) Officers: The Officers of the Association the Commodore, Vice-Commodore, Past-Commodore, Secretary, Treasurer, and up to eight (8) Directors-at-Large who may be elected at the Annual General Meeting from among the Voting Members. Officers serve in an unpaid volunteer role.
- (b) Holding Office: Subject to Sections 6.1(g), (h) and (i), Officers hold office until re-elected or until a successor is elected. If an Officer is removed, a suitable replacement shall be immediately sought and that position shall be filled as soon as possible, by the second

meeting following the removal. In the event of a resignation of an Officer, that office must be filled between the date notice of resignation is given and the date the resignation is accepted by the Executive.

- (c) Removal of an Officer by Members: Voting Members may remove any Officer before the end of their term. There must be a majority vote at a Special General Meeting called for that purpose.
- (d) Removal of Officer by Executive: The Executive may remove any Officer before the end of their term:
  - i. if the Officer has been absent from three (3) consecutive Executive meetings; or for cause.
  - ii. The motion to remove an Officer must pass with a two-thirds or greater vote at an Executive meeting.

### **5.3 Duties of the Officers of the Association**

- (a) The Commodore: The powers and duties of the Commodore include:
  - (i) supervising the affairs of the Executive;
  - (ii) when present, chairing all meetings of the Association and the Executive;
  - (iii) serving as an ex officio member of all Committees, except the Nominating Committee;
  - (iv) acting as a spokesperson for the Association
  - (ii) keeping the Seal of the Association; and,
  - (v) carrying out other duties assigned by the Executive.
- (b) The Vice-Commodore: The powers and duties of the Vice-Commodore include:
  - (i) presiding at meetings in the Commodore's absence; if the Vice-Commodore is absent, the Directors elect a Chairperson for the meeting;
  - (ii) replacing the Commodore at various functions when asked to do so by the Commodore or the Executive;
  - (iii) chairing the Personnel Committee; and,
  - (iv) carrying out other duties assigned by the Executive.
- (c) The Secretary: The powers and duties of the Secretary include:
  - (i) attending all meetings of the Association and the Executive;
  - (iii) keeping accurate minutes of these meetings;
  - (iv) making sure all notices of various meetings are sent;
  - (v) filing the annual return, changes in the directors of the organization, amendments in the Bylaws and other incorporating documents with the Corporate Registry; and,
  - (vi) carrying out other duties assigned by the Executive.
- (d) The Treasurer: The powers and duties of the Treasurer include:
  - (i) ensuring all monies paid to the Association are deposited in a chartered bank, treasury branch, credit union, or trust company chosen by the Executive;

- (ii) ensuring a detailed account of revenues and expenditures are presented to the Executive as requested;
  - (iii) ensuring an audited/reviewed statement of the financial position of the Association is prepared and presented at the Annual General Meeting;
  - (iv) chairing the Finance Committee of the Executive; and,
  - (v) carrying out other duties assigned by the Executive.
- (e) The Past-Commodore: The powers and duties of the Past-Commodore include:
- (i) chairing the Nominating/Governance Committee; and,
  - (ii) carrying out other duties assigned by the Executive.
- (f) Directors-at-Large: The powers and duties of the Directors-at-Large pertain to promoting and implementing the Association objects
- (ii) overseeing the maintenance and care of all Association facilities, and other assets, and all Association equipment,
  - (iii) overseeing the management of operations of the Clubhouse;
  - (iv) overseeing membership renewal and collection of membership dues;
  - (v) overseeing collection of Member's fees to Alberta Sailing Association and Sail Canada, and remittances to those organizations;
  - (vi) ensuring a record of names and addresses of all Members of the Association is kept in the Registry of Members;
  - (vii) ensuring all annual fees are collected and deposited;
  - (ix) seeking promotional opportunities to increase the Association membership, participation, and the Association's profile;
  - (x) organizing and overseeing all social functions and sailing programs,
  - (xi) ensuring communication of the Association with the Membership as well as the general public, and,
  - (xii) promoting the Association objects and carrying out other duties assigned by the Executive.

#### **5.4 Committees**

- (a) Establishing Committees: The Executive may appoint committees to advise the Executive or assist with their duties as required.
- (b) General Procedures for Committees:
- (i) An Executive member shall chair committees created by the Executive.
  - (ii) The chairperson calls committee meetings. Each Committee records minutes of its meetings, including names and duties of each participant, and distributes the minutes to the committee members and to the members of the Executive.
  - (iii) Seven (7) days' notice must be delivered to each member of the committee for a committee meeting. The notice states the date, place, and time of the committee meeting. Notice of a committee meeting may be waived by a majority of the committee members.
  - (iv) A majority of the committee members present at a meeting is a quorum.

- (v) A committee meeting may be held by conference call or other electronic means. Committee members who participate by electronic means are considered present for the meeting.
- (vi) Each member of the committee, including the chairperson, has one (1) vote at the committee meeting. The chairperson has a casting vote in case of a tie.

## **5.5 Standing Committees**

- (a) Standing Committees: The Executive establishes these standing committees:
  - i. Finance Committee;
  - ii. Nominating/Governance Committee; and,
  - iii. Personnel Committee.
- (b) Finance Committee: The Finance Committee:
  - i. consists of the Treasurer, who is chairs the committee, and up to three other Members appointed by the Executive;
  - ii. is responsible for:
    - recommending budget policies to the Executive and developing an annual budget;
    - investigating and making recommendations to the Executive for acquiring funds and property;
    - recommending policies on disbursing and investing funds to the Board;
    - establishing policies for Executive and committee expenditures;
    - arranging the annual review/audit of the Association's books;
    - reporting on the year's activities at the Annual General Meeting; and
    - carrying out other duties assigned by the Executive.
- (c) Nominating/Governance Committee: The Nominating/Governance Committee:
  - (i) consists of the immediate Past-Commodore and at least two (2) other Members appointed by the Executive;
  - (ii) is responsible for:
    - preparing a slate of nominees for the Commodore's position;
    - preparing a slate of nominees for each vacant Director position;
    - orienting new executive members;
    - presenting its recommendation at the Annual General Meeting;
    - recommending governance policies to the Executive;
    - preparing recommended governance documents for the Executive; and
    - regularly reviewing and updating governance policies and documents.
- (d) Personnel Committee: The Personnel Committee:
  - (i) consists of the Vice-Commodore, who chairs the committee, and two (2) other Members appointed by the Executive;
  - (ii) is responsible for:
    - oversees the hiring, training, and management of the Association's paid and/or volunteer personnel;
    - recommending personnel policies to the Executive;

- preparing recommended personnel documents for the Executive; and
- regularly reviewing and updating personnel policies and documents.

## **Article 6**

### **Finance and Other Management Matters**

#### **6.1 The Registered Office**

The Registered Office of the Association is located in Calgary, Alberta. Another place may be established at the Annual General Meeting or by resolution of the Executive.

#### **6.2 Finance and Auditing**

(a) Fiscal Year: The fiscal year of the Association ends on December 31 of each year.

(b) Yearly Audit: There must be an audit of the books, accounts, and records of the Association at least once each year. An audit will be conducted by the Treasurer and Commodore, and two Members of the Association, designated for such purpose, will verify the audit. At each Annual General Meeting of the Association, the Treasurer shall provide an audited statement of the books for the previous year.

#### **6.3 Seal of the Association**

(a) Seal: The Executive may adopt a seal as the Seal of the Association.

(b) Control of the Seal: The Commodore has control and custody of the Seal of the Association, unless the Executive decides otherwise.

(c) Use of the Seal: The Seal of the Association can only be used by Officers authorized by the Executive. The Executive must pass a motion to name the authorized Officers.

#### **6.4 Cheques and Contracts of the Association**

(a) Signing of Cheques: Designated Officers of the Executive may sign all cheques which draw on the monies of the Association. The Executive shall designate the Commodore, the Treasurer, and at least one other Officer of the executive as signatories. Two signatures are required on all cheques - usually those shall be the Commodore and the Treasurer; however, the requirement that the signatures be those of the Commodore and Treasurer shall be waived during periods where one of the two is unavailable for an extended period of time, and in this case another designated Officer of the Executive may sign. The Executive may authorize any Association employee to sign cheques up to a prescribed dollar value and in prescribed circumstances.

(b) Contracts: All contracts of the Association must be signed by the Commodore or other persons authorized to do so by Executive policy or resolution of the Executive.

(c) Conflict of Interest: A Director who is a party to, or who is a director or officer of, or has a material interest in any corporation or person who is a party to a material contract, or

proposed material contract with the Association shall disclose the nature and extent of their interest at the time and manner provided by the Executive conflict of interest policy. Any such contract or proposed contract shall be referred to the Executive for approval even if such contract is one that in the ordinary course of the Association's business would not require approval by the Executive. Such a Director shall not vote on any resolution to approve such contract or proposed contract except as permitted by Executive policy.

## **6.5 The Keeping and Inspection of the Books and Records of the Association**

- (a) Minute Books: The Secretary keeps a copy of the Minute Books and records all minutes of all meetings of the Members and of the Executive.
- (b) Motions Book: The Secretary keeps a copy of the Motions Book and records all motions of all meetings of the Members and of the Executive.
- (c) Location of Minute Books: The Secretary keeps the original Minute and Motions Books at the Registered Office of the Association or within the electronic file archive of the Association. This record contains minutes and motions from all meetings of the Association, and the Executive.
- (d) Books and Records: The Executive keeps and files all necessary books and records of the Association as required by the Bylaws, the Societies Act, or any other statutes or laws.
- (e) Inspection of Books and Records: A Member wishing to inspect the books or records of the Association must give reasonable notice to the Commodore or Secretary of the Association of their intention to do so.
- (f) Place of Inspection: Unless otherwise permitted by the Executive, such inspection will take place only at the Registered Office, or other regular business premises operated by the Association, during mutually agreeable viewing times.
- (g) Financial Records: All financial records of the Association are open for inspection by the Members.
- (h) Other Records: Other records of the Association are also open for inspection, except for records that the Executive designates as confidential.

## **6.6 Borrowing Powers**

- (a) Borrowing Funds: The Association may borrow or raise funds to meet its objects and operations. The Executive decides the amounts and ways to raise money, including giving or granting security. Borrowing funds in an amount greater than one thousand dollars (\$1000) requires 75% approval of the Executive present at a Meeting hearing such a resolution, with a minimum of 50% of the Executive being present at such Meeting.

- (b) Issuing Debentures: The Association may issue debentures to borrow only by resolution of the Executive confirmed by a Special Resolution of the Association.

## **6.7 Payments**

- (a) No Payments: No Member, Director, or Officer of the Association receives any payment for their services as a Member, Director, or Officer, except as permitted by express written policy of the Association
- (b) Reasonable Expenses Reimbursed: Reasonable expenses incurred while carrying out duties the Association may be reimbursed upon Treasurer or Executive approval.

## **6.8 Protection and Indemnity of Directors and Officers**

- (a) Indemnity: Each Director or Officer holds office with protection from the Association. The Association indemnifies each Director and Officer against all costs or charges that result from any act done as part of their role with the Association. The Association does not protect any Director or Officer from acts of fraud, dishonesty, or bad faith.
- (b) No Liability: No Director or Officer is liable for the acts of any other Director, officer, or employee of the association. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm, or corporation dealing with the Association. No Director or Officer is liable for any loss due to an oversight or error in judgment, or by an act in their role with the Association unless the act is fraudulent, dishonest, or in bad faith.
- (c) Reliance on Audit Report: Directors or Officers can rely on the accuracy of any statement or report prepared by the Treasurer provided it has been audited by the Commodore and at least two Members of the Association. 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 Amending the Bylaws**

- (a) Amending the Bylaws: These Bylaws may be canceled, amended, or added to by a Special Resolution at any Annual General Meeting or Special General Meeting of the Association.
- (b) Notice: The twenty-one (21) days' notice of the General Meeting of the association must include details of the proposed resolution to change the Bylaws.

- (c) Effective Date: The amended bylaws take effect after approval by a Special Resolution at a General Meeting and after being accepted by the Corporate Registry of Alberta.

## **Article 8**

### **Distributing Assets and Dissolving the Association**

#### **8.1 No Dividends**

The Association does not pay any dividends or distribute its property among the Members.

#### **8.2 Dissolving the Club**

If the Club is dissolved, any funds or assets remaining after paying all debts shall be paid to one or more registered and incorporated charitable organizations with objects similar to those set out in Article 3. Members select this/these organization(s) by Special Resolution. In no event do any Members receive any assets of the Club.

## **Article 9**

### **Transition Provisions**

#### **9.1 Transition Provisions**

At the time these Bylaws are adopted any current Director of the Executive who has already served three or more consecutive terms is eligible to stand for election for one additional term which additional term shall not exceed two years in length