



BYLAWS of ALBERTA BACK COUNTRY HORSEMEN SOCIETY

Final Draft — Adopted Feb. 2, 2024

The name of the society shall be ALBERTA BACK COUNTRY HORSEMEN SOCIETY (hereinafter referred to as the Society).

The purpose of the Society shall be:

- a) to work together with recreational groups, government agencies, and the general public to promote awareness of and understanding for a cooperative wilderness experience with respect to the use of horses and mules (equines) on public lands.
- b) to build new trails, trailheads and related facilities for horsemen.
- c) to maintain and preserve existing trails — wilderness or urban — for equestrians and other recreational users.
- d) to promote equine-related educational programs in safety, courtesy and environmental awareness.
- e) to preserve access for Canadians to use equines on public lands.

Bylaws of the ALBERTA BACK COUNTRY HORSEMEN SOCIETY

Adopted on March 31, 2024.

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Part 1 – Definitions and Interpretation

Definitions

1.1. In these Bylaws:

“Act” means the Societies Act of Alberta as amended from time to time.

“Affiliated Society” refers to a pre-existing society that joins the Society to function as a Chapter or Regional Chapter.

“Board” refers to the Directors of the Society, including the Executive Committee.

“Officer” means Members of the Executive Committee, those being the President, Vice-Presidents, Secretary, Treasurer, and such other persons elected or appointed to the Society’s Executive Committee.

“Chapter” or “Regional Chapter or Affiliated Society” means a chapter formed in accordance with these bylaws.

“Chapter Chair” or “Alternate Delegate” means the Director of the Society elected or appointed by Members of a Regional Chapter or Affiliated Society to be their representative on the Society Board.

“Member” means a person accepted by the Society or Regional Chapter or Affiliated Society on their application for Membership to the society.

“Member at Large” means a person accepted by the Society on their application to the society without the Member being affiliated to a Regional Chapter or Affiliated Society; or being rejected by a Regional Chapter or Affiliated Society upon their application to that chapter, however the Society has accepted their application to the Society.

“Special Meeting” describes any meeting of the Members where a Special Resolution is on the agenda.

“Special Notice” is a Notice of Meeting where Special Resolution is on the agenda. Such Notice shall be given no less than 30 days in advance.

“Special Resolution” describes a motion or resolution to make changes to the official documents of the Society as registered with the Province of Alberta. Such motions or resolutions require a high standard of majority of 75%.

Definitions in the Act Apply

1.2. The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations

1.3. If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations prevail.

Part 2 – Members

Application for Membership

- 2.1** A person may apply to the Society or Regional Chapter or Affiliated Society for Membership in the Society, and the person becomes a Member of the Society upon acceptance of that application by either the Society or Regional Chapter or Affiliated Society.
- (a) All Memberships are considered single.
 - (b) Each person seeking Membership must pay the required dues and must take out any other Subscription or Membership that may be set by the Society, from time to time.
 - (c) Annual Membership dues must be paid on or before January 1st of each year or such other date as the Society may determine.
 - (d) Members may join the Society as a “Member at Large” OR join a Regional Chapter or Affiliated Society.
 - (e) Being a Society “Member at Large” OR a Member of a Regional Chapter or Affiliated Society can be changed at the time of renewal.
 - (f) Membership fees will not be reimbursed, nor carried forward in whole or in part upon termination of a Membership (by resignation, expulsion or otherwise).

Acceptance of Membership application

- 2.2** Applications for Membership, however received, may be rejected. From the time of submission, there is an automatic three (3) month probationary period. If during that time, an application is rejected, the applicant is entitled to a full refund of paid Membership fees.
- The Society or Regional Chapter or Affiliated Society may, if required, conduct its review of the application and associated proceedings (motion, second, any discussions and voting) by means of conference, telephone or other technology as set forth and agreed to by the Society Executive Committee.

Duties of Members

- 2.3** Every Member must comply with the Bylaws of the Society and must uphold a standard of behavior; being respectful to all Members, Directors, and Officers. Bullying, rudeness, and harassment will not be tolerated. Accusatory remarks without proof, defamation of character or slander will be actioned upon. This and any illegal behavior can result in disciplinary action which may include termination of Membership.
- 2.4** Disciplinary Action may be undertaken immediately by the Executive Committee, the Board or a Committee Chair. All Disciplinary concerns, including immediate actions, must be reviewed by an Ethics Committee, appointed by the Board either annually or specifically for each individual case.

Amount of Membership Dues

- 2.5** The annual Membership dues will initially be determined by the Executive Committee, and after that any changes must be supported by the Society Members through ordinary resolution and vote at an Annual General Meeting of the Society.

Member Not In Good Standing

- 2.6** A Member is not in good standing if:

- (a) the Member fails to pay the Member's current annual Membership dues or any other subscription or debt due and owing by the Member to the Society, and the Member is not in good standing for so long as those dues or debt remains unpaid.

Termination of Membership

2.7 A person ceases to be a Member of the Society:

- (a) By delivering his or her resignation in writing to the Secretary of the Society or by mailing or delivering it to the address of the society,
- (b) On his or her death,
- (c) On being expelled for contravention of the Code of Ethics.
- (d) By bullying, harassment, threats, or disrespectful conduct against the Membership and/or affiliates as defined in the Duties to Members Section 2.2.
- (e) Any illegal acts against the Society or its Members.
- (f) On having been a member not in good standing for three (3) consecutive months.

2.8 A Member may be expelled by a Resolution passed at a Board' meeting.

- (a) The Notice of Resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
- (b) Before the resolution is put to a vote, the directors must elect or appoint an Ethics Committee to review the proposed expulsion and make recommendations to the Board.
- (c) The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard by the Ethics Committee before the resolution is put to a vote.
- (d) The Board may accept or reject the Ethics Committee recommendations, as the Board sees fit.
- (e) A Member having been expelled from the organization may not reapply for a Membership for a minimum of five (5) years.
- a) If an expelled individual wishes to become a member after five (5) years, application must be made to and accepted by the Society Board prior to acceptance to join any Regional Chapter or Affiliated Society.

Member Not In Good Standing, Voting Privileges.

2.9 A voting Member who is not in good standing:

- (a) may not vote at a General Meeting, and
- (b) is deemed not to be a voting Member for the purpose of consenting to a resolution of the voting Members.

Member at Large, Voting Privileges

2.10 A Member who is a Member at Large:

- (a) may not vote at a Regional Chapter or Affiliated Society; however, is,
- (b) deemed to be a voting Member at the Annual General Meeting of Members.

Part 3 – Proceedings of General Meetings

Time and place of General Meeting

3.1 A General Meeting of the Membership.

- (a) shall be held at the time and place determined by the Society Board.
- (b) an Annual General Meeting shall be held at least once in every calendar year.

Ordinary Business at a General Meeting

3.2 At a General Meeting, the following business is ordinary business:

- a) adoption of rules of order
- b) consideration of any financial statements of the society presented to the meeting
- c) consideration of the reports, if any, of the Directors or Committees or Auditor
- d) election or appointment of Executive Officers or Board Directors
- e) appointment of an auditor, if any
- f) changes to Membership fees
- g) business arising out of a report of the Directors or Committees, not requiring the passing by a Special Resolution.

3.3 A Notice of a General Meeting must:

- (a) specify the place, day, and hour of the meeting, and the manner, if other than physical presence
- (b) shall be made no less than 14 days in advance
 - (i) by schedule of common practice
 - (ii) by electronic means such as email or social media platforms
- (c) in case of special business, the general nature of that business
- (d) provided that ninety (90) percent of the entitled voting Members as of the date of the meeting did receive notice of the meeting, then the accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the Members entitled to receive notice does not invalidate proceedings at that meeting.

Chairs of Meetings or Committees

3.4 Any individual may be appointed to preside as the Chair of a Meeting or Committee:

- (a) if the Board has not appointed an individual to preside as the Chair or the individual appointed by the Board is unable to preside as the Chair
 - (i) the President
 - (ii) the Vice-President, if the President is unable to preside as the Chair, or
 - (iii) one of the other Directors present at the meeting if both the President and Vice-President are unable to preside as the Chair.

Alternate Chair of a General Meeting

- 3.5** If there is no individual designated under Section 3.5 who can preside as the Chair of a General Meeting within 15 minutes from the time set for holding the meeting, the voting Members who are present must elect an individual present at the meeting to preside as the Chair.

Quorum Requirements

- 3.6** Business, other than the election of the Chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a General Meeting unless a quorum of voting Members is present.

Quorum for General Meetings

- 3.7** The quorum for the transaction of business at a General Meeting is ten (10) Members present or a greater number that the Members may determine at a General Meeting.

Lack of quorum at commencement of meeting

- 3.8** If, within 30 minutes from the time set for holding a General Meeting, a quorum of voting Members is not present,
- (a) in the case of a meeting convened on the requisition of Members, the meeting is terminated, and
 - (b) in any other case, the meeting stands adjourned to the next time set by the Members.

If quorum ceases to be present,

- 3.9** If, at any time during a General Meeting, there ceases to be a quorum of voting Members present, the business in progress must then be suspended until there is a quorum present or until the meeting is adjourned or terminated.

Order of business at a General Meeting

- 3.10** The order of business at a General Meeting is as follows:
- (a) a record of attendance shall be maintained, for the purposes of determining quorum and as preparation should a roll call vote is required,
 - (b) election of an individual to Chair the meeting, if necessary
 - (c) determine that there is a quorum
 - (d) amendments to and approval of the agenda
 - (e) approve the minutes from the last General Meeting
 - (f) if the meeting is an annual General Meeting,
 - (i) receive the Directors' reports on the financial statements of the Society for the previous financial year, and the Auditor's Report, if any, on those statements,
 - (ii) receive any other reports of directors' activities and decisions since the previous Annual General Meeting,
 - (iii) elect or appoint Officers or Directors, and
 - (iv) appoint an auditor, if any.
 - (g) address unfinished business from the last General Meeting
 - (h) deal with new business, including any matters about which notice has been given to the Members in the notice of meeting

- (i) terminate the meeting.

Motions, Resolutions, Voting

- 3.11** Motions and Resolutions are methods of bringing a Question to decision by those in attendance of a meeting. Motions are less formal, more operational in nature, where specific wording is less critical. Resolutions are more formal, where specific wording is critical, such as Policy and Procedure or Legal obligations are involved. Therefore, a Resolution shall be presented in written form verbally or in print prior to a vote.
- 3.12** Prior to or during a meeting, Motions or Resolutions may be presented by any Member.
- 3.13** At a General Meeting, voting on Motions or Resolutions may be by:
- (a) a show of hands
 - (b) a roll call vote or
 - (c) secret ballot
 - (i) must be used when directed by the Chair of the Meeting or
 - (ii) when requested by any two (2) Members participating in the meeting.

Announcement of Result

- 3.14** The Chair of a General Meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Proxy by Proxy

- 3.15** Voting by proxy is not permitted.

Special Resolutions

- 3.16** Special Resolutions are reserved for more significant matters that impact the Societies structure or Bylaws, and must pass with a higher threshold of 75 per cent majority as required by these Bylaws.
- 3.17** Special Resolutions are outside of regular business, therefore require a Special Meeting and Special Notice.

Notice of Special General Meetings

- 3.18** A Notice of Special General Meeting shall:
- (a) be given no less than 30 days prior to any meeting where a Special Resolution is to be presented
 - (b) such Notice shall state the nature of the Special Resolution
 - (c) the Special Resolution shall be stated
 - (d) the Notice shall contain sufficient details of the rationale behind the Special Resolution to permit a Member receiving the notice to form a reasoned judgment concerning that business.

Part 4 – Directors And Executive Officers

Eligibility requirements of Directors and Executive Officers

- 4.1** Executive Officers and Directors of the Society must meet eligibility requirements established by the Board and the Act and must have reached 18 years of age.

Directors on Board

- 4.2** The affairs of the Society shall be managed by a Board numbering no less than five (5) individuals. The Board shall consist of:
- (a) an Executive Committee consisting of a President, one or more Vice-Presidents, a Secretary, a Treasurer and such other officers as the Members may decide, elected by the Members of the Society at an Annual General Meeting; and
 - (b) directors, with specific areas of responsibility defined as needed by the Board and
 - (c) the Chair of each Regional Chapter or Affiliated Society or an alternate delegate elected by each of these.

Filling Vacancies on the Board

- 4.3** Separate elections must be held for each position to be filled. An election may be by acclamation, otherwise it must be by a vote of the Membership.
- 4.4** The Board may, at any time, appoint a Member as a Director to fill a vacancy that arises on the Board because of the resignation, death, or incapacity of a Director for the duration of the absent Director's term of office or until the next Annual General Meeting.

Part 5 – Duties of the Directors and Executive Officers

Election or appointment of the Board and Executive Officers

Duties of President

- 5.1** The President is the Chair of the board and is responsible for supervising the other Directors in the execution of their duties.

Duties of Vice-President

- 5.2** The Vice-President is the Vice-Chair of the board and is responsible for carrying out the duties of the President if the President is unable to act.

Duties of Secretary

- 5.3** The Secretary is responsible for doing, or making the necessary arrangements for, the following:
- (a) issuing notices of Meetings of the Membership and Directors Meetings.
 - (b) taking minutes of Meetings of the Membership and Directors Meetings.
 - (c) keeping the records of the Society in accordance with the Act.
 - (d) conducting the correspondence of the Board.
 - (e) filing the Annual Report of the Society and making any other filings with the Registrar under the Act.

Absence of Secretary From Meeting

- 5.4** In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

Duties of Treasurer

- 5.5** The Treasurer is responsible for doing or making the necessary arrangements for, the following:
- (a) receiving and banking monies collected from the Members or other sources
 - (b) keeping accounting records in respect to the financial transactions of the Society
 - (c) preparing the financial statements of the Society
 - (d) making the tax filings of the Society
 - (e) maintaining the registrar of Members.

Delegation of Function by Directors and Executive Officers

- 5.6** With the approval of the Board, while retaining designated authority, individual Directors and Executive Officers may delegate portions of their responsibilities to Directors and Members. Examples may be as follows but not limited to:
- (a) A Director may be designated to Membership, relieving the Treasurer of this function.
 - (b) The Vice-President, by tradition in many societies, chairs special committees such as Ethics, or Nominations.
 - (c) The Secretary may designate a recording secretary to take minutes.

Terms of appointment of officers to the Board

- 5.7** The term of office of the President, Vice-President(s), Secretary, Treasurer, and Directors shall be two (2) years from the date of the Society's Annual General Meeting at which each of those officers was elected.

- (a) a Member may serve as an Officer for a maximum of three (3) consecutive terms.
- (b) from the date of the Society's Annual General Meeting, at which a new president is elected, the immediate Past President shall remain as a Member of the Executive Committee for a one (1) year term of office.

Termination of Directors and Executive Officers

- 5.8** Directors and Executive Officers may be removed from office, in accordance to Sections 2.7 and 2.8 of these Bylaws. Removal from office does not necessarily lead to Termination of Membership.
- 5.9** A Terminated Officer may also be removed from the Membership by the same process as a regular Member.
- 5.10** If appointed Directors are removed by their Regional Boards or Affiliated Societies, they are automatically removed as Directors of the Society.

Indemnification

- 5.11** Directors and Executive Officers who are found legally liable during the course of business for the society can be indemnified by the society in certain situations but are limited in the payment of indemnity by the legal limits of the Non-Profit Management and Corporate Legal Liability Insurance Policy carried by the society.

Part 6 – Board Meetings

Calling of Board Meetings

6.1 A Board Meeting may be called by the President or by any two (2) other Directors.

Notice of Board Meetings

6.2 Notice of a Board Meetings shall be no less than two (2) days providing all the Directors agree to a shorter notice period.

Proceedings valid despite omission to give notice

6.3 The accidental omission to give notice of a Board Meeting to a Director, or the nonreceipt of a Notice by a Director, does not invalidate proceedings at the meeting.

Conducting Board Meetings

6.4 The Board may regulate their meetings and proceedings as they think fit.

- (a) the Board may meet at the places they think fit to conduct business, adjourn, and otherwise regulate their meetings and proceedings, as they see fit.
- (b) the Directors may from time to time set the quorum necessary to conduct business, and unless, so set, the quorum is a majority of the Directors then in office.
- (c) the President is the Chair of all meetings of the Board but, if at a meeting the President is not present within thirty (30) minutes after the time appointed for holding the meeting, one of the Vice- Presidents must act as Chair and if none of them is present, the Directors present may choose one of their number to be the Chair at that meeting.
- (d) a Director may at any time, and the Secretary, on the request of a Director, must convene a meeting of the Board.

6.5 A Director who may be unavailable for a period greater than fourteen (14) days must notify a Member of the Executive Committee. This notification will serve as a waiver of notice and:

- (a) a notice of Board Meetings is not required to be sent to that unavailable Director, and
- (b) any and all meetings of the Board, notice of which has not been given to that unavailable Director, if a quorum of the Directors is present, are valid and effective.

Voting at Board Meetings.

6.6 The quorum for the transaction of business participating in a Board Meeting is a majority of the Directors.

6.7 Questions arising at a Board Meeting must be decided by a majority of votes. In the case of a tie vote, the Chair does not have a second or casting vote.

6.8 A resolution in writing, signed by all the Directors and placed with the minutes of the Board Meetings, shall be as valid and effective as if regularly passed at a Board Meeting. The consent of the Directors may be communicated by facsimile, electronic mail, or original signature on the resolution.

6.9 A Director may participate in a Board Meeting, by means of conference, telephone, or other communications facilities. A Director participating in a meeting in accordance with this section shall be deemed to be present at the meeting and to have so agreed and shall be counted in the quorum for the meeting and be entitled to speak and vote at the meeting.

Part 7—Regional Chapters or Affiliated Societies

- 7.1** All chapters and affiliated societies are bound by provisions of the Societies Act of Alberta and by Bylaws of the Alberta Back Country Horsemen Society. In case of conflict, the Societies Act of Alberta shall prevail.
- 7.2** The Directors of the Society may appoint a Member to organize a Regional Chapter within the Province of Alberta.
- 7.3** An existing Registered Society within the Province of Alberta may make an application to serve and function as a Regional Chapter. The Objectives of such an organization must be in alignment with those of the Alberta Back Country Horsemen Society.
- 7.4** A minimum of ten (10) Members may apply in writing to the Society to establish a Regional Chapter within the Province of Alberta. Upon receipt of an application in writing, the Directors may at their discretion establish a Regional Chapter.
- 7.5** An application for acceptance as an Affiliated Society, supported by a Special Resolution passed at a Special Meeting of the existing Society must accompany the application. Such an application would be considered under the Act as an Amalgamation. Upon receipt of an application in writing and so supported, the Board may at their discretion establish an Affiliated Society.
- 7.6** Every Member of a Regional Chapter or Affiliated Society must be or will become a Member in good standing of the Society, and must agree to comply with the Bylaws of the Society in the conduct and affairs of the Regional Chapter.
- 7.7** Each Regional Chapter and Affiliated Society must keep records and submit reports to the Board and to the Society as required by the Society or the Act.
- 7.8** A Regional Chapter or Affiliated Society will cease being a Chapter of the Society:
- (a) upon failure to comply with the Societies' Bylaws
 - (b) upon failure to keep records or submit reports to the Society as required by the Society or the Act or
 - (c) upon written request by the Chapter Chair or alternate delegate, supported by a Special Resolution passed at a Special Meeting of the Chapter and delivered to the Secretary of the Society or mailed or delivered to the address of the Society.
 - (d) On dissolution of a Chapter, all assets and records of the Chapter must be forwarded to the address of the Society.
- 7.9** A Chapter formed in accordance with these Bylaws must adhere to our acronyms, applicable branding and/or co-branding partnership agreements and use the name "Alberta Back Country Horsemen Society," plus a regional or geographic identifier or moniker, followed by the word 'Chapter'.

Part 8 – Regional Chapter or Affiliated Society Structure

Election or Appointment to Chapter Positions and Terms of Office

- 8.1** The Members of a Regional Chapter or Affiliated Society must elect a representative to serve as a Director on the Society Board. Each Chapter or Affiliated Society must at a minimum consist of a Chair, Vice-Chair, Secretary, Treasurer, and an alternate delegate to the Board. A Member, other than the Chapter Chair, may hold more than one position.

Regional Chapter or Affiliated Society Chair or Director at Large

- 8.2** Regional Chapters or Affiliated Societies will elect a Delegate and an Alternate Delegate (in the absence of the Chapter Chair) to represent their Chapter or Affiliated Society on the Board of the Society.

Duties of Chapter Chair or Affiliated Society Delegate

- 8.3** The Chapter Chair or Delegate of the Regional Chapter or Affiliated Society is responsible for supervising activities of the Regional Chapter or Affiliated Society that the group operates within the Bylaws of the Society and report these activities to the Board.
- 8.4** The Chapter Chair or Affiliated Society Chair holds delegated responsibility to manage collaborative projects and financial transactions between their group and the Society.

Duties of Alternate to the Board

- 8.5** The Duty of the Alternate to the Board is to act as a Director at Large to the Board if the Chapter Chair is unable to act.
- 8.6** The Duty of the Vice-Chair of the Chapter is to carry out the duties of the Chapter Chair if the Chapter Chair is unable to act.
- (a) if either the Chair, Vice Chair or Alternate is unable to act, then another appropriate Chapter Executive may be appointed or elected at a regular Chapter or Executive meeting.

Duties of Secretary

- 8.7** The Secretary is responsible for doing, or making the necessary arrangements for, the following:
- (a) issuing notices of Chapter Meetings
 - (b) taking minutes of Chapter Meetings
 - (c) keeping the records of the chapter and reporting to the Secretary of the Provincial Board
 - (d) conducting the correspondence of the chapter
 - (e) filing reports of the chapter with the Secretary of the Board

Duties of Treasurer

- 8.8** The Treasurer is responsible for doing, or making the necessary arrangements for, the following:
- (a) receiving and banking monies collected from the Chapter Members or other sources.
 - (b) keeping accounting records of the chapter and reporting financial transactions to the Chapter Chair and the Treasurer of the Board.
 - (c) maintaining the register of Members of the Regional Chapter or Affiliated Society and reporting Memberships to the Board.

Part 9 – Chapter Meetings

- 9.1** A Chapter meeting may be called by the Chapter Chair or the Director at Large elected by Members from a regional area.

Notice of Chapter Meeting

- 9.2** At least two (2) days' notice of a chapter meeting must be given unless the Members of a Regional Chapter or Affiliated Society agree to a shorter notice period.

Proceedings Valid Despite Omission to Give Notice

- 9.3** The accidental omission to give notice of a chapter meeting to a Member, or the nonreceipt of a notice by a Member, does not invalidate proceedings at the meeting.

Conduct of Chapter Meetings

- 9.4** The Regional Members may regulate their meetings and proceedings as they think fit.

Quorum for Chapter Meetings

- 9.5** The quorum for the transaction of business at a chapter meeting is a minimum of five (5) Members.

Part 10 – Delegation to Committees

10.1 The Directors may delegate any, but not all, of their powers to Committees. Other Members of the Society may serve on Committees, but every Committee must include at least one Director. Committees and their Terms of Reference shall be outlined in the Policies of the Society or by a Mandate issued by the Board. A Committee formed by the exercise of the delegation of powers must conform to any rules imposed on it by the Board and must report every act or thing done in exercise of those powers to the earliest meeting of the Board held after the act or thing has been done.

Part 11 – Remuneration of Directors and Signing Authority

Remuneration of Directors

11.1 These Bylaws do not permit the Society to pay to a Director remuneration for being a Director, but the Society may, subject to the Act, pay remuneration to a Director for services provided to the Society by the Director in another capacity.

The Board may approve reimbursement to a Director for reasonable expenses necessarily incurred by the Director in performing their duties as a Director.

Signing authority

- 11.2** A contract or other record including banking transactions to be signed by the Society must be signed on behalf of the Society.
- (a) by the President, together with one other Director
 - (b) if the President is unable to provide a signature, by the Vice-President together with one other Director
 - (c) if the President and Vice-President are both unable to provide signatures, by any 2 other Directors.

Part 13—Borrowing

- 13.1** In order to carry out the purposes of the Society, the Directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting that power, by the issue of debentures.
- 13.2** A debenture must not be issued without the authorization of a Special Resolution.
- 13.3** The Members may, by Special Resolution, restrict the borrowing powers of the Directors, but a restriction imposed expires at the next Annual General Meeting.

Investment of Funds

13.4 The Society may invest in safe, high-quality investment opportunities. The portfolio is to be established with a certain investment duration in mind and consist of low risk, short term (maximum of five (5) years) and insurable vehicles.

Part 14—Auditor

- 14.1** This Part applies only if the Society is required or has resolved to have an Auditor.
- 14.2** The first Auditor, and any mid-term vacancy of the Auditor, may be filled by appointment by the Board.
- 14.3** After consideration of 14.2, an Auditor shall be appointed or elected by the Members at an General Meeting for a one (1) term. That term shall end with the submission and acceptance of the Auditor's Report at a General Meeting.
- 14.4** An Auditor may be removed by Ordinary Resolution at a General Meeting.
- 14.5** An Auditor must be promptly informed in writing of the Auditor's appointment or removal.
- 14.6** A Director or employee of the Society must not be its Auditor.
- 14.7** The Auditor may attend General Meetings and at the invitation of the Board, the Auditor may attend a Board Meeting.

Part 15—Notice to Members

- 15.1** A Notice may be given to a Member, either personally or by mail or by electronic/technological means, to Member's address (email or street address), as noted in the Society's records.
- 15.2** A Notice sent by regular mail is deemed to have been given on the third business day following the day on which the notice is posted, and in proving that Notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.
- 15.3** Notice To Members must be given to:
- (a) every Member shown on the register of Members on the day notice is given, and
 - (b) the Auditor, if Part 14 applies. No other person is entitled to receive Notice.
 - (c) Notice To Members, shall be issued for all meetings of the Members, including but not limited to;
 - General Meetings
 - Annual General Meetings
 - Special Meetings, where Special Resolutions are on the agenda. Such Notice must contain the Special Resolution sufficient detail for the Member to make an informed decision.
 - Sub-Committee meeting.

Part 16—Bylaws

- 16.1** On being admitted to Membership, each Member is entitled to, and the Society shall make available to the Member without charge, a copy of the Bylaws of the Society.
- 16.2** These Bylaws shall not be altered or added to, except by Special Resolution.
- 16.3** An alteration or addition to the Society's Bylaws are not in effect until it has been registered by the Provincial Registrar.

Part 17 – Dissolution of the Society

- 17.1** On dissolution of the Society and after payment of all debts and liabilities, the remaining assets of the Society shall be distributed to such charitable Alberta organizations or an organization as may be decided by the Members at the time of dissolution.