

# ALBERTA AMATEUR SOFTBALL ASSOCIATION

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## BYLAWS

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### Article 1. PREAMBLE

- 1.1. The name of the organization is the ALBERTA AMATEUR SOFTBALL ASSOCIATION, a nonprofit organization incorporated under the Alberta Societies Act; hereinafter called “the Association” and also known or referred to as “Softball Alberta”.
- 1.2. The objects of the Association are detailed in the Article of Incorporation.
- 1.3. The following articles set forth Bylaws in relation to the general conduct of the affairs of the ALBERTA AMATEUR SOFTBALL ASSOCIATION.
- 1.4. Ruling on Bylaws – Except as provided in the Act, the Board will have the authority to interpret any provision of these Bylaws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the Association.

### Article 2. DEFINITIONS

- 2.1. *Act* – The *Societies Act* R.S.A 2000, Chapter 14, as amended, or any statute substituted for it, and includes any regulations promulgated thereunder that are in effect from time to time.

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- 2.2. *Affiliation year* – the period defined in the rules and regulations for which annual fees are applicable.
- 2.3. *Board* – refers to the Board of Directors of the Association.
- 2.4. *Delegate* – an individual elected or appointed to serve on the District Committee pursuant to these Bylaws.
- 2.5. *Director* – an individual elected or appointed to serve on the Executive Committee pursuant to these Bylaws.
- 2.6. *District* – a common geographic subdivision in the Province of Alberta also referred as a “Zone”, as determined by the Members.
- 2.7. *District Committee* – is the committee of individuals, elected or appointed, in a District who are responsible for the management of affairs in their respective District.
- 2.8. *Executive* – refers to the Executive Committee of the Board.
- 2.9. *Executive Director* – is an individual employed to act as the administration officer of the Board.
- 2.10. *Member* – refers to a Registered Member, Affiliate Member or a Lifetime Member, as applicable, whose annual Membership dues, if any, are paid and whose Membership is not under suspension.
- 2.11. *Member in Good Standing* – is an individual who:
- (a) Has complied with the Bylaws, rules and regulations, policies and procedures of the Association;
  - (b) Has paid all required membership dues;
  - (c) Is not subject to a disciplinary investigation or action by the Association, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board;
  - (d) Has not ceased to be a Member, and
  - (e) Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed.
- 2.12. *Ordinary Resolution* – a resolution passed by not less than a majority of the votes cast at a meeting of the Board, meeting of the Executive or a meeting of Members.

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- 2.13. *Special Resolution* - the term used for:
- (a) A resolution carried by a majority of not less than three-fourths (3/4) of the Members present and voting at a General Meeting of which written notice specifying the wording of the resolution to be proposed as a Special Resolution has been given to all Members at least 21 days prior to the Meeting;
  - (b) A resolution which has been consented to in writing by a majority of not less than three-fourths (3/4) of all Members who would have been entitled at a General Meeting to vote in person on the resolution.
- 2.14. *Written Notice* - a notice which has been hand-delivered or provided by electronic mail, or postal mail where said Member does not have an electronic mail address, mail, fax or courier to the address of record of the Association, Director or Member, as the case may be.
- 2.15. Registered Office – The Registered Office of the Association will be located at all times within the Province of Alberta.
- 2.16. Interpretation – the following rules of interpretation must be applied in interpreting these Bylaws.
- 2.16.1 *Days* – will mean days irrespective of weekends and holidays,
  - 2.16.2 *Majority* – will mean any fifty percent (50%) plus one (1) of voters there assembled,
  - 2.16.3 *Membership dues* will mean *Annual fees* and vice versa,
  - 2.16.4 Words importing the singular will include the plural and vice versa,
  - 2.16.5 Words importing the masculine will include the feminine and vice versa, and
  - 2.16.6 Words importing persons will include bodies corporate.

## Article 3. MEMBERSHIP

### 3.1. CLASSES OF MEMBERS:

- 3.1.1 REGISTERED MEMBERS: consist of softball teams registered and approved to participate in any Provincial Playoff organized or sponsored by the Association and all Umpires who have been approved for membership.
- 3.1.2 AFFILIATE MEMBERS: consist of softball teams which are non-Registered Members, leagues, players, associations and non-players who have been approved for membership in the Association.

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3.1.3 LIFETIME MEMBERS: any past officer of the Association that has been awarded, at the discretion of the Board, a lifetime membership and is entitled to the same rights and privileges as an Affiliate Member.

## 3.2. MEMBERSHIP

3.2.1 Any individual elected or appointed to serve on the Board of Directors or a District Committee of the Association shall automatically become a Member upon so duly elected or appointed. The individual may not hold an elected or appointed position, or an employment position, with a softball organization that is not recognized by the Association.

3.2.2 Any softball team, league, association, player, umpire or other individual who supports the aims and objectives of the Association and agrees to abide by the Bylaws, rules, regulations, and policies of the Association is entitled to apply for membership in the Association.

3.2.3 Upon the approval by such officer or other individual designated in the Special Operating Rules of the Association and payment of fees, as prescribed by the Board from time to time, the applicant will become a Member of the Association.

3.2.4 Annual fees shall be payable as prescribed in the rules and regulations of the Association.

## 3.3. VOTING:

3.3.1 Members and Delegates in good standing are entitled to vote at Annual Meetings, General Meetings and District Meetings as prescribed in these Bylaws (4.4, 8.8).

(a) Members 18 years of age or older and a member in good standing, ordinarily a resident in Alberta, shall be entitled to vote, hold office and attend the Annual, General and District Meetings.

(b) Members under the age of 18 years of age shall be represented by a parent or legal guardian, but in all cases, an individual who holds more than one vote is only entitled to one vote.

3.3.2 Voting will be by a show of hands except where a poll is requested. In no event will absentee voting or voting by proxy be permitted.

3.3.3 A majority of voting Members present will constitute a quorum at all meetings of the Association.

## 3.4. TERMINATION AND SUSPENSION OF MEMBERSHIP:

3.4.1 Resignation/Termination - A Member may resign by delivering written notice of resignation to the Board; such resignation will take effect upon delivery. Termination of membership includes the following:

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- (a) Death of the Member,
- (b) Deem Withdrawal:
  - i) If an elected or appointed Member is not re-elected or re-appointed at the end of term of office, or
  - ii) If the Member has not renewed membership by payment of annual fees.

3.4.2 Suspension/Expulsion – A Member may be suspended or expelled for one or more of the following reasons:

- (a) Any act which is deemed by the Board to be detrimental of the Association and/or to the game of softball.
- (b) Behavior contrary to the interest, aims and objectives of the Association.

3.4.3 Suspension/Expulsion shall be by two-thirds (2/3) vote on an Ordinary Resolution at a meeting of the Board of Directors provided the Member has been given fourteen (14) days written notice by way of registered mail to the last known address of the Member.

- (a) The notice will state the reasons why the suspension/expulsion is being considered.
- (b) The Member will have the opportunity of appearing before the Board and being heard. The Board may allow another individual to accompany the Member.
- (c) The Board will determine how the matter will be dealt with, may limit the time given the Member to address the Board and may exclude the Member from its discussion and vote on the matter.
- (d) The decision of the Board is final.

## 3.5. LIABILITY of Members

3.5.1 Although a Member that ceases to be a Member upon death, resignation or otherwise; he is liable for any debts owing the Association at the date of ceasing to be a Member.

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

## Article 4. MEETINGS OF THE ASSOCIATION

4.1. General Meetings of the Members may be called by the Executive Committee at any time by giving Written Notice to each Board member and District delegate three (3) weeks prior to the meeting date.

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- 4.2. **ANNUAL GENERAL MEETING:** The Association will hold an Annual General Meeting of its Members and District delegates on or before October 31<sup>st</sup> in each year with twenty-one (21) days' Written Notice given to all Board members and registered Delegates.
- 4.2.1 The order of business at the Annual General Meeting is as follows:
- (a) Roll Call of Officers
  - (b) Adoption of minutes of the last Annual General Meeting
  - (c) Considering Director and Committee Reports
  - (d) Reviewing the financial statement and auditor's report
  - (e) Motions by way of Special Resolutions
  - (f) General motions of the Members
  - (g) Election of Executive Officers
  - (h) Other general business
  - (i) Adjournment
- 4.3. Special Meetings shall be called by the President upon receipt of a petition signed by one-third (1/3) of the Board members and District delegates, setting forth the reasons for calling such a meeting, with Written Notice being sent to each Board member and District delegate three (3) weeks prior to the meeting date. Only the matter(s) set out in the Written Notice are considered at the called meeting.
- 4.4. VOTING at General and Special Meetings: All Members are entitled to attend and be heard at any meeting but voting is restricted to the following Members and Delegates, with each individual being entitled to one vote on each issue polled:
- (a) Members of the Board of Directors;
  - (b) Members of the Executive Committee;
  - (c) The District Organizer and Assistant District Organizer from each district;
  - (d) Delegates from each District as elected or appointed pursuant to the Bylaws (*refer to 8.7*).
- 4.5. Meetings of the Executive or Board will be called by the President and will be held as often as the business of the Association requires.
- 4.5.1 Such meetings will be called with written notice by way of postal mail ten (10) days prior to the meeting date or notice by way of electronic mail or telephone three (3) days prior to the meeting date.

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- 4.5.2 Each Board member is entitled to one vote on each issue polled. Under no circumstances will any Member of the general membership be allowed to cast a vote at Executive or Board meetings.
- 4.5.3 Emergency meetings may be held without notice if a quorum of the Executive is present provided that any issue polled is ratified at the next Board meeting; otherwise the issues are null and void.
- 4.5.4 Any Member in good standing may be permitted to attend an Executive or Board meeting upon written request to the President stating the reason for being in attendance. Said Member may be permitted to make representation to the meeting with the consent of the meeting.
- 4.6. Minutes of all Association meetings shall be recorded by the Executive Director or an individual designated in their stead. In all cases, the minutes shall be forwarded to the Executive Director for retention and distribution as needed to applicable Members.
- 4.7. A QUORUM at ALL meetings shall be a majority of the voting Members there assembled. No individual who holds more than one position is entitled to more than one vote.

## Article 5. DUTIES OF THE BOARD

- 5.1. The Board governs and manages the affairs of the Association. The Board may hire a paid administrator to carry out management functions under the direction and supervision of the Board.
- 5.2. The Board will meet throughout the year on a regular basis or whenever required. If a quorum is not present at the meetings, all resolutions are subject to ratification at the next succeeding Board Meeting.
- 5.3. The Board has the powers of the Association, except as stated in the *Societies Act*. Without restricting the generality of the foregoing, the powers and duties of the Board include the following:
  - 5.3.1 Promoting the aims and objectives of the Association;
  - 5.3.2 Promoting membership in the Association;
  - 5.3.3 Establishing and maintaining a Provincial Office for the administration and coordination of Association activities;
  - 5.3.4 Making policies and developing values for the Association;
  - 5.3.5 Establishing annual and long term objectives for the Association;
  - 5.3.6 Approving an annual budget for the Association;
  - 5.3.7 Maintaining all accounts and financial records of the Association;

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- 5.3.8 Monitoring and evaluating the performance of the Provincial Office, and the programs and activities of the Association;
- 5.3.9 Preparing operational plans and assigning duties and responsibilities;
- 5.3.10 Interpreting and enforcing the Bylaws, and the Rules and Regulations of the Association, including the mediation and arbitration of disputes;
- 5.3.11 Interpreting and resolving all issues, questions, and disputes which involve the game of Softball, including the Special Operating or Playing Rules. The Board is the sole and final authority with respect to the resolution of such issue, question, or dispute.
- 5.3.12 Without limiting the general responsibility of the Board, delegating its powers and duties to the Executive Committee or the paid administrator of the Association;
- 5.3.13 Generally, providing all those governance functions required to effectively achieve the aims and objectives of the Association.
- 5.4. COMMITTEES of the Board as designated by the Bylaws, the Special Operating Rules, the planning meeting or on an *ad hoc* basis have operating and supervisory roles and responsibilities as set out in terms of reference approved by the Board.
  - 5.4.1 All decisions made by committees will be limited to those matters specifically assigned to them and, other than decisions arising from the interpretation and application of Playing Rules, are subject to review by the Board.
  - 5.4.2 EXECUTIVE COMMITTEE
    - (a) Board of Director Members that, meeting together, form the Executive Committee shall consist of:
      - i) The President (Chairperson)
      - ii) The Four or Five Directors (*as per 6.3*)
      - iii) The Past President
      - iv) The Umpire-in-Chief
    - (b) The Executive Committee shall meet from time to time at the call of the President and shall carry out such duties and tasks entrusted to it by the Board.
    - (c) The Executive Committee has the authority to act for the Board between its meetings.
    - (d) The Executive Committee may act for the Board on emergency matters but Executive Committee decisions are subject to ratification at the next succeeding Board Meeting.



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## 5.4.3 FINANCE COMMITTEE

- (a) The Executive Committee, acting on financial matters, is also the Finance Committee, with the Director of Finance as Chairperson.
- (b) Duties of this committee to the Board include:
  - i) Preparing and presenting the annual budget,
  - ii) Preparing and presenting financial policies,
  - iii) Overseeing the annual audit of the books, and
  - iv) Carrying out other duties as assigned by the Board.

## 5.4.4 PERSONNEL COMMITTEE

- (a) The Executive Committee, acting on personnel matters, is also the Personnel Committee, with the President as Chairperson.
- (b) Duties of this committee to the Board include:
  - i) Preparing and presenting staffing job descriptions and personnel policies,
  - ii) Reviewing and recommending terms of employment, salary and employee benefits, and
  - iii) Carrying out other duties as assigned by the Board.

## 5.4.5 AD HOC COMMITTEES may be established by the Board

- (a) Members of the Association who are not members of the Board may be appointed but in all such instances a Board member will be appointed to Chair the committee.
- (b) Terms of reference for and duties of these committees are assigned by the Board.
- (c) The committees will present to the Board, the committee objectives and a written report of its activities. **These reports will also be presented at the Annual General Meeting.**

## 5.5. RESIGNATION / VACANCY / REMOVAL OF A BOARD MEMBER:

5.5.1 Resignation - A Board member or Executive Committee member may resign at any time by presenting his notice of resignation to the Board. Where a member, who is subject to a disciplinary investigation or action of the Association, resigns, that member will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

5.5.2 Vacancy – the position of a Board member or Executive Committee member will be vacated automatically if:

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- (a) The member is found by a court to be of unsound mind,
- (b) The member is absent from three (3) consecutive meetings of either body without reasonable excuse and approval of the President,
- (c) The member is considered for suspension or expulsion for reasons as prescribed in 3.4.2, or
- (d) Upon the member's death.

5.5.3 Removal by the Board – a member of the Board may be removed by two-thirds (2/3) vote of the Board at a Board meeting, provided the member has been given fourteen (14) written notice by way of registered mail to the last known address of the member.

- (a) The notice will state the reasons why removal is being considered.
- (b) The member will have the opportunity of appearing before the Board and being heard. The Board may allow another individual to accompany the member.
- (c) The Board will determine how the matter will be dealt with, may limit the time given the member to address the Board and may exclude the member from its discussion and vote on the matter.
- (d) The decision of the Board is final.

5.6. **VACANCIES ON THE BOARD:** Vacancies on the Board or Executive Committee will be filled by resolution of the Board and the individual appointed will hold office until the succeeding Annual Meeting of the Association, at which time an election will be held to elect an individual to fill the office for the balance of the unexpired term.

## **Article 6. BOARD OF DIRECTORS**

6.1. The Board of Directors of the Association shall consist of:

- (a) The Officers elected or designated in the case of an appointment, refer to 5.4.2(a)
- (b) The Past President of the Association
- (c) The individual designated as Umpire-in-Chief by the Alberta Softball Umpires Association subject to confirmation at the Annual General Meeting of the Association
- (d) The District Organizers elected pursuant to Article 8.

6.2. The Executive Officers of the Association shall be:

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- (a) The President
  - (b) The Four or Five Directors (*as per 6.3*)
- 6.3. ROTATIONAL ELECTION OF THE EXECUTIVE OFFICERS - at the Annual General Meeting, the Association shall elect:
- (a) In odd numbered years, and for a two (2) year term, the President and two (2) Directors or three (3) Directors when the Past President's term is complete;
  - (b) And in even numbered years and for a two (2) year term, two (2) Directors;
  - (c) The Past President shall serve a two (2) year term.
- 6.4. All terms of office for Executive Officers will end on the third calendar year end following the Annual General Meeting at which these Directors were elected.

## **Article 7. DUTIES OF OFFICERS AND EXECUTIVE**

The duties and responsibilities of the Officers and Executive shall include but is not solely restricted to the following:

### **7.1. THE PRESIDENT:**

- 7.1.1 The President is the official spokesperson for the Association. He/she will be directly responsible for the operations of the Provincial office; all supervision and direction will be provided through the President.
- 7.1.2 The President will preside at all meetings of the Executive Committee, the Board and the Association. He/she, with the approval of the Board, will obtain, control and supervise the resources required to carry out the objectives of the Association.
- 7.1.3 The President is an ex-officio member of all committees of the Board.
- 7.1.4 The President will enforce the due observance of the Association Bylaws, decide all questions of order, and announce all results of voting at meetings of the Association.
- 7.1.5 The President will assign the duties of the Directors annually.

### **7.2. THE DIRECTORS:**

- 7.2.1 The Directors will assume the duties of the President on a rotational basis, in the event the President is absent, unable or incapable of carrying out his duties. The rotation will change every three months.
- 7.2.2 All Directors will assume and be accountable for such duties and responsibilities set forth in an annual operating plan approved at the first meeting of the Board of Directors in the current fiscal year.

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7.2.3 DIRECTOR of FINANCE: There will be a Director appointed to be responsible for the financial affairs of the Association.

(a) The Director of Finance shall be accountable for all financial transactions of the Association.

(b) Director of Finance will oversee all issues relating to the financial matters of the Association.

7.3. OTHER EXECUTIVE MEMBERS:

7.3.1 Other members will assume and be accountable for such duties and responsibilities set forth in the annual operating plan approved by the Board of Directors.

7.4. THE EXECUTIVE DIRECTOR

7.4.1 The Board may hire an Executive Director to act as the administrator of the Association.

7.4.2 The Executive Director reports to and is responsible to the President, for the Board. The Executive Director acts as an advisor to the Board and all Board Committees. The Executive Director does not vote at any meeting.

7.4.3 The Executive Director acts as the administrative officer of the board in:

(a) Attending all board, and other meetings, as required,

(b) Interpreting and applying Board policies,

(c) Maintaining the Association's books,

(d) Planning programs and services based on the Board's priorities, and

(e) Carrying out other duties assigned by the Board.

## **Article 8. DISTRICT ORGANIZATION**

8.1. Each District shall be organized such that a District Committee is responsible for the management of the District affairs. The District Committees will consist of:

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- (a) A District Organizer
  - (b) An Assistant District Organizer
  - (c) Two (2) Minor Delegates
  - (d) Two (2) Slo-Pitch Delegates
  - (e) Two (2) Fastpitch Delegates
  - (f) Two (2) Umpires
  - (g) One (1) Modified Orthodox Delegate for those Zones that have Modified Orthodox ball
- 8.2. The District Organizer is responsible for the organization of the District, will preside at all meetings of the District, and will be the chairperson of all Provincial Playoffs and Committees within the District. The District Organizer can appoint an alternate individual to chair Playoffs within the District.
- 8.3. The Assistant District Organizer will assist in the duties of the District Organizer in the operation of the District and will act for the District Organizer upon his absence.
- 8.4. Delegates will represent their respective category at all meetings and at the Provincial Playoffs in their district.
- 8.5. Each District shall hold a minimum of two meetings per year, prior to April 1st and prior to September 15th.
- 8.6. Minutes of all District meetings shall be recorded by an individual designated by the District Organizer. These minutes shall be forwarded to the Executive Director for retention and distribution as needed to applicable Members.
- 8.7. Election or Appointment of the District Committee members:
- (a) District Organizers shall be elected by the Members within their District and shall serve a two year term. Odd numbered Districts shall elect in odd numbered years and even numbered Districts shall elect in even numbered years.
  - (b) Assistant District Organizers will be appointed as a Delegate to a one year term by the District Organizer.
  - (c) Delegates will be elected from within their District, from their respective category of softball and shall serve a one year term. (A respective category of softball refers, for example, to a Minor delegate being from a minor softball league, team or association.)

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- (d) If a District Organizer is not elected by the Members, the Board will fill the position by appointment at the first Board meeting after the Annual General or as soon as possible thereafter.
- (e) If Delegate positions are not filled at a District meeting, the District Organizer may appoint Delegates as soon as possible thereafter from within the District.
- (f) Terms of office will end at the close of the District meeting two years (a two year term) or one year (a one year term), where applicable, following the District meeting at which the Committee members were elected or appointed. Appointed members will fill vacancies for the remainder of the term.

8.8. Voting at all general meetings in the district shall be:

8.8.1 The District Organizer, Assistant District Organizer and Delegates are each entitled to one vote on every issue or matter polled.

8.8.2 Every Member in good standing, ordinarily a resident in or associated with a team, league or association in Alberta, which operates within a District, will be entitled to attend and vote at District meetings.

- (a) Softball teams, leagues or associations will each be entitled to one vote by their designated representative.
- (b) Affiliated Members that are affiliated through two or more Districts normally participate in the District in which they reside; if the Affiliated Member is not affiliated in that District, they will annually declare, at the time of affiliation, in which District they wish to participate.
- (c) Registered Members shall only be entitled to participate in a District in which they are a Registered Member. Where Registered Members are registered in two or more Districts, they will annually declare, at the time of registration, in which District they wish to participate.
- (d) Each Member will only be entitled to hold office, or vote in one District during the course of an affiliation year.

8.9. An alternate Delegate will be allowed to carry the vote at meetings of the Association if named and written notice is submitted by the District Organizer to the Provincial Office two (2) weeks prior to commencement of the meeting.

8.10. One emergency Delegate for the District will be allowed to carry the vote at meetings of the Association if formal written notice is submitted by the District Organizer to the Executive Director prior to commencement of the meeting.

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## Article 9. FINANCIAL AND OTHER MATTERS

### 9.1. ACCOUNTS

- 9.1.1 A daily financial record of all funds, income or disbursements must be kept by the Executive Director who is accountable through the Director of Finance.
- 9.1.2 All disbursements of the Association shall be paid by cheque, which must be endorsed by two of: the President, Director of Finance, a designated employee of the Association or other Members / employees as designated by the Executive Committee.
- 9.1.3 Disbursement of funds of the Association not budgeted for and over an amount as set down by the Executive cannot be disbursed without the approval of the Executive.

### 9.2. AUDITING

- 9.2.1 The fiscal year of the Association ends on December 31 of each year.
- 9.2.2 The books and financial records of the Association shall be audited immediately after the end of the fiscal year by a duly qualified accountant approved by the Executive. A complete and proper statement of the financial status of the Association for the previous year shall be submitted by such auditor through the Director of Finance at the Annual Meeting of the Association.

### 9.3. INSPECTION OF BOOKS AND RECORDS

- 9.3.1 Subject to any limitations on the disclosure of personal information under the *Personal Information Protection Act* (PIPA), Bill 44, the books and records of the Association may be examined at the Provincial Office of the Association.
- 9.3.2 Any Member in good standing may examine the books and records upon giving reasonable notice to the President of intent to do so and arranging for a time satisfactory to the officer or officers having charge of same.
- 9.3.3 Each member of the Board, at all times, shall have access to all books and financial records which are to be used by the member only for matters relating to the affairs of the Association.

### 9.4. BORROWING POWER

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9.4.1 For the purpose of carrying out its objectives, the Association may borrow or raise or secure payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under authority of the Association, and in no case shall debentures be issued without the sanction of a Special Resolution of the Association.

## **9.5. CONTRACTS**

9.5.1 Any two officers of the Executive shall execute all contracts, documents and agreements for, in the name of, and on behalf of the Association.

## **9.6. REMUNERATION**

9.6.1 Unless authorized by Special Resolution and after notice of the same having been given, no officer or Member of the Association shall receive any remuneration for his services; unless received in the form of an Honorarium for services such as:

- (a) An instructor at Softball Alberta Camps or clinics;
- (b) A member of the Softball Alberta Board of Directors, with the Honorarium being designated and approved each year at the Annual General meeting, by the Softball Alberta Membership.

## **9.7. PROTECTION AND INDEMNITY OF DIRECTORS**

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

9.7.2 No Director is liable for the acts of any other Director or employee. No Director is responsible for any loss or damage due to bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Association. No Director is liable for any loss due to an oversight or error in judgment, or by an act in his role for the Association, unless the act is of fraud, dishonesty, or bad faith.

9.7.3 Directors can rely on the accuracy of any statement or report prepared by the Associations auditor. Directors are not held liable for any loss or damage as a result of acting on the statement or report.

## **Article 10. THE SEAL**

10.1. The Seal of the Association shall be kept at all times in the custody of the Executive Director.



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10.2. Any instrument requiring the Seal of the Association shall be affixed only in the presence of and will be authenticated by the signatures of the President and the Director of Finance or whichever two Directors have been designated to sign and execute that instrument as the Board may, by resolution, determine.

## Article 11. DISSOLUTION

11.1. In the event of dissolution of the Association, all its remaining assets, after payment of liabilities, shall be distributed to one or more recognized charitable organizations in Alberta as determined by its Members at a Special General Meeting called for that purpose.

## Article 12. AMENDING THE BYLAWS

- 12.1. These Bylaws may be rescinded, altered or added to only by a Special Resolution at the Annual General Meeting of the Association.
- 12.2. A Notice of Motion including the details of the proposed resolution must be received by the Executive Director thirty-one (31) days' prior to the Annual General Meeting date.
- 12.3. The twenty-one (21) days' notice of the Annual General Meeting must include details of the proposed resolution to change the Bylaws.
- 12.4. When a Notice of Motion has not been served as prescribed above, the provisions of the Bylaws may be rescinded, altered or added to only if one hundred percent (100%) of all voting Members present at the Annual General Meeting are in favor of having the matter brought to the floor.
- 12.5. The amended Bylaws take effect after approval of the Special Resolution at the Annual General Meeting and accepted by the *Corporate Registry of Alberta*.

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