

EDMONTON HORTICULTURAL SOCIETY

BYLAWS Revised March 2022

SECTION 1 - PREAMBLE

1.1 The Society

The name of the society is the Edmonton Horticultural Society, as registered under the Societies Act of Alberta in April of 1973, which may also be known or referred to as the EHS, or the Society.

1.2 The Bylaws

The following sections set forth the Bylaws of the Edmonton Horticultural Society.

1.3 Address

The operations of the Society are carried on in the City of Edmonton and surrounding communities.

SECTION 2 – DEFINING AND INTERPRETING THE BYLAWS

2.1 Definitions

In these Bylaws, the following words have these meanings.

- 2.1.1 **Act** means the Societies Act R.S.A. 2000, Chapter S-14 as amended, or any statute substituted for it.
- 2.1.2 **Annual General Meeting** means the Annual General Meeting described in Section 5.1.
- 2.1.3 **Board** means the Board of Directors of this Society.
- 2.1.4 Board of Directors Meetings means meetings as described in Section 5.2 and Section 7.3
- 2.1.5 **Bylaws** mean the Bylaws of this Society as amended.
- 2.1.6 **Director** means any person elected or appointed to the Board. This includes members of the Executive Committee.
- 2.1.7 **General Meeting** means the Annual General Meeting and/or a Special General Meeting.
- 2.1.8 **Member** means a Member of the Society.
- 2.1.9 **Officer** and **Director** are used interchangeably.
- 2.1.10 **Registered Office** means the registered office for the Society.
- 2.1.11 **Register of Members** means the register maintained by the Board of Directors which contains the names of the Members of the Society.
- 2.1.12 **Society** means the Edmonton Horticultural Society.
- 2.1.13 **Special Meeting** means the Special General Meeting described in Section 5.2.
- 2.1.14 **Special Resolution** means:
 - (a) a resolution passed at a General Meeting of the membership of this

Society. There must be thirty (30) days' notice for this Meeting. The notice must state the proposed resolution. The resolution must be approved by a vote of at least one-half (1/2) of the voting Members who vote in person;

- (b) a resolution proposed and passed as a Special Resolution at a General Meeting with less than twenty-one (21) days' notice. All the Voting Members eligible to attend and vote at the General Meeting must agree; or
- (c) a resolution agreed to in writing by all the Voting Members who are eligible to vote on the resolution in person at a General Meeting.

2.1.15 **Voting Member** means a member in good standing with the Society is entitled to vote at the AGM or any special meetings of the Society.

2.2 Interpretation

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

2.2.1 **Interpretation Act** means the Interpretation Act R.S.A. 2000, Chapter 1-8 as amended, or any statute substituted for it.

2.2.2 **Singular and Plural:** words indicating the singular number also include plural, and vice-versa.

2.2.3 **Corporation:** words indicating persons also include corporations.

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

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

SECTION 3 – OBJECTS OF THE SOCIETY

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

3.1.1 The name of the society is “The Edmonton Horticultural Society”.

3.1.2 The objects of the society are:

- a. The improvement of well-being in our community through horticulture;
- b. Enhance the vibrancy and green spaces in our neighbourhoods;
- c. Foster the elements of a sustainable and resilient urban landscape through gardening.
- d. To lease, purchase or acquire facilities to house the Society and its property.
- e. To raise funds to achieve the objects of the Society. This includes accepting gifts, donations, grants, legacies, bequests and inheritances.
- f. To use funds of the Society only according to and in pursuit of these objects.

3.1.3 We do this through:

- a. The education, awareness and outreach around gardening and gardening related issues;

- b. The growing of gardens and green spaces;
- c. The celebration of horticultural exhibitions and competitions;
- d. Collaboration and partnership with complementary organizations to promote and support the objects of the Society;
- e. Creation of opportunities for gardeners to network and connect.

SECTION 4 – MEMBERSHIP

4.0 Classification of Members

There are SIX categories of Members:

- a) EHS1 - Single Membership (1 Year)
- b) EHS2 - Family Membership (1 Year)
- c) EHS3 - Single Membership (3 Years)
- d) EHS4 - Family Membership (3 Year)
- e) Corporate Membership (1 Year)
- f) Community Garden (1 Year)

4.0.1 EHS1 - Single Membership

Membership for one (1) Person for the duration of one (1) year.

4.0.2 EHS2 - Family Membership

Family Membership (two (2) people at the same address), two (2) membership cards for the duration of 1 year.

4.0.3 EHS3 - Single Membership

Membership for one (1) Person for the duration of three (3) years.

4.0.4 EHS4 - Family Membership

Family Membership (two (2) people at the same address), two (2) membership cards for the duration of three (3) years.

4.0.5 Corporate Membership

Corporate Membership for one corporation with two (2) membership cards for the duration of one (1) year.

4.0.6 Community Garden Membership

Membership for a registered Community Garden with two (2) membership cards for the duration of one (1) year.

4.1 Eligibility of Members

Any person or entity, that has reached the age of majority in Alberta, may become a member upon payment of the appropriate membership fee.

4.2 Duration of Membership

Memberships are valid for one (1) year or three (3) years from the date of purchase, depending on the type of membership that is selected.

4.3 Membership Fee Changes

Notice of a proposed change to the membership fees is to be made in writing to the membership at least 30 days prior to any general meeting, at which time a vote of the majority of the members present will prevail.

4.4 Rights and Privileges of Members

Any Member in good standing is entitled to:

- a. receive notice of meetings of the Society;

- b. attend any meeting of the Society;
- c. cast one (1) vote at a meeting of the Society;
- d. exercise other rights and privileges given to Members in these bylaws.

4.5 **Member In Good Standing**

A Member is in good standing when:

- a. the Member has paid membership fees or other required fees to the Society; and
- b. the Member is not terminated as a Member as provided for under Section 4.6.

4.6 **Termination of Membership**

4.6.1 **Resignation**

4.6.1.1 Any Member may resign from the Society by sending or delivering a written notice to the Edmonton Horticultural Society.

4.6.1.2 No refund of dues for the remainder of the membership year shall be made.

4.6.1.3 If a multiple year membership is purchased, a refund for any full year remaining may be made at the discretion of the board.

4.6.2 **Death**

The membership of a Member is ended upon their death.

4.6.3 **Deemed Withdrawal**

If a Member has not paid the annual membership fees within one (1) month following the date the fees are due, the Member is considered to have submitted their resignation.

4.6.4 **Expulsion**

4.6.4.1 The Society may, upon two-thirds vote of the Directors of the Society, expel any Member for any cause which is deemed sufficient in the interests of the Society.

4.6.4.2 An expulsion notice may be appealed within 60 days of receipt of the notice to a three person panel comprised of one nominee of the Board, one nominee of the affected member, and one nominee agreed upon by these two nominees. All nominees must be members of the Society in good standing.

4.7 **Transmission of Membership**

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

4.8 **Limitation on the Liability of Members**

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

SECTION 5 – MEETINGS OF THE SOCIETY

5.1 **The Annual General Meeting**

5.1.1 The Annual General Meeting of the Society shall be held during the month of February each year. The Board sets the place, day and time of the meeting. The Annual General Meeting can be an in person meeting, a video conference or an audio conference meeting.

- 5.1.2 Notice of the place, time and date of an Annual General Meeting of the Society shall be published in the newsletter or any other acceptable means of communication at least three weeks prior to the meeting.
- 5.1.3 Agenda for the Meeting

The Annual General Meeting deals with the following matters:

 - (a) adopting the agenda;
 - (b) adopting the minutes of the last Annual General Meeting;
 - (c) considering the Annual report;
 - (d) reviewing the financial statements setting out the Society's income, disbursements, assets and liabilities and the auditor's report;
 - (e) appointing the auditor(s);
 - (f) electing the Executive Committee;
 - (g) electing the Members of the Board;
 - (h) considering matters specified in the meeting notice.
- 5.1.4 Quorum at the Annual General Meeting

Quorum will be met when the attendance of Members at the Annual General Meeting is at least fifty (50) members in good standing.
- 5.2 **Board of Directors Meetings**
 - 5.2.1 The Board of Directors shall be notified in writing or any other acceptable means of communication sent by the Secretary or the President.
 - 5.2.2 Five (5) Directors shall constitute a quorum at a meeting of the Board of Directors. Only Directors at meetings of the Board of Directors shall have the right to vote.
 - 5.2.3 The Chairman at any meeting shall not have the right to vote on any subject matter except in the case of a tie vote.
- 5.3 **Special General Meeting of the Society**
 - 5.3.1 Calling of Special General Meeting

A Special General Meeting may be called at any time:

 - (a) by a resolution of the Board of Directors to that effect; or
 - (b) on the written request of at least three (3) voting 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
 - (c) on the written request of a least one-half (1/2) of the Voting Members. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted at such Special General Meeting.
 - 5.3.2 Notice

Notice of the place, time and date of the Special General Meeting of the Society shall be published in the newsletter or any other acceptable means of communication at least three weeks prior to the meeting.
 - 5.3.3 Agenda for Special General Meeting

Only the matter(s) set out in the notice for the Special General Meeting are considered at the Special General Meeting.
 - 5.3.4 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 (see Section 5.1).

5.4 Proceedings at the Annual General Meeting or a Special General Meeting

5.4.1 Attendance by the Public

General Meetings of the Society are open to the public. A majority of the Members present may ask any persons who are not members to leave.

5.4.2 Failure to Reach Quorum

The President shall cancel the General Meeting if a quorum is not present within one-half (1/2) hour of the set time of the meeting. If cancelled, the meeting shall be rescheduled within thirty (30) days at the same time and place. If a quorum is not present within one-half (1/2) hour of the set time of the second meeting, the meeting will proceed with the Members in attendance.

5.4.3 Presiding Officer

5.4.3.1 The President shall chair all General Meetings of the Society. In the absence of the President, the Vice-President shall chair the meeting.

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

5.4.4 Adjournment

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

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

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

5.5 Voting

5.5.1 Each Voting Member has one (1) vote. A show of hands decides every vote at every General Meeting. A ballot is used if at least five (5) Voting Members request it.

5.5.2 The President does not have a casting vote except in the case of a tie vote. If there is a tie vote, the President casts the deciding vote.

5.5.3 A Voting Member may not vote by proxy.

5.5.4 A majority of the votes of the Voting Members present decides each issue and resolution.

5.5.5 The President declares a vote/resolution carried or lost. This statement is final, and does not have to include the number of votes for and against the resolution.

5.5.6 Five Voting Members may request a ballot vote. In such case, the President or the presiding officer may set the time, place and method for a ballot vote.

5.6 Failure to Give Notice of Meeting

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

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

5.7 Written Resolution of All the Voting Members

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

SECTION 6 – THE GOVERNMENT OF THE SOCIETY

6.1 The Board of Directors

6.1.1 Composition of the Board

The Board of Directors of the Society shall consist of a maximum of 15 people:

6.1.1.1 The Executive Committee, which includes the President, Vice-President, Treasurer, Secretary, and a Past President; and a maximum of:

6.1.1.2 Ten Directors

6.2 Selection of the Executive Committee and Directors of the Society:

6.2.1 The President, Vice President, Secretary and Treasurer shall be elected at the Annual General Meeting and each shall hold office for a term of two years, with a maximum of two consecutive terms of service in each position.

6.2.2 The immediate Past President shall have a term of two years, with the option of a further two years.

6.2.3 The ten Directors shall be elected at the Annual General Meeting and shall hold office for a term of two years with a maximum of two consecutive terms of service in each position.

6.3 Vacancies

6.3.1 If a vacancy occurs in the Executive or on the Board, the Board can appoint a replacement until the next Annual General Meeting.

6.4 Remuneration

6.4.1 No officer or member of the Society shall receive any remuneration for their services.

6.4.2 The Society shall be conducted in such a manner that private gain does not accrue to its members.

SECTION 7 - DUTIES OF THE BOARD

7.1. Governance and Management of the Society

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

7.2 Powers and Duties of the Board

The Board has the powers of the Society, except as stated in the Societies Act.
The powers and duties of the Board include:

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

7.3 Meetings of the Board of Directors

- 7.3.1 The Board holds at least ten (10) meetings each year.
- 7.3.2 The President calls the meetings. The President also calls a meeting if any two (2) Directors make a request in writing and state the business for the meeting.
- 7.3.3 Notice for Board meetings shall be sent to each Board Member via or email or any other acceptable means of communication. Five days' notice should be given for each meeting. Board Members may waive notice.
- 7.3.4 Five (5) Directors present at any Board meeting is considered quorum (see Section 5.3.2).
- 7.3.5 If there is no quorum, the President adjourns the meeting to the same time and place within thirty (30) days of the adjourned meeting date. At least one-half (1/2) of the voting Directors present at this later meeting is a quorum.
- 7.3.6 All members of the Executive Committee, excluding the President, have one (1) vote:
 - 7.3.6.1 The President does not have the right to vote on any issue, except in the case of a tie vote. In the case of a tie vote, the President shall cast the deciding vote.

- 7.3.7 Meetings of the Board are open to Members of the Society.
- 7.3.8 A meeting of the Board may can be an in person meeting, a video conference or an audio conference meeting. Directors who participate in this type of meeting are considered present for the meeting.
- 7.4 **President**

The President shall, whenever possible:

 - 7.4.1 Provide Leadership and Direction to the Board of Directors;
 - 7.4.2 Ensure the Board adheres to its bylaws and constitution;
 - 7.4.3 Chairs the meetings of the Board and the Executive Committee;
 - 7.4.4 Preside at all annual and general meetings of the Society as the Executive head of the EHS;
 - 7.4.5 Is an *ex officio* member of all Committees;
 - 7.4.6 Act as one of the signing authorities of the Society for cheques, contracts, agreements, Memorandums of Understanding and Grant Applications;
- 7.5 **Vice President**

The Vice President shall:

 - 7.5.1 Shall act in the absence of the President wherever and whenever possible;
 - 7.5.2 Serve on the Executive Committee;
 - 7.5.3 Learn the duties of the President and keep informed on key issues;
 - 7.5.4 Prepare to serve as President in a future term; and
 - 7.5.5 Act as a signing officer for all documents.
- 7.6 **Past President**

The immediate Past President shall:

 - 7.6.1 Assist and advise the President and Vice President in the execution of their official duties;
 - 7.6.2 Takeover in the absence of the President and/or Vice President;
 - 7.6.3 Assist with Board recruitment and orientation to the Board;
 - 7.6.4 Assist with or chair special events as requested; and
 - 7.6.5 Provide historical continuity about the Board's activities.
- 7.7 **Secretary**

The Secretary shall:

 - 7.7.1 Serve on the Executive Committee;
 - 7.7.2 Have custody and use of the Seal of the Society;
 - 7.7.3 Keep copies of the Society's bylaws and the Board's policy statements;
 - 7.7.4 Keep list of officers and Board Members;
 - 7.7.5 Keep record of Board attendance;
 - 7.7.6 Ensure there is quorum at Board meetings;
 - 7.7.7 Keep accurate minutes of all meetings, including a record of all motions and decisions; and
 - 7.7.8 Distribute copies of minutes to Board members promptly after meetings.
- 7.8 **Treasurer**

The Treasurer shall

 - 7.8.1 Serve on the Executive Committee;
 - 7.8.2 Oversee the financial functioning of the Society;

- 7.8.3 Ensure all monies paid to the Society are deposited in a chartered bank, treasury branch or trust company chosen by the Board;
 - 7.8.2 Ensure a detailed account of revenues and expenditures is presented to the Board as requested;
 - 7.8.3 Ensure an audited statement of the financial position of the Society is prepared and presented at the Annual General Meeting;
 - 7.8.4 File all EHS mandatory reports such as annual returns, changes in the Directors of the Organization, AGLC reports, amendments in the bylaws and other incorporating documents with the Corporate Registry ;
 - 7.8.5 Oversee work performed by an independent accounting firm;
 - 7.8.6 Oversee the development of the Budget, in partnership with the Executive Committee; and
 - 7.8.7 Arrange upon completion of the term of office for the transfer of signing authority to the new Treasurer within thirty (30) days of the AGM
- 7.9 **Secretary-Treasurer**
The offices of the Secretary and the Treasurer may be filled by one person if any annual meeting for the election of officers shall so decide. The duties would be a combination of Secretary and Treasurer with the duties shown above.
- 7.10 **Directors**
Expectations of individual Board Members include:
- 7.10.1 Commitment to the work of the Edmonton Horticultural Society;
 - 7.10.2 Being informed on organizational matters and participating in the Board's deliberations and decisions in matters of advocacy, finance, policy, programs and risk management;
 - 7.10.3 Knowledge and skills in one or more areas of Board governance, advocacy, communications, finance, information technology, policy and risk management;
 - 7.10.4 Willingness to serve on Board committee(s);
 - 7.10.5 Attendance at Board meetings;
 - 7.10.6 Attendance at meetings of assigned committee(s);
 - 7.10.7 Attendance at Annual General Meetings;
 - 7.10.8 Attendance at membership Meetings;
 - 7.10.9 Support of special events;
 - 7.10.10 Support of and participation in fundraising events.
 - 7.10.11 Directors shall have power to act for and on behalf of the Society and all grants and other funds of the Society shall be received and expended under their direction.
 - 7.10.12 Directors may name any committee as may be required during the year to render assistance in carrying out any of the objects of the Society, defining their duties.
 - 7.10.13 A Director who fails to attend three consecutive meetings of the Board of Directors, without the consent of the Board, may be called upon to show cause as to why they should not be removed from the Board.
 - 7.10.14 A Director may be removed from office for any just cause by a 75% majority vote of the Directors at a regular or special meeting of the Board,

the agenda for which includes the proposed removal. The Director will be given the opportunity to have a hearing prior to the meeting. The Director's responsibilities will be suspended pending the outcome of the special resolution.

7.10.15 The Director may appeal this decision. The Arbitration Board will consist of three (3) people. One person will be selected from the EHS membership by the EHS Board and one person will be selected by the Director in question from the EHS membership. The Chairperson of the Arbitration Board will be elected by the two aforementioned people. All three (3) people will consider the case and render a decision. The decision will be final.

7.11 **Resignation, Death or Removal of a Director**

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

7.11.2 Voting Members may remove any Director including the President and the immediate Past President, before the end of their term. There must be a majority vote at a Special General Meeting called for this purpose.

7.11.3 If there is a vacancy on the Board, the remaining Directors or President may appoint a Director to fill the vacancy until the end of the next Annual General Meeting. This does not apply to the position of immediate Past President. The position of immediate past president will remain vacant until the next AGM.

7.12 **Board Committees**

7.12.1 Establishing Committees

The Board may appoint committees to advise the Board.

7.12.2 General Procedures for Committees

7.12.2.1 A Board Member chairs each committee created by the Board.

7.12.2.2 The Chairperson of the committee calls committee meetings.

Each committee:

- records minutes of its meetings;
- distributes these minutes to the committee members and to the Chairpersons of all other committees; and
- provides reports to each Board meeting at the Board's request.

7.12.2.3 A majority of the committee members present at a meeting is a quorum.

7.12.2.4 Each member of the committee, including the Chairperson, has one (1) vote at the committee meeting. The Chairperson does not have a casting vote in case of a tie.

7.13 **The Executive Committee**

The Executive Committee shall:

- 7.13.1 Consist of the President, immediate Past President, Vice-President, Secretary and Treasurer.
- 7.13.2 Is responsible for:
- planning agendas for Board meetings;
 - carrying out emergency and unusual business between Board meetings;
 - reporting to the Board on actions taken between Board meetings; and
 - carrying out other duties as assigned by the Board.
- 7.13.3 Meets prior to each Board meeting.
- 7.13.4 A meeting of the Executive Committee may be held by Video conference. Directors who participate in this call are considered present for the meeting.

SECTION 8 – FINANCE AND OTHER MANAGEMENT MATTERS

8.1 The Registered Office

The Registered Office of the Society is in Edmonton, Alberta.

8.2 Finance and Auditing

8.2.1 The fiscal year of the Society shall be January 1st to December 31st.

8.2.2 The books, accounts and records of the Society shall be reviewed at least once each year by an independent accounting firm appointed by the members of the EHS at the Annual General Meeting. The financial statement of the Society will be submitted by the accounting firm so that the financial statement of the Society, for the previous year end, can be presented at the Annual General Meeting.

8.2.3 The financial records shall be kept up to date by the Treasurer and shall be maintained at the EHS office for ten years, after which time they can be archived.

8.3 Cheques and Contracts of the Society

8.3.1 There shall be three signing authorities for each account held by the Society. Each financial transaction or document must be signed by two of the three signing authorities on behalf of the EHS. Each signing authority must be a member of the Board.

8.3.1 All contracts of the Society must be signed by two of the three signing authorities of the EHS.

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

8.4.1 The Minute Books and other related correspondence shall be kept at the EHS office for two years, after which they can be archived. The Secretary is responsible for keeping the Minute Books current.

8.4.2 The Director at large responsible for Memberships, will maintain membership records and have a current membership list available at all meetings.

8.4.3 Historical documents of the society are to be archived at the EHS office for a minimum of 10 years. If the Board of Directors decides to transfer any records to any public archive, approval for such transfer must be obtained by a vote of the membership.

- 8.4.4 The books and records of the Society may be inspected by any member of the Society at its Annual General Meeting or at any time upon giving a reasonable notice and arranging a time satisfactory to the office in charge of same.
- 8.5 **Borrowing Powers**
The Society may borrow or raise funds to meet its objects and operations. The Board decides the amounts and ways to raise money, including giving or granting security.
- 8.6 **Payments**
8.6.1 No Member, Director or Officer of the Society may receive any payment for their services as a Member, Director or Officer.
8.6.2 Reasonable expenses incurred while carrying out the duties of the Society may be reimbursed upon Board approval.
- 8.7 **Protection and Indemnity of Directors and Officers**
8.7.1 Each Director or Officer holds office with protection from the Society. The Society indemnifies each Director or Officer against all costs or charges that result from any act done in their role for the Society. The Society does not protect any Director or Officer for acts of fraud, dishonesty, or acts of bad faith.
8.7.2 No Director or Officer is liable for the acts of any other Director, Officer or employee. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Society. No Director or Officer is liable for any loss due to an oversight or error in judgement, or by an act in his role for the Society, unless the act is fraud, dishonesty or an act of bad faith.
8.7.3 Directors or Officers can rely on the accuracy of any statement or report prepared by the Society's accountant(s). Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

ARTICLE 9 – AMENDING THE BYLAWS

- 9.1 These Bylaws may be cancelled, altered or added to by a Special Resolution at any Annual General or Special General Meeting of the Society.
- 9.2 Any proposed changes to the Bylaws must be reviewed and approved by the Board before being forwarded to the Annual General Meeting or a Special General Meeting.
- 9.3 The thirty (30) day notice of the Annual General or Special General Meeting of the Society must include details of the proposed resolution to change the Bylaws.
- 9.4 The amended bylaws take effect after approval of the Special Resolution at the Annual General Meeting or Special General Meeting and acceptance by the Corporate Registry of Alberta.

SECTION 10 – PARLIMENTARY AUTHORITY

The rules contained in “Robert’s Rules of Order,” in its most current edition, will govern the proceedings at all meetings and in all cases where they are applicable,

provided that they are not in direct conflict with these By-Laws or requirements of the Societies Act.

SECTION 11 – DISTRIBUTING ASSETS AND DISSOLVING THE SOCIETY

- 11.1** The Society does not pay any dividends or distribute its property among its Members.
- 11.2** In the event of the dissolution of the Society, any remaining assets, after the discharge of all liabilities, shall be distributed to a registered charitable organization, to be named by the Society's Board of Directors at that time.