



YMCA of
Lethbridge

Constitution and Bylaws

Approved by General Membership - November 2016

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PREAMBLE

The Lethbridge Young Men's Christian Association, also known as the YMCA of Lethbridge, Alberta, is a body incorporated pursuant to an Act of the Government of the Province of Alberta, being Chapter 42 of the Revised Statutes of Alberta, 1910, and amendments thereto and is a private, voluntary, charitable not for profit Association.

DEFINITIONS

The following defined terms are used in both the Constitution and the Bylaws of the YMCA of Lethbridge, and they have the meanings set forth below:

Committees or Task Forces:	means such committees or task forces of the Association as may be established, from time to time, pursuant to the Bylaws.
Annual General Meeting:	means the annual meeting of the Voting Members of the Association held for the conduct of General Business.
Association:	means The Young Men's Christian Association of Lethbridge, incorporated December 16, 1910.
Audit and Finance Committee:	means the Audit and Finance Committee of the Board established pursuant to the Bylaws.
Board:	means the Board of Directors of the Association.
Bylaw(s):	means a bylaw (or the bylaws) of the Association from time to time in force.
Chair:	means the individual elected chair of the Board.
Chief Executive Officer:	means the individual appointed by the Board as the Chief Executive Officer of the Association.
Constitution:	means the constitution of the Association from time to time in force.
Director:	means a member of the Board

General Business:	means: (a) the presentation of the annual financial statements of the Association as approved by the Board and the auditor's report thereon, (b) the election of Directors, and (c) the appointment or reappointment of an auditor.
Meeting of the Association:	means a meeting of the Voting Members of the Association held pursuant to the Bylaws. A Meeting of the Association, which is called only to consider Special Business, shall be referenced as a "Special Meeting". If, in addition to General Business, Special Business is to be considered at an Annual General Meeting, the meeting shall be referred to as an "Annual General and Special Meeting".
Member:	Refers generally to any of the classes of membership in the Association.
Member Nominations:	means nominations of individuals for election to the Board made by Voting Members pursuant to the bylaws
Notice Board:	means the prominent place or places from time to time designated by the Chief Executive Officer for the posting of official notices pursuant to the Constitution and Bylaws.
Governance and Nominating Committee:	means the Governance and Nominating Committee of the Board established pursuant to the Bylaws.
Honorary Members:	means the individuals so designated by the Board pursuant to the Bylaws.
Officer:	means an officer of the Association determined in accordance with the Bylaws.

Special Business:

means:

- (a) the removal of one or more Directors pursuant to the bylaws
- (b) the replacement, amendment, repeal or addition to the
- (c) Constitution and the Bylaws, as the case may be, and
- (d) such other matters as the Board may resolve to bring before the Voting Members of the Association

Special Resolution:

means a resolution of the Voting Members to approve a matter of Special Business.

Voting Member:

means an individual who qualifies as a voting member of the Association pursuant to the Bylaws.

Vice Chair:

refers to each individual elected as a vice chair of the Board.

CONSTITUTION

ARTICLE 1 - NAME

The name of the Association is "Lethbridge Young Men's Christian Association." The Association may also be correctly referred to as the "YMCA of Lethbridge" or "Lethbridge YMCA".

ARTICLE 2 - PURPOSE AND OBJECTIVE

The purpose of the Association shall be: "to aid the spiritual, mental, social and physical improvement of all people by such means as may from time to time be determined by the Association."

The objective shall be: "to actively participate in the wellbeing of the community and to provide an environment which allows all people to join together in activities which will promote their physical, social, intellectual, vocational and overall wellbeing while contributing to the betterment of community."

ARTICLE 3 - YMCA AFFILIATIONS

The Association shall be affiliated with other YMCAs in Canada through membership in the National Council of Young Men's Christian Associations of Canada, and with other YMCAs throughout the world through the World Alliance of Young Men's Christian Associations with which the National Council of Young Men's Christian Associations of Canada is affiliated.

ARTICLE 4 - MEMBERSHIP

The membership of the Association shall be open to all members of the general public who are in sympathy with the purposes and objectives of the Association and who comply with the provisions and regulations for membership set forth in the Association's Bylaws, without regard to gender, ethnic, racial or cultural background.

ARTICLE 5 - CONSTITUTION AND BYLAWS

The Association shall be governed by the terms of this Constitution and by the terms of Bylaws duly adopted from time to time.

ARTICLE 6 - NO SHARES OR DISTRIBUTIONS TO MEMBERS

The Association shall be operated on a not-for-profit basis and shall neither have a capital divided into shares nor declare any dividend or distribute any of its property among its members. If the Association ceases active operations in pursuit of its objectives, or in the event of the dissolution, winding-up, or disposition of all or substantially all of the assets of the Association other than in the ordinary course of its business and undertaking, the property of the Association shall be distributed to other YMCA's with which it is affiliated, or to other charitable groups or purposes which serve similar objects, provided that to the extent applicable, such property shall only be distributed in accordance with the requirements of the Canada Revenue Agency and the Alberta Gaming and Liquor Commission.

ARTICLE 7 - AMENDMENTS TO CONSTITUTION AND BYLAWS

This Constitution and the Bylaws of the Association may be replaced, amended, repealed, or added to only by Special Resolution passed by at least three-quarters of the votes cast thereon by Voting Members at a duly held Meeting of the Association and provided that at least 30 days' notice of such meeting shall be given to Voting Members by way of a posting on the Notice Board of the Association that sets out notice of the time and place of the meeting and the proposed replacement, amendment, repeal or addition. A copy of said notice and proposed Special Resolution shall also be distributed to all members of the Board.

ARTICLE 8 - COMING INTO FORCE AND REPEAL

This Constitution and Bylaws shall come into force upon the same being confirmed by at least two thirds (2/3) of the votes cast at any General Meeting (including the Annual Meeting) of the voting members present whereupon the previous Constitution and Bylaw of the Association are thereby repealed without prejudice to any action theretofore taken thereunder and without thereby reviving any bylaw therefore repealed.

BYLAWS

ARTICLE 1 - HEAD OFFICE

1.1 Location

The head office of the Association shall be located at such place in the City of Lethbridge, or such other location as the Board may from time to time determines.

ARTICLE 2 - SEAL

2.1 Seal

The seal, an impression whereof is impressed in the margin hereof, shall be the seal of the Association.

ARTICLE 3 - ASSOCIATION MEMBERSHIP

3.1 Categories of Membership

There shall be three categories of membership in the Association: Program Membership, Voting Membership, and Honorary Membership, each with the privileges and responsibilities set forth in this Article.

3.2 Program Membership

Program Membership of the Association shall be composed of individuals who are in sympathy with the purposes and objectives of the Association and who participate in any activity or function of the Association.

For clarification, Program Membership alone does not include the right to vote at any Meeting of the Association.

- (a) The Chief Executive Officer may from time to time establish various categories of Program Membership and determine the fees payable and the privileges accorded to each such category as to the use of and access to facilities and programs of the Association. The Chief Executive Officer, and such other individuals as he or she may authorize, may also from time to time exempt any individual or defined group of any individuals for any period of time from payment of any fees otherwise payable in respect of their Program Membership.
- (b) The Chief Executive Officer may, at any time, suspend the Program Membership and the privileges thereof of any person for any period of time, without limit on the number of such suspensions. The Board may also, in its unfettered discretion, at any time by resolution, revoke the Program Membership of any person. In no event shall the Program Member so suspended or whose membership has been revoked, be entitled to any abatement, rebate, or refund of the whole or any part of any fees paid, nor be entitled to any remedy or damages whatsoever, such

suspension or revocation, as the case may be, being entirely within the unfettered discretion of the Chief Executive Officer or the Board respectively. Any person suspended may appeal the suspension by making a presentation in writing to the Board Chair through the office of the Chief Executive Officer. The Board Chair and Executive Committee and Executive Officer will review the appeal and render a decision in a timely fashion, which decision may be to confirm the suspension or revocation, or to take other action as may be recommended by the Board in its sole discretion.

3.3 Voting Membership

Amended by Membership March 25, 2019

- (a) Voting Members of the Association shall be entitled to attend and vote at any Meeting of the Association. The Voting Membership shall be composed of individuals 18 years of age or over who are in sympathy with the purposes and objectives of the Association and who are members of any one or more of the following categories:
 - (i) members of the Board of Directors, and
 - (ii) active members of the YMCA of Lethbridge as defined in Article 3.2 "Program Membership," above, and
 - (iii) Honorary members as defined in Article 3.4, below.
- (b) The Association shall maintain a list of the names of Voting Members for the purpose of identifying those individuals entitled to vote at any Meeting of the Association and such list shall be available for inspection but not copying, at any Meeting of the Association.
- (c) In case of any dispute as to the qualification of any individual(s) to vote at any Meeting of the Association pursuant to these Bylaws, the dispute shall be brought to the attention of the chair of that meeting, who shall determine the qualification of the individuals in question to vote thereat in his or her sole and unfettered discretion, and the decision of the chair of the meeting shall be absolutely final.

3.4 Honorary Membership

The Board may award honorary membership to any individual who has demonstrated leadership in the affairs of the community and has actively supported the Association through service or financial contributions or long term Program Membership, or promotion of its purposes and objectives. Honorary Members shall be entitled to attend and vote at Meetings of the Association. The Board may revoke honorary membership at any time.

ARTICLE 4 - BOARD OF DIRECTORS

4.1 Numbers and Qualifications of Directors

The Board shall consist of not less than 10 nor more than 15 individuals. Each Director shall be 18 or more years of age and shall be in sympathy with the purposes and objectives of the Association. No employee of the Association may serve as a Director.

4.2 General Authority of the Board

The Board shall be responsible for the business and affairs of the Association. Subject to the Constitution and the Bylaws, the Board shall have any power and authority necessary to manage the business and affairs of the Association including, without restricting the generality of the foregoing, the authority to acquire, dispose of and encumber the assets of the Association, set operating and capital budgets, employ, remunerate, and indemnify any person for services rendered or liabilities incurred, in connection with the business and affairs of the Association, and generally to establish policies and make rules and regulations for the operation of the Association. The Board may from time to time delegate to such one or more Directors, Officers or Committees as may be designated by resolution of the Board, such of its authority, and in such manner, as the Board shall determine at the time of the delegation.

4.3 Election of the Board

(a) Each year, in anticipation of the next ensuing Annual General Meeting, the Governance and Nominating committee shall prepare a list of continuing Board members and nominations for new members of the Board and such list (the "Nominating Committee Report") shall be posted on the Notice Board at least 30 days prior to the next ensuing Annual General Meeting and the list shall be submitted to the Annual General Meeting for consideration by the Voting Members.

(b) A Director may be nominated and elected, for an initial term of two years. A candidate that allows their name to stand after the initial 2 year term will serve for a 3 year term and if they allow their name to stand a third time, will serve a final 2 year term. No individual shall be eligible for re-election as a Director after serving seven consecutive years.

Individuals shall again be eligible for nomination as a Director after an absence of at least 11 months. For clarification, notwithstanding the passage of the said maximum number of consecutive years as a Director, any Director shall in any event validly remain and continue as a Director until the next ensuing Annual General Meeting.

(c) In addition to nominations from the Governance and Nominating Committee, any

twenty-five Voting Members shall be entitled to submit a written nomination or nominations for consideration and voting at an Annual General Meeting. Such nominations ("Member Nominations"), accompanied by a written statement of willingness to stand signed by such nominee(s), must be received at the head office of the Association at least 20 days prior to the next ensuing Annual General Meeting. Names presented for nomination this way will be presented independent of the slate. If this increases the slate to more than the maximum number of directors, then each name brought to the AGM will be presented independently.

A list of Member Nominations shall be posted on the Notice Board at least 30 days (or promptly upon receipt if Member Nominations are received in fewer days prior to the meeting as permitted by this Bylaw) prior to the next ensuing Annual General Meeting.

- (d) There shall be no nominations of candidates for the Board from the floor at any Meeting of the Association. The number of Board vacancies to be filled at any Meeting of the Association shall be the number of individuals nominated in the Nominating Committee Report tabled in respect of that meeting whether or not that report has been adopted or defeated.
- (e) Approval of a motion to adopt the Nominating Committee Report, and any motion to elect Member Nominations, shall each require a two-thirds majority of the votes cast by Voting Members present at an Annual General Meeting. If so adopted, the individuals nominated in the Nominating Committee Report, or nominated as Member Nominations, shall be deemed to be elected. The Nominating Committee Report shall first be placed before the Board of Directors and voted upon at a board meeting prior to the Annual General Meeting before any Member Nominations are placed before attendees of the Annual General Meeting for consideration.

In the event that either or both the motion to adopt the Nominating Committee Report or to elect Member Nominees are defeated and thereby there remain vacancies to be filled on the Board, written ballots listing in alphabetical order all eligible nominees not yet elected from either or both the Nominating Committee Report and the Member Nominations shall be distributed and voted upon.

- (f) Each Voting Member, when voting on the ballot, shall have the number of votes equal to the number of vacancies to be filled and may cast only one vote per nominee. The number of vacancies to be filled by the ballot process shall, for the purposes of these Bylaws, be the number of nominees set forth in the Nominating Committee Report whether or not that report has been adopted or defeated, less the number of nominees, if any, so far elected at the meeting. Any ballot containing more votes than the number of vacancies to be filled shall be declared a spoiled ballot and not counted. That number of nominees equal to the number of vacancies to be filled, with the greatest number of votes, shall be elected.

- (g) In the event that the individual who has the smallest number of votes which still qualifies him or her to be elected, is tied with one or more other such individuals, a second ballot shall be held to determine who, from the individuals tied, shall be elected Director(s). In such second ballot, each Voting Member shall have the number of votes equal to the number of vacancies still to be filled. Should the second ballot result in a tie, there shall be no further votes conducted and there shall be a vacancy on the Board to be dealt with pursuant to Bylaw 4.6.
- (h) With consent of the meeting, the chair may dispense with written ballots and the matters to be determined pursuant to the bylaws shall be determined by vote according to the bylaws.

4.4 Directors Leaving Office

Amended by Membership March 25, 2019

The office of any Director shall be vacated in the event that he or she:

- (a) has the status of bankrupt,
- (b) is incapable of carrying out his or her responsibilities as a Director by virtue of being of unsound mind or having serious illness,
- (c) is removed from office by resolution of the Voting Members as provided for herein, or
- (d) provides the Association written notice of resignation,
- (e) upon a majority vote of the Board of Directors, if a Director has missed three (3) consecutive meetings or a total of six (6) meetings in a calendar year without an explanation acceptable to the Board.

4.5 Removal of Director

The Voting Members of the Association may, by Special Resolution passed by at least two thirds of the votes cast at a Meeting of the Association of which notice specifying the intention to pass such resolution has been given, remove and replace any one or more Directors before the expiration of his or her term of office, the term of such replacement Director(s) shall be that of the Director(s) so replaced.

4.6 Vacancies on the Board

Between Annual General Meetings, the Directors remaining in office may appoint eligible individuals as Directors to fill any vacancies on the Board, however they arise, up to a maximum of one third the number of Directors who constituted the Board at the end of the last Annual General Meeting. Any such replacement Director shall be a Director of the Association as validly as though elected at an Annual General Meeting. The term of such replacement Director shall extend until the next Annual General Meeting, without regard to the time remaining in the term of the Director being replaced. The remaining Directors shall at all times be able to validly and effectively exercise the authority of the Board notwithstanding any vacancies on the Board.

4.7 Appointment of Chair and Vice Chairs

The Board Chair, Vice Chair and the Treasurer shall be appointed by the Board as required, normally at the first meeting of the Board following an Annual General Meeting. The term of office for the Chair, Vice Chair and Treasurer shall be two years or until successors are appointed. The Board may appoint such other officers and agents as they shall from time to time deem necessary who shall have authority and shall perform duties as may from time to time be prescribed by the board.

4.8 Chair of the Board to President

The Board, and at all Meetings of the Association. The Chair shall be an ex officio member of all committees and shall have voting privileges at each committee meeting. During the absence or incapacity of the Chair, the duties and powers of that office shall be exercised by a Vice Chair, or in the absence of a Vice Chair, such other Director as the Board may appoint for the purpose.

4.9 Conflicts of Interest

A Director who is a party to, or who is a Director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Association shall disclose to the Board the nature and extent of his or her conflict of interest as soon as such conflict comes to his or her attention. Such a Director shall not vote on any resolution, or participate in deliberations concerning the subject matter of the Director's conflict of interest

ARTICLE 5 - MEETINGS OF DIRECTORS

5.1 Place of Board Meetings

Meetings of the Board may be held at any place as the Board may, from time to time, determine whether it be in or outside of the City of Lethbridge.

5.2 Notice

Notice of meetings of the Board shall be delivered, telephoned, telefaxed, e- mailed, or mailed to each Director at least five days before the date on which the meeting is to take place. The Board may, by resolution, appoint a day or days in any month or months for regular meetings at a time to be named. A copy of such resolution shall be sent to each Director forthwith after being passed, and thereafter no other notice shall be required for such regular meetings. If, in any event, a quorum of Directors is present at a meeting without objection to notice, then proceedings of the meeting shall be valid notwithstanding any defect in notice of the meeting.

5.3 Frequency of Meetings

The Board shall meet at least six times a year unless prevented by unforeseen circumstances beyond the control of the group, and at such other times as the Board may determine from time to time. The Chair, or in his or her absence, a Vice Chair, may call a meeting of the Board whenever he or she deems it necessary. The Chair, a Vice Chair or Chief Executive Officer must call a Board meeting within 14 days of having received a written and individually signed request to do so from six or more Directors.

5.4 Waiver of Notice

A member of the Board may at any time and in any manner waive notice of or otherwise consent to a meeting of the Board and may approve and ratify any and all proceedings of any such meeting and attendance at a meeting is a waiver of notice except where a member of the Board attends for the express purpose of objecting to the transaction of business.

5.5 Quorum

A simple majority of the Board shall form a quorum for the transaction of business at any meeting of the Board. For the determination of quorum, the number of Directors required for a majority shall be based on the number of Directors that are in office at the time of the determination.

5.6 Meetings By Telephone (telecommunication)

Any or all Directors may participate in a meeting of the Board or of a committee of the Board by means of such telephone, electronic or other communications facilities as permit all persons participating in the meeting to communicate with each other, simultaneously and instantaneously, and a Director participating in such a meeting by such means is deemed to be present at the meeting.

5.7 Voting

Questions arising at any meeting of the Board shall be decided by a majority vote of Directors in attendance, given by a show of hands or by any other means which clearly indicates the affirmative vote, negative vote, or abstention from voting of each Director present. The chair of the meeting may vote on any matter. In the case of an equality of votes, the chair of the meeting shall not have a second vote.

5.8 Minutes

At each board meeting a Director will be appointed to take minutes of the meeting in order to record attendance, motions and any votes made by the board. A copy of the minutes will be distributed electronically within a reasonable time from the meeting date by the recorder. Any member of the organization can have access to the minutes of any meeting of the Board by requesting a copy from the CEO. The CEO is responsible to hold copies of the minutes electronically and in paper format, and to ensure that board minutes are signed upon approval by a minimum of 2 board members.

ARTICLE 6 - EXPENSES OF DIRECTORS

6.1 Reimbursement

No Director shall receive any remuneration for acting as such, but a Director may receive reimbursement from the Association for reasonable out-of-pocket expenses incurred by such Director in attending any Board, committee, or other meetings, functions or other events as a Director or otherwise as a representative or delegate of the Association. From time to time a board member may be remunerated for professional work that supports the Association but is not related to volunteer duties. This exception must be approved by the Board in conjunction with the Association's policies and procedures.

ARTICLE 7 - DUTY OF CARE AND INDEMNIFICATION

7.1 Duty of Care

Every Director and Officer, in exercising his or her powers and discharging his or her duties shall:

- (a) act honestly and in good faith with a view to the best interests of the Association, and
- (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- (c) Ensure that communication to members and the public are in alignment and support of any majority decision made by the board.

7.2 Indemnification of Directors and Officers

The Directors and Officers, and every former Director or Officer, shall be indemnified by the Association against all costs, charges, and expenses, including an amount paid to settle an action or satisfy a judgment, which such director or officer may reasonably incur in respect of any civil, criminal, or administrative action or proceeding to which the director or officer is made a party by reason of being or having been a director or officer of the Association, in the same manner and to the fullest extent, and subject to the conditions and restrictions, that an Alberta corporation may indemnify its directors and officers pursuant to Section 124 of the Business Corporations Act (Alberta), as amended from time to time, applied mutatis mutandis to the Association pursuant to this Bylaw.

ARTICLE 8 - COMMITTEES OF THE BOARD AND THE ASSOCIATION

8.1 Standing Board Committees

There shall be two standing committees of the Board: an Audit and Finance Committee, and a Governance and Nominating Committee.

8.2 Audit and Finance Committee

The Board shall elect annually from among its number an Audit and Finance Committee composed of not fewer than three Directors. Generally, the committee will have one or more members who are familiar with financial reporting matters. Each member of the Audit and Finance Committee shall be independent of management of the Association. No member of the committee shall be the beneficiary of a contract with the Association. Each member of the Audit and Finance Committee shall serve during the pleasure of the Board and, in any event, only so long as he or she shall be a Director. The Directors may fill vacancies in the Audit and Finance Committee as necessary.

The auditor of the Association is entitled to receive notice of every meeting of the Audit and Finance Committee and may attend any meeting of the committee. Any member of the committee, or the auditor, may call a meeting of the committee. The Audit and Finance Committee shall review the financial statements of the Association and report to the Board prior to consideration and approval of the Board. The Audit and Finance Committee shall have other duties and authority as the Board may, from time to time, determine.

8.3 Governance and Nominating Committee

The Board shall elect annually from among its number a Governance and Nominating Committee composed of a minimum of three and not more than 5 members. Each member of the Governance and Nominating Committee shall serve during the pleasure of the Board and, in any event, only so long as he or she shall be a Director. The Directors may fill vacancies in the Governance and Nominating Committee as necessary. The committee shall meet periodically to review the governance policies and procedures of the Board and the Association, and shall make such recommendations to the Board in respect thereof as it may determine. When acting as the Association's nominating committee, the Governance and Nominating Committee shall have such other duties and authority as are provided in the Bylaws and as the Board may, from time to time, determine.

8.4 Board Committees

The Board may, from time to time, constitute and dissolve such other Board committees as it sees fit, provided that any Board committee shall be comprised entirely of Directors. As the occasion requires, the Board may issue to any such committee a directive or directives indicating the duties it is to perform. The Board may delegate such of its authority as it may determine, to any Board committee.

8.5 Advisory Committees and Task Forces of the Association

The Board or the Chief Executive Officer may, from time to time, constitute and dissolve Association committees or task forces ("Advisory Committees" or "Task Forces") comprised of individuals (who need not be Directors or Program or Voting Members) who are in sympathy with the purposes and objectives of the Association, for the purpose of assisting or advising the Board, Chief Executive Officer, or the Association, with respect to any matter concerning the Association.

ARTICLE 9 - EXECUTIVE

9.1 Executive

The executive of the Association shall be the Chair, one Vice Chair, Treasurer, and such other individuals as the Board may from time to time designate as Officers, each of whom shall have such authority and shall perform such duties as may from time to time be prescribed by the Board.

9.2 Chief Executive Officer

The Board shall appoint a Chief Executive Officer and may delegate to such Officer such power and authority to manage and direct the business, affairs, and operations of the Association as the Board may determine. The Chief Executive Officer shall be responsible to the Board for the general management and supervision of the business, affairs, and operations of the Association. The Chief Executive Officer shall conform to all lawful directions given by the Board and shall at all reasonable times give to the Board all information as may be requested or required by the Board regarding the Association. The Chief Executive Officer shall not be a member of the Board. However, the Chief Executive Officer shall be given due notice of and have the right to attend at and participate in all Board, Committee and Task Force meetings in the Association and any Meeting of the Members of the Association, unless specifically excused by the Chair from a meeting or portion thereof for good cause. The Chief Executive Officer provides key insight to the Board and will assist the Chair in preparing Board meeting agendas and will lead the process of management's reporting to the Board. The CEO is a non-voting, ex officio member on all Board Committees and Task Forces.

ARTICLE 10 - BOARD MEETINGS AND ANNUAL GENERAL MEETINGS

10.1 Annual General Meeting

An Annual General Meeting of the Association shall be held within 90 days following the end of each fiscal year of the Association for the purpose of conducting the General Business of the Association, and the consideration of such Special Business as may be properly identified before the meeting. Following the adjournment of the business portion of any Annual General Meeting, there may be presented such other updates and reports from the Board and the Chief Executive Officer of the Association as the Board may direct.

10.2 Calling of Annual General Meetings and Notice

The date, time and place of each Annual General Meeting shall be fixed by resolution of the Board. Notice of any Annual General Meeting shall be sufficiently given when posted on the Notice Board by an Officer of the Association at least 30 days prior to the date of the meeting, stating the time, date, and location of the meeting, and purpose of the meeting. The posted notice shall include a copy of the Nominating Committee Report, any Member Nominations, the text of any Special Resolution to be put before the meeting, reference to the posting of the Association's financial statements and the auditor's report thereon as required by the bylaws and a copy of the proposed resolution to appoint or reappoint an auditor.

10.3 Place of Meetings and Quorum

Meetings of the Association shall be held at such place within Alberta as the Board may, from time to time, determine. In respect of a Special Meeting pursuant to the written request of Voting Members as provided in the bylaws, the place of the meeting shall be determined by the Chair in consultation with the Governance and Nominating Committee.

10.4 Calling of Special Meetings and Notice

Amended by Membership November 27, 2018

Special Meetings of the Association may be called by the Chair or, in his or her absence, by a Vice Chair. A Special Meeting of the Association shall also be called following receipt at the head office of the Association of a written request signed by 10% of the voting membership that clearly states what Special Business is to be considered at such Special Meeting. Notice of any Special Meeting shall be sufficiently given when posted on the Notice Board by an Officer of the Association at least 30 days prior to the date of the meeting, stating the time, date, and location of the meeting, and purpose of the meeting. The posted notice shall include the text of any Special Resolution to be considered at the meeting. Half plus one of the Association's eligible voting members that are present shall form a quorum for the transaction of business at any special Meeting of the Association.

10.5 Conduct of Meetings

The Chair, or in his or her absence a Vice Chair, shall preside over and conduct proceedings at any Meeting of the Association. The chair of the meeting shall designate at the commencement of such meeting an individual to act as secretary of the meeting to record any action taken by the meeting and to conduct any votes held at any such meeting. Such secretary shall determine the result of each vote and report it to the chair of the meeting and the determination by the secretary of the meeting as to the result of any vote shall be final. The chair of the meeting shall determine all matters of procedure and his or her determinations shall be final.

10.6 Votes to Govern

Unless otherwise specifically set out in the Constitution or Bylaws, at all Meetings of the Association, every question shall be determined by a simple majority of the votes cast on the question. The chair of the meeting may vote on all matters provided that in case of an equality of votes, the chair of the meeting shall not be entitled to a second or casting vote.

10.7 Voting Procedure

Unless otherwise provided in the Bylaws, each question and resolution before a Meeting of the Association shall be decided by a show of hands or by any other means which clearly indicates the affirmative vote, negative vote, or abstention from voting by each individual voting.

ARTICLE 11 - FINANCIAL MATTERS AND EXECUTION OF DOCUMENTS

11.1 Fiscal Year

Amended by Membership March 30, 2021

The fiscal year of the Association shall end on December 31st of each year or on such other date as the Board may from time to time determine.

11.2 Financial Reporting

The Association shall from time to time and at all times, maintain reliable accounting records and prepare annual financial statements. Such annual financial statements shall be audited by the Association's external auditor. The Board shall approve the financial statements of the Association in respect of each fiscal year, and place such statements, together with the report of the auditor thereon, before the Voting Members at each Annual General Meeting. The Association shall make copies of its financial statements as approved by the Board, together with the auditor's report thereon, available to Association members at the head office of the Association.

11.3 Signing Authorities – Banking Documents

All cheques, bills of exchange or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board and, unless determined otherwise by the Board, any one of such Officers or agents may alone endorse notes and drafts for collection on account of the Association through its bankers, and endorse notes and cheques for deposit with the Association's bankers for the credit of or "for deposit" with the bankers of the Association by using the Association's rubber stamp for the purpose. Any one of such Officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Association and the Association's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement or balances and releases or verification slips.

11.4 Banking Arrangements

The securities of the Association shall be deposited for safekeeping with one or more banks, trust companies, or such other financial institutions as may be selected by the Board or by such individual designated by the Board from time to time to make such decisions. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Association, signed by such officer or officers, agent or agents of the Association, and in such manner, as shall from time to time be determined by resolution of the Board and such authority may be general or confined to specific instances.

11.5 Borrowing Authority

The Association may, upon authorization by resolution of the Board, from time to time:

- (a) borrow money upon the credit of the Association in such amounts and upon such terms as the Board may deem expedient,
- (b) issue, sell or pledge securities (including bonds, debentures, or other evidence of indebtedness) of the Association in such amounts and upon such terms as the Board may deem expedient, and
- (c) charge, mortgage, hypothecate or pledge in such amounts and upon such terms as the Board may deem expedient, all or any of the real or personal property of the Association, to secure any such securities or any money borrowed, or other debt, or any other obligation or liability of the Association.

11.6 Signing Authorities – Other Documents

Contracts, documents or other instruments in writing not otherwise provided for in the Bylaws and requiring the signature of the Association shall be signed by such Officer or Officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board.

ARTICLE 12 - AUDITORS

12.1 Appointment of Auditors

The Association shall, at all times have an independent, external auditor or firm of auditors. Such auditor shall be appointed by the Voting Members at each Annual General Meeting and shall hold office until the audited financial statements of the Association are placed before the next ensuing Annual General Meeting and if an appointment is not so made, the Board shall appoint such an auditor who shall continue in office until a successor is otherwise appointed.

12.2 Removal or Resignation of Auditors

The Board may remove any auditor before the expiration of the appointed term of office of that auditor. In the event of any such removal or in the event of the resignation of the auditor, the Board shall promptly appoint another independent, external auditor for the remainder of that appointed term. The Board shall report the reasons for such removal or resignation to the Voting Members at the next ensuing Annual General Meeting.

ARTICLE 13 - INTERPRETATION

13.1 Interpretation

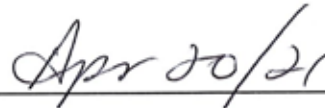
In the Constitution and Bylaws, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number and the feminine or neuter gender, as the case may be, and vice versa.

13.2 Incorporation of Defined Terms

The defined terms set forth above following the Preamble to the Constitution and Bylaws, which are capitalized throughout the text for the reader's convenience, are, by this reference, incorporated into, and form a part of, the Constitution and Bylaws of the Association which shall be read and construed accordingly.



(Vivien Kossuth, Board Chairperson)



(Date)



(Stephen Mogdan, Board Vice Chairperson)



(Date)