



# **Bylaws**

**Approved April 15, 2015  
Annual General Meeting**

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## ARTICLE 1 – PREAMBLE

### 1.1 The Name

The name of the society is the Alberta Seniors Communities and Housing Association, which may also be known or referred to as ASCHA or the Association.

### 1.2 The Bylaws

The following articles set forth the Bylaws of the Alberta Seniors Communities and Housing Association.

## ARTICLE 2 – DEFINITION AND INTERPRETATION

### 2.1 Definitions

In these Bylaws, the following words have these meanings:

- 2.1.1 **Act** means the *Societies Act* (Alberta), R.S.A. 2000, c. S-14, as may be amended from time to time, or any statute substituted for it.
- 2.1.2 **Associate Member** means any Associate Member of the Association as described in Article 3.1.2.
- 2.1.3 **Association and ASCHA** mean the Alberta Seniors Communities and Housing Association.
- 2.1.4 **Board** means the Board of Directors of the Association.
- 2.1.5 **Bylaws** mean the Bylaws of the Association, as may be amended from time to time.
- 2.1.6 **Congregate Housing** means a senior housing project that provides independent or supportive living for four (4) or more seniors.
- 2.1.7 **Convention/Annual General Meeting (A.G.M.)** means the Annual General Meeting of the Association as described in Article 4.2.
- 2.1.8 **Director** means the persons who are, from time to time duly elected or appointed directors and officers of the Association.
- 2.1.9 **Executive** means the committee of president, vice-presidents and immediate past president.
- 2.1.10 **Executive Director** means the employee of the Association appointed by the Board to carry out management functions in accordance with Board policy and direction.
- 2.1.11 **Member** means both a Regular Member and an Associate Member.
- 2.1.12 **Office** means the headquarters and registered office of the Association.

- 2.1.13 **Private Sector** means organizations that provide congregate Seniors living options, that are established for profit and are licensed to carry on business in the Province of Alberta, including without limitation those organizations incorporated pursuant to the *Business Corporations Act* (Alberta), R.S.A. 2000, c. B-9.
- 2.1.14 **Public Sector** means organizations that provide congregate Seniors living options that are established as management bodies under ministerial order, pursuant to the *Alberta Housing Act* R.S.A., 2000, c. A-25.
- 2.1.15 **Region** means the congregation of Members, formal or otherwise, within the geographical regions of the Province of Alberta, as set forth in Article 9.
- 2.1.16 **Regular Member** means any Regular Member of the Association as described in Articles 3.1.1.
- 2.1.17 **Senior or Senior Citizen** means the existing clients of the Members, and includes primarily individuals aged 65 or older, as well as any individuals who are less than 65 years of age who fit within special circumstances deemed appropriate by the Member to allow them to benefit from congregate Seniors living options.
- 2.1.18 **Special Meeting** means any special meeting of the Members of the Association as set forth in Article 4.3.
- 2.1.19 **Special Resolution** means (i) a resolution passed (a) at a Regular Meeting or Special Meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given, and (B) by the vote of not less than 75% of those Members who, if entitled to do so, vote in person or by proxy; (ii) a resolution proposed and passed as a special resolution at a Regular Meeting or Special Meeting of which less than 21 days' notice has been given, if all the Members entitled to attend and vote at the Regular Meeting or Special Meeting so agree, or (iii) a resolution consented to in writing by all the Members who would have been entitled at a Regular Meeting or Special Meeting to vote on the resolution in person or, where proxies are permitted, by proxy.
- 2.1.20 **Significant Policy Influence** means having a role in the governance of the Regular Member organization.
- 2.1.21 **Voluntary Sector** means organizations that provide congregate Seniors living options, that are established for not-for-profit purposes and are licensed to carry on business in the Province of Alberta, including without limitation those organizations incorporated pursuant to the Act or Part IX of the *Companies Act* (Alberta), R.S.A. 2000, c. C-21.

## 2.2 Interpretation

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

- 2.2.1 **Singular and Plural:** words indicating the singular number also include the plural, and vice-versa.
- 2.2.2 **Masculine and Feminine:** words indicating the masculine gender also include the feminine gender and vice-versa.
- 2.2.3 **Organization:** words indicating persons also include organizations.
- 2.2.4 **Headings:** are for convenience only. They do not affect the interpretations of these Bylaws.

### ARTICLE 3 – MEMBERSHIP

#### 3.1 Classification of Members

There are two categories of Members:

- (a) Regular Members (who are entitled to vote at the A.G.M. and/or any Special Meetings); and
- (b) Associate Members (who are not entitled to vote, but are entitled to attend the A.G.M. and/or any Special Meeting).

##### 3.1.1 Regular Members

To become a Regular Member, an organization must:

- (a) be an organization established within the Private Sector, the Public Sector or the Voluntary Sector; and
- (b) pay the annual membership fees in full as set out in Article 3.3.

##### 3.1.2 Associate Member

To become an Associate Member, an organization or individual must:

- (a) not be eligible to be a Regular Member as set out in Article 3.1.1;
- (b) have objectives which relate to the provision of Seniors living options; and
- (c) pay the annual membership fees in full as set out in Article 3.3.

#### 3.2 Membership Year

The membership year shall commence on the 1<sup>st</sup> day of January and end on the 31<sup>st</sup> day of December each year.

#### 3.3 Membership Fees

##### 3.3.1 Setting Membership Fees

The Board shall develop and recommend for approval by the Members a proposed Member fee schedule and shall circulate it to the Members 30 days prior to the A.G.M.

### 3.3.2 **Payment Date for Fees**

Fees must be paid in full before the February 1<sup>st</sup> each year. Any Member who is in arrears as of March 1<sup>st</sup> shall cease to be a Member in good standing and shall lose all rights and privileges until annual fees are paid. A new Member is a Member who has not been a Member in the preceding 12 consecutive months.

## 3.4 **Rights and Privileges of Members**

### 3.4.1 All Members in good standing are:

- (a) entitled to receive information and services provided by the Association;
- (b) eligible to attend and speak at the A.G.M. and any Special Meetings called by the Association; and
- (c) entitled to exercise other rights and privileges given to Members in these Bylaws.

### 3.4.2 **Voting Delegates**

Voting delegates are individual representatives of Regular Members in good standing and are entitled to vote in accordance with this Article.

- (a) Each Regular Member must provide the Association with official notification naming its organization's authorized voting delegate(s) for purposes of voting in matters at the A.G.M. or Special Meetings.
- (b) Regular Members may send up to ten (10) voting delegates to the A.G.M. or Special Meeting, each of whom shall be entitled to vote on a show of hands vote.
- (c) Associate Members may attend the A.G.M. and any Special Meetings of the Association, and shall have privilege of the floor in debate, but shall not be entitled to vote.
- (d) Non-voting representatives of Regular Members may attend the A.G.M. and shall have privilege of the floor in debate.

### 3.4.3 **Number of Votes**

Each voting delegate of a Regular Member is entitled to one (1) (show of hand/card) vote at a meeting of the Association except when a ballot vote is called.

## 3.5 **Ballot Voting**

At the Annual General Meeting and at any Special Meeting, voting shall be by ballot for the following:

- (a) for election of President;
- (b) on amendments to the bylaws;
- (c) on the Member fee schedule;
- (d) when requested by any twenty five (25) of the voting delegates, immediately after the results of a vote, decided by a show of hands as announced by the chairman; and
- (e) according to the following schedule with Regular Members represented according to the number of Seniors living units within the Regular Member's organization:

Up to 100 Units	-	1 Ballot Vote
101 – 200 Units	-	2 Ballot Votes
201 – 300 Units	-	3 Ballot Votes
301 – 500 Units	-	4 Ballot Votes
501 – 1000 Units	-	5 Ballot Votes
Over 1000 Units	-	6 Ballot Votes

### **3.6 Ballot Voting Delegates**

Each Regular Member shall have the right to decide whether its allotment of ballot votes shall be cast by one of its voting delegates or by two or more of its voting delegates.

### **3.7 Termination of Membership**

#### **3.7.1 Resignation**

- (a) Any Member may resign its membership from the Association by sending or delivering a written notice to the President of the Association at any time.
- (b) Once the notice is received, the Member's name is removed from the Register of Members effective as at the date of receipt of such notice.
- (c) No refund of membership fees will be provided to any Member who has resigned its membership prior to the end of the membership year.

#### **3.7.2 Deemed Withdrawal**



- (a) If a Member has not paid the annual fees by March 1<sup>st</sup> of each year, the Member is deemed to have submitted its resignation. In this event, the name of the Member is removed from the register of Members.

### 3.7.3 **Expulsion**

- (a) The Board may expel any Member for any justifiable cause, which is deemed sufficient in the interests of the Association.
- (b) The decision in section 3.7.3(a) is final, and the Member's name shall be removed from the register of Members.
- (c) Where a Member has been expelled in accordance with section 3.7.3, the length of such disqualification shall be as set out in the applicable Association policy, along with any other conditions necessary in order to be reinstated as a Member in the future.

## **ARTICLE 4 – MEETINGS OF THE ASSOCIATION**

### **4.1 Quorum**

A quorum at the Annual General Meeting or Special Meetings shall be representation by 50% plus one (1) of the Regular Members.

### **4.2 The Annual General Meeting/Convention**

The Board shall call one general meeting of the Members annually which shall be held in conjunction with the annual Convention of the Association. The Annual General Meeting shall be for the purpose of transacting such business as may properly come before the meeting.

#### **4.2.1 Date**

Upon receipt of direction from the Board, the Executive Director of the Association shall annually call the A.G.M. and set the exact date and venue.

#### **4.2.2 Notification**

The Executive Director shall notify the Members of the date and venue of the A.G.M. Notification of time and place shall be given to all Members by mail or electronic communication at least three months prior to the date set by the Association.

#### **4.2.3 Registration Fee**

All delegates shall register and pay the registration fee set by the Board before taking part in any Association events where there is a separate fee required.

#### **4.2.4 Authority of the Chair**

The President shall act as Chair for the A.G.M. and shall exercise absolute authority over the conduct of the A.G.M. meeting sessions, except the decisions of the Chair shall be subject to the right of appeal to the Members at the A.G.M.

#### 4.2.5 **Balloting Committee**

A Balloting Committee shall be appointed by the Board prior to the A.G.M., whose duty it shall be to assist the Chair with tallying the ballot votes.

#### 4.2.6 **Resolutions Committee**

The Resolutions Committee shall consist of a Vice-President and two representatives of Regular Members. These shall be appointed by the Board prior to the A.G.M. according to Article 4.2.9.

#### 4.2.7 **Nominating Committee**

The Nominating Committee shall consist of a Director and two representatives of Regular Members. The committee shall be appointed by the Board prior to the A.G.M. The Nominating Committee shall ensure that nominations occur for the position of President of persons who:

- (a) are individuals from the Regular Members in good standing;
- (b) are in attendance at the A.G.M., unless permitted to be nominated in absentia with the consent of the Members present at the A.G.M.; and
- (c) have given their prior consent to serve in that position.

#### 4.2.8 **Election Rules of Procedure**

The rules of procedure for election of President shall be determined by the Association.

#### 4.2.9 **Resolutions**

- (a) Resolutions may be presented by Regular Members, the Board, Regions and industry professional associations as approved by the Board.
- (b) Emergent Resolutions submitted to the A.G.M. or Special Meeting must be in writing and be presented to the Association. Any such Resolutions must have the approval of the Regular Members in attendance at the A.G.M. or Special Meeting to allow them to be brought forward.

### 4.3 **Special Meetings of the Association**

4.3.1 A Special Meeting of the Association may be called at any time by a resolution of the Board to that effect.

4.3.2 A Special Meeting of the Association will be called upon receipt of the written request of at least one half of the Regular Members, with each Regular Member being counted once. This request must state the intention to propose a Special Resolution.

4.3.3 The Executive Director shall mail or deliver a notice to each Member at least twenty-one (21) days before the Special Meeting of the Association, inclusive of the

day on which such notice is mailed and exclusive of the day on which the Special Meeting is to commence.

## **ARTICLE 5 – GOVERNANCE OF THE ASSOCIATION**

### **5.1 The Board of Directors of the Association**

#### **5.1.1 Composition of the Board**

The Board of Directors shall consist of up to thirteen individuals, who shall be representatives of Members as follows:

- The President
- 3 Directors from North Region (Vice-President + 2 Directors)
- 3 Directors from Central Region (Vice-President + 2 Directors)
- 3 Directors from South Region (Vice-President + 2 Directors)
- 2 Members-at-Large, if appointed
- The Immediate Past President (one year term)

#### **5.1.2 Board Representation**

- (a) No Regular Member may have more than two (2) Directors on the Board at any given time.
- (b) Directors shall be individuals with Significant Policy Influence within the Member organization.
- (c) Directors shall not hold more than one position on the board at one time.
- (d) Except as contemplated in Section 5.1.9, Associate Members shall not be eligible for a position as Director on the Board.

#### **5.1.3 Governance and Management**

The Board governs the affairs of the Association and is fundamentally accountable to the Members for the results achieved and resources expended. The Board may appoint an Executive Director to carry out management functions under the direction and supervision of the Board. In this case, the Executive Director shall have general supervision of the employees and business of the Association, and shall report to the Board.

#### **5.1.4 Powers and Duties of the Board**

The Board will produce governance policies that, at the broadest levels, address governance process, Board-Executive Director relationship, Association Ends, and Executive Director Limitations. The powers and duties of the Board include the following:

- (a) Promoting the objectives of the Association;
- (b) Promoting membership in the Association;
- (c) Approving budgets and auditors annually and applying appropriate risk management that is aligned with governance commitment and the Board's strategic plan;
- (d) Exercising all powers of the Association as set forth in the Bylaws or policy;
- (e) Delegating any or all of its powers to the Executive Director, or a committee appointed by it;
- (f) Respecting the confidentiality of matters brought before the Board, keeping in mind that any unauthorized statement could adversely affect the interests of the Association;
- (g) Being loyal to the Association and exercising the powers and discharging the duties of the office honestly and in good faith and in the best interests of the Association;
- (h) In connection therewith, exercising the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances; and
- (i) Establishing remuneration of the directors as it may deem fit.

#### 5.1.5

#### **Election of President**

- (a) The President shall be elected for three (3) years at the A.G.M. The President may not be elected for more than two (2) consecutive terms.
- (b) Each Region shall be entitled to submit one nominee for the election of President.
- (c) Nominations shall be sent to the Nominating Committee at least one week prior to the A.G.M., with the consent of the individual nominee, as well as the support of the Regular Member with whom the nominee is associated.
- (d) If a vacancy occurs in the office of the President, between A.G.M.'s, it shall be filled by one of the Vice-Presidents as selected by the Board, for an interim period until the next A.G.M., with that Vice-President's consent. The

Vice-President who moves to the interim President position shall vacate his or her position as Vice-President on the Board.

#### 5.1.6 **The President**

- (a) The President shall preside at all meetings of the Board, open all A.G.M., Special, or any other meetings of the Association and shall preside unless a different chairman is elected or appointed for such a meeting;
- (b) The President supervises the affairs of the Board; is an ex-officio member of all committees;
- (c) The President acts as the spokesperson for the Association; and
- (d) The President shall submit to each A.G.M. a report on behalf of the Board regarding the general business of the Association.

#### 5.1.7 **The Vice-Presidents**

- (a) In the event of the absence of the President, one of the Vice-Presidents shall perform the duties of the President and when so acting shall have all the powers and authorities of the President;
- (b) One of the Vice-Presidents shall Chair the Resolutions Committee;
- (c) The Vice-Presidents may replace the President at various functions when asked to do so by the President; and
- (d) The Vice-Presidents carry out duties as assigned by the Board.

#### 5.1.8 **Regions**

- (a) Each Region shall elect a Vice-President to the ASCHA Board.,
- (b) Each Region shall elect two (2) ASCHA Directors, as well as one (1) alternate. The alternate shall only attend Board meetings in the absence of the two Directors from their respective Region.
- (c) The Vice-Presidents shall be elected for a three (3) year term. The two Directors shall be elected for two (2) year terms. Notwithstanding the foregoing, in the first year following the adoption of these Bylaws, one Director shall be elected for a one (1) year term and the other Director shall be elected for a two (2) year term, with the result that the terms of the two Directors shall be staggered in an effort to maintain consistency within Region, such that the Directors do not both change at the same interval. The Directors shall hold their terms for the greater of two (2) consecutive terms, or six (6) years.

- (d) In the event that a vacancy arises within any Region's complement of Directors outside of the A.G.M. process, the vacancy shall immediately be filled either by one of the existing Directors or the designated alternate, for the remainder of term of the individual whose vacancy is being filled. At the next Region meeting of Regular Members, the vacant position of the Director or designated alternate for that Region shall be filled, following the same election processes outlined in these bylaws, and such individual shall be the new Director or designated alternate for the remainder of the term of the individual whose vacancy is being filled.
- (e) Meetings in each Region shall be held at least twice per year.
- (f) All Region Directors shall meet the Board Representation requirements set out in Section 5.1.2.

#### 5.1.9 **Members-at-Large**

- (a) The Board may appoint up to two members-at-large as Directors for a one (1) year term where, in the opinion of the existing Directors, the members-at-large complement and/or enhance the skill sets of the existing Directors.
- (b) Each member-at-large shall be a Regular Member or Associate Member as set out in Article 3.

### 5.2 **The Executive Director**

The Executive Director reports to and is responsible to the Board, and acts as an advisor to all Board committees. The Executive Director does not vote at any meeting and adheres to policies as established by the Board. For greater certainty, the Executive Director shall be responsible for recording and keeping minutes of the Society and the Board and shall be responsible for maintaining the Society's other books and records.

### 5.3 **Inspection of the Books and Records of the Association**

- 5.3.1 Any Member wishing to inspect the books or records of the Association must give reasonable notice to the President of its intention to do so.
- 5.3.2 Unless otherwise permitted by the Board, such inspection will take place only at the Registered Office, or other regular business premises operated by the Association, during normal business hours.
- 5.3.3 All financial records of the Association are open for such inspection by the Members.

### 5.4 **Seal of the Association**

- (a) The Executive Director shall be responsible for the seal of the Association.
- (b) The seal of the Association shall only be affixed with authorized signatures.

## **5.5 Resignation or Removal of a Director**

- 5.5.1 A Director may resign from office by giving notice in writing.
- 5.5.2 Regular Members may remove any of the Executive members at any time. There must be a majority vote at a Special Meeting called for this purpose.
- 5.5.3 Any Region may replace its representative at a Region meeting of Regular Members, in circumstances where a representative has resigned or is disqualified from serving as a representative, or for any justifiable cause.

## **ARTICLE 6 – MEETINGS OF THE BOARD**

### **6.1 Regular Meetings of the Board**

No less than three (3) regular meetings of the Board shall be held per year at such times and places as decided by the Board at the first organizational Board meeting.

### **6.2 Extraordinary Meetings of the Board**

- 6.2.1 Extraordinary meetings of the Board may be called by the President.
- 6.2.2 The President shall call an extraordinary meeting of the Board if a minimum of three (3) Board Directors make a request in writing and state the business for the meeting. The agenda shall be limited to the stated reason for the extraordinary meeting.
- 6.2.3 Each Board Director will be given a minimum of three (3) days' notice of the extraordinary meeting.
- 6.2.4 Extraordinary meetings of the Board may be called without notice with a signed waiver of notice of the extraordinary meeting of the Board.

### **6.3 Quorum**

The majority of the members of the Board, one (1) of whom must be an Executive, shall constitute a quorum for a meeting of the Board and a majority vote of the Directors present shall decide all matters put before the meeting.

### **6.4 Voting**

All members of the Board present at a meeting shall vote unless prevented from doing so because of a conflict of interest. Conflicts of interest must be declared by each Director as soon as that Director becomes aware of the conflict or the potential for conflict.

### **6.5 Attendance**

In the event a Director fails to attend two (2) consecutive regular meetings without giving due and timely notice as to the cause of non-attendance, the Board may declare the seat vacant and may fill the vacancy. If the Board declares the seat vacant and fills it with another Director, it shall cause a notice of change of Directors to be filed with Corporate Registry.

## **6.6 Telecommunication Meetings**

A Director or any other person entitled to attend a Board meeting may participate in the meeting by means of telephone or other communication facilities that permit all persons participating in the meeting to hear each other. Directors who participate in this call are considered present for these meetings.

## **6.7 Signature/Electronic Vote**

All Directors may agree to and sign a resolution or provide verified electronic agreement. If a resolution is passed electronically, the Directors shall ratify it at the next in-person Board meeting. It is not necessary to give notice or to call a Board meeting. The date on the resolution is the date it is passed electronically, notwithstanding its ratification date.

## **ARTICLE 7 – FINANCE AND OTHER MANAGEMENT MATTERS**

### **7.1 Registered Office**

The Registered Office of the Association shall be located in the City of Edmonton, Alberta. Another place in the Province of Alberta may be established as the Registered Office by resolution of the Board.

### **7.2 Fiscal year**

The fiscal year of the Association shall commence on October 1<sup>st</sup> and end on September 30<sup>th</sup> each year.

### **7.3 Audit**

Qualified auditors shall be appointed by the Board.

### **7.4 Finance and Member Fee Schedule**

7.4.1 The financial statements will be for the fiscal year.

7.4.2 The prior year's audited financial information shall be circulated to the Members thirty (30) days prior to the A.G.M.

7.4.3 The Board shall present the budget approved by the Board for information at the A.G.M.

7.4.4 The Member fee schedule as recommended for approval by the Board will be presented for approval to the Members for approval by ballot vote and a majority of the votes cast shall be required to approve the fee schedule.

7.4.5 If the Member fee schedule is not approved in the form presented by the Board, the Members may propose amendments to it at the meeting, until it is approved by the Members.

### **7.5 Signing Authority**



7.5.1 The Board shall pass a motion to name the authorized signing officers of the Association.

## 7.6 **Borrowing**

The Association shall only exercise borrowing as approved by the Board.

## 7.7 **Rules of Procedure**

All meetings and procedures shall be in accordance with “Robert’s Rules of Order, Newly Revised” unless it is specified otherwise in the Association’s Bylaws or policies.

## **ARTICLE 8 – PROTECTION AND INDEMNITY OF DIRECTORS AND OFFICERS**

**8.1** In all circumstances and to the fullest extent permitted by the Act and applicable law, the Association indemnifies, defends and holds harmless each (i) Director or officer of the Association; (ii) former Director or officer of the Association; (iii) persons who act or acted at the Association’s request as a Director or officer; and (iv) that individuals’ heirs and legal representatives, (collectively the “Indemnitee”) against all costs and charges to the extent that result from any act done by the Indemnitee in its capacity as a Director or Officer of the Association, except any acts done by the Indemnitee in bad faith, or any acts of fraud or dishonesty.

**8.2** No Director or officer is liable for the acts of any other Director or officer. No Director or officer is responsible for any loss or damage due to bankruptcy, insolvency, or wrongful act of any person, firm, or corporation dealing with the Association.

## **ARTICLE 9 – REGIONS**

**9.1** **Region** – means the congregation of Members, formal or otherwise, within the following geographical regions of the Province of Alberta, the boundaries of which may be established from time to time by the Board. Unless otherwise established by the Board, the Regions are as follows:

9.1.1 **North** means the entire geographical area from the northern boundary of the City of Leduc extending north, to the NWT provincial boundary, east to the Saskatchewan provincial boundary and west to the British Columbia provincial boundary.

9.1.2 **Central** means the entire geographical area from the northern boundary of the City of Airdrie extending north to the northern boundary of the City of Leduc, east to the Saskatchewan provincial boundary and west to the British Columbia provincial boundary.

9.1.3 **South** means the entire geographical area from the USA/Canada border north to the northern boundary of the City of Airdrie, east to the Saskatchewan provincial boundary, and west to the British Columbia provincial boundary.

**ARTICLE 10 – BYLAW AMENDMENTS**

- 10.1** Amendments to these Bylaws may only be made and approved at an A.G.M. or Special Meeting by Special Resolution.
- 10.2** Notice of motion of any Bylaw amendment shall be given by sixty (60) days' notice in writing to all Members exclusive of the day on which such notice is mailed and exclusive of the day on which the A.G.M. is to commence.
- 10.3** The vote for Bylaw amendments by the Regular Members shall be by Special Resolution.
- 10.4** Any amendments to these Bylaws shall take effect on the date they are filed with Corporate Registry in Alberta.
- 10.5** In every year divisible by five (5), the Board shall establish a special committee to review the Bylaws of the Association.

**ARTICLE 11 – DISSOLUTION OF THE ASSOCIATION**

- 11.1** In the event of dissolution and after all debts are paid; all monies remaining will be distributed to the Regular Members on a prorated basis, as per the current Member fee schedule.