

Key Changes to MMBTS Bylaws

Topic	Reference	Change and Rationale
Purpose of MMBTS	Section 2	Inserted objects of the society and confirmation that MMBTS is a non-profit organization. These provide added context for anyone reading the bylaws.
Record keeping	3.2	New reference to digital records to allow the Society to keep records digitally instead of in hard copy. Also clarified the process for members to access records.
Cheque signing	3.3.3	Changed cheque signing requirements from two members of the Board's executive to any two Board members. This provides more flexibility and makes cheque signing less logistically challenging.
Borrowing money	3.5	Changed to allow borrowing. Borrowing is permitted under the Alberta Societies Act. Gives MMBTS more capacity to take on projects and get work done efficiently.
Arbitration	N/A	Removed clause that required formal arbitration to be used for dispute resolution. (Arbitration as a dispute resolution mechanism is permitted but not required by the Alberta Societies Act). Arbitration can be costly and isn't necessary in all cases. Revision allows more flexibility for how the board and society manage potential disputes in the future.
Number of Board members	4.1	Introduced minimum (5) and maximum (12) number of voting board members. This is to ensure the Board is able to operate effectively and has adequate representation from membership. Number of board members was previously determined by the board or by society members.
Election of Board members	4.3	Added requirement for all voting board members to be elected by MMBTS members at Annual General Meetings. Also provides for non-voting board members to be appointed by the Board, and requires anyone running for President to have served at least one year on the board. These new provisions ensure an election process that is predictable and transparent, a voice for members in the composition of the board, and leadership by a person with MMBTS experience.
Virtual board meetings	4.5.2, 4.5.3	Added provisions to allow for virtual meetings and online communication tools so that MMBTS has flexibility to respond to challenges like COVID and to accommodate attendance and communication in multiple ways. This is also in line with Bill 53 which allows registered societies the option to meet and vote online, effective August 16, 2020.
Quorum for board meetings	4.5.4	Changed quorum for board meetings from four board members or less to a simple majority of 50% + 1 of existing Board members. The percentage can remain constant even if the number of board members changes from year to year.
Attendance of board meetings by members	4.5.6	Clarified that people who aren't on the board can attend board meetings and outlined how they can participate (they cannot vote).
Roles of the President and Vice-President	4.6.1, 4.6.2	Clarified the role and authority of the president - provides leadership to the board but does not have a tie breaking second vote. This means the president does not have greater decision making powers than any other member of the board. One person, one vote. Also added a role for vice-president (to act as president when they aren't able or available to perform their role).

Board decision making	4.7	Added direction for the Board to try to make decisions by consensus. Clarified that if it can't be reached, questions/matters are decided by a simple majority of votes cast. This reflects existing board practice and sets expectations for future boards to work collaboratively.
Paying board members for services to the Society	4.9	Expanded on existing bylaws to specify that any payments to board members for services to the Society (outside of their un-paid/volunteer board work) requires prior approval of the Board and must be in accordance with Conflict of Interest provision. (See below).
Conflicts of interest	4.10	Defined what a conflict of interest is considered for MMBTS directors. This helps support good decision making and transparency.
MMBTS members	Section 5	Clarified who is a member, how they become a member, who is eligible to vote (14 years or older), and outlined member rights and privileges. Changed ability to refund fees (now non-refundable). These provide more clarity around how membership works, what it means to be a member of MMBTS, and will streamline administration.
Member meeting notices	5.6, 5.7	Expanded ways to provide notices for upcoming meetings to include use of virtual communication tools. This will help MMBTS reach more members and use new tools and platforms as they are available, and reduce the costs and time associated with notices sent through email or address mail. Also reduced number of days notice required for a special meeting from 28 to 14. This number is consistent with notice time required for AGMs.
Virtual member meetings	5.8	Added provisions that allow virtual meetings and meetings with a combination of in-person and virtual participation. This is to better accommodate a growing number of members, make meetings easier to attend, and in general operate more flexibly. This is also in line with Bill 53 which allows registered societies the option to meet and vote online, effective August 16, 2020.
Virtual voting at member meetings	5.9	Added provisions to allow voting to be done through digital/virtual means, including at in-person meetings. This gives flexibility to MMBTS in how in-person voting is held. Particularly useful when attendance at a meeting is high and the counting of hands is not feasible, when an issue is sensitive and members may want their vote to be anonymous, and when people are participating in person and virtually at the same meeting. This is also in line with Bill 53 which allows registered societies the option to meet and vote online, effective August 16, 2020.
Quorum for member meetings	5.10	Changed quorum from 33% of members to 10% of voting members. As MMBTS membership grows it becomes more challenging to attract 33% of all members to attend a meeting. Based on current membership, 10% will still require at least 133 voting members to attend a meeting for quorum to be met.
Committees	Section 6	Simplified and clarified processes for creating, managing and dissolving MMBTS committees. This gives flexibility to MMBTS Board to strike committees as needed and to wrap them up when they are no longer needed.
Administrative changes	Throughout the bylaws	Reorganized to group like with like items and make the bylaws easier to use and understand. For example, all articles related to records are now in the same section. Also changed gender specific to gender neutral language.

BY-LAW NO. 1

A Bylaw relating generally to the transaction of the business and affairs of the

Moose Mountain Bike Trail Society

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IT IS HEREBY ENACTED as By-Law No. 1 of the **Moose Mountain Bike Trail Society** (hereinafter called "MMBTS") as follows:

SECTION ONE - INTERPRETATION

1.1 Definitions

In the by-laws of the Society, unless the context otherwise requires:

"Act" means the *Societies Act of Alberta*, and any statute that may be substituted therefore, as from time to time amended;

"Moose Mountain Bike Trail Society" ("MMBTS") is a non-profit organization providing its membership with mountain biking and mountain biking trail maintenance opportunities on and around Moose Mountain, Alberta;

"appoint" includes "elect" and vice versa;

"Board" means the Board of Directors of the Society;

"by-laws" means this by-law and all other by-laws of the Society from time to time in force and effect;

"Board of Directors" means the elected and appointed members composing the administrative component of the Society. These include but are not limited to the President, Secretary, Treasurer, Vice-President, and Directors;

"meetings of members" means any meeting of members;

"member" means any individual member of the Society in good standing;

"recorded address" means, in the case of a member, their address, e-mail and/or phone number as recorded in the register; and, in the case of an auditor or member of the Board or member of a committee of the Board, their latest address, e-mail and/or phone number as recorded in the records of the Society;

"signing officer" means, in relation to any instrument, any person authorized to sign the same on behalf of the Society by Section 2.3 or by a resolution passed pursuant thereto.

Save as aforesaid, words and expressions defined in the Act have the same meanings when used herein; and words importing the singular number include the plural and vice versa; words importing gender include the masculine, feminine and neutral genders; and words importing persons include individuals, bodies corporate, partnerships, trusts and unincorporated organizations.

1.2 Headings and Sections

The headings used throughout the by-laws are inserted for convenience of reference only and are not to be used as an aid in the interpretation of the by-laws. "Section" followed by a number means or refers to the specified section of this by-law.

1.3 Invalidity of any Provision of By-Laws

The invalidity or unenforceability of any provision of the by-laws shall not affect the validity or enforceability of the remaining provisions of the by-laws.

SECTION TWO - OBJECTS OF THE SOCIETY

2.1 Objects of the Society

The objects of the society are to:

- Advocate for, preserve, and enhance the accessibility by cyclists and other members of the community, to trails in the Moose Mountain Region
- Maintain, repair, improve and construct trails in the Moose Mountain Region for the use and enjoyment by cyclists and other members of the community
- Build a community for the mountain bikers in the region by hosting events, trail days, and providing a progressive trail network that supports the communities diverse needs

2.2 Non-Profit

MMBTS will be operated without purpose of gain for its members, and any profits or other assets of MMBTS will be used solely to promote the Objects of the Society.

SECTION THREE - BUSINESS OF THE SOCIETY

3.1 The Registered Office

The Registered Office of MMBTS shall be located in Alberta.

3.2 Records

3.2.1 Minutes A copy of all meetings of members and of the board will be kept by the Secretary.

3.2.2 Financial Records All financial records of the Society will be held and updated by the Treasurer or under the supervision of the Treasurer.

3.2.3 Files The Board shall keep and file all necessary books and records as required by the Bylaws, the Societies Acts, and any other applicable statute or laws.

3.2.4 Inspection of Books The books and records of the Society may be inspected by any member in good standing upon giving reasonable notice to the Board. Arrangements shall be made between the Board and the Member for the location and date to view the books and records. Books and records may be provided digitally. Other records of MMBTS shall also be open for inspection, except for records that the Board designates as confidential. Reasonable notice must be provided. Each Board member shall at all times have access to such books and records.

3.2.5 Digital Records All records may be digital, except as otherwise be required by the Act.

3.3 Finances and Auditing

3.3.1 Fiscal Year The fiscal year ends on March 31 of each year.

3.3.2 Audit There must be an audit of financial records immediately following the end of each fiscal year. The Audit shall be presented at the subsequent Annual General Meeting. The audit shall be done by a qualified accountant appointed by the Board or by two (2) voting Members in good standing that are not on the Board and are elected for that purpose at the annual general meeting.

3.3.3 Cheque Signing All cheques drawn on the accounts of MMBTS must be signed by two Directors.

3.3.4 Contract Execution All contracts or other instruments of MMBTS must be signed by two Directors or other persons authorized to do so by resolution of the Board.

3.3.5 Banking Arrangements The banking business of the Society shall be transacted with such banks, trust companies or other bodies corporate or other persons as may from time to time be authorized by the Board.

3.3.6 Bank Debit Cards Bank debit cards issued on the bank accounts of MMBTS may be used by the Treasurer and the President, or other persons authorized to do so by resolution of the Board with such qualifications as they deem necessary.

3.4 Borrowing Powers

For the purpose of carrying out its objects, the Society may borrow or raise or secure the payment of money in any manner it thinks fit.

3.5 Seal of the Society

MMBTS shall not use a Society seal.

3.6 Amendment to the By-Laws

The By-laws of the Society may only be rescinded, altered or added to by a special resolution.

SECTION FOUR - BOARD OF DIRECTORS

4.1 Number of Board Members

The board shall consist of not less than 5 Directors elected by Voting Members.

4.2 Responsibilities of the Board of Directors

The Board shall have full control and management of the affairs of the Society, subject to the by-laws or directions given it by majority vote at any meeting properly called and constituted. This includes decisions about and management of Society finances and spending.

4.3 Election of Directors

At the Annual General Meeting, Voting Members elect all Directors. Directors shall be appointed by nomination and vote. Except for Directors nominated by the Board, all nominations for Director shall be provided to the Board no less than fourteen (14) days prior to the Annual General Meeting, and no nominations from the floor of the Annual General Meeting shall be permitted.

A person does not have to be present at the Annual General Meeting to be elected. A person must have previously served a minimum of one year as a Director to be nominated and elected as President. The elected board may appoint non-voting board members to support the activities of the board and the objects of the Society.

Any Board member, upon a majority vote of all Voting Members in good standing at a special meeting where there is quorum, may be removed from office for any cause which the Society may deem reasonable, or by unanimous vote of the Board minus 1.

4.4 Term of Directors

Directors serve terms commencing on the date of the Annual General Meeting until the close of the next Annual General Meeting.

4.5 Meetings of the Board of Directors

4.5.1 Frequency and Calling of Meetings

Meetings of the Board shall be held as often as may be required, but at least once every four months. Meetings shall be called by the President. A special meeting of the Board may be called on the instructions of any two Board members provided they request the President in writing to call such a meeting, and state the business to be brought before the meeting. Meetings of the Board shall be called by 5 days notice in writing mailed to each Board member or by three days notice by fax, telephone, email or other virtual communication tool to the Board members' recorded address or account. Meetings shall be held without notice if a quorum of the Board is present, provided however, that any business transactions at such meeting shall be ratified at the next regularly called meeting of the Board; otherwise they shall be null and void.

4.5.2 Place of Meetings

Meetings of the Board may be held at any place in or outside Alberta. A Board member who attends a meeting of the Board, in person or by virtual means, if deemed to have consented to the location of the meeting except when he attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully held.

4.5.3 Virtual Meetings

Any or all Directors may participate in a meeting of the Board or of a Committee of the Board by any remote communications option that permit all persons participating in the meeting to effectively communicate with one another, as agreed by those Directors present at the meeting. A Director participating in a meeting by such means is deemed to be present at the meeting. The effective date for this is August 16, 2020.

4.5.4 Quorum for Board Meetings

A simple majority, 50% + 1, of the existing Board members shall constitute a quorum for all meetings of the Board. If a quorum is present at the opening of a meeting, the Directors present may validly proceed with the business of the meeting, notwithstanding that a quorum is not present for the entirety of the meeting. Proxies shall not be allowed for Board Meetings.

4.5.5 Adjourned Meeting

Any Board meeting may be adjourned from time to time by the President of the meeting, with the consent of the meeting, to a fixed time and place. The adjourned meeting shall be duly constituted if a quorum is present and if it is held in accordance with the terms of the adjournment. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment.

4.5.6 Attendance of Board Meetings by Members and Non-Members

Meetings of the Board are open to Members of MMBTS, provided that only Directors may vote and the Directors may, acting in good faith, conduct discussions about, and vote on, issues of a confidential or sensitive nature in camera. The Board may invite non-Members to attend Meetings of the Board. Members and non-Members are only permitted to participate in a discussion when invited to do so by the Board. A majority of the Directors present may ask any other Members, or other persons present, to leave.

4.6 Roles of Officers of the Board of Directors

4.6.1 President

The President is responsible to provide leadership to the board. They shall be an ex officio member of all committees. They shall, when present, preside at all meetings of the Society and of the Board. In their absence, the Vice -President shall preside at any such meetings. In the absence of both, a chairperson may be elected at the meeting to preside.

4.6.2 Vice-President

The Vice-President acts as the President when the President is not available or able to perform their role.

4.6.3 Secretary

The Secretary maintains the non-financial records of the society. It shall be the duty of the Secretary to attend all meetings of the Society and of the Board, and to keep accurate minutes of the same. In case of the absence of the Secretary, their duties shall be discharged by such Board members as may be appointed by the Board. Unless

otherwise determined by the Board, the Secretary shall have charge of all the correspondence of the Society and be under the direction of the President and the Board.

The Secretary shall also keep a record of all the members, their email, addresses and/or telephone number, send all notices of the various meetings as required and will collect and receive the annual dues or assessments levied by the Society. Such monies shall be promptly turned over to the Treasurer for deposit in a Bank, Trust Company, Credit Union or Treasury Branch as required.

4.6.4 Treasurer

The Treasurer, with the assistance of the Senior staff shall receive all monies paid to the Society and be responsible for the deposit of same in whatever Bank, Trust Company, Credit Union or Treasury Branch the Board may order. They shall properly account for the funds of the Society and keep such books as may be directed. They shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the annual general meeting a statement duly audited of the financial position of the Society and submit a copy of same to the Secretary for the records of the Society. The Office of the Secretary and Treasurer may be filled by one person if any annual general meeting of the election of the members of the Board shall so decide.

4.6.5 Officers

The Board from time to time may appoint one or more officers of the Society and, without prejudice to rights under any employment contract, may remove any officer of the Society. The powers and duties of each officer of the Society shall be those determined from time to time by the Board and, in the absence of such determination, shall be those usually incidental to the office held.

4.7 Action by the Board

The Board shall endeavor to make decisions by consensus. If consensus cannot be reached, a question or matter shall be decided by a majority of votes cast. A tie vote means the motion is defeated. The powers of the Board may be exercised by resolution passed at a meeting at which a quorum is present or by resolution in writing signed by all the Board members who would be entitled to vote on that resolution at a meeting of the Board. Resolutions in writing may be signed in counterparts and through digital means.

4.8 Resolutions By Agreement

All Directors may agree to and sign a resolution without holding a meeting. This resolution is as valid as one passed at any Board meeting and no Board meeting is necessary. The date on the resolution is the date it is passed. A signed resolution requires the signature of each Director with the right to vote. If anyone cannot sign, or refuses to sign, MMBTS must hold a Board meeting. Signing may be by actual or digital signature.

4.9 Payment and Expenses

No Board member shall receive payment for their service to the Board. The Board members may be entitled to be reimbursed for reasonable traveling and other expenses properly incurred by them in attending meetings of the Board or any committee thereof. Nothing herein contained shall preclude any Board member from serving the Society in any other capacity and receiving payment for those services. Such services and their associated costs must be approved in advance by the Board through a vote, and in accordance with 4.10.

4.10 Conflicts of Interest

A Director shall be excluded from discussing an issue and shall not be entitled to vote on an issue if, and to the extent (a) that Director has a conflict of interest with respect to the issue; or (b) a reasonable person would perceive such a conflict existed, even though no actual conflict may exist. Directors shall report all such real or perceived conflicts of interest to the Board.

4.11 Agents and Attorneys

The Board shall have the power from time to time to appoint agents or attorneys for the Society in or outside Canada with such powers of management or otherwise (including the power to sub-delegate) as may be thought fit.

SECTION - FIVE MEMBERSHIP

5.1 Membership

Any person who supports the purpose of the Society is eligible to become a Member upon payment of the membership fees

currently in effect. Membership shall be open to any person irrespective of sex, age, or ability.

5.2 Membership Fees and Types

5.2.1 Membership Year The membership year must be fixed by the board.

5.2.2 Setting Membership Fees The Board sets the annual membership fees.

5.2.3 Payment of Fees To become a Member, the annual membership fees must be paid in full. Membership rights are not retroactive. Membership fees are non-refundable.

5.2.4 Membership Types The Board may establish and define membership types. Where membership types provide for multiple members, each individual under that membership is considered a member of MMBTS.

5.3 Rights and Privileges of Members

5.3.1 Rights of Members Any Member in good standing is entitled to (a) receive notice of meetings of MMBTS; (b) attend any meeting of MMBTS; (c) speak at any meeting of MMBTS, subject to the provisions of these bylaws; (d) provide feedback to the Board on MMBTS projects and priorities, (e) vote in Board elections, (f) run for a position on the Board, and (g) exercise other rights and privileges given to Members in these bylaws.

5.3.2 Voting Members A Member can vote at meetings if he or she is a Member in good standing and at least fourteen (14) years old.

5.3.3 Number of Votes A Voting Member is entitled to one (1) vote.

5.4 Member in Good Standing

A Member is in good standing when: (a) the Member has paid the membership fees for the membership year to MMBTS and (b) the Member is not suspended as a Member as provided for under Article 5.5.

5.5 Expulsion of a Member

A member may be expelled from the Society when:

- (a) annual membership fees have not been paid,
- (b) the majority vote of the Board directs such expulsion, and/or
- (c) a majority vote of members directs such expulsion.

5.6 Member Meetings - General Meetings

The Annual General Meeting of the Society shall be at the time and place chosen by the Board. Notice shall be given to all members at least 14 days before such meeting dates. Notice shall be provided by e-mail and/or written notice mailed to the recorded address, and/or by announcements made through the Society's customary virtual communication channels.

General meetings of the Society may be called at any time by the Secretary upon the instructions of the President or Board.

The business at an Annual General Meeting shall include but not be limited to: approval of the minutes of the last preceding Annual General Meeting, report(s) from the Board and Officers, presentation of the most recent financial statements and the report of the auditor, appointment of the auditor, election of directors, resolutions (if any), and other business that, under the Act and these bylaws, ought to be transacted at an Annual General Meeting, or business which is brought under consideration by the report of the Board issued with the notice convening the meeting.

5.7 Member Meetings - Special Meetings

A special meeting of the Society may be called at any time by members upon presentation of a written request to the President. The request must be from at least 25% of Voting Members and must state the reason for the Special Meeting and motion(s) intended to be submitted.

Notice shall be given to all members at least 14 days before such meeting dates. Notice shall be provided by e-mail and/or written notice mailed to the recorded address, and/or by announcements made through the Society's customary virtual communication channels.

Only the matter(s) set out in the notice for the Special Meeting shall be considered at the Special Meeting.

5.8 Virtual Member Meetings

5.8.1 Members' Meeting Held Entirely by Virtual Means

If the Directors or Members of MMBTS call a meeting of Members, those Directors or Members, as the case may be, may determine that the meeting will be held entirely by means of a remote communication method that permits all participants to communicate adequately with each other during the meeting. A person participating in a meeting by such means is deemed to be present at the meeting. The effective date for this is August 16, 2020.

5.8.2 In-person Members Meetings with Optional Virtual Participation

In the case of member meetings that are held in person, MMBTS may choose to make available a remote communication method that, in the opinion of the Board of Directors, permits all participants to communicate adequately with each other during the meeting. Any person entitled to attend such a meeting may participate in the meeting by means of such communication method. A person participating in a meeting by such means is deemed to be present at the meeting. The effective date for this is August 16, 2020.

5.8.3 Voting at Virtual Meetings

Any person participating virtually in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote by means of any remote method that MMBTS has made available for that purpose. Such means may be made available following the formal close of the meeting to encourage participation and provide for the use of asynchronous technologies. The effective date for this is August 16, 2020.

5.9 Voting at Member Meetings - Annual General Meetings and Special Meetings

Any Voting Member who has not withdrawn from membership nor has been suspended nor expelled shall have the right to vote at any general or special meeting of the Society. A Voting Member may not vote by proxy. At in-person meetings voting may be by a show of hands or by a virtual method defined by the Board before the meeting.

Voting Members shall be entitled to vote on any question or matter coming before a meeting of Members. All motions are passed by a simple majority vote (50% + 1) of the Voting Members present at a meeting. In the case of an equality of votes, the Chair of the meeting shall not have a casting vote. A tie vote means the motion is defeated.

5.10 Quorum for Member Meetings

A quorum of members for a general or special meeting shall exist when at least 10% of Voting Members are present at a duly convened meeting of the Society.

5.11 Minutes of Member Meetings

Minutes of all meetings of Members shall be prepared and maintained among the records of the Society. It shall be the duty of the Secretary to ensure the preparation, distribution, and maintenance of accurate and complete meeting minutes.

SECTION SIX - COMMITTEES

6.1 Committee Creation, Dissolution and Responsibilities

The Board may strike Committees to organize and perform certain roles and objectives of MMBTS. Committees shall carry out the roles and duties as assigned by the Board. Committees shall act under the general direction of the Board and provide reports to the Board (including at Board Meetings and the Annual General Meeting) at the Board's request. Committees may be dissolved when their duties are completed or no longer required. The Board may dissolve committees at any time.

6.2. Committee Members and Chairs

The Board shall appoint the Committee Members of each Committee. Committee Members must be Voting Members of MMBTS or members of the Board. The Board may add, remove or replace Committee Members at any time. Committees may invite individuals who are neither Members or Voting Members to participate in Committee activities.

6.3 Action by Committees

A simple majority, 50% + 1, of existing Committee members shall constitute a quorum for all meetings of a Committee. Committees shall endeavor to make decisions by consensus. If consensus cannot be reached, a question or matter shall be

decided by a majority of the votes cast. In case of an equality of votes, the chair of the meeting shall not be entitled to a second or casting vote. The President of the Society shall be entitled to a second or casting vote.

SECTION SEVEN - PROTECTION OF DIRECTORS AND OFFICERS

7.1 Limitation of Liability

No Board member or officer for the time being of the Society shall be liable for the acts, receipts, neglects or defaults of any other Board member or officer or employee, or for joining in any receipt or act for conformity, or for any loss, damage or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by the Society or for or on behalf of the Society or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Society shall be placed or invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation including any person, firm or corporation with whom or with which any moneys, securities or effects shall be lodged or deposited, or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets of or belonging to the Society or for any other loss, damage or misfortune whatsoever which may happen in the execution of the duties of their respective office or trust or in relation thereto unless the same shall happen by or through their failure to exercise the powers and to discharge the duties of their office honestly, in good faith and with a view to the best interests of the Society and to exercise the case, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

7.2 Indemnity

The Society shall, to the maximum extent permitted under the Act, indemnify a Board member or officer, a former Board member or officer, and a person who acts or acted at the Society's request as a Board member or officer of a body corporate of which the Society to or was a member or creditor, and their heirs and legal representatives, against all costs, damages and expenses, including any amount paid to settle an action or satisfy a judgement, reasonably incurred by him in respect of any civil, criminal or administrative action or proceedings to which they are made a party by reason of being or having been a Board member or officer of the Society or such body corporate, including (without limitation) any such action by or on behalf of the Society or such body corporate to procure a judgment to its favour, and the Society shall use its reasonable best efforts to obtain any approval or approvals necessary for such indemnification.

SECTION EIGHT - NOTICES

8.1 Omissions and Errors

The incidental omission to give any notice to any member,, officer, auditor or member of a committee of the Board or the non-receipt of any notice by any such person or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

SECTION NINE - DISSOLUTION

9.1 The Society shall not be wound up or ended except as provided by special resolution as defined in the *Societies Act of Alberta*.

SECTION TEN - EFFECTIVE DATE

10.1 Effective Date

This by-law shall come into force when made by the Board in accordance with the Act.

MADE by the Board the ___ day of _____, 2021.

WITNESS

WITNESS

WITNESS

WITNESS

WITNESS