



Medicine Hat Family Young Men's Christian Association

**The Medicine Hat Family Young Men's Christian
Association Incorporated 1966**

Bylaws

Approved by the Voting Members on April 29, 2019 at the Annual General Meeting



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DEFINITIONS

The following defined terms are used in the Bylaws of the Medicine Hat Family YMCA and they have the meanings set forth below:

Advisory Committees, Committees of the Board or Task Forces:	means such advisory committees, committees of the board 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 Medicine Hat Family Young Men's Christian Association, incorporated 1966
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 employed/hired by the Board as the chief executive officer of the Association.
Director:	means a member of the Board.
General Business:	means <ul style="list-style-type: none">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, andc) 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

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“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 Nominations:** means nominations of individuals for election to the Board made by Voting Members pursuant to Bylaw 4.3(c).
- 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 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.
- Incoming Chair:** means the Director appointed thirteen months in advance of the completion of the three (3) year term of the serving Chair to serve as the next Chair following the Annual General Meeting concluding the three (3) year term of the Chair.
- Officer:** means an officer of the Association determined in accordance with the Bylaws. Officers are elected by the directors, other than the Chief Executive Officer.
- Special Business:** means
- a) the amendment of the objects as per section 18.1,
 - b) the replacement, amendment, repeal or addition to the Bylaws, as per section 17.1, as the case may be, and
 - c) such other matters as the Board may resolve to bring before the Voting Members of the Association
- Special Resolution:**
- a) a resolution passed:
 - at a Special Meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given, and
 - by the vote of not less than 75% of those members present who, if entitled to do so, vote in person or by proxy.

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- b) a resolution proposed and passed as a special resolution at a Special Meeting of which than less than 21 days' notice has been given, if all the members entitled to attend and vote at the Special Meeting so agree, or
- c) a resolution consented to in writing by all the members who would have been entitled at a Special Meeting to vote on the resolution in person, or where proxies are permitted, by proxy.

Vice Chair: means the annually appointed individuals serving as the Chairs of the three Standing Committees

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

ARTICLE 1 - HEAD OFFICE

1.1 Location

The head office of the Association shall be located at such place in the City of Medicine Hat as the Board may determine from time to time.

ARTICLE 2 – SEAL

2.1 Seal

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

The Board may provide a common seal for the Association and it shall have power from time to time to destroy it and substitute a new seal. The Seal of the Association shall be in the charge of the Chief Executive Officer or another Officer of the Board as designated by the Board of Directors.

The Seal shall not be affixed to any instrument, contract or document except by the authority of a resolution of the Directors. Any one (1) of the Chair, the Incoming Chair, the Vice Chairs and Chief Executive Officer shall have the authority to sign instruments, contracts or documents on behalf of the Association.

ARTICLE 3 - ASSOCIATION MEMBERSHIP

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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

- a) 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.
- b) For clarification, Program Membership alone does not include the right to vote at any Meeting of the Association.
- c) 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.

3.3 Voting Membership

- 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:
 - Members of the Board,
 - Members of Advisory Committees, Committees of the Board or Task Forces of the Association,
 - Honorary Voting Members, and
 - Persons who have made a receipted donation of at least \$100 to such sustaining donation program determined to be an eligible donation as determined by the board from time to time, in each of the three consecutive fiscal years of the Association completed prior to the date when a vote is intended to be cast. In any fiscal year, an eligible donation that is made by more than one individual is capable of qualifying more than one donor as a Voting Member, but only if at

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the time that the donation is delivered to the Association, the donors specify in writing the individuals who shall:

A. be named in receipt(s) for the donation, and

B. thereby qualify as Voting Members,

but only to the extent that the donation is in the amount of at least \$100 per individual to be qualified as a Voting Member thereby. For clarification, in the absence of a written designation that is made at the time a donation is delivered to the Association, naming the individual(s) who shall qualify as Voting Member(s) thereby, only one individual shall be qualified as a Voting Member pursuant to any receipted donation as specified above, and that individual shall be the individual named in the donation receipt prepared by the Association or, if more than one donor is named in such receipt, the first person so named; and no others, without regard to the size of the donation or the number of donors listed on the donation receipt.

- 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.

d) Honorary Voting Membership

The Board may award honorary voting 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 the Association's purposes and objectives as determined by the Board. Honorary Members shall be entitled to attend and vote at Meetings of the Association. The Board may revoke honorary membership and expel a person from the Association at any time.

3.4 Withdrawal and Expulsion of Members

- a) The Chief Executive Officer may, at any time, suspend or revoke the Program Membership and the privileges thereof of any person for any period up to a maximum of 60 days, without limit on the number of such suspensions. The terms of any suspension or revocation of

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privileges under this Bylaw, and the terms and conditions of the restoration of such privileges, if any, shall be determined by the Chief Executive Officer in his or her sole and unfettered discretion.

- b) The Board may, in its unfettered discretion, at any time by resolution, revoke the Voting Membership of any person and expel them from the Association. The terms of any suspension or revocation of privileges under this Bylaw, and the terms and conditions of the restoration of such privileges, if any, shall be determined by the Board in its unfettered discretion.
- c) In no event shall the Program and/or Voting 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 damages, such suspension or revocation, as the case may be, being entirely within the unfettered discretion of the Chief Executive Officer or the Board respectively.
- d) The authority of the Chief Executive Officer and the Board under this Bylaw includes the authority to suspend or revoke the privilege of any Program and/or Voting Member or any other person to enter onto any or all of the property of the Association, wherever located.
- e) No person shall continue to be a Program and/or Voting Member upon the revocation of privileges hereunder or during the term of any suspension of privileges hereunder.
- f) For the avoidance of doubt, if the privileges of any person who is an Honorary or Voting Member are revoked or suspended hereunder, the privileges revoked or suspended shall include the right to attend and vote at any Meeting of the Association with effect upon such revocation or during the term of such suspension.
- g) A Member may withdraw from Voting Membership by a verbal, written or electronically sent notice of resignation delivered to the member services desk, the Head Office or to the Chief Executive Officer.
- h) A Program Member may withdraw from Membership by notifying the member services desk and ceasing to pay the fees associated with the program or membership category.
- i) A Voting Member ceases to be a Voting Member upon the Member's actual or deemed withdrawal, resignation, death, becomes mentally incompetent, is convicted of an indictable offense or imprisoned or is declared bankrupt.

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ARTICLE 4 - BOARD OF DIRECTORS

4.1. Numbers and Qualifications of Directors

- a) The number of Directors shall be a minimum of seven (7) and a maximum of fifteen (15).
- b) Each Director shall be eighteen (18) or more years of age and shall be in support of the purpose and objectives of the Association

4.2. General Authority of the Board

The Board shall be responsible for the business and affairs of the Association. Subject to 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.

Responsibilities of Directors

- a) The Directors shall attend and participate in at least 75% of the meetings of the Board of Directors and the Meetings of the Association since the preceding Annual General Meeting.
- b) No remuneration shall be paid to the Directors or Executive Officers for the performance of their responsibilities as Directors or Officers, except for the reimbursement of reasonable expenses in accordance with the policies of the Board of Directors.

4.3. Election of the Board

- a) Each year, in anticipation of the next Annual General Meeting, the Governance and Nominating Committee, sitting as a nominating committee, shall prepare a list of continuing Board members and a list of nominations for new members of the Board and such list (the "Nominating Committee Report") shall be posted on the Notice Board at least 21 days prior to the next Annual General Meeting and the list shall be submitted to the Annual General Meeting for consideration by the Voting Members.

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- b) A Director shall be nominated, and elected, for a term of up to three (3) years but there shall be a maximum of two-thirds of new/non-returning Directors elected to any same three (3) year term. No individual shall be eligible for re-election as a Director after serving nine (9) consecutive years but such individual shall again be eligible for nomination as a Director after an absence of at least eleven (11) months. Time spent by a Director serving as an Officer shall not be used in calculating the nine (9) consecutive years of eligibility. 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 Annual General Meeting.
- c) In addition to nominations from the nominating committee's Nominating Report, any ten (10) 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 statement of willingness to stand signed by such nominee(s), must be received at the Head Office of the Association at least thirty (30) days prior to the next Annual General Meeting. A list of Member Nominations shall be posted on the Notice Board at least twenty-one (21) days prior to the next ensuing Annual General Meeting.
- d) There shall be no nominations of candidates for the Board from the floor at any Annual General Meeting of the Association. The number of Board vacancies to be filled at the Annual General Meeting of the Association shall be the lessor of the number of individuals nominated in the Nominating Report tabled in respect of that meeting, whether or not that report has been adopted or defeated, or the maximum number of directors allowed less the number of directors then on the Board.
- e) Approval of a motion to adopt the Nominating Report, and any motion to elect Member Nominations, shall each require a majority of the votes cast by Voting Members present at the Annual General Meeting. If so adopted, the individuals nominated in the Nominating Report, or nominated as Member Nominations, shall be deemed to be elected. The Nominating Report shall first be placed before the meeting and voted upon before any Member Nominations are placed before the meeting for consideration. In the event that either or both the motion to adopt the Nominating 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 Report and the Member Nominations shall be distributed and voted upon.

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- 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 4.5.

With consent of the meeting, the chair may dispense with written ballots and the matters to be determined pursuant to Bylaws 4.3(f) and 4.3(g) shall be determined by vote according to section 10.7.

4.4. Removal of Director

- a) A Director may withdraw from office by a verbal, written or electronically sent notice of resignation delivered to an Officer. The Officer shall promptly give notice of such resignation to the remaining Directors.
- b) A Director shall be deemed to have been expelled from office upon receipt by the Chair of notice of a resolution passed by a two-thirds (2/3) majority of the Board under exceptional circumstances, requiring such Director to withdraw from office. The Chair shall promptly give notice of such expulsion to the affected Director and the remaining Directors.
- c) A Director ceases to be a Director upon the completion of the term for which the Director was elected.
- d) A Director ceases to be a Director upon the Director's actual or deemed withdrawal, resignation, death, becomes mentally incompetent, is convicted of an indictable offence or imprisoned or is declared bankrupt.

4.5. 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

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of one-third (1/3) 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.

4.6. Appointment of Chair

The Chair shall be appointed by the Board as required, normally through the process of appointing a Director as Incoming Chair thirteen months prior to the end of the three-year term of the current serving Chair. The term of office for the Chair shall be three years or until a successor is appointed.

4.7. Chair of the Board to Preside

The Chair shall preside at all meetings of the Board, and at all Meetings of the Association. During the absence or incapacity of the Chair, the duties and powers of that office shall be exercised by the Incoming Chair or in the absence of an Incoming Chair, such other Officer as the Board may appoint for that purpose.

4.8. 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 or has a conflict of interest for any other reason shall forthwith disclose to the Board that he or she has a conflict of interest, and as much as may be possible 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. In the event that a director does not declare what another director believes is a conflict, the director will raise a Point of Order and the Chair will rule on the Point of Order. Any director may appeal the Chair's ruling and a vote on the appeal will take place. If it is determined by the Board that there is a conflict of interest, the Director with the conflict of interest 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 time and place as the Board may, from time to time, determine whether it be in or outside of the City of Medicine Hat.

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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 by way of delivery, telephone, telefax, e-mail or mail to the Chair of the meeting, 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 five times a year, generally on a monthly basis, and at such other times as the Board may determine from time to time. At the first meeting of the fiscal year, a schedule of the meetings for that year will be determined. The Chair, or in his or her absence, an Incoming Chair or Vice Chair, may call a meeting of the Board whenever he or she deems it necessary. The Chair, or Incoming Chair or Vice Chair or Chief Executive Officer must call a Board meeting within fourteen (14) days of having received a written and individually signed request to do so from three (3) 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

Any or all Directors may participate in a meeting of the Board or of a committee of the Board by means of such telephone, video-conference, 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 (50% + 1) of Directors in attendance, given by a show of hands or by any other means which clearly indicates



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the affirmative vote, negative vote, or abstention from voting of each Director present. At the request of any one Director, a vote by written ballot shall be required. The chair of the meeting may vote only in the case of equity votes. In the case of an equality of votes, if the chair does not exercise their right to vote, the resolution shall be deemed to have been defeated. All resolutions proposed at a meeting of the Board of Directors must be seconded. Each Director may appoint a proxy in writing for a given motion. The document appointing a proxy shall be in writing and state clearly the meeting the proxy is valid for and the motion that the Director is giving his or her proxy for.

5.8. Authority Exercised by Resolution

The authority of the Board, and of any committee of the Board to which authority has been delegated, shall be exercised by the passage of one or more resolutions.

5.9. Signed Resolution in Lieu of Meeting

A resolution in writing or by email signed by or clear indication of an affirmative, negative or abstention by two-thirds (2/3) of the members of the Board (or Board committee) is as valid as if it has been passed at a meeting of the Board (or Board committee). The resolution shall be recorded to a written resolution signed by the Chair is to be kept with the minutes.

5.10. Minutes, Books and other Records

The Chief Executive Officer shall be responsible for keeping minutes or assigning a secretary for all meetings of the association. Other Books and Records of the association will be prepared by and kept by the Chief Executive Officer or their designate.

ARTICLE 6 - EXPENSES OF DIRECTORS

6.1. Remuneration

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.

ARTICLE 7 - DUTY OF CARE AND INDEMNIFICATION

7.1. Duty of Care

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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.

7.2. Indemnification of Directors and Officers

Subject to the limitations contained in the Business Corporations Act of Alberta and the Societies Act of Alberta, the Association will indemnify and save harmless the Director or Officer, or former Director or Officer, his heirs and legal representatives, against all costs, reasonably incurred by him or her with respect of any civil, criminal or administrative action or proceeding for which he or she was a party by reason of being a Director or Officer of the Corporation if:

- a) he acted honestly and in good faith with a view to the best interests of the Corporation; and
- b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.

The Directors, or former Directors, shall not be under any duty or responsibility to the Association in respect of any contract, act, or transaction whether or not made, done or entered into in the name or on behalf of the Association.

ARTICLE 8 - COMMITTEES OF THE BOARD AND THE ASSOCIATION

8.1. Standing Board Committees

There shall be three standing committees of the Board: an Audit and Finance Committee, a Philanthropy Committee and a Governance and Nominating Committee. The Board Chair and the CEO shall be ex-officio non-voting members of all standing committees.

8.2. Audit and Finance Committee

The Board shall appoint annually from among its members 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

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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 thereon prior to consideration and approval thereof by the Board. The Audit and Finance Committee shall have such other duties and authority as the Board may, from time to time, determine.

8.3. Governance and Nominating Committee

The Board shall appoint annually from among its members a Governance and Nominating Committee composed of not fewer than three Directors and such other persons as the Board from time to time deem necessary with the majority of members of the committee being Directors. Each member of the Governance and Nominating Committee shall serve at the pleasure of the Board and the committee chair must 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. The Governance and Nominating Committee shall prepare a Nominating Report for presentation at the Annual General Meeting and have such other duties and authority as are provided in the Bylaws and as the Board may, from time to time, determine.

8.4. Philanthropy Committee

The Board shall appoint annually from among its members a Philanthropy Committee composed of not fewer than two Directors and such other persons as the Board from time to time deem necessary. Each member of the Philanthropy Committee shall serve at the pleasure of the Board. The Directors may fill vacancies in the Philanthropy Committee as necessary. The Philanthropy Committee shall provide guidance and strategic advice in the development and implementation of a comprehensive financial development / philanthropy program that enables the Association to carry out its mission, vision and achievement of its strategic outcome and have such other duties and authority as are provided in the Bylaws and as the Board may, from time to time, determine.

8.5. 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 with the majority of its members being Directors. As the occasion requires, the Board may issue to any such committee a directive or

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directives indicating the duties it is to perform. The Board may delegate such of its authority as it may determine, to any Board committee.

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 – OFFICERS

9.1. Officers

The Officers of the Association shall be the Chair, Incoming Chair, the Chairs of the three (3) standing committees, the Chairs of the Audit and Finance, the Governance and Nominating Committee and the Philanthropy Committees (serving formally in the capacity of Vice Chairs), Chief Executive Officer, 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.

- a) The Board of Directors shall have the authority to appoint any Director to fill any vacancy among the Officers, except for the Chief Executive Officer, by a vote of the majority of all the Directors. Any Officer so appointed shall serve until the next first meeting of the Board of Directors following the Annual General Meeting, at which time the Officer may be appointed to office, or confirmed in office, as necessary.

9.2. Remuneration of Officers

No Director serving as an Officer of the Association shall receive any remuneration from the Association for serving as an Officer of the Association, but an Officer may receive reimbursement from the Association for reasonable out-of-pocket expenses incurred by such Officer in attending any Board, committee, or other meetings, functions or other events as an Officer or otherwise as a representative or delegate of the Association.

9.3. Removal of Officers

- a) An Officer may withdraw from office by a verbal, written or electronically sent notice of resignation delivered to the Chair, Incoming Chair or Vice Chair. The Chair, Incoming Chair or Vice Chair shall promptly give notice of such resignation to the remaining Directors.
- b) An Officer shall be deemed to have been expelled from office upon receipt by the Chair of notice of a resolution passed by a two-thirds (2/3) majority of the Board under exceptional

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- circumstances, requiring such Officer to withdraw from office. The Chair shall promptly give notice of such expulsion to the affected Officer and the remaining Directors.
- c) An Officer ceases to be an Officer upon the completion of the term for which the Officer was elected.
 - d) An Officer ceases to be an Officer upon the Officer's actual or deemed withdrawal, resignation, death, becomes mentally incompetent, is convicted of an indictable offence or imprisoned or is declared bankrupt.

9.4. Chief Executive Officer

The Board shall hire 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 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.

ARTICLE 10 - MEETINGS OF THE ASSOCIATION

10.1. Annual General Meetings

An Annual General Meeting shall be held within fifteen (15) months after the holding of the preceding Annual General Meeting. The purpose of the Annual General Meeting shall be:

- a) To receive reports on the work and affairs of the Association including the financial statements and report of the auditors,
- b) Elect directors to the Board, appoint auditors for the ensuing year,
- c) to transact such other business as may be deemed appropriate by the Members or by the Board of Directors.

Any Officer of the Association, other than the Chief Executive Officer, may chair an Annual General or General Special Meeting.

10.2. Calling of Annual General Meetings and Notice

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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 twenty-one (21) 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 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 Bylaw 11.2 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 Medicine Hat 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 section 10.4, the place of the meeting shall be determined by the Board. 50% of Voting Members of the Board personally present shall form a quorum for the transaction of business at any Meeting of the Association.

10.4. Calling of Special Meetings and Notice

Special Meetings of the Association may be called by the Chair or, in his or her absence, by the Incoming Chair or Vice Chair if there is no Incoming 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 Voting Members of the Association 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 twenty-one (21) 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.

Special Resolution and Special Meetings

- a) A Special Resolution means a resolution passed:
- at a Special Meeting of which not less than twenty-one (21) days' notice specifying the intention to propose the Special Resolution has been duly given, and
 - by the vote of not less than seventy-five percent (75%) of those members present who, if entitled to do so, vote in person or by proxy.
 - i. A resolution proposed and passed as a special resolution at a Special Meeting of which than less than twenty-one (21) days' notice has been given, if all the

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members entitled to attend and vote at the General Special Meeting so agree,
or

- ii. A resolution consented to in writing by all the members who would have been entitled at a General Special Meeting to vote on the resolution in person, or where proxies are permitted, by proxy.

10.5. Conduct of Meetings

The Chair, or in his or her absence the Incoming Chair or 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 recording secretary of the meeting to record any action taken by the Voting Members at 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 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 only in the case of equity votes. In the case of an equality of votes, if the chair does not exercise their right to vote, the resolution shall be deemed to have been defeated.

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

The fiscal year of the Association shall end on August 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

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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 for information only 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 and by posting on the Association's web site.

The Board shall take such steps as it deems necessary to enable the Association to receive donations, bequests, trusts, contracts, agreements, and benefits for the purpose of furthering the purposes of the Association. The Board in its sole and absolute discretion may refuse to accept any donations, bequests, trusts, funds or property.

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 two Officers 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 two of such Officers or agents may 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. 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. Withdrawals, payments or transfers from the Accounts of the association requires the signature or approval of two Officers or agents as determined by the Board.

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 two officers 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. For clarity, the Board shall not be limited to securities but may make any investments, which the Directors, in their unfettered discretion consider prudent by resolution of the Board.

11.5. Borrowing Authority

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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. None of the auditors may be a Director or employee of the association.

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

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ARTICLE 13 – INTERPRETATION

13.1. Interpretation

In the 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 and vice versa.

13.2. Incorporation of Defined Terms

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

ARTICLE 14- RECORDS

14.1. Records

Subject to the Societies Act and other regulatory bodies and Acts, the documents, including accounting records, of the Association shall not be open to inspection by a Voting Member of the Association, except that if a Voting Member has submitted a written request addressed to the Board setting out those documents which the member desires to inspect, and the purpose for such inspection, and if the Board is satisfied that the stated purpose is reasonably related to such person's interest as a Voting Member and that such inspection will not be detrimental to the interests of the Association, then such Voting Member may inspect such documents at such time and place as the Board shall determine.

ARTICLE 15 – RULES OF ORDER

15.1 Rules of Order

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The Board may adopt a set of procedures and practices such as Robert's Rules of Order for all Board and Committee meetings.

ARTICLE 16 – DISSOLUTION

16.1. Surrender Certificate of Incorporation

The Association may, by Special Resolution, surrender its certificate of incorporation.

16.2. No distribution to Members

At no time including, without limitation, if the Association is dissolved or otherwise ceases to exist for any reason, shall any dividends be paid or any of the property or assets of the Association be in any way distributed among its Members.

16.3. Disposition of Assets upon Dissolution or Cessation

In the case of dissolution of the Association, the assets of the Association shall be held in trust by YMCA Canada for a minimum of fifteen years. These assets will be turned over to a group, which within fifteen years agrees to re-establish a Family YMCA in the city of Medicine Hat. If a Family YMCA is not formed within 15 years, YMCA Canada shall have the authority to dispose of the assets as it determines, except where any of the remaining funds have been derived from licenced charitable gaming events, the distribution of those remaining assets, if any, must meet the requirements of the Alberta Gaming, Liquor and Cannabis Commission.

ARTICLE 17 - AMENDMENTS TO BYLAWS

17.1. Amendments to Bylaws

The Bylaws of the Association may be replaced, amended, repealed, or added to only by Special Resolution passed by at least seventy-five percent (75%) of the votes cast thereon by Voting Members present at a duly held Meeting of the Association and provided that at least 21 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. The procedure to be followed for a Special Resolution is outlined in 10.4.

ARTICLE 18 - AMENDMENTS TO OBJECTS

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18.1. Amendments to Objects

The Objects of the Association may be altered to include some object or objects that may conveniently or advantageously be combined with the existing objects of the Association or to restrict or abandon an object or objects specified in its currently approved objects by Special Resolution passed by at least seventy-five percent (75%) of the votes cast thereon by Voting Members present at a duly held Meeting of the Association and provided that at least 21 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. The procedure to be followed for a Special Resolution is outlined in 10.4.