

EDMONTON EVERGREEN COMMUNITY ASSOCIATION

BYLAWS

Approved at AGM on June 12, 2023

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Edmonton Evergreen Community Association

BYLAWS

ARTICLE 1 - NAME

The name of the association is the Edmonton Evergreen Community Association and may be referred to in this document as the association or EECA.

ARTICLE 2 – BOUNDARIES

EECA shall encompass that portion of the City of Edmonton with boundaries described as follows: from the intersection point Meridian Street NW and 161st Avenue NW, north along Meridian Street to 180th Avenue NW, west along 180th Avenue to 10th Street, south along 10th Street to 161st Avenue NW, east along 161st Avenue to Meridian Street. All descriptions are assumed to follow the centre line of the indicated roadways and named features.

ARTICLE 3 - DEFINING AND INTERPRETING THE BYLAWS

3.1 Definitions

In these Bylaws, the following words have these meanings.

- 3.1.1 **Act** means the Societies Act R.S.A. 2000, Chapter S-14 as amended, or any statute substituted for it.
- 3.1.2 **Annual General Meeting** means the annual general meeting described in Article 6.1.
- 3.1.3 **Board** means the Board of Directors of this Association.
- 3.1.4 **Bylaws** means the Bylaws of this Association as amended.
- 3.1.5 **Director** means any person elected or appointed to the Board.
- 3.1.6 **General Meeting** means the Annual General Meeting and a Special General Meeting.
- 3.1.7 **Member** means a Member of the association.
- 3.1.8 **Officer** means any Officer listed in Article 6.2.
- 3.1.9 **Registered Office** means the registered office for the association
- 3.1.10 **Register of Members** means the register maintained by the Board of Directors containing the names of the Members of the Association.
- 3.1.11 **Association** means the Edmonton Evergreen Community Association (EECA).
- 3.1.12 **Special Meeting** means the special general meeting described in Article 6.2.
- 3.1.13 **Special Resolution** means:
 - 3.1.13.1 a resolution passed at a General Meeting of the membership of this association. There must be twenty-one (21) days' notice for this meeting. The notice must state the purpose of the proposed resolution. There must be approval by a vote of 75% of the voting Members who must vote in person.
 - 3.1.13.2 a resolution proposed and passed as a Special Resolution at a General Meeting with less than twenty-one (21) days' notice. All the Voting Members eligible to attend and vote at the General Meeting must agree; or
 - 3.1.13.3 a resolution agreed to in writing by all the Voting Members who are eligible to vote on the resolution in person at a General Meeting.
- 3.1.14 **Voting Member** means a Member entitled to vote at the meetings of the association.

ARTICLE 4 - MEMBERSHIP

4.1 Classification of Members

Any resident within the stated boundaries will be a full member upon payment of the membership fee, provided he/she agrees with the objectives of the association. There are five categories of members:

- 4.1.1 **Family Members** 2 or fewer adults with any number of children who reside in one household and act as a family unit
- 4.1.2 **Senior Members any individual or couple over 50 years of age.**
- 4.1.3 **Single Member** any adult over the age of the majority.
- 4.1.4 **Adult Member** any couple with no children residing in one household.
- 4.1.5 **Honourary Life Member** may be conferred upon anyone who has made significant, positive contributions to the association. The decision for presenting candidates for life memberships to the membership will be at the discretion of the Board of Directors.
- 4.1.6 **Associate Member** any individual who lives outside the geographical boundaries but wishes to support the association may be conferred status as an associate member. This is a voting member.

4.2 Admission of Members

Any individual may become a Member in the appropriate category by meeting the requirements in Article 4.1. The individual will be entered as a Member under the appropriate category in the Register of Members.

4.3 Membership Fees

- 4.3.1 The membership year is September 1 to August 31.
- 4.3.2 The Membership decides annual membership fees for each category of Members at the Annual General Meeting.

4.4 Rights and Privileges of Members

- 4.4.1 Any Member in good standing is entitled to:
 - receive notice of meetings of the Association.
 - attend any meeting of the Association.
 - speak at any meeting of the Association; and
 - exercise other rights and privileges given to Members in these bylaws.
- 4.4.2 **Voting Members:** Only Members in good standing (as defined in Article 5.4.3.) can vote at meetings of the Association based on the following:
 - Family Members are eligible for up to two votes per household.
 - Senior Members are eligible for up to 2 votes per household.
 - Single Members are eligible for one vote per household.
 - Adult Members are eligible for 2 votes per household
 - Honourary Life Members are eligible for one vote per member.
- 4.4.3 **Member In Good Standing:**
 - has paid membership fees or other required fees to the Association; and
 - is not suspended as a Member as provided for under Article 5.5.

4.5 Suspension of Membership

4.5.1 Decision to Suspend

The Executive Committee will be empowered to expel any member from membership or a Board Member from office for one or more of the following reasons:

- if the Member has failed to abide by the Bylaws.
- if the Member has been disloyal to the Association.
- if the Member has disrupted meetings or functions of the Association; or

- if the Member has done or failed to do anything judged to be harmful to the Association.

4.5.2 **Notice to the Member**

- The affected Member will receive written notice of the Executive Committee's intention to deal with whether that Member should be suspended or not. The Member will receive at least fourteen (14) days notice before the Special Meeting.
- The notice will be sent by registered mail to the last known address of the Member shown in the records of the Association. The notice may also be delivered by an Officer of the Board.
- The notice will state the reasons why suspension is being considered and the length of time for the suspension.

4.5.3 **Decision of the Board**

- The Member will have an opportunity to appear before the Board to address the matter. The Board may allow another person to accompany the Member.
- The Board will determine how the matter will be dealt with and may limit the time given the Member to address the Board.
- The Board may exclude the Member from its discussion of the matter, including the deciding vote. Quorum for such a hearing will be two thirds (2/3) of the Executive Officers.
- The decision of the Board is final.

4.6 **Termination of Membership**

4.6.1 **Resignation**

Any Member may resign from the Association by sending or delivering a written notice to the Secretary or President of the Association. Once the notice is received, the Member's name is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members.

4.6.2 **Death**

The membership of a Member is ended upon his death.

4.6.3 **Deemed Withdrawal**

If a Member has not paid the annual membership fees the Member is considered to have submitted his resignation. In this case, the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members.

4.6.4 **Expulsion**

The Executive Committee will be given the power to expel any members from membership or a Board Member from office for any conduct deemed injurious to the association or its purposes. The decision of the Executive Committee is final.

- All complaints heard before the Executive Committee must be in writing and marked 'Confidential and Without Prejudice'. Such complaints must specify the bylaw violation or injurious behaviour and cite attempts at discipline prior to the complaint being filed.
- Pending a full and proper hearing, such Member or Director will be placed on suspension.
- The Member or Director will be given 14 days written notice (registered mail or hand delivery) for the hearing. The Executive Committee will hear the Member's or Director's case.
- Quorum for such a hearing will be two thirds (2/3) of the Executive Officers.
- The Executive Committee will debate the matter "in private" and render a written decision within 72 hours.
- At the conclusion of the hearing the majority vote of the Executive Committee will prevail.
- If the individual fails to attend the hearing without reason, the termination will be

effective immediately.

- The Board of Directors may remove any Director from office, without a hearing, if he/she is absent from any three (3) consecutive meetings without regrets.
- On passage of the Executive Committee decision, the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members.

4.6.5 **Transmission of Membership**

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

4.6.6 **Continued Liability for Debts Due**

Although a Member ceases to be a Member, by death, resignation or otherwise, he/she is liable for any debts owing to the Association at the date of ceasing to be a Member.

4.6.7 **Limitation on the Liability of Members**

No Member is, in his individual capacity, liable for any debt or liability of the Association.

ARTICLE 5 - MEETINGS OF THE ASSOCIATION

5.1 **The Annual General Meeting (AGM)**

The Association holds an Annual General Meeting between ninety (90) days and six (6) months after the financial year-end for the presentation of the financial report and election of officers. The Board sets the place, day and time of the meeting.

5.1.1 **Calling of the AGM**

The Secretary delivers by any means available a notice to each member at least twenty-one (21) days before the Annual General Meeting. This notice states the place, date and time of the Annual General Meeting, and any business requiring a Special Resolution.

5.1.2 **Agenda for the Meeting**

The Annual General Meeting deals with the following matters:

- adopting the agenda.
- adopting the minutes of the last Annual General Meeting.
- considering the President's report.
- reviewing the financial statements setting out the Association's income, disbursements, assets and liabilities and the auditor's report.
- appointing the auditors.
- elections.
- considering matters specified in the meeting notice.

5.1.3 **Quorum**

A quorum for all Annual General or Special General Meetings will be 10% of current members in good standing.

5.2 **Special General Meeting of the Association (SGM)**

5.2.1 **Calling of Special General Meeting**

A Special General Meeting may be called at any time:

- by a resolution of the Board of Directors to that effect; or
- on the written request of at least five (5) Directors. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted at the Special General Meeting; or
- on the written request of at least one-third (1/3) of the Voting Members. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted at such Special General Meeting.

5.2.2 **Notice**

The Secretary delivers by any means available a notice to each member at least twenty-one (21) days before the Special General Meeting. This notice states the place, date, time and purpose of the Special General Meeting.

5.2.3 Agenda for Special General Meeting

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

5.2.4 Procedure at the Special General Meeting

Any Special General Meeting has the same method of voting and the same quorum requirements as the Annual General Meeting (5.1.3).

5.3 Proceedings at the Annual or a Special General Meeting

5.3.1 Attendance by the Public: General Meetings of the Association are open to the public. Most of the Members present may ask any persons who are not Members to leave.

5.3.2 Failure to Reach Quorum: The President cancels the General Meeting if a quorum is not present within one-half (1/2) hour after the set time. If cancelled, the meeting is rescheduled for one (1) week later at the same time and place. If a quorum is not present within one-half (1/2) hour after the set time of the second meeting, the meeting will proceed with the Members in attendance.

5.3.4 Presiding Officer

The President chairs every General Meeting of the Association. The Vice-President chairs in the absence of the President. If neither the President nor the Vice-President is present within one-half (1/2) hour after the set time for the General Meeting, the Members that are present choose one (1) of the Members to chair.

5.3.5 Adjournment

- The President may adjourn any General Meeting, with the consent of the Members at the meeting. The recalled General Meeting conducts only the unfinished business uncompleted from the initial Meeting.
- No notice is necessary if the General Meeting is adjourned for less than thirty (30) days.
- The Association must give notice when a General Meeting is adjourned for thirty (30) days or more. Notice must be the same as for any General Meeting.

5.3.6 Voting

- Each Voting Member has one (1) vote. A show of hands decides every vote at every General Meeting. A ballot is used for elections that are contested and if at least five (5) voting Members request it.
- The President does not have a second or casting vote in the case of a tie vote. If there is a tie vote, the motion is defeated.
- A Voting Member may not vote by proxy.
- Most of the votes of the Voting Members present decides each issue and resolution, unless the issue needs to be decided by a Special Resolution.
- The President declares a resolution carried or lost. This statement is final and does not have to include the number of votes for and against the resolution.
- Members may withdraw their request for a ballot.
- The President decides any dispute on any vote. The President decides in good faith, and this decision is final.

5.4 Failure to Give Notice of Meeting

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

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

5.5 Written Resolution of All the Voting Members:

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

ARTICLE 6 - THE GOVERNMENT OF THE ASSOCIATION

6.1 The Board of Directors

6.1.1 Governance and Management of the Association: The Board governs and manages the affairs of the Association. The Board may hire a paid administrator to carry out management functions under the direction and supervision of the Board.

6.1.2 Powers and Duties of the Board:

The Board has the powers of the Association, except as stated in the *Societies Act*.

The powers and duties of the Board include:

- Promoting the objects of the Association.
- Promoting membership in the Association.
- Hiring employees, for the efficient functioning of the association's business.
- Regulating employees' duties and setting their salaries.
- Maintaining and protecting the Association's assets and property.
- Approving an annual budget for the Association.
- Paying all expenses for operating and managing the Association.
- Paying persons for services and protecting persons from debts of the Association.
- Investing any extra monies.
- Financing the operations of the Association and borrowing or raising monies.
- Making policies for managing and operating the Association.
- Approving all contracts for the Association.
- Maintaining all accounts and financial records of the Association.
- Appointing legal counsel as necessary.
- Making policies, rules and regulations for operating the Association and using its facilities and assets.
- Selling, disposing of, or mortgaging any or all the property of the Association; and
- Without limiting the general responsibility of the Board, delegating its powers and duties to the Executive Committee or the paid administrator of the Association.

6.1.3 Composition of the Board: The Board consists of:

- the President.
- Vice-President.
- Secretary.
- Treasurer.

and any or all the following Directors:

- Facilities Director
- Fund Development Director/Gaming Chair
- Sports Director
- Civics Director
- Membership Director
- Program/Social Director
- Other Directors at Large as determined by the board,
 - Directors at Large do not have a seat on the Board of Directors, unless voted on by the Board, but as with all members (as per Section 4.4.1) would be welcome to attend Board meetings.
- All board Members and any Directors at Large must be a member in good standing.

6.2 Election of the Directors and the President

All terms will be for two years:

- 6.2.1 The President, the Secretary, the Facilities Director, the Fund Development Director and the Sports Director have their elections in years with odd numbers.
- 6.2.2 The Vice President, the Treasurer, the Civics Director, the Program Director and the Membership Director will have their elections in years with even numbers.
- 6.2.3 Voting members may re-elect any Director of the Board for any number of

consecutive terms.

- 6.2.4 A person appointed or elected becomes a Director if they were present at the meeting when being appointed or elected and did not refuse the appointment or nomination. They may also become a Director if they were not present at the meeting but consented in writing to act as Director before the appointment or election.

6.3 Resignation, Death or Removal of a Director

- 6.3.1 A Director including the President may resign from office by giving one (1) month's notice in writing. The resignation takes effect either at the end of the month's notice, or on the date the Board accepts the resignation.
- 6.3.2 Voting members may remove any Director(s) from office by Special Resolution at a General Meeting for any just cause, provided such member is given the opportunity to have a proper hearing prior to the consideration of the Special Resolution. Such member's responsibilities will be suspended pending the outcome of the Special Resolution.
- 6.3.3 The affected Director(s) may appeal, at which time an Arbitration Board, consisting of one representative chosen by the Board of the Directors, and a representative chosen by the Officer, and a Chairperson that these two representatives will elect, will consider the case. This decision will be final.
- 6.3.4 If there is a vacancy on the Board, the remaining Directors may appoint a Member in good standing to fill that vacancy for the remainder of the term. This does not apply to the position of immediate Past President. This position remains vacant until the next AGM.
- 6.3.5 Any Directors may be removed from office if they are absent from any three consecutive meetings without regrets.

6.4 Meetings of the Board

- 6.4.1 The Board holds at least nine (9) meetings each year.
- 6.4.2 The President calls the meetings. The President also calls a meeting if any four (4) Directors make a request in writing and state the business for the meeting.
Ten (10) days' notice for Board meetings is mailed to each Board Member is required. Board Members may waive notice.
- 6.4.3 Most of the Directors present at any Board meeting is a quorum.
If there is no quorum, the President adjourns the meeting to the same time, place, and day of the following week.
- 6.4.4 Each Director, including the President, has one (1) vote. However, the President does not have a second or casting vote in the case of a tie vote. A tie vote means the motion is defeated.
- 6.4.5 Meetings of the Board are open to Members of the Association, but only Directors may vote. Most of the Directors present may ask any other Members, or other persons present, to leave.
- 6.4.6 All Directors may agree to and sign a resolution. This resolution is as valid as one passed at any 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.
- 6.4.7 A meeting of the Board may be held by email or conference call. Directors who participate in this call are considered present for the meeting.
- 6.4.8 Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board.
- 6.4.9 A Director may waive formal notice of a meeting.

6.5 Officers (Executive Committee Members)

The Officers of the Association are the President, Vice-President, Secretary and Treasurer.

The Officers hold office until a successor is elected. The officers of the Association will have signing authority for the association and all cheques will require three (3) signatures.

6.6 Duties of the Board members**6.6.1 The President:**

- supervises the affairs of the Board.
- when present, chairs all meetings of the Association, the Board and the Executive Committee.
- Is an ex officio member of all committees, including the Nominating Committee if the Past President is unable to chair the Nominating Committee (Please see Section 6.7.4.1 for more clarification).
- acts as the spokesperson for the Association or appoints a designate.
- chairs the Executive Committee.
- has signing authority
- acts as liaison with community owners' group on matters affecting members and the association; and
- carries out other duties assigned by the Board such as signing authority.

6.6.2 The Vice-President:

- presides at meetings in the President's absence. If the Vice-President is absent, the Directors elect a Chairperson for the meeting.
- replaces the President at various functions when asked to do so by the President or the Board.
- is responsible for the annual review of the Bylaws, Policies and Procedures.
- is a member of the Executive Committee; and
- acts as contact for any unfilled board positions
- has signing authority
- carries out other duties assigned by the Board.

6.6.3 The Secretary:

- attends all meetings of the Association, the Board and the Executive Committee.
- keeps accurate minutes of these meetings.
- has charge of minute book and other records.
- has charge of the Board's correspondence under the direction of the President and the Board.
- makes sure all notices of various meetings are sent out.
- keeps the Seal of the Association.
- files changes in the directors of the organization, amendments in the bylaws and other incorporating documents with the Corporate Registry.
- has signing authority
- reports monthly to the Board of Directors and
- carries out other duties assigned by the Board.

6.6.4 The Treasurer:

- makes sure all monies paid to the Association are then deposited in a chartered bank, treasury branch or trust company chosen by the Board.
- makes sure a detailed account of revenues and expenditures is presented at every Board and General Meeting.
- makes sure an audited statement of the financial position of the Associations prepared and presented at the Annual General Meeting.
- chairs the Finance Committee of the Board.

- has signing authority
- is a member of the Executive Committee; and
- carries out other duties assigned by the Board.

6.7 `Board Committees

6.7.1 Establishing Committees: The Board may appoint committees to advise the Board. These committees will carry out the functions and otherwise act in accordance with such resolutions or “Terms of Reference” as may be passed by the Board of Directors or at a General Meeting.

6.7.1.1 General Procedures for Committees

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

6.7.1.3 The committee Chairperson calls committee meetings. Each committee:

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

6.7.1.4 Two (2) days’ notice is required to call a Committee meeting. The notice states the date, place and time of the committee meeting. Committee members may waive notice.

6.7.1.5 Most of the committee members present at a meeting is a quorum.

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

6.7.2 The Executive Committee:

6.7.2.1 Consists of the President, Vice-President, Secretary and Treasurer. Is responsible for:

- carrying out emergency and unusual business between Board meetings.
- reporting to the Board on actions taken between Board meetings.
- carrying out other duties as assigned by the Board.

6.7.2.2 All meetings of the Executive Committee are called by the President or on the request of any two (2) other Officers. They must request in writing that the President call a meeting and state the business of the meeting.

6.7.2.3 All Officers may agree to and sign a resolution. This resolution is as valid as one passed at an Executive Committee meeting. It is not necessary to give notice or to call a meeting of the Executive Committee. The date on the resolution is the date it is passed.

6.7.2.4 A meeting of the Executive Committee may be held by any means available. Officers who participate in this manner are considered present for the meeting.

6.7.2.5 Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Executive Committee.

6.7.2.6 An Officer may waive formal notice of a meeting.

6.7.2.7 All decisions of the Executive Committee are to be ratified at the next regularly scheduled Board Meeting.

6.7.3 The Finance Committee:

6.7.3.1 Consists of the Treasurer, who is the Chairperson, the Fund Development Director and two (2) other Members appointed by the Board.

6.7.3.2 Is responsible for:

- recommending budget policies to the Board.
- investigating and making recommendations to the Board for acquiring funds and property.
- recommending policies on disbursing and investing funds to the Board.
- establishing policies for Board and committee expenditures.
- arranging the annual audit of the books.
- reporting on the year’s activities at the Annual General Meeting; and
- carrying out other duties assigned by the Board.

6.7.4 The Nominating Committee:

6.7.4.1 The Nominating Committee consists of the immediate Past President, or current President if the Past President is unavailable (Current President cannot Chair the Nominating Committee if their seat is up for renewal during the nominating period. The Nominating Committee may not contain any Directors whose positions are up for renewal during the nominating period), and two (2) other Members appointed by the Board.

6.7.4.2 Is responsible for:

- Preparing a slate of Nominees for the President Vice-President, Secretary, Treasurer and any Board (Director) Positions that are up for renewal (or any position in which a Director is resigning prior to their term ending)
- Preparing a slate of Nominations for any vacant Director Position
- Orientating New Board Members; and
- Presenting slate of Nominees at the Annual General Meeting.

ARTICLE 7 - FINANCE AND OTHER MANAGEMENT MATTERS**7.1 The Registered Office:**

The Registered Office of the Association is in the Commercial Center located in the Evergreen Mobile Home Community in Edmonton, Alberta. Another place may be established at the Annual General Meeting or by resolution of the Board.

7.2 Finance and Auditing

7.2.1 The fiscal year of the Association ends on December 31st of each year.

7.2.2 The books, accounts, and records of the Secretary and Treasurer will be audited once per year by a duly qualified accountant or by two members of the Association not currently serving on the board, elected for that purpose at the Annual General Meeting. A complete and proper statement of the standing of the books will be presented by the Treasurer at each Annual General Meeting.

7.3 Seal of the Association

7.3.1 The Board may adopt a seal as the Seal of the Association.

7.3.2 The Secretary has control and custody of the seal, unless the Board decides otherwise.

7.4 Cheques and Contracts of the Association

7.4.1 The designated Officers of the Board sign all cheques drawn on the monies of the Association. Three signatures are required on all cheques.

7.4.2 No two members of the same household will be signing authorities. No signing authority will sign a cheque where they are the payee.

7.4.3 All contracts of the Association must be signed by the Officers or other persons authorized to do so by resolution of the Board.

7.5 The Keeping and Inspection of the Books and Records of the Association

7.5.1 The Secretary keeps the original Minute Books at the Registered Office of the Association. This record contains minutes from all meetings of the Association, the Board and the Executive Committee.

7.5.2 The Board keeps and files all necessary books and records of the Association as required by the Bylaws, the *Societies Act*, or any other statute or laws.

7.5.3 A Member wishing to inspect the books or records of the Association must give reasonable notice to the President or the Secretary of the Association of his intention to do so. 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.

- 7.5.4 All records of the Association are open for inspection by members, except for records that the Board designates as confidential.

7.6 Borrowing Powers

- 7.6.1 The Association may borrow or raise funds to meet its objects and operations. The Board decides the amounts and ways to raise money, including giving or granting security.
- 7.6.2 The Association may issue debentures to borrow only by resolution of the Board confirmed by a Special Resolution of the Association.

7.7 Payments

- 7.7.1 No Member, Director or Officer of the Association receives any payment for his services as a Member, Director or Officer.
- 7.7.2 Reasonable expenses incurred while carrying out duties of the Association may be reimbursed upon Board approval.

7.8 Protection and Indemnity of Directors and Officers

- 7.8.1 Each Director or Officer holds office with protection from the Association. The Association indemnifies each Director or Officer against all costs or charges that result from any act done in his role for the Association. The Association does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.
- 7.8.2 No Director or Officer is liable for the acts of any other Director, Officer or employee. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Association. No Director or Officer is liable for any loss due to an oversight or error in judgment, or by an act in his role for the Association, unless the act is fraud, dishonesty or bad faith.
- 7.8.3 Directors or Officers can rely on the accuracy of any statement or report prepared by the Association's auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

7.9 Amendments to the Bylaws

- 7.9.1 These Bylaws may be rescinded, altered, or added to by a Special Resolution at a Special General or Annual General Meeting with 21 days' notice in writing or otherwise as set out in Article 5.
- 7.9.2 Any proposed changes must be reviewed and approved at a Board of Directors meeting before being brought forward to a Special General or Annual General Meeting.

7.10 Dissolution

Upon dissolution of the Association, all real property, fixtures, and liquid assets remaining after the payment of any debts, will become the property of the Edmonton Federation of Community Leagues, in trust. The EFCL will hold the cash assets in trust until they are able to reactivate or merge the Association.

7.11 Parliamentary Authority

The rules contained in "Robert's Rules of Order," in its most current edition, will govern the proceedings at all meetings and in all cases where they are applicable, provided that they are not inconsistent with these Bylaws or the requirements of the *Societies Act*.

7.12 Membership in the Edmonton Federation of Community Leagues (EFCL)

The association will retain membership in the EFCL, and other such organizations as may seem feasible and shall abide by the EFCL's Code of Ethics.