

# THE CALGARY JEWISH FAMILY LOAN ASSOCIATION

## BYLAWS

### Article I. PREAMBLE

Section 1.01 The Society known as The Calgary Jewish Family Loan Association (hereinafter referred to as the “Association”, is incorporated under the *Societies Act*, RSA 2000, c.S14 of the Province of Alberta.

Section 1.02 The Objects of the Association are:

- (a) to grant loans to participants in the Calgary Jewish community who are experiencing financial hardship; and
- (b) to administer such loans in a manner that protects the dignity and privacy of the borrower.

Section 1.03 This document shall be the general Bylaws for the Association, and shall regulate its business and affairs.

### Article II. TERMINOLOGY

Section 2.01 In these Bylaws, the following words shall have these meanings:

- (a) “Adult” means a person of no less than 18 years of age.
- (b) “Board” means the Board of Directors of the Association.
- (c) “Director” means a Member elected or appointed to the Board, in the manner provided in these Bylaws.
- (d) “Family” means up to two Adults who
  - (i) are married and cohabiting;
  - (ii) are in an “adult interdependent relationship” as defined in the *Adult Interdependent Relationships Act*, SA 2002, c A-4.5, or
  - (iii) are cohabiting and living with any number of children under the age of 18 who are dependent on them.
- (e) “Jewish” means a person who identifies as being of the Jewish faith and who, in the opinion of the Board exercising reasonable judgment honestly and in good faith, is a participant or likely participant in the Alberta Jewish community.
- (f) “Majority” means more than half (1/2) of the votes cast.
- (g) “Member” means the person as described in these Bylaws for Membership in the Association.

- (h) "Proper Notice" means notice given in writing, by email or letter not less than twenty one (21) days prior to a Special, Annual, or General Meeting of the Membership, stating the intention or purpose of the meeting. Said notice shall be deemed given when delivered to an address or email address provided to the Association by the Member to indicate his or her contact information.
- (i) "Special Resolution" means
  - (i) a resolution passed
    - 1) at a general meeting or special meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given, and
    - 2) by the vote of not less than 75% of those Members who vote in person,
  - (ii) a resolution proposed and passed as a special resolution at a general meeting or special meeting of which less than 21 days' notice has been given, if all the Members entitled to attend and vote at the general meeting or special meeting so agree, or
  - (iii) a resolution consented to in writing by all the Members who would have been entitled at a general meeting or special meeting to vote on the resolution in person or, where proxies are permitted, by proxy.
- (j) "Vote" means one vote per Member to a maximum of two votes per Family.

Section 2.02 In all Bylaws of the Association, the singular will include the plural, and the plural will include the singular; the word "person" will include any corporations and associations; the masculine will include the feminine. Wherever reference is made to any statute or section thereof, such reference will be deemed to extend and apply to any amendment to such statute or section as the case may be.

### Article III. MEMBERSHIP

#### Section 3.01 Guidelines

- (a) The Association is a Jewish organization that serves the Alberta Jewish community exclusively. In order to be eligible for Membership in the Association, a person must be a Jewish Adult, or an adult member of a Family that includes a Jewish Adult.
- (b) Eligible persons may apply for Membership to the Board in writing. The Board has the sole discretion to admit applicants into the Membership, taking into account the applicant's character, contribution and participation in the Calgary Jewish community, and whether the applicant would likely be a contributing Member of the Association. The Board shall exercise such discretion and judgment honestly and in good faith.
- (c) Initiation fees and annual Membership fees will be determined by the Board of Directors of the Association and such fees may be changed from time to time. Membership is conditional on the payment by the applicant of such initiation fees and annual Membership fees.
- (d) Membership in the Association is not transferable.

- (e) A Membership register will be kept current and confidential at the office of the Association.
- (f) The rights and privileges of a Member are:
  - (i) to examine the Minute Book of meetings of the Association's Board of Directors;
  - (ii) to participate in and vote at any duly constituted meeting of the Association's general Membership;
  - (iii) to apply for nomination to be elected as a Director; and
  - (iv) to apply to the Association for a loan.

### Section 3.02 Termination of Membership

- (a) All Memberships shall automatically terminate on the 30 day of September each year.
- (b) Any Member whose Membership terminates may apply to the Board to renew his Membership at any time thereafter.

### Section 3.03 Expulsion from Membership

- (a) Where a Member has breached these Bylaws, the Board has the power by a majority votes cast by the Directors to expel that Member from the Association.
- (b) A Member who has been expelled and is otherwise eligible for Membership, may apply for Membership after a period of twelve (12) months has passed since he or she has been expelled from the Association.
- (c) No Member shall be expelled without first being provided with the opportunity to be heard by the Board or to submit a written statement to the Board prior to expulsion. Accordingly, the Board shall follow the following process in handling prospective expulsions of Members:
  - (i) The Board may approve, by majority of votes cast at any Board meeting, to hold an Expulsion Meeting where no less than two thirds (2/3) of Directors are present to consider whether to expel a Member who has been alleged to have breached these Bylaws (the "Charged Member").
  - (ii) The Board shall provide Proper Notice to the Charged Member of the Expulsion Meeting and provide particulars of the allegations against him or her. Such particulars must be sufficient to allow the Charged Member to understand what the alleged conduct is so that he or she can defend himself or herself and answer questions of the Board regarding the alleged conduct.
  - (iii) The Charged Member shall be permitted and encouraged to attend the Expulsion Meeting. The allegations will be discussed, validated and the Charged Member will be provided with an opportunity to be heard. The vote will be made by a secret ballot. A person who is not a Member will compile the results. The results and all matters discussed at the meeting will be kept confidential by those attending.

- (iv) Directors that attend a Special Meeting must vote. Notwithstanding subparagraph (i) above, Directors may only abstain from attending the Expulsion Meeting if they are in a conflict of interest with the Charged Member.
- (v) A Director may vote for the Charged Member to be expelled only upon reasonable grounds that he or she has breached these Bylaws of the Association.
- (d) There shall be no reimbursement of fees previously paid by an expelled Member.

#### Section 3.04 Change of Address of a Member

- (a) All Members shall be required to give notice to the Association of any change of address.

### Article IV. MEETINGS

#### Section 4.01 Attendance at Meetings

- (a) All Annual, Special and General Meetings of the Association shall be open to Members of the Association in good standing.
- (b) All meetings of the Board shall be closed, subject to the discretion of the Board to invite individuals as they see fit.

#### Section 4.02 Annual General Meeting of the Membership

- (a) The Board shall schedule an Annual General Meeting of the Membership to be held at some point within 120 days following the Association's fiscal year end.
- (b) The business of the Annual General Meeting shall include:
  - (i) Approval of the Minutes of the previous year's Annual General Meeting minutes;
  - (ii) President's Report;
  - (iii) Treasurer's Report and the audited financial statements of which sufficient copies are to be available for examination and viewing by the Members present;
  - (iv) Appointment of Auditors;
  - (v) Reports from any Standing Committees;
  - (vi) Election of the Board of Directors;
  - (vii) Any other business of the Association, except that no vote shall be taken on any matter requiring notice of Special Resolution unless such notice has been given.
- (c) The order of business shall be at the discretion of the Chairperson of the Board provided that in general, the business and reports relating to the preceding fiscal year take place before the Election of the Directors.

#### Section 4.03 General Meetings of the Membership

- (a) The board of Directors may call, in addition to the Annual Meeting, a General Meeting of the Membership at any time and for any purpose.

#### Section 4.04 Special Meetings of the Membership

- (a) A Special Meeting of the Membership of the Association may be called from time to time as circumstances shall require or dictate, if the Board sees fit to call such a meeting by a two thirds (2/3) majority.

#### Section 4.05 Board Meetings

- (a) The Board of Directors shall meet at least twice (2 times) each year at a regular scheduled date and time determined by the Directors.
- (b) Additional meetings of the Board may be called at any time at the discretion of the President.
- (c) A special meeting of the Board may be requested by Directors or Members and, subject to the foregoing, shall be called by the President within ten (10) days of written request stating in full the time, object and purpose of the meeting. For the special meeting to be called and conducted, the following must occur:
  - (i) A written request must be duly signed by at least three (3) Directors or five (5) Members.
  - (ii) Two thirds (2/3) of those Members or Directors who signed the request must be present for the meeting.

#### Section 4.06 Committee Meeting

- (a) The Members of all duly appointed committees of the Board shall meet from time to time, or any time at:
  - (i) the discretion of the Chairperson of each Committee; or
  - (ii) the request of the Board of Directors.

#### Section 4.07 Notice of Meetings

- (a) Proper Notice shall be given to all Members for any Annual, General or Special Meeting.
- (b) Notice for any additional Board meeting shall be in any form decided by the President and in the case of a committee meeting, by the Chairperson, not less than three (3) days prior to such meeting, unless such notice is waived by at least two thirds (2/3) of the Directors.
- (c) For the purpose of sending notice to any Member, Director, or Officer for any meeting or otherwise, the contact information of that person shall be what is recorded on the books of the Association.
- (d) No inadvertent error or omission in giving notice of any Annual, General, Special, Board, or adjourned meeting shall invalidate the meeting or make void any proceedings of the meeting.

- (e) Any Member, individually, at any time may waive notice of any such meeting except notice of Special Resolution, and may ratify any and all proceedings of the meeting.

#### Section 4.08 Agenda

- (a) The agenda of any Annual, General, or Special Meeting shall be attached or included in the notice of such meeting.
- (b) Subject to the discretion of the Chairperson, only the matter(s) as set out in the notice of any General or Special Meeting will be considered.

#### Section 4.09 Quorum

- (a) A quorum for the transaction of business at any Annual, General, or Special Meeting shall be five (5) Directors plus five (5) Members. However:
  - (i) If there is no quorum at such meeting within thirty (30) minutes from the time appointed for the meeting, and provided that a minimum of one (1) Director and three (3) non-Board Members are in attendance, the Chairperson shall poll the Members present, and
  - (ii) If there is unanimous consent, a legal quorum shall be deemed to be present and the meeting shall be conducted and its conclusions and resolutions shall be legal and binding as though a full quorum had been present,

OR

- (iii) If unanimous consent is not obtained to conduct the meeting and before adjourning the original meeting, the Chairperson, at his or her discretion, shall fix a date, time, and place to hold another meeting of which will be published, and any business may be dealt with at the adjourned meeting if a quorum is present, AND
- (iv) If there is no quorum at this adjourned meeting within thirty (30) minutes from the time appointed for the meeting, those Members present shall be deemed a legal quorum and the meeting shall be conducted and its conclusions and resolutions shall be legal and binding as though a full quorum had been present.
- (b) The quorum for the transaction of business at any Board meeting shall be the President or his or her delegate plus any four (4) other Directors.
  - (i) If there is not a quorum present at such a meeting, the Chairperson shall conduct the meeting and all decisions may be ratified at the next regularly called Board meeting or at a General Meeting of the Members. The meeting without quorum is an information meeting.

#### Section 4.10 Voting

- (a) Except for the Chairperson, and subject to Section 2.01(j), each Member registered with the Association shall have one (1) vote at any Annual, General, or Special meeting, and where elected or appointed Director, at any Board meeting.

- (b) The Chairperson votes only to make or break a tie with the exception of a decision by ballot, in which case the Chairperson has only (1) vote and not a casting vote. A resolution that results in a tie is defeated.
- (c) At all meetings of the Association whether Annual, General, Special, or Board, every question shall be decided by a majority of the votes cast by the Members present unless otherwise required by the Bylaws of the Association, or by law.
- (d) A declaration by the Chairperson that a resolution has been carried or not carried, and an entry to that effect in the Minutes of the Association, shall be sufficient evidence of the fact without proof of the number or proportion of the votes accorded in favor of or against such resolution.
- (e) Voting shall be by show of hands unless a ballot is demanded.
- (f) If a ballot is demanded and not withdrawn, the ballot shall be taken in such manner as the Chairperson shall direct.
- (g) There shall be no voting by proxy permitted at any meeting.

#### Section 4.11 Minutes

- (a) Minutes shall be taken and recorded by the Secretary at every meeting, the original copy of said document to be filed at the Office of the Association in the Minute Book.

#### Section 4.12 Adjournment

- (a) Any meeting may be adjourned before it is completed with the consent of the majority of the Members at the meeting.
- (b) The subsequent meeting conducts only the unfinished business from the original adjourned meeting.
- (c) No notice is required for the subsequent meeting if the date, time, and location are determined before adjournment.

### Article V. ELECTION OF DIRECTORS

Section 5.01 The Board of Directors shall consist of not less than seven (7) and not more than fifteen (15) Members.

Section 5.02 To be eligible for election to the Board, a person must meet the following requirements:

- (a) Must be nominated by the Board of Directors by majority of votes cast at any Board Meeting in the year of the Annual General Meeting at which such election to the Board is to take place.
- (b) Must be a Member.
- (c) Must not be an employee of the Association.

- (d) Must be at least eighteen (18) years of age.
- (e) Must not be declared by any court of law, in Canada or elsewhere, to be mentally incompetent to manage his or her own affairs.
- (f) Must not have the status of “bankrupt” at law.

Section 5.03 The Board of Directors shall select among themselves four (4) Executive Officers, consisting of a President, Vice President, Treasurer and Secretary.

Section 5.04 All Directors shall be elected annually by those Members entitled to vote as are present at the Annual General meeting.

Section 5.05 The outcome of the elections shall be determined by a plurality vote. The nominees who receive the most votes are elected.

Section 5.06 Nominees may be elected as Directors by acclamation.

## Article VI. GOVERNANCE

### Section 6.01 Board of Directors

- (a) Each Director, at the time of his election or appointment and throughout his term of Office, shall be a Member of the Association.
- (b) Those elected and appointed as Directors shall form the board and shall hold office for a term of two (2) years.
- (c) Except for the President, no person may be a Director for more than two (2) consecutive terms. The President may be a director for no more than three (3) consecutive terms.
- (d) If less than four (4) Members are elected at the Annual General meeting, the Board shall have the power to appoint additional Members, to a maximum of eight (8), upon a majority of the votes cast by the Directors present at any duly constituted Board meeting.
- (e) The Directors of the Board shall serve without remuneration and no Director shall directly or indirectly receive any profit from his position as such; however a Director may be paid reasonable expenses incurred by him in the performance of his duties as approved by the Board.
- (f) No Director or Officer shall directly or indirectly accept or derive any financial gain from his position on the Board of Directors. The activities of the Association are carried on without purpose of personal gain for its Directors. Directors must declare any personal conflict of interest which they have or of which they become aware. Any funds and other accretions of the organization shall not be used to promote any personal interests or objectives. Such actions would constitute violation of these Bylaws and jeopardize the status of the Director according to the aforementioned procedure.
- (g) A resolution in writing signed by all of the Directors personally or a resolution made electronically and approved electronically by all the Directors shall be valid and effectual

as if it had been passed at a meeting of Directors duly called and constituted. The results of such motions shall be recorded in the minutes at the next Board meeting.

- (h) No Director or Directors shall take it upon themselves to commit the time, resources, or finances of the Association, its Board, or staff without prior approval of such a commitment at a duly constituted meeting of the Board.
- (i) Any and all correspondence expressing the opinion, position or will of the Board must be presented to the Board.
- (j) Vacancies on the Board, however caused, so long as a Quorum of Directors remains in office, may be filled by the Directors, if they shall see fit to do so; otherwise, such vacancies shall be filled at the next Annual General meeting of the Members at which the Directors for the ensuing year are elected, except that if there is not a Quorum of Directors, the remaining Directors shall forthwith call a meeting of the Members to fill the vacancies.

#### Section 6.02 Duties of the Board

- (a) The Board shall be responsible for the granting and administration of loans in accordance with the Objects of the Association and the day to day administration of the affairs of the Association and the requirements of these Bylaws. The Board will have and exercise all the powers of the Association as fully and completely as the Association could in a general meeting, subject always to the provisions of the *Societies Act*, RSA 2000, c.S14 and these Bylaws. Without restricting the generality of the foregoing, the Directors shall:
  - (i) Collect the amount of the Membership fee for the following year.
  - (ii) Hold meetings as set forth herein.
  - (iii) Set policies for the operation of the Association.
  - (iv) Manage the finances the Association and to make whatever expenditures necessary to carry out its activities.
  - (v) Appoint officers and agents, and authorize the employment of persons as it deems necessary to carry out the Objects of the Association. Such Officers, Agents, and employees shall have the authority and shall perform the duties as may be assigned by the Board.
  - (vi) Ensure that all necessary books and records of the Association, required by these Bylaws or by any applicable statute or law, are regularly and properly kept.
  - (vii) Manage, sell, lease, dispose of, or otherwise deal with the property of the Association.
  - (viii) Have the authority to appoint a Past President to serve in an advisory capacity and to provide continuity to the Board. The Past President shall be a nonvoting Member of the Board and shall perform such duties as may be assigned by the Board.
  - (ix) Hire, supervise, evaluate, and release such management staff as may be deemed needed by the Board;

- (x) Prepare and approve the annual budgets for the following year;
- (xi) Assemble the information required to effect an informed decision by the Board on matters pertaining to the operations of the Association;

Section 6.03 Removal of a Director

- (a) A Director shall be automatically removed from office who:
  - (i) Resigns by giving notice in writing; OR
  - (ii) Is absent from more than three (3) meetings of the Board, without prior notice.

Section 6.04 The Board shall have the power by two thirds (2/3) majority of the votes cast by the Directors present to remove any Director from office:

- (a) who fails to act in concert with the Objects of the Association, or the goals and resolutions of the Board;
- (b) whose conduct is determined to be improper, unbecoming, or likely to discredit or endanger the interests or reputation of the Association;
- (c) who willfully or recklessly breaches the Bylaws or policies of the Association;
- (d) who fails to disclose conflict of interest or acts in conflict of interest; or
- (e) who fails to inform the Board of any issues that they may be aware of that may have an impact on the Association.

Section 6.05 No Director shall be removed without being notified in writing of the charge or complaint against him and without having first been given the opportunity to be heard or to submit a statement in writing at the Board meeting called for that purpose.

Section 6.06 A Director whose removal has been recommended shall be notified no less than fourteen (14) days prior to the called meeting and shall be automatically suspended until the resolution is dealt with at said meeting.

Section 6.07 The resolution as decided by the Board is final.

Section 6.08 Any Director removed from the Board shall not be eligible to stand for election or appointment for a period of two (2) years from date of removal, unless there is a two thirds (2/3) majority vote to reinstate at a General Meeting of the Membership.

Section 6.09 Any Director who resigns from the Board shall not be eligible to stand for election or appointment for a period of one (1) year from date of resignation, unless there is a two thirds (2/3) majority vote to reinstate at a General Meeting of the Membership.

Section 6.10 Duties of the Officers

- (a) President

The President shall, subject to direction and approval of the Board:

- (i) Be responsible for the coordination of the overall functions of the Board and delegate duties accordingly.
- (ii) Chair all meetings of the Association and the Board of Directors, but may delegate such authority as he or she deems necessary from time to time.
- (iii) Act as the official spokesperson for the Association, but may delegate such authority as he or she deems necessary from time to time.
- (iv) Be the principal signing authority on all documents and correspondence, and a designated signing authority on all bank accounts of the Association unless otherwise designated.
- (v) Have charge of the Seal of the Society, which Seal, whenever used, shall authenticate use of same with the Secretary.
- (vi) Be an ex-officio member of all committees of the Board.
- (vii) Carry out other duties pertaining to such office, and other duties as assigned by the Board.

#### Section 6.11 Vice President

The Vice President shall, subject to direction and approval of the Board:

- (a) Preside at all meetings in the absence of the President.
- (b) Be a designated signing authority on all bank accounts of the Association.
- (c) Carry out other duties as may be assigned by the Board.

#### Section 6.12 Secretary

The Secretary shall, subject to direction and approval of the Board:

- (a) Attend all meetings of the Association and the Board, and take and keep accurate minutes of such meetings.
- (b) In the case of the absence of the Secretary, the Secretary's duty shall be discharged by another officer as may be appointed by the Board.
- (c) Be in charge of all correspondence of the Association under the direction of the President and the Board.
- (d) Ensure a record of names and addresses of all Members is kept and cause all notices of various meetings to be sent as required.
- (e) Ensure that the records of the Association are properly maintained.
- (f) File with the Corporate Registry of Alberta any and all necessary documents required by same or any other required documentation.

- (g) Maintain a checklist of annual filings and obligations of the Association and Ancillary Organizations.
- (h) Carry out other duties as may be assigned by the Board.

#### Section 6.13 Treasurer

The Treasurer shall, subject to direction and approval of the Board:

- (a) Ensure that all monies paid to the Association are deposited in a Canadian chartered bank, treasury Branch, credit union, or trust company.
- (b) Account for the funds of the Association and keep such books as may be directed.
- (c) 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 as hereinafter set forth, of the financial position of the Association and submit a copy of same to the secretary for the records of the Association.
- (d) Ensure that the Associations financial statements are prepared by the external accountant no more than 90 days after the fiscal year end.
- (e) Be a designated signing authority on all bank accounts of the Association.
- (f) Carry out other duties as may be assigned by the Board.

#### Section 6.14 Committees

- (a) The Board may appoint standing or ad hoc committees to assist it in management of the Association.
- (b) The purpose and intent of any standing or ad hoc committee must be approved by the Board of Directors.
- (c) All Members of any standing or ad hoc committees must be approved by the Board.
- (d) All committees must keep minutes of the meetings and file quarterly reports to the Board.

### Article VII. FINANCE AND OTHER MANAGEMENT MATTERS

#### Section 7.01 Registered Office

- (a) The office of the association shall be located at the City of Calgary, in the Province of Alberta.

#### Section 7.02 Finance and Audit

- (a) The fiscal year of the Association shall end July 31 each and every year.
- (b) Two signatures are required on all cheques. All cheques must be signed by two of the Officers unless otherwise authorized by the Board, except that any cheque payable to a Director, or a Member of a Director's immediate family, shall not be signed by that Director.

- (c) Acceptance and approval of the budget is approval of any expenditure therein.
- (d) All expenditures in excess of budgeted amounts shall be approved by a simple majority of the Board.
- (e) The accounts of the Association shall be audited annually within 90 days of the fiscal year end by the appointed auditors and a complete financial statement prepared by them for presentation at the Annual General Meeting.
- (f) For the purpose of carrying out its Objects, the Association may borrow and secure payment of monies in any manner the Board sees fit.
- (g) The Association may keep in place insurance, including Directors and Officers liability insurance.

#### Section 7.03 Seal of the Association

- (a) The Seal of the Association, wherever used, shall be authenticated by the President and Secretary.
- (b) From time to time, the Board may authorize the use of the Seal and may authorize specific Officers to use the Seal.

#### Section 7.04 Minute Book

- (a) The Secretary shall maintain and have charge of the Minute Book of the Association and shall record or cause to be recorded in the Minutes of all proceedings of all meetings of Members and Directors.
- (b) The Minute book shall contain the following information:
  - (i) Certificate of Incorporation
  - (ii) Copy of the Objects of the Association and any Special Resolution altering the Objects;
  - (iii) Copy of the Bylaws of the Association and any Special Resolution altering the Bylaws;
  - (iv) Copies of originals of all documents, registers and resolutions required by law.
  - (v) Copies of the audited financial statements of the preceding fiscal year.
  - (vi) Copies of all other documents directed to be inserted into the Minute Book by the Board.
  - (vii) Copies of the Bylaws and Policies of Ancillary Groups.

#### Section 7.05 Inspection of the Books

- (a) The books and records of the Association may be inspected by any Member between the hours of 9:00am and 4:00pm, Monday to Friday.
- (b) Any Member wishing to inspect the books or records must give reasonable notice and arrange a time satisfactory to the President or Secretary.

- (c) All financial records of the Association are open for inspection by the Members.
- (d) Other records of the Association are open for inspection except for those records that the Board designates as confidential.

Section 7.06 Indemnity of Directors

- (a) Each Director of the Association shall be deemed to have assumed office on the express understanding, agreement and condition that each Director, former Director and any person acting as designated representative holds such office with protection from the Association against all costs or charges whatsoever incurred against him as a result of any act made in the execution of his office, unless the act is fraud, dishonest, or made in bad faith.
- (b) No Director is liable for acts of any other Director or employee, or is responsible for any loss or damage due to bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Association, and no Director is liable for any loss due to an oversight, error in judgment, or an act in his role for the Association, unless the act is fraudulent, dishonest, or made in bad faith.

Article VIII. RESCISSION, ALTERATION OR ADDITIONS TO BYLAWS

- (a) The Bylaws of the association shall not be rescinded, altered, or added to except by Special Resolution of the Members passed at a Special or Annual General Meeting.
- (b) Any action resulting in a change to the *Societies Act*, RSA 2000, c.S14, which may conflict with any part of these Bylaws, shall have the effect of an amendment without any action on the part of the Association.
- (c) Any question of procedure not provided for in these Bylaws or the *Societies Act*, RSA 2000, c.S14, shall be decided upon by the Board of Directors. Any action or policy decision made shall be noted, an appropriate provision established, and forwarded to the Membership for inclusion in these Bylaws, if passed at the next Annual General or Special Membership meeting of the Association.

Article IX. RULES OF ORDER

- (a) Unless otherwise provided for by resolution or these Bylaws, procedures to be followed at meetings of the Board and the Association shall be governed by the current edition of Robert's Rules of Order.

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2016.

Calgary, Alberta