

BYLAWS

OF

North Point Alberta NAVHDA Club

1. Definitions

(1) In these Bylaws, unless the context otherwise requires:

(a) “Act” means the *Societies Act*, R.S.A. 2000, c. S-14, as amended from time to time, or any statute or statutes substituted therefor;

(b) “Board of Directors” or “Board” means the Board of Directors from time to time of the Society;

(c) “Society” means *North Point Alberta Club*.

Words importing the singular gender include the plural and vice versa; words importing gender include the masculine, feminine and neuter genders; and words importing persons include individuals, bodies corporate, partnerships, trusts and unincorporated organizations.

(2) The headings used throughout these Bylaws are inserted for reference purposes only, and are not to be considered or taken into account in construing the terms or provisions of any section nor to be deemed in any way to qualify, modify or explain the effect of any such terms or provisions.

2. Corporate Seal

The corporate seal of the Society shall be in the form as approved by the Board from time to time. The corporate seal shall be kept in the custody of the Secretary or nominee of the Secretary, and shall be affixed to documents signed on behalf of the Society by the President and the Secretary, or by such other person or persons as may be specifically designated by the Board.

3. Membership

3.01. Voting members.

Any Person over the age of majority according to the Province of Alberta may apply to be a member of the Society on payment of the membership fee.

3.02. Honorary members.

Any person or organization may become an honorary member by a favourable vote passed by the Board. Honorary members shall not be entitled to vote at any meeting of the Society or to hold any office in the Society. Membership fees shall be waived for an honorary member.

3.03. Cancellation or cessation of membership.

A member, whether a voting member or an honorary member, shall cease to be a member:

(a) Upon giving Notice in writing to the Society of his or her intention to withdraw from membership, in which case he or she shall cease to be a member on the date specified in that Notice or its earlier acceptance by the Board; or

(b) If there is any membership fee or assessment, and if that voting member is in default of payment of that fee or assessment, such voting member shall be automatically suspended at the expiration of 3 months from the due date of such fee or assessment, and shall thereafter not be entitled to be a voting member of the Society, or otherwise be entitled to membership privileges, until paying all fees and assessments outstanding and being reinstated by the Board as a voting member.

3.04. Cancellation of membership.

The voting members may, by a resolution passed by a majority of such members, at a meeting called for such purpose, at any time cancel the membership of a member.

4. Board of Directors

4.01. Management.

The management of the affairs of the Society shall be vested in the Board of Directors. The Board of Directors may enact and enforce regulations regarding the management and operation of the Society, and such regulations shall be consistent with these By-laws.

4.02. Number of directors.

The affairs of the Society shall be managed by a Board of not less than 5 nor more than 10. A director must be a voting member.

4.03. Election and term.

The election of directors shall take place at the annual meeting of the members and all of the directors then in office shall retire, but if qualified, shall be eligible for re-election. The number of directors to be elected at any such meeting shall be the number of directors then in office unless the voting members otherwise determine. A quorum of directors may fill a vacancy among the directors elected at the annual meeting of the members. If there is not a quorum of directors, the directors then in office shall forthwith call a special meeting of the members to fill the vacancy. A director appointed or elected to fill a vacancy holds office for the unexpired term of his or her predecessor.

4.04. Resignation.

A member of the Board of Directors may resign by giving to the President or Secretary of the Society a notice in writing to that effect.

4.05. Removal of directors.

The voting members may, by a resolution passed by a majority of not less than two-thirds of the votes of such members at a meeting called for such purpose, remove any director before the expiration of his or her period of office. A vacancy created by the removal of a director may be filled by the voting members at the meeting at which the director is removed, or, if not so filled,

may be filled by a quorum of directors.

4.06. Meetings of directors.

Meetings of the Board shall be held as often as may be required, but at least once every three months and shall be called by the President. A special meeting of the Board may be called upon the written request of any two directors with such written request to state the business to be brought before the meeting.

4.07. Place of meetings.

Meetings of the Board may be held at any place within or outside the Province of Alberta.

4.08. Meetings by telephone or video conference.

If all the directors participating in a meeting consent, one or more directors may participate in a meeting of the directors by means of such telephone, video conference, or other communication facilities as permit all persons participating in the meeting to hear each other, and a director participating in such a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the directors held while a director holds office.

4.09. Notice.

Notice of the time and place of each meeting of the directors shall be sent to each director by regular mail, by electronic mail or other similar means of electronic communication, addressed to the director at his or her latest address as shown in the records of the Society not less than 10 days before the meeting if delivered personally. If mailed, such notice shall be deemed to have been received on the third day following the date of mailing, if delivered by electronic mail or other similar means of electronic communication, such notice shall be deemed to have been received on the date of transmission, and if delivered personally, on the date of delivery. A director who participates in a meeting shall be deemed to have received notice thereof.

4.10. Quorum.

The quorum for the transaction of business at any meeting of the Board shall consist of two thirds directors.

4.11. Votes to govern.

Each member of the Board of Directors shall have one vote. Questions arising at any meeting of the Board shall be decided by a majority of the votes.

4.12. Resolution in writing.

Notwithstanding anything to the contrary in these By-laws, a resolution in writing signed by all of the directors shall be valid and effectual as if it had been passed at a meeting duly called and constituted.

4.13. Directors' 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 proposed contract or arrangement with the Society, shall disclose the nature and extent of his or her interest at the meeting of the Board at which the contract or arrangement is first taken into consideration, or if the director is not, at the date of that meeting, interested in the proposed contract or arrangement, at the next meeting of directors held after the director becomes so interested. In a case where the director becomes so interested in any contract after it is made or entered into, the disclosure of the director's interest shall be made at the first meeting of the Board held after he or she becomes so interested. Such director is not entitled to participate in any discussion or vote in respect of any proposed contract or arrangement in which he or she is so interested.

5. Officers

5.01. Appointment.

The officers of the Society shall consist of a President, a Vice-President, a Secretary, and a Treasurer and such other officers as the Board of Directors may determine from time to time. Such officers shall be appointed at a meeting of the Board of Directors to be held immediately following the annual meeting of the members.

5.02. President.

The President shall be a director, and shall be charged with the general management and supervision of the affairs and operations of the Society. The President shall when present, preside at all meetings of the members of the Society and of the Board of Directors. During the absence or inability of the President, his or her duties and powers shall be exercised by the Vice-President.

5.03. Vice-President.

The Vice-President shall be a director, and shall have such duties and powers as the directors may specify and delegate. During the absence or inability of the President, his or her duties and powers shall be exercised by the Vice-President.

5.04. Secretary.

The Secretary shall be a director, and shall attend and be the Secretary of all meetings of the directors and members and, as and when requested, be the Secretary of all committees of directors. The Secretary shall enter or cause to be entered in records kept for that purpose minutes of all proceedings at such meetings, shall give or cause to be given, as and when instructed or required, all notices to members, directors, officers, auditors and members of committees of directors, shall be the custodian of the corporate seal of the Society, and shall have such other powers and duties as the directors may specify and delegate. The Secretary shall at all reasonable times exhibit his or her records to any director of the Society, or to a member of the Society as required by the Act or by the directors.

5.05. Treasurer.

The Treasurer shall be a director. The Treasurer shall ensure that financial records are prepared

for the Society and maintained in accordance with the Act, that Financial Statements are prepared on an annual basis, or more frequently as the directors may specify, that appropriate accounting principles and policies are used in the preparation of those Financial Statements, and shall carry out such other duties and powers as the directors may specify and delegate to the Treasurer from time to time. The Treasurer shall ensure that the directors and the auditor have access to such accounting records and Financial Statements.

5.06. Executive Director.

The Board of Directors may from time to time appoint an Executive Director, who shall be an ex-officio member of the Board of Directors without voting power. The Board of Directors may delegate to the Executive Director full authority (subject to any restrictions contained in the Act or imposed from time to time by the Board) to manage and direct the business and affairs of the Society and to employ and discharge agents and employees of the Society. The Executive Director shall at all reasonable times give to the Board of Directors all information it may require regarding the affairs of the Society.

5.07. Powers and duties of other officers.

The powers and duties of all other officers shall be such as the terms of their engagement call for or as the Board may specify and delegate.

5.08. Removal of officers.

The directors may at any time, in their discretion, remove any officer of the Society.

6. Committees

6.01. Appointment.

The Board of Directors may, from time to time, constitute such Committees as the Board deems necessary to assist the Board in carrying on the business and affairs of the Society, and the Board shall prescribe from time to time the duties of such Committee or Committees.

6.02. Composition.

Every committee shall be composed of a chair who shall be a member of the Board of Directors and such other members of the Society as may be required. The President shall be an ex-officio member of all committees.

6.03. Transaction of business.

The powers of a committee may be exercised by resolution passed at a meeting at which a quorum is present or by resolution in writing signed by all the members of such committee who would have been entitled to vote on that resolution at a meeting of the committee. Meetings of committees may be held at any place within or outside the Province of Alberta.

6.04. Procedure.

Unless otherwise determined from time to time by the directors, each committee shall have the power to fix its quorum at not less than the majority of its members, to elect its chair and to

regulate its procedures.

6.05. Termination of committee membership.

Any chair who ceases for any reason to be a director shall, upon ceasing to be a director, thereupon also cease to be chair of a committee.

7. Protection of Directors and Officers

7.01. Limitation of liability.

No director, officer or member of a committee of the Society shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee of the Society, or for joining in any receipt or other act of conformity, or for any loss, damage or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by order of the Board of Directors for or on behalf of the Society, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Society shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the moneys, securities or effects of the Society shall be deposited, or for any loss occasioned by any error of judgment or oversight on their part, or for any other loss, damage or misfortune whatsoever which shall happen in the execution of the duties of their offices or in relation thereto unless the same shall happen through their own wilful neglect or default.

7.02. Indemnity.

The members and former members of the Board of Directors, officers and former officers, and members and former members of all committees of the Society and each of them, and each of their respective heirs, executors, administrators, successors and assigns, shall from time to time and at all times be indemnified and saved harmless out of the assets and profits of the Society from and against all costs, charges, losses, damages and expenses which they, or any of them, or any of their heirs, executors, administrators, successors and assigns, shall or may incur or sustain by or by reason of the performance of their duty or purported duty in their respective offices, except such (if any) as they shall incur or sustain by or through their own wilful neglect or default, respectively. This indemnification is in addition to, but not exclusive of, any other rights of indemnification to which the members and former members of the Board of Directors, officers and former officers and members and former members of all committees of the Society may be entitled to at law or in equity.

8. Meetings of the Members

8.01. Annual meetings.

The annual meeting of members of the Society shall be held on or before the 31st day of March in each year for the purpose of electing directors, if appropriate, and appointing auditors, and for the transaction of such other business as may properly be brought before the meeting.

8.02. Special meetings.

A special meeting of the members shall be called by the President or Secretary upon receipt by either of them of a petition signed by one third of the voting members, setting forth the reasons

for calling such meeting.

8.03. General meetings.

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

8.04. Place of meetings.

Meetings of the members may be held at any place within or outside the Province of Alberta.

8.05. Notice.

Notice of the time and place of each meeting of the members shall be sent to each member by regular mail addressed to the member at his or her latest address as shown in the records of the Society not less than 20 days before the meeting, by facsimile or other means of electronic communication not less than 15 days before the meeting or delivered personally. If mailed, such notice shall be deemed to have been received on the third day following the date of mailing, if delivered by electronic mail or other means of electronic communication, such notice shall be deemed to have been received on the date of transmission, and if delivered personally, on the date of delivery. A member who participates in a meeting shall be deemed to have received notice thereof.

8.06. Quorum.

The quorum for the transaction of business at any meeting of the members shall consist of a simple majority of the voting members in good standing.

8.07. Voting and votes to govern.

Any voting member who has not withdrawn from membership or whose membership has not been suspended or cancelled as herein provided shall have the right to vote at any meeting of the members. Every voting member shall have one vote. Such votes must be made in person or by proxy. Questions arising at any meeting of the members shall be decided by a majority of the votes of the voting members. In the case of an equality of votes, the President shall have a casting vote.

8.08. Meetings by telephone and video conference.

A member may participate in a meeting of the members by means of such telephone, video conference, or other communication facilities as permit all persons participating in the meeting to hear each other, and a member participating in such a meeting by such means is deemed to be present at the meeting.

8.9. Resolution in writing.

Notwithstanding anything to the contrary in these By-laws, a resolution in writing signed by all of the members entitled to vote thereon shall be valid and effectual as if it had been passed at a meeting duly called and constituted.

8.10. Persons Entitled to Be Present.

The only persons entitled to be present at a meeting of the members of the Society, shall be the voting members, the honorary members, the Auditor of the Society, legal counsel for the Society, the Executive Director, and any other officer of the Society who is not a voting member or honorary member. Any other person may be admitted only on the invitation of the Chair, or with the consent of the meeting.

9. Financial Arrangements

9.01. Financial year.

The financial year end for the Society shall end on the 31st day of December in each year.

9.02. Auditor.

An accounting advisor shall be appointed at every annual meeting of the members of the Society as provided for in paragraph 8.01 of these By-laws. A vacancy may be filled by the Board of Directors. A financial statement shall be prepared annually and such financial statement duly signed by the President and Treasurer and shall be placed before the members at the next annual meeting of the members of the Society.

9.03. Bank accounts.

All moneys received by the Society shall, promptly following their receipt, be deposited to the credit of the Society in a Canadian chartered bank, trust company, credit union or treasury branch designated from time to time by the Board of Directors.

9.04. Signing officers.

Cheques drawn by the Society shall be signed by such person or persons as are designated from time to time by the Board of Directors.

10. Remuneration

10.01. Remuneration of Directors, Officers and Members.

No director, officer or member shall be entitled to receive any remuneration for services rendered to the Society, but where a director or officer has been authorized by the Board or by the membership to incur expense on or about the business of the Society, he or she shall be entitled to reimbursement by the Society.

12. Borrowing Powers

12.01. Authority.

For the purpose of carrying out its objects, the Society may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures. In no case shall debentures be issued without the sanction of a Special Resolution, as defined in the Act, of the voting members of the Society.

13. By-laws

13.01. Amendments.

These By-laws may be rescinded, altered or added to by a Special Resolution, as defined in the Act, of the voting members of the Society; PROVIDED that the members have received *[number of days]* days’ written notice of the proposed rescission, alteration or addition. Members may by writing waive the notice required to be given pursuant to this paragraph.

14. Books and Records

14.01. Inspection.

The Board may from time to time, subject to the rights conferred by the Act, determine whether and to what extent and at what time and place and under what conditions or regulations the documents, books, registers or accounting records of the Society, shall be open to the inspection of members. No member shall have any right to inspect any document, book, register or accounting record of the Society except as conferred by the Act, these By-laws, or authorized by the Board or by a resolution of the members.

15. Dissolution

15.01. Distribution.

Upon the dissolution of the Society, the property of the Society shall be converted into cash and added to the funds of the Society and the amount thereof distributed firstly in payment of all outstanding debts and liabilities of the Society and the balance shall be distributed to a non-profit organization having goals and objectives similar to that of the Society.

DATED this _____ day of February, 2023

Kevin Handy

Witness: _____

Address: _____

Occupation: _____

Brandon Melvin

Witness: _____

Address: _____

Occupation: _____

Mike Fitzpatrick

Witness: _____

Address: _____

Occupation: _____

Mark Jarvis

Clint Desrosiers

Witness: _____

Address: _____

Occupation: _____

Witness: _____

Address: _____

Occupation: _____