

The undersigned certify that this is an accurate consolidation of the by-laws of the Society as of January 9, 2025 based on: (1) the original by-laws of the Society, February 1, 2003, registered April 30, 2003, (2) the amendments of July 5, 2004, registered August 9, 2004, (3) the amendments of September 8, 2008, registered November 10, 2008, and (4) the Certificate of Amendment of Change of Name, December 10, 2008

CANADIAN PARKS AND WILDERNESS SOCIETY - SOUTHERN ALBERTA CHAPTER

BY-LAWS

PREAMBLE

The name of the society is the Canadian Parks and Wilderness Society – Southern Alberta Chapter, which may also be known or referred to internally as CPAWS – Southern Alberta.

The objects of CPAWS – Southern Alberta are to contribute to and to improve the education, health and welfare of the general public and to benefit the community as a whole by the promotion and encouragement of the beneficial use, management, protection, preservation, creation, and expansion of national and provincial parks and other places of special, historic, or natural significance. To encourage co-operation in , support for, and research into all matters pertaining to the fulfillment of the above objects.

INTERPRETATION

1. When construing the by-laws, reference shall be had to *The Societies Act* (Alberta), and words and expressions used in these by-laws shall, so far as the context does not otherwise require, have the same meaning as would be the case when used in that Act.

OFFICE AND SEAL

2. The registered office of CPAWS - Southern Alberta shall be located in the Province of Alberta and the general office of CPAWS - Southern Alberta shall be located at such place as the Directors may determine from time to time. The seal of CPAWS - Southern Alberta shall be kept at the registered office and the responsibility for its use shall be determined by the Board of Directors from time to time.

MEMBERSHIP

3(a) A person may become a member by submitting the appropriate membership application form to the national office of the Canadian Parks and Wilderness Society noting thereon that he or she wishes to be a member of CPAWS - Southern Alberta. Membership in CPAWS - Southern Alberta shall be open to those persons who support the objects of CPAWS - Southern Alberta and who are listed as a member of the Canadian Parks and Wilderness Society by the national office of the Canadian Parks and Wilderness Society.

3(b) CPAWS - Southern Alberta may, in addition to the membership fees, levy additional fees as maybe determined by the Board of Directors of CPAWS - Southern Alberta from time to time, but such additional fees shall be authorized by passage of an appropriate law.

3(c) A member shall be deemed to be in good standing when he has paid an annual membership fee or donated to CPAWS - Southern Alberta during the current calendar year.

3(d) The membership in CPAWS - Southern Alberta is not transferable.

3(e) A member may withdraw from CPAWS - Southern Alberta by tendering his or her resignation in writing to the Office of CPAWS - Southern Alberta as established by paragraph 2.

3(f) The Board of Directors may expel a member from CPAWS - Southern Alberta for any cause which the society may deem reasonable.

ANNUAL GENERAL AND SPECIAL MEETINGS OF MEMBERS

4(a) CPAWS - Southern Alberta shall hold an annual general meeting no later than six months after the March 31 year end, of which notice in writing, in any form deemed appropriate by the Directors including disclosure placed in regular mail or e-mail including notice contained in any publication of CPAWS-Southern Alberta to each member at least 21 days prior to such meeting. The notice of a special meeting of members shall be via mail or e-mail at least 21 days prior to such meeting. The notice shall specify the place, time and date of the meeting. Except where required by the *Societies Act* (Alberta), the notice need not specify the purpose of the meeting or the business to be transacted.

Notwithstanding the foregoing, at each annual general meeting there shall be an election of directors, the presentation of the audited financial statements of CPAWS - Southern Alberta for approval by the members and the appointment of the auditors by the members.

[As amended 2004 and 2008]

4(b) Notice of an annual general or special meeting of members shall be delivered by regular mail or e-mail including notice contained in any publication of CPAWS – Southern Alberta to the latest post office or email address of a member shown on the records of CPAWS - Southern Alberta.

[As amended 2008]

4(c) All meetings of members shall be called by the Directors. A special meeting shall be called by the Directors at their discretion or upon receipt of a petition signed by at least one hundred (100) of the members in good standing, setting forth the reasons for calling such meeting.

4(d) Ten (10) members in good standing shall constitute a quorum at any meeting of members.

4(e) At any meeting of members, each member in good standing attending in person shall have the right to vote on all items of business and each such member shall be entitled to one (1) vote. Such votes must be made in person by a show of hands and not by proxy or otherwise.

4(f) The Chair of the Board of CPAWS - Southern Alberta shall act as chairperson at all meetings of members, but if the he or she is absent or refuses to act as chairperson, the members in attendance shall elect some other member in attendance at the meeting to act as chairperson of the meeting.

[As amended 2008]

4(g) An annual general or special meeting of members shall be held at a place determined by the Directors, but in any event shall be held at a place within the Province of Alberta.

4(h) If a meeting of members is adjourned by one or more adjournments for an aggregate of less than thirty (30) days, it is not necessary to give notice of the adjourned meeting other than by announcement at the time of the adjournment.

4(i) Every resolution submitted to a meeting of members shall be decided by a majority of the votes cast unless such resolution is a "special resolution" as defined elsewhere in these bylaws. In the case of an equality of votes, the Chairperson shall have a casting vote.

BOARD OF DIRECTORS

5(a) The Board of Directors shall, subject to these by-laws or direction given it by majority vote of members at any meeting properly called and constituted, have full control and management of the affairs of CPAWS - Southern Alberta.

5(b) Meetings of the Board shall be held as often as may be required and shall be called by any one or more directors. Meetings of the Board shall be called by at least 24 hours notice in writing, electronically or orally by telephone. Such notice shall specify the time, date and place of the meeting.

5(c) Meetings shall be held at any place within the province of Alberta, however, a meeting is valid if held outside of Alberta and all Directors have consented in writing to such meeting being held outside of Alberta.

5(d) The Chairperson of the Board shall act as chairperson of all meetings of the directors but if the Chairperson is absent or refuses to act as chairperson, the directors in attendance shall by a vote of the majority of them elect some other person present at the meeting to act as chairperson of the meeting.

5(e) A majority of the directors then in office constitute a quorum at any meeting of directors.

5(f) A director may participate in a meeting of directors by means of telephone or other communication device that permits all persons participating in the meeting to communicate with each other.

5(g) Every resolution submitted to a meeting of directors shall be decided by a vote of a majority of the directors participating in the meeting and the declaration of the chairperson of the meeting on the result of the vote shall be final. In case of an equality of votes, the chairperson shall have a casting vote. A resolution in writing signed by all of the directors

entitled to vote on that resolution at a meeting of directors is as valid as if it had been passed at a meeting of directors.

5(h) Each director shall be a member of CPAWS - Southern Alberta at the time of his or her election or appointment and throughout his or her term of office. A director not elected for an expressly stated term ceases to hold office at the close of the first annual meeting of members following his or her election.

5(i) A person appointed or elected a director becomes a director if they were present at the meeting when being appointed or elected, and did not refuse the appointment. They may also become a director if they were not present at the meeting but consented in writing to act as a director before the appointment or election, or within ten days after the appointment or election, or if they acted as a director pursuant to the appointment or election.

5(j) Any director or officer, upon the vote of at least two-thirds of all directors, may be removed from office for any cause which the directors may deem reasonable. Any vacancies occurring on the Board of Directors may be filled by appointment of additional directors by the remaining members of the Board of Directors. Such appointed directors serve as such until the close of the annual meeting of members following such appointment.

5(k) Directors shall receive no remuneration from CPAWS - Southern Alberta for acting as such.

5(l) Every director and officer shall be deemed to have assumed office on the express understanding and agreement and condition that every director and officer and his or her heirs, executors, and administrators and estate and effects respectively, from time to time and at all times shall be indemnified and saved harmless out of the funds of CPAWS - Southern Alberta from and against all costs, charges, and expenses whatsoever which such director or officer sustains or incurs in or about any actions, suits or proceedings which are brought, commenced, or prosecuted against him or her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or by any other director, officer or member in or about the execution of the duties of his, her or their office, and also from and against all costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof except such costs, charges or expenses as are occasioned by his or her willful neglect or default.

[5(m), repealed 2008]

5(n) The Board of Directors shall have the authority to appoint committees to carry out the objects of CPAWS - Southern Alberta, and such committee shall have such authority and perform such duties as from time to time may be prescribed by the Board of Directors.

OFFICERS

6(a) The officers of CPAWS - Southern Alberta shall consist of the Executive Director and any other office designated by the Board of Directors.

6(b) Officers shall be appointed by the Board of Directors for terms to be determined on a discretionary basis by the Board of Directors. Subject to the mandatory duties listed in section 7, the Board shall specify the duties of each officer.

DUTIES OF OFFICERS

7(a) It shall be the duty of the Executive Director to preside at members' meetings of CPAWS - Southern Alberta/Banff, to preserve order, to see that the by-laws are strictly enforced, manage the day to day affairs of CPAWS - Southern Alberta as directed by the policies, rules and resolutions of the Board of Directors and generally to discharge such duties as may be required of him or her in his or her capacity as Executive Director. He or she shall be ex officio member of all committees. The Executive Director shall be responsible for all paid staff. In the absence of the Executive Director, the Board of Directors may assign such duties to other officers or staff of CPAWS-Southern Alberta as it sees fit.

[As amended 2008]

7(b) It shall be the duty of the Secretary to attend all meetings of CPAWS - Southern Alberta and the Board of Directors, and to keep accurate minutes of the same. The Executive Director shall have charge of the Seal of CPAWS - Southern Alberta which whenever used shall be authenticated by the signature of the Executive Director, or, in the case of the death or inability of him to act, by the Chairperson of the Board of Directors. In case of the absence of the Secretary, his or her duties shall be discharged by such officer as may be appointed by the Board of Directors.

7(c) The Executive Director shall be responsible for the accurate and appropriate processing of all memberships received by CPAWS - Southern Alberta and shall also keep a record of all the members of CPAWS - Southern Alberta and their addresses and the date they became (or ceased to be) a member in liason with the national office of the Canadian Parks and Wilderness Society.

BORROWING POWERS

8(a) For the purpose of carrying out the objects of CPAWS - Southern Alberta, the Board of Directors may borrow or raise or secure the payment of money in such manner as they see fit.

AUDIT

9(a) The books, accounts and records of CPAWS – Southern Alberta shall be audited at least once a year by the CPAWS - Southern Alberta auditor. Such statements and report of the auditor will be presented to the members at the annual general meeting of CPAWS - Southern Alberta.

[As amended 2008]

9(b) The annual audited financial statements of CPAWS - Southern Alberta may be inspected by any member of CPAWS - Southern Alberta at any time upon giving reasonable notice and arranging a time satisfactory to the Treasurer.

[As amended 2008]

9(c) CPAWS - Southern Alberta's auditor shall be appointed by the Board of Directors to serve as such at the pleasure of the Board, and the Board of Directors shall determine the remuneration of the auditor.

AMENDMENTS TO BY-LAWS AND DEFINITION OF SPECIAL RESOLUTION

10(a) The by-laws of CPAWS - Southern Alberta shall not be rescinded, altered or added to except by a special resolution of CPAWS - Southern Alberta.

10(b) For the purposes of these bylaws "special resolution" shall mean either: (i) a resolution passed at a general 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, who, if entitled to do so, vote in person or (ii) a resolution proposed and passed as a special resolution at a general meeting of which less than 21 days' notice has been given, if all the members entitled to attend and vote at the general meeting so agree; or (iii) a resolution consented to in writing by all the members who would have been entitled at a general meeting to vote on the resolution in person, or where proxies are permitted, by proxy.

[As amended 2008]

PREPARATION AND CUSTODY OF BOOKS AND RECORDS OF CPAWS – SOUTHERN ALBERTA

11(a) The Executive Director or some other officer especially charged by the Board of Directors with that duty shall maintain and have charge of the minute books of CPAWS - Southern Alberta, and shall record or cause to be recorded therein minutes of proceedings of all meetings of members and directors. The minute books of CPAWS - Southern Alberta shall be available for inspection by any member or Director of CPAWS - Southern Alberta during regular business hours at the registered office of CPAWS - Southern Alberta.

DISPOSITION OF ASSETS UPON DISSOLUTION

12. On the winding up or dissolution of CPAWS – Southern Alberta, the funds and assets of CPAWS – Southern Alberta shall not be distributed among the members, or any of them. After all debts have been paid or provision for their payment has been made, the assets remaining shall be paid, transferred or delivered to one or more non-profit organizations as defined in s. 149(1)(1), or one or more qualified donees within the meaning assigned by subsection 149.1(1)(h) of the Income Tax Act, as amended from time to time. The recipient, or recipients, shall be chosen by the Board of Directors.

[Added 2008]

We certify that this is an accurate consolidation of the by-laws of the Society as of January 9, 2025 based on: (1) the original by-laws of the Society, February 1, 2003, registered April 30,

2003, (2) the amendments of July 5, 2004, registered August 9, 2004, (3) the amendments of September 8, 2008, registered November 10, 2008, and (4) the Certificate of Amendment of Change of Name, December 10, 2008.

Nigel Bankes

Nigel Bankes
Chapter Secretary & Chair, Governance Committee

Doug Firby,
Chapter Vice-Chair & Member of the Governance Committee

Dated: Calgary, January 9, 2025