CANADIAN PARKS AND WILDERNESS SOCIETY – SOUTHERN ALBERTA CHAPTER

BYLAWS

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. In these bylaws, the Canadian Parks and Wilderness Society – Southern Alberta Chapter is referred to as the "Society".

The objects of the Society are:

(1) to contribute to and improve the education, health, and welfare of the general public and benefit the community as a whole by promoting and encouraging beneficial use, management, protection, preservation, creation, and expansion of national and provincial parks and other places of special, historic, or natural significance; and

(2) to encourage co-operation in, support for, and research into all matters pertaining to the fulfillment of the above objects.

I. INTERPRETATION

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

II. OFFICE AND SEAL

2. The registered office of the Society shall be located in the province of Alberta, and the general office of the Society shall be located at such place as the Board of Directors (the "Board") may determine from time to time. The seal of the Society shall be kept at the registered office and the responsibility for its use shall be determined by the Board from time to time.

III. MEMBERSHIP

A. Register of Members

3.1 The Society shall maintain a register of members in accordance with the Act. Subject to the Act and any applicable privacy requirements, the register of members shall be available for inspection by members at the Society's registered office during regular business hours upon giving reasonable notice.

B. Qualifications

3.2 A person is admitted as a member of the Society by making a donation to the Society.

3.3 Having made a donation under clause 3.2, a person continues to be a member in good standing for the ensuing eighteen (18) months.

3.4 A membership in the Society is not transferable.

C. Rights and Responsibilities of Members

3.5 A member in good standing is entitled to attend and vote at meetings of members in accordance with these bylaws.

3.6 Each member shall comply with these bylaws and any resolutions of the Society, and shall promptly provide the Society with current contact information for notice purposes.

D. Termination of Membership

3.7 A member may withdraw from membership in the Society by tendering their resignation in writing to the Society's registered office.

3.8 The Board may expel a member from the Society for any cause that the Board deems reasonable. Before expelling a member, the Board shall provide the member with written notice of the proposed expulsion and an opportunity to provide written submissions (or, at the Board's discretion, to be heard) within a reasonable time as set out in the notice. The Board's decision is final.

IV. <u>ANNUAL GENERAL AND OTHER MEETINGS OF MEMBERS</u>

A. Annual General Meetings

4.1 The Society shall hold an annual general meeting ("AGM") no later than six (6) months after its March 31 fiscal year end. At each AGM, there shall be an election of members of the Board (the "Directors"), the presentation of the Society's audited financial statements for approval by the members, and the appointment of the Society's auditors by the members.

B. Meetings of Members

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

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

C. Notice

4.4 Notice in writing in any form deemed appropriate by the Board (including notice placed in regular mail or e-mail, including notice contained in any of the Society's publications) shall be sent to each member at least twenty-one (21) days prior to all meetings of members, using the latest post office or e-mail address of the member contained in the Society's records.

4.5 Meeting notices shall specify the place, time, and date of the meeting. Meetings of members shall be held at a place determined by the Board, but in any event shall be held at a place within the province of Alberta. Except where required by the Act, the notice need not specify the purpose of the meeting nor the business to be transacted.

4.6 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.

D. Voting

4.7 At any meeting of members, each member in good standing who is present (including by electronic means in accordance with Part VI of these bylaws) has the right to vote on all items of business and is entitled to one vote. Voting shall be conducted by a method determined by the meeting chairperson that is consistent with these bylaws and the Act, including, where applicable, by electronic, telephonic, or other method made available under Part VI. Proxy voting is not permitted.

4.8 Every resolution submitted to a meeting of members shall be decided by a majority of the votes cast, unless the resolution is a "special resolution" as defined at section 1(d) of the Act (excluding the Act's references to proxy voting):

(d) "special resolution" means

(i) a resolution passed

(A) at a general meeting or special meeting of which not less than twenty-one (21) days' notice specifying the intention to propose the resolution has been duly given, and

(B) by the vote of not less than seventy-five percent (75%) of those members who, if entitled to do so, vote in person . . . ,

(ii) a resolution proposed and passed as a special resolution at a general meeting or special meeting of which less than twenty-one (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 . . . .

4.9 In the case of an equality of votes, the meeting chairperson shall have a casting vote.

E. Chairperson

4.10 The Chair of the Board shall act as chairperson at all meetings of members. If the Chair 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.

V. <u>BOARD OF DIRECTORS</u>

A. Responsibilities

5.1 Subject to these bylaws or direction given to it by majority vote of members at any meeting properly called and constituted, the Board shall have full control and management of the affairs of the Society.

B. Meetings and Resolutions

5.2 Meetings of the Board shall be held as often as may be required, and shall be called by any one (1) or more Directors. Meetings of the Board shall be called with at least twenty-four (24) hours' notice in writing, electronically, or orally by telephone. Such notice shall specify the time, date, and place of the meeting.

5.3 Meetings shall be held at any place within the province of Alberta. However, a meeting is valid if held outside of Alberta and all members of the Board have consented in writing to such meeting being held outside of Alberta.

5.4 The Chair of the Board shall act as chairperson of all meetings of the Board. However, if the Chair is absent or refuses to act as chairperson of a meeting, the members of the Board in attendance shall by a vote of the majority elect some other person present to act as chairperson of the meeting.

5.5 A majority of the Directors then in office constitute a quorum at any meeting of the Board.

5.6 A Director may participate in a meeting of the Board by electronic means in accordance with Part VI of these bylaws.

5.7 Every resolution submitted to a Board meeting shall be decided by a vote of a majority of the Directors participating in the meeting. 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.

5.8 A resolution in writing signed by all of the Directors entitled to vote on that resolution at a Board meeting is as valid as if it had been passed at a Board meeting.

C. Director Qualifications and Election/Appointment

5.9 The Board shall consist of not fewer than three (3) Directors. The members may, by ordinary resolution, set a higher number (or a range) of Directors from time to time.

5.10 Each Director shall be a member of the Society at the time of their election or appointment and throughout their term of office. A Director not elected for an expressly defined term ceases to hold office at the close of the first AGM following their election.

5.11 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 (10) days after the appointment or election, or if they acted as a Director pursuant to the appointment or election.

5.12 Any Director or Officer (the latter as defined in Part VII of these bylaws), upon the vote of at least two-thirds (2/3) of all Directors, may be removed from office for any cause that the Directors may deem reasonable. Any vacancies occurring on the Board may be filled by appointment of additional Directors by the remaining members of the Board. Such appointed Directors serve as such until the close of the AGM following such appointment.

D. Remuneration

5.13 Directors shall receive no remuneration from the Society for acting as such.

E. Indemnity

5.14 The Society shall indemnify each Director and Officer, and their heirs, executors, administrators, and estate, against all costs, charges, and expenses, including any amount paid to settle an action or satisfy a judgment, reasonably incurred by that person in respect of any civil, criminal, administrative, investigative, or other proceeding in which the person is involved by reason of being or having been a Director or Officer of the Society, provided that the person acted honestly and in good faith with a view to the best interests of the Society and, in the case of a criminal or administrative proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that their conduct was lawful.

5.15 For greater certainty, the indemnity provided in clause 5.14 includes all costs, charges, and expenses reasonably incurred by a Director or Officer in relation to the affairs of the Society where the conditions set out in clause 5.14 are satisfied.

5.16 No Director or Officer shall be indemnified under this Part in respect of any matter for which the conditions set out in clause 5.14 are not met, including any costs, charges, or expenses occasioned by the Director's or Officer's willful neglect or default.

F. Board Committees

5.17 The Board shall have the authority to appoint committees to carry out the Society's objects, and such committees shall have the authority and perform the duties as may be prescribed by the Board from time to time.

VI. <u>ELECTRONIC MEETINGS</u>

6.1 In this Part:

"*electronic means"*, in respect of attending or holding a meeting, indicates a method of electronic or telephonic communication that enables all persons attending the meeting to hear and communicate with each other instantaneously, including, without limitation, teleconferencing and computer network-based or internet-based communication platforms; and

"*hybrid format*" means a meeting convened in a form that allows participation by an individual either in person or by electronic means.

6.2 A person entitled to attend a meeting of the Society or the Board may attend the meeting by electronic means.

6.3 A meeting of the Society or of its Board may be held entirely by electronic means or in a hybrid format.

6.4 A person attending a meeting by electronic means who is entitled to vote at the meeting may vote by any electronic, telephonic, or other method that the Society has made available for that purpose.

6.5 A person attending a meeting by electronic means is deemed for the purposes of these bylaws to be present in person at the meeting.

VII. <u>OFFICERS</u>

7.1 The Officers of the Society shall be the Board Chair, Vice-Chair, Treasurer, and Secretary, and the Society's Executive Director.

7.2 Officers shall be appointed by the Board for terms to be determined on a discretionary basis by the Board. Subject to the mandatory duties listed in Part VIII of these bylaws, the Board shall specify the duties of each Officer.

VIII. <u>DUTIES OF OFFICERS</u>

A. Chair and Vice-Chair

8.1 The duties of the Board Chair include presiding at meetings of the Society, preserving order, and seeing that the bylaws are strictly enforced. The Chair shall be an *ex officio* member of all Board committees.

8.2 The duties of the Board Vice-Chair include assuming the duties of the Chair when the Chair is unavailable.

B. Treasurer

8.3 The duties of the Board Treasurer include:

(i) reviewing the Society's monthly bank statements and quarterly financial reports;

(ii) acting as a signing officer for the Society's bank accounts;

(iii) acting as an authority for the Society's Canada Revenue Agency account; and

(iv) chairing the Finance Committee, keeping accurate minutes of Finance Committee meetings, and reporting to the Board on the activities of the Finance Committee.

In case of the absence of the Treasurer, their duties shall be discharged by such Officer or Director as may be appointed by the Board.

C. Secretary

8.4 The duties of the Board Secretary include:

(i) attending all meetings of the Society's members and the Board; and

(ii) keeping accurate minutes of the same.

In case of the absence of the Secretary, their duties shall be discharged by such Officer, Director, or person as may be appointed by the Board.

D. Executive Director

8.5 The duties of the Executive Director include:

(i) managing the day-to-day affairs of the Society as directed by the Board's policies, rules, and resolutions;

(ii) responsibility for all paid staff of the Society; and

(iii) generally discharging such duties as may be required of them in their capacity as Executive Director.

The Executive Director shall be an *ex officio* member of all Board committees. In the absence of the Executive Director, the Board may assign such duties to other Directors, Officers, or Society staff as it sees fit.

IX. BORROWING POWERS

9. For the purpose of carrying out the Society's objects, the Board may borrow, raise, or secure the payment of money in such manner as it sees fit.

X. AUDIT

10.1 The Society's books, accounts, and records shall be audited at least once a year by the Society's auditor. Such audited statements and the auditor's report shall be presented to the members at the Society's AGM.

10.2 The Society's annual audited financial statements may be inspected by any member of the Society at any time upon giving reasonable notice and arranging a time satisfactory to the Board Treasurer.

10.3 The Board shall determine the remuneration of the auditors appointed by the members at the AGM.

XI. AMENDMENTS TO BYLAWS

11. The Society's bylaws shall not be rescinded, altered, or added to except by a special resolution of the Society's members.

XII. CUSTODY OF THE SOCIETY'S BOOKS AND RECORDS

12.1 The Executive Director, or another Officer charged by the Board with that duty, shall maintain and have charge of the Society's minute books and other records, and shall record or cause to be recorded therein the minutes of all meetings of members and Directors.

12.2 The Society's minute books shall be available for inspection at the Society's registered office by any member or Director during regular business hours upon giving reasonable notice.

XIII. DISPOSITION OF ASSETS UPON DISSOLUTION

13. On the winding up or dissolution of the Society, the Society's funds and assets shall not be distributed among the members, or to 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)(i) of the Canada *Income Tax Act*, or to 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.