



April, 2022

Dear NESAs Member:

Attached is a copy of the proposed By-law changes which will be presented for approval by the membership at our Annual General Meeting on May 13, 2022.

Please note that the text shown in **RED** indicates “new” wording while any text with ~~Strikeout~~ is the wording to be removed.

In addition to lengthy consideration by the Governance Committee, the Board also sought legal advice to ensure the bylaws are sound. The changes we are recommending are intended to provide additional clarity, reflect the procedures that will enable NESAs to continue to operate efficiently and provide the types of programs and activities that the members want.

These changes will be presented on May 13, 2022.

Sincerely,

NESAs Board of Directors



NORTH EDMONTON SENIORS ASSOCIATION

7524 139 Avenue Edmonton T5C 3H7

BYLAWS

Approved by Membership:

Filed with Service Alberta Corporate Registry:



BYLAWS

NORTH EDMONTON SENIORS ASSOCIATION

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PREAMBLE:

The name of this Association shall be the North Edmonton Seniors Association (also known as NESAs).

DEFINITIONS:

1. "Accepted means of communication" means written communication by mail or email.
2. "Act" means *Societies Act RS-A 2000*, Chapter S-14, Current Edition.
3. "Ad Hoc Committee" means a short-term committee as outlined in 8.2.
4. "Annual General Meeting (AGM)" means the annual general meeting described in 3.0 (Meetings of the General Membership).
5. "Association" means the North Edmonton Seniors Association.
6. "Board" means the Board of Directors.
7. "Bylaws" means the governing laws of the Association.
8. "Council of Governors" means the governing body charged with managing donations, gifts or bequests to the Sustainability Fund and the Building Fund.
9. "Designated Officer" means a director also serving as President, Vice-President, Secretary, Treasurer, or immediate Past President.
10. "Director" means a person elected or appointed to the Board. This includes the President and the immediate Past President.
11. "Executive Committee" means the committee made up of the Officers of the Board.
12. "Executive Director" means the key management leader hired by the Board and responsible to oversee the administration and operation of the Association. The Executive Director works with, and reports to the Board to fulfill the mission of the Association.
13. "Ex-Officio" means by virtue of the position held in the Association.



14. "Fiscal Year" means the financial year of the Association determined by the board of directors.
15. "Member in good standing" means a member holding current paid membership, or a membership provided to an individual as outlined in 1.1 which has not been terminated.
16. "Membership year" means a calendar year from January 1 to December 31st.
17. "Partner" means living in a committed relationship.
18. "Register of Members" means a register maintained by the Board of Directors containing the names of the Members of the Association.
19. "Registered Office" means the registered office for the Association.
20. "Resolution" means a form of a main motion that is expressed formally in writing to attach a special level of importance or emphasis and may include a preamble of the reason for the resolution.
21. "Simple majority" means 50% + 1.
22. "Special Meeting" means a meeting, called by the Board at their discretion or upon receipt by them of a petition signed by ten (10) percent of the members in good standing.
23. "Special Resolution" means a resolution passed by a vote of not less than three-quarters (3/4) of the voting members present at an AGM or Special Meeting with previous notice of not less than twenty-one (21) days, specifying the intention to propose the resolution, which shall be posted at a prominent location at NESAs and distributed through regular common means of communication.
24. "Standing Committee" means a long-term committee.



BYLAWS

1.0 MEMBERSHIP

1.1 Classes of Membership

There shall be ~~two~~ **five** classes of membership in the Association, namely, Honorary, **Honorary Lifetime, Gold, Regular, and Associate** Membership.

1.1.1 Honorary Membership

Honorary membership may be granted by the Board of Directors, for such terms as the Directors may determine. Honorary members of the Association shall be entitled to notice of general meetings but shall not be entitled to vote at the meetings.

1.1.2 Honorary Lifetime Membership

Honorary Lifetime membership may be granted by the Board of Directors. Honorary Lifetime members of the Association shall be entitled to one (1) vote at every general meeting or special meeting.

1.1.3 Gold Membership

Members who have reached the age of 85 years shall be given a lifetime membership, in January of the year following attainment of that age. ~~by receiving a Gold Card.~~ **Gold members of the Association shall be entitled to one (1) vote at every general meeting or special meeting.**

1.1.4 Regular Membership

- a) To be eligible for membership in the Association, a person must be:
 - fifty-five (55) years of age or older; or
 - the partner of a member and fifty (50) years of age or older.
- b) Each Regular member of the Association shall be entitled to one (1) vote at every general meeting or special meeting.



1.1.5 Associate Membership

- a) Associate membership may be granted at the discretion of the Executive Director to an adult that: has not reached the age of fifty-five (55); supports the objectives of the Association; and pays the required membership fees.
- b) Associate membership does not have voting privileges.

1.2 **Withdrawal from the Association**

Any member may withdraw from the Association by indicating their withdrawal in writing to the Board Secretary.

1.3 **Expulsion of Members**

Any member may be expelled from the Association for any cause which the Board may deem just and reasonable.

1.4 **Membership Fees**

Ordinary and Associate members of the Association will pay an annual membership fee set by the Board of Directors. ~~with approval by the general membership at the Annual General Meeting.~~

1.5 **Memberships Non-Transferable**

Membership may not be transferred.

1.6 **Term of Membership**

The term of membership is the calendar year unless otherwise indicated.

2.0 **MANAGEMENT OF THE ASSOCIATION**

2.1 The management of the business affairs of the Association shall be vested in the Board of Directors which may delegate powers to an Executive Committee, composed of the President, Vice President, Secretary, Treasurer and immediate Past President, or such standing committees as may be authorized.

2.2 The Board is a policy governing board and governs and manages the affairs of the Association through the development of policies and guidelines for operating the Association and using its facilities and assets.



2.3 Without limiting the general responsibilities of the Board, the day-to-day management and administration of NESA shall be delegated to the Executive Director who reports to the Board and is responsible to the Board.

2.4 In addition, the Council of Governors is an advisory body to and, upon request from the Board, assists the Board in the conduct of the affairs of the Association.

3.0 MEETINGS OF THE GENERAL MEMBERSHIP

3.1 Annual Meeting

The Annual General Meeting of the Association shall be held not later than June 30th of each year. At the Annual General Meeting of the Association the Board of Directors shall report on the year's activities and an annual audited financial statement shall be presented. An audited statement must be prepared by an external qualified auditor. Auditors shall be approved at the Annual General Meeting. The election of new members of the Board shall be held at the Annual General Meeting.

3.2 Meetings

The Board of Directors may call general membership meetings for the purpose of providing reports, seeking advice and direction from the membership, and discussing issues of public concern.

3.3 Notice of Meetings

The membership shall be given at least twenty-one (21) days' notice of the Annual General Meeting and all other general meetings of the Association.

3.4 Special Meetings

A special meeting shall be called by the Board at their discretion or upon receipt by them of a petition signed by ten per cent (10%) of the members in good standing, setting forth the reason for calling



such a meeting. Notice of a special meeting shall be posted not less than twenty-one (21) days prior to the date of the meeting.

3.5 Delivery of Notice of Meetings

Notices of Annual General Meetings and Special Meetings will be provided through **regular common means of communication and posted in various public locations throughout the Northgate Lions Senior Citizens Recreation Center a minimum of twenty-one (21) days prior to the** ~~electronic means and announcements in NESAs Newsletters published one to two months in advance of meeting dates. Notices will also be posted in various public locations throughout NESAs a minimum of twenty-one (21) days prior to the~~ date of the meeting.

3.6 Voting

A majority of votes of members **in good standing** present at any general meeting of the membership shall decide any question coming before the meeting.

3.7 Voting Procedure at an Annual General Meeting or a Special Meeting

Each Voting Member has one (1) vote. Members will indicate their vote by show of hands. Any two members present may request and shall have a secret ballot. Members must be present in order to vote. Votes by proxy are not permitted.

3.8 Quorum

The number constituting a quorum at a general meeting or special meeting shall be twenty-five (25).

3.9 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.



3.10 Failure to Give Notice of Meeting

No action taken at a General Meeting can be deemed invalid due to:

- a) Accidental omission to give any notice to any Member;
- b) Any Member not receiving any notice; or
- c) Any error in any notice that does not affect the meaning.

4.0 BOARD OF DIRECTORS

4.1 Eligibility Requirements for the Board of Directors

The Board of Directors shall be elected from the membership. Members wishing to stand for election to the Board of Directors should present a letter stating their desire and include their resume for consideration.

Associate Members and paid employees of the North Edmonton Seniors Association are not eligible for election as Director.

4.2 Size of the Board of Directors

The Board of Directors shall consist of a minimum of **eight (8)** ~~nine (9)~~ and a maximum of twelve (12) elected members of the Association.

4.3 Additional Member to the Board of Directors

The immediate Past President of the Association, in the event they are not eligible by reason of terms of service, shall be an additional, non-voting member of the Board of Directors.

The Board may appoint a non-member with nonvoting status to serve on the Board for a one-year (1) term.

4.4 Term of Office

Each elected member of the Board of Directors shall hold office for a term of two years.

4.5 Obligations of Directors



All members of the Board of Directors have a duty to act in good faith, adhere to the Code of Conduct and in the best interests of the Association.

4.6 Removal of Directors

Members may be removed from the Board of Directors if they do not fulfill the obligations of Directors as outlined in 4.5 or if they miss three consecutive Board meetings. Directors may be removed from the Board of Directors by (a) a $\frac{3}{4}$ majority vote of the members present at a special meeting; or (b) a $\frac{3}{4}$ majority vote of the Board of Directors.

4.7 Length of Service

A member of the Board having served as a Director for ~~three~~ ~~two~~ consecutive 2 year terms, (~~six (6)~~ ~~four (4)~~ years), shall not be eligible for re-election until one year has elapsed.

4.8 Replacement of a Member of the Board

In the event of withdrawal or removal of any member from the Board of Directors, the Board shall be empowered to fill such vacancy for the remaining portion of the term upon recommendation of the **Governance Committee in consultation with the** Council of Governors.

4.9 Borrowing Powers

NESA, for the purpose of carrying out its objectives, may borrow, raise, receive, or secure the payment of money in any manners it sees fit. All its powers in this regard may be exercised by the Board, providing that the amount does not exceed \$10,000.

5.0 MEETINGS OF THE BOARD OF DIRECTORS

5.1 Number of Board of Director Meetings

The Board of Directors shall meet at least ~~nine~~ ~~six (96)~~ times yearly at such times as may be decided by the Board of Directors.



Meetings shall be called by the President using common means of communication.

The President will also call a meeting if one-third (1/3) of the Directors make a request in writing, stating the business of the meeting.

5.2 Voting

A majority of votes of the members of the Board of Directors present at any meetings of the Board shall decide any question coming before the meeting.

Each Director has one (1) vote. No Director has a second or casting vote in the case of a tie vote. A tie vote means the motion is defeated.

The President will only vote in the event of a tie.

5.3 Quorum

The number constituting a quorum shall be fifty per cent plus one (50% + 1), one of whom must be an Officer.

If there is no quorum, the President adjourns the meeting to a later date, set within 7 days. At least five (5) directors present at this later meeting is quorum.

6.0 OFFICERS OF THE BOARD OF DIRECTORS

6.1 Designated Officers

Officers of the Board shall be President, Vice President, Treasurer, Secretary, and immediate Past President. They will form the Executive Committee. They shall perform the duties that usually pertain to their respective offices **until their successor takes office**. There may also be such other officers, as from time to time, shall be deemed expedient.

6.2 Method of Election



Officers shall be elected from among its elected members by the Board of Directors at its first meeting following the Annual General Meeting of the Association each year. **This first meeting is to take place within fourteen (14) days of the Annual General Meeting.**

6.3 Terms of Office

An elected President shall hold office for one (1) term or until their successor takes office but may not hold the same office for more than **four (4)** ~~two (2)~~ consecutive years.

The immediate Past President shall serve in their role for one (1) year.

6.4 Removal of Officers

Officers may be removed from their elected position as Officer by the processes described in 1.3 and 4.6. Officers may also be removed from office if they miss three consecutive regular Board meetings, and the Board of Directors approves by three-quarters (3/4) majority the removal of the officer from the executive position.

6.5 Duties of the Officers

All Officers of the Board of Directors are duty bound to act in good faith and adhere to the Code of Conduct and in the best interests of the Association.

6.5.1 President

The President may be the chair of the Board of Directors and shall preside at all meetings of the Association. The President shall be an ex-officio **voting** member of all committees and the Council of Governors.

6.5.2 Vice President

The Vice President shall assist the President and shall preside at all meetings in the absence of the President or when the chair is vacated.

6.5.3 Treasurer



The Treasurer, who shall be Chair of the Finance Committee, shall oversee the financial statements to the Board, shall submit an annual audited financial report at the Annual Meeting, and shall submit an annual budget for the approval of the Board of Directors.

6.5.4 Secretary

The Secretary shall be an officer of the Board. The Secretary shall have responsibility for ensuring appropriate records management of all proceedings of the Board and a record of all members of the Association and shall perform such duties as may be assigned from time to time.

6.5.5 Immediate Past President

The immediate Past President shall support the current President, provide historical continuity for the activities of the Association, and preside at the meetings in the absence of the President and Vice-President. If the immediate Past President's term on the Board has expired, the immediate Past President will be a nonvoting member of the Executive Committee and the Board of Directors for a maximum of one (1) year.

7.0 THE EXECUTIVE DIRECTOR

7.1 The Board shall hire an Executive Director to carry out assigned duties.

7.2 The Executive Director reports to and is responsible to the Board and acts as an advisor to the Board and to all Board Committees. The Executive Director does not vote at any meeting.

7.3 The Executive Director acts as an administrative officer of the board in:

- a) Attending board, and other meetings, as required;
- b) Hiring, supervising, evaluating and releasing all other paid staff;
- c) Interpreting and implementing the Board's policies;



- d) Keeping the board informed about the affairs of the Association;
- e) Ensuring the Association's books are maintained;
- f) Preparing budgets for Board approval;
- g) Planning programs and services based on the Board's priorities; and
- h) Carrying out other duties assigned by the Board.

8.0 COUNCIL OF GOVERNORS

8.1 Composition

- 8.1.1 Upon invitation by the Council of Governors, the immediate Past President of the NESA Board of Directors who holds current membership in the Association and wishes to serve, may be a member of the Council of Governors. A motion to extend an invitation will be made at the first Council of Governors meeting after the end of the President's term.
- 8.1.2 Other individuals who can bring value and make an outstanding contribution to the Association through the Council of Governors, as identified, and appointed on a term basis by the Council of Governors from time-to-time.
- 8.1.3 The current President of the Board of Directors shall be an ex-officio voting member of the Council of Governors.
- 8.1.4 A minimum of two-thirds (2/3) of the Council of Governors shall be current members of NESA.

8.2 Structure

- 8.2.1 The Council of Governors shall determine its own Chair and Vice-Chair annually.
- 8.2.2 The current Chair of the Board of Directors shall be an ex-officio voting member of the Council of Governors.



8.2.3 Four (4) members of the Council of Governors shall constitute a quorum at any meeting of the Council of Governors.

8.2.4 The officers of the Council of Governors shall be a Chairman, Vice Chairman, Treasurer, Secretary, and such other offices as the Council of Governors may deem expedient, all of whom shall be appointed by the Council of Governors from among their own number at the first meeting of the Council of Governors following each annual general meeting of the Association.

8.3 Membership in the Council of Governors

8.3.1 Membership shall be on-going unless a specific term is indicated, provided the individual meets the conditions as stated in 8.1 or until resignation or removal under clause 8.3.2.

8.3.2 A member of the Council of Governors may be expelled upon a three-quarter (3/4) majority vote of the Council of Governors.

8.4 Responsibilities of the Council of Governors

8.4.1 To act as sole trustee, manager and custodian of all Association monies received or established as donations, gifts or bequests to the Sustainability Fund and the Building Fund for use by the Association and its operating entities.

8.4.2 To develop and manage policies applicable to the Funds, the growth of these Funds and the allocation of revenue created by such Funds.

8.4.3 To delegate the administration of the Sustainability Fund and Building Fund to such qualified managers and on such terms and conditions as the Council of Governors may in their sole direction decide, provide that the beneficial ownership of the Funds shall remain with the Association.

8.4.4 To keep the Board updated on Council of Governors activities and funds' performance in writing on a quarterly basis at minimum.



8.4.5 At the request of the Board, to act as an advisory body to assist the Board of Directors in the conduct of the affairs of the Association.

8.4.6 To collaborate with the Governance Committee regarding recruitment, nomination, and orientation of board members.

8.4.7 To assist the President with the conduct of elections or acclamations to the board.

8.4.8 To conduct itself according to a Terms of Reference and such policies as it deems appropriate.

8.5 Disagreement

8.5.1 In the event of irreconcilable disagreement between the NESAs Board of Directors and the Council of Governors regarding the expenditure of funds for which the Council of Governors has responsibility, the matter shall be submitted to the NESAs membership at an AGM or Special Meeting called under Section 3.4 of these bylaws.

9.0 COMMITTEES OF THE BOARD

The Board shall establish and maintain Standing and Ad Hoc Committees as required to accomplish the goals and Objects of NESAs.

9.1 Standing Committees

The Board of Directors may delegate powers to such standing committees as may be authorized by the Board. The Standing Committees shall carry out assigned functions as outlined in their Terms of Reference document and make recommendations to the Board. The Chairs of Standing Committees shall be appointed by the President on the recommendation of the committee. All standing committees shall have at least one board member represented.

9.1.1 Executive Committee

The Executive Committee is made up of the Board President, Vice President, immediate Past President, Treasurer and



Secretary. This Committee may include such other positions as deemed expedient.

9.1.2 Finance Committee

The Finance Committee shall consist of at least three members. The Treasurer of the Board will be Chair.

9.1.3 Governance Committee

The Governance Committee shall include not less than three Board members, the Executive Director (Ex Officio, non-voting), one representative from the Council of Governors, and other qualified members as deemed necessary.

9.1.4 Human Resources Committee

The Human Resources Committee shall consist of at least three (3) members, of which at least one (1) must be a Board member.

9.1.5 Other Standing Committees

The Board may establish other committees as deemed necessary to carry out the work of NESAs. The duties of these committees will be outlined in a Terms of Reference document which is approved by the Board of Directors and updated as required.

9.2 **Ad Hoc Committees**

The Board of Directors may, from time to time, appoint project committees to undertake a specific action on behalf of the Association. These committees may include board members and non-board members who volunteer or who are appointed.

10.0 **SEAL**

The Seal of the Association shall be kept in the custody of the Executive Director and shall be attested by the signature of the President or Secretary and Executive Director.



11.0 FISCAL YEAR AND AUDIT

11.1 Fiscal Year

The administrative and fiscal year of the organization shall be the calendar year.

11.2 Audited Statements

A statement of accounts duly audited shall be presented and approved at every Annual Meeting.

11.3 Auditors shall be appointed at the Annual General Meeting of NESAs.

12.0 BOOKS AND RECORDS

12.1 Minutes

Minutes of all meetings of the Association shall be prepared under direction of the President. A copy of minutes of all proceedings shall be the responsibility of the Secretary of the Board.

12.2 Access to Books and Records

Every Director shall always have access to the right of inspection of all books and records of the Association. Every member other than a Director shall have the right to inspect the books and records of the Association at any reasonable time providing notice in writing being given to the officer having charge of such books and records.

12.2.1 Books and records are not to be removed during the examination (except for auditors).

12.2.2 Books can only be inspected in the presence of the Treasurer.

12.2.3 Except as part of the annual report and as required by Societies Act Revised Statutes of Alberta 2000 Chapter S-14, Current Edition, no copies of Records will be provided to members.



13.0 SIGNING AUTHORITY

- 13.1** Signing officers shall be any two of the following: President, Vice-President, Secretary or Treasurer.
- 13.2** The Board shall, by resolution, designate Officers or employees to sign all cheques drawn on the monies of the Association.
- 13.3** Two signatures are required on all cheques.
- 13.4** The Board may authorize the Executive Director to sign cheques for certain amounts and circumstances.
- 13.5** The Executive Director may not sign their own paycheque.
- 13.6** Contracts of the Association must be signed by at least one Officer, or such other person or persons as the Board may authorize by resolution.

14.0 REMUNERATION

No officer or member of the Board of Directors of the Association shall receive any remuneration for their services as a member of the Association or as a Director of the Board.

15.0 DISTRIBUTING & DISSOLVING OF THE ASSOCIATION

- 15.1** The Association does not pay any dividends or distribute its property among its members.
- 15.2** If the Association is dissolved by Special Resolution, any funds or assets remaining after payment of all debts shall be allocated for the benefit of seniors.
- 15.3** Members select, by Special Resolution, to disburse any remaining assets to be:
 - a) dispersed to eligible charitable or religious groups or purposes; or
 - b) transferred in trust to a municipality until such time as the assets can be transferred from the municipality to a



charitable or religious group for purpose approved by the Board.

16.0 PROTECTION OF DIRECTORS AND OFFICERS

- 16.1** Each Director or Officer holds office with protection from the Society. The Society indemnifies each Director or Officer against all costs or charges that result from any act done in his role for the Society. The Society does not protect any Director or Officer for acts of fraud, dishonesty or bad faith.
- 16.2** No Director or Officer is liable for the acts of another 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 society. No Director or Officer is liable for any loss due to an oversight or error in judgment, or by any act in his role for the Society, unless the act is fraudulent, dishonest or in bad faith.
- 16.3** Directors or Officers can rely on the accuracy of any statement or report prepared by the Society's auditor. Directors or Officers are not held liable for any loss or damage because of acting on that statement or report.

17.0 AMENDMENTS

The Objects and Bylaws of the Association may be amended by special resolution at the Annual or any General Meeting of the Association. Notice of the proposed amendment shall be posted for perusal by all members, not less than twenty-one (21) days prior to the date of the meeting at which the amendment(s) is to be proposed and shall be proposed as a special resolution as set forth in The Societies Act of Alberta.