

**Bylaws  
of the  
Allied Arts Council of Spruce Grove**  
[Revised March 7, 2019]  
Corporate Access Number 502622368

**Article 1 - Preamble**

- 1.1 The name of the Council shall be the Allied Arts Council of Spruce Grove, hereinafter referred to as the “AAC” or the “Council”;
- 1.2 The following Articles set forth the Bylaws of the AAC:

**Article 2 - Objects**

The objectives of the Council shall be:

- (a) To educate and increase the public’s understanding and appreciation of the arts by working within the community to improve the standards, quality, and range of artistic expression;
- (b) To encourage more people to participate in artistic activities by providing art classes, shows, workshops, and awarding art scholarships to students.

**Article 3 – Definitions and Interpreting the Bylaws**

**3.1 Definitions**

In these Bylaws, the following words have these meanings:

- 3.1.1 “AAC” or “Council” means the Allied Arts Council of Spruce Grove;
- 3.1.2 “Annual General Meeting” means the annual general meeting as described in Article 6.6;
- 3.1.3 “Audit” means a review of the AAC’s books and records by two Members in Good Standing;
- 3.1.4 “Board” or “Board of Directors” means the Executive Officers and Directors as elected or appointed to the Board in accordance with these bylaws;
- 3.1.5 “Bylaws” means the Bylaws of the AAC as amended;
- 3.1.6 “Director” means the chairperson of any standing committee of the Board of Directors or a Director at Large as elected or appointed to the Board in accordance with these bylaws;
- 3.1.7 “Executive Officers” means the President, Vice-President, Secretary, Treasurer, Exhibition Chairperson, and Membership Chairperson;
- 3.1.8 “Financial Review” means a review of the AAC’s financial books and records by two Members in Good Standing;
- 3.1.9 “Gallery” means the art gallery operated by the AAC;
- 3.1.10 “General Meeting” means any general meeting of the membership;

- 3.1.11 "Majority Vote" means a simple majority of the votes cast;
- 3.1.12 "Member" means a Member as described in Article 4.1;
- 3.1.13 "Member in Good Standing" means a current Member who has paid their membership fee and is not subject to any disciplinary measures;
- 3.1.14 "Special General Meeting" means any special general meeting as described in Article 6.7;
- 3.1.15 "Special Majority Vote" means a seventy-five percent (75%) majority of the votes cast;
- 3.1.16 "Special Resolution" means
  - (a) A resolution passed at a Special General Meeting of the membership of the AAC. There must be twenty-one (21) days' notice for this meeting. The notice must state the proposed resolution. There must be approval by a Special Majority Vote of seventy-five percent (75%) of the votes cast;
  - (b) A resolution proposed and passed at a General Meeting with less than twenty-one (21) days' notice. All the Voting Members eligible to attend and vote at the General Meeting must agree; or
  - (c) A resolution agreed to in writing by all the Voting Members who are eligible to vote on the resolution.
- 3.1.17 "Staff" means any employee of the ACC, excluding contractors or subcontractors;
- 3.1.18 "Termination of Membership" means the cessation of a Member's membership in the AAC by non-payment of dues, resignation, or expulsion;
- 3.1.19 "Voting Member" means a Member in Good Standing or Student Member who is entitled to vote at the meetings of the AAC.

### 3.2 Interpretation

The following rules of interpretation must be applied in interpreting these Bylaws:

- 3.2.1 Singular and Plural: words indicating the singular number also include the plural and vice-versa;
- 3.2.2 Corporation: words indicating persons also include corporations;
- 3.2.3 Headings are for convenience only. They do not affect the interpretation of the Bylaws;
- 3.2.4 Liberal Interpretation: these Bylaws must be interpreted broadly and generously.

## Article 4 - Membership and Fees

### 4.1 Classifications of Members and Admission of Members

There are four categories of Members:

- (a) Member in Good Standing
- (b) Student Member
- (c) Corporate Member
- (d) Employee Member

- 4.1.1 To become a Member in Good Standing, an individual must
  - (a) Be eighteen (18) years of age; and
  - (b) Live in the province of Alberta; and
  - (c) Pay the membership fee.
- 4.1.2 To become a Student Member, an individual must
  - (a) Be at least sixteen (16) years of age; and
  - (b) Live in the province of Alberta; and
  - (c) Have a valid student ID; and
  - (d) Pay the membership fee; and
  - (e) If under eighteen (18) years of age, have written permission to join from a parent or guardian.
- 4.1.3 To become a Corporate Member, an organization must
  - (a) Pay the membership fee.
- 4.1.4 To become an Employee Member, a Staff person must
  - (a) Be a current part-time or full-time employee of the AAC but does not have to pay the membership fee.

## **4.2 Terms of Membership and Fees**

- 4.2.1 The term of membership is for the calendar year;
- 4.2.2 Membership is not transferrable;
- 4.2.3 Membership fees are due on or before January 1<sup>st</sup> of each year;
- 4.2.4 Non-payment of fees sixty (60) days following the deadline for payment shall result in the Member being removed from the membership roster and forfeiting all membership privileges;
- 4.2.5 New Members who join on or after September 1st will have their membership fees applied to the remainder of the current year as well as the following calendar year.

## **4.3 Setting Membership Fees**

The membership fees shall be set by the Board of Directors and ratified at the next Annual General Meeting or at a Special General Meeting.

## **4.4 Rights and Privileges of Members**

- 4.4.1 Any Member in Good Standing is entitled to
  - (a) Receive notice of General Meetings of the AAC;
  - (b) Attend any General Meeting of the AAC;
  - (c) Speak at any General Meeting of the AAC;
  - (d) Vote;
  - (e) Exercise other rights and privileges given to Members in Good Standing in these Bylaws;
- 4.4.2 Any Student Member is entitled to
  - (a) Receive notice of General Meetings of the AAC;

- (a) Attend any General Meeting of the AAC;
  - (b) Speak at any General Meeting of the AAC;
  - (c) Vote;
  - (d) Exercise other rights and privileges given to Student Members in these Bylaws;
- 4.4.3 Any Corporate Member is entitled to
- (a) Receive notice of General Meetings of the AAC;
  - (b) Attend any General Meeting of the AAC;
  - (c) Speak at any General Meeting of the AAC;
  - (d) Exercise other rights and privileges given to Corporate Members in these Bylaws;
- 4.4.4 Any Employee Member is entitled to
- (a) Receive notice of General Meetings of the AAC;
  - (b) Attend any General Meeting of the AAC;
  - (c) Speak at any General Meeting of the AAC;
  - (d) Exercise other rights and privileges given to Staff in these Bylaws.
- 4.4.5 Voting Members - The only Members who can vote at meetings of the AAC are Members in Good Standing and Student Members. Each Voting Member shall hold one (1) vote at any General or Special General Meeting of the AAC. Corporate Members and Staff Members do not have voting rights.

#### **4.5 Suspension or Expulsion from Membership**

The Board of Directors by a Majority Vote may suspend the membership of a Member for a specified time or expel a Member from the AAC for one or more of the following reasons, if in the opinion of the Board

- (a) The Member has failed to abide with the Bylaws or policies of the AAC;
  - (b) The Member has disrupted meetings or functions of the AAC;
  - (c) The Member has done or failed to do anything judged to be harmful to the AAC.
- 4.5.1 Membership fees are not refunded to Members who are suspended or expelled.
- 4.5.2 Notice to the Member
- (a) Efforts will be made to notify the Member in writing, by telephone, or by email of the intention of the Board to suspend membership or expel the Member, stating the reasons for the proposed suspension or expulsion, at least three (3) days prior to the meeting that the matter is scheduled to be dealt with. Circumstances such as serious misconduct or inability to contact the Member can override this notification;
  - (b) At the Board's discretion, the Member may be given the opportunity to appear before the Board of Directors. The Board may limit the time given to the Member to address the Board;
  - (c) The Board may exclude the Member from its discussion of the matter, including the vote on the issue of suspension or expulsion;
  - (d) The Board will determine how the matter will be dealt with;
  - (e) The decision of the Board is final.

#### **4.6 Termination of Membership**

- 4.6.1 Any Member may resign from membership in the AAC by giving written notice to the AAC or by non-payment of membership fees;
- 4.6.2 There will be no refund of membership fees upon termination of membership;
- 4.6.3 All rights and privileges cease when a Member resigns, dies, or is removed from the AAC;
- 4.6.4 Although a Member ceases to be a Member by death, resignation, or otherwise, they are liable for any debts owing to the AAC at the date of ceasing to be a Member.

#### **4.7 Liability of Members**

- 4.7.1 No Member in his individual capacity is liable for any debt or liability of the AAC;
- 4.7.2 All Members are liable for any personal debt owed to the AAC. For Members whose membership is suspended or who are expelled, any personal debt owing is due at the date of suspension or expulsion.

### **Article 5 - Officers and Directors**

#### **5.1 Governance and Management of the AAC**

The Board of Directors shall conduct the business and management of the AAC, define the policy of the AAC, and hire Staff. The Board of Directors shall consist of no fewer than four (4) and no more than twelve (12) Members in Good Standing. The Board of Directors shall be comprised of:

- 5.1.1 Executive Officers, who shall be the
  - (a) President, who shall
    - a. Preside at all meetings, when present, and perform all duties usual to the office of President;
    - b. Be an ex-officio member of all committees except the nominating committee;
    - c. Act as the spokesperson for the AAC;
    - d. Sign as a signing officer of the AAC;
    - e. Arrange agendas and call meetings of the AAC as required;
    - f. Oversee the Gallery Staff, contractors, and subcontractors;
    - g. Ensure the completion and filing of any documents required by law to be completed and filed;
    - h. Be the only one to use the Society Seal, which will be held in the registered office of the AAC;
    - i. Carry out other duties assigned by the Board and as per the President's job description;
  - (b) Vice-President, who shall
    - a. In the absence or inability of the President to act, assume all functions, duties, powers, and responsibilities of the President;
    - b. Replace the President at various functions when asked to do so by the President or the Board;

- c. Preside at Board meetings in the absence of the President. If the Vice-President is absent, the Board will elect a chairperson for the meeting;
  - d. Sign as a signing officer of the AAC;
  - e. Carry out other duties assigned by the Board and as per the Vice-President's job description;
- (c) Secretary, who shall
- a. Attend the meetings of the Board and AAC;
  - b. Keep accurate minutes of the meetings of the Board and AAC;
  - c. Ensure the minute books of the AAC are properly maintained by the Gallery Staff;
  - d. Sign as signing officer of the AAC;
  - e. Carry out other duties assigned by the Board and as per the Secretary's job description;
- (d) Treasurer, who shall
- a. Attend the meetings of the Board and AAC;
  - b. Properly account for all funds of the AAC and keep books in conjunction with the Gallery Staff and bookkeeper;
  - c. Provide a monthly account of receipts and expenditures to the Board of Directors or as may be requested;
  - d. Present the year-end financial statements and upcoming budget at the Annual General Meeting of the AAC;
  - e. Sign as a signing officer of the AAC;
  - f. Invest monies of the AAC in investments as may be authorized by the Board of Directors;
  - g. Oversee receipt of funds, deposits, and/or payments of all accounts in conjunction with the Gallery Staff and bookkeeper and at the direction of the Board of Directors;
  - h. Carry out other duties as assigned by the Board and as per the Treasurer's job description;
- (e) Exhibition Chairperson, who shall
- a. Attend the meetings of the Board and AAC;
  - b. Prepare the calendar of events for the AAC;
  - c. Oversee the coordination of all art shows and competitions for the AAC;
  - d. Oversee each show or competition chairperson;
  - e. Coordinate with other board committees as needed;
  - f. Investigate exhibition opportunities on behalf of the AAC;
  - g. Sign as a signing officer of the AAC;
  - h. Carry out other duties as assigned by the Board and as per the Exhibition Chairperson's job description;
- (f) Membership Chairperson, who shall
- a. Attend the meetings of the Board and AAC;

- b. Encourage artists to consider membership in the AAC;
- c. Welcome new members and provide current information about the AAC and Gallery;
- d. Sign as a signing officer of the AAC;
- e. Carry out other duties as assigned by the Board and as per the Membership Chairperson's job description;
- (g) Past President, who shall
  - a. Attend the meetings of the Board and AAC;
  - b. Be available to assist in an advisory capacity to the Board of Directors but who shall have no voting powers;
  - c. Chair the nominating committee;
  - d. Be removed from the Board of Directors upon the one-year anniversary of becoming Past President, unless requested by the Board to serve an additional year as Past President and to which the Past President agrees.

#### 5.1.2 Directors, who shall be

- (a) The Chairs of Standing Committees, which shall include but not be limited to the
  - a. Standards Committee, whose Chairperson shall
    - i. Attend the meetings of the Board and AAC;
    - ii. Carry out the duties indicated in the AAC Standards Document;
    - iii. Oversee the intake of art at all art shows and competitions;
    - iv. Ensure the Standards Document is up to date;
    - v. Carry out other duties as assigned by the Board and as per the Standards Chairperson's job description;
  - b. Financial Review Committee, whose Chairperson shall
    - i. Attend the meetings of the Board and AAC;
    - ii. Arrange a Financial Review of the AAC's financial books and records once per calendar year, each year to be completed by April 30<sup>th</sup> of the following year or as directed by the Board;
    - iii. Ensure this review is completed with at least one other Member in Good Standing;
    - iv. Carry out other duties as assigned by the Board and as per the Financial Review Chairperson's job description and/or the Financial Review Committee's Terms of Reference;
- (b) The Chairs of other Standing Committees as appointed by the Board of Directors;
- (c) Directors at Large as appointed by the Board of Directors, who shall carry out their duties as directed by the Board of Directors.

## 5.2 Rules for the Board of Directors

The Board of Directors shall abide by the following:

- (a) All Members of the Board of Directors shall be Members in Good Standing of the AAC;

- (b) A majority of the Board of Directors will constitute a quorum at a Board of Directors' meeting;
- (c) Each Member of the Board of Directors, including the President but excluding the Past President, shall have one (1) vote at meetings;
- (d) In case of a tie vote, the motion shall be defeated;
- (e) Board of Directors may attend Board of Directors' meetings in person, via telephone, or via video conference;
- (f) Meetings of the Board are open to Members of the AAC, but only the Board may vote. Members are only permitted to participate in discussion when invited to do so by the Board. A majority of the Board present may ask any other Member or other person present to leave;
- (g) The Board may agree to a resolution. This resolution is as valid as one passed at any Board meeting. It is not necessary to give notice or call a Board meeting. The date on the resolution is the date it is passed;
- (h) Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board;
- (i) The term of office for Executive Officers shall be a two-year term or until their successors are elected or appointed;
- (j) The term of office for Directors shall be a one-year term;
- (k) If it is required that an Executive Officer must be replaced mid-term, the Board will appoint a replacement to serve the duration of the term of the position vacated;
- (l) If it is required that a Director must be replaced mid-term, the Board will appoint a replacement to serve the duration of the term of the position vacated, at the discretion of the Board;
- (m) The Board of Directors shall serve in their capacities without remuneration for their service on the Board, unless otherwise decided by resolution of the membership. This does not prevent the Board of Directors from holding paid positions with the AAC such as casual gallery sitters or subcontractor Instructors. Reasonable expenses incurred on behalf of the AAC will be reimbursed;
- (n) Any Board Member may resign from office by giving one (1) month's written notice. The resignation takes effect at either the end of the month's notice or on the date the Board accepts the resignation;
- (o) The Board of Directors, at their discretion, may at any time by Majority Vote suspend or remove an Executive Officer or Director of the AAC if in the opinion of the Board:
  - a. The Officer or Director has failed to abide with the Bylaws or policies of the AAC;
  - b. The Officer or Director has disrupted meetings or functions of the AAC;
  - c. The Officer or Director has done or failed to do anything judged to be harmful to the AAC;
- (p) Any member of the Board of Directors, including the Executive Officers, may be removed by a Special Majority Vote at a Special General Meeting or General Meeting;



- (q) An Executive Officer or Director will be automatically removed from office if the Executive Officer or Director
- a. is found to be of unsound mind or dies;
  - b. fails to attend three (3) consecutive board meetings and does not have the leave of the Executive to do so.

### **5.3 Executive Director**

- 5.3.1 The Board may hire an Executive Director to carry out assigned duties;
- 5.3.2 The Executive Director reports to and is responsible to the Board and acts as an advisor to the Board and all Board committees. The Executive Director does not vote at any meeting.

## **Article 6 - Meetings**

### **6.1 Quorum**

- 6.1.1 Twenty percent (20%) of the Members, including the Officers and Directors, shall constitute a quorum at any Annual General Meeting, General Meeting, or Special Meeting;
- 6.1.2 The President may cancel the meeting if a quorum is not present within fifteen (15) minutes after the set time;
- 6.1.3 If cancelled, the meeting is rescheduled within thirty-one (31) days. If a quorum is not present within fifteen (15) minutes after the set time of the second meeting, the meeting will proceed with the Members in attendance;
- 6.1.4 Members can attend meetings by teleconference or videoconference if the majority of the Members in Good Standing who are present agree. Members attending by teleconference or videoconference would count towards the quorum and can vote.

### **6.2 Presiding Officer**

- 6.2.1 The President chairs every Meeting of the AAC. The Vice-President chairs in the absence of the President. If neither the President nor the Vice-President are present, then the chairperson shall be appointed by the Members in Good Standing that are present.

### **6.3 Notice**

- 6.3.1 Members shall be notified at least twenty-one (21) days in advance of any Annual General Meeting by mail, email, public notice, or telephone;
- 6.3.2 Members shall be notified at least twenty-one (21) days in advance of any Special General Meeting by mail, email, public notice, or telephone;
- 6.3.3 Members shall be notified at least eight (8) days in advance of any General Meeting by mail, email, public notice, or telephone;
- 6.3.4 No notice is necessary if the meeting is cancelled and rescheduled within thirty-one (31) days;
- 6.3.5 No action taken at a General Meeting would be deemed invalid due to:

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

#### **6.4 General Meetings**

- (a) The AAC shall hold General Meetings each month at the discretion of the Board of Directors;
- (b) The General Meetings will be held for the purposes of artist education, guest speakers, information sharing, resolutions, meet and greets, or member activities;

#### **6.5 Board Meetings**

- (a) The BOD shall hold Board Meetings each month at the discretion of the Board of Directors;
- (b) The Board Meetings will be held for the purpose of conducting the business of the AAC by the Board of Directors.
- (c) The BOD may hold meetings via conference call, videoconference, chat room, or some other means of group communication.

#### **6.6 Annual General Meeting**

- 6.6.1 The AAC shall hold its Annual General Meeting on the first Thursday of March each calendar year or as otherwise determined by the Board;
- 6.6.2 The Annual General Meeting will be held for the purpose of elections, the presentation of the financial statements of the AAC, the presentation of the proposed budget of the AAC, and the presentation of the annual reports of the Board of Directors;
- 6.6.3 Failure to hold the Annual General Meeting on this date will not invalidate an Annual General Meeting otherwise properly constituted;

#### **6.7 Special General Meeting**

- 6.7.1 A Special General Meeting may be called at any time
  - (a) By a resolution of the Board of Directors to that effect; or
  - (b) On the written request of at least five (5) Executive Officers or Directors. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted; or
  - (c) Upon written petition of one-third (1/3) of the Members in Good Standing stating the reason for calling such a meeting. No subject shall be considered at any such special meeting except that which is specified in the notice.

#### **6.8 Voting**

- 6.8.1 Each Voting Member has one (1) vote;

- 6.8.2 A show of hands decides every vote at every General Meeting. A secret ballot is used if at least five (5) Voting Members request it. A Voting Member may withdraw their request for a secret ballot;
- 6.8.3 The President does not have a second or casting vote in case of a tie vote. If there is a tie vote, the motion is defeated;
- 6.8.4 The President decides any dispute on any vote. The President decides in good faith, and this decision is final;
- 6.8.5 Voting can be done via telephone or videoconference if the majority of the Voting Members who are present agree. These votes would be indicated verbally;
- 6.8.6 Each issue, resolution, or motion shall be decided by a Majority Vote, unless the issue must be decided by Special Resolution;
- 6.8.7 A Member may not vote by proxy;
- 6.8.8 The chairperson of the meeting declares the resolution carried or defeated. This statement is final and does not have to include the number of votes for or against the resolution. A Member may request to have their vote recorded;
- 6.8.9 Voting Members may agree to and sign a resolution. This resolution is as valid as one passed at a General Meeting. It is not necessary to give notice or to call a General Meeting. The date on the resolution is the date it is passed.

## **Article 7 - Committees**

The Board may appoint committees to advise the Board.

### **7.1 Board Committees**

A Board Member chairs each Board Committee created by the Board. The chairperson calls committee meetings and each committee shall:

- (a) Record minutes of its meetings;
- (b) Distribute these minutes to committee members and Board Members;
- (c) Provide reports to the Board at the Board's request.

The Board establishes these Board Committees:

- (a) Executive Committee;
- (b) Nominating Committee;
- (c) Other Board Committees as approved by the Board of Directors.

- 7.1.1 The Executive Committee consists of the President, Vice-President, Secretary, Treasurer, Membership Chairperson, and the Exhibition Chairperson and shall:
  - (a) Carry out emergency and unusual business between Board meetings;
  - (b) Be able to meet by conference call; videoconference, chat room, or some other means of group communication;
  - (c) Report any actions the committee takes between Board Meetings to the Board;

(d) Perform other duties as directed by the Board;

7.1.2 The Nominating Committee consists of at least two Members in Good Standing and shall perform the duties as outlined in the Terms of Reference for the Nominating Committee or as directed by the Board;

7.1.3 Other Board Committees will be determined by and directed by the Board.

## 7.2 Standing Committees

The Board establishes these Standing Committees:

- (a) Standards Committee;
- (b) Financial Review Committee;
- (c) Other Standing Committees as approved by the Board of Directors.

7.2.1 The Standards Committee consists of the Standards Committee Chairperson and at least two other Members in Good Standing or Student Members and shall perform the duties outlined in the Standards Document, its Terms of Reference, or as directed by the Board;

7.2.2 The Financial Review Committee consists of the Financial Review Chairperson and at least one other Member in Good Standing and shall perform the duties as outlined its Terms of Reference or as directed by the Board;

7.2.3 Other Standing Committees will be determined by and directed by the Board.

## 7.3 Ad Hoc Committees

The Board may establish Ad Hoc Committees whose chairpersons shall not be Directors and who shall carry out their duties in accordance with their job descriptions, Terms of Reference, or as directed by the Board of Directors.

# Article 8 - Finance

## 8.1 Registered Office

The registered office of the AAC is located in Spruce Grove, Alberta. Another place may be established at the Annual General Meeting or by resolution of the Board, as long as this change is communicated to Corporate Registry.

## 8.2 Finance and Auditing

8.2.1 Borrowing powers may be exercised only by Special Resolution of the AAC;

8.2.2 Two signatures by signing officers shall be required on any cheque;

8.2.3 Any Member in Good Standing may inspect the financial books and records of the AAC at such time and place as the Board of Directors may designate;

8.2.4 Other records of the AAC are open for inspection, except for records that the Board designates as confidential;

- 8.2.5 The fiscal year of the AAC shall be January 1 to December 31. The accounts and records of the Treasurer shall be subject to Financial Review once each calendar year by the Finance Review Committee or a qualified accountant;
- 8.2.6 The Annual General Meeting shall be the meeting at which the financial statements and the budget are presented;
- 8.2.7 The financial statements of the AAC shall be prepared by a qualified accountant;
- 8.2.8 The AAC shall hire a subcontractor bookkeeper to reconcile its accounts on a monthly and yearly basis.

### **Article 9 - Nominations and Elections**

9.1 The Nominating Committee shall:

- (a) consist of two (2) Members in Good Standing appointed by the Board of Directors;
- (b) be convened at least thirty (30) days before the Annual General meeting;
- (c) be responsible for preparing a slate of nominees for each vacant position on the Board of Directors;
- (d) present its recommendations to the Annual General Meeting.

9.2 At the Annual General Meeting there shall be nominations from the floor;

9.3 The Annual General Meeting shall be the meeting at which elections are held.

9.4 Voting for the Board of Directors positions shall be done by a show of hands unless five (5) Voting Members present at the meeting request a secret ballot;

9.5 If the voting for the Board of Directors positions is to be done by secret ballot, a minimum of two (2) Members in Good Standing present at the meeting shall be nominated to carry out the distribution, collection, and counting of ballots. After the ballots have been tallied, a third Member in Good Standing appointed by the President shall verify the count and then the ballots will be destroyed;

9.6 In case of a tie, another vote is taken until a decision is made;

9.7 The results of the elections shall take effect immediately.

### **Article 10 - Indemnification**

10.1 Each Executive Officer or Director holds office with the protection of the AAC. Each Executive Officer or Director, past and present, and their heirs, executors, and administrators shall at all times be indemnified and saved harmless out of the funds of the AAC, from and against:

- (a) All costs, charges, and/or expenses whatsoever that result from any act done in his/her role with the AAC. The AAC does not protect any Executive Officer or Director for acts of fraud, dishonesty, or bad faith;
- (b) All costs, charges, and/or expenses which such Executive Officer or Director sustained or incurred in or about any action, suit, or proceeding which is brought, commenced, or prosecuted against him/her or in respect of any act, deed,

- matter, or thing whatsoever made, done, or permitted by him/her in or about the execution of his/her duties of his/her office or in respect of any such liability;
- (c) All other costs, charges, and expenses which he/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/her own willful neglect or default;
  - (d) No Executive Officer or Director of the AAC is liable for the acts of any other Executive Officer, Director, or employee. No Executive Officer or Director of the AAC is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm, or corporation dealing with the AAC. No Executive Officer or Director is liable for any loss due to an oversight or error in judgment, or by an act in his role for the AAC, unless the act is fraud, dishonesty, or bad faith.

10.2 Executive Officers or Directors can rely on the accuracy of any statement or report prepared by the AAC's bookkeeper, accountants, or auditor. Executive Officers or Directors are not held liable for any loss or damage as a result of acting on that statement or report.

#### **Article 11 - Dissolution**

11.1 The AAC does not pay dividends or distribute its property amongst its Members;

11.2 In the event of a voluntary dissolution pursuant to the *Societies Act*, any funds and assets remaining after paying all debts of the AAC shall be disposed of by gift to a charitable organization(s) in the province of Alberta as determined by the Board of Directors.

#### **Article 12 – Rules of Procedure**

Robert's Rules of Order or some other rules of order as agreed upon by the Board of Directors shall apply at all meetings of the Board, committees, and members of the AAC, except insofar as such rules of order may be at variance with these bylaws.

#### **Article 13 - Amendment of Bylaws**

12.1 These bylaws may be cancelled, altered or added to by a Special Resolution at any Annual General Meeting or Special General Meeting of the AAC;

12.2 The membership shall receive twenty-one (21) days notice in writing by mail, email, or public notice prior to the vote;

12.3 This notice in writing will include an accurate description of the purpose of the suggested amendments but need not contain the entire text of the proposed motions;

12.4 These bylaws will come into effect immediately following acceptance by the Corporate Registry of Alberta.