

Note: Accurate section numbering and references are reflected in Attachment A – Revised Bylaws: Clean Version.

Legend	
	Blue sections have been amended
	Gray sections are unchanged

ATTACHMENT B

BYLAW REVIEW: PROPOSED AMENDMENTS

Final Approval: June 6, 2019

CURRENT TEXT	PROPOSED AMENDMENT(S)	RATIONALE
Section 1 – Definitions		
<p>1.1 Definitions</p> <p>In these Bylaws, unless the context otherwise requires:</p> <p>a) "Absent Director" shall have the meaning as set out in Section 3.4(e);</p> <p>b) "Act" means the <i>Societies Act</i>, R.S.A. 2000, Ch. S-14, as amended from time to time, and every statute that may be substituted therefore and, in the case of such substitution, any references in the Bylaws of the Society to the provisions of the Act shall be read as references to the substituted provisions in the new statute or statutes;</p> <p>c) "Advisors" shall have the meaning as set out in Section 3.2(a);</p> <p>d) "Annual General Meeting" means the annual general meeting of the Society called pursuant to Section 7.1;</p> <p>e) "Board of Directors" or "Board" means the Board of Directors from time to time of the Society;</p> <p>f) "Bylaws" means these Bylaws and all other Bylaws of the Society from time to time in force and effect;</p>	<p>1.1 Definitions</p> <p>In these Bylaws, unless the context otherwise requires:</p> <p>a) "Absent Director" shall have the meaning as set out in Section 3.4(e);</p> <p>b) "Act" means the <i>Societies Act</i>, R.S.A. 2000, Ch. S-14, as amended from time to time, and every statute that may be substituted therefore and, in the case of such substitution, any references in the Bylaws of the Society to the provisions of the Act shall be read as references to the substituted provisions in the new statute or statutes;</p> <p>c) "Advisors" shall have the meaning as set out in Section 3.2(a);</p> <p>d) "Annual General Meeting" means the annual general meeting of the Society called pursuant to Section 7.1;</p> <p>e) "Board of Directors" or "Board" means the Board of Directors from time to time of the Society;</p> <p>f) "Bylaws" means these Bylaws and all other Bylaws of the Society from time to time in force and effect;</p>	<ul style="list-style-type: none"> The external reviewer recommended the removal of definitions that only refer to definitions elsewhere in the Bylaws (ex: a, c, d, g, j, l, m, n, q) or that are self-evident (ex: e, f, h, k, o).

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<p>g) "Chair" shall have the meaning as set out in Section 4.4;</p> <p>h) "Directors" means those persons who are Voting Members and who have been:</p> <p>(i) duly Elected as directors by the Voting Members, from time to time, to act as directors of the Society; or</p> <p>(ii) appointed by the Board to fill a vacancy pursuant to Section 3.5.</p> <p>i) "Elect", "Elected" and "Election" means to elect on a show of hands unless a poll is demanded, and if a poll is demanded, such election shall be by ballot;</p> <p>j) "Honoured Life Member" shall have the meaning as set out in Section 2.2(b)(ii);</p> <p>k) "Membership Fees" and "Dues" means the annual membership fees prescribed by the Board from time to time, in accordance with these Bylaws, payable by all members of all categories of membership to the Society;</p> <p>l) "Non-Voting Member" shall have the meaning as set out in Section 2.2(b)(iv);</p> <p>m) "Past-Chair" shall have the meaning as set out in Section 3.2(d);</p> <p>n) "Secretary" shall have the meaning as set out in Section 4.6;</p> <p>o) "Society" means REACH Edmonton Council;</p> <p>p) "Special Resolution" means:</p> <p>(i) a resolution passed:</p> <p>A. at a general meeting of which not less than 21 days' notice specifying the</p>	<p>g) "Chair" shall have the meaning as set out in Section 4.4;</p> <p>h) "Directors" means those persons who are Voting Members and who have been:</p> <p>(iii) duly Elected as directors by the Voting Members, from time to time, to act as directors of the Society; or</p> <p>(iv) appointed by the Board to fill a vacancy pursuant to Section 3.5.</p> <p>i) "Elect", "Elected" and "Election" means to elect on a show of hands unless a poll is demanded, and if a poll is demanded, such election shall be by ballot;</p> <p>j) "Immediate Family Members" means the employee's spouse or common-law partner; the employee's father and mother and the spouse or common-law partner of the father or mother; the employee's child(ren) and the child(ren) of the employee's spouse or common-law partner; the employee's grandchild(ren); the employee's brothers and sisters; the grandfather and grandmother of the employee; the father and mother of the spouse or common-law partner of the employee and the spouse or common-law partner of the father or mother; and any relative of the employee who resides permanently with the employee or with whom the employee permanently resides. "Common-law partner" means a person who has been cohabiting with an individual in a conjugal relationship for at least one year, or who had been so cohabiting with the individual for at least one year immediately before the individual's death.</p>	<ul style="list-style-type: none"> • As noted in section 2.2 (b) (iv) (A), a prohibition is proposed that would limit "Immediate Family Members" of employees to Non-Voting Memberships to prevent potential conflicts-of-interest (see pg. 6). The external reviewer recommended providing a definition of this term. • A definition has been provided based on the definition of Immediate Family Members from the bereavement leave section of the <i>Canada Labour Code</i> (division VIII, part III).

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<p>intention to propose the resolution has been duly given, and</p> <p>B. by the vote of not less than 75% of those members who, if entitled to do so, vote in person or by proxy,</p> <p>(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</p> <p>(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.</p> <p>q) "Treasurer" shall have the meaning as set out in Section 4.7;</p> <p>r) "Vice-Chair" shall have the meaning as set out in Section 4.5; and</p> <p>s) "Voting Member" shall have the meaning as set out in Section 2.2(b)(iii).</p>	<p>k) "Honoured Life Member" shall have the meaning as set out in Section 2.2(b)(ii);</p> <p>l) "Membership Fees" and "Dues" means the annual membership fees prescribed by the Board from time to time, in accordance with these Bylaws, payable by all members of all categories of membership to the Society;</p> <p>m) "Non-Voting Member" shall have the meaning as set out in Section 2.2(b)(iv);</p> <p>n) "Past-Chair" shall have the meaning as set out in Section 3.2(d);</p> <p>o) "Secretary" shall have the meaning as set out in Section 4.6;</p> <p>p) "Society" means REACH Edmonton Council;</p> <p>q) "Special Resolution" means:</p> <p>(i) a resolution passed:</p> <p>A. at a general meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given, and</p> <p>B. by the vote of not less than 75% of those members who, if entitled to do so, vote in person or by proxy,</p> <p>(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</p> <p>(iii) a resolution consented to in writing by all the members who would have been entitled at a general meeting to vote on</p>	<ul style="list-style-type: none"> • A minor change has been made to the definition of a Special Resolutions to be consistent with other proposed changes to remove the right to vote by proxy at membership meetings. • The definition included in the Bylaws is taken verbatim from the <i>Societies Act</i> (s. 1(d)) and so should only be minimally altered. The <i>Act</i> does allow societies discretion in allowing or not allowing proxy votes.

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	<p>the resolution in person or, where proxies are permitted, by proxy.</p> <p>r) "Treasurer" shall have the meaning as set out in Section 4.7;</p> <p>s) "Vice-Chair" shall have the meaning as set out in Section 4.5; and</p> <p>t) "Voting Member" shall have the meaning as set out in Section 2.2(b)(iii).</p>	
<p>1.2 Interpretation</p> <p>Save as aforesaid, all terms contained in the Bylaws of the Society which are defined in the Act or its regulations, as amended, shall have the meaning given to such terms in the Act or its regulations. Words importing the singular include the plural and vice versa, and words importing gender include the feminine, masculine and neuter genders, and words importing persons include individuals, bodies corporate, partnerships and trusts.</p>	<p>1.2 Interpretation</p> <p>Save as aforesaid, all terms contained in the Bylaws of the Society which are defined in the Act or its regulations, as amended, shall have the meaning given to such terms in the Act or its regulations. Words importing the singular include the plural and vice versa, and words importing gender include the feminine, masculine and neuter genders, and words importing persons include individuals, bodies corporate, partnerships and trusts.</p>	<ul style="list-style-type: none"> The external reviewer considered section 1.2 unnecessary as it repeats rules of interpretation a court would apply anyway.
<p>1.3 Headings</p> <p>The headings used throughout these Bylaws are inserted for reference purpose only, and are not to be considered in construing the terms or provisions of any section herein, nor to be deemed in any way to qualify, modify or explain the effect of any such terms or provisions.</p>	<p>1.3 Headings</p> <p>The headings used throughout these Bylaws are inserted for reference purpose only, and are not to be considered in construing the terms or provisions of any section herein, nor to be deemed in any way to qualify, modify or explain the effect of any such terms or provisions.</p>	<ul style="list-style-type: none"> The external reviewer considered section 1.3 unnecessary as it repeats rules of interpretation a court would apply anyway.
<p><i>Section 2 – Membership</i></p>		
<p>2.1 Membership</p> <p>Subject to Section 2.2(b)(iv)A., any person who supports the objects of the Society may become a Voting Member of the Society, or they may become a member of any other category of membership of</p>	<p>2.1 Membership</p> <p>Subject to Section 2.2(b)(iv)A., any person who supports the objects of the Society may become a Voting Member of the Society, or they may become a member of any other category of</p>	

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<p>the Society, in accordance with these Bylaws, and upon payment of the Membership Fees. In order to remain a member of any category of membership of the Society, such member shall pay the applicable Membership Fees as they become due on an annual basis.</p>	<p>membership of the Society, in accordance with these Bylaws, and upon payment of the Membership Fees. In order to remain a member of any category of membership of the Society, such member shall pay the applicable Membership Fees as they become due on an annual basis.</p>	
<p>2.2 Membership Fees and Categories</p> <p>a) Membership Fees</p> <p>(i) Membership Fees of the Society shall be determined, in accordance with these Bylaws, from time to time, by the Board.</p> <p>(ii) The Board, in its sole and absolute discretion, may waive the Membership Fees of any member of any category of membership of the Society on an annual basis.</p> <p>b) Membership Categories</p> <p>(i) Categories of membership in the Society shall be determined, in accordance with these Bylaws, from time to time, by the Board.</p> <p>(ii) An Honoured Life Member of the Society is a person whom the Society wishes to honour in accordance with certain criteria established by the Board from time to time.</p> <p>(iii) A Voting Member is a member of the Society, who has not withdrawn from the membership of the Society, nor has been suspended or expelled from the Society in accordance with these Bylaws, and, pursuant to membership policies ratified by the Board from time to time, shall have the</p>	<p>2.2 Membership Fees and Categories</p> <p>a) Membership Fees</p> <p>(i) Membership Fees of the Society shall be determined, in accordance with these Bylaws, from time to time, by the Board.</p> <p>(ii) The Board, in its sole and absolute discretion, may waive the Membership Fees of any member of any category of membership of the Society on an annual basis.</p> <p>b) Membership Categories</p> <p>(i) Categories of membership in the Society shall be determined, in accordance with these Bylaws, from time to time, by the Board.</p> <p>(ii) An Honoured Life Member of the Society is a person whom the Society wishes to honour in accordance with certain criteria established by the Board from time to time.</p> <p>(iii) A Voting Member is a member of the Society, who has not withdrawn from the membership of the Society, nor has been suspended or expelled from the Society in accordance with these Bylaws, and, pursuant to membership policies ratified</p>	<ul style="list-style-type: none"> • Removal of an unnecessary phrase, which has applied consistently throughout the document.

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<p>right to vote at any meeting of the Society and such votes must be made in person or by proxy in accordance with these Bylaws.</p> <p>(iv) A Non-Voting Member is a member of the Society, who has not withdrawn from the membership of the Society, nor has been suspended or expelled from the Society in accordance with these Bylaws, and, pursuant to membership policies ratified by the Board from time to time, shall not have the right to vote at any meeting of the Society.</p> <p>A. Employees of the Society shall not be eligible to become a Voting Member of the Society, however, Employees of the Society may be eligible to become a Non-Voting Member of the Society.</p>	<p>by the Board from time to time, shall have the right to vote at any meeting of the Society and such votes must be made in person or by proxy in accordance with these Bylaws.</p> <p>(iv) A Non-Voting Member is a member of the Society, who has not withdrawn from the membership of the Society, nor has been suspended or expelled from the Society in accordance with these Bylaws, and, pursuant to membership policies ratified by the Board from time to time, shall not have the right to vote at any meeting of the Society.</p> <p>A. Employees of the Society and their Immediate Family Members shall not be eligible to become a Voting Member of the Society; however, Employees of the Society and their Immediate Family Members may be eligible to become a Non-Voting Member of the Society.</p>	<ul style="list-style-type: none"> • There is a similar potential for conflicts-of-interest if the immediate family members of employees can serve as Voting Members of the Society. • The external reviewer indicated that the absence of a definition could give rise to disputes. As a result, a proposed definition has been included as section 1.1 (b).
<p>2.3 Termination of Membership</p> <p>Notwithstanding Section 3.12, a member of any category of membership in the Society may be suspended or terminated at any time for any cause upon approval, by resolution of the Board, of not less than two-thirds (2/3) of all of the Directors holding office and who are entitled to vote. Prior to a suspension or termination of such member's membership, the member shall have the right to appear before the Board on the member's own behalf.</p>	<p>2.3 Termination of Membership</p> <p>Notwithstanding Section 3.12, a member of any category of membership in the Society may be suspended or terminated at any time for any cause upon approval, by resolution of the Board, of not less than two-thirds (2/3) of all of the Directors holding office and who are entitled to vote. Prior to a suspension or termination of such member's membership, the member shall have the right to appear before the Board on the member's own behalf.</p>	

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<p>2.4 Withdrawal from membership</p> <p>Any member wishing to withdraw from any category of membership of the Society, may do so upon giving notice in writing of their intention to withdraw to the Society, and such member's membership shall terminate effective on the date such notice is received by the Society.</p>	<p>2.4 Withdrawal from membership</p> <p>Any member wishing to withdraw from any category of membership of the Society, may do so upon giving notice in writing of their intention to withdraw to the Society, and such member's membership shall terminate effective on the date such notice is received by the Society.</p>	
<p>2.5 Member Liability</p> <p>No member of any category of membership of the Society is, in their individual capacity, liable for any debt or liability of the Society.</p>	<p>2.5 Member Liability</p> <p>No member of any category of membership of the Society is, in their individual capacity, liable for any debt or liability of the Society.</p>	<ul style="list-style-type: none"> As the section is lifted verbatim from the <i>Societies Act</i>, liability protection for members is already granted by statute.
<p>Section 3 - Board of Directors</p>		
<p>3.1 Board of Directors</p> <p>a) The Board shall, subject to these Bylaws, have full control and management of the affairs of the Society.</p> <p>b) The Board shall consist of no less than seven (7) and no more than fifteen (15) Directors.</p> <p>c) The Board may exercise all such powers and do all such acts and things as may be exercised or done by the Society and are not, by the Bylaws of the Society, or by law, expressly directed or required to be done by the Society.</p>	<p>3.1 Board of Directors</p> <p>a) The Board shall, subject to these Bylaws, have full control and management of the affairs of the Society.</p> <p>b) The Board shall consist of no less than seven (7) and no more than fifteen (15) Directors.</p> <p>c) The Board may exercise all such powers and do all such acts and things as may be exercised or done by the Society and are not, by the Bylaws of the Society, or by law, expressly directed or required to be done by the Society.</p>	<ul style="list-style-type: none"> Contrary to the Board's notice of motion in 2017, an amendment is not proposed to the maximum size of the Board provided in 3.1 (b). Upon further consideration, the Board will include a preferred size in policy, but will retain the current maximum limit of 15 in the Bylaws to allow for flexibility in case circumstances necessitate a larger Board.
<p>3.2 Advisors, Executive Director and Past-Chair</p> <p>a) In addition to the fifteen (15) elected Directors, the City of Edmonton, the Edmonton Police Service and the Government of Alberta, may each appoint up to two (2) advisors to the Society, in accordance with the City of Edmonton's, the Edmonton Police Service's and</p>	<p>3.2 Advisors, Executive Director and Past-Chair</p> <p>a) In addition to the elected Directors, the following entities are entitled to each nominate one Advisor for appointment by the Board:</p>	<ul style="list-style-type: none"> The external reviewer indicated it was not appropriate to characterize the Advisors and the executive director as ex-officio members of the Board. Section 3.2 (a) has been redrafted to ensure the Board's

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<p>the Government of Alberta's, vision, goals, and strategies, as they relate to the Society's objects, programs and activities (the "Advisors").</p> <p>b) The Advisors shall be ex-officio members of the Board, and shall not have the right to vote at any meeting of the Board.</p> <p>c) The executive director of the Society shall be an ex-officio member of the Board, and shall not have the right to vote at any meeting of the Board.</p> <p>d) The preceding Chair, at the sole discretion of the Board, may be Elected by the Board to serve an additional term, such term not to exceed two (2) years, as Past-Chair, in order to assist the Chair as required, and shall be an ex-officio member of the Board, and shall not have the right to vote at any meeting of the Board.</p> <p>(i) If the Past-Chair of the Society is a current Director, then such Past-Chair shall have the right to vote at any meeting of the Board as a Director in accordance with Section 3.13 of these Bylaws.</p>	<p>(i) Edmonton City Council</p> <p>(ii) City of Edmonton</p> <p>(iii) Edmonton Police Commission</p> <p>(iv) Edmonton Police Service</p> <p>b) The Board may appoint, in accordance with any requirements or procedures established by the Board, additional Advisors based on the needs and priorities of the Board and the Society.</p> <p>c) The Advisors shall be ex-officio members of the Board, and shall attend meetings of the Board to provide advice and counsel but shall not have the right to vote at any meeting of the Board.</p> <p>d) The executive director of the Society shall attend meetings of the Board to provide advice and counsel to the Board be an ex-officio member of the Board, and but shall not have the right to vote at any meeting of the Board.</p> <p>e) If the preceding Chair has reached the maximum term of office as defined in Section 3.3, the preceding Chair, at the sole discretion of the Board, may be Elected appointed by the Board to serve as additional term, such term not to exceed two (2) years, as Past-Chair, in order to assist the Chair as required, and shall be a non-voting Advisor to the Board for a term not to exceed two (2) years. an ex-officio member of the Board, and shall not have the right to vote at any meeting of the Board.</p> <p>(i) If the preceding Chair has not exceeded the maximum term of office and remains</p>	<p>current advisory roles are retained, while allowing the Board the discretion to appoint additional Advisors based on the Society's needs.</p> <ul style="list-style-type: none"> Section 3.2 (d) has been redrafted to clarify that the Board may appoint an outgoing Chair exceeding the maximum term of office for a Director as Past-Chair in an Advisor role. If the outgoing Chair has not exceeded the maximum term office, they may still be deemed the Past-Chair, but with all the powers of a Director, including the right to vote. Overall, the changes made in this section, and elsewhere in the Bylaws, are intended to clarify that the Board is comprised only of elected Directors. The current Bylaws leave the impression that there may be elected and non-elected Board members, or voting and non-voting Board members.

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	<p>a current Director, then such the preceding Chair will be appointed as Past-Chair and shall have the right to vote at any meeting of the Board as a Director in accordance with Section 3.13 of these Bylaws.</p>	
<p>3.3 Election and Term of Office</p> <p>a) Directors of the Society shall be Elected to the Board by the Voting Members at an Annual General Meeting pursuant to Section 7.1(a), and shall serve as Directors for a term not to exceed three (3) years from the date of their being Elected to the Board, unless they are removed pursuant to these Bylaws, or they have resigned as Director.</p> <p>b) A Director of the Society shall serve a maximum of two (2) consecutive terms.</p>	<p>3.3 Election and Term of Office</p> <p>a) Directors of the Society shall be Elected to the Board by the Voting Members at an Annual General Meeting pursuant to Section 7.1(a), and shall serve as Directors for a term not to exceed three (3) years from the date of their being Elected to the Board, unless they are removed pursuant to these Bylaws, or they have resigned as Director.</p> <p>b) A Director of the Society shall serve a maximum of two (2) consecutive terms.</p>	
<p>3.4 Removal of Directors.</p> <p>The office of a Director shall be automatically vacated:</p> <p>a) if a Director gives written notice to the Society of their intention to resign as a Director of the Society;</p> <p>b) if, during the term of a Director's office, a Director has been convicted of an indictable offence under the Criminal Code of Canada;</p> <p>c) if, at a properly constituted Annual General Meeting, or a special meeting of the Society, a resolution, removing a Director from office, is passed by at least seventy-five (75%) percent of Voting Members present;</p> <p>d) on the death of a Director; or</p>	<p>3.4 Removal of Directors.</p> <p>The office of a Director shall be automatically vacated:</p> <p>a) if a Director gives written notice to the Society of their intention to resign as a Director of the Society;</p> <p>b) if, during the term of a Director's office, a Director has been convicted of an indictable offence under the Criminal Code of Canada;</p> <p>c) if, at a properly constituted Annual General Meeting, or a special meeting of the Society, a resolution, removing a Director from office, is passed by at least seventy-five (75%) percent of Voting Members present;</p> <p>d) on the death of a Director; or</p>	<ul style="list-style-type: none"> • The word “automatically” is proposed to be removed as the remaining sections all entail action being taken. • The external reviewer recommended the removal of 3.4 (b) on the basis that it is arbitrary to only focus on conviction and only during the Director’s term. Section 3.4 (c) provides a clear procedure for the removal of a Board member under a wide range of circumstances.

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<p>e) if a Director is absent from three (3) consecutive meetings of the Board ("Absent Director"), and if the Absent Director provides a reason for their absence from such meetings of the Board, the Board, in its sole discretion, shall determine if the Director's reason for their absence from three (3) consecutive meetings of the Board are adequate, and if such reason provided by the Absent Director is determined by the Board to be adequate, then such absence by the Director shall be authorized by a resolution of the Board.</p>	<p>e) if a Director is absent from three (3) consecutive meetings of the Board ("Absent Director"), and if the Absent Director provides a reason for their absence from such meetings of the Board, the Board, in its sole discretion, shall determine if the Director's reason for their absence from three (3) consecutive meetings of the Board are adequate, and if such reason provided by the Absent Director is determined by the Board to be adequate, then such absence by the Director shall be authorized by a resolution of the Board.</p>	<ul style="list-style-type: none"> • The removal of section 3.4 (e) is proposed as Board attendance is better addressed through Board policy. • The external reviewer also recommended the removal of 3.4 (d) as self-evident.
<p>3.5 Board Vacancies</p> <p>a) Notwithstanding anything in these Bylaws, for the purpose of filling a vacancy occurring on the Board arising from the resignation or removal of a Director pursuant to these Bylaws, the Directors may, by majority vote, from time to time, appoint any Voting Member as Director and such person shall hold office as Director for a term not to exceed the date of the next occurring Annual General Meeting of the Society, and such appointment shall not be considered part of the appointed Director's term for the purposes of Section 3.3 of these Bylaws.</p> <p>b) Any person appointed as a Director for the purpose of filling a vacancy occurring on the Board pursuant to Section 3.5(a) shall apply to the nominating committee of the Society for their election as a Director to the Board at the next occurring Annual General Meeting of the Society.</p>	<p>3.5 Board Vacancies</p> <p>a) Notwithstanding anything in these Bylaws, for the purpose of filling a vacancy occurring on the Board arising from the resignation or removal of a Director pursuant to these Bylaws, the Directors may, by majority vote, from time to time, appoint any Voting Member as Director and such person shall hold office as Director for a term not to exceed the date of the next occurring Annual General Meeting of the Society, and such appointment shall not be considered part of the appointed Director's term for the purposes of Section 3.3 of these Bylaws.</p> <p>b) Any person appointed as a Director for the purpose of filling a vacancy occurring on the Board pursuant to Section 3.5(a) shall apply to the nominating committee of the Society for their election as a Director to the Board at the next occurring Annual General Meeting of the Society.</p>	<ul style="list-style-type: none"> • Removal of an unnecessary phrase.

CURRENT TEXT	PROPOSED AMENDMENT(S)	RATIONALE
<p>3.6 Remuneration and Expenses</p> <p>a) The Directors shall serve without remuneration and shall not directly or indirectly receive any profit or proceeds from the Society as a Director, however, a Director may be reimbursed for reasonable expenses incurred by the Director in the performance of their duties for the Society. Any Director who is engaged in, or is a member of, a firm engaged in any business or profession, shall not be retained by the Society to provide services to the Society without the approval by resolution of two-thirds (2/3) of the Directors present at a properly constituted Board meeting, and such Director(s) who are in a conflict of interest shall not vote on such resolution, and the said resolution of the Board shall specify the terms and conditions of the engagement.</p> <p>b) Employees of the Society shall not be Elected or appointed as Directors or officers of the Society, and nothing contained in this Section 3.6 shall be construed to provide that an employee of the Society can be Elected or appointed as a Director or officer of the Society.</p>	<p>3.6 Remuneration and Expenses</p> <p>a) The Directors shall serve without remuneration and shall not directly or indirectly receive any profit or proceeds from the Society as a Director, however, a Director may be reimbursed for reasonable expenses incurred by the Director in the performance of their duties for the Society. Any Director who is engaged in, or is a member of, a firm engaged in any business or profession, shall not be retained by the Society to provide services to the Society without the approval by resolution of two-thirds (2/3) of the Directors present at a properly constituted Board meeting, and such Director(s) who are in a conflict of interest shall not vote on such resolution, and the said resolution of the Board shall specify the terms and conditions of the engagement.</p> <p>b) Employees of the Society shall not be Elected or appointed as Directors or officers of the Society, and nothing contained in this Section 3.6 shall be construed to provide that an employee of the Society can be Elected or appointed as a Director or officer of the Society.</p>	<ul style="list-style-type: none"> • The external reviewer recommended the removal of this section as it is better addressed through policy than Bylaws. • Appropriate rules regarding Board remuneration and expenses are being developed for inclusion in the Board Policy Manual.
<p>3.7 No Liability</p> <p>No Director or officer of the Society is liable for the acts, receipts, neglects or defaults, or for any loss or expense happening to the society through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Society, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Society shall be invested or contributed, or for</p>	<p>3.7 No Liability</p> <p>No Director or officer of the Society is liable for the acts, receipts, neglects or defaults, or for any loss or expense happening to the society through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Society, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Society shall be invested or</p>	<ul style="list-style-type: none"> • The external reviewer indicated that this section has little legal effect as the Society cannot limit the liability of Directors and Officers to others. The Bylaws also contain an indemnity clause that limits the liability of Directors and Officers to the Society itself.

CURRENT TEXT	PROPOSED AMENDMENT(S)	RATIONALE
<p>any loss or damage arising from the bankruptcy or insolvency or tortious act of any person with whom any monies securities, or effects of the Society shall be deposited, or for any loss occasioned by an error of judgement or oversight on a Director's or officer's part, or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the Director's or officer's office or undertaking or in relation thereto, unless the same happened through the Director's or officer's own dishonesty or wilful neglect.</p>	<p>contributed, or for any loss or damage arising from the bankruptcy or insolvency or tortious act of any person with whom any monies securities, or effects of the Society shall be deposited, or for any loss occasioned by an error of judgement or oversight on a Director's or officer's part, or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the Director's or officer's office or undertaking or in relation thereto, unless the same happened through the Director's or officer's own dishonesty or wilful neglect.</p>	<ul style="list-style-type: none"> The section is also difficult to understand and is not written in plain English. While efforts were made to identify a more accessible version of a similar liability section, a number of the bylaws reviewed did not include a section of this kind. As a result, it is recommended the section be removed.
<p>3.8 Indemnity by the Society</p> <p>Subject to such limitations as may be imposed by law, every Director and officer of the Society, and their heirs, executors, administrators, and other legal personal representatives, shall be indemnified by the Society against, and the Board shall pay out of funds of the Society, any liabilities and all costs, charges and expenses that such Director or officer shall sustain or incur in respect of any action, suit or proceedings that is proposed or commenced against the Director or officer by reason of any act or thing done or permitted by the Director or officer by reason of the execution of the Director's or officer's office or undertaking, if:</p> <p>a) the Director or officer, as the case may be, acted honestly and in good faith with a view to the best interests of the Society;</p> <p>b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the Director or officer, as the case may be, had reasonable grounds for believing that their conduct was lawful; and</p>	<p>3.8 Indemnity by the Society</p> <p>The Society indemnifies each Director and Officer against any liability incurred as a result of any action or decision taken in good faith as a Director or officer of the Society, and waives any claim it may have against such Director or Officer for any such action or decision.</p>	<ul style="list-style-type: none"> The external reviewer considered the existing indemnity section to be cumbersome. The reviewer proposed a simpler and straight forward indemnity clause.

CURRENT TEXT	PROPOSED AMENDMENT(S)	RATIONALE
<p>c) the Director or officer, as the case may be, acted without dishonesty and without wilful neglect.</p>		
<p>3.9 Conflict of Interest</p> <p>a) The Board may establish, by resolution, policies designed to address real or perceived conflicts of interest between any one or more of the Society, Board of Directors, officers, employees and any member of any category of membership of the Society.</p> <p>b) The fact that a matter of business being considered by the Board involves one or more Directors personally, shall preclude such Director(s) from voting on the matter; provided however, that such Director(s) may (having declared an interest in advance) participate in discussion of the matter.</p>	<p>3.9 Conflict of Interest</p> <p>a) The Board may establish, by resolution, policies designed to address real or perceived conflicts of interest between any one or more of the Society, Board of Directors, officers, employees and any member of any category of membership of the Society.</p> <p>b) The fact that a matter of business being considered by the Board involves one or more Directors personally, shall preclude such Director(s) from voting on the matter; provided however, that such Director(s) may (having declared an interest in advance) participate in discussion of the matter.</p>	<ul style="list-style-type: none"> The external reviewer recommended the removal of this section on the basis that conflict-of-interest provisions are better addressed in policy than the Bylaws. As currently written, the section largely only requires the Board to have such policies and so has little practical benefit. The Board is developing appropriate policies regarding conflicts-of-interest.
<p>3.10 Board Meetings</p> <p>a) Meetings of the Board of Directors shall be held as often as may be required but no less than four (4) times per year, and such meetings shall be called by the Chair, or the Vice-Chair (upon the Vice-Chair receiving instructions of the Chair).</p> <p>b) Subject to Section 3.10(c), Meetings of the Board shall be called by providing ten (10) days' notice in writing mailed to each Director, or by three (3) days' notice by telephone, facsimile or email correspondence.</p> <p>c) Meetings of the Board may be held without notice if a quorum of the Board is present. However, any business transactions of the</p>	<p>3.10 Board Meetings</p> <p>a) Meetings of the Board of Directors shall be held as often as may be required but no less than four (4) times per year, and such meetings shall be called by the Chair, or the Vice-Chair (upon the Vice-Chair receiving instructions of the Chair).</p> <p>b) Subject to Section 3.10(c), Meetings of the Board shall be called by providing ten (10) days' notice in writing mailed to each Director, or by three (3) days' notice by telephone, facsimile or email correspondence.</p> <p>c) Meetings of the Board may be held without notice if a quorum of the Board is present.</p>	<ul style="list-style-type: none"> The external reviewer recommended the removal of 3.10 (c) on the basis that it could be used to exclude a Director(s) from discussions where they are known to disagree. Given that decisions reached under 3.10 (c) require ratification by the full Board at regular meeting, there is minimal impact in removing this section.

CURRENT TEXT	PROPOSED AMENDMENT(S)	RATIONALE
<p>Society conducted at such meetings require ratification by the Board at the next duly called meeting of the Board, otherwise such business transactions may be deemed to be null and void.</p> <p>d) A meeting of the Board may be held by conference call, or a Director may participate in a meeting of the Board by means of a conference call or other communications facilities, including an electronic conference facility, approved by the Board, which permits all persons participating in the meeting to communicate with each other clearly, and a Director participating in such a meeting by such means is deemed to be present at the meeting, and shall not be absent from such meeting.</p>	<p>However, any business transactions of the Society conducted at such meetings require ratification by the Board at the next duly called meeting of the Board, otherwise such business transactions may be deemed to be null and void.</p> <p>d) A meeting of the Board may be held by conference call, or a Director may participate in a meeting of the Board by means of a conference call or other communications facilities, including an electronic conference facility, approved by the Board, which permits all persons participating in the meeting to communicate with each other clearly, and a Director participating in such a meeting by such means is deemed to be present</p>	
<p>3.12 Quorum</p> <p>Fifty (50%) percent of the Board of Directors holding office and who are entitled to vote, shall constitute a quorum for the transaction of business of the Society at any meeting of the Board.</p>	<p>3.12 Quorum</p> <p>Fifty (50%) percent of the Directors Board of Directors holding office and who are entitled to vote, shall constitute a quorum for the transaction of business of the Society at any meeting of the Board.</p>	<ul style="list-style-type: none"> A minor wording change is proposed to minimize the impression that there are members of the Board of Directors who are entitled to vote and those who are not. All Board members, excepting the Chair, are authorized to vote.
<p>3.13 Voting Rights</p> <p>a) Questions on any issue arising at any meeting of the Board shall be decided by a majority of votes cast at such meeting.</p> <p>b) Each Director in attendance at a meeting of the Board shall have one (1) vote.</p>	<p>3.13 Voting Rights</p> <p>a) Questions on any issue arising at any meeting of the Board shall be decided by a majority of votes cast at such meeting.</p> <p>b) Each Director, with the exception of the Chair, in attendance at a meeting of the Board shall have one (1) vote.</p>	

CURRENT TEXT	PROPOSED AMENDMENT(S)	RATIONALE
<p>c) The Chair is entitled to cast their vote as a regular voting Director and does not have a second vote, or casting vote, in the case of a tie-vote. In the case of a tie-vote, the motion shall be defeated.</p> <p>d) Directors are not permitted to vote by proxy at meetings of the Board, and the Board shall not accept votes by proxy at meetings of the Board.</p>	<p>c) The Chair is not entitled to cast their a vote as a regular voting Director and shall only vote does not have a second vote, or casting vote, in the case of a tie vote. In the case of a tie-vote, the motion shall be defeated.</p> <p>d) Directors are not permitted to vote by proxy at meetings of the Board, and the Board shall not accept votes by proxy at meetings of the Board.</p>	<ul style="list-style-type: none"> • A revision is proposed to 3.13 (b) to redefine the Chair as non-voting except in the case of a tie. Doing so promotes objectivity on the part of the Chair and is a preferred means of resolving tie votes than the automatic defeat of the motion.
<p>3.14 Rules of Procedure</p> <p>The Board may establish by resolution, the rules of procedure to be followed at the meetings of the Board.</p>	<p>3.14 Rules of Procedure</p> <p>The Board may establish by resolution, the rules of procedure to be followed at the meetings of the Board.</p>	<ul style="list-style-type: none"> • Removal of this section is proposed as it is self-evident that the Board may establish its own rules of procedure. The external reviewer also recommended removal.
<p>3.15 Resolutions in Writing</p> <p>A resolution in writing personally signed by all of the Directors of the Society, or confirmed by email correspondence, facsimile, or other similar method of communication from all of the Directors of the Society, in accordance with the policies of the Society, shall be valid and effectual as if such resolution had been passed at a meeting of the Board duly called and constituted.</p>	<p>3.15 Resolutions in Writing</p> <p>A resolution in writing personally signed by all of the Directors of the Society, or confirmed by email correspondence, facsimile, or other similar method of communication from all of the Directors of the Society, in accordance with the policies of the Society, shall be valid and effectual as if such resolution had been passed at a meeting of the Board duly called and constituted.</p>	<ul style="list-style-type: none"> • Removal of this section is proposed as it is better addressed through a Board policy on electronic or other means of voting.
<p>Section 4 – Officers</p>		
<p>4.1 Officer Eligibility</p> <p>No person, other than a Director, shall be eligible to be Elected by the Board to any office of the Society.</p>	<p>4.1 Officer Eligibility</p> <p>No person, other than a Director, shall be eligible to be Elected by the Board to any office of the Society.</p>	

CURRENT TEXT	PROPOSED AMENDMENT(S)	RATIONALE
<p>4.2 Election and Terms of Office</p> <p>a) The Board of Directors shall meet and organize a meeting of the Board as soon as practicable following the Society’s Annual General Meeting in order to Elect the officers of the Society.</p> <p>b) Officers of the Society shall be Elected by the Board for a term of office of not more than one (1) year, and shall not serve more than two (2) consecutive terms in the same office, and the responsibilities of such officer shall be set out in a resolution of the Board.</p>	<p>4.2 Election and Terms of Office</p> <p>a) The Board of Directors shall meet and organize a meeting of the Board as soon as practicable following the Society’s Annual General Meeting in order to Elect the officers of the Society.</p> <p>b) Officers of the Society shall be Elected by the Board for a term of office of not more than one (1) year, and shall not serve more than two (2) consecutive terms in the same office, and the responsibilities of such officer shall be set out in a resolution of the Board.</p>	<ul style="list-style-type: none"> • The removal of section 4.2 (b) is proposed to provide the Board with flexibility to extend an officer’s term to ensure an appropriate successor is in place. • The external reviewer also recommended removal of this section on the basis that it is more appropriately handled in Board policies.
<p>4.3 Officers</p> <p>The officers of the Society shall be:</p> <p>a) Chair;</p> <p>b) Vice-Chair;</p> <p>c) Secretary; and</p> <p>d) Treasurer; and</p> <p>e) such other officers as the Board may from time to time deem necessary.</p> <p>The duties of the officers shall be such as their titles by general usage would indicate, and as may be required by law, and as specified or assigned from time to time by the Board of Directors.</p>	<p>4.3 Officers</p> <p>The officers of the Society shall be:</p> <p>a) Chair;</p> <p>b) Vice-Chair;</p> <p>c) Secretary; and</p> <p>d) Treasurer; and</p> <p>e) such other officers as the Board may from time to time deem necessary.</p> <p>The duties of the officers shall be such as their titles by general usage would indicate, and as may be required by law, and as specified or assigned from time to time by the Board of Directors.</p>	<ul style="list-style-type: none"> • Removal of an unnecessary word or phrase.
<p>4.4 Chair</p> <p>The Chair shall be an ex-officio member of all committees of the Society and of the Board. The Chair shall, when present, preside at all meetings of the Society and of the Board, and decide all matters</p>	<p>4.4 Chair</p> <p>The Chair shall be an ex-officio member of all committees of the Society and of the Board. The Chair shall, when present, preside at all meetings of the Society and of the Board, and decide all</p>	

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<p>relating to the rules of order of the meetings. In the absence of the Chair at any meeting of the Board or of the Society, the Vice-Chair shall preside at such meeting. In the event that both the Chair and the Vice-Chair are absent at any meeting of the Board or of the Society, a Director may be Elected at such meeting by the other Directors in attendance to preside thereat.</p>	<p>matters relating to the rules of order of the meetings. In the absence of the Chair at any meeting of the Board or of the Society, the Vice-Chair shall preside at such meeting. In the event that both the Chair and the Vice-Chair are absent at any meeting of the Board or of the Society, a Director may be Elected at such meeting by the other Directors in attendance to preside thereat.</p>	
<p>4.5 Vice-Chair</p> <p>In the event that the Chair is unable to discharge their duties as Chair, then the Vice-Chair shall assume such duties of the Chair pursuant to Section 4.4, or until a meeting is called by the Board for the purpose of the Election of a new Chair by the Board.</p>	<p>4.5 Vice-Chair</p> <p>In the event that the Chair is unable to discharge their duties as Chair, then the Vice-Chair shall assume such duties of the Chair pursuant to Section 4.4, or until a meeting is called by the Board for the purpose of the Election of a new Chair by the Board.</p>	
<p>4.6 Secretary</p> <p>The Secretary shall:</p> <ul style="list-style-type: none"> a) have custody of the seal of the Society, which seal whenever used shall be authenticated by the signature of the Secretary or the Chair, or by such other person or persons as may have been designated by the Board; b) prepare and submit an annual return for the Society to corporate registry of Alberta, and be responsible for the filing of all certificates, documents and returns or other instruments necessary to maintain the status of the Society; c) have charge of all correspondence of the Society and shall preserve minutes of all meetings of the Board and the Society, and in the absence of the Secretary, this duty shall be discharged by any such member of any 	<p>4.6 Secretary</p> <p>The Secretary shall:</p> <ul style="list-style-type: none"> a) have custody of the seal of the Society, which seal whenever used shall be authenticated by the signature of the Secretary or the Chair, or by such other person or persons as may have been designated by the Board; b) prepare and submit an annual return for the Society to corporate registry of Alberta, and be responsible for the filing of all certificates, documents and returns or other instruments necessary to maintain the status of the Society; c) have charge of all correspondence of the Society and shall preserve minutes of all meetings of the Board and the Society, and in the absence of the Secretary, this duty shall be discharged by any such member of any 	

CURRENT TEXT	PROPOSED AMENDMENT(S)	RATIONALE
<p>category of membership of the Society as may be Elected by the Board; and</p> <p>d) ensure that a record is kept of all Members of the Society and their addresses, and shall send all notices of all meetings of the Board and Society as required, and collect and receive the Membership Fees or assessments levied by the Society, and in the absence of the Secretary, such duties shall be temporarily discharged by any officer Elected by the Board.</p>	<p>category of membership of the Society as may be Elected by the Board; and</p> <p>d) ensure that a record is kept of all Members of the Society and their addresses, and shall send all notices of all meetings of the Board and Society as required, and collect and receive the Membership Fees or assessments levied by the Society, and in the absence of the Secretary, such duties shall be temporarily discharged by any officer Elected by the Board.</p>	
<p>4.7 Treasurer</p> <p>The Treasurer shall:</p> <p>a) supervise the receipt of all monies and Membership Fees paid to the Society, and shall be responsible for the deposit of same in whatever financial institution the Board may order, and be responsible for all financial records of the Society, including bank accounts, and shall properly account for the funds of the Society and keep such books as may be directed; and</p> <p>b) present a full, detailed account of receipts and disbursements to the Board whenever requested, and shall prepare, for submission to the Annual General Meeting of the Society, a statement, duly audited of the financial position of the Society reflecting the current fiscal year, and submit a copy of same to the Secretary for the records of the Society.</p>	<p>4.7 Treasurer</p> <p>The Treasurer shall:</p> <p>a) supervise the receipt of all monies and Membership Fees paid to the Society, and shall be responsible for the deposit of same in whatever financial institution the Board may order, and be responsible for all financial records of the Society, including bank accounts, and shall properly account for the funds of the Society and keep such books as may be directed; and</p> <p>b) present a full, detailed account of receipts and disbursements to the Board whenever requested, and shall prepare, for submission to the Annual General Meeting of the Society, a statement, duly audited of the financial position of the Society reflecting the current fiscal year, and submit a copy of same to the Secretary for the records of the Society.</p>	

CURRENT TEXT	PROPOSED AMENDMENT(S)	RATIONALE
<p>4.8 Removal of officers</p> <p>a) Any officer, upon a majority vote of all Board members, may be removed from office for any cause that the Board may deem reasonable.</p> <p>b) Any officer may resign from office by giving written notice to the Board of their intention to resign as an officer of the Society. Such resignation shall be effective immediately upon receipt of such resignation by the Board.</p>	<p>4.8 Removal of officers</p> <p>a) Any officer, upon a majority vote of all Board members, may be removed from office for any cause that the Board may deem reasonable.</p> <p>b) Any officer may resign from office by giving written notice to the Board of their intention to resign as an officer of the Society. Such resignation shall be effective immediately upon receipt of such resignation by the Board.</p>	
<p>4.9 Officer Vacancies</p> <p>Notwithstanding anything in these Bylaws, for the purpose of filling the vacancy of any office arising from the resignation or removal of any officer pursuant to these Bylaws, the Directors may, from time to time, Elect any Director as an officer, and any officer Elected to fill any such vacancy shall hold office for the unexpired term of the officer who ceased to be an officer and who caused such vacancy, and such Election to office shall not be considered part of the Elected officer's term for the purposes of Section 4.2(b) of these Bylaws.</p>	<p>4.9 Officer Vacancies</p> <p>Notwithstanding anything in these Bylaws, for the purpose of filling the vacancy of any office arising from the resignation or removal of any officer pursuant to these Bylaws, the Directors may, from time to time, Elect any Director as an officer, and any officer Elected to fill any such vacancy shall may be appointed to hold office for the unexpired term of the officer or any such term as decided by the Board. who ceased to be an officer and who caused such vacancy, and such Election to office shall not be considered part of the Elected officer's term for the purposes of Section 4.2(b) of these Bylaws.</p>	<ul style="list-style-type: none"> • Removal of the reference to section 4.2(b) is proposed to be consistent with changes to section 4.2 above (see p.16). • Additional revisions are included to clarify that the Board may appoint an officer to fill the time remaining in the term, or any such term if the replacement is willing to continue on in the role beyond the unexpired term.
<p>4.10 Committees</p> <p>The Board may from time to time, appoint such committee or committees, as it deems necessary or appropriate for such purposes and with such powers as it sees fit provided that any decision by a committee shall be subject to ratification of the Board. Committee members may be Directors,</p>	<p>4.10 Committees</p> <p>The Board may from time to time, appoint such committee or committees, as it deems necessary or appropriate for such purposes and with such powers as it sees fit provided that any decision by a committee shall be subject to ratification of the Board. Committee members may be</p>	<ul style="list-style-type: none"> • Removal of an unnecessary phrase.

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officers, Voting Members or other individuals as determined by the Board.	Directors, officers, Voting Members or other individuals as determined by the Board.	
Section 5 – Execution of Instruments		
<p>5.1 Signing Authority</p> <p>The Board may, from time to time, designate by resolution the manner in which the person or persons by whom a particular instrument or class of instruments may or shall be executed, and all instruments so executed shall be binding upon the Society without further authorization or formality. In the event that such a resolution is not passed, any and all documents, deeds, transfers, assignments, contracts, obligations, certificates and other instruments, may be executed on behalf of the Society by any two officers, or any two Directors, or by one officer and one Director together.</p>	<p>5.1 Signing Authority</p> <p>The Board may, from time to time, designate by resolution the manner in which the person or persons by whom a particular instrument or class of instruments may or shall be executed, and all instruments so executed shall be binding upon the Society without further authorization or formality. In the event that such a resolution is not passed, any and all documents, deeds, transfers, assignments, contracts, obligations, certificates and other instruments, may be executed on behalf of the Society by any two officers, or any two Directors, or by one officer and one Director together.</p>	<ul style="list-style-type: none"> • Removal of an unnecessary phrase.
<p>5.2 Cheques, Drafts, and Notes</p> <p>All cheques, drafts or orders for the payment of money, and all notes, acceptances and bills of exchange, shall be executed in such manner and by such Directors of the Society, or other persons, or any combination of the foregoing, as the Board may, from time to time, designate by resolution.</p>	<p>5.2 Electronic Fund Transfers, Cheques, Drafts, and Notes</p> <p>All electronic fund transfers, cheques, drafts or orders for the payment of money, and all notes, acceptances and bills of exchange, shall be executed in such manner and by such Directors of the Society, or other persons, or any combination of the foregoing, as the Board may, from time to time, designate by resolution.</p>	<ul style="list-style-type: none"> • Added in response to Board feedback that e-transfers are becoming a more common method of payment and should be reflected in the Bylaws.
<p>5.3 Seal of the Society</p> <p>The Seal of the Society shall be kept at the offices of the Society, and will be used in accordance with the Board’s resolution for the execution of particular instruments and documents.</p>	<p>5.3 Seal of the Society</p> <p>The Seal of the Society shall be kept at the offices of the Society, and will be used in accordance with the Board’s resolution for the execution of particular instruments and documents.</p>	

CURRENT TEXT	PROPOSED AMENDMENT(S)	RATIONALE
Section 6 - Records, Fiscal Year, and Annual Report		
<p>6.1 Books and Records</p> <p>The books and records of the Society may be inspected by any Voting Member of the Society at an Annual General Meeting of the Society, or at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same. Each Director of the Board shall, at all times, have access to such books and records.</p>	<p>6.1 Books and Records</p> <p>The books and records of the Society may be inspected by any Voting Member of the Society at an Annual General Meeting of the Society, or at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same. Each Director of the Board shall, at all times, have access to such books and records.</p>	
<p>6.2 Fiscal Year</p> <p>The fiscal year end of the Society shall be determined by the Board from time to time.</p>	<p>6.2 Fiscal Year</p> <p>The fiscal year end of the Society shall be determined by the Board from time to time.</p>	<ul style="list-style-type: none"> • Removal of an unnecessary phrase.
<p>6.3 Annual Report</p> <p>Unless otherwise directed by the Board, the Society shall submit, on or about one hundred and eighty (180) days after the end of each fiscal year, to the Voting Members, an Annual Report of the Society, which shall include the audited financial statements and reports of the Society that the Board may require.</p>	<p>6.3 Annual Report</p> <p>Unless otherwise directed by the Board, the Society shall submit, on or about one hundred and eighty (180) days after the end of each fiscal year, to the Voting Members, an Annual Report of the Society, which shall include the audited financial statements and reports of the Society that the Board may require.</p>	
Section 7 – Membership Meetings		
<p>7.1 Annual General Meeting</p> <p>a) The Society shall hold an Annual General Meeting each year on such date, time and place as may be designated by the Board. In order to replace those previous Directors whose terms on the Board have expired, or to replace those Directors' offices that have been vacated pursuant to Section 3.4, there shall be an</p>	<p>7.1 Annual General Meeting</p> <p>a) The Society shall hold an Annual General Meeting each year on such date, time and place as may be designated by the Board. In order to replace those previous Directors whose terms on the Board have expired, or to replace those Directors' offices that have been vacated pursuant to Section 3.4, there</p>	

CURRENT TEXT	PROPOSED AMENDMENT(S)	RATIONALE
<p>election of Directors to the Board at such Annual General Meeting.</p> <p>b) The agenda for the Annual General Meeting shall include:</p> <ul style="list-style-type: none"> (i) adoption of the agenda; (ii) adoption of the minutes of the last Annual General Meeting, and any other general meetings or special meetings held since the last Annual General Meeting; (iii) consideration of the report of the Board of Directors; (iv) review of the financial statements setting out the Society's income, disbursements, assets and liabilities and the report of the financial review committee; (v) appointment of auditor; (vi) election of Directors to the Board (if any are required); and (vii) consideration of any further matters specified in the meeting notice. 	<p>shall be an election of Directors to the Board at such Annual General Meeting.</p> <p>b) The agenda for the Annual General Meeting shall include:</p> <ul style="list-style-type: none"> (i) adoption of the agenda; (ii) adoption of the minutes of the last Annual General Meeting, and any other general meetings or special meetings held since the last Annual General Meeting; (iii) consideration of the report of the Board of Directors; (iv) review of the financial statements setting out the Society's income, disbursements, assets and liabilities and the report of the financial review committee; (v) appointment of auditor; (vi) election of Directors to the Board (if any are required); and (vii) consideration of any further matters specified in the meeting notice. 	<ul style="list-style-type: none"> • The removal of section 7.1 (b) is proposed as it is not necessary for the agenda for Annual General Meetings to be included in the Bylaws. AGM agenda sections can be captured in Board policies or templates.

CURRENT TEXT	PROPOSED AMENDMENT(S)	RATIONALE
<p>7.2 General Meetings</p> <p>General meetings of the Society may be called at any time by the Secretary upon the instructions of the Chair, or the Board.</p>	<p>7.2 General Meetings</p> <p>General meetings of the Society may be called at any time by the Secretary upon the instructions of the Chair, or the Board.</p>	
<p>7.3 Special Meetings</p> <p>A special meeting of the Society may be called by the Chair, or the Secretary, upon receipt by the Chair or Secretary of a petition signed by not less than twenty-five (25%) percent of the Voting Members, or a petition signed by not less than fifty (50%) percent of the Directors, calling such special meeting. The business to be transacted at such special meeting shall be stated in the notice thereof, and no other business may be considered at such meetings.</p>	<p>7.3 Special Meetings</p> <p>A special meeting of the Society may be called by the Chair, or the Secretary, upon receipt by the Chair or Secretary of a petition signed by not less than twenty-five (25%) percent of the Voting Members, or a petition signed by not less than fifty (50%) percent of the Directors, calling such special meeting. The business to be transacted at such special meeting shall be stated in the notice thereof, and no other business may be considered at such meetings.</p>	
<p>7.4 Due Notice</p> <p>Due notice of all Annual General Meetings, general meetings, or special meetings, shall be given to all Voting Members in writing and delivered by regular mail, facsimile or email correspondence at the last known address, fax number, or email address (as the case may be) of each Voting Member of the Society, at least twenty one (21) days prior to such meeting, and such notice shall state the place, date, time and purpose of the meeting.</p>	<p>7.4 Due Notice</p> <p>Due notice of all Annual General Meetings, general meetings, or special meetings, shall be given to all Voting Members in writing and delivered by regular mail, facsimile or email correspondence at the last known address, fax number, or email address (as the case may be) of each Voting Member of the Society, at least twenty one (21) days prior to such meeting, and such notice shall state the place, date, time and purpose of the meeting.</p>	
<p>7.5 Quorum</p> <p>a) Fifteen (15%) percent of Voting Members that are present in person, or are present by their duly appointed proxy, shall constitute a quorum at any meeting of the Society.</p>	<p>7.5 Quorum</p> <p>a) Fifteen (15%) percent of Voting Members that are present in person, or are present by their duly appointed proxy, shall constitute a quorum at any meeting of the Society.</p>	<ul style="list-style-type: none"> • Removal of wording regarding proxy votes is proposed; see rationale for section 7.7.

CURRENT TEXT	PROPOSED AMENDMENT(S)	RATIONALE
<p>b) If quorum for a meeting of the Society is not established no later than one-half (1/2) hour after the start time designated for the meeting as set out in the notice for such meeting, then the Chair shall cancel the meeting.</p>	<p>b) If quorum for a meeting of the Society is not established no later than one-half (1/2) hour after the start time designated for the meeting as set out in the notice for such meeting, then the Chair shall cancel the meeting.</p>	
<p>7.6 Voting</p> <p>Each Voting Member shall have the right to vote at any meeting of the Society, and such votes by Voting Members may be made in person, or by proxy in accordance with these Bylaws.</p>	<p>7.6 Voting</p> <p>Each Voting Member shall have the right to vote at any meeting of the Society, and such votes by Voting Members may must be made in person, or by proxy in accordance with these Bylaws.</p>	<ul style="list-style-type: none"> • Removal of wording regarding proxy votes is proposed; see rationale for section 7.7.
<p>7.7 Proxy</p> <p>a) A Voting Member may appoint another Voting Member as proxy to vote on behalf of the Voting Member, or to record the Voting Member's vote where a copy of a resolution is included in a meeting notice. The instrument appointing a proxy, or recording a vote, shall be in writing in any effectual form under the hand of the Voting Member, or the Voting Member's attorney, duly authorized in writing, and such appointment need not be attested.</p> <p>b) Only Voting Members of the Society shall be appointed as a proxy by Voting Members.</p> <p>c) A vote by proxy is valid only at the meeting or for the resolution in respect of which it is given, or any adjournment of that meeting or resolution.</p>	<p>7.7 Proxy</p> <p>a) A Voting Member may appoint another Voting Member as proxy to vote on behalf of the Voting Member, or to record the Voting Member's vote where a copy of a resolution is included in a meeting notice. The instrument appointing a proxy, or recording a vote, shall be in writing in any effectual form under the hand of the Voting Member, or the Voting Member's attorney, duly authorized in writing, and such appointment need not be attested.</p> <p>b) Only Voting Members of the Society shall be appointed as a proxy by Voting Members.</p> <p>c) A vote by proxy is valid only at the meeting or for the resolution in respect of which it is given, or any adjournment of that meeting or resolution.</p>	<ul style="list-style-type: none"> • The removal of proxy votes at membership meetings is proposed. The use of proxy votes would be administratively complex, does not reflect current practice and has not been requested in recent years. • It is difficult to understand why proxy voting would be specifically disallowed during Board meetings (see 3.13 (d)) but permitted during membership meetings.

CURRENT TEXT	PROPOSED AMENDMENT(S)	RATIONALE
Section 8 - Borrowing Powers		
<p>8.1 Borrowing Powers</p> <p>For the purpose of carrying out its objects, the Society may borrow or raise or secure the payment of money in such manner as it thinks fit. In no case shall debentures be issued without the sanction of a special resolution, as defined in the Act, or the Society's Bylaws.</p>	<p>8.1 Borrowing Powers</p> <p>For the purpose of carrying out its objects, the Society may borrow or raise or secure the payment of money in such manner as it thinks fit. In no case shall debentures be issued without the sanction of a special resolution, as defined in the Act, or the Society's Bylaws.</p>	
Section 9 - Distribution of Property Upon Winding-Up or Dissolution of the Society		
<p>9.1 Dissolution</p> <p>The Society may be dissolved by a majority vote at a Special Meeting of the Society called for that purpose.</p>	<p>9.1 Dissolution</p> <p>The Society may be dissolved by majority vote a Special Resolution passed at a Special Meeting of the Society called for that purpose.</p>	<ul style="list-style-type: none"> It is recommended that the threshold for dissolution of the Society be higher than a simple majority vote, such as a Special Resolution (75%), the current threshold for a Bylaw amendment (see section 10.1).
<p>9.2 Distribution of Property</p> <p>Upon dissolution, all the property and assets of the Society shall be paid and distributed as follows:</p> <p>a) <u>Return to grant sponsors</u>: All property in the hands of the Society, upon winding-up or dissolution of the Society, that has been placed in its hands by a grant sponsor, and has not been disbursed pursuant to the terms of the granting agreement between the Society and the grant sponsor, shall be returned to the grant sponsor, or otherwise dealt with in accordance with such agreements between the Society and the grant sponsor.</p> <p>b) <u>Casino funds</u>: Any funds remaining in the hands of the Society, upon winding-up or dissolution of the Society, that originated from casino revenue</p>	<p>9.2 Distribution of Property</p> <p>Upon dissolution, all the property and assets of the Society shall be paid and distributed as follows:</p> <p>a) <u>Return to grant sponsors</u>: All property in the hands of the Society, upon winding-up or dissolution of the Society, that has been placed in its hands by a grant sponsor, and has not been disbursed pursuant to the terms of the granting agreement between the Society and the grant sponsor, shall be returned to the grant sponsor, or otherwise dealt with in accordance with such agreements between the Society and the grant sponsor.</p>	

CURRENT TEXT	PROPOSED AMENDMENT(S)	RATIONALE
<p>and remain after the payment of all debts, liabilities and other obligations of the Society for which such funds can be used pursuant to the terms of the applicable casino license, shall be delivered to a registered charitable organization determined by the Board and which is acceptable pursuant to the terms of the applicable casino license.</p> <p>c) <u>Remaining funds or assets</u>: Any remaining funds or assets in the hands of the Society, upon winding up or dissolution of the Society, after the payment of all debts, liabilities and other obligations of the Society of any kind, shall be delivered to a registered charitable organization located in the City of Edmonton, as determined by the Board.</p>	<p>b) <u>Casino funds</u>: Any funds remaining in the hands of the Society, upon winding-up or dissolution of the Society, that originated from casino revenue and remain after the payment of all debts, liabilities and other obligations of the Society for which such funds can be used pursuant to the terms of the applicable casino license, shall be delivered to a registered charitable organization determined by the Board and which is acceptable pursuant to the terms of the applicable casino license.</p> <p>c) <u>Remaining funds or assets</u>: Any remaining funds or assets in the hands of the Society, upon winding up or dissolution of the Society, after the payment of all debts, liabilities and other obligations of the Society of any kind, shall be delivered to a registered charitable organization located in the City of Edmonton, as determined by the Board.</p>	
Section 10 – Amendments		
<p>10.1 Amendments</p> <p>The Bylaws of the Society may be rescinded, altered or amended by Special Resolution of the Society.</p>	<p>10.1 Amendments</p> <p>The Bylaws of the Society may be rescinded, altered or amended by Special Resolution of the Society.</p>	
<p>10.2 Amendment Effect</p> <p>Such changes to the Bylaws are not effective until such time as the changes have been accepted and registered by the corporate registry of Alberta.</p>	<p>10.2 Amendment Effect</p> <p>Such changes to the Bylaws are not effective until such time as the changes have been accepted and registered by the corporate registry of Alberta.</p>	

CURRENT TEXT	PROPOSED AMENDMENT(S)	RATIONALE
Section 11 – Audit		
<p>11.1 Annual Audit</p> <p>The books, accounts, and records of the Society, shall be audited each year by a duly qualified accountant, or by two Voting Members of the Society elected for that purpose by the Voting Members at the Annual General Meeting. A complete and proper statement of the standing of accounts for the previous year shall be submitted by such Auditor(s) to the Voting Members at the Annual General Meeting of the Society.</p>	<p>11.1 Annual Audit</p> <p>The books, accounts, and records of the Society, shall be audited each year by a duly qualified accountant, or by two Voting Members of the Society elected for that purpose by the Voting Members at the Annual General Meeting. A complete and proper statement of the standing of accounts for the previous year shall be submitted by such Auditor(s) to the Voting Members at the Annual General Meeting of the Society.</p>	<ul style="list-style-type: none"> Deleted in response to Board member feedback that an audit by two Voting Members, while acceptable for a small, volunteer-driven organization, is not appropriate for an organization of REACH's size.