

SPECIAL RESOLUTION FOR 2009 AGM

As provided by Article 17 of the Bylaws dated November 1, 1990, the Crowsnest Pass Cross Country Ski Association resolves as a Special Resolution that the objects of the Society be amended to read as follows (object "a" was adopted September 1, 1992, objects "b" through "g" are to be added):

The objects of the Society are:

- a. To provide a system of Southwestern Alberta cross country ski trails for use by the community residents and the general public.
- b. To provide programs that meet the physical needs of the cross country ski community.
- c. To provide a safe and secure venue for cross country skiing.
- d. To support cross country skiing through educational programs related to the development, maintenance and use of cross country ski trails.
- e. To promote and support outdoor recreation.
- e. To lease, purchase or acquire facilities and equipment to develop and maintain cross country ski trails.
- f. To raise funds in any way to achieve the objects of the Society. This includes but is not limited to gifts, donations, grants, legacies, bequests and inheritances.
- g. To borrow funds and lease, mortgage, invest, sell and dispose of property and assets of the Society and to establish lines of credit to achieve the objects of the Society.

**SPECIAL RESOLUTION
FOR 2009 AGM**

As provided by Article 17 of the Bylaws dated November 1, 1990, the Crowsnest Pass Cross Country Ski Association resolves as a Special Resolution that the Bylaws of the Society be amended to read as follows:

**CROWNEST PASS
CROSS COUNTRY SKI
ASSOCIATION**

BYLAWS

Article 1 – Preamble

1.1 The Society

The name of the society is the Crowsnest Pass Cross Country Ski Association, which may also be known or referred to as CNP Cross Country, or the Society.

1.2 The Bylaws

The following articles set forth Bylaws of the Crowsnest Pass Cross Country Ski Association.

Article 2 – Defining and Interpreting the Bylaws

2.1 Definitions

In these Bylaws, the following words have these meanings.

2.1.1 Act means the *Societies Act* R.S.A. 2000, Chapter S-14 as amended, or any statute substituted for it.

2.1.2 Annual General Meeting means the annual general meeting described in Article 5.1.

2.1.3 Board means the Board of Directors of this Society.

2.1.4 Bylaws means the Bylaws of this Society as amended.

2.1.5 Director means any person elected or appointed to the Board. This includes the President and the immediate Past President.

2.1.6 General Meeting means the Annual General Meeting and a Special General Meeting.

2.1.7 Member means a Member of the Society.

2.1.8 Officer means any Officer listed in Article 6.2.

2.1.9 Registered Office means the registered office for the Society.

2.1.10 Register of Members means the register maintained by the Board of Directors containing the names of the Members of the Society.

2.1.11 Society means the Crowsnest Pass Cross Country Ski Association.

2.1.12 Special Meeting means the special general meeting described in Article 5.2.

2.1.13 Special Resolution means:

a. a resolution passed at a General Meeting of the membership of this Society. There must be twenty-one (21) days' notice for this meeting. The notice must state that proposed resolution. There must be approval by a vote of 75% of the voting Members who vote in person at this meeting;

b. a resolution proposed and passed as a Special Resolution 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 in person at a General Meeting.

2.1.14 Voting Member means a Member entitled to vote at the meetings of the Society.

2.2 Interpretation

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

2.2.1 Singular and Plural: words indicating the singular number also include the plural, and vice-versa.

2.2.2 Corporation: words indicating persons also include corporations.

2.2.3 Headings are for convenience only. They do not affect the interpretation of these Bylaws.

2.2.4 Liberal Interpretation: these Bylaws must be interpreted broadly and generously.

Article 3 – Objects of the Society

3.1 The objects of the society are detailed in the Article of Incorporation.

Article 4 – Membership

4.1 Classification of Members

There are three categories of Members:

- a. Full Members
- b. Associate Members
- c. Honourary Members

4.1.1 Full Members

To become a Full Member, an individual must pay the annual membership fees for Full Members.

4.1.2 Associate Members

To become an Associate Member, an individual must pay the annual membership fees for Associate Members.

4.1.3 Honourary Members

An individual may become an Honourary Member if the Voting Members at a general Meeting pass a resolution recognizing the contributions of the individual to the Society or its objects.

4.2 Admission of Members

Any individual may become a Member in the appropriate category by meeting the requirements in Article 4.1. The individual will be entered as a Member under the appropriate category in the Register of Members.

4.3 Membership Fees

4.3.1 Membership year

The membership year is May 1 to April 30.

4.3.2 Setting Membership Fees

The Board decides annual membership fees for each category of Members.

4.3.3 Payment Date for Fees

The annual membership fees must be paid on or before April 30 of every year.

4.4 Rights and Privileges of Members

4.4.1 Any Member in good standing is entitled to:

- a. receive notice of meetings of the Society;
- b. attend any meeting of the Society;
- c. speak at any meeting of the Society; and
- d. exercise other rights and privileges given to Members in these bylaws.

4.4.2 Voting Members

All Members in good standing can vote at meetings of the Society.

4.4.3 Number of Votes

A voting Member is entitled to one (1) vote at a meeting of the Society.

4.4.4 Member in Good Standing

A Member is in good standing when:

- a. the Member has paid membership fees or other required fees to the Society; and
- b. the Member is not suspended as a Member as provided for under Article 4.5.

4.5 Suspension of Membership

4.5.1 Decision to Suspend

The Board, at a Special Meeting called for that purpose, may suspend a Member's membership not more than three (3) months,

for one or more of the following reasons:

- a. if the Member has failed to abide by the Bylaws;
- b. if the Member has been disloyal to the Society;
- c. if the Member has disrupted meetings or functions of the Society; or
- d. if the actions or lack of actions of the Member are judged by the Board of Directors to be harmful to the Society.

4.5.2 Notice to the Member

4.5.2.1 The affected member will receive written notice of the Board's intention to deal with whether that Member should be suspended or not. The Member will receive at least two (2) weeks notice before the Special Meeting.

4.5.2.2 The notice will be sent by single registered mail to the last known address of the Member shown in the records of the Society. The notice may also be delivered by an Officer of the Board.

4.5.2.3 The notice will state the reasons why suspension is being considered.

4.5.3 Decision of the Board

4.5.3.1 The Member will have an opportunity to appear before the Board to address the matter. The Board may allow another person to accompany the Member.

4.5.3.2 The Board will determine how the matter will be dealt with, and may limit the time given the

Member to address the Board.

4.5.3.3 The Board may exclude the Member from its discussion of the matter, including the deciding vote.

4.5.3.4 The decision of the Board is final.

4.6 Termination of Membership

4.6.1 Resignation

4.6.1.1.1 Any Member may resign from the Society by sending or delivering a written notice to the Secretary or President of the Society.

4.6.1.1.2 Once the notice is received, the Member's name is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members.

4.6.2 Death

The membership of a Member is ended upon his death.

4.6.3 Deemed Withdrawal

4.6.3.1 If a member has not paid the annual membership fees within six (6) months following the date the fees are due, the Member is considered to have submitted his resignation.

4.6.3.2 In this case, the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members.

4.6.4 Expulsion

4.6.4.1 The Society may, by Special Resolution at a Special General meeting called for such a purpose, expel any Member for any cause which is deemed sufficient in the interests of the Society.

4.6.4.2 This decision is final.

4.6.4.3 On passage of the Special Resolution, the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members.

4.7 Transmission of Membership

No right or privilege of any Member is transferable to another person. All rights and privileges cease when the Member resigns, dies, or is expelled from the Society.

4.8 Continued Liability for Debts Due

Although a Member ceases to be a Member, by death, resignation or otherwise, he is liable for any debts owing to the Society at the date of ceasing to be a Member.

4.9 Limitation on the Liability of Members

No Member is, in his individual capacity, liable for any debt or liability of the Society.

Article 5 – Meetings of the Society

5.1 The Annual General Meeting

5.1.1 The Society holds its Annual General Meeting no later than November 1 of each calendar year, in the Municipality of Crowsnest Pass, Alberta. The Board sets the place, day and time of the meeting.

5.1.2 The Secretary mails, e-mails or delivers a notice to each Member at least twenty-one (21) days before the Annual General Meeting. This notice states the place, date and time of the Annual General Meeting, and any business requiring a Special Resolution.

5.1.3 Agenda for the Meeting

The Annual General Meeting deals with the following matters:

- a. adopting the agenda;
- b. adopting the minutes of the last Annual General Meeting;
- c. considering the President's report;
- d. reviewing the financial statements setting out the Society's income, disbursements, assets and liabilities and the auditor's report;
- e. appointing the auditors;
- f. electing the President;
- g. electing the Members of the Board;

h. considering matters specified in the meeting notice;

i. other specific motions that any member has given notice of before the meeting is called.

5.1.4 Quorum

Attendance by 10% of the Members at the Annual General Meeting is a quorum.

5.2 Special General Meeting of the Society

5.2.1 Calling of Special General Meeting

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 four (4) Directors. The request must state the reason for the Special General meeting and the motions(s) intended to be submitted at this Special General Meeting; or
- c. on the written request of at least one-third (1/3) of the Voting Members. The request must state the reason for the Special General Meeting and the motions(s) intended to be submitted at such Special General Meeting.

5.2.2 Notice

The Secretary mails, e-mails or delivers a notice to each member at least twenty-one (21) days before the Special General Meeting. This notice states the place, date, time and purpose of the Special General Meeting.

5.2.3 Agenda for Special General Meeting

Only the matter(s) set out in the notice for the Special General Meeting are considered at the Special General Meeting.

5.2.4 Procedure at the Special General Meeting

Any Special General Meeting has the same method of voting and the same quorum requirements as the Annual General Meeting. (refer to 5.3.5.1.)

5.3 Proceedings at the Annual or a Special General Meeting

5.3.1 Attendance by the Public.

General Meetings of the Society are open to the public. A majority of the Members present may ask any persons who are not Members to leave.

5.3.2 Failure to Reach Quorum

The President cancels the General Meeting if a quorum is not present within one-half (1/2) hour after the set time. If cancelled, the meeting is rescheduled for one (1) week later at the same time and place. If a quorum is not present within one-half (1/2) hour after the set time of the second meeting, the meeting will proceed with the Members in attendance.

5.3.3 Presiding Officer

5.3.3.1 The President chairs every General Meeting of the Society.

5.3.3.2 If the President is not present within one-half (1/2) hour after the set time for the General meeting, the Members present choose one (1) of the Members to chair.

5.3.4 Adjournment

5.3.4.1 The President may adjourn any General Meeting with the consent of the Members at the meeting. The adjourned General Meeting conducts only the unfinished business from the initial Meeting.

5.3.4.2 No notice of the adjourned meeting is necessary if the General Meeting is adjourned for less than thirty (30) days.

5.3.4.3 The Society must give notice when a General meeting is adjourned for thirty (30) days or more. Notice must be the same as for any General meeting.

5.3.5 Voting

5.3.5.1 Each Voting Member has one (1) vote. A show of hands decides every vote at every General Meeting. A ballot is used if at least five (5) voting Members request it.

5.3.5.2 The President does not have a second or casting vote in the case of a tie vote. If there is a tie vote, the motion is defeated.

5.3.5.3 A Voting Member may not vote by proxy.

5.3.5.4 A majority of the votes of the Voting Members present decides each issue and resolution, unless the

issue needs to be decided by a Special Resolution.

5.3.5.5 The President declares a resolution carried or lost. This statement is final, and does not have to include the number of votes for and against the resolution.

5.3.5.6 Five Voting Members may request a ballot vote. In such case, the President or the presiding officer may set the time, place and method for a ballot vote. The result of the ballot is the resolution of the General Meeting.

5.3.5.7 Members may withdraw their request for a ballot.

5.3.5.8 The President decides any dispute on any vote. The President decides in good faith, and this decision is final.

5.3.6 Failure to Give Notice of meeting

No action taken at a General meeting is invalid due to:

- a. accidental omission to give any notice to any Member;
- b. any Member not receiving any notice meeting the requirements of Article 5.2.2; or
- c. any error in any notice that does not affect the meaning.

5.3.7 Written Resolution of All the Voting Members

All 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 6 –The Governance of the Society

6.1. The Board of Directors

6.1.1 Governance and Management of the Society

The Board governs and manages the affairs of the Society. The Board may hire a paid administrator to carry out management functions under the direction and supervision of the Board.

6.1.2 Powers and Duties of the Board

The Board has the powers of the Society, except as stated in the *Societies Act*.

The powers and duties of the Board include:

- a. Promoting the objects of the Society.
- b. Promoting membership in the Society;
- c. Maintaining and protecting the Society’s assets and property;
- d. Approving an annual budget for the Society;
- e. Paying all expenses for operating and managing the Society;
- f. Paying persons for services and protecting persons from debts of the Society;
- g. Investing any extra monies;
- h. Financing the operations of the Society, and borrowing or raising monies;

i. Making policies for managing and operating the Society;

j. Approving all contracts for the Society;

k. Maintaining all accounts and financial records of the Society;

l. Appointing legal counsel as necessary;

m. Making policies, rules and regulations for operating the Society and using its facilities and assets;

n. Selling, disposing of, or mortgaging any or all of the property of the Society; and

o. Without limiting the general responsibility of the Board, delegating its powers and duties to the Executive Committee or the paid administrator of the Society.

6.1.3 Composition of the Board

The Board consists of:

- a. the President;
- b. six (6) Directors-at-large elected at the Annual General Meeting from among the Voting members; and
- c. the immediate Past President.

6.1.4 Election of the Directors and the President

6.1.4.1 At the first Annual General Meeting of the Society, the Voting Members elect the following Directors:

- a. Three (3) Directors, each serving a term that ends at the

close of the second Annual General Meeting following the Annual General Meeting at which these Directors were elected; and

c. Three (3) Directors, each serving a term that ends at the close of the first Annual General Meeting following the Annual General meeting at which these Directors were elected

6.1.4.2 At each succeeding Annual General meeting of the Board, Voting Members elect three (3) Directors, each serving a term that ends at the close of the second Annual General Meeting following the Annual General Meeting at which these Directors were elected.

6.1.4.3 Voting members may re-elect any Director of the Board for a maximum of three (3) consecutive terms.

6.1.4.4 At the first annual General Meeting and each second Annual General Meeting thereafter, voting members elect the President for a two-year term. The President can only serve for a maximum of three (3) consecutive two year terms, which includes any consecutive terms as a Director or Officer of the Board.

6.1.5 Resignation, Death or Removal of a Director

6.1.5.1 A Director including the President and immediate Past President may resign from office by giving one (1) month's notice in writing. The resignation takes effect either at the end of the month's notice, or on the date

the Board accepts the resignation.

6.1.5.2 Voting Members may remove any director including the President and the immediate Past President, before the end of his term. There must be a majority vote at a Special General Meeting called for this purpose.

6.1.5.3 If there is a vacancy on the Board, the remaining Directors may appoint a Member in good standing to fill that a vacancy for the remainder of the term. This does not apply to the position of immediate Past President. This position remains vacant until the next AGM.

6.1.6 Meetings of the Board

6.1.6.1 The Board holds at least four (4) meetings each year.

6.1.6.2 The President calls the meetings. The President also calls a meeting if any two (2) Directors make a request in writing and state the business of the meeting.

6.1.6.3 Ten (10) days' notice for Board meetings is given by mail to each Board member. There may be five (5) days' notice by email, telephone or fax. Board Members may waive notice.

6.1.6.4 A majority of the Directors present at any Board meeting is a quorum.

6.1.6.5 If there is no quorum, the President adjourns the meeting to the same time, place, and day of the following week. At least three (3) Directors present at

this later meeting is a quorum.

6.1.6.6 Each Director, including the President and the Past President, has one (1) vote.

6.1.6.7 The President does not have second or casting vote in the case of a tie vote. A tie vote means the motion is defeated.

6.1.6.8 Meetings of the Board are open to Members of the Society, but only Directors may vote. Members are only permitted to participate in a discussion when invited to do so by the Board. A majority of the Directors present may ask any other Members, or other persons present, to leave.

6.1.6.9 All Directors may agree to and sign a resolution. This resolution is as valid as one passed at any Board meeting. It is not necessary to give notice or to call a Board meeting. The date on the resolution is the date it is passed.

6.1.6.10 A meeting of the Board may be held by a conference call. Directors who participate in this call are considered present for the meeting.

6.1.6.11 Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board.

6.1.6.12 A Director may waive formal notice of a meeting.

6.2 Officers

6.2.1 The Officers of the Society are the President,

Secretary and Treasurer. The offices of Secretary and Treasurer may be combined and filled by one person if the Board of Directors so decides.

6.2.2 At its first meeting after the Annual General Meeting, the Board elects from among the Directors all Officers except the President, for the following year.

6.2.3 The Officers hold office until re-elected or until a successor is elected.

6.3 Duties of the Officers of the Society

6.3.1 The President:

- Supervises the affairs of the Board,

- When present, chairs all meetings of the Society, the Board and the Executive Committee;

- Is an *ex officio* member of all Committees, except the Nominating Committee;

- Acts as the spokesperson for the Society;

- Chairs the Executive Committee; and

- Carries out other duties assigned by the Board.

6.3.2 The Secretary:

- Attends all meetings of the Society, the Board and the Executive Committee,

- Keeps accurate minutes of these meetings;

- Has charge of the Board's correspondence;

- Makes sure a record of names and addresses of all Members of the society is kept;

- Makes sure all notices of various meetings are sent;

- Makes sure annual fees are collected and deposited;

- Keeps the Seal of the Society;

- Files the annual return, changes in the directors of the organization, amendments in the bylaws and other incorporating documents with the Corporate Registry; and

- Carries out other duties assigned by the Board.

6.3.3 The Treasurer:

- Makes sure all monies paid to the Society are deposited in a chartered bank, treasury branch or trust company chosen by the Board;

- Makes sure a detailed account of revenues and expenditures is presented to the Board as requested;

- Makes sure an audited statement of the financial position of the Society is prepared and presented to the Annual General Meeting;

- Chairs the Finance Committee of the Board;

- Is a member of the Executive Committee; and

- Carries out other duties assigned by the Board.

6.3.4 The Past President:

- Chairs the nominating committee; and

- Carries out other duties assigned by the Board.

6.4 Board Committees

6.4.1 Establishing Committees

The Board may appoint committees to advise the Board.

6.4.2 General Procedures for Committees

6.4.2.1 A Board Member chairs each committee created by the Board.

6.4.2.2 The Chairperson calls committee meetings. Each committee:

- records minutes of its meetings;

- distributes these minutes to the committee members and to the Chairpersons of all other committees

- provides reports to each Board meeting at the Board's request.

6.4.2.3 The meeting Notice must be mailed or e-mailed five business days before the scheduled date of the meeting. The notice states that date, place and time of the committee meeting. Committee members may waive notice.

6.4.2.4 A majority of the committee members present at a meeting is a quorum.

6.4.2.5 Each member of the committee, including the Chairperson, has one (1) vote at the committee meeting. If

there is a tie vote, the motion is defeated. The Chairperson does not have a casting vote in case of a tie.

6.5 Standing Committees

The Board establishes these standing committees:

- a. Executive Committee;
- b. Project Committee;
- c. Finance Committee; and
- d. Nominating Committee.

6.5.1 The Executive Committee:

a. Consists of the President, Past President, Secretary, and Treasurer.

b. Is responsible for:

- planning agendas for Board meetings;
- carrying out emergency and unusual business between Board meetings;
- reporting to the Board on actions taken between Board meetings;
- carrying out other duties as assigned by the Board.

c. Meets at least four (4) times each year. The meetings are called by the President or on the request of any two (2) other Officers. They must request the President in writing to call a meeting and state the business of the meeting.

d. All Officers may agree to and sign a resolution. This resolution is as valid as one passed at an Executive Committee meeting. It is not

necessary to give notice or to call a meeting of the Executive Committee. The date on the resolution is the date it is passed.

e. A meeting of the Executive Committee may be held by a conference call. Officers who participate in this call are considered present for the meeting.

f. Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Executive Committee.

g. An Officer may waive formal notice of a meeting.

6.5.2 The Project Committee:

a. Consists of the President, who is the Chairperson, and two (2) other Members appointed by the Board;

b. Is responsible for:

- developing and reviewing project plans and submitting them to the Board for approval
- preparing project budgets for Board approval
- carrying out projects in accordance with plans and budgets approved by the Board
- appointing a project leader(s) to coordinate and manage projects
- hiring, supervising, evaluating and releasing paid staff
- planning programs and services based on the Board's priorities; and

- carrying out other duties assigned by the Board

6.5.3 The Finance Committee:

a. Consists of the Treasurer, who is the Chairperson, and three (3) other Members appointed by the Board.

b. Is responsible for:

- preparing an annual budget for the Society.

- recommending budget policies to the Board;

- investigating and making recommendations to the Board for acquiring funds and property;

- recommending policies on disbursing and investing funds to the Board;

- establishing policies for Board and committee expenditures;

- arranging the annual audit of the books;

- reporting on the year's activities at the Annual General Meeting; and carrying out other duties assigned by the Board.

6.5.4 The Nominating Committee:

a. Consists of the immediate Past President, or, in his absence, a member appointed by the Board, who chairs the committee, and two (2) other Members appointed by the Board.

b. Is responsible for:

- preparing a slate of nominees for the President's

position when the term of the current President is to end at the next AGM;

- preparing a slate of nominees for each vacant Director position that is to be filled at the next AGM;

- orienting new board members; and

- presenting its recommendations to the Annual General Meeting.

Article 7 – Finance and Other Management Matters

7.1 The Registered Office

The Registered Office of the Society is located in the Municipality of Crownsnest Pass, 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.

7.2. Finance and Auditing

7.2.1 The fiscal year of the Society ends on April 30 of each year.

7.2.2 There must be an audit of the books, accounts and records of the Society at least once each year. A qualified accountant or two (2) non-executive members of the association appointed at each Annual General Meeting must do this audit. At each Annual General Meeting of the Society, the Treasurer submits a complete audited statement of the books for the previous year.

7.3 Seal of the Society

7.3.1 The Board may adopt a seal as the Seal of the Society.

7.3.2 The Secretary has control and custody of the seal, unless the Board decides otherwise.

7.3.3 The Seal of the Society can only be used by Officers authorized by the Board. The Board must pass a motion to name the authorized Officers.

7.4 Cheques and Contracts of the Society

7.4.1 The designated Officers of the Board sign all cheques drawn on the monies of the Society. Two signatures are required on all cheques.

7.4.2 All contracts of the Society must be signed by the Officers or other persons authorized to do so by resolution of the Board.

7.5 The Keeping and Inspection of the Books and Records of the Society.

7.5.1 The Secretary keeps a copy of the Minute Books and records minutes of all meetings of the Members and of the Board.

7.5.2 The Secretary keeps the original Minute Books at the Registered Office of the Society. This record contains minutes from all meetings of the Society, the Board and the Executive Committee.

7.5.3 The President keeps and files all necessary books and records of the Society as required by the Bylaws, the *Societies Act*, or any other statute or laws.

7.5.4 A Member wishing to inspect the books or records of the Society must give reasonable notice to the President or the Secretary of the Society of his intention to do so.

7.5.5 Unless otherwise permitted by the Board, such inspection will take place only at the Registered Office, or other regular business premises operated by the Society, during normal business hours.

7.5.6 All financial records of the Society are open for such inspection by the Members, during normal business hours and with reasonable notice.

7.5.7 Other records of the Society are also open for inspection, except for records that the Board designates as confidential. Reasonable notice must be provided.

7.6 Borrowing Powers

7.6.1 The Society may borrow or raise funds to meet its objects and operations. The Board decides the amounts and ways to raise money, including giving or granting security.

7.6.2 The Society may issue debentures to borrow only by resolution of the Board confirmed by a Special Resolution of the Society.

7.7. Payments

7.7.1 No Member, Director or Officer of the Society receives any payment for his services as a Member, Director or Officer.

7.7.2 Reasonable expenses incurred while carrying out

duties of the Society may be reimbursed upon Board approval.

7.8 Protection and Indemnity of Directors and Officers

7.8.1 Each Director or Officer holds office with protection from the Society. The Society indemnifies each Director or Officer against all costs or charges that result from any act done in his role for the Society. The Society does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.

7.8.2 No Director or Officer is liable for the acts of any other Director, Officer or employee. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Society. No Director or Officer is liable for any loss due to an oversight or error in judgment, or by an

act in his role for the society, unless the act is fraud, dishonesty or bad faith.

7.8.3 Directors or Officers can rely on the accuracy of any statement or report prepared by the Society's auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

Article 8 – Amending the Bylaws

8.1 These Bylaws may be cancelled, altered or added to by a Special Resolution at any Annual General or Special General Meeting of the Society.

8.2 The twenty-one (21) days' notice of the Annual General or Special General meeting of the Society must include details of the proposed resolution to change the Bylaws.

8.3 The amended bylaws take effect after approval of the Special Resolution at the Annual General Meeting or Special General Meeting and acceptance by the Corporate Registry of Alberta.

Article 9 – Distributing Assets and Dissolving the Society

9.1. The Society does not pay any dividends or distribute its property among its Members.

9.2. If the Society is dissolved, any funds or assets remaining after paying all the debts are to be paid to a non-profit organization that has objects similar to those of the Crowsnest Pass Cross Country Ski Association.

9.3. Members are to select the organization to receive the assets by special resolution. In no event do any Members receive any assets of the Society.