

ALBERTA BARREL RACING ASSOCIATION BYLAWS

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ARTICLE 1 PREAMBLE

1.1 The Society

The name of the society is the Alberta Barrel Racing Association, which may also be known or referred to as the ABRA or the Association.

1.2 The Bylaws

The following articles set forth the Bylaws of the Alberta Barrel Racing 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.
- 2.1.2 **AGM** also known as **Annual General Meeting** means the Annual General Meeting described in Article 4.1.
- 2.1.3 **Association** means the Alberta Barrel Racing Association.
- 2.1.4 **ABRA** means the Alberta Barrel Racing Association.
- 2.1.5 **Board** means the Board of Directors of this Association.
- 2.1.6 **Bylaws** mean the Bylaws of this Association as amended.
- 2.1.7 **Director** means any person elected or appointed to the Board. This includes the President and the immediate Past President.
- 2.1.8 **General Meeting** means the Annual General Meeting and a Special General Meeting.
- 2.1.9 **Mails or Delivers** means submission of information by any of the following means; Postal Service, by hand, by e-mail, by fax, by text, by Posting to the website and Facebook.
- 2.1.10 **Member** means a member of the Association as per Article 3.1.1.
- 2.1.11 **Officer** means any Officer listed in Article 5.3.
- 2.1.12 **Registered Office** will be at the location utilized by the current Office Manager of the Alberta Barrel Racing Association.
- 2.1.13 **Register of Members** means the register maintained by the Board of Directors containing the names of the Members of the Association.
- 2.1.14 **Special Resolution** means:
 - a) a resolution passed at an Annual General Meeting of the membership of this Association. There must be twenty-one (21) days' notice for this meeting. The

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notice must state the proposed resolution. There must be approval by a vote of 75% of the voting Members who vote in person;

- b) 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
- c) 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.

2.1.15 Voting Member means a Full Card Open Member entitled to vote at the meetings of the Society. Only Full Card Open Members over the age of 18 as of July 20, in good standing have voting privileges.

2.1.16 Member means a member of the Association as designated, in all 6 categories of membership as outlined in Section 3.1.1.

2.1.17 ABRA Website is the official publication of the Alberta Barrel Racing Association.

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

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

ARTICLE 3 MEMBERSHIP

3.1 Classification of Membership

3.1.1 The classes of Membership shall be determined by the Executive and shall include, but not limited to the following.

3.1.2 There are six categories of Membership

1. Full Card Open Member
2. Full Card Youth Member - 16 & Under as of January 1
3. Full Card Pee Wee Member - 10 & Under as of January 1
4. Permit Card Open Member
5. Permit Card Youth Member- 16 & Under as of January 1
6. Permit Pee Wee Member - 10 & Under as of January 1

3.1.1.1 Full Card Open Member

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- a) may compete in all approved ABRA Races and qualify for the ABRA Finals.
- b) must receive the approval of the Board of Directors of the Association
- c) must pay the annual membership fees and be in good standing
- d) will have full voting privileges - 18 and over as of January 1
- e) may hold office and serve on committees- 18 and over as of January 1
- f) shall be renewable annually

3.1.2.2 Permit Member

- a) may not compete in ABRA Added \$\$ races
- b) may compete at all regular season jackpots
- c) may not qualify for the ABRA Finals
- d) may not hold office
- e) shall not have voting privileges
- f) receive the approval of the Board of Directors of the Association
- g) pay the annual permit fees, and be in good standing
- h) shall be renewable annually

3.2 Membership Fees

3.2.1 Membership Year

The membership year is from January 1 to December 31 of that respective year.

3.2.2 Setting Membership Fees

Annual membership fees for each category of Members are decided by the active Board of Directors.

3.2.3 Payment Date of Fees

The annual membership fees must be paid prior to complete in any approved race. Existing members have a grace period from July 21 to December 31 to compete on previous year card before expiration. If renewal is purchased prior to December 31 all races competed in between July 21 & December 31 will count for qualification.

3.3 Rights and Privileges of Members

3.3.1 Permit Members are NOT entitled to:

- a) hold office or vote.

3.3.2 Any Full Card Open Member in good standing is entitled to:

- a) receive all information pertinent to the operation of the Association that the board deems necessary
- b) a Full Card Open Member has one vote per annual membership – over the age of 18 as of January 1
- c) receive notice of meetings of the Association;

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- g) attend an Annual General Meeting or Special General Meeting of the Association, attend a Director's meeting with the appropriate written notice, see 4.3.1
- h) speak at the Annual General Meeting or Special General Meeting at of the Association;
- i) exercise other rights and privileges given to Full Card Open Members in these bylaws.

3.3.3 Voting Members

The only Members who can vote at Director's Meetings of the Association are:

- a) Elected Board Members

The only members who can vote at Annual General Members or Special General Meetings of members are:

- a) Full Card Open Members - over the age of 18 as of January 1.

3.3.4 Number of Votes

A Voting Full Card Open Member over the age of 18 as of January 1 is entitled to one (1) vote per active membership at a meeting of the Association.

3.3.5 Member in Good Standing

A Member is in good standing when:

- a) the Member has paid membership fees or other required fees to the Association;
- b) the Member is not expelled as a Member provided for under Section 3.4.3.

3.4 Termination of Membership

3.4.1 Resignation

- 3.4.1.1 Any Member may resign from the Association by sending or delivering a written notice to the Office Manager or President of the Association.
- 3.4.1.2 Once the notice is received, the Members name is removed from the Register of Members. The Member is considered to have ceased being a Member on the date their name is removed from the Register of Members.

3.4.2 Deemed Withdrawal

- 3.4.2.1 If renewal of membership has not been paid to the association a Member i

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3.4.3 Expulsion

- 3.4.3.1 The Association 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 Association.
- 3.4.3.2 This decision is final.
- 3.4.3.3 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 their name is removed from the Register of Members.

3.5 Transfer of Membership

Memberships are not transferable within the ABRA association.

3.6 Limitation on the Liability of Members

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

ARTICLE 4 MEETINGS OF THE ASSOCIATION

4.1 The Annual General Meeting

- 4.1.1 The Association holds its Annual General Meeting no later than September 1 of each calendar year, in Alberta. The Board sets the place, date and time of the meeting.
- 4.1.2 The Office Manager posts notice to the ABRA Website the official news source of the Association within 21 days prior to the date of the meeting. This notice states the place, date and time of the Annual General Meeting, and any business requiring a Special Resolution.

4.1.3 Agenda for the Meeting

The Annual General Meeting deals with the following matters:

- a) adopting the agenda;
- b) adopting the minutes for the last Annual General Meeting;
- c) considering the President's report;
- d) reviewing the financial statements setting out the Association'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) committee reports

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4.1.4 Quorum

A quorum for the Annual or Special General Meeting of the Alberta Barrel Racing Association shall be the attendance of 10 members.

4.2 Special General Meeting of the Association

4.2.1 Calling of a Special General Meeting

A Special General Meeting may be called at any time:

- a) by a resolution of the Board of Directors to the effect; or
- b) on the written request of at least five (5) Directors. The request must state the reason for the Special General Meeting and the motion(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 motion(s) intended to be submitted at such Special General Meeting.

4.2.2 Notice

The Office Manager posts to the official news source of the Association the ABRA Website 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.

4.2.3 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.

4.2.4 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.

4.3 Proceedings at the Annual or a Special General Meeting

4.3.1 Attendance by the Public

Annual General Meetings of the Association are open to the public. A majority of the Members present may ask any persons who are not Members to leave. All persons present at a Special General Meeting, or a Director's Meeting of the Association must be affiliated with the ABRA, or an invited guest of the Association. Members wishing to attend a Director's Meeting are required to complete a written request submitted 14 days prior to the next Board Meeting.

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4.3.2 Conduct of Meetings

Unless otherwise specified in the Act or these Bylaws, meetings of Members will be conducted according to Roberts Rules of Order (current edition).

4.3.3 Failure to Reach Quorum

The President cancels the Annual General Meeting, the Director's Meeting or Special General Meeting if a quorum is not present and reschedules the meeting.

4.3.4 Presiding Officer

4.3.3.1 The President chairs every Meeting of the Association. The Vice-President chairs in the absence of the President.

4.3.3.2 If neither the President nor the Vice-President is present within one-half (1/2) hour after the set time for General Meeting, the Members present choose one (1) of the Members to chair.

4.3.5 Adjournment

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

4.3.4.2 No notice is necessary if the Meeting is adjourned for less than (30) days.

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

4.3.6 Voting

4.3.5.1 Each Voting Full Card Open 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.

4.3.5.2 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.

4.3.5.3 A Voting Full Card Open Member may vote by written proxy.

4.3.5.4 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.

4.3.5.5 The President decides any dispute regarding a vote. The President decides in good faith, and this decision is final.

4.3.7 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; or

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- c) any error in any notice that does not affect the meaning.

4.3.8 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. The date on the resolution is the date it is passed.

ARTICLE 5 THE GOVERNMENT OF THE ASSOCIATION

5.1 The Board of Directors

5.1.1 Governance and Management of the Association

The Board governs and manages the affairs of the Association. The Board may hire paid employees/contractors to carry out functions under the direction and supervision of the Board.

5.1.2 Powers and Duties of the Board

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

The powers and duties of the Board include:

- a) Promoting the objects of the Association;
- b) Promoting membership in the Association;
- c) Hiring of employees or contractors;
- d) Regulating employees or contractors duties and setting their salaries or enumeration;
- e) Maintaining and protecting the Association's assets and property;
- f) Approving an annual budget for the Association;
- g) Paying all expenses for operating and managing the Association;
- h) Paying persons for services and protecting person from debts of the Association;
- i) Investing any extra monies;
- j) Financing the operations of the Association, and borrowing or raising monies;
- k) Making rules & policies for managing and operating the Association;
- l) Approving all contracts for the Association;
- m) Maintaining all accounts and financial records of the Association;
- n) Appointing legal counsel as necessary;
- o) Making policies, rules and regulations for operating the Association and using its facilities and assets;
- p) Selling, disposing of, or mortgaging any or all of the property of the Association; and
- q) Without limiting the general responsibility of the Board, the Board may hire paid employees/contractors to carry out functions listed under the duties of the officers of the Board, under the direction and supervision of the Board.

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5.1.3 Composition of the Board

The Board consists of:

- a) the President;
- b) the Vice President;
- c) the Secretary;
- d) the Treasurer;
 - the role of the Secretary and Treasurer may be combined into one role.
- e) the Public Relations Rep;
- f) the immediate Past President;
- g) thirteen (13) regional representatives who do not hold executive positions

5.1.4 Election of the Directors and the President

- 5.1.4.1 Election of the Executive Officers shall take place at the Annual General Meeting of the Association.
- 5.1.4.2 Prior to each Annual General Meeting, the Office Manager shall provide notice to the Members of the Executive Officers and Regional Representatives to be elected.
- 5.1.4.3 Regional Representatives shall be elected by Active Members of the Association in each of their respective region/areas.
- 5.1.4.1 Terms for Executive Officers and Regional Representatives shall be for 2 years.
 - 5.1.4.3.1 There will be one representative from each region.
 1. D.1
 2. D.2
 3. D.3
 4. D.4
 5. D.5a
 6. D.5b
 7. D.6
 8. D.7
 9. D.8
 10. D.9
 11. D.10a
 12. D.10b
 13. D.11
 - 5.1.4.3.2 The election process will be determined by each region with the elected Regional Representative being appointed to the Board of Directors at the Association's Annual General Meeting.

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5.1.5 Resignation, Death or Removal of a Director

- 5.1.5.1 A Director including the President and immediate Past President may resign from office by giving one (1) months' notice in writing. The resignation takes effect either at the end of the months' notice, or on the date the Board accepts the resignation.
- 5.1.5.2 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.
- 5.1.5.3 Regional Representatives may be removed by their respective region/areas. There must be a majority vote at Special General Meeting of the region/area.
- 5.1.5.4 If there is a vacancy on the Board, the remaining Directors may appoint a Full Card Open Member – over the age of 18 as of July 20 in good standing to fill that vacancy for the remainder of the term. This does not apply to the position of the immediate Past President. This position remains vacant until the next AGM.
 - a) Approved races may not be held within a District Area without a director representative for that district.

5.1.6 Operation of the Board

- 5.1.6.1 The Board holds at least four (4) meetings each year.
- 5.1.6.2 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 for the meeting.
- 5.1.6.3 Ten (10) days' notice for Board meetings are emailed to each Board member. There may be five (5) days' notice by telephone, fax, e-mail or ROSS. Board Members may waive notice.
- 5.1.6.4 A majority of the Directors present at any Board meeting is a quorum.
- 5.1.6.5 Each Director, including the President and the Past President, has one (1) vote.
- 5.1.6.6 The President does not have a second or casting vote in the case of a tie vote. A tie vote means the motion is defeated.
- 5.1.6.7 Meetings of the Board are open to members of the Association, but only Directors may vote. A majority of the Directors present may ask any other Members, or other persons present, to leave.
- 5.1.6.8 All Directors may agree to 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.
- 5.1.6.9 A meeting of the Board may be held by a conference call. Directors who participate in this call are considered present for the meeting.
- 5.1.6.10 Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board.

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5.1.6.11 A Director may waive formal notice of a meeting.

5.1.7 Authority of the Board

5.1.6.1 The Board of Directors of the ABRA shall have the authority to enforce the Association Bylaws and Rules and Regulations and to create policy which is consistent and is deemed necessary to conduct its business.

5.1.7.1 The affairs of the ABRA shall be managed by its Board of Directors, and all of the rights, power, duties and responsibilities relative to the management and control of the ABRA's property and affairs are vested with the Board of Directors.

5.2 Policy Manual, Rules & Regulations Manual

5.2.1 The Board of Directors shall create and approve Policies, and the Rules & Regulations which will not contradict the Bylaws of the ABRA.

5.2.2 All members of the ABRA as governed by the Bylaws of the ABRA shall also adhere to the Policies of the ABRA and the Rules and Regulations of the ABRA.

5.2.3 The Board of Directors shall be responsible to maintain the Policy Manual and the Rules and Regulation Manual in a current state, reflecting all Board decisions and amendments to the Policy Manual and the Rules and Regulation Manual.

5.3 Officers

5.3.1 The Officers of the Association are the President, and Vice-President, the Secretary, the Treasurer and the Public Relations Officer.

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

5.4 Duties of the Officers of the Association

5.4.1 The President

- Supervises the affairs of the Board,
- When present, chairs all meetings of the Association, the Board and the Executive Committee;
- Is an ex officio member of all Committees, except the Nominating Committee;
- Acts as the spokesperson for the Association;
- Chairs the Executive Committee; and
- Carries out other duties assigned by the Board.

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5.4.2 The Vice-President:

- Presides at meetings in the President's absence. If the Vice-President is absent, the Directors elect a Chairperson for the meeting.
- Replaces the President at various functions when asked to do so by the President or the Board;
- Chairs the Personnel Committee; and
- Carries out other duties assigned by the Board.

5.4.3 The Secretary:

- Attends all meetings of the Association, the Board and the Executive Committee,
- Makes sure accurate minutes of these meetings are kept;
- Makes sure the Board's correspondence is managed;
- Makes sure a record of names and addresses of all Members of the Association is kept;
- Makes sure all notices of various meetings are sent;
- Keeps the Seal of the Association
- Makes sure 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.

5.4.4 The Treasurer:

- Makes sure all monies paid to the Association 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 Association is prepared and presented to the Annual General Meeting, and files annual returns.
- Makes sure annual fees are collected and deposited;
- Chairs the Finance Committee of the Board;
- Carries out other duties assigned by the Board.

5.4.5 Public Relations

- Orders all Promotional Items
- Sizing of Champions at Finals
- Ship out all orders from the finals individually
- Radio interviews
- Logo changes and updates
- Oversees management of the ABRA Public Image

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- Liaison with Finals Centre
- Sponsor hosting at Finals
- Banner Design and development
- Works closely with sponsorship and awards coordinator on strategies, ad development, poster design, program design
- Is a member of the Executive Committee

5.4.6 Past President:

- Chairs the nominating committee; and
- Carries out other duties assigned by the Board.

5.5 Board Committees

5.5.1 Establishing Committees

The Board may appoint committees to advise the Board.

5.5.2 General Procedures for Committees

Board Member chairs each committee created by the Board.

5.5.2.1 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.

5.5.2.2 Two (2) days' notice is mailed or delivered to each member of the Committee. The notice states the date, place and time of the committee meeting. Committee members may waive notice.

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

5.6.2.4 Each member of the committee, including the Chairperson, has one (1) vote at the committee meeting. The Chairperson does not have a casting vote in case of a tie.

5.6 Standing Committee

5.6.1 The board may establish these standing committees:

- Executive Committee;
- Personnel Committee;
- Finance Committee;
- Nominating Committee;
- Ad hoc committees as required

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- f) Training Committee.
- 5.6.2 Terms of reference shall be established by each committee, and retained by the current ABRA Office Manager.

ARTICLE 6 CONTRACT POSITIONS/ADMINISTRATION

6.1 Contract Positions

- 6.1.1 The Professional Contract staff under the supervision of the Executive Committee, as directed by the board of directors, shall carry out the daily operations of the ABRA.
- 6.1.2 The Office Manager is under the supervision of the Executive Committee, as directed by the board of directors, shall carry out the daily operations of the ABRA.
- 6.1.3 The Bookkeeper is under the supervision of the Executive Committee, as directed by the Board of Directors, shall manage the day to day finances.
- 6.1.4 The ABRA Finals Awards Coordinator is under the supervision of the Executive Committee, as directed by the board of directors, shall manage the Trade Show, all sponsors and selection and purchase of awards.
- 6.1.5 At the discretion of the Board of Directors, various duties of the Officers of the Association can and will be designated to contract staff positions.

ARTICLE 7 FINANCE AND OTHER MANAGEMENT MATTERS

7.1 The Registered Office

Will become the address of the current contracted Office Manager of the ABRA.

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7.2 Finance and Auditing

- 7.2.1 The fiscal year of the Association ends on October 31 of each year.
- 7.2.2 A complete and proper audit by way of Notice to Reader Statement will be prepared by an externally designated accountant, and be presented to the Members annually at the AGM.
- 7.2.3 The treasurer keeps a copy of all financial records of the Association at the address of the current treasurer.

7.3 Seal of the Association

- 7.3.1 The Board may adopt a seal as the Seal of the Association (society)
- 7.3.2 The Office Manager has control and custody of the seal, unless the Board decides otherwise.
- 7.3.3 The Seal of the Association (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 Association

- 7.4.1 The designated Officers of the Board sign all cheques drawn on the monies of the Association. Two signatures are required on all cheques.
- 7.4.2 All contracts of the Association 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 Association

- 7.5.1 The Office Manager keeps a copy of the Minute Books and records minutes of all meetings of the Members and of the Board.
- 7.5.2 The Office Manager keeps the original Minute Books at the Registered Office of the Association. This record contains minutes from all meetings of the Association, the Board and the Executive Committee.
- 7.5.3 The Board keeps and files all necessary books and records of the Association 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 Association must give reasonable notice to the President or the Office Manager of the Association of her intention to do so.
- 7.5.5 All financial records of the Association are open for such inspection, except for records that the Board designates as confidential.

7.6 Borrowing Powers

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

7.7 Payments

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

7.7.2 Reasonable expenses incurred while carrying out duties of the Association may be reimbursed upon Board approval.

7.8 Protection of Indemnity of Directors and Officers

7.8.1 Each Director or Officer holds office with protection from the Association. The Association indemnifies each Director or Officer against all costs or charges that result from any act done in her role for the Association. The Association 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/contractor. 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 Association. No Director or Officer is liable for any loss due to an oversight or error in judgment, or by an act in her role for the Association, 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 Association'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 Association.

8.2 The Twenty-One (21) days' Notice

Of the Annual General or Special General Meeting of the Association must include details of the proposed resolution to change the Bylaws.

ALBERTA BARREL RACING ASSOCIATION BYLAWS

8.3 The Amended Bylaws

Take effect after approval of the Special Resolution at the Annual General Meeting or Special General Meeting and accepted by the Corporate Registry of Alberta.

ARTICLE 9 **DISTRIBUTING ASSETS AND DISSOLVING THE ASSOCIATION**

9.1 The Association

Does not pay any dividends or distribute its property among its Members.

9.2 If the Association is Dissolved

And funds or assets remaining after paying all debts are paid to a registered and incorporated charitable organization. Members select this organization by Special Resolution. In no event do any Members receive any assets of the Association.