



BYLAWS

Sherwood Park Fish and Game Association Bylaws

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Article 1 Defining and Interpreting the Bylaws

1.1 Definitions

In these Bylaws unless the context otherwise requires:

- 1.1.1 "Act" means the Societies Act, R.S.A. 2000 Chapter S-14, as amended, or any statute substituted for it.
- 1.1.2 "Association" means the Sherwood Park Fish and Game Association.
- 1.1.3 "Board" means the Board of Directors of the Association.
- 1.1.4 "Board Member" means a Person serving as a member of the Board of the Association.
- 1.1.5 "Bylaws" means these Bylaws as amended.
- 1.1.6 "Chairperson" or "Chair" means the presiding Board Member at any meeting of the Association or meeting of the Board.
- 1.1.7 "Dependent" includes a spouse or partner, and all children under eighteen (18) years of age, as of January 1 of the membership year residing at the same address, or to whom the Member has any guardianship over.
- 1.1.8 "Director" means any Person elected or appointed to the Board.
- 1.1.9 "Facility Rules" means the operational rules of the recreational property, archery ranges, and firearms ranges found on the Association's website.
- 1.1.10 "Facility and Safety Orientation" means an in-person or online orientation of the facilities, Facility Rules, Bylaws, and any other general information deemed important.
- 1.1.11 "Family Membership" has the meaning ascribed in Article 2.1.2.
- 1.1.12 "Fiscal Year" means January 1 to December 31 of each year.
- 1.1.13 "Good Standing" has the meaning ascribed in Article 2.4.3.

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- 1.1.14** "Governance Committee" has the meaning ascribed in Article 4.5.1.
- 1.1.15** "Meeting of the Association" means any of the meetings as specified in Article 3.1.
- 1.1.16** "Member" means a member of the Association in accordance with Article 2.1 who has paid the Association membership fee for the current membership year AND who has submitted a completed a membership application or renewal form as specified in Article 2.2.2.
- 1.1.17** "Member Discipline Committee" has the meaning ascribed in Article 4.5.4.
- 1.1.18** "Notice" means any form of communication method to the Members, including but not limited to, regular mail, email, newsletter, or social media post.
- 1.1.19** "Officers" means the Persons or positions listed in Article 4.5.4.
- 1.1.20** "Person" means an individual human being.
- 1.1.21** "Range Privileges" means the authorization to access and use the Association's firearms ranges.
- 1.1.22** "Regular Membership" has the meaning ascribed in Article 2.1.1.
- 1.1.23** "Standing Committee" has the meaning ascribed in Article 4.5.
- 1.1.24** "Special Resolution" means: a resolution passed at a Meeting of the Association of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given, by the vote of not less than seventy-five percent (75%) of the voting Members in attendance.
- 1.1.25** "Youth Membership" has the meaning ascribed in Article 2.1.3.

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1.2 Interpretation

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

1.2.2 Singular, Plural and Gender:

Words in the singular include the plural and vice-versa, and words in one gender include all genders.

1.2.3 Headings:

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

1.2.4 Liberal Interpretation:

These Bylaws must be interpreted broadly and generously.

Article 2 Memberships

2.1 Classification of Members

There are three (3) categories of members:

- a) Regular Membership
- b) Family Membership
- c) Youth Membership

2.1.1 Regular Membership

A Regular Membership is for adult individual Persons eighteen (18) years of age or older on the date of purchase. This membership includes access to the Association's recreational facilities and the archery range.

If optional Range Privileges are purchased, then membership benefits will also include access to the firearms ranges for an additional fee.

2.1.2 Family Membership

A Family Membership is for families whose primary Member is a Person eighteen (18) years of age or older on the date of purchase and includes their Dependents. This membership includes access to the Association's recreational facilities and the archery range.

If optional Range Privileges are purchased, then membership benefits will also include access to the firearms ranges for an additional fee.

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2.1.3 Youth Membership

A Youth Membership is for individual Persons under the age of eighteen (18) on the date of purchase. This membership includes access to the Association's recreational facilities and the archery range. This membership also includes access to the firearms ranges. If the youth Member does not hold a current Minor's License, they must be directly supervised by an adult Member with Range Privileges to use the firearms ranges.

2.2 Admission of Membership

2.2.1 Qualification for Membership

Membership is available to any Person who supports the vision, mission, and objectives of the Association, and agrees to be bound by all policies and rules that govern the Association.

2.2.2 Application for Membership

Any Person qualified under the provisions of Article 2.2.1 of these Bylaws and desiring to become a Member of the Association shall apply for membership by delivering to the Association an application in a form approved by the Directors duly completed by the applicant and by payment of the appropriate membership fee prescribed pursuant to these Bylaws.

2.2.3 Executive Director to Consider Application

The Executive Director may accept or reject any application for membership, and where an application for membership is rejected, the Association shall return any membership fee paid by the applicant.

2.3 Membership Fees

2.3.1 Membership Term

The membership term for Members shall be January 1 to December 31 each calendar year.

2.3.2 Setting Membership Fees

Membership fees shall be established by a seventy-five percent (75%) majority vote of the Board in attendance at a duly called meeting of the Board.

Membership fee increases of more than twenty percent (20%) require ratification by a majority vote of the Members present at any General Meeting of the Association, where Notice of the intention to propose changes to membership fees has been given to Members a minimum of twenty-one (21) days prior to the meeting.

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2.4 Rights, Privileges, and Obligations of Members

2.4.1 Rights and Privileges

A Member in Good Standing shall have the right:

- a) to access the Association's facilities as provided by the Member's membership classification,
- b) to one (1) vote on matters of the Association during General Meetings and Special General Meetings,
- c) to become a Member of the Board if elected by a majority at the Annual General Meeting, or if appointed by the Board,
- d) to receive communications from the Association, and
- e) to inspect the Association's books and records as outlined in Article 5.4.

2.4.2 Obligations

All Members shall be obligated:

- a) to comply with Association rules, policies, and procedures, as established, posted, or published by the Board, from time to time,
- b) to accept the Membership Terms and Conditions, including the liability waiver, that are referenced during the membership application and renewal processes,
- c) to accept facility safety and system messages,
- d) to complete a Facility and Safety Orientation before receiving access to the Ketchamoot Creek recreational property, and
- e) to complete or repeat a Facility and Safety Orientation at regular intervals as deemed appropriate by the Board.

2.4.3 Member in Good Standing

A Member is in Good Standing unless:

- a) the Member has not paid their membership fees for the current membership year or any other required fees to the Association.
- b) the Member is suspended or expelled as provided for under Article 2.5.2.2.
- c) the Member is suspended as part of an active Member Discipline case as provided for under Article 4.5.4.3(c).
- d) the Member has intentionally acted to harm the Association, its reputation or good order, as determined by the Board.

2.4.4 Voting Members

The only Members who can vote at a Meeting of the Association are Members in Good Standing who are at least sixteen (16) years of age.

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2.4.5 Voting by Members

Members are entitled to vote on matters put before them by the Board, in-person or electronically, at a Meeting of the Association in accordance with instructions provided by the Board.

Voting by proxy is not permitted.

2.4.5.1 Majority Vote

At all Meetings of the Association, every question, other than a Special Resolution, or as otherwise stated in these Bylaws, shall be determined by a majority vote of the Members present and in Good Standing.

2.4.5.2 Tie Vote

When there is a tie vote, without the President's vote, the President may vote in the affirmative, and such a vote adopts the motion. However, if the President abstains from voting, the motion is lost.

2.4.6 Representation of the Association

Only a Member who has been appointed by the Board may represent the Association. This appointment may be circumstance or time limited, as decided by the Board.

2.5 Discipline and Termination of Membership

2.5.1 Discipline of Members

All Member discipline matters will be primarily handled by the Member Discipline Committee as per Article 4.5.4 below.

Members may request to appeal a Member Discipline Committee's decision at a meeting of the Board. The request must be received by the Secretary within sixty (60) days from the notice of decision by the Member Discipline Committee.

2.5.2 Termination of Membership

2.5.2.1 A Member's membership in the Association is terminated when:

- a) the Member dies,
- b) a Member fails to maintain any qualifications for membership described in Article 2.4.3 of these Bylaws,
- c) the Member withdraws by delivering a written notice to the Executive Director or their designate, in which case such withdrawal shall be effective on the date specified in the notice; if no date is specified, the withdrawal is understood to be effective on the date of receipt of the notice,
- d) the Member is expelled in accordance with Article 2.5.2.2 below, or is otherwise terminated in accordance with the Bylaws,

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- e) the Member's membership term expires, or
- f) the Association is liquidated or dissolved under the Act.

2.5.2.2 If the Member Disciplinary Committee determines that a Member should have their membership in the Association terminated, the Committee shall provide at least twenty-one (21) days' notice of this recommendation to the Member and the President. This notice shall include:

- a) confirmation of the immediate suspension of membership,
- b) the reasons for the recommended termination, and
- c) the date and time of the Board meeting that this recommendation will be discussed at.

The Member may attend the indicated Board meeting to speak on their behalf or make written submissions to the President within the notice period to be presented on their behalf. If written submissions are received in accordance with this Article 2.5.2.2, the Board will consider such submissions in arriving at a final decision. The Member Disciplinary Committee will present a summary of the case and the reasons for recommending expulsion. In the event that the Member is not present, and the Board upholds the recommendation for termination, the President, or such other Person as may be designated by the Board, may proceed to notify the Member on the Board's decision within a further twenty-one (21) days from the date of the Board meeting.

2.5.2.3 All Members have the right to be represented by legal counsel at a Board hearing specified in Article 2.5.2.2.

2.5.2.4 Upon any termination of membership, the rights of the Member automatically cease to exist.

2.5.3 Refund of Fees

Membership fees are non-refundable, except with the express written authorization of an Officer of the Board or the Executive Director.

2.6 Transmission of Membership

No rights or privileges of any Member are transferable to another person.

2.7 Continual Liability for Debts Due

If a Member ceases to be a Member by resignation or otherwise, the Member remains fully liable for any debts owing to the Association at the date they cease to be a Member.

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2.8 Limitation on the Liability of Members

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

Article 3 Meetings of the Association

3.1 Annual General Meetings

The Association shall hold an Annual General Meeting to conduct the business of the Association which shall be held within four (4) months of the financial year-end, on a date determined by the Board.

At each Annual General Meeting, the Directors shall place before the voting Members audited financial statements relating to the last financial period completed by the Association.

At each Annual General Meeting, the voting Members shall appoint an auditor or auditors to hold office until the conclusion of the next Annual General Meeting.

At each Annual General Meeting, the Chair of the Governance Committee shall place before the voting Members a slate of nominees for the Board. Nominations will not be accepted from the floor at the Annual General Meeting.

3.2 Special General Meetings

A Special General Meeting may be called by:

- a) The President.
- b) A majority of the Board.
- c) The President, upon receiving a notice in writing to the Board signed by not less than forty (40) Members in Good Standing, or 1% of the total eligible voters, whichever is greater, requesting such a meeting.

Members requesting the meeting must include the purpose of the meeting and identify any observers and/or consultants they request to attend.

The Board shall have the power to invite such persons as they deem advisable to attend the Special General Meetings as observers and consultants.

Business conducted at the meeting shall be limited to the agenda itemized in the written notice.

3.3 Notice

Notice shall be given to each Member in Good Standing at least twenty-one (21) days before the date of any Annual General Meeting or Special General Meeting, through both a meeting notification email (sent to the registered Members at the time that the email is sent) and through a notice posted on the website of the

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organization. The notice shall include the date, time, and location of the meeting, a proposed agenda, and details of any Special Resolution proposed by the Board.

3.4 Conduct of Meetings

Any Member who wishes to place an item for discussion on the agenda for the Annual General Meeting or other General Meeting shall provide written notice to the President and Secretary of their request a minimum of 48 hours before the Board meeting immediately preceding that General Meeting.

3.5 Rules Applicable to Conduct of Meetings

Meetings of the Association may be held in-person or virtually by electronic means. Voting should be completed during the meeting.

3.6 Quorum

For all Meetings of the Association, twenty-five (25) Members in Good Standing shall constitute a quorum.

3.7 Proceedings at General, Annual General and Special General Meetings

3.7.1 Attendance by the Public

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.

3.7.2 Failure to Reach Quorum if Required

The President shall cancel a General Meeting, Annual General Meeting or Special General Meeting if a quorum is not present within one (1) hour after the set time. If cancelled, the meeting shall be rescheduled within thirty (30) days.

3.7.3 Presiding Officer

The President, when present, shall Chair every meeting of the Association. A Vice President shall Chair in the absence of the President. In the absence of the President and Vice Presidents, a Chairperson may be appointed by the Board.

3.7.4 Failure to Give Notice of Meeting

No action taken at an Annual General Meeting or Special General Meeting is deemed invalid due to:

- a) unintentional omission to give any Notice to a Member,
- b) any Member not receiving any Notice, or
- c) an error in any Notice that does not affect the meeting.

Article 4 The Government of the Association

4.1 Board of Directors

As steward of the public trust, the Board shall be responsible for governance, the ongoing process of due diligence to assure the health and effectiveness of the Association. In accordance with applicable incorporation legislation and with these Bylaws, the Board shall have the full power to make policies and procedures to manage the affairs and property of the Association, to discipline Members, and to manage and handle disputes within the Association.

4.1.1 Composition of the Board

The Board shall be comprised of up to a maximum of twelve (12) Directors, as determined from time to time by the Board. All Directors shall have identical rights and responsibilities unless such responsibility is specifically given to a certain Director pursuant to these Bylaws.

4.1.2 Eligibility

A Director must:

- a) be at least eighteen (18) years old,
- b) be a Member of the Association in Good Standing,
- c) not exceed the term limit restrictions outlined in Bylaw 4.1.4,
- d) not be a relative of another current Board Member,

- e) not have been convicted of an act resulting in suspension of hunting, angling, trapping, or firearms privileges within the immediate past ten (10) years,
- f) not have been removed from the Board by a motion of the Directors within the immediate past two (2) years,
- g) not have been declared incapable by any Canadian court, or a court in a jurisdiction outside of Canada, and
- h) not be in bankruptcy status.

4.1.3 Elections

4.1.3.1 The Directors of the Association, who comprise the Board, shall be elected at the Annual General Meetings of the Association. The Governance Committee will present the slate of candidates.

A Person appointed or elected to be a Director becomes a Director if they were present at the meeting when being appointed or elected and did not refuse the appointment. They may also become a Director if they were not present at the

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meeting but consented in writing to act as Director before the appointment or election, or within ten (10) days after the appointment or election, or if they acted as a Director pursuant to the appointment or election.

- 4.1.3.2** For reasons of continuity, only half of the Director positions should be up for election each year.

4.1.4 Term of Office

- 4.1.4.1** Directors shall serve a term of two (2) years from the date of their election. A full two-year term shall be considered to have been served upon the passage of two (2) Annual General Meetings. Directors shall take office immediately following the close of the Annual General Meeting at which they are elected.

- 4.1.4.2** No Director shall serve more than three (3) consecutive two (2) year terms. Fulfilling an incomplete term is not considered part of the term limit. Directors shall serve staggered terms to balance continuity with new perspective.

- 4.1.4.3** Outgoing Directors shall be eligible for re-election to the Board after the passage of one (1) Annual General Meeting.

- 4.1.4.4** Directors may not serve on the Board for more than a maximum of ten (10) years.

4.1.5 Vacancies

Vacancies on the Board, however caused, may be filled by:

- a) appointment of a qualified Member by the Directors, or
- b) election at the next Annual General Meeting of the Association, or
- c) being abolished if obsolete or redundant.

A Director appointed under 4.1.5(a) or elected under 4.1.5(b) to fill a vacancy shall serve the unexpired term of their predecessor in office.

4.1.6 Ceasing to be a Director

A Director shall cease to be a Director and a vacancy shall be created upon:

- a) the death of the Director,
- b) the Secretary and/or President receiving a written resignation from the Director, and the resignation shall be effective upon receipt unless specified otherwise,
- c) the Director is absent from more than one (1) meeting of the Board in a fiscal year without the consent of the Board,
- d) the Director being convicted of an act resulting in any suspension of hunting, angling, trapping or firearms privileges,

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- e) the bankruptcy of the Director,
- f) the incapacity of the Director, or
- g) the Director no longer being a Member in Good Standing with the Association.

4.1.7 Removal of Directors

4.1.7.1 The Board may remove any Director, for cause, with a seventy-five percent (75%) majority vote of the Board in attendance at a duly called meeting of the Board, having given fourteen (14) days' notice.

4.1.7.2 The Members may remove the Board or any of its Directors, including the President and Vice President, by a signed petition with bona fide signatures of a simple majority of Members in Good Standing collected over a period of not more than thirty (30) days.

4.1.8 Meetings of the Board

4.1.8.1 Meetings of the Board may be held in-person or virtually by electronic means.

4.1.8.2 Meetings of the Board shall be held as often as may be required, but at least once every fiscal quarter, with a minimum of four (4) meetings each year.

4.1.8.3 The President or designate calls the meetings. The President must call a meeting if any two (2) Directors make a request in writing and state the business for the meeting.

4.1.8.4 Meetings of the Board shall be called with a minimum of three (3) days' notice.

4.1.8.5 For all Meetings of the Board, a majority of Directors entitled to be in office, including a minimum of one (1) Officer, shall constitute a quorum.

4.1.8.6 If there is no quorum, the President or designate shall adjourn the meeting to the following week.

4.1.8.7 Voting at meetings of the Board is a privilege exclusively reserved for Board Members. A Board Member's voting privilege is not delegable or transferable by means of a proxy. A Board Member must be present in person or via electronic means at the time of a vote during a meeting of a Board for their vote to be registered.

4.1.8.8 Directors may only abstain from casting a vote on a motion if they declare a legitimate conflict of interest that prevents them from voting. In cases where Directors abstain from casting a vote on a motion, their abstinence should be noted in the minutes. Abstaining Directors count toward quorum for a meeting, but

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do not count toward the percentage of support for or against a motion.

- 4.1.8.9** Any Member may request to attend a meeting of the Board. If they wish to add a topic to the agenda, they must provide written notice to the President or the Secretary a minimum of forty-eight (48) hours in advance.

4.1.9 Delegation

The Board may, for any reason it considers sufficient, delegate such powers and authority as may be deemed necessary to an individual or to a committee.

They may also delegate any or all the powers and duties of a Director or Officer to another Director or Officer.

4.1.10 Decisions of the Board

All decisions of the Board are final and binding.

4.1.11 Emergency Powers of the Board

- 4.1.10.1** An emergency situation is defined as a situation that meets the following criteria:

- a) The situation requires Board intervention to be resolved,
- b) The situation requires intervention before the next scheduled meeting of the Board of Directors to prevent negative impact on the organization,
- c) It is not possible to schedule an emergency meeting of the Board that can be attended by a quorum of Board members.

- 4.1.10.2** In the case of an emergency situation, the President is required to oversee the emergency decision-making progress. The President is required to:

- a) Attempt to contact each Director until the Director is contacted, or until the President has unsuccessfully attempted to contact the Director through a minimum of two (2) methods of communication,
- b) Propose a Board action that will resolve the emergency situation,
- c) Take a vote of the contacted Directors on the action proposed in Article 4.1.10.2(b). The President is empowered to implement the action if all successfully contacted Directors vote in favour of the action (unanimous). Votes may be counted electronically, so long as the President has made verbal contact with the voting Director.
- d) If the successfully contacted Directors do not unanimously support a course of action by the time that Board action is required, the President must act on behalf of the Board and be accountable for those decisions.

- 4.1.10.3** All actions taken by the Board in emergency situations must be ratified at the next scheduled board meeting.

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4.1.12 Election of Officers

A meeting of the Board will be held within two (2) weeks following the Annual General Meeting for the purpose of electing Officers and such business as must be presented to the Board at that time.

4.2 Officers

4.2.1 Officers

The Officers shall be the President, Vice President, Treasurer, and Secretary.

4.2.2 Officers Must Be Directors

All Officers shall be members of the Board in accordance with terms of office.

4.2.3 Election of Officers

All the Officers shall be elected by the Board. The Board shall have the power to remove any Officer and fill any vacancy occurring in any office at any time.

4.2.4 Term of Office

The term of office for all Officers shall be two (2) years and all Officers shall remain in office until their successors are elected by the Board.

4.3 Duties of Officers

4.3.1 President

The President shall be the Chair of the Board of Directors and shall oversee all the business affairs of the Board. It shall be their responsibility, in association with the Secretary or designate, to call and prepare the agenda for all meetings of the Association. The President shall chair all meetings of the Members and all meetings of the Board.

The President or their designate shall be the official representative of the Association with other associations, agencies, and organizations.

The President shall be an ex-officio member of all committees.

The President shall ensure that all resolutions or orders passed by the Board are carried out.

In case of the President being unable to assume their responsibilities or resigns, the Vice President will succeed them for the remainder of the term.

4.3.2 Vice President

It shall be the duties of the Vice President to assist the President in the performance of their duties.

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In the case of the absence or inability of the President to act, the Vice President will assume their responsibilities.

The specific responsibilities of the Vice President will be designated by Board.

4.3.3 Treasurer

The Treasurer shall monitor the financial operations of the Association and shall chair the Financial Responsibility Committee to ensure that those functions usually associated with the office of "Treasurer" are carried out.

If the position of Secretary is not filled or becomes vacant, the Treasurer shall serve as Secretary in addition to their duties as Treasurer and shall be entitled to affix their signature to any formal document as "Secretary" if so required.

4.3.4 Secretary

The Secretary shall ensure that those functions usually associated with the Office of "Secretary" are carried out.

4.4 Board Committees

4.4.1 Establishing Committees

The Board may appoint committees and establish terms of reference for such committees as they may from time to time deem appropriate.

4.4.2 General Procedures for Committees

4.4.2.1 A Board Member Chairs each committee created by the Board.

4.4.2.2 The Chairperson calls committee meetings. Each committee:

- a) Records minutes of its meetings,
- b) Distributes these meeting minutes to the committee Members, and
- c) Provides reports to each Board meeting if the Board requests.

4.4.2.3 For all committee Meetings, a majority of the appointed committee members shall constitute a quorum.

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

4.4.2.5 In discharging their duties, each committee member shall be obliged to exercise the care, diligence, and skill a reasonable person would exercise in comparable circumstances.

4.4.2.6 In discharging their duties, committees may seek and rely in good faith upon any report of a lawyer, accountant, a Director of the Association, or any other person whose profession provides credibility to the statement made by such person.

4.4.2.7 Each committee will review its terms of reference a minimum of once every three

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(3) calendar years. The primary focus of this review should be to update the top priorities of the committee, but other aspects of the terms of reference should also be reviewed to ensure continued relevance. The results of the review and any proposed changes shall be reported to the Board.

4.5 Standing Committees

The Board establishes these Standing Committees:

- a) Governance Committee
- b) Financial Responsibility Committee
- c) Mission Advancement Committee
- d) Member Discipline Committee

4.5.1 Governance Committee

4.5.1.1 Consists of the Secretary, who is the Chairperson, the Executive Director, and up to two (2) other Members appointed by the Board.

4.5.1.2 The committee is responsible for the following:

- a) make nominations in accordance with the Bylaws for members of the Board,
- b) conduct ongoing examinations of how the Board is functioning, and how well it is fulfilling its responsibilities and living up to the organization's objectives,
- c) identify, review, and update the Board skills matrix, and work to recruit a Board that has the skills and expertise needed to meet the organization's objectives,
- d) identify potential Board Members and maintain information about candidates,
- e) establish and regularly update leadership succession plans for key board positions (e.g., President, Treasurer),
- f) ensure that new Board Members receive appropriate onboarding and have adequate materials and understanding of their roles and responsibilities,
- g) evaluate Board Members and determine their eligibility for re-election,
- h) involve all Board Members in continuing Board development and education throughout their terms,
- i) ensure that appropriate communications are taking place to keep Board Members fully apprised of activities, and
- j) evaluate the Bylaws and other governance documents and propose revisions as needed.

4.5.2 Financial Responsibility Committee

4.5.2.1 Consists of the Treasurer, who is the Chairperson, the Executive Director or their

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designate, and any other advisor(s) appointed by the Board.

4.5.2.2 The committee is responsible for financial planning and oversight, with particular focus on:

- a) recommending budget policies to the Board,
- b) investigating and making recommendations to the Board for acquiring funds and property,
- c) recommending policies on legal advice,
- d) investigating and making recommendations to the Board for acquiring appropriate insurance coverage,
- e) recommending policies on disbursing and investing funds to the Board,
- f) establishing policies for Board and Committee expenditures,
- g) arranging the annual audit of the books, and
- h) reporting on the year's financial activities at the Annual General Meeting.

4.5.3 Mission Advancement Committee

4.5.3.1 Consists of the President, who is the Chairperson, and at least two (2) other Members or advisor(s) appointed by the Board.

4.5.3.2 The committee is responsible for advancing the mission of the Association, with particular focus on the following responsibilities:

- a) Develop, review, and monitor the Association's strategic plan. The committee will work with the President and Executive Director and make recommendations to the Board to ensure the right strategic plan (annual and longer term), including challenging but achievable goals. This includes the development of relationships within the communities around the Ketchamoot Creek recreational property and the establishment of the necessary resources to realize these goals.
- b) Review, recommend, and monitor the education and other programs offered by the Association that are designed to encourage Members of all ages to become and remain involved in the Association and with each other. These programs should focus on shooting sports, conservation, and sustainable utilization of natural resources. The Committee will receive regular reports from the staff on engagement activity, and any future plans that have been developed.
- c) The Committee has a key role to play in working with the President and the Executive Director to make recommendations to the board regarding any capital projects or land acquisitions that may be contemplated, including issues related to:
 - timing and targets,

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- the selection of projects that will provide the best value to the Members,
 - budgeted expenses and appropriate staffing,
 - appropriate funding options.
- d) The Committee will discuss, develop, and recommend to the board protocols for engagement in external lobbying on behalf of the Association. This could include asking Board members to assist in identifying and cultivating contacts with elected or appointed government officials. Such activities need to be conducted in a highly coordinated fashion with the President, the Executive Director and other staff.
- e) The Committee should play a role in ensuring that the right staffing levels and people are in place to achieve the Association's annual and long-term goals for fundraising and Member engagement. While the actual job of setting the staffing plan and recruiting, rewarding, and retaining qualified staff falls on the Executive Director, the committee can be a helpful sounding board and provider of advice and guidance.

4.5.4 Member Discipline Committee

4.5.4.1 The Member Discipline Committee consists of the Vice President, who is the Chairperson, and up to three (3) other Members appointed by the Board.

4.5.4.2 The Member Discipline Committee has the primary objective of member education rather than punitive action. All efforts are to be made to find productive ways to engage with members when issues arise and to achieve mutually beneficial solutions.

4.5.4.3 The Member Discipline Committee is responsible for:

- a) convening when Member discipline issues are brought forward in relation to a Member:
 - i. violating any provision of the Bylaws, or written policies or procedures of the Association,
 - ii. carrying out any conduct has been determined by the Board to be unsafe or improper, or
 - iii. carrying out any conduct which may be detrimental to the Association as determined by the Committee in its sole discretion.
- b) investigating and speaking with Members and witnesses as required,
- c) making the necessary decisions and dispensing the discipline it deems appropriate directly (e.g., educational measures, suspensions, recommendations for termination, etc.), and
- d) reporting a summary of any decisions and/or recommendations for termination to the Board at the next executive meeting.

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4.6 Chief Executive Officer

The Board may hire an Executive Director who, in the role of Chief Executive Officer, shall carry out assigned duties.

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

The Executive Director manages and directs the business and affairs of the Association including:

- a) interpreting and applying the Board's policies,
- b) coordinating public relations and publicity,
- c) hiring, supervising, evaluating, and releasing all paid staff,
- d) attending board, and other meetings, as required,
- e) keeping the Board informed about the affairs of the Association,
- f) maintaining the Association's books,
- g) preparing financial statements and budgets for Board approval,
- h) planning programs and services based on the Board's priorities, and
- i) carrying out other duties assigned by the Board.

The Executive Director shall keep all books and records of the Association.

The Executive Director shall arrange for all Meetings of the Association, shall attend such Meetings and keep accurate minutes thereof and shall perform such other duties as may be required to ensure the smooth and efficient conduct of the Association's business.

The Executive Director shall submit annual statements to Service Alberta and other official agencies as may be required by law.

The Executive Director shall be the custodian of the Common Seal of the Association.

Article 5 Finance and Other Management Matters

5.1 The Registered Address

The Registered Address of the Association is in Sherwood Park, 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.

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5.2 Finance and Auditing

The fiscal year of the Association shall be January 1 to December 31.

5.2.1 Execution of Documents

The Board shall, from time to time, establish by resolution the practice and procedures for the execution and delivery of any and all contracts, documents or any instruments in writing requiring the signature of the Association including, without limitation, identifying the Person or Persons who may sign such contracts, documents or instrument from time to time. Any signing Officer may certify a copy of any instrument, resolution, by-law, or other document of the Association to be a true copy thereof.

5.2.2 Banking Arrangements

The banking business of the Association shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint, or authorize from time to time by resolution.

5.2.3 Expenditures

All expenditures must be authorized in accordance with the accounting procedures of the Association. The Board shall establish by resolution from time to time the practice and procedures for the operation of bank accounts, the execution of banking forms and documents including, without limitation, the execution of cheques and electronic payments, and identifying the parties authorized from time to time to execute such documents.

5.2.4 Accounting Records

The Association shall prepare and maintain, or cause to be prepared and maintained, adequate accounting records and shall cause their auditor or auditors to audit the accounts of the Association within a reasonable period following the end of each fiscal year.

5.3 Seal of the Association

5.3.1 Custody and Use of the Seal

There shall be a Common Seal of the Association which shall be affixed to all contracts or other written documents or instruments to which the Seal of the Association is required to be affixed, under signatures of such Officers of the Association as may be prescribed by the Board. The Common Seal of the Association shall always remain in the custody and control of the Association.

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5.4 Inspection of the Books and Records of the Association

The books and records of the Association may be inspected by any Member upon receipt of a written request for such an inspection by the Executive Director. The request must be received no less than three (3) weeks prior to the proposed inspection date. The books and records of the Association will be made available for inspection at a mutually agreeable time and place, not to exceed six (6) weeks from the time of the request. Inspection of the books and records may be carried out either in person or electronically as agreed upon by the requestor and the Executive Director.

The Annual Financial Report shall be made available upon request of the Members.

5.5 Borrowing Powers

5.5.1 The Board may:

- a) borrow money on the credit of the Association, and
- b) issue, sell, or pledge security to the Association, or
- c) charge, mortgage, hypothecate, or pledge all or any of the real or material property of the Association; including rights, powers, franchise, undertakings and book debts to secure any security or any money borrowed or debts or any other obligation or liability of the Association.

5.5.2 Debentures

For the purpose of carrying out the objectives of the Association, the Board may borrow or raise or secure the payment of money in such manner as they see fit, being limited only by the Bylaws of the Association, or by law. No debenture shall be issued except by a Special Resolution of the Association.

5.6 Remuneration

5.6.1 Unless authorized at any Board Meeting and after notice for same shall have been given, no Director shall receive any remuneration for the execution of their duties on the Board.

5.6.2 Payment of Expenses

Payments to Directors or other Members of the Association for expenses incurred in the ordinary routine operation of the Association's business may be made in accordance with policies or procedures established by the Board.

5.6.3 Conflict of Interest

To avoid conflict of interest, no Board Member will be eligible to bid or be awarded

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Association contracts unless otherwise approved by the Board. In all cases, the involved Board Member shall abstain from voting on the approval of such contracts.

5.7 Protection and Indemnities

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

5.7.2 No Director is liable for the acts of other Directors or employees of the Association. No Director is responsible for any loss or damage due to bankruptcy, insolvency, or wrongful act of any Person, body corporate, partnership, trust, unincorporated organization, firm, corporation, or other entity dealing with the Association. No Director is liable for any loss due to an oversight or error in judgment, or by an act in their role for the Association, unless the act is fraudulent, dishonest, or made in bad faith.

Article 6 Amending the Bylaws

6.1 Amendment of Bylaws

The Bylaws of the Association shall be repealed or amended at any Annual General Meeting or Special General Meeting of the members of the Association, but only by a Special Resolution.

6.2 Notice to Members

Notice of any proposed repealing or amendment to the Bylaws must be circulated to all voting Members in accordance with the type of meeting being held, prior to the meeting at which the amendment is to be considered.

6.3 Notice to Registrar

Following the adoption of such resolution, the Association must notify the Registrar of Corporations for the Province of Alberta of the repealing or amendment within twenty-one (21) days.

Article 7 Assets of the Association

7.1 Acquisition of Fixed and General Assets

The Board shall establish and approve procedures for the acquisition of all fixed and general assets to be acquired by the Association.

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7.2 Inventory of Fixed and General Assets

The Executive Director shall ensure that an inventory of all fixed, current, and general assets of the Association is completed at the close of the fiscal year and provide a report to the Board at the February meeting of the Board. All Members controlling and having custody of accountable assets shall provide the Executive Director with a complete inventory of all assets under their control or return such assets to the Executive Director by January 31st. All Members shall also return any Association assets immediately upon request, or immediately following their relinquishment of control and custody of such assets.

- 7.3** The Association shall hold all property, income arising therefrom, acquired by possession, gift, and bequest or otherwise solely for the objectives and purposes for which the Association is incorporated.

Article 8 General

- 8.1** In all matters not governed specifically by these Bylaws, the provisions of the Act and policies approved by the Board shall apply.

Article 9 Dissolution

- 9.1** Should the Association disband at any time in the future, all assets, after payment of all debts, shall be donated to a Canadian charity, preferably one which is founded on conservation principles similar to those of the Association. The decision as to which charity is to benefit hereby shall be the responsibility of the Board at the time of disbanding.