

BYLAWS OF THE LETHBRIDGE SPORT COUNCIL



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ARTICLE 1 – PREAMBLE

- 1.1 The name of this organization is the Lethbridge Sport Council.
- 1.2 This document constitutes the general bylaws of the Lethbridge Sport Council. The bylaws regulate the transaction of business and affairs of the Lethbridge Sport Council.

ARTICLE 2 – DEFINITIONS

In this Bylaw and all other Bylaws of the Lethbridge Sport Council, unless specifically defined herein or the context otherwise specifies or requires, all terms which are defined in the Act should have the meanings given to such terms in the Act, and in particular:

- 2.1 **“Act”** means *the Societies Act R.S.A. 2000 Chapter S-14* as amended or any statute substituted for it;
- 2.2 **“Annual General Meeting”** means the Annual General Meeting of the Lethbridge Sport Council;
- 2.3 **“Articles”** means the articles of the Lethbridge Sport Council from time to time in force and effect;
- 2.4 **“Associate Member”** shall be a business or not-for-profit society interested in furthering and promoting the objectives of the Lethbridge Sport Council;
- 2.5 **“Board of Directors”** means the members of the Society/Lethbridge Sport Council duly elected at the Annual General Meeting to that role;
- 2.6 **“Board Meeting”** means a meeting of the Board of Directors;
- 2.7 **“Bylaws”** means the Bylaws of the society/Lethbridge Sport Council as may be amended from time to time;
- 2.8 **“Chair”** means the member of the Board of Directors appointed to this position, and acts in accordance with 6.3.1 of this Bylaw;
- 2.9 **“Vice-Chair”** means the member of the Board of Directors appointed to this position, and acts in accordance with 6.3.2 of this Bylaw;
- 2.10 **“Secretary”** means the member of the Board of Directors appointed to this position, and acts in accordance with 6.3.3 of this Bylaw;
- 2.11 **“Treasurer”** means the member of the Board of Directors appointed to this position, and acts in accordance with 6.3.4 of this Bylaw;
- 2.12 **“Ex officio”** means stemming from the position rather than the person;
- 2.13 **“Individual Member”** shall be a person interested in furthering and promoting the objectives of the Lethbridge Sport Council;

- 2.14 **“Member”** means any individual or organization that meets the criteria of membership in the Society;
- 2.15 **“Nominating Committee”** means the Members of the Board of Directors who are appointed to review and make recommendations on applications to the Board of Directors, as may be required from time to time;
- 2.16 **“Nonprofit”** means an organization, registered and operating under the Act;
- 2.17 **“Policy”** means the Board of Director statements that are consistent with the objectives and Bylaws of the Lethbridge Sport Council;
- 2.18 **“Records of the Lethbridge Sport Council”** means minutes, agendas, financial statements, annual reports, contracts, and other required legal documents;
- 2.19 **“Register of Members”** means the register maintained by the Board of Directors containing the names of the Members of the Lethbridge Sport Council;
- 2.20 **“Resolution”** means a proposal of action by the Board of Directors;
- 2.21 **“Special General Meeting”** means a meeting called outside the schedule of Board of Director Meetings and Annual General Meetings to deal with special or emergent issues;
- 2.22 **“Special Resolution”** means a resolution passed at an Annual General Meeting or Special General Meeting;
- 2.23 **“Sport Organization Member”** means a local sport organization or league presently involved in sport and active recreation activities in Lethbridge, as approved by the Board of Directors;
- 2.24 **“Voting Member”** means a Member entitled to vote at the meetings of the Lethbridge Sport Council.

ARTICLE 3 – OBJECTS OF THE LETHBRIDGE SPORT COUNCIL

- 3.1 The objects of the Lethbridge Sport Council are detailed in the application to form a society.

ARTICLE 4 – MEMBERSHIP

4.1 Classification of Members

Membership of the Lethbridge Sport Council shall be open to all sport organizations, businesses, not-for-profit societies, and individuals aged 18 and above.

- 4.1.1 The following shall constitute the classes of membership with the Lethbridge Sport Council:

- 4.1.1.1 Sport Organization Member;

4.1.1.2 Individual Member; and

4.1.1.3 Associate Member.

4.2 Admission of Members

Any sport organization, business, and individual may become a Member in accordance with Article 4.1. The applicant will be entered as a Member under the appropriate category in the Register of Members.

4.3 Rights and Privileges of Members

Any Member in good standing is entitled to:

- i. receive notice of meetings of the Lethbridge Sport Council;
- ii. attend any meeting of the Lethbridge Sport Council;
- iii. speak at any meeting of the Lethbridge Sport Council;
- iv. receive information and updates through a newsletter or email
- v. exercise other rights and privileges given to Members in these Bylaws

4.3.1 The official voting representative of the Sport Organization Member shall be determined by that sport organization or league.

4.3.2 Individual members are non-voting at General or Special Meetings, unless elected as a Member of the Board of Directors.

4.3.3 A statement of Policy and procedures regarding membership, as approved by the Board will further define all sections of Article 4.

4.4 Withdrawal of Membership

Any member may resign from Lethbridge Sport Council by sending or delivering a written notice to the Chair or Executive Director.

4.5 Termination of Membership

Any Member, by Resolution of the Board of Directors, may have their membership with Lethbridge Sport Council terminated, for one or more of the following reasons:

- i. the Member has failed to abide by the requirements of these Bylaws;
- ii. the Member has disrupted meetings or functions of the Lethbridge Sport Council;
- iii. the actions or omissions of the Member has harmed the Lethbridge Sport Council.

4.5.2 The Member considered for termination shall retain the right to appear at a meeting of the Board of Directors for explanation and discussion of the termination.

4.5.3 The decision of the Board of Directors is final.

4.6 Transmission of Membership

No right or privilege of any Member is transferrable to another party. All rights and privileges cease when the Member resigns or is terminated from the Lethbridge Sport Council.

4.7 Limitations of the Liability of Members

No Member is, in their capacity, liable for any debt or liability of the Lethbridge Sport Council, unless such debt is incurred through acts of fraud, dishonesty, willful negligence or bad faith.

4.8 Membership Term

The membership term for all categories is January 1 – December 31, or as decided by the Board of Directors from time to time.

ARTICLE 5 – MEETINGS

5.1 Annual General Meeting

The Lethbridge Sport Council shall hold, either virtually or in-person, an Annual General Meeting within 180 days of the fiscal year end of the Lethbridge Sport Council, in Lethbridge, Alberta, Canada. The Board of Directors will set the day, time and place of the Annual General Meeting, and issue a notice of said meeting.

5.1.1 Notice

Notice of the day, time and place of the Annual General Meeting shall be given in writing to the last known address of each member and shall be mailed or e-mailed at least 21 days prior to the date of the meeting.

5.1.2 Agenda for the Annual General Meeting

The Annual General Meeting deals with the following matters:

- i. Adopting the agenda;
- ii. Approving the minutes of the last Annual General Meeting;
- iii. The Chair's report/annual report;
- iv. The Treasurer shall present the Financial Report setting out the Lethbridge Sport Council's income, disbursements, assets and liabilities, and the auditor's report;
- v. Appointment of auditors;
- vi. Electing the Members of the Board of Directors; and

- vii. Considering matters specified in the Meeting notice.

5.1.3 Quorum

Attendance by 20% of the eligible voting Members at the Annual General Meeting is a Quorum.

5.2 Special General Meeting of the Lethbridge Sport Council

A special meeting shall be called, either virtually or in-person, at any time:

- a) By a resolution of the Board;
or
- b) By the Chair or Secretary upon receipt of a petition signed by one-third (1/3) of the members in good standing, setting forth the reasons for calling such meeting and motion(s) intended to be submitted at this Special General Meeting; and
- c) Only the matter(s) set out in the notice for the Special General Meeting are considered at the Special General Meeting.

5.2.1. Notice

Notice of the time, place, and purpose of the Special General Meetings shall be given in writing to the last known address of each member and shall be mailed or e-mailed at least 21 days prior to the date of the meeting.

5.2.2 Quorum

Attendance by 20% of the eligible voting Members at the Special General Meeting is a Quorum.

5.3 Proceedings at Annual General Meetings or Special General Meetings

5.3.1 Attendance by the Public

All Annual General Meetings and Special General Meetings of the Society are open to the public. A majority of voting Members present may meet in-camera on sensitive issues if a majority of the Members support a motion to move in-camera. Members must revert to an open session to make any decision on items discussed in an in-camera session.

5.3.2 Failure to Reach a Quorum

In the event an Annual General Meeting or Special General Meeting fails to achieve Quorum within fifteen minutes after the set start time, the meeting may be recalled and those in attendance will constitute a Quorum.

5.3.3 Presiding Officers

The Chair of any meeting of the Members shall be the Chair or the Vice-Chair. In the absences of either such officers, the Members shall choose one of the Directors to be the Chair of the Meeting. The Secretary of the Meeting shall be the Secretary of the Lethbridge Sport Council. In the absence of the Secretary, the Chair shall appoint any Member present to act as the Secretary.

5.3.4 Adjournment

- 5.3.4.1** The Chair may adjourn any Annual General Meeting with the consent of the Members at the Meeting.
- 5.3.4.2** The adjourned Annual General Meeting may be reconvened to only conduct the unfinished business from the initial meeting.
- 5.3.4.3** No notice is necessary if the Annual General Meeting is adjourned for less than thirty (30) days
- 5.3.4.4** The Lethbridge Sport Council must give notice when an Annual General Meeting is adjourned for thirty (30) days or more. Notice must be the same as for any Annual General Meeting.

5.3.5 Voting

- 5.3.5.1** Voting shall be by way of show of hands or cards.
- 5.3.5.2** Any five (5) Members may request a ballot vote, but such request may be withdrawn at any time prior to the taking of the ballot.
- 5.3.5.3** The Chair 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.
- 5.3.5.4** Majority

A simple majority vote of 51% of the votes cast decides each issue and Resolution, unless it needs to be decided by a Special Resolution.

A Special Resolution requires 75% of the votes cast. Items that require a Special Resolution include:

- i. Changing the objects of the Lethbridge Sport Council;
- ii. Amending the Bylaws of the Lethbridge Sport Council;
- iii. Issuing debentures;
- iv. Surrendering the Certificate of Incorporation; and
- v. Choosing a nonprofit organization as required by ARTICLE 9.3.

- 5.3.5.5** At the Annual General Meeting there shall be elected a maximum of thirteen (13) Directors and appointed a maximum two (2) Directors in accordance with 6.1.2 of this Bylaw. The officers and Directors elected shall form a Board of Directors and shall serve until their successors

are elected and installed. Any Individual Member in good standing shall be eligible to any office in the Lethbridge Sport Council.

5.3.5.6 Failure to Give Notice of Meeting

Any action taken at a General meeting is not invalid due to:

- i. accidental omission to give any notice to any Member;
- ii. any Member not receiving any notice; or
- iii. any error in any notice that does not affect the meaning.

ARTICLE 6 – THE GOVERNANCE OF THE LETHBRIDGE SPORT COUNCIL

6.1 Board of Directors

The Board of Directors is responsible for the governance and management of the affairs of the Lethbridge Sport Council. The Board of Directors may retain a senior administrator or designate Committees to carry out the function under the direction and supervision of the Board of Directors.

6.1.1 Powers and Duties of the Board of Directors

The Board of Directors has the powers of the Lethbridge Sport Council, except as stated in the Act. The powers and duties of the Board of Directors includes:

- i. directing the setting and execution of the objects of the Lethbridge Sport Council;
- ii. Promoting the membership of the Lethbridge Sport Council;
- iii. Maintaining and protecting the Lethbridge Sport Council's assets and property;
- iv. Approving an annual budget;
- v. Ensuring that all expenses are paid for operating and managing the Lethbridge Sport Council;
- vi. Approving borrowing or raising monies to finance the operation and management of the Lethbridge Sport Council, consistent with all legal and fiduciary requirements, including mortgaging any or all the property of the Lethbridge Sport Council;
- vii. Approving all contracts for the Lethbridge Sport Council;
- viii. Ensuring all accounts and financial records of the Lethbridge Sport Council are maintained and accessible to the Board of Directors and Members;
- ix. Setting policy, rules and regulations for governing, managing and operating the Lethbridge Sport Council, its facilities and assets;

- x. Recruiting future members of the Board of Directors;
- xi. Appointing legal counsel as necessary; and
- xii. Without limiting the general responsibility of the Board of Directors, delegating its responsibilities and duties to Committees and the paid senior staff of the Lethbridge Sport Council.

6.1.2 Composition of the Board of Directors

A minimum of six (6) and a maximum of thirteen (13) Directors are elected from the membership, which must be Individual Members with a maximum of two (2) Directors from any one sport or organization. This is in addition to the appointed directors identified below.

6.1.2.1 Appointed Directors

One representative each may be appointed at the option of the Board of Directors as follows:

- i. Athletics Department, University of Lethbridge
- ii. Athletics Department, Lethbridge College

6.1.2.1 The Board of Directors consists of:

- i. The Chair;
- ii. Four (4) to eleven (11) Directors elected at the Annual General Meeting from among the Voting Members;
- iii. Two (2) appointed Directors; and
- iv. The immediate Past Chair.

6.1.3 Election of the Directors and the Chair.

6.1.3.1 The Board of Directors will appoint a Nominating Committee not less than thirty (30) days in advance of the Annual General Meeting. The Nominating Committee shall present a slate of candidates naming Individual Members in good standing for the election as members of the Board of Directors, after having ensured that each nominee is eligible for election and will accept if elected. Nominations will not be accepted from the floor at the time of the Annual General Meeting unless two-thirds (2/3) of the votes cast at the Annual General Meeting agree that nominations can be made from the floor.

6.1.3.2 An Individual Member who has been nominated to stand for election but will be absent at the time of the election, must indicate in writing to

the Nominating Committee prior to the election that they will accept if they are elected.

- 6.1.3.3** Voting shall be by show of hands or by secret ballot if so called by the Chair or by the majority of those Members present. In the event of a tied vote, additional ballots shall be cast until a candidate is declared elected. A minimum of two (2) people shall be appointed by the Lethbridge Sport Council to count ballots.
- 6.1.3.4** Members of the Board of Directors must be Lethbridge Sport Council Individual Members in good standing prior to being elected and throughout their terms.
- 6.1.3.5** Voting Members may elect any Director of the Board of Directors for a maximum of two (2) consecutive three (3) year terms. At the pleasure of the Board of Directors, Directors can be reappointed for a third term. Directors shall be eligible for re-election after one (1) year of retirement.
- 6.1.3.6** The Chair can serve for a maximum of two (2) consecutive three (3) year terms as a Chair of the Board of Directors.
- 6.1.3.7** Notwithstanding the term limits outlined in Section 6.1.3, a Chair who has completed their maximum term of service as Chair of the Board of Directors may serve one additional three (3) year term as Past Chair on the Executive Committee. This extension is intended to provide continuity and mentorship within the Board's leadership. The position of Past Chair shall not be an elected role but shall be filled automatically by the outgoing Chair. If the outgoing Chair is unable or unwilling to serve as Past Chair, the position may remain vacant or be filled at the discretion of the Board of Directors.

6.1.4 Election of the Officers

Officers, excluding the Past Chair, shall be elected from within, and by the Board of Directors.

6.1.5 Resignation or Removal of a Director from the Board of Directors

6.1.5.1 Resignation

A Director, including the Chair, may resign from office by giving one (1) month notice in writing. The resignation takes effect on the date the Board of Directors accepts the resignation.

6.1.5.2 Removal

Any director or officer, upon a majority vote of all members in good standing, may be removed from office. There must be a majority vote at a Special General Meeting called for this purpose.

6.1.5.3 Vacancy

Interim vacancies may be filled by the Board of Directors to be approved at the

next Annual General Meeting. It is the responsibility of the Board of Directors as a whole and or the individual director to replace Board of Director Members as vacancies occur.

6.1.6 Meetings of the Board of Directors

6.1.6.1 The Board of Directors holds, either virtually or in-person, a minimum of six (6) regularly scheduled Board of Director Meetings a year.

- 6.1.6.2** The Chair calls the meetings. The Chair may also call an extra meeting if any two (2) Directors makes a request in writing and state the business for the meeting.
- 6.1.6.3** A minimum of seven (7) day notice of Board of Director Meetings is mailed or otherwise delivered to each Board of Director Member. The notice will include an agenda, minutes of the previous meeting, and other reports as required.
- 6.1.6.4** The attendance of 51% of voting Directors at any regular Board of Director Meeting constitutes a Quorum.
- 6.1.6.5** Each Director, including the Chair, has one (1) vote.
- 6.1.6.6** Board of Director Meetings are open to Members and any members of the public but only Directors may vote. The Board of Directors may meet in-camera on sensitive issues if a majority of the Directors support a motion to move in-camera. Any Board of Director decisions made in- camera must be ratified in a public meeting.
- 6.1.6.7** If members of the Board of Directors have missed at least one (1) Board of Director Meeting and one (1) Special General Meeting or two (2) Board of Director Meetings, it is the responsibility of the Chair to discuss the importance of attendance with the Board of Director Member who is not attending. A Board of Director Member who fails to attend three (3) consecutive Board of Director Meetings may be asked by the Board of Directors to resign.

6.2 Officers

- 6.2.1** The Officers of the Lethbridge Sport Council are the Chair, Vice Chair, Secretary, Treasurer, and Past Chair (or a Director appointed by the Board of Directors).
- 6.2.2** At its first meeting after the Annual General Meeting, the Board of Directors elects from among the Directors, the Chair and the other Officers for the following year.
- 6.2.3** The Officers hold office until re-elected annually by the Board of Directors.
- 6.2.4** Any Officer, including the Chair, may resign their responsibilities without resigning from the Board of Directors. In such circumstances, the Board of Directors will appoint an interim replacement.

6.3 Duties of the Officers of the Lethbridge Sport Council

6.3.1 Chair

- i. When present, chairs all meetings of the Lethbridge Sport Council, the Board of Directors, and the Executive Committee;
- ii. Calls meetings of the Board of Directors and the Executive Committee;
- iii. Supervises the affairs of the Board of Directors;
- iv. Acts as the main spokesperson for the Lethbridge Sport Council;
- v. Is welcome to attend as an ex-officio member, all Committees except the Nominating Committee; and
- vi. Carries out other duties assigned by the Board of Directors.

6.3.2 Vice Chair

- i. Presides at meetings in the Chair's absence. If the Vice-Chair is absent, the Directors elect a Chair for the meeting;
- ii. Replaces the Chair at various functions when asked to do so by the Chair or the Board of Directors;
- iii. Is a member of the Executive Committee; and
- iv. Carries out other duties assigned by the Board of Directors.

6.3.3 Secretary

- i. Attend all meetings of the Lethbridge Sport Council, the Board of Directors, and the Executive Committee;
- ii. Keep accurate minutes of these meetings;
- iii. Keeps the seal of the Lethbridge Sport Council;
- iv. Keeps and preserves the Board of Directors' correspondence, motions, contracts, and other important records of the Lethbridge Sport Council;
- v. Makes sure a record of names and addresses of all Members of the Lethbridge Sport Council is kept;
- vi. Makes sure all notices of various meetings are sent;
- vii. Ensures the filing of the Annual Return, changes in the Board of Directors of the organization, amendments in the Bylaws and other incorporating documents with the Corporate registry; and
- viii. Carries out other duties assigned by the Board of Directors.

6.3.4 Treasurer

- i. Makes sure all monies paid to the Lethbridge Sport Council are deposited in a Chartered Bank, Trust Company, Credit Union or Treasury Branch chosen by the Board of Directors;
- ii. Makes sure a full detailed account of revenues and expenditures is presented to the Board of Directors as requested;
- iii. Makes sure an audited statement of the financial position of the Lethbridge Sport Council is prepared and present at the Annual General Meeting;
- iv. Is a member of the Executive Committee; and
- v. Carries out other duties assigned by the Board of Directors.

6.3.5 Past Chair

- i. Chairs the Nominating Committee; and
- ii. Carries out other duties assigned by the Board of Directors.

6.4 Board of Director Committees

6.4.1 An Executive Committee shall be made up of the Lethbridge Sport Council Executive Director, Chair, Vice-Chair, Past Chair, Treasurer and Secretary, and shall be responsible for the carrying on the day to day operations of the Lethbridge Sport Council.

6.4.2 The Board of Directors may appoint and establish such committees or subcommittees as may be required from time to time that the objectives of the Lethbridge Sport Council are met. Such committees or subcommittees shall remain constituted at the pleasure of the Board of Directors.

6.4.3 General Procedures for Committees

6.4.3.1 A Board of Director Member chairs each committee created by the Board of Directors.

6.4.3.2 The Committee Chair calls committee meetings. Each committee:

- i. Records minutes of its meetings;
- ii. Distributes these minutes to the committee members; and
- iii. Provides reports to each Board of Director Meeting at the Board of Directors' request.

6.4.3.3 The meeting notice must be mailed or e-mailed five (5) 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.

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

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

6.5 The Executive Director

6.5.1 The Board of Directors may hire an Executive Director to carry out assigned duties.

6.5.2 The Executive Director reports to, is responsible to, and acts as an advisor to the Board of Directors and to the Board of Director Committees. The Executive Director does not vote at any meeting.

6.5.3 The roles and responsibilities of the Executive Director shall be defined by the Board of Directors within the relevant job description and contract documents.

ARTICLE 7 – FINANCE AND OTHER MANAGEMENT MATTERS

7.1 The Registered Office

The Registered Office of the Lethbridge Sport Council is located in Lethbridge Alberta. Another place may be established at the Annual General Meeting or by resolution of the Board of Directors, as long as this change is communicated to Corporate Registry.

7.2 Finance and Auditing

7.2.1 The fiscal year of the Lethbridge Sport Council ends on December 31 of each year.

7.2.2 A qualified financial auditor or two (2) members of the Lethbridge Sport Council will be appointed at each Annual General Meeting to do an annual financial audit; or the financial audit will be conducted in accordance with the Act.

7.3 Seal of the Lethbridge Sport Council

7.3.1 The Board of Directors may adopt a seal as the Seal of the Lethbridge Sport Council.

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

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

7.4 Cheques and Contracts of the Lethbridge Sport Council

7.4.1 Financial signing authority will include the Chair, the Vice Chair, Treasurer, and other Board of Director Members as required by the Board of Directors.

- 7.4.2** All contracts of the Lethbridge Sport Council must be signed by two (2) Officers or other persons authorized to do so by resolution of the Board of Directors.
- 7.4.3** All cheques of the Lethbridge Sport Council must be signed by two (2) Officers or other persons authorized to do so by resolution of the Board of Directors.
- 7.4.4** The Board of Directors may authorize the Executive Director to sign Cheques for certain amounts and circumstances. The Executive Director may not sign his/her own pay cheque.

7.5 Official Records of the Lethbridge Sport Council

- 7.5.1** The Secretary is responsible for maintaining all the Official Records at the Registered Office of the Lethbridge Sport Council.
- 7.5.2** A member wishing to inspect the books or records of the Lethbridge Sport Council must give reasonable notice to the Chair or the Secretary of their intentions to do so. Unless otherwise permitted by the Board of Directors, such inspection will take place only at the Registered Office or other regular business premises operated by the Society, during normal business hours. This does not apply to the records that the Board of Directors designates confidential.

7.6 Borrowing Powers

For the purpose of carrying out its objects, the Lethbridge Sport Council may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the Lethbridge Sport Council, and in no case shall debentures be issued without the sanction of a special resolution of the Lethbridge Sport Council.

7.7 Payments

- 7.7.1** No Member, Director, or Officer of the Lethbridge Sport Council receives any payment for their services as a Member, Director, or Officer.
- 7.7.2** Reasonable expenses incurred while carrying out duties of the Lethbridge Sport Council may be reimbursed upon Board of Directors approval.

7.8 Protection and Indemnity of Directors and Officers

- 7.8.1** Protection and indemnity for Directors and Officers of the Lethbridge Sport Council exists where those individuals act in good faith and responsibly perform the duties of Director or Officer as described in the Bylaws and Policies of the Lethbridge Sport Council. The Lethbridge Sport Council does not protect any Director or Officer for any acts of fraud, dishonestly, 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 Lethbridge Sport Council. No Director or Officer is liable for any loss due

to an oversight or error in judgment, or by an act in his or her role for the Lethbridge Sport Council, unless the act is fraud, dishonesty, or bad faith.

- 7.8.3** Directors or Officers can rely on the accuracy of any statements or reports prepared by the Lethbridge Sport Council's financial reviewer. Directors and Officers are not held liable for any loss or damage as a result of acting in good faith and with due diligence on those statements or reports.

ARTICLE 8 – AMENDING THE BYLAWS

- 8.1** These Bylaws may be rescinded, altered or added to by a Special Resolution.
- 8.2** The twenty-one (21) days' notice of the Annual General Meeting of the Lethbridge Sport Council 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 duly called Special General Meeting and upon subsequent acceptance by the Corporate Registry of Alberta.

ARTICLE 9 – DISTRIBUTING ASSETS AND DISSOLVING THE LETHBRIDGE SPORT COUNCIL

- 9.1** The Lethbridge Sport Council does not pay any dividends or distribute its property/assets among its Directors or Members.
- 9.2** A decision to dissolve the Lethbridge Sport Council will not be taken lightly and will only be done if all other options are exhausted.
- 9.3** Dissolution can only be done by Special Resolution adopted by the Members of the Lethbridge Sport Council.
- 9.3.1** If the Lethbridge Sport Council is dissolved, any funds or assets remaining after paying all debts will be paid to a registered and incorporated not-for-profit organization(s) that has similar objects to those of the Lethbridge Sport Council;
- 9.3.2** Members are to select the organization to receive the assets by Special Resolution. In no event do any Individual Members receive any assets of the Lethbridge Sport Council.