

# 55 NORTH COMMUNITY CENTRE

November 3<sup>rd</sup>, 2025

In consideration of full transparency by the Board of Directors, we are making available this copy of the amended Bylaws being reviewed by members and approved at the Special General Meeting. After studying the current Bylaws and finding errors, inconsistencies and omissions the Board had a Bylaw Committee formed which met to suggestion corrections beginning October 1<sup>st</sup>, 2026. After completing the editing the Committee brought the changes to the Board at a Special meeting on October 15<sup>th</sup>, 2025 where the Board voted to accept changes and call a Special General Meeting of the membership to discuss and approve the changes.

The Board is hoping they can be approved by the membership then sent in to be approved by the AB Government and become legally binding before the proposed Annual General Meeting to be held in March of 2026.

Suggested amendments have been highlighted in yellow for ease of viewing. Copies of the old Bylaws are available so you can confirm there are no other changes.

Please note your questions and bring them with you, to ask after the Board presents its reasons and explanations which will be covered in detail at the Special General Meeting on Sunday, November 16<sup>th</sup>, 2025 at 2:00 p.m. in the Rotary Room at the 55 North Community Centre.

Thank you for your participation in this process,

The Board of Directors  
55 North Community Centre

# 55 NORTH COMMUNITY CENTRE BYLAWS

## CONTENTS

---

1.	Preamble .....	3
2.	Purpose of Bylaws .....	3
3.	Definitions .....	3
4.	Membership .....	4
5.	Board of Directors .....	5
6.	Powers of the Board.....	8
7.	Committees .....	8
8.	Duties of the Officers .....	9
9.	Meetings of the Membership .....	10
10.	Voting and Adjournment .....	12
11.	Financial Statements/Auditing.....	13
12.	Signing Authority.....	13
13.	Inspection of Records of the Society .....	14
14.	Parliamentary Authority .....	14
15.	Limited Liability .....	14
16.	Amendments to the Bylaws.....	15
17.	Dissolution of the Society .....	15
18.	Seal of the Society.....	15

# 55 NORTH COMMUNITY CENTRE BYLAWS

## 1. PREAMBLE

---

- 1.1. The following articles set forth the bylaws for the 55 NORTH COMMUNITY CENTRE, hereinafter referred to as the "Society".
- 1.2. The Registered Office of the Society is located at 10222 101 Ave, Grande Prairie, AB T8V 0Y5.

## 2. PURPOSE OF BYLAWS

---

- 2.1. These bylaws set out the basic framework for the governance and business affairs of the 55 NORTH COMMUNITY CENTRE, which is a not-for-profit Society that works with seniors to arrange activities and services which contribute to active living, healthier aging, and a better quality of life.

## 3. DEFINITIONS

---

- 3.1. Regular Member -Any interested person, over the age of fifty-five (55) years and residing within the Peace Region, who meets the requirements set out in 4.2.1.
- 3.2. Associate Member – An individual under the age of fifty-five (55) years and residing in the Peace Region who meets the requirements set out in 4.2.2.
- 3.3. Board - The Board of Directors of this Society.
- 3.4. Board Executive – The President, First Vice President, Second Vice President, Treasurer and Secretary of the Board of Directors.
- 3.5. Annual General Meeting – A meeting held once a year in March that is open to all members and the public.
- 3.6. Facility – any real property owned, leased, or rented by the Society for the purpose of serving the Society and its members.
- 3.7. Regular Meeting – the meeting of the Board.
- 3.8. Senior - any person who is fifty-five (55) years of age or older.
- 3.9. Special General Meeting – A meeting called by the Board or by a request to the President of the Board signed by at least three percent (3%) of the Society voting members in good standing to address issues that cannot be tabled until the Annual General Meeting.
- 3.10. Special Resolution - An issue that is subject to a vote at a Special General Meeting.
- 3.11. Presiding Officer - The President of the Board will be the Presiding Officer at every meeting of the Society. The Vice-President will assume the Presiding Officer role in the President's absence.
- 3.12. Society – 55 NORTH COMMUNITY CENTRE

# 55 NORTH COMMUNITY CENTRE BYLAWS

- 3.13. The Societies Act – Alberta Provincial Legislation governing registered non-profit societies in Alberta.

## 4. MEMBERSHIP

---

- 4.1. The Board shall prescribe the terms of admission of members to the Society and define their rights and obligations.
- 4.2. Membership Classes
- 4.2.1. Regular members of the Society:
- a) Are over the age of fifty-five (55) years,
  - b) Have completed the membership application requirements and paid the membership fee as determined by the Board.
  - c) New members will be issued a copy of the Bylaws and Policies/Procedures
- 4.2.2. Associate members of the Society:
- a) Are individuals who are under the age of fifty-five (55) years,
  - b) Are sponsored by a Regular member of the Society in good standing,
  - c) Have completed the membership application requirements and paid the membership fee as determined by the Board.
  - d) New members will be issued a copy of the Bylaws and Policies/Procedures
- 4.2.3. Lifetime memberships will no longer be issued, however, current lifetime memberships will be honored as previously written until expired.
- 4.3. Retaining Membership in the Society
- 4.3.1. Regular/Associate members must:
- a) Advise the Society of any changes of name, residential address, phone number, email address on an annual basis,
  - b) Be current with membership fees as determined by the Board,
  - c) Be in full compliance with the bylaws and policies of the Society.
- 4.4. Rights and Privileges of Members
- 4.4.1. Regular/Associate members have the right to:
- a) Receive notice of and attend all Annual General and Special General Meetings of the Society,
  - b) Vote on motions and resolutions at all Annual General and Special General Meetings of the Society, after being a member for one (1) full year in good standing.
  - c) Be eligible to stand for election to the Board of the Society, unless said Member is restricted by the provisions Clause 5.9.2 of these bylaws,
  - d) Participate in the general activities of the Society.
  - e) Use the Society's facilities during normal business hours and participate in programs, services, and activities.

# 55 NORTH COMMUNITY CENTRE BYLAWS

## 4.5. Membership Fees

- 4.5.1. Membership fees will be reviewed and set annually at the Annual General Meeting of the Society.
- 4.5.2. Individuals must apply for their own memberships: they cannot be obtained by others on their behalf.

## 4.6. Cessation of Membership

- 4.6.1. A member may choose to end their membership in the Society by:
  - a) Providing written or telephone notice to any member of the Board or,
  - b) Failing to pay their annual membership fee on or before the renewal date marked on their membership card.

## 4.7. Suspension/Termination of Membership

- 4.7.1. Any membership in the Society may be suspended or terminated by the Board at its sole discretion if:
  - a) The member has failed to abide by the bylaws and policies,
  - b) The member has a conflict of interest that cannot be resolved to the satisfaction of the Board,
  - c) The member has done anything evaluated as harmful to the Society.

## 4.8. Membership Register

- 4.8.1. The Board will maintain a register of active members which will be updated regularly.
- 4.8.2. Upon resignation, termination or death, the name of the Member will be removed from the Member Register.
- 4.8.3. The member remains liable for any debts owed to the Society as of the date his/her name is removed from the register.
  - a) There will be no refunds of membership fees paid.

## 4.9. Transfers of Membership

- 4.9.1. Members may not transfer any rights of privileges of membership to another person.

## 5. BOARD OF DIRECTORS

---

- 5.1. The affairs of the Society will be managed by a Board of Directors which shall function within the provision of these Bylaws.
- 5.2. The Board of Directors will consist of not less than five (5) or more than eleven (11) regular members.
- 5.3. Board members will:
  - 5.3.1. Be elected by the voting membership at the Annual General Meeting,
  - 5.3.2. Serve without pay.

# 55 NORTH COMMUNITY CENTRE BYLAWS

## 5.4. Board Structure

5.4.1. The structure of the Board shall be as follows:

- a) Voting members:
  - (i) President
  - (ii) First Vice President
  - (iii) Second Vice President
  - (iv) Secretary
  - (v) Treasurer
  - (vi) Directors (6)

## 5.5. Elections

- 5.5.1. Recruitment for prospective Board members will begin 4 months prior to the next Annual General Meeting. Notice of dates open for accepting submissions and positions open at the next Annual General Meeting will be published on webpage, all Social Media accounts and on multiple posters in the Centre.
- 5.5.2. Submissions must include qualifications for position candidates are seeking plus a short resume identifying any special skills that may be of benefit to the Board/membership.
- 5.5.3. Prospective Board members will be presented to the voting membership in attendance at the Annual General Meeting.
- 5.5.4. Voting will take place by ballot, overseen by unpaid neutral parties.
- 5.5.5. The elected Board shall take office at the Annual General Meeting.
- 5.5.6. The Board shall meet within one week of the Annual General Meeting.
- 5.5.7. To avoid any conflict of interest, no elected Board member may be related to another current Board member in any way; relatives may however, sit on committees.

## 5.6. Board Terms

- 5.6.1. The President and Second Vice President and Treasurer will be elected for a two (2) year term.
- 5.6.2. The First Vice President and the Secretary will be elected for a two (2) year term on alternating years from the President, Second Vice President and Treasurer.
- 5.6.3. Three (3) Directors will be elected each year for a two (2) year term.
- 5.6.4. The term of elected executives and/or Directors in a position on the Board shall not exceed two consecutive terms in the same position.
- 5.6.5. The President may not serve more than two consecutive terms as President.
- 5.6.6. A Member who has filled a Board vacancy as outlined in clause 5.10.2 who has served more than half a term will be deemed as serving a full term.
- 5.6.7. For the first election under these Bylaws in March 2026, the First Vice President and Secretary will only serve a one year term to allow the rotation to function. After this election all Officers will serve a two year term.

## 5.7. Board Office

- 5.7.1. Members shall hold no more than one elected office at a time.

# 55 NORTH COMMUNITY CENTRE BYLAWS

## 5.8. Board Member Resignation

- 5.8.1. Any Board member desiring to resign from the Board may do so by submitting to the President his/her written resignation and thereupon he/she shall cease to be a Board member. **Once presented in writing, resignations cannot be withdrawn.** Such action shall not preclude that member from running for a Board position in the future.

## 5.9. Board Member Termination/Suspension

- 5.9.1. Any Board member may be expelled by,
- a) a majority vote of all the Board/members present at a duly called Annual General or Special General Meeting
  - b) Failing to abide by the bylaws and policies of the Society,
  - c) Any reason which is deemed by the Board to be prejudiced to the best interest of the Society,
  - d) Absence for three (3) consecutive Board meetings without submitting just reasons,
  - e) Actions judged by the Board to be harmful to the Society.

- 5.9.2. **An expelled Board member shall not be eligible to stand for future Board elections.**

## 5.10. Filling Board Vacancies

- 5.10.1. The Board shall have the power at any time to appoint **any member in good standing**, they deem appropriate to fill a vacancy of the Board. Said member:
- a) Will be considered to stand for election at the next Annual General Meeting if they so choose.
- 5.10.2. In the event of a vacancy of the Executive Committee, the remaining Board members shall be empowered to appoint a temporary replacement from among the **elected/appointed** Board members at the next Board meeting. Said member:
- a) Will assume all duties of the position in which they were appointed and,
  - b) Will be considered to stand for election at the next Annual General Meeting, if they so choose.

## 5.11. Conflict of Interest

- 5.11.1. Any Board member having a direct conflict of interest in a matter before the Board shall declare such conflict of interest and thereafter refrain from discussion and voting upon the issue presented.
- 5.11.2. Boards members with a conflict of interest can be terminated/suspended as provided for under 5.9 above if they:
- a) Fail to disclose a potential conflict of interest and/or,
  - b) Fail to refrain from discussion.

## 5.12. Paid Administrator

- 5.12.1. The Board may hire a paid administrator to carry out management functions under the direction and supervision of the Board.

# 55 NORTH COMMUNITY CENTRE BYLAWS

## 5.13. Board Meetings

- 5.13.1. The Board shall meet at least eight (8) times a year, including the Annual General Meeting.
- 5.13.2. Board meetings shall be at such dates and times as decided upon by the Board members, but the President may also call special meetings to address an urgent or important matter or matters.
- 5.13.3. Members in good standing can attend a Board Meeting by giving at least 7 days written/verbal notice to the Secretary of the names of the delegation and the topic of their discussion. The delegation will be granted the first 15 minutes of the requested Board Meeting after which they will be asked to leave so the Board can continue with its business. The Board will attempt to present said delegation with written answers, explanations or resolutions within 14 days of meeting.
- 5.13.4. Except in emergency situations the members of the Board shall be given at least three (3) days' notice of the date, time, location, and proposed agenda of each Board meeting by e-mail, telephone or in person.
- 5.13.5. The quorum for each Board meeting shall be fifty-one percent (51%).
- 5.13.6. The President shall have no vote on any matter unless there is a tie, in which case they may cast the deciding vote.
- 5.13.7. Minutes of each Board meeting must be taken and then must be approved at a subsequent Board meeting.
- 5.13.8. The Governance Policies shall govern the Board's other procedures.

## 6. POWERS OF THE BOARD

---

### 6.1. The Board Shall:

- a) Appoint any committees it deems necessary,
- b) Set policy affecting the Society,
- c) Manage all assets and liabilities of the Society,
- d) Make such policies and procedures as it deems proper provided that such policies and procedures are consistent with the bylaws,
- e) Upon resolution, may borrow or raise or secure payment of money in such a manner as it deems fit, subject to the restrictions, if any, under law contained in The Societies Act or these bylaws.

## 7. COMMITTEES

---

### 7.1. Executive Committee

- 7.1.1. The membership will elect from its own body five (5) members, who shall constitute an Executive Committee. The positions of the Executive Committee shall be President, First Vice President, Second Vice President, Secretary, and Treasurer.
- 7.1.2. The Board may authorize the Executive Committee to perform between the meetings of the Board such duties as the Board from time to time may deem expedient.



# 55 NORTH COMMUNITY CENTRE BYLAWS

7.1.3. The Executive Committee shall meet upon the request of any of the Board members by informing the Secretary who will call the meeting, with 7 days notice.

7.1.4. A quorum for any General or Special General Meeting of the Executive Committee members shall be fifty-one percent (51%) members in good standing.

## 7.2. Other Committees

7.2.1. Other committees, as deemed necessary to carry on the work of the Society, shall be appointed by the President of the Society or the Board from time to time as required.

7.2.2. The Chairperson for each committee shall be elected by the members of the committee.

7.2.3. Committee meetings shall be held as often as the business of the Society requires with reports to be presented by the committee Chairperson to the next meeting of the Board.

7.2.4. A quorum for any committee meeting, excepting the Executive Committee, shall be two (2) committee members in good standing.

## 8. DUTIES OF THE OFFICERS

---

### 8.1. The President shall:

8.1.1. Chair Board meetings and other Society meetings (i.e. AGM, General and Special membership meetings),

8.1.2. Review meeting minutes,

8.1.3. Enforce rules of conduct as they apply to the Board and its individual members,

8.1.4. Advise members of the Board,

8.1.5. Ensure there is a process to evaluate the effectiveness of the Board,

8.1.6. Serve as a spokesperson for the Society,

8.1.7. Ensure full and timely communication with members of the Board,

8.1.8. Ensure the effectiveness of committees and hold a seat on all committees.

8.1.9. Chair the Annual General Meeting (AGM),

8.1.10. Prepare an annual statement from the Board for presentation at the AGM and inclusion in the annual report,

8.1.11. Act as a signatory for the Board.

### 8.2. The First Vice President and Second Vice President shall share equally in the following duties, supporting the President and the Society as a whole:

8.2.1. Ensure timely distribution of agenda for Board meetings and Society membership meetings (i.e. AGM)

8.2.2. In the President's absence, chair Board meetings and other Society meetings (i.e. AGM, General and Special meetings),

8.2.3. Set the agenda for Board meetings in consultation with the Secretary and treasurer,

8.2.4. Prepare and report to the AGM on the activities of the Board,

8.2.5. Encourage Board participation in strategic planning and fundraising events,

8.2.6. Monitor Board dynamics and support, guide, and advise fellow Board members inside and outside of Board meetings,

8.2.7. Participate in Board succession planning (recruitment, nominations, and orientation),

# 55 NORTH COMMUNITY CENTRE BYLAWS

- 8.2.8. Act as a signatory for the Board,
- 8.2.9. Serve as public spokesperson for the Society when needed,
- 8.2.10. Represent the Society at external events.

## 8.3. The Secretary shall:

- 8.3.1. Attend all meetings of the Society and of the Board and prepare accurate minutes in digital and hard copy formats and distribute same. Maintain accurate filing of both.
- 8.3.2. Call meetings of the Executive Committee upon the request of one of the members,
- 8.3.3. Maintain a full contact list of Board members including Board Member election and appointment dates and terms of each.
- 8.3.4. Maintain a full contact list including identified Chairperson for each Committee
- 8.3.5. Create and maintain an Annual Board Calendar with pertinent events
- 8.3.6. Perform any other duties as the President may from time to time direct.

## 8.4. The Treasurer shall:

- 8.4.1. Keep accurate financial records for the Society,
- 8.4.2. Deposit all money, drafts and cheques in the name of and to the credit of the Society in the banks and depositories designated by the Board,
- 8.4.3. Endorse for deposit all notes, cheques, drafts received by the Society as instructed by the Board, making proper vouchers for them,
- 8.4.4. Issue cheques and drafts in the name of the Society, as instructed by the Board,
- 8.4.5. Submit a full financial report at all Board meetings and present the yearly financial report at the AGM
- 8.4.6. Complete and submit annual return to Corporate Registry,
- 8.4.7. Perform all other duties and carry out other responsibilities as prescribed by the Board or the President.

## 8.5. The Directors shall:

- 8.5.1. Be appointed by the President to sit on such committees, standing or special, to carry on the business or further the objectives of the Society,
- 8.5.2. Perform any other duties as the President may from time to time direct.

## 9. MEETINGS OF THE MEMBERSHIP

---

### 9.1. Annual General Meeting

- 9.1.1. The Annual General Meeting of the Society shall be held in month of March.
- 9.1.2. Agenda
  - a) The agenda of the Annual General Meeting shall include:
    - i. Adoption of the minutes of the last Annual General Meeting and any Special General Meetings previously held,
    - ii. Presentation of reports on the previous year's activities and on the current and planned activities for the current year,
    - iii. Presentation and acceptance of the audited financial statement for the previous year and the auditor's opinion on same,

## 55 NORTH COMMUNITY CENTRE BYLAWS

- iv. Appointment of the auditor for the current year,
- v. Presentation of the budget for the current year,
- vi. Election of members of the Board.

- b) Additional items may be added to the agenda of an upcoming Annual General Meeting by any of the following means:
  - i. A motion approved by the Board,
  - ii. A petition which specifies the particular subject or subjects for discussion or decision to be added to the agenda, which is signed by three percent (3%) or more of the Society's voting members, and which is received by the President at least twenty-one (21) days before the Annual General Meeting.

### 9.2. Special General Meetings

- 9.2.1. The Board may call one or more Special General Meetings during the year for one or more of the following:

- a) Discuss important issues of concern with the members of the Society,
- b) Seek advice or direction from the members of the Society on financial, organizational, or other issues,
- c) Decide on the expulsion of one or more members of the Society,
- d) Consider the removal of a Board member from office,
- e) Borrow funds through issuing a debenture or debentures, or
- f) Consider proposed changes to these Bylaws.

- 9.2.2. Regular voting members may petition the Board to call a Special General Meeting for one or more of the following purposes, which must be specified in the petition:

- a) Provide important information to the Board, other members of the Society, or both,
- b) Discuss issues of concern with the Board and other members of the Society,
- c) Provide advice or direction to the Board on financial, organizational, or other issues,
- d) Consider the removal of a Board member from office,
- e) Borrow funds through issuing a debenture or debentures, or
- f) Consider proposed changes to these Bylaws.

### 9.3. Notice

- 9.3.1. The Board shall ensure that at least twenty-one (21) days' notice of each Annual General Meeting or Special General Meeting is given to the membership.

- 9.3.2. This notice shall include the agenda of the meeting, its date, time, and place, and the specific wording of any Special Resolution to be considered at the meeting, and shall be given by the following:

- a) A notice in the common area of the registered office of the Society,
- b) A notice in the newsletter,
- c) A notice on the Society's website, social media
- d) Additional means if the Board deems that additional means are appropriate,
- e) Written notice to the affected Member if the agenda includes a motion under clause 4.7 above, and
- f) Written notice to the affected Board member if the agenda includes a motion under clause 5.9 above.

### 9.4. Quorum

## 55 NORTH COMMUNITY CENTRE BYLAWS

- 9.4.1. The quorum for the Annual General Meeting or a Special General Meeting will fifteen percent (15%) of the Society's current membership.
- 9.4.2. The Board Chair shall cancel the Annual General Meeting or Special General Meeting if a quorum is not present within one-half hour of the same time. If cancelled, the meeting shall be rescheduled for one (1) week later at the same time and place. If a quorum is not present within one-half hour of the set time of the second meeting, the meeting shall proceed in any event with the members in attendance.

### 9.5. Meeting Procedure

- 9.5.1. All meetings shall be conducted according to recognized rules of parliamentary procedure.
- 9.5.2. The Annual General Meeting of the Society is open to the public. Any persons who are not members may be required to leave during discussions of a sensitive nature.

### 9.6. Action By Directors Without a Meeting

- 9.6.1. Any action to be taken at any meeting of the Board or of any committee of the Board may be taken without a meeting if all members of the Board or committee consent to it in writing, or by electronic transmission and the writing or writings or electronic transmission or transmissions are filed with the minutes of proceedings of the Board, or committee.
  - a) This filing will be in paper form if the minutes are maintained in paper form and will be in electronic form if the minutes are maintained in electronic form.

### 9.7. Remote Meetings

- 9.7.1. Remote communication means any electronic communication including conference telephone, video conference, the internet, or any other method by which Board members not present in the same physical location may simultaneously communicate with each other.
- 9.7.2. A meeting of the Board may be held by any means of remote communication by which all persons authorized to vote or take other action at the meeting can hear each other during the meeting and each person has a reasonable opportunity to participate. This remote participation in a meeting will constitute presence in person at the meeting.

## 10. VOTING AND ADJOURNMENT

---

- 10.1. Each member has one vote at every Annual General or Special General Meeting. A show of hands, unless a ballot is requested by a majority of the members beforehand, decides every vote at every Annual General or Special General Meeting.
  - 10.1.1. If a ballot is demanded prior to any question being called, it shall be taken in such a manner and at such a time and place as the Chair of the meeting directs.
  - 10.1.2. The demand of a ballot may be withdrawn.
  - 10.1.3. In the case of any dispute as to the admission or rejection of a vote, the Chair shall determine the same and such determination made in good faith shall be final and conclusive.

# 55 NORTH COMMUNITY CENTRE BYLAWS

- 10.2. In the case of a tie, the President shall cast the deciding vote.
- 10.3. There is no voting by proxy.
- 10.4. Seventy-five percent (75%) of the members present decide each issue and resolution unless specified otherwise in these bylaws.
- 10.5. The President declares a resolution carried or lost. This statement will be recorded in the meeting minutes as final and does not have to include the number of votes for and against the resolution.
- 10.6. The President may adjourn any Annual General Meeting or Special General Meeting with the consent of a majority of the members at the meeting.
- 10.7. The adjourned Annual General or Special General Meeting may only conduct the unfinished business from the initial meeting.
- 10.8. No notice is necessary if the Annual General Meeting or Special General Meeting is adjourned for less than 30 days.
- 10.9. The Society must give notice if an Annual General Meeting or Special meeting is adjourned for thirty (30) days or more. Notice must be the same as for an Annual General Meeting or Special General Meeting.
- 10.10. Electronic voting is acceptable for regular meetings of the Board and if a meeting is scheduled remotely following the provisions set out in Articles 9.7.1 and 9.7.2.

## 11. FINANCIAL STATEMENTS/AUDITING

---

- 11.1. The fiscal year of the Society shall end on the 31<sup>st</sup> day of December, each calendar year unless otherwise ordered by the Board.
- 11.2. The books, accounts and records of the Society shall be audited by a qualified Chartered Professional Accountant (CPA) or by two members of the Society designated by the Board.
- 11.3. Complete and proper financial statements of the previous year shall be presented at the Annual General Meeting of the Society for approval.
- 11.4. The financial records shall be kept regularly and properly by the Board. These records may be examined by members of the Board and those persons to whom the Board may grant permission.
- 11.5. All monies belonging to the Society shall be deposited in a bank account in the name of the Society by a Board member or by an employee so designated by the Board.

## 12. SIGNING AUTHORITY

---

- 12.1. All cheques, bills of exchange, or other orders for payment of money or notes shall be signed by two members of Executive Committee except for the Past-President.
- 12.2. Any cheque issued to a Board member must be signed by two Executive members.

# 55 NORTH COMMUNITY CENTRE BYLAWS

## 13. INSPECTION OF RECORDS OF THE SOCIETY

---

- 13.1. The Secretary or his/her delegate shall ensure that all necessary books and records of the Society are kept and filed as required by the Bylaws, the Societies Act, or any other statute or law.
- 13.2. A copy of the minutes of the Board's' meetings shall be kept at the registered Office of the Society.
- 13.3. A Regular member wishing to inspect the books or records of the Society will give a minimum of seven (7) days' written notice to the President or Secretary.
  - 13.3.1. Unless otherwise permitted by the Board, such inspection will take place only at the Registered Office during normal business hours in the presence of a Board member.
  - 13.3.2. All financial records of the Society are open for such inspection by the member.
  - 13.3.3. Other records of the Society are also open for inspection except records that the Board deems as confidential.

## 14. PARLIAMENTARY AUTHORITY

---

- 14.1. The rules contained in "Robert's Rules of Order Revised" shall govern the Society in all cases to which they are applicable and in which they are consistent with these by-laws.

## 15. LIMITED LIABILITY

---

- 15.1. No Board member of the Society shall be personally liable, subject to applicable law, for any act, deed, or liability of the Society, provided he/she is acting within the scope of his/her authority.
- 15.2. Each Board member holds office with protection from the Society. The Society indemnifies each Board Director or Officer against all costs or charges including legal fees and costs that result from any act done in his/her role for the Society. The Society does not protect any Board Director or Officer for acts of fraud, dishonesty, or bad faith.
- 15.3. No Board member is liable for the acts of any other Board member or employee.
- 15.4. No Board member is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Society.
- 15.5. No Board member is liable for any loss due to an oversight or error in judgment, or by an act in his/her role for the Society, unless the act is fraud, dishonesty, or bad faith.
- 15.6. Board members can rely on the accuracy of any statement or report prepared by the Society's accountant. Board members or Officers are not held liable for any loss or damage resulting from acting on that statement or report.

# 55 NORTH COMMUNITY CENTRE BYLAWS

## 16. AMENDMENTS TO THE BYLAWS

---

- 16.1. The bylaws of the Society may be amended by a special resolution of the Society passed by a seventy-five (75%) vote of the members of the Society present at the Annual General Meeting, a Special General Meeting called for that purpose, or by a committee authorized by the Board of Directors.
- 16.2. Twenty-one (21) days' notice shall be given of any meeting at which amendment is to be made.
- 16.3. No amendment to the bylaws shall have any effect until it has been registered.

## 17. DISSOLUTION OF THE SOCIETY

---

- 17.1. The Society may be dissolved, or the Certificate of Incorporation surrendered in accordance with the provisions of The Societies Act (or any successor legislation thereto).
- 17.2. Upon termination of the Society, all assets held by the Society shall be donated in kind or liquidated, and the proceeds donated to one or more recognized "non-profit" charitable organizations.

## 18. SEAL OF THE SOCIETY

---

- 18.1. The Board may adopt a seal which shall be the common seal of the Society.
- 18.2. The common seal of the Society shall be under the control of the directors and the responsibility for its custody and use from time to time shall be determined by the directors.