



Family and Community Support Services Association of Alberta

BYLAWS

November 2026



**THE FAMILY AND COMMUNITY SUPPORT SERVICES
ASSOCIATION OF ALBERTA**

1. The Family and Community Support Services Association of Alberta is a partnership of Family and Community Support Services Programs in Alberta, based on our common beliefs in:
 - a) the value of prevention as a means of optimizing individual and community development;
 - b) the importance of volunteerism and volunteers to create and nurture healthy and productive communities;
 - c) the benefit to local communities and municipalities of mutual support and co-operation;
 - d) the need and value of creating and sustaining open communications with and among each other;
 - e) the need to collaborate in the research and analysis of social concerns;
 - f) the importance of local autonomy for determining local service needs, priorities and delivery mechanisms.

2. The operations of the Association are to be chiefly carried on in the Province of Alberta.

BYLAWS

1 DEFINITIONS

- 1.1 In these Bylaws the words and phrases listed in this Article have the meanings associated with them as follows:
- 1.1.1 *Act* means *Family and Community Support Services Act*, R.S.A. 2000 c-F-3, as amended;
 - 1.1.2 *Annual General Meeting* means the Annual General Meeting of the Association, as described in Article 5.1;
 - 1.1.3 *Appeal Committee* has the meaning set out in Article 2.7;
 - 1.1.4 *Association* means the *Family and Community Support Services Association of Alberta* regulated by these Bylaws;
 - 1.1.5 *Association Board* means the Board of Directors of the Association, and Board of Directors or Board has the same meaning, and Director means a member of the Association Board;
 - 1.1.6 *Bylaws* means the bylaws of the Association, as may be amended from time to time;
 - 1.1.7 *Day* means calendar day;
 - 1.1.8 *Departing Member* has the meaning set out in Article 2.7;
 - 1.1.9 *Directors' Network Committee* means the standing committee of the FCSS Authority comprised of two employees from each of the Regions;
 - 1.1.10 *Directors' Network Representatives* has the meaning set out in Article 4.1.2.2;
 - 1.1.11 *FCSS Authority* means any board, council, or other authority appointed by a Municipality to advise, manage or operate a Program;
 - 1.1.12 *Indemnitee* has the meaning set out in Article 11.1;
 - 1.1.13 *Good Standing* means a Member in respect of whom the Association has received full payment of the annual membership fee for the current membership year, or who has provided evidence of intention to pay such annual membership fee satisfactory to the Board;
 - 1.1.14 *Member* means both Voting Members and Non-Voting Associate Members;
 - 1.1.15 *Municipality* has the meaning given to it by the *Act*;
 - 1.1.16 *Non-Voting Associate Member* means a person qualifying under Article 2.3;
 - 1.1.17 *Partial Term* has the meaning set out in Article 4.3.11;
 - 1.1.18 *Permitted Range* has the meaning set out in Article 4.1.1;
 - 1.1.19 *Program* means a family and community support services program and has the same meaning as in the *Act*;
 - 1.1.20 *Regional Representatives* has the meaning set out in Article 4.1.2.1;

- 1.1.21 *Regions* has the meaning set out in Article 3.1;
- 1.1.22 *Service Cap* has the meaning set out in Article 4.3.10;
- 1.1.23 *Special General Meeting* means a meeting of the Association as further described in Article 5.6.
- 1.1.24 *Special Resolution* has the meaning given to it in the *Societies Act*, RSA 2000, c S-14;
- 1.1.25 *Voting Delegate* means the individual delegates of a Voting Member in Good Standing and entitled to vote at any Annual or Special General Meeting; and
- 1.1.26 *Voting Member* means an FCSS Authority having paid the annual fee as provided by Article 2.2.

2 MEMBERSHIP, MEMBERSHIP FEE, EXPULSION AND WITHDRAWAL

- 2.1 There are two categories of membership within the Association, being “Voting Member” and “Non-Voting Associate Member”, which are entitled to the rights set out below.
- 2.2 Every FCSS Authority is entitled to membership in the Association on payment of the annual fee set by the Association Board (a “**Voting Member**”).
 - 2.2.1 All Voting Members in Good Standing are:
 - 2.2.1.1 entitled to receive information and services provided by the Association;
 - 2.2.1.2 entitled to attend, participate, speak and vote at all Annual and Special General Meetings of the Association; and
 - 2.2.1.3 entitled to exercise other rights and privileges given to Voting Members in these Bylaws.
- 2.3 Other groups, organizations, government departments, corporations and individuals who are broadly involved in preventive social programming, as determined by the Association Board, and subscribe to the objects of the Association are entitled to be Non-Voting Associate Members in the Association on payment of the annual fee set by the Association Board and posted on the Association’s website (a “**Non-Voting Associate Member**”).
 - 2.3.2 All Non-Voting Associate Members in Good Standing are:
 - 2.3.2.1 entitled to receive information and services provided by the Association; and
 - 2.3.2.2 entitled to attend, participate and speak at all Annual and Special General Meetings called by the Association; however,
 - 2.3.2.3 are not entitled to vote at such meetings.
- 2.4 Membership in the Association for all Members is from September 1 to August 31. All rights of membership set out in Articles 2.2 and 2.3 above end on November 1 in any year, unless the Member remains in Good Standing.
- 2.5 Any Member wishing to resign from membership in the Association must notify the President of the Association in writing at least thirty (30) Days prior to their intended resignation.
- 2.6 The Association Board, by a resolution passed by a majority of Directors and at a meeting of the Association Board called for that purpose, may cancel the membership of a Member for any justifiable cause, which is deemed sufficient in the interests of the Association.

- 2.7 A Member whose membership has been cancelled in accordance with Article 2.6 (the “**Departing Member**”) may appeal the decision on the grounds that the Departing Member’s membership was cancelled in bad faith.
- 2.7.1 The Departing Member must submit a written notice of appeal to the President of the Association within thirty (30) Days of receiving notice of the cancellation. The notice must set out the grounds for the appeal, including specific allegations of bad faith.
- 2.7.2 Upon receipt of a notice of appeal, the Association Board shall, within fourteen (14) Days, appoint an independent Appeal Committee as a subcommittee of the Association Board, consisting of three (3) individuals who were not involved in the original decision (if possible), who have no conflict of interest in the matter and who are not representatives of the FCSS Authority that is the subject of the dispute (the “**Appeal Committee**”).
- 2.7.3 The Appeal Committee shall review all relevant materials, provide the Departing Member with an opportunity to make written submissions of up to two (2) pages and/or oral submissions of up to five (5) minutes, and may request further information from any party involved. The Appeal Committee shall conduct its review in a fair and impartial manner.
- 2.7.4 The Appeal Committee shall render a written decision within thirty (30) Days of its appointment. The decision of the Appeal Committee shall be final and binding on all parties.
- 2.7.5 If the Appeal Committee determines that the cancellation was made in bad faith, the Departing Member’s membership shall be reinstated immediately, and any rights or privileges lost as a result of the cancellation shall be restored. If the Departing Member lost voting privileges as a result of the cancellation, then any outcome resulting from a vote conducted during that period and having a margin of fewer than two votes may be set aside, as determined by the Appeal Committee in its sole discretion. If set aside, the vote shall be held again at the first meeting after the member’s reinstatement.
- 2.7.6 The right to appeal under this provision is without prejudice to any other rights or remedies the Departing Member may have at law.

3 REGIONS

- 3.1 For the purposes of establishing regions within the Association, Alberta is divided into regions as outlined on the Association’s website (the “**Regions**”).
- 3.2 For the purposes of promoting the best interests of the Association, the Association Board may propose to change the number of Regions or adjust the boundaries of any Region, provided that prior to any proposed changes becoming effective, at least thirty (30) Days written notice of the proposal is given to all Voting Members and proposed changes are to be approved by the membership at the Annual General Meeting. Notice can be given to each Voting Member by regular mail, electronic mail, telephone, facsimile or in person and by any of these means, notice is deemed given when transmitted.
- 3.3 Voting Members may request a change in the region of which they are associated by submitting a resolution to be presented at the Annual General Meeting.

4 PROVINCIAL ASSOCIATION BOARD AND EXECUTIVE

4.1 Provincial Association Board

- 4.1.1 The Board of Directors shall consist of not fewer than eleven (11) and not more than seventeen (17) Directors (the “**Permitted Range**”).

4.1.2 Subject to the Permitted Range, the Members of the Board of Directors shall consist of the following representatives:

4.1.2.1 One representative elected from or appointed by each of the Regions, except that the Edmonton-Evergreen Region shall have one representative from the Edmonton area and one representative from the Evergreen area, and the Calgary-Bow River Region shall have one representative from the Calgary area and one representative from the Bow River area (collectively, the “**Regional Representatives**”).

4.1.2.2 Up to four people elected or appointed by the Directors' Network Committee (the “**Directors' Network Representatives**”);

4.1.2.3 The President, elected in accordance with Article 4.3.

4.1.3 Where a Region fails, for any reason, to nominate a Regional Representative, the position shall be recorded as vacant. Such vacancy:

4.1.3.1 shall not of itself place the Association in breach of these Bylaws;

4.1.3.2 shall be filled as soon as practicable in accordance with Article 4.14, but until so filled shall not be included when determining whether the Board is within the Permitted Range; and

4.1.3.3 shall not invalidate any act or resolution of the Board made while the vacancy exists, provided the Board otherwise remains within the Permitted Range.

4.1.4 If a Regional Representative resigns, is removed, or otherwise ceases to hold office, the vacancy shall be governed by Article 4.14, and the resulting temporary reduction in Directors shall not cause the Association to be in breach of these Bylaws, provided the number of remaining Directors is not fewer than the minimum set out in Article 4.1.1.

4.1.5 Notwithstanding anything in these Bylaws to the contrary, the Board may validly transact business so long as the number of serving Directors remains within the Permitted Range and a quorum, calculated in accordance with Article 4.9, is present. Any act of the Board during a period in which one or more Regional Representative positions are vacant shall be as effective as if no vacancy existed.

4.2 Eligibility

4.2.1 The President and each Regional Representative on the Association Board must be a member of an FCSS Authority that is a Voting Member in Good Standing, and cannot be an employee of an FCSS Authority.

4.2.2 Each Directors' Network Representative must be an employee of an FCSS Authority.

4.3 Election, Appointment, and Term of Board Members

4.3.1 The Voting Members shall elect, by nomination and a simple majority, a President at the Annual General Meeting, in accordance with Article 5.8.

Subject to Article 4.3.3, any nominee for election to the President position at the Annual General Meeting must be an individual who is currently serving on the Association Board, or an individual who served on the Association Board within the 365 days immediately preceding such Annual General Meeting. The President shall be elected for a two (2) year term commencing at the conclusion of the Annual General Meeting at which they are elected, and shall, unless sooner vacated, terminate at the conclusion of the Annual General Meeting two (2) years hence. The President position will have a cumulative term limit of six (6) years.

- 4.3.2 A call for nominations for the President position will be issued at minimum four (4) weeks prior to the nomination deadline.

Interested persons must submit a completed nomination package electronically to the Association at least two weeks prior to the Annual General Meeting. The nomination must be endorsed by at least one Voting Member in Good Standing.

The Members will be informed of the nominees prior to the Annual General Meeting.

- 4.3.3 If there are no nominations for President received prior to the nomination deadline for the President position, only then will nominations for President from the floor at the Annual General Meeting be accepted. If there are no nominations for President received with respect to the election of an individual who is currently serving on the Association Board, or who served on the Association Board within the 365 days immediately preceding the applicable Annual General Meeting pursuant to Article 4.3.1, then any individual Member or individual representative of a Member may be nominated for President.
- 4.3.4 The Voting Member who made the nomination has no more than two minutes to speak to the nomination. If the Voting Member is not present, the written statement from the nomination package will be read.
- 4.3.5 Each candidate for the position of President has up to five minutes to speak in response to the nomination. The order of speaking is determined by a drawing of lots by the person presiding over the election.
- 4.3.6 If a vacancy occurs in the office of the President, between Annual General Meetings it shall be filled by the Vice President as selected by the Association Board, for an interim period until the next Annual General Meeting. The Vice President who moves to the interim President position shall vacate their position as Vice President on the Board and a new Vice President will be selected by the Board.
- 4.3.7 The Regional Representatives shall be nominated at regional meetings whenever held, at which representatives from those Voting Members present from the particular Region may nominate and vote on selection of a nominee to represent their Region. Each Region shall provide the name of their nominee to the Board, who will then serve as a Regional Representative. Each Regional Representative shall be elected for a two (2) year term commencing at the conclusion of the regional meeting at which they are elected, and shall, unless sooner vacated, terminate at the conclusion of the regional meeting two (2) years hence. The Region shall notify the Association, in writing, of the name of its Regional Representative, within ten (10) days of such election.
- 4.3.8 The Directors' Network Representatives shall be nominated prior to the Annual General Meeting. These nominations will be ratified by the Board of Directors at their first meeting following the Annual General Meeting. Directors' Network Representatives shall be elected for a two (2) year term commencing at the conclusion of such meeting, and shall, unless sooner vacated, terminate at the conclusion of the first meeting following the Annual General Meeting two (2) years hence.
- 4.3.9 There shall be no limit to the number of terms in which a Director may serve on the Association Board, whether consecutively or otherwise.
- 4.3.10 No Director may serve on the Association Board for more than eight (8) consecutive years in any capacity, except where, following the eighth (8th) consecutive year, the Director moves into or completes a two (2) year term as President, in which case the such service cap shall be extended by one (1) or two (2) years as required to complete such term (the

“Service Cap”). A Director who reaches the Service Cap shall not be eligible for re-election or re-appointment until at least two (2) full years have elapsed from the date the Service Cap is reached. After this minimum period has elapsed, a former Director becomes eligible for election or appointment to the Association Board and may again serve on the Association Board up to the Service Cap.

4.3.11 Where a Director is elected or appointed to fill a casual vacancy under Article 4.14, the period from the date of appointment to the next Annual General Meeting constitutes a partial term (**“Partial Term”**). From the date of appointment of the Partial Term through to the following Annual General Meeting shall count as one (1) year.

4.3.12 The Secretary shall maintain and circulate, after each Annual General Meeting, a register showing:

4.3.12.1 the commencement and expiry dates of every Director’s current term; and

4.3.12.2 the total consecutive years of service accrued by each Director.

4.4 Election of Executive Committee

4.4.1 The Association Board has an Executive Committee of the President, Vice President, Secretary and Treasurer, which Executive Committee assumes office at the close of the first meeting.

4.4.2 The Vice President is elected by a simple majority from the Regional Representatives, at the first meeting of Association Board held after the Annual General Meeting, to hold office until the following Annual General Meeting.

4.4.3 The Secretary and Treasurer are elected by a simple majority from the Association Board at the first meeting of Association Board held after the Annual General Meeting, to hold office until the following Annual General Meeting.

4.4.4 It is expected that members of the Executive Committee, while drawing on their own experience, will represent the interests of all Members when dealing with Association business, and the Executive Committee, as officers of the Association, are fiduciaries of the Association.

4.5 Role of President

4.5.1 The President convenes and chairs Association Board meetings and other meetings of the Association, and generally oversees the direction and operation of the Association.

4.6 Role of Vice President

4.6.1 The Vice President serves in the same capacity as the President in that person’s absence.

4.7 Role of Secretary

4.7.1 The Secretary is responsible:

4.7.1.1 to ensure that minutes of Association Board meetings and Members’ meetings are taken, are accurate and distributed to each Association Board member and/or Member, as the case may be;

4.7.1.2 to receive and present correspondence reports;

4.7.1.3 to assist the Executive Committee in drawing up agendas and in making arrangements for the Annual General Meeting;

- 4.7.1.4 to arrange that a record is kept of all of the Members and Directors of the Association with their telephone numbers and addresses, together with any facsimile numbers and electronic mail addresses the Member or Director might choose to provide; and
- 4.7.1.5 to send all notices of meetings of the Association Board and Members as might be required.

4.8 Treasurer

- 4.8.1 The Treasurer is responsible:
 - 4.8.1.1 to oversee all Association financial affairs, under the direction of the Association Board;
 - 4.8.1.2 to ensure that periodic financial statements are provided to the Association Board for approval;
 - 4.8.1.3 to present to the Annual General Meeting for information, the budget as prepared by the Association Board; and
 - 4.8.1.4 to ensure that a financial report, audited by an auditor appointed by the Voting Members, shall be prepared and presented to the regular Annual General Meeting for approval by the membership.
- 4.8.2 A Voting Member may request an appointment to inspect the books and records of the Association on seventy-two (72) hours notice.

4.9 Quorum

- 4.9.1 The quorum of the Association Board is 50% plus one (1) of the total number of Directors in attendance as determined at the commencement of the meeting.

4.10 Voting by Members of the Association Board

- 4.10.1 Each member of the Association Board has one vote at all Board meetings. If the President is not a member of the Association Board, then the President also has one vote at all Board meetings.

4.11 Management of Business

- 4.11.1 Subject to any express limitation in the Bylaws or to resolutions of Members' Meetings, the Association Board is charged with the management of the business and affairs of the Association. Meetings of the Association Board must be held a minimum of four times per year, and can be held more frequently if the business of the Association requires as called by the President.
- 4.11.2 It is expected that members of the Association Board will use their own experiences; however, will act in accordance with their fiduciary duties owing to the Association when dealing with Association business.

4.12 Meetings of the Association Board

- 4.12.1 A Meeting of the Association Board can be called on the written request of four Directors to the President to call, which request must specify the business to be brought before the meeting. Upon receipt of a meeting request from four Directors, the President shall call a Meeting of the Association Board, as soon as reasonably practical; failing which, any of the four Directors requesting the meeting can call the meeting.

4.12.2 Meetings of the Association Board require ten (10) Days written notice be given to each Director by regular mail, electronic mail, telephone, facsimile or in person and by any of these means notice is deemed given when transmitted.

4.13 Committees of the Board

4.13.1 The Association Board may appoint committees to perform duties delegated by the Association Board, as necessary. The President is an ex-officio member of all committees.

4.14 Vacancies

4.14.1 In the event that:

4.14.1.1 a Director of the Association Board ceases to be a member of an FCSS Authority, on the recommendation of the Region where the vacancy occurred, the Association Board has the power to appoint a person to fill the vacancy;

4.14.1.2 the President ceases to be a member of an FCSS Authority, the Vice President assumes the office of President, and a new Vice President is to be elected from the Association Board; and/or

4.14.1.3 the office of Vice President is vacated, the Association Board will elect a replacement from those individuals elected or appointed in accordance with Article 4.4.2.

4.15 Removal from Office

4.15.1 Any Director or Officer may be removed from office for any cause which the Association Board determines by majority vote of all Directors, acting reasonably.

4.16 Withdrawal from Association Board

4.16.1 In the event that a member of the Association Board cannot fulfil their term, for whatever reason, the President should be notified in writing by that member or by a representative of the Region which that Board member represents.

4.17 Expenses

4.17.1 All Directors serve without compensation, except for subsistence, travelling allowances, and out of pocket expenses authorized by the Association Board.

4.18 Meetings by Telephone or Teleconference

4.18.1 One or more Directors may participate in a meeting of the Directors by means of such telephone, teleconference, or other communication facilities as permit all persons participating in the meeting to hear each other, and a Director participating in a meeting by those means is deemed to be present at the meeting.

5 ANNUAL GENERAL AND SPECIAL GENERAL MEETINGS OF THE ASSOCIATION

5.1 Annual General Meeting

5.1.1 The Association Board shall call one general meeting of the Voting Members annually, for the purposes of transacting all matters of business concerning the Association (the "**Annual General Meeting**"). The Annual General Meeting must be held once each

calendar year, at a time and place designated by the Association Board. Each Voting Member must be notified in writing of the Annual General Meeting by regular mail, electronic mail, telephone, facsimile or in person at least thirty (30) Days before the first day of the meeting and by any of these means notice is deemed given when transmitted.

5.2 **Chairperson**

5.2.1 The President of the Association acts as Chairperson of the Annual General Meeting. In that person's absence, the Vice President acts in that capacity. In the absence of both these officers, a Chairperson for the Annual General Meeting shall be appointed from the floor.

5.3 **Audit**

5.3.1 The Association Board must appoint an auditor and audited financial statements are to be submitted at the Annual General Meeting.

5.4 **Fiscal Year**

5.4.1 The fiscal year of the Association is September 1 to August 31.

5.5 **General Meetings**

5.5.1 General meetings of the Voting Members of the Association may be called at any time by the Secretary on the instructions of the President or the Board.

5.5.2 The notice requirements are the same as those for Annual General Meetings.

5.6 **Special General Meetings**

5.6.1 Special General Meetings of the Association (a "**Special General Meeting**") may be called by the Association Board or at the written request of at least twenty-four (24) Voting Members. At least twenty-one (21) Days written notice of the Special General Meeting must be given to each Voting Member by regular mail, electronic mail, telephone, facsimile or in person and by any of these means notice is deemed given when transmitted.

5.7 **Quorum**

5.7.1 A quorum at any Annual or Special General Meeting is 50% plus one (1) of the Voting Delegates in attendance at the commencement of the meeting.

5.8 **Voting**

5.8.1 Each Voting Member may have up to two voting delegates at any Annual or Special General Meeting, with those delegates being either paid staff or a person approved by the Voting Member (the "**Voting Delegates**"). Each Voting Delegate is entitled to one vote. No Voting Member is required to have a Voting Delegate.

5.8.2 Each Voting Member must provide the Association with official notification naming its organization's authorized Voting Delegates for the purposes of voting in matters at any Annual or Special General Meeting, in advance of the meeting.

5.9 **Budget**

- 5.9.1 The Treasurer will present a budget to the Annual General Meeting. Revenue from Members may be raised by fees levied from the Members. The amount of the annual fee for the next calendar year is set by the Annual General Meeting and is due and payable in advance on the first day of that next year.

5.10 Attendance and Participation at Annual and Special General Meetings

- 5.10.1 Voting Members are entitled to attend, speak and vote through their delegates, as provided for in these Bylaws, at all Annual or Special General Meetings of the Association.

- 5.10.2 The following people are entitled to attend and speak, but not vote, at all Annual or Special General Meetings of the Association:

- 5.10.2.1 All members of FCSS Authorities;

- 5.10.2.2 All Managers of Programs or Managers of other municipal preventive social programs; and

- 5.10.2.3 All Non-Voting Associate Members.

5.11 Resolutions

- 5.11.1 Resolutions from Voting Members of the Association for presentation to the Annual General Meeting must be received by the Secretary no less than sixty (60) Days before the date of the Annual General Meeting.

- 5.11.2 For the purpose of dealing with resolutions at the Annual General Meeting, a Resolutions Committee will be appointed by the Association Board from among the membership of the Association in accordance with Article 4.13.

- 5.11.3 Resolutions must be approved by a Special Resolution to be carried.

5.12 Amendments

- 5.12.1 Members proposing amendments to these Bylaws must file a Notice of Motion with the Secretary of the Association Board at least sixty (60) Days before the opening day of an Annual General Meeting. The Secretary will forward a copy of the Notice of Motion, together with a copy of the proposed amendments to each Member of the Association at least twenty-one (21) Days before the opening day of the Annual General Meeting. Proposed amendments to these Bylaws are made by a Special Resolution in the manner required by the *Societies Act*, RSA 2000, c S-14. Notice can be by regular mail, electronic mail, telephone, facsimile or in person and by any of these means notice is deemed given when transmitted.

5.13 Robert's Rules of Order

- 5.13.1 All meetings of the Association, including Board Meetings, Annual General Meetings and Special General Meetings, shall be conducted in accordance with Roberts' Rules of Order, except where such rules are inconsistent with these Bylaws or any special rules of order the Association may adopt.

6 SIGNING AUTHORITY

- 6.1 Unless otherwise provided in any policy of the Association, signing authority is the Executive Director (or Acting Executive Director) and any two members of the Association Board.

7 BORROWING POWER

- 7.1 For the purpose of carrying out its objects, the Association may borrow or raise or secure the payment of money in any manner as it thinks fit, and in particular by the issue of debentures, but this power must be exercised only under the authority of the Voting Members of the Association. Debentures can only be issued with the sanction of a Special Resolution, as defined in the *Societies Act*, RSA 2000, c S-14, of the Voting Members.

8 RECORDS OF THE ASSOCIATION

- 8.1 Minutes of all Association Board Meetings, of all Meetings of the Members, together with correspondence of the Association and financial records of the Association are to be kept for safekeeping at the head office of the Association.
- 8.2 Any and all books and records of the Association will be open for inspection by any Member of the Association at the Annual General Meeting or at another time on giving reasonable notice to the officers having charge of the books and records.

9 ASSOCIATION SEAL

- 9.1 The corporate seal of the Association will be in the form as approved by the Association Board from time to time. The seal must be kept in the custody of the Secretary or nominee of the Secretary, and is to be affixed to documents signed on behalf of the Association by the Secretary, or by any other person or persons as may be specifically designated by the Board.

10 NOTICE

- 10.1 For the purposes of enabling the notices required by these Bylaws to be given to Voting Members and Directors, each Voting Member and Director will provide the Secretary with that Member's or Director's current address and telephone number for inclusion in the records of the Association and may provide their current electronic mail address or facsimile number, or both, for similar inclusion. It is the responsibility of the Voting Member or Director to provide the Association with current information. The Association can rely on the information contained in its records as to the addresses and other contact information of Voting Members and Directors.
- 10.2 The Association can choose:
- 10.2.1 which form of notice to give for any meeting to any particular Member or Director based on the information it has in its records; and
 - 10.2.2 different forms of notice for different Members or Directors for the same meeting by reason of it having different contact information.

No meeting is invalid only by reason of the fact that a Member or Director does not receive notice.

11 PROTECTION OF DIRECTORS AND OFFICERS

- 11.1 In all circumstances and to the fullest extent permitted by the *Societies Act*, RSA 2000, c S-14, the Association indemnifies, defends and holds harmless each (i) Director or officer of the Association; (ii) former Director or officer of the Association; (iii) persons who act or acted at the Association's request as a Director or officer; and (iv) that individuals' heirs and legal representatives (collectively, the "**Indemnatee**"), against all costs and charges to the extent that they result from any act done by the Indemnatee in its capacity as a Director or officer of the Association, except any acts done by the Indemnatee in bad faith, or any acts of fraud, dishonestly, wilful neglect, or default. This indemnification is in addition to, but not exclusive of, any other rights of indemnification to which the Members and former Members of the Board of Directors, officers and former officers, and Members and former Members of all committees of the Association may be entitled to at law or in equity.
- 11.2 No Director or officer is liable for the acts of any other Director or officer. No Director or officer is responsible for any loss or damage due to bankruptcy, insolvency, or wrongful act of any person, firm, or corporation dealing with the Association.

