

Three Nine Five Squadron Parent's Association Bylaws

(changes accepted by Special Resolution at the General Meeting of April 29, 2003 to remain in effect for one year ending April 29, 2004)

(renewed by Special Resolution at the Annual General Meeting of June 8, 2004 to remain in effect for a three year period effective April 29, 2007 and ending April 29, 2010)

The following bylaws replace any previous bylaws governing the 395 Squadron Parent's Association.

The Three Nine Five Squadron Parent's Association is a non-profit organization whose sole purpose is to further the Edmonton 395 Air Cadet Squadron through its ongoing support. The Mission of the 395 Squadron Parent's Association is to enhance the experience that each cadet has with 395 Squadron. We exist and operate within our own charter and are not Governed by the 395 Squadron, or their sponsors. We are required to work in conjunction to and with the Commanding Officer, and their Sponsors, to provide a spirit of co-operation and support to achieve the goal common to us all....

"Giving our children the best cadet experience possible."

1. MEMBERSHIP

1.1. Membership categories are:

- 1.1.1. Regular Member – Any parent or guardian who has a child aged 12, thru 18 years that is enrolled in 395 Air Cadet Squadron is automatically considered to be a Regular Member of the 395 Squadron Parents Association. In keeping with these Bylaws, Regular Members are entitled to one vote per Cadet Family; and, are eligible to hold any office within the Association.
- 1.1.2. Alumni Member – Any Member who is in good standing and wishes to continue their membership after their child is no longer an active member of 395 Squadron, may request that the Executive Committee consider continuance as an Alumni Member. Where the Executive Committee deems it appropriate, applicants may be granted Alumni Membership on a yearly basis. Alumni Members do not have Regular Member voting privileges and are not eligible for nomination or election to any office in the Association.
 - 1.1.2.1. Alumni Members who have agreed to complete their term of office as Directors of the Board shall continue to have Executive Committee privileges until the current year of office expires.
- 1.1.3. Honorary Member – The Executive Committee may bestow Honorary Membership to any individual they deem worthy of such membership. Honorary Members have no voting privileges and are not eligible for nomination or election to any office in the Association.

- 1.2. Each air cadet family in good standing is entitled to only one vote, regardless of the number of active cadets within the family. Such votes must be cast in person and not by proxy or otherwise.
- 1.3. No member of the Association, in his/her individual capacity, shall be liable for any debt or liability of the Association.
- 1.4. Members and Directors of the Association may be suspended or expelled from the Association if he/she has significantly hampered the Association's ability to conduct business or for any other cause the Association may deem reasonable.
 - 1.4.1. The Member or Director in question must first be given, in writing, a warning from the Executive Committee outlining the Association's concerns and requesting the subject Member cease the described behavior.
 - 1.4.2. If the problem as outlined continues, the Board may call a Special Meeting of the general membership to review suspension or expulsion of the subject Member.
 - 1.4.3. A Motion to Suspend or Expel must be ratified by a majority vote of Regular Members at a meeting properly called and constituted.

Rescind current Sections 2 (except 2.9), 3 and 4 and replace with

2. Governance

2.1. Interpretations

- 2.1.1. "Board" means the Board of Directors
- 2.1.2. "Director" means a member of the Board of Directors
- 2.1.3. "Officer" means a Member who has been elected or appointed to perform a specific task or fulfill a specific duty. An Officer need not be a Director, except as specified in these By-Laws,
- 2.1.4. "Parent's Association" means the Three Nine Five Squadron Parent's Association,

2.2. General

- 2.2.1. The members shall govern the Parent's Association in a democratic manner as agreed in these By-Laws. As such, the members delegate to the Board of Directors the authority to govern the Parent's Association between General Meetings.

2.3. Board of Directors and Officers

- 2.3.1. **Powers of the Board of Directors:** The Board is responsible to the membership to:
 - 2.3.1.1. Control, administer and manage Parent's Association business and activities, subject to the By-Laws, Rules, and any directions given to it by a majority vote of Members at a properly called and constituted meeting; and
 - 2.3.1.2. Make in their own names as agents of the Parent's Association and its members, any lawful contracts, arrangements or agreements, which these By-Laws authorize.
- 2.3.2. **Composition of the Board:** The Board shall be comprised of:
 - 2.3.2.1. All Members of the Executive Committee,
 - 2.3.2.2. The Director of each Standing Committee, and
 - 2.3.2.3. The immediate Past President, as a Director ex officio, provided that at the end of their term of office as President, he or she consents to remain on the Board and is not an Alumni Member, and
 - 2.3.2.4. Up to three Directors at Large elected from the membership except where the Immediate Past President is unable or unwilling to remain on the Board, in which case the members may elect up to four Directors at Large.
- 2.3.3. **Fiduciary Duties:** Each Director and Officer stands in a fiduciary relationship to the Parent's Association and shall exercise his or her duties and authority in a fair and open manner for the benefit of the Parent's Association.
- 2.3.4. **Conflicts of Interest:** If circumstances place a Director or Officer in a situation where he or she may gain, personally and materially, from a decision of the Board, or where, due to a conflict of interest, they are unable to act in the best interests of the Parent's Association, they shall:
 - 2.3.4.1. Advise the President and Board of this conflict at the earliest possible opportunity, and;
 - 2.3.4.2. Refrain from taking any steps that prejudice this duty to the

Parent's Association.

2.3.5. **Executive Officers:** There shall be four executive Officers who together form the Executive Committee:

- 2.3.5.1. President,
- 2.3.5.2. Vice-President,
- 2.3.5.3. Secretary
- 2.3.5.4. Treasurer
- 2.3.5.5. Directors to Chair Standing Committees.

2.3.6. Members of the Executive Committee are both Officers and Directors.

2.3.7. If the membership so resolves, one person may be elected to perform the duties of both the Secretary and the Treasurer.

2.3.8. **Other Officers:** The members may from time to time elect, and the Board may from time to time appoint, such other Officers as are needed to perform a specific function, and who require delegated Board authority to so act.

- 2.3.8.1. Such other Officers are not, by virtue of such appointment, Members of the Board of Directors.
- 2.3.8.2. The duties of such officers shall be specified in both the Minutes and in such memoranda as are appropriate, and their term shall not extend past the next Annual General Meeting.
- 2.3.8.3. Such officers may attend Board meetings, but are not entitled to cast a vote.

2.3.9. **Election, Appointment and Removal of Officers and Directors**

2.3.9.1. **Election Eligibility:** Members in good standing are entitled to be nominated for and to stand for election/appointment as Officers or Directors.

2.3.9.2. **Term:**

- 2.3.9.2.1. The term of the President and Vice President elected at an Annual General Meeting shall commence at the start of the fiscal year after the Annual General Meeting and end on the last day of the second fiscal year after the President or Vice President commences office. (June 8, 2004)
- 2.3.9.2.2. The term of the Secretary and Treasurer elected at an Annual General Meeting shall commence at the start of the fiscal year after the Annual General Meeting and end on the last day of the second fiscal year after the Secretary or Treasurer commences office. (June 8, 2004)
- 2.3.9.2.3. The term of an Officer or Director elected or appointed at an Annual General Meeting shall commence at the Annual General Meeting and end on the last day of the fiscal year one year after the year in which elected, unless the term is concluded earlier.
- 2.3.9.2.4. The term of an Officer or Director elected or appointed other than at an Annual General shall begin upon election or appointment and shall expire at the end of the fiscal year, unless the term is concluded earlier.
- 2.3.9.2.5. A member may serve a maximum of 1 term in any of the

following offices to which the member had been duly elected:
President, Vice-President, Secretary, and Treasurer.

Notwithstanding this, there is no limit on the number of terms that a member may be elected as a Director-at-large or appointed as an Officer other than an Officer of the Executive Committee.

2.3.9.3. **Election:** The Board of Directors shall be elected by majority vote of the members at the Annual General Meeting of the Parent's Association in the following order:

2.3.9.3.1. President

2.3.9.3.2. Vice-President

2.3.9.3.3. Secretary

2.3.9.3.4. Treasurer

2.3.9.3.5. Up to four Directors-at-Large

2.3.9.4. In default of such election, or where the Annual General Meeting is not held prior to the end of the fiscal year in which the incumbents term was to expire, the incumbents shall hold office until their successors are elected or appointed.

2.3.9.5. Any vacancy occurring between General Meetings shall be filled in accordance with existing Section 2.9

2.3.9.6. **Removal:** In addition to Section 1.4, an Officer or Director may be removed prior to expiry of their term of office, upon any of the following events:

2.3.9.6.1. Passage of a Special Resolution to that effect by the Members; or

2.3.9.6.2. A failure by that Director to attend three consecutive Board Meetings without reasonable cause; or

2.3.9.6.3. Acceptance of the Director's letter of resignation by the Board.

2.3.9.6.4. Removal serves to terminate the Member's appointment as both Director and as Officer.

2.3.9.6.5. An Officer that is also a Director, and who resigns as an Officer, may continue to sit as a Director at Large, provided a Board vacancy exists.

2.3.9.7. **Committees**

2.3.9.7.1. For the better management of the Parent's Association, the Board shall delegate such authority and responsibility as is appropriate to Committees that are established for such purposes.

2.3.9.7.2. All Committees are subordinate to the Board, shall comply with all lawful orders given to it by the Board and shall, at all reasonable times, give to the Board or to any Director all information they may require regarding the affairs of the Parent's Association.

2.3.9.7.3. The Board may, from time to time, authorize a budget for a Committee to enable it to cover routine expenses necessarily incurred in the performance of its duties.

2.4. COMMITTEES

2.4.1. General

2.4.1.1. There shall be two types of Committees:

2.4.1.1.1. Ad hoc Committees, which are established for a specific function or task on a short-term or temporary basis and which exist and function at the discretion of the Board. The Board shall specify the name, terms of reference, budget, and structure of the Committee.

2.4.1.1.2. Standing Committees, whose terms of references are established according to these By-Laws and which exist and function on an ongoing basis.

2.4.2. **Standing Committees:** The following are the Standing Committees:

2.4.2.1.1. Executive Committee,

2.4.2.1.2. Fund Raising Committee.

2.4.3. Executive Committee

2.4.3.1. **Duties:** There shall be a Standing Committee called the Executive Committee which shall:

2.4.3.1.1. Manage and direct Parent's Association business and affairs between meetings of the Board of Directors (except such matters and duties which, by law, must be transacted or performed by the Board or by members in general meeting),

2.4.3.1.2. Employ and discharge agents and employees of the Society, or

2.4.3.1.3. Perform any other Parent's Association function.

2.4.3.2. **Composition:** The Executive Committee shall consist of no more than six members. The Executive Committee is comprised of the following officers President, Vice-President, Secretary, and Treasurer, and other ex officio members the Board may from time to time appoint, who are responsible to the members, through the Board, for the discharge of their duties and responsibilities.

2.4.4. **Duties of President:** The President is responsible to the members for the general management and supervision of the Parent's Association. Without limiting the generality of the foregoing, the President shall:

2.4.4.1. Be Chairman of the Board of Directors and when present, shall preside at all meetings of the members of the Society;

2.4.4.2. Be an ex officio member of all Committees;

2.4.4.3. Sign all Resolutions together with the Secretary or other Officer appointed by the Board for the purpose;

2.4.4.4. Implement, or cause to be implemented, such administrative procedures as are necessary for the better government and administration of the Parent's Association.

2.4.4.5. The President shall represent the Parent's Association at Squadron Sponsoring Committee meetings and act as a liaison between the 395 Squadron Commanding Officer, or Officers, and the Parent's

Association.

2.4.4.6. Perform such other duties as may be determined from time to time by the Board.

2.4.5. **Duties of the Vice President:** The primary duty of the Vice President is to assist the President in carrying out the duties of his or her office.

2.4.5.1. Whenever the President is absent or unable to act, the Vice-President shall exercise the duties of the President for the duration of such absence or inability to act.

2.4.5.2. If the President is removed from office prior to expiry of their term, the Vice-President shall automatically become President, and a new Vice-President shall be elected by the membership

2.4.5.3. Be an ex officio member of all Committees;

2.4.5.4. Coordinate parent/395 Air Cadet Squadron concerns, problems or queries.

2.4.5.5. Perform such other duties as may be determined from time to time by the Board.

2.4.6. **Duties of Secretary:** The Secretary shall be ex officio clerk of the Board, and shall perform, or ensure performance of, the following duties:

2.4.6.1. Attend all General Meetings and Board Meetings and record, or cause to be recorded, all facts and minutes of all proceedings in the books kept for that purpose;

2.4.6.2. Give all Notices required;

2.4.6.3. Be the custodian of the Parent's Association Seal, and all books, papers, records, correspondence, contracts, and other documents belonging to the Parent's Association;

2.4.6.4. Keep record of all members of the Parent's Association, complete with mailing addresses and home phone numbers.

2.4.6.5. Whenever the Vice-President is absent or unable to act, the Secretary shall exercise his or her duties for the duration of such absence or inability to act.

2.4.6.6. Perform such other duties as may be determined from time to time by the Board.

2.4.7. **Duties of Treasurer:** The Treasurer shall perform, or ensure performance of, the following duties:

2.4.7.1. Keep full and accurate accounts of all Parent's Association receipts and disbursements in proper books of account;

2.4.7.2. Deposit all monies or other valuable effects in the name, and to the credit of, the Parent's Association in such bank or banks as may be from time to time designated by the Board;

2.4.7.3. Disburse Parent's Association funds under the direction of the Board, taking proper vouchers therefore;

2.4.7.4. Render an account of all his transactions as Treasurer and of the Financial position of the Parent's Association to the Board or whenever required of him;

2.4.7.5. Prepare for submission to the Annual General Meeting the financial statements of the Parent's Association duly audited as

hereinafter set forth and submit a copy of the same to the Secretary for the records of the Association; and

2.4.7.6. Perform such other duties as may be determined from time to time by the Board.

2.4.8. **Ex officio Members:** The Board may resolve, from time to time, to appoint Parent's Association members not on the Board to be ex officio members of the Executive Committee; such appointees may participate as full members of the Executive Committee, including the casting of a vote at Executive Committee meetings.

2.4.9. **Fund Raising Committee:**

2.4.9.1. **Duties:** There shall be a Standing Committee called the Fund Raising Committee which shall be responsible for

2.4.9.1.1. Developing a fund raising strategy and initiatives directed towards generating revenue for the activities, administration and operation of the Parent's Association;

2.4.9.1.2. Developing a fund raising strategy and initiatives directed towards generating revenue for the cadet activities, administration and operation of the Edmonton 395 Air Cadet Squadron;

2.4.9.1.3. Developing the terms of reference for positions to implement the fund raising strategies and initiatives;

2.4.9.1.4. Managing the implementation and ongoing activities of the fund raising strategies approved by the Board;

2.4.9.1.5. Annually reviewing and evaluating the effectiveness of the fund raising strategies, initiatives, terms of reference for positions and implementation of the strategies and initiatives;

2.4.9.2. **Composition:** The Fund Raising Committee is comprised of a

2.4.9.2.1. Fund Raising Director, who shall act as Committee Chairperson;

2.4.9.2.2. Bingo Officer;

2.4.9.2.3. Casino Officer; and

2.4.9.2.4. Such Officers as the Board may from time to time appoint, who are responsible to the members, through the Board, for the discharge of their duties and responsibilities.

2.4.9.2.5. The Fund Raising Director is a member of the Board and shall be elected by the members in accordance with these By-laws.

2.4.9.3. **Duties of the Fund Raising Director:** The Fund Raising Director shall perform, or ensure performance of, the following duties:

2.4.9.3.1. Present the fund raising strategies and initiatives prepared by the Fund Raising Committee to the Board for approval;

2.4.9.3.2. Present the terms of reference for fund raising positions to the Board for approval

2.4.9.3.3. Render an account of all fund raising activities of the Parent's Association to the Board whenever required;

2.4.9.3.4. Implement, or cause to be implemented, such administrative procedures as are necessary for the better

management and administration of the approved fund raising activities and positions.

2.4.9.3.5. Annually render to the Board and to the Members of the Parent's Association an account of the fund raising activities and of the review and evaluation of the effectiveness of the fund raising activities.

2.4.9.3.6. Perform such other duties as may be determined from time to time by the Board.

2.4.9.4. **Duties of the Bingo Officer:** The Bingo Officer shall perform, or ensure performance of, the following duties

2.4.9.4.1. Attend all Bingo meetings as the Parent's Association representative;

2.4.9.4.2. Present a report on the Bingo activities to the Fund Raising Committee whenever requested;

2.4.9.4.3. Present an annual report to the Fund Raising Chairman for reporting to the Annual Meeting;

2.4.9.4.4. Manage all Bingo activities, including recruiting and organizing volunteer workers for Bingos;

2.4.9.4.5. Coordinate financial activities arising from Bingos with the Treasurer; and

2.4.9.4.6. Recruit and train a successor.

2.4.9.4.7. Perform such other duties as may be determined from time to time by the Board.

2.4.9.5. **Duties of the Casino Officer:** The Casino Officer shall perform, or ensure performance of, the following duties

2.4.9.5.1. Attend all Casino meetings as the Parent's Association representative;

2.4.9.5.2. Present a report on the Casino activities to the Fund Raising Committee whenever requested;

2.4.9.5.3. Present an annual report to the Fund Raising Chairman for reporting to the Annual Meeting;

2.4.9.5.4. Manage all Casino activities, including recruiting and organizing volunteer workers for Casinos;

2.4.9.5.5. Coordinate financial activities arising from Casinos with the Treasurer; and

2.4.9.5.6. Recruit and train a successor.

2.4.9.5.7. Perform such other duties as may be determined from time to time by the Board.

2.4.10. **By-Laws Committee**

2.4.10.1. The Board may from time to time establish a By-Laws Committee to review the By-Laws, and to recommend any rescissions, amendments or additions thereto.

2.4.10.2. The Chairman of the By-Laws Committee shall be appointed from among the members of the Board of Directors.

2.5. **MEETINGS**

General Principles

- 2.5.1. **Attendance:** Parent's Association members may attend Board Meetings, except for those held in camera.
- 2.5.2. **Voting:** Votes shall be conducted by a show of hands unless the Chairman of the Meeting directs otherwise, and the following provisions shall apply:
- 2.5.2.1. Members are entitled to cast a vote at General Meetings,
 - 2.5.2.2. Directors are entitled to vote at Board Meetings,
 - 2.5.2.3. Committee Members are entitled to vote at Committee Meetings,
 - 2.5.2.4. No one shall cast a vote at any Parent's Association meeting unless their membership is in good standing,
 - 2.5.2.5. Each person entitled to vote at a meeting shall be entitled to one vote for each resolution before the meeting,
 - 2.5.2.6. To ensure impartiality, no Chairman of any Parent's Association Meeting shall cast their vote except in the event of an equality of votes.
- 2.5.3. A declaration by the Chairman that a Resolution has been carried, and an entry to that effect in the minutes, shall be evidence of the fact without proof of the number or proportion of the votes recorded in favour of, or against, such resolution.
- 2.5.4. **Ordinary Resolutions:** All questions before any Parent's Association Meeting shall be decided by Ordinary Resolution, that is, by a majority vote.
- 2.5.5. **Special Resolutions:** Notwithstanding Section 2.5.4, the following matters shall be decided by Special Resolution at an Annual or Special General Meeting of Members:
- 2.5.5.1. Alteration of the Objects of the Parent's Association,
 - 2.5.5.2. Amendment of the By-Laws,
 - 2.5.5.3. Dissolution of the Parent's Association,
 - 2.5.5.4. Change of the name of the Parent's Association,
 - 2.5.5.5. Re-admission of a person whose membership was terminated for cause,
 - 2.5.5.6. Removal of an Officer or Director before expiry of their term,
 - 2.5.5.7. Any other matter that the Board decides should be determined by a Special Resolution of the Membership.
- 2.5.6. **Notice of Motion for Special Resolutions:** No special resolution shall be put to a vote unless there is adequate proof that proper Notice of the Motion to deal with a Special Resolution has been duly given to all those entitled to attend. Such proof shall be recorded in the Minutes of the meeting.
- 2.5.7. Notice shall be considered adequate if duly given to all Members entitled to vote on the issue, and has been given:
- 2.5.7.1. Not less than 14 days before the meeting, or
 - 2.5.7.2. Less than 14 days before the meeting, provided that all the Members entitled to attend and vote at the meeting have agreed to waive the requirement for 14 days Notice.
- 2.5.8. **Minutes:** The Secretary or a designated recording secretary shall record the Minutes of each General Meeting and Board Meeting. At any other meeting, the Chairperson of that meeting shall designate a person to take

minutes.

2.5.9. **Adjournments:** Any meeting may be adjourned to any time and from time to time, and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment, and such adjourned meeting may proceed in the absence of a quorum.

2.5.10. Notwithstanding, no special resolution or any resolution to impose a sanction on a member shall be put to a vote at a meeting adjourned in accordance with Section 2.5.9 unless prescribed Notice and Quorum requirements have been satisfied.

2.5.11. **General Meetings of Members:** The main purpose of a General Meeting of members is to formally assemble members to resolve business issues in a democratic manner. A secondary purpose is to disseminate information among members. Any General Meeting shall be held where, and on such date, as the Board may determine.

2.5.11.1. **General Meeting Quorum:** The quorum at any General Meeting shall be Two Directors including the President or Vice President and a minimum of five (5) of the membership plus one member, all of good standing. Where a quorum is not present, the meeting shall be recalled at a time determined by those present and at the subsequent meeting the quorum shall consist of those present. The Chair of the meeting will declare whether or not a quorum is present and the count of the members present. The Secretary shall record it in the minutes of the meeting.

2.5.11.2. **Notices of General Meeting:** The General Meeting of the Parent's Association shall be called by 14 day's Notice properly delivered by the Secretary upon receipt of instructions from the President or the Board, or as required in these By-Laws. The President shall ensure the Secretary provides due notice of all meetings to the membership.

2.5.11.3. There are three types of General Meeting:

- 2.5.11.3.1. Annual General Meeting,
- 2.5.11.3.2. Regular General Meetings, and
- 2.5.11.3.3. Special General Meetings.

2.5.11.4. **Annual General Meeting:** The Parent's Association shall hold an Annual General Meeting at a generally convenient time on or before to October 20th each year. If this meeting is delayed, the term of office for incumbent Officers and Directors shall endure until the Annual General Meeting can be held.

2.5.11.5. At every Annual General Meeting, in addition to such other business as may be transacted, there shall be:

- 2.5.11.5.1. The President's Report;
- 2.5.11.5.2. Committee Reports;
- 2.5.11.5.3. Presentation of Financial Statements;
- 2.5.11.5.4. The annual election of Directors and Officers as described

in Section 2.3.9.

2.5.11.6. **Regular General Meetings:** The Members may institute Regular General Meetings if it becomes necessary to regularly meet to resolve business issues more frequently than once per year.

2.5.11.7. A resolution to establish Regular General Meetings shall specify the location and the time of day, day of the week, and the month they shall occur.

2.5.11.8. Where a meeting schedule has been established, and Notice of the schedule has been duly given, no further Notice shall be required for such meetings, unless a meeting has been adjourned to a time or place not specified in the Notice containing the schedule.

2.5.11.9. **Special General Meetings:** the Board may call a Special General Meeting whenever it becomes necessary for the members to gather to resolve business issues arising before the next scheduled Annual or Regular General Meeting.

2.5.11.10. Notwithstanding the foregoing, a Special General Meeting shall be called by the President or Secretary upon receipt of a Petition demanding such a meeting, and which is signed by not less than one third of the Members in Good Standing and setting forth the reasons for calling a the meeting. At a Special General Meeting called under such circumstances, no business shall be transacted until the Petition has been verified.

2.5.12. **Board of Director's Meetings**

2.5.12.1. **Regular Board Meetings:** Meetings of the Board shall be held as often as may be required, but not less frequently than once every six weeks, and shall be called by the President.

2.5.12.2. **Special Board Meetings:** A Special Board Meeting may be called by the President or on the instructions of any two Directors, provided they request the President in writing to call such a meeting, and state the business to be brought before the meeting.

2.5.12.3. If the President fails to call a Special Board Meeting after having been given such a request, any Director may call a Special Board Meeting on their authority and initiative. Provided that all requirements regarding notice, quorum and voting have been complied with, such a meeting shall be considered properly convened.

2.5.12.4. **Quorum:** A majority of the Board of Directors then holding office shall constitute a Quorum except where the nature of the business being transacted calls for a Special Resolution, when a Quorum shall mean not less than 75% of the Board presently serving. Where a quorum is not present, the meeting shall be recalled at a time determined by those present and at the subsequent meeting the quorum shall consist of those present.

2.5.12.5. **Notice of Board Meetings:** Meetings of the Board shall be called on 3 day's proper Notice. Notwithstanding, where a meeting schedule has been established and Notice of the schedule has been duly given, no further Notice shall be required for such meetings.

2.5.12.6. Meetings may be held without notice if a Quorum of the Board is present, provided however, that any business transactions at such meeting shall be ratified at the next regularly called meeting of the Board; otherwise they shall be null and void.

2.5.12.7. A Director who has not received Notice may waive such a requirement by attending the meeting, unless the purpose of their attendance is to protest the lack of Notice. In such a case the Director's presence shall not be counted toward the establishment of a quorum.

2.5.13. Committee Meetings

2.5.13.1. Meetings of Committees shall, to the greatest extent practicable, be conducted in accordance with the rules laid out for Board Meetings.

2.5.13.2. Notwithstanding, the Chairman of the committee meeting may relax rules of procedure to suit the needs of the meeting, and the minutes need not reflect the full content of the debate or discussions. However, the following shall not be omitted from minutes of Committee Meetings:

2.5.13.2.1. A statement that Notice was given;

2.5.13.2.2. A statement that a quorum was present;

2.5.13.2.3. the text of specific motions that have been put to a vote, and the result of the vote;

2.5.13.2.4. other business transacted and proposals adopted.

2. Board of Directors [RESCIND except 2.9]

2.9 Vacancies on the Board

2.9.1 Should the President not be able to complete the full term of office for any reason, the Executive Committee may deem the position to be vacant and the Vice President shall assume and discharge the Presidents duties until the full term of the office expires. There will be no Past President position on the Board in this event.

Amended 2.9.2 as per April 29, 2003 motion (changes as underlined)

Should the Vice President, Secretary, Treasurer, or Fund Raising Director be unable to complete the full term of office for any reason, the Board of Directors may deem the position to be vacant. The Membership shall fill such vacancy on the Board by electing one of the Members in good standing to fill the position at the next General Meeting. The duly elected Member shall assume and discharge the duties of the vacated position until the full term of the office expires.

5. Auditing

5.1. The books, records and financial statements of the Association shall be audited at least once every two years by a duly qualified accountant or by at least three

members in good standing, who are not currently serving on the Board of Directors or Executive, and who may volunteer for the purpose at any of the General Meetings of Members.

5.2. The auditor(s) shall report to the membership the findings of their audit at any of the General Meetings of the Members.

5.3. The fiscal year of the Association in each year shall be _Sept 1 through Aug 31.

5.4. The financial records of the Association may be inspected by any Regular Member of the Association at the Annual General Meeting; or,

5.4.1. At any other time upon giving reasonable notice and arranging a satisfactory time with the President and Treasurer to inspect such records.

6. Remuneration

6.1. In keeping with Alberta Gaming Regulations, under no circumstances shall the Association make payments to individuals from gaming funds.

6.1.1. No Officer, Director or Member shall receive any remuneration for his/her efforts as a member of the Association. However, individuals may be hired for their professional expertise provided that payment is made to a professional corporation or formal business and not to an individual.

6.1.2. If the Board of Directors deems it to be appropriate to cover expenses incurred by a Member while carrying out Association business, the Association shall pay for transportation, accommodation, food, admission fees, or other expenses. Such expenses shall be preauthorized and the Association shall arrange for payment by credit card or cheque for the goods or services being purchased on behalf of the subject member.

6.2. If the Board of Directors deems it to be appropriate to cover out of pocket expenses, incurred directly by a Member while carrying out Association business, and those expenses do not fall within the guidelines of Alberta Gaming Regulations, the Association shall reimburse that Member for such expenses from non-gaming funds.

7. **Liability of Directors and Officers**

7.1. Parent's Association Members shall jointly indemnify and save harmless every Director or Officer, or their estate, heirs, executors or administrators, and effects, respectively from and against:

7.1.1. all costs, charges, and expenses whatsoever that are personally sustained or incurred by such Director or Officer during any legal or

quasi-legal proceeding that has been brought against him as a result of any act, deed, matter or thing done or permitted to be done, by him or any other Director or Officer in the execution of their official Parent's Association duties; and

7.1.2. all other costs, charges and expenses which such Director or Officer sustains or incurs in, or about, or in relation to, the execution of their official Parent's Association duties, whether or not related to a legal or quasi-legal proceeding.

7.2. Notwithstanding the foregoing

7.2.1. the Parent's Association is not bound to indemnify or save harmless a Director or Officer who suffers a loss occasioned while the Officer or Director was acting outside the proper authority of a Director or Officer, and

7.2.2. No Member shall be required to contribute to the monetary indemnification of an Officer or Director where the Member has asked that the Minutes record that the Member voted against the act or measure which led to action being taken against the Officer or Director.

8. Bylaws

8.1. These Bylaws may be rescinded, amended, altered or added to by the ratification of a Special Resolution duly passed by a majority vote of the Regular Members of the Association.

8.2. All Special Resolution will automatically cease to be in effect one year from their passage unless specifically stated in the Special Resolution. (June 8, 2004)

8.3. The maximum duration of any Special Resolution will be three years from date of passage. The Special Resolution will be automatically renewed every three years unless the membership wishes to amend the Resolution in accordance with Section 8.1. This resolution will remain in effect for three years from the date of passage. (June 8, 2004)

9. Dissolution Clause

9.1. Th Association shall be dissolved and wind down activities upon the occurrence of either of the following events:

9.1.1. The ratification of a Special Resolution duly passed by a majority vote of the Regular Members of the Association authorizing the Executive Committee to wind down the affairs and terminate operation of the Association.

9.1.2. The Association is ordered to disband and wind down activities by the Courts of Alberta.

9.2. When one of the events defined under Section 9.1 of these Bylaws occurs, the President, in counsel with the Executive Committee, shall ensure that the following procedures are carried out:

9.2.1. Firstly, all debts, loans, and bills of the Association are to be paid out in as much as the Association has funds to do so.

9.2.2. Secondly, any funds remaining after the Association has satisfied all of its liabilities shall be dispersed in the following manner:

9.2.3a. Assuming that the 395 Squadron is still active and a duly sanctioned member of the Air Cadet League of Canada, all remaining funds shall be donated in Trust for use by the Squadron's Sponsoring Committee. The Association's Executive Committee shall negotiate the conditions for bursaries with the Sponsoring Committee. However, in all cases, such bursaries must be to the satisfaction of the Alberta Gaming Commission.

9.2.3b. Should the 395 Squadron no longer be inactive Squadron, all remaining funds shall be donated in Trust for the development and improvement of Camp Wright. The Association's Executive Committee shall negotiate the conditions for bursaries with the duly appointed Director/Manager of Camp Wright. However, in all cases, such bursaries must be to the satisfaction of the Alberta Gaming Commission.

9.2.3c. In the event that the 395Squadron is no longer an active Squadron, and Camp Wright is no longer an active Air Cadet Camp, all remaining funds shall be donated in Trust to the Alberta Provincial Air Cadet League Glider Program.

10. General

10.1. Meetings of the Association shall be conducted in accordance with "Robert's Rules of Order".

10.2. The business of the Association shall be deemed to be conducted in Province of Alberta and is subject to the laws of the Province.

FIRST READING

Dated this _____ day of _____ 2001

SECOND READING

Dated the _____ of _____ 2001

FINAL READING

Dated (to be ratified at the GM, the _____ of October 2001)

Signed by

Signature

Date

Signature

Date

Signature

Date

Signature

Date