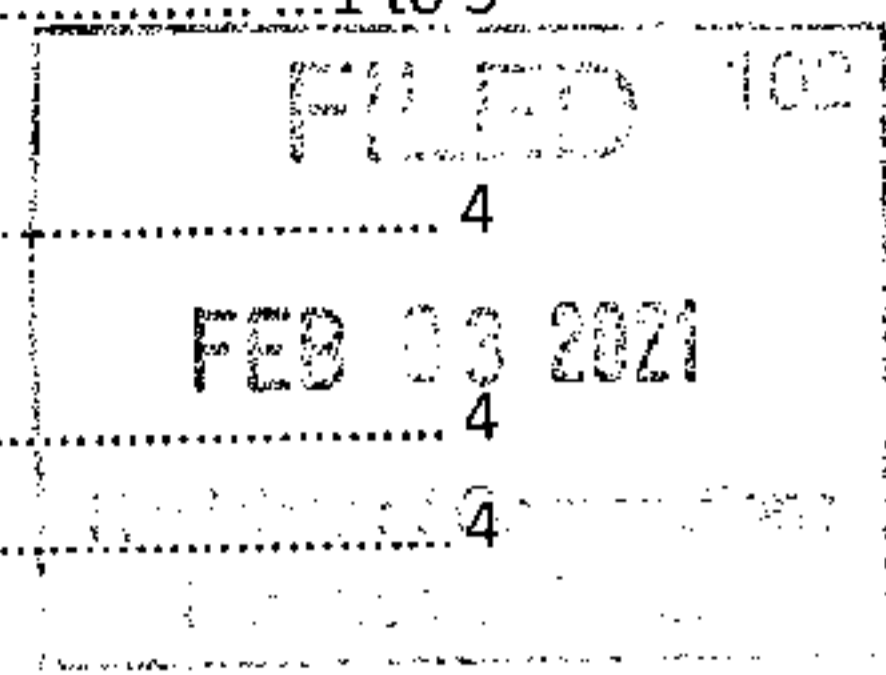


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Article 1 – Preamble

1.1 The Foundation

The name of the organization is the Lions of Alberta Foundation, which may also be known or referred to as the Foundation or as LOAF.

1.2 The Bylaws

The following articles set forth the Bylaws of the Lions of Alberta Foundation.

Article 2 - Defining and Interpreting the Bylaws

2.1 Definitions

In these Bylaws, the following words have these meanings:

- 2.1.1 Act means the *Societies Act* R.S.A. 2000, Chapter S-14 as amended, or any statute substituted for it.
- 2.1.2 Annual General Meeting or AGM means the Annual General Meeting described in Article 4.1.
- 2.1.3 Board means the Board of Directors of the Foundation.
- 2.1.4 Bylaws mean the Bylaws of the Foundation, as amended.
- 2.1.5 Director means any person elected or appointed to the Board of the Foundation.
- 2.1.6 Lion Member means a Member of the Foundation.
- 2.1.7 Officer means any Officer of the Foundation listed in Section 5.2.
- 2.1.8 Proxy means the authority or power to vote or act for a Member who is absent.
- 2.1.9 Registered Office means the registered office for the Foundation.
- 2.1.10 Register of Members means the register maintained by the Board of Directors containing the names of the Members of the Foundation.
- 2.1.11 Foundation means the Lions of Alberta Foundation.
- 2.1.12 Special Meeting means a Special Meeting described in Section 4.2.
- 2.1.13 Special Resolution means:
 - (1) A resolution passed at the Annual General Meeting of the Membership of the Foundation. There must be twenty-one (21) day's notice given for the Meeting. The notice must state the proposed resolution. There must be approval by a vote of at least 75% of the Voting Members who vote in person;
 - (2) A resolution proposed and passed as a Special Resolution at a General Meeting with less than twenty-one (21) days notice. All the Voting Members eligible to attend and vote at the General Meeting must agree; or
 - (3) A resolution agreed to in writing by all the Voting Members who are eligible to vote on the resolution in person at a General Meeting.
- 2.1.14 Voting Member means a Member in good standing entitled to vote at the Special Meetings of the Foundation as described in Section 3.1.

2.2 Interpretation

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

2.2.1 Singular and Plural

Words indicating the singular number also include the plural, and vice-versa.

2.2.2 Gender

Words indicating the masculine gender also include the female gender, and vice-versa.

2.2.3 Corporation

Words indicating persons also include corporations.

2.2.4 Headings

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

2.2.5 Liberal Interpretation

These Bylaws must be interpreted broadly and generously, as a reasonable person would.

2.3 Supremacy

These bylaws are in all respects subordinate to the *Societies Act* and all other superseding legislation and shall not be interpreted as permitting any action that is prohibited by such legislation. Whenever these bylaws are more restrictive than the requirements of such legislation then the restrictions of these bylaws shall bind the Foundation.

2.4 Rules of Order

Except as provided for in these bylaws or any special rules adopted at the Meeting, the rules of order for any Meeting shall be the current edition of *Robert's Rules of Order, Newly Revised*.

Article 3 – Membership

3.1 Membership Classifications

3.1.1 Lion Member

The Membership in the Foundation shall consist of any Lion who is a member in good standing of a Lions Club in good standing in the Province of Alberta as set out by Lions Clubs International.

3.1.2 Lions Club Membership

Membership in the Foundation is granted to each Lions Club in good standing in the Province of Alberta.

3.1.2 Application for Membership

- (1) Membership in the Foundation of a Lions Member in a Lions Club in Alberta is granted upon acceptance as a member of Lions Clubs International; and
- (2) Membership in the Foundation of a Lions Club located in the Province of Alberta is granted upon the issuance of the Club Charter by Lions Clubs International.

3.2 Rights and Privileges of Membership Classifications

3.2.1 Rights and Privileges of Lion Member of the Foundation

A Lion Member in good standing is entitled to:

- (1) Attend any Special Meeting of the Foundation,
- (2) Speak at any Special Meeting of the Foundation by invitation and at the discretion of the Chair,
- (3) Exercise all rights and privileges given to a Lions Member in these bylaws,
- (4) A Lion Member has no right to vote at a Special Meeting except if they are representing their Lions Club as a Voting Delegate at the Annual General Meeting, and
- (5) A Lion Member receives no notice of Meetings of the Foundation.

3.2.2 Rights and Privileges of Lions Club Membership in the Foundation

A Lions Club Member in good standing is entitled to:

- (1) Receive notice of the Annual General Meeting.
- (2) Each Lions Club in good standing in the Province of Alberta has the right to select by a method of their own choosing and send one (1) voting delegate to the Annual General Meeting of the Foundation.

3.2.3 Voting Criteria

- (1) Voting privileges at any Special Meeting of the Foundation shall be granted to the Directors of the Board.
- (2) Lions Clubs shall be entitled to one (1) voting delegate at the Annual General Meeting of the Foundation.
- (3) A Director of the Foundation can be a Club delegate but at the AGM, that person shall have only one vote on each resolution.

3.2.4 Voting

A voting Member is entitled to one (1) vote at a Special Meeting of the Foundation.

3.2.5 Voting by Proxy

Voting by Proxy is not allowed by the Foundation.

3.2.6 Definition of Good Standing

A Member is in good standing when the Member is not suspended as provided for under Section 3.5 and the Member continues to meet the criteria outlined in Section 3.1.

3.3 Membership Year

The Membership year shall be fixed from time to time by the Board in accordance with the *Societies Act*.

3.4 Membership Dues

There will be no dues charged for membership in the Foundation in compliance with the bylaws of Lions Clubs International.

3.5 Suspension or Termination of Membership

3.5.1 Voluntary Resignation

Any Member may resign from the Foundation by sending or delivering a written notice to the Secretary or Chairperson of the Foundation. Once the notice is received, the Member's name shall be removed from the Register of Members. The Member is considered to have ceased being a Member on the date his or her name is removed from the Register of Members.

3.5.2 Death of a Member

The Membership of a Member is ended upon his or her death.

3.5.3 Cause for Suspension or Termination of Membership

The Board, at a Special Meeting called for that purpose only, may suspend or terminate a Member's Membership in the Foundation, for one or more of the following reasons:

- (1) If the Member has failed to abide by the Bylaws of the Foundation,
- (2) If the Member has disrupted Meetings or functions of the Foundation, and/or
- (3) If the Member has done anything or failed to do anything that is judged to be harmful to the Foundation.

3.5.4 Suspension or Termination of Membership

The Board, by way of a Special Resolution passed by at least 75% of the Directors present at a meeting of the Board called for that purpose only, may suspend or terminate a Member's Membership in the Foundation. In either situation, the following procedure shall apply:

- (1) The Member will receive at least twenty-one (21) days notice of the meeting of the Board where that Member's suspension or termination will be considered.
- (2) The notice will be sent by single registered mail or by courier to the last known address of the Member shown in the records of the Foundation. The notice may also be delivered by an Officer of the Board.
- (3) The notice will state the reasons why suspension or expulsion of the Member is being considered.
- (4) The Member will have an opportunity to appear before the meeting of the Board to address the matter. The Member may be accompanied by one individual.
- (5) The Board, by way of resolution passed by at least 75% of the Directors present at a meeting of the Board where the suspension or termination of a Member's Membership is being considered, will determine how the matter will be dealt with and may limit the time given to the Member to address the Board.
- (6) The Board may exclude the Member from the discussion of the matter, including the deciding vote.
- (7) The decision of the Board shall be binding on all parties.

3.6 Right to Appeal Suspension or Termination

The decision of the Board with respect to the suspension or termination of a Member's Membership may be appealed by the Member under the following procedure:

- (1) The Member shall submit a written request to the Chairperson within seven (7) days of the decision of the Board stating the Member's intention to appeal the decision of the Board.
- (2) Upon receiving notice, the Chairperson shall give notice of a Special Meeting of the Foundation to address only the appeal of the decision to suspend or expel the Member.
- (3) The Member will have an opportunity to appear before the Special Meeting to address the matter. The Member may be accompanied by one individual.
- (4) The Members, by way of resolution passed by at least 75% of the Directors present at the Special Meeting where the appeal of the suspension or termination of a Member's Membership is being considered, will determine how the matter will be dealt with and may limit the time given to the Member to address the Board.
- (5) The Members present at the Special Meeting may exclude the Member from their discussion of the matter, including the deciding vote.
- (6) The decision of the Members with respect to the appeal of the Board shall be binding on all parties.

3.7 Process for Suspension of Membership

The Board shall determine the length of the suspension, and the process for reinstating Membership at the conclusion of the proscribed length of time.

3.8 Removal of Member's Name from the Registry of Members

- (1) Where the Member does not appeal the decision of the Board within the time period identified in Section 3.6(1) then the name of the Member shall be removed from the Register of Members,
- (2) Where the Member appeals the decision of the Board with respect to the Member's termination and the decision of the Board is upheld such that the Member's Membership is terminated then the name of the Member shall be removed from the Register of Members,
- (3) A Member is considered to have ceased being a Member on the date his or her name is removed from the Registry of Members.

3.9 Cessation of Rights and Privileges of Membership

All rights and privileges associated with Membership cease when a Member is suspended or when the Member's name is removed from the Registry of Members for any reason whatsoever, including, without limiting the generality of the foregoing, resignation, death, ceasing to be a Member in good standing in a Lions Club in good standing or expulsion from the Foundation.

3.10 Continued Liability for Debts Due

A Member is liable for all debts owed to the Foundation by that Member, as of the date of his or her ceasing to be a Member, for whatever reason.

3.11 Limitation on the Liability of Members

No Member is, in his or her individual capacity, liable for any debt or liability of the Foundation, except if that debt or liability is the consequence of an act of fraud, dishonesty, wilful neglect or bad faith on his or her part.

Article 4 - Meetings of the Foundation

4.1 Annual General Meeting

4.1.1 Time and Place of Meeting

The Foundation holds its Annual General Meeting in accordance with the provisions of the Societies Act, once in every calendar year and not more than sixteen (16) months after the last Annual General Meeting.

4.1.2 Authority

The Board sets the place, date, time and agenda of the Annual General Meeting.

4.1.3 Notice of Meeting

The Secretary or Board designate mails or conveys by electronic media or has delivered a notice to each Member at least twenty-one (21) days before the date of the Annual General Meeting. This notice states the place, date and time of the Annual General Meeting and any business requiring a Special Resolution.

4.1.4 Agenda of Meeting

The Annual General Meeting deals with the following matters:

- (1) Adopting the agenda,
- (2) Adopting the minutes of the last Annual General Meeting,
- (3) Considering the report from the Chairperson,
- (4) Considering the reports from the committees,
- (5) Reviewing the financial statements setting out the Foundation's income, disbursements, assets and liabilities and the auditor's report,
- (6) Appointing the auditor,
- (7) Electing the Members of the Board,
- (8) Considering matters specified in the notice of Meeting; and
- (9) Other specific motions that any Member or Members have given notice of before the Meeting is called.

4.2 Special Meeting of the Foundation

4.2.1 Calling of Special Meeting

A Special Meeting may be called at any time:

- (1) By a resolution of the Board to that effect; or
- (2) On the written request to the Chairperson of at least three (3) Directors. The request must state the reason for the Special Meeting and the motion or motions intended to be submitted at this Special Meeting; or
- (3) On the written request to the Chairperson of at least one third (1/3) of the Voting Members of the Foundation. The request must state the reason for the Special Meeting and the motion or motions intended to be submitted at this Special Meeting.

4.2.2 Notice of Special Meeting

The Secretary or Board designate mails or sends by electronic media or delivers a notice to each Member at least twenty-one (21) days before the Special Meeting. This notice states the place, date, time and purpose of the Special Meeting.

4.2.3 Agenda for Special Meeting

Only the matter(s) set out in the notice for the Special Meeting shall be considered at the Special Meeting.

4.3 Procedure for an Annual General or Special Meetings

4.3.1 Attendance by the Public

Meetings of the Foundation are not open to the public except by invitation only. A majority of the Members present may ask any person or persons who are not Members to leave.

4.3.2 Definition of Quorum

A quorum for a Special Meeting of the Foundation shall be five (5) voting members of the Foundation.

4.3.3 Failure to Reach Quorum

The Chairperson cancels the Meeting if a quorum is not present within one-half (1/2) hour after the set time. If cancelled, the Meeting is rescheduled for one (1) week later at the same time and place, with reasonable latitude. If a quorum is not present within one-half (1/2) hour after the set time of the second Meeting, the Meeting will proceed with the Members in attendance.

4.3.4 Presiding Officer

- (1) The Chairperson chairs every Meeting of the Foundation. The Vice-Chairperson chairs in the absence of the Chairperson.
- (2) If neither the Chairperson nor the Vice-Chairperson is present within one-half (1/2) hour after the set time for the Meeting, the Members present shall choose one (1) of the Members present to chair the Meeting.

4.3.5 Adjournment

- (1) The Chairperson may adjourn any Meeting with the consent of the majority of the Members at the Meeting. The adjourned General Meeting conducts only the unfinished business from the initial Meeting.
- (2) No notice is necessary if the Meeting is adjourned for less than thirty (30) days.
- (3) The Foundation must give notice when a Meeting is adjourned for thirty (30) days or more. Notice must be the same as for any Meeting.

4.3.6 Voting

- (1) Each Voting Member has one (1) vote.
- (2) The Chairperson does not have a second or casting vote in the case of a tie vote. If there is a tie vote, the motion is defeated.
- (3) Voting at a Meeting shall be by a show of hands, except where a ballot vote is requested.
- (4) Five (5) voting Members present at a Meeting may request a ballot vote.
- (5) Members may withdraw their request for a ballot vote.
- (6) A Voting Member may not vote by proxy.
- (7) A majority of the votes of the voting Members present decides each issue and resolution, unless the issue needs to be decided by a Special Resolution.
- (8) The vote on a Special Resolution is decided by the vote of seventy-five (75%) percent of the Voting Members present.
- (9) The Chairperson declares a resolution carried or lost. This statement is final and does not have to include the number of votes for and against the resolution.
- (10) The Chairperson decides any dispute on any vote. The Chairperson decides in good faith, and this decision is final.

4.3.7 Validation of Actions

No action taken at a Meeting is invalid due to:

- (1) Accidental omission to give notice to any Member,
- (2) A Member not receiving notice, or
- (3) Any error in any notice that does not affect the meaning.

4.3.8 Written Resolution of All the Voting Members

All Voting Members may agree to and sign a resolution. This resolution is as valid as one passed at a General Meeting. It is not necessary to give notice or to call a Meeting. The date on the resolution is the date it is passed.

Article 5 - Governance of the Foundation

5.1. The Board of Directors

5.1.1 Governance and Management of the Foundation

The Board governs and manages the affairs of the Foundation.

5.1.2 Selection of the Directors

- (1) The composition of the Board of Directors in each Lionistic year shall be four Directors to be appointed, two from District C1 and two from District C2, and the balance of the Board to be elected from the General Membership at the AGM.
- (2) Each sub-district within Multiple District C shall appoint two (2) Directors to sit on the Foundation Board for the Lionistic term of office from July 01 to June 30.
- (3) The balance of the Directors to be elected for a two (2) year term from the membership of the Foundation at each AGM. Half of the Directors to be elected in even years and half of the Directors to be elected in odd years.
- (5) Any increase in the total number of Directors serving on the Board will be elected from the Membership at the AGM of the Foundation.

5.1.3 Accountability of the Directors

Every Director of the Foundation shall exercise the powers and discharge the duties of their office honestly, in good faith and in the best interests of the Foundation and in this regard shall exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in similar circumstances.

5.1.4 Powers and Duties of Directors

- (1) No individual Director shall have any authority to act on behalf of the Board with respect to agents or employees of the Foundation except as provided for in the Bylaws or by resolution of the Board; and
- (2) No individual Director shall have any authority to act on behalf of the Foundation with respect to the transaction of the affairs of the Foundation except as provided for in the Bylaws or by resolution of the Board.

5.1.5 Accountability of the Board

The Board and individual Directors represent the Membership of the Foundation and are directly accountable to the Members of the Foundation. They also have a fiduciary duty to those that provide funds to the Foundation and to its staff for the sound administration of the Foundation. In addition, they have a general duty of trust to those served by the Foundation.

5.1.6 Powers and Duties of the Board

The Board has the powers of the Foundation, except as stated in the *Societies Act*. The powers and duties of the Board include but are not limited to:

- (1) Promoting the objects of the Foundation,
- (2) Promoting Membership in the Foundation,
- (3) Maintaining and protecting the Foundation's assets and property,
- (4) Approving an annual budget for the Foundation,
- (5) Paying all expenses for operating and managing the Foundation,
- (6) Investing any extra monies,
- (7) Financing the operations of the Foundation, and borrowing or raising monies,
- (8) Making policies for managing and operating the Foundation,
- (9) Approving all contracts for the Foundation,
- (10) Maintaining all accounts and financial records of the Foundation,
- (11) Appointing legal counsel as necessary,
- (12) Making policies, rules and regulations for operating the Foundation and using its facilities and assets,
- (13) Selling, disposing of, or mortgaging any property of the Foundation, and

(14) Without limiting the general responsibility of the Board, may delegate some of its powers and duties to the Executive Committee of the Foundation.

5.1.7 Number of Directors

The Board shall be comprised of no more than fifty (50) persons and no less than ten (10) persons eligible and elected at the Annual General Meeting from among the Voting Members.

5.1.8 Term Limits

Voting Members may elect any Director to the Board for a maximum of four (4) consecutive two-year terms.

5.1.9 Eligibility to Serve

A Member who has served four full consecutive terms shall not be eligible to serve again as a Director before the passing of one year.

5.1.10 Resignation of a Director

A Director including the Chairperson may resign from office by giving one (1) month's notice in writing. The resignation takes effect either at the end of the month's notice, or on the date the Board accepts the resignation.

5.1.11 Removal of a Director

Voting Members may remove any Director, including the Chairperson, before the end of their term. There must be a majority vote at a Special Meeting of the Membership called for this purpose.

5.1.12 Filling a Board Vacancy

If there is a vacancy on the Board, the remaining Directors shall elect a Member in good standing to fill that vacancy for the remainder of the term.

5.1.13 Procedures for Meetings of the Board

The Board shall hold at minimum two (2) Meetings each year.

- (1) The Chairperson calls the Meetings. The Chairperson must call a Meeting if any two (2) Directors make a request in writing and state the business of the Meeting.
- (2) Ten (10) days' notice for Board Meetings is mailed to each Board Member. There may be five (5) days' notice by electronic media.
- (3) Notice may be waived by the Board upon a poll of the Directors with simple majority agreement, for the purpose of holding an emergency Meeting of the Board.
- (4) Five Directors present at any Board Meeting constitutes quorum.
- (5) If there is no quorum, the Chairperson adjourns the Meeting to the same time, place, and day of the following week, with reasonable latitude. At least five (5) Directors present at this later Meeting is a quorum.
- (6) Each Director, including the Chairperson has one (1) vote.
- (7) A majority of the votes of the Directors present decides each issue and resolution, unless the issue needs to be decided by a Special Resolution.
- (8) The Chairperson does not have second or casting vote in the case of a tie vote. A tie vote means the motion is defeated.
- (9) Meetings of the Board are open to Members, but only Directors may vote. Members are permitted to participate in a discussion when invited to do so by the Board. A majority of the Directors present may ask any other Members or other persons present, to leave.
- (10) All Directors may agree to and sign a resolution. This resolution is as valid as one passed at any Board Meeting. It is not necessary to give notice or to call a Board Meeting. The date on the resolution is the date it is passed.
- (11) A Meeting of the Board may be held by a telephone or other electronic media or combination of both. Directors who participate by telephone or other electronic media or combination of both are considered present for the Meeting.
- (12) Irregularities or errors done in good faith do not invalidate acts done at any Meeting of the Board.

5.2 Officers

5.2.1 Officers of the Foundation

The Officers of the Foundation are the Chairperson, Vice-Chairperson, Secretary and Treasurer.

5.2.2 Election of the Executive

Immediately after the close of the Annual General Meeting, the Board shall convene a Special Meeting to elect from among the sitting Directors the Officers of the Foundation for the following fiscal year.

5.2.3 Term of Office

The Officers hold office until re-elected or until a successor is elected.

5.2.4 Executive Committee

The Executive Committee of the Board shall be made up of the Chairperson, Vice-Chairperson, Secretary, Treasurer and one Member at Large.

5.2.5 Duties of the Executive Committee

The Executive Committee acts under specific mandate from the Board to make decisions in a timely fashion between Board Meetings on matters that deal with the day to day operations of the Foundation.

5.3 Duties of the Officers of the Foundation

5.3.1 Chairperson

- (1) Supervises the affairs of the Board,
- (2) When present, chairs all Meetings of the Foundation, of the Board and the Executive Committee,
- (3) Is an *ex officio* Member of all Committees except the Nominating Committee,
- (4) Acts as the spokesperson for the Foundation,
- (5) Chairs the Executive Committee, and
- (6) Carries out other duties assigned by the Board.

5.3.2 Vice Chairperson

- (1) Presides at Meetings in the Chairperson's absence. If the Vice-Chairperson is absent, the Directors present shall elect a Chairperson for the Meeting from among the Directors present,
- (2) Replaces the Chairperson at various functions when asked to do so by the Chairperson or by the Board,
- (3) Chairs the Nominating Committee,
- (4) Is a Member of the Executive Committee, and
- (5) Carries out other duties assigned by the Board.

5.3.3 Secretary

- (1) Attends all Meetings of the Foundation, the Board and the Executive Committee,
- (2) Keeps accurate minutes of these Meetings,
- (3) Has charge of the Board's correspondence,
- (4) Makes sure a record of names and addresses of all Members of the Foundation are kept,
- (5) Keeps the Seal of the Foundation,
- (6) Is responsible for all necessary Corporate Registry filings,
- (7) Is a Member of the Executive Committee, and
- (8) Carries out other duties assigned by the Board.

5.3.4 Treasurer

- (1) Makes sure all monies paid to the Foundation are deposited in a financial institution chosen by the Board,
- (2) Makes sure a detailed account of revenues and expenditures is presented to the Board as requested,
- (3) Makes sure an audited statement of the financial position of the Foundation is prepared and presented to the Annual General Meeting,
- (4) Chairs the Finance Committee of the Board,
- (5) Is a Member of the Executive Committee, and
- (6) Carries out other duties assigned by the Board.

5.4 Board Committees

5.4.1 Establishing Committees

The Board shall form such standing or ad-hoc committees as it shall deem necessary to meet the organizational objectives of the Foundation.

5.4.2 Terms of Reference

The Terms of Reference for each committee created by the Board shall be contained in the Policy and Procedures Manual.

5.5 Employees

5.5.1 Authorization to Hire

The Board may hire an Employee or Employees as required to carry out management functions under the direction and supervision of the Board.

5.5.2 Reporting

Employees report to and are responsible to the Board.

5.5.3 Voting

Employees do not vote at any Meeting.

Article 6 - Finance and Other Management Matters

6.1 The Registered Office

Unless changed by Special Resolution in accordance with the *Societies Act*, the Registered Office of the Foundation shall be in Alberta, Canada as designated by the Board from time to time.

6.2 Finance and Auditing

6.2.1 Fiscal Year

The fiscal year of the Foundation shall be set and may be changed by Special Resolution in accordance with the provisions of the *Societies Act*.

6.2.2 Requirement for Audit

There must be an audit of the books, accounts, and records of the Foundation at least once each fiscal year. At each Annual General Meeting of the Foundation, the auditor submits a statement of the books for the previous fiscal year.

6.2.3 Eligibility to be the Auditor

The eligibility to undertake the position of Auditor shall be determined by the Board in accordance with the provisions of the *Societies Act*.

6.3 Seal of the Foundation

6.3.1 Authority

The Board may adopt a seal as the Seal of the Foundation.

6.3.2 Control of the Seal

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

6.3.3 Authorized Use of the Seal

The Seal of the Foundation can only be used by Directors authorized by the Board. The Board must pass a motion to name the authorized Directors.

6.4 Cheques and Contracts of the Foundation

6.4.1 Banking Authority

The banking business of the Corporation shall be transacted with those banks, trust companies or corporations that are from time to time designated by or under the authority of the Board. Banking business shall be transacted in conformity with those agreements, instructions, and delegations of power that the Board may from time to time authorize.

6.4.2 Signing Authority

The authorized Directors sign all cheques drawn on the monies of the Foundation. Two signatures are required on all cheques. The Board must pass a motion to name the authorized signatories.

6.4.3 Authorizing Employees

The Board may authorize an employee to sign cheques for certain amounts and circumstances. The employee may not sign his or her own pay cheque.

6.4.4 Authorization to Sign Contracts

All contracts of the Foundation must be signed by the Officers or other persons authorized to do so by resolution of the Board.

6.5 The Keeping and Inspection of the Books and Records of the Foundation.

6.5.1 Record of Minutes

The Secretary keeps a copy of the Minute Books and records minutes of all Meetings of the Members and of the Board.

6.5.2 Possession of the Minute Book

The Secretary keeps the original Minute Books at the Registered Office of the Foundation. This record contains minutes from all Meetings of the Foundation, the Board, and the Executive Committee.

6.5.3 Required Filing

The Board keeps and files all necessary books and records of the Foundation as required by the Bylaws, the *Societies Act*, or any other statute or law.

6.5.4 Inspection of the Minute Book and Records

A Member wishing to inspect the books or records of the Foundation must give reasonable notice to the Chairperson or the Secretary of the Foundation of their intention to do so.

6.5.5 Location and Timing of Inspection of the Minute book and Records

Unless otherwise permitted by the Board, such inspection will take place only at the Registered Office, or other regular business premises operated by the Foundation, during normal business hours.

6.5.6 Location and Timing of Inspection of the Financial Records

All financial records of the Foundation are open for such inspection by the Members, during normal business hours and with reasonable notice.

6.5.7 Exceptions to Inspection of Records

Other records of the Foundation are also open for inspection, except for records that the Board designates as confidential. Reasonable notice must be provided.

6.6 Borrowing Powers

6.6.1 Authorization to Borrow or Raise Funds

The Foundation may borrow or raise funds to meet its objects and operations. The Board decides the amounts and ways to raise money, including giving or granting security.

6.6.2 Issuing Debentures

The Foundation may issue debentures to borrow only by resolution of the Board confirmed by a Special Resolution of the Foundation.

6.7 Compensation

6.7.1 Compensation for Services

No Member, Director or Officer of the Foundation shall receive any compensation, either directly or indirectly, for their services as a Member, Director or Officer nor shall they receive, either directly or indirectly, any profit from their office or position.

6.7.2 Compensation for Expenses

Directors may be reimbursed for expenses incurred in the performance of their duties to the Foundation, in reasonable amounts based on policies approved by the Board.

6.8 Protection and Indemnity of Directors and Officers

6.8.1 Indemnification of Officers and Directors

Each Director or Officer holds office with protection from the Foundation. The Foundation indemnifies each Director or Officer against all costs, charges or expenses that result from any act done in his or her role for the Foundation except in the case that the costs, charges or expenses are occasioned by the Director or Officer's own wilful neglect or default or acts of fraud, dishonesty, or bad faith.

6.8.2 Liability of Officers and Directors

No Director or Officer is liable for the acts of any other Director, Officer or employee. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Foundation. No Director or Officer is liable for any loss due to an oversight or error in judgment, or by an act in their role for the Foundation, unless the act is one of fraud, dishonesty, wilful neglect or bad faith on their part.

6.8.3 Reliability of Audited Statements

Directors or Officers can rely on the accuracy of any statement or report prepared by the Foundation's auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

Article 7 - Amending the Bylaws

7.1 Amending the Bylaws

These Bylaws may be cancelled, altered or added to by a Special Resolution at any Annual General or Special Meeting of the Foundation.

7.2 Notice to Amend the Bylaws

The twenty-one (21) days notice of the Annual General Meeting or a Special Meeting of the Foundation must include details of the proposed resolution to change the Bylaws.

7.3 Acceptance of the Bylaws

The amended bylaws take effect after approval of the Special Resolution at the Annual General Meeting or Special Meeting and are accepted by the Corporate Registry of Alberta.

Article 8 - Distributing Assets and Dissolving the Foundation

8.1 Dividends and Distribution of Property

The Foundation does not pay any dividends or distribute its property among its Members.

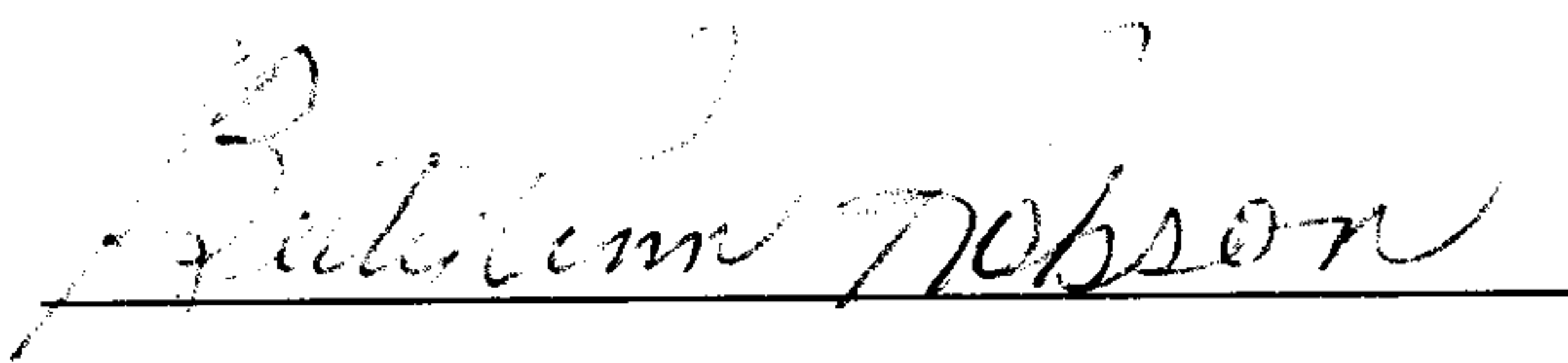
8.2 Eligibility to Receive Assets upon Dissolution

Upon dissolution, and after payment of all debts and liabilities, all remaining assets will be given to a qualified donee described in subsection 149.1(1) of the Income Tax Act (Canada). Further, the qualified donee must be registered under the *Societies Act of Alberta* and have objects similar to those of the Lions of Alberta Foundation.

8.3 Determination of Eligibility

The Members shall select by Special Resolution, the qualified donee to receive the assets of the Foundation. In no event are the Members to receive any of the assets of the Foundation.

Signed this 21st day of November 2020.



Betty Ann Robson

Chairperson



Suzanne Leshchyshyn

Secretary