

SCHEDULE B

By-Laws

Rise Calgary Resource Centres Society Bylaws

ARTICLE 1 PREAMBLE AND DEFINITIONS

1.1 Name of the Society

The name of the society is Rise Calgary Resource Centres Society, which may also be known or referred to as “Rise Calgary” or the “Society.”

1.2 Registered Office

The registered office shall be located in Calgary, Alberta.

1.3 Definitions

In these bylaws of the Society, unless the context otherwise requires:

1.3.1 “Act” means the Alberta Societies Act, RSA 2000, Chapter S-14;

1.3.2 “Board” means the Board of Directors of the Society;

1.3.3 “Bylaws” means these bylaws, and all amendments, additions, deletions or replacements from time to time in force and effect;

1.3.4 “Client” means an individual receiving the services of the Society;

1.3.5 “Director” means a Member of the Board of Directors of the Society;

1.3.6 “Electronic Voting” means votes taken via email for resolutions before the Board of Directors;

1.3.7 “Executive Committee” means the Directors serving as Chair, Vice Chair, Treasurer, or Secretary;

1.3.8 “Good Character” means persons with no outstanding warrants for criminal charges, nor serving a sentence/probation for criminal charges;

1.3.9 “Meeting of Members” means an annual or special meeting of Members of the Society;

1.3.10 “Member” means a Member of the Society;

- 1.3.11 "Officer" includes the Chair of the Board of Directors, the Vice Chair of the Board of Directors, the Secretary of the Board of Directors, the Treasurer of the Board of Directors, and any other individual designated as an Officer of the Society by bylaw or resolution of the Directors;
- 1.3.12 "Ordinary resolution" means a resolution that is submitted to a meeting of Directors and passed at the meeting by a majority of the votes cast;
- 1.3.13 "Regulations" means regulations prescribed under the Act;
- 1.3.14 "Senior Staff Officer" is the employee appointed by the Board of Directors to manage the affairs of the Society under its direction;
- 1.3.15 "Service Area" is the area served by the Society and is defined as communities within the City of Calgary;
- 1.4 If the bylaws and the Act or regulations are in conflict or are inconsistent, the Act and regulations govern.
- 1.5 The headings used in the bylaws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

ARTICLE 2 MEMBERSHIP

2.1 Categories of Members

2.1.1 There is one category of Member:

2.2 To become a Member, an individual must:

2.2.1 be a person of good character living in the City of Calgary or the surrounding area;

2.2.2 pay the annual membership fee for Members;

2.2.3 be entitled to the rights and obligations for Members as noted in 2.3; and

2.2.4 be 18 years of age or older on the date on which Membership is applied for.

Membership Fees

The annual Membership fees shall be determined by the Directors and will be reviewed at the Annual General Meeting. Membership fees must reflect the income capacity of the population being served by the society.

2.3 Rights and Obligations of Members

2.3.1 Any Member in good standing is entitled to:

- (a) receive notice of meetings of the Society including, but not limited to, Annual General Meetings and Special General Meetings
- (b) attend any meeting of the Society including, but not limited to, Annual General Meetings and Special General Meetings
- (c) speak at any meeting of the Society including, but not limited to, Annual General Meeting and Special General Meetings
- (d) vote at any meeting of the Society including, but not limited to, Annual General Meetings and Special General Meetings; and
- (e) exercise other rights and privileges given to Members in these bylaws.

2.3.2 Membership may not be transferred.

2.3.3 No Member is individually liable for any debt or liability of the Society.

2.3.4 A Member is in good standing when the Member has:

- (a) paid membership fees or other required fees to the Society; and
- (b) is not suspended as a Member as provided for under Article 2.5.

2.3.5 The term of Membership will be from the date of application for Membership for one year.

2.3.6 In the event of a dispute arising out of the affairs of the society, a Member has the right to appeal a decision of the Directors at an Annual, or at a Special General Meeting of Members called for that purpose. The decision of the Members is final.

2.4 Withdrawal from Membership

2.4.1 A Member may withdraw from Membership by providing written or electronic notice to the Board of Directors.

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

2.5 Suspension of Membership

2.5.1 The Directors at a Special General Meeting called for that purpose may suspend a Member for a period of not more than three (3) months, for one or more of the following reasons:

- (a) if the Member has failed to abide by the Bylaws;
- (b) if the Member has disrupted meetings or functions of the Society; or

- (c) if the Member through act or omission, has acted negligently with regards to the Society and its objectives.
- 2.5.2 The affected Member shall receive written notice of the Board's intention to deal with whether that Member should be suspended. The Member will receive at least twenty-one (21) days' notice before the Special General Meeting.
- 2.5.3 The notice will be sent by single registered mail to the last known address of the Member shown in the records of the Society. The notice may also be delivered by an Officer of the Board.
- 2.5.4 The notice will state the reasons why suspension is being considered.
- 2.5.5 The Member shall have an opportunity to appear before the Directors to address the matter. The Directors may allow another person to accompany the Member. The Directors will determine how the matter will be dealt with and may limit the time given to the Member to address them. The Directors may exclude the Member from its discussion of the matter, including the deciding vote. The decision of the Directors is final.
- 2.6 **Expulsion from Membership**
 - 2.6.1 The Directors may expel a Member if said Member repeats an action or behaviour for which said Member has been previously suspended under paragraph 2.5.1.
 - 2.6.2 (b) The process described in paragraphs 2.5.1 through 2.5.5 shall be followed, except that a Member has the right to appeal the expulsion to a meeting of Members. The decision of Members shall be final.
- 2.7 Although a Member ceases to be a Member, said individual remains liable for debts owing to the Society at the date of ceasing to be a Member.

ARTICLE 3 MEETINGS OF THE SOCIETY

- 3.1 **Annual General Meetings of Members**
 - 3.1.1 An Annual General Meeting of Members shall be held within six months of the financial year-end. The Board of Directors shall determine the date and location of the meeting. The Board of Directors reserves the right to hold any Annual General Meeting virtually using digital technologies.
 - 3.1.2 The Annual General Meeting shall be open to all Members of the Society.
 - 3.1.3 Due notice of the Annual General Meeting shall be given no less than twenty-one (21) days before the meeting date by informing Members in writing or by placing an ad in an appropriate media.

- 3.1.4 The Annual General Meeting if possible will be held in September of each year. The meeting shall review the past year's business including the presentation of the audited financial statements, a report from the Chair of the Board of Directors, the appointment of an auditor, the election of Directors, the setting of Membership Fees, and any other business that may be brought properly before the meeting.
- 3.1.5 The senior staff member will be responsible for preparing and keeping the minutes of the directors and societies meeting.
- 3.1.6 Annual general meetings or special meetings decisions will be made by ordinary resolution. In the event that an ordinary resolution cannot be reached the Board of Directors will strike an ad hoc committee of two members to take recommendations to the membership to resolve the issue in question. If a decision still cannot be reached, a motion can be made from the floor of each member in good standing may vote. A motion will pass by simple majority.
- 3.1.7 All members in good standing shall have the right to participate or vote at any meeting of the Society. Groups or organizations or individuals who become members are entitled to one vote. Such participation or vote must be in person or virtually using digital technologies.

3.2 **Special General Meeting of Members**

- 3.2.1 A Special General Meeting of Members may be called or convened by the Directors, by giving a minimum of twenty-one (21) days' notice to Members.
- 3.2.2 The senior staff mails or delivers a notice to each Member stating the place, date, time, and purpose of the Special General Meeting. The Board of Directors reserves the right to hold any Special General Meeting virtually using digital technologies.
- 3.2.3 Members, constituting at least seventy-five (75) percent of the Membership, may call a Special General Meeting of Members.
- 3.2.4 Only the matters set out in the notice of the Special General Meeting shall be discussed at the meeting.

3.3 **Quorum**

- 3.3.1 A quorum for an Annual General Meeting and Special General Meeting shall be one-third of the total membership or ten (10) members whichever is less.
- 3.3.2 The Board of Directors meetings are open to any resident of the community (non-member) to attend as an observer. There will be time at each Board of Directors meeting to raise community concerns or actions.
- 3.3.3 All resolutions made at the Annual General or Special Meetings will be by ordinary resolution (50% +1), with the show of hands (digitally or in-person).

3.4 Voting Procedures

- 3.4.1 Each voting Member is entitled to one (1) vote;
- 3.4.2 Proxy voting is not permitted;
- 3.4.3 Voting can occur via spoken word, secret ballot, written documentation or by electronic and virtual means.
- 3.4.4 At any meeting of Members, unless otherwise required by the Act or these bylaws, every question shall be determined by ordinary resolution.
- 3.4.5 Except for the election of Directors, the procedure for which is specified in section 4.3, any question at a meeting of Members shall be decided by a show of hands by those Members eligible to vote.
- 3.4.6 A question to be decided or that has been voted on by a show of hands, may be voted on by secret ballot if the Members so decide by ordinary resolution.
- 3.4.7 Whenever a vote has been taken by a show of hands, the Chair of the meeting is entitled to declare that the vote on the question has been carried, or carried by a particular majority, or not carried, and an entry to that effect in the minutes of the meeting is prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the motion or other proceeding in respect of the question, and the result of the vote taken is the decision of the Members on the question.
- 3.4.8 Voting for Directors shall be by secret ballot.
- 3.4.9 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.
- 3.4.10 In the event of a dispute arising out of the affairs of the society, a Member has the right to appeal a decision of the Directors at an Annual, or at a Special General Meeting of Members called for that purpose. The decision of the Members is final.

3.5 Rules of Order

Modified Robert's Rules of Order shall be used to the extent they do not conflict with these bylaws.

ARTICLE 4 THE GOVERNANCE OF THE SOCIETY

4.1 Governance and Management of the Society

- 4.1.1 The Board of Directors governs and manages the affairs of the Society. In carrying out these duties, the Directors are expected to act in good faith, with the best interests of the Society foremost in their deliberations and decisions. The Board

may hire a Senior Staff Officer to carry out management functions under the direction and supervision of the Board.

4.1.2 The Board has the powers of the Society, except as stated in the Societies Act. The powers and duties of the Board include:

- (a) promoting the objects of the Society;
- (b) promoting Membership in the Society;
- (c) hiring employees to operate the Society;
- (d) maintaining and protecting the Society's assets and property;
- (e) approving an annual budget for the Society;
- (f) paying all expenses for operating and managing the Society;
- (g) paying all persons for services and protecting persons from debts of the Society;
- (h) investing any extra monies;
- (i) financing the operations of the Society and borrowing or raising monies;
- (j) making policies for managing and operating the Society;
- (k) approving all contracts for the Society;
- (l) appointing legal counsel as necessary;
- (m) making policies, rules, and regulations for operating the Society and using its facilities and assets;
- (n) selling, disposing of, or mortgaging any or all of the property of the Society; and,
- (o) without limiting the general responsibility of the Board, delegating its powers and duties to committees of the Board or to the Senior Staff Officer of the Society.

4.2 **Composition of the Board of Directors**

4.2.1 The Society shall be governed by its Members through a Board of Directors, consisting of not less than four (4) and not more than fifteen (15) Directors.

4.2.2 The Past-Chair may continue as a Director.

4.2.3 Representation on the Board of Directors shall comprise Members who are not employees of the Society, with the exception of the Senior Staff Officer, who is non-voting.

4.2.4 A Director shall not be eligible to apply for a paid staff position with the Society unless a minimum of six (6) months has passed since resigning as a Director.

4.3 Election of Directors

4.3.1 Directors are recruited and screened by a nominating committee appointed by the Directors and chaired by an Officer of the Board other than the Chair. Potential Directors will serve a two year term.

4.3.2 Nomination of Directors is permitted at the annual meeting.

4.3.3 All members of the Board of Directors and Executive Committee (Chair, Vice Chair, Treasurer, and Secretary) shall be elected to hold office for 2 years.

4.3.4 If there is a vacancy on the Board and there is still a quorum of Directors in office, the Directors are entitled to either:

- (a) continue to function without filling the vacancy; or
- (b) appoint a Director to fill the vacancy.

4.3.5 A Director appointed under section 4.3 shall serve until the next Annual General Meeting of Members.

4.3.6 Notwithstanding section 4.3, the Directors are not entitled to fill a vacancy that is caused by either:

- (a) an increase in the number or minimum number of Directors approved by the Members; or
- (b) a failure to elect or appoint the number of Directors approved by the Members.

4.4 Resignation or Removal of a Director

4.4.1 A Director ceases to hold office when that Director:

- (a) resigns by giving one (1) month's written notice;
- (b) is removed from office; or
- (c) no longer qualifies as a Director under section 2.6.

4.4.2 The Members may, by ordinary resolution at a meeting of Members, remove a Director from office.

4.4.3 The Directors may, by Ordinary Resolution, remove a Director where:

- (a) the Director fails to attend three consecutive meetings of Directors of which said Director has been duly notified, unless the absence has been explained to the satisfaction of the Directors; or
- (b) the Director has been deemed, to the satisfaction of the Directors, to have acted negligently with regards to the Society and its objectives or have been proved guilty of negligence, lack of due diligence, or misconduct.
- (c) If a complaint is made against a single officer of the Board of Directors by any member in good standing.
- (d) If a complaint is made against more than one officer or the whole Board of Directors by the complaint must form a committee of at least ten (10) members in good standing, which committee must then meet with both the Board of Directors and a mediator who is acceptable to both parties;
- (e) An independent mediator will be hired to mediate the dispute.
- (f) If the mediator is unable to resolve the dispute, or if the parties cannot agree upon the appointment of a mediator, then a Special Meeting will be called to pursuant these By-Laws.
- (g) If a member or members of the Board of Directors are to be removed from the Society, the process described in section 4.4 will be followed.
- (h) If a majority of the Officers of the Society agree, an Officer may be expelled from the Society for not performing the duties for which they were elected.

4.5 **Meetings of the Board of Directors**

4.5.1 The Board of Directors shall meet no less than four (4) times a year.

4.5.2 The Chairperson calls the meetings. The Chair shall determine the date and location of the meeting and may decide to hold any Meeting of the Board of Directors virtually using digital technologies. The Chairperson also calls a meeting if any three (3) Directors make a request, in writing, and state the business for the meeting.

4.5.3 Five (5) days' notice of meeting is provided by electronic communication.

4.5.4 A quorum for a meeting of Directors shall be a simple majority of Directors.

4.6 **Officers of the Board of Directors**

4.6.1 The Board of Directors manages the affairs of the Society, and sets policies and strategic directions.

- 4.6.2 Officers are elected by the Directors at the first Board of Directors meeting after the Annual General Meeting.
- 4.6.3 No member of the Board of Directors of the Society is eligible for remuneration by the Society.
- 4.6.4 In the event that a member of the Board of Directors resigns, the remaining members of the Board may appoint a replacement until the next Annual General Meeting. The replacement must be a member in good standing.
- 4.6.5 In the event there are less than fifteen (15) members elected to the Board at the Annual General Meeting, the Board of Directors may add members up to a total of fifteen (15) members in good standing.
- 4.6.6 Operational policies and procedures of the Society will be determined by an ordinary resolution by the Board of Directors. Operational policies and procedures will be determined by a simple majority vote (50% +1), by a show of hands.
- 4.6.7 Officers of the Board of Directors who are elected to serve as Chair, Vice Chair, Treasurer, and/or Secretary will serve in their executive position for two years.
- 4.6.8 The Officers shall be elected serving no more than three consecutive two-year terms in any one position unless by Ordinary Resolution the Members agree to a longer term in office. The Chair and Secretary shall be elected on odd years and the Treasurer and Vice President elected on even years.

4.7 Duties and Responsibilities of Officers

- 4.7.1 Chair or Co-Chair(s):
 - (a) has served for one year as a member before moving into a Chair position;
 - (b) preside at all meetings of Members and of the Directors;
 - (c) be, ex-officio, a member of all Board committees except the Nominating Committee, receiving reports and minutes, but not necessarily attending all meetings;
 - (d) ensure that an agenda is prepared for all General and Board meetings and that adequate information is available for Board study;
 - (e) provide leadership in preparing the Board work plan;
 - (f) be a signing Officer, along with others as appointed by the Board;
 - (g) interpret and clarify policies and decisions of the Board;
 - (h) maintain effective liaison between the Senior Staff Officer and the Board;

- (i) report to the Members on behalf of the Board of Directors;
- (j) give leadership to the Board, including encouragement for the orientation, training and development of Directors;
- (k) after a new Chair has been elected, the previous Chair will become the Past Chair and will continue with the Board as a non-voting member to assist with transfer of the role requirements. and
- (l) undertake other duties and responsibilities as may be mutually agreed between the Chair and the Board of Directors.

4.7.2 Vice Chair:

- (a) attend all meetings of the Members and the Board of Directors
- (b) performs the duties of the Chair/Co-Chairs when the Chairs/Co-Chairs can not be present

4.7.3 Treasurer:

- (a) attend all meetings of the Members and the Board of Directors;
- (b) make sure all monies paid to the Society are deposited in the authorized banking institution as decided by the Directors;
- (c) make sure a detailed account of revenues and expenditures is presented to the Board of Directors as requested;
- (d) make sure an audited statement of the financial position of the Society is prepared and presented to the AGM;
- (e) cause to collect and deposits annual Membership fees;
- (f) account for and use petty cash as approved by the Directors;
- (g) ensure the preparation of the annual budget;
- (h) ensure appropriate controls of a register of charitable donations, receipts for charitable donations, and files the annual charitable information tax return; and
- (i) carry out other duties assigned by the Board of Directors.

4.7.4 Secretary:

- (a) attend all meetings of the Members and the Board of Directors;

- (b) keep accurate minutes of meetings of the Members and Board of Directors;
- (c) prepare and retain custody of minutes of proceedings of meetings of the Society and of the Directors, and other books and records of the Society;
- (d) maintain the Member register;
- (e) ensure notices of meetings are sent;
- (f) file the annual return, changes in the Directors of the organization, amendments in the bylaws and other documents or returns with the Corporate Registry; and
- (g) be responsible for the official stamp or seal, should one be authorized by the Directors; and
- (h) carry out other duties assigned by the Board of Directors.

4.7.5 Senior Staff Officer:

- (a) report to and is responsible to the Board;
- (b) act as an advisor to the Board and to all Board Committees. The Senior Staff Officer does not vote at any meeting; and
- (c) act as the administrative Officer of the Board. The duties include:
 - (i) attend all meetings of Members and the Board of Directors and other committees as required;
 - (ii) hire, supervise, evaluate and release all other paid staff;
 - (iii) interpret and apply the Board's policies;
 - (iv) keep the Board informed of the affairs of the Society;
 - (v) in conjunction with the Board Treasurer, prepare budgets for Board approval;
 - (vi) plan and manage programs and services based on the Board's priorities; and
 - (vii) carry out other duties assigned by the Board of Directors.
- (d) Notwithstanding any other terms of these Bylaws, the Senior Staff Officer may be excluded by simple resolution by the Board of Directors from all or portions of meetings that discuss the salary or performance of the Senior Staff Officer.

4.8 Board Committees

The Directors may establish standing and ad hoc Board Committees comprised of Members or volunteers to serve the needs of the Society and to facilitate effective management of the Society. A Director must be the Chair of any Board Committee.

4.9 Indemnification of Directors and Officers

4.9.1 The Society may indemnify its Directors and Officers, and their heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by them in respect of any civil, criminal or administrative action or proceeding to which they are made a party by reason of being a Director or Officer of the Society, if:

- (a) they acted honestly, prudently, and in good faith with a view to the best interests of the Society; and
- (b) in the case of a criminal or administrative action, or proceeding that is enforced by a monetary penalty, they had reasonable grounds for believing that their conduct was lawful.

4.9.2 (b) An individual referred to in section 4.9.1 is entitled to indemnity from the Society for the costs, charges and expenses referred to if the individual:

- (a) was judged by the court not to have committed any fault or omitted to do anything that the individual ought to have done; and
- (b) is fairly and reasonably entitled to indemnity.

4.9.3 The Society shall arrange and maintain directors and officer's insurance coverage for the directors and officers of the Society in an amount not less than \$2,000,000 (or such greater amount as may be reasonably requested by a majority of the Board after consultation with an insurance broker or industry advisor) on terms and conditions that are reasonable and customary from time to time and acceptable to a majority of the Board.

4.10 Fiscal Year

The Society's fiscal year will be from April 1st- March 31st of each calendar year.

4.11 Borrowing and Limits of Spending

4.11.1 The Directors shall approve spending, including the establishment and control of petty cash. The Board may authorize the Senior Staff Officer to make spending decisions for certain amounts and circumstances.

4.11.2 The Society 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 of security.

4.11.3 The Society may issue debentures to borrow only by resolution of the Board and confirmed by a Ordinary Resolution of the Society.

4.12 No Remuneration of Directors

4.12.1 No Member, Director or Officer of Rise Calgary shall receive any payment for services as a Member, Director or Officer.

4.12.2 Reasonable expenses incurred while carrying out duties of Rise Calgary may be reimbursed if part of an approved budget or upon Board approval.

4.13 Accounts and Audits

4.13.1 The books and accounts of the Society shall be kept in accordance with sound and generally accepted accounting practices and shall be audited within forty-five (45) days of each fiscal year end by an accountant(s). The auditor shall not be a Member of the Society or of the Board of Directors.

4.13.2 Audited financial statements shall be presented at the Annual General Meeting of Members.

4.13.3 The Members shall approve the appointment of the auditor.

4.14 Signing Officers

4.14.1 The Board of Directors shall designate those Officers with signing authority.

4.15 Community Funds

Any monies raised in the name of the Society by an individual or group shall be the property of the Society and shall be administered by the Directors.

4.16 Inspection of Records

Records of the Society are open for inspection by the Members at the registered office of the Society during normal business hours, providing the Member has given five (5) business days' written notice.

4.17 Keeping and Using Society Seal

4.17.1 The Society has a Society Seal. The Seal shall be kept by the Senior Staff Officer and shall be limited to the use of the Chair, Vice Chair, Treasurer or Secretary.

4.17.2 The books, accounts, seal and records of the Society shall be kept at the Society's registered office. They may be inspected by any member of the Society upon giving reasonable notice

to the Treasurer and arranging a time during regular business hours that is satisfactory to a senior staff member. Each member of the Board of Directors will have access to the books, accounts and records at all times.

ARTICLE 5 NOTICE

5.1 Method of Giving Notice to Members, etc.

- 5.1.1 This section applies to any notice (including, but not limited to, any communication or document) to be given, sent, delivered or served according to the Act, the regulations, the bylaws, or otherwise to a Member, Director, Officer, auditor, or otherwise.
- 5.1.2 Except for notice of meetings of Members, the procedure for which is specified in section 3.1, any notice is sufficiently given if delivered personally to the person to whom it is to be given, or if delivered to the person's recorded address, or recorded electronic address, or if mailed to the person at the person's recorded address by prepaid, ordinary, or air mail.
- 5.1.3 A notice delivered in the manner specified in paragraph 5.1.2 is deemed to have been given when it is delivered personally (in-person or using a recorded electronic address, or when it is delivered to the recorded address.
- 5.1.4 A notice mailed in the manner specified in paragraph 5.1.2 is deemed to have been received three (3) days after it was sent, unless there are reasonable grounds to believe the person did not receive the notice or document at that time or at all.
- 5.1.5 The Secretary may change or cause to be changed the recorded address of any Member, Director, Officer, auditor or otherwise in accordance with any information believed by the secretary to be reliable.

5.2 Waiver of Notice

Subject to these bylaws, when a notice or document is required to be sent by the Act, the regulations, the bylaws or otherwise, the sending of the notice or document may be waived or the time for sending of the notice or document may be waived at any time with the written consent of the person who is entitled to it.

ARTICLE 6 PAYMENT OF DIVIDENDS AND DISSOLUTION OF THE SOCIETY

6.1 Payment or Distribution of Assets

- 6.1.1 Rise Calgary does not pay any dividends or distribute its funds or property among its Members with the exception of payment of previously approved, through current budget or Board resolution, expenses incurred when acting on Society business.
- 6.1.2 Rise Calgary does not pay any dividends or distribute its funds or property to its staff with the exception of:

- (a) Regular salaries, benefits and bonuses; and
- (b) Payment of expense and mileage claims.

6.2 **Dissolution**

- 6.2.1 Dissolution of the Society may only occur upon a majority vote (50% + 1) of all members of the Society. The meeting of the general membership will receive a full report of the activities of the Society, including a financial report. These reports must be given by the Board of Directors prior to the vote for dissolution.
- 6.2.2 Upon the dissolution of the society and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to charities registered under the *Income Tax Act (Canada)* in Canada and agreed upon by the Board of directors.

ARTICLE 7 CHANGES TO BYLAWS AND EFFECTIVE DATE

7.1 **Making, Altering or Rescinding Bylaws**

- 7.1.1 The Members may make, alter, or rescind a bylaw by ordinary resolution, but only if written notice of the proposed change has been provided to the Members with the notice of meeting at which the bylaw change is to be considered.
- 7.1.2 The notice of the proposed bylaw change required in paragraph 7.1.1 must contain the text of the resolution, or, if the text is too long to be included in the notice, the notice must contain a statement in sufficient detail to permit the recipient to form a reasoned judgment about the resolution and a statement that the full text of the resolution is available at the business office of the Society.

7.2 **Effective Date**

No rescission, alteration, or addition to the bylaws has effect until the Registrar has registered it.

We, being Directors of the Rise Calgary, hereby certify that the foregoing are the bylaws of said Society, as duly approved by a Special Motion of the Board at an Annual General Meeting held on

Name	Position	Signature
Nicole Olsen	Co-Chair	
Larry Wu	Co-Chair	