
BYLAWS

ATHABASCA WATERSHED COUNCIL

Name of Society

The name of the Society shall be the Athabasca Watershed Council.

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ARTICLE 1 – PREAMBLE

1.1 The Organization

The name of the organization is the “Athabasca Watershed Council”, which may also be known or referred to as the AWC-WPAC.

The AWC-WPAC may by a supermajority vote of the Membership body change its name.

1.2 The Bylaws

The following articles set forth the bylaws of the AWC-WPAC.

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* means the annual general meeting described in Article 4.1.

2.1.3 *Audit* means an inspection of accounts by an independent body.

2.1.4 *AWC-WPAC or the Council* means the Athabasca Watershed Council.

2.1.5 *Board* means the Board of Directors of the AWC-WPAC, as described in Article 5.1.

2.1.6 *Bylaws* mean the bylaws of the AWC-WPAC as amended.

2.1.7 *Director* means any person elected or appointed to the Board. This includes the Chair and the immediate Past Chair.

2.1.8 *General Meeting* means the general meeting described in Article 4.2.

2.1.9 *Member* means a registered Member of the AWC-WPAC, as described in Article 3.

2.1.10 *Motion* means a proposal for action or resolution by the group.

2.1.11 *Officer* means any Officer listed in Article 5.2.

2.1.12 *Quorum* means the minimum members present in order to conduct business.

2.1.13 *Registered Office* means the registered office for the AWC-WPAC, as described in Article 6.1.

2.1.14 *Register of Members* means the register maintained by the Board of Directors containing the names of the Members of the AWC-WPAC.

2.1.15 *Resolution* means a written motion adopted by the Board or Members of the AWC-WPAC.

2.1.16 *Simple Majority* means more than half.

2.1.17 *Simple Majority Vote* means more than half of the votes cast.

2.1.18 *Special General Meeting* means the special general meeting described in Article 4.3.

2.1.19 *Special Resolution* means a resolution as defined in the Societies Act passed at a Special General Meeting or Annual General Meeting of the Membership of the AWC-WPAC. There must be thirty (30) days' notice for this meeting. The notice must state the proposed resolution. There must be approval by a vote of seventy five percent of the votes cast; in person. There is no voting by proxy.

2.1.20 *Supermajority* means seventy five percent.

2.1.21 *Supermajority Vote* means seventy five percent of votes cast.

2.1.22 *Term* means the period of time defined in the relevant Terms of Reference for election or appointment to the Board of Directors or committees of the Board.

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

2.2.3 *Liberal Interpretation:* these bylaws must be interpreted broadly and generously.

ARTICLE 3 - MEMBERSHIP

3.1 Classification of Members

The Membership of the AWC-WPAC shall be open to all individuals and organizations whose interests are consistent with the Vision, Mission, and Values of the AWC-WPAC.

Membership consists of two classes:

- a) Organizational Membership;
- b) Individual Membership.

3.2 Admission of Members

Any person or organization may become a Member in the appropriate class by meeting the requirements in Article 3.1. The Member will then be entered in the Register of Members.

3.3 Membership Fees

3.3.1 Membership Year

The Membership year is April 1 to March 31.

3.3.2 Setting Membership Fees

The Members decide annual Membership fees, if any, for each category of Members at the Annual General Meeting.

3.3.3 Payment Date for Fees

The annual Membership fees, if any, must be paid on or before April 1 of every year.

3.4 Rights and Roles of Members

3.4.1 Any Member is entitled to:

- a) Attend, and as may be provided in the bylaws, participate in the decisions at any Members' meetings;
- b) Participate in committees and project teams to undertake AWC-WPAC business with Board approval;
- c) Have access to minutes of all Board and Members meetings;
- d) Serve as a member of the Board of Directors;
- e) Have access to AWC-WPAC promotional material, resources, and expertise;
- f) Elect the Chair of the Board; and
- g) One vote.

3.4.2 A Member's role is to:

- a) Act in accordance with the bylaws and the Members Terms of Reference;
- b) Attend Membership meetings;
- c) Function within a collaborative approach to decision making, and in doing so respect the views of others;
- d) Promote the Vision and Mission of the AWC-WPAC within the Member's community and sphere of influence;
- e) Work with other Members to implement AWC-WPAC initiatives, projects, and activities;
- f) Share information about their individual and/or organizational goals, objectives, and initiatives with other AWC-WPAC Members; and
- g) Advise the AWC-WPAC of any change in contact information.

3.5 Termination of Membership

3.5.1 Resignation

3.5.1.2 Any Member may resign from the AWC-WPAC by delivering a written notice to the Secretary or Chair of the AWC-WPAC.

3.5.1.3 Once the notice is received, the Member's name is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members.

3.5.2 Death

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

3.5.3 Deemed Withdrawal

3.5.3.1 If a Member has not renewed their Membership, the Member is considered to have submitted their resignation.

3.5.3.2 In this case, the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members.

3.5.4 Expulsion

3.5.4.1 The AWC-WPAC may, by a motion of the AWC-WPAC Board of Directors, passed by a supermajority vote, expel any Member for any cause which is deemed sufficient in the interests of the AWC-WPAC.

3.5.4.2 The decision can not be appealed.

3.5.4.3 On passage of the motion of the AWC-WPAC Board of Directors, the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his/her name is removed from the Register of Members.

3.5.5. There shall be no refund of Membership fees upon termination of Membership.

ARTICLE 4 – MEETINGS OF THE AWC-WPAC

4.1 Annual General Meeting

4.1.1 The AWC-WPAC holds its Annual General Meeting no later than June 30 of each calendar year, in various locations in the Athabasca Watershed within Alberta. The Board sets the place, day and time of the meeting.

4.1.2 The Secretary sends a notice, together with the draft agenda, of the Annual General Meeting to each Member at least thirty (30) days before the AGM by regular mail, email or fax. This notice states the place, day and time of the Annual General Meeting, and any business requiring a resolution or special resolution.

4.1.3 Agenda for the meeting

The Annual General Meeting deals with following matters:

- (a)** Adopting the agenda;
- (b)** Adopting the minutes of the last Annual General Meeting;
- (c)** Considering the Chair's report;
- (d)** Reviewing the financial statements setting out the AWC-WPAC's income, disbursements, assets and liabilities and the auditor's report;
- (e)** Appointing two members to review the financial audit;
- (f)** Committee reports;
- (g)** Election of the Board of Directors and election of the Chair;
- (h)** Items of business, such as amendments to objectives and/or bylaws to come before the total Membership of which notice had been given;
- (i)** Items submitted by the Board of Directors as special or urgent;
- (j)** Approval of Membership fees; and
- (k)** Question period.

4.1.4 Voting is in person. There is no voting by proxy. Election of Board members is by secret ballot and ballots are destroyed after the election.

4.1.5 Ten percent (10%) of the members of the AWC-WPAC shall constitute quorum at an Annual General Meeting. If ten percent (10%) of members are not present, the Chair or alternate presiding officer of the meeting may call for a motion from the floor to declare that the members present constitute quorum.

4.2 General Meeting

4.2.1 A General Meeting may be held once each year on a date other than the date of the Annual General Meeting.

4.2.2 The Secretary sends a notice, together with the draft agenda, of the General Meeting to each Member at least thirty (30) days before the General Meeting by regular mail, email, or fax. This notice states the place, date, time and purpose of the General Meeting, and any business requiring a resolution.

4.2.3 Agenda for the meeting:

The General Meeting deals with following matters:

- a)** Minutes of the last meeting;
- b)** Report of the Chair;
- c)** Report of the Treasurer;
- d)** Committee reports;
- e)** Review Strategic Plan, Operational Plan, Policies and Procedures;
- f)** Items admitted by the Board of Directors;
- g)** Question period; and
- h)** Date and location for the next General Meeting.

4.2.4 Voting is in person. There is no voting by proxy.

4.2.5 Ten percent (10%) of the members of the AWC-WPAC shall constitute quorum at a General Meeting. If ten percent (10%) of members are not present, the Chair or

alternate presiding officer of the meeting may call for a motion from the floor to declare that the members present constitute quorum.

4.3 Special General Meeting

4.3.1 Calling of Special General Meeting

A Special General Meeting may be called at any time:

- (a) By a resolution of the Board of Directors to that effect; or
- (b) On the written request of a supermajority of Directors; or
- (c) On the written request of at least one-third (1/3) of the Members; or
- (d) Upon special request of the Chair upon unusual circumstances.

The resolution or request must state the reason for the Special General Meeting and the proposed resolution intended to be submitted at such Special General Meeting.

4.3.2 Notice

The Secretary sends a notice, together with the draft agenda, of the Special General Meeting to each Member at least thirty (30) days before the Special General Meeting by regular mail, email or fax. This notice states the place, date, time and purpose of the Special General Meeting, and any business requiring a resolution or special resolution.

4.3.3 Agenda for Special General Meeting

Only the matters set out in the notice for the Special General Meeting are considered at the Special General Meeting.

4.3.4 Voting is in person. There is no voting by proxy.

4.3.5 Ten percent (10%) of the members of the AWC-WPAC shall constitute quorum at a Special Meeting. If ten percent (10%) of members are not present, the Chair or alternate presiding officer of the meeting may call for a motion from the floor to declare that the members present constitute quorum.

4.4 Resolution of All Members

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

4.5 Proceedings at the Annual, General, or a Special General Meeting

4.5.1 Presiding Officer

4.4.1.1 The Chair or designate chairs every meeting of the AWC-WPAC.

4.4.1.2 If neither the Chair nor designate is present within one-half (1/2) hour after the set time for the meeting, the Directors present choose one (1) of the Directors to chair.

4.5.2 Adjournment

4.5.2.1 The Chair may adjourn any meeting with the consent of the Members at the meeting. The adjourned meeting conducts only the unfinished business from the initial meeting.

4.5.2.2 No notice is necessary if the meeting is adjourned for less than thirty (30) days.

4.5.2.3 The AWC-WPAC must give notice when a meeting is adjourned for thirty (30) days or more. Notice must be the same as for any meeting.

4.5.3 Decision Making

4.5.3.1 Each Member has one (1) vote.

4.5.3.2 A ballot is used if at least five (5) Members request it.

4.5.3.3 A simple majority vote decides each motion, unless the motion needs to be decided by a Special Resolution.

4.5.3.4 If there is a tie vote, the motion is defeated.

4.5.3.5 Voting is in person. There is no voting by proxy.

4.5.3.6 The Presiding Officer declares a motion carried or lost. This statement is final, and does not have to include the number of votes for and against the motion.

4.5.3.7 The Presiding Officer decides any dispute on any vote. The Presiding Officer decides in good faith, and this decision is final.

4.5.4 Failure to Give Notice of Meeting

Actions taken at a meeting are valid regardless of:

- (a) An accidental omission to give any notice to any Member;
- (b) Any Member not receiving any notice; or
- (c) Any error in any notice that does not affect the meaning of the notice.

ARTICLE 5 – THE GOVERNMENT OF THE AWC-WPAC

5.1 The Board of Directors

5.1.1 Governance and Management of the AWC-WPAC

The Board governs and manages the affairs of the AWC-WPAC. The Board may hire an Administrator to carry out management functions under the direction and supervision of the Board.

5.1.2 Powers and Duties of the Board

The Board has the powers of the AWC-WPAC, except as stated in the Societies Act. The powers and duties of the Board include:

-
- (a) Promoting the Vision and Mission of the AWC-WPAC;
 - (b) Implementation of the Strategic and Operational Plans of the AWC-WPAC;
 - (c) Promoting Membership in the AWC-WPAC;
 - (d) Hiring an Administrator to operate the AWC-WPAC;
 - (e) Setting the Administrator's duties and salary, and evaluating the Administrator's performance;
 - (f) Maintaining and protecting the AWC-WPAC's assets and property;
 - (g) Approving an annual budget for the AWC-WPAC;
 - (h) Paying persons for services and protecting persons from debts of the AWC-WPAC;
 - (i) Approving all contracts for the AWC-WPAC;
 - (j) Appointing legal counsel as necessary;
 - (k) Making policies, rules and regulations for operating the AWC-WPAC and using its facilities and assets;
 - (l) Appointing standing or ad-hoc committees to advise the Board;
 - (m) Selling, disposing of, or mortgaging any or all of the property of the AWC-WPAC; and
 - (n) Without limiting the general responsibility of the Board, delegating its powers and duties to the Executive Committee.

5.1.3 Composition of the Board of Directors

- 5.1.3.1** Every Director, from the time of their election or appointment to the end of their term, must be a Member of the AWC-WPAC.
- 5.1.3.2** The composition of the Board of Directors will be described in the Board of Directors Terms of Reference.

5.1.4 Election of the Board of Directors

- 5.1.4.1** The Board of Directors is elected or appointed at an Annual General Meeting by a method and for a term as outlined in the Board of Directors Terms of Reference.
- 5.1.4.2** Board members must provide substantial commitment and actively participate in the AWC-WPAC.

5.1.5 Resignation, Death or Removal of a Director

- 5.1.5.1** A Director may resign from the Board by giving one (1) month's notice in writing to the Executive Committee.
- 5.1.5.2** Members may remove any Director including the Chair and the immediate Past Chair, before the end of their term. There must be a supermajority vote at any meeting called for this purpose.
- 5.1.5.3** The Board may fill Board vacancies on an interim basis by appointment. Such appointments are up for election at the next Annual General Meeting.

5.1.6 Meetings of the Board

- 5.1.6.1** The Board holds at least four (4) meetings each year.
- 5.1.6.2** The Chair calls the meetings. The Chair also calls a meeting if any two (2) Directors make a request in writing and state the business for the meeting.
- 5.1.6.3** Directors will be notified at least seven (7) days' in advance of Board meetings. Board members may unanimously waive notice.
- 5.1.6.4** A simple majority of Directors at any Board meeting is quorum.
- 5.1.6.5** If there is no quorum, the Chair postpones the meeting to a time when quorum can be achieved.
- 5.1.6.6** Each Director, including the Chair and the Past Chair, has one (1) vote.
- 5.1.6.7** If there is a tie vote a motion is defeated.
- 5.1.6.8** Meetings of the Board are open to Members of the AWC-WPAC, but only Directors can make decisions. A simple majority of the Directors present may ask any other Members, or other persons present, to leave. In camera meetings may be held by the Board to address sensitive issues.
- 5.1.6.9** The Secretary of the Board sends a notice to each Board Member at least thirty (30) days before a Board meeting by email, mail or fax. This notice states the place, date, time and purpose of the meeting.
- 5.1.6.10** 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.
- 5.1.6.11** A meeting of the Board may be held using real time media. Directors who participate in such a meeting are considered present.
- 5.1.6.12** Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board.

5.2 Officers

- 5.2.1** The Officers of the AWC-WPAC are the Chair, Vice-Chair, Secretary, Treasurer, and immediate Past Chair and together form the Executive Committee.
- 5.2.2** From the appointed or elected Directors at the AGM, a Chair will be elected by a simple majority vote of the Membership at the AGM. At its first meeting after the Annual General Meeting, the Board selects from among the Directors, the remaining Officers for the term outlined in the Board Terms of Reference.

5.2.3 An officer may resign from office by giving one (1) months' notice in writing to the Executive Committee.

5.2.4 The Chair:

- Acts as an official representative of the Board and AWC-WPAC.
- Coordinates the affairs of the Board;
- When present, chairs all meetings of the AWC-WPAC, the Board and the Executive Committee;
- Is an *ex officio* member of all Committees, except the Nominating Committee where one exists; and
- Carries out other duties assigned by the Board of the AWC-WPAC.

5.2.5 The Vice-Chair:

- Presides at meetings in the Chair's absence - if the Vice-Chair is absent, the Directors select another Chair for the meeting;
- Takes the place of the Chair at various functions when asked to do so by the Chair or the Board;
- Is a member of the Executive Committee; and
- Carries out other duties assigned by the Board of the AWC-WPAC.

5.2.6 The Secretary:

- Ensures that notification of all meetings of the AWC-WPAC, the Board and the Executive Committee is sent to the appropriate parties;
- Ensures that accurate meeting minutes are recorded as required;
- Ensures that meeting minutes are circulated within 14 days following a meeting;
- Ensures that the records of the AWC-WPAC are available for inspection by the Members at the Annual General Meeting;
- Has charge of the Board's correspondence;
- Ensures that the Membership Register is maintained;
- Ensures security of the Seal of the AWC-WPAC;
- Ensures that the annual return of the AWC-WPAC is filed;
- Is a member of the Executive Committee; and
- Carries out other duties assigned by the Board of the AWC-WPAC.

5.2.7 The Treasurer:

- Ensures all monies paid to the AWC-WPAC are deposited in a chartered bank, treasury branch or trust company chosen by the Board;
- Ensures a detailed account of revenues and expenditures is presented to the Board as requested;
- Ensures an audited statement of the financial position of the AWC-WPAC is prepared and presented at the Annual General Meeting;
- Presents a proposed annual budget for the coming year to the Board for adoption;
- Is a member of the Executive Committee; and
- Carries out other duties assigned by the Board of the AWC-WPAC.

5.3.8 (5.2.8) The Past Chair:

-
- Carries out duties assigned by the Board.

5.3 Board Committees

5.3.1 Establishing Committees

5.3.1.1 The Board may appoint standing or ad-hoc committees to advise the Board. All committees will operate according to a Board approved Terms of Reference.

5.3.2 General Procedures for Committees

5.3.2.1 A Board Member chairs each committee created by the Board.

5.3.2.2 The Chair calls committee meetings. Each committee:

- Records minutes of its meetings;
- Distributes these minutes to the committee Members and to the registered office of the AWC-WPAC; and
- Provides reports at each Board meeting.

5.3.2.3 Seven (7) days' notice is sent to each member of the committee. The notice states the date, place and time of the committee meeting. Committee members may unanimously waive notice.

5.3.2.4 A simple majority of the committee members at a meeting is quorum.

5.3.2.5 Each member of the committee, including the Chair, has one (1) vote at the committee meeting. A tie vote means the motion is defeated.

5.3.2.6 A meeting of a Committee may be held using any method that allows real time participation. There is no voting by proxy.

5.3.2.7 Irregularities or errors done in good faith do not invalidate acts done by any meeting of a Committee.

5.4 Standing Committees

The Board establishes the Executive Committee and others as required.

5.4.1 The Executive Committee:

- (a) Consists of the Chair, Past Chair, Vice-Chair, Secretary and Treasurer.
- (b) Is responsible for:
 - Planning agendas for Board meetings;
 - Carrying out emergency and unusual business between Board meetings;
 - Reporting to the Board on actions taken between Board meetings; and

-
- Carrying out other duties as assigned by the Board.
- (c) May meet at times other than Board meetings.
The meetings are called by the Chair or on the request of any two (2) other Officers. They must request the Chair in writing to call a meeting and state the business of the meeting.

ARTICLE 6 – THE ADMINISTRATOR

- 6.1** The Board of Directors may hire an Administrator to be responsible for managing the operations of the Society.
- 6.2** The Board will determine the terms of employment of the Administrator and conduct an annual performance review.
- 6.3** The Administrator shall subscribe to the Vision and Mission statements of the AWC and support the membership to achieve the overall goals of the Society.

ARTICLE 7 – FINANCE AND OTHER MANAGEMENT MATTERS

7.1 The Registered Office

The Registered Office of the AWC-WPAC is located in Alberta. The exact office location may be established at the Annual General Meeting or by resolution of the Board.

7.2 Finance and Auditing

7.2.1 The fiscal year of the AWC-WPAC ends on March 31 of each year.

7.2.2 There must be an audit of the books, accounts and records of the AWC-WPAC at least once each year. The audited financial statements are presented at the Annual General Meeting.

7.2.3 The AWC-WPAC may retain an external auditor if needed.

7.2.3 Each Director shall at all times have access to such books and records.

7.3 Seal of the AWC-WPAC

7.3.1 The Board may adopt a seal as the Seal of the AWC-WPAC.

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

7.4 Cheques and Contracts of the AWC-WPAC

7.4.1 The designated Officers of the Board sign all cheques drawn on the monies of the AWC-WPAC. Two signatures are required on all cheques. The Board may authorize the Administrator to sign cheques for certain amounts and circumstances. The Administrator may not sign their own paycheque.

7.4.2 All contracts of the AWC-WPAC must be signed by the Officers or other persons authorized to do so by resolution of the Board.

7.5 Keeping and Inspection of the Books and Records of the AWC-WPAC

7.5.1 The Board keeps and files all necessary books and records of the AWC-WPAC as required by these Bylaws, the Societies Act, or any other statute or laws.

7.5.2 A Member wishing to inspect the books or records of the AWC-WPAC must give reasonable notice to the Chair or the Secretary of their intention to do so.

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

7.5.4 Other records of the AWC-WPAC are also open for inspection, except for records that the Board designates as confidential.

7.6 Borrowing Powers

7.6.1 The AWC-WPAC may borrow or raise funds to meet its objectives and operational requirements. The Board decides the amounts and ways to raise money, including giving or granting security.

7.6.2 The AWC-WPAC may issue debentures to borrow only by resolution of the Board confirmed by a Special Resolution of the AWC-WPAC.

7.7 Payments

7.7.1 In general, no Member, Director, or Officer of the AWC-WPAC receives payment for services as a Member, Director or Officer. The Board of Directors can give special approval for payments to Members or Directors.

7.7.2 Reasonable expenses incurred while carrying out duties of the AWC-WPAC may be reimbursed upon Board approval.

7.8 Protection and Indemnity of Directors and Officers

7.8.1 Each Director or Officer holds office with protection from the AWC-WPAC. The AWC-WPAC indemnifies each Director or Officer against all costs or charges that result from any act done in their role for the AWC-WPAC. The AWC-WPAC does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith, or acts not approved by the Board or acts outside of AWC-WPAC business.

7.8.2 A Director or Officer is not liable for the acts of any other Director, Officer or employee. A Director or Officer is not responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the AWC-WPAC.

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

7.9 Property and Funds

7.9.1 Title to the real property of the AWC-WPAC shall be vested in the AWC-WPAC except upon authorization by the Board of Directors at a duly constituted meeting.

ARTICLE 8 – AMENDING THE BYLAWS

8.1 Process and Effect

8.1.1 These bylaws may be cancelled, altered or added to by a Special Resolution of the AWC-WPAC.

8.1.2 The Thirty (30) days' notice of the Annual General or Special General Meeting of the AWC-WPAC must include details of the proposed resolution to change the bylaws.

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

ARTICLE 9 – DISTRIBUTING ASSETS AND DISSOLVING THE AWC-WPAC

9.1 Payments and Distribution

9.1.1 The AWC-WPAC does not pay any dividends or distribute its property among its Members.

9.1.2 If the AWC-WPAC is dissolved, any funds or assets remaining after paying all debts will be distributed to one (1) or more charitable organizations. A committee will be formed comprised of the Chair, Treasurer, two (2) Directors, and two (2) Members at large to manage the disposition of assets and the dissolution of the AWC-WPAC. In no event do any Members receive any assets of the AWC-WPAC.

DATED this 30th day of July, 2009.

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