

CANADIAN CIVIL DEFENCE MUSEUM ASSOCIATION

BYLAWS

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**BYLAWS
OF THE
CANADIAN CIVIL DEFENCE MUSEUM ASSOCIATION**

Preamble:

The Canadian Civil Defence Museum Association was incorporated on 04/05/2012 under the Alberta Societies Act.

The name of the Association is the Canadian Civil Defence Museum Association, or CCDMA, or C.C.D.M.A.

I Interpretation

- 1.1 Legislation: When interpreting these bylaws, words and expressions have the same meaning as when used in the Societies Act, unless the context requires another interpretation.
- 1.2 Language: Both the English version and the French version, if any, of the bylaws are official.
- 1.3 Definitions: The following definitions are understood:
- a) “Association” means the Canadian Civil Defence Museum Association;
 - b) “Audit” means an actual audit or a review engagement performed by a professional accountant as allowed by the legislation.
 - c) “Board” means the Board of Directors of the Association.
 - d) “Director” means a member of the Board of Directors of the Association.
 - e) “Ex Officio” means positions that are held by virtue of the office. Unless otherwise stated, Ex Officio positions are non-voting.
 - f) “Member” means a registered member of the Association;
 - g) “Member in Good Standing” means a member whose dues are paid in full and who is not suspended.
 - h) “Notice” means the minimum advice period required for an Annual General, General, or Special meeting of the Association, being twenty-one (21) days;
 - i) “Resolution” means a vote passed by a majority of votes cast by the membership or the Board.
 - j) “Special Resolution” means a vote passed by seventy-five (75) per cent of the members in good standing eligible to vote at a meeting at which appropriate notice has been given.
- 1.4 Headings: The division of these bylaws into sections and paragraphs and the insertion of headings and index are for convenience and do not effect the interpretation of the bylaws.

II Members

- 2.1 Classes and Conditions of Membership: The Association has the following classes of membership, the conditions of which are set out in Board policy. The Board may introduce other categories of membership and their admission criteria.
- a) "Member" means any person who has satisfied the requirements for admission and has paid the dues as established by the Board.
 - i. A Member in Good Standing who is eighteen (18) years of age or older is entitled to one vote on all matters at member meetings and to seek election to the Board.
 - b) "Honorary Member" means any person or corporation who has contributed to a level set by the Board and who has been elected by the Board according to established criteria.
 - i. An Honorary Member has all privileges of a Member except voting and holding office on the Board.
 - ii. An Honorary Member is exempt from paying annual member dues for a period established by the Board.
 - c) "Life Member" means an individual who:
 - i. has provided significant service to the Association over a period of time, or has performed distinguished service to the civil defence or cold war communities and has been elected by the Board according to established criteria.
 - ii. A Life Member is a member of the Association and has all privileges of a Member including voting and holding office on the Board.
 - iii. A Life Member does not normally pay dues.
- 2.2 Application: The Board may establish policy for membership applications by persons interested in furthering the objects of the Association.
- a) Every application for membership shall be submitted in the form prescribed by the Board.
 - b) The Board or its designate must approve all applications for membership.
 - c) A decision to refuse admission shall be communicated in writing to the applicant.
 - d) The applicant may appeal a refusal of admission by writing to the Board within thirty (30) days of the refusal.
 - i. The Board shall review the appeal within thirty (30) days;
 - ii. The decision of the Board is final.
- 2.3 Register: A register of members for each membership classification will be kept at the head office of the Association.
- 2.4 Rights of Members: A member in good standing is entitled to receive notice of member meetings, attend member meetings, and exercise other rights and privileges given to members in these bylaws.
- 2.5 Obligations of Members: All members must pay the fees assessed to them to remain members in good standing.

- a) All members must comply with the bylaws and policies of the Association.
- 2.6 Fees: Members shall pay fees applicable to their class of membership as determined by the Board.
- a) The Board may levy other fees for determined purposes and amounts.
 - b) Voluntary or involuntary withdrawal does not entitle a member to a refund of paid fees, except at the discretion of the Board.
- 2.7 Transferability, Resignation, Suspension or Expulsion, Obligations, and Readmission of Members
- a) Transferability: Membership is not transferable and automatically terminates on death, expiry, resignation, cancellation, or otherwise in accordance with the bylaws.
 - i. A corporate member may designate another person from the company as the representative.
 - b) Resignation: Members may resign from the Association by providing written notice.
 - i. The resignation is effective when accepted by the Board.
 - c) Suspension or Expulsion: Where fees are not paid within a time established by the Board and where notice has been sent, the Board may expel a membership.
 - i. An expelled member may not apply for reinstatement until all fees are paid and any other conditions are fulfilled to the Board's satisfaction.
 - ii. The Board may suspend or expel a member for breaches to the bylaws.
 - a. A member so charged will be given notice of a meeting to address the suspension or expulsion, and the charged member may make a representation at that meeting.
 - iii. The Board may expel a corporate member if the objects of the corporation conflict with the objects of the Association.
 - iv. The Board will deliver written notice of a suspension or expulsion to the member, and that decision will be final.
 - v. No member or former member may commence legal proceedings to alter a decision of the Board with respect to membership.
 - d) Continuing Obligations: The termination of membership by expulsion, suspension, resignation, or otherwise does not excuse any debts or obligations that existed prior to the termination.
 - e) Readmission: A former member may apply for readmission by submitting a request in the form prescribed by the Board.
 - i. Normally all fees payable at the time of cancellation, and any new fees assessed by the Board, must be paid in full and any other conditions imposed must be fulfilled to the satisfaction of the Board.
- 2.8 Meetings of Members: There shall be Annual General, General, and Special Meetings of members.
- a) Annual General Meeting: The Annual General Meeting shall normally be held within ninety (90) days of the fiscal year end and at any time or place in the Association's jurisdiction.
 - i. At the Annual General Meeting the Board shall report to the membership on its activities and shall request the adoption of financial statements for

- the last fiscal year, present a slate of nominees for election to the Board of Directors, and address any other business that may properly be brought before the meeting.
- b) General Meeting: A General Meeting may be convened by the Board at any time with proper notice stating the business to be brought before the Meeting.
 - i. If there are no special resolutions or policy or financial issues to be addressed, a General Meeting of Members may be called with less than full notice.
 - c) Special Meeting: A Special Meeting may be called at any time by the Board.
 - i. A Special Meeting shall be convened by the Board if a written petition is issued, signed by ten (10) per cent or ten (10) Members in Good Standing, whichever is greater, stating the purpose of the meeting.
 - ii. A Special Meeting shall be held within thirty (30) of receiving the petition.
 - iii. Discussion at a Special Meeting is limited to the initial purpose of the meeting unless a majority agrees to introduce other agenda items.
- 2.9 Decisions in Lieu of Meetings: If all voting members agree to and sign a resolution or special resolution, it will be as valid as one passed at a meeting.
- a) It is not necessary to give notice for a decision in lieu of a meeting.
 - b) The date on the resolution is the date it is passed.
 - c) Meetings can also be called with proper notice by identifying the decision required and inviting the members to vote by mail or electronically.
 - d) The deadline for voting will be the meeting date and that date is when the resolution is decided.
- 2.10 Notice: The time and place of every Annual General, General, or Special Meeting shall be given to each member twenty-one (21) days before the date fixed for the meeting.
- a) All notices shall contain the time, place, and proposed business of the meeting, including the text of any special resolution or bylaw to be considered.
 - b) Notices shall be delivered in accordance with the bylaws.
- 2.11 Quorum: A quorum for the transaction of business at any Annual General, General, or Special Meeting shall be ten (10) per cent or ten (10) Members in Good Standing, whichever is less.
- a) If the number of Members at a meeting falls below quorum, there can be no further transaction of business until a quorum is again present, except to set the date of the next meeting.
- 2.12 Voting: Resolutions at an Annual General, General, or Special Meeting may be passed by simple majority of the votes cast in person by members in good standing, unless the issue must be decided by special resolution.
- a) In the event of a tie, the motion is lost.
 - b) At member meetings, questions will be decided by a show of hands unless a poll is demanded.

- c) No Member is entitled to vote by proxy on any matter.

III Board of Directors

- 3.1 Powers: The Board of Directors governs the affairs of the Association and supervises, controls, and directs all its activities.
 - a) The Board actively pursues the mission and goals of the Association and may adopt rules and regulations for the conduct of its business, including:
 - i. making contracts, exercising powers, and carrying out actions it is authorized by its objects to do;
 - ii. regulating admission of members, requirements of membership, and termination of membership;
 - iii. governing and regulating the operations, management, and control of the Association and all its activities;
 - iv. appointing committees as will benefit the Association;
 - v. interpreting the intent of any bylaw, rule, regulation, resolution, or report in connection with the Association and determining any dispute in that regard.
 - b) Without limiting its general responsibility, the Board may delegate its powers and duties to an administrator.
- 3.2 Composition and Eligibility: In order to be elected as a Director, a person must be a Member in good standing and be eighteen (18) years or older.
- 3.3 Number of Directors: The number of elected Directors shall be no fewer than five (5) and no more than thirteen (13).
 - a) The Board may alter the number of elected Directors within the minimum and maximum.
- 3.4 Terms/Continuity: Directors are elected for a two (2) or one (1) year term and take office immediately following the Annual General Meeting at which they are elected.
 - a) The terms are staggered and no Director may serve more than six (6) consecutive years.
 - b) Directors who have served the maximum number of consecutive years are not eligible for re-election for a period of one (1) year following the end of the final term and then may serve only two (2) additional years.
- 3.5 Nominations
 - a) Nominating Committee: Each year the Board shall appoint a Nominating Committee comprised of two (2) to four (4) members in good standing who are not seeking election to the Board.
 - i. The Nominating Committee is responsible for presenting a full slate of candidates for election to the Board.
 - b) Nominations Process: The Nominating Committee will make a call for nominations at least sixty (60) days before the Annual General Meeting.
 - i. In addition to nominees identified by the Nominating Committee, individuals may nominate themselves or others in the form prescribed

- by the Nominating Committee, including the signature of the nominee and any nominators.
- ii. All nominated candidates shall declare their affiliations with any associations related to civil defence, the cold war, museums, local business, or government.
 - iii. All nominations must be filed with the Nominations Committee at least thirty (30) days before the Annual General Meeting.
- 3.6 Elections: All duly nominated candidates shall be included on the slate for election of Directors at the Annual General Meeting.
- a) In the event of an incomplete slate the Nominating Committee, at its discretion, may recommend election of a partial slate and direct the Board to appoint the remaining Directors within a reasonable period.
 - b) In the event of a full slate, the Board will be acclaimed.
 - c) In the event of more nominees than positions, an election will be held.
 - i. If an election is required at the Annual General Meeting, the Nominating Committee may appoint three (3) scrutineers who are not candidates for election to the Board.
 - ii. The scrutineers will count the votes and report to the membership in accordance with procedures prescribed by the Board.
- 3.7 Vacancies on the Board
- a) Resignation: A Director may resign in writing to the Chair and it is effective when accepted by the Board.
 - b) Deemed Resignation: If a Director is absent from three (3) consecutive Board meetings, the Director is deemed to have resigned.
 - i. The Board, in its sole discretion, may accept the resignation and establish the effective date.
 - c) Removal: A Director may be removed from office before the expiration of the term by a special resolution of members present and voting at a Special Meeting of members duly convened for that purpose.
 - i. A Director who has been expelled from membership shall be removed from the Board.
 - d) Filling the Vacancy: So long as a quorum of Directors remains in office, vacancies on the Board may be filled by the Directors from among the qualified members in good standing of the Association if they see fit to do so. Alternatively, the Board may fill the position by election at a General Meeting. Such appointments or elections expire at the next Annual General Meeting at which Directors for the ensuing year are elected.
- 3.8 Meetings of the Board: The Board meets following the Association's Annual General Meeting to name its Officers.
- a) The Board shall meet at least four (4) times per year at such times and places and using whatever communication methods as the Chair designates, providing the methods are acceptable to a majority of Directors.
 - b) Resolutions in writing which would normally be considered at a Board meeting may be voted upon by Directors by mail or electronic transmission and, provided appropriate notice has been given, the date by which votes

are to be received is deemed to be the date of the Board meeting as if one had been held.

- 3.9 Notice of Board Meetings: Notice of Board meetings shall be given to all Directors at least forty-eight (48) hours before the meeting.
- a) If the Board sets specific days and times in any months for regular meetings, no notice is required.
- 3.10 Quorum for Board Meetings: At least five (5) Directors shall be present at Board meeting for the valid transaction of business.
- a) If the number of Directors at a meeting falls below quorum, there can be no further transaction of business until a quorum is again present, except to set the date of the next meeting.
- 3.11 Voting at Board Meetings: All matters shall be decided by a simple majority of the votes cast except as otherwise required by these bylaws.
- a) Proxies are not accepted at Board meetings.
 - b) In the event of a tie, the motion is lost and may not be reintroduced until the next Board meeting.
- 3.12 Remote Voting for the Board: Directors may sign a resolution that is as valid as one addressed at a meeting.
- a) It is not necessary to give notice or to call a meeting in this case.
 - b) The date on the resolution is the date the resolution is decided.
- 3.13 Observers: The Board may invite an observer to report on any matter of interest to the Board.
- a) An observer may speak if invited to do so but may not vote on any matter.
- 3.14 Committees and Task Forces
- a) General: The Board may appoint individuals to Committees and Task Forces to manage certain activities of the Association and report to the Board.
 - b) Quorum: Subject to any regulations imposed by the Board, Committees and Task Forces have the power to fix their quorum at not less than a majority of their members and may fix their own rules of procedure.
 - c) Meetings: Meetings of Committees and Task Forces may be held at any place and in any manner that suits the agenda, subject to approval by a majority of members affected.
 - d) Records: Committees and Task Forces shall keep a record of their meetings and shall report the results of their work to the Board in the form and time lines requested by the Board.

IV Officers

- 4.1 Officers: Immediately following the Annual General Meeting, a Board meeting shall be held to elect or appoint the following Officers from among its Directors: Officers: President, Vice President, Secretary, Treasurer.
- a) The Executive Director, if any, is an Officer ex officio.

- b) Except for the President and the Executive Director, the same person may hold more than one office.
- 4.2 Terms of Officers: All Officers shall serve a one (1) year term or until their successors are elected.
- a) At the Board's discretion, Officers may be re-elected to the same office for one (1) additional consecutive term.
- 4.3 Duties of Officers: Duties of Officers are such as their titles would generally indicate:
- a) President: Calls and chairs meetings of the Board and membership, implements policies governing the Board, and is an ex officio member of all Committees except the Nominating Committee. The Chair is entitled to one (1) vote on any matter before a meeting;
 - b) Vice President: Fulfills role of Chair in the Chair's absence, disability, or refusal to act and normally assumes the Chair at the end of the term.
 - c) Secretary: Ensures that minutes of proceedings at members and Directors meetings are entered in the books, ensures notice is served to all members, Directors, and auditors, ensures that the register of members is maintained, and is the custodian of the seal.
 - d) Treasurer: Ensures that proper accounting records as required by the Act are kept and that appropriate financial controls and processes are in place, and may report to the Board on the financial position of the Association.
 - e) Executive Director: Hired by the Board to manage and operate the Association according to Board policies and within limitations established by the Board and is an ex officio, non-voting member of all Committees.
- 4.4 Vacancies of Officers: The Board may fill vacancies of Officers from among the Directors to serve until after the next Annual General Meeting at which the Directors are elected.
- 4.5 Removal of Officers: The Board by resolution may remove an Officer before the expiration of the term.

V Indemnification

- 5.1 Indemnification:
- a) Each Director or Officer and their heirs, executors, and other legal representatives holds office with protection from the Association. The Association indemnifies each Director or Officer against all costs and charges that result from any act done or not done as a Director or Officer for the Association, provided that good faith was exercised. The Association does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.
 - b) 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 Association. No Director or Officer is liable for any loss due to an oversight or error in judgement, or by an action when

acting as a Director or Officer of the Association, unless the act is fraud, dishonesty, or bad faith.

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

5.2 Insurance: The Association may purchase and maintain liability insurance for the benefit of its Directors and Officers.

VI Financial and Contractual Matters

6.1 Fiscal Year: The financial year of the Association concludes on the 30th day of June in each year.

6.2 Returns/Filing: The Secretary shall ensure that the annual return for the Association is filed within the time specified in the Act.

6.3 Audit: The books, accounts, and records of the Secretary and Treasurer shall be audited at least once each year by a duly-qualified accountant or by two members of the society elected for that purpose at the Annual Meeting.

6.4 Payments and Deposits: All payment orders issued in the name of the Association shall be signed by two (2) persons authorized by the Board.

- a) Any one (1) authorized person may deposit collections on the Association's account for the credit of the Association.
- b) Any one (1) authorized person may arrange, settle, balance, and certify the books and accounts between the Association and its bankers and may receive and sign all related documents.

6.5 Deposit of Securities: The Association's securities shall be deposited for safekeeping with one or more Canadian Chartered Banks, Trust Companies, or other financial institutions as determined by the Board.

- a) Such deposits may be withdrawn upon written order to the Association duly authorized and in a manner determined by the Board

6.6 Borrowing Powers: The Board may borrow, raise, or secure money to carry out the objects of the Association.

- a) To borrow an amount in excess of fifty (50) per cent of the Association's revenues for the previous financial year, the Board will provide notice to members that sets out the amount to be borrowed, the purpose of borrowing, and the anticipated benefits to the Association for having borrowed.
- b) In accordance with the Act, no debentures may be issued without a Special Resolution of the Members.

6.7 Property: The Association may acquire and own all kinds of real or personal property and may sell, exchange, mortgage, lease, let, improve, or develop such property.

- 6.8 Remuneration: Directors and volunteers may not receive remuneration for acting in that capacity on behalf of the Association.
- a) Directors and volunteers may be reimbursed for out of pocket expenses incurred in the discharge of their duties as determined by the Board.
 - b) Directors are not prevented from serving the Association in other capacities and receiving compensation.
- 6.9 Execution of Other Documents: Significant contracts, agreements, and instruments in writing, beyond those covered by Board policies for reasonable day-to-day operations of the Association, shall be approved by the Board and signed by two Officers.
- a) The Board may by resolution give a Power of Attorney to a registered dealer in securities for the purpose of transferring and dealing with any stock, bonds, or other securities of the Association.
- 6.10 Seal: The Seal that bears the name “Canadian Civil Defence Museum Association” is the Corporate Seal of the Association.
- a) Custody of the Seal is the responsibility of the Secretary and the Board shall determine its use.
- 6.11 Fundraising: The Association adheres to all laws and regulations and all financial controls with respect to operating a charitable organization.

VII Affiliations

- 7.1 Association Affiliations: At its discretion, the Board may cause the Association to become affiliated with other associations or organizations that will advance the objects of the Association in particular, and civil defence in general.
- a) The Board shall ensure that any seats held on behalf of the Association on the boards of directors of affiliate associations and organizations are properly filled.
- 7.2 Member Affiliations: Members of the Association may be affiliated with any other civil defence- or museum-related organizations having an established affiliation agreement with the Association and may represent themselves as being so affiliated or having such membership.

VIII Miscellaneous Matters

- 8.1 Dissolution: The CCDMA may be dissolved only with authorization by its Board of Directors, given at a special meeting called for that purpose and with subsequent approval by a two-thirds (2/3) vote of the Voting Members (status determined by Membership Committee).
- a) Upon dissolution of The CCDMA and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to qualified registered charitable donee(s).
 - b) Any distribution shall ensure that no direct benefit accrues to any member of the Association.

- 8.2 Seal: The Board shall determine the use of the seal, if any.
- 8.3 Head Office: The head office of the Association shall be in the Province of Alberta or as the Board determines by policy.
- 8.4 Books and Records: The Board shall ensure that all books and records of the Association required by the Act or bylaws are regularly and properly maintained.
- a) In keeping with privacy legislation, the following Association records may be inspected by a member who has given reasonable notice and has arranged a satisfactory time with the person having charge of them: Objects, Bylaws, Minutes of Member Meetings, Register of Members at place of business, Register of Directors and Officers at place of business, Policies adopted by the Association, and Audited Financial Statements.
- 8.5 Notice: To send notice to a member or Director for any meeting, the address is the last known physical or electronic address in the Association's register.
- a) Notice may be delivered personally, by electronic transmission, by prepaid mail, or by any other method.
- b) A notice sent by prepaid mail has been sent when deposited in the public letterbox.
- c) A notice sent by electronic transmission has been sent at the time of sending.
- d) No error or omission in giving notice of an Annual, General, Special, Directors, or any other meeting will invalidate the meeting or make void its proceedings, and any member or Director may waive or abridge notice of a meeting and may ratify proceedings from that meeting.
- 8.6 Procedures at Meetings: At all Annual General, General, or Special Meetings, and Directors' meetings procedural matters not specifically addressed here shall be governed by Robert's Rules of Order.
- 8.7 Dispute Resolution: The Board may establish a dispute resolution process to assist in Director-Director, Member-Board, and Member-Member relations. The process will be outlined in Board policy.
- 8.8 Branch Societies: Upon written application to the Association of at least twenty-five (25) voting members in a particular geographic area, the Board may establish branch societies with powers to carry out local programs consistent with the mission and goals of the Association.
- a) The Board may combine, divide, or discontinue branch societies as the need arises.
- b) A Board of Directors for a branch society is responsible for the management and supervision of the affairs of the branch society, subject to any limitations placed on it by the Association's Board.
- c) The branch society shall not engage in activities that are the domain of the Association without permission of the Association Board.
- d) The branch society shall not engage in activities that contravene or do not support the overall objects of the Association.

- e) In the event a branch society is dissolved, all rights, title, and interest in that branch society and in its property and assets shall revert to the Association.
- 8.9 Rules and Regulations: The Board may make, amend, or repeal Rules and Regulations relating to the management and operation of the Association as it deems expedient, provided they are not contrary to the provision of the Act or the bylaws.
- 8.10 Amendment of Bylaws: The bylaws of the Association may be repealed or amended by resolution enacted by a majority of Directors at a Board meeting and sanctioned by a special resolution of the members in good standing voting in person or by mail or by electronic transmission, at a meeting duly convened for that purpose.
- 8.11 Repeal of Previous Bylaws: These bylaws repeal and supersede any previous bylaws of the Association.

