

THE BIG LAKE ENVIRONMENT SUPPORT SOCIETY

The name of the Society is The Big Lake Environment Support Society.

The primary purposes of the Society are to help protect the natural wildlife habitat in and surrounding Big Lake; to promote awareness of the beauty of the area and increase interest in the outdoors through educational activities, bird watching, and various other projects and functions; and to liaise when possible, with various officials, groups, organizations and land owners in order to maintain these purposes of the Society.

The Objectives of the Society are:

- 1) To protect the physical and biotic integrity of Big Lake, including its banks, marshes and surrounding wetlands, and that portion of the Sturgeon River within the City of St Albert, Alberta, to prevent environmental damage to these areas;
- 2) To ensure the preservation of the character and biological diversity of Big Lake for educational, scientific and research purposes;
- 3) To encourage and promote nature-oriented recreational and educational activities;
- 4) To encourage, foster and develop among its members and the public a recognition of the importance of environmental conservation and responsible management of natural areas, such as Big Lake, with the least possible disruption when used by people, and
- 5) To work with governments at all levels to assist in the proper management of the areas described.

BY-LAWS

The name of the Society is The Big Lake Environment Support Society.

ARTICLE 1 MEMBERSHIP

1.01 To become a member of this society, a person must complete an application form as prescribed by the Society and pay the membership fee or volunteer five or more hours in accordance with the membership categories of the Society.

Membership Categories are:

Voting: hereinafter referred to as Member

Supporting: hereinafter referred to as Supporter

- 1) Voting Member – any person who has completed an application form and has paid the membership fee as well as any person of voting age in a family where a family membership has been paid. Or any person who has completed the application form and volunteered five hours.

1.02 The conditions of Membership shall be that the individual member

- 1) be eighteen years or older
- 2) a resident of Alberta
- 3) declare themselves in agreement with the Objectives of the Society; and
- 4) that any membership fees be paid within six (6) months of being levied, failing which the Voting Member shall be deemed no longer in good standing, thereby forfeiting the right to vote at any meeting of the Society.

1.03 Any Member may withdraw from membership. No portion of the Membership fee shall be refundable.

1.04 Annual membership fees if any, shall be determined from time to time by a majority vote of the Board of Directors at any regularly scheduled meeting.

1.05 The Board of Directors shall have the authority to expel or suspend any Member for failure to pay fees or to abide by the Objectives or by-laws of the Society or for conduct determined to be improper, unbecoming or likely to call the Society into disrepute or prejudice its interest. The authority may be exercised by resolution of the Board of Directors supported by three-fourths of the Directors present. No members shall be expelled or suspended without being notified of the complaint or without having been given an opportunity of being heard by the Board of Directors at a meeting called for that purpose.

1.06 Membership shall not be transferable.

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

1.08 The Society shall indemnify its directors and officers and former 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 parties by reason of being directors or officers of the Society, including an action by or on behalf of the Society, if:

- 1) they acted honestly and in good faith with a view to the best interest of the Society; and
- 2) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, they had reasonable ground for believing the conduct was lawful or were acquitted; and
- 3) they gave notice to the Society of the civil, criminal or administrative action or proceeding immediately upon becoming aware of it and also cooperated with the Society in the defence of the action or proceeding to such extent as may be reasonable in the circumstances.

ARTICLE 2 BOARD OF DIRECTORS

2.01 The Board of Directors shall be known as the Board of Directors of the Big Lake Environment Support Society, hereinafter referred to as the BLESS Board.

2.02 The Board shall consist of up to 15 Directors who satisfy the qualifications coincident with those for Membership and are Members of the Society and shall be elected to the Board annually at the Annual General Meeting. If all Directors positions are not filled by nomination at the AGM, the elected Board may, by unanimous vote of all elected Directors, appoint Directors who satisfy the qualifications coincident with those for Membership and are Members of the Society to fill the remaining positions.

2.03 Each Director shall serve for a term of one year and may be re-nominated for further two year periods. A retiring Director shall hold office until his or her successor is appointed.

2.04 If any member of the Board resigns from office, or without reasonable excuse be absent from three (3) or more successive Board meetings, or be suspended or expelled by the Society, or if a vacancy on the Board shall occur, however caused, the Board may declare the office of Director Vacated and appoint a successor to hold office until the next general meeting to the Society provided a quorum of Directors remain in office. If a quorum of Directors does not remain, a Special General Meeting shall be called to elect a successor or alter the number of Directors required as the circumstances may dictate.

2.05 Directors elect from among themselves the Executive.

The Executive shall consist of:

- 1) The President, who shall be elected annually for a maximum of three (3) years in that position.
- 2) The Vice President who shall be elected annually for a maximum of three (3) years in that position.

- 3) The Secretary who shall be elected annually.
- 4) The Treasurer who shall be elected annually.
- 5) The Past President (being the member of the Board who last served as President).

2.06 A Director may retire from Executive office by giving written notice to the Secretary or the President.

2.07 The Board of Directors shall, subject to the by-laws or direction given it by majority vote at any meeting of the members properly called and constituted, have full control and management of the affairs of the Society.

2.08 Meetings of the Board of Directors shall be held as often as required, but at least once every two (2) months and shall be called by the President.

2.09 The failure of a Director to attend three (3) successive meetings of the Board without justification shall be grounds for suspension or expulsion, subject to the rights conferred in Article 1.05.

2.10 Half of the total plus one Directors shall constitute a quorum unless otherwise resolved and meetings shall be held without notice if a quorum is present provided that any business transactions at such meeting shall be ratified at the next regularly called meeting of the Board; otherwise they shall be null and void.

2.11 A special meeting of the Directors may be called on the instructions of any two (2) Directors or by ten (10) per cent of the Members provided they request the President in writing to call such a meeting and state the business to be brought before the meeting.

2.12 A resolution in writing and signed by all the Directors shall be as valid and effectual as if passed at a meeting of the Directors duly called and constituted.

2.13 No error or omission in giving notice for a meeting shall invalidate any Board meeting or make void any proceedings had or taken. A Director may at any time waive notice of a meeting and ratify and approve any or all proceedings had or taken there at.

2.14 The Board may from time to time appoint such officers and agents and authorize the employment of such other persons as they deem necessary to carry out the objects of the Society, and such officers, agents or employees shall have such authority and perform such duties as from time to time may be prescribed by the Board.

2.15 The Board can comprise up to 15 and not less than 5 Voting Members in good standing.

ARTICLE 3 THE EXECUTIVE

3.01 The Executive shall consist of a President, Vice President, Secretary and Treasurer (or Secretary - Treasurer) and such other officers as the Board of Directors may determine from time to time.

3.02 The Executive shall be elected by the Board of Directors from its members at the first Board meeting following the first and each subsequent Annual General Meeting,

3.03 The President shall be ex-officio a member of all Committees. The President shall, when present, preside at all meetings of the Society and of the Board, In the absence of the President the Vice President shall preside at any such meetings, and in the absence of both, a chairman may be elected by the meeting to preside thereat.

3.04 It shall be the duty of the Secretary to attend all meetings of the Society and of the Board, and to keep accurate minutes of the same. The Secretary shall have charge of the Seal of the Society which Seal whenever used shall be authenticated by the signature of the Secretary and the President, or, in the case of the death or inability of either to act, by the Vice President. In case of the absence of the Secretary, his/her duties shall be discharged by such officer as may be appointed by the Board. The Secretary shall have charge of all the correspondence of the Society and be under the direction of the President and the Board. The Secretary shall also keep a record of all the members of the Society and their addresses, send all notices of the various meetings as required, and shall collect and receive the annual dues or assessments levied by the Society, such monies to be promptly turned over to the Treasurer for deposit in a chartered Bank as hereinafter required.

3.05 The Treasurer shall receive all monies paid to the Society and shall be responsible for the deposit of same in whatever bank the Board may order. The Treasurer shall properly account for the funds of the Society and keep such books as may be directed. The Treasurer shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the Annual General Meeting a statement duly audited as hereinafter sent forth of the financial position of the Society and submit a copy of same to the Secretary for the records of the Society. The office of the Secretary and Treasurer may be filled by one person if any Annual General Meeting for the election of officers shall so decide.

3.06 At all meetings of the Executive a quorum for the transaction of business shall be two members.

ARTICLE 4 BOOKS, ACCOUNTS AND RECORDS

4.01 All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Society shall be signed by such officer or officers, agent or agents of the Society and in such manner as shall from time to time be determined by resolution of the Board and any one of such officers or agents may

alone endorse notes and drafts for collection on account of the Society through its bankers and endorse notes and cheques for deposit with the Society's bankers for the credit of the Society or the same may be endorsed "for collection" or "for deposit" with the bankers of the Society. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Society and the Society's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balance and release or verification slips.

4.02 The books, accounts and records of the 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 General Meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the Annual Meeting of the Society. The fiscal year of the Society in each year shall be December 31.

4.03 The books and records of the Society may be inspected by any Member of the Society at the Annual General Meeting provided for herein or at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same. Each member of the Board of Directors shall at all times have access to such books and records.

ARTICLE 5 BORROWING POWERS

5.01 For the purpose of carrying out its objectives, the Society may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the Society, and in no case shall debentures be issued without the sanction of a special resolution of the Society.

ARTICLE 6 MEETINGS

6.01 The Society shall hold an Annual General Meeting before January 31, in each year, of which meeting due notice shall be given to all Members. Such meetings of the Society may be called by the Secretary upon the instruction of the President or Board by notice in writing to the last known address of each Member. Delivered in the mail or by electronic means twenty one (21) days previous to the date of such meeting. A simple majority of Members in good standing shall constitute a quorum at an Annual General Meeting.

6.02 A General Meeting shall be called by the President or Secretary upon receipt by him of a petition signed by ten (10) per cent of the members in good standing, setting forth the reasons for calling such a meeting, which shall be by letter or electronic means to the last known address of each member eight (8) days previous to the meeting; or it may be called by resolution at a meeting of the Board. A quorum shall be 10% of Voting Members but not less than the number of Directors on the Board.

ARTICLE 7 VOTING

7.01 Any Member who has not withdrawn from membership nor has been suspended nor expelled as herein provided shall have the right to vote at any General meeting of the Society. Such votes must be made in person and not by proxy or otherwise.

ARTICLE 8 REMUNERATION

8.01 Unless authorized at any meeting and after notice of same shall have been given, no officer or Member of the Society shall receive any remuneration for his/her services.

ARTICLE 9 BY-LAWS

9.1 The by-laws of the Society shall not be altered or added to except by a special resolution of the Society. For all purposes of the Society, "special resolutions" shall mean:

1) a resolution passed:

- i. at a general meeting of which not less than twenty one (21) days notice specifying the intention to propose the resolution has been duly given, and
- ii. by the vote of not less than 75% of those Members who, if entitled to do so, vote in person;

2) a resolution proposed and passes as a special resolution at a general meeting of which less than twenty one (21) days notice has been given, if all the Members entitled to attend and vote at the general meeting so agree; or

3) a resolution consented to in writing by all the members who would have been entitled at a general meeting to vote on the resolution in person.

ARTICLE 10 DISSOLUTION

10.1 Upon dissolution of the Society and after the payment of all debts and liabilities, the remaining property of the Society shall be distributed or disposed of to one or more charitable organizations as determined by the Directors at that time.