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CALGARY MILITARY FAMILY RESOURCE CENTRE BY-LAWS

DRAFT as of
September 2026

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Article I - Preamble

The Calgary Military Family Resource Centre (hereafter, Calgary MFRC) operates as a registered non-profit organization with a volunteer Board of Directors made up of not less than five (5) and not more than twelve (12) voting Directors. The Board shall be responsible for any governance function of the Calgary MFRC. The Board shall elect the Board's Executive Committee. The Executive Director is an employee of the Board and an Ex-Officio member of the Board. The Executive Committee, per this By-Law, shall call an Annual General Meeting. A Board or Executive Committee meeting shall be held upon the decision of the Executive.

An amendment to a By-Law shall be made available to a Member a minimum of twenty-one (21) days prior to a Special Meeting called for this purpose or the Annual General Meeting. Approval of any amendment to a By-Law shall then be voted upon at the meeting. At least seventy-five (75%) percent of the voting membership present must vote affirmative on any amendment to the document referred for the vote before a revised By-Law may be sanctioned.

Article II - Definition and Interpretation

In any By-Law of the Calgary MFRC, unless the context otherwise requires:

1. "Acts" - means the "*Societies Act*", Revised Statues of Alberta 2000, Chapter S-14 and, where the context so requires the Regulation(s), as amended from time to time, and any statute or statues or Regulation or Regulations in substitution or therefore or amendment thereof;

2. “Annual General Meeting” or "AGM" - means Annual General Meeting of the Calgary MFRC membership to provide the Military Community with any report or statement of the financial management and operation of the Calgary MFRC; to elect a Director(s) to the Board; to appoint an auditor; and/or for the transaction of any other business properly brought before the AGM;

3. "Applicable Law" - means all applicable provisions of laws, statues, ordinances, By-Laws, rules, regulations and orders of governmental legislative administrative or other bodies (whether federal, provincial, municipal or otherwise);

4. "Area of responsibility" - means the geographical area overseen by the Calgary MFRC;

5. "Board of Directors" or "Board" - means the governing body elected and ratified by the membership to oversee the operations of the Calgary MFRC;

6. "By-Laws" - means the registered By-Laws of the Calgary MFRC as approved and ratified by the membership at the AGM from time to time;

7. "CAF" - means Canadian Armed Forces;

8. “CAF Member” – means an active member of the Regular or Reserve force.

9. "Centre" - means the physical location of the Calgary MFRC;

10. "Calgary MFRC" - means the Calgary Military Family Resource Centre;

11. “Committee” – means a standing committee or ad hoc committee as deemed necessary to carry out any objective of the Calgary MFRC or to advise the Board.

12. “Committee Chair” – means a member of the Board appointed to the position of committee chair.

13. "Committee Member" - means any member of the Board appointed to a Committee and any non-Board member appointed by the Board;

14. “Community Member” – means a individual who has been appointed to a committee but it not a Director.

15. "Director" - means an individual elected to the Board of Directors;

16. "DND" - means the Department of National Defence;

17. "Ex-Officio" - means an individual invited to assist the Board:

    a. who has been an immediate Past Chair of the Calgary MFRC; or

18. "Executive Committee" or “Executive” - means the positions of Chair, Vice-Chair, Secretary and Treasurer, as elected by the Board;

19. "Executive Director" - means the employee hired by the Board with the delegated responsibility for the administration and operations of the Calgary MFRC, who is the Board's sole employee;

20. "Member" - means an individual who is registered with the Calgary MFRC;

21. "Military Community" - means any member of the CAF or the member's Military Family, any CAF civilian volunteer, any CAF Veteran or the CAF Veteran's family or any civilian DND employee living in the area:

    a. bounded by the Southern edge of the Municipality of Red Deer to the North;
    b. to and including the Southern border of the Province of Alberta; and
    c. excepting for the Municipality of Medicine Hat and the area enclosed by of Canadian Forces Base Suffield;

22. "Military Family" - means a spouse, a parent, a child, a sibling or a individual designated as family by a CAF member, CAF Veteran or is a member of an Allied Force assigned to duty at a CAF location;

23. "Spouse" - means an:

    a. either of two persons who married to each other pursuant to the *"Marriage Act"* Revised Statues of Alberta 2000, Chapter M-5 or amendments there to, or such analogous statue enacted by a province or territory in Canada or such other jurisdiction recognized by applicable Law;
    b. adult interdependent partner as defined in the *Adult Interdependent Relationships Act*, Statues of Alberta 2002, Chapter A-4.5 or amendments thereto of a serving CAF member or Veteran;

24. "Staff" - means a paid employee of the Calgary MFRC;

25. “Veteran” – means any former member of the Canadian Armed Forces who successfully underwent basic training and who released with an honourable discharge;

26. "Volunteer" - means an unpaid worker of the Calgary MFRC; and

27. The masculine shall include the feminine and vice versa, and the singular shall include the plural.

Article III - Name

The name of the non-profit centre is Calgary Military Family Resource Centre/*Centre de resources pour les families des militaries*.

Article IV - Pertinent Addresses

The records and registered office of the Calgary MFRC shall be those addresses registered, from time to time, with Alberta Registries by the Board of Directors.

Article V - Membership

Membership in the Calgary MFRC includes any CAF member or CAF Veteran living or working within the Area of Responsibility, and their Military Family. Voting membership shall include any Member aged 18 or over. There are no annual dues for membership in the Calgary MFRC; however, a user fee may be applied for enrolment to a program or service offered by the Calgary MFRC. Any individual eligible to use or who uses the Centre shall not be held answerable or responsible for any claim, payment, loss, expiry, transaction or situation relating to the Board or Staff. An individual may cease to be a Member subject to Board discretion with a majority vote.

1. Meetings

   a. <u>Regular Board Meeting</u>

      i. A Regular Board Meeting is held to conduct ongoing business and address any concerns relevant to the Calgary MFRC. The Board shall meet in person a minimum of four (4) times per year at the call of the chair;

      ii. Pursuant to Art VII Para 2 all business of the Board during any months in which the Board does not regularly meet, the business of the Board shall be addressed by the Executive Committee; Business arising at any Regular Board meeting, shall ordinarily be decided by a majority of the votes cast. In the case of an even vote, the Chair shall cast the deciding vote. The Chair shall not otherwise vote. A Director Member may vote in person or by proxy. A proxy vote must be submitted in writing to the Chair prior to the said meeting. Voting may be in person by a show of hands or by proxy delivered to the Chair no less than 24 hours before the meeting; and

      iii. No business shall be transacted at a Regular or Special Meeting of the Board unless a majority of the Directors are present.

b. Special Meeting

A Special Meeting may be held to address urgent business of the Board or the Membership. A Special Meeting may be:

i. called by any member of the Executive Committee, any two (2) Directors, or by a minimum of five (5) Members;
ii. the meeting requires a minimum of twenty-four (24) hours' notice;
iii. a quorum for a Special Meeting shall consist of:
    a) a minimum of 50 percent in the event of a Special Meeting called by any member of the Executive Committee or any two (2) Directors;
    b) a minimum of fifteen (15) Members in the event of a Special Meeting called by a minimum of five (5) Members.
iv. A Special Meeting may be conducted in person, teleconference or by electronic means as set out in the Notice of the meeting;
v. The Calgary MFRC will issue the notice of the Special Meeting if requested by the Members;
vi. Voting at a Special Meeting called by the Board, shall be decided by a majority of the votes cast. In the case of an even vote, the Chair shall cast the deciding vote. The Chair shall not otherwise vote. A Director may vote in person or by proxy. A proxy vote must be submitted in writing to the Chair prior to the said meeting. Voting may be in person by a show of hands or by proxy delivered to the Chair no less than 24 hours before the meeting.
vii. A Notice for a Special Meeting shall be provided not less than 24 hours before the meeting is to take place.

c. Annual General Meeting (AGM)

i. An AGM shall be held at least once in each calendar year, and within 15 months of the previous AGM. Fifty percent (50%) or a minimum of 15 members in good standing, whichever is less, shall constitute a quorum at any AGM subject to Para 1(c)ii below;
ii. In the event that a quorum is not obtained at the hour given in the Notice of a Meeting, the meeting shall stand adjourned for fifteen (15) minutes. At the expiration of such period, provided that there are at least ten percent (10%) of the membership or eight (8) Members present, whichever is less, the Members present will constitute a quorum at that meeting and it may proceed;
iii. A Notice of the AGM shall be provided to the Military Community and the auditor not less than 14 days before the meeting. In any case, notice may be provided in writing, electronically (email, social media, website) or by phone;
iv. An AGM may be conducted in person, teleconference call or by other electronic means as designated in the notice calling the meeting; and
v. Voting at an AGM shall be decided by a majority of the votes cast. In the case of an even vote, the Chair shall cast the deciding vote. The Chair shall not otherwise vote. A Member may vote in person or by proxy. A proxy vote shall be submitted in writing to the Chair no less than 24 hours before said meeting.

d. Committee Meetings

i. Committee Meetings are comprised of either a meeting of a Standing Committee or an Ad Hoc Committee Meeting to carry out any objective of the Calgary MFRC as designated by the Board. Committee Meetings shall operate as described in Article VIII. Quorum for Committee Meetings shall be at least sixty percent (60%) of the committee and shall be held at a place and time designated in the notice calling the meeting.

ii. Voting at a Committee Meeting shall be decided by a majority of the votes cast. In the case of an even vote, the Committee Chair shall cast the deciding vote. The Committee Chair shall not otherwise vote. A Committee Member may vote in person or by proxy. A proxy vote shall be in writing to the Committee Chair no less than 24 hours before said meeting.

2. Cessation of Membership

An individual may only cease to be a Member pursuant to a majority vote of the Board in its sole discretion.

Article VI - Board of Directors

The Board shall be comprised of volunteer Directors, responsible to the Military Community for the overall governance and management of the Calgary MFRC.

1. Composition of the Board
   The Board must be comprised of:
   a. A minimum of 5 voting members and not more than 12 voting members;
   b. At least 51 percent of military family members as defined in Article V;
   c. The Executive Director shall be an Ex-Officio member of the Board; and
   d. A CAF member shall act as an Ex-Officio Member of the Board and shall represent and report to the Commander of 3 CDSG Edmonton or such other Military Organization as designated by MFS Policy.

2. Past Chair
   a. The Past Chair shall be the immediate preceding Chair. The Board may avail itself of a Past Chair to provide support and corporate knowledge to the incoming Chair, as requested by the latter, for a period of one year. Any and all intellectual property belonging to the Calgary MFRC must be provided to the incoming Chair.
   b. The Past Chair may provide the following assistance:
      i. Mentor the incoming Chair;
      ii. Provide advice, support or information to the incoming Chair; and
      iii. Serve as an Ex-Officio Member and attend a Board and/or Committee Meeting as an advisor to, upon invitation by the Board.

3. Board Power
   The Board shall manage any Calgary MFRC affair(s), and is responsible for overall management and any governance function, including:
   a. policy development;
   b. program development and evaluation;
   c. fiscal management;
   d. strategic planning; and
   e. the hiring, evaluation and termination of the Executive Director.
   f. Governance
   g. Risk mitigation oversight

The Board shall delegate the day-to-day management or any operational function of the Calgary MFRC to the Executive Director. The Executive Director shall hire or contract Staff to fulfill any goal, as established by the Board.

4. Election of a Director
   Any Director(s) may be appointed in the following manner:
   a. Between AGMs and shall hold office until confirmed at the next AGM after their appointment; and
   b. A Director shall be elected at the AGM.

   After quorum is satisfied, election by either manner shall occur by show of hands or, if requested, by secret ballot.

5. Term of Office
   A Director shall be elected for a term of three (3) years and, if eligible, can serve a maximum of three (3) terms, to a maximum tenure of nine (9) years.

   The term shall begin when a Director joins the board during the year or at the AGM.

   For continuity, the Board will ensure, to the greatest extent practical, that no more than one-third of the Directors' terms expire in any year.

   Once any Director has held the position of Chair, for any initial or re-elected term(s) as applicable, that Director shall be precluded from remaining on the Board.

   Any current Director who is a member of the Board when the bylaws are enacted (Sept 2018) shall be subject to the term limit of nine years.

6. Vacancy
   When an individual ceases to be a Director before the expiration of their term for any cause, the Board may appoint a Member who is eligible to fill the vacancy until the AGM. The individual may then be nominated at the next AGM to be a Director in the next term. If a vacancy occurs in the position of the Chair, the Vice-Chair shall assume that position until a new Chair is elected.

7. Cessation of the Board
   An individual shall cease to be a Director or cease to be a member of the Executive Committee, as the case may be, upon the occurrence of any of the following events:

   a. On completion of their term, in good standing;
   b. By delivering their resignation in writing to the Secretary;
   c. By breach of the Volunteer Code of Ethics and/or the Board of Director's Agreement executed by each Director of the Board;
   d. On their death or incapacity;
   e. Has made an assignment into bankruptcy or has entered a Voluntary Assignment of Debts; or
   f. Expelled as a Director or removed from their position on the Executive Committee, as the case may be, by a Special Resolution of the Board, passed at a Special Board Meeting:
      i. A brief statement shall accompany the notice of Special Resolution for expulsion or removal, including but not limited to a failure to attend three consecutive Board meetings without sufficient reason as accepted by the Board or behavior or action in contradiction of any Calgary MFRC's policy, procedure or protocol;

ii. The reason for the proposed expulsion or removal and the person who is the subject of the proposed resolution for the expulsion shall be given an opportunity to be heard at the meeting before the Special Resolution is put to a vote through a secret ballot; and
iii. Expulsion or removal of any Director or member of the Executive Committee shall require at least 70% of the votes cast.

8. Remuneration
A Director shall serve without remuneration but may be paid or reimbursed, at the discretion of the Board, for pre-approved expenses, incurred in the process of carrying out their Director responsibilities.

9. Conflict of Interest
Any Director who has a real or perceived conflict of interest in relation to any business of the Board shall declare the relevant conflict prior to the discussion and remove themself from the meeting until the conclusion of business relevant to the conflict.

10. Rules of Order
Any meeting shall follow *Robert's Rules of Order* (2011), or amendments thereto, to ensure business is conducted in an organized and professional fashion.

11. Others Present
An individual, as the Board shall determine from time-to-time by resolution, *may* be invited to attend in person, or by their delegate, at a meeting of the Board to make representations regarding the subject-matter of the invitation and shall not be permitted to attend the entire Board meeting.

12. Nomination
Any candidate nominated for the Board of Directors shall be put forward via the GN&HR Committee at the AGM shall be of a minimum of the age of eighteen (18) years in age, be a Canadian citizen and be a resident of the Calgary MFRC region.

Article VII - Board Executive Committee

The Board's Executive Committee shall be comprised of a Chair, Vice-Chair, Secretary and Treasurer elected by the Board from among its Directors. The Executive Committee shall exercise such power as is authorized by the Board and will be a permanent standing Committee.

1. Duties of an Executive Member:

   a. Chair
      i. When present, preside at any meeting (AGM, Board, Executive, Special);
      ii. Cast a vote only in the case of a tie;
      iii. Supervise the governance, and operations of the Board;
      iv. Confirm that any order or resolution of the Board is carried into effect;
      v. Act as a signing officer with the Calgary MFRC;
      vi. Have responsibility for the general supervision and direction of all other officers of the Calgary MFRC, and shall see that their duties are properly performed;

vii. Report to the Board all matters within his or her knowledge, in which the interests of the Calgary MFRC require to be brought to its notice;
viii. See to the submission to the Board of an annual report and financial statements of the business and submit the same to Members, together with the auditor's report that accompanies the financial statements at the Annual General Meeting;
ix. Shall be an *ex-officio* member of all committees;
x. Any other duty or power from time to time as assigned by the Board;
xi. The Executive Director shall report directly to the Chair and through the Chair to the Board of Directors;
xii. Serve as a media spokesperson in collaboration with the Executive Director; and
xiii. Shall represent the Calgary MFRC and its Board of Directors at identified internal and external events.

b. <u>Vice-Chair</u>
i. Shall be vested with all the powers and shall perform all the duties of the Chair in the absence of the latter from his or her office;
ii. Act as a signing officer with the Calgary MFRC; and
iii. Any other duty or power from time to time as assigned by the Board.

c. <u>Treasurer</u>
i. Act as a signing officer with the Calgary MFRC;
ii. Present regular financial statements at meetings of the Board and Executive Committee;
iii. Present an annual report showing any receipt, payment or balance on hand;
iv. Work closely with the Executive Director in monitoring the budget and advising the Board of a forthcoming expenditure, problem or any other financial management issue; and
v. Liaise with the accountant on a regular basis.

d. <u>Secretary</u>
i. Record any vote or minutes of any meeting (AGM, Board, Executive or Special) and distribute these to any appropriate individual for approval at a subsequent meeting;
ii. Provide notice of any meeting to appropriate individuals;
iii. Be responsible for any book, document, record or correspondence belonging to the Board or delegate same to the Executive Director;
iv. Shall give or cause to be given, notice of all meetings of the Members and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or by the Chair.
v. Act as a signing officer with the Calgary MFRC; and
vi. Perform any other duty from time to time as prescribed by the Board or Executive Committee, pursuant to their office.

The offices of the Secretary and Treasurer may be held by one individual if necessary, and will be known as the Secretary-Treasurer.

2. Term
The Executive Committee shall be elected at the first board meeting after the AGM and shall hold office for an initial term of three (3) years and may be elected by the board for additional terms.

3. Power
During the interval between Regular Board Meetings, the Executive Committee has the authority to exercise any power of the Board, unless otherwise specified by the Board, in the Board's management.

4. Procedure
    a. The Executive Committee shall keep minutes of each meeting, in which any action taken by it shall be recorded;
    b. At least a summary of the Minutes of the Executive Committee shall be submitted to the Board at the next Regular Board Meeting;
    c. From time to time there may be cause to have the Executive Committee vote via email due to time constraints. These votes will be added to the Minutes of the Executive Committee as a Secretarial Note to the next Board Meeting Minutes with the email chain, confirming the vote, attached.
    d. Executive Committee Minutes become a public record once the Board approves and incorporates them into the relevant Board Minutes.

5. Other Board Directors Present
Each Director shall be entitled to speak but not vote at any meeting of the Executive Committee at which they are present. However, no Director who has not been elected to the Executive Committee shall be entitled to notice of any Executive Committee Meeting, and their presence shall not be included for the purpose of calculating a Quorum.

Article VIII - Committees

1. A Standing Committee
The Board may appoint from time to time a Standing Committee(s) as may be deemed necessary to carry out any objective of the Calgary MFRC or to advise the Board. The Board shall prescribe any duty or Term of Reference for such Committee. The Chair of a Standing Committee shall always be a Director and shall be appointed by the Board. The Executive Committee is a permanent Standing Committee. A committee other than the Executive Committee may include Staff of the Calgary MFRC as well as a representative from the Military Community and a member(s) of the public.

2. Ad Hoc Committee
There may be an Ad Hoc Committee(s) for any such purpose as the Board or the Executive Committee may determine by resolution from time to time. The Chair of an Ad Hoc Committee(s) shall be a Director and shall be appointed by the Board. Such a committee may include Staff of the Calgary MFRC as well as a representative(s) from the Military Community and a member(s) of the public.

The existence of each Ad Hoc Committee shall be terminated automatically upon:
    a. The completion of its mandate; and
    b. A resolution to that effect by the Board or Executive Committee by which it was constituted.

3. <u>Rules</u>
   Except as otherwise provided by a By-Law of the Calgary MFRC, any committee other than the Executive Committee is subject to any of the following Rules:
   a. The Committee Chair shall be appointed by the Board for a term of 1 year and may be reappointed for additional terms as resolved by the Board;
   b. The Chair is an Ex-Officio member of all standing committees;
   c. The Board may appoint Community Members to the Committee upon the recommendation of the Governance, Nominating & Human Resources (GN&HR) Committee;
   d. The Committee shall meet at least annually and more frequently at the will of the Committee Chair or as required by its terms of reference or as requested by the Board;
   e. The Committee shall be responsible, and report in writing after each meeting, to the Board; and
   f. The Committee may establish its own rules of procedure, may appoint a sub-committee, and may decide on the number of members; and
   g. The Executive Director shall be an *ex-officio* member of all committees.

4. <u>Nominating</u>
   The GN&HR Committee shall be responsible for the nominating function of the Calgary MFRC. The Committee shall:
   a. Prepare a slate of one or more candidates for any Board of Director positions that become vacant during the calendar year or for all Board of Director positions which expire during the AGM;
   b. Accept any additional written nomination for a Board of Director position any time prior to the annual election at the AGM, which shall not preclude the Chair from accepting a further nomination from the floor at the time of the AGM election; and
   c. Make a recommendation to the Board of an individual to fill a vacancy in any Board of Director position or on a committee that occurs throughout the year.

Article IX - Staff Appointment

The Board shall hire an Executive Director to carry out the day-to-day management and administration of the Calgary MFRC and any other duty that shall from time to time be prescribed by the Board:

1. Any duty of the Executive Director shall be contained in the contract approved by the Board;
2. Hiring for any other existing Staff position shall be conducted and approved by the Executive Director, subject to the alignment with the strategic objectives of the Calgary MFRC and any budgetary constraints; and
3. Creation of a new Staff position(s) shall be subject to the Board's approval.

Article X - Fiscal Year

The fiscal year for the Calgary MFRC shall be April 1 through March 31.

Article XI - Execution of Documents

1. <u>Financial Transaction</u>
    a. Any cheque, bill of exchange or other order for the payment of money, notes or the evidence of indebtedness issued in the name of the Calgary MFRC shall be signed as outlined in Article VII Section 1(a)(5), (b)(1), and (c)(1) and in such manner as shall be determined by resolution of the Board from time to time.
    b. Any cheque must have two (2) signatures.
    c. All cheques, drafts, or money orders shall be stamped using the Calgary MFRC's banking stamp for deposit.

2. <u>Documentation</u>
    A contract requiring execution by the Calgary MFRC shall be:
    a. Authorized by resolution of the Board;
    b. signed by two Executive Committee members, including either the Chair, Vice-Chair and either the Secretary or Treasurer.;
    c. The seal of the Calgary MFRC shall, when required, be affixed to contracts executed in accordance with the foregoing or an Affidavit Verifying Corporate Signing Authority shall be attached.
    d. Any amendments required to any contract authorized by the Board shall be placed before it for review and ratification in order for it to be binding thereafter upon the Calgary MFRC.

    Any document so signed is binding upon the Calgary MFRC without any further authorization or formality. The Board may from time to time appoint any Director or Staff on behalf of the Calgary MFRC to sign any non-contractual document(s) generally, or to sign a specific document.

3. <u>Books and Records</u>
    The Board shall ensure that any book or record of the Calgary MFRC required to be kept by a By-law or by any applicable statute are kept and stored at the designated Office of the Calgary MFRC and secured, as required.

Article XII - Borrowing Arrangements

1. Subject to a limitation set out in a By-Law or in the Articles of the Calgary MFRC, the Board may:
    a. Borrow money on the credit of the Board; and
    b. Limit its borrowing power to monies required for any current operating expense.
2. From time to time, the Board may authorize any Director or Staff to negotiate:
    a. Any term or condition of the loan thereof;
    b. The security to be given therefore;
    c. Powers to vary or modify such the term or condition of the loan;
    d. To give such additional security as the Board may authorize;
    e. And generally, to manage, transact and settle the borrowing of the loan by the Calgary MFRC Board; and
    f. Subject, however, to Article XI 2, above and duly recorded in the Minutes of the Board.

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ARTICLE XIII – INVESTMENTS INSERTED TO SATISFY MFS REQUIREMENTS AND SUBSEQUENT SECTIONS RE-NUMBERED.

Article XIII - Investments

a. Surplus funds shall only be invested in GICs, term deposits, money market funds, or similar "Cash-Equivalent" vehicles; and
b. All other types of investments are strictly prohibited.

Article XIV - Audit

At each AGM, an independent auditor shall be appointed to conduct an annual audit of the Calgary MFRC accounts. This individual or corporation, as the case may be, will hold this appointment until the next AGM.

If the office of the auditor becomes vacant before the term is completed, the vacancy shall be filled by an appointment made by the Board.

The Board shall fix the auditor's remuneration. Any book of the Calgary MFRC must be audited once annually, at the end of the fiscal year.

Article XV - Indemnity

The Board will at all times, and at the expense of the Calgary MFRC, carry Directors' and Officers and Liability Insurance.

The Board hereby agrees to indemnify and save harmless the Directors for all actions undertaken by them on behalf of the Calgary MFRC acting in good faith, provided that no Director shall be indemnified by the Calgary MFRC in respect of any liability, costs, charges or expenses that he or she sustains or incurs as a result of his or her own fraud, dishonesty, willful neglect or willful default.

No Director shall be liable for the acts or omissions of any other Director, employee or contractor of the Calgary MFRC or for any loss, damage or expense suffered by the Calgary MFRC through the insufficiency or deficiency of title to any property acquired by order of the Board, or in respect of any deficiency of any security in or upon which any monies of the Society shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of the Society shall be deposited or for any loss occasioned by any error of judgment or oversight on his or her part, or for any loss or damage which may occur in the execution of the duties of his or her office, in relation thereto or in respect of any other act or omission of a Director in his or her capacity as such causing loss, damage or expense, unless the same shall happen through his or her own fraud, dishonesty, willful neglect or willful default.

Article XVI - Amendments

A Calgary MFRC By-Law may be enacted, repealed, amended, altered, added to, or re-enacted by Special Resolution in accordance with a following conditions:

c. Notice of any proposed amendment as approved by the Board shall be presented to the Secretary not less than thirty (30) days prior to the date of the AGM or Special Meeting called for that purpose;

d. A copy of any change(s) will be posted in the Calgary MFRC and on its website at least twenty-one (21) days before the meeting at which it will be voted upon to enable any Calgary MFRC member to be informed of any proposal; and
e. A 75 percent majority of votes cast by any attendee eligible to vote at the AGM or Special Meeting is required for any change to be adopted.

Article XVII - Inspection of Books and Records by Members

A book or record of the Calgary MFRC may be inspected by any Member at any time upon giving twenty-one (21) days' notice in writing, either by email or in-person, and arranging a time satisfactory to the Executive Director.

Each Director of the Board shall at any time have access to any such book or record.

Article XVIII - Custody and Use of the Seal of the Society

The Executive Director shall have charge of the seal of the Calgary MFRC and shall be utilized as authorized in accordance with Article XI 2, above.

Article XIX - Dissolution

No Members of the Calgary MFRC will have a claim in or to the property and assets of the Calgary MFRC upon the dissolution of the Society. Should the Calgary MFRC be dissolved, any property and assets remaining after payment of all debts and liabilities shall be transferred to a charitable organization(s) which provides services to families of the Canadian Military community, whether active, reserve or retired.

Effective Date

Any by-law shall come into force without further formality upon enactment.

THE FOREGOING IS HEREBY CERTIFIED TO BE A TRUE COPY OF THE BYLAWS OF THE CALGARY MFRC ADOPTED AT [MEETING] OF THE CALGARY MFRC MEMBERS HELD AT CALGARY, AB ON [DATE].

CHAIR	SECRETARY
DATE	DATE