

BYLAWS

ARTICLE I: GENERAL

1.1 Bylaws - These Bylaws relate to the general conduct of the affairs of the Grande Prairie Piranhas Swim Club, a Society incorporated under the Alberta Societies Act.

1.2 Definitions - The following terms have these meanings in these Bylaws:

- a) Act - the Alberta Societies Act, as amended.
- b) Auditor - an individual or firm appointed by the Members at the Annual General Meeting to review the books, accounts, and records of the Society for a report to the Members at the next Annual General Meeting.
- c) Board- the Board of Directors of the Society.
- d) Bylaws - a statement comprising the Society's rules for its meetings and affairs.
- e) Days- will mean days irrespective of weekends and holidays.
- f) Director - an individual elected or appointed to serve on the Board pursuant to these Bylaws.
- g) Executive Committee - A committee composed of the Officers of the Society to oversee the implementation of Board policies during intervals between meetings of the Board.
- h) Officer - an individual elected or appointed to serve as an Officer of the Society pursuant to these Bylaws.
- i) Ordinary Resolution - a resolution passed by not less than a majority of the votes cast at a meeting of the Board, meeting of the Executive or a meeting of Members.
- j) Society - Grande Prairie Piranhas Swim Club.
- k) Special Resolution - a resolution passed by no less than two-thirds of the votes cast at a meeting of Members for which proper notice has been given.

1.3 Head Office-The head office of the Society will be located at all times within the Province of Alberta.

1.4 Corporate Seal - The Society may have a corporate seal which may be adopted and may be changed by resolution of the Board. The Corporate Seal will remain at the Head Office of the Society and will only be used at the direction of the Board.

1.5 No Gain for Members -The Society will be carried on without the purpose of gain for its Members and any profits or other accretion to the Society will be used in promoting its objectives.

1.6 Ruling on Bylaws - Except as provided in the Act, the Board will have the authority to interpret any provision of these Bylaws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the Society.

1.7 Conduct of Meetings- Unless otherwise specified in the Act or these Bylaws, meetings of Members and meetings of the Board will be conducted according to Roberts Rules of Order (current edition).

1.8 Interpretation- Words importing the singular will include the plural and vice versa, words importing the masculine will include the feminine and vice versa, and words importing persons will include bodies corporate.

1.9 Affiliation - The Society will maintain affiliation with Swimming Natation Canada and Swim Alberta and will adhere to their rules and regulations relating to the conduct of aquatic competitions and related matters.

ARTICLE II: MEMBERSHIP

Categories of Membership

2.1 Categories -The Society has six (6) categories of Membership:

- a) Swimmer Members;
- b) Associate Members;
- c) Parent Members;

- d) Official Members;
- e) Honorary Members;
- f) Voluntary Members.

Qualifications for Membership

2.2 Swimmer Member - Any individual, who is a competitive swimmer (excluding Masters swimmers who are deemed Associate Members), has applied for membership, has agreed to abide by the Society's bylaws, policies, rules and regulations and is registered as a member with the Society.

2.3 Associate Member - Any individual, who is engaged with the Society's recreational or Masters programs, has applied for membership, has agreed to abide by the Society's bylaws, policies, rules and regulations, and is registered as a member with the Society.

2.4 Parent Member - Any individual who is a parent/guardian of a Swimmer Member under the age of eighteen (18), has agreed to abide by the Society's bylaws, policies, rules and regulations and is registered as a member with the Society.

2.5 Official Member - Any individual who is a coach, manager, official, referee, or administrator who has agreed to abide by the Society's bylaws, policies, rules and regulations and is registered as a member with the Society.

2.6 Honorary Member - Any individual or organization approved by majority vote of the Board of Directors who has contributed greatly to the development or promotion of the sport of swimming.

2.7 Volunteer Member - Any individual who will contribute towards helping assist the club toward goals.

Admission of Members

2.8 Admission of Members - No individual or entity will be admitted as a Member of the Society unless:

- a) The candidate member has made an application for membership in a manner prescribed by the Society;
- b) The candidate member has agreed to comply with these bylaws and the policies and procedures of the
- c) Society;
- d) The candidate member is and has always been a member in good standing, free of criminal convictions, unless by approval of the Board of Directors;
- e) If the candidate member was at any time previously a Member, the candidate member was a Member in good standing at the time of ceasing to be a Member;
- f) The candidate member has paid dues as prescribed by the Board; and
- g) The candidate member has been approved by majority vote as a Member by the Board or by any committee or individual delegated this authority by the Board.

Membership Dues

2.9 Year - Unless otherwise determined by the Board, the membership year of the Society will be September 1 – August 31.

2.10 Duration - Membership is accorded on an annual basis and all Members, excluding Honorary Members, will reapply for membership each year.

2.11 Dues - Membership dues are collected as part of the registration fees.

Withdrawal and Termination of Membership

2.12 Resignation - A Member may resign by delivering written notice of such resignation to the Secretary, which resignation will take effect upon delivery.

2.13 May Not Resign - A Member may not resign from the Society when the Member is subject to disciplinary investigation or action of the Society.

2.14 Arrears - A Member will be expelled from the Society for failing to pay membership dues or money owed to the Society by the deadline dates prescribed by the Society or otherwise fails to comply with all other registration policies of the Society.

2.15 Discipline - In addition to expulsion for failure to pay membership dues, a Member may be suspended or expelled from the Society in accordance with the Society's policies and procedures relating to discipline of Members.

2.16 Removal - A Member may be removed by special resolution of the voting Members present at an Annual General Meeting or Special Meeting, provided the Member has been given fourteen (14) days' written notice of and the opportunity to be present and to be heard at such a meeting.

Good Standing

2.17 Definition - A Member of the Society will be in good standing provided that the Member:

- a) Has not ceased to be a Member;
- b) Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
- c) Has completed and remitted all documents and certifications as required by the Society;
- d) Has complied with the Bylaws, policies, rules and regulations of the Society;
- e) Is not subject to a disciplinary investigation or action by the Society, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
- f) Has paid all required membership dues.

2.18 Cease to be in Good Standing - Members who cease to be in good standing, as determined by the Board of Directors, will not be entitled to vote at meetings of Members and, where the Member is a Director, at meetings of Directors, or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing as set out above.

Rights and Responsibilities of Members

2.19 Responsibilities – Members are expected to remain in Good Standing with the Society at all times.

2.20 Rights – Members in Good Standing are entitled to all rights available to their category of membership, including voting at Annual and Special meetings of the membership (Parent Members and Swimmer Members), serving on the Board of Directors of the Society and serving on committees of the Society.

ARTICLE III: MEETINGS OF MEMBERS

3.1 Types of Meetings - Meetings of Members will include Annual General Meetings and Special Meetings.

3.2 Special General Meeting - A Special General Meeting of the Members may be called at any time by the President, by the Board of Directors or upon the written requisition of ten (10%) percent or more of the voting Members of the Society. Agenda of special meetings will be limited to the subject matter for which the meeting was duly called.

3.3 Location and Date -The Society will hold meetings of Members at such date, time and place as determined by the Board. The Annual General Meeting will be held within fifteen (15) months of the last Annual General Meeting.

3.4 Notice - Notice of meetings of Members will be posted on the Society's Website at least thirty (30) days prior to the date of the meeting and written notice will be given to all voting Members at least thirty (30) days prior to the date of the meeting. Notice will contain a proposed agenda and reasonable information to permit Members to make informed decisions.

3.5 Adjournment - Any meetings of Members may be adjourned to any time and place as determined by the Board and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice will be required for any adjourned meeting.

3.6 Agenda -The agenda for the Annual General Meeting will at least include:

- a) Call to order
- b) Establishment of Quorum
- c) Appointment of Scrutineers
- d) Approval of the Agenda
- e) Declaration of any Conflicts of Interest
- f) Adoption of Minutes of the previous Annual Meeting
- g) Board, Committee and Staff Reports
- h) Report of Accountants
- i) Appointment of Accountants
- j) Business as specified in the meeting notice
- k) Election of new Directors
- l) Adjournment

3.7 New Business - Any Member who wishes to have new business placed on the agenda of a meeting will give written notice to the Society at least ten (10) days prior to the meeting date or upon the sole discretion of the President or designate.

3.8 AGM Quorum - Twenty (20) voting Members will constitute a quorum.

3.9 Closed Meetings - Meetings of Members will be closed to the public except by invitation of the Board.

Voting at Meetings of Members

3.10 Voting Privileges - Members will have the following voting rights at all meetings of Members:

- a) Swimmer Members eighteen (18) years of age and older may attend meetings of members and are entitled to one (1) vote.
- b) Associate Members eighteen (18) years of age and older may attend meetings of members but are not entitled to vote.
- c) Parent Members may attend meetings of members are entitled to one (1) vote per parent, regardless of the number of their Swimmer Members registered with the Society.
- d) Official Members eighteen (18) years of age and older may attend meetings of members but are not entitled to vote.
- e) Honorary Members eighteen (18) years of age and older may attend meetings of member but are not entitled to vote.

3.11 Proxy Voting- Voting Members may vote at meetings of the Society by proxy if:

- a) The Voting Member notified the Society in writing at least two (2) days prior to any meeting of the Society of an appointment of a proxy holder who is a voting member;
- b) The proxy is received by the Society prior to the start of the meeting;
- c) The proxy clearly states the date of the specific meeting; and
- d) The proxy clearly states to whom the proxy is given (a maximum of two proxies per person).

3.19 Scrutineers - At the beginning of each meeting, the Board may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.

3.20 Determination of Votes - Votes will be determined by a show of hands, in writing, or orally, unless a secret or recorded ballot is requested by the majority of those Members voting.

3.21 Majority of Votes - Except as otherwise provided in the Act or these Bylaws, the majority of votes of Members present who vote will decide each issue. In the case of a tie, the issue is defeated.

3.22 Minutes of Members Meetings - Minutes of Members meeting will be available to the members.

ARTICLE IV: GOVERNANCE Composition of the Board

4.1 Directors - The Board will consist of a minimum of seven (7) Directors and a maximum of eleven (11) Directors.

4.2 Composition of the Board - The Board of Directors of the Society will consist of the following:

- a) President
- b) Vice-President
- c) Secretary
- d) Treasurer
- e) Seven (7) Directors-at-Large
- f) Immediate Past President - Ex-Officio

Election of Directors

4.3 Eligibility - Any Voting Member who is eighteen (18) years of age or older and is not an employee of the Society may be nominated for election as a Director.

4.4 Nominating Committee - The Board may appoint a Nominating Committee which will be comprised of three (3) Members of the Society as appointed by the Board of Directors. The Nominating Committee will be responsible to solicit nominations for the election of the Board of Directors and may nominate additional candidates for the election of Board of Directors.

4.5 Nomination - Any nomination of an individual for election as a Director will include the written consent of the nominee by signed signature; and be submitted to the Head Office of the Society seven (7) days prior to the Annual General Meeting.

4.6 Nominations from the Floor - Nominations from the floor for election of a Director may be accepted upon the approval of twenty-five percent (25%) of the voting Members in attendance at the meeting and must include the written consent of the nominee.

4.7 Incumbents - Individuals currently on the Board of Directors wishing to be re-elected are not subject to nomination but must notify the Nominating Committee seven days before the election of their interest for re-election.

4.8 Circulation of Nominations - Valid nominations for positions as Directors will be circulated to voting Members at the Annual General Meeting prior to the elections.

4.8 Election - The election of Directors will take place as follows:

- a) President, Secretary and three (3) Directors at Large will be elected by the voting member at the Annual General Meeting held in odd numbered years.
- b) Vice-President, Treasurer and four (4) Directors at Large will be elected by the voting members at the Annual General Meeting held in even numbered years.

4.10 Decision - Elections of Directors at Large will be decided by majority vote of the voting Members in accordance with the following:

- a) One Valid Nominations - Winner declared by member vote.
- b) Two or More Valid Nominations - Winner is the nominee receiving the greatest number of votes.
- c) In the case of a tie, a runoff vote will be conducted.
- d) Only those nominees tied for the position will appear on the ballot. The nominee receiving the greatest number of votes will be declared the winner. Additional runoff votes may occur if required. If there continues to be a tie after three runoff votes, the winner will be decided by the Board of Directors by resolution.

4.11 Terms - Elected Directors will serve terms of two years unless they resign, are removed from, or cease to be a voting member. The Directors term of office will commence beginning from the Annual or Special general meeting at which they were elected. If a Director is no longer a voting member they will be removed from their position.

Immediate Past President

4.12 Immediate Past President - The Immediate Past President is defined as the immediate last person to occupy the position of President who completed their full term and was not re-elected as a Director.

4.13 Term of Immediate Past President - The Immediate Past President will serve a maximum term of two years, unless they resign, are removed from or vacate their office.

4.14 Vacancy of Immediate Past President - If there is no Immediate Past President, as defined in section 4.12, the position of Immediate Past President will remain vacant.

Resignation and Removal of Directors

4.15 Resignation - A Director may resign from the Board at any time by presenting his or her notice of resignation to the Board. This resignation will become effective the date on which the request is approved by the Board. Where a Director who is subject to a disciplinary investigation or action of the Society resigns that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

4.16 Vacate Office - The office of any Director will be vacated automatically if:
a) The Director is found by a court to be of unsound mind;
b) Upon the Director's death.

4.17 Removal - A Director may be removed by three-quarters vote of the voting Members present at an Annual General Meeting or Special Meeting, provided the Director has been given fourteen (14) days written notice of and the opportunity to be present and to be heard at such a meeting.

Filling a Vacancy on the Board

4.18 Vacancy - Where a Board Director position or the position of President, Vice-President, Treasurer or Secretary becomes vacant for whatever reason and there is still a quorum of Board Members, the Board may appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term of office.

Meetings of the Board

4.19 Call of Meeting - The meetings of the Board of Directors will be held at any time and place as determined by the President or a majority of the Board of Directors.

4.20 Notice - Written notice, served other than by mail, of Board Meetings will be given to all Directors at least three (3) days prior to the scheduled meeting. Notice served by mail will be sent at least fourteen (14) days prior to the meeting. No Notice of a meeting of the Board of Directors is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence.

4.21 Number of Meetings - The Board will hold a minimum of six (6) meetings per year.

4.22 Quorum - At any meeting of the Board of Directors, quorum will consist of at least fifty (50) percent of voting Directors holding office.

4.23 Voting - Each Director is entitled to one vote, excluding the Past President who is not entitled to vote. Voting will be by a show of hands, orally or via email unless a majority of Directors present request a secret ballot. Resolutions will be passed upon a majority of the votes being in favor of the resolution. The Chairperson is entitled to a second vote in the event of a tie.

4.24 No Proxies - Directors may not vote via proxy at meetings of Directors.

4.25 Closed Meeting – Meetings of the Board will be closed to general members of the public but are open to Members of the Society. Members of the Society may be invited to participate in Meetings of the Board at the request of the Board. Members of the Society may petition to present to the Board, provided approval by the Executive of the Board two weeks in advance of the Meeting of the Board.

4.25.1 Minutes of each Meeting of the Board shall be made available to all members of the Society by posting them digitally in an accessible area of the Club website.

4.26 Meetings by Telecommunications - A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Any Director who is unable to attend a meeting may participate in the meeting by telephone or other telecommunications technology. Directors who participate in a meeting by telephone or other telecommunications technology are considered to have attended the meeting.

Powers of the Board

4.27 Powers of the Society - Except as otherwise provided in the Act or these Bylaws, the Board has the powers of the Society and may delegate any of its powers, duties and functions.

4.28 Managing the Affairs of the Society - The Board may make policies, procedures, and manage the affairs of the Society in accordance with the Act and these Bylaws.

4.29 Discipline - The Board may make policies and procedures relating to discipline of Members, and will have the authority to discipline Members in accordance with such policies and procedures.

4.30 Dispute Resolution - The Board may make policies and procedures relating to management of disputes within the Society and all disputes will be dealt with in accordance with such policies and procedures.

4.31 Employment of Persons - The Board may employ or engage under contract such persons as it deems necessary to carry out the work of the Society.

4.32 Borrowing Powers - The Board may borrow money upon the credit of the Society as it deems necessary.

ARTICLE V: OFFICERS AND EXECUTIVE COMMITTEE

5.1 Composition - The Officers will be comprised of the President, Vice-President, Secretary and Treasurer.

5.2 Duties - The duties of Officers are as follows:

- a) The President will:
 - i. Be responsible for the general supervision of the affairs and operations of the Society; ii. Preside as Chairperson at the Annual and General Meetings of the Society and at meetings of the Board and the Executive Committee, unless an alternate Executive Member or Board Member has been appointed to Chair; iii. Be one of the signing officers of the Society; iv. Be the official spokesman of the Society; v. Oversee and supervise office staff; vi. Perform such other duties as may from time to time be established by the Board.
- b) The Vice-President will support and assist the President in all duties and will perform such other duties as may from time to time be established by the Board.
- c) The Treasurer will:
 - i. Ensure the Society keeps proper accounting records as required by the Act; ii. Ensure the Society collects and records all dues and other funds received by the Society, iii. Be one of the signing officers of the Society, iv. Ensure the retention of cancelled cheques and receipts,
 - v. Ensure any monies received by the Society are deposited in the Society's bank account, vi. Supervise the management and the disbursement of funds of the Society,
 - vii. When required, will provide the Board with an account of financial transactions and the financial position of the Society, viii. Ensure the preparation of annual budgets; and ix. Perform such other duties as may from time to time be established by the Board.
- d) The Secretary will:
 - i. Ensure the documentation of all amendments to the Society's Bylaws; ii. Ensure that all official documents and records of the Society are properly kept;
 - iii. Be one of the signing officers of the Society; iv. Ensure the production of the correspondences of the Board;
 - v. Ensure an up-to-date list of registered members is maintained; vi. Sent out any notice requirements as described herein;
 - vii. Cause to be recorded the minutes of all meetings of Members, Board of Directors and Committees of the Society; and viii. Perform such other duties as may from time to time be established by the Board.

5.3 Removal - An Officer may be removed by Special Resolution of the Board or by Special Resolution of the voting Members in a meeting, provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such a Special Resolution is put to a vote.

Executive Committee

5.4 Executive Committee -The executive Committee will be comprised of: a)

- President;
- b) Vice-President;
- c) Treasurer; and
- d) Secretary.

5.5 Authority - The Executive Committee will have the authority to oversee the implementation of Board policies during intervals between meetings of the Board, and will perform such other duties as are prescribed by these Bylaws or may be prescribed from time to time by the Board.

5.6 Call of Meeting - Meetings of the Executive Committee will be held at any time and place as determined by

the President or upon the request of any two (2) Executive Committee Members.

5.7 Notice - Written notice, served other than by mail, of Executive Committee Meetings will be given to all Executive Committee Members at least three (3) days prior to the scheduled meeting. Notice served by mail will be sent at least fourteen (14) days prior to the meeting. No notice of a meeting of the Executive Committee is required if all Officers waive notice or if those who are absent consent to the meeting being held in their absence.

5.8 Number of Meetings - The Executive Committee will hold at least four (4) meetings per year.

5.9 Quorum of the Executive – Quorum will consist of all members of the Executive’s voting members, unless specific circumstances exist to require a meeting with Executive members absent. The President maintains the authority to direct a meeting of the executive without quorum being achieved.

5.10 Voting - Each Executive Committee member is entitled to one vote and the President is entitled to a second vote in the case of a tie. Voting will be by a show of hands, electronically or orally on a conference call unless a majority of Executive Committee Members present request a secret ballot. Resolutions will be passed upon a majority of the votes being in favor of the resolution.

5.11 No Proxies - Executive Committee member are not entitled to vote via proxy.

5.12 Closed Meetings - Meetings of the Executive Committee will be closed to Members and the public except by invitation of the Board.

Other Committees

5.13 Appointment of Committees - The Board may appoint such committees as it deems necessary for managing the affairs of the Society and may appoint members of committees or provide for the election of members of committees, may prescribe the duties of committees, and may delegate to any committee any of its powers, duties, and functions except where prohibited by the Act, or these Bylaws.

5.14 Quorum - A quorum for any committee will be the majority of its voting members.

5.15 Terms of Reference - The Board may establish the terms of reference and operating procedures for all Committees and may delegate any of its powers, duties, or functions to any Committee.

5.16 Vacancy - When a vacancy occurs on any Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee's term.

5.17 President Ex-officio - The President will be an ex-officio (non-voting) member of all Committees of the Society.

5.18 Removal - The Board may remove any member of any Committee, or the Committee altogether.

5.19 Debts - No committee will have the authority to incur debts in the name of the Society. Remuneration

5.20 No Remuneration - All Directors, Officers, and members of Committees will serve their term of office without remuneration except for reimbursement of expenses as approved by the Board.

Conflict of Interest

5.21 Conflict of Interest - A Director, Officer, Executive Committee member or member of a committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Society will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction; will refrain from influencing the decision on such contract or transaction; and will otherwise comply with the requirements of the Act regarding conflict of interest.

ARTICLE VI FINANCE AND MANAGEMENT

- 6.1 Fiscal Year - The fiscal year of the Society will be September 1 to August 31 or such other period as the Board may from time to time determine.
- 6.2 Bank - The banking business of the Society will be conducted at such financial institution as the Board may designate.
- 6.3 Auditors - At each Annual General Meeting the Members will appoint an auditor to review the books, accounts, and records of the Society. The auditor will not be an Employee or a Director of the Society.
- 6.4 Books and Records - The necessary books and records of the Society required by these Bylaws or by applicable law will be necessarily and properly kept at the office of the Society. Any Member has the right to inspect those books and records upon request to the Board.
- 6.5 Signing Authority - All written agreements and financial transactions entered into in the name of the Society will be signed by two of the following: the President, the Vice-President, Treasurer, Secretary or authorized person. The Board of Directors may authorize other persons to sign on behalf of the Society.
- 6.6 Property - The Society may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.
- 6.7 Borrowing - The Society may borrow funds upon such terms and conditions as the Board may determine.

ARTICLE VII AMENDMENT OF BYLAWS

- 7.1 Voting - These Bylaws may only be amended, revised, repealed, or added to by a three-quarters (75 percent) affirmative vote of a special resolution. Upon affirmative vote, any amendments, revisions, additions or deletions will be effective immediately.
- 7.2 Notice in Writing - Notice in writing is to be delivered to the Board forty-five (45) days prior to the date of the meeting at which it is to be considered, and is to be delivered to voting Members thirty (30) days prior to meeting at which it is to be considered.

ARTICLE VIII NOTICE

- 8.1 Written Notice - In these Bylaws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail, or courier to the address of record of the Society, Director, or Member, as the case may be.
- 8.2 Date of Notice - Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed ore-mailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five days after the date the mail is post-marked.
- 8.3 Error in Notice - The accidental omission to give notice of a Meeting of the Directors or the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the Meeting.

ARTICLE IX DISSOLUTION

- 9.1 Dissolution - Upon the dissolution of the Society, any funds or assets remaining after paying all debts will be distributed to one or more organization with similar objectives as the Society as determined by the Board of Directors.

ARTICLE X INDEMNIFICATION

- 10.1 Will Indemnify - The Society will indemnify and hold harmless out of the funds of the Society each Director and Officer, their heirs, executors and administrators from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer.

10.2 Will Not Indemnify - The Society will not indemnify a Director or Officer or any other person for acts of fraud, dishonesty, or bad faith.

10.3 Insurance - The Society will, at all times, maintain in force such directors and officers liability insurance as may be approved by the Board of Directors.

ARTICLE XI ADOPTION OF THESE BYLAWS

11.1 Ratification - These Bylaws are ratified by a three-quarters (75 percent) affirmative vote of the Members of the Society present and entitled to vote at a Meeting of Members duly called and held on June 11, 2013.

11.2 Repeal of Prior Bylaws - In ratifying these Bylaws, the Members of the Society repeal all prior Bylaws of the Society provided that such repeal does not impair the validity of any action done pursuant to the repealed Bylaws.