
Proposed New Bylaws for MEMBER APPROVAL at 2017 AGM

PET THERAPY SOCIETY OF NORTHERN ALBERTA

BYLAWS

ARTICLE I PREAMBLE

1.1 THE SOCIETY

The name of the society is the Pet Therapy Society of Northern Alberta, which may also be referred to as PeTS or the Society.

1.2 THE BYLAWS

The following articles set forth Bylaws of the Pet Therapy Society of Northern Alberta.

ARTICLE II DEFINING AND INTERPRETING THE BYLAWS

2.1 DEFINITIONS

The following definitions shall apply to all parts of these Bylaws:

- 2.1.1 "Act" means the Societies Act of Alberta in its most current version;
- 2.1.2 "Board" means the elected Board of Directors of the Society pursuant to these Bylaws;
- 2.1.3 "Board Member" means a member of the Board of Directors of the Society;
- 2.1.4 "Bylaws" means the Bylaws of the Society;
- 2.1.5 "Board Term Year" refers to the year beginning with one Annual General Meeting and concluding with the subsequent Annual General Meeting;
- 2.1.6 "Directors" refers to the Officers plus all other Board Members;
- 2.1.7 "General Meeting" means a meeting at which all members in good standing are entitled to attend, and Voting Members in good standing are entitled to vote, and may be either an Annual General Meeting or a Special Meeting;
- 2.1.8 "Member" means a member of the Society in good standing;
- 2.1.9 "Member in good standing" means a member of the Society who is in compliance with these Bylaws;
- 2.1.10 "Officer" means the President, Vice-President(s), Secretary or Treasurer of the Board of Directors;
- 2.1.11 "Simple majority" means fifty (50) percent plus one (1) of the total number of voting members in attendance at any General or Special meeting, and fifty (50) percent plus one (1) of the total number of Board Members in attendance at a meeting of the Board;
- 2.1.12 "Society" means the Pet Therapy Society of Northern Alberta;

- 2.1.13 "Special Resolution" means:
- 2.1.13.1 A resolution passed at a General Meeting of the membership of this Society. There must be twenty-one (21) days' prior notice for this meeting. The notice must state the proposed resolution. There must be approval by a vote of 75% of the voting membership who vote in person or by proxy;
 - 2.1.13.2 A resolution proposed and passed as a Special Resolution at a General Meeting with less than twenty-one (21) days' notice. All the Voting Members eligible to attend and vote at the General Meeting must agree; or
 - 2.1.13.3 A resolution agreed to in writing by all of the Voting Members who are eligible to vote on the resolution in person or by proxy at a General Meeting.
- 2.1.14 "Voting Member" means a member of the Society in good standing entitled to voting privileges.

2.2 INTERPRETATION

- 2.2.1 The headings in the body of these Bylaws form no part of these Bylaws but shall be deemed to be inserted for the convenience of reference only.
- 2.2.2 In the event of any conflict between these Bylaws and the Act, the Act shall prevail.

ARTICLE III MEMBERSHIP

3.1 MEMBERSHIP YEAR

Membership in the Society shall be based on the calendar year of January 1st to December 31st.

3.2 CONDITIONS OF MEMBERSHIP

In order to acquire and sustain membership in the Society, a person must confirm, agree and comply with the following conditions:

- 3.2.1 That s/he has never been convicted of cruelty to animals;
- 3.2.2 That s/he shall abide by the Bylaws, rules, regulations, policies and procedures of the Society;
- 3.2.3 That her/his annual membership fee has been paid within 30 days of the current calendar year.
- 3.2.4 That s/he shall never act or perform in a manner which may be deemed contrary to the basic principles and objectives of the Society, or that would bring disrepute to the Society;
- 3.2.5 That s/he is not under suspension or expulsion by any animal association, organization or club, or by any recognized kennel club or registry body or other association incorporated under the Animal Pedigree Act;
- 3.2.6 That s/he shall only be associated to one animal visitation organization.

3.3 TYPES OF MEMBERSHIP

Membership in the Society shall be considered as individual - voting and honorary membership dependent on particulars of member and membership fee collected. There shall be two (2) types of membership in the Society. These types are as follows:

3.3.1 Individual - Voting

Individual voting membership is open to individuals who have completed the appropriate application and paid the prescribed membership fee. Individual voting members shall have all the rights and privileges provided for them under these Bylaws, and any other rules, regulations and policies determined by the Society from time to time. Voting members shall be entitled to one (1) vote per voting membership.

3.3.2 Honorary Membership

Honorary membership may be given by the membership of the Society to persons who have contributed significantly to the organization. This entitles the member to a honorary membership with all the regular privileges of a regular member, with voting rights.

3.4 MEMBERSHIP FEES

3.4.1 The annual membership fee for individuals shall be as directed from time to time by the Board of Directors and ratified by members at the Annual General Meeting prior to any increase in such fee.

3.5 DEFINITIONS

3.5.1 Membership is terminated if a member:

3.5.1.1 Resigns - any members who wishes to resign from the Society may do so upon written notice to the Board.

3.5.1.2 Failure to renew - a membership will be considered lapsed and automatically terminated if a member's membership fees remain unpaid thirty (30) days after the date of renewal. The Board may grant an additional grace period of delinquent members in meritorious or extenuating circumstances. In no case may members whose fees are not paid to be entitled to vote on any Society business, nor shall they be entitled to any of the privileges normally accorded to the membership of the Society. Regular membership shall be reinstated upon receipt of current dues without loss of membership continuity. Grandfather status will be revoked if not paid within 30 days after the date of renewal.

3.5.1.3 Expulsion - the Board of Directors or the membership may, by Special Resolution at a Special Meeting called for such a purpose, expel any Member for any cause which is deemed sufficient in the interests of the Society.

3.5.1.4 Death - The membership of a Member ends upon her/his death.

3.5.2 No person whose membership has been terminated for any reason whatsoever, shall have any claim upon the property belonging to the Society, or be entitled to any of the privileges normally accorded to the members of the Society. No refund of membership fees shall be provided to a person upon termination of her/his membership.

3.6 MEMBERSHIP RIGHTS AND PRIVILEGES

- 3.6.1 Membership in the Society and all the rights and privileges associated with that membership are not transferable to any other person.
- 3.6.2 No member shall have a personal claim upon any property belonging to the Society.
- 3.6.3 Members in good standing have the privilege of speaking and participating at meetings of the Society in order to further the mission, vision and objectives of the Society.
- 3.6.4 Members in good standing have the privilege of participating in programs of the Society for which they have been screened and approved by (an) authorized PeTS representative(s) according to these Bylaws and any other rules, regulations and policies determined by the Society from time to time.
- 3.6.5 Members in good standing have a right to copies of the society's Policies and Bylaws upon request.

3.7 MEMBER CONTACT INFORMATION

- 3.7.1 Members shall provide the Society with a current mailing address, telephone numbers and e-mail address, at the time of application of membership. Any subsequent change of mailing address, telephone number or e-mail address shall be provided to the Society in writing, within fifteen (15) days of such change.
- 3.7.2 Unless expressly stated otherwise in writing to the Board, members hereby consent and shall be deemed to have provided consent to the Society, as required by Personal Protection Act, to disclose their personal information, consisting of their name, address and contact information, for use by other members of the Society through the creation and distribution of a membership directory to all Society members.
- 3.7.3 No member shall disclose personal information on the membership directory to any individual or to any other organization, other than another member of the Society. Members shall use the personal information for matters relating to the affairs of the Society and for no other purpose.

ARTICLE IV MEETINGS OF THE SOCIETY

4.1 CONVENING OF MEETINGS

- 4.1.1 The Board shall call an Annual General Meeting once each calendar year as set out in these Bylaws by providing notice of such meeting to the membership in accordance with Bylaw 4.2.1.
- 4.1.2 The Board may call a Special Meeting of the Society at any time in accordance with Bylaw 4.2.1.
 - 4.1.2.1 On the written request of at least two-thirds (2/3) the of Board of Directors. The request must state the reason for the Special Meeting and the motion(s) intended to be submitted at this Special Meeting.
 - 4.1.2.2 On the written request of no less than ten percent (10%) of the total voting members or 20 voting members, whichever is less. The request must state the reason for the Special Meeting and the motion(s) intended to be submitted at such Special Meeting.

4.2 NOTICE

- 4.2.1 All notices to the membership shall be transmitted electronically to the last known e-mail or mailed to the last known mailing address in the records of the Society no less than twenty-one (21) days prior to the date of the meeting. Such notices are deemed received four (4) days, not including weekends and holidays, from the time they are transmitted electronically or deposited in a Canada Post mailbox.
- 4.2.2 The notice for a Special Meeting shall specify the date, time, location and the nature of the business coming before the Special Meeting. The notice shall also contain the text of any resolution to be submitted to the meeting. No Society business, other than that described in the Notice, may be transacted at a Special Meeting.

4.3 ANNUAL GENERAL MEETINGS

- 4.3.1 The Annual General Meeting of the members shall be held on or before April 30th of each calendar year. Such meetings shall be held on a date, at a time and at a location designated by the Board.
- 4.3.2 Members in attendance at an Annual General Meeting shall be provided with the following information:
 - 4.3.2.1 A report of the affairs of the Society for the previous year;
 - 4.3.2.2 An audited financial statement for the preceding fiscal year which includes the Society's income, disbursements, assets and liabilities and the auditor's report.
 - 4.3.2.3 A report of all changes the BOD has made to Policies during the previous year.
- 4.3.3 Agenda for the Meeting
The Annual General Meeting deals with the following matters:
 - 4.3.3.1 Adopting the agenda;
 - 4.3.3.2 Adopting the minutes of the previous Annual General Meeting and approval of the minutes of the previous General Meetings or Special Meetings that have occurred since the previous Annual General Meeting;
 - 4.3.3.3 Reviewing the financial statements setting out the Society's income, disbursements, assets and liabilities and the auditor's report;
 - 4.3.3.4 Appointing the auditors;
 - 4.3.3.5 Reports of the President, Board Members and Committees;
 - 4.3.3.6 Considering matters specified in the meeting notices;
 - 4.3.3.7 Electing the Members of the Board;
 - 4.3.3.8 Other specific motions that any member has given notice of fourteen (14) days before the meeting is called.

4.4 CHAIRPERSON

- 4.4.1 The Board may appoint an Independent Chairperson for any General, Special or informational Meeting.
- 4.4.2 In the absence of an independent chairperson the President, or in her/his absence, her/his designate, shall act as the Chairperson.
- 4.4.3 No person, while presiding as Chairperson of a General or Special Meeting, shall have the right to present any motion to the meeting, or have the right to vote on any motion.
- 4.4.4 The Chairperson does not have a second or casting vote in case of a tie vote. If there is a tie vote, the motion is defeated.

4.5 QUORUM

- 4.5.1 A quorum at any General or Special Meeting shall consist of voting members in good standing present in person or by proxy, representing no less than twenty percent (20%) of the total voting membership or 40 voting members, whichever is less.
- 4.5.2 Except as otherwise provided in these Bylaws, no business shall be transacted at any meeting of the Society unless a quorum of voting members in good standing is present.

4.6 LACK OF QUORUM

- 4.6.1 If a quorum is not present within one-half (1/2) hour at a properly convened meeting of the Society, the Chairperson cancels that meeting and a Special Meeting shall be held within fourteen (14) days.
- 4.6.2 If a quorum is not present within one-half (1/2) hour after the set time of that Special Meeting, those voting members in attendance shall constitute a quorum.

4.7 VOTING

- 4.7.1 Each holder of an individual voting membership is entitled to one (1) vote for each resolution presented at a General or Special Meeting.
- 4.7.1.1 Notwithstanding the above, members must be voting members in good standing and at least eighteen (18) years of age to be eligible to vote.
- 4.7.2 Members must be in attendance or submit proxy as stipulated in the AGM package for the General or Special Meeting to be eligible to vote.
- 4.7.3 Voting at any General Meeting shall be done by a show of hands or by ballot if requested by at least three Voting Members.
- 4.7.4 Except as otherwise stated in these Bylaws, any motion is considered to have been carried if a simple majority of the members eligible to vote at the General or Special Meeting vote in favour of the motion. Votes will be recorded "for" or "against" in the minutes.

4.8 ABSENTEE VOTING BY EMAIL BALLOT

- 4.8.1 A member entitled to vote at a meeting of members may vote by e-mail ballot provided the organization has a system that:
- 4.8.1.1 Enables the votes to be gathered in a manner that permits their subsequent verification

ARTICLE V MEETINGS OF THE SOCIETY

5.1 CONVENING OF MEETINGS

- 5.1.1 The Board shall be elected at the Annual General Meeting.
- 5.1.1.1 Members of the Board shall consist of four or five (4 or 5) Officers (President, Secretary, Treasurer and at least one (1) but no more than two (2) Vice Presidents) as well as at least three (3) but no more than five (5) other Directors. All of these members may collectively or individually be referred to as Directors of the Board.

5.2 ELIGIBILITY FOR NOMINATION AND ELECTION

- 5.2.1 Any voting member who has been in good standing and who is at least eighteen (18) years of age shall be eligible for nomination and election to the Board.

5.2.2 Notwithstanding the above, no member is eligible for nomination unless that member was present at the Annual General Meeting and accepted the nomination, or if unable to be present at the Annual General Meeting has before that meeting consented in writing to nomination as a Director.

5.2.3 No more than two (2) members from the same household may stand for nomination and election to the Board for any one term.

5.3 NOMINATIONS

5.3.1 Any voting member in good standing is eligible for election to the Board of Directors at the Annual General Meeting.

5.3.2 Nominations must be made and seconded by eligible voting members and accepted by the nominee.

5.4 TERMS OF OFFICE

The members of the Board shall hold office for two (2) years from the conclusion of the Annual General Meeting at which they were elected until the conclusion of the second Annual General Meeting. The Board at its discretion has the right to modify these terms to correct any imbalance.

5.5 DISQUALIFICATION AND REMOVAL FROM THE BOARD

5.5.1 The voting members may bring forth by resolution at a properly convened General or Special Meeting to remove an Officer or Director of the Board before the expiration of her/his term of office.

5.5.2 A position of a member of the Board shall be vacated if s/he:

5.5.2.1 Resigns her/his office by writing, under her/his hand, or electronically, sent to or delivered to an Officer of the Society;

5.5.2.2 Fails to comply with the conditions of membership set out in these Bylaws and is subsequently denied the privileges of membership of the Society;

5.5.2.3 Ceases to be a member of the Society;

5.5.2.4 Is discovered to have failed to comply with the Policies of the Board;

5.5.2.5 Misses more than two (2) consecutive Board Meetings without providing prior notice to the President;

5.5.2.6 Fails to carry out her/his duty under the direction of the Board.

5.6 CONFLICT OF INTEREST

5.6.1 Every member of the Board shall exercise the powers and discharge the duties of the office of member of the Board honestly and in good faith;

5.6.2 If a member of the Board has a material interest in any agreement, arrangement or transaction to which the Society is or is to become a party, that person:

5.6.2.1 Shall declare to the Board her/his interest in the agreement, arrangement or transaction;

5.6.2.2 Shall not vote in respect of any matter respecting that agreement, arrangement or transaction, and

5.6.2.3 Shall not be counted when determining whether a quorum exists when a vote or other action is taken in respect of the agreement, arrangement or transaction.

5.7 VACANCY ON THE BOARD

Where a vacancy occurs on the Board, the Board may appoint a person to fill that vacancy until the next Annual General Meeting, provided such person qualifies to hold office on the Board pursuant to these Bylaws.

5.8 POWERS AND AUTHORITY OF THE BOARD

The Board, subject to the Act, the Bylaws and any directions given it by a simple majority vote at any General Meeting, has the power and authority to control and manage the affairs of the Society, including but not limited to the authority to enter into contracts on behalf of the Society.

5.9 DUTIES OF THE BOARD

The Board shall:

- 5.9.1 Cause minutes to be kept of its proceedings which shall, unless the Board otherwise decides, to be the responsibility of the Secretary;
- 5.9.2 Cause minutes to be kept of General and Special Meetings which shall, unless the Board otherwise decides, to be the responsibility of the Secretary;
- 5.9.3 Cause proper books of account to be kept in respect of all sums of money received and expended by the Society, and the matters in respect of which such receipts and expenditures take place, the keeping of said books, unless the Board otherwise decides, to be the responsibility of the Treasurer;
- 5.9.4 Cause to be prepared proper accounts relating to all monies of the Society and the income and expenditures therefore, for each Annual General Meeting, such preparation, unless the Board otherwise decides, to be the responsibility of the Treasurer;
- 5.9.5 Provide access to review the minutes of the General and Special Meetings and the Board meetings, prepared in compliance with the Personal Information Protection Act, to any member requesting same in writing or by electronic transmission;
- 5.9.6 Provide copies of the financial statement presented at the Annual General Meeting and financial reports at Board meetings, prepared in compliance with the Personal Information Protection Act, to any member requesting same in writing or by electronic transmission for a fee. The Board shall determine such fee from time to time.
- 5.9.7 At all times keep and maintain in force, liability and property insurance for the Society, and Officers and Directors Liability Insurance;
- 5.9.8 Develop and at all times maintain a "Privacy Policy" which includes reasonable policies and practices that enable the Society to meet its obligations under the Personal Information Protection and the Act;
- 5.9.9 Establish and maintain;
 - 5.9.9.1 All general policies and long range objectives of the Society;
 - 5.9.9.2 A full record of past and current policy;
 - 5.9.9.3 A log of all policy changes.
- 5.9.10 Establish and adopt a budget for each fiscal year;
- 5.9.11 Establish committees as required to carry out the day-to-day operations of the Society and designate a Board contact for each committee; and
- 5.9.12 Be responsible for the enforcement of the Bylaws of the Society.

5.10 DUTIES OF THE OFFICERS AND DIRECTORS

- 5.10.1 The Officers of the Board are the President, Vice President(s), Secretary and Treasurer.
 - 5.10.1.1 Other directors of the Board shall be referred to as Directors.

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- 5.10.2 The President or, in the event of her/his absence or disability, the Vice President shall:
- 5.10.2.1 Be responsible for the daily execution of the business of the Society under the direction given by the Board;
 - 5.10.2.2 At each Board Meeting, provide the Board with a report on the operations of the Society;
 - 5.10.2.3 Provide recommendations to the Board and Committees on matters which may affect the operations of the Society;
 - 5.10.2.4 Preside as Chair at meetings of the Society, unless the Board has appointed an Independent Chairperson, and Board Meetings;
 - 5.10.2.5 Be a signing authority for the Society, always however subject to the direction of the Board.
- 5.10.3 The Vice President or, in the event of her/his absence or disability, another member of the Board designated by the Board:
- 5.10.3.1 Shall keep informed on key issues in support of the President and be prepared to serve in the absence of the President if necessary;
 - 5.10.3.2 Chair at least one major committee as directed by the Board;
 - 5.10.3.3 If requested by the Board, be a signing authority for the Society, always however subject to the direction of the Board;
 - 5.10.3.4 Shall carry out duties under the direction of the Board.
- 5.10.4 The Secretary or, in the event of her/his absence or disability, another member of the Board designated by the Board shall:
- 5.10.4.1 Be responsible for the preparation, assembly and distribution of agenda material and minutes prior to each General or Special Meeting of the Society and scheduled meetings of the Board;
 - 5.10.4.2 Record and maintain all the minutes of General and Special Meetings of the Society and meetings of the Board;
 - 5.10.4.3 Be responsible for all correspondence of the Society, and the distribution of general correspondence under the direction of the Board;
 - 5.10.4.4 Be responsible for the keeping of the Seal of the Society;
 - 5.10.4.5 Be a signing authority for the Society, always however subject to the direction of the Board;
 - 5.10.4.6 Have charge of the logo of the Society and the authentication of the logo whenever and however it is used;
 - 5.10.4.7 Carry out her/his duties under the direction of the Board.
- 5.10.5 The Treasurer or, in the event of her/his absence or disability, another member of the Board designated by the Board shall:
- 5.10.5.1 Prepare an annual budget for the next fiscal year of the Society for submission to the Board at least thirty (30) days prior to the end of the current fiscal year;
 - 5.10.5.2 Receive all monies paid to the Society and deposit the same into an account belonging to the Society as the Board may direct;
 - 5.10.5.3 Submit a copy of all accounts and invoices payable by the Society to the Board for review and pay all invoices according to their terms or as otherwise directed by the Board;

- 5.10.5.4 Properly account for all the funds of the Society and keep such books and records as the Board may direct;
- 5.10.5.5 Submit to the Board, at each scheduled meeting of the Board, a Treasurer's Report which shall include a full detailed accounting of account and investment balances and any receipts and disbursements of the Society occurring since the previous Treasurer's Report was submitted to the Board;
- 5.10.5.6 Prepare, or cause to be prepared, in accordance with generally accepted accounting principles, for submission at the Annual General Meeting, a statement of the financial position of the Society and submit a copy of the same to the Secretary for the records of the Society;
- 5.10.5.7 Be a signing authority for the Society, always however subject to the direction of the Board;
- 5.10.5.8 Carry out her/his duties under the direction of the Board.
- 5.10.6 The Directors shall:
 - 5.10.6.1 Have such further duties and authority as may be delegated to them by the Board providing such duties and the authority are not contrary to the provisions of these Bylaws;
 - 5.10.6.2 Carry out her/his duties under the direction of the Board.
- 5.10.7 The Past President and Past Treasurer shall attend Executive Committee and General Meetings for four months after the Annual General Meeting and act in an advisory capacity.

5.11 MEETINGS OF THE BOARD

- 5.11.1 Meetings of the Board shall be held a minimum of six (6) times per year or as more frequently required to manage and administer the affairs of the Society.
- 5.11.2 Notice of each regularly held meeting of the Board shall be given in writing or by electronic transmission. The President or a simple majority of the Board shall have the authority to call a meeting of the Board by giving four (4) day notice in writing or by electronic transmission.
- 5.11.3 A quorum shall be constituted by a majority of Board members of which two (2) members must be Officers of the Society.
- 5.11.4 Questions arising at any meeting of the Directors shall be decided by simple majority vote.
- 5.11.5 The President declares a resolution carried or lost. This statement is final, and does not have to include the number of votes for and against the resolution.
- 5.11.6 Information about clients, staff, Board Members and/or volunteers, facilities served by members of the Pet Therapy Society shall be considered confidential whether received directly or indirectly.
- 5.11.7 Meetings of the Board are open to Members of the Society who notify the President of their intention to attend not less than seven (7) days prior to the meeting. Only Directors may vote. Members are only permitted to participate in a discussion when invited to do so by the Board. A majority of the Directors present may ask any other Members or other persons present to leave.

5.12 CHAIRPERSON AT BOARD MEETINGS

- 5.12.1 The President and in her/his absence, the Vice-President, shall act as Chairperson of the Board meetings;

- 5.12.2 Should both the President and the Vice-President be absent, then at the commencement of the meeting the Board shall elect a Chairperson for the meeting;
- 5.12.3 If any Chairperson vacates the Chair during the course of the meeting, the Board shall elect in her/his stead another Chairperson who shall have the same rights of voting;
- 5.12.4 The Chairperson at the Board Meeting shall have the right to make and second motions and to vote on all matters that come before the Board.

5.13 SOCIETY MEMBERS ATTENDANCE

- 5.13.1 With prior written consent of the Board, Society members may attend meetings of the Board.
 - 5.13.1.1 Any member who wishes to attend a meeting of the Board must submit a written request to attend the meeting to the President;
 - 5.13.1.2 The request must set out the business that the member wishes to bring forward at the Board Meeting;
 - 5.13.1.3 If the Board grants the request, it shall provide its written approval to the member in writing or via electronic transmission, allowing a minimum of seven (7) days notice of the Board meeting.

5.14 ADJOURNMENT

Any meeting of the Board of Directors may be adjourned and re-scheduled to be continued at another time. Business may be transacted at the re-scheduled meeting as could have been considered at the original meeting. No notice shall be required of any such adjournment. Such adjournment may be made whether or not a quorum is present.

ARTICLE VI FINANCE, AUDIT, AND OTHER MANAGEMENT MATTERS

6.1 FINANCING AND AUDITING

- 6.1.1 The fiscal year of the Society shall be January 1st to December 31st.
- 6.1.2 The books, accounts and records of the Treasurer shall be audited at least once each year by a Certified Professional Accountant. A complete and proper statement of the books for the previous year shall be presented at the Annual General Meeting.

6.2 BORROWING POWERS

The Society shall not borrow money, except as approved by Special Resolution presented and voted upon at a General Meeting.

6.3 CHEQUES AND CONTRACTS OF THE SOCIETY

- 6.3.1 All cheques, bills of exchange or other orders for the payment of money, notes or other evidence 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 a manner as shall from time to time be determined by resolution of the Board of Directors.
- 6.3.2 Any one (1) 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 bankers for the credit, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Society using the Society's rubber stamp for that purpose.

- 6.3.3 Any one (1) 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 of the bank's forms or settlement of balances and release or verification slips.
- 6.3.4 All funds of the Society shall be kept in accounts and investments owned legally and beneficially in the name of the Society and all cheques drawn from the Society account(s) must bear the signature of two (2) members of the Board, one (1) of which must be an Officer of the Board.
- 6.3.5 Non-budgeted expenditures shall not be made on behalf of the Society without the prior approval of the Board. No investments may be liquidated without the prior approval of the Board.

6.4 THE KEEPING AND INSPECTION OF THE BOOKS AND RECORDS OF THE SOCIETY

- 6.4.1 The Secretary, unless the Board otherwise decides, keeps a copy of the Minute Books and records minutes of all meetings for the Members and of the Board.
- 6.4.2 The Board keeps and files all necessary books and records of the Society as required by the Bylaws, the Societies Act, or any other statute or laws.
- 6.4.3 A Member wishing to inspect the books or records of the Society must give reasonable notice to the President and the Secretary or Treasurer of the Society of her/his intention to do so.
- 6.4.4 Other records of the Society are open for inspection, except for records that the Board designates as confidential. Reasonable notice must be provided.
- 6.4.5 Unless otherwise permitted by the Board, such inspection will take place only at the Registered Office, or other regular business premises operated by the Society, at a mutually agreed upon time.

6.5 THE REGISTERED OFFICE

The Registered Office of the Society is located in Edmonton, Alberta. Another place may be established at the Annual General Meeting or by resolution of the Board, as long as this change is communicated to Corporate Registry.

6.6 SEAL OF THE SOCIETY

The Society shall have a seal which shall be used only as authorized by resolution of the Board. Any document to which the seal is affixed shall be signed by at least two (2) members of the Board, one member being an Officer.

6.7 PAYMENTS

- 6.7.1 The members of the Board shall serve as volunteers and shall serve without remuneration or other benefit for their services as Board Members.
- 6.7.2 Notwithstanding the above, upon resolution of the Board, a Board Member may be reimbursed for specific expenses incurred by her/him in the performance of any Board duties.

6.8 PROTECTION AND INDEMNITY OF DIRECTORS AND OFFICERS

- 6.8.1 No Officer or Director of the Society shall be liable for:
 - 6.8.1.1 Each Director or Officer holds office with protection from the Society. The Society indemnifies each Director or Officer against all costs or charges that result from any act done in her/his role for the Society. The Society does not protect a Director or Officer for acts of fraud, dishonesty, or bad faith.

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- 6.8.1.2 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 acts of any person, firm or corporation dealing with the Society. No Director or Officer is liable for any loss due to any oversight or error in judgement, or by an act in her/his role for the Society, unless the act is fraud, dishonesty or in bad faith.
- 6.8.1.3 Directors or Officers can rely on the accuracy of any statement or report prepared by the Society's auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

ARTICLE VII POLICIES AND PROCEDURES

- 7.1 The Board may establish policies and procedures for the organization, management and administration of the Society and its affairs, so long as those policies and procedures are not inconsistent with these Bylaws.
- 7.2 Upon approval by the Board, policies and procedures shall become effective on the date designated by the Board.

ARTICLE VIII COMMITTEES

- 8.1 The Board shall establish Committees from time to time as it sees fit to advance the objectives of the Society.

ARTICLE IX BYLAWS

- 9.1 These Bylaws bind the Society and each member fully.
- 9.2 The Bylaws may be cancelled, altered or added to by a Special Resolution at any Annual General or Special Meeting of the Society with a majority vote of three-quarters (75%) of such members as in good standing as are personally present and voting or by proxy.
- 9.3 The twenty-one (21) days notice of the Annual General Meeting or Special Meeting of the Society must include details of the proposed resolution to change the Bylaws.
- 9.4 The amended Bylaws take effect after approval of the Special Resolution at the Annual General Meeting or Special Meeting and accepted by the Corporate Registry of Alberta.

ARTICLE X DISSOLUTION OF SOCIETY

In the event of dissolution or winding up of the Society, all remaining assets, after payment of all debts, shall be distributed to a registered not for profit Society as voted upon by the dissolving members.

Dated at Edmonton, Alberta this _____ day of _____,

PET THERAPY SOCIETY OF NORTHERN ALBERTA

PER: _____
President

Printed Name

PER: _____
Secretary

Printed Name

(Affix Corporate Seal)