

Edmonton and District Quilters' Guild
(Incorporated under the Societies Act)
Passed by Special Resolution September 18, 2019
Accepted by Alberta Corporate Registries on March 13, 2020

1. Preamble

- 1.1 The name of the non-profit organization shall be “**Edmonton and District Quilters' Guild**” (EDQG).
- 1.2 The following articles set forth the Bylaws of EDQG.

2. Defining and Interpreting the Bylaws

2.1 Definitions

In these Bylaws, the following words have these meanings:

- 2.1.1 **Act** means the Province of Alberta Societies Act, Revised Statutes of Alberta 2000 Chapter S-14, or any statute substituted for it.
- 2.1.2 **Ad Hoc Committee** means a committee formed for specific tasks in accordance with Article 8.1.2.
- 2.1.3 **Annual General Meeting (AGM)** means a meeting of the EDQG general membership as required by the Societies Act.
- 2.1.4 **Article** means the EDQG articles.
- 2.1.5 **Audit** means a review of the books, accounts and records of EDQG described in Article 9.2.
- 2.1.6 **Board** means the Board of EDQG described in Article 6.
- 2.1.7 **Board Meeting** means a meeting described in Article 8.2.
- 2.1.8 **Bylaws** means the Bylaws of EDQG.
- 2.1.9 **Director** means the member(s) elected to fill the position(s) as described in Article 6.5.
- 2.1.10 **EDQG** means Edmonton and District Quilters' Guild.
- 2.1.11 **Executive** means the Executive Officers of EDQG described in Article 6.4.
- 2.1.12 **In Good Standing** means a member whose membership fees have been paid if required as described in Article 5.3 and the member has not become ineligible for membership as described in Article 5.5.

- 2.1.13 **Member** means an individual in good standing as described in Article 5 who is at least eighteen years of age.
- 2.1.14 **Motion** means a proposed statement requiring a decision. A Motion is passed by simple majority. **Exception:** See Special Resolution.
- 2.1.15 **Program Meeting** means a monthly meeting of the Members of EDQG as described in Article 8.3.
- 2.1.16 **Quorum** means the number of members in good standing that must be present before the following meetings may be held:
- 2.1.16.1 **Annual General Meeting:** Thirty-five percent (35%) of eligible voting members of EDQG;
- 2.1.16.2 **Board Meeting:** Five (5) board members; and
- 2.1.16.3 **Special Meeting:** Thirty-five percent (35%) of eligible voting members of EDQG.
- 2.1.17 **Register of Members** means a register as defined in Article 5.4.
- 2.1.18 **Resolution** means a motion approved at a meeting.
- 2.1.19 **Special Meeting** means a meeting called to discuss only the matters stated in the special resolution sent with the Special Meeting notice.
- 2.1.20 **Special Resolution** means a written motion provided to members at least twenty-one (21) days in advance, discussed and voted on at an Annual General or a Special Meeting and requires approval by seventy-five (75%) of voting members in attendance. (See Article 8.4.3 and 8.5).
- 2.1.21 **Standing Committee** means a committee formed for ongoing tasks as described in Article 7.4.

2.2 Interpretation

The following rules of interpretation must be applied in interpreting these Bylaws:

- 2.2.1 Headings and formatting are for convenience only. They do not affect the interpretation of the Bylaws.
- 2.2.2 Liberal interpretation. These Bylaws must be interpreted broadly and generously.

3. **Registered Office**

PO Box 68004
70 Bonnie Doon Postal Outlet
Edmonton AB T6C 4N6

4. **Recording Office**

Shall be the address of the incumbent secretary.

5. **Membership**

Membership is open to anyone eighteen years of age and over and accessible to anyone who makes application and supports the art of quilting. Membership is not restricted based on gender, ethnicity, race or cultural background or the arbitrary discretion of the EDQG board. EDQG must have Alberta resident volunteer members who establish, maintain control of and deliver EDQG programs.

5.1 **Classification of Members**

5.1.1 **Honorary Member**

Honorary membership may be granted in recognition of exceptional contributions to EDQG upon approval by the Board. An Honorary member shall not be required to pay the membership fees. Honorary members shall have all the rights and privileges provided to them as the Regular Members. Members who have been previously accorded lifetime membership shall be considered Honorary Members.

5.1.2 **Regular Member**

Regular members shall have paid the membership fees. They shall have all the rights and privileges provided to them under the Bylaws, rules, regulations and policies of EDQG.

5.1.3 **Senior Member**

Senior Members are 65 years of age and over who have paid the membership fees. These members shall have all the same rights and privileges provided to them as regular members.

5.1.4 **Silver Thimble Member**

Silver Thimble members have been members for twenty (20) continuous years. They shall not be required to pay the membership fees during their 21st year of membership and shall receive special recognition. During the year of free membership, these members shall have all the rights and privileges provided to

Regular Members, and upon completion of the year, shall continue to be classified as a Silver Thimble Member.

5.1.5 Student Member

Student Members are in full-time attendance at an educational institution and have paid the membership fee. They shall have all the rights and privileges provided to them as the Regular Members.

5.2 Rights and Privileges

Members in good standing are entitled to:

- 5.2.1 vote at all annual and special meetings;
- 5.2.2 benefits negotiated by EDQG on behalf of the members;
- 5.2.3 receive the newsletter and regular communications;
- 5.2.4 attend program, annual general and special meetings;
- 5.2.5 stand for elected positions;
- 5.2.6 access the library and register for EDQG programs; and
- 5.2.7 exercise other rights and privileges given to members.

5.3 Membership Fees

5.3.1 Membership Year

The membership year is September 1 of the current year to August 31 of the following year.

5.3.2 Setting Membership Fees

Membership fees for all categories of membership shall be established annually by the Board as part of the budgeting process.

5.3.3 Fee Structure

Membership fees are due September 1 and must be paid on or before September 30 each year to maintain continuous membership and remain in good standing.

5.4 Register of Members

5.4.1 Membership List

EDQG shall keep a register of its members containing the names of the applicants for incorporation and the name of every person who is admitted as a member of the EDQG, together with the following particulars of each person:

- 5.4.1.1 the full name and street address or postal address, telephone number and email address at the time of application;
- 5.4.1.2 the date on which the person is admitted as a member;
- 5.4.1.3 the date on which the person ceases to be a member; and
- 5.4.1.4 the class of membership.

5.4.2 **Use of Membership List**

The membership list as prepared and maintained shall not be sold to anyone. Access to the list will only be granted in accordance with the applicable privacy legislation.

5.4.3 **Contact Information**

Members shall provide EDQG with any subsequent changes to their contact information.

5.5 **Ineligibility for and Revocation of Membership**

5.5.1 No person shall be eligible for membership in EDQG, nor shall they continue to enjoy membership in EDQG, if that person:

- 5.5.1.1 is indebted to EDQG and no satisfactory arrangements have been made for payment; or
- 5.5.1.2 uses the name of EDQG to obtain benefits or donations from local retailers and wholesalers without being authorized to do so by the Board; or
- 5.5.1.3 uses the membership list for non-EDQG related purposes, or
- 5.5.1.4 acts or performs in a manner which may be deemed contrary to the objects of EDQG or not in the best interest of EDQG and its members; or
- 5.5.1.5 fails to abide by the Bylaws; or
- 5.5.1.6 disrupts meetings or functions of EDQG.

5.5.2 **Decision to Suspend or Expel from Membership**

5.5.2.1 The Board may recommend the suspension or expulsion from membership to the members of EDQG by way of a Special Resolution.

5.5.2.2 The member will receive written notice of the Board's intention to suspend or expel the member at least two (2) weeks prior to the Board meeting. The member will have an opportunity to appear before the Board; the Board may limit the time given the member to address the Board.

5.5.2.3 The Board shall exclude the member from its discussion of the matter including the vote to decide whether to proceed with their recommendation. The decision of the recommendation by the Board to suspend or expel the member will be provided to the member in writing.

5.5.2.4 The membership will receive the Board's recommendation by way of a Special Resolution and will vote on the Board's recommendation at an Annual General or a Special Meeting. The affected member may or may not wish to be present to address the matter. The result of the vote is final.

5.5.3 Term of Expulsion

No Member who has been suspended or expelled by EDQG shall be entitled to any of the rights and privileges set forth in these Bylaws unless reinstated. If reinstatement is to be considered, it would need to be outlined in a) the original Special Resolution; or b) in a Special Resolution created at the time of request for reinstatement.

5.6 Resignation of Member

5.6.1 Deemed Resignation

If a member has not paid the membership fees within one (1) month following the date the fees are due, the membership is deemed to have expired.

5.6.2 Refunds

No refund of membership fee shall be provided upon cessation of membership. Any member may resign from EDQG by providing a written notice to the Secretary. The member is considered to have ceased being a member on the date the notice is received.

5.7 Transmission of Membership

No right or privilege of any member is transferable to another person. All rights and privileges cease when the member resigns or is expelled or suspended.

5.8 Limitation of Liability of Member

No member is liable for any debt or liability of EDQG.

5.9 **Bylaws Binding**

The Bylaws of the EDQG bind each member as though the member had signed their name to the original bylaws. EDQG Bylaws shall be available to all members in electronic form or, upon request, in print. No member shall be absolved from the effect of these Bylaws or any allegation of not having received them or ignorance of the contents or meaning.

6. **Government of EDQG**

6.1 **Board**

6.1.1 The Board is comprised of nine members (five executive officers and four directors).

6.1.2 All policies and long-range objectives of EDQG shall be established by the Board. The Board shall exercise authority which has not been expressly reserved to the general membership of EDQG by these Bylaws and/or by statute.

6.2 **Powers and Duties of the Board**

The powers and the duties of the EDQG Board are to:

6.2.1 promote the objects of the EDQG;

6.2.2 promote membership;

6.2.3 develop and approve policies for governing, managing and operating the EDQG; including privacy and financial policies;

6.2.4 create ad hoc committees as necessary;

6.2.5 appoint and remove committee chairs;

6.2.6 oversee committees by defining their responsibilities and monitoring activities;

6.2.7 develop and approve an annual budget including setting of annual membership fees and communicate the approved budget within the EDQG;

6.2.8 manage all contracts for EDQG;

6.2.9 pay operating and management expenses;

6.2.10 oversee the grant application review processes;

6.2.11 maintain and protect EDQG's assets;

- 6.2.12 sell and dispose of any or all of the property of EDQG;
- 6.2.13 invest surplus funds;
- 6.2.14 subject to Article 9.7 approve borrowing or raising of funds;
- 6.2.15 maintain all accounts and financial records;
- 6.2.16 protect persons from the debts of the EDQG; and
- 6.2.17 appoint legal counsel as necessary.

6.3 **Composition of the Board**

- 6.3.1 The Board shall consist of the following:
 - 6.3.1.1 five (5) Executive Officers: Chair, Past Chair, Secretary, Treasurer and Vice Chair; plus
 - 6.3.1.2 four (4) Directors.
- 6.3.2 To be elected or appointed to the Board, a Member must have a minimum of two (2) years membership with EDQG, must be an Alberta resident, and if a Committee Chair, must relinquish the position upon election.
- 6.3.3 Voting members elect Board Members at the Annual General Meeting.
- 6.3.4 The Term of each board position is two years.
- 6.3.5 Upon completion of a term of office for a position:
 - 6.3.5.1 a member may immediately stand for election for a different position, or
 - 6.3.5.2 must wait two (2) years before standing again to the same position.
 - 6.3.5.3 In the bylaw change transition year, terms will vary.
- 6.3.6 Board Members hold office until:
 - 6.3.6.1 the end of term and the successor is elected and assumes their duties;
or,
 - 6.3.6.2 the Board receives a written resignation; or,
 - 6.3.6.3 the Board requests the resignation of the board member subject to Article 7.6; or,

6.3.6.4 the board member ceases to be a member of the EDQG.

6.3.7 The Board may appoint a member from the membership at large to fill a vacancy on the Board until the next annual election. The appointed Board member may stand for election for the remainder of the term of the position.

6.3.8 Board members may only hold one board position at a time and may not hold a Committee Chair position at the same time as holding a Board position.

6.3.9 Executive Officers may not be related immediate or extended family members.

6.4 **Executive Officers**

The Executive has the authority to manage emergency situations and the decision of the Executive must be ratified at the next scheduled Board meeting.

6.4.1 The **Chair** shall:

6.4.1.1 act as spokesperson for EDQG;

6.4.1.2 call meetings including a meeting if two (2) board members make a request in writing and state the business of the meeting;

6.4.1.3 oversee preparation of agendas for meetings;

6.4.1.4 chair Board, Annual General and Special Meetings;

6.4.1.5 be an ex-officio member of all committees, except the Nominating committee;

6.4.1.6 provide a year-end report summarizing EDQG activities of the EDQG at the Annual General Meeting; and

6.4.1.7 carry out such other duties as assigned by the Board.

6.4.2 The **Past Chair** shall:

6.4.2.1 remain on the Board until such time as the term of office for the current Chair ends;

6.4.2.2 oversee the nominating committee process as outlined in Article 7.4.6;

6.4.2.3 and carry out such other duties as assigned by the Board.

6.4.3 The **Secretary** shall:

6.4.3.1 distribute all notices of Annual General, Board, and Special meetings;

- 6.4.3.2 attend all Annual General, Board and Special meetings;
- 6.4.3.3 prepare and retain accurate minutes of Board, Special and Annual General meetings;
- 6.4.3.4 manage all correspondence of EDQG;
- 6.4.3.5 prepare and file the Society Annual Return;
- 6.4.3.6 prepare and file changes in the Board composition, Special Resolutions, amendments in the Bylaws and other incorporating documents with Corporate Registry and as required by the Societies Act;
- 6.4.3.7 collect and retain a record of all EDQG required documents; and
- 6.4.3.8 carry out such other duties as assigned by the Board.

6.4.4 The **Treasurer** shall:

- 6.4.4.1 receive all funds paid to EDQG, and shall be responsible for the deposit of same in whatever chartered bank, treasury branch or trust company the Board may approve;
- 6.4.4.2 shall supervise the spending of moneys, including signing cheques and reviewing all contracts before signed;
- 6.4.4.3 account for the funds of EDQG and keep such books as may be directed;
- 6.4.4.4 present a fully detailed account of revenues and disbursements at each Board meeting;
- 6.4.4.5 prepare a financial statement of accounts or supply the auditor with balanced accounting books for the year, and work with the accountant or auditor(s) of EDQG on the audit of the financial statements;
- 6.4.4.6 present an audited statement of financial position of EDQG to the Board at the Annual General Meeting;
- 6.4.4.7 research, recommend and invest any extra funds as approved by the board; and
- 6.4.4.8 carry out such other duties as assigned by the Board.

6.4.5 The **Vice Chair** shall:

- 6.4.5.1 act and be responsible for all matters in the absence of or under the direction of the Chair;

6.4.5.2 prepare for the role of Chair when the term of the current Chair ends;

6.4.5.3 shall stand for election as chair when the term of the current Chair is completed; and

6.4.5.4 carry out such other duties as assigned by the Board.

6.5 **Directors:**

6.5.1 The Directors who shall oversee the Standing Committees are:

6.5.1.1 the **Director of Community Outreach** responsible for Community Services Committee and the Quilt Show Committee;

6.5.1.2 the **Director of Education** responsible for the Program Committee and the Retreats Committee;

6.5.1.3 the **Director of Governance** responsible for Endowment Committee and the Membership Committee;

In addition, the Director of Governance shall support the Board in matters of policy and governance (e.g. Robert's Rules of Order, Bylaw interpretation and bylaw amendments); and

6.5.1.4 the **Director of Member Services** responsible for the Communications Committee and the Library Committee.

6.5.2 Directors shall report to the Board on Committee activities;

6.5.3 Directors shall carry out such other duties as assigned by the Board.

6.6 **Removal of a Member from the Board**

The Board may, by a vote of seven (7) of its members, discharge any Board member who fails to effectively perform their duties as set out in these Bylaws (e.g. ongoing conflict of interest, poor attendance, not meeting fiduciary responsibilities, etc.).

7. **The Committees**

7.1 **Establishing Committees**

7.1.1 **Standing** Committees shall be those established by these Bylaws. The Board shall not have the authority to create standing committees without first bringing the matter to the membership by a Special Resolution to amend these bylaws.

7.1.2 The Board shall have the authority to establish **Ad Hoc** committees as required for a specific task to ensure the orderly conduct of EDQG's activities.

7.1.3 The committee **job descriptions** shall be filed with the Secretary and posted on the website.

7.2 **Each Committee** shall:

7.2.1 have a Chair who is ratified by the Board and shall not be a Board Member;

7.2.2 have additional members to fulfill committee duties;

7.2.3 maintain records of the committee activities and report to the Director responsible for oversight of said committee;

7.2.4 prepare an annual committee budget;

7.2.5 report to the assigned Director through the Chair of the Committee; and

7.2.6 carry out such other duties as assigned by the Director.

7.3 **Dissolving Committees**

7.3.1 The Board shall not have the authority to dissolve standing committees without first bringing the matter to the membership by a Special Resolution to amend these bylaws.

7.3.2 The Board shall have the authority to dissolve ad hoc committees.

7.4 **Standing Committees:**

7.4.1 The **Communications Committee** shall:

7.4.1.1 seek to obtain and maintain the active involvement and sponsorship of the business community in the activities and objectives of EDQG;

7.4.1.2 secure newsletter advertising;

7.4.1.3 publish the newsletter;

7.4.1.4 maintain the website; and

7.4.1.5 carry out such other duties as assigned.

7.4.2 The **Community Services Committee** shall:

7.4.2.1 determine organizations that will receive EDQG quilts;

7.4.2.2 organize 'sew' days;

7.4.2.3 maintain EDQG fabric inventory; and

7.4.2.4 carry out such other duties as assigned.

7.4.3 The **Endowment Committee** shall:

7.4.3.1 organize events to generate financial support for scholarships that EDQG establishes with the University of Alberta, Department of Human Ecology; and

7.4.3.2 carry out such other duties as assigned.

7.4.4 The **Library Committee** shall:

7.4.4.1 be responsible for organizing, maintaining and renewing EDQG's collection of print and electronic materials;

7.4.4.2 be responsible for making the collection available to the membership for loan at general meetings from September to April; and

7.4.4.3 carry out such other duties as assigned.

7.4.5 The **Membership Committee** shall:

7.4.5.1 be responsible for keeping a membership register;

7.4.5.2 be responsible for the collection of all fees in respect of membership dues, guest fees and issuance of membership cards;

7.4.5.3 track number of members attending meetings and provide members with voting cards (if voting required at meeting); and

7.4.5.4 carry out such other duties as assigned.

7.4.6 The **Nominating Committee** shall:

7.4.6.1 prepare a slate of nominees for each Executive and Director position;

7.4.6.2 recommend auditors to the Board;

7.4.6.3 oversee the election process; and

7.4.6.4 carry out such other duties as assigned.

- 7.4.7 The **Program Committee** shall:
 - 7.4.7.1 oversee activities for the program meetings which may include arranging for guest speakers;
 - 7.4.7.2 organize workshops; and
 - 7.4.7.3 carry out such other duties as assigned.
- 7.4.8 The **Quilt Show** Committee shall:
 - 7.4.8.1 organize the quilt show;
 - 7.4.8.2 organize any special events associated with the show; and
 - 7.4.8.3 carry out such other duties as assigned.
- 7.4.9 The **Retreats Committee** shall:
 - 7.4.9.1 organize quilt retreats;
 - 7.4.9.2 organize sewing days; and
 - 7.4.9.3 carry out such other duties as assigned.

8. Meetings

8.1 Annual General Meeting

8.1.1. Calling of an Annual General Meeting:

EDQG will hold an Annual General Meeting no later than ninety (90) days following the end of the fiscal year.

8.1.2 Agenda for the Annual General Meeting

- 8.1.2.1 Confirm quorum (see Article 2.1.16.1) and voting procedure;
- 8.1.2.2 Review and Acceptance of the minutes of the last Annual General Meeting;
- 8.1.2.2 Present the annual report for the prior year;
- 8.1.2.3 Review and acceptance of the financial statements setting out EDQG's income, disbursements, assets and liabilities and the auditor's report;
- 8.1.2.4 Resolve matters specified in the meeting notice; and

8.1.2.5 Elect officers and directors for the EDQG Board.

8.1.3 Notification of the Annual General Meeting

All members of EDQG will be notified at least thirty (30) days in advance of the meeting date, time, and location.

8.2 Board Meeting

8.2.1 The Board will hold a minimum of nine (9) Board Meetings each year.

8.2.2 The Chair calls meetings and shall also call a meeting if two (2) board members make a request in writing and state the business of the meeting.

8.2.3 Each Board member, including the Chair and the Past Chair, has one (1) vote.

8.2.4 A minimum of five (5) days' notice for Board Meetings is communicated to each Board Member. Notice may be given orally, by telephone, or through electronic communications. The requirement for notice may be waived by a majority of the Board.

8.2.5 Meetings of the Board are open to all EDQG members. The members who are not Board Members may not vote and may be asked to leave during certain discussions.

8.2.6 Board Members may agree to and sign a resolution. Alternatively, Board Members may indicate agreement with a motion by fixing their name to an electronic transmission. This motion is as valid as one passed at any Board Meeting.

8.2.7 Irregularities or errors done in good faith do not invalidate acts done by any Meeting of the Board.

8.3 Program Meeting

8.3.1 EDQG will hold at least eight (8) Program Meetings for membership per year.

8.3.2 Program Meetings will be chaired by the Chair of the Program Committee.

8.3.3 Program Meetings will include activities as determined by the Program Committee in collaboration with the other Standing and Ad Hoc Committees.

8.4 Special Meeting

8.4.1 Calling of a Special Meeting

8.4.1.1 EDQG may, at any time, call a Special Meeting to be held concurrently with a Program Meeting;

8.4.1.2 by motion of the Board to that effect; or

8.4.1.3 on the written request of at least five (5) Members of the Board. The request must state the reason for this Special Meeting; or

8.4.1.3 on the written request of at least 25 of the voting members. The request must state the reason for the Special Meeting and the motion(s) to be submitted at such Special Meeting.

8.4.2 Agenda of a Special Meeting

9.4.2.1 Confirm quorum (See Article 2.1.16.3) and voting procedure.

9.4.2.2 Consider matters specified in the meeting notice.

8.4.3 Notice of a Special Meeting

All members will be notified at least twenty-one (21) days before the Special Meeting. This written notice states the place, date, time and Special Resolutions to be considered.

8.5 Proceedings at the Annual General or a Special Meeting

8.5.1 Attendance by the Public

Annual General and Special Meetings are open to the public. A majority of the members present may ask any persons who are not members to leave.

8.5.2 Presiding Officer

The Chair presides over every Annual General and Special Meeting, or the Vice Chair in the absence of the Chair.

8.5.3 Failure to Reach Quorum

The Chair cancels the Annual General or Special Meeting if a quorum (See Article 2.1.16) is not present within one-half (1/2) hour after the set time. A date for a second meeting will be set and members notified.

8.5.4 Voting at the Annual General or Special Meeting

9.5.4.1 Each member has one (1) vote.

9.5.4.2 A member may not vote by proxy.

8.5.4.3 Motions are decided by a simple majority of the voting members except for special resolution motions which require approval by seventy-five percent (75%) of the voting members present.

8.5.4.4 All votes at every Annual General or Special are decided by a show of voting cards unless five (5) or more members request a ballot vote.

8.5.4.5 The Chair does not have a second or casting vote in the event of a tie vote. If there is a tie vote, the motion is defeated.

8.5.4.6 The Chair declares a motion carried or lost.

8.5.4.7 The Chair decides any dispute on any vote. The Chair decides in good faith, and this decision is final.

9. **Finance and Other Management Matters**

9.1 The fiscal year end of EDQG is March 31.

9.2 **Finance and Auditing**

There must be an Audit of the books, accounts and records of EDQG at least once a year. This “audit” may be done by any two EDQG members in good standing, who volunteer for this task, who are approved by the Board and who will sign off on the financial statement for inclusion in the Society Annual Return. The “audit” may also be performed by a designated professional accountant who will sign off the statement for inclusion in the Society Annual Return.

9.3 **Contracts and Cheques of EDQG**

9.3.1 All contracts of EDQG must be reviewed by the Treasurer before signing and be signed by Board members or other persons authorized to do so by motion of the Board.

9.3.2 Two executive officers of EDQG sign all cheques drawn on the moneys of EDQG. The signing officers will be any two of the following three: Treasurer, Secretary or Chair.

9.4 **The Keeping and Inspection of the Books and Records of the Society**

9.4.1 The EDQG records and retains minutes complete with relevant financial reporting of all Annual General, Board and Special Meetings for EDQG reference and history. Audited financial statements are considered part of the Annual General meeting minutes.

9.4.2 The EDQG keeps and files all necessary books and records of the Society as required by the Bylaws, the Societies Act and any other statute or laws.

9.4.3 Physical Records Retention shall include:

9.4.3.1 Financial Records maintained by EDQG for seven (7) years;

9.4.3.2 All minutes noted in Article 10.4 retained by EDQG;

9.4.3.3 Minutes (without financial records) shall be submitted for retention by Provincial Archives after three (3) years.

9.4.4 A member may inspect the books or records of EDQG upon written request to the Board.

9.5 **Payments**

9.5.1 Board and Committee Members shall not be paid for the services provided in performing their EDQG roles and responsibilities.

9.5.2 Expenses incurred while carrying out duties of EDQG may be reimbursed upon presentation of receipts and with approval.

9.6 **Indemnity of the Board**

9.6.1 Each member of the Board holds office with protection from EDQG. EDQG indemnifies each board member against all costs or charges that may result from any act done in their role in good faith for EDQG. EDQG does not protect any member of the Board for acts of fraud, dishonesty or bad faith.

9.6.2 No member of the Board is liable for the acts of any other member of the board or EDQG member.

9.6.3 Board members can rely on the accuracy of any statement or report prepared by EDQG's auditor(s). Board members are not held liable for any loss or damage as a result of acting on that statement or report.

9.7 **Borrowing Powers**

9.7.1 EDQG may raise funds to meet its objects and operations. The Board decides the amounts and ways to raise money, including giving or granting security.

9.7.2 EDQG may borrow money by motion of the Board and confirmed by a Special Resolution of the members.

9.8 **Rules of Order**

In all cases, unless otherwise stipulated in these Bylaws, Robert's Rules of Order shall govern at all meetings of the members.

10. **Dispute Resolution**

- 10.1 This section applies to any dispute arising out of the affairs of the EDQG or the application of its bylaws.
- 10.2 The Dispute may be between:
 - 10.2.1 members, or
 - 10.2.2 the Board Members or
 - 10.2.3 the Board Members and either
 - 10.2.3.1 a member, or
 - 10.2.3.2 a former member who was a member within the previous twelve (12) months.
- 10.3 Any dispute subject to Subsection 10.1 and 10.2 will be resolved by:
 - 10.3.1 Direct negotiation between the parties, with or without assistance and/or facilitation. If resolution is not achieved, then by:
 - 10.3.2 Mediation pursuant to the National Mediation Rules of Arbitration Dispute Resolution Institution of Canada (ADRIC), or to mediation practices agreed upon by the parties. If resolution is not achieved, then by:
 - 10.3.3 Arbitration pursuant to the National Arbitration Rules of ADRIC, or to arbitration practices agreed upon by the parties. The decision will bind all parties.
- 10.4 Members are obligated to comply with the EDQG's complaint resolution bylaws as a condition of membership. The failure of a member to cooperate with the EDQG's complaint, dispute resolution and/or discipline processes shall be considered an act of member misconduct and may result in disciplinary procedures.

11. **Amending the Bylaws**

- 11.1 These Bylaws may be cancelled, altered or added to by a Special Resolution at a Special Meeting or Annual General Meeting of EDQG.
- 11.2 The wording of the proposed motion to change the Bylaws must be included in the twenty-one (21) days' clear notice of the meetings referred to in Article 10.1.
- 11.3 The amended Bylaws take effect after approval of the Special Resolution at an Annual General or Special Meeting and acceptance by Corporate Registry of Alberta.

12. **Distributing Assets and Dissolving EDQG**

- 12.1 EDQG does not pay any dividends or distribute its property amongst its members.
- 12.2 If EDQG is dissolved, any funds or assets remaining after paying all debts are paid to a registered and incorporated organization. Members select this organization by Special Resolution. In no event do any members receive any assets of EDQG.