



Chapter 12

Bylaws





Reviewing Bylaws

Due to ongoing inquiries from community Chambers regarding a review of their bylaws, the following information has been supplied:

What are Bylaws?

- By law, they document what your Chamber is meant to do.
- They govern members, directors, and staff of what is expected of them and how they perform their duties.
- They provide the guidelines from which specific policies and procedures are formed.

Why are They Necessary?

They are a prerequisite to incorporating under the Boards of Trade Act federally and the Societies Act provincially, as well as taking out a policy for director and officer liability insurance.

They are a living document that gives your Chamber direction in a clear, concise, general, and understandable manner. They help keep your Chamber *on track*.

What Must/Should Bylaws Include?

Boards of Trade Act (federal)

R.S., c. B-8, s. 22.

“22. The majority of the members of a corporation present at any general meeting of the corporation may make by-laws and regulations for the government of the corporation providing for:

- (a) the admission and subscriptions of members;
- (b) the imposition of penalties;
- (c) the expulsion or retirement of members;
- (d) the management of its council, officers and affairs;
- (e) the guidance of the board of arbitrators referred to in this Act;
- (f) the fixing of the date and place of the regular meetings of its council;
- (g) the powers to be exercised by its council; and,
- (h) all other matters concerning the government of the corporation not inconsistent with this Act or any other law of Canada.”

Societies Act (provincial)

RSA 1980 cS-18 s5;1984 c12 s7;1994 c23

- “4. The bylaws that accompany the application will contain provisions for all the following matters:
- (a) terms of admission of members and their rights and obligations;
 - (b) the conditions of withdrawal of members and the manner, if any, in which a member may be expelled;
 - (c) the mode and time of calling general and special meetings of the society and number constituting a quorum at any of those meetings and rights of voting;
 - (d) the appointment and removal of directors and officers and their duties, powers and remuneration;
 - (e) the exercise of borrowing powers;
 - (f) the audit of accounts;
 - (g) the custody and use of the seal of the society;
 - (h) the manner of making, altering and rescinding bylaws;
 - (i) the preparation and custody of minutes of proceedings of meetings of the society and of the directors, and other books and records of the society;
 - (j) the time and place, if any, at which the books and records of the society may be inspected by members.”

Once Bylaws are Passed, Then What...?

Bylaws should be reviewed every few years, and especially when major changes to the Chamber and/or its structure are occurring. Bylaws could also be affected by changes to legislation (*i.e. employment standards, PIPA, etc.*).

How Do We Get Started?

- Read the bylaws and highlight where changes are required
- Focus on intent, not language
- Contact colleagues
- Request a copy of the Alberta Chambers "Sample Bylaws"

The Draft is Complete, Now What...?

Ask one or two experienced peers (or legal counsel) to review them. Revise where necessary.

Circulate and have a member who is familiar with them present them to your general membership. *(Your Chamber will need a special resolution with two thirds voting in favour to pass amended bylaws.)*

The General Membership has Passed the Bylaws, Now What...?

A copy must be sent to:

Societies Act – provincial, Corporate Registry

Board of Trade Act – federal, Industry Canada – Boards of Trade. *(This can be done through the Canadian Chamber, if you are a member.)*

When the bylaws are approved and you receive confirmation (a stamped copy), **then and only then** can they be implemented.

Ensure a copy is circulated and that everyone has a good understanding of your bylaws.



Sample Bylaws

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The bylaws of a Board of Trade or Chamber of Commerce are most important. They serve as a framework for all your activities and an operations guide for your officers.

Each year many Boards and Chambers review their bylaws in an effort to bring them up-to-date with new organization goals.

In response to many requests, we have prepared this SAMPLE set of bylaws. They are suitable for Boards and Chambers seeking incorporation. They are to be used as a guideline only.

Throughout the book we have used the term “Chamber of Commerce” which is synonymous with the term “Board of Trade”. The choice as to which name is used is a matter of local preference.

Further information or suggestions on specific points will gladly be supplied on request.

Article I: Name and Object

Section 1 The name of this organization will be the **XXXXX** Chamber of Commerce.

Section 2 The object of the **XXXXX** Chamber of Commerce will be to promote and improve trade and commerce and the economic, civic, and social welfare of the district served by this organization.

(NOTE: If registered under the Societies Act they will request you take this out – they do not believe the object of an organization should be in the bylaws.)

Section 3 The usual place of meeting will be in the hamlet/town/city of **XXXXX**.

Section 4 The **XXXXX** Chamber of Commerce will be non-sectional and non-sectarian and will not promote or seek to advance, nor will it adopt views or policies against any religious or ethnic group. The Chamber will not lend its support to or work against any candidate for any public office.

Article II: Interpretation

Section 5 “The Chamber” means the “**XXXXX** Chamber of Commerce” as a body.

Section 6 “Board” means the “Board of Directors of the **XXXXX** Chamber of Commerce”.

(NOTE: You may define as many terms as you wish for clarity)

Article III: Membership

Section 7 Any reputable person, directly or indirectly, engaged or interested in trade, commerce, or the economic and social welfare of the district, and who pays the membership fee and is approved by the Board, will be eligible for membership in The Chamber, providing the candidate will agree if admitted, to be governed by the bylaws and policies of The Chamber.

Section 8 Associations, corporations, societies, partnerships, or estates directly or indirectly engaged or interested in trade, commerce, or the economic and social welfare of the district, who pay the membership fee and are approved by the Board, may become members of The Chamber.

Section 9 At any general meeting of The Chamber, any member in good standing may propose any eligible person or organization as a candidate for becoming a member of The Chamber, providing such candidate will agree if admitted, to be governed by the bylaws and policies of The Chamber.

Section 10 If a membership approval is carried by a majority of the members of The Chamber present at any general meeting, the person or organization will be a member of the Chamber and will have the right to attend general, annual and special meetings of The Chamber and be subject to all the rights and obligations of the other members.

Section 11 Membership is for a twelve-month period commencing in the month of approval of membership. Payment of annual membership fees will be due on the anniversary month of membership each year. Membership will continue from the time of admittance until a member has resigned in accordance with the provisions of these bylaws or has been removed from the roll of members by action of the Board.

Section 12 Any member of The Chamber who intends to retire or to resign his membership may do so at any time upon giving to the secretary ten days notice in writing and upon discharging any lawful liability standing upon the books of The Chamber against him/her at the time of notice.

Section 13 The Board may remove from the roll of members the name of any new member failing to pay his annual dues within thirty days of his admission, or of any other member who fails to pay their dues within three months of the date they fall due. Upon such action by the Board all privileges of membership will be forfeited.

Section 14 Persons who have distinguished themselves by some admirable or public service may be elected honorary members by a majority vote of The Chamber. Such recognition will be for a term of one year and may be repeated. Honorary membership will include all the privileges of active membership except that of holding office, with the exemption from the payment of annual dues.

Section 15 Any member of The Chamber may be expelled by a two-thirds (2/3) vote of the Board for any cause the Board may deem reasonable. The member will be at liberty to appeal the decision of the Board directly to the membership at the next general meeting.

Article IV: Dues and Assessments

Section 16 The Board will determine the annual dues payable by members of The Chamber subject to the approval of a general meeting whenever a change in the original amount is involved.

(Note: No effort has been made to suggest a standard fee. If a sliding scale of fees or other plan is in force, details should be given here.)

Section 17 Other assessments may be levied against all members, providing they are recommended by the Board and approved by a majority of the members present at a general meeting of The Chamber. The notice calling the general meeting will state the nature of the proposed assessment.

Article V: Officers and Board

Section 18 A president, vice president, secretary, and treasurer will be the officers or executive and **XX (generally >5 and <12)** other members will be elected from among the members as directors each year at the annual general meeting by ballot and will form the Board. They will remain in office for one year or until their successors are appointed but no such officer or member of the Board, with the exception of the treasurer will hold the same office for more than two years in succession.

(Note: It is necessary to determine the exact number of "other members" to be elected to the Board.)

(Note: It is assumed that the treasurer serves voluntarily. Where a manager or secretary is an employee of The Chamber he/she should be removed from among the elected officials and his/her appointment made one of the duties of the Board. The paid employee may be appointed as a non-voting member of the Board.)

(Note: The position of a past president has been purposely omitted – no such position, past president or past chair, exists in Robert’s Rules of Order.)

Section 19 Where a member of the Board dies or resigns or is absent from three consecutive meetings of the Board, the Board may, at any meeting after, elect a member of the organization to be a member of the Board, in the place of the member who had died or resigned, or is absent.

Section 20 Any officer or Board member may be suspended from his office or have his tenure of office terminated, if in the opinion of the Board of Directors he is grossly negligent in the performance of any of his duties or for just cause. The officer or Board member so suspended or whose tenure of office has been terminated will be at liberty to appeal the decision of the Board directly to the membership at the next general meeting.

Section 21 The Board will have the general power of administration and will manage the affairs and business of The Chamber. In addition to the powers and authorities of these bylaws, the Board may exercise all powers of The Chamber and do all lawful acts and things not by statute in these bylaws directed or required to be exercised or done by the members of the Chamber at a general meeting.

Section 22 The Board will, in addition to the powers hereby expressed, have such powers as are assigned to them by any bylaw of The Chamber.

(Note: Duties should be specified.)

- a) *To use their best efforts at all time to promote the objects of The Chamber and to exercise all of their duties in the best interest of The Chamber;*
- b) *To provide direct liaison with businesses and members and to bring to the attention of the Board the concerns of members;*

- c) *To advise the executive on matters of policy which arise during the course of the year provided that such are not inconsistent with policies arrived at by the annual general meeting;*
- d) *To manage the affairs of The Chamber;*
- e) *To safeguard and ensure the exercise of due diligence in the management of the funds held by The Chamber;*
- f) *To attend meetings as and when called;*
- g) *No member of the Board will enter into any business arrangement in which he/she has a direct or indirect interest with The Chamber except on a competitive basis and having declared any interest he/she will refrain from voting; and,*
- h) *Will treat all discussions and information learned through their positions as confidential until a position has been ratified by the Board.*

Section 23 Any five (5) or more members of the Board, lawfully met, will be a quorum and a majority of such quorum may do all things within the powers of the Board.

Section 24 The Board will frame bylaws, rules and regulations as appear best adapted to promote the welfare of The Chamber and will submit them for adoption, at a general meeting of The Chamber, called for that purpose.

Section 25 The Board, or, at its request, the president, may appoint committees or designate members of the Board or of The Chamber or others, to examine, consider and report upon any matter or take action as the Board may request.

Section 26 The Board may suspend any chairperson of a committee from office or have his office terminated for just cause. The Board may terminate any committee.

Section 27 No paid employee of The Chamber will be a member of the Board or executive committee. Board members of The Chamber will receive no remuneration for services rendered, but the Board may grant any Board member reasonable expense monies by majority vote.

Section 28 The president and vice-president, before taking office, will take and subscribe before the mayor or before any justice of the peace, an oath in the following form:

*"I swear that I will faithfully and truly perform my duty as **(president/vice president)** of the **XXXXX** Chamber of Commerce, and that I will, in all matters connected with the discharge of such duty do all things, and such things only, as I truly and conscientiously believe to be adapted to promote the objects for which the said Chamber was constituted according to the true intent and meaning of the same. So help me God". [or ... I do so solemnly, sincerely and truly affirm and declare.]*

- Section 29 The meetings of the Board will be opened to all members of The Chamber, who may attend but may not take part in any of the proceedings.
- (Note: This is optional. There may be discussions where the Board needs to discuss in confidence. If the meetings are open and an in-camera session is necessary do so at the end of the meeting.)**
- Section 30 No public pronouncement in the name of The Chamber may be made unless authorized by the Board or by some person to whom the Board has delegated this authority.
- Section 31 (a) The president will preside, as neutral Chair, at all meetings of The Chamber and Board. He will regulate the order of business at meetings, receive and allow lawful motions and communicate to the meeting what he may think concerns The Chamber.
- The president will with the secretary, sign all papers and documents requiring signature on behalf of The Chamber, unless someone else is designated by the Board. It will be the duty of the president to present a general report of the activities of the year at the annual meeting.
- (b) The vice-president will act in the absence of the president and in the absence of both these officers; the meeting will appoint a chair to act temporarily.
- (c) The treasurer will have charge of all funds of The Chamber and will deposit, or cause to be deposited in a chartered bank, selected by the Board. Out of such funds he will pay amounts approved by the Board and will keep a regular account of the income and expenditure of The Chamber and submit an audited statement for presentation to the annual general meeting and at any other time required by the Board. He will make such investment of the funds of The Chamber as the Board may direct. He will, with the president, sign all notes, drafts, and cheques.
- (d) The secretary will be responsible to the Board for the general control and management of business and affairs. He will be responsible for keeping the books of The Chamber, conducting its correspondence, retaining copies of all official letters, preserving all official documents and will perform all such other duties as properly pertained to his office. He will, with the president, sign and when necessary, seal with the seal of The Chamber, of which he will have custody, all papers and documents requiring signature or execution on its behalf. He will maintain an accurate record of the proceedings of The Chamber and of the Board. At the expiration of his term of office the secretary will deliver to The Chamber all books, papers and other property of The Chamber.

Article VI: Meetings

Section 32 The annual general meeting of The Chamber will be held in the month of **XXX** in each year at the time and place determined by the Board. At least fourteen (14) days notice of the annual general meeting will be given by mail, e-mail, fax or telephone.

(Note: It is necessary to insert the month of the Annual Meeting.)

Section 33 Regular general meetings of The Chamber will be held **XXX** (at least quarterly) at the time and place designated by the Board. At least seven (7) days notice of meetings will be given by mail, e-mail, fax or telephone.

(Note: It is necessary to insert the frequency of the regular general meetings.)

Section 34 Special general meetings of The Chamber may be held at any time when summoned by the president, or requested in writing by any three (3) members of the Board, or any ten (10) members of The Chamber. At least seven (7) days notice of meetings will be given by mail, e-mail, fax or telephone.

Section 35 The Board will meet from time to time (at least once a month) as may be necessary to carry on the business of The Chamber.

Section 36 Notice of all meetings, naming the time and place of assembly, will be given by the secretary. A notice inserted in one or more of the newspapers published within the district or a circular letter signed by the secretary and mailed to the last known address of each member will also serve as sufficient notice.

Section 37 At any annual, general or special meeting **XX** (a number) members will be a quorum and, unless otherwise specifically provided, a majority of members present will be competent to do and perform all acts which are directed to be done at any meeting.

(Note: The number of members constituting a quorum must be inserted. General practice is to name a specific small number, just sufficient to assure the ability to carry on business.)

Section 38 Minutes of the proceedings of all annual, general, special and Board meetings will be entered in books to be kept for that purpose, by the secretary.

Section 39 The entry of minutes will be signed by the person who presides at the meetings at which they are adopted.

Section 40 All books of The Chamber may be inspected by any member of the Chamber or at any time upon giving reasonable written notice to the Board and arranging a time satisfactory to the treasurer. Board members will have access to books and records at all reasonable times.

Article VII: Voting Rights

- Section 41 Every member in good standing represented at any annual, general, or special meeting will be entitled to one vote providing that the vote of an association, corporation, society, partnership, or an estate member will, in each case be assigned to individuals. Voting can only be done in person with no right of voting by proxy.
- Section 42 Voting at annual, general, special or Board meetings will normally be by show of hand, or if requested by the chair, by standing vote. A roll call vote will be taken if requested by five (5) members providing the request received the approval of two-thirds (2/3) of the members assembled.
- Section 43 The presiding chair will vote only in the case of a tie. Upon an appeal being made from decision of the presiding chair, the vote of the majority will decide.
- Section 44 Motions or amendments will be carried at any annual, general, special or Board meeting by a majority vote unless otherwise provided in these bylaws.

Article VIII: Bylaws

- Section 45 Bylaws may be made, repealed or amended by a majority of the members of The Chamber, present at any general meeting by special resolution, provided notice of the proposal has been given in writing, motioned by one member and seconded by another at a previous general meeting and duly entered as a minute of The Chamber.
- Section 46 The bylaws will be binding on all members of The Chamber, its officers, directors and all other persons lawfully under its control.

Article IX: Fiscal Year

- Section 47 The fiscal year of The Chamber will commence on the **XX** day of **XXX** in each year.

(Note: **You must insert the date of the beginning of the Chamber's fiscal year.**)

Article X: Auditors

- Section 48 (**TWO OPTIONS:**)

1. Auditors will be appointed by the members present at the annual general meeting and they will audit the books and accounts of The Chamber at least once in each year. An audited financial statement will be presented by the treasurer at each annual general meeting.

(Note: **This option will cost a fair amount of money.**)

OR

2. Two qualified members will be appointed at the annual general meeting to independently review the year end statements.

(Note: **CGA Alberta confirms that as long as a Chamber's bylaws state two (2) members may audit the financial statements it is acceptable under current legislation. If however, the bylaws are silent on the two (2) members, then a designated accountant must perform the audit.]**

- Section 49 The Board of the Chamber may, when deemed expedient;
- a) For the purpose of carrying out its objects, The Chamber may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power will be exercised only under the authority of The Chamber, and in no case will debentures be issued without the sanction of a special resolution of the members;
 - b) Issue bonds or other titles of indebtedness or securities, and sell, purchase, mortgage or pledge the same; and,
 - c) Hypothecate or mortgage its immoveable property, or pledge or otherwise affect the movable property, or give all guarantees, to secure payment of its loans or the carrying out of its obligations.

Article XI: Seal

Section 50 The secretary will have custody of the seal of The Chamber. Any two of the signing authorities of The Chamber will be authorized to affix the seal.

Article XII: Procedure

Section 51 Parliamentary procedure will be followed at all annual, general, special and Board meetings, in accordance with "Roberts Rules of Order Newly Revised".

Other Considerations

Sample Dissolution Clause

Distribution of Assets on Dissolution of The Chamber – Any profits, which may accrue to The Chamber during the time it is in operation, will be used for the purposes of The Chamber as the Board sees fit. In the event of winding up the affairs of The Chamber, all assets of The Chamber, including cash on hand or in the bank, after the payment of all outstanding accounts and other liabilities, will be donated to a charity or non-profit organization as determined by a special resolution passed by the members at a general meeting.

Sample Conflict of Interest Clause

Conflict of Interest – No member of the Board may participate in the discussion or vote on a matter in which they have a pecuniary interest. Pecuniary interest is defined as one that will result in a specific immediate or deferred financial gain as a direct result of the matter at hand. The pecuniary interest applies to the Board member, their employer or their immediate family (parents, spouse, children, brothers, sisters or in-laws).

Sample Indemnity Clause

Indemnity – Every Board member of The Chamber and their heirs, executors and administrators, estates and effects, respectively, will at all time be indemnified and saved harmless out of the funds of The Chamber, from and against:

- a) All costs, charges and expenses which a Board member may sustain or incur in any action, suit or proceeding that is commenced against him or in respect of any act done or permitted by him in good faith, in carrying out the duties of a Board member; and,
- b) All other costs, charges, and expenses which he may sustain or incur in relation to the affairs of The Chamber, except such costs, charges or expenses as are occasioned by his own dishonesty, willful neglect or default.

Definitions:

Non-partisan - free from political party affiliation or bias

Non-sectarian - not limited to or associated with a particular religious denomination

Non-sectional - not concerned with a particular group to the exclusion of others



Bylaw Checklist

Corporate Registry cannot file your bylaws unless they contain all of the following items. These items are a requirement of Section 5 (4) of the *Societies Act*. Review your bylaws with this checklist to make sure you have included all required or necessary items. Put a checkmark beside each item on the list once you have found it in your bylaws. Send two copies of your bylaws to Alberta Government Services, Registries along with the special resolution of the members. (***This checklist applies as well to the Boards of Trade Act.***)

Membership

- Terms of admission** of members. Who is qualified to be a member of your Chamber? What must they do to join your Chamber?
- Rights and responsibilities** of members. What rights and responsibilities do your members have? Do they have the right to attend meetings? Are they responsible for behaving in accordance with the bylaws and objectives of the Chamber?
- Resignation or expulsion of members.** How does a member resign? In writing? By telephone? Can a member be expelled? What are the grounds for expulsion?
- Voting rights.** What are the members' voting rights? Can they vote only in person? Can they vote by proxy (i.e. have someone else vote for them?)

Meetings

- Calling annual and general meetings.** How will members be notified of annual and general meetings? By letter? By telephone? How many days notice will they be given?
- Calling special meetings.** How will members be notified of special meetings? By letter? By telephone? How many days notice will they be given?
- Quorum at general & special meetings.** What is the minimum number of people (quorum) that need to be present to carry on business at a general meeting?
- Quorum at directors' meetings.** What is the minimum number of people (quorum) that need to be present to carry on business at a special meeting?

Directors and Officers

- Appointment and removal of directors.** How will directors or officers be appointed? How will they be removed from office if they don't do the job they've

been appointed to do? Will all your members be directors or officers? You must say so if this is the case.

- Duties** of directors. What are the duties of the directors and officers? Example: the secretary has to take minutes at the meetings of the Chamber.
- Powers** of directors. What are the powers of the directors or officers? Example: the directors can manage the affairs of the Chamber.
- Payment** to directors. Will the directors or officers be paid? If they won't be paid, you must state this in the bylaws.

Financial Affairs

- Auditing** the books. The books of the Chamber must be audited once a year. Your bylaws must say this. You may wish to say when the audit will be done and who will do it.
- Borrowing money.** Will the Chamber be able to borrow money? Your bylaws must address this issue.

Minutes, Books and Records

- Preparing and keeping the minutes of the Chamber's meetings.** Who is responsible for taking minutes at Chamber meetings? Who is responsible for keeping these minutes?
- Preparing and keeping the minutes of the directors' meetings.** Who is responsible for taking minutes at directors' meetings? Who is responsible for keeping these minutes?
- Preparing and keeping other books** and records. Who is responsible for preparing other books and records? Who is responsible for keeping these items?
- Inspecting books** and records. Do the Chamber's members have the right to inspect the books and records? When? Where?

Other

- Keeping and using the **Chamber's seal.** Who is responsible for keeping the Chamber's seal? Who has permission to use the Chamber's seal?
- Changing the bylaws.** The bylaws must say that in the future the bylaws can only be changed by a special resolution of the members. Special resolution is defined in Section 1 (d) of the *Societies Act*. The definition cannot be changed.

http://www3.gov.ab.ca/gs/information/publications/forms_societies.cfm
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