

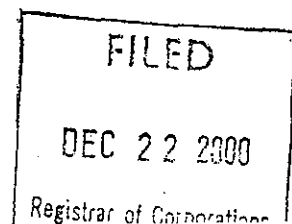
ALBERTA  
Registries

## Society By-Laws

### BOW RIVERSEdge CAMPGROUND SOCIETY (hereinafter referred to as the "Society")

#### MEMBERSHIP

1. There shall be no membership fees.
2. Any person meeting all of the following criteria may be admitted as a member of the Society:
  - a. anyone who is an active member of either the Cochrane Lions Club (hereinafter referred to as the "Lions Club") or the Rotary Club of Cochrane Society (hereinafter referred to as the "Rotary Club") (hereinafter sometimes referred to, collectively, as the "Clubs" or, respectively, as the "Club"); and
  - b. anyone who is willing to:
    - i. serve on the basis of having an active interest in the current and future well being of the Bow RiversEdge Campground, Cochrane, AB (hereinafter referred to as the "Campground"); and a willingness to report back to his/her respective Club;
    - ii. serve, as may be required, on committees in regard to all projects, maintenance and other duties necessary for the operation of the Campground (hereinafter referred to as the "Committees");
    - iii. solicit volunteer support, as may be required, from his/her respective Club to serve on the Committees; and
    - iv. participate in the preparation, development, and finalization of all projects of the Society.
3. Any member, upon a majority vote of all of the Directors of the Society, may be expelled from membership for any cause which the Directors may deem reasonable and shall, thereafter, be entitled to no membership privileges or powers in the Society until reinstated by a favorable vote passed by the aforesaid majority.
4. Any member wishing to withdraw from membership may do so upon written notice to the Board through its Secretary.



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BOARD OF DIRECTORS

5. The "Board of Directors" or "Board" shall mean the Board of Directors of the Society.
6. The Board shall be comprised of the following:
  - a. three (3) active members of the Lions Club, duly chosen by the appropriate official body of the Lions Club; and
  - b. three (3) active members of the Rotary Club, duly chosen by the appropriate official body of the Rotary Club;

provided; however, that each Club shall determine a rotating term so that there is not more than two (2) new Directors per year from each respective Club.
7. The Board shall, subject to these By-Laws, and any amendments thereto, or directions given it by majority vote of any meeting of the members of the Society so properly called and constituted, have full control and management of the affairs of the Society and shall, in particular, be responsible to fulfill those duties set forth in Clause 2.b.i. - 2.b.iv., inclusive, herein.
8. Meetings of the Board
  - a. General Board Meetings (hereinafter referred to as "General Board Meetings") are to be held monthly, the times and dates of which shall be determined at the first General Board Meeting to be held by the Directors (in October of each year) after the election of the Board at the Annual General Meeting, and in the absence of any Board member, written notice of such times and dates shall be delivered via hand, fax, or email to such Board member within forty-eight (48) hours of the said meeting; provided, however, that if the time and date of any General Board Meeting is not pre-determined as aforesaid or if the Board determines it necessary to change the pre-determined time and date of any General Board Meeting, seven (7) days' written notice of such change shall be delivered via hand, fax, or email to each Director.
  - b. Special Board Meetings (hereinafter referred to as "Special Board Meetings") may be called:
    - i. on the instructions of three (3) Directors; provided, however, that any one (1) of such three (3) Directors states the business to be brought before the meeting and requests the Chairperson (as hereinafter defined) to call such meeting by his giving forty-eight (48) hours' written notice thereof, via hand, fax, or email, to all Directors; and

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- ii. at any time by the Chairperson (as hereinafter defined) by his giving forty-eight (48) hours' written notice thereof to all Directors via hand, fax, or email.
  - c. Quorum - A quorum at any meeting of the Board, General or Special, shall consist of a minimum of four (4) Directors being present at the commencement of any such meeting, a minimum of two (2) of whom must be from the Lions Club and a minimum of two (2) of whom must be from the Rotary Club.
9. Tie Vote - in the event of a tie vote, the Chairman (as hereinafter defined) shall cast the tie-breaking vote.
10. Any member of the Board, upon a majority vote of all the members of the Board in good standing, may be expelled from membership for any cause which the Board may deem reasonable, including:
- a. failure to attend sixty (60%) percent of all Society and Board meetings per calendar year; or
  - b. more than two (2) consecutive unexplained, missed meetings without notification to the Board.

If necessary, the Chairperson (as hereinafter defined) shall be responsible to initiate the expulsion of a Director in accordance with Clauses 10.a. and 10.b. herein.

11. Appointment of Officers
- a. At the first General Board Meeting of the newly elected Board, to be held in October, the Board shall appoint, from its own Board members, the Officers of the Society, namely: a Chairperson, a Vice-Chairperson, a Secretary, and a Treasurer (all as hereinafter defined).
  - b. Any Officer, upon a majority vote of all the Directors, may be removed from his/her duties for any cause which the Board of Directors may deem reasonable.

CHAIRPERSON

12. The Chairperson shall be appointed by the Board for a period of one (1) year, and such position shall rotate year to year from a member of the Lions Club to a member of the Rotary Club.

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13. The position of Chairperson cannot be held by the current Operations Manager.
14. The Chairperson shall:
  - a. prepare the agenda for each meeting of the Society and the Board and deliver same to the Secretary;
  - b. preside over all meetings of the Society and the Board; provided, however, that in his/her absence, the Vice-Chairperson (as hereinafter defined) shall preside at any such meetings. In the absence of both the Chairperson and Vice-Chairperson (as hereinafter defined), a chairperson may be elected at such meeting to preside.
  - c. represent the Society, when required, in the following areas:
    - i. media releases;
    - ii. contact person for the Operations Manager; and
    - iii. official representative of the Society.

VICE-CHAIRPERSON

15. The Vice-Chairperson shall be appointed by the Society for a period of one (1) year and shall perform all duties of the Chairperson in his/her absence. The Vice-Chairperson may be a representative of either the Lions Club or the Rotary Club.

SECRETARY

16. The Secretary shall be elected by the Society for a period of one (1) year and shall:
  - a. be under the direction of the Chairperson and the Board;
  - b. send out notices of all the meetings of the Society and of the Board, as required;
  - c. attend all meetings of the Society and of the Board and keep accurate minutes of the same;
  - d. prepare and distribute minutes, as required, following each meeting;

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- e. review with the Chairperson all agenda materials and distribute same to the appropriate members not less than forty-eight (48) hours prior to the meeting, except in the case of a Special Board Meeting, where such materials shall be distributed at the said meeting;
  - f. book facilities for meetings, when required, and, following said meetings, return the facility used to its previous condition;
  - g. obtain/provide all office supplies required by the Society; and
  - h. keep a record of all the members of the Society and their addresses.
17. The Secretary shall have charge and maintain custody of all the correspondence, books, and records of the Society not already in the custody of the Treasurer (as hereinafter defined).
18. In case of the absence of the Secretary, his/her duties shall be discharged by such other Officer or Director as may, from time to time, be appointed by the Board.

TREASURER

19. The Treasurer shall be elected for a period of one (1) year and shall:
- a. operate and manage all financial requirements of the Society necessary to meet minimum accounting standards;
  - b. prepare an annual budget for the Society;
  - c. prepare monthly financial statements for review by the Board and quarterly financial statements for review by each of the Clubs;
  - d. represent the Society when dealing with the Society's then duly retained accounting firm and duly appointed banking institution;
  - e. be one of the two (2) required signing authorities on all cheques issued by the Society; and
  - f. maintain custody of all financial books, accounts, and records of the Society.

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BUDGET, FINANCE, AND AUDITING

20. No individual Officer, Director, or member shall benefit financially from the proceeds of the Society.
21. At year end, the Society shall retain a duly qualified accounting firm to perform an audit of the books, accounts and records of the Society.
22. The fiscal year end of the Society in each year shall be determined upon consultation with the Society's duly appointed accounting firm.
23. All the books, accounts, and records of the Society may be inspected at the Records Address of the Society, as registered from time to time, by any member of the Society upon giving reasonable notice and arranging a time satisfactory to the Officer or Officers having charge of such books, accounts, and records. Each Director shall, at all times, have access to such books and records.

MEETINGS

24. a. The Annual General Meeting (hereinafter referred to as the "AGM") shall be held annually for all members, written notice of which meeting shall be delivered, via hand, fax, or email, to each member twenty-one (21) days prior to the date of the AGM. Although already chosen by their respective Clubs, the Directors shall be officially elected at the AGM, and the Directors so elected shall serve until their respective successors are elected and installed. Any vacancy occurring during the year shall be filled by the respective Club's appointment of a new Director whose duties will commence at the General Board Meeting held immediately subsequent to such vacancy and appointment.
- b. General Meetings (hereinafter referred to as "General Meetings") may be called at any time by the Secretary upon the instruction of the Chairman or the Board, written or verbal notice of which General Meeting shall be delivered via person, telephone, hand, fax, or e.mail to each member a minimum of seven (7) days prior to such General Meeting.
- c. Special Meetings (hereinafter referred to as "Special Meetings") shall be called by the Secretary upon the instruction of the Chairman or Board upon the Board's receipt of a petition signed by one-third (1/3) of the members in good standing, which petition shall set forth the reason(s) for calling such meeting, and written notice of such Special Meeting, together with a copy of the said petition, shall be delivered via hand, fax, or e.mail to each member a minimum of seven (7) days prior to such Special Meeting.

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- d. Tie Vote - in the event of a tie vote at any meeting of the Society, the Chairman shall cast the tie-breaking vote.
  - e. Quorum - A quorum at any meeting of the Society shall consist of a minimum of twelve (12) members being present at the commencement of any such meeting, a minimum of six (6) of whom must be from the Lions Club and a minimum of six (6) of whom must be from the Rotary Club.
25. Club Forum - In order to provide an opportunity for an information exchange between the Lions Club and the Rotary Club, a Club Forum shall be held a minimum of once each calendar year, written notice of which shall be delivered via hand, fax, or e.mail to the Secretary of each of the Clubs twenty-one (21) days prior to the date thereof.
26. The AGM may, from year to year, be held in conjunction with the Club Forum at the discretion of the Directors.

RIGHT TO VOTE

27. All members shall have the right to vote at the AGM, the General Meetings, and the Special Meetings and only the Directors shall have the right to vote at all Board Meetings of the Society. All such votes are to be made in person by such means (ie: by show of hands or by secret ballot) as is resolved at the commencement of such meeting, and not by proxy or otherwise unless the meeting, by resolution, otherwise decides.

REMUNERATION

28. Unless authorized at any meeting and after notice for which shall have been given, no Officer, Director, or member of the Society shall receive any remuneration for his/her services.

BORROWING POWERS

29. For the purpose of carrying out its objectives, the Society 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 shall be exercised only under the authority of the Society, and in no case shall debentures be issued without the sanction of a Special Resolution of all of the members of the Society.

ARBITRATION

30. All disputes will be settled by arbitration in accordance with the Arbitration Act.

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BY-LAWS

31. These By-Laws may be rescinded, altered or added to by a Special Resolution passed by the vote of not less than seventy-five (75%) percent of those members entitled to vote at an AGM of the Society.

DATED at the Town of Cochrane, in the Province of Alberta, this 8 day of November, 2000.

Signature:

  
CHRIS MONTAGUE

Address:

137 Riverview Circle  
Cochrane, AB T4C 1K9

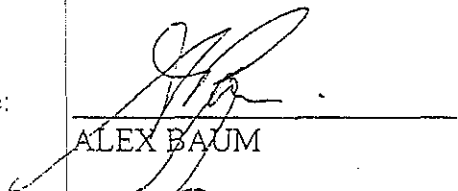
Signature:

  
WES LUCASH

Address:

30 Riverview Drive  
Cochrane, AB T4C 1K1

Signature:

  
ALEX BAUM

Address:

544 Railway Street  
Cochrane, AB T4C 2C5

Signature:

  
DALE CARON

Address:

Box 4, Site 7, RR#2  
Cochrane, AB T4C 1A2

Signature:

  
TIM HAIGHT

Address:

147 Rock Ridge Bay NW  
Calgary, AB T2G 3E7

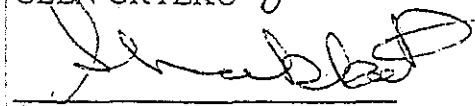
Signature:

  
GLEN GRYZKO

Address:

Box 1266  
Cochrane, AB T4C 1B3

Witness:

  
SHELLEY E. MABBOTT

Address:

Box 1300  
Cochrane, AB T4C 1B3

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Registrar of Corporations  
Province of Alberta



BOW RIVERSEdge CAMPGROUND SOCIETY

SPECIAL RESOLUTION

I, the Chairperson of the **BOW RIVERSEdge CAMPGROUND SOCIETY** (the "Society"), hereby certify that the following special resolution was passed at a general meeting of the members of the Society on the 6 day of MAY, 2002.

"In accordance with Sections 1(d) and 11 of the Societies Act, the By-Laws of the Society be hereby amended by deleting Clauses 19.d., 21., and 22. thereof in their entirety and replacing them with the following:

19. d. represent the Society when dealing with the Society's appointed banking institution and those two (2) members of the Society duly elected or appointed to audit the financial books, accounts, and records of the Society.
21. At year end, the financial books, accounts, and records of the Society shall be audited by two (2) members, one (1) member from the Lions Club and one (1) member from the Rotary Club, duly elected or appointed at the AGM solely for that purpose; provided, however, that such elected or appointed members, if not present at the AGM, may consent to such election or appointment, in writing, prior to the AGM.
22. The fiscal year end of the Society in each year shall be determined upon consultation with those two (2) members of the Society duly elected or appointed to audit the financial books, accounts, and records of the Society."

Date:

MAY 6, 2002

Signature:



**Bow RiversEdge Campground Society**

**TERMS OF REFERENCE**

*(Amendments to be ratified at the 2004 AGM)*

**Policy Statement:**

**The Bow RiversEdge Campground Society (BRCS) shall:**

1. Oversee the management of the Bow RiversEdge Campground in Cochrane.
2. Oversee the Project management of the proposed "New" Bow RiversEdge Campground.
  1. Board of Directors:
    - 1.1 Directors to consist of:
      - 1.1.1 Three members from the Cochrane Lions Club and Three members from the Cochrane Rotary Club who have been appointed by the respective Service Clubs.
    - 1.2 Directors shall serve on the basis of having an active interest in the current and future well being of the Bow RiversEdge Campground and a willingness to communicate back to the respect Clubs.
    - 1.3 The Board of Directors shall elect each year (First meeting in *January*) from the Directors, an Executive consisting of a:
      - Chairperson
      - Vice-Chairperson
      - Secretary
      - Treasurer
    - 1.4 Terms of Directors:
      - 1.4.1 Each Club shall determine a rotating term so that there are not more than two new Directors per year from each respective Club.
      - 1.4.2 Attendance is required at sixty percent (60%) of meetings per calendar year. If required: the Chairperson will be responsible to initiate replacement of the Director.
      - 1.4.3 No more than two unexplained consecutive meetings may be missed without notification to the Chair.

Bow RiversEdge Campground Society  
**TERMS OF REFERENCE**

**Responsibility:**

- 2.1 Chairperson, as elected by the BRCS for a period of one year and rotate year to year from the Lions Club to the Rotary Club and can not be held by the current Operations Manager.
  - 2.1.1 Preside over meetings
  - 2.1.2 Prepares the agenda for each meeting and delivers to the Secretary.
  - 2.1.3 Represents the BRCS when required in the following areas:
    - a) Media Releases
    - b) Contact Person for Operations Manager
    - c) Represent BRCS at all official meetings when required *or an appointed Delegate.*
  - 2.1.4 Becomes the "tie breaker" vote for any deadlock the Board of Director's encounters.
- 2.2 Vice Chairperson, as elected by the BRCS for a period of one year, to:
  - 2.3.1 Perform all duties of the Chairperson in his/her absence.
- 2.3 Secretary, as elected by the BRCS for a period of one year, to:
  - 2.3.1 Review with Chairperson, and distribute agenda materials not less than 48-hours prior to the meeting, except in the case of a special meeting.
  - 2.3.2 Prepare and distribute minutes following each meeting.
  - 2.3.3 Book facilities when required for meetings
  - 2.3.4 Provide all office supplies required by the BRCS.
- 2.4 Treasurer, as elected by the BRCS for a period of one year, to:
  - 2.4.1 Operate and manage all financial requirements of BRCS to meet minimum accounting standards.
  - 2.4.2 Prepare annual budget for BRCS
  - 2.4.3 Prepare financial reports monthly for review by the Board Of Directors.
  - 2.4.4 Represent BRCS with our Accounting Firm to arrange audit requirements.
  - 2.4.5 Represent BRCS with our Banking Institution.
  - 2.4.6 Shall be one of the signing authorities with our Bank (Minimum 2 signatures on all checks).

**Bow RiversEdge Campground Society**  
**TERMS OF REFERENCE**

2.4.7 *Shall ensure that our "Annual Returns" are completed annually and on schedule.*

2.5 Directors shall:

2.5.1 Bring forward items to the BRCS and solicit Club support for all projects, maintenance and other duties required for operating the Campground.

2.5.2 Serve and/or solicit Club volunteers to serve on committees as required.

2.5.3 Participate in the development, preparation and finalization of all projects of the BRCS.

**Meetings:**

2.6 To be held monthly, *or as required.*

2.7 Time and dates to be set at the formation of the BRCS.

2.8 A quorum shall consist of four Directors at the start of any meeting and to include at least, 2 Rotarians and 2 Lion Directors.

2.9 Club Forum:

2.9.1 The purpose of a Forum shall be to provide and opportunity for information exchange and shall be open to both the Lions and Rotary Members.

2.9.2 Forum notice to be published tree weeks prior to the actual Forum.

**Budget & Finance:**

2.10 A quarterly financial statement is to be forward by the Chairperson to the Respective Clubs.

2.11 At year-end an accounting firm must be retained to perform a "Review" level engagement of the financed of the Campground Financial Operations.

2.12 *Effective Calendar year 2005 annual profits generated from Bow RiversEdge Campground that exceed \$60,000.00 (Sixty thousand dollars) shall be designated to the "Capital Re-Investment Sub Committee. This designation shall be in effect for the duration of the January 2004 BRCS Lease Agreement with the Municipal District of Rocky View #44.*