

BYLAWS OF THE BELTLINE BUSINESS IMPROVEMENT AREA

TABLE OF CONTENTS

ARTICLE I: DEFINITIONS AND INTERPRETATION.....	4
Section 1: Definitions.....	4
Section 2: Interpretation.....	4
ARTICLE II: BUSINESS IMPROVEMENT AREA.....	5
Section 1. Name.....	5
Section 2. Establishment.....	5
Section 3. Boundaries.....	5
Section 4. Office.....	5
ARTICLE III: PURPOSES.....	5
Section 1: Purposes.....	5
ARTICLE IV: MEMBERS.....	6
Section 1. Membership.....	6
Section 2. Admission/Termination of Taxpayer.....	6
Section 3. Voting Rights.....	6
Section 4. Multiple Taxpayers.....	6
Section 5. Designated Representative of Taxpayer Member.....	6
Section 6. Revocation of Designation.....	7
Section 7. Notices.....	7
Section 8. Address of Taxpayers.....	7
Section 9. Non-transferability.....	8
ARTICLE V: BOARD OF DIRECTORS.....	8
Section 1. Establishment.....	8
Section 2. Composition.....	8
Section 3. Appointment.....	8
Section 4. Term of Office.....	8
Section 5. Nominations and Elections.....	9
Section 6. Recommendation for Revocation.....	11
Section 7. Vacancy.....	11
Section 8. Powers and Duties of the Board.....	12
Section 9. Delegates.....	13
Section 10. Regular Meetings.....	13
Section 11. Special Meetings of the Board.....	13
Section 12. Notice to Directors.....	13
Section 13. Quorum.....	14

Section 14. Temporary Chair.....	14
Section 15. Method and Location of Meeting.....	14
Section 16. Director's Resolution.....	14
ARTICLE VI: OFFICERS AND DUTIES.....	14
Section 1. Officers.....	14
Section 2. Election, Term of Office.....	15
Section 3. Officer Vacancies.....	15
Section 4. Duties of the Chair.....	15
Section 5. Duties of the Vice-Chair.....	15
Section 6. Duties of the Secretary.....	16
Section 7. Duties of the Treasurer.....	16
ARTICLE VII: MEETINGS OF THE MEMBERSHIP.....	17
Section 1. Membership Meetings.....	17
Section 2. Annual General Meeting.....	17
Section 3. Special Meetings.....	18
Section 4. Notice.....	18
Section 5. Quorum.....	18
Section 6. Temporary Chair.....	19
Section 7. Voting.....	19
Section 8. Proxy Voting.....	20
ARTICLE VIII: COMMITTEES.....	20
Section 1. Executive Committee.....	20
Section 2. Budget and Finance Committee.....	20
Section 3. Audit Committee.....	21
Section 4. Nominating Committee.....	21
Section 5. Other Committees.....	22
Section 6. Committee Terms.....	22
Section 7. Committee Vacancies.....	22
Section 8. Committee Meetings.....	23
Section 9. Quorum.....	23
Section 10. Committee Reporting.....	23
Section 11. <i>Ex-Officio</i> Committee Membership.....	23
ARTICLE IX – MANAGEMENT AND ADMINISTRATION.....	23
Section 1. Appointment of Executive Director.....	23
Section 2. Employees and Agents.....	24
ARTICLE X: FINANCES, BORROWING AND RECORDS.....	24
Section 1. Fiscal Year.....	24
Section 2. Deposit of Funds.....	24
Section 3. Expenditures.....	24
Section 4. Profit.....	24
Section 5. Debt.....	24
Section 6. Capital Property.....	25
Section 7. Signing Authority.....	25

Section 8. Financial Records.....	25
Section 9. Other Records.....	25
Section 10. Auditor.....	26
Section 11. Corporate Seal.....	26
Section 12. Remuneration.....	26
ARTICLE XI: CONFLICTS OF INTEREST.....	26
Section 1. Conflict of Interest.....	26
Section 2. Valid Contracts.....	27
Section 3. Notice of Conflict.....	27
ARTICLE XII: CODE OF CONDUCT.....	28
Section 1. Code of Conduct.....	28
ARTICLE XIII: INSURANCE AND INDEMNIFICATION.....	28
Section 1. Indemnification.....	28
ARTICLE XIV: DISESTABLISHMENT.....	29
Section 1. Disestablishment.....	29
ARTICLE XV: PARLIAMENTARY AUTHORITY.....	29
Section 1. Parliamentary Authority.....	29
ARTICLE XVI: AMENDMENT OF BYLAWS.....	29
Section 1. Bylaw Amendments.....	29
Section 2. Amendment by Change of Legislation.....	29

BYLAWS
OF THE BELTLINE BUSINESS IMPROVEMENT AREA o/a The Blox

ARTICLE I: DEFINITIONS AND INTERPRETATION

Section 1: Definitions

In these Bylaws:

- a. **"BIA"** means the Beltline Business Improvement Area;
- b. **"BIAR"** means the *Business Improvement Area Regulation*, AR 93/2016 as amended;
- c. **"Board"** means the Board of Directors of the BIA;
- d. **"Bylaws"** means these bylaws of the BIA;
- e. **"City Bylaw"** means Bylaw 34M2019 of The City of Calgary;
- f. **"City Council"** means the duly elected municipal council of the City of Calgary;
- g. **"City"** means the City of Calgary, a municipal corporation in the Province of Alberta or the area contained within the corporate boundaries of the City of Calgary, as the context may require;
- h. **"Corporation"** means the Board of Directors of the BIA, established as a non-profit corporation by the City Bylaw, pursuant to section 51 of the MGA, and section 16 of the BIAR;
- i. **"designated representative"** or **"representative"** means a person representing a Taxpayer who is designated by the Taxpayer in accordance with these Bylaws;
- j. **"Director"** means a member of the Board;
- k. **"MGA"** means the *Municipal Government Act*, RSA 2000, c. M-26 as amended;
- l. **"Resolution"** means a written motion, prepared in advance and available to the Directors or the members to review before a meeting of the Board or a membership meeting;
- m. **"taxable business"** means a business in a business improvement area whose operator is a Taxpayer;
- n. **"Taxpayer"** means a person who operates a business and is liable to pay business improvement area tax in respect of that business pursuant to City of Calgary Business Improvement Area Tax Bylaw as amended from time to time.

Section 2. Interpretation.

- 1. In these Bylaws:
 - a. words denoting the singular shall include the plural;
 - b. gender specific terms shall include all genders; and
 - c. person includes an individual, organization, partnership, association, company, corporation, society, trustee, executor, administrator or legal representative unless the context otherwise requires.

2. Except where specifically stated otherwise, references to actions being taken “in writing” or similar terms shall include electronic communication and references to “address” or similar terms shall include email address.
3. Headings used throughout these Bylaws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions of any Bylaw nor to be deemed in any way to qualify, modify or explain the effect of any such provisions of terms.
4. References or notations to the MGA, the BIAR and the City Bylaw are for reference purposes only, and provisions contained in the MGA, the BIAR and the City Bylaw shall prevail over any provision in any other document including these Bylaws.
5. The invalidity or unenforceability of any provision of these Bylaws shall not affect the validity or enforceability of the remaining provisions of these Bylaws.

ARTICLE II: BUSINESS IMPROVEMENT AREA

Section 1. Name.

The name of the business improvement area is the Beltline Business Improvement Area (“**BIA**”), operating as “The Blox”.

Section 2. Establishment.

The BIA is established by City Bylaw, pursuant to section 50 of the MGA, and section 2 of the BIAR.

Section 3. Boundaries.

The boundaries of the BIA are the area designated in the City Bylaw or any subsequent City of Calgary Bylaw that amends the designated area.

Section 4. Office.

The office of the BIA shall be located in the City of Calgary, within the boundaries of the BIA, at such location as the Board may from time to time determine

ARTICLE III: PURPOSES

Section 1: Purposes

The purposes of the BIA are set out in the City Bylaw as:

- a. improving, beautifying and maintaining property in the BIA;
- b. developing, improving and maintaining public parking within or adjacent to the BIA; and
- c. promoting the BIA as a business or shopping area,

ARTICLE IV: MEMBERS

Section 1. Membership.

1. There is one category of membership: Taxpayer.
2. All Taxpayers within the BIA boundaries are members of the BIA.

Section 2. Admission/Termination of Taxpayer.

1. Membership is gained automatically when an individual becomes a Taxpayer within the BIA boundaries and continues as long as the Taxpayer continues to be a Taxpayer within the BIA boundaries.
2. Membership terminates automatically when the Taxpayer ceases to be a Taxpayer within the BIA boundaries.

Section 3. Voting Rights.

1. Taxpayers are entitled to one vote for each taxable business operated by the Taxpayer within the BIA boundaries.
2. For each taxable business within the BIA boundaries, a Taxpayer shall be entitled to one vote each in respect of each matter that is the subject of a vote.
3. To establish voting rights, the Board may:
 - a. prepare a list of the taxable businesses in the BIA; and
 - b. require reasonable proof of a Taxpayer's or designated representative's entitlement to vote on behalf of an eligible taxable business.

Section 4. Multiple Taxpayers.

1. When there is more than one Taxpayer operating a taxable business, voting rights shall be granted to only one of the Taxpayers.
2. The Taxpayers must designate one Taxpayer of the taxable business, or designate a representative, to represent the Taxpayers at all annual general meetings or special meetings.
3. When the Taxpayers fail to designate one Taxpayer of the taxable business, or designated a representative, the voting rights will be
 - a. granted to the registered owner holding the greatest interest in the business; or
 - b. in the event of equal ownership, withheld until an individual is designated.

Section 5. Designated Representative of Taxpayer Member.

1. A Taxpayer(s) may designate a person to represent the Taxpayer(s) at all annual general meetings or special meetings, including exercising the voting rights of the Taxpayer(s).
2. To designate a representative, the Taxpayer(s) must submit a letter to the Board stating:
 - a. the name of the individual who will represent the Taxpayer(s);
 - b. the name of the taxable business; and

- c. the term of the designation, if any.
3. The letter must be signed and dated by the Taxpayer(s) making the designation and takes effect upon receipt by the Board.
4. The designated individual may not act without this letter.
5. Once designated, the designated individual is entitled to exercise all of the rights and powers of the Taxpayer(s) they represent as if they were the Taxpayer.

Section 6. Revocation of Designation.

1. A designated representative shall cease to represent a Taxpayer upon the happening of any one or more of the following events:
 - a. the expiration of the period of the designated representative's appointment, if any;
 - b. the revocation of the designation by the Taxpayer(s); or
 - c. when the Taxpayer ceases to be a Taxpayer.
2. To revoke a designation of a representative, the Taxpayer(s) must submit a letter to the BIA stating:
 - a. the name of the Individual who was designated in the original designation letter;
 - b. the name of the taxable business; and
 - c. a clear statement of revocation.
3. The letter must be signed and dated by the Taxpayer(s) making the revocation and takes effect upon receipt by the Board.

Section 7. Notices.

1. Unless otherwise expressly provided in these Bylaws, service of any notice required to be given shall be well and sufficiently given if sent to the member by postal mail or by electronic mail.
2. A member may at any time in writing advise the Board of any change of address at which or method by which notices shall be served or given and thereafter the address specified therein shall be deemed to be the address of such member for the giving of notices.

Section 8. Address of Taxpayers.

To determine the name or address of Taxpayers for the purpose of giving any notice, determining entitlement to vote at any annual general or special meeting or for any other reasonable purpose, the Board may rely on the current City of Calgary business assessment roll of Taxpayers and the information set out in such roll shall be conclusive for all purposes set out in these Bylaws, unless otherwise determined by resolution of the Board.

Section 9. Non-transferability.

1. No right or privilege of any Taxpayer shall in any way be transferable or transmissible other than by designation of a representative as provided for in these Bylaws.
2. Rights and privileges of a Taxpayer shall cease upon the Taxpayer ceasing to be such, whether by ceasing to be shown on the applicable assessment roll as being assessed for business assessments or by death or otherwise and, in the case of a corporate Taxpayer, by liquidation, winding-up, bankruptcy or otherwise.

ARTICLE V: BOARD OF DIRECTORS

Section 1. Establishment.

1. The BIA Board of Directors is established as a non-profit corporation by the City Bylaw, pursuant to section 51 of the MGA, and section 16 of the BIAR.

Section 2. Composition.

1. The Board shall consist of a minimum of 8 and a maximum of 12 Directors.

Section 3. Appointment.

1. Directors shall be appointed by resolution of City Council, following the recommendation of the BIA.
2. City Council may also appoint one or more councillors as Directors.

Section 4. Term of Office.

1. Directors shall be appointed for 2-year terms unless City Council appoints a Director for a term that is less than 2 years.
2. A Director's term commences upon appointment by the City.
3. A Director appointed to the Board remains in office until the first of:
 - a. the Director resigns by submitting their resignation in writing to the Board;
 - b. the revocation of the Director's appointment by City Council following the recommendation of the Board; or
 - c. the Director's term of office expires,
4. A Director may be reappointed upon recommendation by the BIA following nomination by Taxpayers but may not hold office for more than 4 consecutive terms.
5. A Director having served 4 consecutive terms shall remain off the Board for not less than one year prior to being eligible for re-election for recommendation for appointment to the Board.
6. In the event that any Director of the Board ceases to be a Taxpayer within the BIA, that person shall notify the Board and offer to submit their resignation as a

Director in writing to the Board. The Board will then be permitted to decide whether or not to accept the resignation.

7. Should there be more than one representative from one Taxpayer due to a merger, change in career or other circumstance, one person representing such Taxpayer shall forthwith submit their resignation as a Director in writing to the Board.
8. Should City Council appoint one or more Councillors to be Directors and such appointment results in more Directors being appointed to the Board than permitted under Article 5 Section 2 of these Bylaws, the Board shall determine, by way of ballot, which Director(s), other than the Councillor(s), shall resign from the Board to ensure compliance with the permitted number of Directors.
9. Upon receipt and acceptance by the board of a written resignation from a Director, the Board shall notify City Council of the resignation.
10. If a Director fails to voluntarily offer their resignation when the Director is no longer a Taxpayer within the BIA, or a second Director from a single Taxpayer, the remaining Directors may, by majority vote of those present and voting, approve a written request to City Council to revoke the Director's appointment.

Section 5. Nominations and Elections.

1. Members of the BIA to be recommended to the City for appointment shall be elected by ballot at the annual general meeting or a special meeting called for the purpose of electing members for recommendation to City Council for appointment to the Board.
2. Notice of the annual general meeting or a special meeting called for the purpose of electing members for recommendation for appointment, along with the nomination procedures, shall be given by the Secretary or a designee to all Members at least 30 days prior to the date of the meeting.
3. Candidates for recommendation for appointment to the Board may be nominated by Taxpayers in advance of the annual general meeting or a special meeting called for the purpose of electing members for recommendation for appointment to the Board.
4. Taxpayers may submit a written nomination to the Secretary, in a form prescribed by the Board, accompanied by a minimum of 3 Taxpayer signatures supporting the nomination, at least 7 days prior to the annual general meeting or special meeting called for the purpose of electing members for recommendation for appointment to the Board.
5. Should more than one person from one taxable business be nominated and elected, the person with the least amount of votes shall be disqualified for recommendation for appointment to the Board.
6. Non-Taxpayers who express a valid interest in the BIA and its purposes, as determined by the Board, may be nominated as a candidate and elected for recommendation for appointed to the Board in the same way as Taxpayers.
7. Nominations for non-Taxpayers may only be accepted if there are insufficient Taxpayers running for open or vacant positions on the Board.
8. Non-Taxpayers may fill no more than 25% of the seats on the Board.

9. Following the close of nominations made in advance of the annual general meeting or special meeting called for the purpose of electing members for recommendation for appointment to the Board, the Board shall notify all members of the names of the eligible nominees at least 7 days prior to the meeting.
10. Nominations will only be accepted from the floor at the annual general meeting or special meeting called for the purpose of electing members for recommendation for appointment to the Board if there are not enough nominees to fill all the vacancies and require a minimum of 3 Taxpayers to support the nomination.
11. No nominee's name shall be placed on the ballot unless the nominee
 - a. has reached the age of majority in the Province of Alberta;
 - b. has provided their consent to serve if elected;
 - c. has agreed to abide by the Board's Conflict of Interest Policy; and
 - d. has agreed to abide by the Board's Code of Conduct.
12. If the persons nominated for recommendation for appointment to the Board are equal to or less in number than the number of Directors required to be appointed, the Chair shall, following the close of nominations, declare the persons elected by acclamation for recommendation for appointment to the Board.
13. If the persons nominated for recommendation for appointment to the Board are greater in number than the number of Directors to be appointed, the election shall be by ballot at the annual general meeting or a special meeting called for the purposes of electing members for recommendation for appointment, with the name of each eligible nominee appearing individually on the ballot.
14. Each Taxpayer shall be entitled to one vote and each Taxpayer shall be entitled to vote for the number of candidates required to fill the available positions
15. No Taxpayer entitled to vote in respect of the election for recommendation for appointment to the Board shall vote for more candidates than the number of vacant positions.
16. Any ballot on which there are more names selected than there are vacant positions shall be deemed void.
17. The Chair may appoint one or more scrutineers, who need not be a person who is qualified to vote at the meeting, to assist in the election of persons nominated for recommendation for appointment to the Board and may request representatives of the City to assist in checking the eligibility of persons to vote at the annual general meeting or a special meeting called for the purposes of electing members for recommendation for appointment.
18. The Secretary, and one or more scrutineers, shall receive the ballots, examine them, decide their validity, count the votes and determine the number of votes for each candidate and inform the Chair of the number of votes received by each candidate.
19. The Chair shall determine and announce the result of who has been elected for recommendation for appointment to the Board.
20. Candidates shall be declared elected for recommendation for appointment to the Board in the order of those candidates receiving the most votes until all available positions are filled.

21. When two or more candidates are tied for the last remaining position(s), there will be a run-off vote of the remaining candidates, with each Taxpayer entitled to vote for the number of positions remaining to be filled, and re-balloting will occur as many times as necessary to fill the final position(s).
22. The Secretary shall advise the City, in accordance with the City's requirements, of the names of the persons elected for recommendation for appointment to the Board.

Section 6. Recommendation for Revocation.

1. The Board may, by a two-thirds vote of the remaining Directors, approve a written request to City Council to revoke a Taxpayer nominated Director's appointment to the Board for
 - a. being absent from three consecutive meetings of the Board, without good cause and approval of the President;
 - b. any action that demonstrates gross negligence of or a breach of the MGA, BIAR, City Bylaw or these Bylaws;
 - c. commencing or participating in any legal proceedings against the BIA or the Corporation; or
 - d. any cause which the Board may deem reasonable, including disruptive behavior, failure to declare conflicts of interest, a violation of the code of conduct, any action determined by the Board to potentially endanger the interest or reputation of the BIA or cause a risk to the BIA or the Corporation, including dereliction of duties.
2. The Board may, but is not required to, at its sole discretion, give one written warning to the Director in respect of the reason for removal from the Board and, if given, the Director shall not be removed from the Board unless the reason continues or re-occurs following receipt of such warning.
3. No Director shall be recommended for revocation without being notified in writing of the reasons for removal from the Board at least 7 days in advance of the meeting of the Board where the decision will be made and the Director must be provided with the opportunity to respond to the reasons given prior to any vote.
4. The Board, upon gaining knowledge of the event, will submit a written request to City Council to revoke a Taxpayer nominated Director's appointment to the Board when the Director,
 - a. dies;
 - b. becomes of unsound mind or mentally incompetent, as determined by an attending Physician;
 - c. is convicted of an indictable offence;
 - d. becomes bankrupt or is in arrears with their creditors; or
 - e. at a special meeting of Taxpayers called for that reason, is subject to a resolution passed by a two-thirds vote of the Taxpayers present and voting at the meeting that the Director's appointment be revoked.
5. For additional clarity, this section does not apply to Councillors appointed by City Council as Directors.

Section 7. Vacancy.

1. When a vacancy occurs on the Board, the Board may appoint an individual to fill that vacancy
 - a. until the next annual general meeting of the Taxpayers; or
 - b. for the remainder of the vacating member's term,provided such person is eligible for election to the Board.
2. The Board may decide which option to use at its sole discretion.
3. The Board does not require City Council approval to fill a vacancy but must notify City Council that the vacancy has been filled and provide the name of the new Director.

Section 8. Powers and Duties of the Board.

1. The management and administration of the affairs of the BIA shall reside with the Board.
2. The Board shall manage and conduct the activities of the BIA, exercise the rights, powers and privileges established in the BIAR, the City Bylaw and these Bylaws and carry out the duties of the Board in the name of and on behalf of the BIA and the Corporation.
3. The powers and duties of the Board to manage and administer the affairs of the BIA and the Corporation shall, at all times, be subject to and exercised in accordance with the provisions of the MGA, the BIAR, the City Bylaw, these Bylaws and any other applicable law.
4. The powers and duties of the Board to manage and administer the affairs of the BIA shall also be subject to any reasonable and lawful restriction imposed or reasonable and lawful direction given to the Board at an annual general meeting or special meeting of the Taxpayers.
5. The Board may contract on behalf of the BIA and the Corporation.
6. No Director shall have any authority to act on behalf of the Board, the BIA or the Corporation except as may be authorized in these Bylaws and as may be authorized, instructed or delegated by the Board.
7. No Director, Officer or member has the power to legally obligate the BIA or the Corporation in any manner whatsoever without the prior approval of the Board.
8. No Director shall take it upon themselves to commit the time, resources or finances of the BIA, its Board or its staff without prior approval of such a commitment at a duly constituted meeting of the Board.
9. Every Director shall exercise the powers and discharge the duties of the office of Director honestly and in good faith and in the best interest of the BIA and the Corporation.
10. Specific duties of the Board are to, annually and in accordance with the requirements of the City, if any:
 - a. appoint an auditor;
 - b. submit audited financial statement to the City;
 - c. submit any reports required by City Council to the City;
 - d. submit an annual report to the City;
 - e. approve and submit a proposed budget to City Council;
 - f. hold elections for recommendation for appointment to the Board;

- g. maintain a directory of Directors; and
 - h. maintain a directory of members.
11. The Board shall have the power to spend the funds of the BIA in accordance with the annual budget approved by City Council.
 12. The Board is accountable to Taxpayers and City Council for its management and administration of the BIA.

Section 9. Delegates.

1. The Board may delegate any of its powers and duties or all or any part of the management and administration of the affairs of the BIA, except those powers and duties specifically required to be done by the Board pursuant to the MGA, the BIAR, the City Bylaw, these Bylaws or any valid restriction or direction given at an annual general meeting or special meeting of the Taxpayers, to one or more Directors, Officers, employees, contractors, persons, or committees, and may at any time revoke such delegation.
2. In case of the absence or inability to act of any Director, officer, employee or contractor of the BIA, or for any reason that the Board may deem sufficient, the Board may delegate all or any of the powers and duties of such person or persons to any other person or persons.

Section 10. Regular Meetings.

1. The Board shall hold at least 6 regular meetings during the year at a time and by such means as determined by the Board or at the call of the Chair.
2. One of the regular meetings shall be held as soon as practicable following the appointment of Directors by City Council and, in any case, no later than one month following the appointments.

Section 11. Special Meetings of the Board.

1. The Board shall meet when any two Directors give to the other Directors notice of a special meeting of the Board, specifying the reason for calling the special meeting of the Board and specifically describing the subject matter of the motion(s) or item(s) of business to be considered at the special meeting of the Board.
2. The only business that can be transacted at a special meeting of the Board is that which has been specified in the call of the meeting.

Section 12. Notice to Directors.

1. Every Director shall be given at least 7 days notice of regular meetings and special meetings of the Board.
2. Notice of meetings shall be in writing or by electronic mail and shall include a list of the proposed business to be conducted.

3. Any Director may waive notice of a meeting before, during or after the meeting and such waiver shall be deemed the equivalent of receipt of due and proper notice of the meeting.
4. In computing the number of the days of notice of a meeting of the Board, the day on which the notice is given shall be excluded and the day of the meeting shall be included.

Section 13. Quorum.

1. A majority of Directors shall constitute a quorum.
2. In the event that a quorum is not present within 30 minutes after the time called for a meeting, the meeting shall stand adjourned to a time and place determined by a majority vote of those in attendance.

Section 14. Temporary Chair.

In the absence of both the Chair and the Vice-Chair, and the failure of the Chair to appoint a presiding officer in their absence, the Directors present shall appoint a Chair for the meeting from amongst themselves.

Section 15. Method and Location of Meeting.

1. Meetings of the Board may be held in person, telephonically, electronically or in a hybrid fashion so long as all attendees can hear each other and be heard.
2. Each in person meeting or in person portion of a hybrid meeting of the Board shall be held within the City of Calgary unless the Directors agree to hold the meeting in another location.

Section 16. Director's Resolution.

1. A resolution may be voted upon by all members of the Board by e-mail where it is determined by the Chair to be urgent and it is impractical to have a meeting of the Board.
2. Any such email vote on a resolution
 - a. will be adopted by a two-thirds vote of those Directors voting, as long as the number of Directors voting constitutes a majority of the Directors;
 - b. must be recorded in the minutes of the next Board meeting; and
 - c. will be valid and effective as if it had been passed at a meeting of the Board, duly called and constituted.

ARTICLE VI: OFFICERS AND DUTIES

Section 1. Officers.

1. The Officers of the BIA shall be the
 - a. Chair;
 - b. Vice-Chair;

- c. Secretary; and
 - d. Treasurer.
2. A person may simultaneously hold the offices of Secretary and Treasurer.

Section 2. Election, Term of Office.

1. At the first regular meeting of the Board following the appointment of Directors by City Council, the Chair, Vice-Chair, Secretary and Treasurer shall be elected by ballot by the Directors.
2. Elections shall be conducted sequentially, first for the Chair, then the Vice-Chair, then the Secretary and then the Treasurer.
3. Only Directors may be candidates for election as Officers.
4. Nomination of candidates for election may be made prior to the election for the office, however, a candidate need not be nominated to be voted for on a ballot.
5. A majority vote of those present and voting shall be required for election.
6. The Officers shall serve a term of 1 year or until their successors are elected.
7. The Officers' term of office shall begin upon being declared elected.

Section 3. Officer Vacancies.

1. An Officer shall cease to hold the office and a vacancy shall be created upon:
 - a. the date specified in a written resignation from the Officer delivered to any other Officer of the BIA; or
 - b. the Officer ceasing to be eligible for election as an Officer.
2. In the event of a vacancy in an elected Officer position, at a regular meeting of the Board, with notice of the election, or at a special meeting of the Board called for that purpose, the Board shall elect an eligible Director to fill the office for the unexpired term of the vacating Officer.
3. The Chair shall secure and transfer the records of a vacant office to the successor expeditiously.

Section 4. Duties of the Chair.

1. The Chair shall:
 - a. be the primary spokesperson of the BIA;
 - b. preside at, or appoint a presiding officer for, meetings of the Board, annual general meetings and special meetings of the membership;
 - c. chair the Executive Committee;
 - d. oversees the affairs and operations of the BIA, the Board and the Corporation;
 - e. provide a report to the members at the annual general meeting;
 - f. have such other duties and powers as are set forth in these Bylaws, the parliamentary authority of the BIA, and as may be authorized or instructed by the Board.

Section 5. Duties of the Vice-Chair.

1. The Vice-Chair shall
 - a. act in place of the Chair if the Chair is absent or unable to act;
 - b. assist the Chair in any reasonable way to ensure the proper functioning of the BIA; and
 - c. have such duties and powers as are set forth in these Bylaws, the parliamentary authority of the BIA and as may be authorized or instructed by the Board or the Chair.

Section 6. Duties of the Secretary.

1. The Secretary shall:
 - a. maintain and have custody of the records of the BIA, other than the financial records, including but not limited to all Board documentation, books, papers, records, contracts, awards, correspondence, minutes, and notices;
 - b. give, or cause to be given, all notices required to be given to the Board and members;
 - c. record the minutes of Board and membership meetings;
 - d. oversee all correspondence of the BIA, the Board and the Corporation; and
 - e. have such other duties and powers as are set forth in these Bylaws, the parliamentary authority of the BIA and as may be authorized or instructed by the Board.
2. In case of the absence of the Secretary, their duties shall be filled by such Director as may be appointed by the Board.
3. The duties of the Secretary, may, in part, be delegated to an employee or agent of the BIA as may be designated by the Board, but in such event, the Secretary shall maintain overall supervision and responsibility for those duties.

Section 7. Duties of the Treasurer.

1. The Treasurer shall:
 - a. maintain and have custody of the financial records of the BIA;
 - b. oversee the management and reporting of the BIA's finances;
 - c. keep proper accounting records, including full and accurate accounts of all assets, liabilities, receipts and disbursements of the BIA;
 - d. arrange, settle, balance and certify the books and accounts as between the Corporation and its bankers;
 - e. have the custody of the funds and securities of the BIA;
 - f. receive all cheques and vouchers and sign, in accordance with the signing authorities of the BIA, all the bank's forms for settlement of balances and verification slips;
 - g. be responsible to ensure the deposit of all monies, securities and other valuable effects in the name and to the credit of the BIA in such chartered

- bank or trust company as may be designated by the Board of Directors from time to time;
- h. disburse the funds of the BIA as may be directed by proper authority and as enabled by the annual budget approved by City Council;
 - i. report current financial information at each meeting of the Board and at the annual general meeting and file a written copy of each report with the Secretary;
 - j. compile the information with which to prepare the annual budget and the annual audit;
 - k. present the proposed budget, as approved by the Board, at the annual general meeting, for information;
 - l. assist the Board to submit the proposed budget to the City, following the AGM and no later than the date set by the City, for approval by City Council;
 - m. Chair the Budget and Finance Committee; and
 - n. have such other duties and powers as are set forth in these Bylaws, the parliamentary authority of the BIA and as may be authorized or instructed by the Board.
2. The duties of the Treasurer may, in part, be delegated to an employee or agent of the BIA as may be designated by the Board, but in such event, the Treasurer shall maintain overall supervision and responsibility for those duties.

ARTICLE VII: MEETINGS OF THE MEMBERSHIP

Section 1. Membership Meetings.

- 1. A membership meeting is a meeting of the members of the BIA and shall be an annual general meeting or a special meeting.
- 2. A membership meeting may be held in person, telephonically, electronically or in a hybrid fashion so long as all attendees can hear each other and be heard.
- 3. Each in person membership meeting or the in-person portion of a hybrid membership meeting shall be held within the City of Calgary.

Section 2. Annual General Meeting.

- 1. An annual general meeting shall be held once in each calendar year within 12 months of the BIA's year-end and no later than November 30th, at such time, date and place as the Board may decide.
- 2. The business at annual general meetings shall, at a minimum, include the following:
 - a. reading and approval of minutes of the previous annual general meeting;
 - b. presentation of an annual report;
 - c. presentation of the audited financial statements and auditors report thereon for the year most recently ended;
 - d. presentation of the proposed activities for the upcoming year;

- e. presentation of the proposed budget, to present to City Counsel for approval, for the upcoming year;
- f. reporting on the appointment of the auditor;
- g. election of members for recommendation for appointed to the Board;
- h. new business / decisions on all resolutions brought forward by the Membership; and
- i. announcements and member's open forum.

Section 3. Special Meetings.

1. A membership meeting other than an annual general meeting shall be called a special meeting.
2. The Board shall upon the instruction of the Chair or at the request of any three Directors, convene a special meeting at such time, date and place as the Board may decide.
3. The Board must, upon the written request of at least 20 Taxpayers or 20% of the Taxpayers, whichever is less, that sets out the purpose of the special meeting, convene a special meeting unless:
 - a. the Board has already provided notice to the Taxpayers of a special meeting dealing with substantially the same business as is specified in the request;
 - b. it clearly appears that the request has been submitted for the purpose of enforcing a personal claim or redressing a personal grievance against the BIA, its Directors or Officers, or is primarily for the purpose of promoting general political, racial, religious, social or similar causes; or
 - c. substantially the same business as that submitted in the request was presented at a special meeting held in the last two years preceding the receipt of the request and was defeated.
4. A special meeting requested by the Taxpayers must be held within forty-five (45) days of the Board's receipt of the written request at such time, date and place as the Board may decide.

Section 4. Notice.

1. Notice of each membership meeting shall be given to all members, in writing, by hand delivery, mail or electronic mail, at least 30 days before every membership meeting specifying the place, the date and the hour of the meeting.
2. Notice of a special meeting must specify the purpose of the special meeting, describing the subject matter of the motions, resolutions or items of business to be considered, and the only business that can be transacted is that which has been specified in the notice.
3. Notice shall be given to the members in the manner prescribed in these Bylaws, but the accidental omission to give notice to a member or non-receipt by a member does not invalidate the meeting or any proceedings thereat.
4. Notice of any meeting may be waived either at, before or after the meeting by persons entitled to vote at the meeting and such waiver shall be deemed the equivalent of receipt of due and proper notice of the meeting.

5. In computing the number of the days of notice of a membership meeting, the day on which the notice is given shall be excluded and the day of the meeting shall be included.

Section 5. Quorum.

1. Quorum for a membership meeting shall be 10 Taxpayers or 20% of Taxpayers, whichever is less, of the BIA, of which at least five must be Directors.
2. No business, other than the election of a person to chair the meeting, and the adjournment or termination of the meeting, shall be transacted at any membership meeting unless a quorum is present.
3. In the event that a quorum is not present within 30 minutes after the time called for the meeting, any annual general meeting or special meeting shall stand adjourned to a time and place determined by a majority vote of the Taxpayers in attendance, notwithstanding that no quorum is present.
4. If at such adjourned meeting a quorum is not present, the Taxpayers who are present and entitled to vote shall be deemed to be a quorum and may transact all business in which a quorum might have done.
5. Notice of the adjourned membership meeting shall be given to all members, in writing, by hand delivery, mail or electronic mail, at least 5 business days before the adjourned meeting specifying the place, the date and the hour of the meeting.

Section 6. Temporary Chair.

In the absence of both the Chair and the Vice-Chair, and the failure of the Chair to appoint a presiding officer in their absence, 15 minutes after the time called for the membership meeting, the Taxpayers present shall appoint a Chair for the meeting from amongst the Directors present and willing to preside.

Section 7. Voting.

1. Voting for all votes that do not require a ballot will be as directed by the Chair and may include voting by:
 - a. voice vote;
 - b. show of hands;
 - c. raising of a voting card;
 - d. using an electronic voting system, including the meeting platform tools, if any, of any meeting platform being used to host the meeting; or
 - e. a combination of the above.
2. Voting for all votes that require a ballot will be as directed by the Chair and may include voting by:
 - a. paper ballots;
 - b. using an electronic voting system, including the meeting platform tools, if any, of any meeting platform being used to host the meeting, with the method selected set to anonymous, when possible; or
 - c. a combination of the above.and must be conducted in such a way that

- d. no voters can see the votes of other voters; and
 - e. when the electronic portion of a vote cannot be made anonymous, the secretary ensures the confidentiality of the vote.
- 3. No ballot vote may be taken at a meeting held only telephonically and no telephonic attendee of a hybrid meeting may participate in a ballot vote unless an electronic voting system is being used and they are able to access the electronic voting system, in which case they shall vote using that system.
- 4. At any annual general meeting or special meeting, unless otherwise set out in these Bylaws, a resolution shall be adopted by a majority vote of the Taxpayers present and voting.

Section 8. Proxy Voting.

- 1. Voting by proxy is not permitted.
- 3. Designating a representative, as provided for in these Bylaws, to represent a Taxpayer and exercise the Taxpayer's voting rights at a membership meeting is not considered voting by proxy for purposes of these Bylaws.

ARTICLE VIII: COMMITTEES

Section 1. Executive Committee

- 1. An Executive Committee, composed of the Officers of the Society, may be established by the Board.
- 2. If convened:
 - a. The Chair of the Board shall Chair the Executive Committee.
 - b. The Executive Director shall be a non-voting member of the Executive Committee
 - c. The Executive Committee shall
 - i. have general supervision of the affairs of the BIA; and
 - ii. carry out emergency and unusual business of the BIA between the regular meetings of the Board.
 - d. The Executive Committee shall report to the Board on actions taken between regular meetings of the Board.
 - e. The Executive Committee is responsible for ensuring that all policies and directives of the Board are implemented.

Section 2. Budget and Finance Committee.

- 1. A Budget and Finance Committee may be established by the Board.
- 2. If established:
 - a. The committee shall be composed of the Treasurer and two other Directors or members, appointed by the Board after the election of Officers at the first regular meeting of the Board following the appointment of members to the Board by City Council.
 - b. The Chair of the Budget and Finance Committee shall be the Treasurer.

- c. The Executive Director shall be a non-voting member of the Budget and Finance Committee.
- d. It shall be the duty of this committee to:
 - i. prepare a proposed budget for the fiscal year beginning the first day of January, for adoption by the Board and submission to and approval by City Council; and
 - ii. amend the budget when authorized by City Council in accordance with any conditions established by City Council respecting the amendment of the budget.
- e. The proposed budget must be a balanced budget and include:
 - i. the estimated amount of the board's revenue from every source, and
 - ii. the estimated amount of all operating and capital expenditures planned for the year.

Section 3. Audit Committee.

- 1. An Audit Committee may be established by the Board.
- 2. No person may serve simultaneously on both the Audit Committee and the Budget and Finance Committee.
- 3. If established:
 - a. The committee shall be composed of one Director, who will chair the committee, and two other Directors or members appointed by the Board after the election of Officers at the first regular meeting of the Board following the appointment of members to the Board by City Council.
 - b. The Audit Committee shall secure an annual audit of all annual financial statements, and at other times as deemed necessary by the Audit Committee with the consent of the Board.
 - c. The Audit Committee shall:
 - i. oversee the integrity of the BIA's financial statements, accounting and financial reporting processes, and financial statement audits;
 - ii. oversee the BIA's compliance with legal and regulatory requirements;
 - iii. oversee the performance of the BIA's independent auditor;
 - iv. oversee the BIA's systems and internal controls; and
 - v. submit a report annually to the Board and at each annual general meeting.

Section 4. Nominating Committee.

- 1. A Nominating Committee may be established by the Board.
- 2. Only members of the BIA may serve on the Nominating Committee.
- 3. If established:
 - a. The Board shall appoint the Nominating Committee six months in advance of the annual general meeting.

- b. The committee shall be composed of at least 2 Directors or members who are not seeking election to the Board, with one of the appointed members being appointed the Chair of the Nominating Committee.
- c. The Nominating Committee shall:
 - i. review the education, experience and skills of the current members of the Board;
 - ii. identify weaknesses or deficiencies on the Board, if any;
 - iii. attempt to identify members eligible for election to the Board who have the education, experience or skills which may be lacking on the Board;
 - iv. when possible, nominate at least one individual for each Board position for which an election will be held for recommendation for appointment to City Council; and
 - v. notify the Secretary of the nominee names after confirming each nominee:
 - A. has reached the age of majority in the Province of Alberta;
 - B. has provided their consent to serve if elected;
 - C. has agreed to abide by the Board's Conflict of Interest Policy; and
 - D. has agreed to abide by the Board's Code of Conduct.
- d. The dissolution of the Nominating Committee will occur at the end of the annual general meeting.

Section 5. Other Committees.

- 1. The Board may appoint any other standing or special committees as it sees fit and prescribe their responsibilities, including but not limited to:
 - a. Governance and Human Resources Committee;
 - b. Events and Programs Committee;
 - c. Parking and Streetscape Committee;
 - d. Marketing and Promotions Committee; and
 - e. Civic Affairs and Development Committee.
- 2. The Board shall name the Chair and members of each committee and committees will be comprised of at least one Director and the Chair of each committee must be a Director.

Section 6. Committee Terms.

- 1. The term of office of each standing and special committee member shall begin upon appointment and conclude:
 - a. when a successor is appointed;
 - b. when the appointment is terminated by the appointer;
 - c. upon the dissolution of the Committee; or
 - d. in the case of a special committee, upon the completion of the work of the special committee.

Section 7. Committee Vacancies

Any vacancies on a committee may be filled in the same manner as the original selection of the committee members for the balance of the term of the vacating committee member.

Section 8. Committee Meetings.

1. Committee meetings shall be at the call of the Chair of the committee or the Chair of the Board.
2. Standing Committee meetings may be held in person, telephonically, electronically or in a hybrid fashion so long as all attendees can hear each other and be heard.
3. Committees shall appoint a secretary to keep minutes of their meetings.

Section 9. Quorum.

1. The quorum of all meetings of committees shall be a majority of the members on the committee.
2. In the event that a quorum is not present within 30 minutes after the time called for the meeting, the meeting shall stand adjourned to a time and place determined by a majority vote of those in attendance.

Section 10. Committee Reporting.

Each standing and special committee Chair shall keep the Board apprised of their committee's activities by providing a written report on the committee's activities and any recommendations to each regular meeting of the Board.

Section 11. *Ex-Officio* Committee Membership.

The Chair of the Board shall be an *ex officio* member of all committees, except the Nominating Committee, and has all the rights and duties of a committee member when in attendance but shall not be included in determining quorum.

ARTICLE IX – MANAGEMENT AND ADMINISTRATION

Section 1. Appointment of Executive Director.

1. The Board may appoint, retain by contract, or employ an Executive Director to oversee the day-to-day operations and administration of the BIA and the Corporation. The terms of such appointment, retention, or employment shall be determined by the Board from time to time and shall always be subject to the Board's direction.
2. A Taxpayer, including a Director, is ineligible to serve as the Executive Director.
3. If appointed, the Executive Director shall:
 - a. ensure the BIA is in compliance with all statutory notifications and requirements and all requirements of the City;

- b. attend all meetings of the Board and the membership;
- c. report to the Board; and
- d. perform such other duties as may be assigned or delegated by the Board.

Section 2. Employees and Agents

1. The Board may appoint, retain by contract, or employ such additional employees and agents as it thinks fit in connection with the management, maintenance and administration of the BIA and its assets, as well as for service and program delivery, to fulfill its purposes. Such appointments shall be upon terms determined by the Board from time to time and shall always be subject to the Board's direction.
2. Such persons shall have the authority and perform the duties as prescribed by the Board.
3. The Board may delegate the function of appointing or managing additional positions to the Executive Director, provided all positions are approved by the Board.

ARTICLE X: FINANCES, BORROWING AND RECORDS

Section 1. Fiscal Year.

The fiscal year of the BIA shall be from January 1 to December 31.

Section 2. Deposit of Funds.

The BIA's funds shall be deposited in a financial institution, such as a chartered bank, trust company, credit union, or Treasury Branch, as designated by the Board.

Section 3. Expenditures.

1. All expenditures made must be included in the budget approved by City Council.
2. Should a Director make an expenditure that is not included in the budget approved by City Council, that Director, and any other Directors involved, shall be personally liable to the City for the expenditure amount.
3. All expenditures exceeding \$5,000 require explicit authorization of the Board prior to being made.
4. All expenditures exceeding \$10,000 require the Board to seek out a minimum of three proposals, if applicable.

Section 4. Profit.

1. The Board shall ensure that all income and profits made must be applied to promoting the objects of the BIA, the Board, and the Corporation.
2. The Board shall ensure that dividends may not be paid to any person.

Section 5. Debt.

The Board may borrow, raise or secure the payment of money in such manner it deems appropriate, but may not incur debt extending beyond the current fiscal year without the approval of City Council.

Section 6. Capital Property.

1. The Board may enter into an agreement with the City to undertake the construction of capital property within the business improvement area. This agreement will outline the responsibilities and obligations of both parties concerning the construction project, in accordance with the BIAR.
2. The Board may not undertake the construction of capital property without the authorization of the City Council.

Section 7. Signing Authority.

1. All cheques, drafts, notes, contracts, and other instruments and documents, including banking forms and authorities executed on behalf of the BIA, the Board and the Corporation, must bear the signatures of at least two authorized individuals.
2. The authorized individuals may be any of the Chair, Vice-Chair, Treasurer, Secretary or Executive Director.
3. No individual with signing authority shall sign a cheque or other financial instrument made out to themselves.

Section 8. Financial Records.

1. The Board must:
 - a. maintain comprehensive financial records by implementing and maintaining robust financial accounting systems and procedures to record all financial transactions;
 - b. cause financial statements to be prepared using Canadian Generally Accepted Accounting Principles (GAAP) or other recognized standard;
 - c. review and approve the year-end financial statements of the Board; and
 - d. ensure the BIA's books, accounts, and records are audited at least once annually by a qualified accountant.
2. The Board's financial records shall be made available for review by any member of the BIA upon request, provided reasonable notice is given, and such review shall occur at the BIA office during normal business hours.

Section 9. Other Records.

1. The Board must:
 - a. Maintain complete and approved minutes of all Board meetings, annual general meetings and special meetings, including a record of all resolutions; and
 - b. keep all necessary files, books and records of the BIA.

2. All non-confidential records of the Board shall be available for review by any member of the BIA upon request, provided reasonable notice is given. Such review shall take place at the BIA office during normal business hours.

Section 10. Auditor.

1. Annually, the Board must appoint a qualified accountant(s) as auditor(s).
2. The auditor must conduct an annual audit.
3. For purposes of conducting the audit, the auditor appointed by the Board is entitled to access to all records documents, books, accounts and vouchers of the Board, the data processing equipment owned or leased by the Board and is entitled to require from the Directors such information and explanations as may be necessary for the performance of the duties of auditor.
4. The auditor shall make a report to the Board on the accounts of the Corporation as examined by them and on every balance sheet and statement of income and expenditure laid before the Board.
5. A copy of the audited financial statements must be presented at the annual general meeting and submitted by the Board to City Council, together with any reports requested by City Council.
6. The auditor is entitled to attend the annual general meeting at which any accounts that have been examined or reported on by them are to be presented to the Taxpayers for the purpose of making any statement or explanation they desire with respect to such accounts.

Section 11. Corporate Seal.

1. The Board may adopt a seal as the seal of the BIA and the Corporation.
2. The seal, if any, of the BIA will be kept in the custodial care of the Secretary or the Executive Director and shall be used as directed by the Board.
3. Any document executed under seal shall also be signed in accordance with ARTICLE X: Finances, Borrowing and Records, Section 7.

Section 12. Remuneration.

1. No Director or any other member of the BIA shall receive any remuneration for their services as a Director, committee member or volunteer.
2. No Director or any other member of the BIA shall receive any reimbursement of expenses incurred, or advances made, on behalf of the BIA or the Board unless previously authorized by the Board in writing.

ARTICLE XI: CONFLICTS OF INTEREST

Section 1. Conflict of Interest.

1. For purposes of this section, “material interest” means any benefit or detriment specific to a Director that might impair their objectivity and could lead to a conflict

of interest, excluding those impacting the BIA, the Board, the Corporation, or the Taxpayers as a whole.

2. Every Director shall fully disclose any potential conflict of interest and any direct or indirect relationships they may have with the Board, whether contractual, financial or employment related.
3. A Director who:
 - a. is a party to a transaction or proposed transaction with the BIA or the Board;
 - b. has a material interest in any action to be considered or taken by or affecting the BIA or the Board;
 - c. is a director or an officer of, or has a material interest in, any person who is a party to a transaction or proposed transaction with the BIA or the Board; or
 - d. is a director or an office, or has a material interest, in any person that has a material interest in any action to be considered or taken by or affecting the BIA or the Board,shall disclose fully the nature and extent of the interest.
4. A Director with a Conflict of Interest shall not participate in the debate or vote on any resolution to approve the related transaction. However, they may be present during the vote and shall be counted for quorum purposes, regardless of whether they participate in the vote.

Section 2. Valid Contracts.

1. If a material contract or transaction is entered into between the BIA or the Board and one or more of its Directors, or between the BIA or the Board and another person of which a Director is a board member, officer or in which they have a material interest:
 - a. the contract or transaction is neither void or voidable solely due to the relationship, or because a Director with an interest in the contract or transaction is present or is counted for quorum purposes at a Board meeting that authorized the contract or transaction: and
 - b. a Director or former Director who profits from the contract or transaction is not liable to the BIA or the Board for that profit solely by virtue of holding office as a Director or for being a Taxpayer, provided that the contract or transaction was reasonable and fair to the BIA or the Board at the time it was approved.

Section 3. Notice of Conflict.

1. A disclosure at a Board meeting must be made in advance of any discussion of the related business item at the Board meeting.
2. A disclosure must be evidenced in the minutes of a Board meeting or in a record addressed to the Directors that is delivered to the Board.
3. A Director may also provide a general disclosure at the start of their term of office of their affiliation with any person, including any role as a director or officer, with

such a disclosure not negating the requirement to disclose at each meeting where related business will be discussed.

Section 4. Conflicts of Interest Agreement

Upon taking office, all Directors shall sign an agreement stating they have read and understand the Conflicts of Interest Article of these Bylaws and will abide by its contents.

ARTICLE XII: CODE OF CONDUCT

Section 1. Code of Conduct.

The Board shall adopt a Code of Conduct, which it may amend from time to time. All Directors, upon taking office, shall sign the Code of Conduct, agreeing to adhere to its provisions as amended.

ARTICLE XIII: INSURANCE AND INDEMNIFICATION

Section 1. Indemnification

1. The BIA shall indemnify and hold harmless each Director, officer, committee member, and volunteer of the BIA, and their heirs, executors, and administrators, against all costs, charges, and expenses, including legal fees, judgments, fines, and amounts paid in settlement, reasonably incurred in connection with any civil, criminal, administrative, or investigative action, suit, or proceeding to which they are made a party by reason of their role with the BIA, provided that such person acted honestly and in good faith with a view to the best interests of the BIA, and, in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that their conduct was lawful.
2. Indemnification shall not apply to any liability arising from actions determined by a court of competent jurisdiction to constitute fraud, dishonesty, willful misconduct, or gross negligence.
3. Expenses incurred (including the cost of legal representation) by a Director or officer in defending a civil or criminal action, suit, or proceeding related to their conduct as a Director or Office of the BIA shall be advanced by the BIA promptly, as needed, upon receipt of an undertaking by or on behalf of the Director or officer to repay such amount if it is ultimately determined that they are not entitled to be indemnified by the BIA.
4. The BIA may purchase and maintain insurance for the benefit of any person who is or was a Director, officer, employee, or agent of the BIA against any liability incurred by them in their capacity as such, or arising from their status as such, to the extent permitted by law.
5. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article are not exclusive of any other rights to which those

seeking indemnification or advancement of expenses may be entitled under any statute, agreement, vote of members, or disinterested Directors, or otherwise.

ARTICLE XIV: DISESTABLISHMENT

Section 1. Disestablishment.

1. The BIA shall only be disestablished by Bylaw of City Council or as otherwise permitted by the MGA or BIAR.
2. Disestablishment in respect of a business improvement area includes the dissolution of the Board.
3. In the event of the disestablishment of the BIA, after payment of all debts and liabilities, all remaining assets of the BIA, the Board and the Corporation shall be distributed to The City of Calgary.

ARTICLE XV: PARLIAMENTARY AUTHORITY

Section 1. Parliamentary Authority.

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the BIA in all cases to which they are applicable and in which they are not inconsistent with the MGA, the BIAR, the City Bylaw or these Bylaws and any special rules of order the BIA may adopt.

ARTICLE XVI: AMENDMENT OF BYLAWS

Section 1. Bylaw Amendments.

1. The Board will endeavour to review these Bylaws on an annual basis.
2. These Bylaws may be amended at any annual general meeting or special meeting of the membership called for that purpose by a two-thirds of the Taxpayers present and voting, provided that the amendment has been submitted in writing at least 30 days in advance of the meeting and provided to all members with the Notice of the membership meeting.

Section 2. Amendment by Change of Legislation.

Should the MGA, BIAR or City Bylaw be amended and changed in the future, then these Bylaws shall be deemed to have been amended accordingly to adopt any and all such changes to the MGA, BIAR or City Bylaw which are required to be adopted to enable the BIA and the Board to operate at all times with the full powers of the MGA, BIAR and City Bylaw and to use all remedies available to it under the MGA, BIAR and City Bylaw.