



CANADIAN HOME BUILDERS' ASSOCIATION – EDMONTON REGION **BY-LAWS INDEX**

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CANADIAN HOME BUILDERS' ASSOCIATION - EDMONTON REGION

BY-LAWS

SECTION 1 - INTERPRETATION

1.01 Legislation

When interpreting these bylaws, words and expressions have the same meaning as when used in The Societies Act, unless the context otherwise requires.

1.02 Definitions

The following definitions are understood:

- a. "Act" means The Societies Act, R.S.A. 2000 Ch. S-14;
- b. "Association" means the Canadian Home Builders' Association – Edmonton Region;
- c. "Board" means the Board of Directors of the Association;
- d. "By-laws" means the By-laws of the Association;
- e. "Builder" means an individual or the principal of a firm that has a "Builder Membership" according to the By-laws and Board policy;
- f. "Code of Ethics" means that code contained in Board policy;
- g. "Committee" means a committee established by the Board or Administration;
- h. "Director" means a member of the Board of Directors of the Association;
- i. "Ex Officio" means a position held by virtue of office and without vote;
- j. "General Member" means an individual or the principal of a firm that has a General Membership according to the By-laws and Board policy;
- k. "Industry" means the residential construction industry;
- l. "Member" or "Membership" means a person, firm, or corporation duly accepted by the Association, and includes a shareholder, a director, an officer or an employee of a Member;
- m. "Member in Good Standing" means a member whose dues are paid in full and who is not otherwise suspended;
- n. "Officers" mean the positions of President, Vice President, 2nd Vice-President, Secretary/Treasurer, Past President and Chief Executive Officer as an Officer ex officio;
- o. "Notice" means
 - i. Period: The minimum advice period required for a meeting is twenty-one (21) days for an Annual General, General, or Special meeting of Members, and five (5) days for the Board of Directors;
 - ii. Contents: All notices shall contain the time, place within Alberta, and proposed business of a Meeting, including the text of any special resolution or By-law to be considered;
 - iii. Serving: To send notice to any Member or Director for any meeting, the address is the last known physical or electronic address in the Association's register. Notice may be delivered personally, by

electronic transmission, by prepaid mail, or by any other method. A notice sent by prepaid mail has been sent when deposited in the public letterbox. A notice sent by electronic transmission has been sent at the time of sending.

- p. "Policy or Policies" means policies approved by the Board;
- q. "Quorum" at a Meeting of Members is ten (10) voting Members including at least two (2) members of the Board. "Quorum" at a Board of Directors Meeting is a majority of Directors including two (2) Officers.
- r. "Resolution" means a vote passed by a majority of votes cast by the membership or the Board.
- s. "Special Resolution" means a vote passed by 75 per cent of the members in good standing eligible to vote on the matter.

1.03 Policies

The Board may make, amend, suspend, or repeal policies relating to the management and operation of the Association as it deems expedient, provided they are not contrary to the Act or the By-laws. Where the Act and these By-laws are silent, Association policies apply.

1.04 Headings

The division of these By-laws into sections and the insertion of headings and index are for convenience only and do not effect the interpretation of the By-laws.

SECTION 2 - MEMBERSHIP

2.01 Eligibility

Members shall consist of builders as defined below, land developers, subcontractors, or dealers in supplies and services to the residential construction industry and related trades and professions, alone or in company with members of related professions and trades, and who adhere voluntarily to the CHBA Code of Ethics and pay the fee established by the Board.

2.02 Membership Categories

The Board may create and amend Membership categories. The Association consists of the following membership categories:

- a. Builder Member: Builder Membership shall be open to any person, firm, or corporation that demonstrates to the satisfaction of the Board sufficient experience as a single-family home builder, a multi-family home builder, or a home renovator.
 - i. A Builder Member includes only those members that comply with one or more of the following qualifications:
 - 1. A Builder takes responsibility (from a business and legal standpoint) for the creation of housing by way of construction, whether for sale, rental, or custom purchase; and/or
 - 2. A Builder takes responsibility (from a business and legal standpoint) for the renovation of housing;

3. A Builder's representative includes an employee, partner, or shareholder in the firm who is vested with formal decision-making authority for the fate of the business;
 4. Where it is unclear whether a Member is a builder within the meaning of this definition, either party may refer the matter to the Board for a ruling.
- ii. Each Builder Member is entitled to one (1) vote on each matter that arises at Member Meetings and on electing a member to the Board of Directors.
 - iii. A Builder Member is entitled to seek election to the Board of Directors.
- b. General Member: General Membership shall be open to any person, firm, or corporation that demonstrates to the satisfaction of the Board sufficient experience as a land developer or a provider of goods or services to Builder Members.
- i. A General Member's representative includes an employee, partner, or shareholder in the firm who is vested with formal decision-making authority for the fate of the business.
 - ii. Where it is unclear whether a Member is a General Member within the meaning of this definition, either party may refer the matter to the Board for a ruling.
 - iii. Each General Member is entitled to one (1) vote on each matter that arises at Member Meetings and on electing a member to the Board of Directors.
 - iv. A General Member is entitled to seek election to the Board of Directors.
- c. Honourary Member: Honourary Membership may be conferred on any person by the Board in recognition of exceptional and meritorious service to the industry and any other criteria outlined in Board policy.
- An Honourary Member is not entitled to vote at Members' Meetings and may not serve on the Board of Directors.
- d. Life Member: Life Membership may be conferred upon any person by the Board in recognition of membership in and service to the Association and any other criteria outlined in Board policy.
- A Life Member is entitled to vote at Members' Meetings and may serve on the Board of Directors.

2.03 Membership Fees

The Board shall establish the fees payable by Members in each Membership category. The Board shall also establish the fees payable where a Member participates in more than one Membership category. The Board may establish other fees and dues as necessary to carry out the work of the Association.

2.04 Membership Application

A person, firm, or corporation who desires to become a Member of the Association shall make a written application to the Association in accordance with Board policy.

Application for Membership presumes that the applicant agrees to:

- a. Observe the By-laws, Board policies, and the CHBA Code of Ethics; and
- b. Hold the Association and its Directors, Officers, and Members harmless with respect to any actions of discipline that may be imposed upon the Member.

2.05 Membership Approval Procedure

- a. Upon receipt of a valid application, the Association shall:
 - i. Investigate that application; and
 - ii. Submit a recommendation to the Board.
- b. The Board shall accept or reject the application.
- c. The Association shall advise the member of the decision in writing and, if accepted, advise in which category or categories the member may participate.
- d. The Board may delegate the procedure in 2.05a to a committee or individual.

2.06 Written Complaint

Where a bonafide written complaint is received by the Association regarding a Membership application that constitutes grounds for rejecting the application, the Board shall:

- a. Postpone its decision on the application to permit the applicant to make representations to the Board; and
- b. Send written notice to the applicant in a manner that requires confirmation of receipt, stating:
 - i. The nature of the complaint;
 - ii. That upon written request received by the Association within twenty-one (21) days of the date of that notice, the Board will hear the applicant's answer to the complaint.

2.07 Decision of Board

Upon hearing the applicant's response to a written complaint the Board shall decide whether to accept or reject the application and that decision is final and binding.

2.08 Duration of Membership

Where a person, firm, or corporation becomes a Member, that Membership continues until that Member withdraws or is expelled from the Association.

2.09 Withdrawal

Any Member wishing to withdraw from Membership may do so upon giving a notice in writing to the Association.

2.10 Expulsion

Where a Member has breached the By-laws or Code of Ethics or is otherwise not in good standing with the Association, the Board may determine by resolution that the Member may be expelled from Membership if it is in the best interests of the Association to do so.

2.11 Membership Obligations

Every Member shall:

- a. Support the interests of the Association and avoid actions that could be judged to be harmful to the Association;
- b. Comply with these By-laws and policies;
- c. Comply with the Code of Ethics of the Association;
- d. Pay all dues and fees assessed by the Board. Liability for debts owing to the Association by a Member remains even after membership is cancelled, no matter the cause of the cancellation.

SECTION 3 - MEMBERSHIP MEETINGS

3.01 Annual General Meetings

The Annual General Meeting of the Association shall be held within six (6) months of the fiscal year end at a time and place designated by the Board. Without limiting the agenda, the Annual General Meeting shall include a report on the prior year's financial position.

3.02 General Meetings

General meetings of the Association may be held at such times and places, and for any purpose as determined by the Board.

3.03 Special Meetings

A Special Meeting may be convened by the Board at any time and shall be convened by the Board if a petition in writing is issued and signed by twenty-five (25) per cent of voting Members in good standing stating the purpose of the meeting. A Special Meeting shall be held within twenty-one (21) days of receiving the petition. Discussion is limited to the initial purpose of the meeting unless a majority agrees to introduce other agenda items.

3.04 Notice

Notice of every Annual General, General, or Special Meeting of Members shall be delivered in accordance with the Bylaws.

3.05 Quorum

A quorum of every Annual General, General, or Special Meeting of Members shall be in accordance with the Bylaws.

3.06 Voting

All resolutions at an Annual General, General, or Special Meeting of Members may be passed by simple majority of the votes cast. Unless otherwise required in the By-laws, if no face-to-face meeting is held for a General or Special Meeting, the votes received by the Secretary by mail or electronic transmission twenty-four (24) hours in advance of the Meeting are eligible to be counted.

At a face-to-face Meeting of Members, every question shall be decided by a show of hands unless a poll is demanded by a majority of members. No Voting Member shall be entitled to vote by proxy on any matter.

SECTION 4 - BOARD OF DIRECTORS

4.01 Responsibilities

Every Director and Officer of the Association shall:

- a. Act honestly and in good faith with a view to the best interests of the Association;
- b. Exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances, on the evidence available.

4.02 Powers of the Board

The Board of Directors governs the affairs of the Association and directs its activities. The Board actively pursues the mission and goals of the Association and may adopt policies for the conduct of its business, including:

- a. Making contracts, exercising powers, and carrying out actions it is authorized by its objects to do;
- b. Regulating admission of Members, requirements of membership, standards, ethics, and discipline of members, and termination of membership;
- c. Governing and regulating the operations, management, and control of the Association and all its activities;
- d. Appointing committees that will benefit the Association;
- e. Interpreting the intent of any By-law, policy, resolution, or report in connection with the Association and determining any dispute in that regard.

Without limiting its general responsibility, the Board may delegate powers and duties to the Chief Executive Officer.

4.03 Eligibility

To hold the position of Director, a Member must be in good standing.

4.04 Composition

The Association shall have a Board of Directors comprised of:

- a. Seven (7) to eleven (11) Directors elected by the Membership of which at least half shall be Builder Members.

- b. The immediate Past President, if willing to serve, is automatically a member of the Board for one (1) additional year and is counted within the established range.
- c. The President may appoint up to two (2) Directors from membership at large.
- d. The President may request that the Board of Directors appoint one (1) Member from membership at large to the position of Speaker.
- e. Subject to bylaw 4.05 a. and the Board resolving that a current Officer of the Association shall continue as an Officer for the immediately following year, an Officer of the Association whose current term is expiring shall automatically be a member of the Board for an additional Term, if willing to serve.

4.05 Terms

The term for the elected Directors is three (3) years commencing after the Annual General Meeting.

- a. Directors may serve up to three consecutive terms, but normally must sit out at least one year before seeking election for a fourth term.
- b. The term for the Presidential appointment(s) is one (1) year commencing after the Annual General Meeting.
- c. The term for the Board of Directors' appointment to the position of Speaker shall be one (1) year commencing after the Annual General Meeting.
- d. Directors may forgo year three (3) of their term provided written notice is given to the President and CEO before June 1 of year two (2) of the term.

4.06 Nominations

- a. Each year, in accordance with Board policy, the Board shall ensure that the Association seeks a slate of candidates for election to the Board of Directors.
- b. The Association shall make a call for nominations at least sixty (60) days before the election. In addition to nominees identified by a nominating committee, if any, individuals may nominate themselves or others in the form prescribed by the Association. All nominations must be filed with the Association at least thirty (30) days before the election.
- c. The Association will make public the slate of duly nominated candidates at least thirty (30) days before the election.

4.07 Elections

- a. Elections shall be held annually before December 31.
- b. All duly nominated candidates shall be included on the slate for election of Directors. In the event of an incomplete slate, the President will recommend election of a partial slate and the Board will appoint Directors to fill the remaining vacancies within a reasonable period.
- c. In the event of an equal number of nominees to available Board positions, the slate shall be acclaimed. In the event of more nominees than positions, an election will be held. If an election is required, the Executive Officer shall appoint two (2) scrutineers who are not candidates for election to the Board. The scrutineers will count the votes and report to the membership in accordance with Board policy.

- d. Elections may be held by General Meeting, mail-in ballot, or electronically. When the slate of candidates is presented to the membership, the form of election shall be announced.
- e. Builder Members shall be elected first to ensure compliance with the minimum quota as per Paragraph 4.04 Composition, Point a.

4.08 Removal of Directors

The office of a Director shall be automatically vacated:

- a. If the Director resigns in writing to the Association;
- b. If the Director seeks the protection of any statute relating to bankruptcy or insolvency or compounds with the Director's creditors;
- c. If, upon resolution passed by a majority of the Board, any or all of the appointed Directors are removed;
- d. If the Director ceases to be a member; or
- e. On the death of a Director.

4.09 Vacancies

Where the office of an elected Director is vacated, the Board may:

- a. Appoint a Member to sit as a Director until the next election; or
- b. Appoint a Member to sit as a Director until the expiration of the original Director's term;
- c. At the next General Meeting, have the Members elect an eligible Member to sit as a Director until the expiration of the original Director's term; or
- d. Leave the position vacant provided a quorum of Directors remains in office.

4.10 Frequency and Format of Board Meetings

The Board shall meet as often as is required to administer the affairs of the Association, but in any event at least two (2) times per year. The Board may meet in person or in any manner available that allows all Directors to participate.

4.11 Special Board Meetings

Any two (2) Directors may compel the President to call a Special meeting of the Board by making a written request that states the business to be brought before the meeting.

4.12 Notice of Board Meetings

- a. Meetings of the Board shall be called in accordance with the Bylaws,
- b. The Board may waive notice of any meeting.

4.13 Quorum for Board Meetings

A quorum of every Directors Meeting shall be in accordance with the Bylaws.

4.14 Voting at Board Meetings

- a. Questions arising at any meeting of the Board shall be decided by a majority of votes cast at that meeting.
- b. Proxies are not accepted at Board meetings.
- c. Directors may sign a resolution that is as valid as one addressed at a meeting. It is not necessary to give notice or to call a meeting in this case. The date on the resolution is the date the resolution is decided.
- d. The position of Speaker is a non-voting position.

4.15 Committees

General: The Board may appoint committees and task forces to manage certain activities of the Association.

- a. Terms of Reference for committees and task forces exist in Board policy and all such committees and task forces report to the Board.
- b. Subject to any policies imposed by the Board, committees and task forces have the power to fix their quorum at no less than a majority of their Members and may fix their own rules of procedure. Meetings of committees and task forces may be held at any place and in any manner that suits the agenda, subject to approval by a majority of members affected. Committees and task forces shall keep a record of their meetings and shall report the results of their work to the Board in the form and time lines requested by the Board.
- c. Administrative Committees: Notwithstanding items 4.15a. and 4.15b. above, the Chief Executive Officer may appoint committees to assist with operational matters and any such committees report to the Chief Executive Officer.

SECTION 5 - OFFICERS

5.01 Officer Positions

The Officers of the Association are:

- a. The President;
- b. The Vice-President;
- c. The 2nd Vice-President;
- d. The Secretary/Treasurer;
- e. The Past President; and
- f. The Chief Executive Officer, ex officio and non-voting.

5.02 Eligibility for President Position

- a. To hold office as President, a Member shall:
 - i. Normally have served as Vice President the year before;
 - ii. If not Vice President the year before, normally have served as an Officer within the last two years;
 - iii. Normally be a Builder Member;
 - iv. Be elected by the Members at large.
- b. Notwithstanding 5.02a.iv., a General Member may be elected President for one (1) term provided that the next term a Builder Member is elected President.

- c. At the discretion of the Board, a Builder Member may be elected for a second term as President, but no President may be elected to a third consecutive term as President.

5.03 Naming of Officers

The Board is responsible for naming its Officers at a Board meeting following the Annual General Meeting. The Office of President is automatically assumed without an election by the retiring Vice President upon completion of the President's term of Office unless the Board, prior to the Annual General Meeting, resolves that the automatic assumption of Office not take place or if the Vice President is unwilling or unable to assume of the Office of President.

5.04 Term of Office

The term of office for every Officer is one (1) year commencing after the Annual General Meeting.

5.05 Duties of Officers

The duties of all Officers are set in Board Policy. That said, duties of Officers are such as their titles would generally indicate:

- a. President: Calls and chairs meetings of the Board and the Membership, implements policies governing the Board, and is an ex officio and non-voting member of all Committees. The President normally serves as Past President for one (1) year following the completion of the term as President;
- b. Vice President: Fulfils the role of the President in the President's absence, incapacity, or refusal to act, and normally succeeds the President;
- c. 2nd Vice-President: Fulfils the role of the Vice-President in the Vice-President's absence, incapacity, or refusal to act, and normally succeeds the Vice-President;
- d. Secretary/Treasurer: Ensures that minutes of proceedings at Members and Directors meetings are entered in the books, and ensures notice is served to all Members, Directors, and auditors. Ensures that proper accounting records as required by the Act are kept and that appropriate financial controls and processes are in place, and may report to the Board and Members on the financial position of the Association;
- e. Chief Executive Officer: The CEO, if any, is hired by the Board to manage and operate the Association according to Board policies and within limitations established by the Board. The CEO is an ex officio, non-voting member of all Committees and is the custodian of the seal.

5.06 Vacancy

Where an Officer is unable or unwilling to complete the term, the Board may appoint a substitute Officer to complete the term.

5.07 Removal of Officers

The office of an Officer shall be automatically vacated:

- a. If the Officer resigns in writing to the Association;
- b. If, upon resolution passed by a majority of the Board, any or all of the appointed Officers are removed;
- c. If the Officer ceases to be a member; or
- d. On the death of an Officer.

SECTION 6 – INDEMNIFICATION OF DIRECTORS AND OFFICERS

6.01 Indemnification

- a. Each Director or Officer holds office with protection from the Association. The Association indemnifies each Director or Officer against all costs and charges that result from any act done as a Director or Officer for the Association. The Association does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.
- b. No Director or Officer is liable for the acts of any other Director, Officer, or employee. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm, or corporation dealing with the Association. No Director or Officer is liable for any loss due to an oversight or error in judgement, or by an action when acting as a Director or Officer of the Association, unless the act is fraud, dishonesty, or bad faith.
- c. Directors or Officers can rely on the accuracy of any statement or report prepared by the Association's auditor. Directors or Officers are not liable for any loss or damage as a result of acting on that statement or report.

6.02 Insurance

The Association shall purchase and maintain liability insurance for the benefit of its Directors and Officers.

SECTION 7 - FINANCIAL AND CONTRACTUAL MATTERS

7.01 Fiscal Year

The fiscal year of the Association shall terminate on the 31st day of August in each year.

7.02 Credit

The Board shall not pledge the credit of the Association or borrow monies in an amount in excess of the equity of the Association without the approval of a majority of the Membership present at a general meeting.

7.03 Asset Disposal

The Board may not sell or dispose of an asset which has a value greater than fifty (50%) percent of the equity of the Association without the approval of a majority of the Membership present at a general meeting.

7.04 Payments and Deposits

One or more authorized signatories identified in Board policy shall sign all payment orders issued in the name of the Association. Any one (1) authorized person may deposit collections on the Association's account for the credit of the Association.

7.05 Deposit of Securities

The Association's securities shall be deposited for safekeeping with one or more financial institutions and may be withdrawn in a duly authorized manner as determined by the Board.

7.06 Audit

The accounts of the Association will be subject to an annual audit cycle: a review engagement for two consecutive years and an audit every third year. Each review engagement and audit engagement shall be completed within six months of the fiscal year end. The auditors shall be chosen by the Board of Directors.

7.07 Remuneration

No Director, Officer, or Member of the Association is entitled to any remuneration beyond reimbursement of reasonable out-of-pocket expenses in accordance with Board policy. Directors are not prevented from serving the Association in other capacities and receiving compensation.

7.08 Execution of Other Documents

Significant contracts, agreements, and instruments in writing, beyond those covered by Board policy for reasonable day-to-day operations of the Association, shall be approved by the Board and signed by two (2) signing authorities. The Board may by resolution give a Power of Attorney to a registered dealer in securities for the purpose of transferring and dealing with any stock, bonds, or other securities of the Association.

7.09 Seal

The seal that bears the name "Canadian Home Builders' Association – Edmonton Region" is the Corporate Seal of the Association. Custody of the Seal is the responsibility of the Chief Executive Officer and the Board shall determine its use.

SECTION 8 – MISCELLANEOUS MATTERS

8.01 Books and Records

The Board shall ensure that all books and records of the Association required by the Act or Bylaws are regularly and properly maintained.

The following Association records may be inspected by a Member who has given reasonable notice and has arranged a satisfactory time with the person having charge of them: Objects, Bylaws, Minutes of Member Meetings, Register of Members at place of business, Register of Directors and Officers, Policies adopted by the Association, and Audited Financial Statements.

8.02 Affiliation

The Association shall, at the discretion of the Board, maintain affiliation with the Canadian Home Builders' Association and BILD Alberta.

8.03 Casting Vote

The designated Chair of any body of the Association shall have a vote and casting vote in the event of a tie.

8.04 Absenteeism

Any Member of any body of the Association that misses three meetings without that body's approval is deemed to have resigned from that body.

8.05 Error or Omission of Notice

No error or omission in giving notice of an Annual General, General, Special, Directors, or any other meeting invalidates that meeting or makes void its proceedings, and any Member or Director may waive or abridge notice of a meeting and may ratify proceedings from that meeting.

8.06 Rules of Order

At all Annual General, General, or Special Meetings of Members, and Directors meetings Robert's Rules of Order shall govern procedural matters not specifically addressed here.

8.07 Amendment of By-Laws

These By-laws may be repealed or amended, by Special Resolution, as follows:

- a. a written notice of motion to repeal or amend these By-laws is served on the Members of the Association twenty-one (21) days before the general meeting at which it is to be heard;
- b. that notice of motion states the motion that is to be moved and the reasons for the motion; and
- c. that motion is passed by at least (75%) seventy-five per cent of the Members present at that general meeting.

8.08 Repeal of Previous By-laws

These By-laws repeal and supersede any previous By-laws of the Canadian Home Builders' Association – Edmonton Region.

8.09 Dissolution

If the Association is dissolved by the Board, any funds or assets remaining after paying all debts shall be paid to one or more not-for-profit organizations or to a municipal, provincial, and/or federal organization as determined by the Board. In no event may any Members or Directors receive any assets of the Association.