ALBERTA MOTORSPORTS ASSOCIATION OFFROAD

(AMSA OFFROAD)

BYLAWS

FINAL DRAFT

Prepared by the Board of Directors - September 2026

Next Suggested Review - September 2031

ARTICLE 1 - NAME, VISION AND OBJECTIVES

1.1 Name

The name of the Society is Alberta Motorsports Association Offroad, also known as AMSA Offroad or AMSA. AMSA is an independent, non-profit society.

1.2 Vision

To provide a safe and fair competitive environment in which Alberta's offroad motorsports community can thrive.

1.3 Mission

To encourage participation by offroad motorsports enthusiasts of all abilities and ages through organized events, sound administration, skill development and sportsmanship.

1.4 Objectives

- Promote and develop offroad motorsports within Alberta.
- Provide a safe, fair and respectful environment for riders, families, volunteers, promoters and officials.
- Promote sportsmanship and maintain zero tolerance for abuse, harassment or inappropriate conduct.
- Support rider safety, skill development and appropriate competition standards.
- Establish and maintain standards for AMSA-sanctioned events and activities.
- Support the long-term sustainability and growth of AMSA Offroad.
- Use effective and modern methods to administer the Society and communicate with its Members.
- Raise, receive and administer funds and assets in furtherance of the Society's objectives.

ARTICLE 2 - ADMINISTRATION

2.1 Head Office

The head office of AMSA Offroad shall be in the Province of Alberta at such place as the Board of Directors may determine from time to time.

2.2 Territorial Boundaries

AMSA Offroad shall operate within the Province of Alberta, Canada, subject to its registered authority and any activities approved by the Board.

2.3 Financial Year

Unless otherwise determined by resolution of the Board, the financial year of the Society shall end on December 31 of each year.

ARTICLE 3 - MEMBERSHIP

3.1 General Membership

A person may be recognized as a Member where the person has a genuine interest in AMSA Offroad and its objectives. AMSA Offroad encourages all Members to participate in Annual General Meetings and Special Meetings and to remain engaged in the activities and governance of the Society.

3.2 Voting Members

Voting authority at Annual General Meetings and Special Meetings shall be limited to the following Voting Members: each of the nine (9) Voting Directors; one (1) designated representative from each AMSA-approved Promoter group; each Competition Committee Member; and each person holding a Board-appointed non-Director position, including the Office Administrator, IT and Website Manager, Timing Coordinator, and other Coordinators or Volunteers appointed by the Board. Each Voting Member is entitled to one (1) vote. Each Promoter group is entitled to one (1) representative vote regardless of the number of persons associated with that group and shall designate one representative to exercise its vote. Each Promoter group is required to have one (1) designated representative present at every Annual General Meeting and any Special Meeting at which a vote is required. No individual may exercise more than one (1) vote on the same matter solely because that individual qualifies under more than one voting category.

3.4 Voting Privileges

Each Voting Member is entitled to one (1) vote on matters properly brought before the Voting Membership, including the election of Voting Directors, amendments to the Bylaws, and any other matter for which a Member vote is required by these Bylaws or applicable legislation. Voting rights are personal and are not transferable or used via proxy.

3.5 Suspension

The Board may consider disciplinary actions in accordance with the AMSA Rules, Regulations and Policies where a Member engages in conduct contrary to the objectives, Bylaws, Rules, Regulations, Policies, Procedures, Code of Conduct or interests of AMSA Offroad. Suspension is intended to be a last and final disciplinary option after other reasonable disciplinary measures have been considered or used, and shall be imposed only where the Board deems suspension absolutely necessary. The Member shall be advised of the concern and provided a reasonable opportunity to respond before a final suspension is imposed, except where the Board determines that an immediate interim suspension is necessary for safety, integrity or risk management.

3.6 Termination of Membership

Membership may terminate by resignation, death, failure to pay required fees, loss of eligibility, or expulsion by the Board in accordance with these Bylaws and applicable AMSA Rules or Policies.

ARTICLE 4 - BOARD OF DIRECTORS

4.1 Authority of the Board

The Board of Directors shall govern AMSA Offroad and is empowered to conduct the business and affairs of the Society on behalf of its Members. Subject to these Bylaws and applicable legislation, the Board may make such decisions and take such actions as it considers necessary or advisable to further the purposes and objectives of the Society.

4.2 Composition

The Board shall consist of nine (9) voting members of the Board, who shall be referred to throughout these Bylaws as Voting Directors:

- President
- Vice-President / Race Director
- Treasurer
- Secretary
- Membership & Licensing Director
- Sponsorship Director
- Insurance Director
- Media Director
- Competition Committee Director

Only the nine (9) elected Directors listed above are Voting Directors of the Board. The Office Administrator, Competition Committee Members, Coordinators, Volunteers and other appointed personnel are not Voting Directors unless separately elected to a Director position.

4.4 Terms of Office

Directors shall be elected for two (2) year terms, with Director positions staggered so that approximately one-half of the Board is elected each year. The following positions shall normally be elected in even-numbered years: President, Treasurer, Membership & Licensing Director, Sponsorship Director and Competition Committee Director. The following positions shall normally be elected in odd-numbered years: Vice-President / Race Director, Secretary, Insurance Director and Media Director. A Director may hold the same Board position for no more than five (5) consecutive terms. A person may serve no more than nine (9) consecutive terms in total on the Board, regardless of position, after which the person must take a break of at least one (1) year before being eligible for election to the Board again.

4.5 Elections

Directors shall be elected by the Voting Members at the Annual General Meeting. The Office Administrator will normally act as Elections Officer unless the Board appoints another impartial person. Proxy and mail-in voting are not permitted. Where more than one candidate is nominated for a position, voting shall be by secret ballot. The Board may establish an Election Policy governing nominations, candidate information, ballot procedures, recounts, ties and other administrative election matters, provided the Policy does not conflict with these Bylaws.

4.6 Vacancies

Where a vacancy occurs and the remaining Directors continue to constitute quorum, the Board may appoint an eligible person by majority vote to fill the vacancy until the next election. Where the remaining Directors do not constitute quorum, a meeting of the Voting Members shall be called to fill sufficient vacancies to restore the Board.

4.7 Removal of a Director

A Director may be removed from office in accordance with these Bylaws and applicable legislation. The final procedure and voting threshold for removal will be confirmed before adoption of these Bylaws.

4.8 Conflict of Interest

A Director who has a direct or indirect interest in a matter before the Board shall disclose the nature of the interest, refrain from voting on the matter, and shall not improperly influence the Board's decision. The disclosure and the Director's abstention shall be recorded in the minutes where appropriate.

4.9 Powers of the Board

Without limiting the general authority of the Board, the Board may:

- Conduct and manage the business and affairs of AMSA Offroad;
- Promote the objectives and membership of the Society;
- Manage, acquire, protect and dispose of Society assets as permitted by law;
- Approve budgets, expenditures and financial controls;
- Establish membership, licensing, event and other fees;
- Enter into contracts and other obligations on behalf of the Society;
- Appoint, supervise and remove employees, contractors, administrators, committee members, coordinators and volunteers;
- Maintain proper financial and corporate records;
- Retain legal, accounting, insurance and other professional services;
- Commence, defend, settle or otherwise manage claims and legal matters;
- Establish, adopt, amend, suspend or rescind Rules, Regulations, Policies, Procedures and Guidelines;
- Delegate authority to Voting Directors, committees, administrators or other authorized persons, subject to any limits established by the Board; and
- Exercise any other power necessary or advisable to further the objectives of AMSA Offroad, subject to these Bylaws and applicable legislation.

4.10 General Duties of Directors

Each Director shall:

- Adhere to the Bylaws, Code of Conduct, Rules and Policies of AMSA Offroad;
- Accept responsibility for the Director's portfolio and duties;
- Prepare and manage portfolio budgets where applicable;
- Attend Board meetings and other meetings required for the Director's role;
- Establish or use assistants and committees where authorized by the Board;
- Provide reports and information to the Board as required;
- Represent and communicate with the constituency or area served by the Director's portfolio;
- Continually seek improvements in the administration and delivery of AMSA activities;
- Seek assistance from the Board where necessary;
- Assist with continuity and training of a successor;
- Provide appropriate direction to persons working within the Director's portfolio;
- Perform other duties assigned by the Board;
- Maintain reasonable attendance, with an expectation of attending at least two-thirds (2/3) of required Board meetings; and
- Act honestly, in good faith and in the best interests of the Society, exercising the care, diligence and skill reasonably expected of a Director.

ARTICLE 5 - VOTING DIRECTOR POSITIONS AND DUTIES

5.1 President

- Provide leadership to the Board and the Society and preside at Board and General Meetings.
- Ensure that the decisions and directions of the Board are carried out.
- Act as a primary representative and spokesperson for AMSA Offroad unless another person is designated.
- Coordinate the work of Directors and support effective communication among Board portfolios.
- Ensure that matters requiring Board attention are brought forward in a timely manner.
- Work with the Secretary and Office Administrator on meeting agendas and Society administration as required.
- Perform other duties normally associated with the office of President or assigned by the Board.
- In the absence of the President, the Vice-President shall act as Chair. If both are unavailable, succession shall pass to the Treasurer and then the Secretary.

5.2 Vice-President / Race Director

- Assist the President and act in the President's place when required.
- Oversee the racing and event portfolio of AMSA Offroad in accordance with Board direction and the AMSA Rule Book.
- Coordinate with promoters, officials, the Competition Committee Director and other appropriate personnel regarding race operations.
- Bring race-related concerns, recommendations and operational needs to the Board.
- Perform other duties assigned by the Board.

5.3 Treasurer

- Oversee the financial affairs of AMSA Offroad and ensure appropriate financial records are maintained.
- Receive and account for Society revenues and oversee payment of approved expenses.
- Prepare or oversee financial statements and reports for the Board and Annual General Meeting.
- Coordinate the annual budget process and present the proposed budget to the Board for approval.
- Monitor the approved budget and report significant variances to the Board.
- Coordinate with the Membership & Licensing Director regarding membership and licensing fees, revenue records and reporting.
- Work with accountants, financial institutions and other professionals as authorized by the Board.
- Perform other financial duties assigned by the Board.

5.4 Secretary

- Ensure accurate minutes are kept for Board and General Meetings.
- Maintain or oversee the maintenance of the Society's corporate records, minutes, resolutions and official documents.
- Provide required notices of meetings and maintain records of Board decisions.
- Ensure records required by law and these Bylaws are properly maintained and available as required.
- Perform other duties assigned by the Board.

5.5 Membership & Licensing Director

The Membership & Licensing Director is a Voting Director responsible for overseeing membership administration, rider licensing and related registration processes. The Director acts as a primary liaison for membership and licensing matters and administers these functions in accordance with the Bylaws, Rules and Policies of AMSA Offroad.

- Oversee membership applications, registrations and renewals.

- Maintain or oversee an accurate and current Register of Members.
- Administer membership and licensing systems or platforms approved by the Board.
- Oversee the issuance and renewal of racing and recreational licences.
- Verify rider information and classifications in accordance with AMSA Rules.
- Ensure required waivers, acknowledgements, consents and related records are properly completed and maintained.
- Respond to or coordinate Member questions concerning memberships, licences, classifications, registrations and event entry.
- Coordinate with the Competition Committee Director regarding rider classification, advancement and related competition matters.
- Coordinate with the Treasurer regarding membership and licensing fees, revenue reporting and reconciliation.
- Provide regular membership and licensing reports to the Board.
- Recommend improvements to membership, licensing and registration procedures.
- Protect Member information and ensure it is handled in accordance with applicable requirements and AMSA Policies.
- Perform other duties assigned by the Board.

5.6 Sponsorship Director

- Develop and coordinate sponsorship opportunities for AMSA Offroad.
- Maintain communication with current and prospective sponsors.
- Ensure sponsorship commitments approved by the Board are appropriately documented and fulfilled.
- Coordinate sponsor recognition and benefits with the Media Director and other appropriate personnel.
- Perform other duties assigned by the Board.

5.7 Insurance Director

- Act as the primary Board liaison for AMSA insurance matters.
- Coordinate insurance requirements, certificates and information for AMSA-sanctioned activities.
- Assist promoters, Directors and authorized personnel with insurance-related administrative requirements.
- Report insurance issues, changes, claims or risk concerns to the Board.
- Maintain appropriate insurance records in coordination with the Office Administrator and Secretary.
- Perform other duties assigned by the Board.

5.8 Media Director

The Media Director shall lead AMSA Offroad's media, public relations and digital communications portfolio.

- Represent AMSA Offroad digitally through approved social media channels and other media platforms.
- Plan, create, schedule, publish and coordinate a substantial volume of timely, accurate and engaging media and communications content throughout the year.
- Coordinate the public relations, communications and promotion of AMSA Offroad, its events, programs, initiatives, sponsors and partners.
- Work with Voting Directors, Promoters, sponsors, officials and other appropriate personnel to obtain, prepare and distribute information promoting AMSA Offroad and its activities.
- Maintain consistent AMSA Offroad branding, messaging and public-facing communication standards.
- Support the promotion of AMSA-sanctioned events, rider programs, sponsorship commitments and Society initiatives.
- Coordinate with the IT and Website Manager to help ensure AMSA Offroad's public online information is current, accurate, consistent with approved branding and aligned with AMSA communications.
- Perform other media, communications or public relations duties assigned by the Board.

5.9 Competition Committee Director

The Competition Committee Director is a Voting Director and shall serve as Chair of the Competition Committee.

- Ensure that the Competition Committee is composed of not fewer than four (4) persons and not more than nine (9) persons, including or in addition to the Competition Committee Director as determined by Board-approved procedure.
- Whenever reasonably possible, ensure that Members participating in a matter are free from conflicts of interest.
- Oversee the Committee's interpretation and application of competition rules as adopted by the Board.
- Report to the Board any recommendations for rule changes considered desirable.
- Ensure documentation of protests and inquiries is maintained and provided to the Secretary for the Society's records.
- Perform other duties assigned by the Board.

ARTICLE 6 - EXECUTIVE COORDINATORS AND VOLUNTEERS - NOT VOTING BOARD MEMBERS

6.1 Competition Committee

The Competition Committee operates under the direction of the Competition Committee Director and in accordance with the AMSA Rule Book, applicable Policies and procedures approved by the Board.

The Competition Committee shall be composed of not fewer than four (4) persons and not more than nine (9) persons, including or in addition to the Competition Committee Director as determined by Board-approved procedure.

Competition Committee Members, other than the Competition Committee Director, are not members of the Board of Directors and do not vote on Board business. Each Competition Committee Member is, however, a Voting Member of the Society and is entitled to one (1) vote at an Annual General Meeting or Special Meeting. Competition Committee Members also exercise voting authority when participating in the consideration and determination of a protest.

- Quorum for a protest shall be no less than fifty percent (50%) of the Competition Committee Members.
- The Competition Committee Director shall normally participate in a protest quorum. If the Competition Committee Director is absent, at least one (1) Voting Director of AMSA must participate for protest quorum.
- Competition Committee Members will normally serve two (2) year terms.
- Each Competition Committee Member continues to serve until a successor is appointed, unless the Member resigns or is removed.
- Competition Committee Members shall be appointed in accordance with AMSA procedures established for that purpose.
- The Board may fill a vacancy on the Competition Committee at any time.

6.2 Office Administrator

The Office Administrator is appointed by and accountable to the Board of Directors. The Office Administrator is not a Director and does not vote on Board business. The Office Administrator is a Voting Member of the Society and is entitled to one (1) vote at an Annual General Meeting or Special Meeting. The Office Administrator may attend Board or Committee meetings as requested. The position serves at the pleasure of the Board, subject to any applicable contract or employment requirements.

- Support the organization and administration of AMSA events and day-to-day operations.
- Carry out administrative directions approved by the Board.

- Coordinate office support or assistants where authorized.
- Maintain and process administrative paperwork, registrations and financial documentation as assigned.
- Support Voting Directors and Committees with administrative tasks within the scope approved by the Board.
- Perform other duties assigned by the Board.

6.3 IT and Website Manager

The IT and Website Manager is a non-Director position and is not a member of the Board of Directors. The IT and Website Manager is accountable to the Board through the Media Director and may attend Board or Committee meetings when requested but does not vote on Board business. The IT and Website Manager is a Voting Member of the Society and is entitled to one (1) vote at an Annual General Meeting or Special Meeting.

- Maintain and update the AMSA Offroad website and its approved website content.
- Post and update approved event information, schedules, registration links, official documents, sponsor information and other AMSA materials as directed by the Board or Media Director.
- Work with the Media Director to ensure website information is current, accurate, consistent with AMSA Offroad branding and aligned with approved public communications.
- Refer proposed changes to AMSA Rules, Policies, fees, official documents or other Board-controlled information to the appropriate Voting Director or the Board for approval before publication.
- Perform other website-related duties assigned by the Board or Media Director.

6.4 Timing Coordinator

The Timing Coordinator is a paid, non-Director position and is not a member of the Board of Directors. The Timing Coordinator is appointed by and accountable to the Board and may attend Board or Committee meetings when requested but does not vote on Board business. As a Board-appointed Coordinator, the Timing Coordinator is a Voting Member of the Society and is entitled to one (1) vote at an Annual General Meeting or Special Meeting.

The Timing Coordinator is an essential operational position responsible for accurate registration, timing, scoring and reporting at AMSA-sanctioned race events. A qualified Timing Coordinator or Board-approved replacement must be available for each event to ensure races can be conducted and official results produced.

- Register riders into the MotoTally timing and scoring system.
- Coordinate with the Membership & Licensing Director to ensure rider registrations, class assignments, membership information, bike numbers and required waivers are accurate and up to date.
- Attend all AMSA-sanctioned race events to oversee timing, scoring and race results.
- Compile, verify and provide official race results at the conclusion of each event.
- Track and tally rider attendance and participation at each event and provide accurate attendance reports to the Treasurer.
- Coordinate with the appropriate Voting Directors and event officials to address timing, scoring or registration discrepancies.
- Perform other timing, scoring and event-related duties as assigned by the Board.

The Timing Coordinator shall be appointed by the Board of Directors and shall receive compensation as approved by the Board. The terms of appointment, compensation and any additional responsibilities shall be established by the Board. Given the essential nature of this position, the Board shall ensure that a qualified Timing Coordinator or approved replacement is appointed and available for each AMSA-sanctioned race event.

6.5 Coordinators and Volunteers

AMSA Offroad may use personnel who are not elected as Voting Directors. Such persons may be recognized as Coordinators or Volunteers and shall operate under the authority of the Board. Coordinators and Volunteers are not members of the Board of Directors and do not vote on Board business. Board-appointed Coordinators and Volunteers are Voting Members of the Society and are entitled to one (1) vote at an Annual General Meeting or Special Meeting.

- Act as representatives or agents of AMSA only within the authority granted to them;
- Adhere to the Bylaws, Rules, Policies and Code of Conduct of AMSA Offroad;
- Fulfil their role in accordance with a position description or terms of reference approved by the Board;
- Be responsible and accountable to the Board or designated Voting Director for their activities;
- Follow any chain of reporting established for their role;
- Attend meetings when requested; and
- Seek assistance from the Board or designated Voting Director where necessary.

6.6 Establishment of Positions

The Board may establish, appoint, modify or discontinue Coordinator and Volunteer positions, and may approve or amend their terms of reference, without an amendment to these Bylaws.

ARTICLE 7 - BOARD MEETINGS

7.1 Meetings

Board meetings may be held at such times and places, including by electronic means, as the Board determines. The Board shall meet no fewer than three (3) times each year.

7.2 Quorum

Quorum for a Board meeting is five (5) Voting Directors. Only Voting Directors count toward Board quorum.

7.3 Voting

Each Voting Director has one (1) vote.

7.4 Attendance by Others

The Board may invite the Office Administrator, promoters, Committee Members, Coordinators, Volunteers, advisors or other persons to attend all or part of a Board meeting. Attendance does not provide a Board vote.

ARTICLE 8 - ANNUAL GENERAL MEETING

7.1 General

AMSA Offroad shall hold an Annual General Meeting no later than November 30 of each calendar year at a date, time and place determined by the Board. Notice shall be provided to Voting Members at least thirty (30) days before the meeting and shall include the date, time, place or electronic access information, and any business requiring advance notice.

7.2 Purpose

The Annual General Meeting shall include, as applicable:

- Reports concerning the activities of the Society;
- Presentation of financial information for the preceding fiscal year;
- Election of Directors whose positions are subject to election;
- Consideration of properly noticed amendments to the Bylaws;
- Any matter that must be decided by the Voting Members under these Bylaws or applicable legislation; and
- Other information or business properly brought before the meeting.

7.3 Presiding Officer

The President shall chair the Annual General Meeting. In the President's absence, the Vice-President shall chair. If neither is available, succession shall pass to the Treasurer and then the Secretary.

7.4 Quorum

Quorum shall consist of twelve (12) Voting Members or fifty percent (50%) of the total Voting Membership, whichever is less.

All Voting Directors must be in attendance at the Annual General Meeting unless an absence is approved by the Board of Directors at least seven (7) days prior to the meeting or the absence results from extraordinary circumstances.

Voting Members attending the meeting in person or by video conference or other Board-approved electronic means that allows the Member to participate in the meeting in real time shall be considered present and shall count toward quorum.

ARTICLE 9 - SPECIAL MEETINGS OF THE MEMBERSHIP

8.1 Calling a Special Meeting

A Special Meeting of the Voting Membership may be called by the President, by resolution of the Board, or upon a valid written request of the Voting Members where required by these Bylaws or applicable legislation.

8.2 Notice and Business

Notice of a Special Meeting shall state the date, time, place or electronic access information, and the purpose of the meeting. Only business described in the notice, and business directly related to that purpose, may be transacted.

8.3 Quorum

Quorum shall consist of twelve (12) Voting Members or fifty percent (50%) of the total Voting Membership, whichever is less.

All Voting Directors must be in attendance at a Special Meeting at which a vote is required unless an absence is approved by the Board of Directors at least seven (7) days prior to the meeting or the absence results from extraordinary circumstances.

Voting Members attending the meeting in person or by video conference or other Board-approved electronic means that allows the Member to participate in the meeting in real time shall be considered present and shall count toward quorum.

ARTICLE 10 - FINANCIAL

9.1 Financial Authority

The Board has authority to approve the annual budget, establish fees, authorize expenditures, select financial institutions, establish signing authority and adopt financial controls and Policies for the Society.

9.2 Signing Authority

Signing authority shall be established by resolution of the Board and shall comply with Appendix A and any Financial Policy adopted by the Board.

9.3 Independent Review

The financial records and accounting system of the Society may be reviewed by an independent accounting firm or other qualified professional when required by the Board, the Voting Membership or applicable legislation.

9.4 Books and Records

The books and records of the Society may be inspected by a Member at the Annual General Meeting or at another reasonable time upon reasonable notice and arrangement with the person having custody of the records, subject to applicable privacy, confidentiality and legal requirements. Each Voting Director shall have access to Society records reasonably required to perform the Director's duties.

ARTICLE 11 - RULES, REGULATIONS, POLICIES AND PROCEDURES

10.1 Board Authority

The Board of Directors may establish, adopt, amend, suspend or rescind Rules, Regulations, Policies, Procedures and Guidelines as it considers necessary for the governance, administration, operation and activities of AMSA Offroad. These documents are separate from the Bylaws and do not require approval of the general membership unless otherwise required by these Bylaws or applicable legislation.

10.2 AMSA Rule Book

The Board shall maintain an AMSA Rule Book. The Rule Book may address competition requirements, rider classes and classifications, licensing, advancement, event procedures, protests, penalties, safety requirements, promoter requirements and other operational competition matters. The Board may amend the Rule Book by resolution without requiring an amendment to these Bylaws.

10.3 Policies and Procedures

The Board may establish Policies and Procedures concerning membership and licensing, elections, finance, discipline and conduct, competition and protests, events and promoters, sponsorship, insurance, communications, Coordinators and Volunteers, administration and any other matter within the authority of the Board. Current Rules and Policies shall be maintained and made reasonably available to Members.

ARTICLE 12 - AMENDMENTS TO THE BYLAWS

11.1 Amendments

These Bylaws may be rescinded, altered or added to in accordance with the voting, notice, filing and other requirements applicable to the Society. Details of a proposed Bylaw amendment shall be included in the notice of the Annual General Meeting or Special Meeting at which the amendment will be considered.

11.2 Member Proposals

A Voting Member may submit a proposed amendment to these Bylaws in accordance with procedures established by the Board and any applicable legal requirements. Members may also submit recommendations concerning AMSA Rules or Policies; however, Rules and Policies are established and amended by the Board and do not require a Membership vote unless these Bylaws or applicable legislation expressly require one.

ARTICLE 13 - INDEMNIFICATION

To the extent permitted by law, AMSA Offroad shall indemnify and save harmless each Director, officer or authorized representative of the Society from reasonable costs, charges and expenses arising from the good-faith performance of duties on behalf of the Society, except where the loss or expense results from wilful misconduct, fraud, dishonesty or other conduct for which indemnification is not permitted. The Board may obtain directors' and officers' liability or other indemnification insurance as it considers appropriate.

ARTICLE 14 - REMUNERATION

Directors shall receive no remuneration for acting as Directors and shall not directly or indirectly receive profit from their position. Directors may be reimbursed for reasonable expenses incurred in the normal course of their duties in accordance with Board-approved Policy. The Board may provide complimentary AMSA membership to Voting Directors, as well as additional costs and fees as approved by the Board.

ARTICLE 15 - DISSOLUTION

AMSA Offroad shall not pay dividends or distribute its property among its Members. If the Society is dissolved, any funds or assets remaining after payment of all debts and liabilities shall be transferred to a non-profit organization with objectives similar to AMSA Offroad, in accordance with applicable requirements. In no event shall any Member receive the remaining assets of AMSA Offroad.

APPENDIX A - AMSA OFFROAD OPERATIONAL TERMS OF REFERENCE

Appendix A forms part of these Bylaws and preserves the substance of the original AMSA Operational Terms of Reference, with wording and terminology updated to remain consistent with the current Board structure.

A.1 GENERAL ADMINISTRATION

A.1.1 Head Office

The head office of AMSA Offroad shall be in the Province of Alberta at such place as the Board of Directors may determine from time to time.

A.1.2 Territorial Boundaries

AMSA Offroad shall have territorial boundaries within the Province of Alberta, Canada, under the authority granted to the Society as registered in Alberta.

A.1.3 Financial Year

Unless otherwise determined by resolution of the Board, the financial year of the Society shall end on December 31 of each year.

A.1.4 Banking Arrangements

The banking business of the Society shall be transacted with such banks, trust companies or other registered financial institutions as the Board of Directors may designate from time to time.

A.2 EXECUTION OF INSTRUMENTS

A.2.1 Authorized Signatories

The Board shall appoint not fewer than three (3) authorized signatories for the Society. The Board may, by resolution, determine which authorized signatories may sign deeds, transfers, assignments, contracts, cheques, certificates and other instruments on behalf of the Society and may direct the manner in which any particular instrument or class of instrument is to be signed.

A.2.2 Books and Records

The Secretary shall ensure that all necessary books and records of the Society required by law and by these Bylaws are regularly updated and properly maintained.

A.2.3 Execution of Documents

Unless otherwise provided in these Bylaws or by resolution of the Board, deeds, transfers, licences, contracts, engagements and other instruments on behalf of the Society shall be executed by authorized signatories designated by the Board. The Board may at any time, by resolution, direct the manner in which any particular instrument, contract or obligation of the Society shall be executed.

A.3 MEETINGS

A.3.1 Board Meetings

Meetings of the Board of Directors may be held at such times and places within the territorial boundaries of the Society, or by electronic means, as the Board determines. The Board shall meet no fewer than three (3) times each year.

A.3.2 Contracting on Behalf of the Society

Subject to these Bylaws, contracts in the ordinary day-to-day operations of the Society may be entered into on behalf of AMSA Offroad only by a Voting Director or other person specifically authorized by these Bylaws or by resolution of the Board of Directors.

Contracts relating to personnel or personnel-related matters must be approved in the manner directed by resolution of the Board.

A.4 APPROPRIATION AND DISPENSATION OF FUNDS AND ASSETS

A.4.1 Revenues

AMSA Offroad may derive revenue from:

- An AMSA Society fee determined by the Board of Directors and collected from Voting Members, where applicable;
- Grants or subsidies received from government, private or corporate donors; and
- Any other lawful source approved by the Board from time to time.

A.4.2 Expenditures

AMSA Offroad may expend funds to:

- Execute its duties and responsibilities under these Bylaws;
- Facilitate or undertake activities in furtherance of its objectives and core activities; and
- Carry out any other lawful activity approved by the Board from time to time.

A.4.3 Signing of Cheques and Payment Instruments

- Except as otherwise provided in these Bylaws, cheques, bills of exchange, electronic payments, orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Society shall be authorized and signed or approved by such authorized signatories, officers or agents, and in such manner, as the Board determines by resolution.
- All payment instruments requiring signatures or approvals shall require a minimum of two (2) authorized approvals.
- Authorized signatories or agents may endorse notes, drafts and cheques for collection or deposit on behalf of the Society in the manner approved by the Board and the Society's financial institution.

A.5 ANNUAL BUDGET PROCESS

A.5.1 General

- Voting Directors and other persons responsible for a Board-approved portfolio shall submit proposed budget needs to the Treasurer for the upcoming year no fewer than sixty (60) days before the Annual General Meeting, where reasonably practicable.
- The Treasurer shall review proposed budget needs and work with the responsible Directors or portfolio leads to ensure that proposed expenditures support the objectives of AMSA Offroad and are economically responsible.
- The Treasurer may amend or consolidate proposed budgets as necessary and shall prepare a budget overview for review and approval by the Board.
- The Board shall review the proposed annual budget, direct questions to the Treasurer as required, and approve the budget when satisfied.
- The Treasurer shall present a budget overview at the Annual General Meeting.

A.5.2 Requirements of the Annual Budget Process

- At the Annual General Meeting, the Treasurer shall present a financial or cost report for the completed year.
- Significant deviations from the approved budget and proposed changes for the upcoming year shall be presented to the Board for consideration, amendment and approval as required.
- The Treasurer shall integrate the proposed budgetary needs of each Voting Director's portfolio and other approved operational areas into the overall Society budget for examination and approval by the Board.

A.5.3 Spending Outside the Approved Budget

Any significant expenditure not expressly included in the approved operating budget, or any significant change in the intended use of funds allocated within that budget, must receive prior approval in accordance with the Financial Policy or other financial controls established by the Board.

Any unbudgeted expenditure greater than five hundred dollars ($500) must receive approval of the Board of Directors unless the Board has established a different threshold or delegated authority through a formally adopted Financial Policy.

END OF BYLAWS