

Calgary Legal Guidance Bylaws

1. Preamble

- 1.1 The name of the Society is “Calgary Legal Guidance”, or “CLG”.
- 1.2 The following articles set forth the Bylaws of CLG.

2. Definitions

- 2.1 “Annual General Meeting” means an annual general meeting as described in 5.1.
- 2.2 “Board” means the Board of Directors of the Society.
- 2.3 “Bylaws” means the Bylaws of the Society, as amended.
- 2.4 “Committee(s)” means those committees described in 6.9.
- 2.5 “Director(s)” means any person elected or appointed to the Board and includes Officers that are duly elected and appointed to the Board.
- 2.6 “Directors' Resolution” means a motion passed at a Board Meeting in accordance with these Bylaws, by a majority of the Directors who, if entitled to do so, vote in person or by proxy on the resolution.
- 2.7 “Email Voting” means the procedure described in 6.7.11.
- 2.8 "In-Kind Donation" means a non-monetary donation consisting of goods and/or services that can be valued in monetary terms.
- 2.9 “Meeting(s)” means Special Meetings and Annual General Meetings.
- 2.10 “Member” means a member of the Society as described in 4.1 and for clarity, includes both Voting Members and Non-Voting Members.
- 2.11 “Non-Voting Member” means a Member of the Society who does not have voting privileges and is awarded the rights and privileges described in 4.1.2.
- 2.12 “Officer(s)” means the officers of the Society as described in 6.5.
- 2.13 “Registered Office” means the Registered Office of the Society.
- 2.14 “Board Meetings” means meetings of the Board as described in 6.7.
- 2.15 “Society” means Calgary Legal Guidance.

- 2.16 “Societies Act” means the *Societies Act*, RSA 2000, c. S-14, as amended from time to time.
- 2.17 “Special Meeting” means a special meeting as described in 5.2.
- 2.18 “Special Resolution” means a special resolution as defined in the *Societies Act*.
- 2.19 “Voting Member” means a Member of the Society that has voting privileges and is awarded the rights and privileges described in 4.1.1.

3. Objects of the Society

- 3.1 The objects of the Society are as follows:
 - 3.1.1 To establish, maintain, operate and conduct a location or locations in the City of Calgary and surrounding district for the purpose of providing legal assistance to members of the public;
 - 3.1.2 To promote and advance public legal education;
 - 3.1.3 To encourage and advance investigation and research in relation to legal institutions and the law in general;
 - 3.1.4 To hire, engage or otherwise secure the services of barristers and solicitors duly qualified to practice law in the Province of Alberta or other persons for the promotion and execution of the objects of the Society;
 - 3.1.5 To purchase, take on, lease, hire or otherwise acquire and hold lands or buildings or any interest therein to establish locations and facilities to carry out the activities of the Society;
 - 3.1.6 To receive, acquire and hold gifts, donations, legacies and devises;
 - 3.1.7 To enter into arrangements with any authorities, public, or academic or otherwise, that may seem conducive to one or more of the Society's objects and to obtain from any such authorities any rights, privileges and concessions which the Society may think it desirable to obtain and to carry out exercise and comply with any such arrangements, rights, privileges and concessions;
 - 3.1.8 To affiliate with associations, societies and organizations having objects in whole or in part similar to those of the Society; and
 - 3.1.9 To carry on all other objects and to do all such things as are auxiliary to and in connection with the foregoing objects.

3.2 The objects of the Society may be altered by Special Resolution and in accordance with the provisions of the *Societies Act*.

4. Membership

4.1 Members

4.1.1 An individual shall become a Voting Member of the Society if they can demonstrate:

- (a) A financial contribution to CLG in the minimum sum of \$500.00 in the twelve (12) months preceding the Annual General Meeting;
- (b) An In-Kind Donation equivalent of \$500.00 in the twelve (12) months preceding the Annual General Meeting;
- (c) That they have volunteered a minimum of 20 hours in the twelve (12) months preceding the Annual General Meeting; or
- (d) That they are volunteering for CLG:
 - i. As a Director on the Board; or
 - ii. As a Member of a Committee.

4.1.2 An individual shall become a Non-Voting Member of the Society if they have volunteered less than 20 hours for CLG in the twelve (12) months preceding the Annual General Meeting, and they do not otherwise qualify as a Voting Member under 4.1.1.

4.2 Rights and Privileges of Voting Members

4.2.1 Voting Members shall be entitled to:

- (a) Receive notice of and attend all Meetings of the Society;
- (b) Vote at all Meetings of the Society; and
- (c) Such other rights and privileges provided by these Bylaws or the *Societies Act*, or as may be determined by the Board.

4.3 Right and Privileges of Non-Voting Members

4.3.1 Non-Voting Members shall be entitled to:

- (a) Receive notice of and attend the Annual General Meetings of the Society; and

- (b) Such other rights and privileges provided by these Bylaws or the *Societies Act*, or as may be determined by the Board.

4.4 Withdrawal or Revocation from Membership

- 4.4.1 Any Member who desires to withdraw from membership in the Society may do so by giving written notice to the Registered Office of the Society indicating his or her intention to withdraw as a Member and that Member shall cease to be a Member upon the Society's receipt of such notice.
- 4.4.2 The Board may revoke the membership of a Member in the Society by Directors' Resolution for any cause which it deems sufficient and in the interests of the Society.
- 4.4.3 Upon revocation by the Board of the membership of any Member, that person shall: (i) be given notice in writing of the revocation along with the Board's reasons for its decision by e-mail or such other means as determined appropriate by the Board; and (ii) cease to be a Member of the Society.
- 4.4.4 Any person whose membership is revoked shall not be entitled to commence any action or institute any proceedings to be reinstated as a Member of the Society and may only be reinstated by a Special Resolution passed at a Meeting.
- 4.4.5 A person ceases to be a Member upon his or her death.
- 4.4.6 No Member is, in their individual capacity, liable for any debt or liability of the Society.

5. Meetings

5.1 Annual General Meeting

- 5.1.1 The Society shall hold its Annual General Meeting every twelve (12) months. The Board shall set the date, time and location of the Annual General Meeting.
- 5.1.2 The Board shall deliver notice of the Annual General Meeting to each Member at least twenty-one (21) days in advance of the Annual General Meeting. Notice shall be provided by e-mail or such other means as determined appropriate by the Board.
- 5.1.3 Notice of an Annual General Meeting must include the date, time and location of the meeting, the proposed agenda, a brief summary of business

to be transacted, and a description of any business requiring a Special Resolution.

- 5.1.4 The business of the Annual General Meeting shall include reviewing the Treasurer's report and audited financial statements, approving the list of Voting Members, electing or appointing directors, and any other business.

5.2 Special Meetings

- 5.2.1 The Board, by Directors' Resolution, may call a Special Meeting at any time.
- 5.2.2 A Special Meeting must be called if the Board is presented with a petition signed by at least 20% of the Voting Members. The petition must describe the reasons for the request, and include a detailed agenda describing what business will occur at the Special Meeting.
- 5.2.3 The Board shall deliver notice of a Special Meeting to each Voting Member, a reasonable time in advance of the Special Meeting. Notice shall be provided by e-mail or such other means as determined appropriate by the Board. If a Special Resolution will be discussed, the Chair will ensure that notice is given in sufficient time to meet the requirements of the *Societies Act*.
- 5.2.4 Notice of a Special Meeting must include the date, time and location of the Special Meeting, proposed agenda, a brief summary of business to be transacted, and a description or brief summary of any business requiring a Special Resolution.

5.3 Proceedings at Meetings

- 5.3.1 Annual General Meetings may be attended by all Members, current employees of CLG and members of the public.
- 5.3.2 Special Meetings may be attended only by Voting Members.
- 5.3.3 Quorum
 - (a) A quorum at a Meeting will consist of 18 Voting Members.
 - (b) The Chair of the Board shall cancel the Annual General Meeting if a quorum is not present within one (1) hour after the time set for the Annual General Meeting to begin. If cancelled, the Annual General Meeting will be rescheduled for one (1) week later at the same time and location. If a quorum is not present within one half (1/2) hour after the time set for the rescheduled Annual General Meeting, it

will proceed with the Voting Members in attendance and quorum will be deemed to be present.

- (c) The Chair of the Board shall cancel a Special Meeting if a quorum is not present within one (1) hour after the time set for the Special Meeting to begin. If cancelled, a Special Meeting shall not be rescheduled. A new Special Meeting may be called in accordance with these Bylaws.

5.4 Right to Speak

- 5.4.1 Only Voting Members who are present at Meetings are entitled to propose and speak on motions.

5.5 Voting

- 5.5.1 Each Voting Member has one (1) vote. At all Meetings, votes will be cast by a show of hands unless at least ten (10) Voting Members request that a vote be cast using written ballots.

5.5.2 Proxies

- (a) Any Voting Member may appoint another Voting Member as his or her proxy to attend and vote at any Meeting on his or her behalf.
- (b) The appointment of a proxy must be made in writing and in accordance with any policies and procedures of the Society as determined by a Directors' Resolution.
- (c) Proxy appointments must be delivered to the Secretary at least twenty-four (24) hours before a Meeting for which the proxy is appointed.
- (d) Proxy appointments may be cancelled by the Voting Member appointing the proxy, in writing, to the Secretary at any time prior to the beginning of a Meeting.

- 5.5.3 A majority of the votes of the Voting Members present at a Meeting shall decide each issue and the resulting resolutions, unless the issue must be decided by a Special Resolution in which case, 75% of the votes of the Voting Members shall decide the issue and the resulting resolutions in accordance with the *Societies Act*.

- 5.5.4 The Chair does not have a second or casting vote at any Meeting. If there is a tie vote, the motion is defeated.

5.5.5 The Chair declares a motion carried or lost. This statement is final and does not have to include the number of votes for and against the motion.

5.6 Conduct of Meetings

5.6.1 Presiding Officer

- (a) The Chair of the Board shall chair every Meeting of the Society if he or she is present at the Meeting. The Vice Chair shall chair in absence of the Chair.
- (b) If neither the Chair nor Vice Chair is present within one-half (1/2) hour after the time set for the Meeting, the Voting Members that are present will choose one (1) Director to act as chair for that Meeting.

5.6.2 Adjournment

- (a) The Chair may adjourn a Meeting to a later date and time with the consent of the majority of the Voting Members present at such a Meeting. This rescheduled Meeting shall conduct only the unfinished business from the adjourned Meeting.
- (b) No notice of the rescheduled Meeting is necessary if a Meeting is adjourned for less than thirty (30) days.
- (c) If a Meeting is adjourned for thirty (30) days or more, The Society must give notice of the adjournment and the rescheduled Meeting date and time to all Voting Members. Notice shall be in the manner prescribed for notice of a Meeting in these Bylaws.

5.6.3 No action taken at any Meeting is invalid due to:

- (a) The accidental failure to give notice of the Meeting to any Voting Member;
- (b) Any Voting Member not receiving notice of the Meeting; or
- (c) Any error in the notice of the Meeting that does not affect the meaning of such notice.

6. Government and Management

6.1 Board

6.1.1 The Board governs and manages the affairs of CLG. The Board has the powers necessary to administer CLG and to make all decisions regarding CLG, except as expressly stated to the contrary in the *Societies Act*.

6.1.2 The powers and duties of the Board include, but are not limited to:

- (a) Promoting the objects of CLG;
- (b) Maintaining and protecting CLG's assets and property;
- (c) Approving the annual budget for CLG;
- (d) Ensuring policies are in place for the management and operation of CLG; and
- (e) Delegating its powers and duties to the Executive Director or other agents of CLG.

6.2 Composition of the Board

6.2.1 The Board may consist, if possible, of the following:

- (a) No less than ten (10) and no more than twelve (12) board members, a minimum of which six (6) must be practicing members of the Law Society of Alberta; and
- (b) One (1) member of the academic staff of the Faculty of Law at the University of Calgary who is appointed by the Faculty of Law at the University of Calgary.

6.3 Appointment of Directors

6.3.1 Subject to anything else in this section 6.3, a Director may be elected to the Board for a maximum of three (3) terms of two (2) years each for a total of six (6) years. A Director may seek re-election to the Board again after a one (1) year period off the Board.

6.3.2 A Director may serve on the Board beyond the total possible term of six (6) years as permitted in these Bylaws so long as that the Director is serving as an Officer of CLG.

- 6.3.3 The Board member who is appointed by the Faculty of Law at the University of Calgary pursuant to section 6.2.1(b) shall not be eligible to serve as an Officer of CLG.
 - 6.3.4 The Board term limits set out in section 6.3.1 above do not apply to the Board member of the Faculty of Law at the University of Calgary, as long as they are a Director in good standing with the Board.
 - 6.3.5 Directors shall be subject to the term requirements in the Bylaws that were in effect at the time of their original election to the Board.
 - 6.3.6 The Board shall take reasonable efforts where possible to ensure that the terms of the Board members are staggered.
- 6.4 Resignation or Removal of a Director
- 6.4.1 Directors may resign from the Board by giving one (1) months' written notice. The resignation takes effect either at the end of the month notice was given or on the date the Board accepts the resignation.
 - 6.4.2 Voting Members may remove any Director before the end of his or her term by Special Resolution at a Special Meeting called for that purpose.
 - 6.4.3 If there is a vacancy on the Board, the remaining Directors may, by Directors' Resolution, appoint an individual to fill that vacancy for the remainder of the term.
 - 6.4.4 No act, decision or resolution of the Board shall be ineffective because of a vacancy on the Board, or the filling of a vacancy on the Board through the process set out in this section.
- 6.5 Officers
- 6.5.1 The Officers of CLG are the Chair, Vice Chair, Secretary, and Treasurer.
 - 6.5.2 The Chair shall be elected by the Board at the first Board Meeting following the Annual General Meeting and shall serve a maximum of two (2) terms of two (2) years each for a total of four (4) years.
 - 6.5.3 Only a Director who has served a minimum of two (2) years as a Director may be eligible for election as Chair.
 - 6.5.4 The Vice Chair, Secretary and Treasurer are elected annually by the Board at the first Board Meeting following the Annual General Meeting.

6.5.5 Officers may resign from their position by giving written notice to the Chair. The resignation takes effect on the date the Board accepts the resignation. The Chair shall ensure the duties of the departed or absent Officer or Officers are delegated to other Officers who must be appointed by the Board to fill any vacant Officer position for the remainder of the term.

6.6 Duties of the Officers

6.6.1 The Chair:

- (a) Is the official spokesperson for CLG;
- (b) When present, chairs all Meetings and Board Meetings;
- (c) Is an *ex officio* member of all Committees;
- (d) Prepares and presents a report at the Annual General Meeting;
- (e) Only votes on business during a Board Meeting and only to break a tie; and
- (f) Carries out all other duties assigned by the Board from time to time.

6.6.2 The Vice Chair:

- (a) Presides at all Meetings and Board Meetings in the Chair's absence;
- (b) Chairs the Governance Committee; and
- (c) Carries out all other duties assigned by the Board from time to time.

6.6.3 The Secretary:

- (a) Ensures that accurate minutes are kept of all Meetings, Board Meetings and Committee meetings;
- (b) Ensures that a record of names and addresses of all Voting and Non-Voting Members of the Society is kept in accordance with the *Societies Act*;
- (c) Ensures that all other books and records are prepared and kept in accordance with the *Societies Act*;

- (d) Ensures that all required notices for Meetings, Board Meetings, and Committee meetings are sent in accordance with these Bylaws; and
- (e) Carries out all other duties assigned by the Board from time to time.

6.6.4 The Treasurer:

- (a) Ensures a detailed account of revenues and expenditures is presented to the Board when requested;
- (b) Ensures an audited financial position of CLG is prepared and presented at each Annual General Meeting; and
- (c) Carries out all other duties assigned by the Board from time to time.

6.7 Board Meetings

6.7.1 The Board shall hold at least four (4) Board Meetings each year.

6.7.2 The Chair shall call the Board Meetings. The Chair shall call a Board Meeting if any three (3) Directors make a request in writing stating the proposed business to be discussed at the Board Meeting.

6.7.3 The Chair of the Board shall chair every Board Meeting that he or she is in attendance. The Vice Chair shall chair in the absence of the Chair. If the Vice Chair is also absent, the Board shall appoint another Director to chair the Board Meeting.

6.7.4 Notice shall be provided to each Board member at least ten (10) days prior to each Board Meeting. Notice shall be provided by e-mail or such other means deemed appropriate by the Board.

6.7.5 Board members may, by Directors' Resolution, waive or modify the notice requirements contained in these Bylaws.

6.7.6 A majority of the Directors will constitute quorum at any Board Meeting.

6.7.7 If a quorum is not present, the Chair shall adjourn the Board Meeting to the same time, place and day the following week or at such other time as deemed appropriate by the Chair upon giving proper notice to the Directors. A majority of the Directors present at this later Board Meeting is a quorum.

- 6.7.8 Each Director has only one vote at a Board Meeting. In the event of a tie vote, the Chair will cast the deciding vote.
- 6.7.9 Only Directors are entitled to attend Board Meetings. Voting Members of the Society and other guests may be invited to attend, present or otherwise participate at Board Meetings as permitted by the Board.
- 6.7.10 A Board Meeting may be held by a conference call or other remote means. Directors who participate via telephone or other remote means are considered present for the Board Meeting.
- 6.7.11 Email Voting
- (a) The Board may pass any resolution by e-mailing each Director with the resolution and a deadline, which must be at least two (2) weeks from the initial email containing the resolution, and requesting each Director to submit his or her vote. Directors shall discuss the issue via e-mail and state their vote clearly. The last vote submitted by each Director prior to the deadline shall be that Director's vote. A Director may change his or her vote as a result of the e-mail discussion at any time prior to the deadline. If, through the email discussions, the Directors pass an amendment to the resolution, any votes cast prior to the amendment shall not be counted toward the main motion. There must be e-mail replies from at least a majority of the Directors for a resolution to be approved.
 - (b) Any resolution that may be passed at a Board Meeting may be passed using Email Voting, except for resolutions approving the annual budget, accepting the annual audit, appointing an Executive Director, and removing an Executive Director.
 - (c) For purposes of the Society's minute books, resolutions passed by Email Voting shall record the length of time the discussion was left open, the Directors who acknowledged receipt of the e-mail by replying and the result of the vote.
 - (d) Email Voting and the related discussion shall not count toward the minimum number of Board Meetings required under 6.7.1.
- 6.7.12 The Secretary shall take minutes at each Board Meeting, which shall include a record of:
- (a) The names of the Directors in attendance in person, by telephone or other remote means;

- (b) Any Directors' motions, whether approved or defeated, and the resulting resolutions;
- (c) The appointment of Officers, if applicable; and
- (d) A summary of other matters discussed at the Board Meeting.

6.7.13 The minutes of all Board Meetings shall be signed by the Chair and the Secretary, or in their absence, their delegates and shall be receivable as *prima facie* evidence of the matters stated in such minutes.

6.7.14 Resolutions of the Board shall be in accordance with the *Societies Act*.

6.7.15 Irregularities or errors made in good faith do not invalidate acts done at any Board Meeting.

6.7.16 No remuneration shall be paid to any Director of CLG.

6.8 Committees

6.8.1 The Board may, from time to time, appoint Committees to advise the Board as it deems necessary. Notice, quorum, voting and other matters related to the governance of such Committees shall be determined by the Board.

6.8.2 The Board shall establish a Governance Committee and a Finance & Audit Committee, both of which will report regularly to the Board.

- (a) The Governance Committee shall be chaired by the Vice Chair and its membership shall be comprised of members of the Board.
- (b) The Finance & Audit Committee shall be chaired by the Treasurer and its membership shall be comprised of members of the Board.
- (c) The Executive Director shall be an *ex officio* member of the Governance Committee and the Finance & Audit Committee.
- (d) Special guests may be invited to attend a Committee meeting by the chairs of those committees.

6.9 Executive Director

6.9.1 The Board may hire an Executive Director to carry out assigned duties.

6.9.2 The Executive Director reports to and is responsible to the Board, and acts as an advisor to the Board and to any Committees. The remuneration of

the Executive Director shall be determined by the Board and his or her performance shall be evaluated annually by the Board.

6.9.3 The Executive Director shall not vote at any Board Meetings.

6.9.4 Under the direction of the Board, the Executive Director acts as the administrative officer of the Board in:

- (a) Attending Board Meetings and other meetings as required;
- (b) Hiring, supervising, evaluating and releasing all other paid staff;
- (c) Implementing the Board's policies at the direction of the Board;
- (d) Keeping the Board informed about the ongoing work and operations of CLG;
- (e) Maintaining CLG's books;
- (f) Preparing budgets for Board approval, under the direction of the Treasurer;
- (g) Planning programs and services based on the Board's priorities; and
- (h) Carrying out all other duties assigned by the Board from time to time.

7. Finance and Other Management Matters

7.1 Registered Office and Records

7.1.1 The Board will ensure that the accurate address for the Registered Office is appropriately registered in accordance with the laws of the Province of Alberta.

7.1.2 The Board will keep accurate and up-to-date records of all of CLG's minute books and other records, in accordance with these Bylaws, and any applicable laws. Other records will be maintained by the appropriate Officer, or staff member, as determined by the Board from time to time.

7.1.3 The books and records of the Society may be inspected by any Member at the Annual General Meeting or at any time upon giving reasonable notice and arranging a time satisfactory to the Officer or Officers having charge of same. Each member of the Board shall at all times have access to such books and records.

7.2 Fiscal Year

7.2.1 CLG's Fiscal Year shall end on March 31, or such other day as may be determined by the Board.

7.3 Signing Authority

7.3.1 The Board will, by Directors' Resolution, develop policies or other direction on signing authority.

7.3.2 At least one individual with signing authority will be a Director.

7.4 Audit

7.4.1 At each Annual General Meeting, Voting Members will appoint an external auditor to hold office until the next Annual General Meeting. If no auditor is appointed at an Annual General Meeting, the serving auditor shall continue until a successor is appointed.

7.4.2 At each Annual General Meeting, the Board will present all financial statements and reports as required by the laws of the Province of Alberta.

7.4.3 The Board, acting reasonably, may vote to replace the auditors.

7.5 Contracts

7.5.1 The Board will pass resolutions authorizing appropriate individuals to enter into contracts on behalf of CLG. Each such resolution shall clearly set forth the ambit of the individual's authority.

7.6 Borrowing

7.6.1 The Board shall make policies or provide other direction as appropriate with respect to borrowing by CLG.

8. Liability of Directors and Officers

8.1 General Indemnity

8.1.1 Each Director or Officer holds office with protection of the Society. The Society indemnifies and saves harmless each past or present Director or Officer and their heirs, executors, administrators, and other legal representatives from and against:

- (a) Any liability and all costs, charges and expenses that he or she sustains or incurs in respect of any action, suit or other proceeding

that is proposed or commenced against him or her, for or in respect of the execution of the duties of his or her office; and

- (b) All other costs, charges and expenses that he or she sustains or incurs in respect of the affairs of the Society, if he or she acted honestly and in good faith with a view to the best interests of the Society and, in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.

8.2 Restriction on Indemnity

- 8.2.1 No Director or Officer will be indemnified for any costs, charges, or expenses he or she sustains in respect of the execution of the duties of his or her office where such costs, charges, or expenses are occasioned by his or her own wilful neglect or default, fraud, dishonesty or bad faith.

8.3 Insurance

- 8.3.1 The Society may purchase and maintain such insurance for the benefit of the Directors and Officers as determined by the Board by Directors' Resolution.

9. Seal of the Society

- 9.1 The Board may adopt a form of seal as the corporate Seal of the Society.
- 9.2 Unless the Board directs otherwise, any seal of the Society shall be kept at the Registered Office of the Society and may only be used by Officers or Directors of the Society.
- 9.3 When used, the Seal of the Society shall be authenticated by the signatures of two Officers.
- 9.4 A document executed on behalf of the Society by a Director, Officer, or agent of the Society is not invalid only because the corporate seal is not affixed to the document.

10. Amending the Bylaws

- 10.1 These Bylaws may be cancelled, altered or added to by a Special Resolution at any Meeting of the Society.

- 10.2 The twenty-one (21) days' notice of the Annual General Meeting or Special Meeting of the Society must include details of the proposed resolution to change the Bylaws.
- 10.3 The amended Bylaws take effect after the approval of the Special Resolution at a Meeting and acceptance of such amendments by the Corporate Registry of Alberta.

11. Dissolution

- 11.1 The Society shall be wound up or dissolved pursuant to provisions of the *Societies Act*.
- 11.2 In the event of the dissolution or winding up of the Society, all of its remaining assets after payment of its debts and liabilities shall be distributed to one or more charitable or non-profit organizations in Calgary, Alberta, as recognized by the *Income Tax Act* (Canada), which shall be determined by a resolution at a Special Meeting.

12. Curing

- 12.1 Should any of these Bylaws become illegal, invalid or unenforceable for any reason, the remainder of the Bylaws shall survive by severing those sections which are found to be illegal, invalid or unenforceable. Such invalidity, illegality or unenforceability shall not affect the full force and effect of any other Bylaws.