

BY-LAWS
OF
THE CANADIAN CLUB OF CALGARY

ARTICLE I
DEFINITIONS

- 1.01 The Canadian Club of Calgary shall hereinafter be called the "Club".
- 1.02 The Board of Directors of the Club shall hereinafter be called the "Board".

ARTICLE II
MEMBERSHIP

- 2.01 The following shall be eligible for membership in the Club
- A. REGULAR MEMBERSHIP:
- Any person who:
- (i) is a Canadian citizen or permanent resident, and
 - (ii) has paid their annual membership fees in full.
- B. HONORARY MEMBERSHIP:
- Such other person or persons as the Board may determine by three-quarters favorable vote at a regular meeting.
- (i) No membership fees shall be assessed.
 - (ii) Honorary Members shall not be entitled to vote or to hold office as a director.
- 2.02 Any Member shall have the ability to attend meetings of the Club and observe meetings of the Board.
- 2.03 Any Member may withdraw from membership at any time by providing the President with a notice, in any commonly used format, of their desire to do so.
- 2.04 Any Member may be expelled from the Club by means of a Special Resolution of the Board whose ruling in that regard shall be final.
- 2.05 Members may only be expelled for two reasons:
- (i) any activities that may bring the reputation of the Club into question, or
 - (ii) failing to fulfill a responsibility given them by the Board or Members of the Club

- 2.06 Any person expelled from the Club while holding office in the Club shall not be allowed to complete his/her term of office.
- 2.07 The membership year shall commence on the date a membership is purchase or renewed and continue for 365 days.

ARTICLE III
THE BOARD OF DIRECTORS

- 3.01 The Board of Directors of the Club shall consist of up to 15 duly elected Regular Members to hold the offices of President, 1st Vice-President, 2nd Vice-President, Treasurer, Recording Secretary, Correspondence Secretary, Past-President, Membership committee chair, Speakers and Facilities committee chair, Communications committee chair, History and Citizenship committee chair, and up to four Directors-at-Large.
- 3.02 The business of the Board shall be to set policy for the Club and to implement that policy guided by and consistent with the objectives of the Club.
- 3.03 The Board shall strike such additional Committees as it deems necessary.
- 3.04 Regular Meetings of the Board shall be held at least bi-monthly and at additional times determined by the President.
- 3.05 A special meeting of the Board shall be called at any time if there is a written request from any seven (7) directors.
- 3.06 Notice of any Board Meeting shall be given via e-mail to all directors at least five (5) days prior to the Meeting.
- 3.07 The quorum for any Board Meeting shall be five (5) directors.
- 3.08 Any director may be removed from the Board and thus also from any position that he/she may hold as an officer of the Club by means of a vote of three-quarters of the directors present at a Board meeting.
- 3.09 Any director may be removed from the Board if he/she has three absences from Board Meetings in one year and such absences were without due reason and notice.
- 3.10 The Board may by Special Resolution remove any director before the expiration of his/her term of office, and may by Special Resolution elect any individual in his/her place and stead for the remainder of his/her term.
- 3.11 Each member of the Board shall be present for at least 2/3 of all Board and respective Committee meetings within the year between Annual General Meetings or removal proceedings under Article 3.10 may be enacted at the discretion of the majority of the Board Members.

ARTICLE IV
DUTIES OF BOARD MEMBERS

4.01 The President's duties are:

- (a) to preside at Meetings;
- (b) to supervise the day-to-day management of the Club's affairs;
- (c) to present a written report to the Annual General Meeting;
- (d) when directed by the Board to discuss issues pertinent to the Club; and
- (e) to act as a spokesperson for the Club in any contacts with the Community.

4.02 The 1st Vice-President's duties are:

- (a) to perform the President's duties when the President is temporarily unavailable; and
- (b) to perform such other tasks as the Board may from time to time require.

4.03 The 2nd Vice-President duties are:

- (a) to perform the President's duties should neither the President nor the 1st Vice-President be available; and
- (b) to perform such other tasks as the Board may from time to time require.
- (c)

4.04 The Recording Secretary's duties are:

- (a) to keep a list of the names and addresses of all current directors;
- (b) to maintain minutes of the proceedings of all Meetings of the Club and Board and to provide all directors with copies of all such minutes;
- (c) to make all minutes and other non-financial records of the Club available for inspection at reasonable times and places by any Member who requests to see them; and
- (d) other appropriate duties at the request of the President

4.05 The Correspondence Secretary's duties are:

- (a) to have custody of all papers of the Club that are not specifically entrusted to another officer or director;
- (b) to ensure correspondence is kept current; and
- (c) other appropriate duties at the request of the President

4.06 The Treasurer's Duties are:

- (a) to receive all monies and cause them to be deposited in the accounts kept for the Club;
- (b) to maintain all conventional accounting records of all monies and make these records available for inspection at reasonable times and places by any Member who requests to see them;

- (c) to disburse monies in accordance with Article VIII, clause 8.05;
- (d) to present a statement of finances at each Board Meeting;
- (e) to ensure the Audit is concluded in an acceptable manner on an annual basis;
- (f) to present a complete financial report, along with written report from the Auditor or appointed directors for this purpose, at each Annual General Meeting.
- (g) to file all returns with the Corporate Registry as required by the Societies Act; and
- (h) other appropriate duties at the request of the President.

4.07 The Membership Committee Chair's duties are:

- (a) to keep a current list of all Members and ensure those who need a copy are able to access it in a timely manner;
- (b) to promote membership by offering to sell memberships at all meetings;
- (c) to take appropriate action to ensure the renewal of memberships; and
- (d) other appropriate duties at the request of the President.

4.08 The Speakers and Facilities Committee Chair's duties are:

- (a) to secure a presenter and date for each event of the Club;
- (b) to secure a facility for each event; and
- (c) other appropriate duties at the request of the President.

4.09 The Communication Committee Chair's duties are:

- (a) to ensure each event meeting is advertised to the general public;
- (b) to ensure media outlets are made aware of all upcoming event meetings;
- (c) to prepare the table program for each event meeting;
- (d) to ensure communications with Members are appropriate to their needs; and
- (e) other appropriate duties at the request of the President

4.10 The History and Citizenship Committee Chair's duties are:

- (a) to ensure the Clubs recorded history is maintained and available to those Members who wish to access it;
- (b) to ensure the Clubs objectives for supporting the importance of citizenship are acted upon; and
- (c) other appropriate duties at the request of the President.

4.11 The duties of the Past President and the Directors-at-Large are to provide advice and perform such tasks as the Board may from time to time require.

4.12 Should the office of President become vacant, for any reason, the 1st Vice-President will assume the office, and the 1st Vice-President will be replaced with the 2nd Vice-President. The 2nd Vice-President's office may be replaced by way of Special Resolution if the Board deems it to be appropriate.

- 4.13 When the President and both Vice-Presidents are temporarily unavailable, the Board shall elect by majority vote another Board member to manage the Club and to act as spokesperson.

ARTICLE V
ELECTION OF DIRECTORS

- 5.01 The Past President is a member of the Board for a term ending on the date of the next Annual General Meeting. All other directors shall be elected for a term ending on the date of the next Annual General Meeting.
- 5.02 Each Full Member of the Club shall be eligible for election to any position on the Board. Each retiring director shall be eligible for re-election to the Board.
- 5.03 Each year, the Past President or another director as selected by the Board, shall chair the nominating committee, or another director as selected by the Board may call upon up to two (2) other Regular Members for assistance.
- 5.04 The Nominating Committee shall create a list of available nominees, which shall be presented to the Board and then at the Annual General Meeting. The list shall contain at least one nominee for every position to be filled by election.
- 5.05 At the Annual General Meeting, the Nominating Committee shall preside over the election of the President.
- 5.06 The directors shall be elected in the same order as they are listed in 3.01 of the By-laws.
- 5.07 Voting shall be by show of hands unless a secret ballot is requested by the majority present.
- 5.08 The ballots shall be distributed, collected and counted by the Chair of the Nominating Committee and one other designated person by the Nominating Committee.
- 5.09 The nominees who receive the most votes shall be elected. The Chairperson shall not vote except in the case of a tie, when the Chairperson shall cast the deciding vote.
- 5.10 If any voting position on the Board falls vacant between Annual General Meetings, it shall be filled by a Member elected by majority vote by the Board for the unexpired term. If the position falling vacant should be that of Past President, it shall remain unfilled.

ARTICLE VI
GENERAL MEETINGS

- 6.01 An Annual General Meeting shall be held each year in September, or as soon after September as practicable but, in any event, not later than fifteen (15) months following the last Annual General Meeting, on a date determined by the Board.
- 6.02 The business of an Annual General Meeting shall be:

- (a) to receive annual reports from the President and the Treasurer;
 - (b) to receive the audited financial statements of the Club for the most recently completed fiscal year;
 - (c) to appoint the auditors of the Club;
 - (d) to hold elections for positions on the Board; and
 - (e) to solicit from Members information and/or advice on issues pertinent to the Club.
- 6.03 A Special Meeting of the Club shall be called at any time if there is a request by the Board or a written request from any twenty (20) Members of the Club delivered to the Board President. Resolutions passed at a Special Meeting shall be considered "Special Resolutions".
- 6.04 Written notice of any Annual General or Special Meeting shall be sent to all Members in any commonly used format at least twenty-one (21) days prior to the Meeting.
- 6.05 The quorum for any Annual General or Special Meeting shall be ten (10) Regular Members.

ARTICLE VII

PROCEDURE AT MEETINGS

- 7.01 Notice of any Special Meetings may be given by any representative of the group requesting the Meeting and shall specify the purpose or purposes of the Meeting.
- 7.02 All Meetings of the Club shall be held at the place designated by the President.
- 7.03 At any Meeting, the Chair shall be taken by the President if present or the 1st Vice-President if the President is absent or the 2nd Vice-President. If the President, 1st Vice President and 2nd Vice-President are absent, the Chair shall be taken by another Director elected by majority vote.
- 7.04 A special resolution requires a 75% majority of those present and eligible to vote.
- 7.05 All directors shall have the right to vote at any Board meeting.
- 7.06 Any regular member who has not withdrawn from membership, nor has been either suspended or expelled, shall have the right to vote at any Annual General or Special Meeting of the Club. Such votes must be made in person and not by proxy or otherwise.
- 7.07 The Chair shall not vote except in the case of a tie, when they shall cast the deciding vote.
- 7.08 At any Meeting, a motion shall be carried if the majority of those eligible to vote supports it.
- 7.09 At any Meeting, each motion shall be voted on first by a show of hands. Unless a vote count is duly requested in the manner described in Clause 7.10, the Chairperson's declaration that a motion has been carried (or not carried) shall be determinative and final.

- 7.10 At any Meeting, if a vote count is requested by any Regular Member, it shall be taken at once in such manner as the Chairperson directs. The result of the vote count shall be conclusive and shall be recorded in the minutes.
- 7.11 Where not otherwise provided for in these By-Laws, the latest Edition of Robert's Rules of Order shall govern the conduct of Meetings.

ARTICLE VIII **FINANCES**

- 8.01 The fiscal year of the Club shall commence on July 1 and end on June 30.
- 8.02 The Treasurer shall be responsible for the financial arrangements for all activities of the Club.
- 8.03 Any fund-raising activities of the Club shall be for the benefit of the Club pursuant to the objectives of the Club.
- 8.04 The accounts of the Club shall be maintained in accordance with general accepted accounting principles in Canada.
- 8.05 (a) Disbursements in excess of \$500.00 shall require authorization by the Board.
- (b) Any disbursement by the Club shall be made by means of a cheque payable to the payee, not to cash, which shall be signed by any two signing officers as authorized by the Board from time to time.
- 8.06 Any disbursement by the Club shall be for legitimate objects of the Club.
- 8.07 The Club shall not borrow money but may exercise the authority given pursuant to the Societies Act to acquire real property or an interest in any real property.
- 8.08 The books, accounts and records of the Club shall be audited at least once each year by a duly qualified accountant or by two Regular Members of the Club elected for that purpose at the Annual General Meeting. A complete and proper statement of the standing of the books for the current and preceding year shall be submitted by such auditor or elected Member at the next Annual General Meeting of the Club.
- 8.09 The books and records of the Club may be inspected by any Regular Member of the Club 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.

ARTICLE IX **INDEMNITY OF DIRECTORS**

- 9.01 The Club will indemnify and save harmless to the full extent permitted by law each of the directors and such director's estate, executors, administrators, legal representatives and

lawful heirs, from and against any and all costs, charges or expenses including, but not limited to, any amount paid to settle any action or to satisfy any judgment, legal fees on a solicitor and client basis, other professional fees, out-of-pocket expenses for attending proceedings (collectively, "Costs") suffered or incurred by the director, the director's estate, executors, administrators, legal representatives and lawful heirs, directly or indirectly, as a result or by reason of the actions of the person being or having been an director of the Club or by reason of any action taken by the director in connection with the rights granted to Club hereunder.

ARTICLE X
REMUNERATION

10.01 No Member or Director of the Club shall receive any remuneration for his/her services to the Club unless a written agreement so authorizing the same has been approved by the Board.

ARTICLE XI
BRANCH ASSOCIATIONS

11.01 The Board may, as it sees fit, establish and maintain Branch Societies that shall have such powers as the Board may from time to time confer provided that such powers shall not exceed the powers of the Club.

ARTICLE XII
AMENDMENTS TO THE BY-LAWS

12.01 The by-laws may be rescinded, altered or added to by a "Special Resolution" passed at a meeting of the Members. In order to take effect, the Special Resolution must be filed with the Registrar of Companies.

ARTICLE XIII
DISSOLUTION

13.01 In the event of liquidation or dissolution of the Club, all assets remaining after payment and satisfaction of all liabilities and debt will be distributed and paid over to any recognized charitable organizations resident in Alberta.