

Lethbridge Photography Club Bylaw

*This is the Bylaw for the Lethbridge Photography Club,
Corporate Access Number 500071303,
which is an Alberta Society Corporated on May 4, 1973*

1 PREAMBLE

The name of the Society is the “Lethbridge Photography Club” also referred to in the following bylaw as the “Club”.

2 DEFINITIONS AND INTERPRETATIONS

(1) Definitions

- a) Act means the Societies Act R.S.A.2000, Chapter S-14 as amended or any statute substituted for it.
- b) General Meeting means any general meeting, including the Annual General Meeting (AGM), of the club’s membership.
- c) Special Meetings means a special meeting of the club.
- d) Bylaw means the Bylaw of the Club.
- e) Committee means a committee established by the Executive.
- f) Director means any person elected or appointed by members to the executive.
- g) Executive means the President and the Directors as appointed or elected by the club.
- h) Member in Good Standing means a member whose membership fee is paid.
- i) Ex-officio means is a member of a committee by virtue of holding some particular office. This member shall not chair or have voting rights on this committee.
- j) Special Resolution means a resolution passed
 - (i) at a General Meeting or a Special Meeting of which not less than 21 days’ notice specifying the intention to propose the resolution has been duly given, and
 - (ii) by the vote of not less than 75% of those members who, if entitled to do so, vote in person.

(2) Interpretation

- a) Words used in the singular shall also include the plural.
- b) Headings in bold lettering are for convenience only and do not affect the bylaw.

4 MEMBERSHIP

(1) Categories of Membership

- a) Any individual may become a member of the Club my paying the appropriate annual membership fees.
- b) Subject to approval at a General Meeting or Special Meeting, the Club may establish different categories of membership including, but not limited to, Regular, Student and/or Life Members.

(2) Membership Fees

- a) Annual membership fees shall be approved by the Executive.
- b) Different fees may be set for different membership categories.
- c) Membership fees are not refundable.

(3) Rights and Privileges of Members

- a) A Member in Good Standing may vote, participate in all club activities and shall be eligible to serve on the Executive
- b) No right or privilege of a member is transferable to another person either while an individual is a member or upon his/her ceasing to be a member.
- c) No member shall be personally liable for any debt or liability of the Club.

(4) Termination of Membership

- a) Membership in the Club shall be cancelled if fees are more than two months in arrears.
- b) Membership may be reinstated upon payment of any fees in arrears.
- c) A member may resign and be removed from the membership list by mailing or delivering a written notice to either the Secretary or the President of the Club.
- d) The Club may at a Special Meeting convened for that purpose, expel a member for any reason deemed to be sufficiently in the interests of the Club and that member's name shall be struck from the list of members.

5. MEETINGS

(1) General Meetings

- a) The Annual General Meeting is the only General Meeting of the Club.
- b) The Executive shall call an Annual General Meeting in Lethbridge no later than November 30th of each year and the Executive shall set the place, date and time of the meeting.
- c) The AGM shall provide for elections, financial statements and any other matters of general interest or concern.
- d) Only those items listed in the AGM agenda shall be considered at the meeting.

(2) Special Meetings

- a) A Special Meeting may be called:
 - (i) at any time by the Executive or
 - (ii) upon receipt by the Executive of a written request signed by 10 or more members
- b) Only those items listed in the Special Meeting agenda shall be considered at the meeting.

(3) General and Special Meeting Procedures

- a) Every member shall be sent a notice of the applicable General Meeting or Special Meeting either by mail or by e-mail in time to ensure they receive notification not less than 15 days before the meeting.

- b) This notice shall state the place, date, time and purpose of the applicable meeting and include a copy of the agenda as well as any proposed resolutions.
- c) A quorum shall comprise of 20% or 10 Members in Good Standing, whichever is greater.
- d) A motion shall pass if 50% plus one of eligible members voting approve it.
- e) Voting will be by a show of hands, unless a motion for written ballots is passed.

6 MANAGEMENT OF THE CLUB

(1) Composition of the Executive

- a) The Executive shall consist of the President and eight (8) Directors;
- b) At the first meeting of a newly elected Executive, the members shall appoint a Secretary, Treasurer, and Vice-President from within;
- c) Members shall hold office for a term of one year;
- d) The President shall be eligible for re-election to a second consecutive term, but shall not then be eligible to run for President for two years.

(2) Vacancies on the Executive

- a) If the President resigns or is unavailable to continue, the Vice-President shall assume the position for the remainder of the term;
- b) If another Executive office becomes vacant, the Executive may appoint another director to the position for the remainder of the term;
- c) At the discretion of the Executive a vacancy other than the above may be filled through a by-election at a Special Meeting;
- d) The Executive may assume a member who fails to attend three consecutive meetings during a Club year without explanation has resigned;
- e) A member of the Executive may be asked to resign or be removed from office for cause through a majority vote at a Special Meeting.

(3) Role and Responsibilities of the Executive

- a) The Executive shall govern and manage the affairs of the Club on behalf of the members.
- b) A quorum shall comprise of at least five members of the Executive.
- c) A motion shall pass if 50% plus 1 executive members present and voting approve it.
- d) The Executive shall hold at least eight meetings each year.
- e) The Executive shall delegate responsibility for Club events and activities, including monthly programs, as appropriate and may appoint and delegate authority to either permanent or ad hoc committees, as required;
- f) No member, in his or her capacity as a member of the Executive or of a Committee, shall receive remuneration for any services provided to the Club;
- g) The Executive may assign specific duties to individual directors.
- h) The Executive shall review the Policies and Procedure Manual by October 31 of each year.

(4) The President

- a) Shall chair all meetings of the Club and the Executive;
- b) Shall be an ex-officio member of all Committees except the Nominating Committee;
- c) Shall act as spokesperson for the Club.
- d) Shall vote as a regular Executive member

(5) The Vice President

- a) In the absence of the President, the Vice-President shall assume his or her duties
- b) If the Vice President cannot preside at a meeting, he/she shall designate another member of the executive to take his/her place.

(6) The Secretary

- a) Shall keep, or cause to be kept, accurate records of every Executive, General Meeting and Special Meeting meeting;
- b) Shall administer all Club documents and correspondence;
- c) Ensure the Club bylaws, amendments, audits and related documents are submitted to the Provincial Corporate Registry office;
- d) Shall be responsible for any other duties detailed in this bylaw and in the Policy and Procedure Manual.

(7) The Treasurer

- a) Shall ensure all monies payable to the Club are deposited promptly in the Club's bank account;
- b) Maintain a detailed account of all revenues and expenditures for presentation to the Executive as required;
- c) Arrange for an audited statement of the Club's finances to be presented to the AGM;
- d) Shall be responsible for any other duties detailed in this bylaw and in the Policy and Procedure Manual.

7 FINANCE AND MANAGEMENT

(1) The Registered Office of the Club shall be located in Lethbridge, in the Province of Alberta.

(2) Finance

- a) The Club's fiscal year ends on July 31.
- b) An audit of the Club's financial records shall be completed at least once each fiscal year by a qualified firm or individual who is not a member, or a relative of a member, with cheque signing authority at any time during the year being audited.
- c) All cheques or contracts must be signed by two members of the Executive with signing authority.
- d) The Club may borrow or raise funds to meet its objects and operations.
- e) The Club may borrow funds only by approval of a Special Resolution.

(3) Seal of the Club

- a) The Executive may adopt a seal as the Club Seal.
- b) The Secretary shall have control and custody of the Seal subject to the Executive delegating control to another Director.
- c) Use of the Seal shall be limited to the President and Secretary only.

(4) Club Books and Records

- a) The Secretary shall maintain the minute books and record the minutes of all Executive, General Meetings and Special Meetings.
- b) The Club's financial and other records shall be available for inspection by a member subject to providing reasonable notice of the request to the President, Secretary or Treasurer as applicable.

(5) Protection and Indemnity of the Executive

- a) Each member of the Executive holds office with protection from the Club. The Club indemnifies each member of the Executive against all costs or charges that result from any act done in his/her role for the Club. The Club does not protect any Executive Member for acts of fraud, dishonesty or bad faith.
- b) No Executive Member is liable for the acts of any other Executive Member. No Executive Member is responsible for any loss or damage due to the bankruptcy, insolvency or wrongful act of any person, firm or corporation dealing with the Club. No Executive Member is liable for any loss due to an oversight or error in judgment or by an act in his role for the Club, unless the act is fraud, dishonesty or bad faith.
- c) Executive Members can rely on the accuracy of any statement or report prepared by the Club's auditor. Executive Members are not held liable for any loss or damage as result of acting on that statement or report.

8 AMENDING THE BYLAWS

- a) The bylaws may be rescinded, altered or added to only by Special Resolution of the society.
- b) The amended Bylaws take effect after the approval of a Special Resolution and acceptance by the Corporate Registry of Alberta

9 DISSOLUTION OF THE CLUB AND DISTRIBUTION OF ASSETS

- a) The Club shall not distribute any of its property or assets to members.
- b) If the Club is dissolved, any funds or assets remaining after paying all debts are paid to registered and incorporated charitable organizations. Members select this organization by Special Resolution.

Dated at the City of Lethbridge, in the Province of Alberta, this _____ day of _____, _____.

President: _____ Address: _____
(print) _____

Vice President: _____ Address: _____
(print) _____

Past President: _____ Address: _____
(print) _____

Secretary: _____ Address: _____
(print) _____

Treasurer: _____ Address: _____
(print) _____

Witness: _____ Address: _____
(print) _____