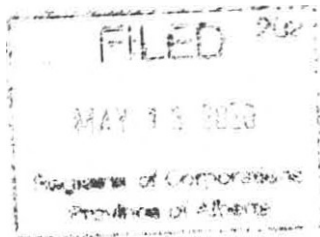


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Calgary and District Square and Round Dancers Association

Bylaws

(Approved by Members on June 6, 2019)



**CALGARY AND DISTRICT SQUARE AND
ROUND DANCERS ASSOCIATION
BYLAWS**

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CALGARY AND DISTRICT SQUARE AND ROUND DANCERS ASSOCIATION BYLAWS

Article - 1 Preamble

1.01 The Association

The name of the Association is the 'Calgary and District Square and Round Dancers Association' which may also be known or referred to as the 'C&D Association'.

The aim of the C&D Association is to promote Square and Round Dancing and facilitate communication between similar clubs.

1.02 The Bylaws

At the annual meeting of Calgary and District Square and Round Dancers Association held on June 6, 2019, it was moved and adopted by the required majority that the following bylaws will replace the bylaws dated 16 October 1995 and will constitute the Bylaws.

Article 2 — Defining and Interpreting the Bylaws

2.01 Definitions In these Bylaws, unless otherwise specified herein or the context otherwise requires:

- a. "**Act**" means the Alberta Societies Act, and any statute that may be substituted therefore, including the regulations there under, as from time to time amended;
- b. "**Board**" means the Board of Directors of the C&D Association;
- c. "**Bylaw**" means and includes these bylaws and any special bylaw of the C&D Association, from time to time, in force and effect;
- d. "**Caller**" means a person who prompts individuals to follow square dance instructions on the dance floor;
- e. "**Director**" means a member of the Board of Directors of the C&D Association. Directors are representatives of the C&D Association's Regular Member Clubs, and they are the only people who may vote at a General Meeting of the Board of Directors;
 - i. "**General Meeting**" means —the regular meetings of the Board of Directors as described in Article 5.01
 - ii. the Annual General Meeting described in Article 5.02; or
 - iii. a Special General Meeting described in Article 5.03.
- e. "**Individual**" means a natural person;
- f. "**Instructor**" means any individual organizing square or round dancing sessions;

Article 2 — Defining and Interpreting the Bylaws...con't

2.01 Definitions con't

- g. **"Member"** means —
- i. Regular Member Club** — is a club that has registered with the C&D Association and has paid their fees and meets the requirements as set out in Article 4.02.
 - ii. Associate Member Club** a club that has not met all the requirements as set out in Article 4.02 but is registered with the C&D Association.
 - iii. Satellite Club** — any club run by a Caller or Dance Instructor, that teaches Square, Round, Line, Clogging or Folk dancing, involving the exchange of dancing information but not set up to be a Regular Member Club.
- h. **"Officer"** means an officer of the Association listed in Article 6.03;
- i. **"Ordinary Resolution"** means a resolution that is submitted to a meeting and passed at the meeting by a majority of votes cast;
- j. **"Registered Office"** means the registered office of the C&D Association;
- k. **"Registered Member"** a Registered Member is an individual who is a member of a Regular Member Club;
- l. **"Register of Members"** means the register maintained by the Board of Directors containing the names of the Registered Members of the C&D Association;
- m. **"Regulations"** means regulations passed under, and amended from time to time pursuant to these bylaws or the Act;
- n. **"Relative"** means any Individual generally recognized as related to any other Individual by reason of blood, marriage, or adoption or by virtue of an adult interdependent relationship.
- o. **Resolution or Motion** can be used interchangeably. Both are a proposal moved by one member and seconded by another member.
- p. **"Special Resolution"** means a resolution passed at a General Meeting of the C&D Association that is submitted —
- .i to the meeting with the notice of the meeting, thirty days prior to the meeting,
 - ii. the notice must state the proposed resolution,
 - iii. and passed at the meeting by a vote of 75% of the Voting Members present at the General Meeting.
- q. **"Voting Member"** means a member entitled to vote at a General Meeting or a Board meeting of the C&D Association.
- r. **"Year"** in relation to a Director's term of office means the period from the end of one Annual General Meeting to the end of subsequent Annual General Meeting.

Article 2 — Defining and Interpreting the Bylaws

2.02 Interpretation

The following rules of interpretation must be applied in interpreting these Bylaws.

- a. **Singular, Plural and Masculine Terms.** Whenever in these Bylaws the context so requires (including in any defined terms), the singular shall include the plural and vice versa and any gender used herein shall be deemed to include the feminine, masculine or neuter gender.
- b. **Conflicts with the Act.** These Bylaws are in all respects subordinate to the Act, and shall not be interpreted as permitting any action that is prohibited by the Act. Whenever these Bylaws are more restrictive than the requirements of the Act, the restrictions of these Bylaws shall bind the C&D Association and the Members.

Article 3 — Objects of the C&D Association

3.01 Objects

The objects of the Association are detailed in the Article of Incorporation.

Article 4 — Membership

4.01 Membership Categories

There are three categories of members:

- a. Regular Member Club;
- b. Associate Member Club; and
- c. Satellite Member Club.

4.02 Regular Member Club is a Square and Round Dance Club that -

- a. is registered under the Societies Act of the Province of Alberta;
- b. has a minimum of eight Registered Members;
- c. holds open square and/or round dances;
- d. is entitled to two Directors to attend C&D Board of Directors meetings; and
- e. is entitled to send six voting delegates to all Annual and Special General Meetings.

4.03 Associate Member Club

Square and Round Dancing Clubs which are not registered under the Alberta Societies Act but are preparing to do so. Each Associate Member Club may send two non-voting Registered Members to all C&D Association General Meetings. These representatives shall have a voice, without the right to propose resolutions at these meetings.

Article 4 — Membership con't

4.04 Satellite Member Club

Any Caller, Instructor club involved in square, round, clogging, line dancing or other related activities in the dance community may join the C&D Association as a Satellite Member Club. Each Satellite Member Club may send one nonvoting delegate to all C&D Association General Meetings. These representatives shall have a voice, without the right to propose resolutions at these meetings.

4.05 Admission of Members

To become a C&D Association member, a club must complete the membership application form and pay the prescribed membership fee.

4.06 Membership Fees

The membership fee is for the Fiscal Year. It is not prorated for clubs that join the C&D Association part way through a year.

Membership fees are determined by the Board.

The membership fee is not reimbursed for termination or voluntary withdrawal from the C&D Association.

4.07 Membership Year

The Membership Year is the Fiscal Year of the C&D Association.

4.08 Rights and Privileges of Members

Any member in good standing is entitled to:

- a. receive notice of meetings of the C&D Association;
- b. attend any General Meeting of the C&D Association;
- c. speak at any General Meeting of the C&D Association; and
- d. exercise any right or privilege given to members in these bylaws.

4.09 Suspension and Termination of Membership

Any member may be suspended with a Special Resolution by the Directors at a C&D Association's Board of Directors meeting.

A suspended membership may be reinstated by a simple majority vote of the Voting Members at the next C&D Association Annual General Meeting.

Any Club may withdraw its membership from the Association by giving notice in writing to the C&D Association's President or Secretary.

Article 4 — Membership con't

4.10 Voting Members

- a. Annual General Meetings and Special General Meetings - the Voting Members at the C&D Association's General Meetings are the six registered delegates of each Regular Member Club. The names of these individuals are forwarded to the C&D Association Secretary annually in accordance with the process determined by the Board of Directors.
- b. The Voting Members at the C&D Association's Board of Directors meetings are the Directors appointed by the Regular Member Clubs to C&D Association.

Article 5 — Meetings of the C&D Association

5.01 General Meetings

The Board of Directors shall hold a minimum of four regular scheduled meetings throughout the fiscal year. These meetings shall include the elected officers of C&D Association as well as the Directors appointed by the Member Clubs.

General Meetings may be called by:

- a. the Board of Directors; or
- b. Four (4) Member Clubs.

Notice of all General Meetings shall be emailed to Member Club Presidents thirty days prior to the date of such meeting.

The meeting notice for a Special General Meeting must specify the reason for calling the meeting.

All General Meetings shall be conducted in accordance with Robert's Rules of Order.

All General Meetings and Board of Director meetings are chaired by the President of the C&D Association. The Vice-President shall chair in the absence of the President. In the event neither the President nor the Vice-President is able to chair a General Meeting or a Board of Directors meeting, the members present will choose a member present to chair the meeting.

A quorum at all General Meetings and the Board of Directors meetings is a simple majority of all Voting Members. In the event a quorum is not attained within 30 minutes of the schedule start time, the President shall cancel the meeting and re-schedule it for two weeks later at the same location and the same time. In the event a quorum is attained within 3() minutes of the scheduled start time the meeting will proceed with the members present.

All meetings are open to the public. A simple majority vote by the Voting Members present may close the meeting to the public.

Article S — Meetings of the C&D Association ...con't

5.02 The Annual General Meeting

The Annual General Meeting must be held within six months of the end of the C&D Association's fiscal year.

The Annual General Meeting must be held in zone 5 of the Alberta Square and Round Dance Federation.

The Board of Directors sets the date, the time and the place of the Annual General Meeting.

The Annual General Meeting deals with:

- a. adopting the agenda;
- b. adopting the minutes of the previous Annual General Meeting;
- c. considering the President's report;
- d. reviewing the Annual Financial Report;
- e. appointing the Auditors;
- f. electing the President, the Vice-President, the Secretary, and the Treasurer;
- g. considering matters specified in the meeting notice;
- h. considering motions submitted to the Board of Directors by Regular Member Clubs 30 days prior to the meeting; and
- i. responding to questions asked by Registered Members.

5.03 Special General Meeting

A Special General Meeting deals with:

- a. adopting the agenda;
- b. considering the matter(s) specified in the meeting notice; and
- c. responding to questions asked by Registered Members.

5.04 Voting

All votes are by a show of hands unless a ballot vote is requested by a simple majority of the Voting Members present. In the event that the "show of hands" ends in a tie, the President of C&D Association shall have the ability to cast his vote to break the tie. In the event of a ballot vote, the President is entitled to cast his ballot. If the ballot vote results in a tie, the motion/ resolution is defeated.

All regular business at an Annual General Meeting or a Board of Director's meeting is carried with a simple majority vote of the Voting Members present at the meeting.

Article 5 — Meetings of the C&D Association con't ..5.04

All voting on special resolutions at a General Meeting or a Board of Directors meeting is carried by a 75% majority vote of the Voting Members present at the meeting.

Each Voting Member has one vote.

A tie vote means a resolution is defeated.

A Voting Member may not vote by Proxy voting.

All votes are by a show of hands unless a ballot vote is requested by a simple majority of the Voting Members present.

The meeting chair declares a vote carried or lost. This statement is final and does not have to include the number of votes for and against the resolution.

The meeting chair decides any dispute on any vote, and this decision is final.

Article 6 — Governance of the C&D Association

6.01 The Board of Directors

The Board governs and manages the affairs of the C&D Association.

The powers and duties of the Board include:

- a. promoting the objects of the C&D Association;
- b. promoting membership in the C&D Association;
- c. maintaining and protecting the C&D Association's assets and property;
- d. approving the annual budget for the C&D Association;
- e. paying all expenses for operating and managing the C&D Association;
- f. making policies for managing and operating the C&D Association;
- g. approving all contracts for the C&D Association;
- h. maintaining all accounts and financial records of the C&D Association;
- i. hiring legal counsel as necessary;
- j. developing and approving policies, procedures, rules and regulations for operating the C&D Association and using its facilities and assets; and
- k. without limiting the general responsibility of the Board, delegating its powers and duties to the Executive Committee.

Article 6 — Governance of the C&D Association...con't

6.01 The Board of Directors...con't

The Board shall meet a minimum of four times per year.

An unscheduled Board meeting may be called with 10 days notice.

Agendas for all scheduled meetings shall be emailed to Board Members along with the appropriate supporting material, seven days before the meeting.

The Board of Directors consists of two directors appointed from each of the Regular Member Clubs. The following positions will be elected from these directors:

- a. the President;
- b. the Vice-President;
- c. the Secretary; and
- d. the Treasurer.

The Board takes office immediately after the meeting at which the directors were accepted and the Executive was elected.

6.02 Elections

The Board is elected by the Voting Members at the C&D Association's Annual General Meeting for a two year term. Elections occur in the following order:

- a. the President;
- b. the Vice-President;
- c. the Secretary; and
- d. the Treasurer.

The President, the Vice-President, the Secretary, and the Treasurer are eligible for re-election at the end of their term.

The immediate Past President normally only serves for one year.

No individual shall serve more than two terms in any Executive position.

Members of a Callers' Association are ineligible to be elected to the C&D Association Board of Directors.

Members of the C&D Association Board of Directors may be removed by a Special Resolution at a General Meeting.

The Board approves the Election Rules. The Nomination and Election Committee conducts the elections.

Article 6 — Governance of the C&D Association...con't

6.03 Officers

The C&D Association Officers are the:

- a. President;
- b. Vice-President;
- c. Secretary; and
- d. Treasurer.

The officers are also the members of the Executive Committee.

6.04 Duties of the Officers

The President:

- a. Supervises the affairs of the Board.
- b. Calls all General Meetings and Board of Director meetings of the C&D Association.
- c. Chairs all General Meetings, the Board of Directors meetings, and the Executive Committee.
- d. Is an ex-officio member of all committees except the Nomination and Election Committee.
- e. Appoints Club Representatives to non-Elected Offices and all Committees except the Nomination and Election Committee.
- f. Carries out other duties assigned by the Board.
- g. Is the C&D Association's spokesperson.

The Vice-President:

- a. Assumes the duties of the President in his/her absence.
- b. Acts as parliamentarian for all General Meetings; and
- c. Is a member of the Executive Committee.
- d. Carries out other duties as assigned by the Board.

Article 6 — Governance of the C&D Association...con't

6.04 Duties of the Officers ...con't

The Secretary:

- a. Ensures accurate minutes are taken at all General and Board of Director meetings.
- b. Ensures all minutes are retained.
- c. Maintains and retains the official record of names, addresses, telephone numbers and email addresses of the C&D Board of Directors.
- d. Has charge of the C&D Association's official correspondence.
- e. Keeps the C&D Association's Seal.
- f. Files the annual return, changes in the directors of the C&D Association, amendments in the bylaws and other incorporating documents.
- g. Carries out other duties as assigned by the Board.

The Treasurer:

- a. Receives all monies paid to the C&D Association and ensures they are deposited in a Bank, Credit Union or Treasury Branch
- b. Maintains the financial records of the C&D Association.
Ensures an audited financial statement of the financial position of the C&D Association is presented to the Members at the Annual General Meeting.
- c. Is one of the C&D Association's cheque signers.
- d. Is a member of the Executive Committee.
- e. Carries out other duties assigned by the Board.

The Immediate Past President:

- a. Attends Board of Directors meetings in an advisory capacity.
- b. Does not vote at Board of Director meetings.
- c. Carries out other duties assigned by the Board.

Article 6 — Governance of the C&D Association...con't

6.05 Board Committees

The Board Committees are Standing Committees and Ad-Hoc Committees.

6.06 Standing Committees

The standing Committees are the:

- a. Executive Committee; and
- b. Nomination and Election Committee.

EXECUTIVE COMMITTEE:

- a. Consists of the President, the Past President, the Vice-President; the Secretary, and the Treasurer.
- b. Members of the Executive Committee shall not be related.
- c. Is responsible for —
 - i. Planning agendas for board meetings.
 - ii. Meeting as required to deal with emergencies and unusual business between board meetings.
 - iii. Reporting to the Board on actions taken between Board meetings.
- d. Carries out other duties as assigned by the Board.
- e. May authorize expense payments up to \$500.00. Expenditures over \$500.00 must have Board of Directors approval.

NOMINATION AND ELECTION COMMITTEE

The members of the Nomination and Election Committee are the immediate Past President and four (4) Club Representatives from the Board of Directors.

The Committee is chaired by the Immediate Past President.

The Nomination and Election Committee is responsible for:

- a. Recruiting Registered Members to run for the Board of Directors.
- b. Preparing a slate of nominees for all elected positions.
- c. Conducting all elections at the C&D Association Annual General Meeting.

6.07 Ad Hoc Committees

The Board may create Ad-Hoc Committees of limited duration, from time to time to deal with special or short-term projects.

Ad-Hoc Committees will be chaired by Directors.

The Board may ask any Registered Member to be a member of an Ad-Hoc Committee.

The Board will approve the Terms of Reference for all Ad-Hoc Committees.

Article 6 — Governance of the C&D Association...con't

6.08 Special Committee Appointments

The Board may make special appointments of Registered Members to undertake representative tasks. Terms of Reference for each appointee will be approved by the Board. Appointees may attend Board meetings with a voice but no vote. Position shall be for two years or less, and Appointees may be reappointed.

The Board appoints two Registered Members to the Alberta Square and Round Dance Federation for a two year term.

ARTICLE 7 FINANCE AND OTHER MANAGEMENT MATTERS OF THE C&D ASSOCIATION

7.01 The Registered Office

The Registered Office of the C&D Association is located in Calgary Alberta.

7.02 Finance and Auditing

The fiscal year of the Association ends on April 30th of each year.

There must be an audit of the books, accounts and records of the C&D Association at least once a year.

A qualified auditor will be identified by the Board and approved by the Members at the Annual General Meeting.

The person who conducts the audit shall submit a complete statement of the financial records of the C&D Association for the previous year at the Annual General Meeting.

7.03 Seal

There shall be a corporate seal bearing the name "Calgary & District Square & Round Dancers Association".

The Secretary has control and custody of the seal, unless the Board decides otherwise.

The Seal of the C&D Association can only be used by Officers authorized by the Board in a resolution.

ARTICLE 7 FINANCE AND OTHER MANAGEMENT MATTERS OF THE C&D ASSOCIATION ...CON'T

7.04 Bank Accounts, Cheques and Contracts

There will be two accounts. One will be a chequing account for C&D Association business. The other will be a Casino Account established and maintained in accordance with Alberta Gaming and Lottery Commission rules.

Designated Officers shall have signing authority to sign all cheques drawn on the monies of the C&D Association.

Two signatures are required on all cheques. Those authorized to sign cheques shall not be related.

The designated individuals will be named in a Board Motion at the beginning of each fiscal year.

All contracts of the C&D Association must be signed by two of the Designated Officers or Directors authorized to do so by resolution of the Board.

7.05 Inspection of Books and Records

The Secretary keeps a copy of the Minute Book and records minutes of the General Meetings and Board meetings.

The Secretary keeps the original Minute Books, for all General Meetings, all Board meetings, and all Standing Committee meetings, at the Registered Office of the C&D Association. The Board keeps and files all necessary books and records of the C&D Association as required by the Bylaws, the Alberta Societies Act or any other statute or laws.

Registered Members of Regular Member Clubs may inspect the minute books and financial records of the C&D Association at a time mutually agreeable to the Secretary or the Treasurer and the requesting individual within 14 days of a written request being received by the Secretary or the Treasurer. Unless otherwise permitted by the Board, such inspections take place only at the regular place of business.

7.06 Borrowing Powers

The C&D Association may not borrow funds at any time. The C&D Association may raise funds to meet its objects and operations. The Board decides the amounts and ways to raise money.

ARTICLE 7 FINANCE AND OTHER MANAGEMENT MATTERS OF THE C&D ASSOCIATION ...CON'T

7.07 Payments

No Member, Director or Officer of the C&D Association receives any payment for her services as a Member, Director or Officer.

Members, Directors and Officers of the C&D Association may be reimbursed for expenses incurred undertaking C&D business as authorized by the Board of Directors.

7.08 Protection and Indemnity of Directors and Officers

Each Director or Officer holds office with protection from the C&D Association. The C&D Association indemnifies each Director or Officer against all costs or charges that result from an act done in his role for the C&D Association. The C&D Association does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.

No Director or Officer is liable for the acts of any other Director or Officer. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the C&D Association. No Director or Officer is liable for any loss due to an oversight or error in judgement, or by an act in her role for the society, unless the act is fraud, dishonesty or bad faith.

Directors or Officers can rely on the accuracy of any statement or report prepared by the C&D Association's auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

Article 8 — AMENDING THE BYLAWS

8.01 Bylaw Amendments

These Bylaws may be cancelled, altered or added to by a Special Resolution at any General Meeting of the C&D Association.

The amended Bylaws take effect after they have been accepted by the Corporate Registry of Alberta.

A current copy of the Bylaws will be distributed to each Member, Associate and Satellite Club President, and to each Club Representative at the start of each fiscal year.

8.02 Amendment Process

The Bylaws can only be changed by a "Special Resolution" at a General Meeting.

They shall not be changed by a Board motion.

Article 9 — DISSOLVING THE C&D ASSOCIATION AND DISTRIBUTING ASSETS

9.01 Dissolution

The C&D Association may be dissolved by a Special Resolution passed at a Special General Meeting.

9.02 Distributing Assets

The C&D Association does not pay any dividends to its Members.

If the C&D Association is dissolved any funds or assets remaining in its Bank Account after paying all the debts are to be distributed among the remaining

Regular Member Clubs. If no Regular Member Clubs remain any funds or assets will be paid to a Canadian non-profit organization that has objects similar to those of the C&D Association.

The elected officers of C&D Association shall select the organization(s) to receive the assets via a special resolution. The name(s) of the organization(s) shall be brought to a Special General Meeting for ratification by the directors of C&D Association. In no event do any of the elected officers or any member of C&D Association receive any assets of the C&D Association.

If the C&D Association is dissolved any funds left in the Casino Account will be disbursed in accordance with Alberta Gaming and Lottery Commission rules and procedures.

THE END