

BY-LAWS OF THE CALGARY & DISTRICT SQUARE & ROUND DANCERS ASSOCIATION
As revised on June 22, 2014

ARTICLE I DEFINITIONS

Associate Member Club - as set out in Article II A (2).

Board of Directors - shall mean all the Couple Representatives from Regular Member Clubs.

"C&D" or "Association" where it appears herein refers to The Calgary & District Square & Round Dancers Association.

Couple Representative - shall mean the two persons each Regular Member Club appointed as their representatives.

Executive - shall mean the elected officers; President, Vice President, Treasurer, and Secretary couples as elected at the Annual General Meeting.

Office or Officer - shall mean the couple filling such office except in the case of cheque signing authority.

Regular Member Club - as set out in Article II A (1).

Satellite Member Club - as set out in Article II A (3)

ARTICLE II MEMBERSHIP

A. Membership in the Association is restricted to three categories:

1. Regular Member Club

Eligibility - any Square and Round Dance Club (hereinafter called "THE CLUB" or "CLUBS") shall be eligible as a Regular Member Club, provided that the club:

- a. is registered under the Societies Act of the Province of Alberta
- b. has a minimum of eight people
- c. holds open square and/or round dances
- d. makes written application to C&D to become a Regular Member Club
- e. undertakes to appoint two people to the C&D Board of Directors
- f. pays the annual membership fee as set each year by the C&D Board of Directors

2. Associate Member Club

Clubs interested in square and round dancing which are not eligible as a Regular Member Club under Article II A (1) and who are organizing or re-organizing and preparing to become registered under the Societies Act of the Province of Alberta, may apply as an Associate Member Club. Upon acceptance the annual membership fee as set by the Board of Directors will be payable.

3. Satellite Member Club

Any club or association involved in the square, round, clogging, line dancing or other related activities in the dance community whereby an exchange of information about each other's activities would be beneficial to all, may apply as a Satellite Member Club. Upon acceptance the annual membership fee as set by the Board of Directors will be payable.

B. Revoking of Membership

Any Regular, Associate or Satellite Member Club may have their membership revoked by the Association for any cause deemed by the Board of Directors to be sufficient; such action to be subject to revision by a majority vote at the next Annual General Meeting.

Any Club may withdraw its membership from the Association by giving notice in writing.

C. Board of Directors

Each Regular Member Club is entitled to appoint only one couple to act as Couple Representative on the C&D Board of Directors. Couples other than the Couple Representatives may, with C& D approval, be appointed to special tasks. Such couples do not have a vote on the Board of Directors.

ARTICLE III BOARD OF DIRECTORS

A. Term of Office

A Couple Representative's appointment to the Board of Directors at the Annual General Meeting shall take effect at the close of that Annual General Meeting. Appointments made subsequent to the Annual General Meeting shall take effect immediately and not withstanding Article III B(2), shall expire at the close of the second Annual General Meeting following such appointment.

Directors appointed to an office or to be responsible for an activity, shall hold such office until the close of the next Annual General Meeting, unless reappointments are made at such Annual General Meeting.

B. Structure

1. The Board of Directors of the Association shall consist of Couple Representatives appointed by Regular Member Clubs. Couple Representatives shall serve on the Board of Directors for a term of two (2) years. Couple Representatives who have just completed a two (2) year term may be appointed by their Regular Member Club for a further two year term.

2. It is the intention that the Board of Directors will operate on a rotating basis, with, ideally fifty per cent (50) being new Couple Representatives each year.

3. Executive - are the elected officers; President, Vice President, Secretary and Treasurer couples.

4. Appointed Officers - are those Board of Directors members who are appointed to be responsible for activities such as the following: Advertising, Accommodation and Sound, Decorating, Visitations, Phoning, Coat Check, Refreshments, Century & 40 Books and Publications, and Sunshine. Any remaining Board of Directors members may be appointed to assist as required.

The above mentioned activities may be added to or deleted as the Board of Directors deems necessary from time to time.

5. The immediate Past President shall be eligible to attend the Board of Directors meetings in an advisory capacity with a voice, and if they are a Couple Representative, with a vote as well.

6. Special Appointments and Representatives to other positions.

The Board of Directors may from time to time make special appointments of non-Board of Directors members to positions such as: Dance Director, Grapevine Editor, and Representative to Alberta Federation. Such appointees may attend Board of Directors meetings but have a voice only.

7. Associate and Satellite Member Clubs may have a representative couple attend Board of Directors meetings. Such representatives shall have a voice only.

C. Election of Executive

An election of officers shall take place annually at the Annual General Meeting; or at a Special Meeting called for that purpose. At each election, there shall be elected an Executive consisting of President, Vice President, Secretary, and Treasurer couples. Nominations for these positions, which may be made either by the Nomination and Election Committee or nominated from the floor, shall be selected from the Couple Representatives appointed for the upcoming term. In either case such nominations shall be in accordance with Article IV (E).

The term of Office shall be from the close of the annual meeting at which they were elected until the close of the following annual meeting.

D. Replacing Couple Representatives

In the event of a vacancy occurring on the Board of Directors, due to a Couple Representative withdrawing, the Regular Member Club affected may appoint another Couple Representative to complete the unexpired term.

A Regular Member Club shall withdraw its Couple Representative to the Board of Directors if:

- (1) during the term of their office, one or both of them, accepts a position in an executive capacity in any club or association which may cause conflict of interest, in the opinion of the Board of Directors.
- (2) either of the Couple Representative becomes a member of the Callers' Association.

The members at a General Meeting or Special Meeting of the Association may, by Special Resolution, remove any Elected Officer before the expiration of their period of office; and may by Special Resolution, appoint another couple in their stead. The couple so appointed, shall hold office until such time as the Elected Officer in whose place they are appointed, would have held if the Elected Officer had not been removed.

E. Board of Directors Authority

1. The Board of Directors shall, subject to the By-laws or direction given to them by a majority vote at any Annual General or Special Meeting called and properly constituted, have full control and management of the Association. Meetings of the Board of Directors shall be held a minimum of once each month, with the exception of the months of July and August. Should the business of the Association require it, other meetings shall be called by the President or Secretary, by seven (7) days clear notice.

2. Without limiting the generality and the authority of the Board of Directors, the Board of Directors shall have the authority;

- (a) to fix, charge and collect fees for admission to any activity sponsored by the Association
- (b) to fix, charge and collect fees annually from member clubs. Fees are to cover a fiscal year, June 1st to May 31st, such fees to be paid not later than October 31st of said fiscal year.

3. A majority of the members of the Board of Directors shall be present to constitute a quorum at a meeting of the Board of Directors. All matters coming within the jurisdiction of the Board of Directors, shall be decided by a simple majority vote. Each member of the Board of Directors shall have one (1) vote.

4. Delegation of Authority.

The Board of Directors at a Board of Directors Meeting may at any time delegate its authority, in part, to the Executive for a specific period of time.

5. Expenditures other than day to day expenses up to \$500.00 may be approved by a majority of the Executive. Expenditures over \$500.00 must have Board of Directors approval.

F. Duties of Officers and Standing Committees

1. President

The President shall be an ex-officio member of all committees with the exception of the Nomination and Election Committee, and shall, when present, preside at all meetings of the Board of Directors and the Association; appoint Couple Representatives to non-Elected Offices or Committees, with the exception of the Nomination and Election Committee; and act in temporary emergencies, subject to the approval of the Board of Directors. The President, upon retiring, shall remain available for attendance at Board of Directors Meetings for the following year in an advisory capacity with voting powers if he/she is still acting as a Couple Representative.

2. Vice President

Assumes the duties of the President in his/her absence; acts as parliamentarian and assumes responsibility for activities assigned by the President.

3. Secretary

The Secretary shall attend all meetings of the Association or its Board of Directors and keep minutes of such meetings, and shall be under the guidance and direction of the President. The Secretary shall keep a record of all Member Clubs of the Association together with the mailing addresses of their Presidents and Secretaries. The Secretary shall be responsible for the correspondence of the Association.

4. Treasurer

The Treasurer shall receive all monies paid to the Association, and shall be responsible for the deposit of same in an approved financial institution. The Treasurer shall properly account for the funds of the Association and shall keep such records as required.

5. Standing Committees and Non-Elected Office positions shall be in accordance with the C&D Handbook or as approved by the Board of Directors. The President shall make these appointments prior to the October Board of Directors Meeting of The Calgary & District Square & Round Dancers Association.

ARTICLE IV MEETINGS

A. The fiscal year of the Association shall be from May 1st to April 30th of the following year. The Annual General Meeting shall be convened within sixty (60) days following the end of the fiscal year. Special or other General Meetings may be called by a 2/3 (two thirds) majority vote of the Board of Directors or by 4 (four) Regular Member Clubs requesting same in writing. Notice of all Special and Annual General Meetings shall be posted in the mails or delivered to Member Club Presidents fifteen (15) clear days prior to the date of such meeting.

Note: change approved at AGM of June 22, 2014

B. A majority of the voting delegates of the Association shall be present to constitute a quorum at an Annual General or Special Meeting of the Association. A fifty per cent (50) majority vote of voting delegates is required to pass any motion. At meetings where amendments or revisions to the By-laws are to be made Article X By-laws Amendments must be followed.

C. Voting Delegates - Regular Member Clubs may be represented at all Annual General or Special Meetings of the Association by three accredited couples (six (6) votes). One of the accredited couples should be either the outgoing or incoming Couple Representative as the Club may decide. Voting delegates may present and vote on motions. Nominees for elected office are not entitled to vote for the

Executive. Clubs who have a Couple Representative nominated for an elected office may appoint an alternate couple to vote during the election of officers.

D. Associate and Satellite Member Clubs may have a voice at all meetings of the Association but are not entitled to make a motion or have a vote.

E. Nomination and Election Committee

At the March Board of Directors Meeting a Nomination and Election Committee, consisting of a least two (2) couples from the Board of Directors, shall be elected to act as follows:

1. Actively encourage the appointment of couples to the Board of Directors through the executive of Regular Member Clubs.
2. Provide suitable forms to the executives of Regular Member Clubs for the submission of Couple Representative names. A nominee shall be a couple with at least one (1) year's experience of square or round dancing.
- 3: Arrange with the executive of Regular Member Clubs for attendance of voting delegates at the Annual General Meeting and ensure that members attending the Annual General Meeting as voting delegates, are properly accredited and identified.
4. Obtain approval from Couple Representatives of Regular Member Clubs, in writing, that they are willing to act on the C&D Board of Directors.
5. Obtain approval from Couple Representatives to be nominated for an Elected Officer position.
6. Take charge of voting - i.e. far nominations from the floor, provision of ballots and counting of ballots.

ARTICLE V FINANCES

A. Funds of the Association are to be accounted for in accordance with good accounting practices.

B. Funds are to be deposited III a recognized financial institution of the Treasurer's choice.

C. Borrowing Powers. For the purpose of carrying out its objective, the Association may borrow or raise money, or secure the payment of money in such manner as it sees fit.

D. Signing Cheques. All cheques shall be signed by any two of the President, Treasurer and one other elected officer as may be authorized by the Board of Directors.

E. Audit. The books, accounts, and records of the Treasurer shall be audited at least once each fiscal year by a qualified accountant appointed by the Board of Directors. The complete and proper statement of the financial status of the Association, duly audited, shall be submitted to the Annual General Meeting of the Association.

F. The President, Vice-President and C&D Representatives of Regular Member Clubs each have the right to inspect the books and records of the Association. A written notice requesting a time and place for the inspection shall be sent to the President of the Association, who shall within (7) seven days of receiving the notice try to arrange a place and time mutually agreeable to the parties. If mutual agreement is not possible, the President of the Association shall set the place and a time which shall be within (14) fourteen days of receiving the notice.

ARTICLE VI REMUNERATION

A. No Board of Directors member or appointed officer of the Association shall receive any remuneration for services in connection with the Association other than as set forth in Article VI (B).

B. An honorarium may be granted at the discretion of the Board of Directors.

ARTICLE VII DISTRIBUTION OF BY-LAWS

A current copy of the By-laws will be included in the C&D Handbook which will be distributed to each Club President and to each Couple Representative at the start of each fiscal year.

Changes to the Handbook, with the exception of the By-laws, can be made at a duly constituted C&D Board of Directors meeting.

ARTICLE VIII CORPORATE SEAL

There shall be a corporate seal bearing the name "Calgary & District Square & Round Dancers Assn." which shall be retained in the custody of the President. The seal shall not be used except as authorized by the Board of Directors.

ARTICLE IX RULES OF ORDER

At any meeting of the Association, or at any Board of Directors meeting all matters of procedure, except those covered by these By-laws, shall be governed by "Robert's Rules of Order".

ARTICLE X BY-LAW AMENDMENTS

The By-laws of the Association can only be changed by a "Special Resolution".

Special Resolution means a resolution passed:

- (a) at an Annual General Meeting or a special meeting called for that purpose, of which not less than (21) twenty-one days notice specifying the intention to propose the resolution has been duly given.
- (b) by a vote of not less than (75) seventy-five percent of those voting delegates who are entitled to do so, vote in person or by proxy.

A copy of the proposed resolution shall accompany the meeting notice and the notice of the intention to propose a resolution.

ARTICLE XI - DISSOLUTION OF THE ASSOCIATION

The Calgary & District Square & Round Dancers Association (may be dissolved by;

- a) circulation of a Notice of Intent (to dissolve) to all Regular Member Clubs, a minimum of 90 days prior to a General Meeting or a Special Meeting of C&D, and
- b) a mandatory quorum of eligible C&D Voting Delegates being present at said General or Special meeting.

If the Association is dissolved, assets remaining after all financial debts are disbursed, excepting those assets held within the C&D Casino Account, will be divided evenly between all existing C&D Regular Member Clubs. Outstanding & uncommitted assets remaining in the C&D Casino Account at dissolution will be donated to a Charity(s) decided by majority vote of the then appointed C&D Board of Directors.

Note: addition approved at AGM of June 23, 2014

ARTICLE XII EFFECTIVE DATE OF BY-LAWS 10

These By-laws shall become effective as of the date upon which the Registrar of Companies for the Province of Alberta has approved and registered them.

Note: article renumbered from XI to XII at AGM of June 22, 2014

Note: Secretary should have confirmation of the date of approval

ENACTED this twenty-second day of June 2014

WITNESS the corporate seal of the Association.

President:

Secretary:

2015-05-19: This copy of the by-laws was created by scanning a copy of the 1995 by-laws. Some minor spelling mistakes may have occurred in the process. If you notice any mistakes, please report them to Barrie McCombs, 403-289-4227, bmccombs@ucalgary.ca.

2015-06-01: The 2014 amendments are highlighted in red. There is no record of other amendments, so these bylaws are now be considered as official.