

EDMONTON SCOTTISH SOCIETY

BYLAWS

Last revised: January 2021

Article 1 Introduction

- 1.1 Name** The name of the Society is the Edmonton Scottish Society.
- 1.2 Insignia** The Society may establish its representative insignia and shall retain the power to grant or withdraw its use and approve alterations to such insignia.

1.3 Bylaw Changes

- 1.3.1 These Bylaws may be cancelled, altered or added to only by Special Resolution at any Annual General or Special Meeting of the Society.
- 1.3.2 In accordance with the Societies Act, any amendments to the Objects or Bylaws of the Society come into effect only when accepted and duly registered with the Corporate Registry of Alberta, at which time they cancel all prior bylaws of the Society.

Article 2 – Definitions and Interpretation

2.1 Definitions

- 2.1.1 Annual General Meeting means a meeting as described in Article 4.1
- 2.1.2 Association Member means an organization displaying objectives congruent with the Objects and Bylaws of the Society that
- i. has applied to and been accepted by the Board as an Associate Member and
 - ii. that the Society agrees to collaborate with in its various areas of programming, including but not limited to the following:
 - Scottish youth soccer,
 - Scottish men/master soccer,
 - Scottish women/classics soccer,
 - Scottish pipers and drummers,
 - Scottish dancers,
 - Scottish Clans, and
 - other organizations as may be identified from time to time.
- 2.1.3 Board means the Board of Directors of the Society and includes the Officers of the Board.
- 2.1.4 Corporate Member means any business or other legal entity displaying objectives congruent with the Objects and Bylaws of the Society, that has committed financial or other resources to support the Objects of the Society and wishes to be recognized as a Member of the Society.

- 2.1.5 Director means any person elected or appointed to the Board of Directors, including its Officers.
- 2.1.6 Family Membership may include one or two adults and their dependent children who have not attained the age of eighteen (18) on the first day of the Membership Year.
- 2.1.7 Member means a member of the Society.
- 2.1.8 Member in Good Standing means a Member who has paid all required fees and filed any required forms, and who has not been suspended or their membership terminated in accordance with the Bylaws.
- 2.1.9 Membership is for a calendar year. Memberships purchased during a calendar year will need to be renewed at the beginning of the next calendar year.
- 2.1.10 Officer means any Officer listed in Article 6.1.
- 2.1.11 Person may include an individual, family, or legal entity.
- 2.1.12 Register of Members means the register maintained by the Society, containing the names and classification of Members of the Society.
- 2.1.13 Representative means a person designated by an Association or Corporate Member, in a manner determined by the Board, as an individual who may participate in Society meetings on behalf of the Member.
- 2.1.14 Society means the Edmonton Scottish Society.
- 2.1.15 Special Meeting means a meeting discussed in Article 4.2
- 2.1.16 Special Resolution means, as defined in the Societies Act:
- i. A resolution passed at a general meeting or special meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given, and by the vote of not less than 75% of those members who, if entitled to do so, vote in person or by proxy;
 - ii. A resolution proposed and passed as a special resolution at a general meeting or a special meeting of which less than 21 days' notice has been given, if all the members entitled to attend and vote at the meeting so agree; or
 - iii. A resolution consented to in writing by all the members who would have been entitled at a general meeting or special meeting to vote on the resolution in person, or, where proxies are permitted, by proxy.

2.1.17 Voting Member means a Member in Good Standing eligible to vote at meetings of the Society.

2.2 Interpretation

2.2.1 Words indicating the singular also include the plural, and vice versa.

2.2.2 Words indicating the masculine gender also include the feminine gender and vice versa.

2.2.3 Headings are in bold type and are included only for convenience. They do not affect the interpretation of these Bylaws.

2.2.4 The purpose of these Bylaws is to enable and ensure orderly and consistence governance of the Society. To this end they should be given a broad and liberal interpretation.

Article 3 Membership

3.1 Application and Renewal

3.1.1 Subject to these Bylaws, membership shall be open to any Person who has an interest in the preservation and promotion of Scottish cultural and heritage in Canada.

3.1.2 Application for membership shall be made in a form approved by the Board and must be accompanied by the appropriate membership fee, payable in accordance with Board approved processes.

3.1.2.1 Applications for membership shall be examined by a person appointed by the Board. Provided the criteria for membership are met, as set out in these Bylaws and any other Board policy, the application shall be accepted, and the member shall be added to the Society Register of Membership and advised of their membership status.

3.1.2.2 Notwithstanding section 3.1.2.1, if the person appointed to review memberships has any concerns regarding an application for membership, they shall bring the matter to the attention of the Executive Committee which has discretion to make a final decision.

3.1.2.3 In the case of Association Members, the applicant shall submit a letter to the Board, or its appointee, requesting status as an Association Member of the Society, and shall include any additional information as requested by the Board or its appointee. Such applications

shall be reviewed by the Board and the decision of the Board, including any conditions placed on membership, is final.

3.1.3 Memberships purchased after October 1, will be for the following calendar year. The new member will have all privileges of membership for the remainder of the current year but voting privilege will start in January of the next year. See Membership Year for definition (2.1.9).

3.1.3.1 Subject to these Bylaws, and only upon receipt of payment of any applicable membership fee, a membership is automatically renewed on an annual basis.

3.1.4 The Register of Members shall be established and maintained by the Board or its designate; the Board shall ensure that the Register includes member names and accurate and current contact information and other information required to confirm that a Member is in Good Standing and eligible to vote in accordance with these Bylaws:

3.1.5 The Register of Members shall be used to confirm Member status for the purpose of motions and voting at Annual, General and Special meetings of the Society.

3.1.6 The Register of Members, or any part thereof, shall not be released except as provided for in section 36 of the Societies Act.

3.2 Member Classifications

3.2.1 Society membership is composed of the following:

- i) Full Member (individual or family);
- ii) Association Member
- iii) Associate Member
- iv) Life Member
- v) Honorary Member
- vi) Corporate Member

3.2.2 **Full Member** means an individual or family registered with the Society in accordance with these Bylaws and who

- i. may attend and participate in meetings of the Society in accordance with these Bylaws,
- ii. has one vote (or 2 votes in the case of a family membership) at Annual, General and Special meetings of the Society, and
- iii. has any other rights and privileges as may be set out in these Bylaws or otherwise determined by the Board from time to time.

- 3.2.3 **Association Member** means an organization (including a club, association, team, league, clan or other group) that has applied and been accepted by the Board in accordance with the Bylaws, and who
- i. may attend, by means of up to 5 Representatives, and participate in meetings of the Society in accordance with these Bylaws,
 - ii. has voting privileges in accordance with these Bylaws, and
 - iii. has any other rights and privileges as may be set out in these Bylaws or otherwise determined by the Board from time to time.
- 3.2.4 **Associate Member** means an individual registered with an Association Member who
- i. may attend and participate in meetings of the Society (on their own in the case of members over the age of 18, and accompanied by one or both parents in the case of an individual under the age of 18), and
 - ii. has any other rights and privileges as may be set out in these Bylaws or otherwise determined by the Board from time to time, but
 - iii. does not have voting privileges at Society Annual, General or Special meetings.
- 3.2.5 **Life Member** means any Member awarded a Life Membership by the Board upon confirmation that the individual has been a member of the Society for 30 years, or as otherwise determined by the board, and who
- i. may attend and participate in meetings of the Society in accordance with these Bylaws,
 - ii. has one vote at each of the Annual, General and Special meetings of the Society, and
 - iii. has any other rights and privileges as may be set out in these Bylaws or otherwise determined by the Board from time to time.
- 3.2.6 **Honorary Member** means any non-member awarded an honorary membership by the Voting Members at a meeting of the Society, as a token of appreciation for distinguished service to the Society or the Scottish community, and who
- i. may attend and participate in meetings of the Society in accordance with these Bylaws, and
 - ii. has any other rights and privileges as may be set out in these Bylaws or otherwise determined by the Board from time to time, but
 - iii. does not have voting privileges.
- 3.2.7 **Corporate Member** means any business or other legal entity displaying objectives congruent with the Objects and Bylaws of the Society, which

has committed financial or other resources to support the Objects of the Society and wishes to be recognized as a Member of the Society and who

- i. may attend and participate in meetings of the Society in accordance with these Bylaws, and
- ii. has any other rights and privileges as may be set out in these Bylaws or otherwise determined by the Board from time to time, but
- iii. does not have voting privileges.

3.3 Rights, Privileges and Responsibilities

3.3.1. Membership is non-redeemable, non-transferable and non-dividend bearing.

3.3.2 No Member shall have any proprietary interest in the assets of the Society by reason of their membership.

3.3.3 Any Member in Good Standing is entitled to

- i. receive due notice of meetings of the Society,
- ii. attend, as an individual member or through their duly recognized Representative(s), and speak at any meeting of the Society, and
- iii. exercise other rights and privileges of Members as set out in these Bylaws or otherwise determined by the Board from time to time.

3.3.4 Membership privileges are suspended for a Member who is not in Good Standing and the Member is not allowed to put forward or second a motion or vote at any meeting of the membership.

3.3.5 A Member is responsible for

- i. behaving in accordance with the Bylaws and any applicable Society policies and procedures, and
- ii. conducting themselves in a manner that maintains and enhances the reputation of the Society and in no way harms the Society or hinders its ability to carry out its mandate in accordance with the Bylaws.

3.4 Number of Votes

3.4.1 Members shall have the following number of votes at meetings of the membership:

- i. Full Members shall have one vote each in the case of an individual membership, and up to 2 votes in the case of a family membership, provided both family representatives are present at the meeting and are 18 years of age or older.

- ii. Association Members shall have one vote, unless otherwise determined by the Board and approved at an Annual General Meeting or Special Meeting of the membership called for this purpose.
- iii. Honorary, Corporate and Associate Members do not have voting rights.

3.5 Fees

3.5.1 Fees shall be set by the Board annually and communicated to the membership at each Annual General Meeting.

3.5.1.1 Fees may differ for different classifications of Members.

3.5.1.2 Life Members and Honorary Members are not required to pay Fees.

3.5.1.3 Fees for Members over the age of 65 may be reduced at the Board's discretion.

3.5.1.4 Fees are due and payable by January 30th of the membership year.

3.5.2 Members shall be notified at the Annual General Meeting, or as soon as practical thereafter, of any changes related to fees.

3.5.3 Fees shall be paid in accordance with procedures established by the Board, as may be amended from time to time.

3.6 Membership Status

3.6.1 A Member is in Good Standing when the Member

- i. has paid all required fees and filed any required forms, and
- ii. has not been suspended or their membership terminated in accordance with these Bylaws.

3.6.2 A Member is not in Good Standing when the Member

- i. is indebted to the Society in an amount equal to or exceeding \$100.00, and that amount has not been cleared at least 14 days prior to the date of the next Annual or Special Meeting of the Society, or
- ii. is serving a suspension in accordance with these Bylaws.

3.7 Suspension Termination and Expulsion of Membership

3.7.1 A Member may be suspended under the following circumstances:

3.7.1.1 The Board, at a Special Meeting of the Board called for this purpose, may suspend a Member for not more than 3 months, for one or more of the following reasons:

- i. The Member has failed to abide by the Bylaws
- ii. The Member has disrupted a meeting or function of the Society
- iii. The Member has otherwise done anything judged by the Board to be harmful or disloyal to the Society.

3.7.2 The Board shall adhere to the following process prior to any decision to suspend:

3.7.2.1 The affected Member shall be given at least 14 days' notice in writing of the Board's intention to determine whether the Member should be suspended or not and the reasons for the potential suspension.

3.7.2.2 The Member shall be given an opportunity to appear before the Board to address the matter. The Board may allow another person to accompany the Member.

3.7.2.3 The Board will determine how the matter will be dealt with. The Board may exclude the Member from its discussion, including its deciding vote.

3.7.2.4 A decision of the Board to suspend a Member is final and shall be recorded in the minutes.

3.7.3 A Member may withdraw from membership by giving written notice to the Secretary or the Board. The membership will be deemed to be terminated when the notice is received, and the Member's name shall be removed from the Register of Members.

3.7.4 The membership of a Member terminates upon his death.

3.7.5 A Member may, at the discretion of the Board, be deemed to have withdrawn from membership and their membership may be automatically terminated if

- i. they fail to pay their membership fees for more than 3 months, and
- ii. have not responded to due notice.

- 3.7.5.1 If the membership is deemed by the Board to be terminated, the member's name shall be removed from the Register of Members effective the deemed date of termination.
- 3.7.6 The Board may, by Special Resolution at a Special Meeting duly called for such purpose, expel a Member whose actions are determined to be in contravention of the Bylaws or detrimental to the Society and its good standing with its membership and in the community.
- 3.7.7 The Board shall adhere to the process set out in section 3.7.2 prior to any decision to expel.
- 3.7.7.1 A decision of the Board to expel a Member is final and shall be recorded in the minutes.
- 3.7.7.2 Membership shall terminate effective the date of a hearing or decision of the Board to expel, whichever is later, and the name of the Member shall be removed from the Register of Members.

3.8 Continuation of Liability for Debts Due

- 3.8.1 Although a Member ceases to be a Member for any reason, the Member remains liable for any debts owing to the Society at the date he ceases to be a Member.
- 3.8.2 No Member is liable for any debt or liability of the Society.

Article 4 Meetings of the Membership

4.1 Annual General

- 4.1.1 There shall be an Annual General Meeting of the Members **within 120 days of the fiscal year end of September 30th**, for the election of the Board of Directors and Officers as provided for in these Bylaws, and for the transaction of any other business as may properly come before the meeting.
- 4.1.2 The Officers and Directors so elected shall form the Board and shall serve until their successors are elected and installed.
- 4.1.3 The Annual General Meeting shall be held at such time and place as may be designated by the Board of Directors.
- 4.1.4 Written or electronic notice of an Annual General Meeting shall be sent to all Members at least twenty-one (21) prior to the date of the meeting.

4.1.5 The Annual General Meeting deals with the following matters:

- iii. Adopt the agenda;
- iv. Adopt minutes of last Annual General Meeting;
- v. President's report;
- vi. Treasurer's report and review of financial statements setting out Society's income, disbursements, assets and liabilities and auditors report;
- vii. Appointment of auditor;
- viii. Election of Board of Directors;
- ix. Election of Officers;
- x. Considering matters specified in the meeting notice; and
- xi. Other specific motions that any Member has given due notice of.

4.2 Special

4.2.1 Special Meetings of the membership may be called for any purpose at any time by the President, by four (4) or more members of the Board of Directors, or upon the written request of one-third (1/3) of Voting Members in Good Standing.

4.2.2 Persons entitled to call a Special Meeting may make a written request to the President or Secretary to call such meeting. The request must state the reason for the meeting and the motions to be submitted at the meeting.

4.2.3 Written notice of a Special Meeting shall be sent to all Members at least 21 days prior to the date on which such meeting is to be held and it must state the reason for which the meeting is called. No business other than that stated in the notice shall be transacted at a Special Meeting.

4.2.4 Except as set out in the definition of Special Resolution, only matters set out in the notice for a Special Meeting shall be considered at the meeting.

4.2.5 Every Special Resolution passed by the Society shall be filed with the Corporate Registrar for Alberta, as required by the Societies Act.

4.3 General

4.3.1 Other than the Annual General Meeting, General Meetings of the Society may be called at any time by the Secretary, upon instruction of the President.

- 4.3.2 A minimum of two (2) General Meetings will be held in each year.
- 4.3.3 At the discretion of the President, General Meetings may be called to facilitate membership interaction, and may be combined with social or cultural activities.
- 4.3.4 Written notice to Members for General Meetings shall be sent at least 10 days prior to the General Meeting (and posted in the Society newsletter if timely).
- 4.3.5 General Meetings are open to the public; however, a majority of Members present may ask any person who is not a Member to leave.
- 4.3.6 No action taken at a General Meeting is invalid due to:
 - i. accidental omission to give any notice to any Member, or
 - ii. any Member not receiving any notice.

4.4 Meeting Notice

- 4.4.1 Notices for all meetings of the membership shall be sent to the last known email address or last known mailing address of the Member, as recorded in the Register of Members, and shall state the time, place and purpose of the meeting and any business requiring a Special Resolution.

4.5 Voting at Meetings of the Membership

- 4.5.1 Members may vote individually or through their Representative(s) only; no proxy votes.
- 4.5.2 Votes must be made in person or by a technology aided system such as a conference call.
- 4.5.3 Non-officers of the Board can vote at any meeting of the membership.
 - 4.5.3.1 In the case of a tie, the President shall cast a deciding vote.
- 4.5.4 Except for the purpose of electing Members to the Board of Directors, all voting at meetings of the Membership shall be by show of hands.
 - 4.5.4.1 Voting cards may be issued at the start of meetings to ensure only Voting Members in Good Standing participate in votes.

4.5.4.2 Notwithstanding article 4.5.4, five (5) Voting Members at any meeting may request a ballot vote, in which case the President or presiding Officer shall make appropriate arrangements.

4.5.5 A majority vote of the Voting Members present decides each issue and motion unless the issue needs to be decided by Special Resolution.

4.5.6 The President declares a motion carried or lost and does not have to include the number of votes for or against the resolution.

4.5.6.1 The President decides any dispute on any vote in in good faith and this decision is final.

4.6 Meeting Quorum

4.6.1 A quorum for an ESS Members General Meeting shall be twenty-one (21) members.

4.6.2 A quorum for the ESS Annual General Meeting shall be twenty-five (25) members.

4.6.3 A quorum for an ESS Special Meeting shall be twenty-one (21) members.

4.6.4 The Secretary shall determine quorum and inform the President before a meeting can start. No business of the Society can be conducted at a meeting where quorum is not established.

4.6.5 If Quorum is not reached for a meeting of the Membership within one-half (1/2) hour after the set time, the President or presiding Officer shall cancel the meeting.

4.6.4.1 If cancelled, the meeting shall be rescheduled for one week later at the same time and place.

4.6.4.2 If a quorum is not present within one-half (1/2) hour after the set time of the second meeting, the meeting will proceed with the Members in attendance.

Article 5 Board of Directors

5.1 Board of Directors

5.1.1 The Board, as elected or appointed by majority vote at the Annual General Meeting, is the governing body of the Society.

- 5.1.2 The Board governs and manages the affairs of the Society and shall have power to deal with all business of the Society between meetings of the Society, except as otherwise restricted by these Bylaws or the Societies Act.
- 5.1.3 The Board has the powers and duties of the Society, except as stated in the Societies Act. Board powers and duties include the following:
- i. Promoting the Objects of the Society;
 - ii. Promoting membership in the Society;
 - iii. Making, interpreting and applying Society Bylaws, policies and procedures for operating the Society and its facilities;
 - iv. Overseeing and directing the finances and general affairs of the Society, including signing and spending authority.
 - v. Hiring/contracting with employees, third parties or agents to operate the Society, including directing and supervising their duties, salaries and benefits;
 - vi. Maintaining and protecting the assets and property of the Society, including investing any extra money;
 - vii. Selling, disposing of or mortgaging any property of the Society;
 - viii. Approving an annual budget and all contracts or other legal agreements of the Society;
 - ix. Maintaining all accounts and financial records of the Society;
 - x. Paying all salaries, contracts and expenses of the Society and protecting persons from debts of the Society;
 - xi. Planning and overseeing implementation of Society programs;
 - xii. Appointing legal counsel as necessary;
 - xiii. Dealing with conflicts, disputes or other issues;
 - xiv. Arranging for affiliations, partnerships or membership in any other organization whose objectives compliment those of the Society;
- and
- 5.1.4 Subject to these Bylaws, the Board may delegate its powers and duties to the Executive Committee, any Standing Committee of the Board, any person appointed by the Board, or any paid employee of the Society. However, the Board retains general responsibility for oversight of all powers and duties it delegates.
- 5.1.5 Directors are responsible for
- i. complying with these Bylaws and all policies and procedures of the Society, and
 - ii. fulfilling their mandate(s) as set out in these Bylaws and any Position Profiles approved by the Board and assigned by the President.

5.2 Composition of the Board

5.2.1 The Board of Directors consists of the following:

- i. Not less than 10 and not more than 12 Directors elected at the Annual General Meeting from among the Members in Good Standing, from which the Officers shall be elected by the membership;
- ii. The Executive Committee, as defined in section 5.2.3; and
- iii. The immediate Past President.

5.2.2 The Board shall strike a nominating committee at least 1 month prior to the Annual General Meeting to recruit and receive nominations for the positions available.

5.2.2.1 Nominations may also be accepted from the floor of the Annual General Meeting provided the nominee is

- i. A Member in Good Standing; and
- ii. Present at the meeting or has indicated in writing **their** willingness to stand.

5.2.3 The Executive Committee is chaired by the President and shall consist of

- i. The Officers of the Society; and
- ii. The Chair of each Standing Committee, as appointed by the President.

5.2.4 Executive Committee is responsible for:

- i. Planning agendas for Board meetings;
- ii. Carrying out emergency and unusual business between Board meetings;
- iii. Reporting to the Board on actions taken between Board meetings;
- iv. Approving expenditures up to limits approved by the Board; and
- v. Carrying out other duties as assigned by the President in consultation with the Board.

5.3 Term of Office

5.3.1 Directors shall be elected by the membership for a term of 2 years, with half the total number of Directors being elected at each Annual General Meeting.

5.3.2 No Director should serve more than a total of ten (10) consecutive years, without a break of two (2) years, after which the Director may seek re-election.

5.3.2.1 In cases where no replacement is found, an additional term may be served with approval of the Annual General Meeting.

5.4 Resignation or Removal of a Director

5.4.1 A Director may resign from office by giving written notice to the Board. The resignation takes effect on the date specified in the written notice or, if no date is provided, on the date the Board accepts the resignation.

5.4.2 Directors are expected to make arrangements to regularly attend/participate in Board meetings and in committee meetings to which the Director is assigned. Any Director who misses three (3) or more meetings of the Board in any calendar year without reasonable cause may, at the discretion of the Board, be deemed to have given notice of his resignation.

5.4.2.1 Prior to exercising its discretion, the Board shall send a written notice to the Director, giving the Director twenty-one (21) days to justify their absences from Board meetings and their plans to participate in Board meetings going forward, and the response shall be considered by the Board in the exercise of its discretion.

5.4.2.3 The Board's decision to remove a Director under this article must be accepted by a majority of Voting Members in attendance at the earliest regularly scheduled meeting of the Society, at which time the decision takes effect.

5.4.3 Removal of Board Members and/or Officers by the general Members including the President and Past President, before the end of his/her term, can occur by way of a majority vote of all Voting Members in attendance at a Special Meeting called for this purpose.

5.4.3.1 The Director(s) shall be given twenty-one (21) days' notice of the Special Meeting and grounds for the removal and shall be given an opportunity to respond to the allegations, either in person at the Special Meeting, or in writing.

5.4.3.2 The decision of the Voting Members is final.

5.5 Vacancy Midterm

5.5.1 Other than the Past President, any vacancy occurring on the Board of Directors other than by expiration of term may

- i. be left vacant at the discretion of the Board,

- ii. be left vacant until the next Annual General Meeting, or
- iii. be filled by a two-thirds majority vote at a duly called meeting of the Board of Directors pending the next Annual General Meeting or a Special Meeting of the members called to elect Directors. However, that position shall become vacant at the next Annual General Meeting.

5.5.2 In the case of the Past President, the position shall remain vacant until election of a new President.

5.6 Code of Conduct and Conflict of Interest

Directors, Officers and Employees shall adhere to the Code of Conduct and Conflict of Interest policies of the Society, as may be amended from time to time.

5.7 Ratification of Motions

At each Annual General Meeting the Board shall present a motion for ratification of the acts of the Directors, including a motion for the ratification of the budget.

Article 6 Officers

6.1 Officers

- 6.1.1 The Officers of the Society shall consist of a President, a Vice President, a Secretary, and a Treasurer.
- 6.1.2 Officers shall be elected at the Annual General Meeting, following election of the Board of Directors, and shall hold office for a term of one year.
- 6.1.3 Any individual nominated for President must have served a minimum of one 2-year term on the Board of the Society within the five (5) year period immediately preceding the election.
- 6.1.4 Subject to any policies or procedures established by the Board, Officers, by virtue of their position, have signing authority on behalf of the Society. This authority automatically ends when the Officer no longer holds their position for any reason.

6.2 President

- 6.2.1 The President shall
 - i. Supervise the affairs of the Board;
 - ii. Preside at all meetings of the membership, the Executive Committee and the Board of Directors at which he is present;
 - iii. In consultation with the Executive Committee and Board Members, assign portfolios and responsibilities;

- iv. Be ex-officio member of all Board committees;
- v. Act as spokesperson for the Society; and
- vi. Perform additional functions as set out in the President's position profile, or as assigned by the Board.

6.2.2 The President may not move or second a motion and shall rule on all points of order.

6.2.3 The President may vote in a tie-breaking situation only.

6.3 Vice President

6.3.1 The Vice President

- i. Presides at meetings in the President's absence;
- ii. Replaces the President at various functions when asked to do so by the President or the Board;
- iii. Is a member of the Executive Committee and any other committee assigned by the President; and
- iv. Performs additional functions as set out in the Vice-President's position profile, or as delegated by the President in consultation with the Board.

6.4 Secretary

6.4.1 The Secretary shall

- i. Keep an accurate record of the minutes of membership, Board and Executive Committee meetings;
- ii. Take charge of the Seal of the Society, which seal when used shall be authenticated by the signature of 2 Officers of the Society;
- iii. Ensure the records of the Society are maintained;
- iv. Ensure all required notices of meetings are sent;
- v. Ensure documents required to be filed with Corporate Registry are filed in a timely manner; and
- vi. Perform additional functions as set out in the Secretary's position profile, or as delegated by the President in consultation with the Board.

6.5 Treasurer

6.5.1 The Treasurer shall

- i. Possess suitable qualifications to oversee the fiscal operations of the Society;
- ii. Have custody over and maintain all accounts and financial records of the Society;

- iii. Ensure the payment of debts and the collection of all monies due to the Society;
- iv. Ensure regular financial reports, including a detailed account of revenues and expenditures, are presented to the Board as requested;
- v. Ensure a duly audited financial statement is prepared for submission at the Annual General Meeting, which shall set out the financial position of the Society at Fiscal Year-end (September 30th);
- vi. Prepare an annual budget for the Society;
- vii. Chair the Finance Committee of the Board; and
- viii. Perform additional functions as set out in the Treasurer's position profile, or as delegated by the President in consultation with the Board.

6.6 Past President

- 6.6.1 On the election of the new President, the former President shall become Past President
- 6.6.2 The Past President is not an Officer of the Society but may serve as a voting member of the Board and, at the discretion of the President may;
 - i. Serve as chair or be a member of a Board committee;
 - ii. Preside over the election of Directors at the Annual General Meeting; and
 - i. Carry out other duties requested by the President in consultation with Board.

6.7 Compensation

- 6.7.1 No Director or Officer shall receive compensation for their services as Director or Officer of the Society.
- 6.7.2 Reasonable expenses incurred while carrying out duties of the Society may be reimbursed upon Board approval or in accordance with Board policy.

Article 7 Meetings of the Board

7.1 Board Meetings

- 7.1.1 The Board of Directors shall meet at least nine (9) times per year.

- 7.1.2 A quorum for a Board of Directors meeting shall be one half (1/2) of the number of Board members plus one (50 % plus 1).
- 7.1.3 In months where there is no Board meeting, the President shall ensure Board members are kept up to date through reports from the President and/or each of the Standing Committee Chairs. The reports should include any relevant updates, including but not limited to updates related to operations, finances, programming, and membership.
- 7.1.4 With prior approval of the Chair, meetings of the Board are open to Members, but only Directors can vote, and Members are entitled to speak only upon approval of the President.
- 7.1.5 A meeting of the Board may be held by conference call. Directors who participate in this meeting are considered present at the meeting.
- 7.1.6 Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board.

7.2 Meeting Notice

- 7.3.1 Written, printed, or electronic notice stating date, time, and place of a Board meeting shall be delivered not less than ten (10) days before the date of the meeting, or as otherwise agreed by a majority of the Board.
 - 7.3.1.1 As an alternative to article 7.3.1, a meeting schedule may be agreed upon by majority vote of the Board at a meeting of the Board.
 - 7.3.1.2 The schedule shall be included in the minutes, which shall constitute due notice until such time as the schedule may be changed at a meeting of the Board.
- 7.3.2 A Director may waive formal notice of a meeting.

7.4 Voting

A simple majority vote of the Board of Directors present shall be sufficient to decide any motion. In the case of a tie vote, the President shall have a vote.

7.5 Actions Without Meeting

- 7.5.1 It is not necessary to give notice or call a Board meeting if all Directors agree in writing (electronically or otherwise) to a resolution of the Board. The resolution is valid as if passed at a meeting of the Board and the

effective date on the resolution is the date it was originally passed, unless the resolution expressly states otherwise.

7.5.1.1 The action shall be filed with the minutes of the Board of Directors.

7.6 Emergency

7.6.1 In the case of an emergency affecting the interests of the Society, a majority of the Executive Committee may take action on behalf of the Society.

7.6.1.1 Decisions taken by the Executive Committee in emergency situations shall become immediately effective, unless the Committee specifies otherwise.

7.6.1.2 The President shall notify the Board, and membership as appropriate, as soon as possible after such action has been taken.

Article 8 Committees

8.1 Standing and Ad Hoc Committees

8.1.1 The Board of Directors is empowered to set up any standing or ad hoc committee which the Board of Directors deems necessary and/or desirable to carry out the Objects and aims of the Society.

8.1.1.1 A Board member shall chair each committee created by the Board unless agreed otherwise by majority vote of the Board.

8.1.1.2 Any ad Hoc committee of the Board must have at least one Director and should have Terms of Reference and membership approved by the Board.

8.1.2 Subject to any additions or deletions as may be approved by the Board from time to time, the following standing committees of the Board are established:

- i. Executive
- ii. Governance
- iii. Internal Affairs
- iv. External Affairs

8.1.3 Standing committees shall have Board approved Terms of Reference.

- 8.1.3.1 Terms of Reference shall set out the mandate and authority of the committee, as well as rules for governance.
- 8.1.3.2 In the case of any inconsistency between the Terms of Reference and these Bylaws, these Bylaws shall prevail.
- 8.1.4 The Chair of each Standing Committee shall be appointed by the President, in consultation with the Board of Directors.
- 8.1.5 Members of Standing Committees shall be appointed by the President, in consultation with the Chair.
 - 8.1.5.1 Any Committee member may be removed with or without cause, at any time by a majority vote of the Board of Directors present at any duly called meeting.
- 8.1.6 The Chair calls committee meetings.
 - 8.1.6.1 Unless a schedule is otherwise agreed to by the members of the Committee, meeting notices must be given five (5) business days before the scheduled date of the meeting. The notice must state the date, time and location of the meeting. Committee members may waive notice.
- 8.1.7 A Committee shall:
 - i. Record minutes of its meetings;
 - ii. Distribute its minutes to committee members; and
 - iii. Provide reports to the Board at each Board meeting.
- 8.1.8 Any vacancy on a Standing Committee may be filled by the Chair of the Committee in consultation with the President.
- 8.1.9 A Decision of a Standing Committees must be approved by the Board for it to become effective, except where the Board has already provided such approval or authority to the Committee in writing.

Article 9 Books and Records

9.1 Records

- 9.1.1 The records of the Society shall include:
 - i. Minute Book with minutes of Board, Executive and membership meetings;
 - ii. Register of Members, as provided for in these Bylaws.
 - iii. Records of

- a. The amount and character of the Society's assets from time to time, where located, and where and how invested;
 - b. All gifts received, showing the nature and amount thereof, the name of the donor, and the conditions, if any applicable thereto;
 - c. All other income and sources thereof;
 - d. The amounts applied, appropriated, or expended; and the purposes and objects for which and the parties to or for whom such applications or appropriations and expenditures have been made.
- iv. All other books and records of the Society as required by the Societies Act or these Bylaws.

9.2 Inspection of Records

9.2.1 The records and books of the Society may be inspected by any Member of the Society at the Annual General Meeting or at any time upon giving reasonable notice and arranging a time satisfactory to the Officer(s) having charge of same.

9.2.2 Each member of the Board shall at times have access to such records and books.

9.3 Custody of Records

9.3.1 The Secretary of the Society shall have custody of the Minutes of the meetings of the Society and of the Executive Committee and the Board of Director.

9.3.2 The Board shall have custody of all the other books and records of the Society.

Article 10 Finances and Other Management Matters

10.1 Execution of Instruments

10.1.1 Unless otherwise restricted by the Board of Directors, all contracts, cheques and other documents, including notes and bonds, shall be executed by two (2) Officers of the Society, or other Directors duly authorized by the Board to do so. The Board's decision regarding additional signing officers shall be made and noted at the first meeting of a new Board, or as soon as possible thereafter.

10.1.2 Instruments shall be executed only in accordance with Board policy, which shall include the following:

- i. No Officer or other duly authorized Board member shall execute, acknowledge or verify any instrument in more than one capacity.
- ii. No Officer or other duly authorized Board member shall sign, on behalf of the Society, a cheque made out to him or herself, or a cheque that is not duly completed prior to signing.

10.1.3 Notwithstanding clause 10.1.1, the Board may approve a policy that makes reasonable provision for the use of electronic fund transfers and/or pre-authorized payments.

10.2 Accounts

10.2.1 The Board shall ensure that true accounts are kept of all receipts, credits, payments, and assets of the Society and that the accounts are

- i. in a place and manner approved by the Board, and
- ii. consistent with accepted accounting practices.

10.2.2 All funds of the Society not otherwise employed shall be deposited to the credit of the Society in such banks, trust companies, or other depositories as the Board of Directors may select or as may be designated by any officer(s) or agent(s) of the Society to whom such power may be delegated by the Board.

10.2.3 Disbursement of corporate funds, whether income or principal, shall be solely as authorized by the Board of Directors.

10.3 Borrowing

10.3.1 To meet the objectives and operations of the Society, the Board may from time to time borrow money on behalf of the Society in such manner and amount, on such security, from such sources, and upon such terms and conditions as are approved by majority vote of Directors at a duly called Board meeting.

10.3.2 The Society may issue debentures to borrow only by resolution of the Board confirmed by a Special Resolution of the Society.

10.4 Gifts

10.4.1 Subject to any policy as may be approved by the Board from time to time, gifts to the Society in cash and on an unconditional basis, in furtherance of the corporate purposes of the Society, may be accepted without special

authorization of the Board, provided they are brought to the attention of the President and Treasurer.

10.4.2 Gifts which are conditional or of non-cash nature may only be accepted by the Society with a special authorization of the Board, or a committee established for that purpose, or pursuant to a Board policy.

10.5 Seal of the Society

10.5.1 The Board may adopt a seal as the seal of the Society.

10.5.2 The Secretary shall have control and custody of the seal, unless the Board decides otherwise.

10.5.3 The Seal can only be used by Officers, or other Directors authorized by the Board through a motion naming the Directors passed by the Board.

10.6 Benevolence

Funds to be used for charitable or benevolent purposes and for the advancement of Scottish culture and heritage shall be dispensed by the Board of Directors in accordance with the Objects and Bylaws of the Society or at the direction of the Society at an Annual General Meeting or Special Meeting.

Article 11 Fiscal Year

11.1 Fiscal Year

11.1.1 The Society shall operate on a fiscal year ending on September 30th of each year and the accounts shall be audited as soon as possible thereafter.

11.1.2 At the Annual General Meeting the Society shall either appoint two (2) auditors from the membership or approve the engagement of professional accountants for the purpose of auditing the books, accounts and records of the Society each year.

11.1.3 A statement of the Society's financial standing for the preceding fiscal year shall be submitted by the auditors and/or the treasurer at the Annual General Meeting.

11.1.3.1 The audited financial statement shall set out the income, disbursements, assets, and liabilities of the Society and shall be signed by the Society's auditor.

Article 12 Parliamentary Procedure

12.1 Parliamentary Procedure Meetings shall use Robert's Rules of Order as a guide to proceedings.

Article 13 Dispute Resolution

13.1 Dispute Resolution

The Board of Directors shall establish a dispute resolution mechanism to consider disputes, as required. The decision of the established mechanism shall be final and binding on all parties.

Article 14 Indemnity and Hold Harmless

14.1 Indemnity and Hold Harmless

14.1.1 The Society shall indemnify and hold harmless its Directors and Officers, including former Directors and Officers, against any and all third party claims, demands, actions, or costs for which the Society is legally responsible, including those arising out of negligence or willful acts of the Society, including an action by or on behalf of the Society, provided they acted honestly and in good faith.

14.1.2 Directors can rely on the accuracy of any statement or report prepared by the Society's auditor and shall not be held liable for any loss or damage as a result of acting on that statement or report.

14.1.3 No Director or Officer is liable for the acts of another Director, Officer or employee, or responsible for any damage or loss due to the bankruptcy, insolvency or wrongful act of any person or legal entity dealing with the Society.

14.1.4 No Director or Officer is liable for any loss due to an oversight or error in judgement, or by any act in his role for the Society, unless the act is fraud, dishonesty or bad faith.

14.1.5 The Society does not protect any Director or Officer for acts of fraud, dishonesty or bad faith.

Article 15 Dissolution

15.1 Dissolution

14.1.1 If the Society is dissolved, any funds or assets remaining after the payment of all debts are to be disposed of as follows:

- i. All gaming assets remaining will be transferred to another Alberta charitable approved by special resolution of the membership.
- ii. The balance shall be paid to a non-profit organization with objects similar to those of the Society as approved by special resolution of the membership.
- iii. In no event do any Members receive any assets of the Society

