

Article 1 – Defining and Interpreting Bylaws

1.1 Definitions

In these bylaws, the following words have these meanings.

1.1.1 Act – The Societies Act of Alberta

1.1.2 Annual General Meeting (AGM) means the annual general meeting described in Article 3.

1.1.3 Board means the Board of Directors of this Society.

1.1.4 Bylaws mean the Bylaws of this society as amended.

1.1.5 Director means any person elected or appointed to the Board.

1.1.6 Member means a member of the Society as defined in Article 2.

1.1.7 Register of members means the register maintained by the Board of Directors containing the names of the Members of the Society.

1.1.8 Society means the Common Ground Arts Society (CGAS.)

1.1.9 Special Meeting – a meeting of the society other than a general meeting; scheduled to discuss and/or act on a specific item described in Article 3.2.

1.1.10 Special Resolution means a resolution passed as defined in Article 3.2.

1.1.11 Written Notice – notice by mail or email to the last known address of the Member as shown in the records of the Society.

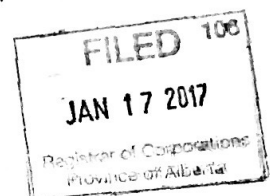
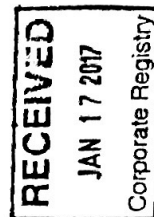
1.2 Interpretation

The following rules of interpretation must be applied to interpreting these Bylaws

1.2.1 Singular and Plural: words indicating the singular number also include the plural, and vice versa.

1.2.2 Corporation: words indicating persons also include corporations.

1.2.3 Headings are for convenience only. They do not affect the interpretation of these Bylaws.



Article 2 – Membership

2.1 Admission of Members

Any individual (or group) may become a member.

2.2 Membership Fees

Board of Directors oversees policies on membership fees. No membership will be denied due to lack of funds.

2.3 Rights and Privileges of Members

2.3.1 Any Member in good standing is entitled to:

- a. receive notice of the Annual General Meeting of the Society;
- b. upon written notice to the Society members may attend any meeting of the Society at the invitation or discretion of the board;
- c. speak at the Annual General Meeting of the Society;
- d. vote at the Annual General Meeting of the Society;
- e. exercise other rights and privileges given to Members in these bylaws

2.3.2 Number of Votes

Any member in good standing is entitled to one (1) vote at the Annual General Meeting of the Society.

2.3.3 Member in Good Standing

A member is in good standing when:

- a. the Member has paid any required fees to the Society; and
- b. the Member is not suspended as a Member as provided for under Article 4.5

2.4 Suspension of Membership

2.4.1 Decision to Suspend or Withdraw

The Board, at a Special Meeting called for that purpose, may suspend a member's membership for reasons including but not limited to:

- a. if the Member has failed to abide by the bylaws or resolutions of the Society;
- b. if the Member has been disloyal to the Society;
- c. if the Member has disrupted meetings or functions of the Society; or
- d. if the Member has done or failed to abide by the do anything judged to be harmful to the Society.

2.4.2 Notice to the Member

2.4.2.1 The Board will notify the affected member of the possibility of any suspension through written notice before the Special Meeting.

2.4.2.2 The notice will be sent in writing (by mail or e-mail) to the last known address of the Member shown in the records of the Society.

2.4.2.3 The notice will state the reasons why suspension is being considered.

2.4.3 Decision of the Board

2.4.3.1 The Member will be offered an opportunity to appear before the Board to address the matter.

2.4.3.2 The Board will determine how the matter will be managed and may limit the time given to the Member to address the Board.

2.4.3.3 The Board may exclude the member from its final discussion of the matter, including the deciding vote.

2.4.3.4 The decision of the Board is final.

2.5 Termination of Membership

2.5.1 Withdrawal of Membership

2.5.1.1 Any Member may withdraw from the Society by written notice to the Society

2.5.1.2 Once the notice is received, the Member's name is removed from the Register of Members. The Member is considered to have ceased being a Member on the date the member is removed from the Register of Members.

2.5.2 Death

The membership of a Member is ended upon their death.

2.5.3 Deemed Withdrawal

2.5.3.1 The Member's name is removed from the Register of Members. The Member is considered to have ceased being a Member on the date their name is removed from the Register of Members.

2.5.4 Expulsion

The Board, at a Special Meeting called for that purpose, may withdraw a member's membership for reasons including but not limited to:

- a. if the Member has failed to abide by the bylaws or resolutions of the Society;
 - b. if the Member has been disloyal to the Society;
 - c. if the Member has disrupted meetings or functions of the Society; or
 - d. if the Member has done anything judged to be harmful to the Society.
- e. the Member's name is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members.

2.6 Transmission of Membership

No right or privilege of any Member is transferable to another person. All rights and privileges cease when the Member resigns, dies, or is expelled from the Society.

2.7 Limitation of Liability

No Member is, in his individual capacity, liable for any debt or liability of the Society.

Article 3 – Meetings of the Society

3.1 The Annual General Meeting

3.1.1 The Society holds its Annual General Meeting no later than four months following the fiscal year end (December 31st.) The Board of Directors sets the places, day and time of the meeting.

3.1.2 The Secretary (or a designated staff member) serves (mails, post, e-mails or delivers) a notice to ALL members at least twenty one (21) days before the Annual General Meeting. This notice states the place, date and time of the Annual General Meeting, and any business requiring a Special Resolution.

3.1.3 Agenda for the Meetings

The Annual General Meeting deals with the following matters:

- a) approval of the agenda;
- b) approval of the minutes of the previous Annual General Meeting;
- c) considering the President's report;
- d) reviewing the financial statements setting out the Society's income, disbursements, assets, liabilities and report(s) from the audit committee;
- e) appointing the auditors;
- f) electing the President;
- g) electing the Directors of the Board;
- h) considering matters specified in the meeting notice;
- i. other specific motions that any members have given notice of before the meeting is called.
- j. any other matters specified by the board.

3.1.4 Quorum

All members are invited but not required to attend. At least three quarters (3/4) of the Board of Directors must be in attendance for the AGM.

3.2 Special Meeting of the Society

3.2.1 Calling of the Special Meeting

A Special Meeting may be called at any time:

- a. by a resolution of the Board to that effect; or
- b. on the written request of at least half (1/2) of Directors. The request must state the reason for the Special Meeting and the motion(s) intended to be submitted at this Special Meeting; or
- c. on the written request of at least twelve (12) of the Members. The request must state the reason for the Special Meeting and the motion(s) intended to be submitted at this Special Meeting

3.2.2 Notice

The Board of Directors serves (ex: mail, e-mail social media posts) a notice to each member at least twenty one (21) days before the Special Meeting. This notice states the place, date, time, and purpose of the Special Meeting.

3.2.3 Agenda for Special Meetings

Only the matter(s) set out in the notice for the Special Meeting are considered at the Special Meeting.

3.2.4 Quorum

All members are invited but not required to attend. At least three quarters ($\frac{3}{4}$) of the Board of Directors must be in attendance for the Special Meeting.

3.2.5 Special Resolution

i. A resolution passed:

- a) 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
- b) 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 special meeting of which less than 21 days' notice has been given, if all the members entitled to attend and vote at the general meeting or special meeting so agree, or

iii. a resolution consented to in writing by all the members who would have been entitled at general meeting or special meeting to vote on the resolution in person or, where proxies are permitted, by proxy.

3.3 Proceedings at the Annual General or a Special Meeting

3.3.1 Attendance by the Public

- a) The Annual General Meeting of the Society is open to the public. A majority of the Members present may ask any persons who are not members to leave.
- b) Special Meetings are open to Board of Directors and Members in Good Standing.

3.3.2 Failure to Reach Quorum

The President cancels the AGM if a quorum is not present within one half hour (30 minutes) after the set time. If cancelled, the meeting is rescheduled ideally for one (1) week later at the same time and place. If a quorum is not present within one half hour (30 minutes) after the set time of the second meeting, the meeting will proceed with the Members in attendance.

3.3.3 Presiding Director

3.3.3.1 The President chairs every Annual General Meeting of the Society. In the absence of the President another Director will chair the meeting.

3.3.3.2 If neither the President nor any Directors are present within one half hour (30 minutes) after the set time for the Annual General Meeting, the Members present choose one (1) of the Members to chair.

3.3.4 Adjournment

3.3.4.1 The President may adjourn the Annual General Meeting with the consent of the Members at the meeting. The adjourned Annual General Meeting conducts only the unfinished business from the initial Meeting.

3.3.4.2 No notice is necessary if the Annual General Meeting is adjourned for less than thirty (30) days.

3.3.4.3 The Society must give notice when the Annual General Meeting is adjourned for thirty (30) days or more. Notice must be the same as for any AGM.

3.3.5 Voting

3.3.5.1 Each member in good standing has one (1) vote.

3.3.5.2 If there is a tie vote, the motion is defeated.

3.3.5.3 A majority of the votes of the Voting members present decides each issue and resolution, unless the issue needs to be decided by a Special Resolution.

3.3.5.4 The President declares a resolution carried or lost.

3.3.5.5 Voting members may request a ballot vote. At least 25% of members present must support this request. In such case, the President or the presiding director may set the time, place, and method for a ballot vote. The result of the ballot is the resolution of the Annual General Meeting.

3.3.5.6 Members may withdraw their request for a ballot.

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

3.3.6 Failure to Give Notice of the meetings

No action taken at an Annual General meeting is invalid due to:

- a. accidental omission to give any notice to any Member;
- b. any Member not receiving any notice; or
- c. any error in any notice that does not affect the meaning.

Article 4 – Governance of the Society

4.1 The Board of Directors

4.1.1 Governance and Management of the Society

The Board governs and manages the affairs of the Society. The Board may hire paid administrative staff to carry out management functions under the direction and supervision of the Board.

4.1.2 Powers and Duties of the Board

The Board has the powers of the Society, except as stated in the Societies Act.

The powers and duties of the board include but are not limited to:

- a. Promotion of the objects of the Society;
- b. Promoting membership of the Society;
- c. Maintaining and protecting the Society's assets and property.
- d. Approving the annual budget for the Society;
- e. Oversee payment of all expenses for operating and managing the Society;

- f. Overseeing payment of all contractors for services and protecting the management and directors from debts of the Society;
- g. investing any extra monies;
- h. overseeing the financial operations of the Society; and/or borrowing or raising monies;
- i. Create and uphold policies to manage and operate the Society;
- j. oversee all contracts for the Society;
- k. maintaining all accounts and financial records of the Society;
- l. appointing legal counsel as necessary;
- m. making policies, rules and regulations for operating the Society and using its facilities and assets;
- n. selling, disposing of, or mortgaging any or all of the property of the Society; and
- o. Without limiting the general responsibility of the Board, delegating its powers and duties to the Executive Committee or the paid administration of the Society.

4.1.3 Election of the Directors and the President

4.1.3.1 Only members of the society are eligible to run for the Board of Directors.

4.1.3.2 The Board of Directors shall be elected by the members to hold office until the close of the next annual general meeting of members.

4.1.3.3 The Directors of the Society include but are not limited to the President, Secretary, Treasurer.

4.1.3.4 The Board may decide by resolution which board positions shall exist.

4.1.4 Resignation, Death or Removal of a Director

4.1.4.1 A Director, including the President, may resign from office by giving one (1) month's notice in writing. The resignation takes effect either at the end of the month's notice or on the date the Board accepts the resignation.

4.1.4.2 Voting Members may remove any director including the President before the end of their term. There must be a majority vote at a Special Meeting called for this purpose.

4.1.4.3 If there is a vacancy on the Board, the remaining Directors may appoint a member in good standing to fill that vacancy for the remainder of the term.

4.1.5 Meeting of the Board

4.1.5.1 The Board holds as many meetings as deemed necessary by the board (at minimum two per year.)

4.1.5.2 The President calls the meetings. The President must also call a meeting if any two (2) Directors make a request in writing and state the business of the meeting.

4.1.5.3 The President shall give at least (10) days notice of the meeting to each Board member. Notice may be delivered by e-mail or any other method the President deems effective.

4.1.5.4 A majority of Directors present at any Board meeting is a quorum.

4.1.5.5 If there is no quorum, the President may adjourn the meeting and reschedules the meeting with at least 7 days notice. At this next meeting, at least three Directors present shall constitute a quorum.

4.1.5.6 Each Director, including the President has one (1) vote.

4.1.5.7 The President does not have second or casting vote in the case of a tie vote. A tie vote means the motion is defeated.

4.1.5.8 Any meetings of the Board are open to Members of the Society. A majority of the Directors present may ask any other members or other persons present, to leave.

4.1.5.9 All Directors may agree to and sign a resolution. This resolution is as valid as one passed at any Board meeting. It is not necessary to give notice or to call a Board meeting. The date on the resolution is the date it is passed.

4.1.5.10 Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board.

4.1.5.11 A Director may waive formal notice of a meeting.

Article 5 – Finance and other Management Matters

5.1 Finance and Auditing

5.1.1 The fiscal year of the Society ends on December 31 of each year end

5.1.2 There must be an audit of the books, accounts and records of the Society at least once each year.

The books, accounts and records of the Secretary and Treasurer shall be audited each year by a duly qualified accountant or by two members of the board appointed for that purpose by the board.

5.2 Cheques and Contracts of the Society

5.2.1 All cheques or monies of the Society must be signed by the Directors or other persons authorized to do so by resolution of the Board.

5.2.2 All contracts of the Society must be signed by the Directors or other persons authorized to do so by resolution of the Board.

5.3 The Keeping and Inspection of Books and Records of the Society

5.3.1 The Secretary shall keep a copy of the Minute Book of the Society (paper and electronic) The Secretary or someone acting in that capacity shall record minutes of the AGM, Board and Special Meetings.

5.3.2 The Secretary keeps the current original Minute Books on behalf of the Registered Office of the Society. This record contains minutes from all current meetings of the Society, the Board, and the Committees.

5.3.3 The Board keeps and files all necessary books and records of the Society as required by the Bylaws of the Societies Act.

5.3.4 A Member may inspect the books or records of the Society upon reasonable notice (at least 30 days) to the President or Secretary of the Society of their intention to do so.

5.3.5 Unless otherwise permitted by the Board, such inspection will take place only at the Registered Office, or other regular business premises operated by the Society, during normal business hours.

5.3.6 All financial records of the Society are open for such inspection by the Members during normal business hours and with reasonable notice.

5.3.7 Other records of the Society are also open for inspection, except for records that the Board designates as confidential. Reasonable notice must be provided.

5.4 Borrowing Powers

5.4.1 The Society may borrow or raise funds to meet its objects and operations. The Board decides the amounts and ways to raise money, including giving or granting and security.

5.5 Payments

5.5.1 No Member, Director, or Officer of the Society receives any payment for their services as a Member or Director.

5.5.2 Reasonable expenses incurred while carrying out duties of the Society may be reimbursed upon Board approval.

5.6 Protection and Indemnity of Directors

5.6.1 Each Director holds office with protection from the Society. The Society indemnifies each Director against all costs or charges that result from any act done in their role for the Society. The Society does not protect any Director for acts of fraud, dishonesty, or bad faith.

5.6.2 No Director is liable for the acts of any other Director or employee. No Director is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Society. No Director is liable for any loss due to an oversight or error in judgment, or by any act in their role for the society, unless the act is fraud, dishonesty, or bad faith.

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

5.7 Custody and Use of Seal

5.7.1 The society does not have a seal.

Article 6 – Amending the Bylaws

- 6.1 These bylaws may be cancelled, altered, or amended only by a Special Resolution at any Annual General Meeting or Special Meeting of the Society.
- 6.2 The twenty-one (21) days notice of the Annual General meeting or Special Meeting of the Society must include details of the proposed resolution to change the Bylaws.
- 6.3 The amended bylaws take effect after approval of the Special Resolution at the Annual General Meeting or Special Meeting and accepted by the Corporate Registry of Alberta.

Article 7 – Distributing the Assets and Dissolving the Society

- 7.1 The Society shall not pay any dividends or distribute its property among the Members.
- 7.2 If the Society is dissolved, any funds or assets remaining after paying all debts are to be paid to a qualified donee (as defined under the Income Tax Act). Members select this organization by Special Resolution. In no event may any Members receive any assets of the Society.