

Canadian Rockies Miata Club

Bylaws

ARTICLE 1 – PREAMBLE

1.1 The Society

The name of the society is Canadian Rockies Miata Club, which may also be known or referred to as CRMC or The Club.

1.2 The General Objectives

The general objectives of the Society shall be furtherance and promotion of the following:

- 1.2.1 Enjoyment of good will and fellowship derived from owning one (or more) Mazda MX-5 Miata automobile (or Japanese-market equivalent) and engaging in such social and other non-profitable events as may be agreeable to the membership and in harmony with the Society's general objectives.
- 1.2.2 Maintenance of the highest standards of operation and performance of the marque, by sharing and exchanging technical and mechanical information and experiences.
- 1.2.3 Cooperation with other Miata Clubs throughout the world through the exchange of ideas, suggestions and cooperation.

1.3 The Bylaws

The following articles set forth the Bylaws of **Canadian Rockies Miata Club**.

ARTICLE 2 – DEFINING AND INTERPRETING THE BYLAWS

2.1 Definitions

In these Bylaws, the following words have these meanings.

- 2.1.1 "Annual General Meeting" means Annual General Meeting of the Society.
- 2.1.2 "Bylaws" means the Bylaws of this Society as amended.
- 2.1.3 "Club Executive" means the Club Executive Members of this Society.
- 2.1.4 "Contract" means the purchase of goods and services, or the engagement of a service provider.
- 2.1.5 "Executive" means any person elected or appointed to the Club Executive.
- 2.1.6 "General Meeting" means the Annual General Meeting or Special General Meeting
- 2.1.7 "Member" means Member of the Society.
- 2.1.8 "Registered Office" means the registered office for the Society.
- 2.1.9 "Register of Members" means register maintained by the Membership Coordinator containing the name of the Members of the Society.
- 2.1.10 "Society" means Canadian Rockies Miata Club.
- 2.1.11 "Societies Act" means the Societies Act of Alberta and Regulations
- 2.1.12 "Special General Meeting" means a special general meeting described in Article 4.2

ARTICLE 3 – MEMBERSHIP

3.1 Classification of Members

There are three categories of Members and one category of Member Guest:

3.1.1 Active Member

- 3.1.1.1 Any owner, lessee, or co-owner of a Mazda MX-5 Miata, who is 18 years of age or older, having paid the annual membership fees. Membership is exclusive to one Mazda MX-5 Miata, registered owner of said Mazda MX-5 Miata, and one other named person living in same household (A Membership may also apply to two or more Mazda MX-5 Miatas registered in the same household). Active Members shall have the right to vote, shall be eligible to hold office, and shall be entitled to attend all the General Meetings and activities of the Society.
- 3.1.1.2 An Active Member who ceases to own, lease, or co-own, a MX-5 should advise the Membership Coordinator upon the effective date of change, and will have their membership category changed to Associate Member for the remainder of the calendar year.
- 3.1.1.3 An Active member who sells their MX-5 is asked to provide information about The Club to the purchaser and to encourage the purchaser to consider joining The Club.
- 3.1.1.4 A new Active Member who joins the Club (submits membership application and payment of annual membership fees) after September 1 will be granted membership that is valid for the remainder of the current year and also for the following calendar year without an additional fee.

3.1.2 Associate Member

- 3.1.2.1 Any former Active Member, or individual interested in the Objectives of the Society and having an intention to own, lease or co-own a Mazda MX-5 Miata, or any person employed by a Mazda affiliated or oriented business who is interested in the Society and its objectives, having paid the annual membership fees. Associate Members shall have no vote, shall not be eligible to hold office, but shall be entitled to attend all the General Meetings and activities of the Society with the exception of Drive Event activities (unless participating as a Member Guest).
- 3.1.2.2 Associate Membership applications will be reviewed and approved or rejected by the Club Executive. An Associate Membership may be reviewed by the Club Executive annually and may have renewal refused if, in the opinion of the Club Executive, the Associate Membership is no longer consistent with the Society's General Objectives (especially with regard to the ownership or intent to acquire a Mazda MX-5 Miata vehicle).

3.1.3 Honorary Member

- 3.1.3.1 An individual with a significant history of engagement and participation as active Member may become an Honorary Member by vote of the Club Executive. Honorary members shall have no vote, shall not be eligible to hold office, but shall be entitled to attend all the General Meetings and activities of the Society

with the exception of Drive Event activities (unless participating as a Member Guest).

3.1.3.2 An Honorary Member will be a Lifetime recognition, subject to the Rights, Privileges, and Duties of Members as outlined in section 3.4.

3.1.3.3 An Honorary Member may request to unsubscribe from receipt of Society emails and Communications or to re-subscribe as they desire.

3.1.4 **Member Guest**

3.1.4.1 A Member Guest is a person invited by an Active Member to participate in a Society organized activity such as a Drive Event. If the Society activity requires Members to sign an Event waiver, a Member Guest must also sign the waiver.

3.1.4.2 A Member Guest must ride in the MX-5 vehicle with the inviting Active Member, or may drive the MX-5 vehicle of an Active Member with the permission of the Active Member participating in the Event.

3.2 **Admission of Members**

Any individual may become a Member in the appropriate category by submitting an application in such form as the Club Executive may determine and pay the annual membership fees of the Society. The individual will be entered as a Member under the appropriate category in the Register of Members.

3.3 **Membership Fees**

3.3.1 **Membership Year**

The membership year is January 1st to December 31st

3.3.2 **Setting Membership Fees**

The Club Executive decides annual membership fees for each category of Member and announces on or before the Annual General Meeting date.

3.3.3 **Payment Date for Fees**

3.3.3.1 The annual membership renewal drive will begin on November 1 and will end on December 31.

3.3.3.2 On January 1, any unpaid memberships for the new Membership Year shall be suspended from participation in Society activities and events.

3.3.3.3 After January 31, any unpaid memberships will be set to inactive on Society email, communications, and Social Media access, and will continue to be suspended from participation in Society activities and events.

3.3.3.4 After March 31, any unpaid inactive memberships remaining from the prior year will result in cancellation of Society benefits, including removal of the Member name and details from the Register of Members and email list.

3.4 **Rights, Privileges and Duties of Members**

3.4.1 **Any Member in good standing is entitled to:**

3.4.1.1 Receive notice of meetings of the Society;

3.4.1.2 Attend any meeting of the Society;

- 3.4.1.3 Speak at any meeting of the Society;
- 3.4.1.4 Exercise other rights and privileges given to Members in these bylaws; and
- 3.4.1.5 Non-discrimination – no application for membership shall be approved or denied on account of the sex, race, creed, or religion of the applicant.

3.4.2 Any Member in good standing must

- 3.4.2.1 Observe a Code of Conduct by following all laws and regulations. When driving as a Society Member, each Member has an obligation to behave in a manner that represents the Society in a good light, to conduct themselves in a safe manner, to ensure that their behaviour does not threaten the safety of others and promotes well-being and fellowship.
- 3.4.2.2 Comply with the bylaws of the Society;
- 3.4.2.3 Conduct themselves in a responsible manner consistent with the Objectives of the Society;
- 3.4.2.4 Not have any personal or corporate financial interest in any transaction with or on behalf of the Society, without first disclosing the interest in advance and in writing to the Club Executive. Violation of this provision shall be grounds for termination of membership; and
- 3.4.2.5 Not use the Society e-mail for anything other than Society business.

3.4.3 Members in Good Standing

A Member is in good standing when:

- 3.4.3.1 Member has paid membership fees or other required fees to the Society; and
- 3.4.3.2 Member is not suspended as a Member as provided under Article 3.5.

3.4.4 Member Events

- 3.4.4.1 All Members of the Society must have valid automobile insurance and registration to participate in any event of the Society.
- 3.4.4.2 All Members of the Society, when requested, must sign a waiver before participating in any event of the Society.
- 3.4.4.3 All Members of the Society are deemed to have authorized the Society to use freely, without compensation, images of themselves and/or their vehicles participating in Society Member Events. Image use will be limited to Society communications including email, newsletter, web site, and social media entries which communicate and promote activities of the Society. Images of members or vehicles will not be sold.
- 3.4.4.4 Each driving event of the Society will have a Drive Event Coordinator. This Drive Event Coordinator:
 - 3.4.4.4.1 Will be assigned by the Event Coordinator for each Drive Event;
 - 3.4.4.4.2 Shall be a volunteer position that will not materially gain from organizing the event;
 - 3.4.4.4.3 Shall not be held liable for any incidents, inconveniences or damages that may occur during the event. Members sign up for events at their own discretion and responsibility;
 - 3.4.4.4.4 Shall, at their sole discretion, deem that any Members not participate in an event due to reasonable safety concerns. These concerns may stem from past

incidents or incidents occurring during a specific event. Safety concerns include observed driving incidents, mechanical condition of the Member's vehicle, or any other act that is deemed unsafe, illegal or contravenes a Code of Conduct (such as excessive consumption of alcohol, stunting, failing to observe traffic laws, etc.)

3.5 SUSPENSION of MEMBERSHIP

3.5.1 Decision to Suspend

3.5.1.1 The Club Executive may, on a two-thirds (2/3) vote of the Club Executive at a Club Executive Meeting called for such a purpose, suspend any Member for a period of up to six (6) months for one or more of the following reasons:

3.5.1.1.1 if the Member has failed to abide by the bylaws;

3.5.1.1.2 if the Member has disrupted meetings or functions of the Society; or

3.5.1.1.3 if the Member has done or failed to do anything judged to be harmful to the Society.

3.5.2 Notice to the Member

3.5.2.1 The affected Member will receive written notice of the Club Executive's intention to deal with whether that Member should be suspended. The Member will receive at least two (2) weeks' notice before the Club Executive Meeting.

3.5.2.2 The notice will be sent by email to the last known email address of the Member shown in the Register of Members. The notice may also be delivered by an Executive Member.

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

3.5.2.4 The Member may, within thirty (30) days of the notice, request a review of the proposed decision, and will have an opportunity to appear before the Club Executive to address the matter.

3.5.2.5 The decision of the Club Executive is final.

3.6 TERMINATION of MEMBERSHIP

3.6.1 Resignation

3.6.1.1 Any Member may resign from the Society by sending or delivering a written notice to the Secretary or President of the Society.

3.6.1.2 Once notice is received, the Member's name is removed from the Register of Members and email list.

3.6.1.3 Membership fees will be refunded upon receipt of resignation within thirty (30) days of initial membership purchase or renewal.

3.6.2 Death

3.6.2.1 The membership of a Member is ended upon his/her death.

3.6.3 Deemed Withdrawal

3.6.3.1 If a Member has not paid annual membership fees by March 31 of the new year, the Member is considered to have submitted his/her resignation.

3.6.4 **Expulsion**

- 3.6.4.1 The Society may, on a two-thirds (2/3) vote of the Club Executive at a Club Executive Meeting called for such a purpose, expel any Member for any cause which is deemed sufficient in the interests of the Society. Notice and Review as set out in 3.5.2 above will apply. No refunds will be given.
- 3.6.4.2 The decision is final.
- 3.6.4.3 On passage of the Special Resolution, the name of the Member is removed from the Register of Members and email list. The Member is considered to have ceased being a Member on the date his/her name is removed from the Register of Members.

3.7 **Limitation on the Liability of Members**

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

4 **ARTICLE 4 – MEETINGS OF THE SOCIETY**

4.1 **Annual General Meeting**

- 4.1.1 The Society holds its Annual General Meeting no later than March 31 of each calendar year, in the Calgary Region, Alberta. The Club Executive sets the place, time and date of the meeting.
- 4.1.2 The Secretary emails or delivers a notice to each Member at least twenty-one (21) days before the Annual General Meeting which includes the place, time and date of the Annual General Meeting.
- 4.1.3 **Agenda for the Meeting**
The Annual General Meeting deals with the following matters:
 - 4.1.3.1 Adopting the agenda
 - 4.1.3.2 Adopting the minutes of the last Annual General Meeting
 - 4.1.3.3 Considering the President's Report
 - 4.1.3.4 Reviewing the Revenue and Expenses statement of the Society
 - 4.1.3.5 Appointing auditors or Members for Notice to Reader
 - 4.1.3.6 Electing the President
 - 4.1.3.7 Electing the Members of the Club Executive
 - 4.1.3.8 Considering the matters specified in the meeting notice.
- 4.1.4 **Quorum**
Attendance of ten (10) Active Members in good standing of the Society at the Annual General Meeting shall constitute a quorum.
- 4.1.5 **Methods of Voting**
At an Annual General Meeting, votes of the Active Members must be given personally by a show of hands and voting by proxy shall not be permitted. Each Active Member shall have one vote. On-line or postal mail voting is permitted, and the Club Executive will determine an appropriate voting system which may be amended from time to time as they see fit. A vote shall be carried by a simple majority of Active Members present in person or electronically.

4.2 **Special General Meeting of the Society**

4.2.1 **Calling of Special General Meeting**

A Special General Meeting may be called at any time:

- 4.2.1.1 By a resolution of the Club Executive to that effect; or
- 4.2.1.2 On the written request of at least one third (1/3) of the Active Members. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted at the Special General Meeting.

4.2.2 **Notice**

The Secretary will make reasonable efforts to provide notice by email or delivering a notice to each member at least twenty-one (21) days before the Special General Meeting. This notice states the place, date, time and purpose of the Special General Meeting.

4.2.3 **Agenda for the Special General Meeting**

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

4.2.4 **Procedure at the Special General Meeting**

Any Special General Meeting has the same method of voting and the same quorum requirements as the Annual General Meeting.

4.2.5 **Special Resolutions**

Special Resolutions passed for purposes of the Societies Act shall be filed with the Registrar.

4.3 **Proceedings at the Annual or Special General Meeting**

4.3.1 **Attendance by the Public**

General Meetings of the Society are not open to the Public.

- 4.3.2 The President shall chair each General Meeting of the Society, or another Executive of the Club Executive, if the President is absent.

4.3.3 **Failure to Reach Quorum**

The President cancels the General Meeting if a Quorum is not present within one half (1/2) hour after the set time. If cancelled, the meeting is rescheduled for one (1) week later at the same time and place. 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.

4.3.4 **Adjournment**

- 4.3.4.1 The President may adjourn any General Meeting with the consent of the Members of the meeting. The adjourned General Meeting conducts only the unfinished business from the initial meeting.
- 4.3.4.2 No notice is necessary if the General Meeting is adjourned for less than thirty (30) days.

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

4.3.5 **Voting**

4.3.5.1 Each Voting Member has one (1) vote. A show of hands decides every vote at every General Meeting. A ballot is used if at least two (2) Members request it.

4.3.5.2 A tie vote is defeated.

4.3.5.3 A simple majority (50% +1) of votes of the Voting Members present decides each issue and resolution,

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

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

4.3.6 **Failure to Give Notice of Meeting**

No action taken at a General Meeting is invalid due to:

4.3.6.1 Accidental omission to give notice to any member;

4.3.6.2 Any Member not receiving any notice

4.3.6.3 Any error in any notice that does not affect the meaning.

4.4 **Ad Hoc Meetings of Members**

The purpose of Ad Hoc Meetings of Members is to allow discussion and resolutions on general matters pertaining to the objectives of the Society.

4.4.1 Ad Hoc Meetings of Members have the same method of voting and the same quorum requirements as the Annual General Meeting.

4.4.2 The notice period for an Ad Hoc Meeting of Members is seven (7) days.

4.4.3 The notice must include any proposed resolutions for discussion and voting at the meeting.

ARTICLE 5 – THE GOVERNANCE OF THE SOCIETY

5.1 **The Club Executive**

5.1.1 **Governance and Management of the Society**

The Club Executive governs and manages the affairs of the Society. The Club Executive may hire a paid administrator to carry out management functions under the direction and supervision of the Club Executive.

5.1.2 Powers and duties of the Club Executive

The powers and duties of the Club Executive include:

- 5.1.2.1 The Executives shall serve without remuneration,
- 5.1.2.2 The Executives shall not receive directly or indirectly, any profits from their position as Executives,
- 5.1.2.3 The Executives may be reimbursed for reasonable expenses incurred by them in the performance of their duties. Amounts greater than \$500 requires approval by Club Executive vote.
- 5.1.2.4 The Club Executive may not spend or contract to spend more than \$3,500 without approval of the Members by a simple majority vote at a general meeting.
- 5.1.2.5 Club Executive expense and spending limits in 5.1.2.3 and 5.1.2.4 will be adjusted annually for Canada Consumer Price Index Inflation. Adjusted expense and spending limits must be presented for an approval vote at the Annual General Meeting.
- 5.1.2.6 Promoting the objectives of the Society;
- 5.1.2.7 Promoting membership in the Society;
- 5.1.2.8 Hiring employees to operate the Society, subject to approval at a general meeting;
- 5.1.2.9 Maintaining and protecting the Society's assets and property;
- 5.1.2.10 Preparing an annual budget for the Society for approval at the Annual General Meeting;
- 5.1.2.11 Paying all expenses for operating and managing the Society;
- 5.1.2.12 Making policies for managing and operating the Society;
- 5.1.2.13 When required, create an investment strategy;
- 5.1.2.14 Maintaining all accounts and financial records of the Society;
- 5.1.2.15 Without limiting the general responsibility of the Club Executive, delegating its powers and duties to Sub-Committee or a paid administrator of the Society.

5.1.3 Composition of the Club Executive

The Club Executive consists of, but not be limited to, the following:

- 5.1.3.1 **Elected Positions:** President, Treasurer, Secretary, Events Coordinator, Membership Coordinator, Social Media Coordinator, Director at Large. With the exception of the offices of Treasurer and Secretary, which may be held by one person, no two offices may be held by the same person.
- 5.1.3.2 **Appointed Positions:** Newsletter Coordinator
- 5.1.3.3 **Automatic Position:** Past President

5.1.4 Election of the Club Executive

- 5.1.4.1 The Executives elected at an Annual General Meeting shall be elected to hold office for a term of two (2) years. There are no term limits on Executives and retiring Executives shall be eligible for re-election to the Club Executive.
- 5.1.4.2 Election of Club Executives shall take place by a vote of Active Members at the Annual General Meeting every two (2) years, beginning in 2025.
- 5.1.4.3 Notice of a Club Executive Election and request for nominations for the Club Executive Election will be included in the Notice of Annual General Meeting.

- 5.1.4.4 Only Active Members in good standing may be nominated for a Club Executive position.
- 5.1.4.5 The Club Executive may, at any time, appoint an Active Member in good standing as an Executive to fill a vacancy that arises on the Club Executive as a result of the resignation, death, or incapacity of an Executive during the Executive's term of office.
- 5.1.4.6 An Executive appointed by the Club Executive to fill a vacancy ceases to be an Executive at the next Annual General Meeting and an election will be held to fill the remaining term, if any, created by the vacant Executive's position.
- 5.1.4.7 The retiring President may seek election to another office or moves into a two-year (2) term (fixed term limit) as Past President. This position is an advisory role and does not have an Executive vote.
- 5.1.4.8 The elected Executive Members shall assume responsibilities at the close of the Annual General Meeting.

5.1.5 Resignation, Death or Removal of an Executive

- 5.1.5.1 An Executive may resign from office by giving one (1) month notice in writing. The resignation takes effect either at the end of the month notice or on the date the Club Executive accepts the resignation.
- 5.1.5.2 The Club Executive, by two-thirds (2/3) vote of the Club Executive, may remove any Executive for good cause before the end of their term. Active Members may remove any Executive for good cause before the end of their term. There must be a majority vote at a Special General Meeting called for this purpose.

5.1.6 Meetings of the Club Executive

- 5.1.6.1 The Club Executive holds at least three (3) Club Executive Meetings each year.
- 5.1.6.2 The President calls the meetings. The President also calls a meeting if any two Executives make a written request and state the business for the meeting.
- 5.1.6.3 Ten (10) days' notice for the Club Executive meetings is emailed or otherwise sent to each Executive Member. Executive Members may waive notice.
- 5.1.6.4 A majority of the Club Executive is a quorum.
- 5.1.6.5 If there is no quorum, the President adjourns the meeting to the same time, place, and day of the following week.
- 5.1.6.6 Each Executive, except the Past President, have only one (1) Executive vote. The Past President has an Active Member vote only and the role is advisory only, at the Club Executive level.

- 5.1.6.7 A tie vote means the motion is defeated.
- 5.1.6.8 All Club Executives may agree to vote on an electronic resolution. It is not necessary to call a Club Executive meeting. The date on the resolution is the date it is passed.
- 5.1.6.9 Where a meeting is held by a conference call, Club Executives who participate in the call are considered present for the meeting.

5.2 Duties of the Executive Positions

5.2.1 The President:

- 5.2.1.1 Supervises the affairs of the Club Executive,
- 5.2.1.2 Chairs all meetings of the Society and the Club Executive,
- 5.2.1.3 Is ex officio member of all committees,
- 5.2.1.4 Acts as the spokesperson for the Society,
- 5.2.1.5 Presents a report to the Members at the Annual General Meeting, and
- 5.2.1.6 Carries out other duties assigned by the Club Executive.

5.2.2 The Secretary:

- 5.2.2.1 Attends all meetings of the Society and the Club Executive,
- 5.2.2.2 Keeps accurate minutes of these meetings;
- 5.2.2.3 Files Club Executive's correspondence;
- 5.2.2.4 Files annual return, changes of the directors of the organization, amendments in the bylaws and other incorporating documents with the Corporate Registries; and
- 5.2.2.5 Carries out other duties assigned by the Club Executive.

5.2.3 The Treasurer:

- 5.2.3.1 Makes sure all monies paid to the Society are deposited in a chartered bank, treasury branch or trust company chosen by the Club Executive;
- 5.2.3.2 Makes sure financial statements are presented to the Club Executive;
- 5.2.3.3 Makes sure financial statements are audited (or have acceptable review as outlined in 6.2.2);
- 5.2.3.4 Presents a report on the financial statements to the Members at the Annual General Meeting;
- 5.2.3.5 Makes sure annual fees are collected and deposited; and
- 5.2.3.6 Carries out other duties as assigned by the Club Executive.

5.2.4 The Events Coordinator:

- 5.2.4.1 Prepares and presents a proposed list of events to the Members at the Annual General Meeting; and
- 5.2.4.2 Recruits and appoints a Drive Event Trip Coordinator for each planned drive event

5.2.5 **The Membership Coordinator:**

- 5.2.5.1 Ensures a record of names and addresses of all Members of the Society is kept in the Register of Members;
- 5.2.5.2 Is responsible for the annual notice of membership renewal;
- 5.2.5.3 Coordinates with the Treasurer to ensure that membership renewal annual fees are received and recorded;
- 5.2.5.4 Distributes membership cards to each Member upon renewal of membership;
- 5.2.5.5 Liaises with the Social Media Coordinator to ensure that all Members in good standing are included in the Society's email list and have access to the Society's Members Only social media content.
- 5.2.5.6 Liaises with the Newsletter Coordinator for the inclusion of new member details / deletion of past member details from the Society newsletter

5.2.6 **The Social Media Coordinator**

- 5.2.6.1 Is responsible for Domain registration, website hosting, along with design & posting content for the Society's Social Media accounts and platforms.
- 5.2.6.2 Is responsible for Social media account maintenance and posting (on those social media platforms adopted by the Society)
- 5.2.6.3 Is responsible for Society Email list maintenance, with assistance from the Membership Coordinator and Treasurer.
- 5.2.6.4 Is responsible for liaising with the Membership Coordinator for synchronizing Member lists for Social Media and communications purposes.

5.2.7 **The Newsletter Coordinator**

- 5.2.7.1 Is responsible for collecting appropriate articles and information of relevance or interest to the Members with respect to owning and operating a Mazda MX-5 Miata, including news releases, Club reports and articles.
- 5.2.7.2 Is responsible for encouraging contributions to the newsletters from Society Members.
- 5.2.7.3 Is responsible for collating and publishing the Society's Rockies Ramblings newsletter and distributing electronically to the Members.
- 5.2.7.4 Is responsible for liaising with the Membership Coordinator to ensure all current Members are listed in the Newsletter Members section, and to ensure that newsletter distribution lists include all current Members.

5.2.8 **Directors-at-Large:**

The Club Executive will establish the Portfolios for the Director-at-Large according to the need identified by the Club Executive. The Director at Large may assist with event coordination or may substitute, by appointment of the Club Executive, for another Executive Member if that Executive Member is not available.

5.3 **Executive Committees**

Standing or ad hoc committees will be created as required.

5.3.1 **Establishing Committees**

The Club Executive may appoint committees to advise the Club Executives.

5.3.2 **General Procedures for Committees**

- 5.3.2.1 An Executive Member chairs each committee created by the Club Executive
- 5.3.2.2 The Chairperson calls the committee meetings. Each committee records minutes of the meetings; distributes these minutes to the committee members and to the Club Executive Members and provides reports to each Club Executive meeting at the Club Executive's request.
- 5.3.2.3 A majority or the committee members constitute a quorum.
- 5.3.2.4 Each member of the committee, including the Chairperson, has one (1) vote at the committee meeting. A tie vote is a defeat.

ARTICLE 6 – FINANCE AND OTHER MANAGEMENT MATTERS

6.1 The Registered Office

The Registered Office of the Society is 7516 Hunterfield Road NW, Calgary, Alberta T2K 4L1, the residence of the Society Treasurer. Another place may be established at the Annual General Meeting or by resolution of the Club Executive.

6.2 Finance and Auditing

- 6.2.1 The fiscal year of the Society ends on December 31st of each year.
- 6.2.2 The books, accounts and records of the Secretary and Treasurer shall be audited at least once a year by a duly qualified accountant or by two (2) members of the Society appointed by the Club Executive.
- 6.2.3 A complete and proper statement of the standing of the books for the previous year shall be submitted by the Society Treasurer at the Annual General Meeting of the Society.

6.3 Cheques and Contracts of the Society

- 6.3.1 The designated officers of the Club Executive sign all cheques drawn on the monies of the Society. Two (2) signatures are required on all Cheques. Two (2) signature e-approvals are required on all e-transfers. An Executive Director may not solely sign his/her own paycheque.
- 6.3.2 All contracts of the Society must be signed by the Executives or other persons authorized to do so by resolution of the Club Executive.

6.4 The Keeping and Inspection of the Books and Records of the Society.

- 6.4.1 The Secretary keeps a copy of the Minute Books and records of minutes of all meetings of the Members of the Club Executive.
- 6.4.2 The Club Executive keeps and files all necessary books and records of the Society as required by the Bylaws, the Societies Act or any other statutes or laws.

- 6.4.3 A Member wishing to inspect the books or records of the Society must give reasonable notice to the President or the Secretary of the Society of his/her intention to do so.
- 6.4.4 All financial records of the Society are open for inspection by the Members.
- 6.4.5 Other records of the Society are also open for inspection except for records that the Club Executive deems confidential.

6.5 Payments

- 6.5.1 No Member or Executive of the Society receives any payment for his/her services as a Member or Executive.
- 6.5.2 Reasonable expenses incurred while carrying out duties of the Society may be reimbursed upon Club Executive approval.

6.6 Protection and Indemnity of Club Executives

- 6.6.1 Each Executive holds office with protection from the Society. The Society indemnifies each Executive against all costs or charges that result from any act done in his/her role for the Society. The Society does not protect any Executive for acts of fraud, dishonesty or bad faith.
- 6.6.2 No Executive is liable for the acts of another Executive, Member or employee. No Executive 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 Executive is liable for any loss due to an oversight, error in judgement or by an act in his/her role for the Society, unless the act is fraud, dishonesty or bad faith.
- 6.6.3 Executives can rely on the accuracy of any statement or report prepared by the Society's auditor (or appointed Members). Executives are not held liable for any loss or damage as a result of acting on that statement or report.
- 6.6.4 Executives shall not be held liable for any incidents, inconveniences or damages that may occur during a Drive Event or any other events or activities organized by the Society. Members sign up for Drive Event or other events or activities at their own discretion and responsibility.

ARTICLE 7 – AMENDING THE BYLAWS

- 7.1 These bylaws may be cancelled, altered or added to by a Special Resolution at any Annual General Meeting or Special General Meeting of the Society.
- 7.2 The twenty-one (21) days' notice of the Annual General Meeting or Special General Meeting of the Society must include the details of the proposed resolution to change the Bylaws.

7.3 The amended bylaws take effect after approval of the Special Resolution at the Annual General Meeting or Special General Meeting and accepted by the Corporate Registry of Alberta.

ARTICLE 8 – DISTRIBUTING ASSETS AND DISSOLVING THE SOCIETY.

8.1 The Society does not pay any dividends or distribute its property among its Members.

8.2 If the Society dissolves, any funds or assets remaining after paying all debts, are paid to a registered and incorporated charitable organization. Members select this organization by Special resolution. In no event do any Members receive any assets of the Society.