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DEC 15 2023

Corporate Registry

CERTIFIED COPY OF
SPECIAL RESOLUTION OF THE MEMBERS

ROTARY CLUB OF CALGARY HERITAGE PARK (THE "SOCIETY")

"RESOLVED, as a Special Resolution, that:

1. Because the Members wish to rescind the existing bylaws of the Society (the "Existing Bylaws") and replace them with the bylaws attached hereto entitled "Bylaws of Rotary Club of Calgary Heritage Park 2023" (the "Replacement Bylaws"), the Existing Bylaws be and they are hereby rescinded in their entirety and replaced with the Replacement Bylaws.
2. This Special Resolution be submitted to the Registrar of Corporations for approval and registration so as to give effect thereto."

We, the undersigned, President and Secretary respectively of the Society, hereby certify that we have been duly appointed to and currently hold such offices, and that the foregoing is an accurate and complete reproduction of a Special Resolution of the Members of the Society duly passed on December 15, 2023:

- (A) at a special meeting of the Members of the Society 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 of the Society who, if entitled to do so, voted in person or by proxy.



GRAHAM DRAKE, President

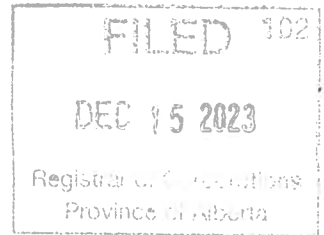


BILL HOPE, Secretary

FILED 102

DEC 15 2023

Registrar of Corporations
Province of Alberta



**Rotary Club of Calgary Heritage Park
Bylaws**

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(July 1, 2023)

Bylaws of the Rotary Club of Calgary Heritage Park

2023

Article 1 Definitions

- Board: The board of directors of this club.
- Director: A director on this club's Board.
- Member: A member, other than an honorary member, of this club.
- Quorum: The minimum number of participants who must be present when a vote is taken: one-third of the club's members for club decisions, and a majority of the officers and directors for club Board decisions.
- RI: Rotary International.
- Year: The 12-month period beginning 1 July.
- Societies Act: Means the Societies Act (Alberta), as amended from time to time, or any successor legislation.

Special Resolution:

Has the meaning ascribed to such term in the Societies Act, as follows:

(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 a general meeting or special meeting to vote on the resolution in person or, where proxies are permitted, by proxy.

Article 2 Board

The governing body of this club is its board of directors, consisting of, at a minimum, the President, President-elect, Vice-president, Secretary, and Treasurer all of which are officers of the club. The Board may also consist of up to 7 additional Directors if so elected.

Article 3 Elections and Terms of Office

- 1 – *Nominating Committee Formation.* Each Year, on or before a date determined by the Board, the Board shall form a nominating committee for purposes of recruiting, selecting and nominating Member candidates for each of the officer and Director positions that are to be filled by way of that Year’s election. Such nominating committee shall, unless the Board otherwise determines, consist of the President, the President-elect (Chair), and the immediate Past-president.
- 2 – *Process.* The election of officers and directors (all of which officers and directors shall, by way of such election, become members of the Board) shall take place at the annual meeting of the Members. No less than fourteen days prior to that meeting, the nominating committee shall advise the Members of its nominees for each of such positions. At the meeting at which the election is to take place, the immediate Past-president shall call for further nominations from the floor for each of the President-elect, Vice-president, Directors, and either the Secretary or Treasurer (depending on which of such officers’ terms of office is to expire at the end of the Year in which the election is held). In cases of nomination from the floor, an election shall take place, conducted by secret ballot. The candidate receiving a majority of votes for each respective position for which an election is held shall be declared elected. If only one person is nominated for a vacancy, the immediate Past-president shall declare that person elected by acclamation.
- 3 – *Vacancies.* If any officer or Director position is vacant, the remaining members of the Board may appoint a replacement.
- 4 – *Removal of Officer or Director.* Upon a majority vote of all Members in good standing, any director or officer may at any time be removed from office for any cause which the Members, by way of such vote, may deem reasonable.
- 5 – *Terms of Office.* The terms of office for each role are:

President —	one year
Vice President —	one year
Treasurer —	two years
Secretary —	two years
President-Elect —	one year
Director —	one year

Article 4 Duties of the Officers & Directors

- 1 – The president provides leadership to the club and the board of directors.
 - 2 – The president-elect prepares for their year in office.
 - 3 – The vice president performs duties as determined by the Board.
 - 4 – The secretary takes minutes at Board meetings and keeps membership, attendance, Board meeting records, and other books and records as required . Has charge of the seal of the Club, which, whenever used, shall be authenticated by the signature of the Secretary and the President.
 - 5 – The treasurer oversees all funds, provides an accounting of them and ensures books and records are maintained according to laws and regulations.
 - 6 – A director attends club and Board meetings and performs duties as determined by the Board.
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Article 5 Meetings

- 1 – An annual meeting of this club is held no later than 31 December to elect the officers and directors who will serve for the next Rotary year. The Board sets the place, day, and time of the annual meeting. The Secretary mails, emails or delivers a notice that states the place, day, and time of the annual meeting to each Member at least 21 days prior to the annual meeting.
- 2 – This club meets at least every two weeks. Reasonable notice of any change or cancellation of the regular meeting will be given to all club members by any means the club reasonably considers appropriate.
- 3 – A special meeting of this club may be called by the Board; or on the written request of at least five (5) Directors; or on the written request of at least one-third (1/3) of the Voting Members. The request must state the reason for the special meeting and the motion(s) intended to be submitted at such special meeting. The Board sets the place, day, and time of the special meeting. The Secretary mails, emails or delivers a notice that states the place, day, and time of the special meeting to each Member at least 21 days prior to the special meeting.
- 4 – Board meetings are held at a minimum quarterly. Additional meetings of the Board are called with reasonable notice by the president or upon the request of two directors.
- 5 – *Notice of Change or Cancellation.* All Members shall be given reasonable advance notice of cancellation, or of change of time or location, of any regular meeting of the Members, such notice to be given by any means the Board reasonably considers appropriate.
- 6 – *Minutes of Meetings.* Written minutes of all Board meetings, recorded (or caused to be recorded) and taken custody of and preserved by the Secretary, shall be required. Also, each committee chair shall cause minutes of all committee meetings to be

recorded and retained. All Board and committee minutes shall be available to all Members, upon request, within 60 days of each meeting. The Club's internal publication shall serve as the minutes of all meetings of the Members, and a copy of each edition thereof shall be retained under the custody of, and preserved by, the Secretary.

Article 6 Dues

Annual club dues are determined from time to time by resolution of the Members and paid annually. Annual club dues may include, but are not limited to, RI per capita dues, subscriptions to an official magazine, district per capita dues, club fees, and any other Rotary or district per capita assessment.

Article 7 Method of Voting

The business of the club at meetings of the Members, Board and committees shall be transacted by a show of hands, voice vote or online, except that the election of officers and directors shall be by secret ballot. Motions presented to Members require a quorum and a minimum of two thirds of Members present to vote in favour of the motion for it to be passed. Special Resolution voting will be conducted according to the definition of same contained in Article 1 with the exception that voting by proxy is not permitted on a Special Resolution or any other business of the club. Any Member who has not withdrawn from membership or been suspended or expelled shall have the right to vote at any meeting of the members.

Article 8 Committees

- 1 — This club's committees shall be determined at the pleasure of the Board.
 - 2 — The president is an ex officio member of all committees.
 - 3 — Each committee's chair is responsible for the regular meetings and activities of the committee, supervises and coordinates its work, and reports to the Board on all committee activities.
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Article 9 Finances

- 1 – Before each fiscal year commences, the Members of this club shall receive and approve an annual budget of estimated income and expenditures for the coming fiscal year.
 - 2 – The club funds shall be deposited in a financial institution(s) designated by the Board.
 - 3 – Bills are approved by officers or directors. Payments are made by the Treasurer and require two authorized signatures. Approvals and signatures may be electronic.
 - 4 – An annual audit shall be made each year of all this club's financial statements by either two Members of this club or an outside independent source. The financial statements shall be approved by the Board and subsequently a copy submitted to the Secretary for the records of this club.
 - 5 – Members will receive annual financial statements of the club prior to the annual general meeting.
 - 6 – The fiscal year is from 1 July to 30 June.
 - 7 – *Books and Records.* The books and records of the Club may be inspected by any Member at the annual meeting of the Members, or at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers designated by the Board to have charge of such books and records. Each Director shall at all times have access to same.
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Article 10 Membership

- 1 – *General Qualifications.* This club shall be composed of adult persons who demonstrate good character, integrity, and leadership; possess good reputation within their business, profession, and/or community; and are willing to serve in their community and/or around the world.
- 2 – *Types.* This club shall have two types of membership, active and honorary. This club may create other sub-types at the discretion of the Board and Members.
- 3 – *Active Members.* A person who possesses the following characteristics may be elected as an active member:
 - (a) demonstrates good character, integrity, and leadership;
 - (b) possesses good reputation within their business, profession, occupation, and/or community; and
 - (c) is willing to serve in their community and/or around the world.
- 4 – *Satellite Club Members.* Members of a satellite club of this club shall also be members of a club until the satellite club is admitted to Rotary International

membership as a Rotary club.

5 – *Prohibited Dual Memberships*. No member shall simultaneously

- (a) belong to this and another club, or
- (b) belong to this club and be an honorary member in this club.

6 – *Honorary Membership*. This club may grant honorary memberships for terms set by the Board, who shall:

- (a) be exempt from paying dues;
- (b) not vote;
- (c) not hold any club office;
- (d) not hold classifications; and
- (e) be entitled to attend all meetings and enjoy all other privileges in the club, but have no rights or privileges in any other club, except to visit without being a Rotarian’s guest.

Article 11 Method of Electing Members

1 – *Proposal*. A Member of this club, another club or the membership committee, proposes a candidate for membership to the Board.

2 – *Approval or Disapproval*. The Board will approve or reject the candidate’s membership within 60 days and notify the proposing Member of its decision.

Article 12 Duration of Membership

1 – *Period*. Membership shall continue during the existence of this club unless terminated as provided below.

2 – *Automatic Termination*. Membership shall automatically terminate when a member no longer meets the membership qualifications.

- (a) *Rejoining*. When a member in good standing has their membership terminated, that person may apply for membership again, under the same or another business, profession, occupation, community service, or other classification.
- (b) *Termination of Honorary Membership*. Honorary membership shall automatically terminate at the end of the term of membership set by the Board, unless extended. The Board may revoke an honorary membership at any time.

3 – *Termination Non-payment of Dues*.

- (a) *Process*. Any member who fails to pay any amount owing to the club

including dues within 30 days after they are due shall be notified in writing by the secretary. If the amounts owing are not paid within 30 days after the notification, the Board may terminate membership, at its discretion.

(b) *Reinstatement.* The Board may reinstate the former member to membership if the former member requests and pays all debts to this club.

4 – *Termination Non-attendance.*

(a) *Attendance.* A member must:

attend or make up at least 30 percent of regular club meetings or satellite club meetings; engage in club projects, events, and other activities for at least 12 hours in each half of the year; or achieve a proportionate combination of both (assistant governors of this club’s Rotary district, shall be excused from this requirement).

Reporting activities is the responsibility of individual members.

A member who fails to attend as required may be terminated unless the Board consents to the non-attendance for good cause.

(b) *Consecutive Absences.* Non-attendance may be considered a request to terminate membership in this club, unless otherwise excused by the Board for good and sufficient reason. After the Board notifies the member, the Board, by a majority vote, may terminate the member’s membership.

5 – *Termination – Other Causes.*

(a) *Good Cause.* The Board may terminate the membership of any member who ceases to have the qualifications for club membership or for any good cause by a vote of at least two-thirds of the Board members present and voting, at a meeting called for that purpose. The guiding principles for this meeting shall be article 10, section 1; The Four-Way Test; and the high ethical standards of a Rotarian.

(b) *Notice.* Before the Board acts under subsection (a) of this section, the member shall be given at least 10 days’ written notice and an opportunity to respond in writing to the Board. Notice shall be delivered in person or by registered letter to the member’s last known address. The member has the right to appear before the Board to state his or her case.

6 – *Right to Appeal, Mediate, or Arbitrate Termination.*

(a) *Notice.* Within seven days after the Board’s decision to terminate or suspend membership, the secretary shall notify the member in writing. Within 14 days after the notice, the member may give written notice to the secretary of an appeal to the club.

(b) *Appeal.* In the event of an appeal, the Board shall set a date for the hearing at a regular club meeting held within 21 days after receipt of the notice of appeal. At least five days’ written notice of the meeting and its special business shall be given to every member. Only members shall be present when the appeal is heard.

The action of the club is final and binding on all parties.

7 – *Board Action Final.* Board action shall be final if no appeal to this club is taken.

8 – *Resignation.* A member’s resignation from this club shall be in writing, addressed to the president or secretary. The Board shall accept the resignation unless the member owes debt to this club.

9 – *Forfeiture of Property Interest.* Any person whose club membership is terminated in any manner shall forfeit all interest in any funds or other property of this club if, under local laws, the member acquired any right to them upon joining the club.

10 – *Temporary Suspension.* Notwithstanding any provision in these Bylaws, if in the opinion of the Board

- (a) credible accusations are made that a member has refused or neglected to comply with this constitution, or is guilty of conduct unbecoming a member or harmful to the club; and
- (b) those accusations, if proved, constitute good cause for terminating the membership of the member; and
- (c) no action should be taken on the membership of the member, pending the outcome of a matter or an event that the Board believes should properly occur first; and
- (d) it is in the best interests of the club to temporarily suspend the member without a vote on the member’s membership and to exclude the member from attendance at meetings and other club activities and from any club office or position;

the Board may, by at least a two-thirds vote, temporarily suspend the member for a reasonable period up to 90 days and with any other conditions the Board sets. A suspended member may appeal the suspension as provided in section 6 of this article. During the suspension, the member shall be excused from attendance requirements. Before the suspension ends, the Board must either move to terminate the suspended Rotarian or reinstate the Rotarian to full regular status.

Article 13 Amendments

These Bylaws may be rescinded, altered or added to at any meeting of the Members, a Quorum being present, by Special Resolution. No alteration or addition to these Bylaws shall be made which is not in harmony with the constitution and bylaws of Rotary International, the Standard Rotary Club Constitution (except where therein otherwise provided), and the Rotary Code of Policies.

Article 14 Remuneration

Unless authorized at a special meeting of the Members called for the purpose, no club officer or director and no Member shall receive any remuneration for services.

Article 15 Borrowing Powers

For the purpose of carrying out its objects, this club may borrow or raise or acquire the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of a resolution passed by the Members at a meeting called for that purpose, and in no case shall debentures be issued without the sanction of a Special Resolution.