

# Society Bylaw Change - Registration Statement

**Alberta Amendment Date: 2019/10/16**

**Service Request Number:** 31867106  
**Corporate Access Number:** 509713020  
**Legal Entity Name:** ROTARY CLUB OF LETHBRIDGE  
**French Equivalent Name:**  
**Legal Entity Status:** Active  
**Fiscal Year End:** 06/30

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**Annual returns are outstanding for the 2019 file year(s).**

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## Annual Return

File Year	Date Filed
2018	2018/10/02
2017	2017/05/11
2016	2016/09/20

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## Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Supporting Documentation	10000901000303737	2002/01/21
Consent	10000701000303738	2002/01/21
Bylaws	10000101000303736	2002/01/21
Application	10000301000303735	2002/01/21
Nuans	10000601000303734	2002/01/21
List of Director/Officer	10000501000343504	2002/07/02
Notice of Address	10000802000407476	2002/09/20
Annual Return Form	10000302000334722	2003/01/29
Audited Financial Statement	10000102000334723	2003/01/29
Annual Return Form	10000203000662073	2004/02/20
Audited Financial Statement	10000003000662074	2004/02/20
Audited Financial Statement	10000705100833221	2005/07/18
Annual Return Form	10000405100832770	2005/07/18
Audited Financial Statement	10000806101766088	2006/06/02

Annual Return Form	1000006101766087	2006/06/02
Annual Return Form	10000307103418678	2007/11/02
Audited Financial Statement	10000107103418679	2007/11/02
Audited Financial Statement	10000807103674208	2008/02/20
Annual Return Form	10000407103674205	2008/02/20
Audited Financial Statement	10000307105271235	2009/04/21
Annual Return Form	10000607105271234	2009/04/21
Audited Financial Statement	10000207109936947	2011/01/18
Annual Return Form	10000407109936946	2011/01/18
Annual Return Form	10000507111776832	2011/11/18
Audited Financial Statement	10000307111776833	2011/11/18
Annual Return Form	10000107113254597	2012/11/20
Audited Financial Statement	10000907113254598	2012/11/20
Audited Financial Statement	10000907114960533	2013/02/25
Annual Return Form	10000207114960536	2013/02/25
Audited Financial Statement	10000607119201944	2014/07/28
Annual Return Form	10000907119201947	2014/07/28
Audited Financial Statement	10000507121846448	2015/11/04
Annual Return Form	10000307121846449	2015/11/04
Bylaws & Special Resolution	10000307126600197	2016/08/30
Audited Financial Statement	10000607127460571	2016/09/20
Annual Return Form	10000807127460570	2016/09/20
Audited Financial Statement	10000407125793158	2017/05/11
Annual Return Form	10000707125793133	2017/05/11
Annual Return Form	10000907130252940	2018/10/02
Audited Financial Statement	10000707130252941	2018/10/02
Nuans	10000407130238112	2019/10/16
Articles of Amendment	10000207130238113	2019/10/16
Consent	10000007130238326	2019/10/16
Special Resolution/Objects	10000907130238119	2019/10/16
Bylaws & Special Resolution	10000807130238332	2019/10/16

**Registration Authorized By: MIKE MCGUIRE  
PRESIDENT**

The Registrar of Corporations certifies that the information contained in this statement is an accurate reproduction of the data contained in the specified service request in the official public records of

Corporate Registry

## Society Bylaw Change - Proof of Filing

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The Bylaws are filed as of 2019/10/16

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Registration Authorized By: MIKE MCGUIRE  
PRESIDENT

The Registrar of Corporations certifies that the information contained in this proof of filing is an accurate reproduction of the data contained in the specified service request in the official public records of Corporate Registry.

RECEIVED  
DR  
OCT 16 2019  
CORPORATE REGISTRY

**SPECIAL RESOLUTION**

**Certificate of True Copy of Resolution**

I HEREBY CERTIFY that at a meeting of the Members of ROTARY CLUB OF LETHBRIDGE held on June 10, 2019; a Spécial Resolution was passed amending the existing By-Laws of the Society as follows:

That the By-laws filed on September 2, 2016, be repealed and replaced by the By-laws attached hereto as Schedule "A".

FILED 101  
OCT 16 2019  
Registrar of Corporations  
Province of Alberta

DATED this 10<sup>th</sup> day of June, 2019.

  
Secretary

PRINT NAME:

Mike McGuire



10000807130238332

**SCHEDULE "A"**

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# Bylaws of the Rotary Club of Lethbridge

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**FILED** 101

**OCT 16 2019**

Registrar of Corporations  
Province of Alberta

## Article 1 Definitions

Board:	The Board of Directors of the Club.
Director:	A member of the Club's Board of Directors.
Member:	A member, other than an honorary member, of the Club.
RI:	Rotary International.
Year:	The twelve-month period that begins on 1 July.
Club:	<del>The Rotary Club of Lethbridge</del>
AGLC:	<u>Alberta Gaming, Liquor and Cannabis</u>

## Article 2 Board

2.1 The governing body of the Club shall be the Board, consisting of not less than 7 and not more than 13 members of the Club, namely the President, President-elect, Secretary, Treasurer, the immediate past president, and up to 8 directors as are determined to be necessary to handle the portfolios set forth in section 3.2 of this Article.

2.2 The 8 directors, along with the officers are charged with carrying out the annual and long-range goals of the Club based on the Five Avenues of Service. The president-elect, President, and immediate past president should work together to ensure continuity of leadership and succession planning. The directors shall be assigned to cover the following portfolios:

**a) Fellowship**

Responsible for developing and implementing a comprehensive plan for fellowship opportunities for the members. Ad-hoc committees may be created in order to support Fellowship activities.

**b) Membership**

Responsible for developing and implementing a comprehensive plan for the recruitment/retention of members, and arranging weekly Rotary meetings. Ad-hoc committees may be created in order to support Membership activities.

**c) Public Relations and Communication**

Responsible for developing and implementing plans to provide the general public and Club members with information about Rotary and to promote the Club's service projects and activities. Ad-hoc committees may be created in order to support club Public Relations and Communication activities.

**d) Community Service Projects**

Responsible for developing and implementing educational, humanitarian, and vocational projects that address the needs of the local and domestic community. Ad-hoc committees may be created in order to support Service Projects activities.

**e) International Service Project**

Responsible for developing and implementing international projects which align with the RI areas of focus. Ad-hoc committees may be created in order to support international service project activities.

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**f) Fundraising**

Responsible for developing methods to raise funds for the Club. Ad-hoc committees may be created in order to support Fundraising activities.

**g) The Rotary Foundation**

Responsible for developing and implementing plans to support The Rotary Foundation through both financial contributions and program participation. Ad-hoc committees may be created in order to support The Rotary Foundation activities.

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**h) New Generations**

Responsible for developing and implementing plans to support programs for New Generations participants.

2.3 When feasible, committee members should be appointed to the same committee for three years to ensure consistency. It is recommended that the committee chair have previous experience as a member of the committee. Additional ad-hoc committees may be appointed as needed.

2.4 The President shall be ex-officio a member of all committees and, as such, shall have all the privileges of membership thereon.

2.5 Each committee shall transact its business as is delegated to it in the bylaws and such additional business as may be referred to it by the President or the Board. Except where special authority is given by the Board, such committees shall not take action until a report has been made and approved by the Board.

2.6 Each committee chair shall be responsible for regular meetings and activities of the committee, shall supervise and coordinate the work of the committee, and shall report to the responsible director on all committee activities.

2.7 Each Director will be responsible for presenting an annual budget to the Board for approval with respect to their portfolio. Once the budget is approved, each Director will be responsible to ensure that the committees operating within their portfolio operate within the approved budget or alternatively, apply to the Board for approving any expenditure which exceed such budget.

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2.8 The entering into of contracts and agreements or the incurring of indebtedness, which may be binding upon the Club, shall be reserved to the authority of the Board. The Board may however from time to time make policies or give approval to individual directors, committee members or others to act on behalf of the Board in the signing of contracts, agreements or the incurring of indebtedness.

### Article 3 Election and Removal of Directors and Officers

3.1 Board members as elected shall serve terms of two years or until their successors are elected and installed. ~~A director may be elected for unlimited two-year terms. Any Member who~~ is in good standing shall be eligible to hold any office in the Club, provided that they shall have been a Member for at least one year as at the date they shall commence their term of office.

#### Nominations

3.2 A call for nominations shall be made to the members of the Club for President-elect, Secretary, Treasurer, and to fill up to 8 vacant director's positions. The nominations may be presented by a nominating committee or by members from the floor, by either or by both as a club may determine. If it is determined to use a nominating committee, such committee shall be appointed as the Club may determine.

#### Voting

3.3 The nominations duly made shall be placed in a ballot in alphabetical order under each office and shall be voted for at the annual meeting. The candidates for President-elect, Secretary, and Treasurer receiving a majority of the votes shall be declared elected to their respective offices. Up to 8 candidates for directors receiving the highest number of votes shall be declared elected as directors. The candidate for President-elect in such balloting shall be the president-nominee and serve as a director for the year commencing on the first day of July next following the election, and shall assume office as president on 1 July immediately following that year. The president-nominee shall take the title of president-elect on 1 July in the year prior to taking office as president. The remaining members of the Board shall take office for a term of two years commencing July 1 immediately following their election.

#### Vacancy

3.4 A vacancy in the Board or any office shall be filled by action of the remaining directors. A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining directors-elect. The officer or Director elected to fill a vacancy shall only complete the unexpired term arising from the vacancy and such term shall not count as service for the purpose of eligibility in a subsequent term.

#### Removal

3.5 Any director or officer, upon a majority vote of all Members in good standing, may be removed from office for any cause which the Club may deem reasonable.

## Nominating Committee

3.6 The President may establish a nominating committee in each year for the purpose of presenting a list of nominees to the Board. The nominating committee shall whenever practical consist of 5 Members, including the President, the immediately preceding 2 past Presidents, one Member of the current Board and one member selected by the membership at large.

## Article 4 Duties of Officers

### *President*

4.1 ~~It shall be the duty of the President to preside at meetings of the Club and the Board and to perform other duties as ordinarily pertain to the office of the President.~~

### *President-elect*

4.2 It shall be the duty of the President-elect to serve as a director and to perform such other duties as may be prescribed by the President or the Board. It shall be the duty of the President-elect to preside at meeting of the Club and the Board in the absence of the President.

### *Secretary*

4.3 It shall be the duty of the Secretary to keep membership records; record attendance at meetings; send out notices of the Club, Board, and committee meetings; record, publish to the members and preserve the minutes of such meetings; report as required to RI, including the semi-annual reports of membership on 1 January and 1 July of each year, which shall include per capita dues for all Members and prorated dues for active members who have been elected to membership in the Club since the start of the July or January semi-annual reporting period; report changes in membership; provide the monthly attendance report, which shall be made to the district governor within 15 days of the last meeting of the month; collect and remit RI official magazine subscriptions; and perform other duties as usually pertain to the office of Secretary. The club may appoint or employ such person(s) as may be required to assist the Secretary to perform their duties

### *Treasurer*

4.4 It shall be the duty of the Treasurer to have custody of all funds, and account for these funds to the Club annually and at any other time upon request of the Board, and to prepare, maintain and keep the accounting records and books of the Club, and to perform other duties as pertains to the office of Treasurer. Upon retirement from office, the Treasurer shall turn over to the incoming treasurer or to the President all funds, books of accounts, or any other Club property. The club may appoint or employee such person(s) as may be required to assist the Treasurer to perform their duties.

## Article 5 Meetings

5.1 An annual general meeting (the Annual Meeting) of the Club shall be held after November 1st and no later than December 31st in each year, at which time the election of officers and directors to serve for the ensuing year shall take place. Notice shall be provided to all Members in good standing at least 14 days prior.

5.2 The Club shall hold regular meetings at a place and time to be determined by the Board from time to time. The Board may cancel a regularly scheduled meeting upon not less than one week's notice to the membership.

5.3 The Club shall hold special meetings at a place and time to be determined by the Board from time to time on 14 days' notice to all Members in good standing.

5.4 Due notice of any changes in or cancellations of the regular meeting shall be given to all Members of the Club at a preceding regular meeting or by mail, email, or other electronic communication. All Members shall attend such meetings and participate in such activities as the Board shall determine from time to time to be considered as actively contributing to the purposes of the Club.

5.5 One-third of the membership shall constitute a quorum at the annual and regular meeting of the Club.

5.6 Regular meetings of the Board shall be held at a time and place to be determined by the Board from time to time. Special meetings of the Board shall be called by the President, whenever deemed necessary, or upon the request of two (2) Directors, due notice having been given.

5.7 A majority of the directors shall constitute a quorum of the Board.

## Article 6 Fees and Dues

6.1 The membership dues shall be set by the Board on an annual basis. Such dues shall be payable upon receipt of notice.

## Article 7 Method of Voting

7.1 The business of the Club shall be transacted by a show of hands vote except the election of officers and directors, which shall be by ballot. The Board may determine that a specific resolution be considered by ballot rather than by a show of hands vote.

## Article 8 Leave of Absence

8.1 Upon written application to the Board setting forth sufficient cause, a leave of absence may be granted excusing a member from attending the meetings of the Club for a specified length of time. Membership dues remain payable during any leave of absence.

## Article 9 Finances

9.1 Prior to the beginning of each fiscal year, the Board shall prepare a budget of estimated income and expenditures for the year, which shall stand as the limit of expenditures for these purposes, unless otherwise ordered by action of the Board. The budget shall be broken into three separate parts: one in respect of club operations, one in respect of service operations, and one in respect of funds controlled pursuant to AGLC or other government regulations or licence.

9.2 The Treasurer shall deposit all Club funds in a financial institution, named by the Board.

~~9.3 All bills shall be paid by the Treasurer or other authorized person upon receipt of authorized back-up documentation.~~

9.4 The Treasurer shall keep a proper accounting of Club funds and shall present a full detailed account of receipts and disbursements to the Board wherever requested, and shall prepare for submission to the Annual Meeting a statement duly audited of the financial position of the Club.

9.5 The books, accounts and financial records of the Club shall be audited at least once each year by a duly qualified accountant or by two (2) members of the Board elected for that purpose at the Annual Meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the Annual Meeting of the Club.

9.6 Officers having charge or control of Club funds shall give a bond as required by the Board for the safe custody of the funds to the Club, cost of bond to be borne by the Club.

9.7 The fiscal year of the Club shall extend from 1 July to 30 June. RI dues and subscription costs shall be remitted in accordance with RI requirements.

9.8 The signing authorities of the Club shall be any two of the following: the President, Vice President, Secretary, Treasurer, and any Director as appointed by the Board.

9.9 No bank accounts shall be established or maintained by a committee other than as set forth above, without the written consent of the Board.

9.10 The Board shall not have any right to borrow in the name of the Club unless they have received such authorization by a resolution of the Members.

9.11 The books and records of the Club may be inspected by a Member by providing to the Board not less than 90 days' notice. Such inspection shall take place at such time (within regular business hours) and at such place in the City of Lethbridge as the Board may direct.

## Article 10 Membership

10.1 An active member of the Club may propose a prospective member to the Board in writing. A transferring or former member of another RI club may be proposed to active membership by the former RI club. The proposal shall be kept confidential except as otherwise provided in this procedure.

10.2 The Board shall ensure that the proposal meets the minimum classification and membership requirements of RI and the membership qualification requirements established from time to time by the Board.

10.3 The application for membership shall be handled in accordance with the Club's new member application policy established from time to time by the Board. Thereafter, the Board shall approve or disapprove the proposal for membership.

10.4 Following approval, the membership chairperson or the President shall arrange for the new member's induction, membership card, and new member Rotary literature. In addition, the membership chairperson or Secretary will report the new member information to RI.

10.5 The Club may appoint, in accordance with the standard Rotary club constitution, honorary members proposed by the Board.

10.6 A member shall have the right to attend all meetings and functions of the Club and to vote at meetings of the membership.

10.7 A member shall be obligated to attend such meetings and participate in such service activities as the Board shall from time to time determine as a requirement of active membership.

10.8 Any member wishing to withdraw from membership may do so upon notice in writing to the Club through its Secretary.

10.9 Any member's rights of membership may be terminated by a resolution of the Board.

## Article 11 Resolutions

11.1 The Club shall not consider any resolution or motion to commit the Club on any matter until the Board has considered it. Such resolutions or motions, if offered at a Club meeting, shall be referred to the Board without discussion.

## Article 12 Seal

12.1 The Club shall operate without a seal.

## Article 13 Amendments

13.1 The bylaws may be amended at any regular meeting, a quorum being present, by 75% of all members present, provided that notice of such proposed amendment shall have been mailed or electronically mailed to each member at least twenty one (21) days before such meeting. No amendment or addition to the bylaws can be made which directly conflicts with the standard RI club constitution and with the constitution and bylaws of RI.

## Article 14 DISSOLUTION

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14.1 In the event that the Club shall be dissolved, then of all of the Club's assets, after payment of the Club's liabilities, shall be transferred to and shall become the property of RI unless the Club shall prior to dissolution provide that such assets shall be transferred to another Rotary Club.

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