### **Bylaws**

### **Membership**

* + 1. Membership shall be open to all interested persons upon payment of the membership fee.
    2. Fees for membership in the Society shall be determined from time to time by the Board of Directors.
    3. A member in good standing shall be current with their membership dues, and not subject to suspension.
    4. Members have the right to be on the Board, and attend all RDRN meetings.
    5. Members are responsible for behaving in accordance with the Bylaws and Objectives of RDRN.
    6. Any member wishing to withdraw from membership may do so by giving written notice to the Treasurer.
    7. If any member be in arrears for fees or assessments for any year, such member will be automatically suspended at the expiration of two months from the end of such year and shall thereafter be entitled to no membership privileges or powers in the Society until reinstated.
    8. Any member may be expelled from membership for any cause which the Society may deem reasonable by a Special Resolution.
    9. Any member who has not withdrawn from membership, nor been suspended, nor expelled shall have the right to vote at any meeting of the Society, excluding Board Meetings. Such votes shall be made in person and not by proxy or otherwise.
    10. Voting by the Board via email shall be allowed provided the vote is reviewed and ratified at the next Board Meeting.

### **Meetings**

* + 1. The Society shall hold an Annual General Meeting in the first quarter of each year.
    2. A General Meeting is a meeting of the members in good standing, for which notice has been given.
    3. A Special Meeting shall be called by the President or the Secretary upon receipt of a petition signed by one third of the members in good standing, setting forth the reasons for calling such a meeting.
    4. A quorum for the Annual General Meeting, a General Meeting, or a Special Meeting of the Society shall consist of twelve (12) members in good standing.
    5. Meetings of the Society may be called at any time by the Secretary upon the instructions of the President or the Board by notice via the contact information provided by the member, delivered not less than three days prior to the date of such meeting.
    6. Members will be notified of General Meetings through the monthly newsletter. The newsletter is either mailed or emailed to members fourteen (14) days in advance of the General Meeting.

### **Directors and officers**

* + 1. A Board, consisting of an Executive plus up to fourteen (14) Directors, shall be elected at the Annual General Meeting.
    2. The Executive positions on the Board shall be limited to the Past-President, President, Vice-President, Second Vice-President, Secretary, and Treasurer.
    3. The Board shall, subject to the Bylaws or directions given to it by majority vote at any meeting of the membership properly called and constituted, have full control and management of the affairs of the Society.
    4. Meetings of the Board shall be held as often as may be required, but at least once every four (4) months, and shall be called by the President. Meetings shall be called by giving not less than three (3) days’ notice (either electronically or verbally) to each member of the Board. The requirement for notice may be waived by individual Board Directors.
    5. Four (4) members of the Board shall constitute a quorum for a Board meeting.
    6. The Board may appoint committees as the need arises. The chairperson of a committee may be chosen from the Membership or appointed by the Board.
    7. If a member of the Board is unable to carry out their duties, then the remaining members may appoint a replacement from the membership of the Society. The replacement will serve until the next Annual General Meeting.
    8. Board members who do not conform to the objectives of the Society may be removed at a Board meeting at which no fewer than three-fourths of the Board members are present and when no fewer than three-fourths of those present vote in favour of the resolution.
    9. The Board shall form a recruitment committee to come up with a slate of the nominees for the Board at the Annual General Meeting. The nominating committee shall include the Past-President, and/or President and/or two persons from the membership of the Society.
    10. Any member in good standing shall be eligible for any office in the Society.
    11. The Board shall review the policies annually.
    12. Unless authorized at any meeting, and after notice of same shall have been given, no member of the Board shall receive any remuneration for services to the Society.
    13. President
        1. The President shall be the Chief Executive Officer of the Board.
        2. The President shall, when present, preside at any meetings of the Society and of the Board. In the absence of the President, the Vice-President shall chair the meeting and in the absence of both, a chair may be elected by the members to preside.
        3. The President shall be ex-officio member of all committees.
        4. The President shall present a year-end report to the Annual General Meeting.
    14. Secretary
        1. In the Secretary’s absence, the Board will appoint a Director to discharge the Secretary’s duties.
        2. The Secretary shall send notices of the various meetings as required.
    15. Treasurer
        1. The Treasurer shall receive all monies paid to the Society and shall be responsible for the prompt deposit of same in whatever bank the Board may order.
        2. The Treasurer shall present to the Board a full detailed account of receipts and disbursements when requested and shall present to the Annual General Meeting a statement duly audited of the financial position of the Society, with a copy presented to the Secretary for the records of the Society.
        3. The Treasurer, or designate, shall keep a record of all members of the Society and their contact information.
        4. The Treasurer shall be available to answer questions during the audit.
    16. Vice-President
        1. The Vice-President shall carry out the duties of the President in the event of the President's absence and any other duties as may be assigned from time to time by the Board.
    17. Second Vice-President
        1. The Second Vice-President shall carry out the duties of the President in the event of the absence of the President and the Vice-President, and any other duties as may be assigned from time to time by the Board.

### **Financial Affairs**

* + 1. The books, accounts, and records of the Treasurer and Secretary shall be audited at least once a year by a duly qualified accountant or by a committee of two or more members of the Society. Any member in good standing may serve as an auditor, with the exception of anyone with financial signing authority.
    2. The fiscal year of the Society shall be January 1 to December 31 of each year.
    3. Each member of the Board may inspect the books and records of the Society.
    4. For the purposes of carrying out its Objectives, the Society may borrow, raise, or otherwise secure the payment of money in such manner as it thinks fit, and in particular by the issue of debenture, but this power shall be exercised only under the authority of the Society, and in no case, shall debentures be issued without sanction of an extraordinary resolution of the Society.

### **Minutes, Books and Records**

* + 1. It shall be the duty of the Secretary to attend all meetings of the Society and of the Board, and to record and retain accurate minutes of the same.
    2. The Secretary shall maintain the policies in the *RDRN Manual*.
    3. The Treasurer shall properly account for the funds of the Society and keep such books as may be directed by the Board.
    4. The books and records of the Society may be inspected by any member of the Society at the Annual General Meeting, or upon giving reasonable notice and arranging a time satisfactory to the officer(s) having charge of them, at any other time.

### **Society’s Seal**

* + 1. The Secretary shall have charge of the Seal of the Society, which whenever used, shall be authenticated by the signatures of the Secretary and the President, or in the case of the inability to act of one those officers, the signature of the Secretary or the President and the Vice-President.

### **Amendment of the Bylaws**

* + 1. The Bylaws may be rescinded, altered, or added to by a special resolution.
    2. A special resolution to amend the Bylaws shall be passed by a majority of not fewer than three-fourths of members in good standing as are present in person at a General Meeting of which fourteen (14) days’ written notice specifying the intention to propose the special resolution has been duly given.

### **Dissolution Clause**

* + 1. Upon dissolution of the Society, all assets remaining after paying debts and liabilities will be disbursed to eligible registered charities or conservation societies, at the Board’s discretion.
    2. In case of Casino funds remaining, this money shall be transferred in trust to a municipality until such time as the assets can be transferred from the municipality to a charitable or religious group or purpose approved by the Board of the Alberta Gaming and Liquor Commission.

# **Bylaw Changes**

The constitution consists of two parts: the objectives and the bylaws.

1. All changes to either the objectives or the bylaws must be registered with Alberta Registries Corporate Registry in Edmonton.
2. Advertise the changes in the newsletter one month before the changes are to be made.
3. Only paid up members may vote.
   1. Persons attending the meeting at which the changes will be voted on must be checked against a list of paid up members.
   2. It is possible for a challenge to be mounted if a non-member votes on a bylaw change.
4. Unless the changes are minor, the easiest way to get the changes accepted is to pass a motion incorporating the changes into a set of new bylaws and then pass a motion, which rescinds the old bylaws.
   1. Send the only new bylaws to Edmonton.
   2. Do not enclose the objectives or they will charge $50 to make the change.
5. There is a special format in which the changes must be sent. Check with Municipal Affairs for the appropriate form.
6. There is a requirement in the policies that the Executive (Past-President, President, Vice-President, Second Vice-President, Secretary, and Treasurer) review the bylaws and policies in September of each year.