

# CALGARY PHILATELIC SOCIETY BYLAWS

## NAME

1. The Society will be known as the Calgary Philatelic Society (CPS).

## DEFINITIONS

2. When used herein, the following terms shall have these meanings:
  - a. "CPS" shall mean the Calgary Philatelic Society;
  - b. "Society" shall mean the Calgary Philatelic Society;
  - c. "Board" shall mean the Board of Directors of the Calgary Philatelic Society;
  - d. "Director" shall mean a director of the Calgary Philatelic Society;
  - e. "Member" shall mean a member in good standing of the Calgary Philatelic Society and;
  - f. Whenever the plural or masculine or neuter is used in this Bylaw, the same shall be construed as meaning singular or feminine and vice versa where the context so requires.

## MEMBERSHIP

3.
  - a. There shall be four classes of Membership in the Society: Regular, Life, Junior, and Honorary;
  - b. Regular Members, shall be persons of good character who are interested in and subscribe to the aims and objectives of the Society and are at least eighteen (18) years of age or older;
  - c. Life Members, shall consist of any person or persons who by reason of that person's contribution to the Society, the Board by majority resolution deems worthy of receiving such honour;
  - d. Junior Members shall be any person otherwise qualified for Membership but who is not yet 18 years of age. Junior Members shall have all the privileges of Membership save the right to vote or hold office in the Society, and shall have no right, title, or interest in the property of the Society. Junior Members shall provide a guarantee of financial liability to the Board, to be furnished by a parent, guardian, or another Member of the Society, if they wish to borrow library and/or circuit books. Upon

reaching the age of 18 years, a Junior Member of the Society may apply for regular Membership;

- e. Honorary Members of the Society shall consist of any person or persons who, by reason of such person's interest or contribution to philately or position, the Board by unanimous resolution deems should become a Member of the Society. Honorary Members shall not be required to pay any dues and may attend any General, Annual or Special General Meeting of the Society but shall not vote thereat. The status of Honorary Members is to be reviewed annually by the Board at the first meeting of the Board after its election;
- f. Each applicant will submit a Membership application together with the application fee and current annual dues payment to the Membership Committee Chairperson. The Committee will accept, or reject the application within ninety (90) days of receipt and any rejected applicant must be ratified by the Board. Dues and fees will be refunded on any rejected application;
- g. Each Member will be assigned a Membership number upon joining the Society. All Junior Members will have the prefix "J" attached to their Membership number. This number will be used for all Society transactions;
- h. Any Member wishing to withdraw from Membership may submit notice by email or in writing to the Membership Committee Chairperson. There will be no reimbursement of prepaid Membership dues and fees;
- i. The Board has the right to expel, or suspend, any Member for any reasonable cause. Expulsion will occur by a majority vote of the Board. No Member shall be expelled or suspended without first being notified of the charge or complaint against him and without first being given an opportunity to be heard by the Directors at a meeting called for that purpose;
- j. The Membership year is the same as the financial year. Annual dues are payable in September of each year.
- k. All members of the Society are responsible for behaving in accordance with the Bylaws and Objectives of the Society. All members of the Society in good standing have the right and responsibility to attend all Annual, General and Special meetings of the Society. All members of the Society in good standing may attend all functions of the Society.

#### **FEES AND DUES**

- 4. a. The annual dues and any fees to be paid to the Society by all Members shall be such as may be determined from time to time by the Board;
- b. Life and Honorary Members are deemed to be paid-up Members and shall not be required to pay annual dues;

- c. The Board of Directors may determine or delegate, the setting of all other charges in the Society. The non-payment of dues by December 31 within the current year will be considered a resignation. Anyone wishing to rejoin the Society must reapply for Membership and if accepted may be assigned a new Membership number;
- d. If any Member is in arrears for fees, assessments or any charges such Member shall be automatically suspended at the expiration of six months from the date when these fees, assessments or charges were first levied and shall thereafter be entitled to no Membership privileges or powers in the Society unless reinstated.

## **BOARD OF DIRECTORS**

- 5.
  - a. The Board of Directors, subject to the Bylaws, shall have the duty for managing the business and affairs of the Society, and shall establish policies, regulations, and procedures. This duty shall include the examination of operational and financial reports from time to time. The Board's general administrative procedures shall be detailed in a *Policy and Procedures Manual*;
  - b. The Board shall operate on the delegated authority of the General Membership and shall be accountable to the General Membership for its decisions. Any substantive financial or policy decisions should be brought before the General Membership for ratification at a General Meeting;
  - c. Meetings of the Board shall be held as often as may be required, but at least once every six months, and shall be called by the President. A special meeting may be called on the instructions of any three directors provided they request the President in writing to call such meeting, and state the business to be brought before the meeting. Meetings of the Board shall be called by no less than seven days notice in writing, email, fax or telephone to each Board Member;
  - d. Board business may be conducted secretarially via email, as necessary. Any such business shall be ratified at the next regularly called meeting of the Board.
- 6.
  - a. The affairs of the Society shall be managed by a Board of Directors comprised of no more than ten Directors as follows:
    - i. President, Vice-President, Treasurer, and Secretary who shall be elected for a two-year term from among the Members of the Society in good standing;
    - ii. Four Directors at large who shall be elected for a two-year term from among the Members of the Society in good standing;
    - iii. Immediate Past President of the Society;
    - iv. The Chairperson of the Life Members Committee;
  - b. Vacant Board positions shall be filled by election at each Annual General Meeting of

the Society and retiring Directors shall be eligible for re-election if otherwise qualified. The Immediate Past President of the Society will be responsible for preparing and presenting the full slate of nominees to the Annual General Meeting;

- c. The Board shall be elected by the Regular and Life Members of the Society;
- d. At the discretion of the Board, any member or individual may be invited to attend a Board meeting but shall not have a vote thereat;
- e. The President, Vice-President, Secretary, and Treasurer shall act as the Officers of the Society.

### **TERMS OF OFFICE**

- 7. The normal term for all Directors shall be two years.
  - a. Ideally, the Secretary and Treasurer two-year terms will be alternate to that of the President and Vice President's term, so that each of their terms will overlap;
  - b. Two (2) Directors at large will be elected each year at the Annual General Meeting;
  - c. Any Director who fails to attend two (2) consecutive Board meetings, without just cause, may be removed from office by a two-thirds majority vote of the Board. The Board may appoint a replacement to serve out the remaining term of the replaced individual;
  - d. Any Director who resigns during their term may be replaced at the discretion of the Board until a new Director can be elected at the next Annual General Meeting;
  - e. Any Director may be removed from office upon a majority vote of all Members in good standing at a duly convened General or Special Meeting with at least one month's prior notice.

### **VACANCIES IN THE BOARD**

- 8. Vacancies in the Board, however caused, may be filled for the remainder of the year by the remaining Directors, or by appointment from among members of the Society, if the Board sees fit to do so; such vacancies shall be filled at the next Annual General Meeting of the Society at which Directors for the ensuing year are elected.

### **MEETINGS OF THE DIRECTORS**

- 9. a. The Board may hold its meetings at such places and times as it may from time to time determine. Any five Directors, which shall include the President or the Vice President, shall constitute a quorum, for the transaction of business. Meetings may be held without notice if a quorum of the Board is present, provided however, that any business transactions at such meeting shall be ratified at the next regularly called meeting of the Board; otherwise such business transactions shall be null and void;

- b. The first meeting of the new Board shall be held as soon as is practical following the Annual General Meeting of the Society and in any event within one month of such Annual General Meeting for the purpose of appointing and confirming Committee Chairs and transacting such other business as may properly come before a meeting of Directors;
- c. Upon request, minutes in draft or final format from any Board meeting, shall be made available to any member of the Society.

## **LIABILITY**

- 10. a. No Director of the Society shall be liable for the acts, receipts, neglects or defaults of any other Director or employee of the Society or for any loss, damage or expense to the Society, including through insufficiency or deficiency of title to property acquired by the Society or for deficiency of any security in or upon which moneys of the Society shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the moneys, securities or effects of the Society shall be deposited, or for any loss occasioned by any error of judgment or oversight or for any loss or damage which shall happen in the execution of the duties of his or her office or in relation thereto, unless caused by his or her wilful neglect or dishonesty. Nothing herein shall relieve a Director or Officer from the duty to act in accordance with the *Societies Act* (Alberta);
- b. Any contract entered into in the name of, or on behalf of the Society, must be submitted to the Board for prior approval.

## **DUTIES OF DIRECTORS**

### 11. PRESIDENT

- a. The President shall, when present, preside at all meetings of the Society and Board. The President shall also be charged with the general management and supervision of the affairs and business of the Society and may call a meeting of the Board as necessary;
- b. The President, or designate, will be an ex-officio member of all committees of the Society.

### 12. VICE PRESIDENT

The Vice-President, in the absence of the President, will assume the duties and powers of the President. The Vice-President will also act as the Sergeant at Arms. If the President's position becomes vacant, the Vice-President will assume the duties and responsibilities of the President subject to ratification at the next meeting of the Board.

### 13. SECRETARY

The Secretary shall attend all meetings of the Society and the Board and record all facts and minutes of all proceedings in the books kept for that purpose; shall act as the administration manager and carry out the general business of the Society; shall give all notices required to be given to Directors and to Members as directed by the President or Board; shall be the custodian of all books, papers, records, member mailing lists, and information and have charge of all the correspondence belonging to the Society except the financial books and records held by the Treasurer; and shall perform such other duties as may from time to time be determined by the President and Board. In case of the absence of the Secretary, his duties shall be discharged by such person as may be appointed by the President or Board.

14. TREASURER

- a. The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the Society in proper books of account and shall be the custodian of such books; shall collect and receive the moneys from all committees of the Society; shall disburse the funds of the Society under the directions of the Board, taking proper vouchers therefore, and shall render to the Board at the meetings thereof or whenever it is required of him, an account of all his transactions as Treasurer and of the financial position of the Society; and shall prepare for submission to the Annual Meeting a statement duly audited of the financial position of the society and submit a copy of same to the Secretary for the records of the Society. The Treasurer or a Board appointed designate shall deposit all moneys or other available effects in the name and to the credit of the Society in such bank or banks as may from time to time be designated by the Board. He shall perform such other duties as may from time to time be determined by the Board;
- b. The Treasurer will procure financial reports and funds derived from any Society activities and from all Society Committee Chairpersons in a timely manner;
- c. The Treasurer will provide the financial statements of the Society and their source documents to the Auditor(s) as requested in a timely manner; and will submit, in a timely manner, all reports, or statements required by the Province under the Societies Act or any other Government requirements.

15. DIRECTORS AT LARGE

The duties of Directors at Large shall be such as the Board may from time to time assign.

16. PAST PRESIDENT

- a. The Past President will act as Chairperson of the Nominating Committee and will be responsible for presenting a slate of Officers and Directors for election at the Annual General Meeting and perform any other duties as the Board may from time to time assign;
- b. The Past President will also present to the Board for approval, a list of Committee Chairs.

17. LIFE MEMBER

The Life Member Director shall represent the interests of the Society's Life Members and perform any other duties as the Board may from time to time assign.

**FINANCIAL**

18. a. The Society's funds shall be kept in a Canadian Chartered Bank or Trust Company duly registered under the laws of Alberta;
- b. Cheques on the Society's bank account or accounts, bills or drafts drawn or accepted by the Society and promissory notes given by it may be signed, drawn or accepted, as the case may be, by such Officer or Officers, person or persons as the Board may by resolution from time to time designate or name for that purpose;
- c. The fiscal year will be from July 1 to June 30 of the following year;
- d. The Treasurer will prepare and submit to the Board audited financial statements for the Society within two months of the fiscal year end;
- e. A quorum of the Board is required to make any financial decisions. A quorum consists of fifty per cent (50%) plus one.

19. SIGNING AUTHORITY

Any two directors who have been given signing authority by the Board will jointly sign all cheques drawn on the Society's bank account of more than five hundred dollars (\$500.00). Any one Director with signing authority may sign cheques of five hundred dollars or less.

20. BORROWING POWERS

For the purpose of carrying out its objectives, the Society shall not borrow money unless approved at a Special General Meeting called for that purpose and approved by a 2/3 majority present.

21. AUDITING

- a. The books, accounts and records of the Treasurer shall be audited as necessary at least once each year but in any case, no longer than two months after the Society's year-end by a duly qualified accountant or by two members of the Society nominated for that purpose at the Annual General Meeting. A complete and properly audited financial statement of the standing of the books for the previous fiscal year shall be submitted by the Treasurer at the Annual General Meeting of the Society;
- b. The books and records of the Society may be inspected by any member in good standing of the Society at anytime upon giving reasonable notice of such intent, and by arranging a time and place through the Board satisfactory to the Officer or Officers

having charge of same. The Board shall have the books and records ready for inspection within thirty days of such notice.

## **MEETINGS OF THE SOCIETY**

22. The Board will set the time, frequency, location and the business to be conducted for all meetings of the Society.

### ANNUAL, GENERAL AND SPECIAL MEETINGS

23. The Annual Meeting of the Society shall be held in the City of Calgary, in the Province of Alberta, during the month of September, for the purposes of receiving Committee and Director reports and financial statements setting out the Society's income, disbursements, assets, and liabilities; for the purpose of electing Directors; and for the transaction of such other business as may properly be brought to the meeting.
24. The Board, or the President, or any two Directors shall have the power at any time and from time to time to call a Special General Meeting of the Society to be held at such time and place as may be stated in the notice setting forth such a call. Special General Meetings of the Society shall also be called by the Board on the requisition of not less than ten percent (10%) of the members of the Society. The Notice of any such Special General Meeting shall state the purpose or purposes of the proposed meeting.
25. Any General Meeting can be designated a Special Meeting as appropriate.
  - a. Any Regular or Life Member in good standing present at an Annual General Meeting may nominate another Member in good standing for any open Board position. Nominations from the floor must be seconded. The election shall be by show of hands unless a ballot is demanded by any Member. Where more than one candidate is nominated for a position, a secret ballot will be held under the supervision of the current President of the Society;
  - b. Any specific decision of the Board may be reviewed by the Membership at a General Meeting with at least one month's notice of such intent to review. Notice of the intent for such a review must be carried via a motion, made at a General Meeting.

### VOTING

26. At all meetings of the Society, each Regular and Life Member in good standing shall be entitled to one (1) vote. Only paid-up Members shall be entitled to vote at any meeting of the Society. Votes must be made in person by a show of hands. In a situation believed to be contentious or where the vote is too close to call, the President may call for a vote by secret ballot. Proxy votes shall not be permitted at any Society meetings.

### QUORUM



27. The Quorum for any Annual, General or Special Meetings shall be 10% of the paid up Membership.
28. No public notice or advertisement of Annual, General or Special Meetings of the Society shall be required, but notice of the time and place of every such meeting shall be delivered personally or mailed, emailed, faxed or phoned to each member at least seven (7) days before the time fixed for the holding of such meeting.

## **COMMITTEES**

29.
  - a. The Board shall establish various standing and ad hoc Committees from time to time and will appoint Chairpersons to head the various Committees of the Society, comprised of Directors and/or persons who are not Directors, however designated, and delegate to these Committees any of the powers of the Board except those powers which, by law, must be exercised by the Board. The Chairperson and Members of each such Committee shall hold their appointment as a Committee member at the discretion of the Board, and Committee membership shall be ratified annually at the first Board meeting after the Annual General Meeting. Save as otherwise prescribed by law, the provisions of the Bylaws that apply to the conduct of the proceedings of the Board shall also apply to the proceedings of Committees. The duties and responsibilities of each Chairperson and Committee will be developed in consultation with each Committee Chairperson in accordance with the Society's *Policy and Procedures Manual*;
  - b. The Chairperson of each Committee will be responsible for ensuring all budgets, income and expenses of their Committee are reported to the Treasurer. Annual reports including a financial statement for each Committee must be provided by the fiscal year-end of the Society;
  - c. The Board will appoint a Show/Bourse Committee Chairperson who will select members for this Committee as required. The Show/Bourse Committee will organize and conduct all business related to any and all of the Society's Shows and Bourses. Budgets for all Shows and Bourses shall be submitted to the Board for prior approval before a Show or Bourse is undertaken. This Committee Chairperson will forward income to the Treasurer on a regular basis and provide a summary of financial results as soon as practical after each Show and Bourse.

## **LIFE MEMBERSHIP**

30.
  - a. The Life Members Committee will consist of all life members. The life members shall elect the Life Member Committee Chairperson for a two-year term. The Chairperson will chair the Life Members Committee and represent the Life Members as a Director at meetings of the Board;
  - b. The Life Members Committee will meet at least once per year;
  - c. The Life Members Committee will identify and recommend candidates for Life Membership in the Society, for approval by the Board. The criteria for selecting a

Life Member will be long and continuous membership in the Society combined with an exemplary record of active and continuing service to the Society. The Board will accept or reject any recommendations for Life Membership within thirty (30) days of receipt.

### **REMUNERATION**

31. No Officer, Director, or Member of the Society shall receive any remuneration for his services unless authorized at a General or Special Meeting.

### **CONFLICT OF INTEREST**

32. A Director or Committee Member of the Society, if a party to or connected to a person who is a party to a material contract, proposed contract, or any other form of personal material gain from dealings with the Society, shall disclose the nature of his or her interest and the nature of the potential material gain. Such Director or Committee Member shall also refrain from voting on any issue whereby such material gain may be occasioned.

### **SOCIETY SEAL**

33. The Calgary Philatelic Society does not own a seal.

### **AMENDMENTS TO THE BY-LAWS**

34. The Bylaws may be rescinded, altered, or added to only by "Special Resolution."

Approved by the Society Members via Special Resolution on June 4, 2014  
Date

Larry Tweedale  
President

Donna Trathen  
Secretary