

BY-LAWS

I. NAME

The name of this society shall be MOUNTAIN SOCIETY FOR CREATIVE ANACHRONISM (1994) (hereinafter referred to as the "Society").

II. DEFINITIONS

In this by-law and all other by-laws of the Society unless the context otherwise specifies or requires:

- (a) "by-laws" means any by-law of the Society from time to time in force and effect;
- (b) all terms contained in the by-laws which are defined in the Act shall have the meanings given to such terms in the Societies Act (Alberta);
- (c) words importing the singular number only shall include the plural and vice-versa; and
- (d) the headings used in the by-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

III. DEDICATION OF ASSETS

In the event of the dissolution of the Society, any funds and assets of the Society remaining after the satisfaction of its debts and liabilities, shall be given or transferred to a Canadian organization or organizations promoting similar objects as this Society at the time of dissolution. If such effects cannot be given or transferred to some other Canadian organization, promoting the same objects, they shall be given to the Canadian Red Cross.

IV. MEMBERS

A. General Conditions of Membership:

1. **Access to Membership** Membership in the Society is open to any interested individual, without restriction of age or citizenship. Membership can be terminated only by: (1) lapse following nonpayment of dues, or (2) by special *resolution* (as defined in the Act). Memberships are not transferable or assignable. Membership fee, if any, shall be determined from time to time by the Secretary of the Society.
2. **Privileges of Members and Nonmembers.** Every member of the Society is eligible for office within the Society, subject to the requirements for such office, and to the provisions established above. While all participants in the Society's activities are encouraged to become members, membership is a requirement only for persons holding office. Participation in tournaments, revels, re-creations, or other Society events does not require membership. Any person of 13 years of age or older who is a General or Associate Member is entitled to vote at any Annual General, General or Special Meeting.

3. **Revocation/Denial of Membership/Expulsion of Members.** Shall be by passage of a Special Resolution (as defined in the Societies Act) for stated cause.

4. **Resignation of Members.** Shall be in writing delivered to any officer or director of the Society.

B. Categories of Membership:

1. **General Membership:** conveys the ability to hold office in the Society, as well as a subscription to the newsletter.

2. **Associate Membership:** extends the privileges of membership to any person 13 years of age or older who normally resides at the same address as a General Member.

V. MEETINGS

A. Types of Meetings

1. **Annual General Meeting.** The annual general meeting shall be held within Calgary on such reasonable date and time in each year as the directors may by resolution determine, provided that the Annual General Meeting is held within three months of the fiscal year end of the Society. Such Annual General Meeting shall be primarily for the purpose of appointing Directors and Officers and the presentation of Financial Statements.

2. **General Meetings.** Meetings of the general membership may be convened by order of the President, the Vice-President, or any 5 members at any reasonable date and time and at any place within Calgary.

3. **Special Meetings.** Special Meetings for the purpose of considering Special Resolutions may be convened by order of the President, Vice-President or any 5 members at any reasonable date and time and at any place within Calgary.

B. Notice of Meetings. For all meetings notice of date, time and place of meeting must be published in the newsletter at least 21 days but not more than 60 days prior to the meeting. Alternatively, written notice may be distributed to the membership.

C. Chairing of Meetings. All Meetings will be chaired by the President or Vice-President. In the absence of the President and Vice-President, the members present entitled to vote shall choose another director as chairman of the meeting and if no director is present or if all the directors present decline to take the chair then the members present shall choose one of their number to be chairman.

D. Quorum. A quorum for the Annual General or any other General Meeting is 25% of the total membership present in person or by proxy. A quorum for a Special Meeting is 75% of those entitled to vote present in person or by proxy.

VI. DIRECTORS

- A. Number and Powers.** There shall be a board of directors consisting of not fewer than three (3) directors and not more than seven (7) directors. A majority of the directors shall be resident Canadians. Subject to any 2/3 majority membership agreement, the directors shall manage the business and affairs of the Society and may exercise all such powers and do all such acts and things as may be exercised or done by the Society and are not by the Act, the articles the by-laws, or a 2/3 majority member agreement expressly directed or required to be done in some other manner. Notwithstanding any vacancy among the directors, a quorum of directors may exercise all the power of the directors. The Board may delegate management of the day-to-day operation of the business of the Society.
- B. Quorum.** A quorum for any meeting of the Board of Directors is three members of the Board.
- C. Notice of Meetings.** For all meetings notice of date, time and place of meeting must be given at least 7 days and not more than 30 days prior to the meeting.
- D. Qualifications.** Each Director shall be a natural person of at least 18 years of age. Each Director must be a member of the Society.
- E. Election of Directors.** Directors shall be elected at the Annual General Meeting by a simple majority vote of the membership present.
- F. Vacancy.** All vacancies may be filled for the remainder of the term by unanimous vote of the Directors then in office, whether or not their number constitute a quorum.
- G. Removal.** Directors remain on the Board until the expiration of their term of service, resignation or removal. By a majority vote the Board may remove any Director for stated cause at any regular or special meeting, provided the Director has been notified in writing that such action would be considered at that meeting.
- H. Term of Office.** A director's term of office shall be from the date of the meeting at which he is elected until the close of the annual general meeting next following.
- I. Reimbursement of Expenses.** The directors of the Society are entitled to be paid reasonable expenses, properly incurred by them and in connection with the affairs of the Society. No other remuneration will be paid to any director of the Society.

VII. OFFICERS

- A. Qualification.** Each Officer shall be a natural person of at least 18 years of age. Each Officer must be a member of the Society.
- B. Duties of Officers.** All officers shall sign such contracts, documents or instruments in writing as require his/her signature and shall have such other powers and duties as may from time to time be assigned to him/her by resolution of the directors or as are incident to their office. All officers must maintain files for their office which are to be passed on to their successor.

1. President

The President shall organize and chair all meetings of the Society. The President shall also fulfill the duties of any vacant office.

2. Vice-President

The Vice-President shall, in the absence of the President or in the event of the President's inability to act, perform the duties of the President, and, when so performing, shall have all the duties, powers and restrictions of the President.

3. Treasurer

Subject to the provisions of any resolution of the directors, the Treasurer shall have the care and custody of all the funds of the Society and shall deposit the same in the name of the Society in such banks or with such other depositories as the directors may by resolution direct. He/she shall present a full detailed account of receipts and disbursements to the Board and/or officers whenever requested and shall prepare for submission to the Annual Meeting a statement duly audited by the President and Vice-President of the financial position of the Society. The Treasurer shall be responsible for preparing and keeping all financial records.

4. Secretary

The Secretary shall give or cause to be given notices for all meetings of the directors or members when directed to do so and shall have charge of the minute books of the Society. The Secretary will publish or have published a newsletter on a timely monthly basis and distribute same to the membership of the Society. The Secretary shall be responsible for taking minutes at society and directors' meetings.

5. Member at Large

Shall have such duties as are assigned by the President or Vice-President from time to time.

- C. Reimbursement of Expenses.** The officers of the Society are entitled to be paid reasonable expenses, properly incurred by them and in connection with the affairs of the Society. No other remuneration will be paid to any officer of the Society.

VIII. BRANCHES

The Board of Directors may, from time to time, establish and maintain one or more branch societies.

IX. BORROWING POWERS

A Special Resolution (as defined in the Societies Act) is required to borrow any amount of money.

X. AUDIT OF ACCOUNTS

The annual audit of accounts will be performed by the President and Vice-President. Any member has the right to demand an outside audit providing that such member pays for all costs of such audit.

XI. SEAL OF THE SOCIETY

The President shall have custody of the seal of the Society. This seal may only be used by resolution of the directors.

XII. BY-LAWS

By-Laws may be made, altered or rescinded only by Special Resolution of the Society.