

NEW

BY-LAWS FOR COUNTRY PRIDE DANCE CLUB

ARTICLE A – NAME & DEFINITIONS

1. The name of the society, incorporated under the laws of the Societies Act of Alberta (hereby referred to as The Act) under Incorporation Number 505084285, shall be Country Pride Dance Club and may be hereafter referred to as the CPDC.
2. The Membership of the CPDC shall elect a Board of Directors, hereby known as the Executive Committee, which shall be comprised of a President, Vice-President, Secretary, Treasurer, Promotions Director, Fund-Raising Director, Membership Director, and Social Director as well as a number of Members-at-Large as determined by the membership size.
3. The positions of Secretary and Treasurer may be combined, as may be the positions of Promotions, Fund-Raising, Membership and Social Directors.
4. A Voting Member is a member in good standing.

ARTICLE B – SOCIETY OFFICE

1. The Executive Committee may, upon duly authorized vote, determine an official office and/or appoint a mailing address for the CPDC.

ARTICLE C – FISCAL YEAR

1. The fiscal year of CPDC shall be February 1 to January 31 of the following year.

ARTICLE D – MEMBERSHIP

1. Any person interested in Country - Western Dancing may become a member of the CPDC upon payment of membership fees.
2. All members have the rights and privileges of the CPDC and are subject to all rules and regulations.
3. Any person under the age of 18 who is admitted as a member shall be treated as an adult member of the CPDC.
4. Any member wishing to withdraw from membership may do so upon written notice to the Executive Committee and understands that they will also be forfeiting the current years membership dues.
5. Annual Membership fees are due and payable in full at the beginning of each fiscal year; Semi-Annual Membership fees are due at the beginning of September.
6. Any member of the public may attend any General Meeting, as an observer however, shall not be entitled to vote.
7. Any member upon two-thirds vote of the Executive Committee may be expelled from membership for any cause deemed reasonable, for the good of the CPDC.
8. CPDC shall maintain a Register of Members, which contains the name, address and phone numbers of all members in good standing as determined by the Executive Committee.

ARTICLE E – MEETINGS

1. Annual Meetings
 - a. The CPDC shall hold an Annual General Meeting of its' members within a two (2) month time period following the fiscal year end.
 - b. The Annual General Meeting shall be at such place as the Executive Committee determines and shall be for the purpose of considering the financial statements and reports required by The Act, electing

Directors, appointing an Auditor if required by The Act, or for the transaction of such other business as may properly be brought before the meeting.

- c. Due Notice shall be given to all members of the current and previous year.

2. Special Meetings

- a. The Executive Committee may convene a Special General Meeting for the membership at any time providing proper notice is given to every member.
- b. A Special General Meeting shall be called by the President or Secretary upon receipt by either one of them having a petition signed by one third (1/3) of the members in good standing, setting forth the reasons for calling such meeting. The Secretary upon the instructions of the President or the Executive Committee may call Special General Meetings of the CPDC at any time. Special General Meetings shall be called giving eight (8) days notice in writing mailed to the last known address of each member, or by three days notice by telephone.

3. Executive Committee Meetings

- a. The Executive Committee shall meet at appointed times throughout the year at locations determined by the Executive Committee, to discuss the operational needs of the CPDC and facilitate it running.

4. Place of Meetings

- a. General Meetings shall be held at a place within Alberta as determined by the Executive Committee, or if all the members entitled to vote at the meeting so agree, outside Alberta.

5. Notice

- a. A printed, written or typewritten notice stating the date, hour and place of each General Meeting shall be issued by the Secretary, in the manner provided in Article E #6, not less than 21 nor more than 50 days before the date of the meeting to each member who at the close of business on the record date for the notice is entered in the Register of Members and to the Auditor if one has been appointed.
- b. Notice of any General Meeting or Special General Meeting called shall state the nature of such business in sufficient detail to permit the members to form a reasoned judgment thereon and shall state the text of any special resolution to be submitted to the meeting.

6. Method of Giving Notices

- a. The Secretary shall ensure that any notice or other document required to be sent to any member or to the Auditor shall be delivered personally, sent by prepaid mail, or electronically delivered to said member (or Auditor) at their last known address as indicated in the Register of Members.
- b. Notice shall be deemed given when it is delivered personally, when deposited in a post office or public letterbox, or sent by any means of traceable transmitted or recorded communication.
- c. In the event that the Annual General Meeting is called within the first month of the new fiscal year, new members shall be notified of the date, time, and location of the meeting at the time they apply for membership and pay their annual dues.

7. Right to Vote

- a. At any General Meeting, every member, as entered in the Registry of Members at the close of business on the date preceding the date notice is sent, is entitled to one vote.
- b. A member may only vote in person.

8. Chairperson, Secretary and Scrutineers

- a. The President or, in their absence the Vice-President, shall be Chairperson of any General Meeting.
- b. If the Secretary is absent, the Chairperson shall appoint some person, who need not be a member to act as Secretary of the meeting.
- c. If desired, the Chairperson with the consent of the meeting may appoint by resolution or one or more Scrutineers, who need not be members.

9. Persons Entitled to be Present

- a. Any person who is a member of the CPDC or who is interested in becoming a member of the CPDC may attend the Annual General Meeting. Any person who is required to be present under any provision of The Act may also be present.

10. Quorum

- a. Subject to The Act, a quorum at any General Meeting shall be 10% of the members in good standing.
- b. A quorum at an Executive Committee Meeting shall be 50% of the directors elected to that Committee.
- c. No business shall be transacted at any meeting unless the requisite quorum is present at the time of the transaction of such business.

11. Voting

- a. Every question shall, unless otherwise required by The Act, be determined by a majority of the votes either upon a show of hands or upon a ballot if required.
- b. The Chairperson shall declare the outcome of each vote for the record.
- c. The Chairperson shall only vote in the event of a tie.

ARTICLE F – OFFICERS

1. Election and Term

- a. The election of Directors should take place at the Annual General Meeting.
- b. Each Officer on the Executive Committee shall be elected for a term of 2 years and shall be elected each year to avoid potential conflicts by being without an Executive Committee at the start of the new fiscal year.
- c. Upon the expiration of a Director's term, that Director, if qualified, shall be eligible for re-election.
- d. Where CPDC accepts an amendment to the articles to increase or decrease the number or maximum number of Directors, the CPDC may, at the meeting at which it adopts the amendment, elect the changed number of Directors authorized by the amendment.
- e. In the event that any Director's position becomes available during the year, the Executive Committee may appoint a replacement Director until such time as a Special General Meeting can be called for the purpose of electing a replacement.

2. Removal of Directors

- a. Subject to the Act, the membership may by special resolution passed at a meeting specially called for such a purpose remove any Director from office, and the vacancy created by such removal may be filled at the same meeting, failing which it may be filled by the remaining Executive Committee.

3. No person shall be qualified for election as a Director; if they are of unsound mind as found by a court in Canada or elsewhere, or if they are not a member in good standing or if they are not a resident of Alberta.

4. Consent

- a. No election or appointment of a person as Director shall be effective unless:
 - i. They were present at the meeting when they were elected or appointed and did not refuse to act as a Director, or
 - ii. They consent in writing to act as a Director pursuant to the election or appointment,
 - iii. They act as a Director pursuant to the election or appointment.

5. Vacation of Offices

- a. A Director ceases to hold office when: they are removed from office by the membership, written resignation is sent or delivered to the CPDC, or, if a time is specified within the letter of resignation, at the time so specified, whichever is later, or upon the expiration of their term.

6. Committee of Directors

- a. The Executive Committee may appoint from among their number one or more committees however designated, and subject to The Act may delegate to any such committee any of the powers of the Executive Committee.

7. Remuneration and Expenses

- a. Unless authorized by ordinary resolution at a General Meeting, no Director of the CPDC shall receive any remuneration for their services as Director, but may be reimbursed for all reasonable expenses approved by the Executive Committee and incurred in the general conduct of the business of the CPDC. Upon approval of the Executive Committee, instructors will be paid for their services.

ARTICLE G – MEETING OF DIRECTORS

1. Place of Meeting

- a. Meetings or conference calls of or between the Executive Committee and of Directors (if any) may be held within or outside Alberta.

2. Notice of Meetings

- a. Notice of the time and place of each Executive Committee meeting shall be given in the manner provided in Section 6 Article E to each Director not less than 2 weeks before the time when the meeting is to be held.
- b. A notice of an Executive Committee meeting need not specify the purpose of or the business to be transacted at the meeting except where The Act requires such purpose or business to be specified.
- c. A Special Executive Committee meeting be called on the instructions of any two Directors provided they request the Chairperson in writing to call such meeting and state the business to be brought before the meeting.
- d. For the first Executive Committee meeting to be held immediately following the Annual General Meeting or for a Executive Committee meeting at which a Director is to be appointed to fill a vacancy in the Executive Committee, no notice of such meeting shall be necessary in order to legally constitute the meeting, provided that a quorum of the Directors is present.

3. Regular Meetings

- a. The Executive Committee may appoint a day or days in any month for regular meetings of the Executive Committee at a place and hour to be named.
- b. Minutes of each Executive Committee meeting shall be distributed to each member of the Executive Committee as soon as possible after the end of said meeting.

ARTICLE H – OFFICERS

1. Election or Appointment of Officers

- a. The membership shall elect the Officers of: a President, Vice-President, Secretary, Treasurer, Promotions Director, Fund Raising Director, Membership Director, Social Director, and any other positions deemed necessary by the membership.

2. President

- a. The President shall be the Chief Executive Officer and, subject to the authority of the Executive Committee shall have full power to manage and direct the business and affairs of CPDC (except such matters and duties as by law must be transacted or performed by the Executive Committee and/or membership) and to employ and discharge agents and employees of the CPDC and may delegate to them authority to act.
- b. The President shall at all reasonable times give to the Directors or any of them all information they require regarding the affairs of CPDC.
- c. The President shall have such other powers and duties as the Executive Committee may specify.
- d. The President shall be ex-officio a member of all committees.

- e. The President shall be familiar with the duties required of each of the Directors and shall, in the event of a Director's resignation, assume the responsibilities of that Director until a replacement can be appointed and subsequently elected.
- f. The Executive Committee may appoint a Management Committee with such powers as required assisting the President in the conduct of the business of the CPDC.

3. Vice President

- a. During the absence or disability of the President, the Vice President shall perform the duties of the President.
- b. A Vice President shall have such powers and duties as the Executive Committee or the President may prescribe.

4. Secretary

- a. The Secretary shall attend and be the Secretary for all General, Executive Committee and Committee meetings and shall enter, or cause to be entered in record kept for that purpose, minutes of all proceeding thereat.
- b. The Secretary shall keep a Register of Members of the CPDC and their addresses.
- c. The Secretary shall give or cause to be given, when and as instructed, all notices to Members, Directors, Officers, Auditors and members of committees of the boards.
- d. The Secretary shall be the custodian of the stamp or mechanical device generally used for affixing the seal (if any) of the CPDC and of all books, paper, records, documents and instruments belonging to the CPDC, except when some other officer or agent has been appointed for that purpose.
- e. The Secretary shall also have any such other powers and duties as the Executive Committee may specify.

5. Treasurer

- a. The Treasurer shall collect and receive the Annual/Semi-annual dues and assessments levied by the CPDC and ensure that such monies are promptly deposited into accounts at whichever banking institution the Executive Committee may order.
- b. The Treasurer shall render to the Executive Committee, whenever required, an account of all financial transactions for whatever time period is requested.
- c. The Treasurer shall keep proper accounting records in compliance with The Act and shall be responsible for the deposit of money, the safekeeping of securities and disbursements of the funds of the CPDC.
- d. The Treasurer shall prepare a set of Financials for each account held by the CPDC and present them at the Annual General Meeting.
- e. The Treasurer shall provide the Auditor or Audit Committee all documentation required to complete the required audit including a complete and proper statement of the standing of the books for the previous year.
- f. The Treasurer shall complete all records as required by The Act and submit them according to the time frame required by The Act.
- g. The Treasurer shall have such other powers and duties as the Executive Committee may specify.

6. Promotions Director

- a. The Promotions Director will be responsible for all aspects of promotion of the CPDC including advertising and preparation of all promotional materials.
- b. The Promotions Director will be responsible for coordinating performance bookings and group availability.
- c. The Promotions Director will be responsible for the funds provided for promotional activities within any budgetary restrictions set by the general membership. He/she shall present detailed summaries of promotion expenditures to the Executive Committee.
- d. The duties of the Promotions Director shall include:
 - i. Handle all promotional requests with follow-up.
 - ii. Set up an active program of advertising of services to service clubs, tourist and convention channels, city and provincial cultural channels and western oriented entertainment outlets.
 - iii. Obtain skeleton set of pre-approved performance times from the members.
 - iv. Obtain approval from group for proposed performance times; dates greater than 2 weeks away give tentative bookings; dates less than 2 weeks away they will check with the club.
 - v. Obtain letters of recommendation.
 - vi. Organize promotional kits.

7. Fund Raising Director

- a. The Fund Raising Director will be responsible for coordinating fund raising events and group availability for those events.
- b. The Fund Raising Director will be responsible for the funds provided for fund raising activities within any budgetary restrictions set by the general members. He/she shall present detailed summaries of fund raising activities to the Executive Committee.
- c. The duties of the Fund Raising Director shall include:
 - i. Collect fund raising ideas from group members.
 - ii. Outline fund raising proposals to members and executive for selection and approval.
 - iii. Manage fund raising events and request services of group members as required.
 - iv. Organize advertising as required for fund raising events.
 - v. Collect funds from such events, and turn over to the Treasurer.
 - vi. Supply club with a summary for each fund raising event.

8. Membership Director

- a. The Membership Director will be held responsible for the recruitment of new members as per guidelines set down by the general membership.
- b. The Membership Director shall also keep a record of all the members of the CPDC and their addresses, and make such records available to the Executive Committee.
- c. The duties of the Membership Director shall include:
 - i. Maintain membership records, and supply records to the main board.
 - ii. Collect names of potential new members from fellow group members.
 - iii. Obtain group approval to approach potential new members.
 - iv. Approach potential new members and invite them to join.
 - v. Provide new members with a printed orientation package (including club bylaws; practice schedules and other guidelines).
 - vi. Maintain regular communications with all the members to help identify problem areas.

- vii. Provide information to the Secretary accurately and in a timely manner to ensure that the Register of Members is properly maintained.

9. Social Director

- a. The Social Director will be responsible for all social aspects of the society.
- b. The Social Director will help make all social members feel involved with the CPDC and promote their involvement with the rest of the club.
- c. The Social Director will work in co-operation with the other board members to ensure harmony and productive activities that ensure the involvement of all members of the CPDC.
- d. The duties of the Social Directors shall include:
 - i. Plan social events such as dances, gatherings, or other activities that build relationships with the rest of the club.
 - ii. Communicate with other Directors in planning functions so as they do not conflict with other activities planned on the same dates.
 - iii. Help foster team building and involvement with the rest of the club.
 - iv. Help the Membership Director to recruit more members to the club by planning activities that are attractive to the organization as a whole.
 - v. Work with the Promotion Director in planning activities that focus on the social activities of the club.
 - vi. Help identify potential discontentment with the social members to the Membership Director.

ARTICLE I - EXERCISE OF BORROWING POWER

1. General Power

- a. The CPDC may acquire and take by purchase, donation, devise or otherwise all kinds of real estate and personal property, and may sell, exchange, mortgage, lease let, improve and develop it and erect and maintain any necessary buildings.

2. For the purpose of carrying out its objectives the CPDC may borrow, raise or secure the payment of money in such manner as it thinks fit. This power shall be exercised only under the authority of the by-laws of the CPDC, and in no case shall debentures be issued without the sanction of a special resolution of the CPDC.

3. Negotiable Instruments

- a. For the purpose of carrying out its objects the CPDC may, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments.

4. Delegation

- a. The Executive Committee may delegate to a committee or any other persons any or all of the powers conferred on the Executive Committee by the preceding section of the by-laws or by The Act to such extent and in such manner as the Executive Committee may determine at the time of delegation.

5. Banking Arrangements

- a. The Executive Committee shall determine where the banking business of the CPDC is conducted.
- b. Such banking business or any part thereof shall be transacted under such agreements, instructions, and delegations of powers as the Executive Committee may from time to time prescribe.

ARTICLE J – AUDIT OF ACCOUNTS

1. Auditing

- a. The books, accounts and records of the Treasurer shall be audited at least once each year by a duly qualified accountant or by two members of the CPDC appointed for that purpose at the Annual General Meeting.

- b. The Treasurer shall present a set of Financials at the Annual General Meeting, which shall be audited within 60 days of said meeting.
2. Books and Records
- a. The books and records of the CPDC may be inspected by any member of the CPDC at the Annual General Meeting provided for herein or at anytime upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same.
 - b. Each member of the Executive Committee shall at all times have access to such books and records.

ARTICLE K – EXECUTION OF INSTRUMENTS

- 1. Two (2) Directors in a manner shall sign all financial instruments of the CPDC as the Executive Committee may, from time to time, designate by resolution.
- 2. No two Directors within the same household, or with similar potential conflicts of interest, shall have signing authority.
- 3. Corporate Seal
 - a. Any signing officer may affix the CPDC corporate seal to any instrument requiring the same, but no instrument is invalid merely because the CPDC corporate seal is not affixed thereto.

ARTICLE L – AMENDMENTS

- 1. These By-Laws may be altered, amended or repealed by a majority vote of the members present, in person or by proxy and entitled to vote thereon at any regular or special meeting duly convened after notice to the members of the purpose and after the proposed amendments shall have been twice presented to the Executive Committee, one presentation may be mailed notice of the proposed amendments by a majority vote of the Directors on the Executive Committee present at any regular or special meeting duly convened after notice to the Directors of that purpose subject always to the power of the Members to change such action of the Directors.

The By-Laws may be rescinded, altered or added to by a "Special Resolution"

These By-Laws have been accepted and ratified by a vote of the General Membership of the Country Pride Dance Club at the Annual General Meeting held on: February 8, 2009.

, President

, Secretary