

# BYLAWS OF THE CAPITAL REGION ARCHERY CLUB

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## ARTICLE 1 – PREAMBLE

### 1.1 The Association

The name of the Association is the Capital Region Archery Club, which may also be known or referred to as CRAC or the Association.

### 1.2 The Bylaws

The following articles set forth the Bylaws of the Capital Region Archery Club.

## ARTICLE 2 – DEFINING AND INTERPRETING THE BYLAWS

### 2.1 Definitions

- **Annual General Meeting** - means the annual general meeting as defined in Section 4.1
- **CRAC or Association** - means the Capital Region Archery Club as incorporated under the Societies Act of Alberta
- **By-Laws** - means the Bylaws on this Association as amended
- **Executive** - means the members of the Executive as defined in Section 5.1.3
- **Ex officio** - means someone holds a position because of some other position they have e.g. the President of the Executive is automatically the chairperson of the Executive meetings because they are the President; the President is ex officio Chairperson of Executive Meetings.
- **General Meeting** - means the Annual General Meeting or a Special General Meeting of members as defined in Section 4.1
- **Member** - means a member of CRAC
- **Signing Officer** - means a person who is authorized to sign documents or cheques on behalf of CRAC
- **Societies Act** - means Act R.S.A. 2000, Chapter S-14 as amended or any statute substituted for it
- **Voting Member** - means a Member entitled to vote at meetings of CRAC as defined in section 3.3.2
- **Member in Good Standing** - means any member as defined in Section 4.1 who has paid all membership fees and whose membership has not been suspended in accordance with Section 3.4

# BYLAWS OF THE CAPITAL REGION ARCHERY CLUB

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## **2.2 Interpretation**

- Words using the singular include the plural and vice versa
- Words using the masculine gender include the feminine gender
- These Bylaws must be interpreted broadly and generously

## **ARTICLE 3 – MEMBERSHIP**

### **3.1 Classification of Membership**

#### **3.1.1 Adult Membership**

- Any person being of the age of 18 years may become a member upon paying the membership fee to CRAC. To cover liability insurance, each active archer is also required to pay the fee for either ATAA/FCA (Alberta Target Archers Association / Federation of Canadian Archers) or the ABA (Alberta Bow Hunters Association).

#### **3.1.2 Junior Membership**

- Any person under the age of 18 years may become a junior member upon paying the membership fee to CRAC. For junior members involved in the CRAC Junior Program it is mandatory to pay the ATAA/FCA fee.

#### **3.1.3 Family Membership**

- A family membership will be granted to a family unit of 1 or 2 adults and their children under the age of 18 years upon payment of the membership fee to CRAC. There is a limit of five (5) total members on a Family Membership. Active adult archers must pay either ATAA/FCA or ABA insurance fees to cover liability insurance. Children are required to pay the ATAA/FCA insurance fees if they participate in the CRAC Junior Program.

#### **3.1.4 Honorary Membership**

- An honorary member shall have all the privileges of a member of CRAC, but is not required to pay any fees to CRAC. For insurance purposes, the honorary member is required to pay insurance fees as necessary. Honorary Memberships must be voted on at a General Meeting with at least a two thirds majority of attending members.

# BYLAWS OF THE CAPITAL REGION ARCHERY CLUB

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## 3.2 Membership Fees

- 3.2.1 Membership fees for each classification of membership shall be determined annually by the Executive
- 3.2.2 The Membership Year shall be January 1<sup>st</sup> to December 31<sup>st</sup>. Persons purchasing a new membership after September 1<sup>st</sup> shall be given the membership for the remainder of that calendar year and for the following year, and are eligible to participate as full members upon receipt of payment.

## 3.3 Rights and Privileges of Members

- 3.3.1 Any individual or family member in good standing is entitled to:
- Membership into the FCA (Federation of Canadian Archers)
  - To receive notice of any General Meeting of the Association
  - To Speak at any meeting of the Association
  - Exercise other rights and privileges given to Members in these Bylaws.
- 3.2.3 Voting Members
- Any member in good standing, 16 years or older, is entitled to vote
  - Honorary Members in good standing
  - One adult family representative for a member under 16 years of age (in good standing)

## 3.4 Suspension of Membership

- 3.4.1 The membership or an individual or group may be suspended by the Executive, at a special meeting called for the purpose, for a period of up to three (3) months for any of the following reasons:
- The member has failed to abide by the Bylaws
  - The member has engaged in a flagrant safety violation
  - The member has disrupted meetings or functions of the Association
  - The member has through action, or inaction, caused harm to the Association

## BYLAWS OF THE CAPITAL REGION ARCHERY CLUB

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- All Member Privileges are revoked for Suspended Member(s) for the duration of the suspension.

### 3.4.2 Notice to the Member

- The affected Member will receive written notice of the Board's intention to deal with whether that Member should be suspended or not. The Member will receive at least two (2) weeks notice before the Special Meeting.
- The notice will be sent by single registered mail to the last known address of the Member shown in the records of the Association. The notice may also be delivered by an Officer of the Executive.
- The notice will state the reasons why suspension is being considered.

### 3.4.2 Decision of the Executive

- The Member will have an opportunity to appear before the Executive to address the matter. The Executive may allow another person to accompany the Member.
- The Executive will determine how the matter will be dealt with, and may limit the time given the Member to address the Executive.
- The Executive may exclude the Member from its discussion of the matter, including the deciding vote.
- The decision of the Executive is final.

## 3.5 Termination of Membership

### 3.5.1 Resignation

- Any member may resign from CRAC by sending or delivering a written notice to the Secretary or President of the Association
- Once the notice is received, the member's name is removed from the Register of Members. The member is considered to have ceased being a Member on the date his name is removed from the Register of Members.

### 3.5.2 Death

- The membership of a Member is ended on his death.

## BYLAWS OF THE CAPITAL REGION ARCHERY CLUB

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### 3.5.3 Deemed Withdrawal

- If a Member has not paid the annual membership fees within three (3) months following the date the fees are due, or January 15th (whichever is earlier), the Member is considered to have submitted his resignation.
- In this case, the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members

### 3.5.4 Expulsion

- The Association may, by Special Resolution at a Special General Meeting called for such a purpose, expel any Member for any cause which is deemed sufficient in the interests of the Association
- This decision is final
- On passage of the Special Resolution, the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members. Any Club Equipment being used by the member (including the facility access key) must be returned by the expelled Member.

### 3.5.5 Transmission of Membership

- No right or privilege of any Member is transferable to another person. All rights and privileges cease when the Member resigns, dies, or is expelled from the Association

### 3.5.6 Continued Liability for Debts Due

- Although a Member ceases to be a Member, by death, resignation or otherwise, he is liable for any debts owing to the Association at the date of ceasing to be a Member

### 3.5.7 Limitation on the Liability of Members

- No Member is, in his individual capacity, liable for any debt or liability of the Association

## ARTICLE 4 – MEETING OF THE ASSOCIATION

### 4.1 The Annual General Meeting

4.1.1 The Association holds its Annual General Meeting no later than October 30 of each calendar year, in Edmonton, Alberta. The Executive sets the place, date and time of the meeting

4.1.2 The Secretary mails or delivers a notice to each Member at least fourteen (14) days before the Annual General Meeting. This notice states the place, date and time of the Annual General Meeting, and any business requiring a Special Resolution

#### 4.1.3 Agenda for the Meeting

- adopting the agenda
- adopting the minutes of the last Annual General Meeting;
- considering the President's report;
- reviewing the financial statements setting out the Association's income, disbursements, assets and liabilities and the treasurer's report;
- appointing the auditors;
- electing the President;
- electing the Members of the Executive;
- considering matters specified in the meeting notice; and
- other business as required.

#### 4.1.4 Quorum for the General Meeting

- Attendance by 10% of the Voting Members at the Annual General Meeting constitutes a quorum.

### 4.2 Special General Meeting of the Association

4.2.1 A special General Meeting may be called at any time:

- By resolution of the Executive to that effect;

## BYLAWS OF THE CAPITAL REGION ARCHERY CLUB

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- a) On the written request of the majority of the Executive Members. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted at the meeting, or
- b) On the written request of at least one-third (1/3) of the Voting Members. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted at such Special General Meeting.

### 4.2.2 Notice of the Special General Meeting:

- The Secretary mails or delivers a notice to each member at least twenty-one (21) days before the Special General Meeting. This notice states the place, date, time and purpose of the Special General Meeting.

### 4.2.3 Agenda for Special General Meeting:

- Only the matter(s) set out in the notice for the Special General Meeting are considered at the Special General Meeting

### 4.2.4 Procedure at the Special General Meeting:

- Any Special General Meeting has the same method of voting and the same quorum requirements as the Annual General Meeting

## 4.3 Proceedings at the Annual or a Special General Meeting

### 4.3.1 Attendance by the Public

- General Meetings of the Society are open to the public. A majority of the Members present may ask any persons who are not Members to leave.

### 4.3.2 Failure to Reach Quorum

- The President cancels the General Meeting if a quorum is not present within one-half (1/2) hour after the set time. If cancelled, the meeting is rescheduled for one (1) week later at the same time and place. If a quorum is not present within one-half (1/2) hour after the set time of the second meeting, the meeting will proceed with the Members in attendance.

## BYLAWS OF THE CAPITAL REGION ARCHERY CLUB

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### 4.3.3 Presiding Officer

- The President chairs every General Meeting of the Association. The Vice-President chairs in the absence of the President.
- If neither the President nor the Vice-President is present within one-half (1/2) hour after the set time for the General Meeting, the Members present choose one (1) of the attending Members to chair.

### 4.3.4 Adjournment

- The President may adjourn any General Meeting with the consent of the Members at the meeting. The adjourned General Meeting conducts only the unfinished business from the initial Meeting.
- No notice is necessary if the General Meeting is adjourned for less than thirty (30) days.
- The Association must give notice when a General Meeting is adjourned for thirty (30) days or more. Notice must be the same as for any General Meeting.

### 4.3.5 Voting

- Each Voting Member has one (1) vote. A show of hands decides every vote at every General Meeting. A ballot is used if at least five (5) Voting Members request it.
- The President does not have a second or casting vote in the case of a tie vote. If there is a tie vote, the motion is defeated.
- A Voting Member may not vote by proxy.
- A majority of the votes of the Voting Members present decides each issue and resolution, unless the issue needs to be decided by a Special Resolution.
- The President declares a resolution carried or lost. This statement is final, and does not have to include the number of votes for and against the resolution.

### 4.3.6 Failure to Give Notice of Meeting

- No action taken at a General Meeting is invalid due to:
  - a) Accidental omission to give any notice to any Member;
  - b) Any Member not receiving any notice; or
  - c) Any error in any notice that does not affect the meaning.



# BYLAWS OF THE CAPITAL REGION ARCHERY CLUB

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## 4.3.7 Written Resolution of All the Voting Members

- All Voting Members may agree to and sign a resolution. This resolution is as valid as one passed at a General Meeting. It is not necessary to give notice or to call a General Meeting. The date on the resolution is the date it is passed.

## ARTICLE 5 – GOVERNMENT OF THE ASSOCIATION

### 5.1 The Board of Directors (Executive)

#### 5.1.1 Governance and Management of the Association

- The Executive governs and manages the affairs of the Association. The Executive may hire a paid administrator to carry out management functions under the direction and supervision of the Executive.

#### 5.1.2 Powers and Duties of the Executive

- The Executive has the powers of the Association, except as stated in the Societies Act. The powers and duties of the Executive include:
  - a) Promoting the objectives of the Association;
  - b) Promoting membership in the Association;
  - c) Hiring employees to operate the Association;
  - d) Regulating employees' duties and setting their salaries;
  - e) Maintaining and protecting the Association's assets and property;
  - f) Approving an annual budget for the Association;
  - g) Paying all expenses for operating and managing the Association;
  - h) Paying persons for services and protecting persons from debts of the Association;
  - i) Investing any extra monies;
  - j) Financing the operations of the Association, and borrowing or raising monies;
  - k) Making policies for managing and operating the Association;
  - l) Approving all contracts for the Association;
  - m) Maintaining all accounts and financial records of the Association;
  - n) Appointing legal counsel as necessary;

## BYLAWS OF THE CAPITAL REGION ARCHERY CLUB

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- o) Making policies, rules and regulations for operating the Association and using its facilities and assets;
- p) Selling, disposing of, or mortgaging any or all of the property of the Association; and
- q) Without limiting the general responsibility of the Executive, delegating its powers and duties to the Executive Committee or the paid administrator of the Association.

### 5.1.3 Composition of the Executive

- The Executive shall consist of:
  - a) President;
  - b) Vice President;
  - c) Secretary;
  - d) Treasurer;
  - e) Junior Program Coordinator;
  - f) Target Coordinator;
  - g) Traditional Coordinator;
  - h) Bow Hunters Coordinator;
  - i) Promotions Coordinator; and
  - j) The immediate Past President.

### 5.1.4 Election of the Executive

- At the first Annual General Meeting of the Association, the Voting Members elect the following Executive Members:
  - a) The President, who shall serve one year and then continue for a second year as the Past President. The Vice President, Treasurer, Junior Program Coordinator, and Promotions Coordinator, each serving a two year term that ends at the close of the second Annual General Meeting following the Annual General Meeting at which these Executive Members were elected;
  - b) The Secretary, Target Coordinator, Traditional Coordinator, and Bow Hunter Coordinator, each serving a term that ends at the close of the first Annual General Meeting following the Annual General Meeting at which these Executive Members were elected;

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## BYLAWS OF THE CAPITAL REGION ARCHERY CLUB

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- At each succeeding Annual General Meeting of the Association, Voting Members elect a new President and each Executive position becomes vacant. The term of each executive position (except the President) shall be two (2) years in the rotation as began with the initial elections noted in Section 6.1.4.1 (a) and Section 6.1.4.1 (b); and
- Voting members may re-elect any Executive Member (including the President) for a maximum of three (3) consecutive terms.

### 5.1.5. Resignation, Death or Removal of an Executive Member

- An Executive Member, including the President and immediate Past President, may resign from office by giving two (2) month's notice in writing. The resignation takes effect either at the end of the second month's notice, or on the date the Executive accepts the resignation.
- Voting Members may remove any Executive including the President and the immediate Past President, before the end of his term. There must be a majority vote at a Special General Meeting called for this purpose.
- If there is a vacancy on the Executive, the remaining Executive Members may appoint a Member in good standing to fill that vacancy for the remainder of the term. This does not apply to the position of immediate Past President. This position remains vacant until the next AGM.

### 5.1.6 Non- Executive Members

- Non-Executive Member Positions are:
  - a) Canbow Manager;
  - b) Concession Manager;
  - c) Head Coach;
  - d) Membership Manager;
  - e) Newsletter Editor; and
  - f) Webmaster.

5.1.7 The Executive may define and elect other Non-Executive Members as determined to carry out requirements of the Association.

5.1.8 Non-Executive Members shall be nominated and voted in by the Executive at the first Executive Members meeting following the Annual General Meeting or as position openings are identified.

# BYLAWS OF THE CAPITAL REGION ARCHERY CLUB

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## 5.2 Meetings of the Executive

- 5.2.1 The Executive holds at least six (6) meetings each year.
- 5.2.2 The President calls the meetings. The President also calls a meeting if any two (2) Executive Members make a request in writing and state the business for the meeting.
- 5.2.3 Minimum of ten (10) days' notice for Executive meetings is e-mailed to each Executive Member. There may be five (5) days' notice by telephone or fax. Executive Members may waive notice.
- 5.2.4 A majority of the Executive Members present at any Executive meeting is a quorum.
- 5.2.5 If there is no quorum, the President adjourns the meeting to the same time, place, and day of the following week. At least four (4) Executive Members present at this later meeting is a quorum.
- 5.2.6 Each Executive Member and Non-Executive Member, has one (1) vote.
- 5.2.7 The President does not have a second or casting vote in the case of a tie vote. A tie vote means the motion is defeated.
- 5.2.8 Meetings of the Executive are open to Members of the Association, but only Executive and Non-Executive Members may vote. A majority of the Executive and Non-Executive Members present may ask any other Members, or other persons present, to leave.
- 5.2.9 All Executive Members may agree to and sign a resolution. This resolution is as valid as one passed at any Executive meeting. It is not necessary to give notice or to call an Executive meeting. The date on the resolution is the date it is passed.
- 5.2.10 A meeting of the Executive may be held by a conference call. Executive Members who participate in this call are considered present for the meeting.
- 5.2.11 Irregularities or errors performed in good faith do not invalidate acts performed by any meeting of the Executive.

## 5.3 Officers

5.3.1 The Officers of the Association are the President, Vice-President, Secretary and Treasurer.

5.3.2 The Officers of the Association have cheque signing authority.

## 5.4 Duties of the Officers of the Association

5.4.1 The President:

- Supervises the affairs of the Executive;
- When present, chairs all meetings of the Association, the Executive and the Executive Committee;
- Is an ex officio member of all Committees, except the Nominating Committee;
- Acts as the spokesperson for the Association; and
- Carries out other duties assigned by the Executive.

5.4.2 The Vice-President:

- Presides at meetings in the President's absence. If the Vice-President is absent, the Executive Members elect a Chairperson for the meeting;
- Replaces the President at various functions when asked to do so by the President or the Executive;
- Is a member of the Executive Committee; and
- Carries out other duties assigned by the Executive.

5.4.3 The Secretary:

- Attends all meetings of the Association, the Executive and the Executive Committee,
- Keeps accurate minutes of these meetings;
- Has charge of the Association's correspondence;
- Ensures a record of names and addresses of all Members of the Association is kept;
- Ensures all notices of various meetings are sent;

## BYLAWS OF THE CAPITAL REGION ARCHERY CLUB

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- Files the annual return, changes in the executive members of the organization, amendments in the bylaws and other incorporating documents with the Corporate Registry; and
- Carries out other duties assigned by the Executive.

### 5.4.4 The Treasurer:

- Ensures all monies paid to the Association are deposited in a chartered bank, treasury branch or trust company chosen by the Executive;
- Ensures annual fees are collected and deposited;
- Ensures a detailed account of revenues and expenditures is presented to the Executive as requested;
- Ensures a statement of the financial position of the Association is prepared and presented to the Annual General Meeting;
- Is a member of the Executive Committee; and
- Carries out other duties assigned by the Executive.

### 5.4.5 The Past President:

- Chairs the nominating committee; and
- Carries out other duties assigned by the Executive.

## 5.4 Committees

### 5.4.1 Establishing Committees

- The Executive may appoint committees to advise the Executive.

### 5.4.2 General Procedures for Committees

- An Executive Member chairs each committee created by the Executive.
- The Chairperson calls committee meetings. Each committee:
  - a) Records minutes of its meetings;
  - b) Distributes these minutes to the committee members and to the Chairpersons of all other committees;
  - c) Provides reports to each Executive meeting at the Executive's request.

## BYLAWS OF THE CAPITAL REGION ARCHERY CLUB

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- Minimum of two (2) days' notice delivered to each member of the committee. The notice states the date, place and time of the committee meeting. Committee members may waive notice.
- A majority of the committee members present at a meeting is a quorum.
- Each member of the committee, including the Chairperson, has one (1) vote at the committee meeting. The Chairperson does not have a casting vote in case of a tie.

### 5.5 Standing Committees

5.51 The Executive establishes these standing committees:

- Executive Committee;
- Nominating Committee.

5.5.2 The Executive Committee:

- Consists of the President, Past President, Vice-President, Secretary and Treasurer.
- Is responsible for:
  - a) Carrying out emergency and unusual business between Executive meetings;
  - b) Reporting to the Executive on actions taken between Executive meetings; and
  - c) Carrying out other duties as assigned by the Executive.

5.5.3 The Nominating Committee:

- Consists of the immediate Past President, who chairs the committee, and two (2) other Members appointed by the Executive.
- Is responsible for:
  - a) Preparing a slate of nominees for the President's position;
  - b) Preparing a slate of nominees for each vacant Executive position;
  - c) Orienting new executive members; and
  - d) Presenting its recommendations to the Annual General Meeting.

# BYLAWS OF THE CAPITAL REGION ARCHERY CLUB

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## **5.6 The Executive Director**

5.6.1 The Executive may hire an Executive Director to carry out assigned duties

5.6.2 The Executive Director reports to and is responsible to the Executive, and acts as an advisor to the Executive and to all Executive Committees. The Executive Director does not vote at any meeting.

5.6.3 The Executive Director acts as the administrative officer of the Executive in:

- Attending Executive, and other meetings, as required;
- Hiring, supervising, evaluating and releasing all other paid staff;
- Interpreting and applying the Executive's policies;
- Keeping the Executive informed about the affairs of the Association;
- Maintaining the Association's books;
- Preparing budgets for Executive approval;
- Planning programs and services based on the Association's priorities; and
- Carrying out other duties assigned by the Executive

## **ARTICLE 6 - FINANCE AND OTHER MANAGEMENT MATTERS**

### **6.1 The Registered Office**

6.1.1 The Registered Office of the Association is located in Edmonton, Alberta. Another place may be established at the Annual General Meeting or by resolution of the Executive.

### **6.2 Finance and Auditing**

6.2.1 The fiscal year of the Association ends on August 31 of each year.

6.2.2 There must be an audit of the books, accounts and records of the Association at least once each year. This audit is to be completed by a qualified accountant or by two members of the association elected for that purpose at the Annual General Meeting.



## BYLAWS OF THE CAPITAL REGION ARCHERY CLUB

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### **6.3 Seal of the Association**

- 6.3.1 The Executive may adopt a seal as the Seal of the Association.
- 6.3.2 The Secretary has control and custody of the seal, unless the Executive decides otherwise.
- 6.3.3 The Seal of the Association can only be used by Officers authorized by the Association. The Executive must pass a motion to name the authorized Officers.

### **6.4 Cheques and Contracts of the Association**

- 6.4.1 The designated Officers of the Executive sign all cheques drawn on the monies of the Association. Two signatures are required on all cheques. The Executive may authorize the Executive Director to sign cheques for certain amounts and circumstances. The Executive Director may not sign his own pay cheque.
- 6.4.2 All contracts of the Association must be signed by the Officers or other persons authorized to do so by resolution of the Executive.

### **6.5 The Keeping and Inspection of the Books and Records of the Association**

- 6.5.1 The Secretary keeps a copy of the Minute Books and records minutes of all meetings of the Members and of the Executive.
- 6.5.2 The Secretary keeps the original Minute Books at the Registered Office of the Association. This record contains minutes from all meetings of the Association, the Executive and the Executive Committee.
- 6.5.3 The Secretary keeps and files all necessary books and records of the Association as required by the Bylaws, the Societies Act, or any other statute or laws.
- 6.5.4 A Member wishing to inspect the books or records of the Association must give reasonable notice to the President or the Secretary of the Association of his intention to do so.
- 6.5.5 Unless otherwise permitted by the Executive, such inspection will take place only at the Registered Office, or other regular business premises operated by the Association, during normal business hours.

## BYLAWS OF THE CAPITAL REGION ARCHERY CLUB

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6.5.6 All financial records of the Association are open for such inspection by the Members.

6.5.7 Other records of the Association are also open for inspection, except for records that the Executive designates as confidential.

### **6.6 Borrowing Powers**

6.6.1 The Association may borrow or raise funds to meet its objects and operations. The Executive decides the amounts and ways to raise money, including giving or granting security.

6.6.2 The Association may issue debentures to borrow only by resolution of the Executive confirmed by a Special Resolution of the Association.

### **6.7 Payments**

6.7.1 No Member, Executive Member or Officer of the Association receives any payment for his services as a Member, Executive Member or Officer.

6.7.2 Reasonable expenses incurred while carrying out duties of the Association may be reimbursed upon Executive approval.

### **6.8 Protection and Indemnity of Executive Members and Officers**

6.8.1 Each Executive Member or Officer holds office with protection from the Association. The Association indemnifies each Executive Member or Officer against all costs or charges that result from any act done in his role for the Association. The Association does not protect any Executive Member or Officer for acts of fraud, dishonesty, or bad faith.

6.8.2 No Executive Member or Officer is liable for the acts of any other Executive Member, Officer or employee. No Executive Member or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Association. No Executive Member or Officer is liable for any loss due to an oversight or error in judgment, or by an act in his role for the Association, unless the act is fraud, dishonesty or bad faith.

## BYLAWS OF THE CAPITAL REGION ARCHERY CLUB

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6.8.3 Executive Members or Officers can rely on the accuracy of any statement or report prepared by the Association's auditor. Executive Members or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

### **ARTICLE 7 - AMENDING THE BYLAWS**

7.1 These Bylaws may be cancelled, altered, replaced, or added to by a Special Resolution at any Annual General or Special General Meeting of the Association.

7.2 The twenty one (21) days' notice of the Annual General or Special General Meeting of the Association must include details of the proposed resolution to change the Bylaws.

7.3 The Special Resolution will be successful by the vote of not less than 75% of those members whom, if entitled to do so, vote in person or by proxy.

7.4 The amended bylaws take effect after approval of the Special Resolution at the Annual General Meeting or Special General Meeting and accepted by the Corporate Registry of Alberta.

### **ARTICLE 8 - DISTRIBUTING ASSETS AND DISSOLVING THE ASSOCIATION**

8.1 The Association does not pay any dividends or distribute its property among its Members.

8.2 If the Association is dissolved, any funds or assets remaining after paying all debts are paid to a registered and incorporated charitable organization. Members select this organization by Special Resolution. In no event do any Members receive any assets of the Association.

# BYLAWS OF THE CAPITAL REGION ARCHERY CLUB

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DATED at the City of Edmonton, in the Province of Alberta, this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_.

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Incorporator

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