

# BY-LAWS OF THE CALGARY FISH AND GAME ASSOCIATION

*Approved at Special General Meeting August 28, 2024*

“Registered in Alberta with the Alberta Corporate Registry on August 30, 2024”

## Article 1: Preamble

### 1.1 The Association

The name of the Association is the Calgary Fish and Game Association which hereinafter shall be referred to as the “CFGAs” or the “Association”.

### 1.2 The Bylaws

The following articles set forth the bylaws of the Calgary Fish and Game Association.

## Article 2: Defining and Interpreting the Bylaws

### 2.1 Definitions

In these Bylaws, the following words have these meanings.

2.1.1 Act means the Societies Act R.S.A. 2000, Chapter S-14 as amended, or any other statute substituted for it.

2.1.2 Annual General Meeting is described in Article 7.1, Special Meetings and Special Directors Meetings are described in Article 7.2, Members Meetings are described in 7.3, and Board Meetings are described in 7.4.

2.1.3 Board means the Board of Directors of the Association.

2.1.4 Bylaws means the Bylaws of the Association as amended.

2.1.5 Director means any person elected or appointed to the Board.

2.1.6 Executive shall mean the President, the Vice-President, Past-President, Secretary and Treasurer of the Association.

2.1.7 Member means a member of the Association.

2.1.7 (a) A member in good standing shall mean a member who has paid membership fees or other required fees to the Association, is compliant with the organizations policies and procedures, and the member is not suspended as provided for under Article 4.5.3.

2.1.8 Standing Committees shall mean committees as established by the Board from time to time. The

Board may change the Standing Committees at its discretion.

2.1.8 (a) Permanent Standing Committees shall mean entrenched committees that are not to be struck without an amendment to the bylaws.

2.1.9 Register of Members means the register maintained by the Board of Directors containing the names of the Members of the Association.

2.1.10. The Fiscal year for the CFGA is November 1 to October 31 of the following year.

2.1.11. Electronic means: shall be in accordance with the provisions of the Alberta “Electronic Transactions Act”, and includes email, online meetings, electronic funds transfer and other electronic means.

2.1.12. Notices shall be given by electronic means, including email.

2.1.13. Quorum shall mean the number and type of members required to constitute a particular type of meeting, and approve any business and/or resolutions, as outlined below:

- a) A quorum exists in a General Meeting or Special Meeting of the members when 8 members in good standing are present, including at least 2 members of the current-serving Executive.
- b) A quorum exists in a Board or Special Director’s meeting when 5 Board members in good standing are present, including at least 2 members of the current Executive.
- c) A quorum exists in an Executive meeting when 3 Executive members in good standing are present.

2.1.14 Resolutions: shall mean an approved action, policy, or other decision by the organization. Resolutions will require greater than 50% majority to be passed. **Special Resolutions** made at **Special General Meetings** require 3/4 majority to be passed, and require a minimum of twenty-one (21) days notice of that meeting. A resolution to suspend a member, made at a **Special Directors meeting**, requires a ¾ majority, as further described in article 4.5.

2.1.15 Election: shall mean a vote of greater than 50% in favor of a candidate standing for a position, either at the Annual General Meeting, or other meeting in compliance with the bylaws.

2.1.16 Confidential Information: shall mean any information deemed by the Executive and/or Board to be of a sensitive nature, requiring confidentiality as determined by the Executive and/or Board. Confidential information may include but is not limited to the protection of personal information, legal considerations, intellectual property, strategic plans or other information.

### Article 3: Affiliation

The Association shall be affiliated with the Alberta Fish and Game Association, renamed the Alberta Wildlife Federation, as of November 2023.

## Article 4: Membership

### 4.1 Classification of Members

Membership shall be available to those persons whose expressed aims are the conservation, *management and stewardship* of our fish, wildlife and *environmental* resources, in line with our values and Mission Statement.

There are four categories of Members:

- a) Regular Members
- b) Family Members
- c) Youth Members
- d) Life Members

#### 4.1.1 Regular Members

To become a Regular Member, an individual must:

- a) Be at least 18 years of age.
- b) Pay the annual membership fees for Regular Members.

#### 4.1.2 Family Members

To have a Family Membership:

- a) One adult must be at least 18 years of age.
- b) Children must be under the age of 18.
- c) Pay the annual membership fees for a Family Membership.

#### 4.1.3 Youth Members:

To become a Youth Member, an individual must:

- a) Be under 18 years of age.
- b) Pay the annual youth membership.

#### 4.1.4. Life Members

There are no membership fees for Life Members. Awarded by the Board, such memberships shall be restricted to members of the Association who, through long service to the Association or through other contributions to the aims and objects of the Association, merit in the opinion of the Association, special recognition for their services.

To become a Life Member, an individual must:

- a) Be at least 18 years of age.
- b) By a 3/4 majority vote of the Board, within 60 days of the nomination being received by the Board.

## 4.2 Membership Fees

Membership year is March 1<sup>st</sup> through to end February of each year, or as by determined by the Board.

## 4.3 Setting Membership Fees

The membership fees for each year shall be determined by a  $\frac{3}{4}$  majority vote at a Board of Directors meeting. Adequate notice must be given to the membership, along with written rationale for changes in membership fees.

## 4.4 Rights and Privileges of Members

Members in good standing of the Association shall be entitled to all the rights and privileges of the Association, including the right to be present at all Annual General meetings, Special Meetings, and Members Meetings of the Association, and to stand for election to the Board in the Association. Regular Members and Life Members are entitled to one (1) vote at a meeting of the Association. Family Members are entitled to one (1) vote for each registered adult in the family. Youth members do not have a vote.

4.4.1 Any member may at any time resign from the Association by sending written notice to the Secretary or President of the Association. On receipt of such notice by the Secretary the member shall cease being a member of the Association and their name shall be removed from the Register of Members.

## 4.5 Suspension of Membership

4.5.1 The Board, at a Special Director's Meeting called for that purpose, may suspend a member's membership for one or more of the following reasons:

- a) If the member commits a breach of the Code of Conduct of November 1, 2022, the By-laws, or policies of the Association.
- b) If the member's conduct has been determined by the Directors to be improper, unbecoming or likely to endanger the interest or reputation of the Association.
- c) If the member has disrupted meetings or functions of the Association; or
- d) If the member has committed an act or action judged to be harmful to the Association.
- e) If the member has consistently failed to carry out acts or actions as requested by the Association or its Executive.

4.5.2. The affected member must receive written notice of the Board's intention to deal with the proposed suspension. The member will receive at least 21 days' notice before the Special Director's Meeting. All members of the Board must also receive that same notice.

The notice will be sent by simple electronic means or registered mail to the last known address of the Member shown in the records of the Association. The notice may also be delivered by a Director of the Board.

The notice will state the reasons why suspension is being considered.

The member will have an opportunity to appear before the Board to address the matter. The Board may allow another person or persons to accompany the member. The Board may limit the amount of time given to the member to address the Board. The Board may exclude the member from its discussion of the matter, including the deciding (secret ballot) vote. The decision of the Board is final.

4.5.3. The Board must pass a Motion of Suspension of a member by a  $\frac{3}{4}$  majority vote of of the directors in attendance at the meeting.

4.5.4. Any member who resigns, withdraws, is suspended, or is expelled from the Association shall forthwith forfeit all right, claim and interest arising from or associated with membership in the Association.

## Article 5: Directors and Executive

5.1 The governing body of the Association shall be the Board of Directors.

5.2 The Board shall manage the affairs of the Association.

5.2.1 The Powers and Duties of the Board

The Board has the powers of the Association, except as stated in the *Societies Act*.

The powers and duties of the Board include:

- a) Promoting the objects of the Association.
- b) Promoting membership in the Association.
- c) Maintaining and protecting the Association's assets and property.
- d) Providing an annual budget for the Association.
- e) Paying all expenses for operating and managing the Association.
- f) Paying persons for services and protecting persons from debts of the Association.
- g) Investing any extra monies.
- h) Financing the operations of the Association, and borrowing or raising monies;
- i) Approving all contracts for the Association.
- j) Maintaining all accounts and financial records of the Association.
- k) Appointing legal counsel as necessary.
- l) Making policies, rules and regulations for operating the Association and using its facilities and assets.
- m) Selling, disposing of, or mortgaging any or all the property of the Association; and
- n) Without limiting the general responsibility of the Board, delegating certain powers and duties to the Executive or paid Administrator of the Association.
- o) The Executive of the Board may approve the expenditure of up to \$2,500 without the approval of the Board. This amount may be changed from time to time by approval of the

Board.

- p) The Board may appoint and/or remove a member from a Board position with a majority vote at a Board Meeting.

### 5.3 Composition of the Board

The Board shall consist of:

- a) The President
- b) The Past President
- c) The Vice President
- d) The Secretary
- e) The Treasurer
- f) Up to 4 Directors-at-Large
- g) Chairpersons of certain Standing Committees of CFGA, as established by the Board of Directors from time to time, and Chairpersons of all Permanent Standing Committees.

5.3.1 Board Members shall be elected by majority vote of the members at the Annual General Meeting. This vote may be by secret ballot if requested by any 2 members. The Directors shall hold office for a period of two years. Terms of office may be extended by the Executive. Board members must be members in current good standing for 6 consecutive months, unless an exception is granted by the Executive.

5.3.2 Directors may be appointed to vacant Board positions by majority vote at any Board Meeting, and appointed Directors will serve until the next AGM.

5.3.3 The Executive shall consist of: President, Past President, Vice President, Secretary and Treasurer. Members of the Executive must be members in current good standing for 12 consecutive months to serve on the Executive.

5.3.4. An Emergency Meeting of the Board may be called at the discretion of the Executive with 48 hours' notice – or immediately after a quorum of the Board Members responding is met.

5.3.5. Emergency Meeting voting: once a quorum has been established, votes may be given by electronic means.

5.3.6 In the event that any member of the Board fails to attend three consecutive Board Meetings without having been excused by the President or Secretary for valid reason, the Executive may declare that Director's post to be vacant and the Directors shall then deal with the filling of that post in the same manner in which vacancies are dealt with elsewhere in the Bylaws.

5.3.7 Unless authorized at any Annual General Meeting or Board Meeting, no officer or member of the Association shall receive any remuneration for their services to the Association.

5.3.8 Every Director of the Association shall be deemed to have assumed office on the express understanding and agreement and condition that every Director of the Society and its heirs, executors

and administrators and estate and effects respectively shall be from time to time and at all times therein be indemnified and saved harmless out of the funds of the Association from and against all costs, charges and expenses whatsoever which such Directors sustains or incurs in or about any acts, suits or proceeding which is brought, commenced or prosecuted against him or her for or in respect or any act, deed, matter or thing whatsoever made, done or permitted by him or her or any other Director or Directors in or about the execution of the duties of his or their office, and also from and against all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses by his or her own willful neglect or default.

#### 5.4 Voting

- a) Each Director, excluding the President has one (1) vote. – in person or via “Virtual meeting”.
- b) The President will vote in the case of a tie.

### Article 6: Duties of the Directors

#### 6.1 President

- Supervises the affairs of the Board.
- When present, chairs all Board, Special, Special Director’s, and Annual General Meetings.
- Is an ex officio member of all Committees.
- Acts as the spokesperson for the Association.
- Carries out other duties as assigned by the Board.
- May delegate tasks or actions to members of the organization or to the Administrator.

#### 6.2 The Vice President

- Presides at meetings in the President’s absence. If the Vice-President is absent, the Directors elect a Chairperson for the meeting, unless the President has authorized a person to act as Chairperson
- Replaces the President at various functions when asked to do so by the President or the Board.
- Generally, prepares to become the next President, is involved with the actions of the President.
- Carries out other duties as assigned by the Board.

#### 6.3 The Secretary

- Attends all meetings of the Association and the Board or designates an alternate.
- Keeps accurate minutes of the meetings.
- Has charge of the Board’s correspondence.
- Makes sure a record of names and addresses of all Members of the Association is kept.
- Makes sure all notices of various meetings are sent.
- Keeps the seal of the Association.
- Files the annual return, changes in the directors of the organization, amendments in the bylaws and other incorporating documents with the Corporate Registry; and
- Carries out other duties as assigned by the Board.

- The Secretary may delegate some of the duties above to the Administrator or Treasurer.

#### 6.4 The Treasurer

- Maintains and oversees) all financial activities such as managing and reconciling all accounts, supervising all financial transactions, issuing receipts, and preparing required financial reporting forms.
- Is responsible for compiling an annual budget for the Association.
- Makes sure annual fees are collected and deposited.
- Makes sure all monies paid to the Association are deposited in a chartered bank, treasury branch or trust company chosen by the Board.
- Makes sure a detailed account of revenues and expenditures is presented to the Board as requested.
- Makes sure an audited statement of the financial position of the Association is prepared and presented to the Annual General Meeting; and
- Carries out other duties as assigned by the Board.
- Completes annual AGLC Casino report and ensures it is submitted prior to AGLC deadline.
- Some of the above duties may be delegated to the Administrator.

#### 6.5 The Past President

- Assists and supports the President as requested.
- Carries out duties as assigned by the Board.
- Acts as a mentor to the President and Vice President.

#### 6.6 Committees

The Board may appoint committees to advise the Board and carry out actions for the organization. The Board may terminate or change committees at its discretion but may not strike Permanent Standing Committees; a majority vote is required to make changes to Standing Committees.

All Committees activities and guidelines are subject to regular review to ensure continued optimization and effectiveness in fulfilling its designated role within the organization.

6.6.1 Committee member lists shall be kept and updated and submitted to the Board or Executive as requested. Committee members may require approval of the Executive. All committee members must be members in good standing.

##### 6.6.2 Pheasant Committee

The organization shall maintain a Pheasant Committee as a Permanent Standing Committee, recognizing its historical significance and ongoing contribution to our organization. This committee is entrusted with the responsibility of overseeing the Pheasant Program, which plays a vital role in *continuing the legacy* of the organization.

The Pheasant Committee's primary purpose is to uphold the traditions and objectives of the Pheasant Program, ensuring its alignment with the organization's overall goals and values.



Detailed rules, expectations, and operational guidelines of the Pheasant Committee will be maintained at the policy level to allow for necessary flexibility and responsiveness to changing circumstances and needs.

Membership and Governance: The composition and governance of the Pheasant Committee shall be determined in accordance with the organization's policies, ensuring representation and effective management in line with the organization's standards.

### 6.6.3 The Nominating Committee

Is responsible for:

- Preparing a slate of nominees for each vacant Director position.
- Preparing a slate of nominees for Committee chair positions.

### 6.7 Paid Staff

The Board may hire a paid Administrator and/or other paid roles as they deem necessary to carry out administrative and/or other functions of the organization. Staff shall be under the direction and supervision of the Executive. The Administrator and other paid staff may act as Advisors to the Board but are unable to vote at any meetings.

## Article 7: Meetings

### 7.1 The Annual General Meeting

7.1.1 The Association holds its Annual General Meeting within three (3) months of the fiscal year end.

7.1.2 The Secretary or Administrator will give notice to each member at least 21 days in advance by e-mail or mail of the time and place of the calling of such meeting.

#### 7.1.3 Agenda for the meeting

The Annual General Meeting deals with the following matters:

- a) Adopting the agenda.
- b) Adopting the minutes of the last Annual General Meeting.
- c) Considering the President's report.
- d) Reviewing the financial statements setting out the Association's income, disbursements, assets and liabilities and the auditor's report.
- e) Auditors may be appointed at this meeting or later during the year.
- f) Electing the Executive.
- g) Electing the members of the Board.
- h) Considering matters specified in the meeting notice, including 'Motions by Members' – a type of motion that a member submitted prior to the "notice of meeting" being called. Motions by members must be supported by at least five current members in good standing.

#### 7.1.4 Voting

Votes of members in good standing shall be given personally. Voting may be by show of hands, voter cards, digital affirmation, or vocal. A secret ballot may be requested by at least two (2) members in good standing or may be determined by the Executive at their discretion. See Articles 2.1.14 and 2.1.15 for voting percentages required.

#### 7.2 Special Meetings

7.2.1 A Special General Meeting of the organization may be called by the Executive, with a minimum of Twenty-one (21) days' notice, for the purpose of discussing and/or voting on substantial issues, changes, or other extraordinary business of the organization, or may be called by two (2) or more Directors submitting a request, in writing, to the Executive. A 3/4 majority vote is required to pass any Special Resolutions to be considered.

7.2.2 A Special Director's Meeting of the Board may be called by the Executive, with fifteen (15) days' notice, for the purpose of discussing and/or voting on substantial issues deemed to be sensitive and confidential and will require 2/3 majority to pass any resolutions to be considered.

7.2.3 Votes of members in good standing shall be given personally. Voting may be by show of hands, voter cards, digital affirmation, or vocal. A secret ballot may be requested by at least two (2) members in good standing or may be determined by the Executive at their discretion.

#### 7.3 Members Meeting

A Members Meeting may be called by the Board for any purpose they determine, but will not include any formal business, as the intent of Members Meetings is to bring members together for a social, educational, or other non-business purpose. Any issues that arise at a Members Meeting may be taken to the Board for discussion, and the Board will determine if it requires formal attention at a Board, Special, or Annual General Meeting. A Members Meeting should be held quarterly, at minimum.

#### 7.4 Board Meetings

Board Meetings may be called by the President for conducting regular business of the organization, with seven (7) days' notice. The President will call a meeting if any two (2) Directors make a request in writing and state the business of the meeting. Although not a requirement, the Board should meet as regularly as the business of the club requires it to maintain prudent and up to date operations.

### **Article 8 – Finance and Other Management Matters**

#### 8.1 The Registered Office

The Registered Office of the Association is located in Calgary, Alberta. Another place may be established at the annual General Meeting or by resolution of the Board, as long as this change is

communicated to the Corporate Registry.

## 8.2 Finance and Auditing

8.2.1 The fiscal year of the Association ends on October 31 of each year.

8.2.2 Finances: the books, accounts, and financial records of the Association shall be audited once every year by at least two members in good standing other than the Treasurer or President. The Board may choose to contract an accounting professional to audit the books.

8.2.3 The Minutes and financial records of the Association may be inspected by any Member during normal business hours and with reasonable notice. Each member of the Executive shall at all times have access to such Minutes and financial records.

## 8.3 Seal of the Association

There shall be a seal of the Association. The Secretary (or Administrator) has control and custody of the seal, unless the Board decides otherwise. The Seal of Association can only be used by Directors authorized by the Board. The Board must pass a motion to name the Authorized Directors.

## 8.4 Cheques, monetary electronic funds transfers (eft) and Contracts of the Association

8.4.1 The designated Directors of the Board shall sign all cheques or approve all monetary (eft) transfers drawn on monies of the Association. Two signatures or electronic approvals are required on all cheques or transfers.

8.4.2 The Executive may approve spending purchases of up to \$2,500. This amount may be changed from time to time by the Board of Directors. The Board shall not spend more than \$25,000 without approval of a majority of the Members at a Special Meeting.

8.4.3 All contracts of the Association must be signed by two Directors or other persons authorized to do so by resolution of the Board.

## 8.5 The Keeping and Inspection of the Books and Records of the Association

8.5.1 The Secretary or Administrator keeps a copy of the Minutes and records minutes of all meetings of the members and of the Board.

8.5.2 The Board 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.

## 8.6 Borrowing Powers

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

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

8.6.2. Prior to finalizing an indebtedness as in 8.6.1., 30 days formal notice of a Special Meeting to approve the indebtedness must be given to the membership. 3/4 of the members present for the meeting shall be required for approval.

## 8.7 Payments

8.7.1 No member, Director of the Association receives any payment for their services as a member or Director, except as below.

8.7.2 Reasonable expenses incurred while carrying out duties of the Association may be reimbursed upon Executive (up to \$2,500) or Board approval (for amounts over \$2,500). Note that the amount "\$2,500" may be changed from time to time by Board approval. Receipts and documentation would be submitted.

## 8.8 Protection and Indemnity of Directors

8.8.1 Each Director holds office with protection from the Association. The Association indemnifies each Director against all costs or charges that result from any act done in their role for the Association. The Association does not protect any Director for acts of fraud, dishonesty, bad faith or breach of the Code of Conduct of November 2022.

8.8.2 No Director is liable for the acts of any other Director or contractor. No Director is responsible for any loss or damage due to bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Association. No Director is liable for any loss due to an oversight or error in judgement, or by an act in their role for the Association, unless the act is fraud, dishonesty or bad faith.

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

## Article 9: Amending the Bylaws

These Bylaws may be amended or changed by any Annual General or Special Meeting of the Association. A minimum of twenty-one (21) days notice of the Meeting must include details of the proposed changes to the Bylaws. Notice of a meeting to change the Bylaws must be sent by email to all members in good standing.

9.1. Amendments to the Bylaws requires a vote of  $\frac{3}{4}$  or more of members in good standing, present at such meeting.

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

## **Article 10 – Distributing Assets and Dissolving the Association**

10.1. If the Association is dissolved, any funds or assets remaining after paying all the debts are to be paid to a non-profit organization with objects, values or mission statements similar to those of Calgary Fish and Game Association. The Association does not pay any dividends or distribute its property amongst its Members.

10.2. Members are to select the organization to receive the assets by special resolution. In no event do any Members receive any assets of the Association.

(End of Bylaws.)

The following page includes the signatures of three officers of the association.

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Signature Page.

**BY-LAWS OF THE CALGARY FISH AND GAME ASSOCIATION**

Approved by CFGA Special Meeting on August 28, 2024

Dated: Sept 10, 2024

Signature: 


Name (printed): Robert (Bob) Weir

**Executive Position: President**

Signature: 

Name (printed): MIKE DUSZYWSKI.

**Executive Position: Past President.**

Signature: 

Name (printed): Perry Kotkas

**Executive Position: Secretary.**

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