
Calgary Chapter Pheasants Forever Canada Society

By-laws

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ARTICLE 1
INTERPRETATION

1.01 Definitions. In these Bylaws:

- (a) “**Act**” means the *Societies Act* (Alberta), and any statute that may be substituted therefor, as from time to time amended;
- (b) “**Annual General Meeting**” means a meeting of members held in accordance with the time period required by Article 7.01 at which the business specified in Article 7.11 is conducted;
- (c) “**Auditor**” means an accountant or such other person who is duly qualified to perform an appropriate level of financial review of the Society as required under the Act and who is appointed by the Board or by the members as required under the Act;
- (d) “**Board**” means the Board of Directors of the Society;
- (e) “**Director**” means any member of the Society who is elected or appointed as a Director of the Society pursuant to these Bylaws;
- (f) “**Managing Director**” means a Director elected to the position of Managing Director by Ordinary Resolution of the Board;
- (g) “**Meeting of Members**” means an Annual General Meeting of the members of the Society and/or a Special Meeting of the members of the Society, as the context requires;
- (h) “**Officer**” means a Director elected to the position as an officer of the Society by Ordinary Resolution of the Board;
- (i) “**Ordinary Resolution**” means:
 - (i) in regard to a Meeting of Members, a resolution passed by a simple majority of the votes cast by the members in good standing present at a duly called Meeting of Members, or a resolution consented to in writing by all of the members who would have been entitled at a Meeting of Members to vote on the resolution in person; or

- (ii) in regard to a Board meeting, a resolution passed by a simple majority of the votes cast by the Directors present at a Board meeting, or a resolution consented to in writing by all of the Directors entitled to vote on the a resolution;
- (j) “**PFC**” means “Pheasants Forever Canada, Inc.”;
- (k) “**Society**” means “Calgary Chapter Pheasants Forever Canada Society”;
- (l) “**Special Meeting**” means a meeting of members held in accordance with Article 7;
- (m) “**Special Resolution**” means
 - (i) a resolution passed
 - A. at a Meeting of Members of which not less than 21 days’ notice specifying the intention to propose the resolution has been duly given, and
 - B. by the vote of not less than 75% of those members who, if entitled to do so, vote in person,
 - (ii) a resolution proposed and passed as a Special Resolution at a Meeting of Members of which less than 21 days’ notice has been given, if all of the members entitled to attend and vote at the general meeting so agree, or
 - (iii) a resolution consented to in writing by all of the members who would have been entitled at a Meeting of Members to vote on the resolution in person.

1.02 Reference to Legislation. In all of these Bylaws of the Society wherever reference is made to any statute or section thereof, such reference shall be deemed to extend and apply to any amendment to such statute or section as the case may be.

1.03 Headings. Headings used in the parts and sections of these Bylaws are for convenience only and are not to be used in the interpretation of these Bylaws.

1.04 Purpose. The activities of the Society are carried on without purpose of gain for its members.

1.05 Affiliation. The Society shall be affiliated with PFC as a voting member thereof and the operations of the Society shall be subject to the bylaws of PFC.

1.06 Interpretation. In these By-laws, except if defined in this section or the context does not permit:

- (a) words and expressions defined or used in the Act have the meaning or use given to them in the Act;
- (b) words importing the singular include the plural and vice versa;
- (c) words importing gender include masculine, feminine and neuter genders; and
- (d) words importing persons include bodies corporate.

1.07 By-laws Subject to the Act. The By-laws are subject to the Act and the regulations thereunder.

ARTICLE 2 MEMBERSHIP

2.01 Membership Requirements. Any person who is interested in furthering the objectives of the Society and who has made payment to the Society of any required fees may become a member of the Society. Each member shall be promptly informed by the Secretary of their admission as a member. There shall be the following classes of membership:

- a) Junior Ringneck
- b) Associate
- c) Rooster Booster
- d) Magnum
- e) Sponsor
- f) Life
- g) Patron

The Board may establish other classes of membership from time to time and the criteria for each class may be determined by the Board.

2.02 Membership Fees. The Society's membership fees:

- (a) shall be determined, from time to time, by the Board;

- (b) shall be due and payable on or before April 30 of each year, or such other date as the Board may approve; and
- (c) may be waived in whole or in part from time to time by the Board in respect of any member as part of an incentive program or otherwise.

2.03 Good Standing. A member shall be considered to be in good standing if that person has satisfied and continues to satisfy the requirements for membership as established by the Society and has paid the membership fee when due and payable. A member is not in good standing if and during the time which:

- (a) he or she does not fulfil an established membership requirement of the Society;
- (b) he or she has not paid the membership fee when due; or
- (c) he or she has been suspended.

Upon application for reinstatement as a member in good standing, a member who is not in good standing may be reinstated by Ordinary Resolution of the Board. Members who are not in good standing are not entitled to vote at meetings of members or to enjoy a right or privilege of a member unless the Act otherwise provides.

2.04 Ceasing to be a Member. A member of the Society ceases to be a member of the Society and is entitled to no membership privileges or rights immediately on the occurrence of any of the following events:

- (a) he or she withdraws from membership in the Society by giving written notice of withdrawal to the Board through its Secretary;
- (b) he or she fails to pay their membership fee within 90 days of the date when due;
- (c) he or she is expelled pursuant to Article 3.13; or
- (d) he or she is, by Special Resolution, expelled from membership for any cause that the Society may deem advisable.

2.05 Expulsion. A member who has been recommended for expulsion pursuant to sub-Article 2.04(d) or Article 3.13, shall be given notice by the Secretary of the Society at least

7 days prior to the Board meeting or 21 days prior to the Meeting of Members (as the case may be) at which it is proposed to consider the resolution for expulsion, at which time said member shall have the opportunity to be heard or to submit a statement in writing. Such notice shall include the reasons for the proposed expulsion.

2.06 Reapplication for Membership. Any member who has ceased to be a member pursuant to sub-Articles 2.04(a) or 2.04(b) may re-apply for membership in the Society, and shall be entitled, if he or she meets the requirements for admission to the Society, to become a member of the Society.

2.07 Reapplication for Membership - Expulsion for Cause. A member who is expelled from membership pursuant to sub-Article 2.04 (d) or Article 3.13 may reapply for admission to the Society after a period of at least 6 months has elapsed from the effective date of his or her expulsion. The Board shall consider such application and may allow or deny the application upon such evidence as it considers satisfactory.

ARTICLE 3 BOARD OF DIRECTORS

3.01 Board Function. The business and affairs of the Society shall be managed by the Board. The Board shall, subject to these Bylaws or directions given to it by Ordinary Resolution or Special Resolution of the members, have full control and management of the business and affairs of the Society.

3.02 Number of Directors. The Board shall consist of not less than 5 nor more than 20 Directors.

3.03 Quorum. A quorum for the transaction of business shall consist of one-half ($\frac{1}{2}$) of the Directors appointed or elected where the number of Directors is less than or equal to 12, and one-third ($\frac{1}{3}$) of the Directors appointed or elected where the number of directors exceeds 12. A quorum may, notwithstanding any vacancy among the Directors, exercise all of the powers of the Board.

3.04 Qualification. The following persons are disqualified from being a Director or officer of the Society:

- (a) a person who is less than 18 years of age;

- (b) a person who
 - (i) is a dependent adult as defined in the *Dependent Adults Act* or is the subject of a certificate of incapacity under the *Dependent Adults Act*;
 - (ii) is a formal patient as defined in the *Mental Health Act*;
 - (iii) the subject of an order under the *Mentally Incapacitated Persons Act*; or
 - (iv) has been found to be a person of unsound mind by a court in Alberta or elsewhere;
- (c) a person who is not an individual;
- (d) a person who has the status of bankrupt; and
- (e) a person who is not a member in good standing of the Society.

3.05 Election and Term. Directors shall be elected at the Annual General Meeting of members for a term of two years or such longer or shorter period as stipulated by the Board. Each Director shall be eligible for re-election for successive terms.

3.06 Removal. The members of the Society may, by Special Resolution, remove any Director before the expiration of his or her term of office, and may, by Ordinary Resolution, elect any person in his or her stead for the remainder of his or her term. A Director who has been recommended for removal shall be given written notice by the Secretary of the Society at least 21 days prior to the meeting at which the said Director shall have the opportunity to be heard or to submit a statement in writing. Such notice shall include the reasons for the proposed removal.

3.07 Meetings and Notification. Board meetings shall be held from time to time and at such time and at such place in the City of Calgary or by telephone conference call as the Board, the Chairperson, the President or as any two directors may determine. Board meetings shall be called by not less than 48 hours notice by mail, facsimile, electronic mail or telephone. A notice of a Board meeting need not specify the purpose of or the business to be transacted at the meeting, except where the Act or these Bylaws require such purpose or business to be specified.

No notice of a meeting of the Board or of a committee of the Board needs to be given:

- (a) to a newly elected Board following its election at an Annual or Special Meeting of members; or
- (b) for a meeting of the Board at which a Director is appointed to fill a vacancy in the Board,

if a quorum is present.

A Director may waive, any manner, notice of a meeting of the Board or of a committee of the Board. Attendance of a Director at a meeting of the Board or of a committee of the Board is a waiver of notice of the meeting, except when the Director attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

3.08 Adjourned Meeting. Notice of an adjourned meeting of the Board is not required if a quorum is present at the original meeting and if the time and place of the adjourned meeting is announced at the original meeting. If a meeting is adjourned because a quorum is not present, notice of the time and place of the adjourned meeting must be given as for the original meeting. The adjourned meeting may proceed with the business to have been transacted at the original meeting, even though a quorum is not present at the adjourned meeting.

3.09 Notice Requirements. Notwithstanding Article 3.07, a notice of meeting shall specify the business to be conducted at the meeting where any of the following issues are to be addressed at a Board meeting:

- (a) filling a vacancy among the Board;
- (b) approving any financial statements;
- (c) suspending or expelling a member pursuant to Article 3.13;
- (d) submitting to the members any question or matter for their approval;
- (e) making changes to or waivers of membership fees pursuant to Article 2.02;
- (f) considering the application for membership a person who was expelled from membership pursuant to Article 2.07;

- (g) declaring a director's office vacated pursuant to sub-Article 3.12(e);
- (h) approving expenditures exceeding \$10,000 or authorizing a budget for such expenditures.

3.10 Entitlement to Notice and to be Heard. Each Director is entitled to receive notice of and to attend at and be heard (as provided in *Robert's Rules of Order*) at each Board meeting.

3.11 Failure to Have Quorum. Should there fail to be a quorum at any duly called Board meeting, the Board may not transact any business, except that the Board may adjourn the meeting to a later time or date, or call a Meeting of Members.

3.12 Ceasing to be a Director. A Director immediately ceases to be a Director when he or she

- (a) dies;
- (b) is removed from office by the members pursuant to Article 3.06;
- (c) becomes and remains for a period of 21 or more days disqualified to be a Director of the Society pursuant to Article 3.04, ceases to be a member pursuant to Article 2.04, is expelled pursuant to Article 3.13, or is suspended for a period of 21 or more days pursuant to Article 3.13;
- (d) sends or delivers his or her resignation to the Society; or
- (e) has without reasonable excuse absented himself or herself from 3 or more consecutive Board meetings and the Board has for that reason declared his or her office vacated. For greater certainty the Board is hereby empowered to made such determination and declaration.

3.13 Expulsion or Suspension. The Board may, by a vote of three-quarters ($\frac{3}{4}$) of those present at a duly called Board meeting, expel or suspend for a period of time any member (including a Director or officer):

- (a) whose conduct or character shall have been determined by the Board to be improper, unbecoming, or likely to endanger the interest or reputation of the Society or the Board;
- or

(b) who wilfully commits a breach of these Bylaws.

No member shall be expelled or suspended without being notified of the charge or complaint against him or her or without having first being given an opportunity (on at least 7 days notice) to be heard by the Directors at a Board meeting, or to submit a statement in writing.

3.14 Vacancies. Vacancies on the Board, however caused, so long as a quorum of Directors remains in office, may be filled by the Board, if they see fit to do so; otherwise, such vacancies shall be filled at the next Annual General Meeting of members at which the Directors for the ensuing year are elected. If there is not a quorum of Directors, the remaining Directors shall forthwith call a Meeting of Members to fill the vacancies. If the number of Directors is increased between elections, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled by the Directors in the manner above provided, at a Meeting of Members called for that purpose by the Board or at the next Annual General Meeting of members.

3.15 Authority. Subject to Article 6.03, no Director or Directors shall commit or purport to commit the time, resources or finances of the Society, its Board or its staff without prior approval of such a commitment by the Board.

3.16 Action by the Board. Questions arising at any Board meeting shall be decided, the powers of the Board shall be exercised, and determinations of the Board shall be made by Ordinary Resolution of the Directors present in person, unless otherwise provided by the Act or these Bylaws. All votes at any such meeting shall be taken by ballot if so demanded by any Director present; but if no demand is made, the vote shall be taken by a show of hands. A declaration by the Chairperson that a resolution has been carried and an entry to that effect in the minutes shall be *prima facie* evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

3.17 Resolution in Lieu of Meeting. A resolution in writing signed by all of the Directors personally shall be valid and effectual as if it had been passed at a Board meeting duly called and constituted. Resolutions may be signed in counterpart and transmitted by facsimile or electronic mail. A resolution in writing takes effect on the date it is expressed to be effective.

3.18 Limitation of Liability. Every Director and officer of the Society in exercising the powers and discharging the duties of Director or officer shall act honestly and in good faith with a view to

the best interests of the Society and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no Director or officer shall be liable for:

- (a) the acts, receipts, neglects or defaults of any other Director, officer or employee;
- (b) joining in any receipt or other act for conformity;
- (c) any loss, damage or expense happening to the Society through the insufficiency or deficiency of title to any property acquired for or on behalf of the Society;
- (d) the insufficiency or deficiency of any security in or upon which any of the moneys of the Society shall be invested;
- (e) any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the moneys, securities or effects of the Society are deposited,
- (f) any loss occasioned by any error of judgment or oversight on the part of the Director or officer; or
- (g) any other loss, damage or misfortune that happens in the execution of the duties of such office or in relation thereto;

provided that nothing herein shall relieve any Director or any officer from the duty to act in accordance with the Act and the associated regulations or form liability for any breach thereof.

3.19 Indemnity. Subject to the Act, the Society shall indemnify a Director or officer, a former Director or officer, or a person who acts or acted at the Society's request as a Director or officer of a body corporate of which the Society is or was a shareholder or creditor, and such person's heirs, executors, administrators, and assigns, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred in respect of any civil, criminal or administrative action or proceeding to which such person is made a party by reason of being or have been a Director or officer of the Society or such body corporate, if such person:

- (a) acted honestly and in good faith with the view to the best interests of the Society; and

- (b) in the case of a civil, criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that such conduct was lawful.

The Society shall also indemnify such person in such other circumstances as the Act or law permits or requires. Nothing in these Bylaws shall limit the right of any person entitled to be indemnified to claim indemnity apart from the provisions of these Bylaws.

3.20 Insurance. The Society may purchase and maintain such indemnity or liability insurance for the benefit of any or all of the Society, its Directors and its officers, as the Board may from time to time determine.

3.21 Remuneration. The members of the Board shall receive no remuneration for acting as such and no Director shall directly or indirectly receive any profit from his or her position as Director (or where applicable, officer, agent or employee of the Society). Profits or other accretions of the Society shall not be used to promote any Director's personal objectives. Such action would constitute violation of these Bylaws and jeopardize the status of the Director.

3.22 Agents and Employees. The Board may from time to time appoint agents and authorize the employment of such persons as they deem necessary to carry out the objects of the Society and such agents and employees shall have such authority and shall perform such duties as may be prescribed by the Board from time to time.

3.23 Meeting by Telephone. If all the Directors consent, a Director may participate in a meeting of the Board or of a committee of the Board by means of telephone or other communication facilities that permit all persons participating in the meeting to hear each other. A Director participating in a meeting by means of telephone or other communication facilities is deemed to be present at the meeting.

ARTICLE 4

OFFICERS

4.01 Officers. Unless otherwise determined by the Board, the officers of the Society shall consist of:

President
Managing Director
Vice-President
Secretary
Treasurer

The officers of the Society shall together constitute the Executive Committee of the Board.

Notwithstanding the foregoing the Board may designate such other offices of the Corporation, appoint as officers individuals of full capacity, specify their duties and delegate to them powers to manage the business and affairs of the Society which may not be delegated to a Managing Director or to a committee of Directors. Unless required by the By-laws, an officer shall also be a Director. The same individual may hold two or more offices of the Society.

An officer holds office from the date of the officer's appointment until a successor is appointed or until the officer's resignation or removal. An officer may resign by giving written notice to the Board. All officers are subject to removal by the Board, with or without cause.

An officer has all the powers and authority and may perform all the duties usually incident to, or specified in the By-laws or by the Board for, the office held.

4.02 Appointment. The Board shall annually, or more often as may be required, appoint certain Directors as officers and shall appoint, as needed, a Director to replace any officer who has ceased to be an officer.

4.03 President. The President shall:

- (a) act as the chief executive officer of the Society responsible for the general supervision of the business and the affairs of the Society;
- (b) when present, preside and act as chairperson at all meetings of the Board, committees of the Board at all meetings of the members;
- (c) be an *ex-officio* member of all committees of the Board;
- (d) coordinate the overall functioning of the Board and delegate duties accordingly; and
- (e) perform all duties incidental to the office of President and such other duties as may be prescribed by the Board from time to time.

4.04 Managing Director. The Managing Director is responsible for the day to day management of the business and the affairs of the Society. During the absence or disability of the President, or if no President has been appointed, the Managing Director exercises the functions of that office.

The Board may delegate to the Managing Director any of the powers of the Board. In addition the Managing Director shall:

- (a) prepare all Board agendas;
- (b) be the official spokesperson for the Society; and
- (c) be the primary signing authority for the Society.

4.05 Vice-President. The Vice-President shall act as chairperson in the absence of the President. He or she shall be responsible for such duties as determined by the Board.

4.06 Secretary. The Secretary shall:

- (a) attend all meetings of the Society and of the Board and keep accurate minutes of the same;
- (b) have charge of the Seal of the Society, which Seal, whenever used, shall be authenticated by the signature of the Secretary and the President or, in the case of the death or inability of either to act, by the Vice-Chairperson;
- (c) have charge of all of the correspondence of the Society;
- (d) cause to be kept a register of all of the members of the Society in accordance with the Act, containing the names of the applicants for incorporation and the name of every other person who is admitted as a member of the Society, including the following particulars of each: full name, residential address, date admitted as a member, and date ceased to be a member;
- (e) cause to be kept a register a register in which the names of the Directors of the Society are listed, together with the full names and addresses of each Director along with the date on which they were appointed or elected and the date they cease to be a Director;
- (f) cause all notices of the various meetings to be sent as required;
- (g) collect and receive the annual dues or assessments levied by the Society, if any, such monies to be promptly turned over to the Treasurer for deposit in a chartered bank as hereinafter required; and

- (h) perform all duties incidental to the office of Secretary and such other duties as may be assigned by the President or the Board.

In case of the absence of the Secretary, his or her duties shall be discharged by such officer as may be appointed by the Board.

4.07 Treasurer. The Treasurer shall:

- (a) receive all monies paid to the Society and deposit the same in whatever chartered bank the Board may order;
- (b) promptly account for the funds of the Society and keep such books as may be directed;
- (c) present a full, detailed account of receipts and disbursements to the Board whenever requested;
- (d) prepare for submission to the Annual General Meeting of members a statement duly audited as hereinafter set forth of the financial position of the Society and submit a copy of the same to the Secretary for the minute book of the Society.

4.08 Absence of Officers. In the absence of the President, his or her duties shall be performed by the Vice-President and in his or her absence, shall be performed by the Managing Director and in his or her absence by such other Directors as the Board may from time to time appoint for the purpose.

4.09 Remuneration. The remuneration of all officers appointed by the Board shall be determined from time to time by the Board. All officers shall be entitled to reimbursement for reasonable expenses incurred in the performance of the officer's duties.

4.10 Incumbents: Officers shall hold office as officers until new officers are appointed.

4.11 Agents and Consultants. The Board has the power to appoint agents, attorneys and consultants for the Society with any person and authority the Board considers advisable, subject to the Act.

ARTICLE 5
STANDING COMMITTEES

- 5.01 Standing Committees.** The standing committee of the Society shall be the Executive Committee.
- 5.02 Additional Standing Committees.** The Board may create or delete such other standing or special (ad hoc) committees as the Board may from time to time designate.
- 5.03 Appointment of Standing Committee Members.** The Board shall appoint one or more Directors or other members to each committee for such terms as they see fit, and may from time to time fill vacancies on the committees.
- 5.04 Function.** The committees shall recommend to the Board programs which will improve the services provided by the Society to their members. They shall act to provide the Society with the information, training and services necessary for the survival and growth of the Society and shall report to the Board or the members as required by the Board.

ARTICLE 6
FINANCE, ACCOUNTS AND AUDIT

- 6.01 Fiscal Year.** The fiscal year of the Society shall end on a day in each year to be fixed by the Board.
- 6.02 Audit.** The books, accounts and records of the Secretary and the Treasurer shall be audited at least once a year by the Auditor. A complete and proper statement of the audit shall be completed by the Auditor and submitted to the members by the Treasurer at the Annual General Meeting of members.
- 6.03 Expenditure Limits and Approval.** The establishment of expenditure limits and processes for the approval of expenditures will be set by the Board from time to time as appropriate.
- 6.04 Operations Accounts.** Operations accounts may be established for any committee or for routine operations of the Society to which the Board may transfer funds or allow funds to remain for approved budget expenditures. All other funds shall remain in the general account of the Society and the signing authorities for cheques written from the general account shall be set by Ordinary Resolution of the Board from time to time as may be appropriate.

- 6.05 Trust Accounts.** The Board may establish such trust accounts or segregated accounts for the receipt and management of endowment funds as the Board may consider necessary and appropriate.
- 6.06 Borrowing.** No money shall be borrowed by the Society except by Special Resolution; however, the Board may, by a vote of three-quarters ($\frac{3}{4}$) of the Directors present at a duly constituted Board meeting, borrow such amount as it can show will be paid from general revenues.
- 6.07 Assignment.** The President and the Managing Director together are authorized on behalf of the Society to assign securities or instruments held by the Society.

ARTICLE 7 MEETINGS OF MEMBERS

- 7.01 Annual General Meeting.** The Annual General Meeting of members shall be held on or before March 31st of each year and shall be called by the Board.
- 7.02 Special Meeting.** The Board may at any time call a Special Meeting of members of the Society.
- 7.03 Request to Call a Special Meeting.** A Special Meeting of members shall be called by the Board upon receipt by the Secretary of a written request that a meeting be called, signed by at least three (3) members in good standing of the Society, setting forth the reasons for calling such meeting, stating with reasonable particularity the business proposed to be transacted at such meeting, and submitting the text of any proposed resolution.
- 7.04 Secretary to Give Notice - General.** The Secretary of the Society shall, in respect of any Meeting of Members at which a Special Resolution will not be required, issue a notice of such meeting. Notice shall be given to all members of the Society at least 15 days prior to the meeting.
- 7.05 Secretary to Give Notice - Special Resolution.** The Secretary of the Society shall, in respect of any Meeting of Members at which a Special Resolution will be required, issue notice of such meeting. Notice shall be given to all members of the Society at least 21 days prior to the meeting.

- 7.06 Content of Notice.** Notice of a Special Meeting shall briefly state the nature of that business and the text of any proposed resolution to be submitted to the meeting. The text of a proposed resolution may be amended at a Meeting of Members if the amendments correct manifest errors or are not material.
- 7.07 Quorum and Lack Thereof.** Quorum at any Meeting of Members shall consist of five (5) or more members in good standing (including Directors). If there is not a quorum for any meeting, such meeting shall be adjourned to a later date.
- 7.08 Right to Vote.** Only members in good standing and who are actually present in person or by proxy at the meeting are entitled to vote on any resolution at a Meeting of Members, and each shall be entitled to one vote.
- 7.09 Right to Speak.** Only members in good standing and who are actually present at the meeting are entitled to propose and speak on motions as permitted by *Robert's Rules of Order*.
- 7.10 Majority Rule.** All questions to be decided by the members at a Meeting of Members shall be determined by Ordinary Resolution, unless otherwise provided by the Act or these Bylaws.
- 7.11 Business of Annual General Meeting.** The business of the Annual General Meeting of members shall include:
- (a) the President's report of the previous financial year activities;
 - (b) the Treasurer's report and presentation of the audited financial statements for the previous financial year;
 - (c) election or appointment of Directors;
 - (d) appointment of an Auditor for the ensuing year; and
 - (e) any other business of the Society.
- 7.12 Order of Business.** The order of business of the Annual General Meeting of members shall be at the discretion of the Chairperson of the meeting provided that, in general, business and reports relating to the preceding fiscal year of the Society shall precede the election of the Directors and the appointment of Auditors. The order of business of any other Meeting of Members shall be at the discretion of the Chairperson of the meeting.

7.13 Adjournment. Any Meeting of Members may be adjourned at any time and from time to time and business may be transacted at the adjourned meeting as might have been transacted at the original meeting from which the adjournment took place. Notice of an adjourned Meeting of Members is not required if the time and place of the adjourned meeting is announced at the original meeting.

7.14 Entitlement to vote by proxy. All voting members of the Society shall be entitled to appoint a proxyholder to attend and vote at any Meeting of Members of the Society or any adjournment of such meeting. A proxy shall be in writing, shall be deposited at the registered address of the Society or with the Secretary (or his or her nominee) prior to the Meeting of Members at which the person named in the proxy proposes to vote. Any individual person 18 years of age or older may act as proxyholder of a member whether or not that person is entitled on his or her own behalf to be present and to vote at the meeting at which that person acts as proxyholder. The following form, or any other form that is approved by the directors, shall be used to appoint a proxyholder:

Calgary Chapter Pheasants Forever Canada Society

The undersigned hereby appoints _____ of _____ or failing him or her _____ of _____ as proxyholder for the undersigned to attend at and vote for and on behalf of the undersigned at the meeting of Calgary Chapter Pheasants Forever Canada Society being held on the ____ day of _____, _____ and at any adjournment of that meeting.

Name of Voting Member

Signature

7.15 Meetings by Teleconference. Any member may participate in a meeting of members by means of telephone or other communication facilities that permit all persons participating in the meeting to hear each other. A member participating in a meeting by means of telephone or other communication facilities is deemed to be present at the meeting.

ARTICLE 8

NOMINATION AND ELECTION OF DIRECTORS

8.01 Nominations Committee. The Executive Committee shall act as a nominations committee for the Board. The Executive Committee shall prepare a slate of nominations of Directors to be

presented to the Board prior to presentation at the Annual General Meeting. Of the nominees, one shall be nominated as Chairperson.

8.02 Presentation of the Slate of Directors. The slate of nominations of Directors approved by the Board shall be presented to the members for voting by Ordinary Resolution at the Annual General Meeting, and the members, by Ordinary Resolution, may determine to hold a vote on the election of each individual or on the slate collectively. Voting shall be by show of hands unless a ballot is requested by any member in good standing who is present.

8.03 Incumbents: In default of an election of the Board, the then incumbents being members of the Board shall hold office until their successors are elected.

ARTICLE 9 NOTICES

9.01 Manner of Notice. Any notice required or permitted to be given to a member, Director or officer under these Bylaws or the Act may be given in writing:

- (a) by leaving the same with that person;
- (b) by delivering the same to or leaving the same at that person's address as shown in the register of the members (including by depositing the same in a receptacle at such address or affixing the same to an entry door at such address);
- (c) by mailing the same by ordinary or registered mail addressed to that person at his or her address as shown in the register of members; or
- (d) by sending the same by electronic mail or by facsimile to that person at his or her e-mail address or facsimile number as shown in the register of members.

9.02 When Deemed Received. Written notices or communications:

- (a) mailed to the address of a member, Director or officer shown in the register shall be deemed to have been received 5 days after the date of mailing excluding Saturdays, Sundays and statutory holidays, whether or not the notice was returned or received;
- (b) delivered to the address of a member, Director or officer shown in the register shall be deemed to have been received two days after the date the notice is left at the residence

or place, excluding Saturdays, Sundays and statutory holidays, whether or not the notice was received; or

- (c) delivered by electronic mail or facsimile to the electronic mail address or facsimile number of a member, Director or officer shown in the register shall be deemed to have been received one day after the date of transmittal excluding Saturdays, Sundays and statutory holidays, whether or not the notice was returned or received.

9.03 Error or Omission. No error or omission in giving notice of any Meeting of Members or Directors invalidates that meeting or makes void or voidable or otherwise affects any proceedings taken at such meeting.

9.04 Waiver. A member may at any time waive notice of any Meeting of Members and may confirm any proceedings taken. In the case of a Special Resolution, all members entitled to vote must waive notice in order for a waiver of notice to be valid as it pertains to any one member.

ARTICLE 10

ALTERATION OF BYLAWS OR OBJECTS

10.01 Alteration. The bylaws or objects of the Society will not be rescinded, altered or added to except by Special Resolution.

ARTICLE 11

RECORDS AND SEAL

11.01 Books and Records. The Directors will ensure that all necessary books and records of the Society required by these Bylaws or by any applicable law are regularly and promptly kept.

11.02 Minute Book. The Secretary or other officer designated by the Board will maintain and have charge of the minute book of the Society and will record, or cause to be recorded, in it the minutes of all proceedings of all meetings of members and Board meetings.

11.03 Seal. The seal of the Society shall be held by the Secretary of the Society. The seal of the Society shall be affixed to all legal documents executed by the proper officers of the Society and on such other forms which may, by their nature, require the seal of the Society to be affixed thereto.

ARTICLE 12
INSPECTION OF RECORDS

- 12.01 Inspection of Records - Members.** The books, records and accounts of the Society may be inspected by any member of the Society at any time at the registered office of the Society upon giving reasonable notice and arranging a time reasonably satisfactory to the officer or officers having charge of the same.
- 12.02 Inspection of Records - Directors and Auditor.** Each Director and the Auditor shall at all times have access to the books, records and accounts of the Society.
- 12.03 No Right of Inspection.** No person who is not a member of the Society has any right to inspect any book, record or account of the society except as conferred by law or authorised by the Board.

ARTICLE 13
DISSOLUTION

- 13.01 Dissolution.** All profits or other accretions of the Society shall be used in promoting the objects of the Society and for no other purpose whatsoever, and, upon dissolution or winding-up of the Society, all assets of the Society, after payment of liabilities, shall be distributed to such other organizations registered as charitable organizations under the *Income Tax Act* (Canada).

ARTICLE 14
LIABILITY AND INDEMNIFICATION

- 14.01 Limitation of Liability.** Every Director and Officer in exercising the powers and discharging the duties of office must act honestly and in good faith with a view to the best interests of the Society and must exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. No Director or Officer is liable for:
- (a) the acts, omissions or defaults of any other Director or Officer or an employee of the Society;
 - (b) any loss, damage or expense incurred by the Society through the insufficiency or deficiency of title to any property acquired for or on behalf of the Society;

- (c) the insufficiency or deficiency of any security in or upon which any of the money of the Society is invested;
- (d) any loss or damage arising from the bankruptcy, insolvency or tortious or criminal acts of any person with whom any of the Society's money is, or securities or other property are, deposited;
- (e) any loss occasioned by any error of judgment or oversight; or
- (f) any other loss, damage or misfortune which occurs in the execution of the duties of office or in relation to it,

unless occasioned by the wilful neglect or default of that Director or Officer. Nothing in this By-law relieves any Director or Officer of any liability imposed by the Act or otherwise by law.

14.02 Indemnity. The Society shall indemnify a Director or Officer, a former Director or Officer and a person who acts or acted at the Society's request as a director or officer of an entity of which the Society is or was a creditor (the "Indemnified Parties") and the heirs and legal representatives of each of them, against all costs, charges and expenses, which includes, without limiting the generality of the foregoing, the fees, charges and disbursements of legal counsel on an as-between-a-solicitor-and-the-solicitor's-own-client basis and an amount paid to settle an action or satisfy a judgment, reasonably incurred by an Indemnified Party, or the heirs or legal representatives of an Indemnified Party, or both, in respect of any action or proceeding to which any of them is made a party by reason of an Indemnified Party being or having been a Director or Officer or a director or officer of that body corporate, if:

- (a) the Indemnified Party acted honestly and in good faith with a view to the best interests of the Society; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the Indemnified Party had reasonable grounds for believing that the Indemnified Party's conduct was lawful.

The Society shall indemnify an Indemnified Party and the heirs and legal representatives of an Indemnified Party in any other circumstances that the Act permits or requires. Nothing in this By-law limits the right of a person entitled to indemnity to claim indemnity apart from the provisions of this By-law.

14.03 Insurance. The Society may purchase and maintain insurance for the benefit of a person referred to in subsection 14.02 against the liabilities and in the amounts the Act permits and the Board approves.

ARTICLE 15
OTHER RULES AND MATTERS

15.01 Robert's Rules of Order. In the event that matters arise that are not covered by these Bylaws, rules will be applied as stated in the latest edition of *Robert's Rules of Order*.

15.02 Repeal and Transitional. These Bylaws supersede and replace all previous bylaws of the Society, which are hereby repealed.

ARTICLE 16
EFFECTIVE DATE

16.01 Effective Date. These Bylaws shall come into force when enacted, subject to the provisions of the Act.

Passed by the Board on February 15, 2012 and enacted on the 1st day of March, 2012.

“PAUL VANDERBERG”

Paul Vanderberg

Witness

“MICHAEL J. PERKINS”

Michael J. Perkins

Witness

“MICHAEL M. MANNAS”

Michael M. Mannas

Witness

“WILLIAM FRILEY”

William Friley

Witness

“CHRISTOPHER KOLOZETTI”

Christopher Kolozetti

Witness

“SCOTT HAGGIS”

Scott Haggis

Witness

“THOMAS BRATRUD”

Thomas Bratrud

Witness

“KEVIN ROME”

Kevin Rome

Witness