

**RESTATED BY-LAWS OF THE BUFFALO
TARGET SHOOTERS ASSOCIATION**

ADOPTED JANUARY 2018

BY-LAWS OF THE BUFFALO TARGET SHOOTERS ASSOCIATION

ARTICLE 1

1. Interpretation

- 1.1 "Act" means the *Societies Act*, R.S.A. 2000, Chapter S-14, or any predecessor act, as amended;
- 1.2 "AGM" means the annual general meeting of the Association;
- 1.3 "Association" means the Buffalo Target Shooters Association;
- 1.4 "Ballot" means a ticket, sheet of paper or form, either in a physical or electronic format, used to cast a secret vote;
- 1.5 "Board" means the Board of Directors of the Association;
- 1.6 "Bylaws" means the bylaws of the Association, as amended from time to time;
- 1.7 "Director" means a member elected to the Board;
- 1.8 "Executive" means the executive committee of the Board of the Association, as appointed in accordance with Article 10 herein;
- 1.9 "Executive Director" means the person appointed by the Board to act as the chief executive officer of the Association;
- 1.10 "Mail" means any information sent by post, facsimile or electronic mail such that a written copy may be produced;
- 1.11 "Mailing Address" means the physical mailing address, electronic mailing address or facsimile number specified by the Member from time to time, as the address or number where the Member wishes to receive all communications from the Association;
- 1.12 "Member" means a member or honorary member who is in good standing in the Association pursuant to the terms of these Bylaws as determined by the Board;
- 1.13 "Notice" means a notice delivered by person, mail, facsimile or electronic mail that produces written copy;
- 1.14 "Officer" mean any one of the Chair, Executive Director, Secretary, Treasurer (or Secretary-Treasurer if those posts are combined) and "Officers" means, collectively, more than one Officer, as the context requires;
- 1.15 "Registrar" means the registrar as defined in the Act;
- 1.16 "Special Resolution" shall have the meaning attributed thereto in the Act.
- 1.17 "Standing Committees" refers to the standing committee as appointed by the Board from time to time;
- 1.18 "Vote" means the expression of the voter's choice in regard to any measure, formally manifested by a show hands or by casting a ballot;
- 1.20 "Writing" means any language communication recorded on paper and "in writing" and "written" including printing, lithography, or other modes of representing or reproducing words in visible form including electronic forms;
- 1.21 Words importing the singular include the plural and vice versa and words importing the use of gender include all genders;
- 1.22 Capitalized terms have meanings contained in Article 1.0 hereof unless otherwise stated.

ARTICLE 2

2. Seal

- 2.1 The seal of the Association, the design of which shall be approved by the Board, shall be in the custody of the Executive Director or by a Board Member and shall be affixed to all

documents as required by the Board, the Bylaws and/or the Act.

ARTICLE 3

3. Dues

3.1 Dues payable for each category of membership shall be determined by the Board.

3.2 Annual dues shall be due and payable by each Member on the first day of the membership year.

3.3 Notwithstanding sections 3.1 and 3.2 herein, the Board may, in its sole discretion, waive or refund any annual dues, or a portion thereof, owing to the Association by a Member.

3.4 Membership in the BTSA will also include dues for membership in the Alberta Provincial Rifle Association, APRA, except where an APRA membership has already been provided through another affiliated club in which case the APRA dues will be waived.

3.5 BTSA dues will be reviewed annually and set by the Board.

ARTICLE 4

4. Memberships

4.1 The membership year shall be the calendar year.

4.2 The Association shall be composed of Members as hereinafter set out.

4.3 Any individual resident of Alberta who is 18 years of age or older is eligible for membership in the Association on acceptance of an application to the Board and the Board believes the applicant is committed to advance the objects of the Association, and upon payment of the required dues.

4.4 Any member of the 'family' of a Member is eligible for membership in the Association on acceptance of an application to the Board and upon payment of the required dues. A 'family' includes parents and/or legal guardians and their dependent children under eighteen (18) years of age. Dependent children of the family eighteen (18) to twenty-five (25) years of age attending a recognized post secondary educational facility full time with proof of enrollment can also be included in the family.

4.5 Youth membership may be granted in the Association on acceptance of an application to the Board and upon payment of the required dues. Youth shall mean an individual resident of Alberta who is under 18 years of age and who is not otherwise granted membership pursuant to section 4.4 herein. The application required by the Board from time to time for youth membership may include parental or guardian consent requirements, as determined by the Board in its sole discretion and/or in accordance with applicable law.

4.6 Membership in the Association shall be evidenced by the issuance of a membership card to the Member.

4.7 Notwithstanding sections 4.1 and 3.2 herein, a Member who applies for membership or renewal of membership on or after October first (1st), and who provides payment of the required dues, shall be considered to hold a valid membership through to December thirty-first (31st) of the following year, unless such membership is otherwise revoked in accordance with the Bylaws.

4.8 An eligible and approved person may be granted a life membership in the Association. A life membership is a no-fee membership given to a person for outstanding assistance to the Association. The person will be nominated by the Board and approved by a membership vote at an AGM. Criteria for nomination for a life membership are that the nominee:

- a) shall have demonstrated marked ability, initiative and incentive beyond the call of normal duty, for the betterment of the Association as a whole; and
- b) shall have been a Member for a minimum period of 5 full years.

If granted a life membership in accordance with this section 4.7, a life member will be required to

possess a valid Alberta Provincial Rifle Association membership in order for the Member to use the Association's facilities.

4.9 An eligible and approved person, nominated by a Board member, may be granted an honorary membership in the Association upon approval by a majority vote of the Board. An honorary membership is a one calendar year no-fee membership given to a person of prominence or in recognition of Association support.

4.10 Subject to Section 7.9 herein, Members may attend all Association meetings. Members eighteen (18) years of age and older have voting rights at all Association meetings, except for Board meetings. Only Board members shall have voting rights at Board meetings.

4.11 A Member whose annual dues are not paid within 90 days of the due date shall thereafter automatically cease to be a Member for all purposes and without prejudice to the Member's liability to the Association. The Member's membership card shall cease to be of any force and effect.

4.12 A Member may resign from the Association by delivering a signed Notice to that effect to the Board Chair, Executive Director or duly appointed designate thereof. The Member's membership shall cease to be effective as of the date of the Notice and the Member's membership card shall cease to be of any force and effect. Notwithstanding the foregoing, the Member shall remain liable to the Association for any unpaid dues or other payments or obligations owing by the Member to the Association.

4.13 Any member may be expelled from the Association by the determination of the Board. Two-thirds of the Board participating in the Vote must approve the expulsion. Grounds for expulsion shall include, but are not limited to, a violation or breach of the Association's Bylaws, rules, or regulations or a violation or breach of the Act or other applicable law, regulation or order. In the event of expulsion, membership fees will not be refunded and the Member shall remain liable to the Association for any unpaid dues or other payments or obligations owing by the Member to the Association. The Member's membership and membership card shall cease to be of any force and effect as of the date of the Vote by the Board to expel such Member.

ARTICLE 5

5. Organization

5.1 The governing structure of the Association shall consist of the general meetings of the Members, the Board, the Executive and the Officers.

ARTICLE 6

6. Meetings of the Association

6.1 Annual General Meeting

(a) The AGM shall be convened at such place and time as determined by the Board.

(b) The business of the AGM shall include the election of the Board, the Auditors Report for the previous financial year, the appointment of the auditor or a non-Executive Member appointed by the Executive and such other business as may be considered appropriate.

(c) A report of the business to be submitted to the AGM shall be Mailed to all Members to their Mailing Address at least 21 days before the AGM unless otherwise required by law, in which case the minimum period required by law shall apply.

(d) Motions presented at the meeting require a two-third (2/3) majority to be approved.

6.2 Special Meeting

(a) Special meetings of the Association may be called by the Chair, the Board or the Executive.

(b) The Chair shall call a special meeting on receipt of a written request signed by not less than 10 Members entitled to vote and stating the purpose of such meeting.

(c) When called by the Chair in accordance with Section 6.2(b), the special meeting shall be held within 30 days of the Chair receiving the written request from the Members, unless otherwise required by law, in which case the period required by law shall apply.

(d) The Notice requirements for special meetings shall be in accordance with Section 6.3.

6.3 Notice of Meetings

Notice of meetings, adjourned meetings and any change in the date of meetings, shall be sent to each Member to their Email Address at least 21 days before the date fixed for such meeting.

6.4 Quorum

(a) At any AGM, general meeting or special meeting of the Association, 10 Members shall constitute a quorum.

(b) Unless otherwise stated herein, each Member shall have one vote at any meeting of Members. Members must be present at any AGM or special meeting in order to vote and proxy votes will not be accepted at any AGM or special meeting.

6.5 These Bylaws may be rescinded, altered or added to by a Special Resolution .

ARTICLE 7

7. Board of Directors

7.1 The Board shall be composed of a minimum of 6 members and a maximum of 12 members.

7.2 The Directors shall be elected by and from among Members who have been Members for a minimum period of twelve (12) months. The Directors shall be elected to hold office for a term ending upon the conclusion of the earlier of the next occurring AGM or special meeting called for the purpose of addressing the composition of the Board.

7.3 A Member shall have served at least twelve (12) months on the Board in a position other than the Chair before becoming eligible for election to the Chair position. An exception may be made where the Member can demonstrate having considerable knowledge and experience in a management position.

7.4 An act of a Director or Officer is valid notwithstanding any irregularity in the election or appointment of the Director and Officers.

7.5 The Board shall meet at the call of the Chair, at least four times per year, and at such other times as the Chair deems advisable.

7.6 A member of the Board may attend in person or by telephone or other electronic manner where that member can hear all other members and be heard by all other members.

7.7 In the event that a member of the Board ceases to be a member of the Board during such Board member's term of office by virtue of resignation, illness, death, or other, the remaining members shall be authorized to appoint from amongst the Members a replacement to hold office as a member of the Board until the next AGM or special meeting called for the purpose of addressing the composition of the Board. Provided, however, that in the event that more than 3 members of the Board cease to be members of the Board during any term, the remaining members of the Board shall cause a special meeting to be convened for purposes of electing Board members.

7.8 One half of the members of the Board shall constitute a quorum.

7.9 Any Member who has notified the Chair in advance may, subject to this paragraph, attend the meeting as an observer. However, the Chair may, at any time, determine that all or a portion of a meeting should be closed to observers.

7.10 The Board shall have the power to delegate authority for specific matter to the Executive, to any committee or to any Officer.

7.11 The Board shall have the authority to make such rules and regulations, policies or directives as deemed necessary for its own conduct and the orderly functioning of the Association.

ARTICLE 8

8. Officers of the Association

8.1 The Board shall chose from among its members its Chair and shall appoint, whether from among or outside its members, a Secretary and Treasurer and may combine the post of Secretary and Treasurer. The Board shall also have the authority to appoint an Executive Director from among or outside its members.

ARTICLE 9

9. Duties of Elected Officers

9.1 Chair:

(a) The Chair shall:

- (i) Preside at meetings of the Board and Executive;
- (ii) Prepare agendas for meetings of the Board;
- (iii) Possess and exercise such powers and fulfil such duties as the Board may assign by passage of specific motions.

9.2 Executive Director, if appointed:

(a) The Executive Director shall:

- (i) Be the chief executive officer of the Association;
- (ii) Give general supervision to the administration of Association affairs;
- (iii) Be responsible to the Board for implementation of Association policies;
- (iv) Pay, or cause to be paid, from out of the revenues of the Association all bills, which are the due account of the Association;
- (v) Receive, take charge of and when so directed, account for and deliver over to the Board all monies, securities, deeds and financial instruments which are the property of the Association; and
- (vi) Assume such duties as those that shall be assigned by the Board and act as an official representative of the Association.

9.3 Secretary:

(a) The Secretary shall:

- (i) Have charge of and be responsible for the preparation and custody of all the correspondence, minutes, resolutions, books, and records of the Association;
- (ii) Be responsible for the custody of the Association's corporate seal.

9.4 Treasurer:

(a) The Treasurer shall receive all monies paid to the Association and be responsible for the bank deposit of the same in whatever Bank, Trust Company, Credit Union, or Treasury Branch the Board may order. He/She shall properly account for the funds of the Association and keep such books as may be directed. He/She shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the Annual Meeting a statement duly audited of the financial position of the Association and submit a copy of same to the Secretary for the records of the Association. The office of the Secretary and Treasurer may be filled by one person if any annual meeting of the Association shall so decide.

ARTICLE 10

10. Executive Committee

10.1 The Executive shall consist of Chair, the Past Chair, the Executive Director, and two other Directors who are appointed annually by the Board.

10.2 The Executive shall meet at the call of the Chair or the Executive Director.

10.3 Three member of the Executive shall constitute a quorum.

10.4 The Executive shall deal with all matters requiring attention between meetings of the Board.

10.5 In the event of the resignation, death, or expulsion of a member of the Executive, the remaining members of the Executive may appoint a member of the Board as a replacement member of the Executive.

ARTICLE 11

11. Standing Committee

11.1 Standing committees of the Association shall be established or amended by Special Resolution of the Board.

11.2 The Board shall appoint Members to each Standing Committee for a term of no more than one calendar year. The number of members and the chair of each Standing Committee and their selection shall be at the sole discretion of the Board, unless otherwise specified in the Bylaws or required by law.

11.3 A Standing Committee shall not incur expenses beyond those authorized by the Board.

11.4 For any Standing Committee a majority of its members shall constitute a quorum.

ARTICLE 12

12. Indemnity to Directors, Offices and Others

12.1 The Board shall be authorized by the Association to indemnify each Director, Officer, and Member of the Association, or other person who has undertaken or is about to undertake any liability on behalf of the Association or any company controlled by the Association, their heirs, executors, administration and estate against all costs, charges, and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the Director, Officer, other Member or other person in respect of any civil, criminal or administrative action or proceeding to which the Director, Officer, other Member or other person is made a party by reason of being or having been acting in the best interest of the Board if:

(a) The Director, Officer, Member or other person acted honestly and in good faith with a view to the best interests of the Association; and

(b) In the case of criminal or administrative action or proceeding that is enforced by a monetary penalty, the Director, Officer, Member or other person has reasonable grounds for believing his conduct was lawful.

12.2 Each Director, Officer, Member or other person indemnified by the Association as authorized by the Board shall not be liable for but instead shall be indemnified for and against:

(a) The acts, receipts, neglects and defaults of any other Director, Officer, Member or Other person of the Association;

(b) Joining in any act, neglect or default for conformity; and

(c) Any other loss, damage or misfortune whatsoever which shall happen in the execution of the duties of the office of the Director or Officer as the case may be or in relation thereto;

Provided that the power exercised and the duties discharged by the Director, Officer, Member or other person were honestly performed and in good faith with a view to the best interests of the Association and with care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

12.3 The indemnity granted herein shall apply notwithstanding any fees or other remuneration paid to the Director or Officer while that person is a Director or Officer of the Association.

12.4 Nothing in these Bylaws shall relieve the Director or Officer from the duty to act in accordance with the provisions of the Act and the regulations thereunder or from liability for any breach thereof.

13. Appointment of Auditor

13.1 The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year by a duly qualified accountant or by two Members elected for that purpose at the AGM. A complete and proper statement of the books for the previous year shall be submitted by such auditor at the AGM of the Association. The fiscal year of the Association shall be the calendar year or as otherwise determined by the Members by way of Special Resolution.

13.2 The auditor(s) shall:

- (a) Examine annually the financial statements of the Association, including such tests of accounting records and other information as will enable the auditor to give an opinion on the financial records;
- (b) File an annual report with the Committee on Financial Audit. The chair of the Committee on Financial Audit or the Treasurer if such committee does not exist, shall submit the annual report to the Board for approval, and it shall be open to inspection by all Members. The annual report of the auditor shall be included in the report to the AGM;
- (c) Examine and report on other financial matters of the Association on the request of the Board.

13.3 The books and records of the Association may be inspected by any Member at the head office of the Association on giving reasonable Notice to the Executive Director. Each Director shall have access to such books and records without requirement of Notice.

ARTICLE 14

14. Procedures

14.1 All meeting of the Board and Executive of the Association and any general or special meetings of the Association shall be conducted in accordance with Roberts Rules of Orders and in accordance with the Act.

14.2 A Special Resolution may be passed at an AGM where notice has been given at least 21 days in advance specifying the motion, and is approved by at least 75% of those Members present and entitled to vote.

14.3 Members wishing to have a special resolution introduced at an AGM must present the proposed resolution to the Board at least sixty (60) days prior to the AGM.

14.4 For the purpose of carrying out its Bylaws, the Association may borrow or raise or secure the payment of money in such a manner as the Board deems fit but in no case shall any land, real property mortgage be issued without the sanction of a Special Resolution of the Association.

ARTICLE 15

15. Nominating Committee

15.1 The Board shall appoint from its Members a nominating committee of not less than three (3) nor more than five (5) Members, to bring forward to the AGM a list of nominees for the Board.

15.2 The list of nominees shall be published and distributed with the Notice for the AGM.

15.3 Additional nominations may be submitted in writing to the nominating committee no later than fourteen (14) days prior to the AGM. The written nominations shall be signed by the mover and seconder.

ARTICLE 16

16. By-Law and Objects Amendments

16.1 These Bylaws may be rescinded, altered or added to only by Special Resolution at an AGM.

16.2 The Objects of the Association may be altered only by Special Resolution at an AGM.

ARTICLE 17

17. Execution of Documents

17.1 Unless otherwise authorized by a resolution of the Board, all documents, instruments, banking documents, cheques, bills of exchange shall be signed by any two members of the Board authorized to do so by the Board.

ARTICLE 18

18 Voting Procedures

18.1 A Member in good standing shall have the right to vote in any meeting of the Association, such votes must be made in person and not by proxy or otherwise.

18.2 Voting shall be done by a show of hands except where a vote is required for election of Board members which shall be conducted by written ballot.