

Bylaws of Ponoka Fish and Game Association

October 7, 2021

Article I-Name

The name of this Association is the Ponoka Fish and Game Association hereinafter referred to as the 'Association'.

a) Executive means the President, 2 Vice Presidents, immediate Past President, Secretary, and the Treasurer of the Association as well as all the Chairpeople of the Standing Committees of the Association.

b) Standing Committees means Archery, Bird and Fish, Environment, Casino, Banquet, Publicity, Range, Rifleman's Rodeo, Memberships, Youth, Rentals, Trap, Properties, Big Game, Predator, and such other Committees that may be established by the Executive from time to time.

Article III- Memberships

a) Memberships shall be available to those persons whose expressed aims are the conservation of our fish, wildlife, and natural resources and their management for the future.

b) The annual year for the purpose of membership shall be from the first day of January to the thirty first day of December in each year.

c) The membership fee for each year shall be established by the majority vote of the membership present at an Annual General Meeting or Special Meeting of the Association. The effective date for the new membership fee shall be established in the motion to change the membership fees.

d) The membership of the Association shall consist of those persons subscribing to the aims and the objects of the Association, and who have paid their membership fees in full as set in the manner prescribed in paragraph c) of this Article.

e) Members of the Association shall be entitled to all the rights and privileges of the Association including the right to be present and vote at all General and Special Meetings of the Association and to hold office in the Association.

f) Members present and in good standing at any Annual, General, or Special meeting includes but is not limited to members present in person, or if the Executive deems necessary to have a meeting via conference call, via Skype, Zoom, or any other electronic version of communicating at the meeting that the Executive deems fit for the purpose of conducting business.

g) Any member may, at any time, withdraw from the Association and upon the member wishing to withdraw and notifying the Executive in writing via email or electronic format or by hand to that effect, and upon receipt of such notice by the President or Secretary, the member shall cease being a member of the Association and their name shall be removed from the membership roster effective immediately.

Article IV- Executive

a) The governing body of the Association shall be the Executive.

b) The Executive of the Association may administer the affairs of the Association and all things and make or cause to be made for the Association in its name, any kind of contract which the Association may lawfully enter into, and save as hereinafter provided, generally may exercise and do all and such other powers and all such other acts and the things the Association is by its constitution or otherwise authorized to exercise and do. Without in any way derogating from the generality of the foregoing, the Executive is expressly empowered, from time to time, to purchase, hold, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options, and other securities, lands, buildings, or other property moveable or immovable, real or personal, including leasehold interests, or any right or interest therein owned by the Association for such consideration and upon such terms and conditions as they may deem advisable.

Article V- Duties of the Executive

a) The President, 2 Vice Presidents, Secretary, Treasurer, immediate Past President, and the Chairpeople of all the Standing Committees shall be elected by majority vote of the members in attendance in person or by proxy of an Executive member only or if the Executive deems necessary to have a meeting via electronic format such as conference call, Skype or similar at the Annual General Meeting.

The Vice President, prior to elections, must express a willingness to proceed up to and accept the Presidency. The Vice President will normally become the President one year from the date of their election to Vice President. The Executive shall hold office for one year or until the next Annual General Meeting.

b) The Executive of the Association shall be comprised of members of the Association in good standing who have actively engaged in the work of the Association's committees for a period of at least 6 months prior to their election.

c) In the event that the President is unable to perform their duties for any reason, the First Vice President shall assume the office and duties of the President.

d) Vacancies in the elected positions on the Executive shall be filled by appointment by the Executive at the next General Meeting when the vacant office shall be filled by majority vote of the members present in person, by proxy of an Executive member only or via conference call, or electronic format such as Skype or similar at the meeting.

e) Meetings of the Executive shall be called as required at the discretion of the President with at least 48 hours notice to all members of the Executive. Seven members of the Executive present in person, via conference call, or electronic format such as Skype or similar shall constitute a quorum at a duly constituted meeting of the Executive.

f) Unless authorized at any General, Special, or Executive meeting of the Association, and after notice thereof has been given, no officer or member of the Association shall receive any remuneration for their services to the Association.

g) Every Executive member of the Association shall be deemed to have assumed office on the expressed understanding and agreement and condition that every Executive member of the Association and their heirs, executors and administrators and estate and effects respectively shall be, from time to time and at all times, be indemnified and saved harmless out of the funds of the Association from and against all costs, charges, and expenses whatsoever which such Executive member sustains or incurs as a result of any of their acts, or in suits or proceedings which are brought, commenced, or prosecuted against them for or in respect of any act, deed, matter, or thing whatsoever made, done, or permitted by them or any other Executive member in or about the execution in

the duties of their office, and also from and against all other costs, charges, and expenses which they sustain or incur in or about or in relation to the affairs thereof, except such costs, charges, or expenses as are occasioned by their own willful neglect or default.

h) Every member of the Association, not being an Executive member, may apply for membership in one or more of the committees established by Article I b), and such member of the Association shall be deemed a member of good standing of that committee after having attended 3 meetings of that committee and participated in the activities of that committee. Membership in a committee shall cease upon the resignation of the member from the committee or the Association, or in the event of a member failing to attend 3 consecutive meetings of that committee without having been excused by the President or Secretary for failure to attend committee meetings.

i) In the event that any member of the Executive fails to attend 3 consecutive Executive meetings of the Association without having been excused by the President or Secretary for valid reason for such non-attendance prior to the 3rd such non-attendance without excuse, the majority vote of the Executive shall declare the Executive position held by that person be vacant, and the Executive shall deal with the filling of that position in the same manner in which vacancies are dealt with elsewhere in these bylaws.

Article VI- Duties of the Officers

a) The President shall preside at all General or Special Meetings of the Association at which they are present, shall serve as a Chairperson of the Executive, shall exercise general supervision over the affairs and activities of the Association, and shall serve as a member ex-officio of all standing and special committees.

b) The 1st Vice President shall assume the duties of the President in their absence and any duties delegated to them by the Executive from time to time.

c) The Secretary shall handle all correspondence during their term of office and maintain the records of the Association, assist in promoting its membership, arrange for General and Special meetings and the publishing of notices required under terms of the bylaws. The Secretary shall keep the minutes of the meetings

of the Association and, in general, assist the Executive to ensure the smooth and efficient conduct of the Association's business.

d)The Treasurer shall receive and collect all fees and other income of the Association and keep and have custody of the books of account of the Association. The Treasurer shall have the custody of the funds of the Association and shall pay all claims which have been duly approved by resolution or motion of the Executive. The Treasurer shall maintain regular books of account and complete records of all monies received and disbursed by the Association, and shall be responsible for the preparation of all financial statements of the affairs of the Association during their time in office.

Article VII- Custody and Use of the Seal of the Association

There shall be a Seal of the Association, an impression of which is made on these bylaws. The Seal shall be affixed to all contracts or other written documents or instruments to which the Seal of the Association is required, by law, to be affixed, under signatures of such Executive of the Association as may be prescribed by a resolution or motion of the Executive.

Article VIII- Funds

a)All Association funds shall be credited to the current or such other special accounts of the Association as may be authorized from time to time, and shall be paid out only on resolution or motion approved by the Executive. All cheques issued in the name of the Association shall be signed by the President and Treasurer or by such other members of the Executive authorized by resolution or motion of the Association to sign in place of the President or Treasurer.

b) The Executive may authorize committees to spend annually, Association funds to a specified amount, and to carry on committee transactions within the limits of their monetary authorization without further references to the Executive.

Article IX- Property of the Association

a) The Association shall hold all property, income arising therefrom acquired by it, possessions, gifts, bequests, or otherwise, in trust for the objects and purposes for which the Association is incorporated.

b) For the purpose of carrying out the objectives of the Association, the Executive may borrow, raise, or secure the payment of monies in such a manner as they think fit and in particular, by the issue of debentures.

c) The Executive may, from time to time:

a. Borrow money on the credit of the Association

b. Issue, sell, or pledge as security property of the Association

c. Charge, mortgage, hypothecate, or pledge all or any of the real or personal property of the Association, including book debts, rights, powers, franchises, or undertakings to secure any monies borrowed or other debts or any other obligations or liability of the Association, providing the debentures shall not be raised without the sanction of an Extraordinary Resolution or Motion of the Association.

d) From time to time, the Executive may authorize any Executive member, officer, or employee of the Association, or any other person to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loans therefore, with power to vary or modify such arrangements, terms, or conditions, and to give such securities for any monies borrowed or remaining due by the Association as the Executive may authorize and, generally, to manage, transact, and settle the borrowings of money by the Association.

Article X- Meetings

a) Executive meetings of the Association shall be held once a month for every month of the year unless 24 hours notice is given by the President upon consultation with the Executive of the Association to postpone or cancel. The time and place of the meetings of the Association shall be decided by the President in consultation with the Executive and at least 48 hours notice shall be given to the Executive and members by mail, email, text, publication on social media, website, or similar communication to reach the largest number of members possible.

b) The Annual General Meeting shall be held between November 1 and December 31 in each year. All members of the Association shall be given at least 30 days

notice indicating the time and place of the meeting. Communication methods to be used are in Article XIII a) of these bylaws. Such notice shall be distributed by the Executive to impact at least 75% of the membership. The new Executive will come into effect January 1 of the following year.

If a Special Resolution or Extraordinary Resolution is being proposed at the Annual General Meeting, then 21 days notice shall be given as per the Alberta Societies Act.

c) Quorum for a General Meeting shall be 10 members in good standing. If, within 30 minutes of the appointed time for the General Meeting, a quorum is not present, the members present will constitute a quorum for all matters with the exception of financial matters of the Association.

Quorum for the Annual General Meeting or Special Meeting shall be 12 members in good standing. If, within 30 minutes of the appointed time of the Annual or Special Meeting, a quorum is not present, the members present will constitute a quorum for all matters with the exception of financial matters of the Association.

d) No resolution or motion shall be passed at any meeting of the Association at which there is not a quorum.

Article XI- Meeting Procedures

- a) Votes of members shall be cast personally. At any meeting of the Association, each member represented in person shall have one vote.
- b) No member shall be entitled to vote at any meeting unless all subscriptions presently paid by the member in respect to the membership in the Association have been paid in full.
- c) Voting may be done by a show of hands, unless a ballot is demanded by any such member
- d) The method of communication used to conduct the meeting will permit participants to communicate adequately with each other during the meeting. A person participating in the meeting shall be deemed present at the meeting. Voting and the method used must allow for the votes to be gathered in a manner that permits their subsequent verification. Voting methods are valid for all meetings of the Association.

Article XII- Order of Business

a) As far as it is practical, the order of business at General and Executive meetings shall be as follows:

- 1.Call to Order
- 2.Roll Call
- 3.Approval of Minutes
- 4.Approval of Agenda
- 5.Chair and Standing Committee Reports
- 6.Old Business
- 7.New Business
- 8.Correspondence
- 9.Adjournment

b)In general, the major item of business to be transacted at the Annual General Meeting shall be the election of the Executive and the discussion of and voting on any resolutions or motions submitted by any member of the committees of the Association. Resolutions that have been approved by the Association will be submitted to the Zone 3 Executive of the Alberta Fish and Game Association for approval and eventual submission to the annual convention of the Alberta Fish and Game Association.

Article XIII- Amendment of the Constitution and/or Bylaws

a)The Constitution and/or bylaws of the Association may be amended, revised, added to, deleted from, or repealed by a 75% majority vote of the members present as stated in Article III f) of these bylaws at any Special Meeting of the Association provided there is a quorum as stated in Article X c) and provided that 21 days notice by mail, email, social media, website, or other similar written or electronic means has been given to the members of the Association of the time and place of the meeting at which the matter of changing the Constitution is to be considered, and the intention to introduce a motion changing this Constitution

and the substance of such change. Proposed amendment of the constitution and/or bylaws must be submitted a minimum of 60 days prior to the Special Meeting date by either mail or email to the President or Secretary of the Association.

Article XIV- Communication of the Association

a) Communication of the Executive of the Association to the membership shall include but is not limited to all means available to them such as written, mail, email, text, conference calls, website, social media, Skype or Zoom or similar electronic means, publishing in the local or regional newspapers in print or digital format, on radio, all methods available now and in the future, or any other communication tool that reaches at least 75% of the membership.

b) Communication format and wording shall be given to a designated Executive member or any other person or agent the Executive deems fit to execute the communication in a timely fashion using Article XIII a).

c) Costs incurred with any communication sanctioned by the Executive shall be claimed by the person designated to execute the communication and submitted to the Treasurer.

Article XV-Auditing

a) The books, accounts, and records of the Secretary and Treasurer shall be audited at least once a year by a duly qualified chartered accountant. A complete and proper statement of the standing of the books for the previous year shall be available in the Association at all times. December 31 in each year shall be the year end of the fiscal year of the Association.

b) The books and records of the Association may be inspected by any member of the Association at the Annual General Meeting provided for herein, or at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same. Each member of the Executive shall at all times have access to such books and records.

Article XVI- Newsletter

The Association may publish a newsletter or magazine, either in print or digitally, from time to time, for distribution to the general membership of the Association, and any notice of the meetings published therein either of a meeting of the members of the Association or of the Executive of the Association or of any committee established under these bylaws, shall be deemed a properly constituted notice of that meeting subject to the bylaws.

Article XVII- Suspension of Members

a) The Executive shall have the power to vote by a 75% of those present at an Executive meeting to expel or suspend any member whose conduct shall have been determined by the Executive to be improper, unbecoming, or likely to endanger the interest or reputation of the Association or who willfully commits a breach of the Constitution or bylaws of the Association. No member shall be expelled or suspended without being notified of the charge or complaint against them and without having first been given opportunity to be heard by the Executive at a meeting called for such purpose if the member or Executive so desires.

b) Any member who resigns, withdraws, or is expelled from the Association shall forthwith forfeit all rights, claims, and interests arising from or associated with membership in the Association.

Article XVIII- Powers

The powers authorized by the Alberta Societies Act shall apply to the Association, except and to the extent that the same may be consistent with the powers herein set forth, but none of the powers authorized by the Alberta Societies Act shall be deemed to be lessened or restricted, as regards to the Association by reason of anything in these bylaws contained.

Article XVIV- Dissolution

Where the membership voluntarily wishes to cease the operations of the Association, a Special Meeting shall be held with proper notice as in Article X b) of these bylaws. A Special Resolution or Motion must be passed with 75% majority

vote in favor of the Resolution or Motion. This Special Resolution or Motion must contain but is not limited to:

- 1.Appointment of members with the authority of the Association to dissolve the Association.
- 2.Providing direction on the method of disposing of Association assets via auction, public sales, gifts in kind, or any other reasonable means necessary for liquidation
- 3.Providing direction on the payment of any and all debts or liabilities of the Association, and
4. Any Association assets or funds remaining after the payment of any and all debts and liabilities must be donated or gifted to a non-profit organization deemed fit by the appointed members of Association that has similar but not necessarily exact Articles of Incorporation as this Association.

Name

Signature

President

1st Vice President

2ND Vice President

Secretary

Treasurer

Past President(Immediate)

Date _____

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