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SPECIAL RESOLUTION

I hereby certify that the following special resolution was passed at a meeting of the members of
the Lethbridge Folk Club
on February 8, 2022.

RECEIVED
FEB 09 2022
Corporate Registry

The existing by-laws are repealed.
They are replaced by the attached by-laws.

Date: Feb. 9, 2022

(write today's date)

Signature: Tom Meffatt

(original ink signature of authorized officer)

Printed Name: Tom Meffatt

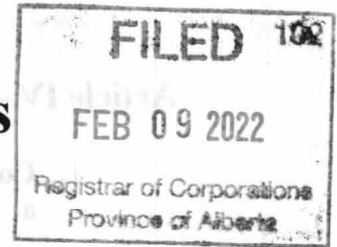
Title: President

(title of person who signed)

FILED 102
FEB 09 2022
Registrar of Corporations
Province of Alberta

The Lethbridge Folk Club Bylaws

Revised November 26, 2021



Article I – Name

The organization shall be known as the “Lethbridge Folk Club” hereinafter called the “Club”. The Club was first incorporated on November 14, 1979.

Article II – Composition and Membership

1. Any person desirous of obtaining membership, whose application is accepted by the Board or its designate as complying with the objects of the Club, shall be enrolled as a member upon payment of such dues or fees as may from time to time be established by the Board.
2. The Board will give a minimum of one (1) month’s notice for any changes to membership fees. Proposed changes will be announced to the Club’s email list and posted on the Club’s website.
3. The usual membership period is a calendar year and annual memberships expire at midnight on December 31st. An annual membership purchased during the year is valid for the remainder of the calendar year from the date of purchase. The Board may award lifetime memberships at their discretion.
4. A member who has paid membership fees for the current year and has been a member for at least three (3) months, shall be considered a member in good standing. A member must be current with their membership fees to be entitled to membership rights and privileges. Members with lifetime memberships are also considered members in good standing.

Article III – Conditions of Withdrawal of Membership

1. Any member shall cease to be a member of the Club if he or she should fail to pay annual membership dues (excluding lifetime memberships) or should voluntarily resign from the Club or should fail to abide by the Club’s Bylaws.
2. Any member wishing to withdraw from membership may do so upon giving notice in writing to the Board. A member may be expelled from membership for any cause the Club deems reasonable. Such cause will be provided in writing to members. A vote on expulsion will be held at the next membership meeting, general or special, and must pass by a two-thirds majority of the members in good standing who are in attendance.

Article IV – The Board

1. Constitution of the Board:

- a. The Board shall consist of Officers and Directors. The Officers are the President, Vice-President, Secretary and Treasurer and may be referred to collectively as the Executive. The offices of Secretary and Treasurer may be combined and performed by a single person. The minimum number of Officers is three. The minimum number of Board Members is four. The Officers shall have signing authority and shall take direction from the Board. In addition to the Officers, there may be up to five (5) Directors. All Board Members have equal rights to propose motions, debate, and vote.
- b. Board Members are elected at the Annual General Meeting of the Club, for a term of one (1) year.

2. Meetings:

- a. The Board shall meet not less than four (4) times a year at the call of the President, with no greater than a six-month lapse between meetings.
- b. Any Board Member, having been duly notified and who, without just cause, fails to attend three (3) consecutive meetings, shall be deemed to have resigned their position.

3. Quorum:

A quorum of the Board shall consist of a minimum of four (4) members.

4. Powers:

The Board shall conduct and manage the affairs of the Club between meetings of the Board, establish membership fees, provide liaison between the Club and its members, and such powers as are delegated to it at the Annual General Meeting or in these Bylaws. The membership shall advise and make recommendations to the Board in the operation and affairs of the Club.

5. Replacement Clause:

In the event of an office or directorship becoming vacant, the position may be filled by appointment by the remaining Board Members on an interim basis until the next Annual General Meeting of the Club.

6. Resignation:

A Board Member who wishes to resign should provide written notice of their intentions to the Board.

7. Expulsion:

The Board, by a simple majority vote, may suspend an Officer or Director for cause until the next membership meeting. Such cause will be provided in writing to the Club membership. A suspended Board Member may appeal their suspension in writing, to the Board, within 14 days. Any Officer or Director who has submitted an appeal has the right to a membership vote on their suspension at a membership

meeting to be held within 45 days of their written notice of appeal. A suspension can be overturned or confirmed by a two-thirds majority of the members in good standing who attend such a meeting.

Article V – Duties of Officers

1. The President shall preside at all meetings of the Club and the Board of Directors. If the President is absent, the Vice-President shall preside and in the absence of both, a Board member may be elected by the Board or at the meeting to preside. The President shall represent the Club at all negotiations of the Club. The President may delegate negotiations if desired. He or she shall sign all instruments requiring the President's signature, including all contracts between the Club and third parties.
2. The Vice-President shall assist the President in carrying out their duties and in the absence of the President shall carry out the Presidential duties. They shall perform such duties as may be delegated to him or her by the President of the Board.
3. The Secretary shall attend Board Meetings, Membership Meetings, Annual General Meetings and Special Meetings and keep accurate minutes of the same, and have custody and care of the minutes and records of the Club. The Secretary shall have charge of the Seal of the Society. In the case of the absence of the Secretary, those duties shall be discharged by a person appointed by the Board. The Secretary shall carry out or be made aware of all correspondence required for the functioning of the Club. The Secretary shall have a current record of all members of the Club and their contact information.
4. The Treasurer shall have the care and custody of all funds and securities of the Club and shall deposit the same in the name of the Club in a chartered bank or treasury branch or trust company or credit union and keep accurate books and accounts. The Treasurer will keep copies of all contracts entered into by the Club. He or she shall be responsible for ensuring all monies due to others are promptly paid and recorded. The Treasurer shall prepare annual financial statements and returns for the Annual General Meeting and shall provide detailed financial statements to the Board whenever requested, but at least quarterly. The Treasurer shall prepare and remit all returns required by The Societies Act of the Province of Alberta.

The use of the Seal of the Society for the Lethbridge Folk Club is restricted to the Executive Officers.

Should the need arise, additional Executive Officers can be elected by following normal election procedures at the Annual General Meeting, or at a special meeting called by the President for such purpose, upon seven (7) days notice to the members of the Club.

In general, and unless authorized by the Board at a properly constituted meeting, Executive Officers, Directors and members of the Club will not be remunerated for services rendered to the Club.

Article VI – General Membership

1. Responsibilities of the General Membership:

- a) To support the objective of the Club.
- b) To liaise with, support and monitor the Board
- c) To assist the Club in activities related to the Club's objectives.
- d) Membership will be renewed on payment of annual dues each calendar year and will be in effect until December 31st of that year.

2. Meetings:

- a) The Club shall hold Board Meetings, and an Annual General Meeting. The Annual General Meeting shall be held within two months after the end of the fiscal year. (See Article VIII (1)) Other meetings of the Club shall be held as necessary, including Membership Meetings and Special Meetings.
- b) Any member may ask the Secretary to schedule a membership meeting. The member shall provide a description of the purpose of the meeting or desired agenda items. The Secretary will arrange a time satisfactory to the Board and prepare an agenda for the meeting.
- c) Members, including Board Members, may attend all membership meetings. Invited guests may attend membership meetings in accordance with the objects of the Club, such invitations to be issued by the Board.
- d) The Annual General Meeting (AGM) shall be held for the purpose of the election of Board Members, to receive such reports as are required and to carry on such business as may come before the Club. Annual General Meetings will include the Treasurer's report as audited and the election of Officers and Directors. The date, place and time of the AGM will be advertised to the Club's email list and posted on the Lethbridge Folk Club website.
- e) Any member, upon giving reasonable notice and arranging a time satisfactory to the President, and providing a description of the purpose of the attendance or desired agenda items, may attend a Board Meeting. The member shall have no voting privilege at such a meeting.
- f) Members will have seven (7) days notice for a membership meeting, three (3) days notice for a special meeting, and one (1) month notice for the Annual General Meeting. Notice of meetings shall be made by contact through the Club's email list and by a general notice placed on the Club's website.
- g) An Extraordinary General Meeting may be called by the members of the Club to appoint an interim Board of Directors in the event the Club finds itself without a Board of Directors.
- h) Decisions requiring a vote at Club meetings (both Board and Membership), unless otherwise noted, will be decided by a simple majority. Each member attending the meeting and who is in good standing, or their agent appointed thereof, is entitled to one (1) vote.

3. Quorum

The quorum for a membership meeting is a minimum of six (6) members in good standing.

Article VII – Elections

1. Nominations for Board positions may be submitted to the Secretary starting in April of each year.
2. Further nominations and elections will be held at the Annual General Meeting within two months after the end of the fiscal year. (See Article VIII (1))
3. Members nominated for the Officer and Director positions must consent to their names being placed in nomination.
4. The most recent President may Chair the nominations and election portion of the AGM, or the most recent Board may appoint a Nominations Chairperson to run the nominations and elections portion of the AGM. No person running for a Board position may chair that portion of the meeting which could result in their election.
5. At the AGM, members in good standing may nominate or second people for Officer or Director positions, but must ensure the named person is willing to run. A person cannot nominate or second themselves.
6. Voting for uncontested positions at the AGM shall be by a show of hands with a recorded count. Decisions will be by a simple majority.
7. If more than one candidate for a Board position is duly nominated and seconded, a scrutinized ballot will be required. Ballots will be distributed and completed ballots collected, counted and verified by a Scrutineer.
8. Any member in good standing may be appointed by the Chair or the Nominations Chair to act as a Scrutineer. The Scrutineer cannot vote.

Article VIII – Fiscal Year and Finances

1. The fiscal year of the Club will commence on the first day of May in each year and shall terminate on the last day of April of each year.
2. The Club shall exercise its borrowing power as provided under the Societies Act of the Province of Alberta by resolution of three-fourths majority of members in good standing in attendance at a General Membership or Annual General Meeting.
3. The books, accounts and records of the Club shall be audited annually. If the total value of the Club's assets is \$250,000 or less, the auditors can be two responsible, knowledgeable persons, at least one of whom is not a member of the Board, or a duly qualified accountant. If the Club's assets are greater than \$250,000, the auditor must be a duly qualified accountant.
4. All moneys of the Club shall be deposited according to Article V, Section 4. All cheques, notes, and bills of exchange shall be verified by the signature of two Officers of the Club.

Article IX – Amendments

The Bylaws of the Club may be amended, altered or rescinded from time to time by a Special Resolution that is approved by a vote of not less than 75% of members who, if entitled to do so, vote in person or by proxy at a Special Meeting or at the Annual General Meeting. All members of the Club will be given twenty-one (21) days notice of the intention to enact, amend, alter, or rescind the Bylaws by an announcement to the Club's email list and by a general notice placed on the Club's website.

Article X – Inspection of Records

Any member in good standing, upon giving reasonable notice and arranging a meeting time satisfactory to the Secretary, may inspect the books and records of the Club in the presence of a Board Member. A member is not permitted to remove any file without the written permission of the Secretary. Each member of the Board shall at all times have access to such books and records.

Article XI - Liquidation

None of the members of the Club shall be entitled to receive the proceeds of any distribution of income or capital of the Club, other than the amount paid by the member by way of membership subscriptions. The Club will not make any payment of dividends in specie or in any other manner to its members upon liquidation, bankruptcy, or inactiveness of the Club. The assets thereof remaining after payment of all the Club’s debts and liabilities shall be paid to such charitable organizations as shall be designated by a resolution of the members of the Club passed in a General Meeting held for that purpose.

We, the undersigned, are in accordance with the above Bylaws.

Dated this _____ day of _____ in the year _____.

Name (Sign and print)	Address	Occupation
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Name (Witness)	Address	Occupation
_____	_____	_____
_____	_____	_____