

# ITALIAN CANADIAN ASSOCIATION OF SASKATOON

## *Proposed Bylaws for the Italian Canadian Association of Saskatoon A.K.A. "Saskatoon Club Italia"*

### **Bylaw Number 1**

#### **A Bylaw Relating Generally to the Carrying out of the Activities and Affairs of the "Saskatoon Club Italia"**

- 1.01 In this Bylaw, unless the context otherwise requires, expressions defined in *The Non-Profit Corporations Act, 1995* or any amendment thereof shall have the meaning so defined.

### **MEMBERSHIP**

- 2.01 Membership is open to any person of Italian origin having paid an annual fee as determined by the Board of Directors. One vote is permitted per membership, including a family membership.

The set fee is for a family including any children under the age of 18 years.

- 2.02 Anyone interested in our organization can apply for an Associate Membership.

This membership is non-voting and must be approved by a majority of the Executive and Board of Directors.

- 2.03 A member in good standing is a member who has paid the annual dues.

- 2.04 Any member who does not respect the Bylaws or whose behavior is detrimental to the Society or to its members may be suspended or expelled from the Club, by the Board of Directors by vote.

### **DIRECTORS AND OFFICERS**

- 3.01 There shall be a Board of Directors of the Club consisting of Voting Members as may be elected thereto at the Annual General Meeting.

- 3.02 The election of the Directors at the Annual General Meeting shall be by secret ballot.

- 3.03 Prior to election, Directors must be members in good standing for one (1) year to be elected.

- 3.04 Members who are willing to be elected to the Board of Directors and are not present at the Annual General Meeting must express, in writing, their intentions to the President.

- 3.05 The Board of Directors shall consist of **twelve (12)** Directors elected for a term of two (2) years, including four (4) Executive Officers.
- If in any year there are more than five (5) vacancies to be filled by election, then the five (5) nominees obtaining the greatest number of votes shall be deemed elected for a two-year term and the other or others as required to fill the additional number of vacancies, obtaining the next greatest number of votes, shall be deemed elected for a one-year term.
- 3.06 The Officers of the Club shall be President, Vice-President, Treasurer and Secretary, elected for a two-year term by the membership.
- 3.07 Prior to election, the President, Vice-President, Treasurer and Secretary must be members in good standing for three (3) consecutive years to be elected and must be a member of the Board of Directors for a minimum of one (1) year.
- 3.08 No more than two (2) members of the same immediate family may hold the positions of President, Vice-President, Treasurer and Secretary at the same time.
- 3.09 The duties of each officer shall be those usually pertaining to the office held, and as the Directors may, from time to time stipulate.
- 3.10 The Board of Directors may, from time to time, make such regulations governing its meeting and procedure as it may determine.
- 3.11 A quorum of the Board of Directors shall be **five (5)** plus a minimum of two (2) Executive Officers.
- 3.12 Any Director who absents himself from meetings of the Society or of the Directors for three consecutive meetings shall be deemed to have forfeited his office as Director and the Society may elect a new Director in his place.

## MEETING

- 4.01 An annual meeting of the Club shall be held in the Spring, usually early in March. The Secretary shall give at least two (2) weeks notice to all members of the date, time and location of the annual general meeting. At each annual meeting, the Executive and Directors shall submit a report of the affairs and activities of the club for the year ending immediately prior to the said meeting.
- 4.02 The slate of nominations for the vacancies on the Board of Directors will be provided to all members with notice of the annual general meeting. At the annual meeting, the floor may be opened to further nominations for the Board of Directors.
- 4.03 A special meeting of the Club may be called at any time by the Executive and Directors with a notice sent out no less than fifteen (15) days or no more than fifty

(50) days before the meeting. The notice shall state the nature of the business to be transacted at such meeting.

4.04 There shall be no voting by proxy at any meetings of the Corporation.

### **THE EXECUTIVE**

5.01 President The President shall preside at all meetings of the Directors and at meetings of Council and Directors and at the Annual General Meeting of Directors.

In addition to presiding at all meetings, the duties of the President shall be to see that the policies of the Club are carried out and to provide leadership to that end, and to make a report to the annual meeting on the affairs of the corporation generally.

5.02 Vice President In the absence of the President, the Vice President shall assume all duties and responsibilities of the President.

5.03 Secretary The Secretary will keep the minutes of all meetings and record the votes with respect to decisions taken and conduct all correspondence on behalf of the Club, as directed, and will keep a register of all members and associate members.

5.04 Treasurer The Treasurer shall have the responsibility of administering the income and expenses of the Corporation, and presenting a budget to the membership annually in a financial statement at the end of each year. The Treasurer shall make the books of the Corporation available to any member of the Board upon request.

5.05 Signing Officers The Signing Officers of the Corporation shall be the President and the Treasurer. In the absence of either the President or the Treasurer, the Vice President will have signing authority.

### **POWER AND PROCEEDINGS OF THE EXECUTIVE AND DIRECTORS**

6.01 The activities and affairs of the Club shall be managed by the Executive and Directors.

6.02 Notice of any meeting of the Directors shall be given by the President in writing, by electronic mail, telecopier or telephone not less than two (2) days before such meeting and shall state the purpose of purposes thereof. Notice of any meeting may be waived by any Director in any manner. No notice shall be necessary in the case of a meeting of Directors held immediately upon adjournment of the annual meeting of the Club.

- 6.03 A meeting of the Directors may, if all Directors consent, be held by telephone or other means of communication as permit those Directors participating in the meeting to participate thereat, and a Director so participating in such meeting by such means is deemed to be present at the Directors' meeting.
- 6.04 A resolution in writing, signed by all Directors without their meeting together shall be valid and effectual as if it had been duly passed at a meeting of the Directors duly called and constituted.
- 6.05 Each Director shall have one (1) vote. All questions arising at any meeting of the Board shall be decided by a majority of the votes cast on such question.
- 6.06 All acts done at any meeting of the Directors shall, notwithstanding that it shall afterwards be discovered there was some defect in the appointment of a Director acting thereat, or that any Director was disqualified, be as valid as if such person had been duly appointed and was qualified to be a Director.
- 6.07 The following shall be the powers of the Directors:
- a. To appoint all servants and employees of the Club, and to fix their duties and remuneration;
  - b. To appoint sub-committees, or standing committees for general or specific purposes as they may deem expedient;
  - c. To make rules from time to time for the regulation of the affairs and conduct of the Club;
  - d. To fill any vacancy occurring in its number by appointing thereto a Voting Member in good standing who shall hold office until the normal date for retirement of the Director replaced;
  - e. To borrow money for the purposes of the Club with special resolution or authority of the Voting Members, to an amount or amounts as the Directors from time to time deem necessary; and to sign, make, endorse, draw, negotiate and otherwise deal with bills of exchange, promissory notes, cheques and other securities of the Club, and to deposit same in chartered bank for the account of the said Club; and for the purpose of borrowing money, to execute promissory notes, bonds, guarantees or other documents as may be necessary or expedient;
  - f. To carry on the business of the Club and exercise all such powers of the Club, as are not, by the Act, or by this Bylaw required to be exercised by the Club at an Annual General Meeting.
  - g. To perform such other duties and functions as by this Bylaw provided.

## **GENERAL**

- 7.01 The financial year of the Club shall end on the 31<sup>st</sup> day of January in each year.
- 7.02 The Executive and Directors shall place before the members at every annual meeting:
- a. The financial statements of the Club relating to the period that began immediately after the end of the last completed financial year;
  - b. The report from the auditor; and,
  - c. Any further information respecting the financial position of the Club and the results of its activities.
- 7.03 These Bylaws may be amended only in the manner provided in the Act. Thus, the Board of Directors may by resolution make, amend or repeal any Bylaws. The Board of Directors shall submit the Bylaw, amendment or repeal of a Bylaw to the members at the next meeting of members, and the members may confirm, reject or amend the Bylaw, amendment or repeal, by ordinary resolution.

## **DISSOLUTION**

- 8.01 Upon liquidation and dissolution of the Italian Canadian Association of Saskatoon, any remaining assets of the Corporation, after payment of all liabilities and after dealing with cultural centre land in accordance with the caveat agreement attached thereto, shall be divided equally among any charitable organization or organizations which can demonstrate that they embody the charitable or religious objects or purposes of the Italian Canadian Association of Saskatoon.
- 8.02 Dissolution can only occur after a referendum on the issue has been voted on and passed by eighty-five percent (85%) of the membership. The executive has six months to complete dissolution from the date of the referendum.
- 8.03 The executive members in office at the time of dissolution shall be empowered to evaluate all matters affecting the Italian Canadian Association of Saskatoon with respect to dissolution, including the designation of the charitable organizations(s) to whom the remaining assets will be distributed, until such time as all assets have been dispersed.