

Bylaws of the Canadian Rural Revitalization Foundation (CRRF)

By-Laws

Incorporated Pursuant to the Provisions of the Societies Act of the Province of Alberta, being R.S.A., 1980, Chapter S-18 as amended.

Membership

1. Membership shall be open to any person eighteen (18) years of age and over.
2. Membership fee, if any, in the society shall be determined, from time to time, by the members at a general meeting.
3. Any person may become a member by completing a membership application form and submitting it with appropriate payment to the office of CRRF.
4. The membership year shall be calendar year defined as January 1st to December 31st of the same year. An application received after June 30, provides membership until the end of December of the following calendar year.
5. Any member wishing to withdraw from membership may do so upon a notice in writing to the Board through its Secretary.
6. If any member is in arrears for fees for any year, such member shall be automatically suspended at the expiration of six months from the end of such year and shall thereafter be entitled to no membership privileges or powers in the society until reinstated.
7. Any member upon a majority vote of all members of the society in good standing may be expelled from membership for any cause which the society may deem reasonable.

Board of Directors

1. Board of Directors, Executive Committee, or Board, shall mean the Board of Directors of the Society. "Board Members" shall be understood to be the Society's Board of Directors as specified in the enabling legislation.
2. The Board shall, subject to the by-laws or directions given it by majority vote at any meeting properly called and constituted, have full control and management of the affairs of the society, and meetings of the Board shall be held as often as may be required, but at least once every three months, and shall be called by the President.
3. A special meeting may be called on the instructions of any two members thereof provided they request the President in writing to call such meeting, and state the business to be brought before the meeting.
4. Meetings of the Board shall be called by ten days' notice in writing mailed to each board member, or by three days notice by facsimile or e-mail.
5. Any five members shall constitute a quorum, and meetings shall be held without notice if a quorum of the Board is present, provided however, that any business transactions at such meeting shall be ratified at the next regularly called meeting of the Board; otherwise they shall be null and void.
6. Any director or officer upon a majority vote of all members in good standing may be removed from office for any cause which the society may deem reasonable.
7. It is an obligation of Board directors to attend Board Meetings. In the case of regular absence from meetings (such as 2-3 consecutive meetings), the Chair will call to ascertain if the director wishes to continue as a Board member.
8. The Board may create one or more Ex-offio positions and invite interested parties to attend Board Meetings. Ex-offio members are non-voting members of the Board.
9. The Board can establish standing committees and ad-hoc committees to undertake special activities on behalf of the organization. Any such committee must have clear terms of reference with a specified time-line and be chaired by an elected Board member.

President

1. The President shall be an ex-officio member of all Committees, and shall, when present, preside at all meetings of the society and of the Board. In the President's absence a member of the executive (Secretary, Treasurer, or Past-President) shall preside at any such meetings.

Secretary

1. It shall be the duty of the Secretary to attend all meetings of the society and of the Board, and to keep accurate minutes of the same.
2. The Secretary shall 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 President-Elect.
3. In the case of the absence of the Secretary, the Secretary's duties shall be discharged by such officer as may be appointed by the Board. The Secretary shall have charge of all the correspondence of the society and be under direction of the President and the Board.
4. The Secretary shall also keep at the registered office of the society a record of all the members of the society and their addresses, and shall send all notices of the various meetings as required.

Treasurer

1. The Treasurer shall receive all monies paid to the society and shall be responsible for the deposit of same in whatever Bank, Trust Company, Credit Union or Treasury Branch the Board may order. The Treasurer shall properly account for the funds of the society, keep such books as may be directed, and then present a full detailed account of receipts and disbursements to the Board whenever requested.
2. It is the responsibility of the Treasurer to prepare for submission to the Annual Meeting a statement duly audited as hereinafter set forth of the financial position of the society and submit a copy of same to the Secretary for the records of the society.
3. The Treasurer shall collect and receive the annual dues or assessments levied by the society, for deposit in a Bank, Trust Company, Credit Union or Treasury Branch as hereinafter required.
4. The office of the Secretary and Treasurer may be filled by one person if any annual meeting for the election of officers shall so decide.

Standing Committees

1. The Board shall have a Standing Nominations Committee. The Past-President will Chair the Nominations Committee.
2. He/she should appoint two board members to assist in this task and shall bring a slate of names for all board positions to the AGM. The two board members should not be eligible for re-election at the upcoming AGM.

Auditing

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 of the

society elected for that purpose at the Annual Meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the Annual Meeting of the society. The fiscal year of the society each year shall be 1 January through 31 December.

Meetings

1. The Annual General Meeting of the Society shall be held before December 31 of each year, at such time and place as the Board of Directors determines. At least 20 days notice shall be given by a method as determined appropriate by the Board of Directors; whether by mail, facsimile or e-mail. At the Annual General Meeting there shall be elected a President, Secretary, Treasurer, and a minimum of three and a maximum of seven Directors.
2. The Officers and Directors so elected shall form a Board and shall serve until their successors are elected and installed. Any vacancy occurring during the year shall be filled at the next meeting, provided it is so stated in the notice calling such meeting. Any member in good standing shall be eligible to any office in the society.
3. General meetings of the society may be called at any time by the Secretary or Treasurer upon the instructions of the President or Board by notice in writing to the last known address of each member shall be delivered by mail, facsimile or e-mail 8 days prior to the date of the meeting.
4. A special meeting shall be called by the President or Secretary upon receipt by either of them of a petition signed by one-third of the members in good standing, setting forth the reasons for calling such meeting, which shall be by letter to the last known address of each member, delivered by mail, facsimile or e-mail 8 days prior to the date of the meeting.
5. Five members in good standing shall constitute a quorum at any meeting.

Terms of Office

1. The President, Secretary, and Treasurer shall be elected for a one (1) year term.
2. Directors shall be elected for two (2) year terms. Directors may only be re-elected for one additional two (2) year term and then must retire from the Board for at least one (1) year before seeking re-election.

Voting

1. Any paid up member shall have the right to vote at any meeting of the society. Such votes must be made in person.

Remuneration

1. Unless authorized at any meeting and after notice for same shall have been given,

no officer or members of the association shall receive any remuneration for his or her services.

Borrowing Powers

1. For the purpose of carrying out its objects, the society may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the society, and in no case shall debentures be issued without the sanction of a special resolution of the society.

By-Laws

1. The By-Laws may be rescinded, altered or added to be a "Special Resolution".
2. In the event of the winding-up of the Canadian Rural Revitalization Foundation, the assets of the Foundation shall be transferred to one or more corporations, trusts, entities, funds or other associations which are registered charities and whose objects and activities are consistent with the objects of the Foundation.
3. The Members of the Canadian Rural Revitalization Foundation shall be responsible for the selection of the recipient or recipients of such assets of the Foundation, and failing agreement by the Members in that regard, the selection shall be determined by a Judge of the Court of Queen's Bench of Alberta.
4. There shall be two membership fee categories; \$30 for one year; \$100 for five years.
5. Membership is provided on a calendar basis, from the beginning of January to the end of December of the year in which the membership application is made, if such application is received prior to July 1. If such application is received after June 30, membership is provided until the end of December of the following calendar year.

Contacts

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