BYLAWS OF UPS & DOWNS – CALGARY DOWN SYNDROME ASSOCIATION

DEFINITIONS

1. In these Bylaws:

   a. "**Association**" means Ups & Downs – Calgary Down Syndrome Association.

   b. "**AGM**" means the Annual General Meeting of the Association.

   c. "**Board**" means the Board of Directors of the Association.

   d. "**Executive Committee**" means the Executive of the Board consisting of the President, Vice-President, Secretary, and Treasurer.

   e. "**Member**" or "**Members**" means Member(s) of the Association who have paid the applicable fees, if any, and are not under suspension.

   f. "**Registrar**" means Registrar as defined in the *Business Corporation Act* (Alberta).

   g. "**Special Resolution**" means a special resolution as defined in the *Societies Act* (Alberta).

MEMBERSHIP

Membership

2. Any qualified person (in accordance with such qualification criteria as may be determined by the Board from time to time) may become a Member of the Association by completing a registration form and submitting payment of the prescribed membership fee.

3. Membership fees, if any, shall be determined from time to time by the Board at a regular meeting.

4. Any Member wishing to withdraw from membership may do so upon notice in writing to the Board through its Secretary or in such other manner as may be determined by the Board from time to time. There will be no refund of the membership fee if a Member resigns.

5. If any Member is in arrears of fees or assessments for any year, that Member will be removed from the membership roster at the expiration of two (2) months from the date payment was due and shall thereafter not be entitled to membership privileges or powers in the Association unless reinstated.

6. Any Member may be expelled from the Association by a majority vote of the Board for any cause which the Board may deem reasonable.

7. Any Member shall have the right to attend meetings and functions of the Association, will have the right to vote in the Association affairs, and shall be subject to these Bylaws of the Association.

BOARD OF DIRECTORS

Governance and Constitution

8. The Board shall, subject to the Bylaws or directions given to it by majority vote at any meeting properly called and constituted, have full control and management of the affairs of the Association.

9. The Board shall be made up of elected Members.

10. There shall be a minimum of three (3) Board members at any one time.

11. There shall be a maximum of twelve (12) Board members at any one time.

12. When a Board position or office becomes vacant, whether by death, resignation, or disqualification, the remaining Board members may determine, by majority vote, to fill that Board position or office or leave it vacant. If the Board decides to fill the vacancy, a candidate shall be elected by a majority vote of the remaining Board members to fill the vacant position until the next AGM of the Association.

13. Any director or officer may be removed from office by a majority vote of those Board members in attendance at a duly called meeting for any cause which the Board members may deem reasonable.

Executive Committee

14. An Executive Committee shall be appointed by the Board from the Board members, and consist of a President, Vice-President, Secretary, and Treasurer.

15. An Executive Committee member, other than the President, may hold more than one position.

16. The President shall be ex-officio a member of all committees. They shall, when present, preside at all meetings of the society and of the Board. In their absence, the Vice-President shall preside at any such meetings. In the absence of both, a chairperson may be elected at the meeting to preside.

17. The Vice-President assists the President in the performance of the responsibilities of that office, acts for the President in the absence or inability of the President to act, and performs other duties that the President or Executive Committee may direct.

18. The Secretary shall keep accurate minutes of all meetings of the Association, Board, or Executive Committee, and keep the minute book and all records pertaining to the Association (except the financial records), including the Bylaws, the Association corporate registration, and any correspondence. They shall have charge of the Seal of the society which 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 Vice-President. In case of the absence of the Secretary, their duties shall be discharged by such officer as may be appointed by the Board. The Secretary or their designate shall conduct such correspondence of the Association, Board, or Executive Committee as may be required.

19. The Secretary shall keep an accurate and up-to-date membership list and shall produce such list for the purposes of the Association, the Board, or the Executive Committee.

20. The Treasurer shall have custody of the financial records and all funds of the Association and shall keep proper books of account and shall deposit such funds in such bank or trust company as the Executive Committee shall determine. They shall make disbursements as directed by the Association, Board, or Executive Committee. The Treasurer shall keep a record showing the amount of each disbursement, the payee, and a clear description of the reason for the disbursement. The Treasurer shall present a full detailed account of receipts and disbursements to the Board upon request and shall prepare for submission to the AGM a statement of the financial position of the Association duly audited or reviewed as set forth in these Bylaws and submit a copy of the same to the Secretary for the records of the Association. The Treasurer or their designate shall conduct all correspondence connected with their office.

21. The Executive Committee may appoint committees it deems necessary or desirable to carry out the purposes of the Association or to assist the Executive Committee in the orderly management of the affairs of the Association.

Board Meetings

22. Meetings of the Board shall be held as often as may be required, but at least every three months, and shall be called by the President. A special meeting may be called on the instructions of any two

members provided they request the President in writing, by email, to call such meetings, and state the business to be brought before the meeting.

23. Meetings of the Board shall be called by ten (10) days' notice in writing, by email, or by seven (7) days' notice by text message or telephone to each Board member.

24. The President shall act as the Chairperson of any meeting of the Board, and, failing them, the Vice-President, Secretary, and Treasurer, in that order, shall act as Chairperson, and failing any of them, the Board members shall appoint a Chairperson for such meeting.

25. Attendance greater than 50% of the Board members at meetings shall constitute a quorum. Meetings may be held in the absence of a quorum provided that any business transactions at such meeting shall be ratified at the next regularly called meeting of the Board, otherwise such business transactions shall be null and void.

26. A director may participate in a meeting of the Board or of a committee of the Board by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

27. Unless otherwise required by law: (a) all decisions made in a meeting of the Board shall be decided by a simple majority of the votes cast by those Board members who are present and entitled to vote; and (b) decisions of the Board may also be decided by resolution consented to in writing by all Board members. The President shall have a vote in the first instance and shall have a second or casting vote in the event of a deadlock.

MEMBERSHIP MEETINGS

Annual General Meeting

28. The Association shall hold an AGM in accordance with the requirements outlined in the *Societies Act* (Alberta).

29. Notice of an AGM shall be delivered to Members by email to the email address as shown on the Association membership list at least ten (10) days prior to the date of an AGM where the business does not require a Special Resolution, and twenty-one (21) days prior to an AGM where the business requires a Special Resolution. The notice shall clearly set out the place, date, and time of the AGM.

30. Any two (2) Members in good standing shall constitute a quorum at any AGM where the business does not require a Special Resolution. The lesser of fifteen (15) Members in good standing and 20% of Members in good standing shall constitute quorum at any AGM where the business requires a Special Resolution.

31. Any person entitled to attend an AGM may participate in the meeting by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Association makes available such a communication facility. A person participating in a meeting by such means shall be deemed to be present at the meeting.

Special General Meeting

32. A Special General Meeting of the Association may be held when considered necessary by the Board or on a written request to the Board signed by not fewer than three (3) Members in good standing.

33. Any request for a Special General Meeting shall set out the purpose for which the meeting is called.

34. Notice in writing by email to the membership list calling a Special General Meeting shall be sent at least ten (10) days prior to the date of a meeting where the business does not require a Special Resolution, and twenty-one (21) days prior to the date of a meeting where the business requires a Special Resolution. The notice shall state the intended purpose of the meeting, the place, date, and time of such meeting. No other business shall be transacted at such meeting.

35. Any two (2) Members in good standing shall constitute a quorum at any Special General Meeting where the business does not require a Special Resolution, and 20% of Members in good standing shall constitute quorum at any Special General Meeting where the business requires a Special Resolution.

36. Any person entitled to attend a Special General Meeting may participate in the meeting by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Association makes available such a communication facility. A person participating in a meeting by such means shall be deemed to be present at the meeting.

Voting

37. Any Member in good standing shall have the right to vote at any meeting of the Association. Such votes must be made in person and not by proxy or otherwise.

38. Every Member of the Association shall have one (1) vote.

39. Unless otherwise required by law, all decisions made at an AGM or a Special General Meeting shall be decided by a simple majority of the votes cast by those Members who are present and entitled to vote.

40. The Chairperson shall have a vote in the first instance and shall have a second or casting vote in the event of a deadlock.

41. Unless a poll is demanded, a declaration by the Chairperson that a resolution has been carried or defeated by a majority shall be conclusive evidence of that fact.

FINANCES

Auditing

42. The financial records of the Association shall be audited at least once each year by a duly qualified accountant or by two Members of the Association elected for that purpose at the AGM.

43. A complete and proper statement of the standing of the financial records for the previous year shall be submitted by such auditors at the AGM of the Association.

44. The fiscal year of the Association in each year shall run from January 1 of each calendar year through to December 31 of such calendar year unless otherwise determined by the Board.

45. The financial records and minute book may be examined by any Member in good standing during normal business hours by appointment made with the President and in the presence of the President or a designated member of the Board.

Execution of Documents

46. The execution of all documents and the signing of cheques in connection with the administration of the Association shall be done only by such Board members or employees of the Association who are authorized by resolution of the Board.

47. Banking documents require the signature of any two (2) Board members so authorized.

Borrowing Powers

48. For the purpose of carrying out its objectives, the Association may borrow, raise, or secure the payment of money in such manner as the Board determines advisable and in the best interest of the Association.

Remuneration of Directors and Officers

49. No directors or officers of the Association shall be entitled to any remuneration for their services unless authorized at any meeting and after notice for same has been given.

Employees / Contractors

50. The Board may appoint or hire employees or contractors if the Board determines it necessary.

51. The Board may fix the remuneration and terms of employment of the employee(s) and the remuneration and terms of contract of the contractor(s).

ANNUAL REPORTS

52. The Association shall file its annual reports and audited financial statements as required by the *Societies Act* (Alberta).

AMENDMENT OF BY-LAWS

53. These Bylaws may be rescinded or amended by a Special Resolution of the Association.

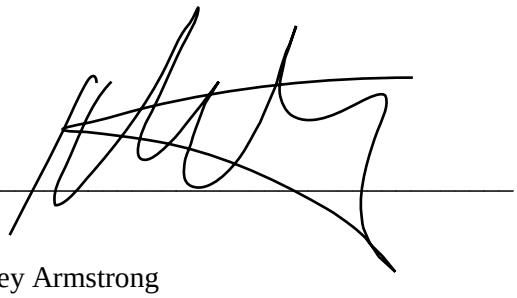
54. No rescission or amendment to the Bylaws has effect until it has been registered by the Registrar.

SPECIAL RESOLUTION

We hereby certify that the following special resolution was duly passed at the Annual General Meeting of Ups & Downs – Calgary Down Syndrome Association, held on November 3, 2021, in Calgary, Alberta:

"The existing Bylaws of Ups & Downs – Calgary Down Syndrome Association be repealed, and replaced by the attached Bylaws of Ups & Downs – Calgary Down Syndrome Association."

Date: November 3, 2021

Signature: 

Name: Kelsey Armstrong

Title: Director

Signature: _____

Name: _____

Title: _____