

**UNITED CHURCH BANFF MEN'S CONFERENCE SOCIETY
THE SOCIETIES ACT
SCHEDULE "A" BY-LAWS**

MEMBERSHIP

1. Membership in the Society shall be open to any person who has attended
 - (a) A United Church Banff Men's Conference, or
 - (b) Similar United Church Men's Conference, and has made written application. The registration card for the Conference shall be deemed to be the written application.

Any such person may become a member by favourable vote passed by a majority of the members at an Annual Meeting, General Meeting of the Society.

2. Membership in the Society shall be maintained by payment of such annual membership fee as may be set by the Board of Directors from time to time.
3. Any member wishing to withdraw from membership may do so upon a notice in writing to the Board through its Secretary. Any member upon a two-thirds vote of those members of the Society, in good standing, who are present at a properly called and constituted meeting of the members of the Society may be expelled from the membership for any cause which the members may deem reasonable.
4. All members shall
 - (a) have the right to notice of Annual Meeting, General Meeting, and Special Meeting of the Society,
 - (b) have the right to vote at Annual Meeting, General Meeting, and Special Meeting of the Society, and
 - (c) have the responsibility to abide by these by-laws and all properly passed motions of the Society as well as the Societies objectives.

BOARD OF DIRECTORS

5. The Board of Directors
 - (a) shall be composed of the following:
 - [i] immediate Past President,
 - [ii] President,
 - [iii] First Vice-President,
 - [iv] Second Vice-President,
 - [v] Treasurer,
 - [vi] Secretary,
 - [vii] two (2) representatives from each of the following conferences of the United Church of Canada
 - [a] British Columbia,
 - [b] Alberta and North West,
 - [c] Saskatchewan, and
 - [viii] one representative from the General Council of the United Church of Canada,

- (b) Such persons shall be elected or confirmed in office by vote at the annual meeting, and take office at the close of the annual meeting.
 - (c) The representatives from each Conference shall be approved by their home Conference.
 - (d) The directors shall be approved by the General Council and shall be listed in the General Council Record of Proceedings.
 - (e) The Board of Directors shall appoint an Archivist who shall be a non-voting member of the Board,
 - (f) All directors shall be members of the United Church of Canada.
6. The Board
- (a) shall subject to the by-laws or directions given to it by a majority vote at any meeting of the Society properly called and constituted have full control and management of the affairs of the Society.
 - (b) Meetings of the Board shall be held as often as required, but shall be held at least once a year during the Annual Conference.
 - (c) A Special Meeting may be called by any two members of the Board provided they request the President, in writing, to call such a meeting and state the business to be brought before the meeting.
 - (d) Meetings of the Board shall be called by giving ten day's notice to each member by mail or by three days' notice by telephone or electronic communication, and only matters which are referred to in the notice may be discussed at the meeting.
 - (e) Any four members shall constitute a quorum and meetings may be held without notice if a quorum of the Board is present provided however that any motions passed at such meetings shall be ratified at the next regularly called meeting of the Board, otherwise they shall be null and void.
 - (f) Meetings may be held in person or by telephone or electronic communication or any combination thereof.
 - (g) Questions arising at any meeting of the Board of Directors, shall be decided by a majority of the votes. In case of an equality of votes, the Chairman shall have a second, or casting vote.
 - (h) A resolution in writing signed by all the members of the Board of Directors shall be as valid and effectual as if it had been passed at a meeting of the Board of Directors duly called and constituted.
 - (i) Any Member of the Board may resign at any time or may be removed by a 75% majority of all members of the Board or by simple majority of the members at any Annual Meeting, General Meeting, and Special Meeting of the Society

THE EXECUTIVE COMMITTEE

7. THE EXECUTIVE COMMITTEE is comprised of the following
- (a) Past President,
 - (b) President,
 - (c) 2 Vice Presidents,
 - (d) Treasurer,

- (e) Secretary, and
may act between meetings for emergent or routine business They shall report
their actions to the Board of Directors.

OFFICERS

8. PRESIDENT

The President shall be an ex-officio member of all Committees. The President shall preside at all meetings of the Society and of the Board. In his absence, the 1st Vice President or 2nd Vice President shall preside at any such meeting and in the absence of both; a chairman may be elected by the meeting to preside thereat.

9. SECRETARY

It shall be the duty of the Secretary to attend all meetings of the Society and the Board, and keep accurate minutes of the same. He shall have charge of the Seal of the Society which seal, wherever used, shall be authenticated by the signature of the Secretary and the President, or in the case of inability of either to act, by a Vice President. In case of the absence of the Secretary his duties shall be discharged by such officer as may be appointed by the President. The Secretary shall have charge of all correspondence of the Society and be under the direction of the President and the Board.

- 10. The Secretary shall keep a record of all the members of the Society and their addresses, and shall send all notices of meetings as required. The Secretary shall submit annually a report, an audited statement, and a list of Directors to each of the Conferences of Alberta, British Columbia, and Saskatchewan, and to the General Council of the United Church of Canada.

11. TREASURER

The Treasurer, who shall be elected at the Annual Meeting shall receive all monies paid to the society and shall be responsible for the deposit of the same in whatever Bank the Board may order He shall properly account for the funds of the Society and keep such books as may be directed. He shall present a full detailed account of receipts and disbursements to the Board whenever requested, and shall prepare and submit to the Annual Meeting a financial statement duly audited as hereinafter set forth of the Society accounts, and submit a copy of the same to the Secretary for the records of the Society, The office of the Secretary and Treasurer may be filled by one person.

MEETINGS OF THE SOCIETY

12. MEETINGS OF THE SOCIETY

- (a) The Society shall hold an annual meeting on or before the 31st day of December each year, of which due notice shall be given to the members,
- (b) Unless otherwise resolved by the Board of Directors, the Annual meeting of the society shall take place at the Annual Conference,

- (c) At the Annual Meeting^ there shall be elected the Officers and Directors.
- (d) The Officers and Directors so elected shall form the Board of Directors and shall serve until their successors are elected and installed.
- (e) Any vacancy occurring during the year shall be filled at the next meeting of the Board of Directors provided it is so stated in the notice calling such meeting.
- (f) Any member in good standing or former member shall be eligible to hold any office in the Society.

13. CALLING OF MEETINGS

- (a) At least 21 days before any Annual Meeting, General Meeting, and Special Meeting of the Society, the Secretary of the Society shall notify by mail, e-mail, or telephone each member of the Society respecting the location, date and time of the said meeting.
- (b) Meetings of the Society may be called by the President or Secretary upon the request of the Board or upon receipt by the President or Secretary of a petition of ten (10) members in good standing, setting forth the reasons for such a meeting, by giving one month's notice in writing to the last known address of each member by mail or electronic communication.

14. QUORUM

Fifteen members in good standing shall constitute a quorum si any meeting of the Society.

15. VOTING

Any member who has not withdrawn from membership nor teen expelled shall have the right to vote at any meeting of Society. Such votes must be mwte in person and not by proxy or otherwise.

FINANCIAL MATTERS

16. REMUNERATION

No fees shall be paid to any officers of the Society as such and unless authorized at any meeting, and after notice of same shall have been given, no officer or member of the Society other than the Executive Secretary shall receive any remuneration for his services, but he may be reimbursed for expenses property incurred on behalf of the Society

17. BORROWING POWERS

For the purpose of carrying out its objects, the Society may Borrow, raise or secure the payment of money in such manner as it thinks fit by resolution of the Society, provided that at no time shall the total indebtedness of the Society exceed the sum of \$50,000.00 except with the prior consent of the Executive or Sub-Executive of

General Council of the United Church of Canada.

18. AUDITING

The books, accounts and records of the Secretary and Treasurer shall be audited or reviewed at least once a year by a duly qualified accountant or 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 presented at the Annual Meeting of the Society. August 31st in each year shall be the end of the fiscal year of the Society.

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

PLANNING COMMITTEE

20. PLANNING COMMITTEE

(a) The arrangements for each Annual Conference shall be made by a Planning Committee. The Planning Committee will normally be from Alberta every second year, the other years alternating between Saskatchewan and British Columbia

(b) A General Chairman of the Planning Committee shall be appointed by the Board of Directors or Executive Secretary. That appointment shall normally be made at least two years in advance. The other members of the Planning Committee shall be recruited by the Chairman. (The procedures manual contains a listing of suggested members and the functions of the Planning Committee.)

(c) The following decisions of the Planning Committee must have the approval of the Board of Directors:

- the dates of the Annual Conference
- the theme speaker
- the annual budget including the registration fee
- any major departures from the established pattern for the Annual Conference

(d) The Planning Committee has the responsibility of arranging all of the details of the annual conference. The Planning Committee is expected to maintain frequent contact with the Executive Secretary for advice and assistance. The Planning Committee will collect the annual membership fee along with the registration and shall submit the membership fee so collected to the Treasurer of the Society at the end of the conference.

EXECUTIVE SECRETARY

21. The Board of Directors may appoint an Executive Secretary who shall have the following responsibilities:

- represent the Society Executive on the current Conference Planning Committees.
- provide advice and direction in the development of plans for each conference.
- provide official linkage with the Conference site authorities (be that Banff Centre or other)
- be the sole signatory of all agreements or amendments with the Conference site authorities
- provide continuity from one planning committee to another.
- keep the procedures manual updated and available to the planning committee at least two years in advance
- at each Annual Meeting report on the work done by the current committee as well as, by future planning committees.
- such other duties as are mutually agreed upon by the Board of Directors and the Executive Secretary,

CORPORATE MATTERS

22. BYLAWS

These bylaws may be amended by special resolution passed as follows:

- (a) at an Annual Meeting or General Meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given, and
- (b) by the vote of not less than 75% of those members who, if entitled to do so, vote in person or by proxy, or
- (c) a resolution proposed and passed as a special resolution at a general meeting of which less than 21 days' notice has been given, if all the members entitled to attend and vote at the general meeting so agree, or
- (d) a resolution consented to in writing by all the members who would have been entitled at a general meeting to vote on the resolution in person or, where proxies are permitted, by proxy, subject to

that in no event shall the matters referred to in Appendix IV of the Manual of the United Church of Canada be altered in any way without the prior written consent of the Executive or Sub-Executive of the General Council.

23. In the event that the Society ceases to function or its Corporate existence is terminated for any reason whatsoever, all of its property shall become vested in the United Church of Canada.
24. Every member of the Board of Directors shall be deemed to have assumed office on the express understanding, agreement and condition that every such member and his heirs, executors, and administrators and estate effects respectively shall from time to time and at all times be indemnified and saved harmless out of the funds of the Society from and against all costs, charges and expenses whatsoever which such member sustains or incurs in or about any action, suit, or proceedings which is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or any other member of the Executive of the Board of Directors in or about the duties of his or their office, and also from and against all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof except such costs or expenses as are occasioned by his willful neglect or default.

25. INSURANCE

- Insurance will be kept in force covering fire, comprehensive liability, and such other insurable items in such amounts as the General Council may require.
26. No appeal or solicitation for funds will be undertaken without the prior written consent of the General Council.
27. Any sale, transfer, leasing for over five [5] years (including all rights of renewal) or mortgaging or acquisition of any real property may not occur without the prior written consent of the General Council. Any lease for under five [5] Years (including all rights of renewal) may be made without such consent.
28. Headings are incorporated into these by-laws for convenience of use and do not form a part of the substantive meaning of these by-laws.