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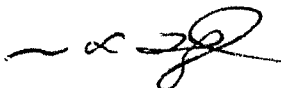
SPECIAL RESOLUTION

I hereby certify that the following special resolution was passed at a meeting of the members of the MOUNTAIN VIEW ARTS SOCIETY on FEBRUARY 5th, 2019.

The by-laws were changed as follows:

- The existing by-laws are repealed.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

Date: April 2nd, 2019

Signature: 

Printed Name: Norman Quantz

Title: Chair of the By-laws Revision Committee

Corporate Access Number: 5016523002

FILED 110
APR 02 2019
Registrar of Corporations
Province of Alberta

RECEIVED
APR 02 2019
Corporate Registry

CR1900698 0002

Mountain View Arts Society By-laws

Incorporated January 13, 2012

Corporate Access Number 5016523002

Glossary: When the words "contact" and "contacting" are used, they shall mean written and delivered notification either via text, email, postal mail, or in-person.

MEMBERSHIP

1. Any person of the age of 18 residing in Alberta may become a member upon meeting the society's membership requirements.

2. Members are responsible for behaving in accordance with the by-laws and objectives of the society.

3. Membership fees, if any, shall be determined by the board of directors.

4. Any member is allowed to attend general meetings and to receive the benefits of membership as outlined by the society. Any member of the full age of 18 and in good standing shall be eligible to hold any office in the society and can vote at all membership meetings in accordance with the voting guidelines.

5. Any member wishing to withdraw from membership may do so by contacting the Board through the secretary. Any member that does not meet the membership requirement by the convening of the Annual General Meeting is considered to have their membership expired. Any member upon a majority vote of members in good standing at a membership meeting may be expelled from membership for any cause which the society may deem reasonable.



DIRECTORS AND OFFICERS

6. The Board of Directors (the Board) shall mean the Officers and Directors. Officers include the President, Vice-President, Treasurer, and Secretary. Directors are members-at-large, including the Past President, for a minimum of one and maximum of six for a total maximum of ten Board members. Board Members who are absent without notice for three consecutive board meetings are considered resigned from the board.

7. 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. Any Board member, upon a majority vote at a membership meeting of the members in good standing, may be removed from office for any cause which the society may deem reasonable.

8. The PRESIDENT shall be an ex-officio member of all committees. The President, when present, shall preside at all meetings of the Society and Board. When absent, the Vice-President shall preside at any such meeting. In the absence of both, a chairperson who is a member in good standing, shall be appointed and preside at the meeting.

9. The VICE-PRESIDENT shall, in the absence of the President, assume all responsibilities of the President until the President returns, or until a new one is elected at a membership meeting.

Revised by Membership July 24, 2014: Approved and Filed October 28, 2014.

Repealed & Replaced by Membership February 5th, 2019: Approved and Filed _____, 2019.

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10. The SECRETARY shall attend all meetings of the Society and Board and be under the direction of the President and Board. The Secretary shall keep accurate minutes of all meetings of the Society and keep a record of the names and contact addresses of all members of the society. The Secretary is responsible to send notices of the various meetings as required and distribute minutes to all members in good standing. In the absence of the Secretary, the Board may appoint an interim Secretary.

11. The TREASURER shall receive all monies paid to the society and be responsible for the deposit of the same in the financial institution chosen by the Board. The Treasurer shall: properly account for the funds of the society and keep such accounting records as may be directed; present a full detailed account of receipts and disbursements to the Board whenever requested; prepare and submit a statement duly audited of the financial position to the Annual General Meeting; submit a copy of the same to the Secretary for the records of the society; and, shall collect and receive the annual dues, if any, from the membership and deposit such dues in the said financial institution. In the absence of the Treasurer, the Board may appoint an interim Treasurer.

MEETINGS

12. BOARD MEETINGS shall be called by the President through contact with Board members giving a minimum of 8 days notice. Meetings may be called as often as necessary with a minimum of four times per year. If an unexpected time sensitive issue occurs, which affects the running of the organization, meetings can be called with 3 days notice. Board and Officer's meetings can be held without notice if a quorum is present, however, any business transactions at such meetings or conducted by email shall be ratified at the next regularly called meeting of the Board otherwise they shall be null and void. Any four members shall constitute a quorum.

13. ANNUAL GENERAL MEMBERSHIP MEETINGS will be held each year in the second month following the fiscal year end. The President will call the meeting and through the Secretary contact the membership at the last known address of each member, or make public notice, giving a minimum of 14 days notice. Prior to adjournment of this meeting an election of Officers and Directors shall be held in accordance with the Election Policy. Any eight members in good standing shall constitute a quorum.

14. SPECIAL MEMBERSHIP MEETINGS shall be called by the President, or upon a request by at least one quarter of the members in good standing, giving written notice of the reason for calling the meeting and, upon membership being contacted, giving a minimum of eight days notice. Any eight members in good standing shall constitute a quorum.

VOTING

15. Members in good standing shall have the right to vote at a membership meeting. Such votes must either be made in-person or by proxy with a written signed message from a member in good standing and presented to the Secretary. Family memberships in good standing have one vote by a family member of the full age of eighteen.



16. Voting on motions shall be by the usual sign of a raised hand or as agreed. Any member may request a ballot vote for any motion.

17. The President or appointed chairperson shall have a vote at any meeting.

18. Voting shall require a motion and a favorable majority to be carried.

REMUNERATION

19. Unless authorized at any membership meeting that notice for the same shall have been given, no officer, director, or membership position shall be paid.

AUDITING

20. The accounting and minute records of the Society shall be audited at least once each year by a duly qualified accountant or by two members of the society, not including officers, appointed by the Board prior to the fiscal year end. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the Annual General Meeting.

21. Members of the society can, upon contact with the secretary and giving adequate notice, inspect the financial and minute books of the society in the presence of a Board member at the Board member's choice of time and location. Each member of the board shall at all times have access to such books and records. The Society does not have or use a seal.

BORROWING POWERS

22. For the purpose of carrying out its objectives, 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.

BYLAW CHANGES

23. The By-laws may be rescinded, altered, or added to by a Special Resolution.

DISSOLUTION

24. The Society shall not be dissolved or wound up unless a Special Resolution is passed by the General Membership at a duly called Special Meeting for which the purpose of the meeting was announced.

25. Upon dissolution of the Mountain View Arts Society, after paying all debts and liabilities, any remaining assets will be either dispersed to eligible charities, religious groups, or transferred in trust to a municipality until such time as the assets can be transferred from the municipality to such designate groups approved by the Board.

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