

BY-LAWS OF THE COWTOWN YEAST WRANGLERS HOMEBREWERS ASSOCIATION (THE "SOCIETY")

Part I - Interpretation

1. In these By-laws, unless the context otherwise requires,
 - a) "Directors" means the directors and officers of the Society for the time being;
 - b) "Society Act" means the Society Act of the Province of Alberta from time to time in force and all amendments to it;
 - c) "Registered Address" of a member means his or her address as recorded in the register of members;
 - d) "Term" means the time between the Annual General Meeting and the immediate next Annual General Meeting;
 - e) "Officer Term" has the same meaning as "Term";
 - f) "General Meeting" means periodic meetings of the membership to conduct club business that are not a "Club Meeting".
 - g) "Annual General Meeting" means a general meeting held once per calendar year, with a specific agenda of business to discuss and vote upon.
 - h) "Extraordinary General Meeting" means a general meeting conducted at any point throughout the year to carry on other emergent business of the club that requires membership voting.
 - i) "Club Meeting" means regular and periodic meetings of members and guests, and other meetings and events that are socially focussed and not general meetings.
 - j) "Yeast Wranglers Meeting" has the same meaning as "Club Meeting".
 - k) The definitions in the Society Act on the date these By-laws become effective apply to these By-laws.
2. Words importing the singular include the plural and vice versa; and words importing a male person include a female person.

Part 2 – Membership

Membership Dues

3. The Directors may determine the membership dues, if any. The Directors may waive, in whole or in part, membership dues for any member.

Applications for Membership

4. The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently have become members in accordance with the By-laws, and, in either case, have not ceased to be members.
5. A person may apply to the Directors or their designate and, upon acceptance by the Directors or their designate, that person becomes a member, unless that person has been expelled or unless that person has not yet reached the legal drinking age in the Province of Alberta, or that person is not a natural person.

Membership Freeze

6. The Directors may at any time postpone, on terms and conditions, the consideration of all or some applications for membership.
7. Each member shall inform the Secretary or his or her designate in writing of his or her up-to-date address and e-mail address (if any) for the purposes of receiving notices from the Society. This is an ongoing obligation.

Cessation of Membership

8. A person shall cease to be a member of the Society:
 - a) by delivering his or her resignation in writing to the Secretary of the Society or by mailing or delivering it to the address of the Society;
 - b) on his or her death;
 - c) on being expelled; or
 - d) having not been a member in good standing for a period of 180 days.

Expulsion of Members by the Directors

9. A member may be expelled by a resolution of the Directors. Such expulsions are at the sole and absolute discretion of the Directors.
10. Any expelled member will receive a refund of the fraction of his or her paid-up current period membership dues, if any, corresponding to the time in that period that the person was no longer a member.

11. An expelled former member may only be reinstated to membership by:
 - a) a resolution of the Directors; or
 - b) a special resolution of the members passed at a general meeting. The person who is the subject of the proposed reinstatement shall be given an opportunity to be heard in person or by agent at the general meeting before the special resolution is put to a vote.

Members and Good Standing

12. Every member shall comply with these By-laws.
13. The Directors may institute, amend or revoke, by resolution of the Directors, a code of conduct for members (“Code”). If a Code is in force, then unless otherwise specified by the Directors:
 - a) all members must agree to the terms of the Code, or any revised Code, as a condition of their continued membership in good standing; and
 - b) all members’ guests and all attendees at Society meetings and events must agree to the terms of the Code as a condition of their attendance and participation.
14. All members are in good standing except a member who has:
 - a) failed to pay his or her current annual membership fee or other subscription or debt due and owing by him or her to the Society; or
 - b) failed to agree to the terms of any Code in force in a timely fashion as required by the Directors.
15. Unless the Directors otherwise decide:
 - a) a member who has not paid his or her membership fee may at any time bring himself or herself into good standing in relation to the membership fee by paying it even though it is past due; and
 - b) a member who has not agreed to the terms of any Code in force may at any time bring himself or herself into good standing in relation to the Code by agreeing to its terms.

Part 3 - Meetings of Members

Types of Meetings

16. General meetings of the Society shall be held at such time and place, in accordance with the Society Act, as the Directors decide.

17. An Annual General Meeting is a general meeting. Every general meeting, other than an Annual General Meeting, is an Extraordinary General Meeting.
18. The Term between any two Annual General Meetings may not be longer than 16 months, and shall be held once per calendar year.
19. The Directors may, whenever they think fit, convene an Extraordinary General Meeting.
20. A Special General Meeting shall be called by the President or Secretary upon receipt of a petition signed by one-third of the members in good standing, setting forth the reasons for calling such a meeting – the special business.

Notice of Meetings

21. Notice of any General Meeting of the Membership will be given by providing no less than 21 days' notice.
22. Notice of a General Meeting shall specify the place, the day and the hour of meeting, and in case of special business, the general nature of that business.
23. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
24. Club Meetings, may be held at such times and places and in such formats as approved by the Directors. Club Meetings are not General Meetings. Though the affairs of the Society may be discussed at Club Meetings, it is not intended that official Society business be conducted at Club Meetings. The provisions of *Part 4 - Proceedings at General Meetings* do not apply to Club Meetings unless or to the extent specified by the Directors.

Part 4 - Proceedings at General Meetings

Annual General Meetings

25. The society shall hold an annual meeting on or before Nov 30th in each year.
26. At this meeting there shall be elected a President, Vice-President, Secretary, Treasurer, (or Secretary/Treasurer), and two (2) additional Directors. The Officers and Directors so elected shall form a Board, and shall serve until their successors are elected and installed.

Extraordinary and Special General Meetings

27. Special business is:

- a) all business at an Extraordinary General Meeting except the adoption of rules of order; and
- b) all business that is transacted at an Annual General Meeting, except
 - i. the adoption of rules of order,
 - ii. the consideration of the financial statements,
 - iii. the report of the Directors,
 - iv. the report of the auditor, if any,
 - v. the election of Directors,
 - vi. the appointment of the auditor, if required, and
 - vii. such other business as, under these By-laws, ought to be transacted at an Annual General Meeting, or business which is brought under consideration by the report of the Directors issued with the notice convening the meeting.

Quorum

28. No business, other than the election of a Chairperson and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
29. If, at any time during a General Meeting, there ceases to be a quorum present, business then in progress shall be suspended.
30. A quorum is fifteen (15) members in good standing present or such greater number as the members may determine at a General Meeting.
31. If, within 30 minutes from the time appointed for a General Meeting, a quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place as far as is practicable, and if, at the adjourned meeting, a quorum is not present within 45 minutes from the time appointed for the meeting, the members in good standing that are present shall constitute a quorum.

Chairperson

32. The President of the Society, the Vice President or, in the absence of both, one of the other Directors present, shall preside as Chairperson of a General Meeting.

33. If at a General Meeting:
- a) there is no President, Vice President, or other Director present within 15 minutes after the time appointed for holding the meeting; or
 - b) the President and all the other Directors present are unwilling to act as Chairperson; the members present shall choose one of their number to be Chairperson.

Meeting Adjournments

34. A General Meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting, other than the business left unfinished at the meeting from which the adjournment took place.
35. When a General Meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
36. Except as provided in this By-law, it is not necessary to give notice of adjournment or of the business to be transacted at an adjourned General Meeting.

Voting for Resolutions

37. No resolution proposed at a General Meeting need be seconded, and the Chairperson of a meeting may move or propose a resolution.
38. In case of an equality of votes, the Chairperson shall not have a casting or second vote in addition to the vote to which he may be entitled as a member, and the proposed resolution shall not pass.
39. A member in good standing present at a General Meeting is entitled to one vote.
40. Voting is by show of hands, unless the members present otherwise decide.
41. Voting by proxy is prohibited.
42. A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative shall be reckoned as a member for all purposes with respect to a meeting of the Society.

Part 5 – Board of Directors

Board Meetings

43. Board of Directors, Executive Committee or Board, shall mean the Board of Directors of the society.

44. 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.

General Powers of Directors

45. The Directors may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these By-laws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in the General Meeting, but subject, nevertheless, to the provision of:
 - a) all laws affecting the Society;
 - b) these By-laws; and
 - c) rules, not being inconsistent with these By-laws, which are made from time to time by the Society in the General Meeting.
46. No rule made by the Society in the General Meeting invalidates a prior act of the Directors that would have been valid if that rule had not been made.

Number and Qualifications of Directors

47. There shall be six Directors or such other number appointed upon incorporation or as determined by the Society in a General Meeting of members.
48. Any member in good standing shall be eligible to any office in the society.

Board Meeting Quorum

49. The Directors may from time to time fix the quorum necessary for the transaction of business, and unless so fixed the quorum shall be one-half of the Directors then in office.
50. The President shall be Chairperson of all meetings of the Directors unless the Directors otherwise decide.
51. The Directors may at any time, and the Secretary on the request of two Directors shall, convene a meeting of the Directors.

Terms of Directors and Their Replacement

52. The Directors shall retire at the expiration of their term, when their successors shall be elected.
53. A Director shall be elected at the Annual General Meeting for one term.
54. Election procedures at the Annual General Meeting shall be determined by the members present.

55. Any vacancy occurring during the year shall be filled at the next meeting, provided it is so stated in the notice calling such a meeting.

56. A Director elected to fill a vacancy holds office until the next Annual General Meeting.

Removal of Directors or Officers by Membership

57. The members may, by special resolution, remove a Director or Officer for any reason before the expiration of his or her Term in office and may elect, by majority vote, a successor to serve to the next Annual General Meeting.

58. The notice of special resolution for removal shall be accompanied by a brief statement of the reason(s) for the proposed removal.

59. The person who is the subject of the proposed resolution for removal shall be given an opportunity to be heard in person or by agent at the General Meeting before the special resolution is put to a vote.

Committees of the Directors

60. The Directors may delegate any, but not all, of their powers to Committees consisting of such persons as they think fit, and may name the Committee.

61. A Committee so formed in the exercise of the powers so delegated shall conform to any rules that may, from time to time, be imposed on it by the Directors, and shall report every act or thing done in exercise of those powers to the Directors.

62. Subject to directions of the Directors, the Committee shall determine its own procedure.

63. The members of a Committee may meet and adjourn as they think proper.

Remuneration

64. No Directors or Officers shall be remunerated for being or acting as a Director or Officer, but a Director may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Society.

Miscellaneous Matters

65. No act or proceeding of the Directors or Officers is invalid only by reason of there being less than the prescribed number of Directors or Officers in office.

66. Each Director shall inform the Secretary or his or her designate in writing of his or her up-to-date address and e-mail address (if any) for the purposes of receiving notices regarding the affairs of the Society. This is an ongoing obligation.

67. Notices may be given to Directors in the same manner as notices are given to members.
68. Questions arising at any meeting of the Directors and Committee of Directors shall be decided by a majority of votes.
69. No resolution proposed at a meeting of Directors or Committee of Directors need be seconded, and the Chairperson of a meeting may move or propose a resolution.
70. In case of an equality of votes, the Chairperson does not have a second or casting vote in addition to the vote to which he may be entitled as a Director, and the proposed resolution shall not pass.

Return of Documents and Property

71. At any time the Directors may require, on terms and conditions, a Director, Officer, member, or a former Director, Officer, or member to return any property or document belonging to the Society that happens to be in the control or possession of such Director, Officer, member, or such former Director, Officer or member.

Resolutions in Writing

72. A resolution in writing, signed by at least two-thirds of the existing Directors or Committee members and placed with the minutes of the Directors or the Committee, is as valid and effective as if regularly passed at a meeting of the Directors or the Committee.

Meetings Generally

73. The Directors or Committee of the Directors may meet together at such times and places as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they see fit, provided that such regulations are not inconsistent with these By-Laws. The meetings may be held in whole or in part by telephone or other communications medium if all participating in the meeting, whether by telephone, by other communications media or in person, are able to communicate with each other.

In Camera Meetings

74. The Directors and its Committees may hold meetings in camera. Every Director shall keep confidential information obtained in such a meeting unless the release of such information is required by law or is allowed for by a decision or policy of the Directors.

Part 6 - Duties of Directors

75. The Directors or members may add additional duties or powers to any Director or Officer or transfer duties or powers among Directors or Officers.

76. A Director shall:
- a) act honestly and in good faith and in the best interests of the Society; and
 - b) exercise the care, diligence and skill of a reasonable and prudent person in exercising power and performing functions as a Director.
 - c) declare all conflicts of interest with respect to decisions that may financially impact their ownership, employment, or contracts of/with 3-rd party businesses, and refrain from voting on those resolutions that may impact those outside relationships.
77. A Director who is directly or indirectly interested in a proposed contract or transaction with the Society shall disclose, fully and promptly, the nature and extent of his or her interest to each Director and otherwise comply with the requirements of the Society Act.
78. The Directors shall enter in the register the names of applicants for incorporation and the name of every other person admitted as a member of the Society, together with the following particulars of each:
- a) the full name and residence address;
 - b) the date on which a person is admitted as a member; and
 - c) the date on which a person ceases to be a member.
79. The Directors shall ensure that all reports, including financial reports, required by law to be prepared by the Society for the Annual General Meeting are prepared.
80. The Directors shall ensure that all financial and other reports that have to be filed after the Annual General Meeting are filed as required by the Society Act and Income Tax Act or other law.
81. The Directors shall ensure the Society has at least one account with a chartered bank, credit union, or trust company for the deposit of funds.
82. The Directors shall keep proper accounting records in respect of all financial or other transactions and, without limiting the foregoing, shall keep records of:
- a) all money received and disbursed by the Society and the manner in respect of which the receipt and disbursement took place;
 - b) every asset and liability of the Society; and
 - c) every other transaction affecting the financial position of the Society.

Part 7 - Officers

83. The President, Vice President, Secretary, and Treasurer, shall be Officers of the Society and shall be elected at the Annual General Meeting.
84. An Officer must be a Director and ceases to be an Officer when he ceases to be a Director.
85. Officers shall serve for one Officer Term, upon election.
86. The Directors may at any time appoint a Director to fill any Officer vacancy. Any Officer so appointed shall serve the unexpired officer term of the Officer he is replacing.

President

87. The President shall be ex-officio a member of all Committees. He/she shall, when present, preside at all meetings of the society and of the Board.
88. In his/her 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.
89. The President is:
 - a) the Chief Executive Officer of the Society;
 - b) the chief spokesperson for the society; and
 - c) the supervisor of other Directors or Officers;

Vice President

90. The Vice President shall:
 - a) assist the President;
 - b) carry out the duties and exercise the powers of the President during any absence of the President.

Secretary

91. 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. In the absence of the Secretary from a meeting, the Directors shall appoint another person to act as Secretary at the meeting.
92. He/she 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.

93. The Secretary shall have charge of all the correspondence of the society and be under the direction of the President and the Board.
94. The Secretary shall also keep a record of all the members of the society and their addresses, send all notices of the various meetings as required, and collect and receive the annual dues or assessments levied by the society. Such monies shall be promptly turned over to the Treasurer for deposit in a Bank, Trust Company, Credit Union or Treasury Branch as required.

Treasurer

95. The Treasurer shall receive all monies paid to the society and be responsible for the deposit of same in whatever Bank, Trust Company, Credit Union or Treasury Branch the Board may order.
96. He/she shall properly account for the funds of the society and keep such books as may be directed, and as are necessary to comply with the Society Act. He/she shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the Annual Meeting a statement duly audited of the financial position of the society and submit a copy of same to the Secretary for the records of the society.
97. 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.

Part 8 - Seal

98. The Directors may provide a common seal for the Society and they shall have the power from time to time to destroy it and substitute a new seal in place of the seal destroyed.
99. The common seal shall be affixed only when authorized by a resolution of the Directors and then only in the presence of not less than two Directors.

Part 9 - Borrowing

100. In order to carry out the purposes of the Society, the Directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in such a manner as they decide, and in particular, but without limiting the generality of the foregoing, by the issue of debentures.
101. No debenture shall be issued without the sanction of a special resolution of the society.
102. The members may, by special resolution, restrict the borrowing powers of the Directors, but a restriction so imposed expires at the next Annual General Meeting.

Part 10 - Auditor

103. 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 General Meeting.
104. 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 of the society.
105. The fiscal year end of the society in each year shall be August 30th.
106. At each Annual General Meeting, the Society may appoint an auditor to hold office until he is re-elected or his or her successor is elected at the next annual meeting.
107. An auditor may be removed by ordinary resolution.
108. An auditor shall be informed forthwith in writing of appointment or removal.
109. No Director and no employee of the Society shall be auditor.
110. The auditor may attend General Meetings.

Part 11 - Inspection of Documents by Members and Directors

Inspection by Members

111. Subject to the Province of Alberta's *Personal Information Protection Act*:
 - a) the books and records of the society, with the exception of the current and past membership lists (registry) shall be open to inspection by members on reasonable notice at the office of the society but no copies can be made unless authorized by the Directors;
 - b) Subject to a resolution of the Directors or any law requiring otherwise, documents of the Society, including its accounting records, must be open to the inspection of a Director.

Part 12 – Delivery of Notices to Members

112. A notice may be given to a member personally.
113. A notice may also be given to a member by emailing it to an email address provided by the member.
114. A notice sent by email shall be deemed to have been given on the same day on which the notice is sent by email, and in proving that notice has been given it is sufficient to

prove that the notice was sent to the email address provided by the member as required by these By-laws.

115. A notice may be given to a member by posting such notice on any official online Society channel, such as a Society website, Society forums, or a Society social media account, that is accessible by the member.

116. A notice posted on such an official online Society channel shall be deemed to have been given on the first day following that on which the notice was posted to such channel.

117. Notice of a General Meeting shall be given to:

- a) every member shown on the register of members on the day notice is given; and
- b) the external auditor, if *Part 10 - Auditor* applies.

118. No person, other than those mentioned in the above paragraph, is entitled to receive a notice of General Meeting.

Part 13 - By-laws

119. After being admitted, a member is entitled to a hard copy of the By-laws upon paying the sum of \$1.00. If the By-laws are available in electronic format, the member is entitled to an electronic a copy of the By-laws at no cost.

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

DATED: DECEMBER 1, 2019.

Signature: _____	Address: _____
Print Name: _____	City, Province: _____
	Postal Code: _____

