

# The Alberta Elks Association Bylaws



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## **B1. INTERPRETATION**

In these Bylaws, the following words and expressions have the following meanings:

- 1.1 “Board”, “Board of Directors” or “Executive Committee” shall mean the Executive Members of the Association.
- 1.2 “Special Resolution” has the meaning ascribed to it by The Societies Act of Alberta.
- 1.3 “Lodge” means a body of members chartered in accordance with the objectives of the Elks of Canada.
- 1.4 “Audit” means to audit or to conduct a financial review engagement as determined from year to year.
- 1.5 “AGM” means The Annual General Meeting of the Association which may be held with the Conference and will include but not be limited to the following: ritual and ceremonial work consistent with the Elks of Canada; receiving and approval of reports; approval of Financials and the Budget; Election and Installation of Officers and any other requirement as set out in the Societies Act of Alberta.
- 1.6 “Conference” means social and other activities held in conjunction with the AGM.
- 1.7 Where used in these Bylaws and the context permits, words importing the masculine shall be interpreted to be gender neutral and the singular includes the plural and vice versa.

## **B2. SEAL**

- 2.1 The Association seal shall contain an Elks head in the centre and the words “The Alberta Elks Association”.
- 2.2 The Secretary-Treasurer of the Association shall securely retain the seal.
- 2.3 The seal shall be used on all official or formal documents, orders, reports and legal documents issued by the Association.
- 2.4 The Provincial President, or Chair of the Finance Committee along with the Secretary-Treasurer (or Treasurer if separate) shall be Signing Officers of the Association for all deeds, transfers, leases, contracts on behalf of the Association and the Secretary shall affix the seal of the Association to such instruments.

### **B3. MEMBERSHIP**

3.1 The Association shall be a representative body of Elks, composed of the members of all Lodges within the jurisdiction of the Association.

3.2 Membership Suspension and Expulsion –

If any member Lodge is in arrears for fees or assessment for any year, such member Lodge 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.

3.3 Any member Lodge, upon two thirds vote of all members present at the Annual General Meeting of the Society in good standing, may be expelled from membership for any cause, which the Society may deem reasonable.

### **B4. HONOURARY MEMBERS AND VISITORS**

Only members of Lodges of the Association, or any unit of the Association will be permitted to attend any meeting of the Association. The Presiding Chair of a meeting may grant permission to a person or persons to attend all or part of a meeting.

### **B5. WITHDRAWAL OR EXPULSION OF MEMBERS OR LODGES**

5.1 Upon a Lodge surrendering its Charter, the members of the Lodge shall no longer be members of the Association.

5.2 Upon a member being suspended or expelled from a Lodge, the member shall no longer be a member of the Association.

5.3 Notwithstanding, a member of a Lodge surrendering or forfeiting its Charter may choose to transfer to another Lodge or become a “Member at Large” of Grand Lodge and shall be granted the privileges of a member of the Association upon remitting the annual per member fee to the Association.

### **B6. ANNUAL GENERAL MEETINGS**

6.1 **Attendance & Voting:** All Elks in good standing may attend the AGM and shall be entitled to speak and vote provided they:

6.1.1 Show proof of being a member of a Lodge, in good standing, of the Association.

6.2 **Quorum:** Twenty-five (25) voting members in good standing representing ten (10) Lodges, including a minimum of three (3) Officers of the Association, shall constitute a quorum.

- 6.3 **Notice:** The AGM and possibly by extension, the Conference, shall be held each year during the month of June and all official books and records of the Association may be inspected by the members at that time and place. Notice in writing shall be sent to each Lodge by ordinary mail at least sixty (60) days prior to the date of the meeting.
- 6.4 **Registration Fee:** The Association shall, by regulation as hereinafter provided, fix the registration fee to be charged by the Host Lodge for the Association Conferences.
- 6.5 **Location Selection:** The place of the next AGM and Conference shall be determined by a vote for the purpose of the Association at the AGM or at a special meeting or, in the absence of such determination, it shall be named by a majority of the Executive of the Association.
- 6.5.1 Applications from Lodges to host the AGM and Conference must be submitted to the Secretary-Treasurer of the Association on or before April 30 two (2) years prior to the year of the AGM and Conference for which the application is made. If no applications are submitted, the Association Executive with the advice of the Site Committee shall select the AGM and Conference location.
- 6.5.2 After selection of a location as hereinbefore described, should it appear, for any reason, to the majority of the Association Executive that the location is unsuitable, the Association Executive shall have the authority to select an alternate location and/or date.

## **B7. SPECIAL MEETINGS**

- 7.1 Special meetings may be called by –
- 7.1.1 The President or
- 7.1.2 A majority of the Association Executive or
- 7.1.3 A request of no less than ten (10) Lodges of whose membership no less than 10% of each Lodge have signed a petition for that purpose and sent to the Secretary-Treasurer of the Association. The reason for requesting the special meeting shall in all cases be clearly stated.
- 7.2 The Association Secretary-Treasurer shall call a special meeting within sixty (60) days of the date of receipt of a proper petition on a date and at a time and location to be designed by the Association Executive.
- 7.3 Upon receipt of a proper petition, the Association Secretary-Treasurer shall forthwith give all Lodges within the jurisdiction of the Association a written notice of the date, time and location of the Special Meeting and its purpose no less than thirty (30) days prior to the date of the

Special Meeting, and all Lodge Secretaries, upon receipt of such notice, shall cause it to be read at the next regular meeting or special meeting of the Lodge.

- 7.4 Twenty-five (25) members in good standing representing ten (10) Lodges, including a minimum of three (3) Officers of the Association, shall constitute a quorum.
- 7.5 The business of the Special Meeting shall be restricted to that for which the Special Meeting was called and all voting at such meeting shall be by secret ballot.

## **B8. VOTING**

- 8.1 Any member who has not withdrawn from membership nor has been suspended nor expelled as herein provided shall have the right to vote at any meeting of the Society.
- 8.2 Votes by proxy are prohibited.

## **B9. ORDER OF BUSINESS**

- 9.1 The order of business for all meetings of the Association shall follow an agenda prepared by the Association Executive prior to the meeting.

## **B10. ELECTIONS**

- 10.1 The First Vice-President, Second Vice-President, Third Vice-President and the Esquire shall be elected annually. The First Vice-President is deemed to be "President Elect" and will be installed President at the next AGM.
- 10.2 Notice Of Intent to Seek Office

Eligible members of the Order may provide Notice of Intent to Run for Office not later than March 1<sup>st</sup> of the year they intend to run for elected office.

Notice of Intent to Run does not require that they designate the particular Officer position being sought.

Notice of Intent to Run forms shall be approved by the Alberta Elks Association Executive.

Members who intend to run for office may provide the Association a Statement of Intent including a brief biography, a description of why they wish to run for office and/or information related to their perspective on how their election can benefit the membership and promote the Order.

Such statement shall be provided in writing to the Secretary of the Association not later than 45 days prior to the Conference.

At the discretion of the Association, statements may be edited and returned to the member for final approval. Approved statements may then be published for members' information in whatever manner approved by the Executive.

Notwithstanding the above, nominations will still be accepted from the floor of the Conference.

### 10.3 Campaign Speeches

Nominators of candidates for any office shall make their nomination and introduce the nominee to the members in an address not to exceed one minute. The nominee will have up to five minutes to accept the nomination.

### 10.4 Elimination

In the event that there are more than two (2) candidates nominated for any office and none receives a majority of the votes cast in the first ballot, then the candidate receiving the least number of votes together with all those receiving 10% or less of the said votes shall be eliminated; additional ballots shall be taken with the same elimination until one (1) candidate receives a clear majority which candidate shall then be declared elected to the office in question.

## **B11. OFFICERS AND DIRECTORS**

11.1 The Officers and Directors of the Association shall be the President, Immediate Past President, 1<sup>st</sup> Vice President (incoming President), 2<sup>nd</sup> Vice President, 3<sup>rd</sup> Vice President and Esquire who are the elected and voting members designated as the Association Executive.

11.2 The Secretary-Treasurer, Finance Committee and the Judiciary Committee shall be non-voting Directors and hold precedence in that sequence.

11.3 The Officers as herein before defined shall be the Directors of the Association for all legal purposes.

11.4 Four members of the Association Executive shall constitute a quorum.

11.5 The Association Executive shall meet at the call of the President.

11.6 The Association Executive shall have the authority to make Regulations governing the Association for the purpose of carrying out the intention of the provisions of these Bylaws, and any such Regulation made in accordance with this power shall have the same force and effect as a Bylaw contained herein. Regulations, when promulgated, shall forthwith be reported to the Lodges, Districts and all units of the Order as may be required.



## 11.7 Removal of Director or Officer

The Association Executive may, by a vote with three-fourths (3/4) majority, suspend any Director or Officer before the expiration of their term of office for conduct unbecoming of their office or dereliction of duties. The position of the suspended Director or Officer shall remain vacant until the election of Officers at the next AGM.

## **B12. INDEMNITY**

Every Director of the Association shall be deemed to have assumed office on the express understanding, agreement and condition that every Director of the Association and their heirs, executors and administrators and estate and effects respectively shall from time to time and all times be indemnified and save harmless out of the funds of the Association from and against all such costs, charges and expenses whatsoever which such Director sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against them for or in respect of any act deed, matter or thing whatsoever made, done or permitted by them or any other Director or Directors in or about the execution of the duties of their office, and also from and against all other costs, charges and expenses which they sustain or incur in or about or in relation to the affairs thereof except such costs charges and expenses which they sustain or incur in or about or in relation to the affairs thereof except such costs, charges, and expenses as are occasioned by their willful neglect or default.

## **B13. DUTIES OF OFFICERS**

### **13.1 PRESIDENT**

- 13.1.1 The President shall be Chief Executive Officer of the Association and shall preside at all meetings, preserve order, appoint all Committees not otherwise provided for, decide all questions of order subject to appeal to the Association, fill all vacancies unless otherwise specified, and perform all other duties that may be imposed upon the President by law, and such as are customary to be performed by presiding Officers.
- 13.1.2 During their term, the President shall not sit on any National Committees either as the Chair or Committee Member, excluding the National Forward Planning Committee.'
- 13.1.3 The President shall attend all Foundation Meetings and conference calls during their term, but not have voting privileges.
- 13.1.4 If upon the taking of a vote on any question the members are evenly divided, it shall then become the duty of the President to give the casting vote and in doing so he may, if he desires, give his reasons therefore.

- 13.1.5 The President shall be entitled to vote during the ballot for the election of Officers, but shall not be privileged to cast a deciding vote in the event of a tie.

### **13.2 IMMEDIATE PAST PRESIDENT**

The Immediate Past President shall:

- 13.2.1 Serve as a member of the Finance Committee of the Association
- 13.2.2 Be Chair of the Alberta Elks Past Presidents Association
- 13.3.3 Act as Master of Ceremonies for the banquet held on the final night of the Annual Conference or appoint another in his place.

### **13.3 VICE-PRESIDENTS**

The First, Second and Third Vice-Presidents shall perform any duties on behalf of the President when they are asked. Each Vice-President shall submit a report, in writing, to the AGM, of their activities during their Term of Office.

### **13.4 ESQUIRE**

The Esquire shall execute orders of the President, assist in preserving order, act as marshal on public occasions, and, in case of secret session, shall assist the Inner Guard in examining the qualification of all persons presenting themselves for admission. He shall select such deputies as may be needed to assist in the discharge of the duties.

### **13.5 INNER GUARD AND CHAPLIN**

The roles of the Inner Guard and Chaplin shall be assigned by the Conference Chair in consultation with the Association Executive for each Provincial Conference.

## **B14. SECRETARY-TREASURER**

- 14.1 The Association Executive, upon recommendation of the incoming Provincial President, with input from the Vice-Presidents, shall appoint annually at the AGM the Secretary-Treasurer.
- 14.2 The Secretary-Treasurer shall be appointed annually and can be made for a maximum of five (5) consecutive terms.

14.3 The Secretary-Treasurer shall have the following duties and obligations –

- 14.3.1 Attend all meetings of the society and of the Board and keep a true record (minutes) of the proceedings of the Association, all Executive meetings and any other meetings of the Association and make sure that such records are accurate and complete.
- 14.3.2 Shall have charge of all records, books, papers and documents of the Association under the direction of the Finance Committee.
- 14.3.3 Be the custodian of the Seal of the Association.
- 14.3.4 Receive and give receipt for all monies of the Association and deposit the same immediately in the bank designated by the Finance Committee for that purpose. At the same time, shall keep an accurate record of the receipts and expenditures of the Association and so classify and arrange the same that the condition of any fund at any time may be ascertainable.
- 14.3.5 Furnish all reports, documents, papers, copies, recommendations or other matters to all units of the Order as may be required.

**B15. FINANCE COMMITTEE**

- 15.1 The Finance Committee shall be three (3) in number and shall consist of the Immediate Past President, the next preceding Immediate Past President and the Esquire. The next preceding Immediate Past President who is serving on the Finance Committee shall be Chair. In the event that Past President declines to serve on the Board, then any Past President may be nominated by the President and approved by the Association Executive.
- 15.2 Shall have a general authority over all funds and property belonging to, or handled by, the Association.
- 15.3 Be responsible on the first day of the AGM, to introduce a bill known as the Budget, making appropriations in respect to each of the several objects for which the Provincial Association has to provide out of the monies found to be in the treasury and estimated to be coming in during the current twelve- month period of their fiscal year.
- 15.4 During the interim between meetings of the Association, take general charge of its property and together with the Association Executive officers, shall be the governing body of the Association and shall perform such other duties as may be necessary to protect the interests and the direction of the affairs and promote the objectives of the Association.

## **B16. JUDICIARY COMMITTEE**

- 16.1 The Judiciary Committee shall consist of three (3) members, one shall be appointed as Chair and at least one of whom, if possible, be a member in good standing of the Law Society of Alberta.
- 16.2 The Committee shall consider and report on all matters referred to it including the interpretation, construction and amendments of the Association Bylaws, together with questions of parliamentary procedure, and shall act as a Resolutions Committee to receive and bring forth before the meetings of the Association in proper form, all resolutions properly submitted to the Association.

## **B17. COMMITTEES**

- 17.1 All committees, unless otherwise specified, shall be nominated by the President or the Association Executive and appointed by the Association Executive not later than April 1<sup>st</sup> of each year.
- 17.2 At the discretion of the President, the Chair only shall be nominated by the President or the Association Executive and appointed by the Association Executive with power in the Committee Chair to appoint their own committee except where otherwise expressly provided.
- 17.3 Committee Chairpersons and Members appointed by the President and approved by the Executive shall not have voting privileges while attending Executive meetings.
- 17.4 The appointment of the Committee Chairpersons shall be made annually on the recommendation of the incoming Provincial President. Individuals may be appointed and serve for a maximum of three (3) consecutive years as a chairperson of a specific committee.
- 17.5 All committees shall hold office until their successors in office have been appointed provided however, that no committee shall hold office longer than eighteen (18) months, unless specifically to do so by their duties as designated by these Bylaws and Regulations.

## **B18. EXPENSES**

Members/Directors/Officers shall not receive payment for services but may be reimbursed for expenses incurred in the performance of the Association business, in such amounts and by such manner as may be designed by Regulation, or by majority vote of the Association Executive, or by majority of the members at an AGM.

## **B19. PROVINCIAL REGISTRATION & AFFILIATION FEES**

- 19.1 A Provincial Registration/Affiliation Fee shall be levied by the Provincial Association on each Lodge in the Association based on the number of members in each Lodge. The fee shall be established from time to time and set out in Regulations.
- 19.2 Such fee may be increased annually by up to 5% in line with increases in the cost of living as determined by changes to the Consumer Price Index published by the Government of Canada (Alberta Section) and based on the previous calendar year.
- 19.3 Budgeted increases in excess of 5% must be approved by a seventy-five (75) percent majority vote of those members present, qualified to vote and voting at the AGM.
- 19.4 Any change to the Provincial Registration/Affiliation Fees shall be effective January 1 of the year following the AGM at which the change was approved.
- 19.5 Exceptions:
- 19.5.1 These fees shall not be payable for the first year of life a new Lodge.
  - 19.5.2 The Association may authorize a suspension of payment of affiliation fees if the funds of its treasury are large enough to warrant such action, but not exceeding the one year in which such action was taken.
  - 19.5.3 No Registration/Affiliation fee shall be assessed for any Grand Lodge Life member.
  - 19.5.4 At an Annual General Meeting of the Association, on approval by resolution, an exemption from the Regulation/Affiliation fee may be given to a Lodge for unusual circumstances.
- 19.6 Revenue Returns
- 19.6.1 All Association revenues shall be payable to the Association and shall be trust funds for the use and benefits of the Association.
  - 19.6.2 The Affiliation fees Returns, with remittance, must be submitted annual to the Secretary-Treasurer prior to the first day of April of the following year.
  - 19.6.3 If the Lodges so wish to make two payments, then the second payment must be submitted prior to the first day of September.

## **B20. ASSOCIATION FUNDS**

20.1 The funds of the Association shall be classified as follows:

20.1.1 General Fund

20.1.2 Savings Fund

20.1.3 Charitable Fund

20.2 General Fund

The General Fund shall consist of all revenues accruing to the Association except as herein provided:

### **20.2.1 *General Fund Disbursement***

All expense of the Association, unless otherwise stated, shall be paid out of the General Fund. These will include all authorized travelling expenses of the Officers and Committees and other expenses incurred in the operation of the Association.

20.3 Savings Fund

The Savings Fund shall consist of all amounts that have been placed in the savings account to date and any other surplus that the Association may decide at a meeting should be placed in this fund. No funds may be drawn from this account without the approval of the Association.

### **20.3.1 *Savings Fund Disbursement***

When funds are required that are more than those available in the General Fund for the proper operation of the Association, monies may be drawn from this account by approval of the Assembly at an AGM.

20.4 Charitable Fund

The Charitable Fund shall consist of funds that have been obtained by the Association for the purpose only.

### **20.4.1 *Charitable Fund Disbursement***

Disbursements from this fund shall be made only for the purpose for which it was obtained and then only on approval of the Assembly at an AGM. Monies from

this fund, by resolution at an Annual General Meeting of the Association, may be directed to the Alberta Elks Foundation for its use.

## **B21. AUDIT**

- 21.1 The Association shall, at each AGM, with the recommendation of the Finance Committee, nominate and elect a Chartered Accounting firm to be responsible for conducting an annual Review Engagement of all books and financial statements of the Association for the period April 1 to March 31 inclusive of the ensuing year, such audit to be complete and reported to the next AGM.
- 21.2 Should a nomination of a firm to do the Audit come from the floor of the Conference, it shall include the full name and contact information of the proposed Auditor/firm and a letter from the proposed Auditor/firm stating interest in doing the Audit and a quote on the fee.
- 21.3 The books and records of the Association may be inspected by any member of the Association at the AGM provided for herein or any time upon giving reasonable notice and arranging a time satisfactory to the office or Officers having charge of same. Each member of the Association Executive shall at all times have access to such books and records.

## **B22. BORROWING POWER**

For the purpose of carrying out its objects, the Association 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 Association, and in no case shall debentures be issued without the sanction of a special resolution of the Association.

## **B23. AMENDMENT**

- 23.1 The Bylaws may be rescinded, altered or added to by a “Special Resolution” but the resolution does not take effect until the Registrar of Corporations has approved and registered it.
- 23.2 Amendments of these Bylaws shall be presented in writing to any AGM and shall be referred to the Judiciary Committee. The Committee shall make a report thereto the Association as soon as practicable, and before adjournment, and such amendments shall be considered under “Special Order”.
- 23.3. Notice, in writing, of proposed amendments shall be given to all Lodges, thirty (30) days prior to the first day of the AGM or Special Meeting at which the motion is to be considered.
- 23.4 When resolutions or motions coming from the floor are properly presented at the AGM and receive the two-thirds (2/3) approval of the delegates at the meeting, the notice of motion may be waived.
- 23.5 A three-fourths (3/4) majority shall be required to approve any amendment to these Bylaws.

## **B24. TRANSITIONAL**

- 24.1 The Bylaws shall come into effect upon passage by the members of the Association at an AGM, upon approval by the Executive of the Elks of Canada and upon registration under the Societies Act whichever event shall last occur until such time the Association shall be governed by the previous Bylaws.
- 24.2 Upon all conditions expressed in Section 24.1 being met, all previous Bylaws shall hereby be rescinded.

## **B25 DISSOLUTION**

In the event of dissolution or winding up of the affairs of the Association, all of its assets, after payment of all liabilities and obligations, shall be distributed equally to all Lodges within the Association.